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

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "U.S. Securities Act") and, may not be reoffered, resold or transferred to, or for the account or benefit, of a U.S. Person (as that term is defined in Regulation S of the U.S. Securities Act) except pursuant to an effective registration statement under the U.S. Securities Act, and any applicable state securities laws, or pursuant to an available exemption from the registration requirements from the U.S. Securities Act and any applicable state securities laws. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities offered hereby in the United States to, or for the account or benefit, of a U.S. Person. See "Plan of Distribution".

PRELIMINARY PROSPECTUS

Initial Public Offering

November 24, 2017

TROUBADOUR RESOURCES INC.

Suite 488, 625 Howe Street
Vancouver, B.C. V6C 2T6
(604) 681-0209

**A minimum of 2,500,000 Units to a maximum of 7,250,000 Units and 2,250,000 Flow-Through Units
at a price of \$0.10 per Unit and \$0.10 per Flow-Through Unit**

Public Offering of a minimum of \$475,000 and up to a maximum of \$950,000

Troubadour Resources Inc. (the "Company") is offering (the "Offering") to purchasers in British Columbia (the "Offering Jurisdiction"), and elsewhere permitted by applicable law, a minimum of 2,500,000 Units (the "Units") of the Company and up to a maximum of 7,250,000 Units at a price of \$0.10 per Unit and 2,250,000 Flow-Through Units (the "Flow-Through Units") of the Company at a price of \$0.10 per Flow-Through Unit for total gross proceeds of a minimum of \$475,000 and up to a maximum of \$950,000. Each Unit will be comprised of one common share (a "Common Share") in the capital of the Company and one transferable Common Share purchase warrant (a "Warrant"), and each Flow-Through Unit will be comprised of one flow-through share within the meaning of the *Income Tax Act* (Canada) and the regulations thereunder (a "Flow-Through Share") in the capital of the Company and one-half of one Warrant. Each whole Warrant will entitle the holder to acquire a Common Share (a "Warrant Share") at a price of \$0.15 per Common Share for a period of twenty-four months following the Closing of the Offering. The offering price was determined by the Company. See "Plan of Distribution".

	Price to Public	Proceeds to the Company for the Minimum Offering⁽¹⁾	Proceeds to the Company for the Maximum Offering⁽¹⁾
Per Unit	\$0.10	\$250,000	\$725,000
Per Flow-Through Unit	\$0.10	\$225,000	\$225,000
Total	-	\$475,000	\$950,000

Note:

(1) Before deducting the balance of the costs of this issue estimated at \$55,000 which includes legal and audit fees, other expenses of the Company, the listing fee payable to the Exchange and the filing fees payable to the Commission. See "Use of Proceeds".

Subscriptions for the Units and Flow-Through Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the Closing of the offering will occur on a date agreed upon by the Company, but not later than the date that is 90 days after a receipt is issued for the final prospectus or if a receipt has been issued for an amendment to the final prospectus, within 90 days of issuance of such receipt and in any event not later than 180 days from the date of receipt of the final prospectus.

The completion of the Offering is subject to a minimum subscription of Units and Flow-Through Units for aggregate gross proceeds of \$475,000. The Offering will not be completed and no subscription funds will be advanced to the Company unless and until the minimum subscription of \$475,000 has been raised. In the event that the minimum subscription is not attained by the end of the period of the Offering, all subscription funds that subscribers may have advanced to the Company in respect of the Offering will be refunded to the subscribers without interest or deduction.

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

The Company has applied to list its Common Shares on the TSX Venture Exchange. Listing is subject to the Company fulfilling all of the requirements of the Exchange.

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

An investment in the Common Shares should be considered highly speculative due to the nature of the Company's business, its present stage of development and other risk factors. Investments in natural resource issuers involve a significant degree of risk. The degree of risk increases substantially where the issuers' properties are in exploration as opposed to the development stage. The Company's property is in the exploration stage and is without a known body of commercial ore. Investors should not invest any funds in this Offering unless they can afford to lose their entire investment. See "Risk Factors".

Investors should consider an investment in the securities of the Company to be highly speculative and should review the risk factors outlined on page 38 of this prospectus.

TABLE OF CONTENTS

GLOSSARY OF DEFINED TERMS	1
GLOSSARY OF GEOLOGICAL DEFINED TERMS	2
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION	5
PROSPECTUS SUMMARY	6
CORPORATE STRUCTURE.....	8
BUSINESS OF THE COMPANY	8
DIVIDENDS	20
MANAGEMENT’S DISCUSSION AND ANALYSIS.....	20
DESCRIPTION OF THE SECURITIES DISTRIBUTED	26
CONSOLIDATED CAPITALIZATION	26
OPTIONS TO PURCHASE SECURITIES	26
PRIOR SALES.....	27
PRINCIPAL SHAREHOLDERS.....	29
DIRECTORS AND EXECUTIVE OFFICERS	29
EXECUTIVE COMPENSATION	33
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS	35
AUDIT COMMITTEES AND CORPORATE GOVERNANCE.....	35
RISK FACTORS.....	38
PROMOTERS.....	43
LEGAL PROCEEDINGS AND REGULATORY ACTIONS	43
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	43
AUDITORS, TRANSFER AGENTS AND REGISTRARS.....	43
MATERIAL CONTRACTS	43
EXPERTS	44
FINANCIAL STATEMENTS	44
SCHEDULE “A” - AUDIT COMMITTEE CHARTER.....	45
CERTIFICATE OF THE COMPANY	49
CERTIFICATE OF PROMOTERS	49

GLOSSARY OF DEFINED TERMS

The following definitions and terms apply throughout this document unless the context otherwise requires. Expressions used in this prospectus and other terms and expressions may be defined throughout this prospectus.

“Articles”	the articles of the Company.
“Amarillo Property”	the five mineral claims covering approximately 3,281.26 hectares, located in the Similkameen and Osoyoos Mining Division.
“BCA”	the <i>Business Corporations Act</i> (British Columbia).
“BCSC”	the British Columbia Securities Commission.
“CDS”	CDS Clearing and Depository Services Inc.
“Closing”	means closing of the Offering.
“Common Shares”	the common shares in the capital of the Company without par value.
“Company”	Troubadour Resources Inc.
“Directors” or “Board” or “Board of Directors”	the board of directors of the Company.
“Escrow Agreement”	the escrow agreement to be entered into by the Company, TSX Trust Company and the holders of the escrowed securities.
“Exchange”	the TSX Venture Exchange.
“Expiry Time”	means 5:00 p.m. (Vancouver time).
“Flow-Through Shares”	the unissued Common Shares of the Company that constitute “flow-through shares” as defined in subsection 66(15) of the Tax Act.
“Flow-Through Units”	means a unit offered under this Offering, consisting of one Flow-Through Share and one-half of one Warrant.
“IFRS”	International Financial Reporting Standards.
“Listing Date”	the date on which the Common Shares are listed for trading on the Exchange.
“Mineral Tenure Act”	the <i>Mineral Tenure Act</i> (British Columbia) as amended.
“NI 43-101”	National Instrument 43-101 – <i>Standards of Disclosure for Mineral Projects</i> .
“NP 46-201”	National Policy 46-201 – <i>Escrow for Initial Public Offerings</i> .
“Offering”	the offering of a minimum of 2,500,000 Units (the “Units”) of the Company and up to a maximum of 7,250,000 Units at a price of \$0.10 per Unit and 2,250,000 Flow-Through Units (the “Flow-Through Units”) of the Company at a price of \$0.10 per Flow-Through Unit pursuant to this prospectus.
“Offering Jurisdiction”	British Columbia.
“Qualified Person”	J. Chapman, P. Geo. author of the Technical Report.
“SEDAR”	System for Electronic Document Analysis and Retrieval.
“Tax Act”	<i>Income Tax Act</i> (Canada).
“Technical Report”	the report titled “Summary Technical Report on the Amarillo Property”, dated October 11, 2017, which was prepared by J. Chapman, P. Geo, under the guidelines of National Instrument 43-101.
“Unit”	means a unit offered under this Offering, consisting of one Common Share and one-half of one Warrant.
“Warrant”	means one full transferable common share purchase warrant of the Company exercisable to acquire one Warrant Share at a price of \$0.15 per Warrant Share until the Expiry Time on a date which is twenty four months following the date the Warrant is initially issued.
“Warrant Share”	means a Common Share issuable upon exercise of a Warrant.

GLOSSARY OF GEOLOGICAL DEFINED TERMS

The following definitions and terms apply throughout this document unless the context otherwise requires:

“Ag”	Silver.
“Amphibolite”	A crystalloblastic rock consisting mainly of amphibole and plagioclase with little or no quartz.
“Arsenopyrite”	An iron arsenic sulphide.
“Arsenic” (As)	Arsenic is a metalloid and its primary use is in alloys of lead for use in car batteries and ammunition.
“Au”	Gold.
“Breccia”	A clastic sedimentary rock that is composed of large angular fragments.
“Calckaline”	The diverse rock types in the calckaline series include volcanic types such as basalt, andesite, dacite, rhyolite, and also their coarser-grained intrusive.
“Clastic”	Rocks formed of fragments of pre-existing rocks.
“Co”	Cobalt.
“Cu”	Copper.
“Dike”	An earthen embankment, as around a drill sump or tank, or to impound a body of water or mill tailing.
“Diorite”	a grey to dark grey intermediate intrusive igneous rock composed principally of plagioclase feldspar.
“Dyke”	A long and relatively thin body of igneous rock that, while in the molten state, intruded a fissure in older rocks.
“Fault”	A planar fracture or discontinuity in a volume of rock, across which there has been significant displacement.
“Fe”	Iron.
“Feldspar”	A group of rock-forming minerals that make up approximately 60% of the Earth’s crust.
“Felsic”	Silicate minerals, magma, and rocks which are enriched in the lighter elements such as silicon, oxygen, aluminum, sodium, and potassium.
“Flow”	A type of landslide in which the distribution of particle velocities resembles that of a viscous fluid is called a flow.
“Geochemical Survey”	A survey involving the chemical analysis of systematically collected samples of rock, soil, stream sediments, plants, or water; this expression may be further modified by indicating specif. the material sampled, as, for example, geochemical soil survey.
“Geophysical Survey”	A survey involving the collection of information associated with the physical characteristics of surface and buried rock formations, such as their magnetic properties, electrical conductivity, density and natural radioactivity.
“Granite”	a common and widely occurring type of intrusive, felsic and igneous rock.
“Granodiorite”	a variety of coarse grained plutonic rock similar to granite which mineralogically are composed predominately of feldspar and quartz.
“Intrusion”	A mass of sedimentary rock occurring in a coal seam.
“Jurassic”	A geologic period and system that extends from about 199.6 million years ago to 145.5 million years ago.
“Lense”	Pyrite, round or oval in plan and lenticular in section, ranging up to 2 to 3 ft in thickness and several hundred feet in the greatest lateral dimension, that is found in coalbeds.
“Mafic”	Silicate minerals, magmas, and volcanic and intrusive igneous rocks that have relatively high concentrations of the heavier elements.
“Mercury” (Hg)	Rarely occurs free in nature. Used in laboratory work for making thermometers, barometers, diffusion pumps, mercury-vapor lamps, advertising signs, and pesticides.
“Microfossil”	Fossils generally not larger than four millimeters, and commonly smaller than one millimeter, the study of which requires the use of light or electron microscopy.
“Mineralization”	The concentration of metals and their chemical compounds within a body of rock.
“Mn”	Manganese is a metal with important industrial metal alloy uses, particularly in stainless steels.
“Molybdenite”	a mineral similar in appearance and feel to graphite, molybdenite has a lubricating effect that is a consequence of its layered structure.
“Molybdenum” (Mo)	A silvery-white, hard, transition metal.
“Nickel” (Ni)	A silvery white, hard, malleable, ductile, somewhat ferromagnetic element.

“Ore”	The naturally occurring material from which a mineral or minerals of economic value can be extracted profitably or to satisfy social or political objectives.
“Outcrop”	A visible exposure of bedrock or ancient superficial deposits on the surface of the Earth.
“Pb”	Lead. is soft and malleable, has a relatively low melting point, and is a relatively low unreactive post-transition metal.
“Porphyry”	A variety of igneous rock consisting of large-grained crystals, such as feldspar or quartz, dispersed in a fine-grained feldspathic matrix or groundmass.
“Potassium” (K)	A highly reactive metallic element of the alkali group; it is soft, light, and silvery. Occurs abundantly in nature. The greatest demand is for use in fertilizers.
“ppb”	Parts per billion.
“ppm”	Parts per million.
“Pyrite”	The most common of the sulphide minerals.
“Quartz”	One of the most abundant minerals in the earth’s crust, whose composition is silicon dioxide.
“Rubidium” (Rb)	A soft silvery-white metallic element of the alkali metal group. Symbol: Rb
“Rhyolite”	An igneous rock of felsic composition.
“Sedimentary”	A type of rock that is formed by sedimentation of material at the Earth’s surface.
“Selenium” (Se)	Is a non-metal with properties that are intermediate between sulfur and tellurium. The chief commercial uses for selenium are glass making and pigments. Symbol: Se.
“Shear”	A deformation resulting from stresses that cause or tend to cause contiguous parts of a body to slide relatively to each other in a direction parallel to their plane of contact.
“Silica”	The chemically resistant dioxide of silicon.
“Siliceous”	Any of a group of sedimentary rocks that consist largely or almost entirely of silicon dioxide.
“Slate”	A fine-grained metamorphic rock that splits into thin, smooth-surfaced layers.
“Sodium” (Na)	A soft, bright, silvery metallic element; one of the alkali metals. Symbol: Na. Sodium compounds are important to the paper, glass, soap, textile, petroleum, chemical, and metal industries.
“Soil Sampling”	Taking samples of an unconsolidated material.
“Strontium” (Sr)	A soft silver-white yellowish metallic element that is highly reactive chemically.
“Sulphide”	A compound of sulphur and some other element.
“Survey”	The orderly and exacting process of examining and delineating the physical or chemical characteristics of the Earth's surface, subsurface, or internal constitution by topographic, geologic, geophysical, or geochemical measurements.
“Tectonic”	Said of or pertaining to the forces involved in, or the resulting structures or features of, tectonics.
“Tellurium” (Te)	A trigonal mineral. Native tellurium; soft; semimetallic; in pyrite, sulfur, or in the fine dust of gold-telluride mines.
“Thorium” (Th)	A radioactive actinide metal, thorium is one of only two significantly radioactive elements that still occur naturally in large quantities as a primordial element (the other being uranium). Thorium is predicted to be able to replace uranium as nuclear fuel in nuclear reactors, but only a few thorium reactors have yet been completed.
“Trench”	Trenches are generally defined by being deeper than they are wide (as opposed to a wider gully or ditch), and by being narrow compared to their length (as opposed to a simple hole).
“Trenched”	A type of excavation or depression in the ground.
“Triassic”	A geologic period that extended from about 250 to 200 million years ago.
“Tuff”	A general term for all consolidated pyroclastic rocks.
“Tungsten” (W)	A hard, brittle, white or gray metallic element. Symbol: W. Also known as wolfram. Tungsten and its alloys are used extensively for filaments for electric lamps, electron and television tubes, X-ray targets, and numerous space missile and high-temperature applications.
“Vein”	A mineral deposit, usually steeply inclined. Used to describe a body that is usually smaller and has better defined walls than a lode.
“Volcanic”	A rock formed from magma erupted from a volcano.
“Vugs”	Are small cavities, voids or large pores in a rock or vein, commonly lined with mineral peptides of a different composition from that of the surrounding rock.
“Zinc” (Zn)	A bluish-white, lustrous metal. Employed to form numerous alloys with other metals including brass, nickel silver, commercial bronze, spring brass, soft solder, and aluminum solder. Used extensively by the automotive, electrical, and hardware industries.
“Zirconium” (Zr)	It is a lustrous, grey-white transition metal, that is mainly used as a refractory and opacifier.

CURRENCY

All dollar amounts in this prospectus are in Canadian dollars unless otherwise indicated, and all references to \$ in this prospectus are to Canadian dollars unless otherwise indicated.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This prospectus contains “forward-looking information” which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company and its projects, the future price of gold, copper or other metal prices, exploration expenditures, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and regulatory matters.

Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or statements 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, assumptions and other factors that 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, general business, economic, and competitive uncertainties; lack of production; limited operating history of the Company; the actual results of current exploration activities; ability to obtain prospecting licenses or permits; aboriginal land claims; proper title to the claim that comprises the Amarillo Property; ability to retain qualified personnel; the ability to obtain adequate financing for exploration and development; volatility of commodity prices; environmental risks of mining operations; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses as well as those factors discussed in the section entitled "Risk Factors" in this prospectus.

Forward looking statement are based on a number of material factors and assumptions, including the determination of mineral reserves or resources, if any, the results of exploration and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration and drilling activities, that contracted parties provide goods and/or services on the agreed time frames, the equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual geological or technical problems occur. While the Company considers these assumptions may be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this prospectus. See “Risk Factors”.

These forward-looking statements are made as of the date of this prospectus. Following Closing of the Offering and listing on the Exchange, the Company intends to discuss in its quarterly and annual reports referred to as the Company’s Management’s Discussion and Analysis documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this prospectus. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. The Company will file an amended prospectus if material changes occur between the date of this prospectus and the Closing of the Offering.

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

PROSPECTUS SUMMARY

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

The Company

Troubadour Resources Inc. (previously defined as the “Company”) was incorporated in British Columbia on March 22, 2012 with the name 0936085 B.C. Ltd. There was a change of name on May 17, 2012 to Grandore Resources Inc. There was a further change of name on February 16, 2017 to Troubadour Resources Inc. To date, the Company has been engaged in the acquisition of its mineral property located in British Columbia, Canada. The Company currently holds an option to acquire a 100% interest in the Amarillo Property located approximately 30 kilometers west of the town of Peachland and or 71 kilometers northeast of the town of Princeton in the area of southwestern British Columbia, Canada.

The Amarillo Property consists of five (5) tenures totalling 3,281.26 hectares and is located in the Similkameen and Osoyoos Mining Divisions in British Columbia. The Amarillo Property contains mineralization that includes copper, molybdenum and gold, possibly related to the Jurassic intrusives. Skarn style mineralization with highly anomalous tungsten is also present.

The Offering

Offering: The Company is offering of a minimum of 2,500,000 Units (the “Units”) of the Company and up to a maximum of 7,250,000 Units at a price of \$0.10 per Unit and 2,250,000 Flow-Through Units (the “Flow-Through Units”) of the Company at a price of \$0.10 per Flow-Through Unit, for minimum gross proceeds of \$475,000 and up to maximum gross proceeds of \$950,000. Each Unit will be comprised of one Share and one Warrant and each Flow-Through Unit will be comprised of one Flow-Through Share and one-half of one Warrant. Each whole Warrant entitles the holder to acquire one Warrant Share at an exercise price of \$0.15 for a period of twenty-four months following the Closing of the Offering.

The prospectus qualifies the distribution of the Common Shares, the Flow-Through Shares, the Warrants and the Warrant Shares.

Use of Proceeds: The estimated net proceeds of the Minimum Offering, after deducting the balance of the expenses of the Minimum Offering of \$55,000, will be \$420,000 and the estimated net proceeds of the Maximum Offering, after deducting the balance of the expenses of the Maximum Offering of \$55,000, will be \$895,000 and will be used to implement the recommended work program on the Amarillo Property. As at October 31, 2017, the Company had a working capital surplus of \$3,170. Accordingly, the Company anticipates on having available funds of approximately \$423,170 following Closing of the Minimum Offering and anticipates having available funds of approximately \$898,170 following Closing of the Maximum Offering. See “Use of Proceeds”.

Risk Factors

An investment in the Company is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in the Company. The Directors consider certain risks and other factors to be the most significant for potential investors in the Company, but the risks listed do not necessarily comprise all those associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company’s business.

If any of the following risks actually occur, the Company’s business, financial condition, capital resources, results or future operations could be materially adversely affected. In such a case, the price of the Common Shares could decline and investors may lose all or part of their investment. See “Risk Factors”.

Selected Financial Information

The following table summarizes selected financial information for the period for the six month period ended June 30, 2017 and should be read in conjunction with the audited financial statements for the year ended December 31, 2016 and “Management’s Discussion and Analysis”, as included elsewhere in this prospectus.

	Six Month Period ended June 30, 2017 (unaudited)	As at December 31, 2016 (audited)
Revenue	\$ -	\$ -
Net income (Loss)	(29,766)	(222)
Income (Loss) per share (basic and diluted)	(0.01)	(0.00)
Working Capital (Deficiency)	(64,470)	(30,830)
Assets		
Current assets	28,461	152,485
Exploration and evaluation assets	117,946	114,072
Total Assets	<u>\$146,407</u>	<u>\$266,557</u>
Liabilities		
Current liabilities	92,931	183,315
Shareholders’ Equity	<u>53,476</u>	<u>83,242</u>
Total Liabilities and Shareholders’ Equity	<u>\$146,407</u>	<u>\$266,557</u>

CORPORATE STRUCTURE

The Company was incorporated under the *Business Corporations Act* (British Columbia) on March 22, 2012 under the name 0936085 B.C. Ltd. There was a change of name on May 17, 2012 to Grandore Resources Inc. There was a further change of name on February 16, 2017 to Troubadour Resources Inc.

The Company's head office is located at Suite 488, 625 Howe Street, Vancouver, B.C. V6C 2T6 and its registered office is located at Suite 704, 595 Howe Street, Vancouver B.C. V6C 2T5.

The Company does not have any subsidiaries.

BUSINESS OF THE COMPANY

Description of Business

The Company is engaged in the acquisition and exploration of its mineral property located in British Columbia, Canada. The Company currently has claims in the Amarillo Property located approximately 30 kilometers west of the town of Peachland and or 71 kilometers northeast of the town of Princeton in the area of southwestern British Columbia, Canada.

The Amarillo Property consists of five (5) tenures totalling 3,281.26 hectares and is located in the Similkameen and Osoyoos Mining Divisions in British Columbia. The Amarillo Property contains mineralization that includes copper, molybdenum and gold, possibly related to the Jurassic intrusives. Skarn style mineralization with highly anomalous tungsten is also present.

History Since Incorporation

Since incorporation, the Company has focused its resources on raising and completing equity financings as well as acquiring and carrying out exploration activities on its Amarillo Property.

Private Placement Financings

On May 8, 2012, the Company issued a total of 1,000,000 Common Shares at a price of \$0.01 per share to its initial shareholders.

In June and July 2012, the Company issued a further 3,000,000 Common Shares at a price of \$0.08 per share for gross proceeds of \$240,000. The funds under this offering were used for the acquisition and exploration of the Dryden Claims, which were subsequently returned to the property owner due to unsatisfactory results.

On December 30, 2016, the Company issued 762,500 Non-Flow Through ("NFT") units at price of \$0.08 per unit for gross proceeds of \$61,000. Each NFT unit is comprised of one common share in the capital of the Company and one non-transferable share purchase warrant for a period of two years exercisable at \$0.12. In addition, the Company issued 1,125,000 Flow Through ("FT") units a price of \$0.08 per unit for gross proceeds of \$90,000. Each FT unit is comprised of one common share in the capital of the Company and one-half non-transferable share purchase warrant (each whole warrant, a "Warrant") with each Warrant exercisable into a non flow-through common share for a period of two years exercisable at \$0.12. The funds under this offering were used for the acquisition and exploration of the Amarillo Property and general corporate purposes.

On September 30, 2017, the Company issued 782,600 Non-Flow Through ("NFT") units at price of \$0.10 per unit for gross proceeds of \$78,260. Each NFT unit is comprised of one common share in the capital of the Company and one non-transferable share purchase warrant for a period of two years exercisable at \$0.15. The funds under this offering were used for general corporate purposes.

Dryden Claims

In May 2012, the Company entered into a property option agreement with Rubicon Minerals Corporation whereby it optioned the Dryden Claims. Under the terms of the option agreement, the Company was required to make cash payments totaling \$86,000 and share issuances totalling 150,000 Common Shares. Due to unsatisfactory exploration results, the Company relinquished its option on the Dryden Claims.

Acquisition of the Amarillo Property

On October 27, 2016, the Company entered into a property option agreement with Jordan Lewis (the “Optionor”) whereby the Optionor granted an option to purchase 100% interest in the Amarillo Property to the Company. In order for the Company to exercise its option, it will be required to:

- (a) pay the Optionor an aggregate of \$10,000 (paid); and
- (b) issue an aggregate of 500,000 common shares of the Company, to be delivered within 10 days upon commencement of trading on the TSX Venture Exchange.

The Optionor will also retain a 1.5% net smelter return royalty (the “Royalty”). The Company may purchase 1% of the Royalty by paying the Optionor a total of \$1,000,000.

Exploration of the Amarillo Property

Between October 28 and November 23, 2016, the Company completed its exploration of the Amarillo Property, which included a four-man field crew who collected 755 soil samples, 42 rock samples, and surveyed 39.5 line kilometres of ground magnetic data, using two different GSM-19 magnetometers.

Government Mining Regulations

The Company will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to the exploration of minerals in the Province of British Columbia. The main agency that governs the exploration of minerals in the Province of British Columbia, Canada, is the Ministry of Energy, Mines and Petroleum Resources (“Ministry of Mines”). The Ministry of Mines manages the development of British Columbia’s mineral resources, and implements policies and programs respecting their development while protecting the environment. In addition, the Ministry of Mines regulates and inspects the exploration and mineral production industries in British Columbia to protect workers, the public and the environment.

The material legislation applicable to the Company is the Mineral Tenure Act, as amended, administered by the Mineral Titles Branch of the Ministry of Mines, and the Mines Act, as well as the Health, Safety and Reclamation Code. The Mineral Tenure Act and its regulations govern the procedures involved in the location, recording and maintenance of mineral titles in British Columbia. The Mineral Tenure Act also governs the issuance of leases which are long term entitlements to minerals.

All mineral exploration activities carried out on a mineral claim or mining lease in British Columbia must be in compliance with the Mines Act. The Mines Act applies to all mines during exploration, development, construction, production, closure, reclamation and abandonment. It outlines the powers of the Chief Inspector of Mines, to inspect mines, the procedures for obtaining permits to commence work in, on or about a mine and other procedures to be observed at a mine. Additionally, the provisions of the Health, Safety and Reclamation Code for mines in British Columbia contain standards for employment, occupational health and safety, accident investigation, work place conditions, protective equipment, training programs, and site supervision.

Additional approvals and authorizations may be required from other government agencies, depending upon the nature and scope of the proposed exploration program. If the exploration activities require the falling of timber, then either a free use permit or a license to cut must be issued by the Ministry of Forests. Items such as waste approvals may be required from the Ministry of Environment, Lands and Parks if the proposed exploration activities are significantly large enough to warrant them. Waste approvals refer to the disposal of rock materials removed from the earth which must be reclaimed. An environmental impact statement may be required.

Employees

As of the date of this prospectus, the Company had no employees. The Company’s executive officers are independent contractors of the Company.

Trends and Competitive Conditions

There is significant competition for the acquisition of promising properties, as well as for hiring qualified personnel. The Company’s competitors may have more substantial financial and technical resources for the acquisition of mineral concessions, claims or mineral interests, as well as for the recruitment and retention of qualified personnel.

The present and future activities of the Company may be influenced to some degree by factors such as the availability of capital, governmental regulations, including environmental regulation, territorial claims and security on mining sites. The influence of such factors cannot be predicted.

To the knowledge of the Company, other than what is described in this prospectus, there is no current trend or event that could reasonably influence, in a significant manner, the activities, financial situation or operating results of the Company for the current fiscal year. See “Risk Factors”.

AMARILLO PROPERTY

The following represents information summarized from the Technical Report on the Amarillo Property dated October 11, 2017 (the “Amarillo Technical Report”), prepared by J. Chapman, P. Geo. (the “Qualified Person”), a “qualified person”, as defined under NI 43-101, prepared in accordance with the requirements of NI 43-101. Note that not all of the figures and tables from the Amarillo Technical Report are reproduced in and form part of this prospectus.

Property Description and Location

The Amarillo Property consists of five mineral tenures with a total area of 3,281.26 hectares. The Amarillo Property is located 30 kilometers west of the town of Peachland, British Columbia, or 71 kilometers northeast of the town of Princeton. Access from Vancouver is by driving 160 kilometers east on Highway #1 to Hope then 135 kilometers east on Highway #3 to Princeton. Alternately from Hope it is accessible via 120 kilometers on Highway #5 to Merritt and 116 kilometers on Highway 97C to Peachland. Logging roads from Peachland and Princeton allow access to the Amarillo Property.

The claims have expiry dates as shown in the table below.

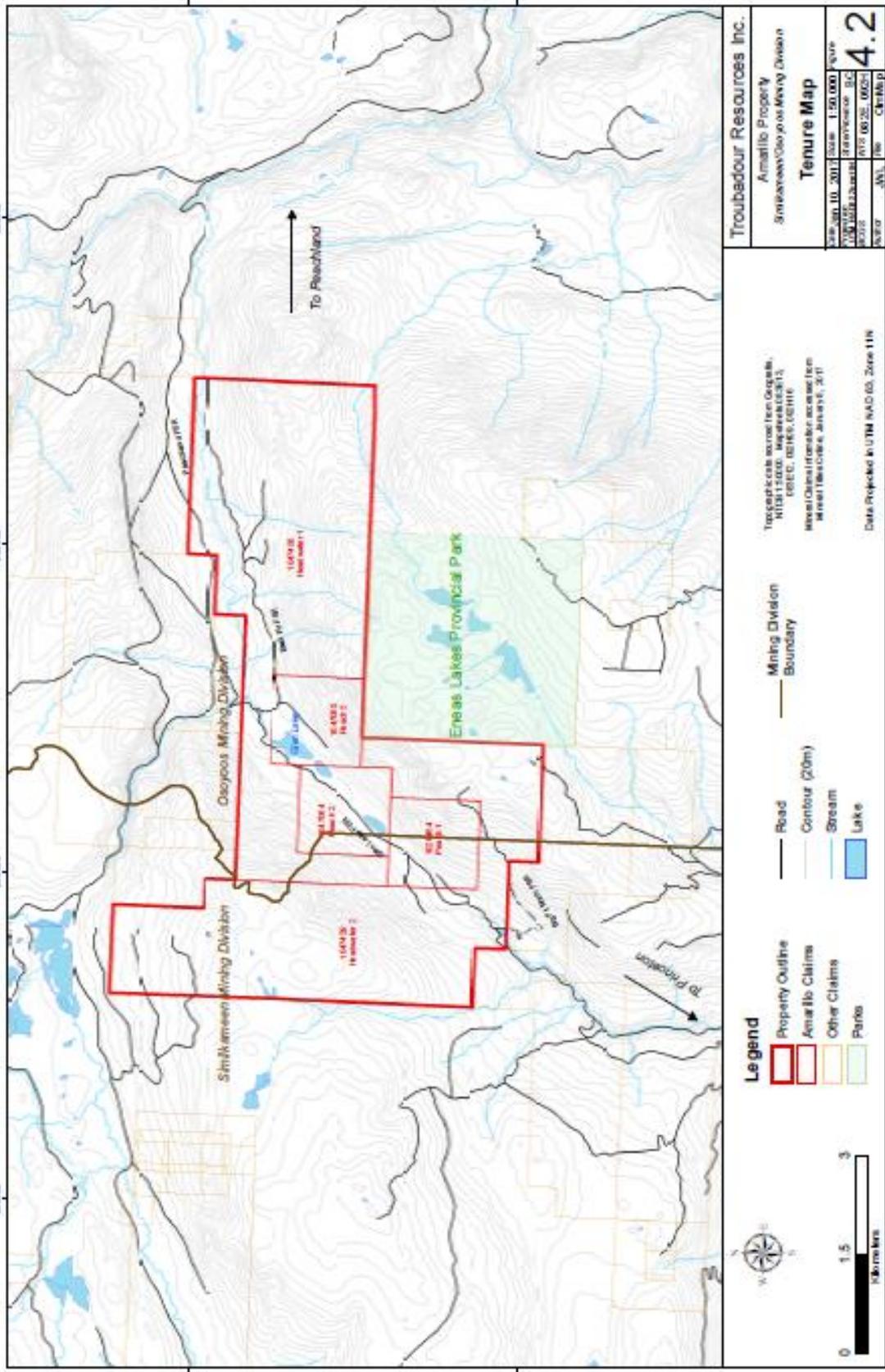
NAME	TENURE NO.	DATE STAKED	EXPIRY DATE	AREA
Peach 1	1020454	2013/Jun/21	2021/Jun/21	187.82
Peach 2	1047064	2016/Oct/03	2021/Jun/01	187.82
Peach 3	1047065	2016/Oct/03	2021/Jun/01	187.82
Headwater 1	1047438	2016/Oct/25	2021/Jun/01	1,418.53
Headwater 2	1047439	2016/Oct/25	2021/Jun/01	1,299.27
Total				3,281.26ha

Assessment work requirements in British Columbia consist of a four tier system of yearly expenditures as follows. The Peach 1 claim is in its 4th year, and the four claims with staking dates in October are in their second year.

\$5.00 per hectare for anniversary years 1 and 2;
 \$10.00 per hectare for anniversary years 3 and 4;
 \$15.00 per hectare for anniversary years 5 and 6; and
 \$20.00 per hectare for subsequent anniversary years.

“Cash-in-Lieu” payments that may be made if physical work has not been conducted on the mineral titles are as follows:

\$10.00 per hectare for anniversary years 1 and 2;
 \$20.00 per hectare for anniversary years 3 and 4;
 \$35.00 per hectare for anniversary years 5 and 6; and
 \$40.00 per hectare for subsequent anniversary years.



Troubadour Resources Inc.

Amalito Property
 Smithamere/Osoyoos Mining Division

Tenure Map

Scale	1:50,000	Year	2011
Author	Amalito	Drawn by	BC
Checked by	BC	Project No.	0032-0025
Drawn by	BC	Map No.	0032-0025
Checked by	BC	Map No.	0032-0025

4.2

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

The Amarillo Property is accessed by road from Vancouver by driving 160 kilometers east on Highway #1 to Hope then 135 kilometers east on Highway #3 to Princeton. Alternately from Hope it is accessible via 120 kilometers on Highway #5 to Merritt and 116 kilometers on Highway 97C to Peachland. Access from Peachland along 30 kilometers of the Peachland Forest Service Road. From Princeton Highway 5a leads to the old Princeton-Summerland Road which gives access to the Glen Lake Forest Service Road, a total of 71kms to the property. Numerous logging and skid roads give good access to most parts of the claims.

Climate

The Amarillo Property enjoys a temperate continental climate with warm summers and cold winters. Average annual rainfall is 300mm and snowfall accumulation in this part of the province averages 1.0 meters in depth. Surface exploration work on the Amarillo Property is best carried out between June and late October, but would be possible throughout the year.

Infrastructure

Accommodation along with basic supplies, labour and fuel may be sourced in the communities of Princeton or Peachland. Any specialized material, equipment or manpower requirements would be readily available in Vancouver, 290 kilometers to the West, or Kelowna 50 kilometers to the Northeast. Power lines follow the routes of Highway 3 and 97, and as of November 2016, high voltage power lines are being constructed less than 500 meters from the southern boundary of the Amarillo Property.

Physiography and Vegetation

The topography within the Amarillo Property is generally moderate. Elevations range from 1140 meters to 1660 meters. The Amarillo Property is covered with large stands of commercial evergreen trees. There is generally little undergrowth but dense brush and deadfall does occur locally.

Extensive logging has been carried out in the area, and is ongoing within the Amarillo Property boundaries. In general outcrop is sparse, but in many areas the overburden is less than one meter deep. Glacial till of unknown thickness is present over some areas, but has not yet been fully delineated. Swampy areas occur near the sources of most of the creeks.

Amarillo Property History

The Marg 1/Juniper showing was first reported on by Don Agur of Summerland, British Columbia in the early 1960s. Mr. Agur trenched the showing to uncover a potassic-altered granodiorite with chalcopyrite along fractures. The trench reportedly assayed 0.87% copper over 120 meters with “some gold”.

In 1967, following the discovery of the Cu-Mo-Au Brenda deposit to the North, Juniper Mines Ltd. Carried out a large-scale percussion drilling program aimed at testing strongly sericite-altered zones on and around the Amarillo Property. A memo from this time states that drilling returned values of up to 0.025% MoS₂ and geochemical sampling returned 0.9% Cu over 120 metres, reportedly from the same trench previously uncovered by Mr. Agur.

In 1978, claims were staked by Ian G. Sutherland of Peachland, British Columbia. Mr. Sutherland carried out prospecting and geochemical sampling programs up until 1982. These programs outlined a 700 metres east-west gold-in-soil anomaly of >100ppb covering the northern portion of his claims. A “Shear Zone” was also identified just to the south of the gold soil anomaly with anomalous copper values. The footprint of these anomalies overlies what is currently called the Jesse James Zone.

A geology report was prepared in 2007 by A. Travis, at the request of Kitcher Resources. In this report, found in archived SEC filings, Mr. Travis sums up the information from old assessment reports and strongly recommends that a two-phase program be carried out to locate and expand upon the historic trench. Kitcher Resources merged with Blue Water in 2008 and there is no indication that Kitcher Resources acted on any of Mr. Travis’s recommendations.

The Peach 1 was staked in June of 2013 by the Optionor to cover the Marg 1/Juniper Minfile showing. Three separate small work programs between 2013 – 2014 resulted in rock samples assaying up to 1.5g/t Au and 32 g/t Ag, approximately 300 meters South West of the old trench. Also of interest was a sub-angular skarn float boulder found in the vicinity which assayed >100ppm West with anomalous Mo.

In October of 2016 the Peach 2 and 3 were acquired based on work carried out by the Optionor on the Peach 1. The Amarillo Property was optioned by the Company in October of 2016 and the Headwater 1 and 2 claims were staked to encompass a prominent magnetic low shown on regional government airborne magnetic surveys.

Geological Setting

Regional Geology

The Amarillo Property lies within a large undifferentiated suite of plutonic rocks of Jurassic or Lower Cretaceous age identified as the Nelson Plutonics, near the boundary of the Insular and Intermontane tectonic belts. Historic mapping by the Geological Survey of Canada in 1940 identified 3 separate intrusive events in the area. These are described as a grey granodiorite, a reddish coarse grained siliceous granite/granodiorite and a light colored granodiorite. They locally display intrusive contacts, but in places appear also to have gradational contacts. The three granitoids are acidic in nature and have abundant visible free quartz. Pegmatite/aplite dykes are reportedly common throughout. More recent mapping from 1983-1984 classifies the underlying bedrock as the Nelson Plutonic Suite, a Jurassic suite of undifferentiated granodiorites, quartz diorites and granites. To the north of the Amarillo Property a Triassic volcanic/sedimentary package consisting of shales, slates, phyllite, andesite and basalt is mapped which may be part of the Nicola Group. To the south lies the Jurassic Okanagan Batholith, comprised of massive, medium-coarse grained light grey weathering biotite-granodiorite and granite.

Property Geology

Four major lithological units have been identified over the course of the 2016 field mapping program. Each unit has been variably altered (silicified/sericitized) and fractured/brecciated.

The granodiorite is a white-grey medium-grained equigranular rock with abundant biotite, white plagioclase, light grey quartz and is locally porphyritic. Alteration includes local zones that are strongly silicified and/or weakly sericitic. The alteration results in a dark grey/green groundmass with obscured crystals. Altered granodiorite tends to be mineralized with up to 15% pyrite and small amounts of chalcopyrite. Granodiorite was encountered throughout the Amarillo Property and makes up the majority of the exposed outcrops. In the western area it is fresh, unaltered and equigranular, with hornblende and biotite comprising the mafic minerals. On the eastern part of the Amarillo Property, medium grained chunky biotite is the sole mafic mineral and can comprise up to 30% of the rock. Within the Jesse James Zone, granodiorite is strongly silicified and weakly sericitized, with possible potassic alteration.

Porphyritic Tuff or latite is beige to buff colored, fine grained with triangular quartz fragments and up to cm-scale porphyritic white plagioclase. The unit is locally strongly silicified in the eastern portion of the Amarillo Property with unidentified dark brown weathered cubic porphyry crystals. The groundmass is very-fine-grained, with porphyritic millimeter-centimeter scale subhedral-anhedral white plagioclase crystals and rare flecks of an acicular-rectangular black vitreous mineral. Porphyritic anhedral masses of orthoclase and plagioclase are mixed with an unidentified millimeter to centimeter-scale rectangular brown flaky mineral and triangular quartz shards. Fresh cut surfaces show occasional millimeter-scale grey quartz veinlets.

The Mafic Dyke (MD) is dark grey/black and weathers dark rusty brown. It is predominately fine grained massive biotite with small anhedral white crystals tentatively identified as plagioclase. Rare pods of massive tourmaline have been observed. Where altered the unit is strongly silicified becoming light blue/green with very fine grained pyrite along fractures. A parallel swarm of meter-scale mafic dykes trend approximately 070° along slopes through the central portion of the Amarillo Property. Within the large magnetic low, these dykes appear to be intensely silicified and fractured. Millimeter-scale veinlets of grey quartz are abundant in these rocks, as is very fine grained pyrite.

Quartz Feldspar Porphyry QFP is white-grey-pink with phenocrysts of pink orthoclase and anhedral grey quartz masses. It occurs as small lenses west and south of Glen Lake. Weathered surfaces are beige-tan-brown, while fresh surfaces are cream-grey-pink. Outcrops are resistant to weathering, but are locally highly fractured. There is a strongly foliated/silicified area at the far eastern extent of the exposure. Alteration is associated with mm-scale quartz veinlets. These veinlets have shattered the orthoclase phenocrysts, and vuggy textures are common. Vugs are lined with millimeter-scale euhedral quartz prisms that are coated in a grey very-fine-grained powdery mineral. Assay results suggest this is a lead bearing mineral. This unit may represent an exposed pendant of the Osprey Lake Batholith.

Structure

Two joint sets are present in all four lithologies encountered. The dominant set trends roughly NE and dips SE, while the weaker set trends NW and dips NE. Meter-scale zones of intense foliation/shearing trending ~020-030° were observed in the QFP and in the altered granodiorite. Quartz veins were sporadically encountered and tended to follow one of the two joint sets.

Mineralization

Three styles of mineralization have been observed to date on the Amarillo Property. These consist of sulphides (vein and disseminated), Au-Ag quartz veins, and tungsten skarn. Sulphide mineralization is prevalent in the altered granodiorite and altered mafic dykes. Pyrite locally up to 15% of the rock, occurs as anhedral-subhedral very fine-grained to medium grained crystals. Trace fine grained molybdenite was identified in several locations, also along fracture planes. Chalcopyrite was only observed in one location in outcrop as fine stringers within a zone of strongly altered granodiorite which has been labeled as the Jesse James Zone. In this area the altered granodiorite is intensely fractured, and all fracture surfaces are coated in goethite, hematite and limonite. XRF analysis of these gossanous surfaces showed elevated copper values. A silver metallic mineral, tentatively identified as bismuthinite, was found within the chalcopyrite-bearing rock. A single quartz vein up to 7cm wide found on a hillside within the Jesse James Zone returned anomalous values of gold and silver (up to 1.5g/t Au, 32 g/t Ag). An angular skarn float boulder was found at the NE edge of the Jesse James Zone with visible chalcopyrite, molybdenite and scheelite.

Alteration

Silicification is the dominant alteration, overprinting and obscuring the original texture of the host rock. Minute stringers of quartz-carbonate are seen on cut surfaces of altered rock, in some cases shattering phenocrysts. Occasionally, plagioclase crystals have turned to sericite in areas of stronger silicification. Zones of more intense alteration tend to coincide with the magnetic lows.

Deposit Type

The Marg 1/Juniper Minfile showing is considered to have calcalkaline Cu-Mo +/- Au porphyry potential as described by Panteleyev, 1995. Similar examples include the nearby Brenda deposit and the Schaft Creek deposits. This type is characterized by stockworks of quartz veinlets, quartz veins, closely spaced fractures and breccias containing pyrite with lesser chalcopyrite, molybdenite, bornite and magnetite occurring in porphyritic intrusions, related breccia bodies and/or host rocks. The mineralization is associated with hydrothermal alteration of the intrusions and wall rocks. The deposit is stock-related with multiple emplacements at shallow depth (1 to 2 km) of generally equant, cylindrical porphyritic intrusions. Numerous dikes and breccias of pre, intra, and post-mineralization age modify the stock geometry. Orebodies occur along margins and adjacent to intrusions as annular ore shells. Lateral outward zoning of alteration and sulphide minerals from a weakly mineralized potassic/propylitic core is common. Surrounding ore zones with potassic (commonly biotite-rich) or phyllic alteration contain molybdenite/chalcopyrite, then chalcopyrite and a generally widespread propylitic, barren pyritic aureole or 'halo'. Pyrite is the predominant sulphide mineral; in some deposits magnetite, and rarely hematite, are abundant. Ore minerals are chalcopyrite, molybdenite, lesser bornite and rare (primary) chalcocite. Minor minerals are tetrahedrite/tennantite, enargite and minor gold, electrum and arsenopyrite. In many deposits late veins generally distal to the porphyry commonly contain galena and sphalerite.

Exploration

Between October 28th - November 23rd, 2016, a four-man field crew collected 755 soil samples, 42 rock samples, and surveyed 39.5 line kilometers of ground magnetic data on behalf of the Company. Two separate grids were established with a handheld GPS and compass to aid in collection of data; the Main Grid and the Clearcut Grid. Crew members walked each grid line and mapped any outcrop encountered, noting location (NAD83 Zone 11N) on a handheld Garmin GPS60 or GPS62, size, lithology, alteration, structures and mineralization. Outcrop exposure is poor at less than 5% and was mostly exposed along ridges and knobs. Areas of alteration were explored/mapped in greater detail. Mapping confirmed that zones of alteration occur predominately within identified magnetic lows. Rocks from these zones generally show strong silicification and some weak to moderate sericitization.

Geochemical Surveys

A total of 755 soil samples were collected from two grids along with 42 rock samples from the prospecting program. Within the grid area some of the material sampled was comprised of glacial till which may mask underlying anomalies. Anomalous copper and moly values for the soil grids were encountered. Soil geochemical anomalies for Cu, Mo, Bi and Te form a linear trend roughly 2.2 km long and up to 900 meters wide which contains the Jesse James Zone. This trend is paralleled by a Pb-Zn-Ag population group occurring upslope and south of the Cu-Mo-Bi-Te anomaly. Gold values are patchy, but can be construed to form a weak E/W linear trend beginning just east of Glen Lake, with spotty high values inside the Jesse James Zone. A strong tungsten soil anomaly occurs on the western side of the main grid, suggesting a skarn target roughly 800 m x 800 m in size.

Soil Geochemistry Statistics (ppm)

Element	Min	Max	Mean	Standard Deviation	Moderate Anomaly	Strong Anomaly	Intense Anomaly
Cu	2.5	265.9	9.9	17.5	33 – 50	51 – 68	>68

Mo	0.24	10.19	1	0.93	2.34 – 3.27	3.28 – 4.21	>4.21
Bi	0.08	11.18	0.33	0.8	1.34 – 2.14	2.15 – 2.95	>2.95
Au	<0.004	0.068	0.001	0.006	0.011 – 0.017	0.018 – 0.024	>0.024
Pb	4.5	563.4	15.4	31.1	56 – 87	88 – 119	>119
Zn	27	5359	178	291.7	528 – 820	821 – 1113	>1113
Ag	<0.05	32.7	0.23	1.34	1.80 – 3.14	3.15 – 4.49	>4.49
W	0.11	1.99	0.54	0.42	0.90 – 1.24	1.25 – 1.59	>1.59
As	0.7	297.4	2.4	11.05	8.0 – 9.0	9.0 – 18.0	>18
Sb	0.04	1.41	0.07	0.09	0.18 – 0.21	0.21 – 0.4	>0.4
Te	0.025	0.87	0.025	0.07	0.18 – 0.24	0.24 – 0.48	>0.48

A total of 42 rock samples were collected over the course of the program. Copper values ranged from 2.4ppm to 2,003ppm, with many of the anomalous values located within the Jesse James Zone.

Rock Sample Statistics (ppm)

Element	Min	Max	Mean	Standard Deviation	Moderate Anomaly	Strong Anomaly	Intense Anomaly
Cu	2.4	2003	45.5	360.6	881 – 902	902 – 1800	>1800
Mo	0.52	923.03	4.48	148.5	116 – 265	265 – 530	>530
Bi	0.025	2082	2	320.9	50 – 128	128 – 256	?256
Au	0.002	0.319	0.003	0.05	0.02 – 0.03	0.03 – 0.06	>0.1
Pb	1.7	1707.9	14.1	325.4	639 – 1050	1050 – 2100	>2100
Zn	11	2639	83	406.6	415.9 – 432.9	432.9 – 865	>865
Ag	0.025	11.36	0.385	2.95	8.08 – 9.82	9.82 – 18.0	>18.0
W	0.19	1245.5	1.78	191.64	24.9 – 31.1	31.1 – 62	>62
As	0.1	38.8	4.2	8.3	23.3 – 25.8	25.8 – 50.8	>50.8
Sb	0.025	0.87	0.025	0.16	0.37 – 0.39	0.39 – 0.8	>0.8
Te	0.025	1.15	0.265	0.26	0.66 – 1.01	1.01 – 2.0	>2.0

A sample containing a cm-scale bleb of bismuthinite and trace chalcopyrite along fractures was collected from a small overgrown blast pit along strike from historic sampling approximately 200m to the SE of the Marg1 trench. Gold values were almost universally low. The exception was a sample (0.319g/t Au), taken adjacent to a 2014 sample from quartz vein subcrop which ran ~1.5 g/t Au within the Jesse James Zone. Molybdenum values ranged from below detection to a high of 923ppm. This high was obtained from a subangular skarn float boulder which also ran 0.124% W. No outcrop source for the boulder has been identified to date. Anomalous values of 309.77 ppm and 117.48 ppm Mo were returned from a quartz breccia south of the Jesse James Zone, and an altered mafic dyke outcrop in the eastern cut block. Anomalous lead and zinc values corresponded to zones of disruption (foliation/faulting) or veining. Lead values ranged from below detection to 0.17%. Highs were returned from sheared/foliated altered granodiorite within the Jesse James Zone, vuggy quartz veins within altered QFP, and quartz breccias. Zinc values ranged from below detection to 0.26%. The high zinc value was from a quartz breccia, which was also anomalous for Mo, Pb and Cu.

All 755 soil samples were analyzed with a Niton Analyzer Model XL3T 950 with Gold Package on the day they were collected by a NRC-certified operator to generate exploration targets. Two table spoons of soil were removed from the 4" x 6" kraft bag and placed in a pile on a clean sheet of poly plastic. Visible pebbles and organic matter were removed from the sample, and a 2.5" diameter circle of 6-micron thick Mylar was placed over the sample. Soil was compacted to reduce air voids. The sample number was entered into the analyzer, which was then set to Soil Sample Analysis - All Geo mode. The analyzer ran for a full 30 seconds, the preset time for which the main filter determines element values. The main filter analyzes for Mo, Zr, Sr, U, Rb, Th, Pb, Au, Se, As, Hg, Zn, W, Cu, Ni, Co, Fe, and Mn, presenting values as ppm. The results of the XRF analysis enabled the field crew to quickly follow up on geochemical anomalies. Sample spacing was tightened up over areas of anomalous Cu, and line spacing was increased to 400 meters on certain sections of the northwest portion of the Main Grid where analysis indicated that glacial till was hindering geochemical signatures. In general, XRF anomalies corresponded very well with lab assay anomalies.

Geophysical Surveys

Approximately 3200 nT readings were collected on 23 NW-SE lines, spaced 200 meters apart, at stations 12.5 meters along each line. This represents a total survey length of 39.5 line kilometers. Survey data was collected by two operators, using two different GSM-19 magnetometers. A separate GSM-19 unit was used as a base station to measure diurnal variations, with stationary readings taken every three seconds. All three units were time synced at the start of each day, and rover units were tested by ensuring nT readings over a known point matched between units. At the end of each day raw data was downloaded from all three units, diurnal corrections were applied to the rover data from the base station, and corrected data was compiled into a single Excel spreadsheet.

Coordinates registered in NAD83 Zone 11N were assigned to each station. Raw rover and base data files were supplied to SJ Geophysics, as well as the compiled spreadsheet. Grid lines were labelled, and a station numbering scheme was supplied by Troubadour Resources.

Trends identified by SJ Geophysics align with known geological lineations on the Amarillo Property, specifically the NE-SW major fracture set and the ~070° strike of the mafic dykes and porphyritic tuff units. The ground magnetic survey was intended to confirm the presence of a large 6 km x 2 km regional magnetic low bearing ~070° identified on high altitude government aeromagnetic maps. Even though the ground data shows considerably more relief, there is a general agreement between it and the regional data, suggesting that the underlying geology is more complex than regional mapping has indicated.

Two extremely strong magnetic low/high dipole anomalies are present on the southeastern ends of lines L006 and L007. Although the units appear to have been operating normally, these are high enough amplitude that they could be "noise." If the data is valid, the source of the anomaly likely lies at or near surface. Field examination did not observe any cultural objects such as culverts, chains etc.

There is clear evidence of north-easterly striking features in the data. Closer line spacing will be required to produce a more coherent interpretation of magnetic lineations. The Jesse James Zone coincides with a 1.3 km long pronounced magnetic low, widening as it trends to the southwest. The location of the Marg 1 Minfile showing is at the northeastern end of this trend.

Drilling

No drilling has been carried out other than as described in the section "Amarillo Property History".

Sample Preparation, Analyses and Security

No information is available on sample collection, preparation or security for the historical results in this report. All samples collected by the author were retained in the possession of the author until delivered to ALS Labs in North Vancouver, British Columbia for multi-element analyses by ME-ICP41 and AA25 for gold.

Samples collected by the Company were placed in rice bags and personally transported by the crew for submission to MS Analytical, an ISO 9001 and ISO/IEC17025 certified commercial laboratory located in Langley, British Columbia. MS analytical is a Canadian company with 25+ years of experience analyzing geological material. Soil samples were dried and screened through a -80 mesh. 20 grams of material was digested in dilute aqua regia, then finished with ICP-MS. Assay package IMS-117 was chosen, resulting in a suite of 37 elements.

Rock samples were dried, crushed to 2mm, then pulverized to 85% passing a -75 mesh. 20 grams of homogenized material was then digested in dilute aqua regia and finished with ICP-MS. As with soils, assay package IMS-117 was chosen. QA/QC samples, comprising blanks, standards and duplicates, were inserted by MS Analytical every 12 samples.

Soil samples were collected from the B horizon at 50m or 100m intervals along lines spaced 200-400 metres apart. Holes were dug with a long-handled GeoTul until at least a 5cm column of B horizon material was exposed; average depth of the B horizon was 20cm. Approximately 400 grams of soil was collected at each station (unless otherwise noted), placed into a clean labelled kraft paper bag, and sealed with flagging tape. Visible pebbles and organic matter were removed from the sample material. Notes were taken on waterproof paper detailing the sample number, color, consistency/grain size, depth, and any relevant comments. The Geotul was wiped clean, flagging was marked with the sample number and tied to a nearby tree, and location data was noted in field notes and on a Garmin handheld GPS60 or GPS62 unit. Samples were transported back to camp on a daily basis and laid out to dry. Each night, soil samples were assayed using a Niton portable XRF analyzer.

Rock samples were collected from either outcrop or angular float in areas of visible alteration and mineralization. Approximately 2kg of material was placed in a clear polybag and labelled with both a unique station number and sample number. The bag was tied closed, and labelled flagging tape was placed on the ground where the sample was taken from, as well as in a nearby tree. Notes were taken describing the lithology, alteration, mineralization, location and any structures surrounding the sample site. Location data, projected in NAD83 Zone 11N, was marked on a handheld Garmin GPS60 or GPS62 unit. Samples were transported back to camp daily.

A portable XRF analyzer was used to help identify any questionable minerals. This device can accurately determine the chemical composition of a material by measuring secondary (or fluorescence) x-rays emitted from the material when a primary X-ray excites it. When an atom in the material is hit by high energy x-rays from a controlled source (the x-ray tube within the analyzer), an electron from one of the inner orbital shells of the atom is dislodged. To regain stability, the atom fills this vacant spot with an electron from

a high-energy outer orbital shell. The higher energy electron releases a characteristic fluorescent x-ray and drops to the lower energy inner orbital shell. The analyzer can measure this energy release and quantify it.

Data Verification

The Company has not attempted to verify the historical data which consists of soil and rock sampling by previous operators. Some data is available on-line at the BCEMR website and other information available through published papers in technical journals as referenced in Section 26 of the Technical Report. The Amarillo Property contains one zone of known mineralization, with most historical work having taken place between 1965 - 1982. Three old blast pits have been identified within the zone of known mineralization, but they are of an unknown age and do not appear in any available reports. Modern exploration has been documented as taking place in 2007, and again in 2013.

The data from these past exploration programs has been reviewed by the Qualified Person, who is of the opinion that historical work has been conducted in accordance to industry standards of the time. However, none of the previous work has been carried out in accordance with the current Exploration Best Practices Guidelines, and none of the previous operators employed any internal QA/QC program.

The Qualified Person visited the Amarillo Property on November 15th, 2016. During the visit, the Qualified Person noted major points of access, located and sampled portions of the Jesse James Zone, viewed a demonstration of XRF analytical procedures, reviewed raw ground magnetic data, and verified local geology both in the field and through the rock library at base camp. Four rock samples were collected from different locations on the Amarillo Property, which were submitted to ALS Global's laboratories in North Vancouver, BC, for analysis. The Qualified Person oversaw the planning of the 2016 field program and provided ongoing advice and feedback.

It is the opinion of the Qualified Person that the adequacy of the data obtained is of sufficient quality for the purposes of this report.

Interpretation and Recommendations Summary

Interpretation

The Amarillo Property was staked to cover ground considered favourable for porphyry Cu-Mo +/- Au mineralization. Mapping, sampling and a grid based magnetic survey carried out in November 2016 identified four main lithological units and areas of strong alteration (silicification, sericitization) within a large magnetic low.

Soil geochemical sampling was effective in identifying anomalous values in copper, molybdenum, and bismuth, however extensive areas of glacial till likely mask other anomalies. A 2.2 km long by up to 900 meter wide coincident Cu-Mo-Bi-Te anomaly strikes roughly NE/SW along a prominent magnetic low, and a lateral Pb-Zn-Ag anomaly parallels this trend. The historic Marg 1/Juniper Cu showing occurs at the NE edge of the Jesse James Zone. Within the zone, granodiorite is strongly altered and mineralized with up to 15% pyrite in veins, fractures and disseminations. Assay results were anomalous for copper, reaching a high of 0.2%. Immediately west of the Jesse James zone lies a strong tungsten-in-soil target, where a skarn float boulder assayed 0.12 % W.

Conclusions

Exploration programs carried out between 2013 and 2016 have located an historic trench that assayed 0.87% copper over 120m in rocks prospective for porphyry copper type deposits. Soil Sampling of this area has outlined a coincident copper – moly anomaly associated with these same rocks covering an area of 2000m by up to 900m. The soil anomaly is associated with a large magnetic low which also displays locally strong silicification and sericitic alteration.

Recommendations and Budget

As a result of the work completed on the Amarillo Property to date, a program consisting of soil geochemical surveys, IP and magnetic surveys is recommended for the Amarillo Property. An additional 500 soil samples to expand and infill the coverage of the known anomalies should be carried out. An IP and magnetic survey should be completed over the geochemical anomaly. The program is estimated to cost \$222,860.

Recommended Exploration Program Budget

Item	Description	Amount
Soil Geochemical Survey	Sample Collection	\$10,000.00
Soil Assays	500 samples @ \$30/sample	\$15,000.00

Rock Samples	100 samples @ \$40/sample	\$4,000.00
3D-IP Survey	30 line kms @ \$3,850/km	\$115,500.00
Meals and Accommodation	120 man days @ \$135	\$16,200.00
Geological Personnel	Mapping and Prospecting	\$14,400.00
Communications	Radio's, Sat Phone	\$1,000.00
Field Supplies	Flagging, pickets, consumables	\$4,500.00
Transportation	Truck rental & fuel (2 trucks @ \$150/day/unit + fuel)	\$12,000.00
Report Preparation		\$10,000.00
Sub-Total		\$202,600.00
Contingency	@ 10%	\$20,260.00
	Total Recommended Budget	\$222,860.00

USE OF PROCEEDS

Funds Available

The estimated net proceeds of the Minimum Offering, after deducting the balance of the expenses of the Minimum Offering of \$55,000, will be \$420,000 and the estimated net proceeds of the Maximum Offering, after deducting the balance of the expenses of the Maximum Offering of \$55,000, will be \$895,000 and will be used to implement the recommended work program on the Amarillo Property. As at October 31, 2017, the Company had a working capital surplus of \$3,170. Accordingly, the Company anticipates on having available funds of approximately \$423,170 following Closing of the Minimum Offering and anticipates having available funds of approximately \$898,170 following Closing of the Maximum Offering.

Principal Purposes

The funds available will be used for the purposes listed below:

	Minimum Amount (\$)	Maximum Amount (\$)
Work program on the Amarillo Property	222,860	222,860
Estimated general and administrative expenses for the 12 months following the Offering	80,000	80,000
Unallocated Working Capital to fund ongoing operations	120,310	595,310
Total	423,170	898,170

The Company expects to incur approximately \$80,000 in general and administrative costs on an annual basis to cover the expenses of operating as a public company over the next twelve (12) months. A breakdown of the estimated general and administrative costs for that period is as follows:

	Minimum Annual (\$)	Maximum Annual (\$)
Audit and Accounting Expenses	25,000	25,000
Legal Expenses	25,000	25,000
Regulatory Filing Fees	10,000	10,000
Transfer Agent	10,000	10,000
Miscellaneous	10,000	10,000
Total	80,000	80,000

The Company intends to spend its available funds as stated in this prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary. The Company has no plans to provide fees or salaries to any of its named directors and officers over the next twelve months.

Negative Operating Cash Flow

Since inception, the Company has had negative operating cash flow and incurred losses. The Company's negative operating cash flow and losses are expected to continue for the foreseeable future. The Company cannot predict when it will reach positive operating

cash flow, if ever. Due to the expected continuation of negative operating cash flow, the Company will be reliant on future financings in order to meet its cash needs.

Business Objectives and Milestones

The business objectives the Company expects to achieve using the available funds are to: (i) complete the Offering; (ii) obtain a listing of the Common Shares on the Exchange; and (iii) complete the exploration phase 1 program recommended in the Amarillo Technical Report.

The Company's business objectives of completing the Offering and listing on the Exchange will occur on the Closing of the Offering and the Listing Date. The cost of covering administrative costs for the first 12 months following listing is estimated at \$80,000. The Company's business objective of completing the recommended work program on the Amarillo Property is currently expected to occur over the course of approximately 12 months following the Closing date of the Offering. The cost of completing the recommended work program is estimated at \$222,860. Unallocated funds will be added to the working capital of the Company.

DIVIDENDS

The Company has never declared, nor paid, any dividend since its incorporation and does not foresee paying any dividend in the near future since all available funds will be used to conduct exploration activities. Any future payment of dividends will depend on the financing requirements and financial condition of the Company and other factors which the Board, in its sole discretion, may consider appropriate and in the best interests of the Company.

Under the BCA, the Company is prohibited from declaring or paying dividends if there are reasonable grounds for believing that the Company is insolvent or the payment of dividends would render the Company insolvent.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following tables set forth selected financial information with respect to the Company's unaudited financial statements for the six-month period ended June 30, 2017 and 2016. The selected financial information has been derived, except where indicated from the unaudited financial statements for the six-month period ended June 30, 2017 and 2016. The following should be read in conjunction with the said financial statements and related notes that are included elsewhere in this prospectus, the audited financial statements for the years ended December 31, 2016 and 2015, and the "Management Discussion and Analysis".

Selected Financial Information

	Six Month Period ended June 30, 2017 (Unaudited) (\$)	Six Month Period Ended June 30, 2016 (Unaudited) (\$)	As at December 31, 2016 (Audited) (\$)	As at December 31, 2015 (Audited) (\$)
Continuing operations				
Professional fees	29,673	-	-	-
Interest and bank charges	93	96	222	192
Office and administration	-	-	-	275
Net loss	(29,766)	(96)	(222)	(467)
Basic and Diluted loss per share	<u>(0.01)</u>	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>

Statement of Financial Position	As at June 30, 2017 (Unaudited) (\$)	As at December 31, 2016 (Audited) (\$)	As at December 31, 2015 (Audited) (\$)
Assets			
Current assets	28,461	152,485	19,647
Mineral Property	117,946	114,072	-
Total Assets	146,407	266,557	19,647
Liabilities			
Current liabilities	92,931	183,315	86,918
Shareholders' Equity	53,476	83,242	(67,271)
Total Liabilities and Shareholders' Equity	146,407	266,557	19,647

Overview

This management discussion and analysis (“MD&A”) of results, operations and financial condition of the Company, describes the operating and financial results of the Company for the six month period ended June 30, 2017. This MD&A supplements, but does not form part of, the audited financial statements of the Company, and should be read in conjunction with the Company’s audited financial statements and related notes for the year ended December 31, 2016. The Company prepares and files its financial statements in accordance with IFRS. The currency referred to in this MD&A is in Canadian Dollars.

Overall Performance

The Company is a junior exploration company engaged in the exploration and development of the Amarillo Property. The Company’s future performance depends on, among other things, its ability to discover and develop ore reserves at commercially recoverable quantities, the prevailing market price of commodities it produces, the Company’s ability to secure required financing, and in the event ore reserves are found in economically recoverable quantities, the Company’s ability to secure operating and environmental permits to commence and maintain mining operations.

Since incorporation, the Company’s activities included the acquisition of the Amarillo Property and activities related to the Offering. See “Business of the Company – History since incorporation” and “Amarillo Property”.

Results of Operation

Six Month Period ended June 30, 2017

The Company reported a net loss of \$29,766, during the six month period ended June 30, 2017. The main factors that contributed to the loss during the six-month period were interest and bank charges of \$93 (2016 - \$96) and professional fees of \$29,673 (2016 - \$nil).

Professional fees consist of legal fees in connection with the Company's acquisition of the Amarillo Property and this Offering, accounting and audit fees in connection with the preparation of the Company's audited financial statements and the Corporate Finance Fee related to the Offering.

The Year Ended December 31, 2016

The Company reported a net loss of \$222 for the year ended December 31, 2016. The main factors that contributed to this loss were the interest expense and bank charges of \$222.

During the year ended December 31, 2016, the Company incurred \$114,072 of expenditure in relation to its mineral property exploration of the Amarillo property

During the year ended December 31, 2016, the Company completed the following equity financings: (i) the sale of 762,500 Non-Flow Through units at a price of \$0.08 per unit for gross proceeds of \$61,000, with each unit consisting of one common share of the Company and one non-transferable share purchase warrant exercisable at a price of \$0.12 per share and (ii) the sale of 1,125,000 Flow Through units at a price of \$0.08 per unit for gross proceeds of \$90,000. Each Flow Through unit is comprised of one common share in the capital of the Company and one-half non-transferable share purchase warrant (each whole warrant, a "Warrant") with each Warrant exercisable into a non-flow-through common share exercisable at a price of \$0.12. The Company used the proceeds from these equity financings: (i) to pay the option payment of \$10,000 under the option to the acquire the Amarillo Property; (ii) exploration of the Amarillo Property; and (iii) for general and administrative expenses.

In addition, on September 30, 2017, the Company issued 782,600 Non-Flow Through ("NFT") units at price of \$0.10 per unit for gross proceeds of \$78,260. Each NFT unit is comprised of one common share in the capital of the Company and one non-transferable share purchase warrant for a period of two years exercisable at \$0.15. The funds under this offering were used for general corporate purposes.

Liquidity and Capital Resources

The Company reported working capital of \$3,170 (deficit of \$64,470 at June 30, 2017, deficit of \$30,830 at December 31, 2016) and cash on hand of \$16,071 at October 31, 2017 (\$27,433 at June 30, 2017, \$136,859 at December 31, 2016).

The Company anticipates having \$423,170 in available funds upon completion of the minimum Offering and \$898,170 in available funds upon completion of the maximum Offering. The Company estimates that the capital required to carry out Phase 1 of the recommended exploration program on the Amarillo Property is \$222,860. In addition, the Company also anticipates that it will be required to incur approximately \$80,000 in general and administrative expenses. As a result, the Company anticipates that upon completion of the minimum Offering it will have \$120,310 in working capital upon giving effect to Phase 1 and after meeting the general and administrative expenditures and the Company anticipates that upon completion of the maximum offering it will have \$595,310 in working capital upon giving effect to Phase 1 and after meeting the general and administrative expenditures. The Company does not anticipate incurring any other material capital expenditures.

The Company's future capital requirements will depend upon many factors including, without limitation, the results of its exploration programs including Phase 1 and commodity prices for precious metals. The Company has limited capital resources and has to rely upon the sale of equity securities for cash required for exploration and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity and debt securities to raise capital, which would result in further dilution to the shareholders. There is no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company or at all. See "Risk Factors".

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

The year ended December 31, 2016

During the year ended December 31, 2016, the Company incurred \$86,522 (2015 - \$nil) in mineral property exploration costs through a company controlled by a Director of the Company.

Included in accounts payable at December 31, 2016 was \$152,126 (2015 - \$61,278) payable to companies controlled by officers of the Company.

Included in accounts receivable at December 31, 2016 was \$6,280 (2015 - \$nil) due from a company controlled by a Director of the Company.

Six-month period ended June 30, 2017

Included in accounts payable at June 30, 2017 was \$59,791 (December 31, 2016 - \$152,126) payable to companies related to officers of the Company.

Included in accounts receivable at June 30, 2017 was \$Nil (December 31, 2016 - \$6,280) due from a company controlled by a Director of the Company.

Changes in Accounting Policies

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

IFRS 9 Financial Instruments

Issued by the IASB July 2014, effective for the Company's annual periods beginning May 1, 2018.

IFRS 9 replaces IAS 39 *Financial Instruments: Recognition and Measurement* and IFRIC 9 *Reassessment of Embedded Derivatives*. The final version of this new standard supersedes the requirements of earlier versions of IFRS 9. However, for annual periods beginning before January 1, 2018, an entity may elect to apply those earlier versions instead of applying the final version of this new standard if its initial application date is before February 1, 2015.

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- **Classification and measurement of financial assets:**
Debt instruments are classified and measured on the basis of the entity's business model for managing the asset and its contractual cash flow characteristics as either: "amortized cost", "fair value through other comprehensive income", or "fair value through profit or loss" (default). Equity instruments are classified and measured as "fair value through profit or loss" unless upon initial recognition elected to be classified as "fair value through other comprehensive income".
- **Classification and measurement of financial liabilities:**
When an entity elects to measure a financial liability at fair value, gains or losses due to changes in the entity's own credit risk is recognized in other comprehensive income (as opposed to previously profit or loss). This change may be adopted early in isolation of the remainder of IFRS 9.
- **Impairment of financial assets:**
An expected credit loss impairment model replaced the incurred loss model and is applied to financial assets at "amortized cost" or "fair value through other comprehensive income", lease receivables, contract assets or loan commitments and financial guarantee contracts. An entity recognizes twelve-month expected credit losses if the credit risk of a financial instrument has not increased significantly since initial recognition and lifetime expected credit losses otherwise.
- **Hedge accounting:**
Hedge accounting remains a choice, however, is now available for a broader range of hedging strategies. Voluntary termination of a hedging relationship is no longer permitted. Effectiveness testing now needs to be performed

prospectively only. Entities may elect to continue to applying IAS 39 hedge accounting on adoption of IFRS 9 (until the IASB has completed its separate project on the accounting for open portfolios and macro hedging).

Annual Improvements 2012-2014 Cycle

Issued by the IASB September 2014, effective for the Company's annual periods beginning May 1, 2016.

The following standards have been revised to incorporate amendments issued by the IASB:

- *IFRS 5 Non-current Assets Held for Sale and Discontinued Operations* – Clarifies the application of guidance when an entity reclassifies an asset (or disposal group) from held for sale to held for distribution (or vice versa), and the circumstances in which an asset (or disposal group) no longer meets the criteria for held for distribution.
- *IFRS 7 Financial Instruments: Disclosures* – Clarifies guidance on servicing contracts and the applicability of the amendments to IFRS 7 regarding offsetting financial assets and financial liabilities to interim financial statements.
- *IAS 19 Employee Benefits* – Clarifies the application of the discount rate requirements for currencies for which there is no deep market in high quality corporate bonds.
- *IAS 34 Interim Financial Reporting* – Clarifies the meaning of disclosure of information "elsewhere in the interim financial report".

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

Based on its review of the above, management is of the opinion that the Company's current accounting policies and disclosures in its financial statements comply in all material respects with the requirements so far as they are applicable to its present operations.

Financial Instruments

The Company's financial instruments consist of cash. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values unless otherwise stated.

Summary of Quarterly Results

	September 30, 2015	December 31, 2015	March 31, 2016	June 30, 2016
Total Assets	\$ 19,695	\$ 19,647	\$ 19,599	\$ 19,551
Shareholders' equity (deficiency)	(67,223)	(67,271)	(67,319)	(67,367)
Comprehensive Loss	(48)	(48)	(48)	(48)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)
	September 30, 2016	December 31, 2016	March 31, 2017	June 30, 2017
Total Assets	\$ 19,503	\$ 266,557	\$ 181,114	\$ 146,407
Shareholders' equity (deficiency)	(67,415)	83,242	83,060	53,476
Comprehensive Loss	(48)	(78)	(182)	(29,584)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)

Additional Disclosure for venture Issuers without Significant Revenue

Mineral Properties – Exploration and Evaluation

The following tables set out the total deferred exploration costs recorded by the Company for the Amarillo Property as at June 30, 2017 and December 31, 2016.

	For the six-month period ended June 30, 2017	For the year ended December 31, 2016
<i>Acquisition Costs</i>		
Opening Balance	\$ 14,756	\$ -
Additions	-	14,756
Closing Balance	14,756	14,756
<i>Exploration Costs</i>		
Opening Balance	99,316	-
Assays	-	14,575
Field Expenditures	-	27,089
Geological Consulting	3,874	43,700
Geophysics	-	11,304
Project Administration	-	2,648
Closing Balance	103,190	99,316
Balance, end of period	\$ 117,946	\$ 114,072

General and Administrative Expenses

The following table sets out the general and administrative expenses of the Company for the periods June 30, 2017 and 2016, and December 31, 2016 and 2015.

Item	Six Month Period ended June 30, 2017	Six Month Period ended June 30, 2016	Year Ended December 31, 2016	Year Ended December 31, 2015
Professional fees	29,673	-	-	-
Interest and Bank charges	93	96	222	192
Office and administration	-	-	-	275
Total	\$ 29,766	\$ 96	\$ 222	\$ 467

Additional Disclosure for Junior Issuers

As set out in the section titled "Use of Proceeds", in the event that the minimum Offering is completed the Company anticipates having general working capital of \$120,310 following completion of the recommended Phase 1 and after meeting the budgeted administrative costs for the next 12 months of \$80,000. In the event that the maximum Offering is completed the Company anticipates having general working capital of \$595,310 following completion of the recommended Phase 1 and after meeting the budgeted administrative costs for the next 12 months of \$80,000. Other than as disclosed in this prospectus, the Company does not anticipate incurring any other material capital expenditures.

Assuming that the Company has expended its exploration expenses in accordance with the recommendations of the Qualified Person, on the Amarillo Property, the Company will have achieved one of its material stated business objectives which is to determine whether the Amarillo Property contains mineralized deposits and whether the results warrant the Company carrying out further work on the Amarillo Property.

If the results on the Amarillo Property do not warrant the Company incurring further exploration expenditures, then the Company anticipates that it would have sufficient funds to meet its budgeted administrative costs for the next calendar year. However, if a further work program is recommended on the Amarillo Property, the Company may be required to raise additional funding to carry out additional exploration programs on its Amarillo Property. In addition, should the opportunity to acquire other mineral exploration properties be presented to the Company, whether located in North America or elsewhere, then the Company would have to determine the appropriate method of acquiring those properties. In the event that Common Shares could not be used to acquire the said properties, then the Company may have to look to raise further capital. See "Risk Factors".

Disclosure of Outstanding Security Data

The Company has one class of shares outstanding, being Common Shares. As of the date of this prospectus, 6,670,100 Common Shares were issued and outstanding. The Company also has 1,325,000 share purchase warrants exercisable at a price of \$0.12 per share for a period expiring December 30, 2018 and 782,600 share purchase warrants exercisable at a price of \$0.15 per share for a period expiring September 30, 2019. See “Description of the Securities Distributed”.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Authorized Capital

The authorized capital of the Company consists of an unlimited number of authorized Common Shares, of which 6,670,100 Common Shares were issued and outstanding as at the date of this Prospectus. The Company also has 1,325,000 share purchase warrants exercisable at a price of \$0.12 per share expiring on December 30, 2018 and 782,600 share purchase warrants exercisable at a price of \$0.15 per share for a period expiring September 30, 2019.

Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

CONSOLIDATED CAPITALIZATION

The following table summarizes changes in the Company’s capitalization as at June 30, 2017, as of the date of this prospectus, and following completion of the Offering:

Designation of Security	June 30, 2017	As at the date hereof	After giving effect to the Minimum Offering	After giving effect to the Maximum Offering
Common Shares	5,887,500	6,670,100	11,420,100	16,170,100
Share Purchase Warrants	1,325,000	2,107,600	5,732,600	10,482,600

For further details about the Company’s issued securities, see the section titled “Prior Sales”.

OPTIONS TO PURCHASE SECURITIES

The Directors of the Company adopted a stock option plan on September 25, 2017 (the “Stock Option Plan”). The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging the directors, officers, employees, management company employees and consultants of the Company, and of its subsidiaries and affiliates, if any, to acquire Common Shares in the share capital of the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs. The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of the Company’s Common Shares issued and outstanding at the time such options are granted. The Stock Option Plan will be administered by the Company’s Board of Directors, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such directors, officers, employees, management or consultants of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise price of option grants will be determined by the Board of Directors, but after listing on the Exchange will not be less than the closing market price of the

Common Shares on the Exchange less allowable discounts at the time of grant. The Stock Option Plan provides that the number of Common Shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares, if the individual is a director, officer, employee or consultant, or 1% of the issued Common Shares, if the individual is engaged in providing investor relations services, on a yearly basis. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Options Granted

As of the date hereof, the Company has not granted any options under the Stock Option Plan.

PRIOR SALES

Since inception on March 22, 2012, the Company has completed the following distributions of its securities:

Date of Issuance	Type of Security Issued	Number of Securities Issued	Price per Security	Total Funds Received
March 22, 2012 ⁽¹⁾	Common Share	1	\$1.00	\$1.00
May 8, 2012	Common Share	1,000,000	\$0.01	\$10,000
July 29, 2012	Common Share	2,700,000	\$0.08	\$216,000
July 31, 2012	Common Share	300,000	\$0.08	\$24,000
December 30, 2016 ⁽²⁾	Units	762,500 Common Shares 762,500 Warrants	\$0.08	\$ 61,000
December 30, 2016 ⁽³⁾	Flow Through Units	1,125,000 Common Shares 562,500 Warrants	\$0.08	\$ 90,000
September 30, 2017 ⁽⁴⁾	Units	782,600 Common Shares 782,600 Warrants	\$0.10	\$ 78,260
Totals		6,670,100 Common Shares 2,107,600 Warrants		\$ 479,260

- (1) This was repurchased on May 9, 2012 and cancelled so therefore has not been included in the calculations above.
- (2) Each Unit consisted of one Common Share and one share purchase warrant, with each warrant entitling the holder to purchase one additional Common Share at a price of \$0.12 per share for a period of 2 years from the date of issue.
- (3) Each Flow-Through Unit consisted of one Common Share and one-half of one share purchase warrant, with each whole warrant entitling the holder to purchase one additional Common Share at a price of \$0.12 per share for a period of 2 years from the date of issue.
- (4) Each Unit consisted of one Common Share and one share purchase warrant, with each warrant entitling the holder to purchase one additional Common Share at a price of \$0.15 per share for a period of 2 years from the date of issue.

ESCROWED SECURITIES

In accordance with National Policy 46-201 - *Escrow for Initial Public Offerings* (previously defined as “NP 46-201”), all securities of an issuer owned or controlled by its principals are required to be placed in escrow at the time of the issuer’s initial public offering, unless the shares held by the principal or issuable to the principal upon conversion of convertible securities held by the principal collectively represent less than 1% of the voting rights attaching to the total issued and outstanding securities of the issuer after giving effect to the initial public offering. Upon completion of the Offering, the Company anticipates being an “emerging issuer” as defined in NP 46-201.

The following securities of the Company (the “Escrowed Securities”) are held by, and are subject to the terms of an escrow agreement to be entered into prior to closing, among the Company, TSX Trust Company., as escrow agent, and the holders of the Escrowed Securities, being Gary Schellenberg, Geoff Schellenberg and Paul Chung (the “Escrow Agreement”):

Designation of Class	Number of Securities	Percentage of Issued Shares Prior to Completion of the Offering	Percentage of Issued Shares on Completion of the Minimum Offering	Percentage of Issued Shares on Completion of the Maximum Offering
Common Shares	1,774,101	26.60%	15.53%	10.97%

As the Company anticipates being an “emerging issuer” as defined in NP 46-201, the following automatic timed releases will apply to the Common Shares held by its principals who are subject to escrow:

On the Listing Date	1/10 of the escrow securities
6 months after the Listing Date	1/6 of the remaining escrow securities
12 months after the Listing Date	1/5 of the remaining escrow securities
18 months after the Listing Date	1/4 of the remaining escrow securities
24 months after the Listing Date	1/3 of the remaining escrow securities
30 months after the Listing Date	1/2 of the remaining escrow securities
36 months after the Listing Date	the remaining escrow securities

Assuming there are no changes to the escrow securities initially deposited and no additional escrow securities are deposited, this will result in a 10% release on the listing date (as defined by NP 46-201), with the remaining escrow securities being released in 15% tranches every 6 months thereafter.

Under NP 46-201, a “principal” is: (a) a person who has acted as a promoter of the Company within two years of the date of this prospectus; (b) a director or senior officer of the Company at the time of this prospectus; (c) a person that holds securities carrying more than 20% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Company’s initial public offering; and (d) a person that: (i) holds securities carrying more than 10% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Company’s initial public offering; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company. A principal’s spouse and their relatives that live at the same address as the principal will be deemed principals and any securities of the Company held by such a person will be subject to the escrow requirements.

The automatic time release provisions under NP 46-201 pertaining to “established issuers” provide that 25% of each principal’s escrowed securities are released on the Listing Date, with an additional 25% being released in equal tranches at six month intervals over 18 months. If, within 18 months of the Listing Date, the Company meets the “established issuer” criteria, as set out in NP 46-201, the Escrowed Securities will be eligible for accelerated release according to the criteria for established issuers. In such a scenario that number of Escrowed Securities that would have been eligible for release from escrow if the Company had been an “established issuer” on the Listing Date will be immediately released from escrow. The remaining Escrowed Securities would be released in accordance with the time release provisions for established issuers, with all escrow securities being released 18 months from the Listing Date.

Under the terms of the Escrow Agreement, Escrowed Securities cannot be transferred by the holder unless permitted under the Escrow Agreement. Notwithstanding this restriction on transfer, a holder of Escrowed Securities may (a) pledge, mortgage or charge the Escrowed Securities to a financial institution as collateral for a loan provided that no Escrow Securities will be delivered by the escrow agent to the financial institution; (b) exercise any voting rights attached to the Escrow Securities; (c) receive dividends or

other distributions on the Escrow Securities; and (d) exercise any rights to exchange or convert the Escrow Securities in accordance with the Escrow Agreement.

The Escrowed Securities may be transferred within escrow to: (a) subject to approval of the Company’s Board of Directors, an individual who is an existing or newly appointed director or senior officer of the Company or of a material operating subsidiary of the Company; (b) subject to the approval of the Company’s Board of Directors, a person that before the proposed transfer holds more than 20% of the voting rights attached to the Company’s outstanding securities; (c) subject to the approval of the Company’s Board of Directors, a person that after the proposed transfer will hold more than 10% of the voting rights attached to the Company’s outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Company or any of its material operating subsidiaries; (d) upon the bankruptcy of a holder of escrowed securities, the securities held in escrow may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities; (e) upon the death of a holder of escrowed securities, all securities of the deceased holder will be released from escrow to the deceased holder’s legal representative; (f) a financial institution that the holder pledged, mortgaged or charges to a financial institution as collateral for a loan on realization of such loan; and (g) a registered retirement savings plan (“RRSP”), registered retirement income fund (“RRIF”) or similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of another plan or fund are limited to the holders spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents.

In addition, tenders of Escrowed Securities pursuant to a business combination, which includes a take-over bid, issuer bid, statutory arrangement, amalgamation, merger or other reorganization similar to an amalgamation or merger, are permitted. Escrowed Securities subject to a business combination will continue to be escrowed if the successor entity is not an “exempt issuer”, the holder is a principal of the successor entity; and the holder holds more than 1% of the voting rights of the successor entities’ outstanding securities.

Under the terms of the Escrow Agreement, 10% of each escrowed shareholder’s shares (a total of 177,410 Common Shares) will be released from escrow on the Listing Date. The remaining 1,596,690 Common Shares will be held in escrow immediately following the Listing Date and released pursuant to the terms of the Escrow Agreement.

PRINCIPAL SHAREHOLDERS

As at the date of this prospectus, 6,670,100 Common Shares were issued and outstanding. The following table lists the persons who own or will own, directly or indirectly, 10% or more of the issued and outstanding Common Shares:

Name	Number and Class of Shares Owned	Type of Ownership	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Minimum Offering	Percentage of Common Shares Owned After Giving Effect to the Maximum Offering
Jerry Bella	746,000 Common Shares	Direct and Indirect	11.2%	6.5%	4.6%
Gary Schellenberg	1,224,100 Common Shares	Direct and Indirect	18.4%	10.7%	7.6%

Note:

- (1) Gary Schellenberg holds 250,000 Common Shares directly, 375,000 are held indirectly by his wife Heather Schellenberg, 485,500 are held indirectly through Coast Mountain Geological Ltd., a company Mr. Schellenberg has control over and 113,600 are held indirectly through 404198 BC Ltd., a company Mr. Schellenberg has control over. Assuming exercise of all of the share purchase warrants, Mr. Schellenberg will own on a fully diluted basis 13.5% (assuming completion of the minimum Offering) and 10.0% (assuming completing of the maximum Offering).
- (2) Jerry Bella holds 500,000 and 246,000 are held indirectly through 416006 BC Ltd., a company Mr. Bella has control over. Assuming exercise of all of the share purchase warrants, Mr. Bella will own on a fully diluted basis 7.3% (assuming completion of the minimum Offering) and 5.4% (assuming completing of the maximum Offering).

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth, for each of the Directors and executive officers of the Company, the name, municipality of residence, age, principal occupation, position held with the Company and the date on which the person became a Director.

Name and Municipality of Residence	Principal Occupations during the past five years	Position with the Company	Director or Officer Since	Securities Held	Percentage of Securities Held
SCHELLENBERG, Gary ⁽¹⁾⁽²⁾ Richmond, BC	President of Coast Mountain Geological Ltd.; Director of Dunnedin Ventures Inc.; Director of New World Resources Corp.; and Director of Explorex Resources Inc. Mr. Schellenberg was CEO and President of TNR Gold Corp; and was CEO and a Director of International Lithium	Director and CEO	March 22, 2012	1,224,100 Common Shares	18.4%
SCHELLENBERG, Geoff. Vancouver, BC	Operations Manager of Coast Mountain Geological Ltd.	Director President	May 8, 2012 May 9, 2017	500,000 Common Shares	8.3%
BROWNLOW, Alastair Vancouver, BC	CFO of Dusolo Fertilizers Inc.; Manager at Red Fern Consulting Limited.; Assistant manager at Baker Tilly (BVI) Limited; Audit Associate at Davidson & Company LLP	CFO & Secretary	May 9, 2017	NIL	NIL
SIEB, Michael ⁽¹⁾ North Vancouver, BC	President and Director of Explorex Resources Inc.; Senior Project Manager at Coast Mountain Geological; President of American Potash Corp.; President and Director of International Lithium Corp.; COO and Director of TNR Gold Corp.	Director	April 12, 2017	NIL	NIL
CHUNG, Paul ⁽¹⁾ Richmond, B.C.	President of BOA Services Ltd., Director of Geocom, Director of TNR Gold Corp., Director of Portolo Resources, Director and CEO of Red Pine Petroleum, Director of 92 Resources	Director	May 26, 2017	50,000 Common Shares	0.8%

Notes:

- (1) Member of the Audit Committee.
- (2) Consists of 250,000 Common Shares held by Mr. Schellenberg directly, 375,000 Common Shares are held indirectly by his wife Heather Schellenberg, 485,500 Common Shares held by Coast Mountain Geological Services Ltd. and 113,600 are held indirectly through 404198 BC Ltd., a company Mr. Schellenberg controls.

Term of Office

The Directors are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

Biographical Information

The following is a brief description of the background of the Directors and executive officers of the Company.

Gary Schellenberg – Age 58, Chief Executive Officer and Director

Mr. Schellenberg is the President of Coast Mountain Geological Ltd., a geological consulting firm to the exploration, energy and mining sectors. Mr. Schellenberg is a Director of Dunnedin Ventures Inc.; Director of New World Resources Corp.; and Director

of Explorex Resources Inc. Mr. Schellenberg was CEO and President of TNR Gold Corp until January 25, 2017; and was CEO and a Director of International Lithium until January 25, 2017.

Mr. Schellenberg will serve as a member of the audit committee. Mr. Schellenberg will devote approximately 20% of his time to the Company or such greater amount of time as is necessary. Mr. Schellenberg has not entered into a non-competition or non-disclosure agreement with the Company.

Geoff Schellenberg – *Age 31, President and Director*

Mr. Schellenberg has been the Operations Manager of Coast Mountain Geological Ltd. since 2009. Mr. Schellenberg has a Bachelor of Commerce from the University of British Columbia

Mr. Schellenberg will devote approximately 20% of his time to the Company or such greater amount of time as is necessary. Mr. Schellenberg has not entered into a non-competition or non-disclosure agreement with the Company.

Alastair Brownlow – *Age 31, Chief Financial Officer and Secretary*

Mr. Brownlow was an audit manager in the British Virgin Islands specializing in financial and regulatory reporting of public and private fund and trust companies. Formerly worked for a Canadian chartered accountant firm where he specialized in the mining industry, gaining significant accounting experience auditing mineral exploration and development companies in Canada and throughout the world.

Mr. Brownlow will devote approximately 15% of his time to the Company or such greater amount of time as is necessary. Mr. Brownlow has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Brownlow is an independent contractor of the Company.

Michael Sieb – *Age 52, Vice President and Director*

Mr. Sieb is a Senior Officer of Explorex Resources Inc. and was the former President of American Potash Corp. and International Lithium Corp. Mr. Sieb was President of American Potash Corp. until September 2015; and was President of International Lithium Corp. until April 2012. Mr. Sieb has a B.Sc. (Spec. Geology) from Concordia University and an MBA from UBC.

Mr. Sieb will serve as a member of the audit committee. Mr. Sieb will devote approximately 20% of his time to the Company or such greater amount of time as is necessary. Mr. Sieb has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Sieb is an independent contractor of the Company.

Paul Chung – *Age 60, Director*

Mr. Chung has more than 23 years of experience in the exploration and mining sector. Mr. Chung is a Director of Red Pine Petroleum Inc. Mr. Chung was a Director of TNR Gold Corp until January 25, 2017. Mr. Chung has over 22 years of international experience and expertise in the management of public companies.

Mr. Chung will serve as a member of the audit committee. Mr. Chung will devote approximately 20% of his time to the Company or such greater amount of time as is necessary. Mr. Chung has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Chung is an independent contractor of the Company.

Conflicts of Interest

All of our directors and officers act as directors and/or officers of other mineral exploration companies. As such, our directors and officers may be faced with conflicts of interests when evaluating alternative mineral exploration opportunities. In addition, our directors and officers may prioritize the business affairs of another Company over the affairs of the Company.

The information as to ownership of securities of the Company, corporate cease trade orders or bankruptcies, penalties or sanctions, personal bankruptcies or insolvencies and existing or potential conflicts of interest has been provided by each insider of the Company individually in respect of himself or herself.

Cease Trade Orders

Except as set forth below, to the knowledge of management of the Company no director or executive officer of the Company, is or has been, within the ten years preceding the date of this prospectus, a director, chief executive officer, chief financial officer of any company that:

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

For the purposes of this prospectus, an “order” means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to an exemption under securities legislation, and such order was in effect for a period of more than 30 consecutive days.

Golden Coast Energy Inc.

On December 11, 2015, the British Columbia Securities Commission cease traded Golden Coast, a company in which Gary Schellenberg was a director, for failure to file audited financial statements and annual management discussion and analysis. As of the date hereof, Golden Coast continues to be subject to a cease trade order.

Bankruptcies

To the knowledge of management of the Company no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been, with the ten years preceding the date of this prospectus:

- (a) a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 made a proposal under any legislation relating to bankruptcies or insolvency; or
- (b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 individual.

Penalties or Sanctions

To the knowledge of management of the Company, no director or executive officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has:

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

Personal Bankruptcies

To the knowledge of management of the Company, no director or executive officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company or a personal holding company of any such persons has, within the ten years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 or officer.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company's executive compensation program during the most recently completed financial year ended December 31, 2016, was administered by the Company's Board of Directors. The Board of Directors was solely responsible for determining the compensation to be paid to the Company's executive officers and evaluating their performance. The Board of Directors has not adopted any specific policies or objective for determining the amount or extent of compensation for directors or officers.

Significant Elements

The significant elements of compensation for the Company's "Named Executive Officers", being the Chief Executive Officer, the Chief Financial Officer and the three other most highly compensated executive officers whose total compensation exceeds \$150,000. The Company does not presently have a long-term incentive plan for its Named Executive Officers. There is no policy or target regarding allocation between cash and non-cash elements of the Company's compensation program. The Board of Directors reviews annually the total compensation package of each of the Company's executives on an individual basis.

Cash Salary

The Company's compensation payable to the Named Executive Officers is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each Named Executive Officer and varies with the amount of time spent by each Named Executive Officer in carrying out his or her functions on behalf of the Company.

In particular the Chief Executive Officer's compensation will be determined by time spent on: (i) the Company's current mineral property; (ii) reviewing potential mineral properties that the Company may acquire and negotiating, on behalf of the Company; and (iii) new business ventures. The Chief Financial Officer's compensation is primarily determined by time spent in reviewing the Company's financial statements.

Stock Options

The Company's Stock Option Plan is intended to emphasize management's commitment to the growth of the Company. The grant of stock options, as a key component of the executive compensation package, enables the Company to attract and retain qualified executives. Stock option grants are based on the total of stock options available under the Stock Option Plan. In granting stock options, the Board of Directors reviews the total of stock options available under the Stock Option Plan and recommends grants to newly retained executive officers at the time of their appointment, and considers recommending further grants to executive officers from time to time thereafter. The amount and terms of outstanding options held by an executive are taken into account when determining whether and how new option grants should be made to the executive. The exercise periods are to be set at the date of grant. The stock option grants may contain vesting provisions in accordance to the Company's Stock Option Plan.

As of the date hereof, the Company has not granted any options to its directors and officers. See "Options to Purchase Securities" above.

Summary Compensation Table

The following table sets forth information about compensation paid to, or earned by, the Company's Named Executive Officers during the period from January 1, 2013 to December 31, 2016.

Name and Principal Position	Year	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 (\$)			
Gary Schellenberg Chief Executive Officer	2014	\$NIL	NIL	NIL	NIL	NIL	NIL	NIL	\$NIL
	2015	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	2016	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Geoff Schellenberg President	2014	\$NIL	NIL	NIL	NIL	NIL	NIL	NIL	\$NIL
	2015	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Name and Principal Position	Year	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 (\$)			
	2016	NIL							
Alastair Brownlow Chief Financial Officer & Secretary	2014	\$NIL	NIL	NIL	NIL	NIL	NIL	NIL	\$NIL
	2015	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	2016	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Incentive Plan Awards

The following table sets forth all outstanding share based and option based awards to the Named Executive Officers as at the fiscal year ended December 31, 2016.

Name	Option Based Awards				Share Based Awards	
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option Expiration Date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Gary Schellenberg Chief Executive Officer	-	-	-	-	-	-
Geoff Schellenberg President	-	-	-	-	-	-
Alastair Brownlow Chief Financial Officer & Secretary	-	-	-	-	-	-

As of the date of this prospectus, the Company has not granted any share based or option based awards to the Named Executive Officers.

Director Compensation

The following table sets forth the compensation paid to the Company's Directors for the fiscal year ended December 31, 2016.

Name	Fees Earned (\$)	Share-based awards (\$)	Option-based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Michael Sieb	-	-	-	-	-	-	-
Paul Chung	-	-	-	-	-	-	-

Compensation arrangements for Directors is determined by the Board on a case by case basis and negotiated between the Board and the Director to be compensated.

Termination and Change of Control Benefits

There are no management or consulting agreements with any directors or officers of the Company that provide for payments to an officer or director, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the company or a change in a director's or officer's responsibilities.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is not as of the date of this prospectus, nor has there been since inception on March 22, 2012, any indebtedness of any Director, executive officer, senior officer, employee or any former director, executive officer, employee or senior officer or any associate of any of them, to or guaranteed or supported by the Company either pursuant to an employee stock purchase program of the Company or otherwise, and no such individual is or has been indebted to any other entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit, or similar arrangement or understanding by the Company.

AUDIT COMMITTEES AND CORPORATE GOVERNANCE

Audit Committee

Audit Committee Charter

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board of Directors and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations.

On September 25, 2017, the Board of Directors adopted a charter delineating the Audit Committee's responsibilities. The Audit Committee Charter is attached to this prospectus as Schedule "A".

Composition of Audit Committee

The following persons are members of the Company's audit committee:

Gary Schellenberg	Not Independent	Financially Literate
Michael Sieb	Independent	Financially Literate
Paul Chung	Independent	Financially Literate

Relevant Education and Experience

All members of the Audit Committee have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements, and have an understanding of internal controls. The members of the Audit Committee intend to maintain their currency by periodically taking continuing education courses.

The education and experience of each Audit Committee member that is relevant to the performance of his/her responsibilities as an Audit Committee member is as follows:

Gary Schellenberg: Mr. Schellenberg serves as a Chief Executive Officer and as Principal of Coast Mountain Geological Ltd. Mr. Schellenberg also serves as a director of Dunnedin Ventures Inc. Mr. Schellenberg serves as a director of New World Resources Corp.; and also, director of Explorex Resources Inc. Mr. Schellenberg was President of TNR Gold Corp until January 25, 2017 and served as the Chief Executive Officer of International Lithium until January 25, 2017. Accordingly, Mr. Schellenberg has the ability to understand financial statements relating to junior mineral resource companies.

Michael Sieb: Mr. Sieb is a Senior Officer of Explorex Resources Inc., and was the former President of American Potash Corp. Mr. Sieb was President of American Potash Corp. until September 2015 and was President of International Lithium Corp. until April 2012. Accordingly, Mr. Sieb has the ability to understand financial statements relating to junior mineral resource companies.

Paul Chung: Mr. Chung has more than 23 years of experience in the exploration and mining sector. Mr. Chung is a Director of Red Pine Petroleum Inc. Mr. Chung was a Director of TNR Gold Corp until January 25, 2017. Mr. Chung has over 22 years of international experience and expertise in the management of public companies. Accordingly, Mr. Chung has the ability to understand financial statements relating to junior mineral resource companies.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the following exemptions:

- (a) the exemption in section 2.4 of National Instrument 52-110 (*De Minimis Non-audit Services*);
- (b) the exemption in subsection 6.1.1(4) of National Instrument 52-110 (*Circumstance Affecting the Business or Operations of the Venture Issuer*);
- (c) the exemption in subsection 6.1.1(5) of National Instrument 52-110 (*Events Outside Control of Member*);
- (d) the exemption in subsection 6.1.1(6) of National Instrument 52-110 (*Death, Incapacity or Resignation*); or
- (e) an exemption from National Instrument 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110 (*Exemption*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. However, the Company's Audit Committee Charter states that Audit Committee must pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

External Auditor Fees

The aggregate fees billed to the Company for the services provided by the external auditor for the fiscal years ended December 31, 2016 and 2015 are as follows:

	Period from Inception to December 31, 2016	Period from Inception to December 31, 2015
Audit Fees	\$-	\$-
Audit-Related Fees	-	-
Tax Fees	-	-
All Other Fees	-	-
Total	\$-	\$-

Exemption

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

Corporate Governance

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day-to-day management of the Company. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

The Company's corporate governance practices are summarized below:

Board of Directors

The Board of Directors is currently comprised of 4 members. The rules of the Exchange do not have independent director requirements. An "independent" director is a director who has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a

director’s independent judgment. Paul Chung and Michael Sieb are independent directors of the Company, as they have no ongoing interest or relationship with the Company other than serving as directors. None of Gary Schellenberg nor Geoff Schellenberg are independent directors because of their respective positions as Chief Executive Officer and President of the Company.

Directorships

The following Directors of the Company are directors of other reporting issuers:

<u>Name of Director</u>	<u>Name of Reporting Issuer</u>	<u>Exchange</u>
Gary Schellenberg	Dunnedin Ventures Inc.	TSX Venture
	New World Resources Inc	TSX Venture
	Explorex Resources Inc	CSE Exchange
Michael Sieb	Explorex Resources Inc	CSE Exchange
Paul Chung	Red Pine Petroleum Ltd.	TSX Venture

Orientation and Continuing Education

The Board of Directors provides an overview of the Company’s business activities, systems and business plan to all new directors. New director candidates have free access to any of the Company’s records, employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Company. The Directors are encouraged to update their skills and knowledge by taking courses and attending professional seminars.

Ethical Business Conduct

The Board of Directors believes good corporate governance is an integral component to the success of the Company and to meet responsibilities to shareholders. Generally, the Board of Directors has found that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director’s participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Company.

The Board of Directors is also responsible for applying governance principles and practices, and tracking development in corporate governance, and adapting “best practices” to suit the needs of the Company. Certain of the Directors of the Company may also be directors and officers of other companies, and conflicts of interest may arise between their duties. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as applicable under the BCA.

Nomination of Directors

The Board of Directors has not formed a nominating committee or similar committee to assist the Board of Directors with the nomination of directors for the Company. The Board of Directors considers itself too small to warrant creation of such a committee; and each of the Directors has contacts he can draw upon to identify new members of the Board of Directors as needed from time to time.

The Board of Directors will continually assess its size, structure and composition, taking into consideration its current strengths, skills and experience, proposed retirements and the requirements and strategic direction of the Company. As required, directors will recommend suitable candidates for consideration as members of the Board of Directors.

Compensation

The Board of Directors reviews the compensation of its directors and executive officers annually. The Directors will determine compensation of directors and executive officers taking into account the Company’s business ventures and the Company’s financial position. See “Executive Compensation”.

Other Board Committees

The Company has established an Audit Committee. There are no other committees of the Board of Directors.

Assessments

The Board of Directors has not implemented a process for assessing its effectiveness. As a result of the Company's small size and the Company's stage of development, the Board of Directors considers a formal assessment process to be inappropriate at this time. The Board of Directors plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board of Directors does not formally assess the performance or contribution of individual Board members or committee members.

PLAN OF DISTRIBUTION

The Offering will not be completed until the minimum subscription of \$475,000 has been raised. In the event that the minimum subscription is not attained by the end of the period of the Offering, all subscription funds that subscribers may have advanced to the Company in respect of the Offering will be refunded to the subscribers without interest or deduction.

Subscriptions for Common Shares will be received subject to rejection or allotment in whole or in part and the right is reserved by the Company to close the subscription books at any time without notice. It is expected that the Closing of the Offering will occur on a date determined by the Company, but not later than the date that is 90 days after a receipt is issued for the final prospectus or if a receipt has been issued for an amendment to the final prospectus, within 90 days of issuance of such receipt and in any event not later than 180 days from the date of receipt of the final prospectus. It is expected that share certificates evidencing the Common Shares will be available for delivery on the Closing.

There is currently no market through which any of the securities of the Company, including the Common Shares, may be sold and purchasers and holders thereof may not be able to resell or dispose of any of the securities purchased, distributed or qualified under this prospectus.

Commission

As the directors and officers are undertaking the sale of the Units and Flow-Through Units under this prospectus, the Company will not be paying any commission under the Offering.

Listing of Common Shares on the Exchange

The Company has applied to list its Common Shares on the Exchange. Listing of the Common Shares is subject to the Company fulfilling all of the listing requirements of the Exchange.

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

RISK FACTORS

An investment in the Company is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in the Company. The Directors consider the following risks and other factors to be the most significant for potential investors in the Company, but the risks listed do not necessarily comprise all those associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business.

If any of the following risks actually occur, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected. In such a case, the price of the Common Shares could decline and investors may lose all or part of their investment.

How risk is related to return

Generally, there is a strong relationship between the amount of risk associated with a particular investment, and that investment's long-term potential to increase in value.

Investments that have a lower risk also tend to have lower returns because factors that can affect the value of the investment, the risks, are well known or are well controlled and have already been worked into the price of the investment. On the other hand, investments that could have potentially higher returns if conditions for success are favourable also risk generating equally higher losses if conditions become unfavourable. This is because the factors affecting the value of such investments are unknown or difficult to control.

Dilution

The financial risk of the Company's future activities will be borne to a significant degree by purchasers of the Common Shares. If the Company issues Common Shares from its treasury for financing purposes, control of the Company may change and purchasers may suffer additional dilution.

No Market for Securities

There is currently no market through which any of the Common Shares, may be sold and there is no assurance that such securities of the Company will be listed for trading on a stock exchange, or if listed, will provide a liquid market for such securities. Until the Common Shares are listed on a stock exchange, holders of the Common Shares may not be able to sell their Common Shares. Even if a listing is obtained, there can be no assurance that an active public market for the Common Shares will develop or be sustained after completion of the Offering. The offering price determined by the Company was based upon several factors, and may bear no relationship to the price that will prevail in the public market. The holding of Common Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Common Shares should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

Negative Cash Flow from Operating Activities

The Company has no history of earnings and had negative cash flow from operating activities since inception. The Amarillo Property is in the exploration stage and there are no known mineral resources or reserves and the proposed exploration program on the Amarillo Property is exploratory in nature. Significant capital investment will be required to achieve commercial production from the Company's existing projects. There is no assurance that the Amarillo Property will generate earnings, operate profitably or provide a return on investment in the future. Accordingly, the Company will be required to obtain additional financing in order to meet its future cash commitments.

Current Market Volatility

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

Use of Funds

The Company has prepared a detailed budget setting out the way in which it proposes to expend the funds raised under the Offering. However, the quantum and timing of expenditure will necessarily be dependent upon receiving positive results from the Company's exploration activities on the Amarillo Property. As the Company conducts its exploration program, it is possible that results and circumstances may dictate a departure from the pre-existing budget. Further, the Company may, from time to time as opportunities arise, utilize part of its financial resources (including the funds raised as part of the Offering) to participate in additional opportunities that arise and fit within the Company's broader objectives, as a means of advancing shareholder value.

No Production History

The Amarillo Property is not a producing property and its ultimate success will depend on its operating ability to generate cash flow from producing properties in the future. The Company has not generated any revenue to date and there is no assurance that it will do so in the future.

The Company's business operations are at an early stage of development and its success will be largely dependent upon the outcome of the exploration programs that the Company proposes to undertake.

Limited Operating History

The Company has no properties producing positive cash flow and its ultimate success will depend on its ability to generate cash flow from producing properties in the future. The Company has not earned profits to date and there is no assurance that it will do so in the future. Significant capital investment will be required to achieve commercial production from the Company's existing projects. There is no assurance that the Company will be able to raise the required funds to continue these activities.

Exploration, Mining and Operational Risks

The business of exploring for and mining minerals involves a high degree of risk. Few properties that are explored are ultimately developed into mines. At present, the Amarillo Property does not have any known mineral resources or reserves and the proposed exploration and drilling programs are an exploratory search for such mineral resources or reserves.

The Company's operations are subject to all the hazards and risks normally associated with the exploration, development and mining of minerals, any of which could result in risk to life, to property, or to the environment. The Company's operations may be subject to disruptions caused by unusual or unexpected formations, formation pressures, fires, power failures and labour disputes, flooding, explosions, cave-ins, landslides, the inability to obtain suitable or adequate equipment, machinery, labour or adverse weather conditions. The availability of insurance for such hazards and risks is extremely limited or uneconomical at this time.

In the event the Company is fortunate enough to discover a mineral deposit, the economics of commercial production depend on many factors, including the cost of operations, the size and quality of the mineral deposit, proximity to infrastructure, financing costs and Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial mineral production.

Mining Claims

The Company's prospecting activities are dependent upon the grant of appropriate mineral tenures and regulatory comments which may be withdrawn or made subject to limitations. Mineral claims are renewable subject to certain expenditure requirements. Although the Company believes that it will obtain the necessary prospecting licenses and permits, including but not limited to drill permits, there can be no assurance that they will be granted or as to the terms of any such grant. Furthermore, the Company is required to expend required amounts on the mineral claims of the Amarillo Property in order to maintain them in good standing. If the Company is unable to expend these amounts, the Company may lose its title thereto on the expiry date(s) of the relevant mineral claims on the Amarillo Property. There is no assurance that, in the event of losing its title to a mineral claim, the Company will be able to register the mineral claim in its name without a third party registering its interest first.

Land Claims

Aboriginal rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's recent decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared Aboriginal title to lands outside of a reserve. The Company is not aware of any Aboriginal land claims having been asserted or any legal actions relating to first nation issues having been instituted with respect to any of the land which is covered by the Amarillo Property. The legal basis of a land claim is a matter of considerable legal complexity and the impact of a land claim settlement and self-government agreements cannot be predicted with certainty. In the event that aboriginal title is asserted and proved on the Amarillo Property, provincial and federal laws will continue to be valid provided that any infringements of aboriginal title, including mining and exploration are either consented to by Aboriginal groups or are justified. In addition, no assurance can be given that a broad recognition of aboriginal rights by way of a negotiated settlement or judicial pronouncement would not have an adverse effect on the Company's activities. Such impact could be marked and, in certain circumstances, could delay or even prevent the Company's exploration or mining activities.

Assurance of Title

The Company has taken all reasonable steps to attempt to ensure that proper title to the Amarillo Property has been obtained and that all grants of such rights thereunder, if any, have been registered with the appropriate public offices. Despite the due diligence conducted by the Company, there is no guarantee that title to such Amarillo Property will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or aboriginal land claims and title may be affected by undetected defects.

Possible Loss of Interests in Amarillo Property

The Amarillo Option Agreement pursuant to which the Company acquired its interest in the Amarillo Property requires the Company to make a series of payments in cash and Common Shares over certain time periods and expend certain minimum amounts on the exploration of the Amarillo Property. If the Company fails to make such payments or expenditures within the prescribed time periods, the Company may lose its interest in the Amarillo Property.

Possible Failure to Obtain Mining Licenses

Even if the Company does complete the required exploration activities on the Amarillo Property, it may not be able to obtain the necessary licences or permits to conduct mining operations, and thus would realize no benefit from such exploration activities.

Competition

The Company competes with numerous other companies and individuals possessing greater financial resources and technical facilities than itself in the search for, and acquisition of, mineral claims, leases and other mineral interests, as well as the recruitment and retention of suitably qualified individuals.

Conflicts of Interest

All of the Company's Directors and officers act as directors and/or officers of other mineral exploration companies. As such, the Company's Directors and officers may be faced with conflicts of interests when evaluating alternative mineral exploration opportunities. In addition, the Company's Directors and officers may prioritize the business affairs of another Company over the affairs of the Company.

Personnel

The Company has a small management team and the loss of any key individual could affect the Company's business. Additionally, the Company will be required to secure other personnel to facilitate its exploration program on the Amarillo Property. Any inability to secure and/or retain appropriate personnel may have a materially adverse impact on the business and operations of the Company.

Dependence on Outside Parties

Substantial expenditures are required to establish commercial production on the Amarillo Property. The Company will rely on outside consultants, engineers and others for their development, construction and operating expertise. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Volatility of Commodity Prices

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

Environmental Risks and Other Regulatory Requirements

Inherent with mining operations is an environmental risk. The current or future operations of the Company, including exploration and development activities and commencement of production on the Amarillo Property, require permits from various governmental authorities. Such operations are governed by laws and regulations that govern prospecting, mining, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production as a result of needing to comply with applicable laws, regulations and permits. There can be no assurance that all permits that the Company requires for future, exploration, development, construction and operation of mining facilities and the conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on the operations of the Company.

The legal framework governing this area is constantly developing, therefore the Company is unable to fully ascertain any future liability that may arise from the implementation of any new laws or regulations, although such laws and regulations are typically strict and may impose severe penalties (financial or otherwise). The proposed activities of the Company, as with any exploration,

may have an environmental impact which may result in unbudgeted delays, damage, loss and other costs and obligations including, without limitation, rehabilitation and/or compensation. There is also a risk that the Company's operations and financial position may be adversely affected by the actions of environmental groups or any other group or person opposed in general to the Company's activities and, in particular, the proposed exploration and mining by the Company within the Province of British Columbia.

Uninsured Risks

The Company, as a participant in exploration and mining programs, may become subject to liability for hazards such as unusual geological or unexpected operating conditions that cannot be insured against or against which it may elect not to be so insured because of high premium costs or other reasons. The Company is currently uninsured against all such risks as such insurance is either unavailable or uneconomic at this time. The Company also currently has no keyman insurance or property insurance as such insurance is uneconomical at this time. The Company will obtain such insurance once it is available and, in the opinion of the Directors, economical to do so. The Company may incur a liability to third parties (in excess of any insurance cover) arising from pollution or other damage or injury.

The Company is not insured against most environmental risks. Insurance against environmental risks has not been generally available to companies within the mining and exploration industry. Without such insurance, and if the Company does become subject to environmental liabilities, the costs of such liabilities would reduce or eliminate the Company's available funds or could result in bankruptcy. Should the Company be unable to fully fund the remedial costs of an environmental problem, it may be required to enter into interim compliance measures pending completion of the required remedy.

Health and Safety Risks

A violation of health and safety laws, or the failure to comply with the instructions of relevant health and safety authorities, could lead to, among other things, a temporary cessation of activities on the Amarillo Property or any part thereof, a loss of the right to prospect for minerals, or the imposition of costly compliance procedures. This could have a material adverse effect on the Company's operations and/or financial condition.

Tax Issues

Income tax consequences in relation to the securities offered will vary according to the circumstances of each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisers prior to subscribing for the securities.

Additional Requirements for Capital

Substantial additional financing will be required if the Company is to be successful in pursuing its ultimate strategy. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future operations. Commodity prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses, geological results and the political environment are all factors which will have an impact on the amount of additional capital that may be required. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, forfeit its interest in the Amarillo Property, incur financial penalties, or reduce or terminate its operations.

Smaller Companies

The share price of publicly traded smaller companies can be highly volatile. The value of the Common Shares may go down as well as up and, in particular, the share price may be subject to sudden and large falls in value given the restricted marketability of the Common Shares.

Illiquidity

The Common Shares are not listed on a stock exchange. Investors should be aware that there may never be a market for the Common Shares and an investor may never realize a return on their investment. The Common Shares, therefore, may not be suitable as a short-term investment.

General

Although management believes that the above risks fairly and comprehensively illustrate all material risks facing the Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks.

Although the Directors will seek to minimise the impact of the risk factors, an investment in the Company should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specialises in investments of this nature before making any decision to invest.

PROMOTERS

Gary Schellenberg, the Company's Chief Executive Officer and Director, took the initiative in the primary organization of the Company and accordingly is a promoter of the Company. Mr. Schellenberg owns, directly and indirectly, 1,224,100 Common Shares of the Company, which is 18.4% of the Common Shares outstanding prior to giving effect to the Offering. Mr. Schellenberg holds 250,000 Common Shares, 375,000 shares are held indirectly by his wife Heather Schellenberg, 485,500 Common Shares are held by Coast Mountain Geological Services Ltd. and 113,600 shares are held indirectly by 404198 B.C. Ltd. See "Principal Shareholders", "Directors and Executive Officers" and "Executive Compensation".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings that the Company is or was a party to, or that any of the Company's property is or was the subject of, that were or are material to the Company, and there are no such material legal proceedings that the Company knows to be contemplated.

There were no: (i) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority; (ii) other penalties or sanctions imposed by a court or regulatory body against the Company that the Company believes must be disclosed for this prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares; or (iii) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority since inception on.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the Directors or executive officers of the Company, and no associate or affiliate of the foregoing persons, has, or has had, any material interest, direct or indirect, in any transaction or in any proposed transaction that has materially affected or will materially affect the Company or any of its subsidiaries.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditors of the Company are Davidson & Company LLP, located at 1200 – 609 Granville Street, Vancouver B.C. V7Y 1G6.

The transfer agents of the Company are TSX Trust Company, located at 650 West Georgia Street, Suite 2700, Vancouver B.C. V6B 4N9.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only contracts which have been entered into by the Company as of the date hereof or which will be entered into prior to the Closing of this Offering and which are regarded presently as material are:

1. Purchase and Sale and Royalty Agreement dated October 27th, 2016 between the Company and the Optionor. See "Description of Our Business – Three Year History – Acquisition of the Amarillo Property".

2. Service Agreement between the Company and Coast Mountain Geological Services Ltd. (“Coast Mountain”), a company controlled by Gary Schellenberg, whereby Coast Mountain provided geological consulting services to the Company, in connection with the exploration program on the Amarillo Property.

EXPERTS

The following persons or companies whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company are named in this prospectus as having prepared or certified a report, valuation, statement or opinion in this prospectus:

- (a) J. Chapman, P.Geo., of Vancouver, British Columbia, is an independent consulting geologist and is a “qualified person” as defined in NI 43-101, and is the author responsible for the preparation of the Technical Report on the Amarillo Property.
- (b) The audited financial statements included in this prospectus have been subject to audit by Davidson & Company LLP, and their audit report is included herein. Davidson & Company LLP, is independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

In addition, certain legal matters relating to the Offering will be passed upon on behalf of the Company by Northwest Law Group.

None of the foregoing persons or companies have held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when such person or company prepared the report, valuation, statement or opinion aforementioned or thereafter.

FINANCIAL STATEMENTS

Audited financial statements of the Company for the years ended December 31, 2016 and 2015 and unaudited financial statements for the interim period June 30, 2017 are included in this prospectus.

TROUBADOUR RESOURCES INC.

CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)

FOR THE SIX MONTHS ENDED JUNE 30, 2017

TROUBADOUR RESOURCES INC.**CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE THREE AND SIX MONTHS ENDED JUNE 30

	For the three months ended June 30, 2017	For the three months ended June 30, 2016	For the six months ended June 30, 2017	For the six months ended June 30, 2016
OPERATING EXPENSES				
Professional fees	\$ 29,539	\$ -	\$ 29,673	\$ -
Interest and bank charges	45	48	93	96
Loss and comprehensive loss for the period	\$ (29,584)	\$ (48)	\$ (29,766)	\$ (96)
Basic and diluted loss per common share	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.00)
Weighted average number of common shares outstanding	5,887,500	4,000,000	5,887,500	4,000,000

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

TROUBADOUR RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited)
(Expressed in Canadian Dollars)
FOR THE SIX MONTHS ENDED JUNE 30

	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (29,766)	\$ (96)
Changes in non-cash working capital items:		
Receivables and prepaid expenses	14,598	(6,280)
Accounts payable and accrued liabilities	<u>(4,016)</u>	<u>-</u>
Net cash used in operating activities	<u>(19,184)</u>	<u>(6,376)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Mineral property expenditures	<u>(90,242)</u>	<u>-</u>
Net cash used in investing activities	<u>(90,242)</u>	<u>-</u>
Net change in cash	(109,426)	(6,376)
Cash, beginning of the period	<u>136,859</u>	<u>15,270</u>
Cash, end of the period	<u>\$ 27,433</u>	<u>\$ 8,894</u>

No cash was paid for interest or taxes for the periods ended June 30, 2017 and 2016.

During the period ended June 30, 2017, the Company accrued \$5,513 in mineral property costs through accounts payable and accrued liabilities and had \$91,881 accrued as at December 31, 2016.

There were no non-cash financing and investing activities for the period ended June 30, 2016.

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

TROUBADOUR RESOURCES INC.**CONDENSED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)**

(Unaudited)

(Expressed in Canadian Dollars)

	Share Capital			
	Number	Amount	Deficit	Total
Balance, December 31, 2015	4,000,000	\$ 250,000	\$ (317,271)	\$ (67,271)
Loss for the period	-	-	(96)	(96)
Balance, June 30, 2016	4,000,000	250,000	(317,367)	(67,367)
Shares issued for cash	762,500	61,000	-	61,000
Flow-through shares issued for cash	1,125,000	90,000	-	90,000
Share issuance costs	-	(265)	-	(265)
Loss for the period	-	-	(126)	(126)
Balance, December 31, 2016	5,887,500	400,735	(317,493)	83,242
Loss for the period	-	-	(29,766)	(29,766)
Balance, June 30, 2017	5,887,500	\$ 400,735	\$ (347,259)	\$ 53,476

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

TROUBADOUR RESOURCES INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)
JUNE 30, 2017

1. NATURE AND CONTINUANCE OF OPERATIONS

Troubadour Resources Inc. is a privately-held exploration company incorporated in Canada under the British Columbia Corporations Act on March 22, 2012. The Company is principally engaged in the acquisition and exploration of resource properties. The head office, records office, and principal address of the Company is 488-625 Howe Street, Vancouver, British Columbia, V6C 2T6. The Company changed its name to Troubadour Resources Inc. (formerly Grandore Resources Inc.), on February 16, 2017.

The Company is in the process of investing in potential new acquisitions and exploring and evaluating its resource properties and has not yet determined whether the properties contain ore reserves that are economically recoverable. During the year ended December 31, 2016, the Company entered into an agreement to acquire an interest in a property near Osoyoos, British Columbia (Note 3).

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company has incurred losses from inception and does not currently have the financial resources to sustain operations in the long-term. While the Company has been successful in obtaining its required funding in the past, there is no assurance that such future financing will be available or be available on favourable terms. An inability to raise additional financing may impact the future assessment of the Company as a going concern. These material uncertainties may cast significant doubt about the ability of the Company to continue as a going concern.

The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Continued operations of the Company are dependent on the Company's ability to receive financial support, necessary financings, or generate profitable operations in the future.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards (“IAS”) 34 ‘Interim Financial Reporting’ (“IAS 34”) using accounting policies consistent with the IFRS issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

The condensed interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Company’s annual financial statements for the year ended December 31, 2016. The accounting policies are consistent with those used in the December 31, 2016 annual financial statements.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Use of Estimates and Critical Judgments

The recognition of exploration and evaluation assets requires judgments regarding future recoverability and carrying cost. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.

The determination of income tax is inherently complex and requires making certain judgments about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

New standards not yet adopted

Certain pronouncements were issued by the IASB or IFRIC that are mandatory for accounting periods beginning after January 1, 2016. They have not been early adopted in these financial statements. In all cases the Company intends to apply these standards from application date as indicated below:

IFRS 9, Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2018. The Company has not yet made an assessment of the impact of the amendments.

IFRS 16 Leases replaces IAS 17 – Leases and requires lessees to account for leases on the statement of financial position by recognizing a right to use asset and lease liability. The standard is effective for annual reports beginning on or after January 1, 2019, with earlier adoption permitted. The Company anticipates that application of this standard will not have a material impact on the results and financial position of the Company.

3. MINERAL PROPERTY

On October 27, 2016, the Company entered into a purchase and sale and royalty agreement with a third party to acquire a 100% interest in certain claims located in the Osoyoos Mining District, British Columbia, comprising the Amarillo property, for consideration of \$10,000 (paid) and the issuance of 500,000 common shares of the Company within 10 days of a Canadian listing. The third party retains a 1.5% Net Smelter Returns royalty, of which the Company may purchase 1.0% for a payment of \$1,000,000.

During the year ended December 31, 2016, the Company also paid \$4,756 to stake mineral claims contiguous to the Amarillo property in order to increase its holdings.

TROUBADOUR RESOURCES INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)
JUNE 30, 2017

3. MINERAL PROPERTY (cont'd)

During the period ended June 30, 2017, the Company has incurred:

	June 30, 2017	December 31, 2016
<i>Acquisition Costs</i>		
Opening Balance	\$ 14,756	\$ -
Additions	-	14,756
Closing Balance	14,756	14,756
<i>Exploration Costs</i>		
Opening Balance	99,316	-
Assays	-	14,575
Field Expenditures	-	27,089
Geological Consulting	3,874	43,700
Geophysics	-	11,304
Project Administration	-	2,648
Closing Balance	103,190	99,316
Total	\$ 117,946	\$ 114,072

4. RELATED PARTY TRANSACTIONS

Included in accounts payable at June 30, 2017 was \$59,791 (December 31, 2016 - \$152,126) payable to companies related to officers of the Company.

Included in accounts receivable at June 30, 2017 was \$Nil (December 31, 2016 - \$6,280) due from a company controlled by a Director of the Company.

5. SHAREHOLDERS' EQUITY

Authorized

An unlimited number of common shares without par value.

Issued share capital

The Company did not complete any private placements during the period ended June 30, 2017.

During the year ended December 31, 2016, the Company completed a non-brokered private placement, issuing 762,500 units at a price of \$0.08 per unit and 1,125,000 flow-through units at a price of \$0.08 per unit. Each unit consisted of one common share and one warrant, each warrant being exercisable into one common share at a price of \$0.12 for two years from the date of issuance. Each flow-through unit consisted of one flow-through share and one half of one warrant, each whole warrant being exercisable into one common share at a price of \$0.12 for a period of two years from the date of issuance. There was no flow-through premium liability associated with the issuance of flow-through shares.

During the year ended December 31, 2016, the Company fulfilled its flow-through obligation by incurring eligible exploration costs on its mineral property.

TROUBADOUR RESOURCES INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)
JUNE 30, 2017

5. SHAREHOLDERS' EQUITY (cont'd)

Warrants

The following is a summary of warrants outstanding as at June 30, 2017 and December 31, 2016 and changes during the periods then ended:

	Number of Warrants	Weighted Average Exercise Price
December 31, 2015	-	\$ -
Issued during the period	1,325,000	0.12
Balance, December 31, 2016 and June 30, 2017	1,325,000	\$ 0.12

At June 30, 2017, the following warrants were outstanding:

	Number outstanding and exercisable	Exercise Price	Expiry Date
Warrants	1,325,000	\$ 0.12	December 30, 2018

6. SEGMENT INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration, and evaluation of resource properties in one geographical location, being Canada.

7. FINANCIAL AND CAPITAL RISK MANAGEMENT

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels. The hierarchy is as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying value of receivables and accounts payable and accrued liabilities approximates fair value due to the short term nature of the financial instruments. Cash is valued at a level 1 fair value measurement and is classified as fair value through profit or loss. Receivables are classified as loans and receivables. Accounts payable and accrued liabilities are classified as other financial liabilities.

TROUBADOUR RESOURCES INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)
JUNE 30, 2017

7. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd)

Risk management

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company's cash is held at a large Canadian financial institution in interest bearing accounts. The Company has no investment in asset backed commercial paper.

The Company's receivables consist of Goods and Services Tax receivable from the government of Canada.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company manages liquidity risk through its capital management as outlined below. Accounts payable and accrued liabilities are due within one year.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company's exposure to interest rate risk arises from the interest rate impact on cash. The Company's practice has been to invest cash at floating rates of interest, in order to maintain liquidity, while achieving a satisfactory return for shareholders. There is minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any guaranteed bank investment certificates included in cash as they are generally held with large financial institutions. As at June 30, 2017, the Company is not exposed to significant interest rate risk.

b) Foreign currency risk

The majority of purchases are transacted in the Canadian dollar. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

c) Price risk

The Company is exposed to price risk with respect to commodity prices, particularly gold. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

TROUBADOUR RESOURCES INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)
JUNE 30, 2017

7. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd)

Risk management (cont'd)

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue acquisition, exploration and evaluation of mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes its components of shareholders' equity (deficiency).

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

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

8. SUBSEQUENT EVENT

Subsequent to the period ended June 30, 2017, the company completed a non-brokered private placement by issuing 782,600 units for a price of \$0.10 per unit for gross proceeds of \$78,260. Each unit consists of one common share and one non-transferable share purchase warrant exercisable at a price of \$0.15 for a period of two years from closing.

TROUBADOUR RESOURCES INC
(formerly Grandore Resources Inc.).

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE YEAR ENDED DECEMBER 31, 2016

INDEPENDENT AUDITORS' REPORT

To the Directors of
Troubadour Resources Inc.

We have audited the accompanying financial statements of Troubadour Resources Inc., which comprise the statements of financial position as at December 31, 2016 and 2015, and the statements of loss and comprehensive loss, cash flows, and changes in shareholders' equity (deficiency) for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Troubadour Resources Inc. as at December 31, 2016 and 2015, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about the ability of Troubadour Resources Inc. to continue as a going concern.

Vancouver, Canada

Chartered Professional Accountants

[DATE]

TROUBADOUR RESOURCES INC.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT

	December 31, 2016	December 31, 2015
ASSETS		
Current		
Cash	\$ 136,859	\$ 15,270
Receivables and prepaid expenses	<u>15,626</u>	<u>4,377</u>
	152,485	19,647
Mineral property (Note 4)	<u>114,072</u>	<u>-</u>
	<u>\$ 266,557</u>	<u>\$ 19,647</u>
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current		
Accounts payable and accrued liabilities	\$ <u>183,315</u>	\$ <u>86,918</u>
Shareholders' equity (deficiency)		
Share capital (Note 6)	400,735	250,000
Deficit	<u>(317,493)</u>	<u>(317,271)</u>
	<u>83,242</u>	<u>(67,271)</u>
	<u>\$ 266,557</u>	<u>\$ 19,647</u>

Nature and continuance of operations (Note 1)

Subsequent event (Note 10)

Approved and authorized by the Board on [DATE].

<u>"Gary Schellenberg"</u>	Director	<u>"Geoff Schellenberg"</u>	Director
Gary Schellenberg		Geoff Schellenberg	

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

TROUBADOUR RESOURCES INC.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
FOR THE YEAR ENDED DECEMBER 31

	2016	2015
EXPENSES		
Interest expense and bank charges	\$ 222	\$ 192
Office and administration	<u>-</u>	<u>275</u>
Loss and comprehensive loss for the year	<u>\$ (222)</u>	<u>\$ (467)</u>
Basic and diluted loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average number of common shares outstanding	<u>4,005,157</u>	<u>4,000,000</u>

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

TROUBADOUR RESOURCES INC.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
FOR THE YEAR ENDED DECEMBER 31

	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	\$ (222)	\$ (467)
Non-cash working capital item changes:		
Receivables and prepaid expenses	(11,249)	(12)
Accounts payable and accrued liabilities	<u>4,516</u>	<u>-</u>
Net cash used in operating activities	<u>(6,955)</u>	<u>(479)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of mineral property	<u>(22,191)</u>	<u>-</u>
Net cash used in investing activities	<u>(22,191)</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued for cash	151,000	-
Share issuance costs	<u>(265)</u>	<u>-</u>
Net cash provided by financing activities	<u>150,735</u>	<u>-</u>
Change in cash for the year	121,589	(479)
Cash, beginning of year	<u>15,270</u>	<u>15,749</u>
Cash, end of year	<u>\$ 136,859</u>	<u>\$ 15,270</u>

No cash was paid for interest or taxes for the years ended December 31, 2016 and 2015.

During the year ended December 31, 2016, the Company accrued \$91,881 in mineral property costs through accounts payable and accrued liabilities.

There were no significant non-cash investing and financing transactions during the year ended December 31, 2015.

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

TROUBADOUR RESOURCES INC.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
(Expressed in Canadian Dollars)

	<u>Share Capital</u>			
	<u>Number</u>	<u>Amount</u>	<u>Deficit</u>	<u>Total</u>
Balance, December 31, 2014	4,000,000	\$ 250,000	\$ (316,804)	\$ (66,804)
Loss for the year	<u>-</u>	<u>-</u>	<u>(467)</u>	<u>(467)</u>
Balance, December 31, 2015	4,000,000	250,000	(317,271)	(67,271)
Shares issued for cash	762,500	61,000	-	61,000
Flow-through shares issued for cash	1,125,000	90,000	-	90,000
Share issuance costs	-	(265)	-	(265)
Loss for the year	<u>-</u>	<u>-</u>	<u>(222)</u>	<u>(222)</u>
Balance, December 31, 2016	<u>5,887,500</u>	<u>\$ 400,735</u>	<u>\$ (317,493)</u>	<u>\$ 83,242</u>

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

TROUBADOUR RESOURCES INC.
NOTES TO THE FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEAR ENDED DECEMBER 31, 2016

1. NATURE AND CONTINUANCE OF OPERATIONS

Troubadour Resources Inc. is a privately-held exploration company incorporated in Canada under the British Columbia Corporations Act on March 22, 2012. The Company is principally engaged in acquisition and exploration of resource properties. The head office, records office, and principal address of the Company is 488-625 Howe Street, Vancouver, British Columbia, V6C 2T6. The Company changed its name to Troubadour Resources Inc. (formerly Grandore Resources Inc.), on February 16, 2017.

The Company is in the process of investing in potential new acquisitions and exploring and evaluating its resource properties and has not yet determined whether the properties contain ore reserves that are economically recoverable. During the year ended December 31, 2016, the Company entered into an agreement to acquire an interest in a property in Osoyoos, British Columbia (Note 4).

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company has incurred losses from inception and does not currently have the financial resources to sustain operations in the long-term. While the Company has been successful in obtaining its required funding in the past, there is no assurance that such future financing will be available or be available on favourable terms. An inability to raise additional financing may impact the future assessment of the Company as a going concern. These material uncertainties may cast significant doubt about the ability of the Company to continue as a going concern.

The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Continued operations of the Company are dependent on the Company's ability to receive financial support, necessary financings, or generate profitable operations in the future.

2. BASIS OF PREPARATION

Statement of compliance

These financial statements, including comparatives have been prepared using accounting policies consistent with IFRS as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

Use of Estimates and Critical Judgments

The recognition of exploration and evaluation assets requires judgments regarding future recoverability and carrying cost. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.

The determination of income tax is inherently complex and requires making certain judgments about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

3. SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of loss and comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive loss.

Other financial liabilities: This category includes promissory notes, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost.

The Company has classified its cash as fair value through profit and loss. The Company's receivables are classified as loans and receivables. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

Exploration and evaluation - mineral property

Pre-exploration costs are expensed as incurred. Costs related to the acquisition of mineral properties and the exploration of mineral properties are capitalized by property. If commercially profitable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the unit of production method. If, after management review, it is determined that capitalized acquisition costs are not recoverable over the estimated economic life of the property, or the property is abandoned, or management deems there to be an impairment in value, the property is written down to its net realizable value.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Exploration and evaluation - mineral property (cont'd...)

Any option payments received by the Company from third parties or tax credits refunded to the Company are credited to the capitalized cost of the mineral property. If payments received exceed the capitalized cost of the mineral property, the excess is recognized as income in the year received. The amounts shown for mineral properties do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants, and similar instruments is computed using the treasury stock method. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Impairment

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

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

Decommissioning provision

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of mineral properties, oil and gas interests, and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as the related asset.

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

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the date of the statement of financial position.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not recognize the asset.

Flow-through shares

Canadian Income Tax legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures. A premium liability is recognized for the share price premium, if any, paid by investors when acquiring the flow-through shares. The premium liability is reduced and other income is recognized at the time the eligible expenditures are incurred presuming management intent to retrospectively renounce the tax deductions.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a period of up to two-years.

New standards, interpretations and amendments adopted

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the preparation of the Company's annual financial statements for the year ended December 31, 2015. There were no new standards and interpretations effective as of January 1, 2016 that would be applicable to the Company.

New standards not yet adopted

Certain pronouncements were issued by the IASB or IFRIC that are mandatory for accounting periods beginning after January 1, 2016. They have not been early adopted in these financial statements. In all cases the Company intends to apply these standards from application date as indicated below:

IFRS 9, Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2018. The Company has not yet made an assessment of the impact of the amendments.

TROUBADOUR RESOURCES INC.
NOTES TO THE FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEAR ENDED DECEMBER 31, 2016

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

New standards not yet adopted (cont'd)

IFRS 16 Leases replaces IAS 17 – Leases and requires lessees to account for leases on the statement of financial position by recognizing a right to use asset and lease liability. The standard is effective for annual reports beginning on or after January 1, 2019, with earlier adoption permitted. The Company anticipates that application of this standard will not have a material impact on the results and financial position of the Company.

4. MINERAL PROPERTY

On October 27, 2016, the Company entered into a purchase and sale and royalty agreement with a third party to acquire a 100% interest in certain claims located in the Osoyoos Mining District, British Columbia, comprising the Amarillo property, for consideration of \$10,000 (paid) and the issuance of 500,000 common shares of the Company within 10 days of a Canadian listing. The third party retains a 1.5% Net Smelter Returns royalty, of which the Company may purchase 1.0% for a payment of \$1,000,000.

During the year ended December 31, 2016, the Company also paid \$4,756 to stake mineral claims contiguous to the Amarillo property in order to increase its holdings.

During the year ended December 31, 2016, the Company has incurred:

	December 31, 2016	December 31, 2015
<i>Acquisition Costs</i>		
Opening Balance	\$ -	\$ -
Additions	<u>14,756</u>	<u>-</u>
Closing Balance	14,756	-
<i>Exploration Costs</i>		
Opening Balance	-	-
Assays	14,575	-
Field Expenditures	27,089	-
Geological Consulting	43,700	-
Geophysics	11,304	-
Project Administration	<u>2,648</u>	<u>-</u>
Closing Balance	99,316	-
Total	\$ 114,072	\$ -

5. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2016, the Company incurred \$86,522 (2015 - \$nil) in mineral property exploration costs through a company controlled by a Director of the Company.

Included in accounts payable at December 31, 2016 was \$152,126 (2015 - \$61,278) payable to companies controlled by officers of the Company.

Included in accounts receivable at December 31, 2016 was \$6,280 (2015 - \$nil) due from a company controlled by a Director of the Company.

TROUBADOUR RESOURCES INC.
NOTES TO THE FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEAR ENDED DECEMBER 31, 2016

6. SHAREHOLDERS' EQUITY

Authorized

An unlimited number of common shares without par value.

Issued share capital

During the year ended December 31, 2016, the Company completed a non-brokered private placement, issuing 762,500 units at a price of \$0.08 per unit and 1,125,000 flow-through units at a price of \$0.08 per unit. Each unit consisted of one common share and one warrant, each warrant being exercisable into one common share at a price of \$0.12 for two years from the date of issuance. Each flow-through unit consisted of one flow-through share and one half of one warrant, each whole warrant being exercisable into one common share at a price of \$0.12 for a period of two years from the date of issuance. There was no flow-through premium liability associated with the issuance of flow-through shares.

During the year ended December 31, 2016, the Company fulfilled its flow-through obligation by incurring eligible exploration costs on its mineral property.

The Company did not complete any private placements during the year ended December 31, 2015.

Warrants

The following is a summary of warrants outstanding as at December 31, 2016 and December 31, 2015 and changes during the years then ended:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2014 and December 31, 2015	-	\$ -
Issued during the year	<u>1,325,000</u>	<u>0.12</u>
Balance, December 31, 2016	<u>1,325,000</u>	<u>\$ 0.12</u>

At December 31, 2016 the following warrants were outstanding:

	Number outstanding and exercisable	Exercise Price	Expiry Date
Warrants	1,325,000	\$ 0.12	December 30, 2018

TROUBADOUR RESOURCES INC.
NOTES TO THE FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEAR ENDED DECEMBER 31, 2016

7. INCOME TAXES

A reconciliation of income taxes (recovery) at statutory rates with the reported taxes for the years ended December 31, 2016 and 2015 are as follows:

	2016	2015
Loss before income taxes	\$ (222)	\$ (467)
Expected income tax (recovery)	\$ -	\$ -
Impact of flow-through shares	23,000	-
Change in income tax rates	(1,000)	1,000
Change in unrecognized deductible temporary differences	<u>(22,000)</u>	<u>(1,000)</u>
Income tax recovery	\$ -	\$ -

The significant components of the Company's unrecognized temporary differences and tax losses are as follows:

	2016	Expiry Date Range	2015
Exploration and evaluation assets	\$ (85,000)	N/A	\$ 5,000
Non-capital losses	<u>229,000</u>	2036	<u>229,000</u>
	<u>\$ 144,000</u>		<u>\$ 234,000</u>

8. SEGMENT INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration, and evaluation of resource properties in one geographical location, being Canada.

9. FINANCIAL AND CAPITAL RISK MANAGEMENT

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels. The hierarchy is as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying value of receivables and accounts payable and accrued liabilities approximates fair value due to the short term nature of the financial instruments. Cash is valued at a level 1 fair value measurement and is classified as fair value through profit or loss. Receivables are classified as loans and receivables. Accounts payable and accrued liabilities are classified as other financial liabilities.

9. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd...)

Risk management

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company's cash is held at a large Canadian financial institution in interest bearing accounts. The Company has no investment in asset backed commercial paper.

The Company's receivables consist of Goods and Services Tax receivable from the government of Canada and a receivable from a related party (Note 5).

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company manages liquidity risk through its capital management as outlined below. Accounts payable and accrued liabilities are due within one year.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company's exposure to interest rate risk arises from the interest rate impact on cash. The Company's practice has been to invest cash at floating rates of interest, in order to maintain liquidity, while achieving a satisfactory return for shareholders. There is minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any guaranteed bank investment certificates included in cash as they are generally held with large financial institutions. As at December 31, 2016, the Company is not exposed to significant interest rate risk.

b) Foreign currency risk

The majority of purchases are transacted in the Canadian dollar. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

c) Price risk

The Company is exposed to price risk with respect to commodity prices, particularly gold. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

9. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd...)

Risk management (cont'd)

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue acquisition, exploration and evaluation of mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes its components of shareholders' equity (deficiency).

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

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

10. SUBSEQUENT EVENT

Subsequent to the year ended December 31, 2017, the company completed a non-brokered private placement by issuing 782,600 units for a price of \$0.10 per unit for gross proceeds of \$78,260. Each unit consists of one common share and one non-transferable share purchase warrant exercisable at a price of \$0.15 for a period of two years from closing.

SCHEDULE “A” - AUDIT COMMITTEE CHARTER

I. MANDATE

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Troubadour Resources Inc. (the “Company”) shall assist the Board in fulfilling its financial oversight responsibilities. The Committee’s primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company’s financial statements and other financial information;
2. The compliance of such statements and information with legal and regulatory requirements;
3. The qualifications and independence of the Company’s independent external auditor (the “Auditor”); and
4. The performance of the Company’s internal accounting procedures and Auditor.

II. STRUCTURE AND OPERATIONS

A. Composition

The Committee shall be comprised of three or more members.

B. Qualifications

Each member of the Committee must be a member of the Board.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement.

C. Appointment and Removal

In accordance with the Articles of the Company, the members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Chair

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

E. Meetings

The Committee shall meet as frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company’s annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company’s financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

III. DUTIES

A. Introduction

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

Independence of Auditor

1. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Company.
2. Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.
3. Require the Auditor to report directly to the Committee.
4. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Company.

Performance & Completion by Auditor of its Work

1. Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including resolution of disagreements between management and the Auditor regarding financial reporting.
2. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's shareholders of the existing, Auditor for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company.
3. Recommend to the Board the compensation of the Auditor.
4. Pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

Internal Financial Controls & Operations of the Company

1. Establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

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

Preparation of Financial Statements

1. Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
2. Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
3. Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
4. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
5. Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:
 - (a) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor, internal auditor or management.
 - (b) The management inquiry letter provided by the Auditor and the Company's response to that letter.
 - (c) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Public Disclosure by the Company

1. Review the Company's annual and interim financial statements, management discussion and analysis (MD&A) and earnings press releases before the Board approves and the Company publicly discloses this information.
2. Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.
3. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Manner of Carrying Out its Mandate

1. Consult, to the extent it deems necessary or appropriate, with the Auditor, but without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
2. Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
3. Meet, to the extent it deems necessary or appropriate, with management, any internal auditor and the Auditor in separate executive sessions.
4. Have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee advisors.

5. Make regular reports to the Board.
6. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. Annually review the Committee's own performance.
8. Provide an open avenue of communication among the Auditor, the Company's financial and senior management and the Board.
9. Not delegate these responsibilities.

C. Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditor.

CERTIFICATE OF THE COMPANY

Dated: November 24, 2017

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

"Gary Schellenberg"

Gary Schellenberg
Chief Executive Officer

"Alastair Brownlow"

Alastair Brownlow
Chief Financial Officer & Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

"Paul Chung"

Paul Chung
Director

"Geoff Schellenberg"

Geoff Schellenberg
Director

"Michael Sieb"

Michael Sieb
Director

CERTIFICATE OF PROMOTERS

Dated: November 24, 2017

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

"Gary Schellenberg"

Gary Schellenberg
Director