



ESSEX MINERALS INC.

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ANNUAL INFORMATION FORM

For the Year Ended September 30, 2021

Dated as of May 3, 2022

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GLOSSARY OF GENERAL TERMS

In this Annual Information Form, unless there is something in the subject matter or context inconsistent therewith, the following capitalized words and terms have the following meanings:

Affiliate	A company is an “Affiliate” of another company if: <ul style="list-style-type: none">(a) one of them is the subsidiary of the other; or(b) each of them is controlled by the same Person;
AMD	means AMD Resources Ltd., a private Australian company;
Associate	means, when used to indicate a relationship with a Person, <ul style="list-style-type: none">(a) a partner, other than a limited partner, of that Person;(b) a trust or estate in which that Person has a substantial beneficial interest or for which that Person serves as trustee or in a similar capacity;(c) an issuer in respect of which that Person beneficially owns or controls, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the issuer, or(d) a relative, including the spouse, of that Person or a relative of that Person's spouse, if the relative has the same home as that Person;
Common Shares:	means the common shares of the Company;
Company:	means Essex Minerals Inc.;
Compass Creek Property	means the Compass Creek Property located in Pine Creek Goldfield, 130 km from Darwin;
Control Person:	means any person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer;
Cumberland Property	means the Cumberland Property located in North Queensland, Australia;
Cumberland Property Technical Report	means the independent technical report dated December 08, 2021 entitled “Technical Report on the Cumberland Property, Georgetown District, Queensland Australia” prepared for the Company by Richard Newport & Associates in respect of the Cumberland Property;
Exchange:	means the TSX Venture Exchange;
Insider:	if used in relation to an issuer, means: <ul style="list-style-type: none">(a) a director or senior officer of the issuer;(b) a director or senior officer of another issuer that is an insider or subsidiary of the issuer;

	(c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or
	(d) the issuer itself if it holds any of its own securities;
IsMins	means IsMins Pty Ltd, a private Australian company which is a wholly owned subsidiary of KNX;
KNX	means KNX Resources Ltd., a private Australian company;
KNX Original Agreement	means the Heads of Agreement dated February 19, 2020 among the Company, KNX and IsMins in respect of the acquisition by the Company of all of KNX's interest in the KNX Properties;
KNX Properties	means the three properties that are subject to the KNX Agreement being the Cumberland Property, the Mount Turner Property and the Compass Creek Property;
KNX Share Agreement	means the Sale of Shares Agreement dated October 13, 2021 among the Company, KNX, IsMins and the shareholders of KNX pursuant to which the Company agreed to acquire all of the outstanding shares of KNX;
Melba Property	means the property that is subject to the Melba Option Agreement;
Melba Option Agreement	means the mineral property option agreement dated December 18, 2012, as amended between the Company and Grant F. Crooker in respect of the Melba Property;
Mount Turner Property	means the Mount Turner Property located in 30km northeast of the Cumberland Property;
Mount Turner Technical Report	means the independent technical report entitled "Technical Report on the Mount Turner Project, Georgetown District, Queensland, Australia" dated December 08, 2021 prepared by Richard Newport & Associates for the Company in relation to the Mount Turner Property;
NI 43-101 or National Instrument 43-101:	means National Instrument 43-101 "Standards of Disclosure for Mineral Projects" adopted by the Canadian Securities Administrators;
Non-Arm's Length Party:	means a): in relation to a company: (i) a promoter, officer, director, other Insider or Control Person of that company and any Associates or Affiliates of any of such Persons; (ii) another entity or an Affiliate of that entity, if that entity or its Affiliate have the same promoter, officer, director, Insider or Control Person; and (b) in relation to an individual, any Associate of the individual or any company of which the individual is a promoter, officer, director, Insider or Control Person;
Option and JV Model:	has the meaning set forth under the heading " <i>General Development of the Business of the Company</i> ";
Person:	means a company or an individual; and
Shareholder:	means a holder of Common Shares;
Zola	means Zola Minerals Inc. a non-arm's length private streaming and royalty company

PRELIMINARY NOTES

In this Annual Information Form, (“**Annual Information Form**” or “**AIF**”), Essex Minerals Inc. is referred to as the “Company” or “Essex Minerals”. Unless the context otherwise indicates, these references include the subsidiaries of the Company described under “Corporate Structure - Intercompany Relationships”, below.

All information contained herein is as at and for the year ended September 30, 2021, unless otherwise specified.

Financial Statements and MD&A

The Company's audited financial statements and management's discussion and analysis (“**MD&A**”) have been filed with Canadian securities regulatory authorities and are available for review under the Company's profile at www.sedar.com. The Company's financial statements are prepared in accordance with and all financial information in this Annual Information Form is prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“**IFRS**”). The Company's fiscal year end is September 30.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This AIF contains “forward-looking statements” within the meaning of applicable United States securities legislation and “forward-looking information” within the meaning of applicable Canadian securities legislation, (together “forward-looking information”). Generally, forward-looking information can be identified by the use of forward-looking terminology such as “will”, “may”, “plans”, “expects”, or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “does not anticipate”, or “believes” or variations of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might”, or “will be taken”, “occur”, or “be achieved”. Forward-looking statements and information are not historical facts, are made as of the date of this AIF, and include, but are not limited to, statements regarding discussions of results from operations (including, without limitation, statements about the Company’s opportunities, strategies, competition, expected activities and expenditures as the Company pursues its business plan, the adequacy of the Company’s available cash resources and other statements about future events or results), performance (both operational and financial) and business prospectus, future business plans and opportunities and statements as to management’s expectations with respect to, among other things, the activities contemplated in this AIF, statements related to the Company’s mineral properties and the Company’s planned and future exploration on its mineral properties; the Company’s goals regarding exploration and potential development of its projects, expectations regarding the ability to raise further capital; the market price of gold; expectations regarding any environmental issues that may affect planned or future exploration and development programs and the potential impact of complying with existing and proposed environmental laws and regulations; the ability to retain and/or maintain any required permits, licenses or other necessary approvals for the exploration or development of its mineral properties; government regulation of mineral exploration and development operations in Australia; the Company’s compensation policy and practices; the Company’s expected reliance on key management personnel, advisors and consultants; and effects of the novel COVID-19 outbreak as a global pandemic.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Important factors that may cause actual results to vary include, without limitation, the Company may fail to find a commercially viable deposit at any of its mineral properties; there are no mineral resources or mineral reserves on any of the

properties in which the Company has an interest, the Company's plans may be adversely affected by the Company's reliance on historical data compiled by previous parties involved with its mineral properties; mineral exploration and development are inherently risky; the mineral exploration industry is intensely competitive; additional financing may not be available to the Company when required, or, if available, the terms of such financing may not be favourable to the Company; fluctuations in the demand for and price of gold; the Company may not be able to identify, negotiate or finance any future acquisitions successfully, or to integrate such acquisitions with its current business; the Company's exploration activities are dependent upon the grant of appropriate licenses, concessions, leases, permits and regulatory consents, which may be withdrawn or not granted; environmental hazards; the Company's operations could be adversely affected by possible future government legislation, policies and controls or by changes in applicable laws and regulations; there is no guarantee that title to the properties in which the Company has a material interest will be not challenged or impugned; the Company faces various risks associated with mining exploration that are not insurable or may be the subject of insurance which is not commercially feasible for the Company; public health crises such as the COVID-19 pandemic may adversely impact the Company's business; the volatility of global capital markets over the past several years has generally made the raising of capital more difficult; compliance with environmental regulations can be costly; social and environmental activism can negatively impact exploration, development and mining activities; the success of the Company is largely dependent on the performance of its directors and officers; the Company may be subject to a variety of legal proceedings, the results of which may have a material adverse effect on the Company's business; the Company's future profitability may depend upon the world market prices of gold; dilution from future equity financing could negatively impact holders of the Company's securities; the Company's projects now or in the future may be adversely affected by risks outside the control of the Company; the Company is subject to various risks associated with climate change; and other factors discussed under "Risk Factors".

Forward-looking information contained in this AIF is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Although the Company believes that the assumptions and expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because the Company can give no assurance that such expectations will prove to be correct. In addition to other factors and assumptions identified in this AIF, assumptions have been made regarding, among other things: the demand for, and the future prices of gold and other metals prices, the timing and results of exploration and drilling programs, that general business and economic conditions will not change in a material adverse manner; the Company's ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the geology of the Company's properties as described in the associated technical reports; the accuracy of budgeted exploration and development costs and expenditures; future currency exchange rates and interest rates; operating conditions being favourable such that the Company is able to operate in a safe, efficient and effective manner; the Company's ability to attract and retain skilled personnel; political and regulatory stability; the receipt of required governmental, regulatory and third-party approvals, licenses and permits and renewals thereof, on favourable terms; requirements under applicable laws, sustained labour stability; stability in financial and capital markets; expectations regarding the level of disruption to exploration at the Company's properties as a result of COVID-19. Certain of the risks and assumptions are described in more detail under the heading "Risk Factors" herein and in the Company's audited financial statements and management discussion and analysis for the years ended September 30, 2021 and 2020 available under the Company's profile on SEDAR at www.sedar.com.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will

prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws

Investors are urged to read the Company's filings with Canadian securities regulatory agencies, which are available for review under the Company's profile on www.sedar.com.

Currency

All dollar amounts in this AIF are expressed in Canadian dollars, unless otherwise indicated.

CORPORATE STRUCTURE

NAME, ADDRESSES AND INCORPORATION

The Company was incorporated on November 19, 2012 under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) under the name “**Essex Minerals Inc.**”

The Company is a reporting issuer in the provinces of British Columbia and Alberta and its Common Shares are listed for trading on the TSX-V under the symbol “ESX”, the OTCQB under the symbol “ESXMF”, and the FRA under the symbol “EWX1”.

The Company has one subsidiary, Optegra Capital Corp. (“**Optegra**”). Optegra was incorporated under the BCBCA, and is wholly-owned by the Company.

The head office and principal address of the Company is located at 400 – 837 West Hastings Street, Vancouver BC, Canada V6C 3N6. The registered and records office for the Company is Farris LLP, 25th Floor, 700 West Georgia Street, Vancouver, BC, V7Y 1B3.

GENERAL DEVELOPMENT OF THE BUSINESS OF THE COMPANY

Essex Minerals is an exploration and development company focused on mineral exploration and mine development and finance opportunities where it can adopt an option earn-in and joint venture model. The Company identifies geological teams that have already expended the time and capital to assemble top quality, advanced projects, with a particular emphasis on gold projects in Tier 1 jurisdictions, where the Company can earn an interest by funding exploration (the “**Option and JV Model**”).

THREE YEAR HISTORY

The following three-year history is based on the Company’s three most recently completed fiscal years for which audited financial statements are currently available, being the fiscal years ended September 30, 2019, 2020, and 2021. In addition, the following describes the Company’s development over those periods and includes events, such as acquisitions or dispositions, or conditions that have influenced the general development of the business.

Fiscal Year End September 30, 2019

During the year ended September 30, 2019, the Company decided not to proceed further with the Melba Property. As a result, an impairment charge of \$462,656 was taken to the statements of loss and comprehensive loss.

Fiscal Year End September 30, 2020

On January 31, 2020, the Company completed a share consolidation all of the issued and outstanding Common Shares on a five (5) pre-consolidated Common Share for one (1) post-consolidated Common Share. The share consolidation reduced the Common Shares issued and outstanding from 10,425,007 pre-consolidated to 2,085,001 post-consolidated Common Shares.

On March 20, 2020, the Company advanced \$41,800 to KNX Resources Ltd (“**KNX**”), a private Australian company, as part of its ongoing due diligence on several Australian gold properties.

On April 6, 2020, the Company closed a private placement and issued an aggregate of 15,000,000 Common Shares for gross proceeds of \$1,500,000 and issued 1,451,500 Common Shares to certain finders as a finders’ fee.

On May 1, 2020, the Company entered into the KNX Original Agreement with KNX Resources Ltd. pursuant to which the Company acquired the right to acquire an interest in the KNX Properties. See “*Business of the Company*” below.

In June 2020, the Company closed two tranches of a non-brokered private placement for gross proceeds of \$1,310,000 and issued 5,240,000 common shares at a price of \$0.25 per share. In connection with the financing, the Company paid a finders’ fee of \$63,000 in cash and 252,000 warrants. The finders’ warrants are exercisable at a price of \$0.25 for a period of two years from the date of issuance.

On July 13, 2020, the Company entered into a Stream Finance Joint Venture Agreement (the “**Zola JV Agreement**”) with Zola Minerals Inc. (“**Zola**”) pursuant to which Zola and the Company formed a stream finance joint venture (the “**Zola JV**”) to negotiate and conclude streaming agreements. Pursuant to the Zola JV Agreement, the Company has the option to participate for a 50% interest in any gold streams entered into by the Zola JV. In consideration for entering into of the Zola JV Agreement, the Company paid \$300,000 in cash to Zola, and agreed to fund of up to US \$4.5 million as an upfront payment of the first gold streaming agreement entered into. Gross profits generated will be shared 50:50 with Zola, subject to a minimum IRR to the Company of 15% on funds invested.

On March 21, 2021, a Framework Finance Agreement with Zola Minerals Inc., a non-arm's length private streaming company, which provides Essex with the option to be Zola's exclusive financing partner for each current or future project for which Zola identifies and negotiates a stream or royalty financing agreement.

Under the terms of the Framework Finance Agreement, for projects where Essex wishes to exercise its option to be Zola's exclusive funding partner, Essex will incorporate a special purpose vehicle (“**SPV**”) which shall have the right to earn an 80% economic interest in the stream by arranging 100% of the project financing.

When project finance for the stream is arranged, Zola will have the right to exchange its 20% economic interest in the stream for shares in the SPV. The final structure of the project financing and the respective interests of Essex and Zola in the SPV will be determined project by project based on legal and tax advice for each party. The final structure would also be subject to approval of the TSX Venture Exchange.

On September 21, 2020, the Company completed a non-brokered private placement for gross proceeds of \$2,750,000 and issued 5,000,000 common shares at a price of \$0.55 per share.

Various director and management changes were also made during the 2020 fiscal year, including the appointment of Paul Loudon as director and CEO and the appointment of James L. Harris and Meghan

Lewis as a new independent Directors, Elena Tanzola as CFO and Corporate Secretary and Patrick Harford as Vice President, Business Development.

Fiscal Year End September 30, 2021

In March, 2021 the Company completed the initial exploration requirements under the KNX Original Agreement and earned its first stage earn-in interests in the KNX Properties.

On August 18, 2021 the Company completed a non-brokered private placement for gross proceeds of \$1,330,027.66 through the issuance of 10,230,882 units at \$0.13 per unit, with each unit consisting of one common share and one-half of one share purchase warrant. Each warrant is exercisable into one common share at \$0.18 per share until August 18, 2023.

Subsequent events

On October 13, 2021 the Company entered into the KNX Share Agreement for the acquisition of all of the issued and outstanding shares of KNX.

BUSINESS OF THE COMPANY

GENERAL

The Company is a British Columbia-based mineral resource corporation engaged in the acquisition, exploration and development of mineral properties principally located in Australia and the option to participate in stream finance on a number of previously mined gold heap leach projects, with the potential to provide near term stream income.

KNX Properties

By way of a Novation and Restatement Deed dated 16 September 2020, among Essex, Terranora Limited (“**Terranora**”), KNX and IsMins, Terranora assigned and novated to Essex all of its interest in a Heads of Agreement dated 19 February 2020 between Terranora, KNX and IsMins (the “**HOA**”, and together with the Assignment, the “**KNX Original Agreement**”). Pursuant to the KNX Agreement, Essex acquired the right to earn all of KNX’s interest in the KNX Properties, being the:

- **Cumberland Property** (the “**Cumberland Property**”), consisting of five granted exploration permits covering 26,000 ha, 30 km from Georgetown, North Queensland. The Cumberland Property has the potential to host high-grade epithermal gold mineralisation and is currently held 88% by KNX and 12% by AMD Resources Ltd. (“**AMD**”), an arm’s length private Australian company.
- **Mount Turner Property** (the “**Mount Turner Property**”), consisting of a granted exploration permit covering 6,000 ha, 30 km northeast of the Cumberland Property with potential to host high-grade epithermal mineralisation and large gold-copper porphyry mineralisation. This property is held 100% by KNX.
- **Compass Creek Property** (the “**Compass Creek Property**”), consisting of three granted exploration permits covering 6,400 ha in Pine Creek Goldfield. The Compass Creek Property has the potential to host large high-grade orogenic gold mineralisation and is held 88% by KNX and 12% by AMD.

Under the terms of the KNX Agreement, the Company had the right to earn an initial first stage earn-in interest of 40% in the Cumberland and Compass Creek Properties and 50% of the Mount Turner Property by funding an aggregate of AUD \$1 million in exploration. Following the end of the first stage earn-in the Company had the right to commission an independent valuation of KNX's remaining interests in the KNX Properties. Once an independent valuation is received, the Company has 45 days to provide a written offer (the "**Offer**") to purchase all of the outstanding shares of KNX, which Offer must be accepted or rejected within 45 days of receipt of the Offer. If the Company does not proceed with the Offer, the Company has the further right to acquire an additional 20% interest in the Cumberland and Compass Creek Properties and additional 25% interest in the Mount Turner Property by funding a further AUD \$3 million in exploration.

In March, 2021 the Company completed the initial exploration requirements under the KNX Original Agreement and earned its first stage earn-in interests in the KNX Properties. Subsequent to that on October 13, 2021 the Company, KNX, IsMins and the shareholders of KNX entered into the KNX Share Agreement pursuant to which the Company agreed to acquire the remaining interests of KNX in the KNX Properties through the acquisition (the "**KNX Acquisition**") of all of the issued and outstanding shares of KNX in consideration for the issuance of 5,000,000 common shares of the Company (the "**Purchase Shares**") and 5,000,000 share purchase warrants (the "**Purchase Warrants**") to the shareholders of KNX, on the basis of one Purchase Share and one Purchase Warrant for every 4.052 KNX shares held. Each Purchase Warrant will be exercisable for a period of two years at \$0.20 per share, subject to acceleration in the event that the common shares of the Company trade above \$0.45 per share for more than five consecutive trading days. The KNX Acquisition was completed on April 5, 2022, and KNX became a wholly-owned subsidiary of the Company through KNX the Company holds an 88% interest in the Cumberland and Compass Creek Properties and 100% of the Mount Turner Property.

Stage of Development

The Company is in the exploration and development stage and does not produce, develop or sell any products at this time.

Specialized Skill and Knowledge

All aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include the areas of geology, drilling, logistical planning and implementation of exploration programs, mining, metallurgy, accounting and law. The Company believes that it can locate and retain such employees and consultants in order to proceed with its planned exploration and development of its properties and achieve its stated corporate objectives. The Company's directors and management are composed of a team of individuals who have extensive expertise in the mineral exploration, development, production, and finance industries.

Competitive Conditions

The mineral exploration and mining business is competitive in all phases of exploration, development and production. The Company competes with a number of other entities in the search for and the acquisition of mineral properties. As a result of this competition, and the fact that a majority of companies possess greater financial resources than the Company, the Company may be unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund the Company's operations and develop its properties. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company. Mineral prices have historically been subject to fluctuations and are affected by numerous factors beyond the control of the Company. See "*Description of the Business – Risk Factors*" below for more details.

Business Cycles

The mining business is subject to mineral price cycles. The marketability of minerals and mineral concentrates is also affected by worldwide economic cycles. The price of the Common Shares, financial results, exploration, development and mining activities of the Company may in the future be significantly and adversely affected by declines in the price of gold and other minerals. Mineral prices fluctuate widely and are affected by numerous factors such as global supply, demand, inflation, exchange rates, interest rates, forward selling by producers, central bank sales and purchases, production, global or regional political, economic or financial situations and other factors beyond the control of the Company.

Environmental Protection

The Company currently conducts exploration and development activities in Australia. All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental regulation is evolving in a manner which requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that any future changes in environmental regulation will not adversely affect the Company's exploration and operations. There is no assurance that regulatory and environmental approvals will be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or to preclude entirely the economic development of a property. Environmental hazards may exist on the properties, which are unknown to the Company at present, which have been caused by previous or existing owners or operators of the properties. The Company is currently engaged in exploration with minimal environmental impact.

Employees

As at September 30, 2021, the Company had no full-time employees and no part-time employees. The Company also relies upon consultants to carry on many of its activities.

Social and Environmental Policies

Protecting the environment and maintaining a social license with the communities where the Company operates is integral to the success of the Company. The Company's approach to social and environmental policies is guided by both the legal guidelines in the jurisdictions in which the Company operates, as well as by a combination of Company-specific policies and standards with a commitment to best practice management. The Company's current exploration activities, as well as any future exploration, operation or development projects, are subject to environmental laws and regulations in the jurisdictions in which it operates. There are environmental laws in both Canada and Australia that apply to the Company's operations, exploration, development projects, land holdings and closure. These laws address such matters as protection of the natural environment, employee health and safety, waste disposal, remediation of environmental sites, reclamation, mine safety, control of toxic substances, air and water quality and emissions standards. See "Risk Factors".

RISK FACTORS

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may exist. The Company is in the business of the exploration of mineral properties. It is exposed to a number of risks and uncertainties that

are common to other mining companies. The industry is capital intensive at all stages and is subject to variations in commodity prices, market sentiment, inflation and other risks.

Investors, and those considering an investment, in the Company should be aware that investing in its securities involves a high degree of risk. The risk factors outlined in this section and elsewhere in this Annual Information Form should be carefully considered by investors when evaluating an investment in the Company. These risk factors list some, but not all, of the risks and uncertainties that may have a material adverse effect on the Company's securities. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial may also impair the Company's business operations. If any of the following risks materialize, the Company's business, results of operations, financial condition and cash flows and the market price of its securities could be materially and adversely affected.

Exploration of, development of, and production from mineral properties

The Company is engaged in exploration and development of mineral properties, and is exposed to a number of risks and uncertainties that are common to other companies in the same business. Unusual or unexpected geologic formations, formation pressures, seismic activity, fires, power outages, flooding, cave-ins, landslides and the inability to obtain suitable adequate machinery, equipment or labour are risks involved in the operation of mines and the conduct of exploration programs. These risks and hazards could result in damage to, or destruction of, mineral properties or facilities; personal injury or death; environmental damage; delays in mining; and monetary losses and possible legal liability. As a result, production may fall below estimated levels and the Company may incur significant costs or experience significant delays that could have a material adverse effect on the Company's financial performance, liquidity and results of operation. Although the Company maintains liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, might not be insurable, or the Company might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

Exploration for minerals is highly speculative in nature, involves many risks and frequently is unsuccessful. There is no assurance that any exploration activities of the Company will result in the development of an economically viable mineral project. The economics of developing mineral properties are affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of mining and processing equipment, government regulations, location of the orebody and its proximity to infrastructure such as roads and power, required metallurgical processes, regulatory permit requirements, prevailing metal prices, economic and financing conditions at the relevant time. Substantial expenditures are required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to extract the metal from mineral resources, and in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Assuming discovery of an economic ore body, depending on the type of mining operation involved, many years may elapse from the initial phases of drilling until commercial operations are commenced and during such time the economic feasibility of production may change.

Public Health Threats and COVID-19

The Company's business could be adversely impacted by the effects of a coronavirus or other epidemics. In December 2019, a novel strain of the coronavirus (COVID-19) emerged in China and the virus has now spread to many other countries, including Canada, Australia and the US, and infections have been reported globally. The extent to which COVID-19 impacts the Company's business, including its operations and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the COVID-19 pandemic and the

actions taken to contain or treat the COVID-19 pandemic. In particular, the continued spread of COVID-19 globally could materially and adversely impact the Company's business including without limitation, employee health, workforce productivity, supply chain impacts, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, restrictions in exploration activities, requiring a partial or full suspension of exploration activities causing a halt in all or a portion of the Company's operations for an indefinite amount of time and other factors that will depend on future developments beyond the Company's control, which may have a material and adverse effect on the Company's business, financial condition, results of operations and prospects.

In addition, COVID-19 could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the demand for mining and the Company's future prospects.

Permitting

The Company's mineral projects are subject to receiving and maintaining permits from appropriate governmental authorities. Although the Company believes that the owners, operators and partners of its mineral properties will obtain, in due course, all required permits for their respective operations, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits for the existing operations, additional permits for any possible future changes to operations or additional permits associated with new legislation. Prior to any exploration or development on any of the properties and projects, permits from appropriate governmental authorities may be required. There can be no assurance that the owners, operators and partners of the mineral properties will continue to hold all permits necessary to explore, develop or continue operating at any particular property or for any particular project. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or to be curtailed. Parties engaged in mineral exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, may have a material adverse impact on the owners or operators of the exploration and development operations, resulting in increased capital expenditures or production costs, reduced levels of production at producing properties or abandonment or delays in development of properties.

Joint Venture Partners

The Company may in the future enter into joint venture arrangements with other partners, pursuant to the Option and JV Model it has adopted. The Company will be subject to the risks normally associated with the conduct of joint venture arrangements, which include disagreements with the Company's partners on how to develop, operate and finance the Company's joint venture activities, including future acquisitions, and possible disputes with the Company's partners regarding joint venture arrangement matters. These disagreements and disputes may have an adverse effect on the Company's ability to successfully pursue joint venture arrangements which could affect the Company's business, financial condition, results of operation and prospects.

The Company will be exposed to the general risks associated with the businesses, operations and financial condition of its joint venture arrangements and other partners including, the risks of bankruptcy, insolvency, management changes, adverse change of control and natural disasters. A failure by one or more of the Company's partners to discharge any agreed-upon commitments on a timely basis may materially and adversely impact the Company's business, financial condition, results of operation and prospects.

Political Risks Associated with Foreign Operations

The Company conducts a portion of its exploration, mining development and other mining activities in Australia or other jurisdictions which exposes the Company to certain jurisdictional risks including fluctuations in currency exchange rates; renegotiation or nullification of existing concessions, licenses, permits and contracts; changes in taxation, tariff, and royalty policies; changes in trade policy; restrictions on foreign exchange and repatriation; changes in environmental protection; and changing political norms, currency controls and governmental regulations that favour or require the Company to award contracts in, employ citizens of, or purchase supplies from, a particular jurisdiction.

No History of Profitability

The Company has a history of losses and there can be no assurance that it will ever be profitable. The Company expects to continue to incur losses unless and until such time, if ever, that it commences profitable mining operations on its properties. The development of the Company's properties will require the commitment of substantial financial resources. The amount and timing of expenditures will depend on a number of factors, some of which are beyond the Company's control, including the progress of ongoing exploration, studies and development, the results of consultant analysis and recommendations, the rate at which operating losses are incurred and the execution of any joint venture agreements with any strategic partners, if any. There can be no assurance that the Company will ever generate revenues from operations or that any properties the Company may hereafter acquire or obtain an interest in will generate earnings, operate profitably or provide a return on investment in the future. There can be no assurance that the Company's cost assumptions will prove to be accurate, as costs will ultimately be determined by several factors that are beyond the Company's control.

Risks Associated with Mineral Markets

There are no known mineral resources on any of the Company's properties.

Investors should understand that mineral exploration is a high-risk undertaking. There can be no assurance that exploration will result in the discovery of mineral deposits. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for the sale of such minerals. Factors beyond the control of the Company may affect the marketability of any mineral occurrences discovered. The price of metals and minerals has experienced volatile and significant price movements over short periods of time and is affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods.

Regulatory

Mineral exploration activities are subject to extensive laws and regulations governing prospecting, development, production, exports, taxes, labor standards, occupational health and safety, water disposal, toxic substances, explosives, management of natural resources, environmental management and protection, mine safety, dealings with native groups, historic and cultural preservation and other matters. Compliance with such laws and regulations increases the costs of planning, designing, drilling, developing, construction, operating and closing mines and other facilities. Compliance with environmental regulations may require significant capital outlays on behalf of the Company and may cause material changes or delays in the

Company's intended activities. Any breaches of environmental laws could materially and adversely affect the Company. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory or judicial authorities enjoining or curtailing operations, requiring corrective measures or other remedial actions, any of which could result in the Company incurring significant expenditures. The Company may be subject to potential legal claims which, if determined adversely to the Company, could have a material effect on the Company and/or its financial condition. The Company may be required to compensate persons suffering loss or damage as a result of any infringement of applicable laws or regulations.

The Company may also be required to obtain certain other property rights to access, or use, certain of its properties in order to proceed with exploration or mining activities. There can be no assurance that all licenses, permits or property rights which the Company may require for any exploration or development of mining operations will be obtainable on reasonable terms or in a timely manner, or at all, that such terms will not be adversely changed, that required extensions will be granted, or that the issuance of such licenses, permits or property rights will not be challenged by third parties. Delays in obtaining or a failure to obtain such licenses, permits or property rights or extension thereto, challenges to the issuance of such licenses, permits or property rights, whether successful or unsuccessful, changes to the terms of such licenses, permits or property rights, or a failure to comply with the terms of any such licenses, permits or property rights that the Company has obtained, could have a material adverse effect on the Company by delaying or preventing or making more expensive exploration, development and/or production.

The process for establishing and preserving mining title and other mineral rights in Canada, Australia or other jurisdictions is complex, and may be the subject of dispute with regulators. Changes to current laws, regulations and permits governing operations and activities of mining companies, including environmental laws and regulations which are evolving in Canada, Australia or other jurisdictions, or more stringent enforcement thereof, could have a material adverse impact on the Company and increase costs, affect the Company's ability to expand or transfer existing operations or require the Company to abandon or delay the development of new properties.

The Company has never completed a mining development project and does not generate any revenues from production. The future development of properties found to be economically feasible will require the construction and operation of mines, processing plants and related infrastructure and the Company does not have any experience in taking a mining project to production. As a result of these factors, it is difficult to evaluate the Company's prospects, and the Company's future success is more uncertain than if it had a more proven history. In addition, the Company is and will continue to be subject to all the risks associated with establishing new mining operations, including: the timing and cost, which can be considerable, of the construction of mining and processing facilities; the availability and cost of skilled labour and mining equipment; the need to obtain necessary environmental and other governmental approvals and permits and the timing of the receipt of those approvals and permits; the availability of funds to finance construction and development activities; potential opposition from non-governmental organizations, indigenous peoples, environmental groups or local groups which may delay or prevent development activities; and potential increases in construction and operating costs due to changes in the costs of fuel, power, materials and supplies.

It is common in new mining operations to experience unexpected costs, problems and delays during construction, development and mine start-up. In addition, delays in the early stages of mineral production often occur. Accordingly, the Company cannot provide assurance that its activities will ever result in profitable mining operations at its mineral properties or profitable operations at its projects and joint ventures.

Risks with Title to Mineral Properties

Title on mineral properties and mining rights involves certain risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the ambiguous conveyance history of many mining properties. Although the Company has, with the assistance of its legal advisors, diligently investigated and validated title to the properties in which it has a right to earn an interest, there is no guarantee that the Company will not encounter challenges or loss of title to its assets. The Company does not carry title insurance.

Environmental Risks and Hazards

The Company's activities are subject to extensive federal, provincial state and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are also increasingly stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Further, any failure by the Company to comply fully with all applicable laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations.

Risks Associated with Potential Acquisitions

The Company may evaluate opportunities to acquire, or establish joint ventures involving additional mining assets, projects and businesses. These acquisitions may be material in size, may change the scale of the Company's business and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities depends on its ability to identify suitable acquisition targets, acquire them on acceptable terms and integrate their operations successfully with those of the Company. The Company may need additional capital to finance any such acquisitions. Debt financing related to acquisition would expose the Company to the risk of leverage, while equity financing may cause existing shareholders to suffer dilution. There is a limited supply of desirable mineral lands available for claim staking, lease or other acquisition in the areas where the Company contemplates conducting exploration activities. The Company may be at a disadvantage in its efforts to acquire quality mining properties as it must compete with individuals and companies which in many cases have greater financial resources and larger technical staffs than the Company. Accordingly, there can be no assurance that the Company will be able to compete successfully for new mining properties.

Personnel; Equipment

The ability to identify, negotiate and consummate transactions that will benefit the Company is dependent upon the efforts of the Company's management team. The loss of the services of any member of management could have a material adverse effect on the Company. The Company's future drilling activities may require significant investment in additional personnel and capital equipment. Given the current level of demand for equipment and experienced personnel within the mining industry, there can be no assurance that the Company will be able to acquire the necessary resources to successfully implement its business plan.

The Company is heavily dependent on its key personnel and on its ability to motivate, retain and attract highly skilled persons. If, for any reason, any one or more of such key personnel do not continue to be active in the Company's management, the Company could be adversely affected. There can be no assurance that the Company will successfully attract and retain additional qualified personnel to manage its current needs and anticipated growth. The failure to attract such qualified personnel to manage growth effectively could have a material adverse effect on the Company's business, financial condition or results of operations.

Insurance

In the course of exploration and development of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions and other environmental occurrences may occur. It is not always possible to fully insure against such risks and, even where such insurance is available the Company may decide to not take out insurance against such risks. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Company.

Infrastructure

Mining, processing, development and exploration activities and mining operations depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which effect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Financing

Additional funding may be required to complete the proposed or future exploration and other programs on the Company's properties. There is no assurance that any such funds will be available. Failure to obtain additional financing, if required, on a timely basis, could cause the Company to reduce or delay its proposed operations. The majority of sources of funds currently available to the Company for its acquisition and development of projects are in large portion derived from the issuance of equity. While the Company has been successful in the past in obtaining equity financing to undertake its planned exploration and development activities, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

Price Volatility of Publicly Traded Securities

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

Stress in the Global Economy

Reduction in credit, combined with reduced economic activity and the fluctuations in the United States dollar, may adversely affect businesses and industries that purchase commodities, affecting commodity prices in more significant and unpredictable ways than the normal risks associated with commodity prices. The availability of services such as drilling contractors and geological service companies and/or the terms on which these services are provided may be adversely affected by the economic impact on the service providers. The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Company's business, operating results, and financial condition.

Weather Conditions and Climate Change

The Company's operations and the operations of its partners are subject to climate variations. Over the past several years, changing weather patterns and climatic conditions due to natural and man-made causes have added to the unpredictability and frequency of natural disasters such as hurricanes, earthquakes, hailstorms, wildfires, snow, ice storms, the spread of disease, and insect infestations. Any of these natural disasters could also affect the Company's operations or cause variations of the Company's costs. Changes in precipitation could make wildfires more frequent or more severe, especially for the Company's operations in Australia, and could adversely affect the Company's operations. The effects of global, regional, and local weather conditions, and climate change could also adversely impact the Company's results of operations.

Australia was impacted by bushfires that occurred in late 2019 and continued into the first quarter of 2020. Although the ultimate impact the bushfires will have on Australia operations is unknown, it is possible the affected areas may experience reduced economic activity, which could negatively impact the Company's operations in Australia.

MINERAL PROJECTS

The information below is based on the technical reports prepared for the Company. Reference should be made to the full text of the technical reports which are available for review under the Company's profile on www.sedar.com.

All technical information referenced within this AIF are supported has been summarized from the Mount Turner Report and the Cumberland Property Technical Report, and reference should be made to the complete reports which are available on SEDAR.com.

Cumberland Property

The following summary is a reproduction of the summary contained in the Cumberland Property Technical Report, without material modification or revision and all defined terms in the summary shall have the meanings ascribed to them in the Cumberland Property Technical Report. The Cumberland Property Technical Report is incorporated by reference in this AIF and the below summary is subject to all the assumptions, qualifications and procedures set out in the Cumberland Property Technical Report. The summary set forth below is qualified in its entirety with reference to the full text of the Cumberland Property Technical Report.

Property

The four granted EPM's EPM 18775, EPM 26268, EPM 26343 and EPM 26586 constitute the Cumberland Property. They are contiguous and adjacent to one another in the Georgetown District of North Queensland (Figure 2). The combined area of the tenements covers 247.39 square kilometres, comprising a total of 77 sub-blocks and are located in the Georgetown District of North Queensland.

As of Wednesday 24 November 2021 the Property is as described on the Queensland Government QSpatial portal. There are no material changes in the statutory requirements and conditions of the Cumberland Property since the various EPM's have been granted. There are no known terms of any royalties, back-in rights, payments or other agreements and encumbrances to which the property is subject to and the only known environmental liability on the Cumberland Property is for the rehabilitation of earth works and excavations for the purposes of exploration and the capping and abandoning of drill holes. Permits required to conduct the work proposed for the Cumberland Property under Queensland regulations are notices for entry onto private land to conduct preliminary and/or advanced exploration and geophysical surveys. A

separate Conduct and Compensation Agreements with the private landholders has been in place since the granting of the various EPM's. There are no known other significant factors and risks that may affect access, title or the right or ability to perform work on the Cumberland Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Cumberland Property is centred at Latitude 18° 21' S; Longitude 143° 20' E, 25km WSW of Georgetown in North Queensland (Figures 1 and 2 of the Cumberland Property Technical Report). Access is via the all-weather Gulf Developmental Road that passes through Georgetown, linking Cairns – 380km to the east - and Normanton – 301km to the west. The historic Cumberland Chimney is a well known landmark off to the side of the Gulf Development Highway 20km west of Georgetown and adjacent to the Cumberland Property. An all-weather sealed airstrip is located at Georgetown.

The region has a tropical savannah climate (with high humidity and two seasons, the wet season (November to April) and the dry season (May to October). A tropical monsoon season occurs from December to March with doldrums occupy the transition periods during November and April. Winters are dry with average temperatures in the mid to high 20's°C.

The topography consists of rolling, low-level hills and flat river plains, dissected by the Gilbert and Etheridge rivers that drain northwards into the Gulf of Carpentaria. The vegetation is low stand eucalyptus woodland, scrub and savannah grasslands.

Geological Setting

The Cumberland Property is located in the western portion of the Georgetown Inlier, which makes up most of the Etheridge Province. The inlier occupies approximately 50,000 square kilometres to the west of the North Queensland coast between Cairns and Townsville. It consists of variably metamorphosed and deformed sedimentary and volcanic rocks of Palaeo- to Mesoproterozoic age, intruded by Mesoproterozoic granites. The Proterozoic rocks have been intruded by Siluro-Devonian age I type granitic rocks during a period of subduction and underplating that is thought to have occurred during the Tabberabberan cycle of the Tasman Orogen (ca 430-380 Ma). The Georgetown Inlier subsequently experienced a period of felsic intrusion and accompanied sub-aerial volcanism during the Carboniferous to Permian period (ca 350-230 Ma), associated with extension and rifting that developed during the Hunter-Bowen cycle of the Tasman Orogeny. This magmatism is termed the Kennedy Association, consisting of widespread and voluminous extrusive and intrusive igneous rocks, producing a number of large volcanic subsidence structures. The Cumberland Property covers a large outcrop of the Carboniferous-Permian felsic intrusive and extrusive igneous rocks in the western margin of the Georgetown Inlier.

The Cumberland Property geology consists of Carboniferous to Permian acid intrusives and their related sub- aerial volcanics of the Cumberland Range Volcanics which cover much of the southern and western portions of the property. They form a partially preserved collapsed caldera structure in the south with more deeply eroded dykes of high level (sub- volcanic) intrusives of microgranites and rhyolites to the north and west. These dykes host later rhyolite dykes and breccia veins and pipes.

Mineralisation

The gold-silver-copper prospects on the Cumberland Property are associated with the altered and mineralised fault/vein structures that are in close proximity to the high level felsic intrusives. These high level intrusive systems are likely to have significant stockwork veins and breccia pipes associated with the sub-volcanic dykes and plugs at depth. Several large fault structures are also present within the tenement, and these also host significant gold-silver-base metal mineralisation

ISM identified a total of seven (7) distinct mineralised prospects on the Cumberland Property. They are

1. Log Creek Prospect; Carboniferous to Permian quartz feldspar porphyry microgranite displaying high temperature sericite alteration. Subsequent structural events, have contributed to emplacement of rhyolite dykes which are variously altered and contain a high background of volatile elements accompanied by low temperature epithermal mineralisation which has overprinted the earlier phase sericite alteration event. Log Creek is considered to be a multiphase intrusive event in an epithermal back arc setting.
2. RBZ Prospect; Is a series of hydrothermal breccia zones associated with Carboniferous to Permian quartz feldspar porphyry dykes, representing a similar but shallower continuation of the Log Creek alteration system. RBZ is considered to be a multiphase breccia event in an epithermal back arc setting. Drilling in 2020 confirmed gold and silver mineralization associated with sericite alteration in coarse grained granite.
3. The Rock Prospect; Carboniferous to Permian quartz feldspar porphyry microgranite intrudes into Proterozoic Lane Creek sediments consisting of fine grained sediments variably contact metamorphosed and extensively altered to sericite and clay with associated multi-phase quartz veining. Observed mineralisation at The Rock consists of breccias, bedding conformable quartz veins with sulphides, sericite filled fractures, and altered intrusive dykes showing multiphase quartz veining with scorodite, possibly pyromorphite and jarosite.
4. Pillars Prospect; Carboniferous to Permian quartz feldspar porphyry microgranite containing later, low temperature quartz veins and sulphides associated with brecciated porphyry in a linear structural zone. Pillars is considered to be similar to the RBZ in its setting.
5. Golden Orb Prospect; Carboniferous to Permian rhyolitic flow dome intrusive into rhyolitic volcanic pile associated with silicified jasperoidal breccias containing chalcedonic veins. Golden Orb is considered to be a shallow epithermal event in a back arc setting.
6. WMF Breccia Prospect (Wait for Me); Carboniferous to Permian brecciation, possibly confined to a pipe structure, associated with felsic intrusives and hydrothermal fluids, that have introduced quartz-carbonate veining and sulphide mineralisation, along with variable alteration. WMF is considered to be multiphase breccia pipe event in an epithermal back arc setting.
7. The Hook Prospect; Carboniferous-Permian rhyolitic breccia, quartz veining in quartz feldspar porphyry crosscutting strongly altered porphyritic rhyolite breccia clasts with weakly developed ginguero banding within white multi-phase chalcedonic quartz surrounding illite- muscovite altered porphyritic rhyolite breccia clasts, returning high gold values from rock chips.

Deposit Types

The principal deposit types targeted in the Cumberland Property are intrusion related gold and silver mineralization. The style and depth of formation of gold-silver deposits approaching the metal bearing igneous system varies from distal (epithermal) through intermediate (porphyry) to proximal (plutonic). These deposits can be accompanied by economic concentrations of gold, silver, copper, base and other valuable metals. Epithermal porphyry and plutonic ore deposits develop in response to plate tectonic processes, typically as partial melting related to subduction gives rise to magmatism mainly within compressional and locally transpressional, linear magmatic arcs extending into the back arc extensional settings. Magmatic arcs are distinguished between island arcs which are underpinned by oceanic crust and

continental arcs that form on continental plate margins (Pirajno 1992). Island arc igneous rocks tend to be intermediate to felsic in composition, whereas continental arcs and back arc igneous rocks tend to be more fractionated and felsic in composition.

Exploration

Essex Minerals Inc. has not conducted any exploration on the Cumberland Property on its own right.

Exploration undertaken on the Cumberland Property and the subject of the Cumberland Property Technical Report, was conducted solely by ISM, but funded by Essex Minerals Inc. since March 2020.

ISM commenced exploration after the granting of EPM 18775, conducting reconnaissance exploration to confirm the high-grade assays of gold and silver recorded from previous explorers. ISM carried out detailed mapping, rock chip and soil geochemistry and acquisition of LiDAR geophysics. Previous staged exploration from initial reconnaissance to detailed geochemical sampling and mapping, in combination with interpretation of the MGP magnetics and radiometrics, coupled with structural geology interpretation from the LiDAR, allowed ISM to focus on key areas of interest. The exploration culminated in a drilling program conducted in 2020 for a total of 1,851.6m of diamond core drilling at RBZ.

The key points gained from ISM exploration are:

- Regional association of Ag/As stream sediment geochemistry and the lack of follow up of anomalism by previous operators
- Recognition of epithermal style mineralisation associated with significant surface values spatially associated with the interpreted Carboniferous to Permian intrusives.
- Recognition of high-level epithermal veins associated with the Carboniferous to Permian Cumberland Volcanics.
- Interpretation of MGP magnetic and radiometric data with respect to the identified prospects and regional structure.
- Acquisition of Lidar leading to a detailed understanding of the structure and lithological association of the observed surface mineralisation.
- ISM completed 1,851.6m of HQ diamond drill coring on the RBZ prospect which successfully intersected gold and silver mineralization (the details of this drilling are reported in Chapter 10 of the Cumberland Property Technical Report). Analysis of the drilling results included half core sampling and assay for gold by 50g fire assay and multielement ICP AES analysis, detailed petrology and structural analysis of the core.
- A new prospect was identified at the Hook (7) in EPM 26586 (Figure 20 of the Cumberland Property Technical Report) generated by interpreting structure from the Lidar data. Results of rock chips have indicated a series of epithermal quartz infilled breccia zones displaying sulphides at surface with appreciable gold and silver values occurring along and adjacent to a NW faulted contact between porphyritic intrusive rhyolites of Carboniferous to Permian age and Proterozoic sediments of the Lane Creek Formation

Drilling

Essex Minerals Inc. has not conducted any drilling on the Cumberland Property on its own right.

Historical drilling of the Cumberland Property by previous explorer KGM, consisted of five combined RC with diamond tail drill holes at the Log Creek Prospect (1), to test coincident DC/IP and base metal soil anomalies associated with quartz sericite alteration.

ISM reviewed the KGM drill program finding that the five drill holes at Log Creek were targeted on linear IP chargeability and coincident base-metal soil anomalies associated with quartz-sericite alteration located on NW trending ridges. Four were drilled to the north of Log Creek and one to the south. KGM reported that all holes intersected zones of strong sericite-pyrite alteration within the Carboniferous quartz feldspar porphyry. The fourth hole (LCRD4) also intersected a breccia from 76.6 to 103.5m, which was mineralised from 76.6 to 82.8m.

Drilling undertaken by ISM on the Cumberland Property, was conducted solely by ISM, but funded by Essex Minerals Inc. It consisted of ten (10) HQ sized diamond drill holes for a total of 1,851.6 metres of core drilling in the RBZ Prospect. The holes were designed to test two zones of gold and silver soil geochemical anomalies. The drill holes are designated RBZS for RBZ South and RBZN for RBZ North.

RBZ South Drilling Summary

Four diamond holes drilled into RBZ South contained intersections of gold and silver mineralization in 3 out of 4 holes, albeit narrow in 2 out of 3 holes but with extensive associated alteration. Epithermal quartz vein arrays are associated with multi-phase intrusives at the intersection of a conjugate fault system in a monzo-diorite intrusive into Proterozoic coarse grained granite. Not all quartz veins intersected displayed significant gold and silver grades. All mineralized intersections to date occur in coarse grained granite below the monzo-diorite contact. Predictions of dip and strike of structures and mineralized veins is uncertain at this time. Good correlation between S and Au/Ag mineralization – suggests a DC/IP survey as a useful tool to locate high sulphide bearing zones.

RBZ North Drilling Summary

RBZ North mineralization is spatially associated with porphyritic rhyolite subvolcanic intrusive into Proterozoic granite and monzo-diorite and granodiorite. The rhyolite has been intruded along NW to NNW structures associated with the RBZ structure. Two individual zones of rhyolites were mapped.

The eastern contact zone (QFP-granite), displayed high Ag surface soil geochemistry along with high grade silver and gold in rock chips, was drilled at Robs Vein (3 holes). Despite surface mineralization associated with pervasive alteration and excellent structural preparation of host granites, mineralization intersected was weak with low metal and moderate sulphur levels with the exception of a narrow zone intersected in hole 20RBZNDD005 which correlates with gold and silver mineralization sampled at surface.

The western contact (QFP-Diorite-Granite) was drilled with one hole (20RBZNDD002) under a surface Au-Ag soil anomaly with no observable outcropping mineralization. Broad zones of anomalous gold and silver in fractured rhyolite with narrow zones of higher grade Au and Ag, were intersected. Orientation of the mineralized contact trends N to NNW. Similar to RBZ South the mineralization at RBZ North is closely associated with the more mafic diorites.

Interpretation and Conclusions

A mineral resource has not been discovered on the Cumberland Property. For this reason, the Cumberland Property is considered an early stage exploration project, with excellent potential of discovering a precious metal resource. Previous exploration has identified the potential geologic setting for an epithermal style precious metal mineralisation that is likely to be silver (Ag) dominant with gold (Au) credits.

Drilling by ISM in 2020 has discovered high grade gold mineralization over short intervals in the RBZ Prospect, reinforcing the potential for discovery of a precious metal resource.

The evidence of mineralization in favourable host rocks is sufficient to warrant ongoing work programs.

The author of the Cumberland Property Technical Report (the “**Cumberland Author**”) believes the Cumberland Property is a property of merit, and is worthy of a significant continuing phase of exploration.

Recommendations

The Cumberland Author’s recommendations for ongoing work on the Cumberland Property covers two phases of work designed to attain sufficient geochemical, geophysical and structural information for drill targeting on EPMs 26586, 26343 and 26268 and for follow up drilling at the RBZ Prospect within EPM 18775.

Phase 1 Consists of geochemical sampling of the meta-sediment inlier on the margin of the Cumberland Range Caldera within EPM 26268, acquire infill soil samples at a density of 50 metre line spacing and 25 metre sample spacing along lines on the RBZ Prospect within EPM 18775 and extending the sampling eastward to cover the complete distribution of monzo-diorite. Undertake soil sampling over The Rock Prospect within EPM 18775 on a 50 x 50 metre grid pattern.

Magnetic inversion modelling of aeromagnetic data flown by previous operators over the NW trending major structural feature that transgresses EPMs 26586 (The Hook), EPM 26343 and the western edge of EPM 18775 aimed to define circular magnetic features shown on the RTP image localised by the NW structure, some of which occur under cover followed up by ground truthing features derived from the modelling.

At the conclusion of Phase 1 and the analysis of results, it is expected that interpretation of this information will more coherently define the various prospects. This in turn will focus exploration on to high priority areas to conduct the DC/IP surveys in phase 2. Advancing to the second stage is not wholly dependent on the outcomes of the first stage but will be strongly influenced by those results.

Phase 2 Undertake 21 line kilometres dipole-dipole DC/IP survey over the RBZ structural zone along lines spaced 200m apart with an electrode spacing of 100m in a dipole-dipole configuration covering a 6 kilometre long structural zone, with the objective of defining potential precious metal mineralised structures within the regional feature.

A budget of approximately C\$ 287,251 is required to complete the two phases of work on the Cumberland Property. Table 18-1 of the Cumberland Property Technical Report provides a preliminary summary of the total work program budget in the 2022 field season.

The Mount Turner Property

The Mount Turner Property consists of an exploration permit covering 6,000 ha, 30 km northeast of Cumberland with potential to host high-grade epithermal mineralisation and large gold-copper porphyry mineralisation. This property is held 100% by KNX.

The following summary is a reproduction of the summary contained in the Mount Turner Technical Report, without material modification or revision and all defined terms in the summary shall have the meanings ascribed to them in the Mount Turner Technical Report. The Mount Turner Technical Report is incorporated by reference in this AIF and the below summary is subject to all the assumptions, qualifications and procedures set out in the Mount Turner Technical Report. The summary set forth below is qualified in its entirety with reference to the full text of the Mount Turner Technical Report.

Property

The granted EPM 27170 (the “**Mount Turner Property**”) is in the Georgetown District of North Queensland (Figure 2 of the Mount Turner Property Technical Report). The area of the tenements covers 51.43 square kilometres, comprising a total of 16 sub-blocks. The prominent Mount Turner trig station survey mark, lies in the center of the Mount Turner Property. KNX’s wholly owned subsidiary Ismins Pty Ltd (“ISM”), is the registered applicant or holder of the legal interest pursuant to the terms of the Minerals Resources Act 1989 (Qld).

As of Wednesday 24 November 2021 the Mount Turner Property is as described on the Queensland Government QSpatial portal. There are no material changes in the statutory requirements and conditions of the Mount Turner Property since being granted on October 31, 2019. The Property is currently in the third year of the 5 year term which expires on October 30, 2024. There are no known terms of any royalties, back-in rights, payments or other agreements and encumbrances to which the property is subject to and the only known environmental liability on the Property is for the rehabilitation of earth works and excavations for the purposes of exploration and the capping and abandoning of drill holes. Permits required to conduct the work proposed for the Property under Queensland regulations are notices for entry onto private land to conduct preliminary and/or advanced exploration and geophysical surveys. A separate Conduct and Compensation Agreements with the private landholders has been in place since the granting of EPM 27170. There are no known other significant factors and risks that may affect access, title or the right or ability to perform work on the Mount Turner Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Mount Turner Property is centred at Latitude 18° 15' S; Longitude 143° 27' E, 10km W of Georgetown in North Queensland. The prominent Mount Turner trig station survey mark at 757734mE; 7980571mN; elevation 411m amsl in GDA94 UTMZ54S coordinates, lies in the center of the Mount Turner Property. Access is via the all-weather Gulf Developmental Road that passes through Georgetown, linking Cairns – 380km to the east - and Normanton – 301km to the west (Figure 1 of the Mount Turner Property Technical Report). An all-weather sealed airstrip is located at Georgetown (Figure 2 of the Mount Turner Property Technical Report).

The region has a tropical savannah climate (with high humidity and two seasons, the wet season (November to April) and the dry season (May to October). A tropical monsoon season occurs from December to March with doldrums occupy the transition periods during November and April. Winters are dry with average temperatures in the mid to high 20's°C.

The topography consists of rolling, low-level hills and flat river plains, dissected by the Gilbert and Etheridge rivers that drain northwards into the Gulf of Carpentaria. The vegetation is low stand eucalyptus woodland, scrub and savannah grasslands.

Geological Setting and Mineralization

The Mount Turner Property is in the western portion of the Georgetown Inlier, which makes up most of the Etheridge Province. The inlier occupies approximately 50,000 square kilometres to the west of the North Queensland coast between Cairns and Townsville. It consists of variably metamorphosed and deformed sedimentary and volcanic rocks of Palaeo- to Mesoproterozoic age, intruded by Mesoproterozoic granites. The Proterozoic rocks have been intruded by Siluro-Devonian age I type granitic rocks during a period of subduction and underplating that is thought to have occurred during the Tabberabberan cycle of the Tasman Orogen (ca 430-380 Ma). The Georgetown Inlier subsequently experienced a period of felsic intrusion and accompanied sub-aerial volcanism during the Carboniferous to Permian period (ca 350-230 Ma), associated with extension and rifting that developed during the Hunter-Bowen cycle of the Tasman Orogeny. This magmatism is termed the Kennedy Association, consisting of widespread and voluminous extrusive and intrusive igneous rocks, producing a number of large volcanic subsidence structures. The Property covers a large outcrop of the Carboniferous-Permian felsic intrusive and extrusive igneous rocks in the western margin of the Georgetown Inlier (Figure 4 of the Mount Turner Property Technical Report).

The Property geology consists of an intrusive complex that is described as a porphyry copper- molybdenum system with zoned polymetallic mineralisation containing at least two (2) late Palaeozoic phases of intrusions that make up the complex. The first phase consists of rhyolitic stocks, dykes and local collapse breccias, centred on four (4) small stocks (less than 1km diameter), with an associated, marginal, rhyolitic north trending dyke swarm. The main phase of the hydrothermal alteration and mineralization identified at Mount Turner accompanies the intrusion of the rhyolitic stocks, forming concentric zones from an inner zone of secondary biotite alteration with disseminated pyrite, chalcopyrite and bornite sulphides expanding out into fissure controlled sericite, chlorite, kaolinite alteration and associated quartz sulphide mineralization. The second intrusive phase consist of micro-granodiorite plugs with associated collapse breccias and breccia pipes, emplaced to the west and northwest of the rhyolite stocks. They contain quartz, copper and molybdenum mineralised breccias and peripheral veins that zone from copper in the core through a barren pyrite zone to distal arsenic, lead, zinc silver and gold mineralized veins.

A strongly developed east west structure known as the Drummer fault cuts across the northern part of the property and is mineralized in gold and silver within quartz veins and shears. This structure postdates the Meso Proterozoic Brandy Hot Granodiorite and may well have been reactivated during the Carboniferous and Permian intrusions (Figure 5 of the Mount Turner Property Technical Report).

Mineralization

Intrusion related porphyry copper-molybdenum and epithermal gold and silver mineralization occurring on the of the Mount Turner Property Technical Report Property has been identified in three (3) prospects listed in this report. They are:

1. Mount Turner – porphyry copper-molybdenum mineralization
2. Red Hill, Balaclava Hill – epithermal gold silver mineralization
3. Drummer Fault - epithermal gold silver mineralization

Mount Turner mineralization is currently defined by significant copper, and molybdenum values recorded in rock chip and soil geochemical samples. Along with limited shallow drilling of the Mount Turner

intrusive complex by the BMR GSQ and KGM (Chapter 6 of the Mount Turner Property Technical Report – History).

The area of the significant copper values is in a western arcuate band around a central, circular area of significant molybdenum, which corresponds to the center of the Carboniferous to Permian Mount Turner intrusive complex. The overall area of this anomalous mineralization is approximately 9 square kilometres.

Red Hill – Balaclava Hill area occurs as a cluster of rhyolite intrusives and associated breccias between Balaclava and Red Hill. The general area is underlain by a magnetic high suggesting a source magma at depth. The area is characterised by anomalous gold and base metal soil geochemistry and associated alteration within a 1 to 2 square kilometer area. Shallow percussion drilling of both hills containing the main breccia bodies intersecting anomalous Pb and Zn values and substantial amounts of disseminated pyrite, but low gold values.

The Drummer Fault mineralization is a fourteen (14) kilometer structure striking east-west and displaying dextral movement, largely within the Palaeo-Mesoproterozoic age metasediments and metabasic rocks of the Lane Creek Formation, and the Mesoproterozoic Mount Turner and Forsyth granites. The fault contains intrusions of Carboniferous-Permian rhyolites emanating from the Mount Turner intrusive complex with associated hydrothermal alteration and mineralization causing disruption and movement of this long standing fault. The Drummer Fault has localised gold and silver mineralisation in the primary sulphide zone within quartz veins and silica flooding of the fault rocks that largely comprise diorites, dolerites and meta sediments. The mineralization occurs as discontinuous shoots in those areas that have been drilled. A magnetic inversion model of the Drummer Fault shows a clear linear signature but is variably magnetic, supporting the interpretation that the shoots are discontinuous.

Deposit Types

The principal deposit types targeted in the Mount Turner Property are intrusion related porphyry copper-molybdenum and epithermal gold and silver mineralization. The style and depth of formation of gold- silver deposits approaching the metal bearing igneous system varies from distal (epithermal) through intermediate (porphyry) to proximal (plutonic). These deposits can be accompanied by economic concentrations of gold, silver, copper, base and other valuable metals. Epithermal, porphyry and plutonic ore deposits develop in response to plate tectonic processes, typically as partial melting related to subduction gives rise to magmatism mainly within compressional and locally transpressional, linear magmatic arcs extending into the back arc extensional settings. Magmatic arcs are distinguished between island arcs underpinned by oceanic crust and continental arcs formed on continental plate margins. Island arc igneous rocks tend to be intermediate to felsic in composition, whereas continental arcs and back arc igneous rocks tend to be more fractionated and felsic in composition.

There are three (3) distinct deposit types in the Mount Turner Property area.

The first is the large intrusive complex at Mount Turner with its associated mineralized rhyolite dyke swarm that encompasses the western two thirds of the property. This prospect shows characteristics of porphyry copper-molybdenum mineralization associated with the multiphase intrusive events.

The second is the peripheral epithermal silver and gold veins at Red Hill – Balaclava Hill area occurring as a cluster of rhyolite intrusives and associated breccias related to Mount Turner intrusive complex event.

The third is the Drummer fault zone in the north of the property which has similarities to other east- west structures within granite bodies encountered in the Etheridge Goldfield. Recent drilling has confirmed that

gold-silver mineralization is associated with the Mount Turner intrusive complex event, including small intrusive rhyolite bodies within the fault zone.

Exploration

Essex Minerals Inc. has not conducted any exploration on the Mount Turner Property on its own right.

Exploration undertaken on this property and the subject of the Mount Turner Property Technical Report, was conducted solely by ISM, but funded by Essex Minerals Inc. since March 2020.

ISM commenced exploration after the granting of EPM in 2019. with reconnaissance examination of the main Mount Turner prospect and the Drummer fault during May to June 2019 after field processing of KGM's geochemistry database. Rock chip samples from outcrop excavations and dumps were taken to verify the gold and base metal tenor of the property.

ISM carried out a thorough compilation of all the historic data available from the Queensland Government, discovering that there had been thirteen (13) Exploration Permits for Minerals granted over part and/or all of the Mount Turner Property since 1972. The work carried out on these licences is summarized in Chapter 6 of the Mount Turner Property Technical Report.

At the conclusion of the reconnaissance field work and the compilation and interpretation of the historic exploration data, an exploration program for the Mount Turner Property was formulated as follows

Phase 1 Structural Geology Analysis by acquiring highly accurate elevation data utilizing a drone borne LiDAR survey system. Followed by integrating the acquired detailed elevation data with all the existing historical exploration data to generate a structural geological definition of the controls to mineralization to advance the assessment of the identified prospects.

Phase 2 Mapping and Sampling by ground truthing the geological interpretation generated in Phase 1 by mapping of all the prospects and carry out surface geochemical sampling as required on each prospect, particularly extending the KGM soil grid to the northwest to encompass the Drummer Fault prospect.

Additionally, ISM processed and modeled the Mega Georgetown Pty. Ltd ["MGP"] aeromagnetic data which consists of detailed (100m line spacing), airborne low level magnetic and radiometric geophysical survey over a large area in the Georgetown district, flying 40,270 line kilometres including covering the Property. Magnetic inversion modeling of the MGP data was undertaken to assist in targeting the potential for porphyry copper mineralization at Mount Turner.

Drilling

Essex Minerals Inc. has not conducted any drilling on the Mount Turner Property on its own right.

Exploration drilling activities have been conducted on the Mount Turner Property since the early 1970's for gold, base metals and uranium. Descriptions of the historical drilling on the Property undertaken by, the Bureau of Mineral Resources (BMR) and the Geological Survey of Queensland (GSQ), CRA, Union Mining NL, and Kidston Gold Mines Ltd is covered in Chapter 6 of the Mount Turner Property Technical Report.

Drilling undertaken on this property and the subject of the Mount Turner Property Technical Report, was conducted solely by ISM, but funded by Essex Minerals Inc., (Figure 33 of the Mount Turner Property Technical Report).

The exploration drilling information covered in this report relates to all drilling carried out by ISM since the date of the initial report. ISM drilled five (5) holes (DH_1 to DH_5) into the Drummer Toy prospect in August 2021 to test gold mineralization at depth below a shallow open pit at Drummer Toy (Figure 34 of the Mount Turner Property Technical Report). All holes intersected the Drummer Fault, which contains zones of quartz flooding within a meta-diorite and inter-bedded quartz mica-schist. The sequence is intruded by altered rhyolite and dolerite dykes. Generally, the quartz flooding is restricted to sub-vertical zones as was identified by pit margin mapping. Diamond core showed multi-phase brecciation indicating several periods of dislocation along the Drummer Fault. Quartz flooding is associated with fine to medium grained sulphides dominantly pyrite and arsenopyrite and sub-ordinate base metals. Quartz - carbonate alteration along with fine grained pyrite was observed within the schist units. Overall, the gold mineralisation under the Drummer Toy Pit showed some continuity on the northern side but is sporadic on the southern side.

ISM drilled one (1) hole (DH_6) into the Drummer Prospect under the west pit in August 2021 to test gold mineralization at depth below the shallow open pit (Figure 40 of the Mount Turner Property Technical Report). The ISM drill hole intersected two low-grade gold mineralisation intervals in the footwall on the contact of sheared diorite (Table 10-4 of the Mount Turner Property Technical Report). A sub-vertical 3 metre wide, silicified, sulphidic fault breccia mapped in the pit was intersected at approximately 40 metres vertical depth below the base of the pit.

Screen fire assay checks of the sample pulps for selected sections of the drill core were carried out to ascertain if there was any coarse gold in the mineralization that may give rise to variable gold assays due to sampling bias. No statistical meaningful variation was detected.

ISM relogged drill hole GSQ_1977_NS-4 (Figure 42 of the Mount Turner Property Technical Report). The re-logging of Hole NS-4 was instrumental in recognition of high grade Cu-Mo mineralisation at depth in close proximity to rhyolite/breccia. Resampling by KGM in 1995 returned high copper and molybdenum results in the deeper part of the drill hole. These high assays support the observation that both the brecciation and quartz infill matrix is increasing to the bottom of the hole. Throughout the hole, there are at least three phases of vein related copper- molybdenum mineralisation which post- date breccia formation, and possibly a fourth occurring deep in the hole.

Interpretation and Conclusions

A mineral resource has not been discovered on the property. For this reason, the property is considered an early stage exploration project, with excellent potential of discovering a porphyry copper-molybdenum system in the Mount Turner Igneous complex and at the Drummer Fault, a precious metal mineralisation.

A review of historic data and recent mapping, multi-element soil geochemistry, magnetic inversion modeling, radiometric dating, petrography and drilling has provided a detailed, interpretation of the mineralised systems in the Mount Turner Property.

ISM identified five (5) main areas for further exploration (Figure 15 of the Mount Turner Property Technical Report). They are the Mount Turner intrusive complex, Drummer Fault, Red Hill, Western Zone, and Dingo Hill.

The Mount Turner intrusive complex consists of several Carboniferous to Permian intrusive rock types, cropping out in two sub-parallel ENE trending belts of rhyolite and associated breccias stretching for 3 kilometres between Mount Turner and Mount Turner East (Figure 15 of the Mount Turner Property Technical Report). The complex includes outcrops of micro-granodiorite displaying strong potassic-sericitic-phyllic alteration in association with multi-stage veining and brecciation, indicative of a poly-phasal

intrusive history. The presence of high level porphyritic intrusives and associated sub-aerial volcanics suggests the igneous complex has not been eroded to root level. The multi-element surface geochemistry demonstrated that the mineralization is all part of the same system with an As- Bi-Te-Au-Ag-Cu-Pb- Zn signature and an inbuilt zoning pattern from Cu-Mo to Cu-As-Sb-Au-Bi to Pb-Zn-Ag- (Au). The copper halo around the Mt Turner intrusive forms an arcuate crescent 500 to 1000m to the west and northwest of the intrusive centre (Figure 18 of the Mount Turner Property Technical Report), whereas the molybdenum anomaly is in two parts (Figure 20 of the Mount Turner Property Technical Report), forming haloes around the Mount Turner micro-granodiorite and to the east around the flow banded rhyolites and breccias 1000m east of the intrusive centre (Figure 15 &20 of the Mount Turner Property Technical Report). There is little or no gold in the inner intrusive core. Lead and zinc demonstrate peripheral distribution similar to gold to the Mount Turner intrusive complex. The re-logging of Hole GSQ's NS-4 (Figure 42 of the Mount Turner Property Technical Report) that drilled into the Mount Turner intrusion was instrumental in recognition of high grade Cu-Mo mineralisation at depth in close proximity to rhyolite/breccia. Unconstrained 3D magnetic inversion modelling of the MGP data covering the Mount Turner Property identified the presence of reverse remanent magnetisation (Figure 30 and Figure 31 of the Mount Turner Property Technical Report). The inversion modeling has provided an insight into the potential distribution of magnetite alteration at the Mount Turner intrusion and provided constraints for future drilling programs to test the validity of the proposed porphyry copper – molybdenum geological model.

The current interpretation is that the Mount Turner intrusive complex has developed as a classic porphyry copper and molybdenum mineralized system with magnetite alteration haloes on the margins of the intrusions.

The Drummer Fault mineralization is a fourteen (14) kilometer structure striking east-west and displaying dextral movement (Figures 5, 9 and 15 of the Mount Turner Property Technical Report) Drilling in 2021 by ISM confirms intrusion of Carboniferous-Permian rhyolites emanating from the Mount Turner intrusive complex with associated hydrothermal alteration and mineralization, and that localised gold and silver mineralisation occurs in the primary sulphide zone. Sporadic gold, silver, lead and zinc anomalous samples from surface rock chip, mine dumps and soil sampling suggest the mineralization is discontinuous along strike, having a shoot nature in those areas that have been drilled. ISM Drilling beneath the Drummer Toy pit, the furthest east of the five pits, has confirmed gold mineralisation associated with sub-vertical zones of silica flooding associated with pyrite, arsenopyrite and base metals (Figures 32 to 41 of the Mount Turner Property Technical Report). The current disposition of this mineralization is likely to be associated with the Mount Turner intrusive event which contributed metals and rhyolite intrusives, and may have remobilized existing mineralization in the fault. Drilling a single hole beneath the Drummer West Pit has confirmed a high grade intercept in the primary zone at the contact with dolerite.

Gold in soils display clustering of anomalous values on the periphery of the Mt Turner intrusive complex, at Red & Balaclava Hill 3,000m to the northeast and Mountain Creek, 3,000m to the southwest (outside the Property). The gold occurs in thin quartz veins within Carboniferous to Permian breccia plugs and rhyolite dykes. (Figure 22 and 29 of the Mount Turner Property Technical Report). No detailed mapping has yet been undertaken, however, the general area is underlain by a peripheral magnetic high (Figure 30 of the Mount Turner Property Technical Report), suggesting a source magma at depth. The area is characterised by anomalous gold and base metal soil geochemistry.

Exploration at the Western Zone and Dingo Hill is of a preliminary nature and requires further evaluation.

In summary, the Mount Turner Property is considered a property of merit, and is worthy of a significant initial phase of exploration.

Recommendations

The recommendations for ongoing work on the Mount Turner Property covers two stages of work designed to attain sufficient geochemical, geophysical and structural information for drill targeting on the Property.

Phase 1. A soil sampling geochemical survey run concurrently along the survey lines of an - electric DC/IP geophysical survey. The purpose of the soil sampling is to gain coverage over the central portion of the Mount Turner intrusive complex, targeting Mo, Bi and As assays which either were not included or subject to assay issues in the historical work. Samples to be secured on a 100 x 50 metre grid.

The area to be covered by the DC/IP survey is a 5 x 4km (20km²) rectangular area covering the entire Mount Turner igneous complex. Three stages of the DC/IP program are collection of 51.50 line km of initial coverage, consisting of 10 lines each 5km in length at a 400m line spacing to achieve broad coverage of the entire complex, followed by an estimated 25.75km of infill coverage at a line spacing of 200m to target anomalies identified by the initial coverage. The final stage will be 3D inversion modelling of the DC/IP data and integration with magnetic inversion modelling.

At the conclusion of Phase 1 and the analysis of results, it is expected that interpretation of this information will more coherently outline the copper and molybdenum surface geochemistry pattern and identify subsurface concentrations of sulphides from the chargeability results of the DC/IP survey. This in turn will focus exploration on to high priority areas to conduct mapping in phase 2. Advancing to the second stage is not wholly dependent on the outcomes of the first stage but will be strongly influenced by those results.

Phase 2 A similar area to the DC/IP coverage will be geologically mapped at 1:5,000 scale.

A budget of approximately C\$604,000 is required to complete the two stages of work on the of the Mount Turner Property.

In the opinion of the Author the above program will establish potential areas for porphyry style mineralisation leading to recommendations for drilling of established targets.

Compass Creek

The Compass Creek Property has three granted exploration permits covering 6,400 ha in Pine Creek goldfield, 28 km north of Kirkland Lake's 2.5Mtpa Union Reefs mill. The property has the potential to host large high-grade orogenic gold mineralisation and is held 88% by KNX and 12% by AMD.

As of the date of this AIF, a technical report has not been prepared for the Compass Creek Property.

DIVIDENDS AND DISTRIBUTIONS

No dividends on the Common Shares have been paid by the Company. The Company anticipates that it will retain all future earnings and other cash resources for the future operation and development of its business. The Company does not intend to declare or pay any cash dividends in the foreseeable future. Payment of any future dividends will be at the discretion of the Company's board of directors after taking into account many factors including the Company's operating results, financial condition and current and anticipated cash needs.

DESCRIPTION OF CAPITAL STRUCTURE

Share Capital

The Company's authorized capital consists of an unlimited number of Common Shares, of which 44,178,783 Common Shares are issued and outstanding as at the date of this Annual Information Form. The holders of Common Shares are entitled to one vote for each Common Share held, and shall be entitled to dividends if and as when declared by the board of directors. Holders of Common Shares are entitled on liquidation to receive such assets of the Company as are distributable to the holders of the Common Shares. All of the Common Shares are fully paid and non-assessable.

Warrants

As at September 30, 2021 and the date of this AIF, the Company has an aggregate of 5,667,491 share purchase warrants outstanding. 252,000 warrants are exercisable into one common share at \$0.25 per share until June 26, 2022, 300,000 warrants are exercisable into one common share at \$0.55 per share until September 21, 2022 and 5,115,491 warrants are exercisable into one common share at \$0.18 per share until August 18, 2023. The Company also has 634,599 finder's warrants outstanding, which were issued in connection with its private placement that closed on August 18, 2021. The finder's warrants are exercisable into one common share at \$0.18 per share until August 18, 2023.

Stock Option Plan

The Company has a "rolling" stock option plan (the "**Stock Option Plan**") for the granting of incentive stock options to the officers, employees, directors and consultants which was adopted by the Board on December 12, 2014 and most recently re-approved by shareholders at the Company's 2021 Annual general meeting held on June 10, 2021.

Pursuant to the Stock Option Plan, the maximum number of Common Shares that may be reserved for issuance under outstanding stock options will be 10% of the Company's issued and outstanding Common Shares (less any shares reserved for issuance pursuant to awards granted under the PRSU Plan, as defined below) as constituted on the date of any grant of options under the Stock Option Plan. The Stock Option Plan is more fully described in the Company's Management Information Circular dated May 4, 2021 which is available on SEDAR and on the Company's website.

As at September 30, 2021 there were 2,100,000 stock options granted.

Performance and Restricted Share Unit Plan

On October 16, 2020 the Board of Directors of the Company adopted a new Performance and Restricted Share Unit Plan (the "**PRSU Plan**"), which was approved by the shareholders of the Company at the Annual General Meeting on June 10, 2021. The PRSU Plan is more fully described in the Company's Management Information Circular dated May 4, 2021 which is available on SEDAR and on the Company's website.

MARKET FOR SECURITIES

TRADING PRICE AND VOLUME

The Company's Common Shares are traded on the Exchange under the symbol "ESX". The following table sets out the high and low daily closing prices and the volumes of trading of the Company's Common Shares on the Exchange from October 1, 2020 to September 30, 2021.

COMMON SHARES			
Period	Price Range		Trading Volume
	High (\$)	Low (\$)	
September 2021	0.165	0.10	1,084,275
August 2021	0.16	0.135	610,554
July 2021	0.185	0.145	463,348
June 2021	0.205	0.135	1,924,204
May 2021	0.22	0.15	728,152
April 2021	0.25	0.18	1,051,098
March 2021	0.23	0.17	938,862
February 2021	0.295	0.185	3,130,663
January 2021	0.36	0.195	2,283,426
December 2020	0.285	0.22	861,756
November 2020	0.51	0.22	2,062,647
October 2020	0.70	0.275	1,792,325

PRIOR SALES

For the 12-months preceding September 30, 2021 and up to the date of this AIF, the Company issued the following securities not listed or quoted on a marketplace:

Date	Number	Type of Security	Issue / Exercise Price (\$) per share	Type of Issuance
August 18, 2021	5,155,491	Share Purchase Warrants	\$0.18	Private Placement
August 18, 2021	634,599	Finder's Warrants	\$0.18	Private Placement

ESCROWED SECURITIES

As at the date of this Annual Information Form, the Company does not have any Common Shares held in escrow or subject to a contractual restriction on transfer.

DIRECTORS AND OFFICERS

NAME, OCCUPATION AND SECURITY HOLDINGS

The following are the names, province and country of residence of the directors and executive officers of the Company as at the date of this AIF, the positions and offices they hold with the Company and their principal occupations during the five preceding years.

Each director will hold office until the next annual general meeting of the Shareholders unless his office is earlier vacated in accordance with the *Business Corporations Act* (British Columbia) and the Articles of the Company.

Name and Province/State and Country of Residence and Position with the Company	Director/ Officer Since	Principal Occupation for the Past Five Years
Paul Loudon ^{(1) (2)(4)} Co. Clare, Ireland <i>Director, CEO and Chairman</i>	March 2020	Chairman of the Board and CEO of the Company since March 2020. Mr. Loudon was previously CEO of BDI Mining Corp. and Diamond Corp. PLC, and head of equities for mining finance house Loeb Aron & Company in London.
James Lindsay Harris ^{(1) (2)(3)} British Columbia, Canada <i>Director</i>	April 2020	Director of Entrée Resources Ltd. and Farstarcap Investment Corp. Mr. Harris is a former corporate, securities and business lawyer in Canada and internationally. Mr. Harris was a director of Mason Resources Corp. until its acquisition by Hudbay Minerals Inc.
Meghan Lewis ^{(1) (2)(3)} Auckland, New Zealand <i>Director</i>	June 2020	Ms. Lewis is a self-Employed Consultant. Ms. Lewis previously was Vice President, Corporate Development for Aura Minerals Inc. Prior to Aura Minerals Inc., Ms. Lewis spent eight years as a senior mining analyst with the Dundee Group of Toronto.
Elena Tanzola British Columbia, Canada <i>CFO & Corporate Secretary</i>	April 2020	Ms. Tanzola has focused on developing mining equity valuation models and financial structuring and undertaking proprietary mining sector analysis. She is currently completing a professional finance designation under the Canadian Securities Institute.
Patrick Harford County Clare, Ireland <i>Vice-President, Business Development</i>	April 2020	Mining executive with more than 40 years' experience in gold and diamond exploration, project development and production in Australia, Vietnam, China, Portugal, the DRC, Zimbabwe, South Africa and Botswana. Previously executive director of Mercator Gold plc, County Diamonds Ltd, Auridiam Consolidated NL, Zapopan NL and Grants Patch Mining Ltd

Notes:

- (1) Member of the Audit and Finance Committee.
- (2) Member of the Nominating and Corporate Governance Committee
- (3) A director that is independent pursuant to definitions as set out in *National Policy 58-101 Disclosure of Corporate Governance Practices* and *National Instrument 52-110 Audit Committees*.
- (4) A director that is not independent pursuant to definitions as set out in *National Policy 58-101 Disclosure of Corporate Governance Practices* and *National Instrument 52-110 Audit Committees*.

The directors and officers of the Company, as a group, own, directly or indirectly, 3,874,500 Common Shares representing approximately 8.8% of the total issued and outstanding Common Shares.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Paul Loudon, a director of the Company, was the chief executive officer of DiamondCorp plc, an issuer listed on the AIM Market of the London Stock Exchange. Due to flooding of DiamondCorp plc's main operating asset, the Lace underground mine in South Africa, which brought all mining activity to a halt, DiamondCorp's South African operating subsidiary Lace Diamond Mines (Pty) sought creditor protection on November 16, 2016, and was placed into business rescue in accordance with the provisions of section 129 of the South Africa Companies Act, 71 of 2008. In May 2017 the board of directors of DiamondCorp plc placed DiamondCorp plc into voluntary administration. DiamondCorp plc has subsequently been dissolved.

Save as set forth above, during the ten years preceding the date of this Annual Information Form and as at the date of this Annual Information Form, no director or executive officer of the Company has, to the knowledge of the Company, been a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, and 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 a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, and 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.

Save as set forth above, during the ten-year period preceding the date of this Annual Information Form and as at the date of this Annual Information Form, no director or executive officer of the Company or a security holder who holds a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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, officer or shareholder.

CONFLICTS OF INTEREST

The directors and officers of the Company are directors, officers and/or shareholders of other private and publicly listed corporations, including corporations that engage in mineral exploration and development. Conflicts may arise between their duties to the Company and their duties to such other corporations. All such conflicts will be dealt with pursuant to the provisions of the applicable corporate legislation. In the event that such a conflict of interest arises at a meeting of the Directors, a Director affected by the conflict must disclose the nature and extent of his interest and abstain from voting for or against matters concerning the matter in respect of which the conflict arises. Directors and executive officers are required to disclose any conflicts or potential conflicts to the board of Directors as soon as they become aware of them.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Management knows of no legal proceedings, contemplated or actual, involving the Company during the financial year ended September 30, 2021 or as of the date of this Annual Information Form which could materially affect the Company.

Management knows of no:

- (a) penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the financial year ended September 30, 2021;
- (b) any other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision; or
- (c) settlement agreements the Company entered into before a court relating to securities legislation or with a securities regulatory authority during the financial year ended September 30, 2021.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No:

- 1. director or executive officer of the Company;
- 2. person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the Company's outstanding voting securities; and
- 3. associate or affiliate of any of the persons or companies referred to in paragraphs 1 or 2;

has, during any of the financial year ended September 30, 2021 and during the current financial year, any material interest in any transactions or any proposed transactions which has materially affected or will materially affect the Company.

TRANSFER AGENT AND REGISTRAR

The Registrar and Transfer Agent for the Company's Common Shares is Computershare Investor Services Inc., 2nd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9.

MATERIAL CONTRACTS

The following is a list of all contracts which the Company or its subsidiaries are a party to, and which currently can reasonably be regarded as material to a security holder of the Company:

1. KNX Original Agreement.
2. KNX Share Agreement.

INTERESTS OF EXPERTS

There is no person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing, made under NI 51-102 by the Company during, or related to, the year ended September 30, 2021 other than MNP LLP, the auditors of the Company.

As at the date hereof, to the knowledge of the Company, none of MNP LLP had any registered beneficial interests, direct or indirect, in any securities or other property of the Company or of the Company's associates or affiliates either at the time they prepared the statement, report or valuation prepared by it, at any time thereafter, or to be received by them.

MNP LLP are independent with respect to the Company within the meaning of the relevant rules and related interpretations prescribed in the relevant professional bodies in Canada and any applicable legislation or regulation.

In addition, none of the aforementioned persons or companies, nor any director, officer or employee of any of the aforementioned persons or companies, is or is expected to be elected, appointed or employed as a director, officer or employee of the Company or any associate or affiliate of the Company.

ADDITIONAL INFORMATION

Additional information concerning the Company is available through the Internet on the Canadian System for Electronic Document Analysis and Retrieval which may be accessed under the Company's profile on www.sedar.com. Copies of such information may also be obtained on request without charge from Elena Tanzola, CFO & Corporate Secretary, 3002 – 1211 Melville Street, Vancouver BC, Canada V6E 0A7.

Additional information, including information as to directors' and officers' remuneration and indebtedness, holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the Company's management information circular for its most recent annual meeting of securityholders that involved the election of directors. Additional financial information is provided in the Company's financial statements and the management's discussion and analysis for the year ended September 30, 2021. Copies of the above-mentioned documents may be obtained in the manner described above.