

A copy of this preliminary prospectus has been filed with the securities regulatory authority in the Province of British Columbia but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authority.

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

PRELIMINARY PROSPECTUS

Non-Offering

October 28, 2021



TACTICAL RESOURCES CORP.

No securities are being offered pursuant to this long form prospectus (the “**Prospectus**”). This Prospectus is being filed with the securities regulatory authorities in the Province of British Columbia to enable Tactical Resources Corp. (the “**Company**”) to become a reporting issuer under the applicable securities legislation in the Province of British Columbia.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities, and no securities are available for purchase pursuant to this Prospectus. As no securities are being offered pursuant to this Prospectus, no proceeds will be raised in connection with this Prospectus and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company.

There is no market through which the securities of the Company may be sold and holders of the securities of the Company may not be able to resell securities of the Company. This may affect the pricing of the Company’s securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Company’s securities, and the extent of issuer regulation. See “*Risk Factors*”.

The Company has applied for a listing (the “**Listing**”) of its common shares (the “**Common Shares**”) on the Canadian Securities Exchange (the “**Exchange**”). As of the date hereof, the Exchange has not conditionally approved the Listing, and there is no assurance that it will do so. The Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange, including meeting all minimum listing requirements, which cannot be guaranteed.

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

An investment in the securities of the Company is speculative and involves a high degree of risk. In reviewing this Prospectus, you should carefully consider the matters described under the heading “*Risk Factors*”. Investments in natural resource issuers involve a significant degree of risk. The degree of risk increases substantially where the Company’s properties are in the exploration as opposed to the development stage. All of the properties that the Company has options to acquire are in the exploration or early-exploration stage and are without a known body of commercial ore.

An investment in these securities should only be made by persons who can afford the total loss of their investment. See “*Risk Factors*”.

Readers are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding, or disposing of Common Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires Common Shares.

TACTICAL RESOURCES CORP.

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IMPORTANT INFORMATION ABOUT THIS PROSPECTUS

No person has been authorized to provide any information or to make any representation not contained in this Prospectus, and, if provided or made, such information or representation should not be relied upon. You should assume that the information contained in this Prospectus is accurate only as of the date of this Prospectus. While certain securities are being qualified for distribution pursuant to this Prospectus, no securities are being offered under this Prospectus.

Capitalized terms, except as otherwise defined herein, are defined in the section entitled “*Glossary of Terms*”.

Except as otherwise indicated or the context otherwise requires in this Prospectus, references to “the Company”, “we”, “us”, and “our” refer to the Company.

Unless otherwise indicated, all currency amounts in this Prospectus are stated in Canadian dollars and references to “\$” are to Canadian dollars.

All references to the number of Common Shares and per Common Share amounts have been retroactively restated to reflect the Consolidation (as defined herein).

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus contains certain statements that may constitute forward-looking information under applicable securities laws. All statements, other than those of historical fact, which address activities, events, outcomes, results, developments, performance or achievements that the Company anticipates or expects, may, or will occur in the future (in whole or in part) should be considered forward-looking information. Such information may involve, but is not limited to, comments with respect to strategies, expectations, planned operations and future actions of the Company. Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or statements formed in the future tense or indicating that certain actions, events or results “may”, “could”, “would”, “might” or “will” (or other variations of the forgoing) be taken, occur, be achieved, or come to pass. Forward-looking information is based on currently available competitive, financial and economic data and operating plans, strategies or beliefs as of the date of this Prospectus, but involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company, as applicable, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors may be based on information currently available to the Company, including information obtained from third-party industry analysts and other third-party sources, and are based on management’s current expectations or beliefs regarding future growth, results of operations, future capital (including the amount, nature and sources of funding thereof) and expenditures. Any and all forward-looking information contained in this Prospectus is expressly qualified by this cautionary statement.

Forward-looking information in this Prospectus may include, but is not limited to:

- the Company’s intention to complete the Listing and all transactions related thereto;
- the Company’s expectation regarding its revenue, expenses and operations;
- the Company’s intention to grow its business and its operations;
- the Company’s competitive position;
- the Company’s business objectives for the next twelve months;
- the Company’s anticipated cash needs and its needs for additional financing;
- the Company’s ability to obtain necessary financing;
- the Company’s future liquidity and financial capacity;
- the impact of the COVID-19 pandemic (“**COVID-19**”) on the Company and the economy generally;
- the performance of the business of the Company;
- the expectations regarding the Company’s ability to raise capital;

- the Company's treatment under governmental regulatory regimes;
- the development of the SAM Property and the Lac Ducharme Property;
- the acquisition of materials under the Offtake Agreement; and
- the Company's ability to identify future acquisitions and partnership opportunities.

Many factors could cause the Company's actual results, performance, or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "*Risk Factors*" section of this Prospectus. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance, or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this Prospectus. Such risks include, but are not limited to those set forth under "*Risk Factors*" and other factors beyond our control, which include:

- The Company may fail to obtain all regulatory requirements for completion of the Listing;
- The Company has a limited operating history;
- The Company has a negative operating cash flow and dependence on third party financing;
- There is an uncertainty of additional funding for the Company;
- The Company faces competitive conditions, environmental and other regulatory requirements, and political regulatory and land claim risks;
- The Company is dependent upon its board and management for its success;
- Once listed on the Exchange, the Company will be subject to volatility of share price and liquidity
- There are no assurances that the Company will ever issue dividends;
- There are no known mineral reserves or mineral resources with respect to the SAM Property or the Lac Ducharme Property, and the Company faces certain exploration risks;
- The Company does not own an interest in the SAM Property or the Lac Ducharme Property at this time and may be unable to exercise its option to acquire an interest in the SAM Property or the Lac Ducharme Property;
- Conflicts of interest may arise between the Company and its directors and management;
- The Company may fail to obtain all necessary licenses and permits required to carry out its activities;
- The price of the Common Shares may be adversely affected by market volatility;
- There may not be an active or liquid market for the Common Shares; and
- Risks related to the business, operations, and financial condition of the Company arising from COVID-19.

See "*Risk Factors*" for a complete list of risks relating to an investment in the Company. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Those factors should not be construed as exhaustive and should be read with the other cautionary statements in this Prospectus.

These factors should be considered carefully, and prospective investors should not place undue reliance on the forward-looking statements. Although we base our forward-looking statements on assumptions that we believe were reasonable when made, which include, but are not limited to, assumptions with respect to the Company's future growth potential, results of operations, future prospects and opportunities, execution of the Company's business strategy, there being no material variations in the current tax and regulatory environments, future levels of indebtedness and current economic conditions remaining unchanged, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from the forward-looking statements contained in this Prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods.

Any forward-looking statements which we make in this Prospectus speak only as of the date of such statement, and we do not undertake, except as required by applicable law, any obligation to update such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data. All the forward-looking statements made in this Prospectus are qualified by these cautionary statements.

GLOSSARY OF TERMS

In this Prospectus, the following terms have the meanings set forth below, unless otherwise indicated. Terms and abbreviations appearing in the documents attached as appendices to this Prospectus may be defined separately and the terms and abbreviations defined below may not be used therein, except where otherwise indicated. Words importing the singular include the plural and vice versa and words importing any gender include all genders.

“**\$0.02 Unit**” has the meaning ascribed to it in “*Summary of Prospectus – Recent Financings*”.

“**\$0.10 Warrant**” has the meaning ascribed to it in “*Summary of Prospectus – Recent Financings*”.

“**\$0.25 Warrant**” has the meaning ascribed to it in “*Summary of Prospectus – Recent Financings*”.

“**\$2.50 Warrant**” has the meaning ascribed to it in “*Summary of Prospectus – Recent Financings*”.

“**Advisory Warrants**” means the 13,470 share purchase warrants granted to Research Capital Corporation for its assistance with the Offering.

“**Agency Agreement**” means the agency agreement dated May 13, 2021 between the Company and the Agent relating to the Offering.

“**Agent**” means Research Capital Corporation.

“**Agent’s Options**” means the 372,315 share purchase options granted to certain parties in partial consideration for services in connection with the Offering.

“**Annual Report**” has the meaning ascribed to it in “*Directors and Executive Officers – Corporate Cease Trade Orders or Bankruptcies*”.

“**Assignment and Assumption Agreement**” means the assignment and assumption agreement entered into between the Company and the Assignor whereby the Company agreed to act as assignee and assume any and all of the Assignor’s rights and obligations under the Original Offtake Agreement.

“**Assignor**” means Peak 6891 LLC.

“**Audit Committee**” means the Audit Committee of the Company.

“**Author**” means Stephen Kenwood, P.Geo. with respect to the SAM Property Technical Report and Martin Demers, P.Geo. with respect to the Lac Ducharme Property Technical Report.

“**BCBCA**” means *the Business Corporations Act* (British Columbia).

“**BCSC**” means the British Columbia Securities Commission.

“**Board**” or “**Board of Directors**” mean the board of directors of the Company.

“**Bolt Metals**” means Bolt Metals Corp. (formerly, Pacific Rim Cobalt Corp.).

“**CEO**” means Chief Executive Officer.

“**CFO**” means Chief Financial Officer.

“**Closing**” has the meaning ascribed thereto in “*Description of the Business – Financings*”.

“**Closing Date**” means August 11, 2021.

“**Common Shares**” has the meaning ascribed to it on the first page of the cover sheet to this Prospectus.

“**Company**” has the meaning ascribed to it on the first page of the cover sheet to this Prospectus.

“**Consideration Shares**” has the meaning ascribed thereto in “*Description of the Business – Assignment and Assumption Agreement*”

“**Consolidation**” has the meaning ascribed thereto in “*Description of the Business – History*”.

“**COVID-19**” means the Coronavirus disease 2019, a contagious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2), which has since spread worldwide, leading to an ongoing pandemic.

“**DIGL**” means Doctors Investment Group Ltd.

“**Eligible Exchanges**” means, collectively, the Toronto Stock Exchange, the TSX Venture Exchange, and the Canadian Securities Exchange, and “**Eligible Exchange**” means each one of them as applicable in the context.

“**Escrow Agent**” means Odyssey Trust Company.

“**Escrow Agreement**” means the escrow agreement between the Company, holders of the Escrowed Securities and the Escrow Agent for the Escrowed Securities, dated ●, 2021.

“**Escrowed Securities**” means securities of the Company held by Principals and deposited in escrow with the Escrow Agent.

“**Exchange**” means the Canadian Securities Exchange.

“**expenditures**” means all costs, expenses and charges, direct or indirect, of or incidental to the mining operations on the SAM Property or the Lac Ducharme Property, as applicable, which costs, expenses and charges shall be determined in accordance with generally accepted accounting principles.

“**Financial Statements**” means the financial statements of the Company for the nine months ended April 30, 2021 and 2020, the financial years ended July 31, 2020, July 31, 2019, and the period from incorporation on June 25, 2018 to July 31, 2018.

“**Going Public Transaction**” means (i) a listing of the Common Shares on any of the Eligible Exchanges; (ii) the acquisition of the Company by an existing company listed on an Eligible Exchange, such that the resulting effect is that the holders of the Common Shares receive shares in the capital of the resulting public company; (iii) the assignment or transfer of the rights granted under the SAM Property Option Agreement by the Company to an existing company listed on an Eligible Exchange; or (iv) any other type of transaction, or series of transactions, whatsoever which results in the current holders of the Common Shares receiving shares of a company listed on an Eligible Exchange in exchange for their existing shares, or which results in the rights granted under the SAM Property Option Agreement being held by a company listed on an Eligible Exchange.

“**IFRS**” means International Financial Reporting Standards.

“**JV SMDC**” means Joint Venture – Saskatchewan Mining Development Corporation.

“**Lac Ducharme Property**” means the series of mineral claims located in the Manicouagan regional county municipality (MRC) in the Cote-Nord region of eastern Québec, 150 km north of the largest regional town, Baie-Comeau, and 12 km southwest of Manic-Cinq, a service settlement for the Daniel-Johnson hydroelectric station. The Lac Ducharme Property consists of twenty-three (23) “CDC” Claims registered to DIGL, with a combined area of 1,257.64 Ha.

“Lac Ducharme Property Option” has the meaning ascribed in *“The Lac Ducharme Property – Lac Ducharme Property Option Agreement”*.

“Lac Ducharme Property Option Agreement” means the option agreement entered into between the Company and DIGL on March 1, 2021 to acquire an option to acquire an interest in the Lac Ducharme Property from DIGL.

“Lac Ducharme Property Technical Report” means the NI 43-101 compliant technical report titled *NI 43-101 Technical Report on the Lac Ducharme Project, Manicouagan, Quebec*, prepared for the Company by Martin Demers, P. Geo, and dated May 14, 2021.

“Lac Ducharme Royalty” means 3% of the net smelter returns related to the Lac Ducharme Property, as more particularly described in Schedule “A” of the Lac Ducharme Property Option Agreement.

“Listing” has the meaning ascribed to it on the first page of the cover sheet to this Prospectus.

“Listing Date” has the meaning ascribed thereto in *“Description of the Business – Financings”*.

“MARS” means Mineral Administration Registration System Saskatchewan.

“MCTO” means Management Cease Trade Order.

“MD&A” means management’s discussion and analysis of the Company for the financial year ended July 31, 2020 and the nine months ended April 30, 2021.

“Milestone Shares” has the meaning ascribed thereto in *“Description of the Business – Assignment and Assumption Agreement”*.

“NEO” or **“named executive officer”** means each of the following individuals of an entity:

- (a) the CEO;
- (b) the CFO;
- (c) each of the three most highly compensated executive officers of an entity, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of an entity or its subsidiaries, nor acting in a similar capacity, at that financial year.

“net smelter return” means, generally, the net revenue that an owner of a mining property receives from the sale of the mine’s metal/non-metal products, less transportation and refining costs.

“Offering” has the meaning ascribed thereto in *“Description of the Business – Financings”*.

“Offtake Agreement” means the offtake agreement dated July 30, 2021 entered into between the Company and Sierra Blanca Quarry, LCC which terminated and replaced the Original Offtake Agreement.

“order” has the meaning ascribed in *“Directors and Executive Officers – Corporate Cease Trade Orders or Bankruptcies”*.

“Original Offtake Agreement” means the offtake agreement dated June 1, 2021 entered into between the Assignor, Sierra Blanca Quarry, LLC, Dennis Walker and Becky Dean Walker whereby the Assignor was granted the rights to acquire certain crushed ore and tailings materials extracted from the Sierra Blanca Quarry, in accordance with a mining lease granted by the State of Texas.

“Payment Share Price” means the volume-weighted average closing price of the Common Shares on the Exchange in the thirty (30) days prior to the date of issuance of any particular Payment Share.

“PBCN” means Peter Ballantyne Cree Nation.

“Principals” has the meaning ascribed in *“Escrowed Securities and Securities Subject to Contractual Restriction on Transfer”*.

“Processing Facility” has the meaning ascribed thereto in *“Description of the Business – Assignment and Assumption Agreement”*.

“Prospectus” means this non-offering prospectus dated as of the date on the cover page.

“Q1 Report” has the meaning ascribed in *“Directors and Executive Officers – Penalties or Sanctions”*.

“SAM Property” means the series of mineral claims located in the Amisk Lake region of the Province of Saskatchewan, as more particularly described in the SAM Property Option Agreement, and as more completely described in the SAM Property Technical Report.

“SAM Property Option” has the meaning ascribed in *“The SAM Property – SAM Property Option Agreement.”*

“SAM Property Option Agreement” means the SAM Property option agreement entered into among the Company, as optionee, and Taiga, as optionor, dated August 26, 2020, as amended on December 30, 2020 and June 21, 2021.

“SAM Property Royalty” means the 2% net smelter return related to the SAM Property, as more particularly described in Schedule “B” of the SAM Property Option Agreement.

“SAM Property Technical Report” means the NI 43-101 compliant technical report titled *Technical Report for the SAM Property, Saskatchewan*, prepared for the Company by Stephen Kenwood, P.Geo., and dated July 30, 2021.

“SAM Tenure” means all of the mineral claims that comprise the SAM Property.

“SAM Zone” means a volcanic massive sulphide zone of mineralization located 500 m north of Wolverine Lake on the SAM Property.

“SEDAR” means the System for Electronic Document Analysis and Retrieval (SEDAR), a filing system developed for the Canadian Securities Administrators to provide electronic communication between electronic filers, agents and the Canadian Securities Administrator.

“Sierra Blanca Quarry” means the surface metal mine that specializes in rhyolite, granite and other similar igneous rocks, that is located Hudspeth County in the State of Texas.

“Special Warrants” has the meaning ascribed thereto in *“Description of the Business – Financings”*.

“Taiga” means Taiga Gold Corp., a company existing under the laws of the Province of British Columbia.

“Unit” has the meaning ascribed thereto in *“Description of the Business – Financings”*.

GLOSSARY OF TECHNICAL TERMS

°	Degrees (angle).
°C	Degrees Celsius (temperature).
Ag	Chemical symbol for silver.
anomalous	A description of anything statistically out of the ordinary.
Au	Chemical symbol for gold.
B	Chemical symbol for boron.
Bi	Chemical symbol for bismuth.
Ca	Chemical symbol for calcium.
chalcopyrite	A sulphide of copper common to most copper mineral deposits.
chlorite	A member of a group of minerals resembling micas (the tabular crystals of chlorite cleave into small, thin flakes or scales that are flexible, but not elastic like those of micas); they may also be considered as clay minerals when very fine grained. Chlorites are widely distributed, especially in low-grade metamorphic rocks, or as alteration products of ferromagnesian minerals.
Cd	Chemical symbol for cadmium.
CDC	Claim Designé sur Carte (Québec mining claim type).
Ce	Cerium (a light rare earth element; chemical symbol).
CIM	Canadian institute of Mining, Minerals and Petroleum.
cm	Centimeter.
Cu	Chemical symbol for copper.
ddh	Diamond drill holes.
DGPS	Differential global positioning system.
Dy	Dysprosium (a heavy rare earth element; chemical symbol).
EM	Electromagnetic.
Er	Erbium (a heavy rare earth element; chemical symbol).
Eu	Europium (a heavy rare earth element; chemical symbol).
Fe	Chemical symbol for iron.
feldspar	A common silicate mineral that occurs in all rock types and decomposes to form much of the clay in soil, including kaolinite.

ft	Foot or feet.
Ga	Billion years (Giga-annum, age).
Gd	Gadolinium (a heavy rare earth element; chemical symbol).
GESTIM	Gestion des titres miniers (Quebec's mining title management system)
g/t	Grams per tonne.
geochemical	Pertaining to various chemical aspects (e.g. Concentration, associations of elements) of natural media such as rock, soil and water.
Ha	Hectare (area).
HLEM	Horizontal loop EM.
Ho	Holmium (a heavy rare earth element; chemical symbol).
HREE	Heavy Rare Earth Element (generally, Samarium and heavier).
Igneous Rock	A rock formed by the crystallization of magma or lava.
JV	Joint Venture.
kg	Kilogram (weight).
km	Kilometre.
km²	Square kilometre (area).
La	Lanthanum (a light rare earth element; chemical symbol).
LREE	Light Rare Earth Element (generally, Promethium and lighter).
Lu	Lutetium (a heavy rare earth element; chemical symbol).
m	Metre or metres.
MERN	Ministère d'Environnement et Ressources Naturelles (Québec ministry).
Metamorphic	Pertaining to the process of metamorphism or to its results.
MFFP	Ministère des Forêts, de la Faune et des Parcs (Ministry of forestry, wildlife and parks).
mineralization	The presence of minerals of possible economic value – and also the process by which concentration of economic minerals occurs.
mm	Millimetre (distance).
Mn	Manganese (chemical symbol).
Mo	Chemical symbol for molybdenum.

Na	Chemical symbol for sodium.
Nd	Neodymium (a light rare earth element; chemical symbol).
Ni	Chemical symbol for nickel.
NI 43-101	National Instrument 43-101 (Canadian mineral resource reporting code).
NTS	National Topographic System.
P. Geo	Professional Geoscientist (as accredited in Canada).
Pb	Chemical symbol for lead.
porphyry	An Igneous Rock of any composition that contains conspicuous phenocrysts in a fine-grained groundmass.
Ppb	Parts per billion.
Ppm	Parts per million.
Pr	Praesodymium (a light rare earth element; chemical symbol).
Proterozoic	Of or relating to the later of the two divisions of Precambrian time, from approximately 2.5 billion to 570 million years ago, marked by the buildup of oxygen and the appearance of the first multicellular eukaryotic life forms.
pyrite	An iron sulphide.
pyrrhotite	A monoclinic and hexagonal mineral (FeS); invariably deficient in iron; variably ferrimagnetic; metallic; bronze yellow with iridescent tarnish; in mafic Igneous Rocks, contact Metamorphic deposits, high-temperature veins, and granite pegmatites.
QAQC	Quality assurance and quality control.
REE	Rare-Earth Element (group of heavy metals with highly derived magmatic affinity and applications in high technologies).
Sb	Chemical symbol for antimony.
Sc	Scandium (sometimes considered a rare earth element, chemical symbol).
schist	A strongly foliated crystalline rock, formed by dynamic metamorphism, that can be readily split into thin flakes or slabs due to the well developed parallelism of more than 50% of the minerals present, particularly those of lamellar or elongate prismatic habit, e.g., mica and hornblende.
SIGEOM	Système d'information géominière (Québec online geoscience and exploration data repository).
Sm	Samarium (a heavy rare earth element; chemical symbol).
SMDC	Saskatchewan Mining Development Corporation.

SMDI	Saskatchewan Mineral Deposit Index.
SOQUEM	Société Québécoise d'Exploration Minière.
t	Tonne or tonnes (weight).
TauSF	Time Constant (Tau) calculated from dB/dt data (milliseconds).
Tb	Terbium (a heavy rare earth element; chemical symbol).
Th	Thorium (chemical symbol).
TiO₂	Titanium dioxide.
Tm	Thulium (a heavy rare earth element; chemical symbol).
UTM	Universal Transverse Mercator (coordinate reference system).
VHMS	Volcanic hosted massive sulphide.
VLF-EM	Very low frequency electromagnetic.
VMS	volcanogenic massive sulphide.
VTEM	Versatile Time Domain EM.
W	Chemical symbol for tungsten.
XRF	X-Ray Fluorescence (geochemical analytical method).
Y	Yttrium (sometimes considered a rare earth element, chemical symbol).
Yb	Ytterbium (a heavy rare earth element; chemical symbol).
Zn	Chemical symbol for zinc.
Zr	Chemical symbol for zirconium.

SUMMARY OF PROSPECTUS

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

The Company

Tactical Resources Corp. is a company governed by the BCBCA and was incorporated on June 25, 2018 as DJ1 Capital Corp. On March 25, 2021, the Company changed its name to "Tactical Resources Corp." The Company's head office is located at Suite 2288, 1177 West Hastings Street, Vancouver, British Columbia, Canada, and its registered and records office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia.

The Company has applied to list its Common Shares on the Exchange.

Principal Business

The Company is primarily engaged in the business of mineral exploration and the development of the SAM Property and the Lac Ducharme Property. The Company does not currently own any material properties or any interests in any material properties. The Company has entered into arm's length option agreements to acquire a 60% interest in the SAM Property and a 100% interest in the Lac Ducharme Property, as further set out below. The Company also holds the rights to acquire certain crushed ore and tailings materials extracted from the Sierra Blanca Quarry pursuant to the Offtake Agreement.

To date, equity financings have provided all of the Company's funds. The recovery of the Company's investment in the SAM Property and the Lac Ducharme Property will be dependent upon the discovery of economically recoverable mineral reserves and the ability to raise sufficient capital to finance these operations. The ultimate outcome of these operations cannot presently be determined because they are contingent on future events and matters. See "*Description of the Business*".

No Proceeds Raised

No proceeds will be raised pursuant to this Prospectus. See "*Use of Proceeds*".

Business Objectives

Over the next twelve-month period, the Company will continue to advance the exploration and development of the SAM Property and the Lac Ducharme Property. The Company intends to continue to define and extend known mineralization trends, to locate areas of new mineralization potential and to generate targets for diamond drilling on the SAM Property and the Lac Ducharme Property. The Company's long-term objectives include acquiring a 60% interest in the SAM Property and a 100% interest in the Lac Ducharme Property, subject to certain net smelter return royalties. Additionally, the Company intends to conduct a sampling and assaying program of the existing tailings at the Sierra Blanca Quarry.

Listing

The Company has applied to list its Common Shares on the Exchange. As of the date hereof, the Exchange has not conditionally approved the Listing, and there is no assurance that it will do so. The Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange, including meeting all minimum listing requirements, which cannot be guaranteed.

Recent Financings

On August 3, 2020, the Company completed an offering of a non-brokered private placement financing of 13,800,000 units (on a post-Consolidation basis) (each a "**\$0.02 Unit**") for aggregate gross proceeds of \$276,000 on a prospectus exempt basis, with each \$0.02 Unit issued for \$0.02 and exercisable for, at no additional consideration, (i) one Common Share, and (ii) one warrant (each a "**\$0.10 Warrant**"), with each \$0.10 Warrant entitling the holder thereof to purchase one additional Common Share at a price of \$0.10

per Common Share for a period of 24 months from their date of issue. The Common Shares issued upon the conversion of the \$0.02 Units are subject to a 12-month escrow, with 20% of such Common Shares released from escrow on Listing, with an additional 20% of the Common Shares released from escrow every three months thereafter. The \$0.10 Warrants, and any Common Shares issued on their exercise, are subject to an escrow arrangement for a period of four-months from the Listing Date, with 20% of the securities released from escrow on Listing and an additional 20% every month thereafter.

On October 27, 2020, the Company completed an offering of a non-brokered private placement financing of 137,500 special warrants (on a post-Consolidation basis) on a prospectus exempt basis at a price of \$0.20 per special warrant for gross proceeds of \$27,500. Each special warrant, upon exercise thereof, entitled the holder thereof to receive one Common Share. The special warrants were deemed to be exercised on February 28, 2021.

On April 16, 2021, the Company completed a non-brokered private placement financing of 9,785,320 share purchase warrants (the “**\$0.25 Warrant**”) on a prospectus exempt basis at a price of \$0.001 per \$0.25 Warrant for gross proceeds of \$9,785.32. Each \$0.25 Warrant entitles the holder thereof to purchase one (1) Common Share at a price of \$0.25 until October 27, 2022. The \$0.25 Warrants are subject to an escrow arrangement for a period of twelve months from the Listing Date, during which time the \$0.25 Warrants, and any Common Shares issued upon the exercise of the \$0.25 Warrants, may not be traded, transferred, assigned or otherwise encumbered without the prior consent of the Exchange

On May 13, 2021, the Company completed a brokered private placement financing of 5,713,000 Special Warrants on a prospectus exempt basis at a price of \$1.00 per Special Warrant, with each Special Warrant being exercisable into, for no additional consideration, one Unit, with each Unit consisting of one (1) Common Share and one half of one share purchase warrant (each a “**\$2.50 Warrant**”), with each whole \$2.50 Warrant exercisable to acquire one Common Share for \$2.50 until May 13, 2023, subject to acceleration, for aggregate gross proceeds to the Company of \$5,713,000. On September 14, 2021, the 5,713,000 Special Warrants were automatically converted into 5,713,000 Common Shares and 2,856,500 \$2.50 Warrants.

Use of Proceeds

No securities are being offered under this Prospectus.

The principal purposes for the proceeds of the issuance of 5,713,000 Common Shares and 2,856,500 Warrants on the conversion of 5,713,000 Special Warrants on September 14, 2021 is to continue to advance the exploration and development of the SAM Property as described in the SAM Property Technical Report and the Lac Ducharme Property described in the Lac Ducharme Property Technical report. Additionally, the Company intends to conduct a sampling and assaying program of the existing tailings at the Sierra Blanca Quarry. See “*Use of Proceeds – Business Objectives and Milestones*”.

Risk Factors

An investment in the Common Shares should be considered highly speculative and investors may incur a loss on their entire investment. The Company is subject to several risk factors, including the following:

- The Company may fail to obtain all regulatory requirements for completion of the Listing;
- The Company has a limited operating history;
- The Company has a negative operating cash flow and dependence on third party financing;
- There is an uncertainty of additional funding for the Company;
- The Company faces competitive conditions, environmental and other regulatory requirements, and political regulatory risks;
- The Company faces risks related to uncertainty about how aboriginal title claims will be reconciled with other interests in land;
- The Company is dependent upon its board and management for its success;
- Once listed on the Exchange, the Company will be subject to volatility of share price and liquidity
- There are no assurances that the Company will ever issue dividends;

- There are no known mineral reserves or mineral resources with respect to the SAM Property or the Lac Ducharme Property, and the Company faces certain exploration risks;
- The Company does not own an interest in the SAM Property or the Lac Ducharme Property at this time and may be unable to exercise its options to acquire an interest in the SAM Property (60%, subject to the SAM Property Royalty) or the Lac Ducharme Property (100% subject to the Lac Ducharme Royalty);
- Conflicts of interest may arise between the Company and its directors and management;
- The Company may fail to obtain all necessary licenses and permits required to carry out its activities;
- The price of the Common Shares may be adversely affected by market volatility;
- There may not be an active or liquid market for the Common Shares;
- The Company does not anticipate paying cash dividends on the Common Shares in the foreseeable future; and
- Risks related to the business, operations, and financial condition of the Company arising from COVID-19.

For further details on each of the above, and other risk factors, see “*Risk Factors*”.

Summary of Selected Financial Information

The table below summarizes selected financial data for the periods indicated and should be read in conjunction with the Financial Statements and the related MD&A. The selected financial information for the nine months ended April 30, 2021, the year ended July 31, 2020, July 31, 2019, and the period from incorporation on June 25, 2018 to July 31, 2018, has been derived from the Financial Statements and accompanying notes. The Financial Statements for the year ended July 31, 2020, 2019 and 2018, have been audited by Manning Elliott LLP. The following financial data is prepared in accordance with IFRS. The selected financial information set out below may not be indicative of the Company’s future performance.

Financial Positions	Nine Months Ended April 30, 2021	Year Ended July 31, 2020	Year Ended July 31, 2019	Period from Incorporation on June 25, 2018 To July 31, 2018
Current assets	\$77,028	\$16,607	\$16,679	Nil
Total assets	\$288,841	\$16,607	\$16,679	Nil
Current liabilities	\$150,402	\$19,363	\$12,092	\$1,499
Share capital	\$308,541	\$1	\$1	\$1
Deficit	(\$211,462)	(\$19,507)	(\$12,164)	(\$1,500)

Financial Results	Nine Months Ended April 30, 2021 And 2020	Year Ended July 31, 2020	Year Ended July 31, 2019	Period from Incorporation on June 25, 2018 To July 31, 2018
Expenses	\$191,955	\$7,343	\$10,644	\$1,500
Net loss	\$191,955	\$7,343	\$10,644	\$1,500
Net loss per share – basic and diluted	\$0.01	\$7,343	\$10,644	\$1,500

As at September 30, 2021, the Company had working capital of approximately \$3,260,000 and the Company’s estimated use of funds for the next twelve months is as follows:

Principal Purpose	Funds to be Used
SAM Property Option Payments (12 months)	\$60,000
Lac Ducharme Property Option Payments (12 months)	\$30,000
SAM Property work programs ⁽¹⁾	\$600,000
Lac Ducharme Property work programs ⁽²⁾	\$250,000
Sierra Blanca Quarry tailings evaluation ⁽³⁾	\$75,000
Listing ⁽⁴⁾	\$45,000
Marketing and investor relations	\$250,000
General and administrative costs ⁽⁵⁾	\$426,000
Unallocated working capital ⁽⁶⁾	\$1,524,000
Total:	\$3,260,000

Notes:

(1) The SAM Property Technical Report recommends a phase 1 work program with an estimated cost of \$105,450. The \$600,000 allocation is based on the requirement of the Company to fund expenditures of this amount on the SAM Property on or before September 30, 2022. These additional expenditures will be dependent on the results of the phase 1 work program.

(2) The Lac Ducharme Property Technical Report recommends a phase 1 work program with an estimated cost of \$100,000 and a phase 2 work program with a cost of \$135,000. The \$250,000 allocation is based on the requirement of the Company to fund expenditures of this amount on the Lac Ducharme Property before May 1, 2022 pursuant to the Lac Ducharme Property Option Agreement. These additional expenditures will be dependent on the phase 1 and phase 2 work programs.

(3) The Company intends to conduct a sampling and assaying program on the existing tailings from the Sierra Blanca Quarry at a cost of USD\$60,000 (approximately \$75,000).

(4) Consisting of legal fees, filing fees, accounting fees and other professional advisory fees.

(5) Comprised of rent and utilities (\$36,000); transfer agent fees (\$5,000); legal, stock exchange and corporate filings fees (\$100,000); accounting and auditing fees (\$35,000) and consulting fees and wages (\$250,000).

(6) The Company has reserved \$1,524,000 as unallocated working capital to provide a sufficient contingency budget for future exploration of the SAM Property and the Lac Ducharme Property following completion of the Phase I work programs, subject to favourable results. The Company is also well capitalized to evaluate other high-grade properties that meet its objectives for expanding its exploration portfolio.

The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if the Company is required to carry out due diligence investigations regarding any prospective investment or business opportunity or if the costs of this Prospectus or the Listing, or negotiating an applicable transaction, are greater than anticipated. See "Use of Proceeds".

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company's full corporate name is "Tactical Resources Corp.". The Company is a company governed by the BCBCA and was incorporated on June 25, 2018 as DJ1 Capital Corp. On March 25, 2021, the Company changed its name to "Tactical Resources Corp." The Company's head office is located at Suite 2288, 1177 West Hastings, Vancouver, British Columbia, Canada, and its registered and records office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia.

Intercorporate Relationships

The Company has no subsidiaries.

DESCRIPTION OF THE BUSINESS

Business

The Company is primarily engaged in the business of mineral exploration and the development of the SAM Property and the Lac Ducharme Property. The Company does not currently own any material properties or any interests in any material properties. The Company has entered into option agreements to acquire a 60% interest in the SAM Property and a 100% interest in the Lac Ducharme Property, subject to certain royalties, as further set out below. The SAM Property Option Agreement and the Lac Ducharme Property Option Agreement were arm's length transactions for the Company, and the Company and the vendors are not related. To date, equity financings have provided all of the Company's funds. The recovery of the Company's investment in the SAM Property and the Lac Ducharme Property will be dependent upon the discovery of economically recoverable mineral reserves and the ability to raise sufficient capital to finance these operations. The ultimate outcome of these operations cannot presently be determined because they are contingent on future events and matters. The Company also holds the rights to acquire certain crushed ore and tailings materials extracted from the Sierra Blanca Quarry pursuant to the Offtake Agreement.

History

The Company's operations since incorporation have consisted of the four financings (as described below) and the entrance into the SAM Property Option Agreement, the Lac Ducharme Property Option Agreement, the Assignment and Assumption Agreement and the Offtake Agreement. On November 2, 2020, the Company effected a four (4) for one (1) consolidation of its Common Shares (the "**Consolidation**"). The Company is in the process of applying to list the Common Shares on the Exchange.

Prior to entering into SAM Property Option Agreement, the Lac Ducharme Property Option Agreement, the Assignment and Assumption Agreement and the Offtake Agreement, the principal business of the Company was the identification and evaluation of assets and transactions.

Financings

On August 3, 2020, the Company completed an offering of a non-brokered private placement financing of 13,800,000 (on a post-Consolidation basis) \$0.02 Units for aggregate gross proceeds of \$276,000 on a prospectus exempt basis, with each \$0.02 Unit issued for \$0.02 and exercisable for, at no additional consideration, (i) one Common Share, and (ii) one \$0.10 Warrant, with each \$0.10 Warrant entitling the holder thereof to purchase one additional Common Share at a price of \$0.10 per Common Share for a period of 24 months from their date of issue. The Common Shares issued upon the conversion of the \$0.02 Units are subject to a 12-month escrow, with 20% of such Common Shares released from escrow on Listing, with an additional 20% of the Common Shares released from escrow every three months thereafter. The \$0.10 Warrants, and any Common Shares issued on their exercise, are subject to an escrow arrangement for a period of four-months from the Listing Date, with 20% of the securities released from escrow on Listing and an additional 20% every month thereafter.

On October 27, 2020, the Company completed an offering of a non-brokered private placement financing of 137,500 special warrants (on a post-Consolidation basis) on a prospectus exempt basis at a price of \$0.20 per special warrant for gross proceeds of \$27,500. The special warrants were deemed to be exercised into Common Shares on February 28, 2021.

On April 16, 2021, the Company completed a non-brokered private placement financing of 9,785,320 \$0.25 Warrants on a prospectus exempt basis at a price of \$0.001 per \$0.25 Warrant for gross proceeds of \$9,785.32. Each \$0.25 Warrant entitles the holder thereof to purchase one (1) Common Share at a price of \$0.25 until October 27, 2022. The \$0.25 Warrants are subject to an escrow arrangement for a period of twelve months from the Listing Date, during which time the \$0.25 Warrants, and any Common Shares issued upon the exercise of the \$0.25 Warrants, may not be traded, transferred, assigned or otherwise encumbered without the prior consent of the Exchange.

On May 13, 2021, the Company completed a best-efforts brokered private placement financing (the "**Offering**") of 5,713,000 special warrants of the Company (the "**Special Warrants**") on a prospectus exempt basis at a price of \$1.00 per Special Warrant, with each Special Warrant being exercisable into, for no additional consideration, one unit of the Company (a "**Unit**"), with each Unit consisting of one (1) Common Share and one half of one \$2.50 Warrant, with each whole \$2.50 Warrant exercisable to acquire one Common Shares for \$2.50 for a period of 24 months from the date the Common Shares become listed on a stock exchange in Canada (the "**Listing Date**"), subject to acceleration, for aggregate gross proceeds to the Company of \$5,713,000. If, at any time after the date that is four months after the closing of the Offering (the "**Closing**"), the Common Shares trade on a Canadian securities exchange at a volume weighted average price equal to \$3.75 or greater for ten (10) consecutive trading days, the Company will have the right to accelerate the expiry of the Warrants by giving notice, via a news release issued within five (5) business days of the last day of such ten (10) consecutive trading day calculation period, of its exercise of such right and thereafter the Warrants will, without further notice or act by the Company, automatically expire and be of no further force and effect at 4:00 p.m. (Vancouver time) on the date that is 30 calendar days after the issuance of said news release.

In connection with the offering of the Special Warrants, the Company issued 327,315 Agent's Options and 13,470 Advisory Warrants to the Agent, with each Agent Option and Advisory Warrant entitling the holder to purchase one Common Share at a price of \$1.25 per share until May 13, 2023. In addition to the Agent's cash commission of \$316,290, an additional \$118,914.80 was deducted from the gross proceeds of the Offering by the Agent, representing corporate finance fees, legal fees, advisory fees and regulatory fees.

On September 14, 2021, the Special Warrants were automatically converted into: (i) 5,713,000 Common Shares and (ii) 2,856,500 \$2.50 Warrants, and the Special Warrant subscribers now hold the same number of Common Shares and half of the number of \$2.50 Warrants that they held in Special Warrants, and the Special Warrants cease to exist.

See "*Description of Securities – No Offering*".

Production and Services

The Company is in the exploration stage and does not mine, produce or sell any mineral products at this time, nor does the SAM Property or Lac Ducharme Property have any known or identified mineral resources or mineral reserves.

As the Company is an exploration stage company with no producing properties, it has no current operating income, cash flow or revenues. The Company has not undertaken any current resource estimate on the SAM Property or the Lac Ducharme Property. There is no assurance that a commercially viable mineral deposit exists on the SAM Property or the Lac Ducharme Property. The Company does not expect to receive income from either the SAM Property or the Lac Ducharme Property within the foreseeable future. The Company intends to continue to evaluate, explore and develop the SAM Property and the Lac Ducharme Property using the proceeds from the Offering and through additional financings, if warranted.

The Company's objective is the exploration and evaluation of the SAM Property and the Lac Ducharme Property. Toward this end, the Company intends to undertake the work programs on the SAM Property and the Lac Ducharme Property recommended by the respective Authors of the SAM Property Technical Report and the Lac Ducharme Property Technical Report.

Specialized Skill and Knowledge

Various aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include areas of exploration and development, geology, drilling, permitting, metallurgy, logistical planning, accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. The Company expects to rely upon consultants and others for exploration and development expertise. The Company does not anticipate any difficulties in locating competent employees and consultants in such fields.

Competitive Conditions

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the search for and the acquisition of attractive mineral properties as well as for the recruitment and retention of qualified consultants. As a result of this competition, the majority of which is with companies with greater financial resources and technical facilities than the Company, the Company may not be able to acquire attractive properties in the future on terms it considers acceptable. Finally, the Company competes for investment capital with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investment and other capital. The ability of the Company to acquire attractive mineral properties in the future depends not only on its success in exploring and developing its present properties, but also on its ability to select, acquire and bring to production suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company.

Cycles

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

Economic Dependence

The Company is dependent on the SAM Property Option Agreement and the Lac Ducharme Property Option Agreement. In the event that either of the SAM Property Option Agreement or the Lac Ducharme Property Option Agreement is terminated, the Company would lose all of its rights and interests to the SAM Property or the Lac Ducharme Property, respectively.

See "*The SAM Property – SAM Property Option Agreement*" and "*The Lac Ducharme Property – Lac Ducharme Property Option Agreement*" for additional information on the SAM Property Option and the Lac Ducharme Property Option.

Environmental Protection

All aspects of the Company's field operations will be subject to environmental regulations and generally will require approval by appropriate regulatory authorities prior to commencement. Any failure to comply could result in fines and penalties. With the SAM Property and the Lac Ducharme Property at the exploration and early exploration stage, respectively, the financial and operational impact of environmental protection requirements are minimal. Should the SAM Property or the Lac Ducharme Property advance to the production stage, then more time and money would be involved in satisfying environmental protection requirements.

Employees

The Company does not have any employees, and it intends to utilize consultants to carry on most of its activities and, in particular, to supervise certain work programs on the SAM Property and the Lac Ducharme Property.

Foreign Operations

The Company does not have any foreign operations at this time. However, the Company intends to conduct due diligence within the next 12 months on the rare earth minerals present in the tailings of the Sierra Blanca Quarry, which is located in the State of Texas in the United States.

Changes to Contracts

No part of the Company's business is reasonably expected to be affected in the current financial year by either the renegotiation or termination of any contract.

Lending

The Company is not engaged in any lending activities.

Bankruptcy and Similar Procedures

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

Reorganizations

The Company has not completed any material reorganization and no reorganization is proposed for the current financial year.

THE SAM PROPERTY

References to figures and tables in this section, refer to the figures and tables in this section only and not to the figures and tables in the Lac Ducharme Property section.

Current Technical Report

The SAM Property Technical Report was prepared for the Company with respect to the SAM Property by Stephen Kenwood, P.Geol., and dated July 30, 2021.

Summary

Taiga owns a 100% interest in the SAM Property, located 15 km west of Flin Flon, Manitoba. The SAM Property Technical Report was prepared at the request of the management of the Company in connection with the preparation of this Prospectus and its application to list on the Exchange, and in connection with the SAM Property Option Agreement. The purpose of the SAM Property Technical Report is to summarize previous work performed in the area and on the currently configured SAM Property, and to provide recommendations for further exploration of the SAM Property, if warranted.

The SAM Property is located in the Northern Mining District of east-central Saskatchewan, 15 km west of Flin Flon, Manitoba. The SAM Property consist of seven MARS claims covering a total area of 1004.5 hectares which are owned 100% by Taiga. The original six SAM Property claims were acquired by Eagle Plains Resources Ltd. in 2015 and 2017 and were later transferred to Taiga in April 2018 as part of a plan of arrangement. Taiga acquired an additional claim in 2020.

The community of Flin Flon, Manitoba, with provincial highway access and a regional airport, is located 15 km away from the SAM Property. The SAM Property can be reached by boat from Denare Beach, Saskatchewan to the north end of Comeback Bay on Amisk Lake where there are various drill roads that can be used to access the SAM Property. Wolverine Lake can also be accessed with a plane on floats in the summer and on skis during the winter. A winter road can be taken by truck or snowmobile from Denare Beach.

The southernmost SAM Property boundary is located 4.8 km from Saskatchewan Provincial Highway 167. Water for any kind of operation is abundant on the SAM Property and hydroelectric power could be accessed from the hydro grid which parallels Highway 167. There is long history of mineral exploration in the SAM Property area with a local work force based out of Flin Flon, Manitoba and Denare Beach Saskatchewan that are trained in early stage mineral exploration including prospecting, soil sampling and line cutting. The Company has entered into the SAM Property Option Agreement with Taiga, whereby the Company may earn a 60% interest in the SAM Property by completing \$4.0-million in exploration expenditures, by making cash payments totaling \$500,000 and issuing one million Common Shares to Taiga over four years.

Saskatchewan government mapping in the SAM Property area began in 1954. More recent work by Syme (1988) and Morelli (2010) has produced regional scale compilation maps of the SAM Property area, in collaboration with the Manitoba Geological Services Branch, the Saskatchewan Geological Survey and the Geological Survey of Canada. Additional government datasets include lake sediment geochemistry and airborne VLF-EM and magnetic surveys.

There has been a total of 26 Mineral Assessment reports filed by industry on the SAM Property claim area. The first reported industry work on the SAM Property was in 1952 by Hudson Bay Exploration and Development who completed Ground EM surveys and 33 diamond drill holes, most of which fell outside of the current SAM Tenure.

Work by Semiahoo Petro-Mines Ltd. in 1970-71 concluded that rock types and structural trends in the SAM Property area were similar to those observed at the Birch Lake and Flexar VMS deposits.

Granges Exploration was active in the SAM Property area from 1978-1990. They completed soil and rock sampling, lithochemical sampling, geological mapping, geophysics surveys (HLEM, ground proton magnetometer, VLF-EM, and gradient array ground IP) and diamond drilling. During this period Granges had various partners including SMDC-Cameco. Significant results included drillhole Sam-37-79, which intersected the SAM sulphide lens, and discoveries at the Wolverine, Black Prince and Gold Bear areas.

In 1995 Aur Resources purchased a 50% interest in the SAM Property, with the remainder held by Cameco. Aur Resources carried out geophysical, geochemical and lithochemical surveys. The lithochemical sampling was useful to define an important stratigraphic break between a mafic flow dominated sequence and a mafic volcanoclastic sequence that is host to the SAM Zone. This was followed up with five diamond drill holes targeting SpectrumEM conductors.

The last work on the SAM Property before it was acquired by Taiga was in 2011, when St. Eugene Mining flew a heliborne VTEM and magnetic gradiometer survey over the SAM Property.

The SAM Property is located in the Flin Flon Belt, a relatively low metamorphic grade component of the Early Proterozoic Trans-Hudson Orogeny. It is bounded to the north by a transitional boundary into the high-grade gneisses of the Kiseynew Domain and is overlain to the south by flat lying Paleozoic limestones. The SAM Tenure is dominated by Amisk Collage rocks which form a major greenstone belt that hosts the majority of the base metal deposits in the Flin Flon – Snow Lake areas as well as some gold deposits. The Amisk Collage is comprised primarily of volcanics, which are unconformably overlain by sediments of the Missi Group. In turn, intrusions of granitic to ultramafic composition were emplaced within the Amisk and Missi Group rocks.

The area is deformed by polyphase folding and faulting with two major deformation events (D1 and D2) recognized. Abundant shearing and faulting have taken place with late northwest to north-northeast trending fault sets delineated by topographic features that probably represent older reactivated structures. Due to a high level of deformation, recognition of lineaments related to early faults is quite difficult with the exception of the Mosher Lake Shear Zone. The regional metamorphic grade is greenschist facies and locally fine sedimentary and volcanic structures are preserved.

The project is underlain by northwest trending, southwest dipping belts of differing lithological units. From the northeast edge to the southwest edge of the project these units include: the felsic Reynard Lake Plutonic Complex, mafic flows and mafic volcanics of the Birch Lake assemblage, the Mosher Lake Shear zone between the Birch Lake assemblage to the northeast and ultramafic intrusions, mafic volcanics of the Sandy Bay assemblage, and the Missi Group sediments to the southwest. All rock types in the area have been cut by numerous generations of felsic-mafic intrusions.

Mineralization on the SAM Property includes both gold and base metal occurrences. There are seven mineral occurrences on the SAM Property documented in the SMDI. Mineralization at the SAM Cu-Zn Zone (SMDI 0311, 1870) is defined as Konuto Lake type and occurs as local disseminations and stringers of pyrite-pyrrhotite, and chalcopyrite over a defined strike length of 200 m, a width of up to 50 m, and has been traced to a depth of 200 m.

Gold mineralization at the Wolverine North and West (SMDI 2226) and Golden Bear Shear Zone (SMDI 2558) is associated with quartz-ankerite veins in strongly sheared metasediments and volcanics. The veins typically carry sulphides (pyrite, pyrrhotite, chalcopyrite) as well as tourmaline, epidote and chlorite.

There is potential for two different deposit types at the SAM Property: structurally-controlled mesothermal lode gold and VMS base metal.

Taiga completed field programs on the SAM Property in 2018 and 2020. The work focused on both historic SMDI occurrences and target generation in previously under explored areas. Historic soil sampling lines were extended in the SAM Property area and new grids were established in the Wolverine area. Prospecting and mapping were carried out on both VMS and mesothermal gold targets.

The highest gold in soil values were returned southwest of the SAM SMDI occurrence with a high value of 2100ppb Au.

Six out of the eighteen samples collected in the Golden Bear area returned values greater than 100ppb Au with a high of 1,840ppb. Mineralization is hosted quartz veins in sheared gabbro associated with carbonate and tourmaline.

Host rocks at the Wolverine North occurrence are chloritic schists. Gold mineralization is found in quartz veins ranging from 50cm to 2m in width. The highest sample from the program was collected at the Wolverine north returning 14,420ppb Au.

The work verified the information gathered from historical assessment reports and extended promising results into new areas that were previously unexplored or briefly covered.

There has been a total of 5,524 m of diamond drilling in 41 historic holes completed within the current SAM Property claim boundaries at the Black Prince, SAM, and Wolverine North. Neither Taiga nor the Company have completed any diamond drilling on the project.

Analytical work for the 2018 SAM field program was carried out by Bureau Veritas Laboratory (BV) at 9050 Shaughnessy St, Vancouver, BC V6P 6E5 and the 2020 analytical work was done by ALS Global, located at 2103 Dollarton Hwy, North Vancouver, BC V7H 0A7. Sample shipments were prepared by TerraLogic Exploration Inc. ("**TerraLogic**") personnel who also carried out the fieldwork. 2018 samples were transported to Cranbrook, BC in a secure, locked trailer, and then shipped to BV using Overland West

Freight Lines. Samples collected in 2020 were delivered in a secure, locked trailer to ALS Global's receiving facility in Saskatoon, Saskatchewan.

Soil sampling traverses were done along specific predetermined grid lines oriented perpendicular to the dominant geological fabric in the area. Soil lines were navigated using a handheld GPS and compass and samples were collected from the B-horizon using a Dutch auger. Depending on the length, grid lines consisted of between 12 and 25 samples with duplicate samples collected at a rate of one per grid line. All of the sampling data was recorded on ruggedized Android phones and imported into a geochemical database.

Rock grab samples were collected from outcrop with a rock hammer or geotool. Sample attributes were recorded in field notebooks with a unique geostation identifier. The sample notes were entered into a Microsoft Access database and the samples were then sorted, loaded into rice bags labeled with a shipment number, shipment address and return address.

After collection, soil samples were arranged in numerical order and laid to dry. Samples which were damaged or had unclear labels were re-bagged and labelled and placed back into order. Once the samples are dried the shipment was prepared; personnel responsible for the shipping print off a list of all the samples collected from the current field program from the geochemical database and begin cross referencing to make sure all samples are accounted for. Samples are then placed into poly bags, recorded and sealed with a zip tie. These poly bags are then placed in rice bags, zip-tied and labelled with the shipment number and shipping/receiving addresses. The samples were then delivered to either the ALS Global receiving facility in Saskatoon, Saskatchewan (2020) or shipped directly to ALS Minerals in North Vancouver, British Columbia (2018).

All soil samples were dried and sieved with -80 mesh (prep code SS80). A 30 g split was then subjected to an aqua regia digest and analyzed for 37 major and trace elements by inductively coupled plasma mass spectrometry.

Mineralized or altered rock samples suspected to contain Au mineralization were crushed so that $\geq 70\%$ passed through 2 mm sieve and then pulverized until 250 g $\geq 85\%$ passed through a 75 μm sieve (prep code PRP70-250). Following crushing and pulverization a 0.25 g split of the sample was subjected to an ultra-trace 4 acid digest (HNO_3 , HClO_4 , HF and HCl) followed by ICP-MS analysis for 35 major and trace elements. Gold was analyzed using a 30 g split for fire assay atomic absorption analysis. A 30g split for gravimetric fire assay was also used for gold analysis for samples that had over 10 ppm Au.

The SAM Property exploration program is at an early stage. QAQC carried out on soil samples was limited to the collection of 13 field duplicates. Although the majority of duplicates failed for gold based on $\pm 20\%$ failure limits, geochemical variability between parent and duplicate samples can be attributed to local variations in the geochemistry of the soil and duplicate material sometimes being sourced from a separate pit proximal to the parent sample location. QAQC carried out on rock samples was limited to one external certified reference material and one blank. The standard returned values well within failure limits for all of Au, Ag, Cu, Pb and Zn and the blank returned below detection values for both gold and silver.

Repeat samples and internal QAQC standards run by ALS met industry standard pass/fail rates.

The Author has completed two property visits to the SAM Property. The first was on September 11, 2018. On July 27, 2021 the Author completed a personal inspection of the SAM Property, accompanied by Charles Downie, P.Geo. VP Exploration and Director of Taiga. During the property visit, the Author located all of the drillcore from the Aur Resources 2000 drill program. Some soil sample locations from Taiga's 2018 program were located on the SAM Property and locations were confirmed by GPS.

The Author has no reason to believe that TerraLogic's detailed compilation of historic work and current exploration data does not represent the nature of the mineralization on the property. All work conducted for Taiga Gold Corp. by TerraLogic Exploration on the SAM property in 2018 and 2020 was under the direction of a Qualified Person and the quality of data and information produced from the efforts meet or

exceed acceptable industry standards. In the opinion of the Author, the available data that this technical report is based on is sufficient and adequate to support the recommendations in this technical report.

There have been no mineral resource estimates done on the SAM Property as of the date of the SAM Property Technical Report.

Results from both historic and current field programs at the SAM Property indicate the presence of widespread gold and base metal mineralization. The SAM Property hosts seven SMDI mineral occurrences consisting of both mesothermal gold and VMS style mineralization. 2018-2020 field programs by Taiga confirmed gold mineralization at a number of locations. Results from prospecting and mapping traverses at the Wolverine West, Wolverine North and Golden Bear showings include a grab sample at Wolverine North that returned 14420ppb Au. At the Wolverine West, analytical results confirmed historical channel sampling results, while grab samples from shear veins at the Golden Bear returned up to 1840ppb Au.

Soil sampling was found to be an effective tool in both defining historic mineralization trends and in locating new areas for further work. As well as confirming and extending the mineralization in the area of the SAM occurrence, two new areas southwest of the Wolf VMS occurrence and west of the Black Prince occurrence returned anomalous gold-in-soil soil results.

Whole rock lithochemical sampling was used to distinguish lithologies allowing the combination of valuable historical data with the current results.

The SAM Property hosts stratigraphy that is prospective for both mesothermal lode gold and VMS deposits and further work is recommended. The focus of future work should be to continue to define and extend known mineralization trends, to locate areas of new mineralization potential and to generate targets for diamond drilling.

A first phase of work to define drill targets is recommended that will include geochemical surveys, mapping and prospecting. The cost for this work is \$105,540.00.

Introduction

Taiga owns a 100% interest in the SAM Property, located 15 km west of Flin Flon, Manitoba. The SAM Property Technical Report was prepared at the request of the management of the Company for filing with the Exchange in connection with the SAM Property Option Agreement. Under the terms of the SAM Property Option Agreement, the Company may earn an undivided 60% interest in the SAM Property by making certain exploration expenditures and cash payments and issuing Common Shares. Under the terms of the SAM Property Option Agreement, the Company may earn its interest by making cash payments to Taiga totaling \$500,000, issuing to Taiga 1,000,000 Common Shares and completing \$4,000,000 in exploration expenditures on the SAM Property over a four-year period.

The purpose of the SAM Property Technical Report is to summarize salient features of the SAM Property and to provide recommendations for further exploration of the SAM Property, if warranted. The SAM Property Technical Report was prepared for the Company in accordance with standards laid out by National Instrument 43-101 and Form 43-101F1 (Standards of Disclosure for Mineral Projects). Headings follow those suggested in Form 43-101F1, and no disclosure is provided for inapplicable items. Sources of information include reports and data collected by Taiga and by TerraLogic, a geological consulting company contracted by Taiga to compile and review historical data, and to conduct exploration work on the SAM Property. Data reviewed also included publicly available geological maps and reports prepared by and for the Saskatchewan Geological Survey, and the Saskatchewan Ministry of Energy and Mines and historic reports prepared by consultants and/or data collected by predecessor companies that undertook exploration on the SAM Property and in the immediate area.

The Author visited the SAM Property twice. The most recent visit was on July 27, 2021 accompanied by Charles Downie, P,Geo., a Director and Officer of Taiga. During the property visit, the Author located all of the drillcore from the Aur Resources 2000 drill program. Some soil sample locations from Taiga Gold's

2018 program were located on the property and locations were confirmed by comparing geological maps provided by Taiga with GPS coordinates collected by the Author during his inspection. Select drillcore and local geology were also observed.

Prior to the effective date of the SAM Property Technical Report, the Author confirmed with both the Company and Taiga that the last work program completed on the SAM project was in June 2020.

Reliance on Other Experts

The Author has not relied on any other experts to complete the SAM Property Technical Report.

Project Description, Location, and Access

The SAM Property is located in the Northern Mining District of east-central Saskatchewan, 15 km west of Flin Flon, Manitoba, and 10 km north of Denare Beach, Saskatchewan (Figure 1). The claims, with a central point location of 686,982 m east and 6,071,016 m north (UTM Zone 13N, NAD 83), are located on the 1:50K NTS mapsheets 063L-09, 063L-16.

The SAM Property dispositions consist of seven MARS claims covering a total area of 1,004.5 hectares. The original six SAM Property claims were acquired by Eagle Plains Resources Ltd. in 2015 and 2017 and were later transferred to Taiga in April 2018 as part of a plan of arrangement. Taiga acquired an additional claim in 2020.

The claims are owned 100% by Taiga. The Company may earn an undivided 60% interest in the SAM Property by making certain exploration expenditures and cash payments and issuing Common Shares, pursuant to the SAM Property Option Agreement. Under terms of the SAM Property Option Agreement, the Company may earn its interest by making cash payments to Taiga totaling \$500,000, issuing to Taiga 1,000,000 Common Shares and completing \$4,000,000 in exploration expenditures on the SAM Property over a four-year period. See "*Description of the Business – SAM Property Option Agreement*" for payment details.

The SAM Property has no underlying royalties or agreements that predate the agreement with the Company.

In order to conduct ground work at the SAM Property, the operator must be registered with the Saskatchewan government and comply with the Saskatchewan Environment Exploration Guidelines and hold the appropriate Temporary Work Camp Permit, Forest Product Permit and Aquatic Habitat Protection Permit. The operator must also comply with the Federal Department of Fisheries and Oceans that administers its own Guidelines for the Mineral Exploration Industry. The environmental liabilities associated with the activities to date are consistent with low impact exploration activities. The mitigation measures associated with these impacts are accounted for within the current surface exploration permits and Crown authorizations.

Depending on the specifics of the field program, the Company will require a permit in order to complete the Phase 1 work recommendations in Section 18 of the SAM Property Technical Report. If Phase 2 work is undertaken, additional permitting will be required for an increased camp and mechanical disturbance related to drilling activity. Exploration permits are readily available from the relevant regulatory agencies and the Author of the SAM Property Technical Report does not anticipate any undue delay in obtaining any future permits, including delays related to First Nations consultation with respect to the SAM Property.

Exploration and mining in Saskatchewan are governed by the Mineral Tenure Registry Regulations, and administered by the Mines Branch of the Saskatchewan Ministry of the Economy. A mineral claim does not grant the holder the right to mine minerals except for exploration purposes. Subject to completing necessary expenditure requirements, mineral claims can be maintained for a maximum of twenty-one years. Beginning in the second year, and continuing to the tenth anniversary of staking a claim, the annual expenditure required to maintain claim ownership is \$15 per hectare. In order to mine minerals, the mineral claim must

be converted to a mineral lease by applying to the mining recorder. Surface rights for mining operations are Crown owned and require a surface lease from the Province of Saskatchewan. A surface lease is issued for a maximum of 33 years, and may be extended as required. The Author of the SAM Property Technical Report is not aware of any significant factors or risks that would affect a company from obtaining either legal access to the SAM Property or a surface lease from the Province of Saskatchewan.

The 2018 and 2020 SAM Property field programs were carried out under a Grassroots Exploration Permits issued by the Saskatchewan Ministry of Environment, Fish, Wildlife and Lands Branch. As part of the permitting process and as an ongoing component of community and First Nations engagement by Taiga, notification letters soliciting comments on the permit application and notices of the start of the program were sent out to the PBCN Band Council in Denare Beach, as well as the PBCN Lands Manager.

The HabiSask website <http://www.biodiversity.sk.ca/HABISask.htm> indicates that there are no known S1 or S2 rated rare or endangered species within the tenured areas of interest.

The Author is not aware of any other significant factors or risks that may affect access, title, or the right or ability to perform work on the SAM Property.

Figure 1: Property Location Map

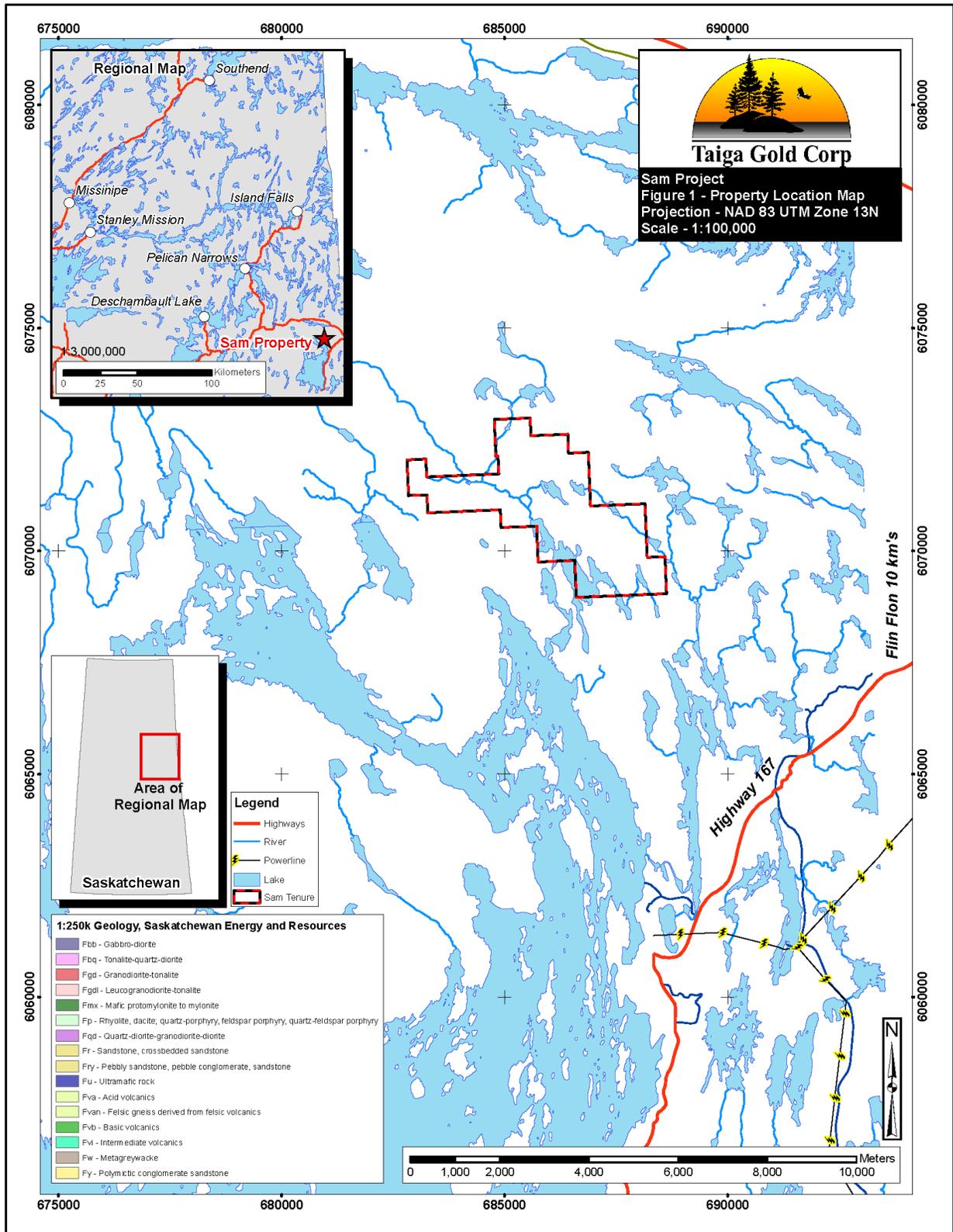


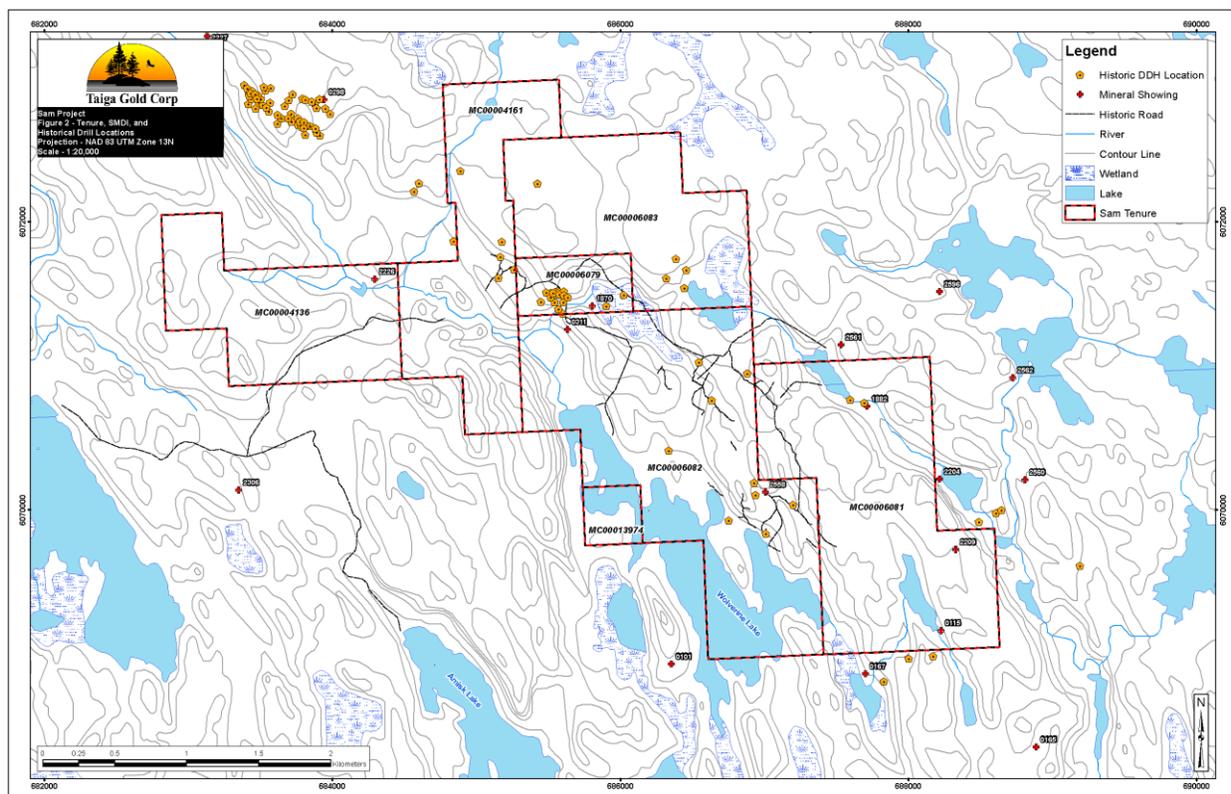
Table 1: Property Mineral Tenure Summary

Disposition #	Type	Status	Holder(s)	Area (ha)	Issuance Date	Review Date	Work Required	Available Expenditures
MC00006081	Mineral Claim	Active	Taiga 100%	232.37	July 24, 2017	July 24, 2021	\$3,485.55	\$28,822.97
MC00006082	Mineral Claim	Active	Taiga 100%	295.212	July 24, 2017	July 24, 2021	\$4,428.18	\$26,982.85
MC00006083	Mineral Claim	Active	Taiga 100%	150.248	July 24, 2017	July 24, 2021	\$2,253.72	\$13,522.32
MC00013974	Mineral Claim	Active	Taiga 100%	16.133	June 17, 2020	June 17, 2021	\$0.00	\$0.00
MC00006079	Mineral Claim	Active	Taiga 100%	32.224	July 24, 2017	July 24, 2021	\$483.36	\$4,564.20
MC00004136	Mineral Claim	Active	Taiga 100%	130.517	September 14, 2015	September 14, 2020	\$1,957.76	\$11,539.75
MC00004161	Mineral Claim	Active	Taiga 100%	147.798	October 6, 2015	October 6, 2020	\$2,216.97	\$11,903.71

TOTAL: 1004.5

Tenure information is current and taken from the MARS system on July 30, 2021. Under the MARS Tenure System excess work credits are granted on an annual basis on the anniversary date of the claims. Due to the COVID-19 pandemic, the Saskatchewan government has granted extensions on all mineral tenures in the province and the earliest lapse date of the SAM Property claims would be MC00013974 July 17, 2022

Figure 2: Tenure, SMDI, and Historical Drill Locations



Accessibility

The project can be reached by boat from Denare Beach to the north end of Comeback Bay on Amisk Lake where there are various drill roads that can be used to access the SAM Property. There is also a portage from Amisk Lake that can be used to access Wolverine Lake which straddles the southwestern claims. From Wolverine Lake, access to most of the SAM Property can be achieved by boat. Wolverine Lake can also be accessed with a plane on floats in the summer and on skis during the winter. A winter road can be taken by truck or snowmobile from Denare Beach.

Infrastructure and Local Resources

Topography consists of moderate relief with low lying areas dominated by swamps which drain into Wolverine Lake. Vegetation is dominated by spruce, willows and moss in low-lying poorly drained areas and pine and poplar in higher areas. No forest fires have been through the area for some time and the forest is quite mature. Outcrop exposure along ridges is often greater than 50%.

The SAM Property is within the Churchill River Upland ecoregion, which is marked by cool summers and very cold winters. The climate is sub-arctic with warm summers and cold winters. The mean annual temperature is approximately -2.5°C . The mean summer temperature is 12.5°C and the mean winter temperature is -18.5°C . During the period of freeze up, from December to April, accessibility in the area is enhanced by frozen muskeg and lakes. Break-up typically begins in April and ends approximately mid to late May. Work such as geological mapping, prospecting and certain geochemical sampling are only feasible when there is no snow cover, typically between late May to October; other operations such as geophysical surveys and diamond drilling can be completed during the freeze-up period stated above.

The southernmost property boundary is located 4.8 km from Saskatchewan Provincial Highway 167. Water for any kind of operation is abundant on the SAM Property and hydroelectric power could be accessed from

the hydro grid which parallels Highway 167. The SAM Property is located on Crown Land and there are sufficient surface rights to carry out the recommendations in the SAM Property Technical Report and to support any size of mining operation.

There is long history of mineral exploration in the SAM Property area with a local work force based out of Flin Flon, Manitoba and Denare Beach Saskatchewan that are trained in early-stage mineral exploration including prospecting, soil sampling and line cutting.

Title and Interest

The nature and extent of the Company's interest in the SAM Property, including the terms of royalties and other agreements, is discussed in "*The SAM Property – SAM Property Option Agreement*".

History

Byers and Dahlstrom (1954) completed mapping at a 1:63360 scale and a review of the mineral deposits in the Amisk-Wildnest Lakes Area (63L09, 63L16 NTS 50K maps). In 1959 Beck completed a review of the non-radioactive bearing mineral occurrences in the province of Saskatchewan (63L09 and 63L16 NTS 50k Map sheets). McDougall (1979) completed geological mapping at 1:20000 scale in the Amisk Lake area covering parts of the NTS map sheets 63K and 63L as part of the Flin Flon Base Metals project. In 1982, as part of a Gold Metallogenic Studies Program in the Flin Flon Belt, detailed mapping was undertaken at five gold occurrences in the Amisk Lake East Area: Robinson Creek, Mitchell, Sye, Amisk Syndicate and Mosher Lake (Pearson, 1982). Henderson and Campbell (1992) completed surficial geology mapping and systematic till sampling in the Annabel Lake-Amish Lake area covering NTS Areas 63L09 and 63L16. In 1993, Slimmon completed 1:12500 scale mapping around Comeback Bay area, covering NTS map sheets 63L09 and 63L16. A 1:250000 compilation map was completed by Macdonald and Leclair in 1994 covering the Amisk Lake NTS sheet (NTS 63L). In 1996, Syme, Bailes and Lucas produced an overview of the tectonic assembly of the Flin Flon Belt and the setting of VMS deposits in the area. In 1998, Syme et al., produced a 1:100000 compilation map of the Flin Flon Belt as part of the NATMAP program in collaboration between the Manitoba Geological Services Branch, the Saskatchewan Geological Survey and the Geological Survey of Canada. In 2010, Morelli completed a 1:200000 scale compilation map of the geology of the Flin Flon and Eastern Glennie Domains (parts of NTS 63L and 63K).

In 1985, airborne magnetic and very low frequency electromagnetic (VLF-EM) surveys were completed at 300 m line spacing over the Flin Flon area. In 1993, radiometric, VLF-EM and magnetic surveys were flown at a 500 m spacing over the Hanson Lake area, including the SAM Tenure.

There are a total of 26 assessment reports for work done within the SAM Tenure (Table 2). Some of the reports include work done outside of the current tenure boundaries.

Table 2: Summary of Historic Assessment Work

File Number	Area	Year	Company	Work Completed
63L09-0020	Wolverine-Mosher Lakes	1952	Hudson Bay Exploration and Development	Ground EM survey, 33 ddhs were completed, 21 reported
63L09-0003	Denare Beach-Amisk Lake	1955-1956	Hudson Bay Exploration and Development	10 ddh (assay Ag, Cu, Zn), Ground EM surveys

File Number	Area	Year	Company	Work Completed
63L09-0173	Mosher-Wolverine Lakes	1970	Semiahoo Petro-Mines	Ground Horizontal Loop EM Surveying, Geological Mapping
63L09-0229	Wolverine-Mosher Lakes	1978-1979	Granges Exploration Aktiebolag	Ground EM surveying on three grids (A-8, -9, -10), 3 ddh records (Sam-35-37)
63L16-0080	Wolverine Lake	1980-1981	Granges Exploration Aktiebolag	17 ddhs (SAM68-80 to 82-80 and 100-81 to 103-81)
63L09-0256	Wolverine Lake	1981	Granges Exploration Aktiebolag	Establishment of Grid A-27, HLEM, ddh Sam-101-81, Assays Au, Ag, Zn, Ni
63L16-0086	Robinson Creek-Wolverine Lake	1983	Granges Exploration Aktiebolag (JV SMDC)	Ground EM and magnetic surveys
63L16-0088	Robinson Creek-Wolverine Lake	1983	Granges Exploration Aktiebolag (JV SMDC)	Detail geological mapping, rock and soil sampling
63L16-0089	Robinson Creek-Wolverine Lake	1984	Granges Exploration Aktiebolag (JV SMDC)	Gradient Array Ground IP survey, 3 ddhs (WG4-1 to 3)
63L09-0322	Wolverine Lake	1984-1985	Granges Exploration Aktiebolag	Ground VLF-EM, geochemical surveys (humus, soil, rock, assay Au (sludge, humus), Au, Ag, As, Cu, Pb, Zn, Mo, Cd, Bi, Sb (soil)), 4 ddh (Sam-118-121, grid A-10; assay Au, Ag)
63L09-0306	Magdalen-Wolverine Lakes and Denare Beach	1985	SMDC	Geological mapping, sampling/trenching at Konuto N and Wolverine E, Au assay
63L16-0106	Wolverine Lake	1985	SMDC	3 ddhs (WG5-1, to 3) biogeochemical sampling
63L09-0333	Magdalen-Wolverine Lakes	1986	SMDC	Recce geological mapping and prospecting., Au, Ag, Mo, Cu, Pb, Zn, Ni, Co, As, Sb, W assay
63L16-0125	Wolverine Lake	1986	Granges Exploration Aktiebolag (JV Cameco)	Geological mapping and lithogeochemical sampling
63L09-0363	Magdalen-Wolverine Lakes	1987	Cameco	Ground VLF-EM and magnetic-gradiometer surveys over 5-87, 6-87 and Mitchell grids

File Number	Area	Year	Company	Work Completed
63L16-0134	Robinson Creek-Magdalen Lake	1987	Cameco (operator)/Granges Exploration Aktiebolag (JV)	Ground magnetic and gradiometer surveys
63L16-0135	Robinson Creek-Magdalen Lake	1987	Cameco (operator)/Granges Exploration Aktiebolag (JV)	Geological Mapping, Prospecting and Rock sampling
63L16-0136	Wolverine Lake	1988	Granges Exploration Aktiebolag (JV Cameco)	Prospecting and Rock Sampling, stripping and trenching of the Wolverine West and North Au showings, petrography
63L16-0139	Alder-Magdalen Lake	1989	Cameco	Geological mapping, prospecting, soil sampling, ground magnetics
63L16-0138	Wolverine Lake	1989	Granges Exploration Aktiebolag (JV Cameco)	Geological mapping, prospecting, rock and soil and bulk till sampling; channel and soil sample Wolverine West and North Au showings; Ground magnetics and IP/Resistivity surveys
63L09-0374	Wolverine Lake	1990	Granges Exploration Aktiebolag	Detail geological mapping, prospecting, stripping, trenching and sampling the bear Shear Gold zone
63L09-0430	Wolverine Lake	1998	Claude Resources	Ground VLF-EM and magnetic surveys
63L09-0440	Wolverine Lake	1999	Claude Resources	Geological mapping, prospecting
63L09-0442	Wolverine Lake	2000	Aur Resources Inc.	Ground HLEM and magnetic surveys
63L16-0171	Wolverine Lake	2000	Aur Resources Inc., JV Thundermain Resources, Cameco	5 ddh (WV-00-01-05) and BHEM, prospecting, geological mapping, rock and soil sampling
63L09-0468	Amisk Lake	2011	St. Eugene Mining	Heli-borne Versatile Time Domain EM (VTEM) and Horizontal Magnetic Gradiometer Survey

In 1952, Hudson Bay Exploration and Development Co. Ltd. completed ground electromagnetic surveying on its Tea, Star and Rex claims, with some of the historical Tea claims lying within the SAM Tenure. Geophysical surveying was followed up with 33 drills holes, 21 of which were reported for a total of 6770.5 ft. Holes Tea-1, 2, 3, 5, 6, and 8 were reported and drilled within the SAM Tenure. From 297.8-288.1 ft Tea-

5 assayed 0.31 g/t Au, 7.13 g/t Ag and 0.92% Cu associated with pyrite and chalcopyrite mineralization (AR 63L09-0020).

In 1970-1971, Semiahoo Petro-Mines Ltd. cut 14.0 miles of grid and completed 12.3 miles of ground horizontal loop EM (HLEM) surveying and geological mapping on their Mosher Lake property located within claim block CBS 2131 and partially covering the SAM Tenure. HLEM surveying identified numerous conductive trends that correlate with areas of sulphide mineralization. Geological mapping concluded that rock types and structural trends in the study area were similar to those observed at the Birch Lake and Flexar VMS mines located to the southeast (AR 63L09-0173).

From 1978-1979, Granges Exploration AB. cut 7.7 line miles establishing grids A-9 and A-10 on claim block 3084. A total of 5.97 miles of ground HLEM surveying was completed on grids A-9 and A-10. Conductors were drill tested with holes Sam-35-79 to Sam-37-79 for a total of 597 ft of drilling. Sam-37-79 discovered the SAM VMS deposit on Grid A-10 intersecting four discrete mineralized zones with the best grades from 31-44.5 ft (0.6 g/t Au, 0.69 g/t Ag, 0.17 % Cu and 0.08 % Zn; 147.5-153.0 ft (0.11 g/t Au, 0.87 g/t Ag, 1.07 % Cu and 0.01 % Zn). The mineralized zones were associated with pyrrhotite, pyrite and varying levels of chalcopyrite mineralization hosted within schistose light green andesite (AR 63L09-0229).

In 1980 and 1981, Granges Exploration AB. completed 17 drill holes over 7565.2 ft (Sam-68-80 to Sam-82-80 and Sam-100-81 to Sam103-81) to follow-up on the SAM Property VMS discovery. All of the holes except Sam-75-80, -78-80, 79-80, 102-81 and 103-81 were host to significant VMS mineralization. Some highlights include: Sam-68-80 with 2.65 g/t Au, 2.41 g/t Ag, 3.26% Cu and 18% Zn from 147.6-154.7 ft. Hole Sam-72-80 had three intervals with the highest-grade gold: 0.15 g/t Au, 1.4 g/t Ag, 2.59% Cu, and 0.01% Zn from 66-75.5 ft, 0.12 g/t Au, 0.66 g/t Ag, 1.78% Cu and 0.02% Zn from 89.1-97.5 ft and 1.85 g/t Au, 3.97 g/t Ag and 5.52% Cu and 0.33% Zn from 227.8-238.1 ft (AR 63L16-0080).

In 1981, Granges Exploration AB. cut 11.6 line km to establish Grid A-27 and completed 9.0 km of HLEM surveying on claim block CBS-3134 identifying a few conductive trends. A total of 41.7 m of drilling was completed on hole Sam-101-81 testing one of the conductive trends. This hole intersected disseminated-massive pyrrhotite and pyrite mineralization with two anomalous assays: 0.02% Cu, 0.02% Zn from 25.9-28.49 m and 1.15 g/t Au from 33.37-34.29 m (AR 63L09-0256).

In 1983, the Granges Exploration AB.-SMDC joint venture completed 14.0 km of line cutting to establish Grid 3-83 on claim block 3206, northwest of Wolverine Lake and over Robinson Creek on the northwestern portion of the SAM Tenure. A total of 12.5 km of ground proton magnetometer and VLF-EM surveying were then completed on Grid 3-83. The surveying delineated a northwest-southeast trending magnetic high with a coincident conductor that may represent the contact between Missi metasediments and Amisk Group volcanics (AR 63L16-0086).

Geological mapping at the 1:2500 scale, soil sampling (200) and rock outcrop sampling (37) were completed on Grid 3-83 by the Granges-SMDC JV. Geological mapping established that the Missi-Amisk contact observed to the northeast at the Robinson Creek Au showing is present within the claim block. One sample from a 10 cm wide quartz stringer within a mineralized shear returned 2.11 g/t Au. Soil geochemistry revealed 5 anomalous zones with Au concentrations as high as 200 ppb (AR 63L16-0088).

In 1984, 11.6 km of gradient array ground IP surveying was completed over Grid 3-83 by the Granges-SMDC JV. The IP surveying delineated 4 chargeability anomalies that trend parallel to the Mosher Lake Shear Zone. Three drill holes, for a total of 247 m were completed to test chargeability anomaly A. Each of the drill holes intersected basaltic rocks with zones of quartz, quartz-ankerite and ankerite veins mineralized with disseminated pyrite, pyrrhotite, arsenopyrite, chalcopyrite and magnetite. Hole WG4-2 had two significant intersections of 2.70 g/t Au from 26.10-27.07 m and 1.09 g/t Au from 54.67-55.50 m (AR 63L16-0089).

In 1985, SMDC completed three additional drill holes (WG5 -1 to WG5-3) targeting untested IP chargeability anomalies on Grid 3-83 for a total of 1017 ft. Hole WG5-1 intersected quartz-ankerite veining with

arsenopyrite with 9 ft of 0.775 g/t Au including 3 ft at 1.71 g/t. Gold mineralization was also present from 89-91 ft with an assay of 1.71 g/t (AR 63L16-0106).

In 1986, reconnaissance geological mapping and lithogeochemical sampling (20 samples) partially covered claim block 3206. The lithogeochemical sampling identified two low level (30-55 ppb) Au anomalies that are supported by base metal enrichment on the northwest edge of the SAM Tenure south of Robinson Creek (AR 63L16-0125).

From 1984-1985, Granges Exploration collected 68 humus samples, rock samples, 978 B horizon soil samples and completed 36.4 km of ground VLF-EM surveying on Grid A-10 within claim block 3084. Follow-up rock sampling returned maximum Au and Ag assay of 1.1 g/t and 1.14 g/t respectively. Four drill holes were completed for a total of 257.5 m (Sam-118-85 to Sam-121-85). The best assay from 107.5-107.8 ft ran 25.5 g/t Ag, 0.985% Cu and 0.28% Zn hosted within a section associated with 10-15% carbonate-pyrite mineralization (AR 63L09-0322).

In 1985, SMDC completed 1:10000 scale geological mapping and collected 301 rock samples on their Denare Beach Project within which claim block 7370 falls on the eastern side of the SAM Tenure. Prospecting and mapping on claim block 7370 discovered a northwest trending cherty-quartz bearing shear zone in basalt 1300 m east of Wolverine Lake which assayed up to 1.81 g/t Au (Wolverine Lake East Showing, SMDI 2204). Subsequent rock chip samples over ~150 m of strike gave a maximum assay of 0.28 g/t Au. (AR 63L09-0306).

In 1985, SMDC completed 1:10000 scale reconnaissance geological mapping and collected 847 rock samples for multi-element geochemical analysis on their Magdalen Lake project, which includes claim block 7370 that covers the eastern portion of the SAM Tenure. Lithogeochemical sampling within the SAM Tenure identified three areas east of Wolverine Lake are host to anomalous Cu concentrations (AR 63L09-0333).

In 1987, Cameco completed 22.85 km of line cutting to establish Grid 6-87 on claim block 7370 east of Wolverine Lake. A total of 22.85 km of magnetic gradiometer ground geophysical surveying was completed on Grid 6-87. Ground magnetic highs on Grid 6-87 correlated well with the Black Prince sulphide showing and HLEM conductor axes previously defined by Granges Exploration Ab (AR 63L09-0363).

In 1987, the Cameco-Granges JV completed 54.9 km of line cutting to establish Grid 5-87 on claim block 3206 that covers the northwestern edge of the SAM Tenure. The line cutting was followed up with 54.9 km of ground magnetic gradiometer surveying (AR 63L16-0134). Geological mapping (1:2500), prospecting and lithogeochemical sampling was completed on Grid 5-87. Collection of 462 lithogeochemical samples delineated two long (~1.6 km) sub parallel northwesterly trending Au-Cu-Co anomalies on the northwestern part of the SAM Tenure (AR 63L09-0135).

In 1988, the Cameco-Granges JV completed follow-up prospecting of the two geochemically anomalous belts on Grid 5-87. The prospecting discovered the Wolverine West and North showings with each returning maximum Au assays of 24.61 g/t and 4.28 g/t respectively (SMDI 2226). The new prospects were stripped of overburden and channel sampled with Wolverine West returning Au assays between 0.12-24.61 g/t and Wolverine North returning assays from 0.06-4.28 g/t Au (AR 63L16-0136).

Further channel sampling at the Wolverine West showing was completed in 1989, with the best assay returning 3.1 g/t over 0.7 m. Further prospecting on Grid 5-87 found two samples with Au assays of 0.62 g/t and 0.34 g/t (AR 63L16-0138). During 1989 Grid 1-89 was established north of the SAM Tenure and extensive geological mapping, ground magnetics and lithogeochemical sampling were completed (AR 63L16-0138, 63L16-0139).

In 1990, Granges Exploration AB. completed trenching and channel sampling collecting 134 samples in two areas on Grid A-10 within claim block 3206: the Gold Bear Shear zone and to follow-up on Cu-Zn-Pb humus anomalies. The best results from Dingo-Dingue quartz-tourmaline vein within the Gold Bear Shear Zone yielded 10.71 g/t over 1.54 m (63L09-0374).

In 1998, Claude Resources completed 39.93 km of line cutting, 36.03 km of VLF-EM and ground magnetic surveying east of Wolverine Lake on claim blocks 3800, 3801, and 3804. Two of the conductive trends identified appear coincident with known mineralized occurrences (SMDIs 1882 and 2204) (AR 63L09-0430).

In 1999, Claude Resources undertook geological mapping at the 1:4000 scale and lithochemical sampling (10 samples) on claim blocks 3800, 3801 and 3804. Mapping and rock characterization concluded that the area was not favourable for further exploration as no major quartz veins, shear zones or broad scale hydrothermal alteration was observed (AR 63L09-0440).

In 2000 Aur Resources completed 35.60 km of line cutting, 30.10 km of HLEM survey and 29.65 km of proton precession magnetometer surveying, establishing grid WOL 1 on claim blocks 3206 and part of 3084. The conductive trends identified by the EM survey generally correlate with areas of moderate to high magnetism suggesting that these conductors may be related to pyrrhotite bearing sulphide bodies at depth (AR 63L09-0442).

Following the ground geophysical surveying Aur Resources completed a program of geological mapping, prospecting, lithochemical and soil sampling ultimately culminating in a 5-hole drill program. A total of 58 soils were collected for enzyme leach digestion delineating geochemical anomalies that appeared related to the SAM VMS Deposit and the Trail Zone conductor. In conjunction with 1:2000 scale mapping 251 rock samples were collected for whole rock lithochemical characterization. The lithochemical sampling was useful to define an important stratigraphic break between a mafic flow dominated sequence and a mafic volcanoclastic sequence that is host to the SAM Property zone.

Five diamond drill holes (WV-00-01 to WV-00-05) for a total of 1398.76 m of drilling were completed on various HLEM/SpectrEM conductors. Each hole was surveyed with a down hole pulse-EM system. Hole WV-00-02 tested the Trail Zone conductor at the -200 m level. Two significant zones of semi-massive sulphide (pyrrhotite) were intersected within volcanoclastics. The first zone graded 0.20 % Cu, 0.01% Zn, 0.2 g/t Ag, and 0.04 g/t Au over 2.09 m. Hole WV-00-04 tested the interpreted down-plunge extension of the SAM Property zone. Several weakly conductive zones composed of stringer-semi-massive pyrrhotite-pyrite-chalcopyrite-sphalerite mineralization were intersected in amygdaloidal mafic flows. Assay highlights include 0.16 m of 1.22% Cu, 0.06 % Zn, 1.61 g/t Au, 3.2 g/t Ag, 2.54 m of 0.59% Cu, 0.01% Zn, 0.06 g/t Au and 0.3 g/t Ag. (63L16-0171).

The last work on the SAM Property before it was acquired by Taiga was in 2011, when St. Eugene Mining flew 1584.5 km of heliborne VTEM and magnetic gradiometer survey over an area covering 143 km² including all of the SAM Tenure. Traverse lines were flown on a 100 m spacing oriented northwest at 340° with tie lines flown at a 1000 m spacing oriented southwest at 250°. The sulphide occurrences drilled to date on the SAM Property generally correlate well with moderate-strong Total Magnetic Intensity magnetic highs and TauSF conductive bright spots (63L09-0468).

Some of the information in the above section is taken from the Saskatchewan Mineral Deposit Index (SMDI) files, a public geoscience reference data base maintained by the Government of Saskatchewan. The Author has not been able to verify the information that has been provided with respect to any of the deposits described herein.

Geological Setting, Mineralization, and Deposit Types

Regional and Local Geology

The SAM Property is located in the Flin Flon Belt, a relatively low metamorphic grade component of the Early Proterozoic Trans-Hudson Orogeny. It is bounded to the north by a transitional boundary into the high-grade gneisses of the Kiseynew Domain and is overlain to the south by flat lying Paleozoic limestones. The Flin Flon Belt is subdivided into the Hanson Lake Block, The Fourmile Island assemblage, Snow Lake assemblage, Wekusko assemblage and the Amisk Collage, which is where the SAM Tenure lies. These tectonostratigraphic assemblages are separated by major faults or intervening turbidites, felsic

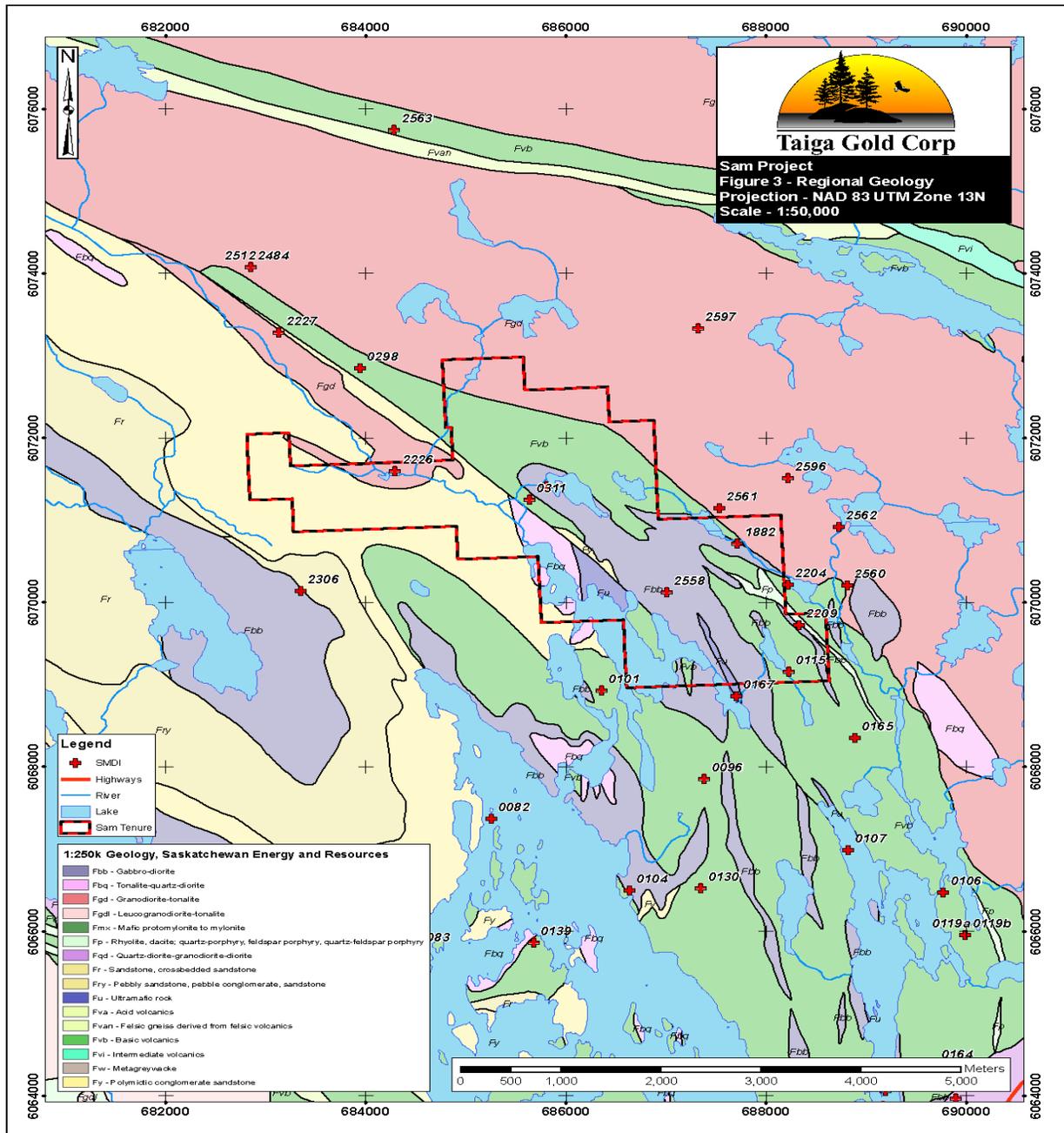
intrusions and older basement assemblages. The Amisk Collage can further be subdivided into the West Amisk, Birch Lake, Sandy Bay and Flin Flon assemblages (Syme et al., 1996). The SAM Tenure is dominated by Amisk Collage rocks comprised primarily of volcanics, which are unconformably overlain by sediments of the Missi Group. In turn, intrusions of granitic to ultramafic composition were emplaced within the Amisk and Missi Group rocks (Figure 3)(Slimmon, 1993).

The Amisk Collage forms a major greenstone belt which hosts the majority of the base metal deposits in the Flin Flon – Snow Lake areas as well as some gold deposits. The Amisk Collage is composed of subaerial to subaqueous mafic to rhyolitic lavas, fragmental and locally derived volcaniclastic rocks. The Missi Group consists of clastic sediments that unconformably overlie the Amisk Group. The clastic sediments range from coarse, polymictic conglomerates to arenite/wackes and feldspar crystal tuffs/porphyries (Slimmon, 1993).

The area is deformed by polyphase folding and faulting with two major deformation events (D1 and D2) recognized. D1 is defined by tight, isoclinal folds, and strong S1 development parallel to original bedding. D2 refolded the S1 fabric on north to northwest trending axes and exhibits an axial planar S2 fabric (Slimmon, 1993). Abundant shearing and faulting have taken place with late northwest to north-northeast trending fault sets delineated by topographic features that probably represent older reactivated structures. Due to a high level of deformation, recognition of lineaments related to early faults is quite difficult with the exception of the Mosher Lake Shear Zone (Slimmon, 1993).

Metamorphic grade is greenschist facies and locally fine sedimentary and volcanic structures are preserved.

Figure 3: Regional Geology



Property Geology

The project is underlain by northwest trending, southwest dipping belts of differing lithological units. From the northeast edge to the southwest edge of the project these units include: the felsic Reynard Lake Plutonic Complex, mafic flows and mafic volcanoclastics of the Birch Lake assemblage, the Mosher Lake Shear zone between the Birch Lake assemblage to the northeast and ultramafic intrusions, mafic volcanics of the Sandy Bay assemblage, and the Missi Group sediments to the southwest (Figures 3 and 4). All rock types in the

area have been cut by numerous generations of felsic-mafic intrusions (Slimmon, 1993, Syme et al., 1996).

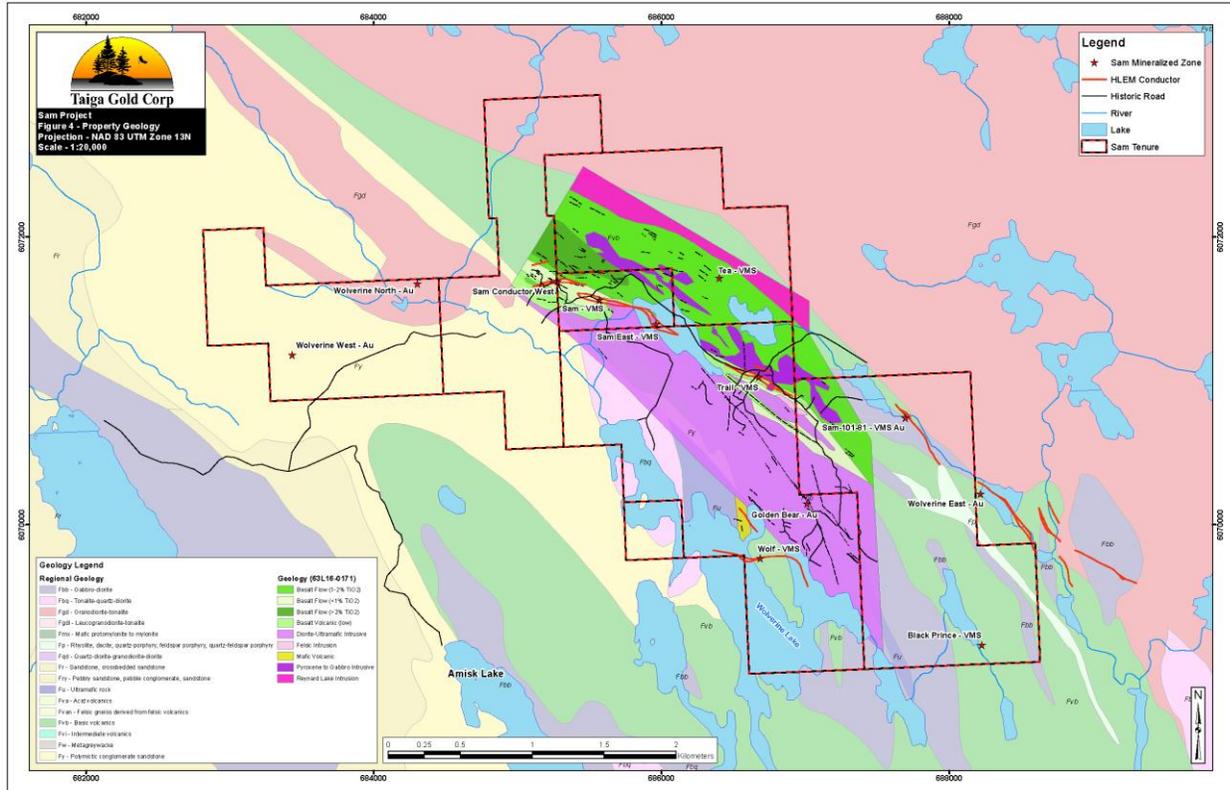
Three different types of basalt have been identified in the SAM Tenure primarily based on their TiO₂ & Zr contents. Basalts with high (>2% TiO₂ and >133 ppm Zr) and moderate TiO₂ (1-2% TiO₂ and 50-120 ppm Zr) occur southwest of the Reynard Lake Intrusion and northeast of the Sam East, Sam West, and Trail conductors (Figure 3). These basalts are aphanitic-fine grained flows or intrusions, massive to locally pillowed, intercalated with autoclastic fragments and are sometimes sheared and host to pyroxene. Low basalts (<1% TiO₂, <50 ppm Zr) occur south of the high and moderate basalts and north of an important stratigraphic break between massive flows to the north and volcanoclastic rocks to the south. This basalt is aphanitic-fine grained, is often sheared and locally contains quartz +/- calcite filled amygdules (AR 63L16-0171).

Mafic volcanoclastics and heterolithic debris flows occur immediately south of the low TiO₂ and Zr basalts. The mafic volcanoclastics are often foliated, chloritic and contain sand-cobble sized mafic fragments. Heterolithic mafic debris flow is typically intercalated in gradational contact with the volcanoclastics. Debris sizes range from lapilli to 0.3-1.0 m blocks composed of aphyric mafics, pyroxene-feldspar porphyry to quartz porphyritic felsic fragments supported in a strongly chloritized fine-coarse grained matrix. Up to 5% magnetite is present within the mafic volcanics and heterolithic units (AR 63L16-0171).

Southwest of the basalts there is a large volume of green, equigranular, fine to medium grained pyroxene and plagioclase bearing gabbro that may locally host up to 5% magnetite (Figure 3). The texture is predominantly massive with foliation developed along shear zones, some of which may be silicified and mineralized with pyrite, arsenopyrite, sphalerite and chalcopyrite. Equigranular to pyroxene porphyritic gabbro sills occur within the basalts and south of the Mosher Lake Shear Zone. Ultramafic intrusives occur along the southwestern margin of the gabbro at the Mosher Lake Shear zone (Slimmon, 1993, AR 63L16-0171).

The Missi Group sediments unconformably overlie the Sandy Bay and Birch Lake assemblages on the southwestern side of the project (Figure 4). The sediments are dominated by conglomerates with local beds of arkose, pebbly arkose and feldspar-phyric crystal tuff. Near the unconformity, sediments are more chloritic and greywackes and conglomerates dominate (AR 63L16-0138).

Figure 4: Property Geology



Mineralization

Within the SAM tenure there are seven historical showings reported by the Saskatchewan Mineral Deposit Index (SMDI) (Figure 2, Table 3).

Table 3: Property SMDI Occurrences

SMDI	NAME	CMDTY	CMDTY TYPE	LOC TYPE	DEP CLASS		
0115	Black Prince Showing, Border Zone Au Showing (Intrusion Associated Shear Hosted Au: Sub-alkaline)	Cu-Au	Cu	Base Metal	Outcrop grab	Volcanic-Associated Sulphide: Mafic	Massive
0311	SAM Cu-Zn Zone or SAM East Cu-Zn Zone, SAM West Cu -Zn Zone, and SAMCu-Zn Deposit; TRAIL Cu Zone	Cu	Cu	Base Metal	Drill hole	Volcanic-Associated Sulphide: Mafic	Massive
1870	Drill hole SAM-37-79	Cu-Au	Cu-Au	Base Metal	Drill hole	Volcanic-Associated Sulphide: Mafic	Massive

1882	Drill hole SAM-101-81		Cu-Au		Base Metal	Drill hole	Volcanic-Associated Sulphide: Mafic	Massive
2209	Samples DB5T-62 and DB5T-63		Au		Gold	Outcrop grab	Structurally-Controlled Mesothermal Lode Gold	
2226	Wolverine Showing or Anomalies	North Grid 3-83 Showing, West	Au Au		Gold	Outcrop grab	Structurally-Controlled Mesothermal Lode Gold	
2558	Golden Bear Au Showing or Dingo-Dingue Vein Au Showing	Shear Zone	Au		Gold	Outcrop grab	Structurally-Controlled Mesothermal Lode Gold	

The Black Prince Cu-Au showing (SMDI 0115) is a northwest striking and southwest dipping zone of sulphide mineralization hosted within shear zones separating pillowed and massive andesites to the northeast and basic pyroclastics to the southwest. The zone is primarily comprised of disseminated sulphides with minor chalcopyrite within a silicified matrix and massive sulphide zones up to a metre thick host to predominantly pyrrhotite and pyrite mineralization.

The SAM Zone (SMDI 0311) is a VMS deposit located 500 m north of Wolverine Lake. The SAM Zone is intimately related to the stratigraphic break between a flow dominated mafic sequence and a mafic volcanoclastic sequence (Figure 4). The mineralization is defined as Konuto Lake type and occurs as local disseminations and stringers over tenths of feet to tens of feet of pyrite-pyrrhotite, and chalcopyrite. The SAM Cu-Zn Zone occurs in sub-zones A-1 to A-6 as disseminated, stringer and massive sulphide chalcopyrite-pyrite-pyrrhotite bearing mineralization. The deposit has a defined strike length of 200 m, a width of up to 50 m and has been traced to a depth of 200 m below which it is Golden Bear Shear Zone open. Deposit scale alteration is defined by Fe enrichment in the form of magnetite and Fe-chlorite and feldspar related Na and Ca depletion (63L16-0171). Geophysical and drilling evidence suggest that the SAM Zone extends to the northwest and southeast (63L16-0171). Gold grades vary with the highest gold grades associated with sections that contain significant sphalerite.

SMDI 1882 is a VMS associated gold showing discovered with drill hole Sam-101-81 located ~2.2 km southeast of the SAM VMS deposit (Figure 4). The hole intersected andesite with rare bands of quartz porphyry and amphibolite. The hole cut 1.15 g/t Au and 0.5 g/t Ag from 33.37-34.29 m in silicified andesite with minor chlorite and disseminated pyrrhotite mineralization.

SMDI 2209 is a mesothermal gold showing located 1.3 km east of Wolverine Lake and ~450 m south of the Wolverine Lake East Au showing. Two outcrop samples were collected from a diorite plug that intruded aphanitic-fine grained massive greenish-grey basalt that assayed 0.47 and 0.78 g/t Au respectively (Figure 4).

SMDI 2226 represents two outcrop hosted mesothermal gold showings, Wolverine North and West, and gold mineralization discovered over two drilling campaigns on Grid 3-83 established by a Granges Exploration Ab-SMDC joint venture (Figure 4). The Wolverine North Showing consists of northern and southern zones of 1.0-1.5 m wide S- and M-folded quartz-feldspar-ankerite-pyrite +/- arsenopyrite hosted within arkose with vein proximal chlorite-carbonate-feldspar alteration. Assays as high as 4.28 g/t Au are reported for samples collected from 5-20 cm wide quartz-ankerite-sericite stringer veins. The Wolverine West Showing located ~1 km west of the Wolverine North Showing consists of Z-folded conglomerate with 20-40% quartz-albite-pyrite-chlorite-ankerite. Sheared conglomerates at the showing exhibit up to 7% pyrite, 3% arsenopyrite and 1-2% disseminated chalcopyrite. Channel sampling as wide as 1.0 m returned

assays of up to 24.61 g/t Au with many samples reporting >3.1 g/t Au. IP-Resistivity surveying was completed over Grid 3-83.

SMDI 2558 represents the Golden Bear Shear Zone, host to the Dingo-Dingue Vein located 200 m east of Wolverine Lake on the southern portion of the SAM Tenure (Figure 4). The Golden Bear Shear Zone is 15-20 m wide, north striking, steeply west dipping and is host to mylonitic chlorite schists (hanging wall and foot wall) and hematized sericite-quartz-carbonate +/- fuchsite schist in the center of the shear. Quartz-tourmaline-carbonate veining is common throughout the shear. Gold, minor pyrite, pyrrhotite, and hematite are disseminated within quartz veins. Channel sampling of the 12 m long and 1.0 m wide Dingo-Dingue vein returned gold assays from 0.93-10.23 g/t with the best result being 9.61 g/t over 1.55 m.

Figure 5: Geophysical Compilation

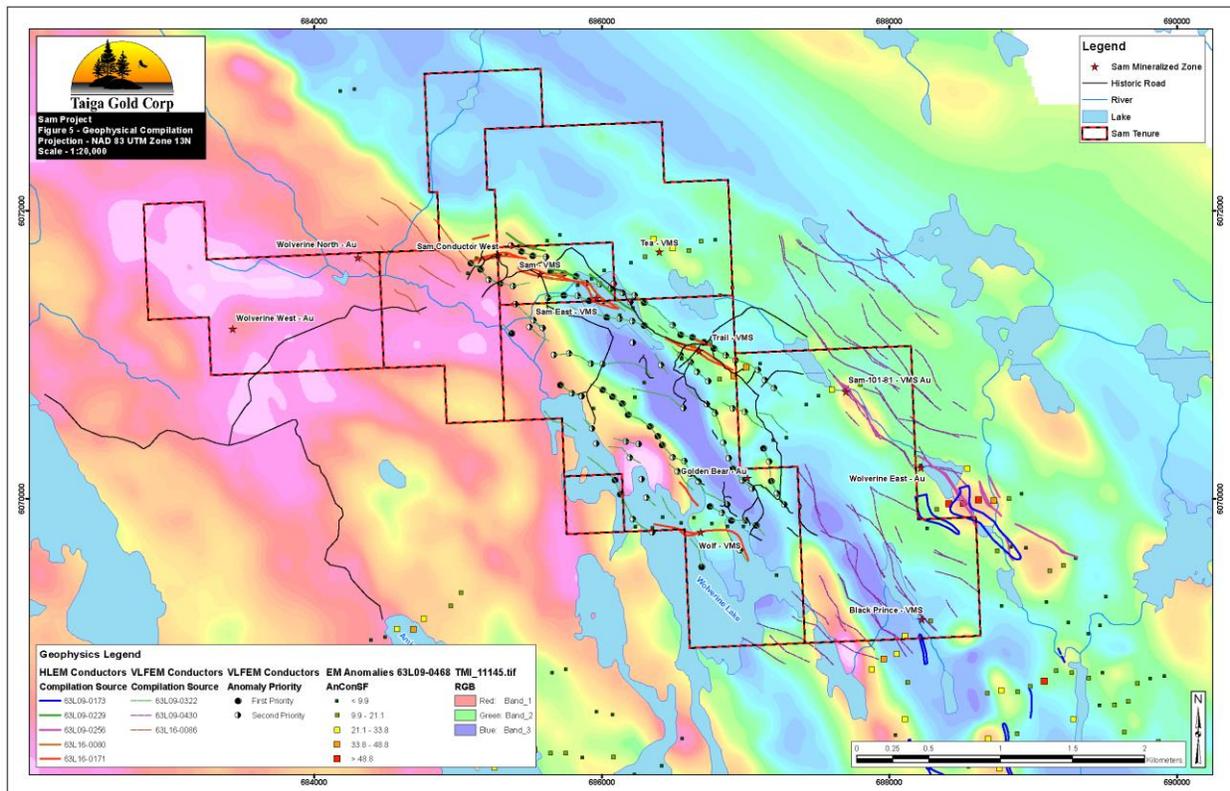


Figure 6: Historic Soil Sample Map

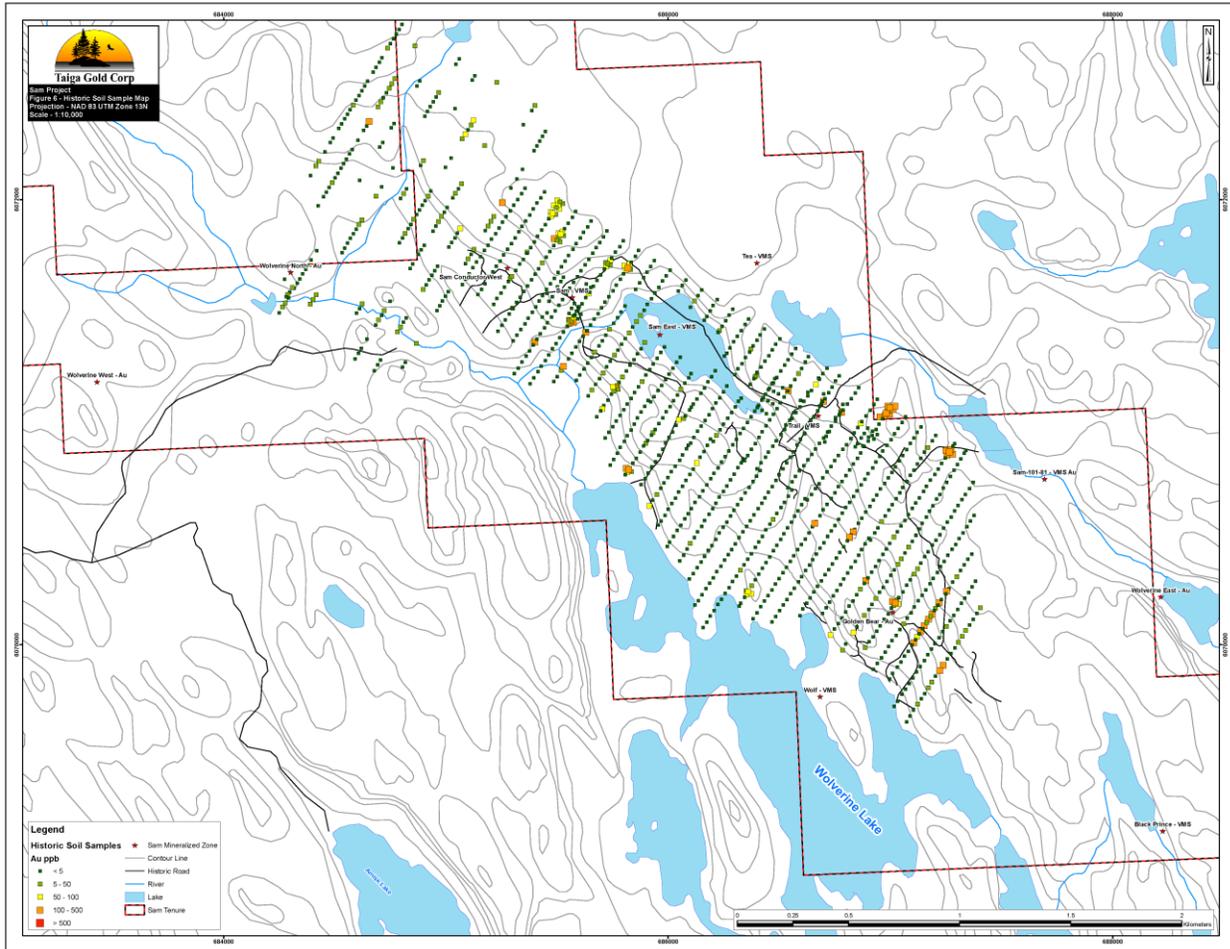
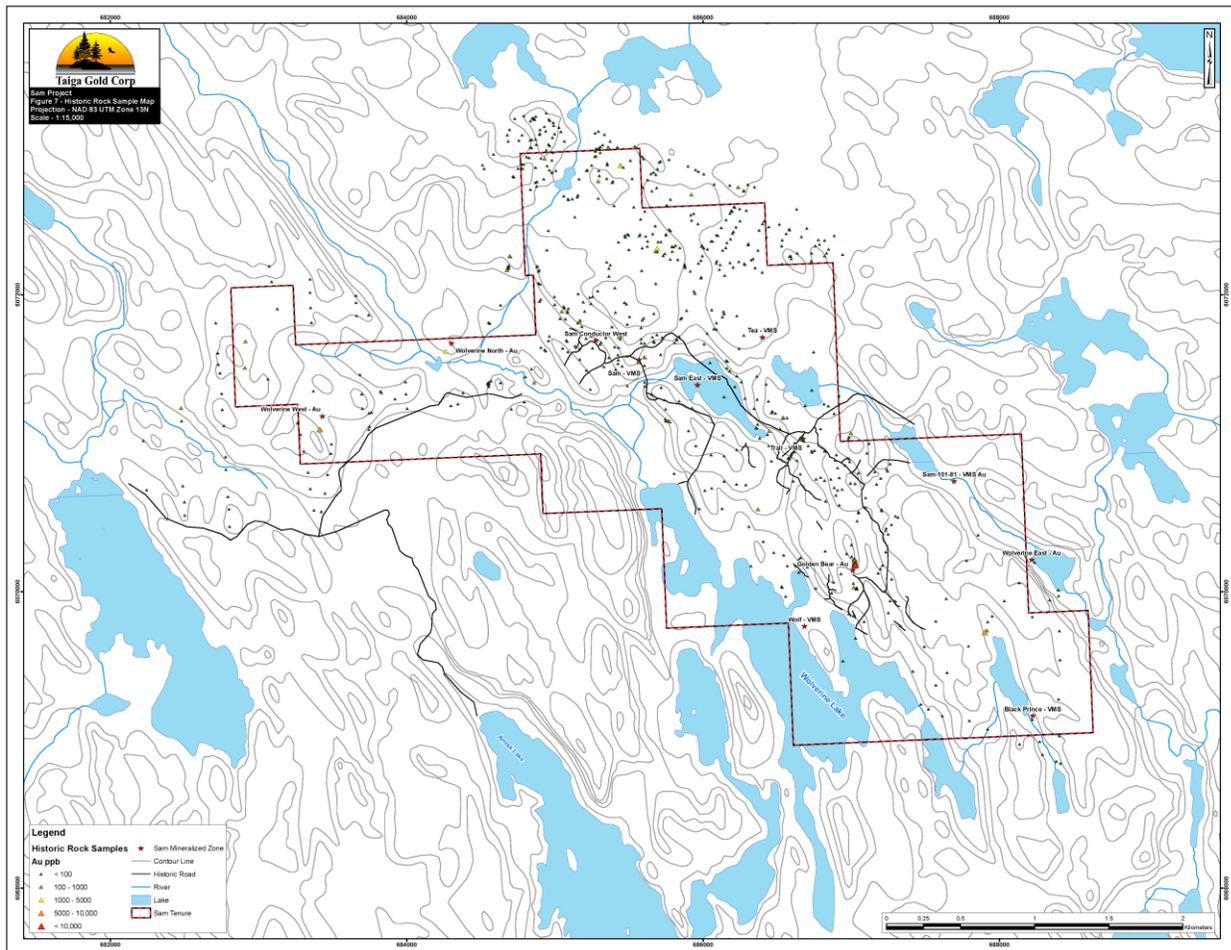


Figure 7: Historic Rock Sample Map



Deposit Types

There is potential for two different deposit types at the SAM Property: structurally-controlled mesothermal lode gold and volcanogenic massive sulphide (“VMS”) base metal.

The main exploration focus is a structurally-controlled mesothermal lode gold deposit. These structurally-controlled gold deposits are hosted by brittle, brittle-ductile, and ductile, moderately to steeply dipping second and third order deformation zones. The host rocks are typically greenstone belts of various ages consisting of ultramafic to felsic volcanic, and internal ultramafic to felsic intrusions. Gold mineralization postdates the host rocks (epigenetic) and is syn-to-late-tectonic and syn-to-slightly-post-peak metamorphism. The mineralization occupies or is proximal to fractures, faults, and shear zones. Gold commonly occurs as the native element, and may occur as inclusions in pyrite, pyrrhotite, arsenopyrite, chalcopyrite, sphalerite, and galena. Auriferous veins mainly consist of quartz, usually with up to 10% sulphides and occasionally much more when highly sulphidized, and variable ferroan carbonate, albite, chlorite, tourmaline, and white mica.

Archean greenstone belts in Ontario and to a lesser extent Quebec have provided the bulk of historic gold production from this type of deposit in Canada. The mineralization is typically found within secondary structures controlled by regional scale crustal structural breaks. Examples of these include the Larder Lake–Cadillac and Destor-Porcupine Faults of Ontario and Quebec. Proterozoic rocks in Canada may also host this type of gold deposit, but they are typically restricted in both size and distribution, although exceptions do exist as will be illustrated in the ensuing text.

Proterozoic rocks of the Trans-Hudson Orogen in Saskatchewan do host several relatively small past producing gold deposits of this type within the La Ronge Domain. The deposits are typically hosted by felsic intrusive rocks of the La Ronge Domain and are structurally related to the regional scale McLennan Shear Zone. These deposits were typically high grade in nature (in excess of 15 grams per t at Star Lake and Jasper), but with generally limited production, with most producing well under the 500,000 ounces of gold.

The Trans-Hudson Orogen is primarily noted by most explorationists to be the host of large, high grade uranium deposits of the Athabasca Basin, such as McArthur River and Cigar Lake. However, the Homestake Gold Deposit in South Dakota, is situated within the rocks of the Trans-Hudson as well, several tens of km to the east of where the Tabbornor Fault appears to terminate in South Dakota. The deposit is related to a complex series of folds affected by faulting and shearing, with the mineralization almost entirely restricted to the Homestake Iron Formation. No NI 43-101 compliant resource was ever reported for the Homestake Mine, but it is reported to have ultimately produced in excess of 40 million ounces of gold over its lifespan between 1878 and 2002. Caddy et al. (1991) reported as of 1988 a total of 124.9 million t of ore had been milled at a grade of 8.869 g/T (35.4 million ounces from 124.9 million t of ore).

A secondary target at the SAM Property is for polymetallic VHMS deposits. VHMS deposits are associated with submarine environments consisting of volcanic rocks and are often interlayered with sequences of sedimentary deposition. Subvolcanic intrusions create a high temperature environment that initiate hydrothermal fluids to precipitate base metals directly from the sea floor. Typically, a copper-rich stockwork feeder zone is found in a discordant zone in the footwall and grades into an overlying massive sulphide zone that is more zinc-rich on the edges with a more copper-rich core. The massive sulphide layers form by hydrothermal fluids depositing base metals directly onto the sea floor.

Exploration for this deposit type is strongly governed by identification of permissive stratigraphic intervals or mineralized horizons and rock alteration. Detailed geological mapping and lithochemical typing are fundamental to the identification of alteration vectors and mineralized horizons. In deformed rock masses delineation of preferred stratigraphic horizons can be linked using structural analyses. These deposits are commonly classified into five major groups (Barrie and Hannington, 1999): mafic type, bimodal-mafic type, mafic-siliclastic type, bimodal-felsic type, and bimodal-siliclastic type. VMS mineralization at the SAM Property is classified as mafic or bimodal-mafic type.

The Author has not been able to verify the information that has been provided with respect to any of the deposits described herein. This information is not necessarily indicative of any mineralization that may occur on the SAM Property.

Exploration

As of the date of the SAM Property Technical Report, the Company has not performed any exploration on the SAM Property. Taiga has completed two field programs on the SAM Property.

The 10-day 2018 SAM Property exploration program consisted of soil sampling, prospecting and geological mapping. The 2020 program focused on following up results from the 2018 program. In 2018 soil sampling was completed in three areas: the first was to extend an historical soil sampling grid to the east over an area prospective for both gold and VMS-style mineralization, and the second and third were over two gold prospects (Wolverine West and North, respectively) that have not been soil sampled before (Figure 8). Prospecting and mapping were focused on two deposit styles – gold and VMS mineralization. Prospecting for gold mineralization was focused primarily on relocating and resampling the Golden Bear, Wolverine West and Wolverine North historical gold showings to confirm grade potential and surface extent. In addition, any favourable shear zones and quartz veins were sampled (Figure 9). Prospecting for VMS potential focused in the northeastern part of the SAM tenure with known historical VMS-style mineralization hosted in mafic volcanic and volcanoclastic rocks (Figure 9). Rock samples collected in areas prospective for Au mineralization were assayed whereas rock samples collected in areas prospective for VMS mineralization were analyzed using whole rock methods. A total of 957 soil samples and 122 rock samples (including 59 whole rock) were collected in 2018 - 2020.

Results from these two phases of exploration were successful in confirming historical results and provided more detail in areas where there had been little or no geochemical soil sampling. Based on the relationship between the anomalous soil sample results and in situ mineralization, the sampling methods appear to be representative and appropriate to locate mineralization on the SAM Property.

Soil Sample Results

A total of 957 soil samples were collected on the SAM Property: 2018 (769) and 2020 (188).

The soil cut-offs used to define anomalous zones were chosen by breaks in slope in a cumulative probability plot of all the soil samples assayed in the program. Gold-in-soil geochemistry results for 2018-2020 are presented in Figure 8 and summary statistics and cut-offs are presented in Table 4.

Table 4: Summary Statistics for Au Soil Geochemistry (Au ppb)

	Count	Min	Max	Mean	Median	Std Dev	75th	90th	99th
2018	769	0.1	1010	10.2	3.1	50.9	5.4	11.1	137.5
2020	188	0.7	2100	25.0	3.5	159.2	7.9	22.2	220.7
All Samples	957	0.1	2100	13.1	3.2	84.1	5.8	13.8	164.4

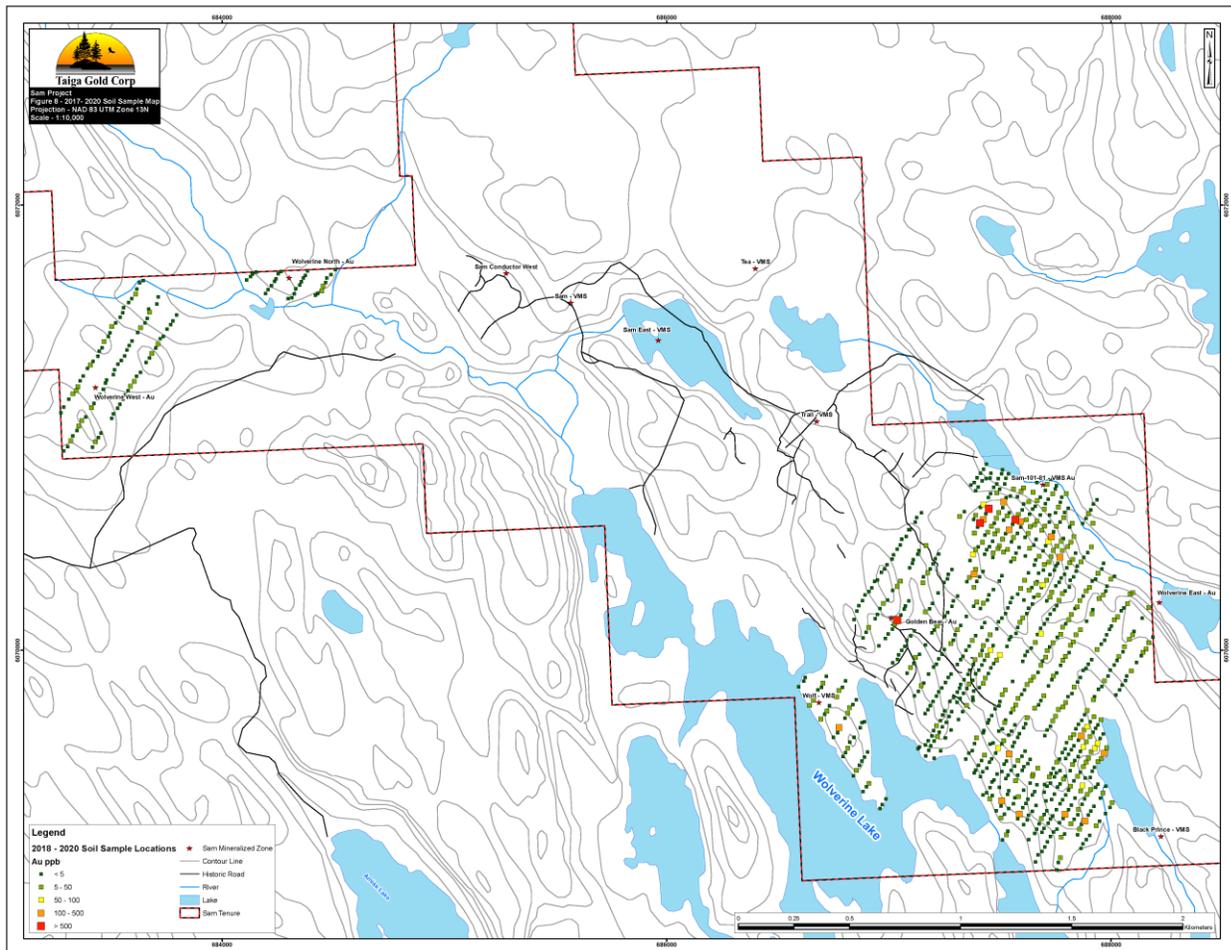
Soil geochemistry results for Au are presented in Figure 8 and summary statistics and cut-offs are presented in Table 4.

A number of soil samples with anomalous gold concentrations are present in the SAM Property area. The highest Au value returned was 2100 ppb Au from 2020 Sample SAL051 01+25N located 260m south west of the SAM Property mineral occurrence.

There is a point anomaly assaying 755.1 ppb Au that corresponds to the location of the Golden Bear Au showing. There is another point anomaly to the southeast (assaying 247 ppb Au) that is surrounded by weaker peripheral anomalies (11.5-45 ppb Au). This area is host to mafic volcanics and not known to host any mineralization. Near the northeastern edge of the soil grid there is a multi-station, multi-line anomaly with a strike length of 400 m and a width of up to ~100 m. The two most anomalous samples in the area assayed 1010 and 363.1 ppb Au, respectively. The 1:250k government geology for the area indicates that these anomalies are located proximal to a contact between gabbro-diorite intrusives and mafic volcanics. Anomalous Ag, Cu and Zn concentrations are coincident with this anomaly and also flank it to the southwest. There are no known gold occurrences in this area.

South of this area there are a number of weaker soil anomalies (11.5-150 ppb Au) that often persist across line that are unexplained by historical work. Finally, at the southeastern end of the grid there are two anomalous samples (223.8 and 187.7 ppb Au) supported by weaker samples across lines that are also unsupported by known mineral occurrences. The Au anomalies defined on the Wolverine North and West grids are quite weak with a maximum assay of 24.1 ppb Au and do not correlate with locations of known showings.

Figure 8: 2017-2020 Soil Sample Map



Mapping and Prospecting Results

Mapping and prospecting at the SAM Property in 2018 and 2020 focused on revisiting historical Au showings and evaluating the volcanic stratigraphy host to the SAM VMS horizon. Similar to the soil data, summary statistics and cut offs for gold in rock samples (n=122) are presented in Table 5 and plotted in Figure 9. These statistics aid in the geochemical vectoring and prioritization of past and future targeting.

The historical Golden Bear showing was located northeast of Wolverine Lake about 350 m from the edge of the lake. The showing was very well exposed as it had been trenched by historical operators and historical channel sampling was readily apparent along the ~45 m of exposed strike length. The host rocks at the showing consist of green-bluish sheared gabbro and ultramafic that is host to mm-scale feldspar porphyroblasts towards the northern end of the showing. The host rock is relatively soft and can be quite silicified and oxidized proximal to veining. Quartz veining is hosted throughout the exposed shear zone and varies in thickness from 15-100 cm with the southern end generally host to the thicker veining whereas the north end is characterized by thinner veins. Zones dominated by swarms of <3 cm veinlets were also observed. The veins themselves are typically weakly-moderately oxidized, are host to minor carbonate and tourmaline. Often the veins are host to rusty vugs that may represent sulfide boxwork whereas actual sulfide is only rarely observed and is typically quite fine grained. Veins are concordant to oblique to the shear orientation. All structures presented were measured using the right-hand rule. The shear orientation is steeply dipping and strikes from 167-188°. Foliations in the area dip between 78-90° with strike ranging

from 165-180 – 340-345°. Veins are typically north striking (ranging 340-015o) with steep dips to the east and west at 80-90o. A total of 18 samples were collected from mineralized veins and host rock in the area with a best assay return of 1840 ppb Au, with another sample assaying 391 ppb Au and four more assaying >100 ppb Au (Figure 9 inset C).

The Wolverine North showing is located northwest of Wolverine Lake, north of a river and relatively close to the western tenure boundary. The showing is well exposed by historical trenching and historical channel sampling is readily apparent. The host rock is chloritic schist with a distinctive micaceous sheen. Veining at the showing ranged from 50 cm wide at the northern end to up to 200 cm wide at the southern end. Both the veining and the surrounding host rock are host to pyrite mineralization that is variably oxidized to an orange-brown colour. Shearing is steeply dipping (72-85 °) with northwest (308-316°) and southeast (130-145°) strikes. Veining is moderate-steeply dipping (45-86°) and is northwest striking (292-318°). Two lineation measurements of veining have azimuths of 182° and 202° and plunge at 88 and 89°, respectively. A total of 5 samples were collected from mineralized veins for assay. Analytical results include a best sample returning 14420 ppb Au, with the other four samples returning 684, 1638, 3463 and 3515 ppb Au respectively (Figure 9 – inset B).

The Wolverine West showing is located southwest of the Wolverine North showing. Some of the historical channel sampling is well exposed with other parts of the showing now overgrown. The host rock in the area is sheared phyllitic metasediments that can be intensely silica altered proximal to veining. A weaker Au mineralized sample south of the showing (855 ppb Au, see Figure 9) is also hosted in intensely silica altered and pyrite mineralized conglomerate. The vein itself is up to 100 cm wide and is host to coarse blebby pyrite, chalcopyrite and malachite with up to 5% total sulfides. The shear is steeply dipping (78-90°) and is southeast to northwest striking (132-138° and 208°). The veining is relatively conformable to the shear orientation steeply dipping at 74 to 82 ° and striking southeast to northwest (122 to 292°). A fold axis in the area was measured plunging 68° with an azimuth of 132 degrees. Six samples were collected from quartz veining for assay. Two of the samples from the showing returned assays of 1685 and 4229 ppb Au. These samples are also anomalous for Cu (up to 1444.6 ppm) and Zn (up to 85.2 ppm).

Northeast and north of Wolverine Lake ultramafic intrusives and mixed diorite to gabbro intrusives have been mapped historically (e.g. AR 63L16-0171) and prospecting and mapping in 2018 confirmed this. Foliated ultramafics encountered while mapping exhibit dark forest green fresh surfaces, typically serpentinized, may exhibit fibrous mineral habit, are quite soft and may be magnetic. There are numerous occurrences located north of the central portion of Wolverine Lake and also on the western side of the Golden Bear showing. Diorite was encountered throughout the area and is typically medium-coarse grained greenish grey to dark black rock with mm scale quartz crystals, green-black chlorite-biotite and white-pink feldspars. The gabbro encountered is often well foliated and chloritized and is dark green to black in colour. Moderate to strong silicification is common especially in proximity to zones of elevated quartz veining such as observed at the Golden Bear Au Showing. Generally the foliation in this area is southeast striking and dips steeply to the southwest. Southeast of the Golden Bear showing there are two samples that are weakly anomalous in Zn (124 pm) and Cu (83.9 ppm) collected from thin quartz veins (2-5 cm) and sheared gabbro. Another weakly anomalous sample located north-northwest of Wolverine Lake was collected from moderately foliated gabbro with trace pyrite mineralization (79 ppm Zn).

North of the mixed diorite to gabbro intrusives and ultramafics is a horizon of basalts that are interpreted to represent mafic volcanics and volcanoclastics of the Birch Lake Assemblage. The Birch Lake Mafic Assemblage is host to a number of significant VMS deposits to the southeast (E.g., Flexar and Birch Lake mines) and the Sam VMS occurrence within the current tenure (SMDI 0311). Work by Aur Resources (AR 63L16-0171) in 1999 and 2000 mapped a horizon of mafic volcanoclastics between the mixed diorite to gabbro intrusives to the south and the basalts to the north. The present work mapped volcanoclastics in the vicinity of the SAM deposit area that are light green, medium-fine grained, weakly foliated, weakly-strongly chlorite altered with a minor phyllitic sheen. The volcanoclastics are host to trace sulfides, minor surface rust and quartz-carbonate filled amygdules.

The basalts in the SAM Property area are manifest as dark grey (unaltered) to dark green (chlorite, sericite altered), massive to weakly foliated (with associated phyllitic sheen) to flow textured volcanics. Unaltered

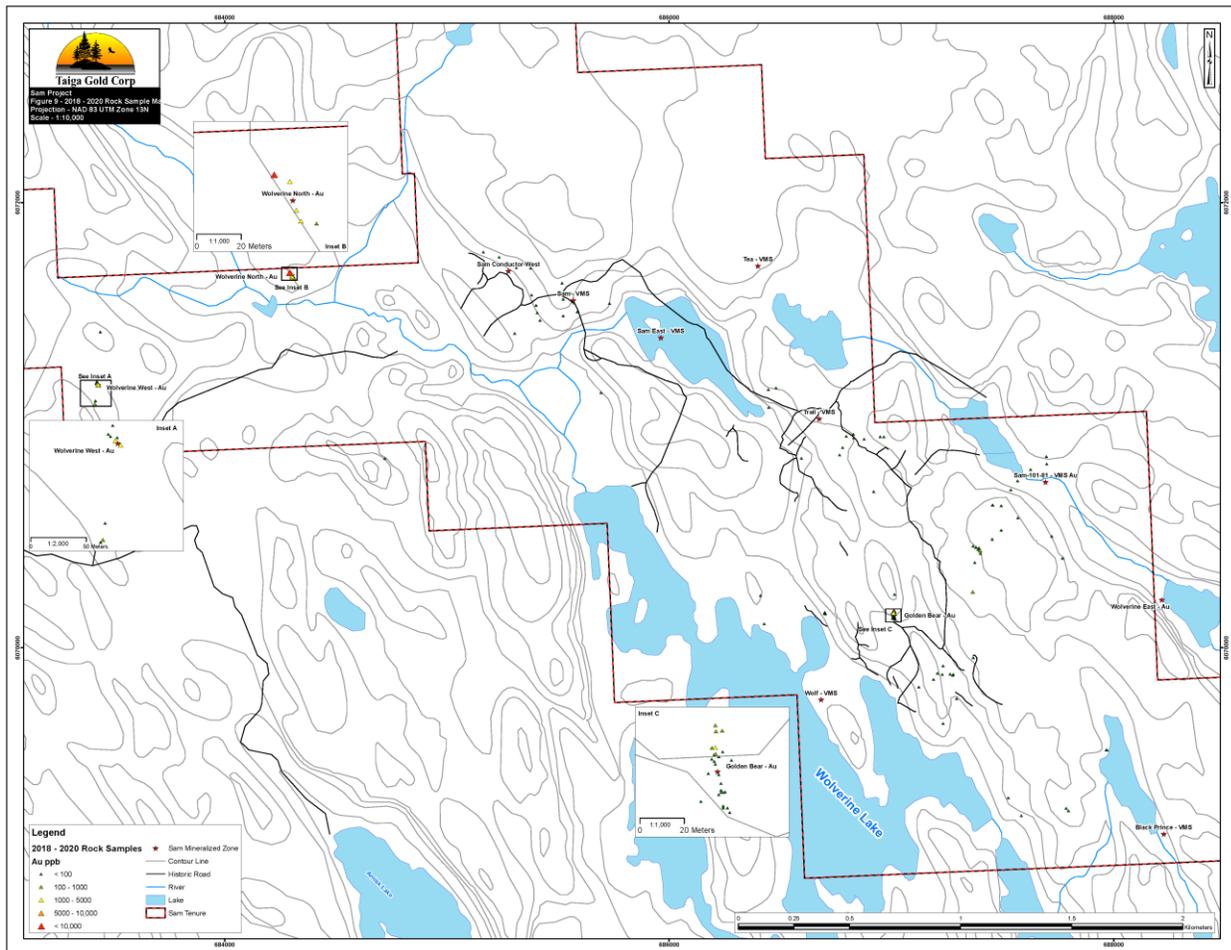
examples are generally barren of sulfide whereas more altered sections host disseminated trace to 0.5% sulfides with associated surface rusting. Near the SAM Property deposit area, basalts were observed with quartz-carbonate amygdules and minor rusty quartz carbonate veining. Similar to the mixed diorite to gabbros to the south, the foliation in the area generally strikes to the southeast, steeply dipping to the southwest. West and northeast of the Golden Bear showing there are two samples with anomalous gold concentrations (up to 685 ppb Au). At the same location where the 685 ppb sample was collected there is a zone of quartz veining (up to 45 cm wide) and quartz infilled brecciation associated with sulfide mineralization and malachite staining hosted in basalt. Sampling of this vein returned four samples anomalous in Cu (up to 587.9 ppm), As (up to 23 ppm), and Zn (up to 130.7 ppm). Shears and veins in the area are northwest-southeast trending and dip steeply (between 80-90°). Northeast of this vein there is a string of four samples (three basalts, and one Reynard Lake intrusive) that are host to anomalous Cu (up to 229 ppm), As (up to 54.4 ppm) and Zn (up to 96 ppm). Along trend to the northwest there are a number of samples southeast of the lake that are host to anomalous Cu (four samples, up to 131 ppm), Zn (four samples, up to 147 ppm), and As (six samples up to 46.7 ppm). Basalts in the area are massive to sheared with disseminated sulfides and weak to moderate chlorite alteration. In the SAM Property deposit areas there are eight samples with anomalous Cu (up to 313.3 ppm) and Zn (up to 542 ppm) and three samples with anomalous As concentrations (up to 89.8 ppm).

Many of the rock samples collected on prospecting traverses are classified as grab samples, which are selective samples by nature and as such are not necessarily representative of the mineralization hosted across the SAM Property. However, the Author considers grab sampling to be an effective tool in establishing the relationship between host rocks and mineralization and in locating areas for more detailed follow up.

Table 5: Summary Statistics for Au Rock Geochemistry (Au ppb)

	Count	Min	Max	Mean	Median	Std Dev	75th	90th	99th
2018	111	0.25	14420	317.4	2.5	1508.4	11.3	281.0	4157.6
2020	11	2.5	16	4.8	2.5	4.6	4.3	11.0	15.5
All Samples	122	0.25	14420	289.2	2.5	1441.0	10.5	259.1	4079.1

Figure 9: 2018 – 2020 Rock Sample Map



Whole Rock Geochem

A total of 59 rock samples were collected for whole rock analysis in 2018. Work by Aur Resources (AR 63L16-0171) demonstrated that it is a useful way to map the basalt stratigraphy and to model hydrothermal alteration that may be related to buried VMS mineralization. In order to compliment the new samples collected in 2018, the whole rock data from Aur Resources (AR 63L16-0171) has been digitized and georeferenced. Unfortunately, this historical dataset does not include any geological data for each of the samples. However, ioGAS software's discriminant projection analysis tool was used to help classify the historical samples into the different map units present in the SAM Property area. Discriminant Projection Analysis works by utilizing a training set of classified data (in this case the lithologies from the 59 samples collected in 2018) and a suite of elements to define 'rules' or equations which can then be applied to the entire data set. This analysis can help define the unknown lithologies from the historical Aur Resources whole rock data. For the discriminant analysis the elements used were Al, Ti, Nb, and Zr (assumed to behave conservatively) and Cr (useful to define ultramafic lithologies). The analysis produced four different equations which were then applied to the entire data set called DP1, DP2, DP3 and DP4 respectively. An XY plot of DP1 versus DP3 provided the best graphical definition of the ultramafic and basaltic lithologies (see inset in Figure 10). For the whole rock lithogeochemistry, the basalts are of most interest as they are prospective for VMS mineralization. Therefore the location of the potential basalt samples classified using discriminant projection analysis was compared to the geological map included in Aur Resources assessment report AR 63L16-0171. Any of the samples that were classified by the discriminant analysis as basalts that fell significantly outside the mapped basalt flows and basalt volcanics were classified as uncategorized (Figure 10).

By plotting TiO₂ versus Zr three groupings can be defined: low (<1.006% TiO₂ and <50 ppm Zr), moderate (<2% TiO₂ and <130 ppm Zr) and high TiO₂ and Zr (>2% TiO₂ and >130 ppm Zr) (Figure 11). Near the contact between the basalt and the mixed diorite to gabbro intrusives, most of the basalts fall within the low category. Heading northeast away from the contact, the basalts are from the moderate category. The high basalts are primarily located on the northwestern end of the mapped area, with a few sporadic occurrences at the southeastern end of the basalts. Low basalt samples are also present near the Sam-101-81 occurrence and near the Tea occurrence.

By converting the weight percent values of K₂O, Na₂O and Al₂O₃ to molar values, the whole rock data can be used to model the mineralogy of the basalts (Davies & Whitehead, 2006). This can be a very powerful tool as it can be used to model the continuum from unaltered basalts to sericite (muscovite) altered basalts that may be indicative of VMS related hydrothermal alteration. This type of analysis has been performed on the whole rock basalt data and three groupings were picked out based on their divergence from the unaltered group (Figure 12). The bulk of the altered samples fall close to the basalt and mixed diorite to gabbro intrusives contact in the low basalt flows and the mafic volcanics, particularly in proximity to the SAM deposit. However there are two samples near the Tea occurrence that also had low TiO₂ and Zr concentrations and one sample near the Sam-101-81 occurrence with similar ratios.

Figure 10: Whole Rock Basalt Sample Locations

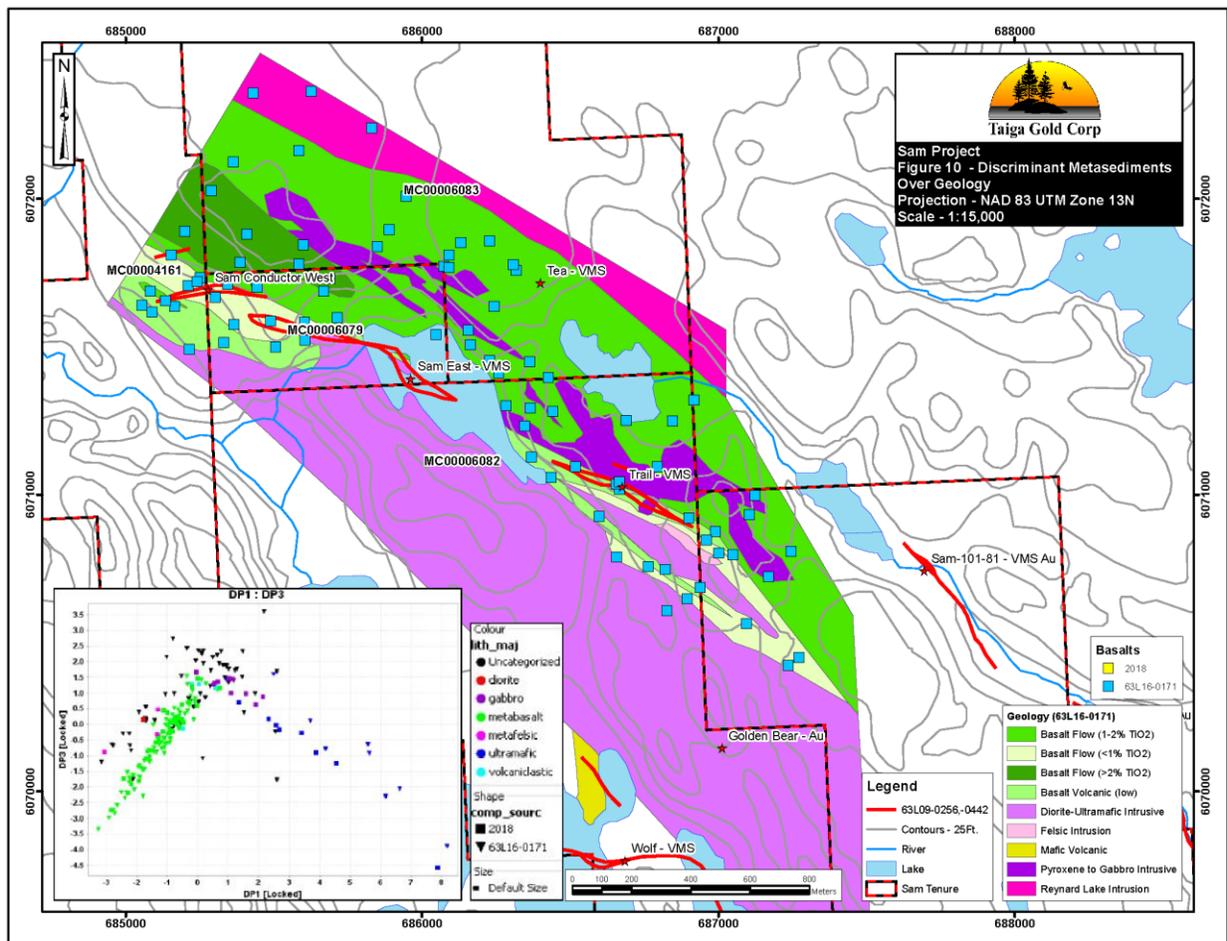


Figure 11: Basalt Stratigraphy TiO_2/Zr Concentrations

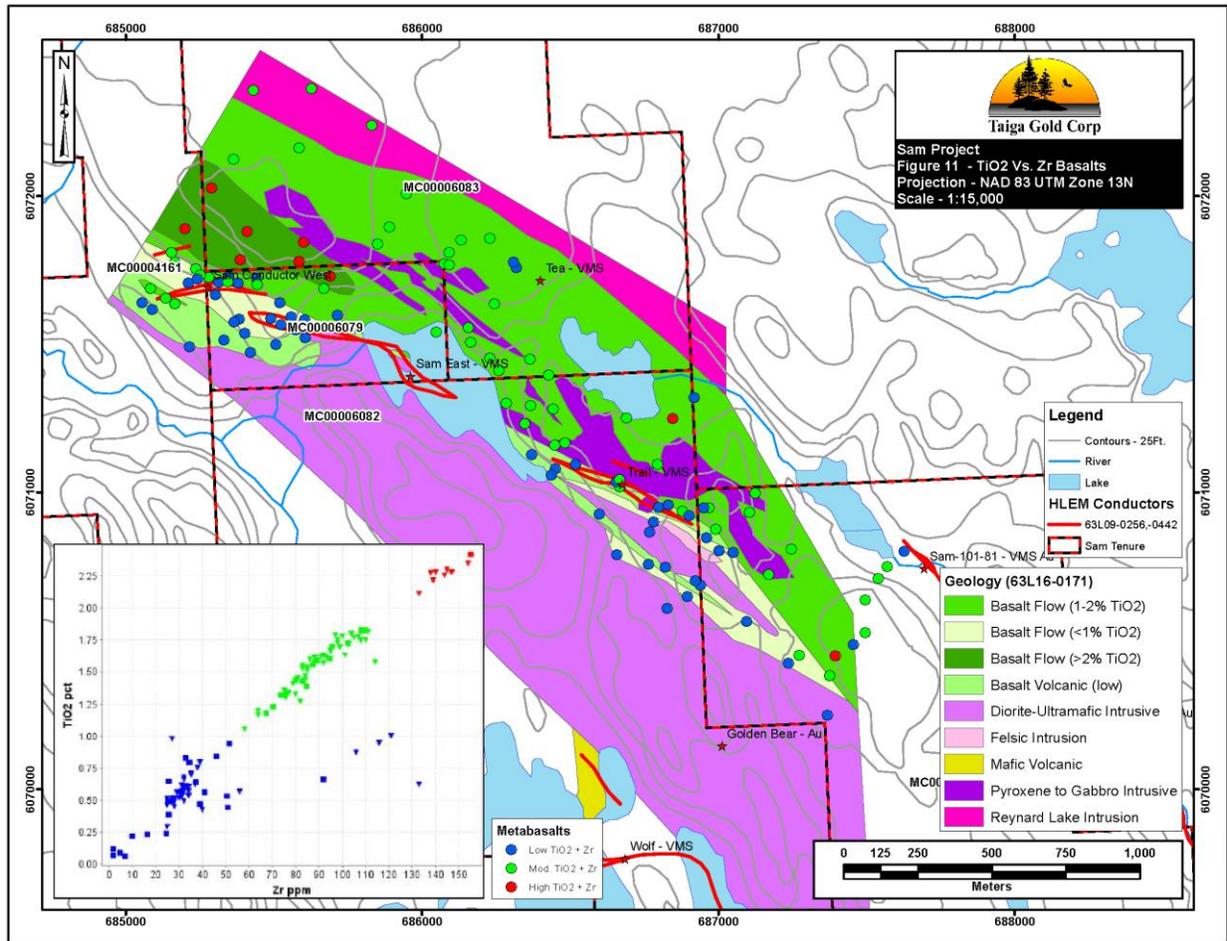


Figure 12: Sericite Altered Basalts Na/Al and K/Al Ratios

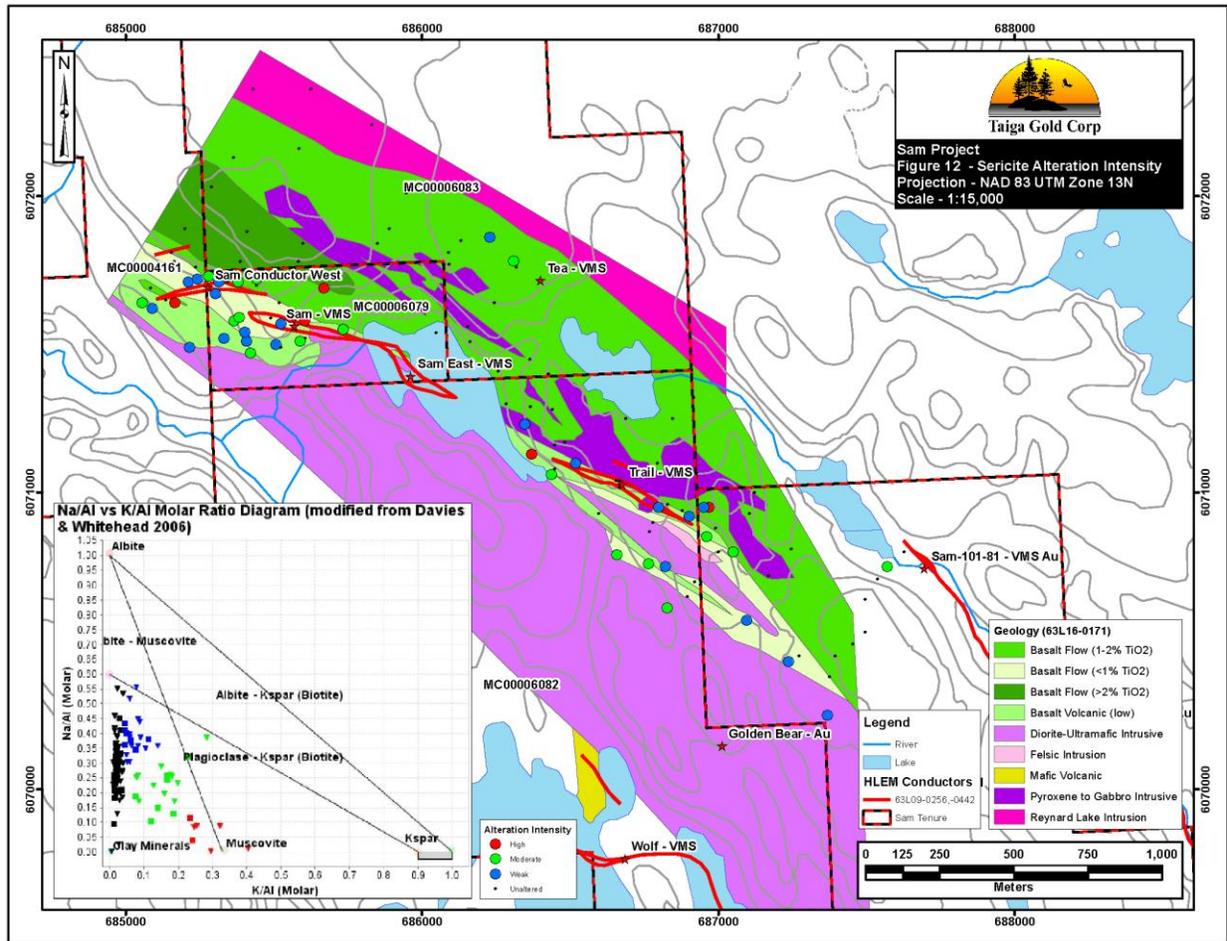
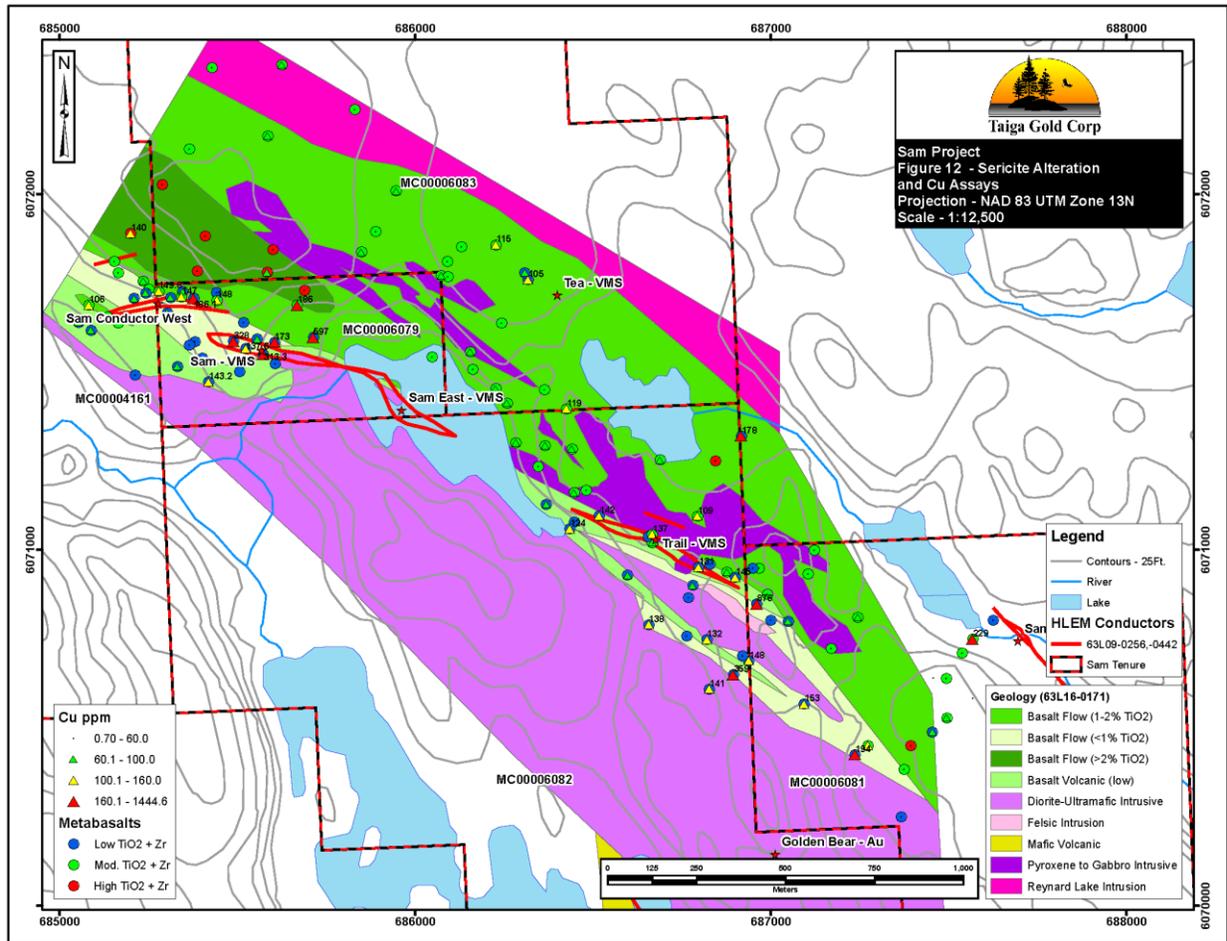


Figure 13: Sericite Alteration and Cu Geochemical Comparison



Drilling

There has been a total of 5524m of diamond drilling in 41 historic holes completed within the current SAM Property claim boundaries at the Black Prince, SAM, and Wolverine North. Some of the historic core is stored on the SAM Property near the SAM SMDI occurrence.

A summary of the more significant intercepts follows:

Table 6: SAM Property Historical Drill Results

Hole ID	UTM NAD 83 Zone 13N		AZ°	Dip°	Interval (m)	Intercept
SAM-37-79	685576	6071511	0	-45	11.6-13.5	1.9 m @ 1.16 g/t Au, 0.3% Cu, 0.09% Zn
SAM-68-80	685575	6071508	0	-50	45.0-47.1	2.1 m @ 2.56g/t Au, 3.26% Cu, 0.18% Zn
SAM-70-80	685515	6071508	0	-50	28.0-29.6	1.6 m @ 1.65g/t Au, 4.48% Cu, 0.24% Zn

Hole ID	UTM NAD 83 Zone 13N		AZ°	Dip°	Interval (m)	Intercept
SAM-- 72-80	685576	6071503	0	-60	69.3 -71.6	2.3 m @ 1.85g/t Au, 5.52% Cu, 0.33% Zn
SAM- 76-80	685534	6071505	0	-60	33.6-38.5	4.9 m @ 0.53g/t Au, 1.0% Cu, 0.24% Zn
SAM- 80-80	685607	6071491	0	-60	89.6-91.4 1	1.8 m @ 0.0.15g/t Au, 2.2% Cu, 0.01% Zn
WV-- 00-04	685448	6071444	10	-70	183.9- 184.4	0.5 m @ 0.24g/t Au, 1.05%Cu, 0.13% Zn
WV-00- 05	685154	6071611	43	-50	159.86- 160.38	0.52 m @ 0.02g/t Au, 0.06%Cu, 0.13% Zn
W G5-2	685464	6072314	34	-45	62 0-65.0	3.0 m @ 0.78 g/t Au

Drill indicated intervals (core length) are reported as drilled widths and true thickness is undetermined.

In the Black Prince area, drilling completed on two conductors 1.2 km to the northwest intercepted 0.5 m of massive pyrite-pyrrhotite mineralization and disseminated sulfides over approximately 10 m with assays as high as 0.14% Cu and 0.31 g/t Au.

At the SAM VMS Zone, Saskatchewan Mineral Deposit Index (SMDI) 1870 includes Sam-37-79, which was the discovery hole. Core from 11.6-13.5 m assayed 1.16 g/t Au, 0.3% Cu, 0.09% Zn including 0.3 m of 1.85 g/t Au, 0.96% Cu and 0.27% Zn. Three anomalous base metal zones were intersected below including 1.09% Cu from 44.96-46.33 m.

SMDI 1882 is a VMS associated gold showing discovered with drill hole Sam-101-81 located ~2.2 km southeast of the SAM VMS deposit. The hole intersected andesite with rare bands of quartz porphyry and amphibolite. The hole cut 1.15 g/t Au and 0.5 g/t Ag from 33.37-34.29 m in silicified andesite with minor chlorite and disseminated pyrrhotite mineralization.

Six drill holes (WG4-1 to 3 and WG5-1 to 3) were also completed to test chargeability anomalies for gold mineralization. All holes but WG5-3 and WG4-3 encountered gold bearing veining hosted within aphanitic-fine grained greenish-grey basalt. Veins varied from quartz-calcite, quartz-ankerite, to quartz-ankerite-calcite, are host to aggregates of black tourmaline and are associated with epidotization and chloritization. The veins are mineralized with pyrite, pyrrhotite, chalcopyrite and magnetite with occasional molybdenite. The best assay was from WG4-2, which assayed 2.70 g/t Au from 26.1-27.07 m, and 1.09 g/t Au from 54.67-55.50 m.

The Company has not completed any diamond drilling on the SAM Property.

Sampling, Analysis, and Data Verification

TerraLogic carried out all of the fieldwork and prepared and shipped all of the samples.

Soil Sampling

Soil sampling traverses were done along specific predetermined grid lines oriented perpendicular to the dominant geological fabric in the area. Each of the lines was spaced 100 m apart and samples were collected every 25 m on the line. Soil lines were navigated using a handheld GPS and compass and samples were collected using a Dutch auger. Wherever possible, the soil samples were collected from the B-horizon of the soil profile, or a layer below organic material if B-horizon could not be reached. Where there was significant thicknesses of organic material and mineral soil could not be accessed no sample

was collected. Duplicate samples were collected at a rate of one per grid line. All of the sampling data was recorded in an app developed by TerraLogic on ruggedized Android phones. A variety of data was collected for each sample including sample size, quality, depth, slope, soil horizon color and other. Other factors include sample size, soil development and whether or not organic matter is present in the sample. Photos were also taken of each soil sample. Sampling data and soil photos were downloaded from the Androids and imported into a geochemical database where any sampling discrepancies could be identified and fixed.

At the end of each day, all of the samples were laid out and sample numbers were compared to those from the Androids. Samples with damaged bags or unclear labels were re-labeled and put back into order. The samples were then placed into rice bags labeled with shipment number and shipping/receiving addresses.

Rock and Channel Sampling

Rocks grab samples were collected from outcrop with a rock hammer or geotool and channel samples were cut using a gas-powered channel saw with a diamond blade. Samples were recorded as a rock sample with an assigned geostation in a field notebook with spatial locations and a variety of attributes which include: major rock type, texture, grain size, mineralization, structure and alteration. Once back in camp the sample notes were entered in to a Microsoft Access database. The samples were then laid out and compared to the entries in the Access database to avoid any mistakes or discrepancies. The samples were then sorted, loaded into rice bags labeled with a shipment number, shipment address and return address.

Analytical Methods

Analytical work for the 2018 SAM field programs was carried out by Bureau Veritas Laboratory (BV), at 9050 Shaughnessy St, Vancouver, BC V6P 6E5. Sample shipments were prepared by TerraLogic personnel. Samples were transported to Cranbrook, BC in a secure, locked trailer, and then shipped to BV using Overland West Freight Lines.

Soil samples were dried at a temperature of 60°C, and sieved with -80 mesh (prep code SS80). A 30 g split was then subjected to an aqua regia digest and analyzed for 37 major and trace elements by inductively coupled plasma mass spectrometry (analysis method AQ252).

Rock samples were crushed to $\geq 70\%$ passing through a 2 mm sieve and then pulverized to 250 g $\geq 85\%$ passing through a 75 μm mesh (prep code PRP70-250). Following preparation, approximately half of the samples were subjected to whole rock analyses while the other half were analyzed using conventional multi-acid and fire assay methods.

Samples submitted for conventional assay were subjected to an ultra-trace 4-acid digest (HNO_3 , HClO_4 , HF and HCl) followed by ICP-MS analysis for 35 major and trace elements (MA250 method). Gold was analyzed using a 30 g split for fire assay atomic absorption analysis (AAS)(FA430). A metallic screen fire assay method (FS631-1 Kg) was applied to samples that returned overlimit values for gold from the FA430 method.

Samples submitted for whole rock analysis were subjected to a lithium borate fusion followed by an ICP-MS finish (LF200) and LECO total carbon and sulphur analyses (TC000). A 0.5g split was additionally subjected to an aqua regia digestion (1:1:1 HNO_3 :HCl:H $_2$ O) and analyzed for 14 major and trace elements using an ICP-ES/MS finish (AQ200).

Analytical work for the 2020 SAM field programs was carried out by ALS Global, an independent laboratory, located at 2103 Dollarton Hwy, North Vancouver, BC V7H 0A7. Sample shipments were prepared by TerraLogic personnel and samples were delivered in a secure, locked trailer to ALS Global's receiving facility in Saskatoon, Saskatchewan. Samples were subsequently shipped by ALS Global to North Vancouver for preparation and analysis.

Soil samples were dried at a temperature of 60°C and sieved with 80 mesh (-180 μm) (prep code PREP-41). A 30 g split was then subjected to an aqua regia digestion and analyzed for 51 major and trace

elements by inductively coupled plasma mass spectrometry (ICP-MS) (analysis method ME-MS41). An aqua regia extraction on a 25 g sample followed by an ICP-MS finish was used to analyze for low detection gold (analysis method AU-ST43).

Rock samples were crushed to $\geq 70\%$ passing through a 2 mm sieve and then pulverized until 250 g $\geq 85\%$ passed through a 75 μm sieve (prep code PREP-31H). Following preparation, a 0.25 g split of the sample material was subjected to a 4-acid digest (HNO_3 , HClO_4 , HF and HCl) followed by ICP-MS analysis for 48 major and trace elements (ME-MS61 method).

Gold was analyzed using a 30 g split for fire assay atomic absorption analysis (AAS)(AA23). A 30g split for gravimetric fire assay was applied to samples that returned >1 ppm Au from the AA23-AAS method (GRA21).

Analytical QAQC

This is an early-stage exploration program. QAQC carried out on soil samples was limited to the collection of 13 field duplicates. The majority of duplicates failed for gold based on $\pm 20\%$ failure limits, with most outliers occurring at low concentrations (< 30 ppb) (Table 7). Sample SAL053 03+00ND plots well outside the acceptable range of $\pm 20\%$ for all of Ag, Cu, Pb and Zn and probably represents a sample swap. With the exception of this sample, geochemical variability between parent and duplicate samples can be attributed to local variations in the geochemistry of the soil and duplicate material sometimes being sourced from a separate pit proximal to the parent sample location.

QAQC carried out on rock samples was limited to one external certified reference material (CRM CDN-ME-1704) and one blank. The standard returned values well within failure limits for all of Au, Ag, Cu, Pb and Zn (Figure 13) based on the following QAQC analysis protocol:

- UFL: Upper Failure Limit = Accepted CRM value + 3x standard deviation
- UWL: Upper Warning Limit = Accepted CRM value + 1.5x standard deviation
- LWL: Lower Warning Limit = Accepted CRM value - 1.5x standard deviation
- LFL: Lower Fail Limit = Accepted CRM value - 3x standard deviation

The blank returned below detection values for both gold and silver.

Internal QAQC carried out by ALS on the 2020 soil samples consisted of 11 repeat samples, 26 standard samples and 18 blanks and the results met industry standard pass/fail rates.

Table 7: Duplicate Soil Sample Results

Parent	Duplicate	Analyte	Units	Conc.	Dup Conc.	LFL (-20%)	UFL (+20%)	Result
SAL043 03+00N	SAL043 03+00ND	Ag	ppm	0.06	0.05	0.05	0.07	Pass
SAL043 03+00N	SAL043 03+00ND	Au	ppm	0.004	0.003	0.004	0.005	Fail
SAL043 03+00N	SAL043 03+00ND	Cu	ppm	12.10	14.10	9.68	14.52	Pass
SAL043 03+00N	SAL043 03+00ND	Pb	ppm	4.70	4.70	3.76	5.64	Pass
SAL043 03+00N	SAL043 03+00ND	Zn	ppm	62.00	67.00	49.60	74.40	Pass
SAL044 02+00N	SAL044 02+00ND	Ag	ppm	0.01	0.01	0.01	0.01	Pass
SAL044 02+00N	SAL044 02+00ND	Au	ppm	0.003	0.002	0.002	0.003	Fail
SAL044 02+00N	SAL044 02+00ND	Cu	ppm	6.40	6.40	5.12	7.68	Pass

Parent	Duplicate	Analyte	Units	Conc.	Dup Conc.	LFL (-20%)	UFL (+20%)	Result
SAL044 02+00N	SAL044 02+00ND	Pb	ppm	3.40	3.00	2.72	4.08	Pass
SAL044 02+00N	SAL044 02+00ND	Zn	ppm	28.00	28.00	22.40	33.60	Pass
SAL045 02+75N	SAL045 02+75ND	Ag	ppm	0.03	0.01	0.02	0.04	Fail
SAL045 02+75N	SAL045 02+75ND	Au	ppm	0.006	0.003	0.004	0.007	Fail
SAL045 02+75N	SAL045 02+75ND	Cu	ppm	10.50	6.80	8.40	12.60	Fail
SAL045 02+75N	SAL045 02+75ND	Pb	ppm	5.10	3.60	4.08	6.12	Fail
SAL045 02+75N	SAL045 02+75ND	Zn	ppm	69.00	40.00	55.20	82.80	Fail
SAL047 03+00N	SAL047 03+00ND	Ag	ppm	0.02	0.02	0.02	0.02	Pass
SAL047 03+00N	SAL047 03+00ND	Au	ppm	0.023	0.009	0.018	0.028	Fail
SAL047 03+00N	SAL047 03+00ND	Cu	ppm	13.40	14.10	10.72	16.08	Pass
SAL047 03+00N	SAL047 03+00ND	Pb	ppm	5.50	5.40	4.40	6.60	Pass
SAL047 03+00N	SAL047 03+00ND	Zn	ppm	75.00	83.00	60.00	90.00	Pass
SAL048 01+25N	SAL048 01+25ND	Ag	ppm	0.03	0.04	0.02	0.04	Fail
SAL048 01+25N	SAL048 01+25ND	Au	ppm	0.003	0.013	0.002	0.003	Fail
SAL048 01+25N	SAL048 01+25ND	Cu	ppm	8.50	13.10	6.80	10.20	Fail
SAL048 01+25N	SAL048 01+25ND	Pb	ppm	4.00	8.70	3.20	4.80	Fail
SAL048 01+25N	SAL048 01+25ND	Zn	ppm	35.00	35.00	28.00	42.00	Pass
SAL049 01+75N	SAL049 01+75ND	Ag	ppm	0.01	0.01	0.01	0.01	Pass
SAL049 01+75N	SAL049 01+75ND	Au	ppm	0.028	0.006	0.022	0.033	Fail
SAL049 01+75N	SAL049 01+75ND	Cu	ppm	16.40	14.60	13.12	19.68	Pass
SAL049 01+75N	SAL049 01+75ND	Pb	ppm	10.00	9.00	8.00	12.00	Pass
SAL049 01+75N	SAL049 01+75ND	Zn	ppm	83.00	82.00	66.40	99.60	Pass
SAL050 01+25N	SAL050 01+25ND	Ag	ppm	0.01	0.01	0.01	0.01	Fail
SAL050 01+25N	SAL050 01+25ND	Au	ppm	0.003	0.002	0.003	0.004	Fail
SAL050 01+25N	SAL050 01+25ND	Cu	ppm	17.60	16.90	14.08	21.12	Pass
SAL050 01+25N	SAL050 01+25ND	Pb	ppm	6.20	6.10	4.96	7.44	Pass
SAL050 01+25N	SAL050 01+25ND	Zn	ppm	62.00	64.00	49.60	74.40	Pass
SAL051 02+75N	SAL051 02+75ND	Ag	ppm	0.05	0.05	0.04	0.06	Pass
SAL051 02+75N	SAL051 02+75ND	Au	ppm	0.003	0.002	0.002	0.003	Fail

Parent	Duplicate	Analyte	Units	Conc.	Dup Conc.	LFL (-20%)	UFL (+20%)	Result
SAL051 02+75N	SAL051 02+75ND	Cu	ppm	24.80	22.50	19.84	29.76	Pass
SAL051 02+75N	SAL051 02+75ND	Pb	ppm	7.60	6.70	6.08	9.12	Pass
SAL051 02+75N	SAL051 02+75ND	Zn	ppm	62.00	54.00	49.60	74.40	Pass
SAL052 05+00N	SAL052 05+00ND	Ag	ppm	0.02	0.01	0.02	0.02	Fail
SAL052 05+00N	SAL052 05+00ND	Au	ppm	0.003	0.003	0.003	0.004	Pass
SAL052 05+00N	SAL052 05+00ND	Cu	ppm	31.10	28.30	24.88	37.32	Pass
SAL052 05+00N	SAL052 05+00ND	Pb	ppm	7.90	3.00	6.32	9.48	Fail
SAL052 05+00N	SAL052 05+00ND	Zn	ppm	116.00	95.00	92.80	139.20	Pass
SAL053 03+00N	SAL053 03+00ND	Ag	ppm	0.03	0.11	0.02	0.04	Fail
SAL053 03+00N	SAL053 03+00ND	Au	ppm	0.003	0.007	0.002	0.003	Fail
SAL053 03+00N	SAL053 03+00ND	Cu	ppm	19.90	77.70	15.92	23.88	Fail
SAL053 03+00N	SAL053 03+00ND	Pb	ppm	6.20	40.20	4.96	7.44	Fail
SAL053 03+00N	SAL053 03+00ND	Zn	ppm	68.00	198.00	54.40	81.60	Fail
SAL054 00+50N	SAL054 00+50ND	Ag	ppm	0.07	0.07	0.06	0.08	Pass
SAL054 00+50N	SAL054 00+50ND	Au	ppm	0.002	0.003	0.002	0.003	Pass
SAL054 00+50N	SAL054 00+50ND	Cu	ppm	66.00	54.50	52.80	79.20	Pass
SAL054 00+50N	SAL054 00+50ND	Pb	ppm	13.30	10.80	10.64	15.96	Pass
SAL054 00+50N	SAL054 00+50ND	Zn	ppm	193.00	178.00	154.40	231.60	Pass
SAL055 02+25N	SAL055 02+25ND	Ag	ppm	0.07	0.06	0.06	0.08	Pass
SAL055 02+25N	SAL055 02+25ND	Au	ppm	0.021	0.008	0.016	0.025	Fail
SAL055 02+25N	SAL055 02+25ND	Cu	ppm	123.00	134.00	98.40	147.60	Pass
SAL055 02+25N	SAL055 02+25ND	Pb	ppm	11.30	14.60	9.04	13.56	Fail
SAL055 02+25N	SAL055 02+25ND	Zn	ppm	195.00	189.00	156.00	234.00	Pass
SAL056 01+00N	SAL056 01+00ND	Ag	ppm	0.02	0.03	0.02	0.02	Fail
SAL056 01+00N	SAL056 01+00ND	Au	ppm	0.004	0.004	0.003	0.004	Pass
SAL056 01+00N	SAL056 01+00ND	Cu	ppm	12.40	15.80	9.92	14.88	Fail
SAL056 01+00N	SAL056 01+00ND	Pb	ppm	4.20	6.90	3.36	5.04	Fail
SAL056 01+00N	SAL056 01+00ND	Zn	ppm	57.00	62.00	45.60	68.40	Pass

Figure 14: Field Duplicates 2020 Soil Samples

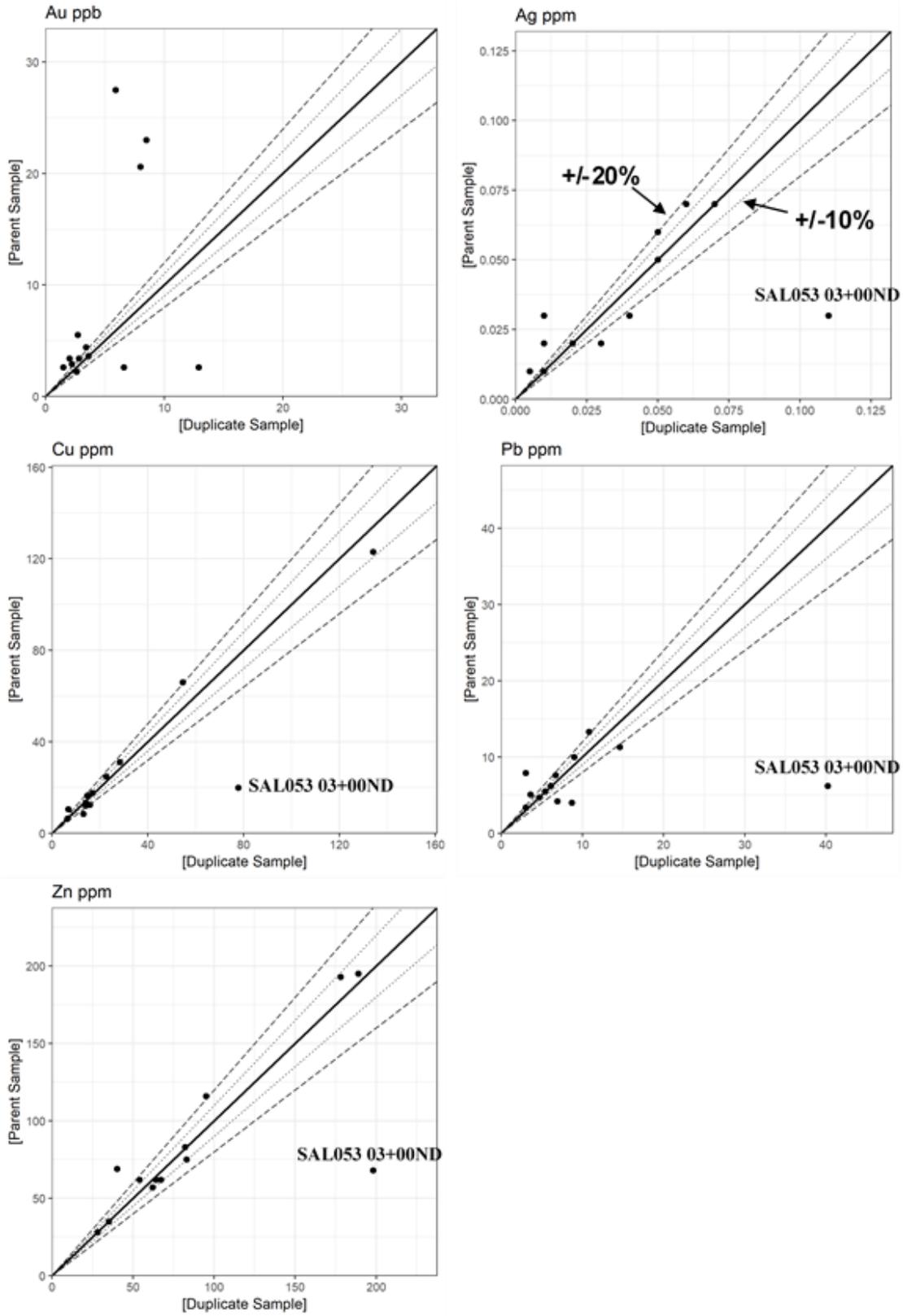
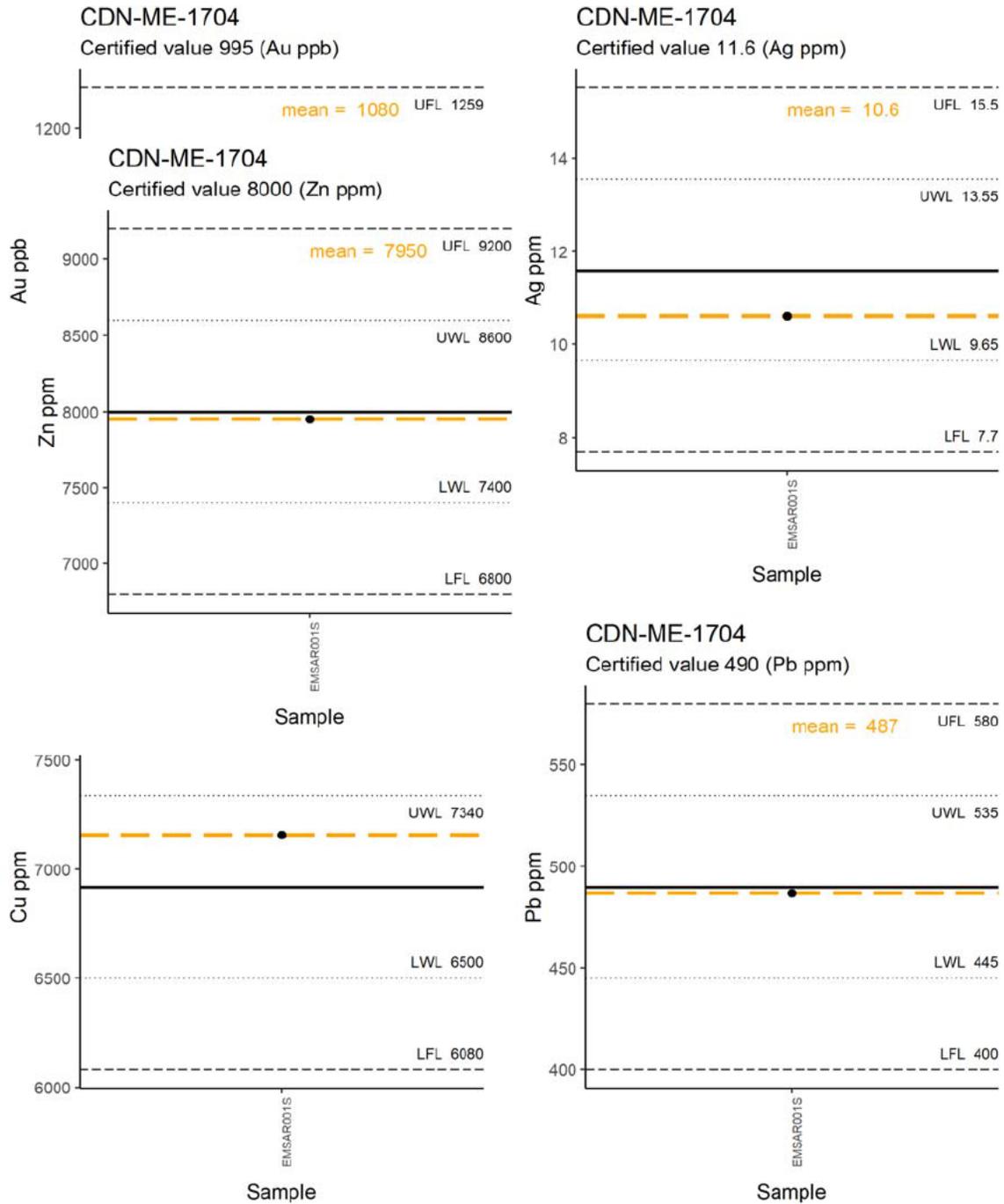


Figure 15: QAQC Analyses of Certified Reference Material



CDN-ME-1704

Certified value 8000 (Zn ppm)

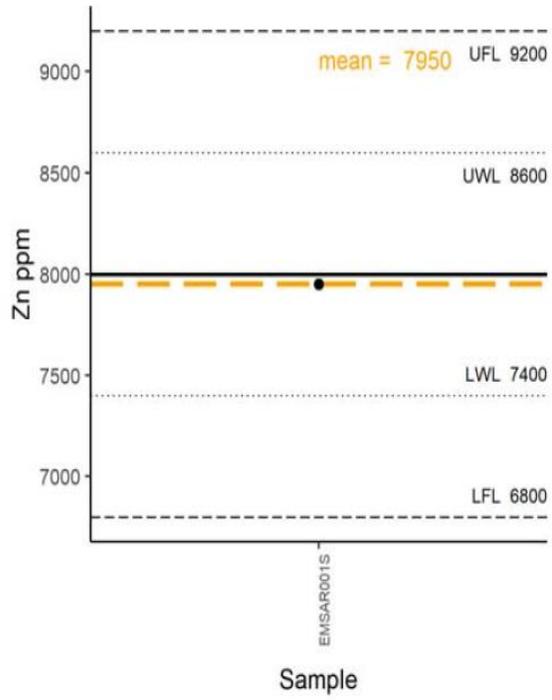
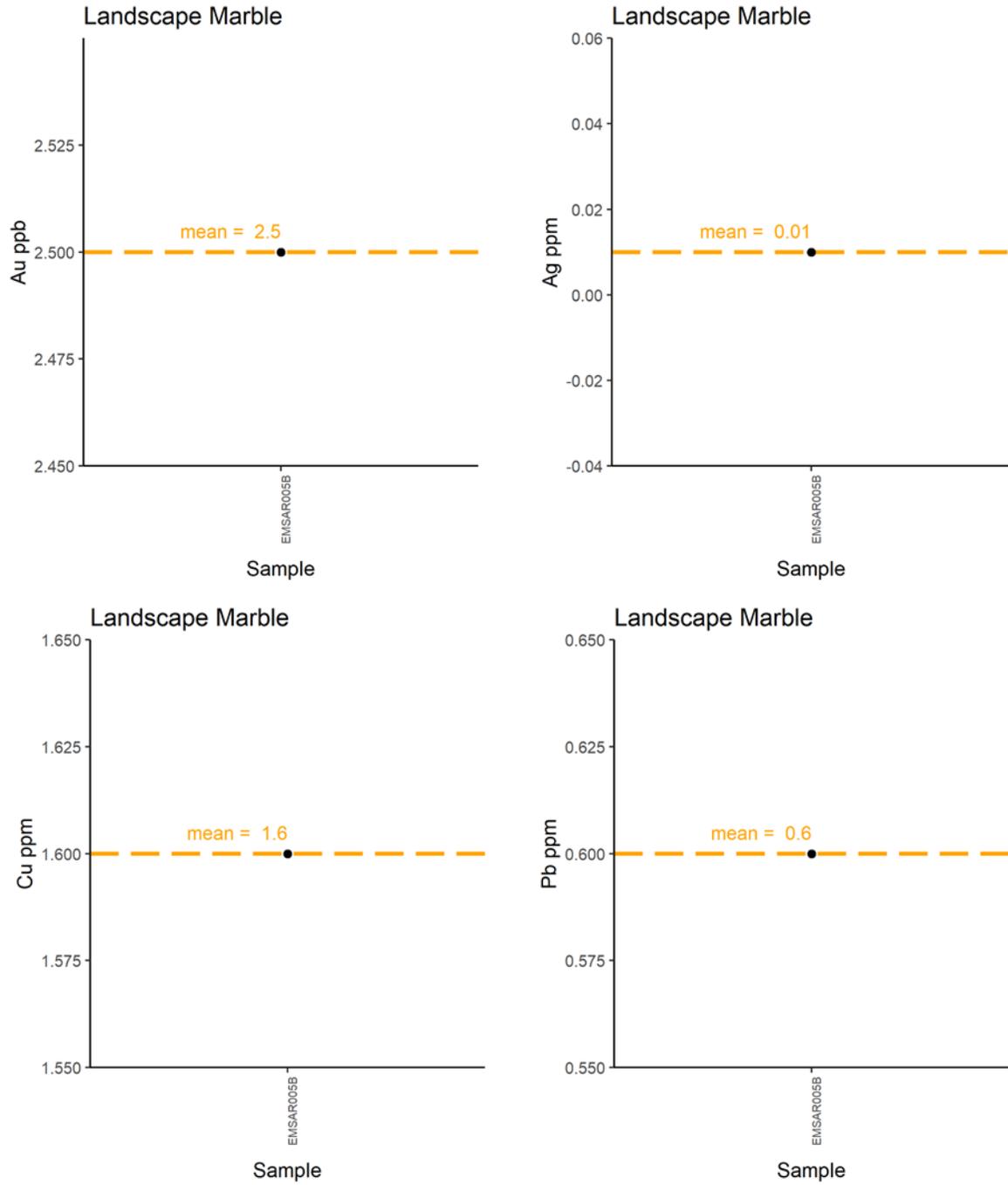
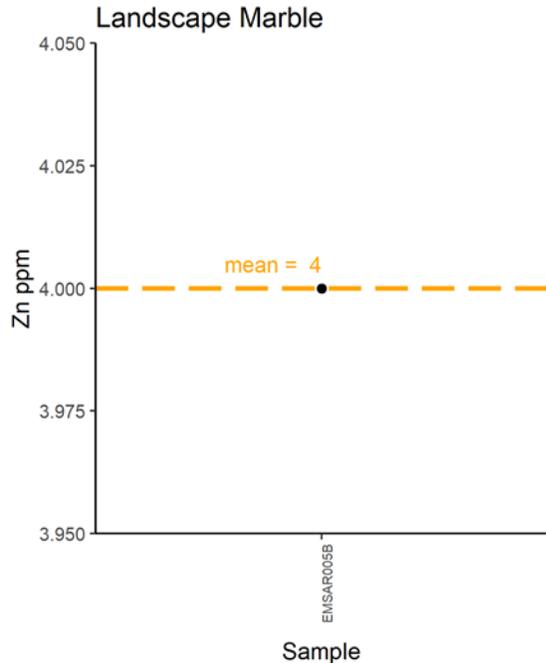


Figure 16: QAQC Analyses of Blank Material





Data Verification

The Author has visited the SAM Property twice. The first visit was on September 11, 2018. On July 27, 2021, the Author completed a personal inspection of the SAM Property, accompanied by Charles Downie, P.Geo. VP Exploration and Director of Taiga. During the SAM Property visit, the Author located all of the drillcore from the Aur Resources 2000 drill program. Some soil sample locations from Taiga's 2018 program were located on the SAM Property and locations were confirmed by comparing geological maps provided by Taiga with GPS coordinates collected by the Author during his inspection.

Drillcore from drillhole WV-00-04 was inspected and as much data from the hole was verified by the Author as was available, including location, orientation and length, as reported in the Drilling section above. The core is generally well preserved and individual boxes were clearly marked with metal tags which included hole number and depth intervals in meters. Most of the sample tags were legible. Select previously sampled drill core was examined with a hand lens which confirmed the presence of pyrrhotite stringers hosted in mafic volcanics and volcanoclastic rocks, consistent with descriptions in the historical drill logs. The sampling methodology appeared to be appropriate with half of the sampled interval remaining in the core box. In addition, the Author observed the local geology in the area of the drill core storage, which was consistent with geology on the maps provided by Taiga.

The Author has reviewed the existing geological and exploration data to check on the nature, quality and accuracy of work done, where available. Although the Author had access to assessment report AR 63L09-0442, which summarized Aur Resources work in 2000, the only significant limitation in the data verification process was a lack of a complete report on the Aur Resources exploration program.

The Author has no reason to believe that TerraLogic's detailed compilation of historic work and current exploration data does not represent the nature of the mineralization on the SAM Property. All work conducted for Taiga by TerraLogic on the SAM Property in 2018 and 2020 was under the direction of a qualified person and the quality of data and information produced from the efforts meet or exceed acceptable industry standards. In the opinion of the Author, the available data that the SAM Property

Technical Report is based on is sufficient and adequate to support the recommendations in the SAM Property Technical Report.

Mineral Processing and Metallurgical Testing

The Company has not conducted any mineral processing or metallurgical testing on the SAM Property as at the date of the SAM Property Technical Report. The Author is not aware of any historical mineral processing or metallurgical testing on the SAM Property.

Mineral Resource Estimates

There are no current of historical resource estimates on the SAM Property. The Company has not conducted any mineral resource estimates on the SAM Property as at the date of the SAM Property Technical Report.

Adjacent Properties

The nearest and best analogues to the SAM Property would be the Graham Au Mine area or Amisk Lake Cu-Zn Deposit (SMDI 2671).

The Graham Au Mine (SMDI 0296), also referred to as the Graham Deposits No. 1 and No. 2 (Zones 1A, 1B, 1C, 2A, and 2B), or the Frank Au Showing is part of a group of five SMDI occurrences (Graham Mine, 87-1 Au Showing SMDI 2283, K Au Showing SMDI 2483, Graham Deposit No.3 SMDI 0299a and Graham Deposit No. 4 SMDI 0299b) located 3.0 km northwest of the northwestern property boundary.

Bedrock in the Graham Mine area consists of Missi Series conglomerate, greywacke and arkose on a large drag fold on the northeast limb of the Magdalen Lake syncline. Shearing is common, and locally very strong. The mineralization style is classified as Structurally-Controlled Mesothermal Lode Gold. Mineralization occurs in quartz-ankerite and aplitic vein stockworks hosted by chlorite, sericite and carbonate altered conglomerates.

The first recorded work in the area was in 1914. All of the SMDI occurrences have seen varying amounts of fieldwork including soil, till and overburden surveys, ground VLF-EM, magnetic/gradiometer and IP/resistivity geophysics, and trenching. The area has also seen approximately 100 diamond drill holes completed.

Historic development work is poorly documented. Trenching, drilling, and one 32 ft (9.8 m) shaft were completed on Graham Deposit No. 1 between 1914 and 1932 and it was reported that some gold was produced by a 10 ton per day mill installed on the property by W. Bowie, but no production figures are recorded. There have been no historical resource or reserve estimates documented for the Graham Deposit area.

The current claims that cover the five SMDI occurrences are held by Jim Campbell, John Michael Danko and Heather Bjorklund.

The Amisk Lake Cu-Zn Deposit (SMDI 2671) is located 9 km south of the southeast property boundary. It is classified as a mafic hosted, back arc, rift-type Volcanic-Associated Massive Sulphide deposit. The deposit area is underlain by Amisk Lake Group Birch Lake Assemblage or arc-type mafic flows which are cross-cut by abundant epidote+ plagioclase+quartz± carbonate veins and stockworks. The mafic metavolcanics show contact metamorphism and alteration related to large mafic sill-like intrusions which occur on either side of the metavolcanics. Hudson Bay Exploration and Development considers the deposit to lie within the same package of pillowed, chloritized, silicified, and carbonatized island arc tholeiitic basaltic flows with minor intercalated mafic metasediments which host the Flexar, Birch, and Coronation Mines.

The deposit is made up of four stacked massive sulphide lenses consisting of sulphide breccias and stockwork type ore mainly composed of chalcopyrite, pyrrhotite, sphalerite, and minor pyrite.

Hydrothermal alteration occurs close to the zones of sulphide mineralization. The host volcanics have been biotized, chloritized, sericitized, carbonatized, and silicified and they contain significant amounts of epidote-quartz±plagioclase±carbonate stringers and stockwork type net veining. Locally, thin bands of magnetite occur in the sulphide ore. Microscopic examination of the ore reveals significant bornite as intergrowths with chalcopyrite and trace amounts of cubanite, mackinawite, vallerite, tellurobismuthite, molybdenite, and native gold.

The deposit was discovered by Hudson Bay Exploration and Development in 1994 with diamond drilling testing anomalies generated by ground HLEM and magnetic geophysical surveys. Mining started in 1999 using a ramp access and the ore was trucked to Flin Flon for processing. Total production for the Amisk Lake deposit from 1999 – 2006 was 2,065,150 tonnes at an average grade of approximately 4% copper and 2% zinc, with associated silver and gold credits.

The information in this section is taken from the Saskatchewan Mineral Deposit Index (SMDI) files, a public geoscience reference data base maintained by the Government of Saskatchewan. The Author has not been able to verify the information that has been provided with respect to any of the deposits described herein. This information is not necessarily indicative of any mineralization that may occur on the SAM Property. The Author cautions that past results or discoveries on proximate land are not necessarily indicative of the results that may be achieved on the subject properties.

Other Relevant Data and Information

There is not any other relevant data or information pertaining to the SAM property as of the date of this report.

Interpretation

Results from both historic and current field programs at the SAM Property indicate the presence of widespread gold and base metal mineralization. The goals of the 2018-2020 SAM field programs were to understand the extent of known mineral showings within the current tenure and identify both extensions of known mineralization and mineralization in underexplored areas of the SAM Property. The gold potential of the project is clearly indicated by the presence of the Wolverine West, Wolverine North and Golden Bear showings. Grab sampling at each of these localities produced interesting results. The 2018 sample result of 14420 ppb Au at the Wolverine North showing is the highest grab sample that has ever been collected at that locality. The best 2018 result at Wolverine West of 4229 ppb Au confirms historical channel sampling at that locality with historical channel assays of up to 24.61 g/t Au over 1.0 with many samples reporting >3.1 g/t Au. Grab samples from the Golden Bear Au showing returned a maximum assay of 1840 ppb Au, with 5 other anomalous samples with greater than 100 ppb Au out of 18 samples collected from the veining and surrounding sheared host rock. In all instances there was significant evidence of previous work at the three above discussed showings in the form of relatively extensive stripping and channel sampling. Follow-up work on these showings should be focused on extending on surface strike extent to define a drill target. Near the Golden Bear showing a high-resolution soil grid may help to guide further prospecting in the area. The soil results were significantly more muted at the Wolverine North and West showings and follow-up work should focus primarily on prospecting and mapping. Basal till sampling could also be tested to determine if it would respond better than conventional soil sampling.

The SAM Property soil sampling grid delineated a number of anomalous trends that do not currently correspond to known mineral occurrences. The most significant is a polymetallic (Au-Ag-Cu-Zn), multi-station, cross line anomaly located south of the Sam-101-81 – VMS-Au occurrence. The highest results along this trend include 451.58 ppm Cu, 701.2 ppm Zn, 0.325 ppm Ag and 1010 ppb Au. Both the Ag and Au results represent the highest results for those elements in the survey area. This soil anomaly is further supported by lithogeochemical results which exhibit anomalous Cu (up to 229 ppm), Zn (over 66 ppm) and As (up to 54 ppm) in the vicinity. One of the whole rock samples collected in the area is also host to moderate sericite alteration. Finally the one hole completed in the area, Sam-101-81, intersected disseminated, stringer and semi-massive sections of pyrrhotite mineralization associated with silicification from 25.90 to 28.49 m assaying 0.02% Cu and 0.02% Zn. An additional intercept from 33.37-34.29 m

associated with silicification and narrow pyrrhotite stringers assayed 1.15 g/t Au demonstrating that there is potential for both Au and base metal mineralization in the area.

There are two more areas host to strongly anomalous gold-in-soils: 1) southwest of the Wolf VMS occurrence (247 ppb Au); and west of the Black Prince VMS occurrence (223.8 ppb and 187.7 ppb Au). Both of these anomalies should be priority for follow-up prospecting and mapping.

The VMS potential of the SAM Property is well demonstrated by the SAM SMDI 0611 occurrence. There are a number of prospective conductors along trend with the SAM, however the bulk of the historical drilling has been in the SAM Property showing area, with the other conductors only being drill tested once or twice with mixed results. These conductors are still highly prospective; however it is not possible to drill test all of them along their entire lengths in an economic fashion. Future work should focus on identifying areas with coincident strong alteration and anomalous Cu geochemistry. One suggestion is to use 4 acid near total digest with ICP-MS finish analyses to categorize rock samples. This method provides analysis of Al, K and Na needed for the modelling of sericite alteration and also concentrations of relevant base metals such as Cu and Zn. Samples that exhibit both some degree of alteration and Cu enrichment can be observed in a few areas: the SAM occurrence area, the SAM West Conductor, west of the Tea VMS occurrence, west of the Sam-101-81 occurrence and in and to the south of the Trail VMS. With the exception of the anomalies around the Sam-101-81 and the Tea targets the anomalous samples fall within the low flow basalts (<1.0% TiO₂), and the basalt volcanics identified by Aur Resources as the host stratigraphy of the SAM occurrence. (AR 63L16-0171). The anomalous samples near the Tea and Sam-101-81 occurrences may indicate that there is also favourable basalt stratigraphy located to the northeast of the low flow basalts and basalt volcanics to the southwest.

Conclusions

- Ground truthing of historical Au occurrences (Wolverine West, Wolverine North and the Golden Bear) has confirmed historical work programs. Future work should focus on extending the strike length of the known mineralization
- Soil sampling on the SAM grid successfully located the Golden Bear showing, a few unexplained point anomalies and a large poly-metallic, multi-station, cross line anomaly. Future prospecting should focus on the larger polymetallic anomaly and on the point anomalies.
- Soil sampling results on the Wolverine West and North grids were quite muted relative to the SAM grid. Future surface sampling campaigns in the area should potentially try other methods such as basal till sampling to assess their effectiveness.
- Whole rock lithogeochemical sampling was a useful way to distinguish lithologies allowing the combination of valuable historical data with the current data set.
- Zirconium and TiO₂ were useful elements to determine the basalt stratigraphy which is significant as the SAM deposits is hosted in the low TiO₂ flow basalts and basalt volcanics.
- Using K/Al and N/Al ratios is an effective way to model hydrothermal alteration of prospective basalts. This method is further enhanced by also looking at base metal concentrations of the altered samples such as Cu or Zn.
- A 4 acid lithogeochemical digest with ICP-MS finish could be a more economical way to get the same information provided by more expensive whole rock methods; further exploration should use these methods to systematically explore each of the prospective conductors in the area.

The SAM Property is subject to the normal risks of any early stage exploration project including data quality and interpretation. These risks are reduced through the use of a robust field data collection system which

tracks a series of attributes for each unique sample resulting in high quality data which is the basis for interpretation and recommendations. While there is no certainty that continued exploration will lead to the discovery of additional mineralization having quality similar to or better than the mineralization identified to date, indications are that the potential is good. The project is well located with respect to transportation and power infrastructure.

Recommendations

The SAM Property hosts stratigraphy that is prospective for both mesothermal lode gold and VMS deposits and further work is recommended.

The focus of future work should be to continue to define and extend known mineralization trends, to locate areas of new mineralization potential and to generate targets for diamond drilling. General recommendations for further exploration on the SAM Property include:

- Prospecting, mapping and lithochemical sampling along prospective conductors, historical gold showings and soil anomalies to better characterize the structural setting and degree of alteration.
- Detailed soil geochemical grid coverage over point geochemical anomalies
- Evaluate basal till sampling as a potential tool in locating deeper mineralization in areas where conventional soil geochemistry may not be effective
- Use high resolution DGPS survey to accurately locate historic drill collars
- Acquire high resolution DEM orthophoto to help interpret structures and areas of outcrop
- Evaluate using targeted tight spaced drone mag surveys to help define structural trends including structural intersections which could be the locus of mineralization and to locate cross-cutting epigenetic gold bearing structures.

The following specific recommendations for a Phase 1 work program are:

Black Prince Showing Zone

- Soil Geochemistry (9 x 175-750m length lines @ 25m spacing)
 - Total 4,050m = 185 Samples
- Detailed mapping, prospecting, and geolithochemical sampling around the Black Prince showing and surrounding point soil anomalies identified in 2018-2020.

Tea Showing Zone

- Soil Geochemistry (20 x 200-800m length lines @25m spacing)
 - Total 10,575m = 414 Samples
- Detailed mapping, prospecting, and geolithochemical sampling around the Tea showing and surrounding strong conductive targets from the 2011 VTEM geophysical survey.

Sam-101-81 Showing Zone

- Detailed mapping, prospecting, and geolithochemical sampling of multi-station soil anomaly identified in 2018 and 2020.

- Follow-up channel sampling contingent on findings of mapping and prospecting.

Wolverine North & West Showing Zone

- Till Geochemistry (6 x 200-650m length lines @50m spacing)
 - Total 2,200m = 50 Samples
- Detailed mapping and prospecting at the Wolverine showings in an effort to extend showings along strike.

Additionally, any historic drill collars or trenches located in the field should be accurately surveyed with a DGPS.

The cost for this work is \$105,450.00

SAM Property Option Agreement

The Company entered into an agreement with Taiga on August 26, 2020 to acquire an option to acquire an interest in the SAM Property from Taiga, which was subsequently amended on December 30, 2020 and June 21, 2021 (the “**SAM Property Option Agreement**”). Pursuant to the terms of the SAM Property Option Agreement, the Company has the right to acquire an undivided 60% interest in the SAM Property (the “**SAM Property Option**”), subject to the SAM Property Royalty, being the 2% net smelter returns royalty to be paid to Taiga, in consideration for a series of cash payments, a Going Public Transaction and share issuances and the incurrence of certain expenditures in respect of the SAM Property. The Company has the right, at any time prior to commencing commercial production from the SAM Property, to reduce the SAM Property Royalty from 2% to 1% in consideration for a one-time payment to Taiga of \$1,000,000. In addition to its right to repurchase one-half of the SAM Property Royalty as provided for in the SAM Property Option Agreement, the Company has a right of first refusal on the proposed sale by Taiga of all or part of the SAM Property Royalty in certain circumstances.

The SAM Property Option under the SAM Property Option Agreement is exercisable if:

- On the entering into a letter of intent between Taiga and the Company in respect of the SAM Property Option, the Company pays to Taiga \$10,000 (paid);
- On August 26, 2020 (the effective date of the SAM Property Option Agreement), the Company paying to Taiga \$20,000 (paid);
- Upon the earlier of: (i) completion of a Going Public Transaction by the Company; and (ii) December 24, 2020,
 - making an additional payment of \$20,000 to Taiga (paid); and
 - issuing 150,000 Common Shares to Taiga (issued);
- On or before September 30, 2021:
 - making an additional payment of \$20,000 to Taiga (paid);
 - issuing a further 50,000 Common Shares to Taiga (issued); and
 - incurring expenditures of \$100,000 in respect of the SAM Property (incurred);
- On or before the earlier of the twelve (12) month anniversary of a Going Public Transaction, and March 31, 2022, issuing a further 200,000 Common Shares to Taiga;

- f. On or before the earlier of the eighteen (18) month anniversary of a Going Public Transaction, and September 30, 2022:
 - i. Making an additional payment of \$60,000 to Taiga;
 - ii. Issuing a further 200,000 Common Shares to Taiga; and
 - iii. Incurring further expenditures of \$600,000 in respect of the SAM Property;
- g. On or before the earlier of the thirty (30) month anniversary of a Going Public Transaction, and September 30, 2023:
 - i. Making an additional payment of \$100,000 to Taiga;
 - ii. Issuing a further 200,000 Common Shares to Taiga; and
 - iii. Incurring further expenditures of \$800,000 in respect of the SAM Property;
- h. On or before the earlier of the forty-two (42) month anniversary of a Going Public Transaction, and September 30, 2024:
 - i. Making an additional payment of \$270,000 to Taiga, or at the election of the Company issuing Common Shares to Taiga with an equivalent value based upon the Payment Share Price;
 - ii. Issuing a further 200,000 Common Shares to Taiga; and
 - iii. Incurring further expenditures of \$1,000,000 in respect of the SAM Property;
- i. On or before the earlier of the fifty-four (54) month anniversary of a Going Public Transaction, and September 30, 2025, incurring further expenditures of \$1,500,000 in respect of the SAM Property.

The SAM Property Option Agreement further provides for the Company and Taiga to diligently and in good faith negotiate the terms of a joint venture arrangement to advance development of the SAM Property following the exercise of the SAM Property Option. The transfer of the SAM Property to the Company under the SAM Property Option Agreement is subject to Taiga retaining the SAM Property Royalty with respect to all mineral production from the SAM Property, subject to buyback rights of the Company. Assuming completion of the exercise of the rights under the SAM Property Option Agreement, the Company will hold a 60% interest in the SAM Property, subject to the SAM Property Royalty. The Company has the right, at any time prior to commencing commercial production from the SAM Property, to reduce the SAM Property Royalty from 2% to 1% in consideration for a one-time payment to Taiga of \$1,000,000. In addition to its right to repurchase one-half of the SAM Property Royalty as provided for in the SAM Property Option Agreement, the Company has a right of first refusal on the proposed sale by Taiga of all or part of the SAM Property Royalty in certain circumstances.

THE LAC DUCHARME PROPERTY

References to figures and tables in this section, refer to the figures and tables in this section only and not to the figures and table in the SAM Property section.

Current Technical Report

The Lac Ducharme Property Technical Report for the Lac Ducharme Property, Quebec, was authored by Martin Demers, P. Geo, and dated May 14, 2021.

Property Description, Location and Access

The Lac Ducharme Property is located in the Manicouagan regional county municipality (MRC) in the Cote-Nord region of eastern Québec, 150 km north of the largest regional town, Baie-Comeau, and 12 km southwest of Manic-Cinq, a service settlement for the Daniel-Johnson hydroelectric station. The Lac Ducharme Property consists of twenty-three (23) “CDC” Claims registered to DIGL, with a combined area of 1,257.64 Ha. The “Lucia” REE occurrence on the Lac Ducharme Property lies at UTM 510,162mE, 5,601,234mN, NAD83 zone 19U.

The Lac Ducharme Property can be accessed using 5 km of gravel forestry roads which connect with the paved provincial Highway 389, which provides access from the town of Baie-Comeau and Fermont and western Labrador via the Hydro-Quebec installations at Manicouagan.

History

The Lac Ducharme Property was map-staked in 2019 by DIGL. The land was previously unstaked, but parts of the SAM Property were held previously by speculators and local prospectors. The “Lucia” occurrence was covered by a claim held by Mario Bourque and Guy Barrette, local prospectors, which lapsed in 2017.

Government and academic geologists completed detailed mapping of the Lac Okaopéo area, including the Lac Ducharme Property, in 2013 (Gosselin et al 2013, Moukhsil et al 2014). During this work, two radiogenic, rare-earth-enriched pegmatite occurrences were discovered, initially catalogued as 13-TC-5072B and 13-FS-1202C. Allanite (an epidote capable of carrying large cations such as the REEs, uranium and thorium), monazite (a thorium and REE-bearing phosphate) and parisite (a REE-bearing carbonate) were noted in sample descriptions from these and other pegmatite dykes locally (Turlin et al 2017). Grab samples returned the following values, as reported in Gosselin et al 2013 and Moukhsil et al 2014:

13-TC-5072 (sample B): 1330ppm La, 2360ppm Ce, 788ppm Nd (4809ppm total LREE)
13-FS-1202 (sample C): 1.53% La, 2.94% Ce, 1.1% Nd (6.04% total LREE), 0.28% Th

Nine claims were staked to cover these MERN discoveries by Mario Bourque and Guy Barrette, prospectors from the Baie-Comeau area. Bourque and Barrette mobilized an excavator to the area and stripped three areas close to the 13-FS-1202C occurrence, which they referred to as the “Lucia” site. Twenty grab samples were cut from the smooth bedrock with a channel saw, from numerous locations mostly in an area of about 50 m of the 13-FS-1202 site to the north and east. No detailed geologic mapping was completed. The highest results were from sample 1, a duplicate of the MERN sample, which gave:

3510ppm La, 7120ppm Ce, 792ppm Pr, 770ppm Th

Geological Setting, Mineralization, and Deposit Type

The Lac Ducharme Property lies within the Allochthonous Belt of the Grenville Province, and is underlain by granitoid bodies, chiefly the Castoreum granite in the southeast and the Bardoux 1 granite to the northwest; these are in contact along an unnamed regional-scale fault.

Dykes of LREE-enriched pegmatite were discovered at two locations on the Lac Ducharme Property in 2013, from which one grab sample returned an assay value of 6.04% LREE (Gosselin et al 2013). One of these occurrences was confirmed and tentatively expanded by prospectors in 2015. The Lac Ducharme Property is at a very early stage of exploration. The grade distribution, depth and lateral extent of the mineralization is not known.

While the Lac Ducharme Property is relatively unexplored, the Author believe that it has the potential to host rare-earth element (REE) mineralization. It is presumed that economic REE mineralization, should it exist on the Lac Ducharme Property, will take the form of a pegmatite hosted deposit.

Exploration and Drilling

No exploration has been completed on the Lac Ducharme Property by or on behalf of the Company. No exploration has taken place within the area of the Lac Ducharme Property since the Barrette (2015) visit described under "*History*". No exploratory drilling of any kind has yet taken place on the Lac Ducharme Property.

Sampling, Analysis and Data Verification

Based on field photographs and sample descriptions, the Moukhsil et al (2014) and Barrette (2015) samples were cut from stripped bedrock using diamond saws and removed with hand tools. Samples were taken in and around the 13-FS-1202 occurrence wherever pegmatitic material was encountered or any other indicator of potentially economic mineralization, such as sulphide disseminations.

The Moukhsil et al (2014) and Barrette (2015) samples were assayed at Actlabs and ALS Minerals respectively. Both are laboratories which conform to the requirements of the ISO/IEC 17025 Standard (General requirements for the competence of testing and calibration laboratories) and regularly take part in proficiency testing. Both laboratories are independent of all past and present interested parties.

The Lac Ducharme Property was visited by Martin Demers, P.Geol, a contractor of Minroc Management on the 5th day of May, 2021. During the visit, the geology matched what has been recorded by previous visitors, and several historic sampling locations could be identified and tied to individual samples from the MERN and Barrette exploration programs.

Mineral Resource and Mineral Reserve Estimates

The Lac Ducharme Property is an early-stage exploration property. There are no current mineral resources or mineral reserves on the Project as defined in the Definition Standards on Mineral Resources and Mineral Reserves published by the Canadian Institute of Mines, Minerals and Petroleum (CIM) or any equivalent international code.

Recommendations for Exploration

The Author recommend that the Company complete a two-stage program to advance the Lac Ducharme Property: A Phase 1 geophysical survey including radiometry, magnetic and resistivity, and an interpretation of the results. This initial reconnaissance program is to be followed by a subsequent Phase 2 exploration program to consist of property-wide mapping and outcrop sampling, making use of scintillometry and an XRF analyzer, with trenching of any priority targets identified in Phase 1. Aerial drone photography will assist with detailed mapping of stripped areas. The exact nature of Phase 2 will depend on findings from Phase 1 but the implementation of Phase 2 will not depend on any specific outcome from Phase 1.

Table 1 - Recommendations

Phase	Recommendation	Item	Unit/Quantity/Rate	Cost (CAD, pre tax)*
1	Heli radiometric, magnetic, resistivity survey	Radiometry, Resistivity, Magnetics	294 line km	\$60,000
1	Data Acquisition, Review, Compilation, Interpretation	Interpretation Report including interpretation report on the ABSurvey		\$40,000
	<u>Phase 1 Total Costs*</u>			<u>\$100,000</u>
2	3 Week prospecting and mapping program	Geologist, helper		\$60,000
		Field equipment rental (ATVs, XRF, scintillometer, diamond saw, fire pump, etc)		\$10,000
		Field supplies		\$5,000
		Excavator rental		\$10,000
		Trench permitting		\$5,000
		Lab analysis	250 samples @ ~\$100/sample (whole rock, trace element)	\$25,000
2	Drone mapping	Aerial photography		\$20,000
	<u>Phase 2 Total Costs*</u>			<u>\$135,000</u>

* These costs are estimates only

Sources of Information

The Lac Ducharme Property Technical Report was written based upon documents and data, both public and private, provided by the Company, as well as publicly available reports and data accessed via SEDAR, GESTIM and SIGEOM, which were accessed throughout March and April 2021. The Author has reviewed all data acquired publicly and provided by the Company, and believe that it is sufficiently accurate for the purposes of the Lac Ducharme Technical Report.

Personal Inspection

The Lac Ducharme Property was visited by helicopter by Martin Demers, P.Geo, of Minroc Management on the 5th May 2021. The two known LREE occurrences were visited, and historic work was documented in both locations.

Reliance on Other Experts

The Author did not rely upon the opinion of non-qualified persons in the preparation of the Lac Ducharme Property Technical Report. The opinions expressed in the Lac Ducharme Property Technical Report are those of the Author and are based upon his review of the historical work completed on the Lac Ducharme Property as documented in publicly available data.

The Author has not investigated the ownership or otherwise legal or tax status of the mineral tenure and are not qualified to do so. On these subjects the Author relied upon the Lac Ducharme Property Option Agreement provided by Tactical (Popova & Ross 2021) and the *Quebec Mining Act*. This section applies to the “*Description of Mineral Tenure*” and “*Other Factors*” sections below.

Property Description and Location

Area

The Lac Ducharme Property has a total area of 1,257.64 Ha and forms one contiguous block, oriented east-west.

Location

The Lac Ducharme Property is located in the Manicouagan regional county municipality (MRC) in the Cote-Nord region of eastern Québec, 150 km north of the largest regional city, Baie-Comeau, and 12 km southwest of Manic-Cinq, a service settlement for the Manicouagan hydroelectric works. The area is not subdivided into surveyed townships. The Lac Ducharme Property lies within NTS sheet 22K/10. The “Lucia” REE occurrence on the Lac Ducharme Property lies at UTM 510,162mE, 5,601,234mN, NAD83 zone 19U.

Description of Mineral Tenure

The Lac Ducharme Property consists of twenty-three (23) “CDC” Claims registered to DIGL, with a combined area of 1,257.64 Ha.

Table 3 - Claims Details

CDC Claim #	Area Ha	Date Acquired	Date Due	Holder	Work Req'd	Notes
2529388	54.69	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529389	54.69	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529390	54.69	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	Lucia Occurrence
2529391	54.69	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529392	54.68	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529393	54.68	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529394	54.68	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529395	54.68	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	Overlap with Restricted Area
2529396	54.68	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	Overlap with Restricted Area
2529397	54.67	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	

2529398	54.67	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529399	54.67	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529400	54.67	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529401	54.67	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	13-TC-5072 Occurrence
2529402	54.67	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529403	54.66	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529404	54.66	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529405	54.66	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529406	54.66	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529407	54.66	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529408	54.66	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529409	54.66	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	
2529410	54.66	2019-01-08	2022-01-07	Doctors Investment Group Ltd	\$1,200	

Nature of Issuer's Title

In Québec, mineral claims confer upon the holder the exclusive right to explore for all mineral substances excluding petroleum, gas, brine and surficial deposits such as sand, gravel and clay. A mineral claim does not confer any surface rights save for access for the purpose of exploration in accordance with the *Québec Mining Act*.

A mining lease must first be acquired prior to the commencement of mining. An application for a mining lease must be accompanied by a feasibility study, a rehabilitation and restoration plan, detailed parcel surveys, and prior assessment of the proposed project according to the Environment Quality Act, submitted to the MERN.

Mineral claims endure for two years and can be renewed following the filing of reports of exploration work meeting the required value for assessment credits or making an in-lieu payment of twice the required assessment credit value.

Information regarding expiration date and required exploration expenditure are provided in Table 3, subject to the note regarding recent COVID-19 legislation also provided above.

For further information, the reader is directed to review the Québec Mining Act, available on the MERN website, mern.gouv.gc.ca

Royalties

Upon the Company's meeting of their option obligations to DIGL as laid out in the Lac Ducharme Property Option Agreement (Popova and Ross 2021), DIGL is to be granted the Lac Ducharme Royalty, being a 3% royalty on all Net Smelter Returns, to be paid quarterly and calculated as outlined in the Agreement. The Company has the right to purchase one third of the Lac Ducharme Royalty (i.e. reduce the Lac Ducharme Royalty to 2%) at any time for \$1,000,000.

To the best of the Author's knowledge, the Lac Ducharme Royalty does not affect the Company's title upon the Lac Ducharme Property or ability to perform work upon it, nor are there any other royalties, back-in rights, payments, or other agreements or encumbrances which would affect the same.

Environmental liabilities

To the best of the Author's knowledge, there are no environmental liabilities which would affect the Company's interest in the Lac Ducharme Property or ability to perform work upon it. Following the site visit, it was found that all works were done in one stripping phase as described in Barrette, G., 2015. No artefact

remains of these works, except the disturbance of stripping works on the surrounding environment which were supervised by the MFFP.

According to the Lac Ducharme Option Agreement, the Company indemnifies DIGL from and against environmental claims pertaining to any operations or activities conducted in or on the Lac Ducharme Property by or on behalf of the Company or their agents after the date of the Lac Ducharme Property Option Agreement, being March 1, 2021 (Popova & Ross 2021).

Permits Required

The Author believes that the most invasive near-term exploration on the Lac Ducharme Property would involve diamond drilling or trenching. Either activity may require the cutting of trees for access routes, drill pads or trenching areas. A permit for tree cutting is required from the MERN prior to beginning this work. The Ministry must be provided with plans outlining proposed access routes, drill pads and other work sites for which cutting would be required. Permitting time is generally in the order of two to four weeks.

Other Factors

The Lac Ducharme Property lies within an agreement area between the province and the Nitassinan Innu First Nation of Pessamit (Betsiamites), Quebec (agreement 45400). The Company is advised to communicate any significant exploration plans with the Nitassinan Innu Nation particularly vis a vis impacts to hunting and other traditional activities.

The Lac Ducharme Property overlaps with an area of about 6 Ha in which exploration activity is restricted. This is an experimental forestry area (number 30404) and overlaps with parts of claims 2529395 and 2529396. This is removed from the two known LREE occurrences and does not impinge upon exploration of those occurrences in any way. Certain exploration activities may be permitted within the experimental forestry area upon liaison with the MERN and MFFP. The Author recommends, prior to initiating ground-based exploration, that the Company contact the MFFP in order to clarify what activities may or may not be permissible within the area.

Figure 1 - Property Location

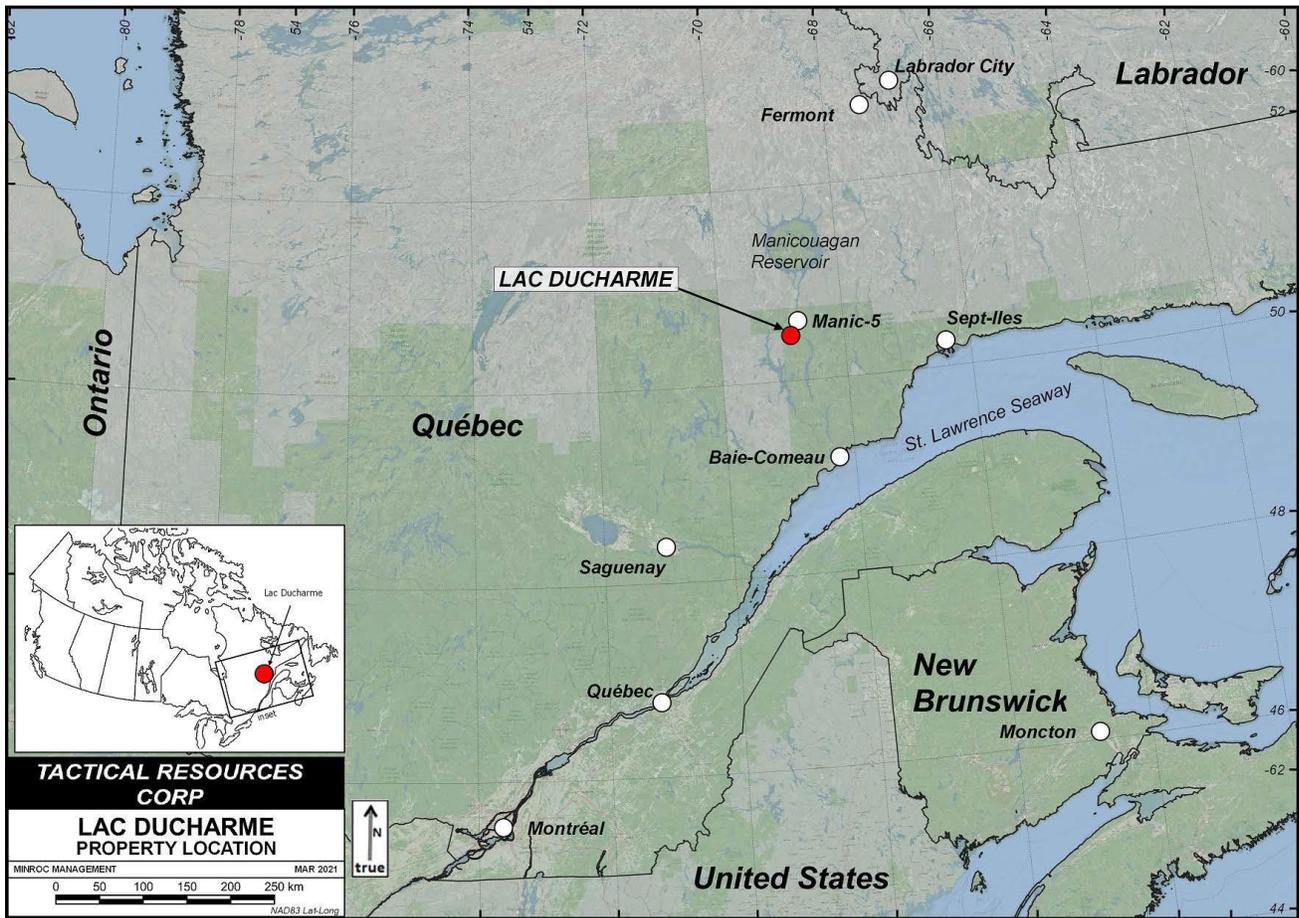
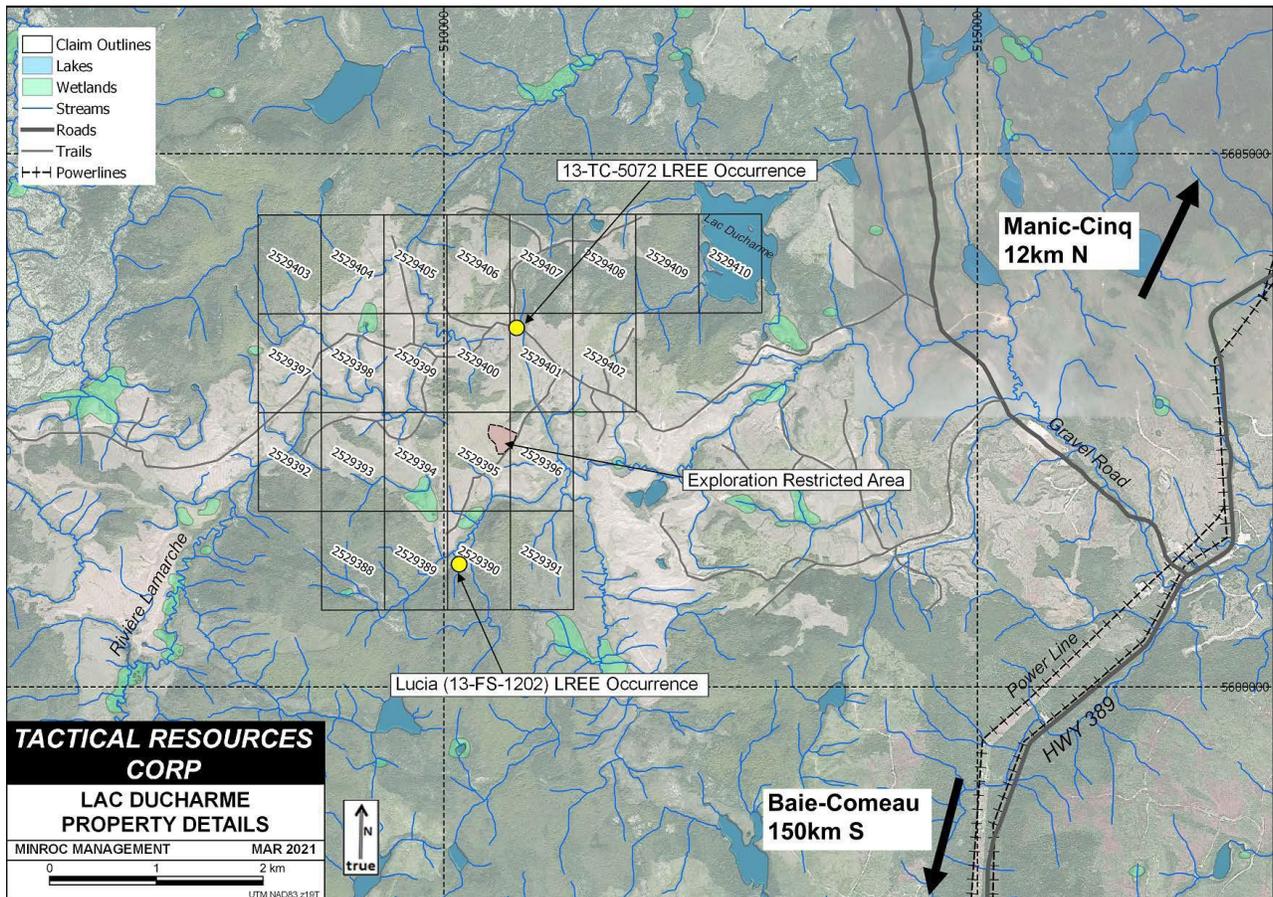


Figure 2 - Property Detail and Access



Accessibility, Climate, Local Resources, Infrastructure & Physiography

Topography, Elevation and Vegetation

The Lac Ducharme Property lies in very hilly terrain typical of the Grenville province. Elevation averages about 500 m, varying from about 460 m in areas close to the Rivière Lamarche in the southeast, to about 600 m in the northwest corner, on the flank of a large hill. Vegetation consists of thick stands of spruce and fir in varying stages of regrowth after forestry operations.

The Lac Ducharme Property is drained by the Rivière Lamarche which flows northeast across the Lac Ducharme Property before draining into the Manicouagan River a short distance downstream of Manic-Cinq. The Manicouagan River flows southward into the St. Lawrence Seaway.

The largest lake on the Lac Ducharme Property is Lac Ducharme, which nearly fills the northeasternmost claim and has an area of about 60 Ha.

Accessibility

The nearest paved road is provincial Highway 389 which connects the town of Baie-Comeau (150 km south of the Lac Ducharme Property; population ~25,000) to Fermont and western Labrador (350 km north) via the Hydro-Quebec installations at Manicouagan. This highway runs 5 km east of the Lac Ducharme Property and connects with a partly-paved access road which is used for the airfield, forestry and aggregate quarrying. This road in turn connects to a well-used forestry road which passes through the north-centre of

the Lac Ducharme Property and has a bridge crossing over the Riviere Lamarche. It connects with a number of smaller trails and forestry roads which can be used to access various parts of the Lac Ducharme Property.

At Baie-Comeau, Highway 389 connects with Highway 138 which provides access to Sept-Iles, Quebec City, Montreal and cities further afield.

Proximity to Infrastructure

The Daniel-Johnson hydroelectric dam is located 12 km north of the Lac Ducharme Property and is the focus of regional infrastructure. The small service community of Manic-Cinq lies adjacent to the dam on Highway 389 and is home to a motel, gas station and basic infrastructure contractors.

There is an airfield on Lac Louise about 8 km north of the Lac Ducharme Property, which is connected to Rapide-Cinq and Highway 389 by roads. A high voltage transmission line runs south along Highway 389 from the dam. The presence of major Hydro-Quebec installations nearby means that access routes are well-maintained throughout the year.

Water for exploration purposes (e.g. drilling) is readily available from creeks and ponds on the Lac Ducharme Property.

A gravel pit lies 4 km east of the Lac Ducharme Property (between the Lac Ducharme Property and Highway 389), and is operated by Jacques Dufour & Fils Enterprises.

There is relatively little history of mining exploration in the immediate region. However, the towns of Fermont and Labrador City have a long history of iron ore mining and exploration, and the towns of Baie-Comeau and Sept-Iles have a number of long-established businesses accustomed to supplying the mining and exploration industries.

Climate

The climate in the area of the Lac Ducharme Property is on the margin of humid continental and subarctic (Köppen Dfc and Dfb). The Author could not find any climate data for the Manic-Cinq area but it is likely to be intermediary between Baie-Comeau and Fermont, likely with average summer highs of 15°C and winter lows of -20°C. Average annual precipitation is likely to be in the order of 900 mm, of which about 300 mm is snow.

Early-stage exploration, such as surveying, is possible year-round. Drilling should be possible year-round, save for brief spring thaw and winter freeze-up periods.

Development Requirements

The Lac Ducharme Property is at a very early stage of development. Should the Lac Ducharme Property prove to host economic mineralization in the future, the Company must apply for a Mining Lease, which, if approved, would provide the right to establish processing plants, ore and waste storage areas, and other mining infrastructure.

In the event of future development, the Lac Ducharme Property is well-positioned to benefit from nearby hydroelectric power at Daniel-Johnson and water supplies from the Manicouagan River which lies within 12 km of the Lac Ducharme Property.

History

Prior Ownership

The Lac Ducharme Property was map-staked in 2019 by DIGL. The land was previously unstaked, but parts of the Lac Ducharme Property were held previously by speculators and local prospectors. The "Lucia"

occurrence was covered by a claim held by Mario Bourque and Guy Barrette, local prospectors, which lapsed in 2017.

Discussion of Work

There has been little historic dedicated exploration within the confines of the present Lac Ducharme Property. The wider Manicouagan region has been covered by a number of government and academic regional exploration programs, which eventually led to the discovery of REE-enriched pegmatite outcrops. A summary of historic work is tabulated in Table 4 and is described here.

The Geological Survey of Canada completed the earliest geologic mapping of the Manicouagan region on record, in 1897. Relatively little academic attention was afforded the Grenville Province in comparison to other areas of the Canadian Shield.

A number of regional exploration programs were completed by the MERN and SOQUEM (an arms-length provincial exploration agency) in the 1970s with the aim of outlining exploration targets in the Grenville Province, particularly for uranium and base metals. The Lac Ducharme Property falls within an area of interest referred to as Project Manic which covered much of the terrain between the Manicouagan reservoir and the St. Lawrence coast. Airborne radiometry, magnetic and resistivity surveys were flown over numerous grids within this area, and reconnaissance level lake sediment sampling was completed over the entire area. Follow-up groundwork, including bedrock sampling, was completed on promising geophysical and geochemical targets. Minor elevations in Fe, Mn and Mo were noted from samples taken from Lac Ducharme (Gleeson 1976, McCann & Lacasse 1977) but were not followed up on. There were few other findings of note made in the immediate area of the Lac Ducharme Property.

A regional-scale reconnaissance exploration program was completed by Manicouagan Exploration in 2004, on a number of properties spanning the path of the Manicouagan river. The focus of this work was PGE and Ni mineralization in ultramafic bodies, some of which lie within ~10 km of the Lac Ducharme Property.

The MERN's attention returned to the Grenville Province in the late 2000s. A number of regional-scale magnetic surveys were flown in 2006 and 2012. A 2009 study reworked older SOQUEM radiometric and soil/lake/stream geochemical data to identify regions favourable for various types of uranium deposits. The general area around Lac Ducharme was considered to have a low to moderately favourable environment for Rössing-type, granite-hosted uranium deposits (Trépanier 2009).

MERN and academic geologists completed detailed mapping of the Lac Okaopéo area, including the Lac Ducharme Property, in 2013 (Gosselin et al 2013, Moukhsil et al 2014). During this work, two radiogenic, rare-earth-enriched pegmatite occurrences were discovered, initially catalogued as 13-TC-5072B and 13-FS-1202C. Allanite (an epidote capable of carrying large cations such as the REEs, uranium and thorium), monazite (a thorium and REE-bearing phosphate) and parisite (a REE-bearing carbonate) were noted in sample descriptions from these and other pegmatite dykes locally (Turlin et al 2017).

Grab samples returned the following values, as reported in Gosselin et al 2013 and Moukhsil et al 2014:

13-TC-5072 (sample B): 1330ppm La, 2360ppm Ce, 788ppm Nd (4809ppm total LREE) 13-FS-1202 (sample C): 1.53% La, 2.94% Ce, 1.1% Nd (6.04% total LREE), 0.28% Th

These results are also presented in Table 5. A detailed academic review, including thin section microscopy, microprobe analysis and whole-rock geochemistry, of the REE-bearing pegmatites in the region, including the above, was published by some of the same personnel involved in the 2013 MERN fieldwork (Turlin et al 2017).

Nine claims were staked to cover these MERN discoveries by Mario Bourque and Guy Barrette, prospectors from the Baie-Comeau area. Bourque and Barrette mobilized an excavator to the area and stripped three areas close to the 13-FS-1202C occurrence, which they referred to as the "Lucia" site. Based on the Bourque and Barrette data, it appears that the UTM for the original occurrence as reported by Gosselin et

al (2013) was inaccurate by about 65 m, although confusingly the Barrette (2015) assessment file repeats the original, erroneous UTM. Twenty grab samples were cut from the smooth bedrock with a channel saw, from numerous locations mostly in an area of about 50 m of the 13-FS-1202 site to the north and east. No detailed geologic mapping was completed. The highest results were from sample 1, a duplicate of the MERN sample, which gave:

3510ppm La, 7120ppm Ce, 792ppm Pr, 770ppm Th

These results are also presented in Table 5. The Bourque/Barrette program can be said to have confirmed the presence of REE mineralization at the 13-FS-1202 location.

Another sample, sample 22 (522), taken from another stripped outcrop about 45 m northwest of “Lucia”, gave elevated values of:

1380ppm La, 2710ppm Ce.

Some of the Bourque/Barrette samples are prefixed with a 5 (e.g. 22/522) alternately in the Barrette (2015) assessment file. They appear to have been labelled in the field with the longer form number, but submitted for assay with the shorter sample number. Based on Bourque and Barrette photographs, and the Minroc site visit, sample 22 was taken from a porphyritic granite dyke, cross-cutting a gneiss, and is hosted by a different, perhaps parallel, structure to the original Lucia occurrence.

Table 4 - Historic Work, Lac Ducharme Property

Year	Group	Work Completed	Notable Findings	Ref (SIGEOM)	Ref
1976	Gleeson & Associates	Regional lake sediment surveying	Mn lake sediment anomaly from LacDucharme	GM49162	Gleeson 1976
1976	SOQUEM	Airborne radiometry, magnetics; lake sediment sampling, over ~30,000 km ² of Manicouagan region, focused on uranium and base metals exploration	Fe and Mo lake sediment anomalies from Lac Ducharme	GM49165	McCann & Lacasse 1977
1977	MERN	Review of Grenville economic geology w.r.t.regional exploration proposals	None in immediate property area	GM39070	Wilson 1977
1977	SOQUEM	Ground follow up of airborne radiometric and magnetic anomalies	None in immediate property area	GM58642	SOQUEM1977
1977	SOQUEM	Airborne resistivity over selecttarget areas, ground geologicmapping	None in immediate property area	GM49156	McCann etal 1977
1978	MERN	Various maps to accompany contemporary regional surveys		GM49161	Richard 1978
2004	Manicouagan Exploration	Regional exploration for Ni,PGEs in peridotite bodies	None in immediate property area	GM62379	Hurtubise 2005

2006	MERN	Airborne magnetic survey, Grenville Province		DP-2006-01	Dion 2006
2009	MERN	Regional uranium potential study	Property area has low to moderate potential	EP200903	Trépanier 2009
2012	MERN	Airborne magnetic survey, Manicouagan area		DP-2012-03	D'Amours & Intissar 2012
2013	MERN	Reconnaissance geologic mapping and prospecting over ~6,000 km ² between Manicouagan and Baie-Corneau	Discovery of REE occurrences on current Property	RG201403	Moukhsil et al 2014
2013	MERN	Summary of RG 2014 03 economic geology findings	Discovery of REE occurrences on current Property	PRO201302	Gosselin et al 2013
2014	Guy Barrette	Trenching and reconnaissance sampling at "Lucia" occurrence (13-FS-1202C)	Significant REE assays from channelled grab samples	GM69507	Barrette 2015
2017	Academic	Petrologic geochemical study of REE-bearing pegmatites in Property area			Turlin et al 2017

Resources, Reserves and Production

The Lac Ducharme Property is at a very early stage of exploration. There are no current mineral resources or mineral reserves on the Project as defined in the Definition Standards on Mineral Resources and Mineral Reserves published by the CIM or any equivalent international code, nor has there been any past production from the Lac Ducharme Property.

Geological Setting and Mineralization

Regional and Local Geology

The Lac Ducharme Property lies within the Grenville Province, which forms the southeastern rim of the Canadian Shield and is its youngest component. The Grenville Province is exposed in a belt from the southern Labrador coast, along the St. Lawrence shore to the Lake Huron shore. Its southern margin and its continuation further to the southwest are covered by later Paleozoic sedimentary units.

The Grenville Province is an orogen of early to mid Proterozoic age (approx. 1.6 Ga to 0.9 Ga) and can broadly be subdivided into a parautochthonous belt of highly deformed, migmatized derived from rocks of the neighbouring, older Superior and Southern Provinces, and an allochthonous belt of gneiss, granitoids, and slightly younger gabbro and anorthosite complexes which are believed to represent an arc geoenvironment accreted onto the rest of the Shield, into which mafic to felsic intrusives were emplaced along normal fault structures following the subsidence of the orogenic plateau (Turlin et al 2017). Major crustal-scale thrust faults divide these bodies: the Grenville Front forms the margin of the Grenville parautochthonous belt from the older components of the Canadian Shield, while the Allochthon Boundary Thrust represents the contact between the two belts of the Grenville Province itself.

Gneisses of the allochthonous belt dominate in the Lac Ducharme area; these include the granitoid-derived gneisses of the Hulot Complex and the sediment- derived gneisses of the Plus-Value Complex.

The Manicouagan impact structure lies 60 km north of the Lac Ducharme Property, this is a 60km-wide crater which is Triassic in age and is responsible for the ring shape of the Manicouagan reservoir.

Property Geology

The Lac Ducharme Property has fallen under the area of several regional mapping programs, and the 13-FS-1202 and 13-TC-5072 outcrops were mapped in detail by Turlin et al (2017). However, no detailed property-wide geologic mapping has yet taken place on the Lac Ducharme Property.

It is known that the Lac Ducharme Property is traversed by a regional-scale fault which runs southwest through the eastern half of the Lac Ducharme Property. Physiographically this fault runs along a trough between two areas of hills. The fault separates two granitoid bodies; the Castoreum pluton to the southeast (magnetite-porphyrific granite/monzonite) and the Bardoux 1 pluton to the northwest (garnet-bearing granite with rapakivite feldspar phenocrysts). The plutons date to 1393 ± 8 Ma and 1487.6 ± 6.8 Ma respectively (Moukhsil et al 2014). This divide is easily visible in regional magnetic data which shows considerably more magnetic relief in the Castoreum pluton than the Bardoux 1 pluton (see Figure 7). SIGEOM mentions that dykes of pegmatite are found in both plutons. A later fault with right-handed movement runs north-northeastward through the western edge of the Lac Ducharme Property, displacing the contact between the plutons.

The southern extreme of the Lac Ducharme Property covers the end of a wedge of quartzite- and marble-derived gneisses of the Plus-Value Complex, which are the oldest lithologies in the Lac Ducharme Property area (Turlin et al 2017).

The northern extreme of the Lac Ducharme Property covers part of a gabbro or gabbro-norite lens, part of a string of bodies oriented east-northeast (the Louis Suite).

Pegmatite dykes at both of the known mineralized sites on the Lac Ducharme Property form swarms with a steep southward dip and a rough North-East/South-West-orientation. This orientation appears to be shared by the unnamed regional-scale fault, and there may be a fault-related structural control on the emplacement of the dykes. Individual dykes are 10-100 cm thick. The dykes consist predominantly of quartz, potassic feldspar, plagioclase and biotite and exhibit localized grain size banding and zoning varied texture crystallization, magmatic brecciation and quartz chambers. Based on their distinctive geochemistry (LREE enrichment, high Al/Na+Ca+K ratio) they are believed to derive not from granitoids but from the partial melting of metasediments (Turlin et al 2017). Turlin et al (2019) suggest that the pegmatites in the Lac Ducharme area (and, by extension, the LREE mineralization) could be derived from sedimentary units of the Parautochthonous belt, which may lie below the Allochthonous belt.

Mineralization

Rare-earth element mineralization at Lac Ducharme is presently known in two locations:

13-FS-1202 ("Lucia"); discovered by Moukhsil et al (2014) and revisited and confirmed by Barrette (2015; sample Lucia 1 as presented in Table 5)

13-TC-5072; discovered by Moukhsil et al (2014)

Mineralization consists of allanite phenocrysts of 1 cm or more diameter and appears to be most prevalent in areas of pegmatite with stronger banded texture. Also in both cases, REE mineralization is skewed towards the lighter rare earth elements (LREEs).

In both cases, mineralization is hosted by pegmatite dykes. SIGEOM mapping and the Lac Okaopéo map presented in Moukhsil et al (2014) imply that both pegmatites are hosted by the Bardoux 1 granite-monzonite pluton, whereas Turlin et al (2017) states that 13-FS-1202 is within the Castoreum granite.

Sampling thus far has been limited to the taking of opportunistic grabs. The grade distribution, thickness and lateral extent of the mineralization is yet to be ascertained at either location

Figure 3 - Field photo of pegmatite at the 13-TC-5072 location. Showing zonation and allanite (“Aln”) mineralization. From Turlin et al (2017)

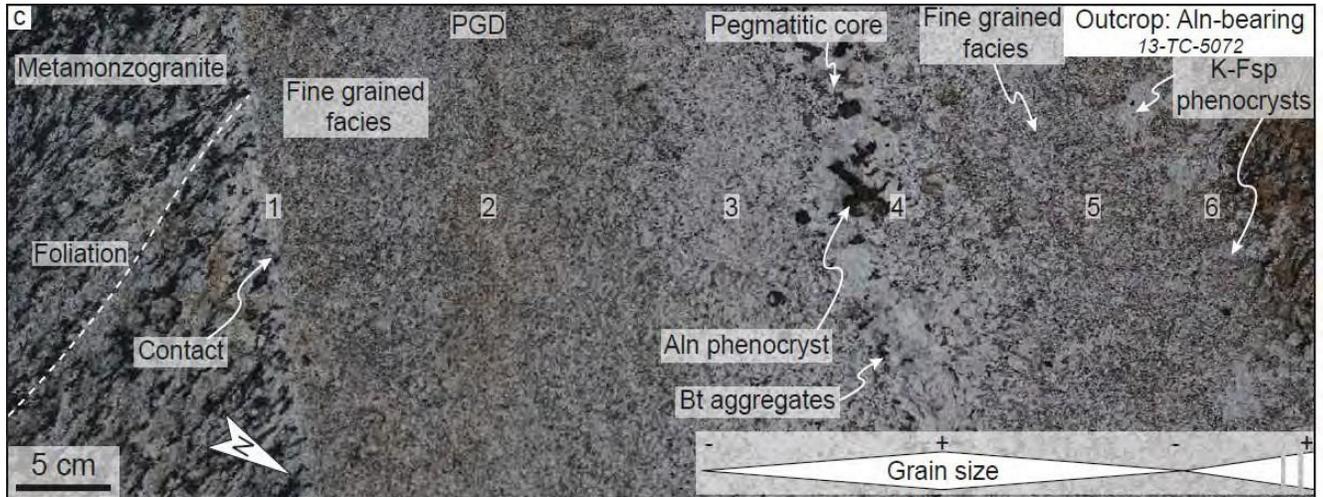


Figure 4 - Photo of outcrop and sampling location for the “Lucia” occurrence (13-FS-1202).
From Barrette 2015



Lucia anomalie MRN = #1 19 U 510162 5601234
indice découvert par le MRNFP

Table 5 - Assay Results from Gosselin et al (2013) and Barratte (2015)

Sample	Ref	Sc	Y	La	Ce	Pr	Nd	Sm	Eu	Gd	Tb	Dy	Ho	Er	Tm	Yb	Lu	Total REE	Th
13-FS-1202C	PRO201302 -	-	-	15,300	29,400	-	11,000	-	-	-	-	-	--	-	-	-	-	55,700	2,800
Lucia 1	GM69507	9	158	3,510	7,120	792	2,640	348	7.67	154	15.05	56.4	7.37	13.78	1.38	6.7	0.88	14,840.23	770
Lucia 22 (522)	GM69507	4	131	1,380	2,710	297	978	130	4.02	64.9	7.07	31.4	5.21	12.35	1.59	9.21	1.48	5,767.23	216
13-TC-5072B	PRO201302 -	-	-	1,330	2,380	-	788	-	-	-	-	-	-	-	-	-	-	4,498	-
Lucia 19 (519)	GM69507	5	29	702	1,385	146	489	60	2.48	25.5	2.36	9.26	1.2	2.9	0.36	2.15	0.34	2,862.55	120
Lucia 20 (520)	GM69507	7	124.5	623	1,235	136.5	486	74.8	4.42	47.4	5.67	27.7	4.72	11.15	1.42	7.34	1	2,797.62	187.5
Lucia 10 (510)	GM69507	2	30.9	644	1,290	134	448	54.9	3	24.4	2.34	9.15	1.3	2.91	0.36	2.42	0.39	2,650.07	120
Lucia 12 (512)	GM69507	1	21.8	519	1,070	110	363	47	2.13	19.85	1.97	6.93	0.97	2.11	0.26	1.75	0.26	2,168.03	101.5
Lucia 15 (515)	GM69507	4	24.1	473	1,070	101.5	343	44.6	2.47	19.1	2.04	7.44	1.02	2.58	0.35	2.28	0.39	2,097.87	105
Lucia 7 (507)	GM69507	10	49.7	415	842	92.3	315	41.8	2.08	20.2	2.39	11.3	1.91	4.9	0.67	4.19	0.66	1,814.1	158.5
Lucia 18 (518)	GM69507	2	19.8	429	852	91.1	311	40.3	1.83	17.8	1.75	6.54	0.89	1.91	0.24	1.37	0.25	1,777.78	77.3
Lucia 16 (516)	GM69507	3	39	378	726	77.4	266	36.6	2.83	19.75	2.22	10.4	1.56	3.54	0.4	2.11	0.29	1,569.1	126
Lucia 2	GM69507	5	41.4	305	536	56.7	191	26.1	2.05	13.55	1.61	8.49	1.59	3.9	0.49	2.66	0.38	1,195.92	81.8

Figure 5 - Regional Geology (based on a map of the Grenville Province in Quebec; SIGEOM, 2018)

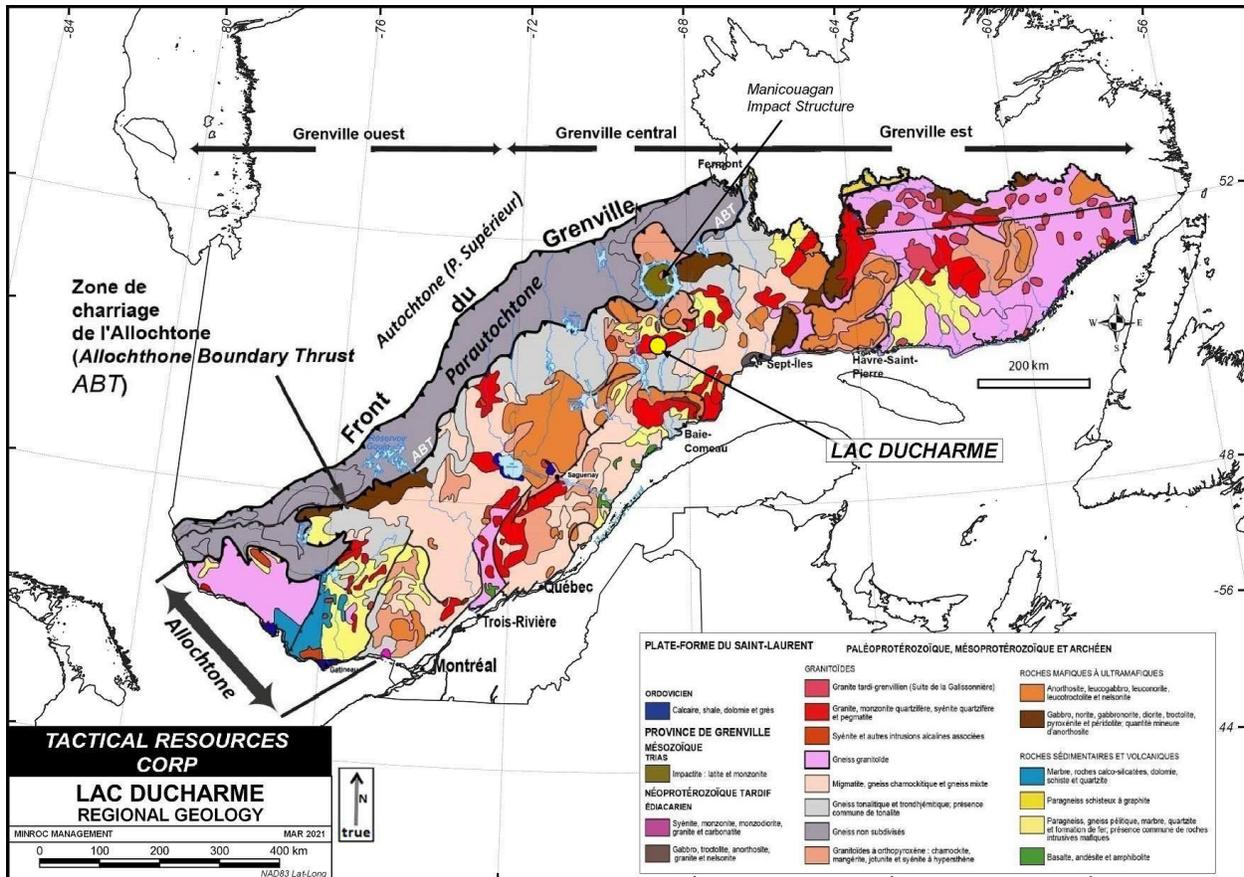


Figure 6 - Local and Property Geology. The two red diamonds signify the LREE pegmatite occurrences. Based on Moukhsil et al 2014

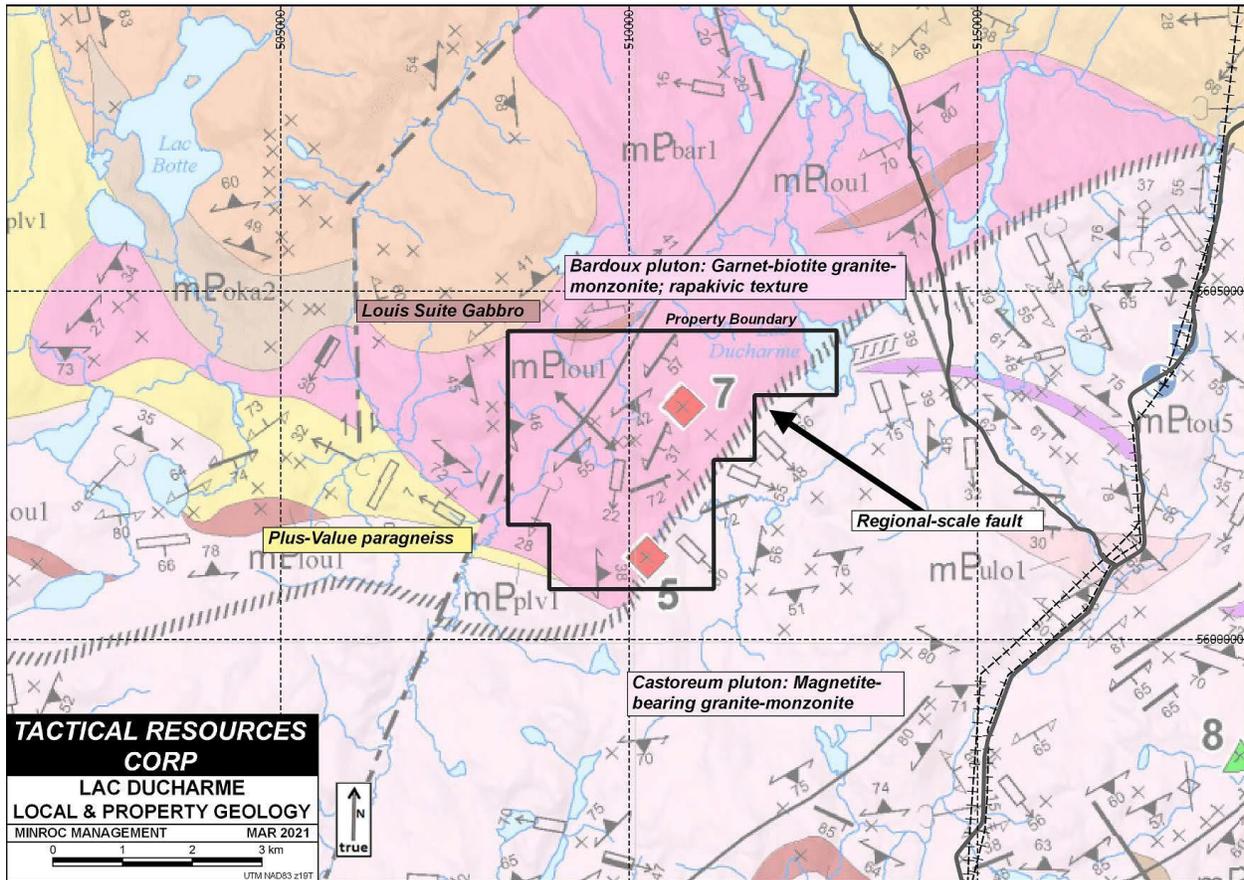


Figure 7 - Local and Property magnetic data from SIGEOM, compiled from DP-2006-01 and DP-2012-03 surveys

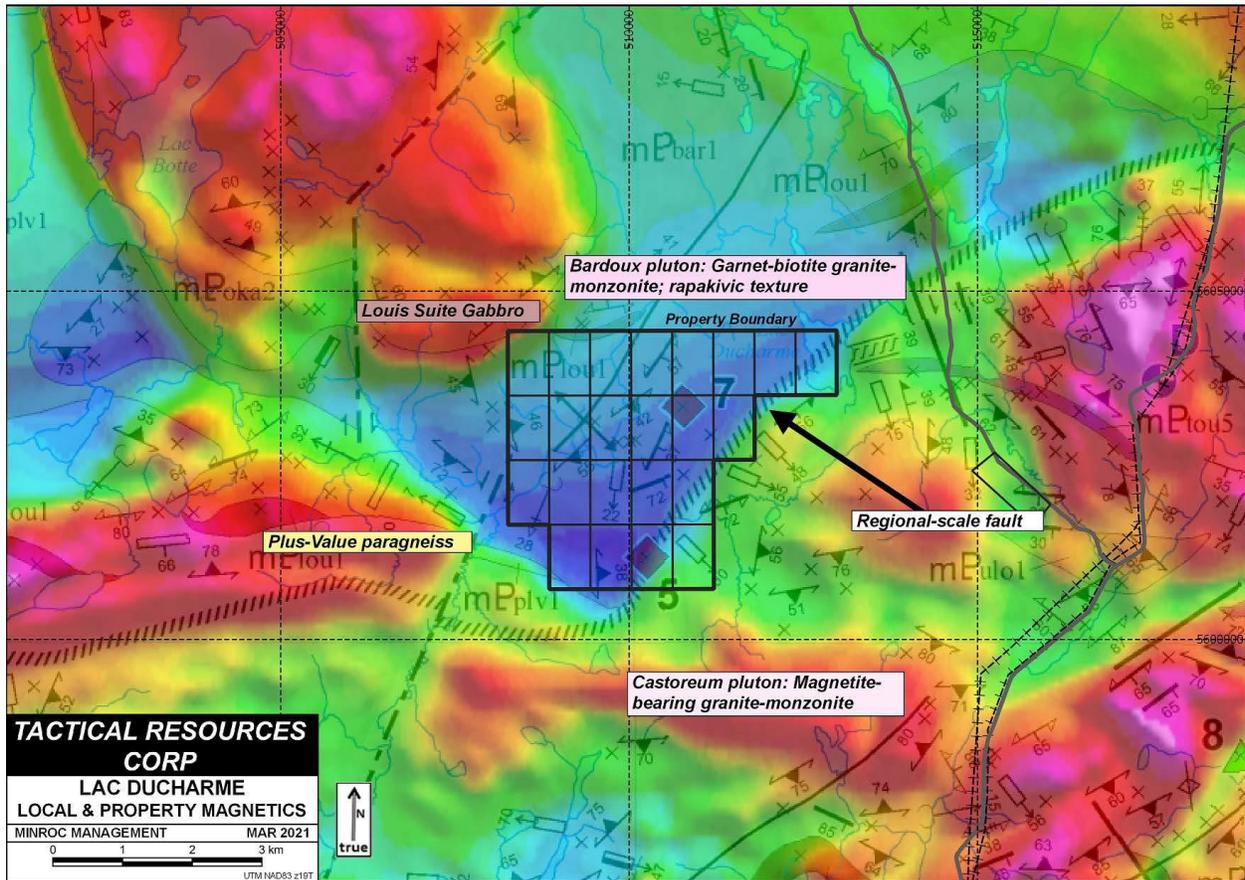
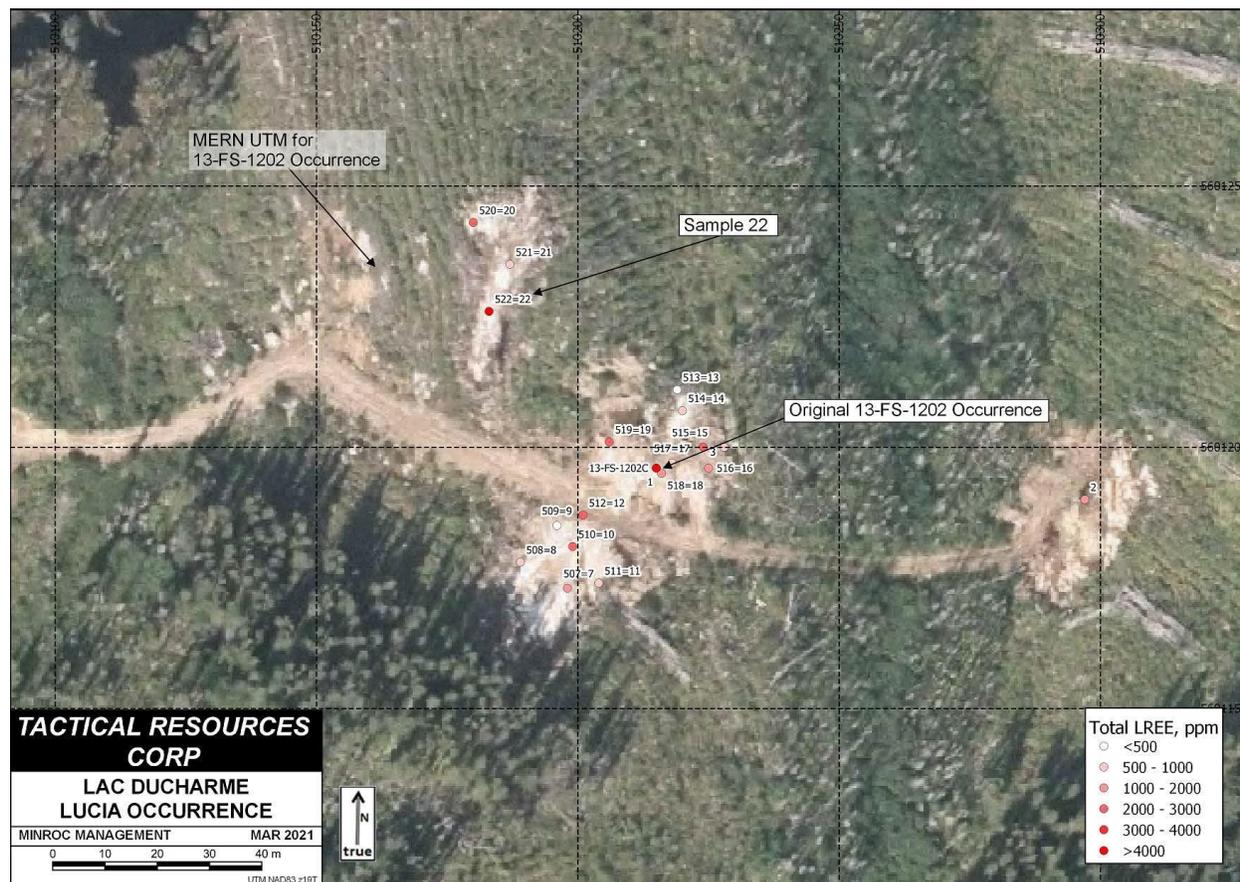


Figure 8 - Aerial detail of “Lucia” trenching area. Sample locations shown as reported in Barrette (2015)



Deposit Types

It is presumed that economic REE mineralization, should it exist on the Lac Ducharme Property, will take the form of a pegmatite hosted REE deposit. Pegmatite deposits can be significant sources of molybdenum, lithium, uranium, tantalum, niobium and rare-earth elements. They are also major sources of industrial minerals such as muscovite, fluorite and feldspar. Prominent pegmatitic REE deposit examples in Canada and worldwide include the Strange Lake REE deposit in the Torngat Mountains of northern Quebec, the Fraser Lakes B uranium-REE deposit in Saskatchewan and the Khaldzan-Buregte deposit in Mongolia (Gowans et al 2014). Other pegmatite-hosted deposits include the past-producing uranium pegmatites of the Bancroft area, Ontario, the North American Lithium deposit near Amos, Quebec, the operating Tanco tantalum mine in Manitoba, and the Antsirabe-Kitsamby uranium and radium mines of Madagascar (Ericit 2005).

To date, there has been little significant commercial REE production from pegmatitic REE deposits. It is worth noting that REE-bearing pegmatites were generally not the targets of mineral exploration efforts until the 21st Century, when issues such as battery technology and supply chain security for Western nations came to prominence.

In terms of setting, granitic pegmatites take the forms of veins or dykes, typically in swarms or parallel sheets, and are generally found in orogens and date to the later stage of orogenesis. Pegmatite dykes may be found within the granite from which they are generally fractionated from, or intruded into country rocks up to a distance of several kilometres. The “fertile” granites from which they are derived and with which they are spatially associated are generally enriched in alkalis and large-ion “incompatible” elements. Zoning is typically strong within individual dykes and veins (see Figure 10). On a regional scale, lateral zoning of

the more mobile elements is common (see Figure 9), with minerals such as beryl and topaz more common towards (or within) the source granite, and lithium- and REE-bearing minerals found in the more distal portions of the dykes.

Though pegmatites are generally derived from fractionation of granites, some are considered to have a regional metamorphic origin and are produced from partial melting of large volumes of crust. A significant proportion of the pegmatites in the Grenville Province are suspected of having this origin (Ercit 2005).

Pegmatites were classified into five categories by Černý and Ercit (2005) based on mineral assemblage and inferred environments of emplacement: *Abyssal*, *Muscovite*, *Muscovite- Rare-Element*, *Rare-Element* and *Miarolitic*. A second classification scheme is provided based on geochemistry: the *NYF* (Nb, Y, F, REEs, U, Th-enriched) and *LCT* (Li, Cs, Ta, Be, Sn, Nb- enriched) families. The Lac Ducharme pegmatites do not easily fit into any of these categories.

Figure 9 - Schematic of a field of granitic pegmatites, showing patterns of geochemical zonation. The field of view can be in the order of hundreds of metres to ten kilometres. Based on Černý (1989)

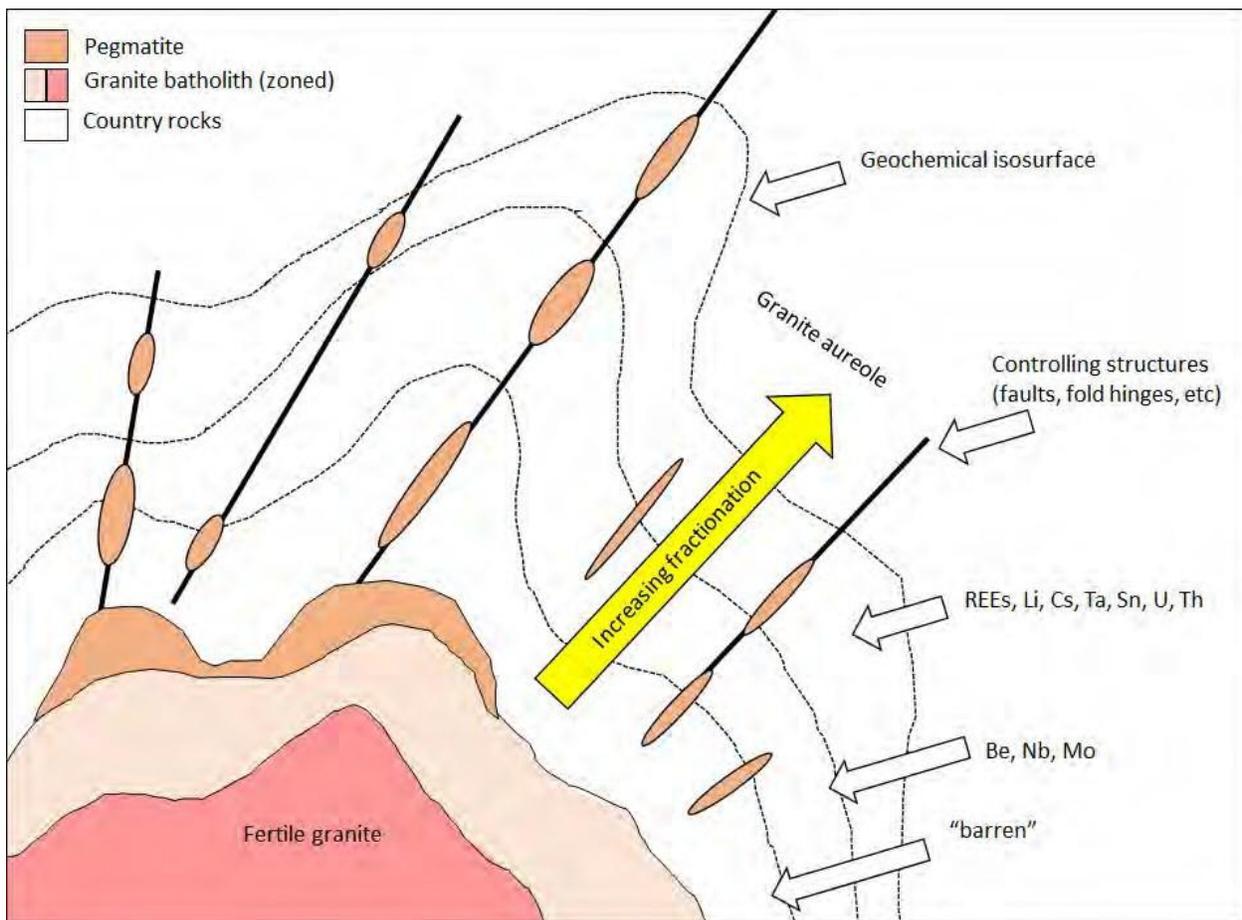
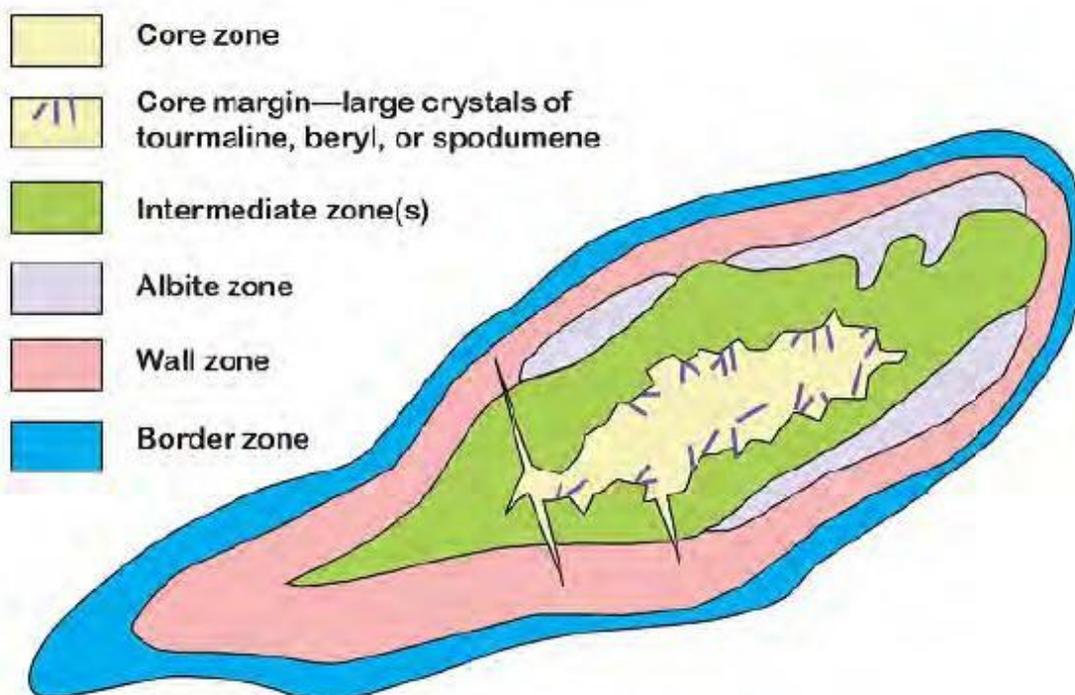


Figure 10 - Typical zonation within a pegmatite, from Bradley & McCauley (2016)



Other mineral deposit types are known, or considered possible, in the Grenville, and mineralization of these styles may be present on the Lac Ducharme Property:

- *IOCG (Iron Oxide Copper Gold) deposits:* These are a diverse class of mineral deposits but are typically hydrothermal systems broadly associated with magmatism and commonly hosted by brecciated units. Alteration halos are generally based around Na and Ca alteration and can be very large. They are generally Proterozoic in age and situated close to the margins of Archean cratons (Groves et al 2010). Major examples include the Olympic Dam Cu-Au-U mine in South Australia. The Kwyjibo REE-Cu-W deposit, and the Kintavar Au-Cu occurrence, both in the Grenville of Quebec, are interpreted as IOCG deposits.
- *Greisen/skarn-type deposits:* Late-stage magmatic fluids can react with their host intrusives (greisen) and adjacent units (skarn), forming zones of metasomatism, often controlled by contacts or structural features. They are particularly common in association with highly alkaline magmatism and/or magmatic contacts with carbonaceous sediments. Greisen and skarn type deposits are significant sources of Sn, W and Mo and minor sources of REEs and U. An example from the Grenville of Quebec is the REE-Mo mineralization on the Ceres property near Fort-Coulongue in the Outaouais region (Cloutier & Kleinboeck 2012).
- *Ni-Cu-PGE deposits:* While unlikely, the potential for the Lac Ducharme Property to host magmatic massive sulphide deposits should be considered, given the presence of minor ultramafic bodies with known Ni and PGE mineralization in the region. These are primary sulphide deposits which form pseudo-stratigraphic horizons of massive, net-textured, stringer and/or disseminated sulphide within voluminous layered intrusive bodies, deposited as a result of their fractional crystallization. These deposits are major sources of copper, nickel, titanium, vanadium, chromium and platinum-group elements. Major

examples of MMS deposits from Québec include the Dumont Ni deposit near Amos (in the Abitibi of the Superior Province), and the Cape Smith belt in Nunavik which hosts the Raglan nickel mine amongst other deposits.

- *Granite-hosted uranium deposits:* Uranium mineralization can take the form of broad, low-grade disseminations of uraninite and betafite in leucogranites. The classic example, Rössing in Namibia, is hypothesized to have formed through partial melting of voluminous granites and the calcareous, uranium-bearing host sedimentary sequence, resulting in the emplacement of bodies of uranium-enriched “alaskite” leucogranites. Leucogranite emplacement is controlled by folding in the sedimentary sequence and the presence of marble horizons, acting as a trap for late-stage fluids (Toens & Corner 1980).

Exploration

No exploration has been completed on the Lac Ducharme Property by or on behalf of the Company. No exploration has taken place within the area of the Lac Ducharme Property since the Barrette (2015) visit described under “History”.

Drilling

No exploratory drilling of any kind has yet taken place on the Lac Ducharme Property.

Sample Preparation, Analysis and Security

The Company has not yet completed any sampling or analytical work on the Lac Ducharme Property. The following comments refer to the historic work completed on the Lac Ducharme Property.

MERN Samples

The samples taken by Moukhsil et al formed part of an academic study but it can be presumed that industry standard practice was followed in the field, i.e. sample material was placed in plastic bags at the sampling site alongside unique identification tags and immediately sealed. Turlin et al (2017) state that samples were delivered to Activation Laboratories (Actlabs) of Hamilton, Ontario at which they were prepared by Li-metaborate or Li-tetraborate fusion and analyzed by ICP-AES and ICP-MS. Thin sections were analyzed using an electron microprobe at the GeoRessources Lab, Université de Lorraine, France.

Actlabs facilities conform to the requirements of the ISO/IEC 17025 Standard (General requirements for the competence of testing and calibration laboratories). Actlabs regularly takes part in proficiency testing. Further, Actlabs facilities also conform to CAN-P-1579 (Mineral Analysis/Geological Tests) as set out by the Standards Council of Canada.

Actlabs is independent of all past and present interested parties.

Barrette 2015 Samples

Based on field photographs and sample descriptions, the Barrette (2015) samples were cut from stripped bedrock using diamond saws and removed with hand tools. Samples were taken in and around the 13-FS-1202 occurrence wherever pegmatitic material was encountered or any other indicator of potentially economic mineralization, such as sulphide disseminations.

Samples were sealed in plastic bags alongside flagging tape on which unique sample numbers were written. Samples were delivered to ALS Minerals of Val-d’Or, Quebec, where the samples were prepared. From here the samples were shipped internally by ALS to their Vancouver facility where they were assayed by “ME-MS81” lithium borate fusion with ICP-MS analysis for a “trace element” suite including the REEs, as well as “ME- 4ACD81” four-acid digestion with ICP-AES analysis, for a suite of base and precious metals. The ALS assay certificate appends the Barrette (2015) report.

ALS typically runs internal QA/QC analyses alongside work orders including blanks, standards and duplicates, though this information is not documented in the Barrette (2015) report.

ALS facilities conform to the requirements of the ISO/IEC 17025 Standard (General requirements for the competence of testing and calibration laboratories), and regularly take part in proficiency testing. Further, ALS facilities conform to CAN-P-1579 (Mineral Analysis/Geological Tests) as set out by the Standards Council of Canada. ALS is independent of all past and present interested parties.

Concluding Statements

The sampling procedures for the MERN and Barrette work are not well documented at the field level. But the Author notes that, since the MERN studies were academic in nature, there would have been a significant emphasis on ensuring sample integrity and minimizing sample contamination. The fact that the Barrette results appear to confirm the MERN results counts towards the reliability of both sampling efforts.

In the Author's opinion, the sample preparation and security procedures at the field level, and the assay procedures at the laboratory level, are likely to have been conducted according to best practices. However, the lack of complete assay certificates prevents a quantitative assessment of the dataset.

The Company has not collected or analyzed any samples from the Lac Ducharme Property. The Author recommends that the Company follow industry standards for sample preparation, analysis and security in future exploration programs on the Lac Ducharme Property.

Data Verification

Site Visit

The Lac Ducharme Property was visited by Martin Demers, P.Geo, of Minroc Management on May 5, 2021. Both LREE occurrences were visited by helicopter. At both locations, the geology matched what has been recorded by previous visitors, and several historic sampling locations (typically short, 10-20 cm channel samples) could be identified at the "Lucia" occurrence, four of these sample locations could still be identified by their original sample number and matched their locations as recorded in the Barrette (2015) assessment report to within the accuracy of a handheld GPS device.

Table 6 - Identified MERN and Barrette Sample Locations

Site	Feature (Demers)	UTM E	UTM N	Summary (Demers)
13-FS-1202 (Lucia)	Lu1a	510187	5601232	Porphyric pegmatite contact with grey gneiss.
13-FS-1202 (Lucia)	Lu1b	510185	5601232	Porphyric pegmatite with magnetite - allanite (?) -oxide assemblage. One 0.2 m long historical channel sample (possibly either 521 or 522)
13-FS-1202 (Lucia)	Lu2a	510223	5601196	Eastern extremity of the main stripping, historical sample L516.
13-FS-1202 (Lucia)	Lu2b	510215	5601196	Historical Lucia REE occurrence under the form of biotite altered euxenite (?) like phase. 0.5 m X 0.5 m X 0.15 m historical excavation with sample L508 nearby.
13-FS-1202	Lu2c	510198	5601181	Complex pegmatite dyke, position of historical sample L510.

13-FS-1202 (Lucia)	Lu2d	510198	5601183	Complex pegmatite dyke, position of historical sample L512.
13-TC-5072	Lu3	510669	5603377	Parallel pegmatite dykes swarm. Position of one 0.2 m historical channel sample.
13-TC-5072	Lu4	510685	5603352	Parallel pegmatite dykes swarm. Channel sample zone (0.5 m) in the immediate area.

13-FS-1202 (Lucia) Occurrence

Two stripped areas, about 30 m apart, were visited. These lie on either side of a forestry road, on a broad hill which is ideal for stripping. At the “Lu1a” and “Lu1b” points (as listed in Table 6), a 1-2 m thick pegmatite mass could be seen, consisting of quartz-perthite and hosted by grey granodioritic gneiss. The dyke has a ~60° strike and subvertical dip. This is the dyke from which Barrette sample 22 was taken (listed as 522 in the field and in the Barrette (2015) assay certificate). The sample site may have been identified.

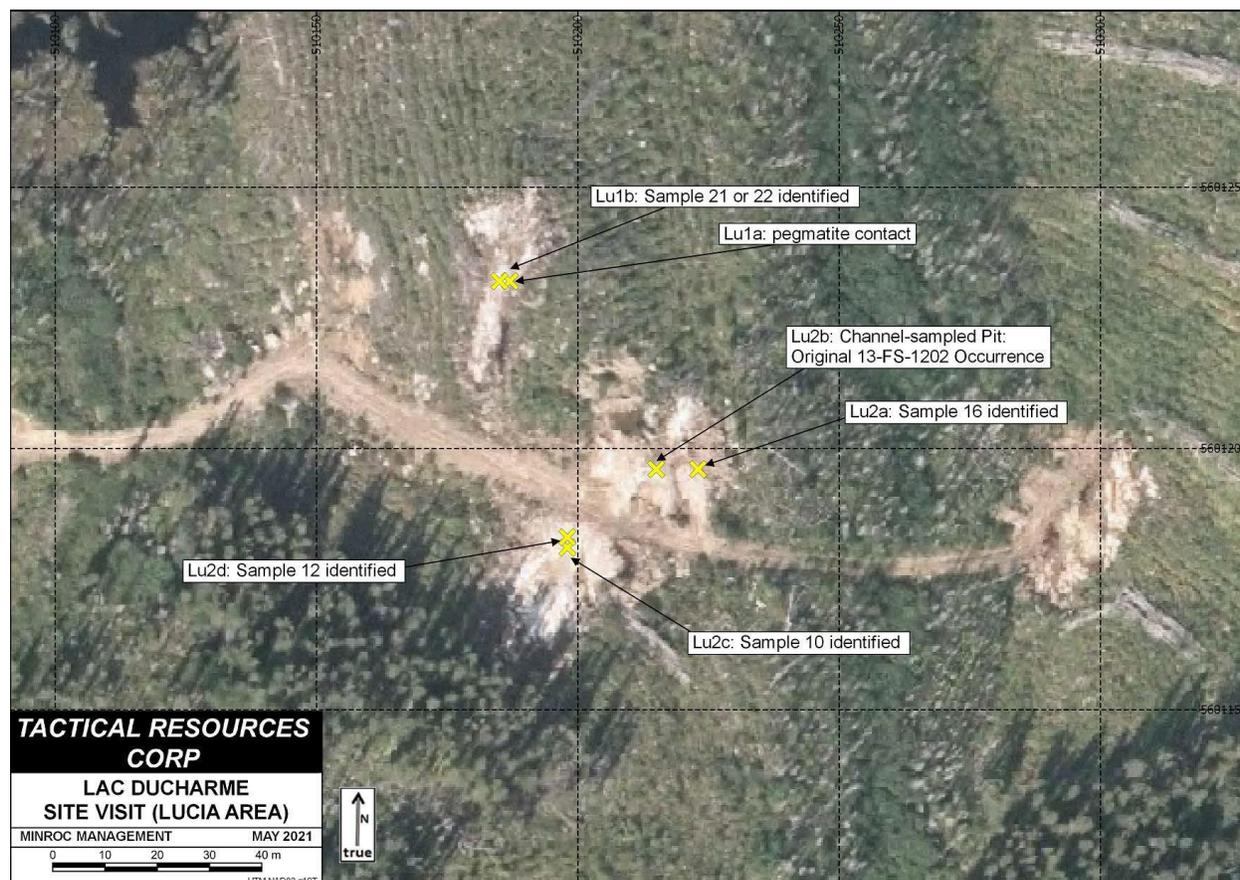
At the “Lu2c” and “Lu2d” locations, south of the road, another dyke is accompanied by a swarm of parallel quartz veins, with a total package width of approximately 2 m. At the “Lu2a” location this dyke transitions into a pegmatite-welded breccia of about 4 m total width. Sample tags found at all three locations closely match (to within 5 m) the anticipated sites for three Barrette samples.

A pit was found at the “Lu2b” site as listed above. Based on photographs and descriptions, this appears to resemble the original LREE occurrence as described in the MERN and Barrette work although the location is about 65 m east-southeast from the UTM location reported in Gosselin et al (2013) and Moukhsil et al (2014). The Author assumes that this is the original occurrence, based on the ample evidence of recent diamond sawing, and that the location matches a rough location for Lucia sample 1 shown on a GPS screenshot presented in Barrette (2015). Fresh rock exposures here showed a biotitic granite grading into pegmatite. Euxenite (a REE-Th-Nb titanium oxide) was tentatively identified.

13-TC-5072 Occurrence

A series of bedrock exposures along about 35 m of roadside. These expose a series of subparallel pegmatite veins of 20-30 cm width, a ~70° strike and steep dip, which have a cross-cutting relationship with the hosting monzonite gneiss. An irregular coarse granite mass was also noted intruding into the monzonite, which itself hosts irregular zones of coarser pegmatite. These veins and masses show chambered zonation (similar to Figure 10) with microcline and biotite surrounding quartz cores. The location of the original MERN sample (13-TC-5072) was likely identified (about 20 m southwest of the UTM provided in Gosselin et al, 2013). The overall layout of the outcrop and the observed geology closely matches that reported in Moukhsil et al (2014).

Figure 11 - Points of interest from Minroc site visit, Lucia area



Data Review

Relatively little exploration data pertains to the Lac Ducharme Property at present. The Author reviewed the Barrette (2015) assay certificate and checked the sample locations reported by Barrette against Barrette’s own maps and aerial imagery. The Barrette data was also compared against the locations of outcrops and occurrences as reported in the MERN study.

As noted in Item 12.1, the MERN UTM’s have some level of inaccuracy, and no UTM grid is supplied on the MERN geologic maps as presented in Moukhsil et al (2014). These factors, plus the presence of later stripping at the Lucia occurrence made it harder to confirm the original MERN work at that location. Nevertheless, the original sample location could be identified by photographs, and the remainder of the Bourque/Barrette sample locations were accurately recorded by GPS and relatively easy to identify in the field. The lack of later work at the 13-TC-5072 site made it easy to identify the MERN sampling location based on the layout and geology of the outcrops.

Mineral Processing and Metallurgical Testing

No mineral processing or metallurgical testing have been conducted on any materials from the Lac Ducharme Property at this time.

Mineral Resource Estimates

No Mineral Resource Estimates, as defined in the Definition Standards on Mineral Resources and Mineral Reserves published by CIM, have been calculated on any mineralization within the Lac Ducharme Property.

Mineral Reserve Estimates

This section is not applicable to the Lac Ducharme Property Technical Report.

Mining Methods

This section is not applicable to the Lac Ducharme Property Technical Report.

Recovery Methods

This section is not applicable to the Lac Ducharme Property Technical Report.

Project Infrastructure

This section is not applicable to the Lac Ducharme Property Technical Report.

Market Studies and Contracts

This section is not applicable to the Lac Ducharme Property Technical Report.

Environmental Studies, Permitting and Social OrCommunity Impact

This section is not applicable to the Lac Ducharme Property Technical Report.

Capital and Operating Costs

This section is not applicable to the Lac Ducharme Property Technical Report.

Economic Analyses

This section is not applicable to the Lac Ducharme Property Technical Report.

Adjacent Properties

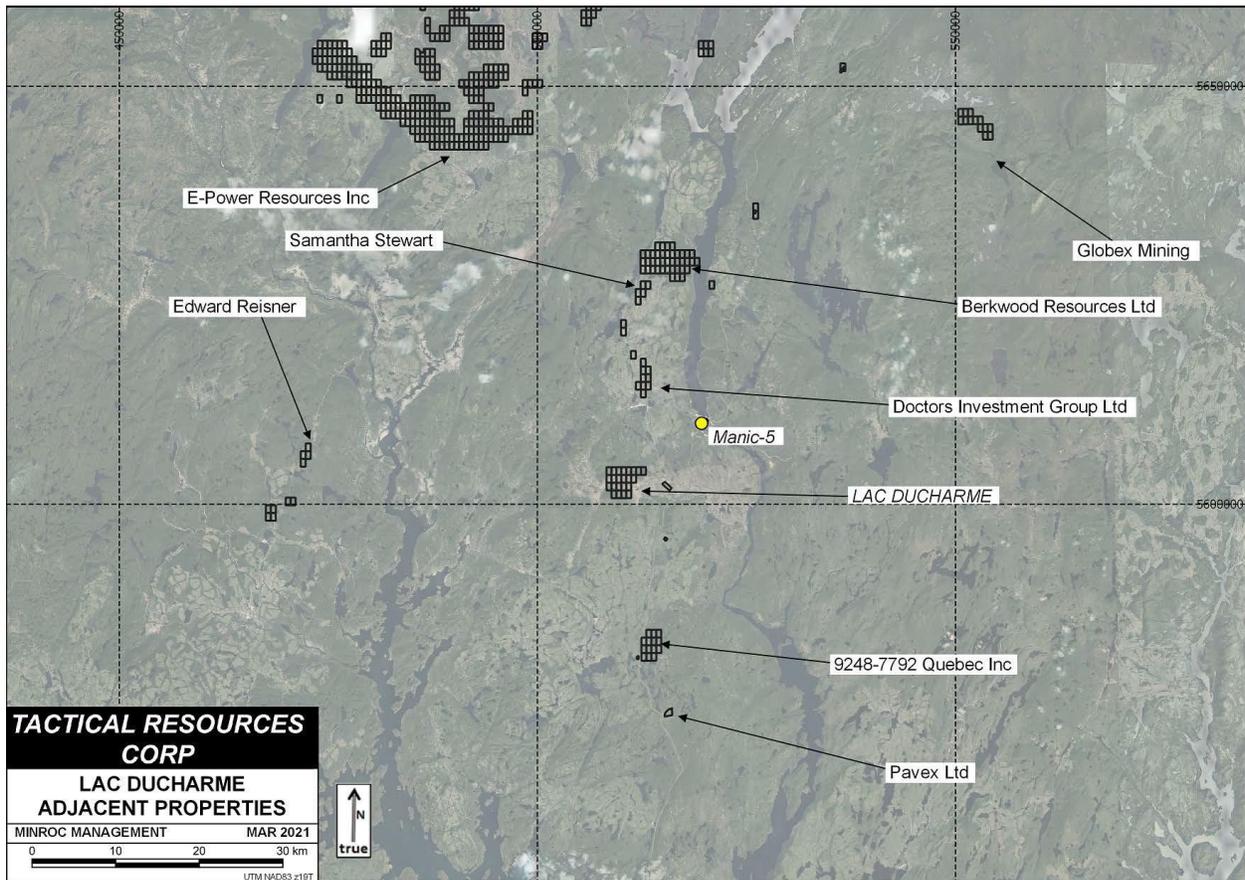
Note: The Author is not in a position to verify any of the information given in this section regarding any adjacent properties. Information regarding adjacent properties is not necessarily indicative of the mineralization which is or may be present within the Lac Ducharme Property.

There are a number of claim groups of similar size to the Lac Ducharme Property in the wider Manicouagan region which are held by individuals or junior exploration companies.

The nearest of these (also held by DIGL) lies about 10 km north of Lac Ducharme and covers another pegmatitic REE occurrence which was discovered in the MERN work of Moukhsil et al, 2014, known as 13-AM-13 which provided a grab sample assay of 1120ppm Nd and 3230 ppm Ce. According to SIGEOM data, this claim group also hosts a Ni-PGE occurrence in a pyroxenite dyke known as Lac-Louise.

This and other properties in the area are at a comparable (i.e. very early) stage of exploration to Lac Ducharme, with little detailed information available.

Figure 12 - Adjacent Properties



Other Relevant Data and Information

To the Author's knowledge, all relevant information was included in the other sections of the Lac Ducharme Property Technical Report.

Interpretation and Conclusions

The Lac Ducharme Property is at a very early stage of exploration and aside from two small outcrop areas, is almost unexplored. Rare-earth elements fell outside of the scope of the historic regional-scale exploration programs that overlapped with the Lac Ducharme Property. Light rare-earth element mineralization was discovered on the Lac Ducharme Property in two locations in 2014; one of those two locations was verified and expanded in the following year. Aside from these two surface sampling visits, no dedicated exploration has taken place; no dedicated geophysical surveying or property-wide soil sampling or bedrock mapping has yet been completed.

However, based on the data available, several lines of enquiry for future exploration present themselves. The presence of thorium in pegmatite suggests that radiometry may be a valuable exploration tool; the northeasterly strike shared by pegmatites at both locations suggests that the unnamed, regional-scale fault on the Lac Ducharme Property may represent a controlling structure or lineation, and outlines a potential corridor of interest which could be the focus of initial exploration efforts.

Despite its relative isolation the Lac Ducharme Property is advantageously located close to major hydroelectric infrastructure, and accessibility is greatly improved as a result.

Table 7 - Risks and Opportunities to the Lac Ducharme Property

Risk	Potential Impact	Possible Mitigation
Poor social acceptability	Difficulty in undertaking work on the Lac Ducharme Property or enhancing its value	Maintain good relationships with Nitassinan Innu community as well as local hunters, trappers and other local stakeholders
Environmental Issues	Permits to complete part or all of work programs (e.g. drilling) may be denied. Issues may arise re disturbance to the Experimental Forestry Area	Minimize potential environmental impact at all stages of exploration planning and execution (e.g. area and intensity of surface disturbance). Establish contact with the MFFP regarding potential activities close to the forestry area
Opportunity	Potential Impact	Explanation
Successful exploration results	Value of Lac Ducharme Property enhanced	Discovery of notable REE or other mineralization would increase the Lac Ducharme Property value
Successful exploration in region	Value of Lac Ducharme Property enhanced	Successful exploration by third parties on nearby projects may increase market interest in the Lac Ducharme Property

Recommendations

The Author recommends that the Company complete a two-phase program to advance the Lac Ducharme Property: A Phase 1 combined airborne Heli GT magnetic, resistivity and radiometric geophysical survey and Data compilation, review and interpretation to identify and prioritize exploration targets for the second phase of exploration. Phase 2 exploration program to consist of property-wide bedrock mapping and sampling program, followed by and/or trenching of any targets identified in Phase 1.

The Author recommends that the Company commence exploration with a Phase 1 program, consisting of the following (Figure 13):

- A heliborne radiometric, magnetic and resistivity survey covering the entire property. This should take place along a grid with ~NW-oriented gridlines so as to cut the strike of the known pegmatite dykes with a line spacing of no more than 100 m. A grid covering the entire property at 100 m line spacing would have an approximate total survey length of 294 line km.
- A thorough compilation and review of all available data on the Lac Ducharme Property should be undertaken to accurately locate known exploration targets and identify other previously unexplored target areas. The interpretation of the existing data along with an interpretation of the geophysical survey will facilitate the prioritization of targets for a second phase of field work to be conducted subsequent to phase 1.

Airborne radiometric data as collected by a gamma spectrometer allows K, U and Th radioisotopes to be distinguished. Based on the apparent correlation between REEs and thorium (possibly within the same mineral), the thorium data can be used as an explicit vector towards REE mineralization. These three radiometric datasets, more generally, will also assist with clarifying lithologic distinctions and structural geology, particularly alongside magnetic and resistivity datasets. Corridors of pegmatites may also have their own magnetic or resistive signature.

The geophysical datasets acquired during Phase 1 will be an excellent starting point for target generation and the next stages of exploration. Presently, while regional-scale magnetic and radiometric data is available, there are no datasets covering the Lac Ducharme Property at an appropriate scale for property-scale reconnaissance exploration.

Phase 2, to be carried out subsequent to Phase 1, should consist of the following:

- Three weeks of property-wide geologic mapping and sampling, making use of a scintillometer and handheld XRF analyzer;
- Trenching or stripping of select high priority targets
- Drone-based aerial photography.

Mapping efforts should include both bedrock (where available) as well as frost heaves and glacial boulders. Samples should be taken routinely of all lithologies and submitted for whole-rock and trace element analysis to clarify the lithologies and ascertain the level of “fertility” for REE mineralization. The Author recommends an assay method that incorporates a strong digestion method such as lithium borate fusion in order to ensure digestion of as much silicate material as possible, or the use of Neutron Activation (INAA) which avoid the uncertainty on the level of REE solubilization.

Pegmatite dykes or other notable zones of potential mineralization should be channel-sampled and/or bulk-sampled to gain a better understanding of the distribution of any mineralization present. Channel sampling should utilize double channeling or some similar adaptation to accommodate coarse “nugget effects”. The gabbro unit in the northern extreme of the Lac Ducharme Property should be considered a secondary target on account of Ni-PGE mineralization in similar units in the region (see item 23).

A scintillometer and handheld XRF analyzer should be employed in the field alongside the mapping and sampling efforts. Field scintillometry data will provide a finer grain of radiometric detail than the airborne data and will also permit correlations to be drawn between anomalies in the airborne data and outcrops on the field scale. The XRF analyzer will allow the presence or absence of trace elements such as REEs to be established in the field and can act as a guide for selecting targets for more detailed sampling or stripping/trenching.

The Phase 2 mapping should consist of a few days of initial reconnaissance to review any potential trenching or stripping targets based on Phase 1. The exact nature of the trenching will depend on the findings of Phase 1 as well as the terrain, logistical constraints and any geologic observations from the first few days of Phase 2, all depending on which areas are considered priority for follow up. Targets from Phase 2 may include strike extensions of the known pegmatite occurrences, new surface discoveries of pegmatite, and/or geophysically- selected targets from Phase 1. Stripped areas can be washed with a firefighting pump prior to detailed mapping and sampling.

A permit must be acquired from the MERN prior to cutting of any lumber to prepare stripping or trenching targets. Surface mapping and trenching must take place outside winter.

Sampling should test all lithologic units, alteration styles and structures.

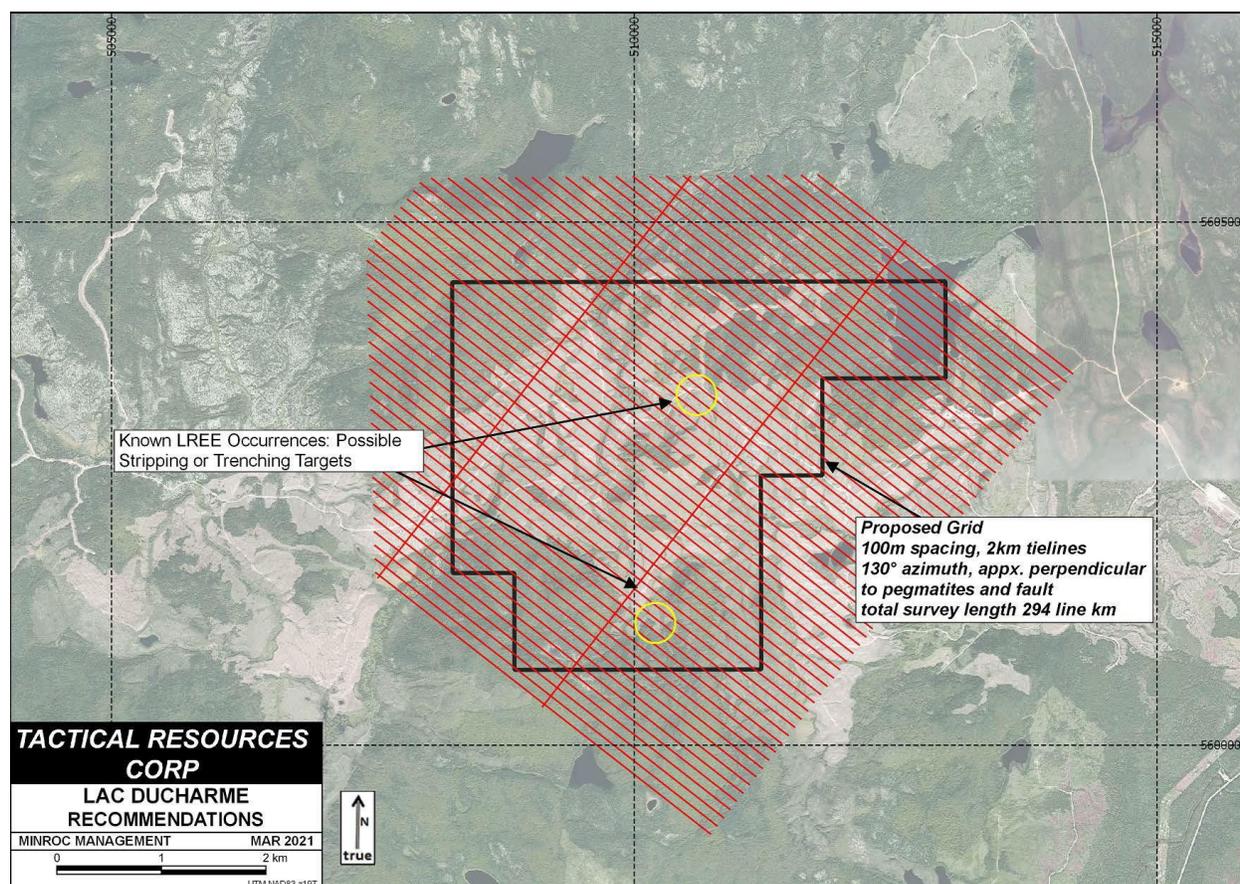
As part of Phase 2, the Author recommend a property-scale drone survey to capture detailed aerial photography of the Lac Ducharme Property. This could take place prior, during or after the Phase 2 trenching. In either case, aerial photography is of significant value in trenching and stripping programs, particularly when large areas of bedrock are washed. Very little data accompanies the Barrette stripping program, and aerial photography would assist with detailed geologic mapping of these trenches.

Table 8 presents the recommendations proposals.

Table 8 - Recommendations

Phase	Recommendation	Item	Unit/Quantity/Rate	Cost (CAD, pretax)
1	Heli radiometric, magnetic, resistivity survey	Radiometry, Resistivity, Magnetics	294 line km	\$60,000
1	Data Acquisition, Review, Compilation, Interpretation	Interpretation Report including interpretation report on the AB survey		\$40,000
	<u>Phase 1 Total Costs*</u>			<u>\$100,000</u>
2	3 Week prospecting and mapping program	Geologist, helper		\$60,000
		Field equipment rental (ATVs, XRF, scintillometer, diamond saw, fire pump, etc.)		\$10,000
		Field supplies		\$5,000
		Excavator rental		\$10,000
		Trench permitting		\$5,000
		Lab analysis	250 samples @ ~\$100/sample (whole rock, trace element)	\$25,000
2		Drone mapping	Aerial photography	
	<u>Phase 2 Total Costs*</u>			<u>\$135,000</u>

Figure 13 - Recommendations for Work



Lac Ducharme Property Option Agreement

The Company entered into an agreement with DIGL on March 1, 2021 to acquire an option to acquire an interest in the Lac Ducharme Property from DIGL (the “**Lac Ducharme Property Option Agreement**”). Pursuant to the terms of the Lac Ducharme Property Option Agreement, the Company has the right to acquire, subject to the Lac Ducharme Royalty, an undivided 100% interest in the Lac Ducharme Property (the “**Lac Ducharme Option**”), in consideration for the completion of a series of cash payments and share issuances and the incurrence of certain Expenditures in respect of the Lac Ducharme Property. The Lac Ducharme Option under the Lac Ducharme Option Agreement is exercisable upon the satisfaction of each of the following obligations of the Company:

- (a) paying DIGL an aggregate of \$60,000 in cash as follows: (i) \$30,000 on or before March 8, 2021 (paid); and (ii) \$30,000 on or before May 1, 2022;
- (b) issuing DIGL an aggregate 510,000 Common Shares as follows: (i) 60,000 Common Shares on or before March 8, 2021 (issued); (ii) 100,000 Common Shares on or before May 1, 2022; and (iii) 350,000 Shares on or before July 1, 2023; and
- (c) incurring aggregate expenditures of \$750,000 as follows: (i) \$250,000 of expenditures on or before May 1, 2022; and (ii) \$500,000 of expenditures on or before July 1, 2023.

Assuming completion of the exercise of the rights under the Lac Ducharme Property Option Agreement, the Company will hold a 100% interest in the Lac Ducharme Property, subject to the Lac Ducharme Royalty.

ASSIGNMENT AND ASSUMPTION AGREEMENT

On July 14, 2021, the Company entered into the Assignment and Assumption Agreement with the Assignor (Peak 6891 LLC), pursuant to which the Assignor agreed to assign the Original Offtake Agreement to the Company. In consideration for entering into the Assignment and Assumption Agreement, the Company issued 1,000,000 Common Shares to the Assignor (the "**Consideration Shares**").

As further consideration for entering into the Assignment and Assumption Agreement, the Assignor is also be entitled to receive the following additional payments, which will be satisfied through the issuance of Common Shares (collectively, the "**Milestone Shares**"):

- (a) \$250,000 upon receipt by the Company, or any Affiliate thereof, of a building permit and completion of construction bid set, including applicable specifications for construction, execution, operation and commercial production, for a facility (the "**Processing Facility**") to process material acquired by Company pursuant to the Original Offtake Agreement, or any successor agreement;
- (b) \$156,250 for each US\$2,000,000 of government grants received by the Company, or any Affiliate thereof, in connection with the development and operation of the Processing Facility, to a maximum of \$1,171,875, provided that the final payment will be reduced in the event the maximum threshold has been reached;
- (c) \$50,000 for each US\$2,000,000 of government loan guarantees received by the Company, or any Affiliate thereof, in connection with the development and operation of the Processing Facility, to a maximum of \$625,000, provided that the final payment will be reduced in the event the maximum threshold has been reached;
- (d) \$500,000 upon the Company, or any Affiliate thereof, reaching a decision to commence commercial production of heavy rare earth element oxides or other refined metals at the Processing Facility; and
- (e) \$250,000 upon the Company, or any Affiliate thereof, entering into a binding agreement to acquire commercial offtake material produced by the Processing Facility.

Any Milestone Shares will be duly registered as the Assignor may direct and will be issuable at a price equivalent to the fair market value of the Common Shares at the time of issuance. In the event the Common Shares are listed on a stock exchange, the fair market value will be equivalent to the volume-weighted average closing price of the Common Shares, in the ten (10) trading days prior to the date of issuance, on the senior stock exchange in which the shares are listed. No Milestone Shares will become due and owing following the date which is sixty (60) months following the Closing Date.

The Consideration Shares and the Milestone Shares will be subject to restrictions on resale in accordance with applicable Canadian and United States securities laws, which restrictions may limit the ability of the holder to trade the Consideration Shares and Milestone Shares in Canada for a period of time following issuance as well as to other United States residents.

The Consideration Shares are also subject to additional restrictions on resale in the following aggregate amounts and until the following dates:

- (a) 200,000 of the Consideration Shares shall be subject to restrictions on resale until the date which is twelve (12) months from the Closing Date;
- (b) a further 200,000 of the Consideration Shares shall be subject to restrictions on resale until the date which is fifteen (15) months from the Closing Date;
- (c) a further 200,000 of the Consideration Shares shall be subject to restrictions on resale until

the date which is eighteen (18) months from the Closing Date;

- (d) a further 200,000 of the Consideration Shares shall be subject to restrictions on resale until the date which is twenty-one (21) months from the Closing Date; and
- (e) a further 200,000 of the Consideration Shares shall be subject to restrictions on resale until the date which is twenty-four (24) months from the Closing Date.

OFFTAKE AGREEMENT

On July 30, 2021, the Company entered into the Offtake Agreement with Sierra Blanca Quarry LLC, the owner of the Sierra Blanca Quarry. The Offtake Agreement replaced the Original Offtake Agreement between the Assignor (Peak 6891 LLC) and Sierra Blanca Quarry, LLC. The Original Offtake Agreement was assigned to the Company by the Assignor pursuant to the Assignment and Assumption Agreement. Upon execution of the Offtake Agreement, the parties to the Original Offtake Agreement agreed to terminate the Original Offtake Agreement.

Pursuant to the Offtake Agreement, Sierra Blanca Quarry, LLC agreed to sell its tailings from the Sierra Blanca Quarry to the Company for USD\$0.011 per imperial ton (i.e. 2,000 lbs), subject to the following maximum amounts: 600,000 imperial tons in 2021, 1,300,000 imperial tons in 2022, 1,300,000 imperial tons in 2023 and 1,300,000 imperial tons in 2024. The term of the Offtake Agreement is 15 years, subject to the parties right to terminate the agreement earlier if the other party is in default of certain terms of the Offtake Agreement.

USE OF PROCEEDS

Use of Proceeds

No securities are being offered under this Prospectus.

The Company received aggregate net proceeds of \$5,277,795.20 from the Offering after deducting \$435,204.80 in broker fees, advisory fees, corporate finance fees and certain expenses of the Agent in relation to the Offering. The principal purposes for the proceeds of the issuance of 5,713,000 Common Shares and 2,856,500 Warrants on the conversion of 5,713,000 Special Warrants is to continue to advance the exploration and development of the SAM Property as described in the SAM Property Technical Report and the Lac Ducharme Property Technical report. Additionally, the Company intends to conduct a sampling and assaying program of the existing tailings at the Sierra Blanca Quarry. See "*Use of Proceeds – Business Objectives and Milestones*". To date, the funds raised from the Offering have been used for general and administrative expenses and to complete work programs on the SAM Property and the Lac Ducharme Property.

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

Principal Purposes

As at September 30, 2021, the Company had working capital of approximately **\$3,260,000** and the Company's estimated use of funds for the next twelve months is as follows:

Principal Purpose	Funds to be Used
SAM Property Option Payments (12 months)	\$60,000
Lac Ducharme Property Option Payments (12 months)	\$30,000
SAM Property I work programs ⁽¹⁾	\$600,000
Lac Ducharme Property work programs ⁽²⁾	\$250,000
Sierra Blanca Quarry tailings evaluation ⁽³⁾	\$75,000
Listing ⁽⁴⁾	\$45,000
Marketing and investor relations	\$250,000
General and administrative costs ⁽⁵⁾	\$426,000
Unallocated working capital ⁽⁶⁾	\$1,524,000
Total:	\$3,260,000

Notes:

(1) The SAM Property Technical Report recommends a phase 1 work program with an estimated cost of \$105,450. The \$600,000 allocation is based on the requirement of the Company to fund expenditures of this amount on the SAM Property on or before September 30, 2022. These additional expenditures will be dependent on the results of the phase 1 work program.

(2) The Lac Ducharme Property Technical Report recommends a phase 1 work program with an estimated cost of \$100,000 and a phase 2 work program with a cost of \$135,000. The \$250,000 allocation is based on the requirement of the Company to fund expenditures of this amount on the Lac Ducharme Property before May 1, 2022 pursuant to the Lac Ducharme Property Option Agreement. These additional expenditures will be dependent on the phase 1 and phase 2 work programs.

(3) The Company intends to conduct a sampling and assaying program on the existing tailings from the Sierra Blanca Quarry at a cost of USD\$60,000 (approximately \$75,000).

(4) Consisting of legal fees, filing fees, accounting fees and other professional advisory fees.

(5) Comprised of rent and utilities (\$36,000); transfer agent fees (\$5,000); legal, stock exchange and corporate filings fees (\$100,000); accounting and auditing fees (\$35,000) and consulting fees and wages (\$250,000).

(6) The Company has reserved \$1,524,000 as unallocated working capital to provide a sufficient contingency budget for future exploration of the SAM Property and the Lac Ducharme Property following completion of the Phase I work programs, subject to favourable results. The Company is also well capitalized to evaluate other high-grade properties that meet its objectives for expanding its exploration portfolio.

The Company's working capital available to fund ongoing operations will be sufficient to meet the Company's anticipated intended uses of funds over the next twelve months. In addition, management of the Company has determined that due to ongoing political, economic and capital markets related uncertainties (including as such relate to the COVID-19 pandemic), it is prudent to retain unallocated working capital in the event financing difficulties or a market downturn occurs in the future.

The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if the Company is required to carry out due diligence investigations regarding any prospective investment or business opportunity or if the costs of the Prospectus or Listing, or negotiating an applicable transaction, are greater than anticipated. The current COVID-19 pandemic and other unforeseen events may also impact the ability of the Company to use the proceeds from the sale of the Common Shares as intended or disclosed in this Prospectus. See "*Risk Factors*".

As disclosed under "*Risk Factors*", the Company does not have a source of operating cash flow and as such has negative cash flow from operating activities in its most recently completed financial year, and proceeds of the Offering will be used to fund anticipated negative cash flow from operating activities in both current and future periods. See "*Risk Factors*".

Business Objectives and Milestones

The Company's business objectives using the available funds are to (i) complete the Listing of the Common Shares on the Exchange; (ii) continue to advance the exploration and development of the SAM Property and the Lac Ducharme Property as described in the SAM Property Technical Report and Lac Ducharme Property Technical Report, respectively; (iii) make the required payments, share issuances and incur the required exploration costs in order to acquire the 60% interest in the SAM Property pursuant to the SAM Property Option Agreement and the Lac Ducharme Property pursuant to the Lac Ducharme Property Option Agreement; and (iv) evaluate the existing tailings at the Sierra Blanca Quarry.

Short-Term Objectives

What we must do and how we will do it	Target completion date or, if not known, number of months to complete	Our cost to complete
Listing ⁽¹⁾	1 month	\$45,000
Pursue exploration of SAM Property ⁽²⁾	12 months	\$660,000
Pursue exploration of Lac Ducharme Property ⁽³⁾	12 months	\$280,000
Sierra Blanca Quarry tailings evaluation	12 months	\$75,000

Notes:

(1) Consisting of legal fees, filing fees, accounting fees and other professional advisory fees.

(2) Based on the SAM Property Option Agreement payment of \$60,000 due on September 30, 2022 as well as the work commitments required under the SAM Property Option Agreement.

(3) Based on Lac Ducharme Property Option payments of \$30,000 due in the first 12 months as well as the work commitments required under the Lac Ducharme Property Option Agreement.

(2) The Company intends to conduct a sampling and assaying program on the existing tailings from the Sierra Blanca Quarry at a cost of USD\$60,000

The Company contemplates obtaining all of the funding needed for the realization of the short-term objectives set out above through full subscription for the shares being made available through the brokered private placement of Special Warrants.

Long-Term Objectives

The Company's efforts will be directed at continuing to advance the exploration and development of the SAM Property and the Lac Ducharme Property, as well as the exploitation of the Sierra Blanca property under the Offtake Agreement if the existing tailings evaluation yields positive results. The stated business objectives of the Company will be achieved by the oversight of the Company's management team. To pursue the foregoing business objectives, the Company intends to continue to define and extend known mineralization trends, to locate areas of new mineralization potential and to generate targets for diamond drilling on the SAM Property and the Lac Ducharme Property. At this point in time, the Company is unable to provide any cost or timing estimate with respect to the Offtake Agreement expenditures as there is no information on the Sierra Blanca Quarry tailings and no production decision has been made.

Objective	Timeframe	Expected Costs
Acquire a 60% interest in the SAM Property ⁽¹⁾	56 months	\$4,500,000 ⁽²⁾
Acquire a 100% interest in the Lac Ducharme Property ⁽³⁾	28 months	\$810,000 ⁽⁴⁾

Notes:

(1) Subject to the SAM Property Royalty.

(2) Estimated costs based on cash payments and work commitments required pursuant to the SAM Property Option Agreement (not including share issuances), including the \$70,000 of the cash payments that have been paid as of the date of this Prospectus.

(3) Subject to the Lac Ducharme Property Royalty.

(4) Estimated costs based on cash payments and work commitments required pursuant to the Lac Ducharme Property Option Agreement (not including share issuances), including the \$30,000 of the cash payments that have been paid as of the date of this Prospectus.

The funds available as a result of the Offering may not be sufficient to accomplish all of the Company's proposed objectives and there is no assurance that alternative financing will be available. If insufficient

funds are raised pursuant to the Offering, the Company will seek alternative sources of financing to complete its objectives.

While the Company, intends to pursue these objectives and milestones, there may be circumstances where, for valid business reasons or due to factors beyond the control of the Company (e.g. the COVID-19 pandemic), a re-allocation of efforts may be necessary or advisable. Although Company does not currently anticipate that the COVID-19 pandemic will cause material delays in the timelines or estimates set out above, due to the evolving nature of the COVID-19 pandemic and its impacts, these timelines and estimates may require adjustment in the future.

DIVIDENDS OR DISTRIBUTIONS

The payment of dividends, if any, in the future, rests within the sole discretion of the Board. The payment of dividends will depend upon the Company's earnings, its capital requirements and its financial condition, as well as other relevant factors. The Company has not declared any cash dividends since its inception, and the Company intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares and other classes of shares in the foreseeable future.

There are no restrictions in the Company's constating documents that prevent the Company from declaring dividends. The BCBCA, however, does prohibit the Company from declaring dividends where, after giving effect to the distribution of the dividend, the Company would not be able to pay its debts as they become due in the usual course of business; or the Company's total assets would be less than the sum of its total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution. The Company does not have any other classes of shares than the Common Shares.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Summary of Selected Financial Information

The table below summarizes selected financial data for the periods indicated and should be read in conjunction with the Financial Statements and the related MD&A. The selected financial information for the year ended July 31, 2020, July 31, 2019, and the period from incorporation on June 25, 2018 to July 31, 2018, has been derived from the Financial Statements and accompanying notes. The Financial Statements for the year ended July 31, 2020, 2019 and 2018, have been audited by Manning Elliott LLP. The following financial data is prepared in accordance with IFRS. The selected financial information set out below may not be indicative of the Company's future performance.

Financial Positions	Nine Months Ended April 30, 2021 and 2020	Year Ended July 31, 2020	Year Ended July 31, 2019	Period from incorporation on June 25, 2018 to July 31, 2018
Current assets	\$77,028	\$16,607	\$16,679	Nil
Total assets	\$288,841	\$16,607	\$16,679	Nil
Current liabilities	\$150,402	\$19,363	\$12,092	\$1,499
Share capital	\$308,541	1	1	1
Deficit	(\$211,462)	(\$19,507)	(\$12,164)	(\$1,500)

Financial Results	Nine Months Ended April 30, 2021 and 2020	Year Ended July 31, 2020	Year Ended July 31, 2019	Period from incorporation on June 25, 2018 to July 31, 2018
Expenses	\$191,955	\$7,343	\$10,644	\$1,500
Net loss	\$191,955	\$7,343	\$10,644	\$1,500
Net loss per share – basic and diluted	\$0.01	\$7,343	\$10,644	\$1,500

Management’s Discussion and Analysis

The Company’s MD&A provides an analysis of the Company’s financial results for the year ended July 31, 2020, and the nine months ended April 30, 2021, and should be read in conjunction with the Financial Statements and the notes thereto, respectively. The Company’s MD&A is attached to this Prospectus as Appendix B.

Certain information included in the Company’s MD&A is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See “*Cautionary Note Regarding Forward-Looking Statements*” for further detail.

Additional Disclosure for IPO Venture Issuers

See “*Use of Proceeds – Principal Purposes*” and “*Use of Proceeds – Business Objectives and Milestones*”.

Additional Disclosure for Junior Issuers

The Company had negative cash flow from operations for its most recently completed financial year and expects to have sufficient funds available to fund operations for a period of 12 months. The Company estimates total operating costs of \$535,240 to achieve its stated short-term business objectives. See “*Use of Proceeds – Business Objectives and Milestones*”.

DESCRIPTION OF SECURITIES

No Offering

The principal purposes for the proceeds of the issuance of 5,713,000 Common Shares and 2,856,500 \$2.50 Warrants on the conversion of 5,713,000 Special Warrants, will be to continue to advance the exploration and development of the SAM Property as described in the SAM Property Technical Report and the Lac Ducharme Property Technical Report. Additionally, the Company intends to conduct a sampling and assaying program of the existing tailings at the Sierra Blanca Quarry. See “*Use of Proceeds – Business Objectives and Milestones*”.

No securities are being offered under this Prospectus.

Authorized Capital

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. See “*Consolidated Capitalization*”. As of the date of this Prospectus, there are 21,170,501 Common Shares issued and outstanding.

Share Capital

Description of security	Authorized Amount	Price per security	Number outstanding as at the date hereof
Common shares	Unlimited	Multiple ⁽¹⁾	21,170,501
\$0.10 Warrants	N/A	\$0.10 ⁽²⁾⁽³⁾	13,800,000
\$0.25 Warrants	N/A	\$0.25 ⁽²⁾	9,785,320
\$2.50 Warrants	N/A	\$2.50 ⁽²⁾	2,856,500
Agent's Options	N/A	\$1.25 ⁽²⁾	327,315
Advisory Warrants	N/A	\$1.25 ⁽²⁾	13,470

Notes:

(1) See "Description of Securities – Prior Sales" for a break-down of prior sales.

(2) Exercise price.

(3) On a post-Consolidation basis.

Terms of Securities

The Common Shares have the following material terms.

No par value without special rights or restrictions. Voting rights or restrictions on voting. The holders of Common Shares are entitled to receive notice of, attend and vote at all meeting of shareholders. Each Common Share entitles the holder thereof to one vote. There are no special rights or restrictions.

Rights of redemption or retraction. If the Company proposes to redeem some but not all the Common Shares, the directors may, subject to any special rights or restrictions attached to such class of shares, determine the manner in which the Common Shares to be redeemed shall be selected.

Interest rates or dividend rates. Subject to the BCBCA, the directors may from time to time declare and authorize payment of such dividends as they may deem advisable.

CONSOLIDATED CAPITALIZATION

No securities are being offered pursuant to this Prospectus. The following table summarizes the changes in the Company's capitalization since April 30, 2021 and after giving effect to the conversion of the Special Warrants. The table should be read in conjunction with the financial statements appearing elsewhere in this Prospectus:

Securities	Authorized Amount	Amount Outstanding as of April 30, 2021	Amount Outstanding as at Date of the Prospectus
Common Shares	Unlimited	14,357,501	21,170,501
Warrants	N/A	23,791,970	26,441,820 ⁽¹⁾
Special Warrants ⁽²⁾⁽⁶⁾	N/A	Nil	Nil
Agent's Options ⁽³⁾	N/A	Nil	327,315
Advisory Warrants ⁽⁴⁾	N/A	Nil	13,470
Long term debt	N/A	Nil	Nil

Notes:

(1) Comprised of 13,800,000 \$0.10 Warrants, on a post-Consolidation basis, with each \$0.10 Warrant exercisable to

purchase one (1) Common Share for \$0.10 per Common Share until August 3, 2022; 9,785,320 \$0.25 Warrants, with each \$0.25 Warrant exercisable to purchase one (1) Common Share for \$0.20 per Common Share until October 27, 2022; and 2,856,500 \$2.50 Warrants, with each Warrant to purchase one (1) Common Share for \$2.50 for 24 months from the Listing Date, subject to acceleration.

(2) See “*Description of Securities – Terms of Securities*”.

(3) Each Agent’s Option is exercisable to purchase one (1) Common Share for \$1.25 until May 13, 2023.

(4) Each Advisory Warrant is exercisable to purchase one (1) Common Share for \$1.25 until May 13, 2023.

(6) The special warrants from the October 27, 2020 offering were deemed to be exercised on February 28, 2021 into 137,500 Common Shares. The 5,713,000 Special Warrants were deemed to be exercised on September 14, 2021 into 5,713,000 Common Shares and 2,856,500 \$2.50 Warrants.

OPTIONS TO PURCHASE SECURITIES

Stock Options

The Company does not currently have a stock option plan, but intends to adopt a 10% rolling stock option plan in the near future.

Warrants

As of the date of this Prospectus, the Company has 26,441,820 warrants outstanding. On a post-Consolidation basis, 13,800,000 \$0.10 Warrants are exercisable to acquire one Common Share at an exercise price of \$0.10 per Common Share until August 3, 2022; 9,785,320 \$0.25 Warrants are exercisable to acquire one Common Share at an exercise price of \$0.25 per Common Share until October 27, 2022; and 2,856,500 \$2.50 Warrants are exercisable to acquire one Common Share for \$2.50 until 24 months from the Listing Date, subject to acceleration.

Agent’s Options

As of the date of this Prospectus, the Company has 327,315 Agent’s Options outstanding. Each Agent’s Option is exercisable to acquire one Common Share at an exercise price of \$1.25 per Common Share until May 13, 2023.

Advisory Warrants

As of the date of this Prospectus, the Company has 13,470 Advisory Warrants outstanding. Each Advisory Warrant is exercisable to acquire one Common Share at an exercise price of \$1.25 per Common Share until May 13, 2023.

Options, Warrants, and Units held by Directors, Officers, Employees, and Others

See “*Directors and Officers*” for a description of all convertible securities held by officers and directors of the Company. The Company has no other employees or consultants that hold convertible securities.

PRIOR SALES

The following table summarizes all of the prior sales/issuances of securities of the Company:

Date of issuance	Type of security issued	Number of securities issued	Price per security	Total funds received
June 25, 2018	Common	1 ⁽³⁾	\$0.01 ⁽³⁾	\$0.01
August 3, 2020	Common ⁽⁶⁾	13,800,000 ⁽¹¹⁾	\$0.02 ⁽¹¹⁾	\$276,000.00
August 3, 2020	Warrants ⁽⁶⁾	13,800,000 ⁽¹¹⁾	\$0.10 ⁽¹²⁾	Nil
August 15, 2020	Common	200,000 ⁽¹¹⁾	\$0.02 ⁽¹¹⁾	\$4,000.00
October 27, 2020	Special warrants ⁽⁷⁾	137,500 ⁽¹¹⁾	\$0.20 ⁽¹¹⁾	\$27,500
December 24, 2020 ⁽¹⁾	Common	150,000	\$0.20	\$30,000.00
February 28, 2021	Common ⁽⁷⁾	137,500	N/A	Nil
March 3, 2021 ⁽²⁾	Common	60,000	\$0.25	\$15,000.00
March 19, 2021 ⁽⁴⁾	Common	10,000	\$1.00	Nil
April 16, 2021	Warrants	9,785,320	\$0.001 ⁽⁵⁾	\$9,785.32
May 13, 2021	Special Warrants ⁽⁸⁾	5,713,000	\$1.00	\$5,713,000
May 13, 2021	Advisory Warrants ⁽⁹⁾	13,470	N/A	N/A
May 13, 2021	Agent's Options ⁽¹⁰⁾	327,315	N/A	N/A
July 14, 2021	Common ⁽¹³⁾	50,000	\$1.00	N/A
September 14, 2021	Common ⁽¹⁴⁾	5,713,000	N/A	N/A
September 14, 2021	Warrants ⁽¹⁴⁾	2,856,500	\$2.50 ⁽¹²⁾	N/A
September 30, 2021	Common ⁽¹⁵⁾	50,000	N/A	Nil

Notes:

- (1) Issuance to Taiga pursuant to the SAM Property Option Agreement.
(2) Issuance to DIGL pursuant to the Lac Ducharme Property Option Agreement.
(3) These figures are presented on a pre-Consolidation basis.
(4) Issued as a finder's fee in relation to the Lac Ducharme Property Option Agreement.
(5) Each warrant is exercisable for one Common Share for \$0.25.
(6) The securities were issued in connection with an offering of 13,800,000 \$0.02 Units (on a post-Consolidation basis), with each \$0.02 Unit comprised of one Common Shares and one \$0.10 Warrant.
(7) The special warrants from the October 27, 2020 offering were deemed to be exercised on February 28, 2021 into 137,500 Common Shares.
(8) See "*Description of Securities – Terms of Securities*".
(9) Each Agent's Option is exercisable to purchase one (1) Common Share for \$1.25 until May 13, 2023.
(10) Each Advisory Warrant is exercisable to purchase one (1) Common Share for \$1.25 until May 13, 2023.
(11) On a post-Consolidation basis.
(12) Exercise price.
(13) Issued as a finder's fee in relation to the Assignment and Assumption Agreement.
(14) The Special Warrants were deemed to be exercised on September 14, 2021 into 5,713,000 Common Shares and 2,856,500 \$2.50 Warrants.
(15) Issued to Taiga pursuant to the SAM Property Option Agreement.

Trading Price and Volume

The Common Shares do not trade on any stock exchange.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to

initial public distributions. Equity securities owned or controlled by Principals, including Common Shares, are subject to the escrow requirements.

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

- (a) Directors and senior officers of the Company, as listed in this Prospectus;
- (b) Promoters of the Company during the two years preceding this Offering;
- (c) Those who own and/or control more than 10% of the Company's voting securities immediately before and after completion of this Offering if they also have appointed or have the right to appoint a director or senior officer of the Company or of a material operating subsidiary of the Company
- (d) Those who own and/or control more than 20% of the Company's voting securities immediately before and after completion of this Offering; and
- (e) Associates and affiliates of any of the above.

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

Pursuant to the Escrow Agreement to be entered into between the Company, Odyssey Trust Company (the "**Escrow Agent**") and various Principals of the Company, the Principals agree to deposit in escrow the Common Shares and warrants held by them (the "**Escrowed Securities**") with the Escrow Agent. The Escrow Agreement will provide that the Escrowed Securities will be released from escrow in equal blocks of 15% of a Principal's Escrowed Securities at six month intervals over the 36 months following the Listing Date, with 10% of each Principal's holdings being released on the Listing Date.

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

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

1. transfers to continuing or, upon their appointment, incoming directors and senior officers of the Company or of a material operating subsidiary, with approval of the Company's Board;
2. transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children;
3. transfers upon bankruptcy to the trustee in bankruptcy; and
4. pledges to a financial institution as collateral for a bona fide loan, provided that upon a realization the securities remain subject to escrow. Tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation's escrow classification.

The complete text of the Escrow Agreement will be available for inspection at the offices of the Company.

The \$0.10 Warrants, and any Common Shares issued on their exercise, are subject to an escrow arrangement for a period of four-months from the Listing Date, with 20% of the securities released from escrow on Listing and an additional 20% every month thereafter.

The \$0.25 Warrants are subject to an escrow arrangement for a period of twelve months from the Listing Date, during which time the \$0.25 Warrants, and any Common Shares issued upon the exercise of the \$0.25 Warrants, may not be traded, transferred, assigned or otherwise encumbered without the prior consent of the Exchange.

The Consideration Shares are subject to an escrow arrangement such that (a) 200,000 of the Consideration Shares shall be subject to restrictions on resale until the date which is twelve (12) months from the Closing Date; (b) a further 200,000 of the Consideration Shares shall be subject to restrictions on resale until the date which is fifteen (15) months from the Closing Date; (c) a further 200,000 of the Consideration Shares shall be subject to restrictions on resale until the date which is eighteen (18) months from the Closing Date; (d) a further 200,000 of the Consideration Shares shall be subject to restrictions on resale until the date which is twenty-one (21) months from the Closing Date; and (e) a further 200,000 of the Consideration Shares shall be subject to restrictions on resale until the date which is twenty-four (24) months from the Closing Date.

The 50,000 Common Shares issued as a finder's fee in connection with the Assignment and Assumption Agreement on July 14, 2021 are subject to an escrow arrangement, such that all 50,000 Common Shares shall be subject to restrictions on resale until January 14, 2022.

The following table sets out the securities of the Company as of the date of this Prospectus that are subject to escrow or a contractual restriction on transfer:

Designation of Class	Number of Securities Held in Escrow or that are Subject to a Contractual Restriction on Transfer	Percentage of Class
Common Shares ⁽¹⁾	1,460,000	6.90%
Warrants ⁽²⁾	23,585,320	88.06%
Options	nil	N/A

Notes:

(1) Based on 21,170,501 Common Shares outstanding.

(2) Based on 26,441,820 warrants, 327,315 Agent's Options and 13,470 Advisory Warrants outstanding.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus no person beneficially owns or exercises control or direction over the voting securities of the Company carrying more than 10% of the votes attached to any class of voting securities of the Company.

DIRECTORS AND EXECUTIVE OFFICERS

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

Name and Location of Residence	Position or Office	Principal Occupation During Past 5 Years	Director Since	Number and Percentage of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly
Ranjeet Sundher ⁽¹⁾ North Vancouver, British Columbia	Chief Executive Officer, Director and Promoter	President of Canrim Ventures Ltd. (2002-Present); President of Bolt Metals (2017-present)	November 2, 2020	400,000 Common Shares (1.89%) ⁽⁴⁾ 400,000 warrants ⁽³⁾ (1.49%) ⁽⁵⁾
Alnesh Mohan Burnaby, British Columbia	Chief Financial Officer	Partner, Quantum Advisory Partners LLP (2005-present)	April 26, 2021	Nil
Kuljit Basi North Vancouver, British Columbia	Director	Manager, Processing & Metallurgy at Goldcorp Inc. (2011-2019); Senior Technical Advisory-North America at Newmont Mining (2019-2020); Principal at SVK Metrix (2020-present)	November 2, 2020	5,000 Common Shares (0.02%) ⁽⁴⁾ 2,500 warrants ⁽²⁾ (0.01%) ⁽⁵⁾
Abhishek Tamot ⁽¹⁾ Toronto, Ontario	Director	International Wholesaler at Sentry Investments (2016-2017); RSM at Canoe Financial (2017 - 2018); self employed 2018-present)	April 14, 2021	Nil
Matthew Chatterton ⁽¹⁾ Langley, British Columbia	Director	Manager, Materials and Projects at FLSmidth & Co. A/S (2006-2018); Vice President, Global Production at International Play Company (2018 to 2019), Chief Operating Officer at Isracann Biosciences Inc. (2019-current)	April 26, 2021	5,000 Common Shares (0.02%) ⁽⁴⁾ 2,500 warrants ⁽²⁾ (0.01%) ⁽⁵⁾

Notes:

(1) Member of the Audit Committee.

(2) Each warrant entitles the holder thereof to purchase one (1) Common Share at a price of \$2.50 for a period of two (2) years after the Listing Date.

(3) Each warrant entitles the holder thereof to purchase one (1) Common Share at a price of \$0.10 per Common Share for a period of 24 months from their date of issue on a post-Consolidation basis.

(4) Based on 21,170,501 Common Shares outstanding.

(5) Based on 26,782,605 warrants, Agent's Options and Advisory Warrants outstanding.

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

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially owned, or controlled or directed, directly or indirectly, an aggregate of 410,000 Common Shares, which is equal to 1.94% of the Common Shares currently issued and outstanding and an aggregate of 405,000 warrants representing 1.51% of the convertible securities of the Company.

In addition to the information set out in the table above, following is some information about the proposed members of the Board and management of the Company:

Ranjeet Sundher, Age 54, CEO and Director

Mr. Sundher is the President of Canrim Ventures Ltd., a Singaporean advisory firm specializing in early stage project finance and structure. He has raised over \$50 million for companies in which he was a founder / partner. Before moving back to North Vancouver in 2020, Ranjeet had lived in Asia for the past 20 years, and has 25 years of capital markets experience. He has developed and sold several private and public companies in the technology, resource and software space. Mr. Sundher is a director of Canrim Ventures Ltd., DeepMarkit Corp., Bolt Metals and Brigadier Gold Ltd. Mr. Sundher has over 25 years of experience in the mining sector and has acted as the President and CEO of public companies in the exploration space, where he has taken mining projects from grassroots exploration to feasibility study. Mr. Sundher is an independent contractor of the Company and will devote 90% of his time to the Company. Mr. Sundher has not entered into a non-competition or non-disclosure agreement with the Company.

Alnesh Mohan, Age 49, CFO

Mr. Mohan is a finance executive with over 20 years of experience providing advisory services to a wide array of clients. He has been a partner at Quantum Advisory Partners LLP, a professional services firm focused on providing Chief Financial Officer and full-cycle accounting services to private and public companies, since 2005. Acting on behalf of several public companies, Mr. Mohan has acquired considerable experience in financial reporting, corporate governance and regulatory compliance. He holds a Bachelor of Business Administration from Simon Fraser University, a Master's of Science in Taxation from Golden Gate University and is a Chartered Professional Accountant (CPA, CA). Mr. Mohan is an independent contractor of the Company and will devote 10% of his time to the Company. Mr. Mohan has not entered into a non-competition or non-disclosure agreement with the Company.

Kuljit Basi, Age 38, Director

Mr. Basi is an established mining industry professional with over 15 years of technical leadership experience in global public mining companies including Newmont, Goldcorp and Teck Resources. Jeet has a passion for growing a collaborative culture of technical excellence focused on maximizing Net-Asset-Value (NAV). Mr. Basi most recently held the position of Senior Advisor, Newmont North America, where he was responsible for implementing industry leading best practices in the areas of technical services, project development, and strategic planning across all of Newmont's Canadian, U.S., and Mexican assets. Prior to Newmont, Mr. Basi held the position of Corporate Manager of Processing & Metallurgy for Goldcorp. During his eight-year tenure with Goldcorp, Mr. Basi established a track record of delivering bottom-line growth across major assets within the global portfolio. Specific value-adding highlights include \$500M NAV improvement at the Penasquito mine, \$300M NAV improvement at the Los Filos mine, and \$100 NAV improvement at the Coffee Gold Mine Project. Prior to Goldcorp, Mr. Basi spent five years at Teck's Highland Valley Copper operation where he most notably was involved in the mill optimization and expansion projects resulting in an opportunity to increase annual free-cash-flow by \$25M through increased metal recoveries. Mr. Basi brings due-diligence knowledge in the M&A space in both acquisition and divestment scenarios. Mr. Basi is an industry professional and has contributed multiple publications within the technical community. Mr. Basi holds a Bachelor of Applied Science in Mining and Mineral Process Engineering from the University of British Columbia with a Minor in Commerce. Mr. Basi is an independent contractor of the Company and will devote 10% of his time to the Company. Mr. Basi has not entered into a non-competition or non-disclosure agreement with the Company.

Abhishek Tamot, Age 32, Director

Mr. Tamot currently serves as the VP of Business Development for Fortuna Investments, a private investment and advisory firm. Mr. Tamot is an experienced financial services professional with knowledge in capital markets. He has been a member of emerging businesses that have raised millions of dollars in

venture capital. Previously, he worked at an asset management firm with over \$19 billion in assets under management and prior to that he worked on the wealth management team for a Canadian bank. Mr. Tamot holds a Bachelor of Commerce degree from the Business School of Humber, specializing in eBusiness Marketing. Mr. Tamot is independent contractor of the Company and will devote 10% of his time to the Company. Mr. Tamot has not entered into a non-competition or non-disclosure agreement with the Company.

Matthew Chatterton, Age 41, Director

Mr. Chatterton has over 15-years of experience in the design, development and execution across a variety of projects and manufacturing operations and 12-years' experience in the mining sector, primarily in equipment supply and process development for precious metal mines. His expertise includes project management, facility management, logistics, supply side processes and procedures at a number of international manufacturing operations in Canada, China, Bulgaria, the Philippines and now in Israel. He has managed operational teams as large as eight direct or 120 indirect reports and has managed capital projects in excess of \$35 million for production facilities and laboratories for mining and manufacturing businesses. He is currently the Chief Operating Officer at Isracann Biosciences Inc. Mr. Chatterton is a Professional Engineer and graduate of Canada's Queens University with a Master's degree in Chemical Process Engineering (2003). Mr. Chatterton is independent contractor of the Company and will devote 10% of his time to the Company. Mr. Chatterton has not entered into a non-competition or non-disclosure agreement with the Company.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, no director or executive officer or promoter of the Company is, as at the date of this Prospectus, or was within 10 years before the date hereof, a director, chief executive officer, or chief financial officer of any person or corporation, including the Company, that:

- (a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) 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 (an "**order**") that was issued while the director or executive officer or promoter was acting in the capacity of a director, the chief executive officer, or the chief financial officer thereof; or
- (b) was subject to an order that was issued after the director or executive officer or promoter ceased to be a director, the chief executive officer, or the chief financial officer thereof and which resulted from an event that occurred while that person was acting in such capacity.

Ranjeet Sundher is the current President, Chief Executive Officer and a director of Bolt. On May 1, 2019, at the request of Bolt Metal's management, Bolt Metals was granted a temporary MCTO from the BCSC in connection with Bolt Metals' filing of its audited annual financial statements and management's discussion and analysis for the financial year ended December 31, 2018 (the "**Annual Report**") and its unaudited interim financial statements and management's discussion and analysis for the financial year ended March 31, 2019 (the "**Q1 Report**"). On June 27, 2019 Bolt Metals announced that the Annual Report and the Q1 Report had been filed, and the MCTO was subsequently lifted on July 2, 2019.

No director or executive officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any person or 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, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (b) has, within the 10 years before the date of this Prospectus, 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, executive officer, or shareholder.

Penalties or Sanctions

Other than as disclosed herein, no director or executive officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

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

Personal Bankruptcies

No director, officer or promoter of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. There are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

EXECUTIVE COMPENSATION

In accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to Named Executive Officers (“**NEO**”s) of the Company, once the Company becomes a reporting issuer, to the extent this compensation has been determined.

In this section NEO means each individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year (a “**CEO**”), each individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year (a “**CFO**”) and each of the three most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company, at the end of the most recently completed financial year.

The Company’s NEOs are Ranjeet Sundher and Alnesh Mohan.

Director and named executive officer compensation, excluding compensation securities

The Company did not provide any compensation to any of its executive officers from incorporation to July 31, 2020. From August 1, 2020 to May 31, 2021, the Company has paid the compensation set out in the chart below.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Compensation period	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Ranjeet Sundher <i>CEO and Director</i>	August 1, 2020 to May 31, 2021	Nil	Nil	Nil	Nil	Nil	Nil
Alnesh Mohan <i>CFO</i>	August 1, 2020 to May 31, 2021	12,480	Nil	Nil	Nil	Nil	12,480
Yana Popova <i>Former CFO</i>	August 1, 2020 to May 31, 2021	20,000	Nil	Nil	Nil	Nil	20,000
Kuljit Basi <i>Director</i>	August 1, 2020 to May 31, 2021	60,000	Nil	Nil	Nil	Nil	60,000
Abhishek Tamot <i>Director</i>	August 1, 2020 to May 31, 2021	Nil	Nil	Nil	Nil	Nil	Nil
Matthew Chatterton <i>Director</i>	August 1, 2020 to May 31, 2021	Nil	Nil	Nil	Nil	Nil	Nil

External management companies

The Company has entered into an agreement with Quantum Advisory Partners LLP dated April 26, 2021 for the provision of CFO services provided by Alnesh Mohan, as well as certain other accounting services. Pursuant to the agreement, fees for services will initially be billed on an hourly basis, and will move to a monthly fee once the required level of assistance has been established. Current rates for accounting and CFO services range from \$100 to \$300 per hour. Mr. Alnesh is paid a salary for his role at Quantum Advisory Services LLP, and his salary is not directly attributable to his work with the Company. Quantum Advisory Services Partners LLP invoices the Company \$300 per hour for Mr. Mohan's CFO services provided to the Company.

Stock options and other compensation securities

The Company will evaluate whether it will issue stock options and other compensation securities to NEOs and directors of the Company following the Listing.

Stock options plans and other incentive plans

The Company has not yet adopted a stock option plan, but intends to adopt one in the near future in order to assist the Company in attracting, retaining and motivating directors, officers, employees, consultants, and contractors of the Company and to closely align the interests of such service providers with the interests of the Company. As at the date of this Prospectus, there were no outstanding option-based awards outstanding and none had been exercised.

Employment, consulting, and management agreements

The Company expects to enter into agreements with certain NEOs and directors under which compensation will be provided in respect of services performed by a director or NEO. To date, the Company has entered into a consulting agreement with Ranjeet Sundher for his role as the CEO of the Company dated effective June 1, 2021 as well as an agreement with Quantum Advisory Partners LLP for Alnesh Mohan's role as the CFO of the Company.

Ranjeet Sundher, Chief Executive Officer

The Company entered into a consulting agreement with Ranjeet Sundher effective June 1, 2021, pursuant to which Mr. Sundher was retained as the CEO of the Company. Mr. Sundher's compensation in respect of such services includes a base fee of \$10,000 per month and bonuses payable at the sole discretion of the Board. In addition, Mr. Sundher may invoice the Company for pre-approved expenses incurred in connection with his role as CEO of the Company.

Alnesh Mohan, Chief Financial Officer

The Company entered into an agreement with Quantum Advisory Partners LLP effective April 26, 2021, pursuant to which Quantum Advisory Partners LLP has agreed to provide CFO services to the Company. The CFO services are currently provided by Alnesh Mohan. Pursuant to the agreement, fees for services will initially be billed on an hourly basis, and will move to a monthly fee once the required level of assistance has been established. The fees for CFO services under this agreement are billed on an hourly basis at a rate of \$300 per hour and invoiced monthly.

Termination and Change of Control Benefits

The consulting agreement with Mr. Sundher provides that in the event that (a) Mr. Sundher's employment is terminated following a change of control; and (b) the monetary terms of the change of control were based upon a valuation of the Company approved by the Board, then upon such termination and regardless of his length of service, the Company will pay Mr. Sundher a lump sum payment of \$120,000.

For the purposes of this section, a "change of control" will be deemed to occur upon any of the following events: (a) the closing of a transaction, or a series of related transactions, undertaken in any form whatsoever involving a share acquisition, merger, consolidation, combination, share issuance, share exchange, reorganization of the Company or other extraordinary transaction with respect to the Company pursuant to which a third party, or third parties who are acting as a group, acquire more than 50% of the total voting power represented by the outstanding securities to which are attached the right to vote at all meetings of shareholders (the "**Voting Securities**") of the Company, regardless of whether calculated on a fully diluted or an outstanding basis (provided that the same measure is used in both the numerator and denominator) or, if the outstanding Voting Securities are converted or exchanged in the transaction or series of related transactions into securities of a third party, more than 50% of the total voting power represented

by the outstanding Voting Securities of the third party; or (b) the closing of a direct or indirect acquisition by a third party, or third parties acting as a group, of substantially all of the Company's assets.

Oversight and description of director and named executive officer compensation

The compensation of the Company's Named Executive Officers has been established with a view of attracting and retaining executives critical to the Company's short and long-term success and to continue providing executives with compensation that is in accordance with existing market standards. As the Company does not have a Compensation Committee, compensation provided to the Company's NEOs is determined by the Board of Directors as a whole and reviewed annually. In establishing executive compensation policies, the Board of Directors take into consideration the recommendations of management and, following discussion and review, considers them for final approval.

Compensation of the Company's Named Executive Officers is comprised of a base salary or consulting fees, performance-based bonuses payable in cash or shares in the Company and equity participation through the Company's stock option plan (as more particularly described below). Through its executive compensation practices, the Company seeks to provide value to its shareholders by employing a strong executive leadership team. Specifically, the Company's executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Company's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Company's success, and align the interests of the Company's executives and shareholders by motivating executives to increase shareholder value.

The Board of Directors of the Company does not conduct a formal evaluation of the implications of the risks associated with the Company's compensation practices and policies. Risk management is a consideration of the Board of Directors when implementing its compensation policies and the Board of Directors does not believe that the Company's compensation policies result in unnecessary or inappropriate risk-taking including risks that are likely to have a material adverse effect on the Company.

Base Salary

The Company believes that a competitive base salary is a necessary element of any compensation program that is designed to attract and retain talented and experienced executives. The Company also believes that attractive base salaries can motivate and reward executives for their overall performance.

To the extent that the Company has entered into employment agreements with its executives, the base salaries of such individuals reflect the base salaries that the Company negotiated with them. The base salaries that the Company negotiated with its executives were based on the individual experience and skills of, and expected contribution from, each executive, the roles and responsibilities of the executive, the base salaries of the Company's existing executives and other factors.

Option Based Awards

The Company has not yet adopted a stock option plan, but intends to adopt one in the near future in order to assist the Company in attracting, retaining and motivating directors, officers, employees, consultants, and contractors of the Company and to closely align the interests of such service providers with the interests of the Company. As at the date of this Prospectus, there were no outstanding option-based awards outstanding and none had been exercised.

In determining option grants to the Named Executive Officers once a stock option plan has been adopted, the Board of Directors together with management will take into consideration factors that include the amount and exercise price of previous option grants, the NEO's experience, level of expertise and responsibilities, and the contributions of each NEO towards the completion of corporate transactions in any given fiscal year.

Use of Financial Instruments

The Company does not have a policy that would prohibit a Named Executive Officer or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director. However, management is not aware of any Named Executive or director purchasing such an instrument.

Pension disclosure

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Prospectus, no former or current director, executive officer, or employee of the Company is or has been indebted to the Company or whose indebtedness to another entity has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the company, at any time.

AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The Charter of the Company's Audit Committee is attached to this Prospectus as Appendix C.

Composition of Audit Committee

The following are the members of the Audit Committee:

Name	Independence⁽¹⁾	Financial Literacy⁽¹⁾
Ranjeet Sundher	Not Independent	Financially Literate
Abhishek Tamot	Independent	Financially Literate
Matthew Chatterton	Independent	Financially Literate

Note:

⁽¹⁾ As defined under National Instrument 52-110 – *Audit Committees* ("NI 52-110").

Relevant Education and Experience

The education and experience of each member of the Audit Committee relevant to the performance of their duties as a member of the Audit Committee is set out below.

Ranjeet Sundher

Mr. Sundher is the President of Canrim Ventures Ltd., a Singaporean advisory firm specializing in early stage project finance and structure and has 25 years of capital markets experience. He has developed and sold several private and public companies in the technology, resource and software space.

Abhishek Tamot, Age 32, Director

Mr. Tamot currently serves as the VP of Business Development for Fortuna Investments, a private investment and advisory firm. Mr. Tamot is an experienced financial services professional with knowledge in capital markets. He has been a member of emerging businesses that have raised millions of dollars in venture capital. Previously, he worked at an asset management firm with over \$19 billion in assets under management and prior to that he worked on the wealth management team for a Canadian bank. Mr. Tamot

holds a Bachelor of Commerce degree from the Business School of Humber, specializing in eBusiness Marketing.

Matthew Chatterton, Age 41, Director

Mr. Chatterton has over 15-years of experience in the design, development and execution across a variety of projects and manufacturing operations. He has managed operational teams as large as eight direct or 120 indirect reports and has managed capital projects in excess of \$35 million for production facilities and laboratories for mining and manufacturing businesses. Mr. Chatterton is a Professional Engineer and graduate of Canada's Queens University with a Master's degree in Chemical Process Engineering (2003).

Audit Committee Oversight

At no time has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (A) the exemption in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*);
- (B) the exemption in subsection 6.1.1(4) of NI 52-110 (*Circumstance Affecting the Business or Operations of the Venture Issuer*);
- (C) the exemption in subsection 6.1.1(5) of NI 52-110 (*Events Outside Control of Member*);
- (D) the exemption in subsection 6.1.1(6) of NI 52-110 (*Death, Incapacity or Resignation*); or
- (E) an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board of Directors, and where applicable by the Audit Committee, on a case by case basis.

External Auditor Service Fees

The following table sets out the audit fees incurred by the Company since incorporation for audit fees are as follows:

Year Ended	Audit Fees	Audit Related Fees⁽¹⁾	Tax Fees⁽²⁾	All Other Fees⁽³⁾
July 31, 2020	\$3,000	\$0	\$1,125	\$0
July 31, 2019	\$3,000	\$0	\$1,125	\$0

Notes:

- (1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Fees for services other than disclosed in any other column.

Exemption

The Company is relying on the exemption in section 6.1 of NI 52-110 from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

The Company's Board currently consists of four (4) directors, Ranjeet Sundher, Kuljit Basi, Abhishek Tamot and Matthew Chatterton, of which three (3) are independent based upon the tests for independence set forth in NI 52-110. Ranjeet Sundher is not independent by virtue of his position as CEO of the Company. The Board believes that good corporate governance improves corporate performance and benefits all shareholders. Regulatory authorities have implemented National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, which prescribes certain disclosure of the Company's corporate governance practices.

Directorships

The following directors of the Company also serve as directors of other reporting issuers:

Name of Director	Other Reporting Issuer	Name of Exchange or Market
Ranjeet Sundher	Bolt Metals Corp.	Canadian Securities Exchange, OTCQB and Frankfurt Exchange
	Brigadier Gold Limited	TSXV
	DeepMarkit Corp.	TSXV
Kuljit Basi	Norra Metals Corp.	TSXV

Orientation and Continuing Education

The Board briefs all new directors with the policies of the Board, and other relevant corporate and business information. In particular, the Board oversees an orientation program to familiarize new directors with the Company's business and operations, including the Company's reporting structure, strategic plans, significant financial, accounting and risk issues and compliance programs and policies, management and the external auditors. The Board oversees ongoing education for all directors.

Ethical Business Conduct

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

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate

of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Company does not have a Corporate Governance and Nominating Committee. The Board of Directors, in its entirety, is responsible for identifying potential candidates to fill Board vacancies as and when they arise and they shall recruit and consider candidates for directors, including any candidates recommended by shareholders, having regard for the background, employment and qualifications of possible candidates. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Company does not have a Compensation Committee. The Board of Directors, in its entirety makes decisions in respect of the total compensation paid by the Company to its senior executives and significant consultants.

For further information regarding the how the Company determines compensation for its directors and executive officers, see "*Executive Compensation*".

Other Board Committees

The Board of Directors has no other committees other than the Audit Committee.

Assessments

The Board assesses its needs with respect to rules and guidelines governing and regulating the affairs of the Board including the frequency and location of Board and committee meetings, procedures for establishing meeting agendas and the conduct of meetings, the adequacy and quality of the information provided to the Board prior to and during its meetings, and the availability, relevance and timeliness of discussion papers, reports and other information required by the Board.

The Board periodically reviews the competencies, skills and personal qualities of each existing director and the contributions made by each director to the effective operation of the Board and reviews any significant change in the primary occupation of the director.

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

PLAN OF DISTRIBUTION

While certain securities are being qualified for distribution pursuant to this Prospectus, no securities are being offered under this Prospectus. The Company is in the process of applying to list its Common Shares on the Exchange. As of the date hereof, the Exchange has not conditionally approved the Company's Listing, and there is no assurance that it will do so. The Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange, including meeting all minimum listing requirements, which cannot be guaranteed.

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

RISK FACTORS

Failure to obtain all Regulatory Requirements for Completion of the Listing

Completion of the Listing is subject to, among other things, the acceptance of the Exchange and the receipt of all necessary regulatory approvals. There can be no certainty, nor can either party provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. The requirement to take certain actions or to agree to certain conditions to satisfy such requirements or obtain any such approvals may have a material adverse effect on the business and affairs of the Company or the trading price of Common Shares after completion of the Listing.

Following Completion of the Listing, the Company may Issue Additional Equity Securities

Following completion of the Listing, the Company may issue equity securities to finance its activities, including to finance acquisitions. If the Company were to issue Common Shares, existing holders of such shares may experience dilution in the Company. Moreover, if the Company's intention to issue additional equity securities becomes publicly known, the Company's share price may be materially adversely affected.

Limited Operating History

The Company has no history of earnings or profitability. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complication, and delays frequently encountered in connection with the establishment of any business. The Company will have limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Company will be able to generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

The Company does not have a source of operating cash flow and there can be no assurance that the Company will ever achieve profitability. Accordingly, it is dependent on third party financing to continue exploration activities, maintain capacity, and satisfy contractual obligations. The Company has negative cash flow from operating activities in its most recently completed financial year, and proceeds of the private placement of the Special Warrants will be used to fund anticipated negative cash flow from operating activities in both current and future periods. The amount and timing of expenditures will depend on several factors, including in material part the progress of ongoing exploration, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the entering into of any strategic partnerships, and the acquisition of additional property interests. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's properties or require it to sell one or more of its properties.

Uncertainty of Additional Funding

As stated above, the Company will be dependent on third party financing, whether through debt, equity, or other means. There is no assurance that it will be successful in obtaining required financing in the future or that such financing will be available on terms acceptable to the Company. Volatile resource markets, a claim against the Company, a significant event disrupting the Company's business, or other factors may make it difficult or impossible to obtain financing through debt, equity, or other means on favourable terms, or at all. In addition, any future financing may also be dilutive to existing shareholders of the Company.

Competitive Conditions

The Company will actively compete for resource acquisitions, exploration leases, licenses, and concessions, and skilled industry personnel with a substantial number of other mining companies, many of which have significantly greater financial resources than the Company. The Company's competitors will include major integrated mining companies and numerous other independent mining companies and individual producers and operators.

Reliance Upon Management

The Company will be dependent upon the continued support and involvement of its principals and management. Should the Company lose the services of one or more of the principals or management, the ability of the Company to achieve its objectives could be adversely affected.

Title to Properties

The Company will diligently investigate all title matters concerning the ownership of all mining claims and plans to do so for all new claims and rights to be acquired. The Company's options to acquire mining properties may be affected by undetected defects in title, such as the reduction in size of the mining titles and other third-party claims affecting the Company's interests. Maintenance of such interests is subject to ongoing compliance with the terms governing such mining titles. Mining properties sometimes contain claims or transfer histories that examiners cannot verify. Upon the exercise of its option, a successful claim that the Company does not have title to any of its mining properties could cause the Company to lose any rights to explore, develop, and extract any ore on that property, without compensation for its prior expenditures relating to such property.

Option to Acquire the Properties

The Company does not own an interest in the SAM Property or the Lac Ducharme Property at this time. Rather, the Company holds an option to acquire an undivided 60% interest in the SAM Property and a 100% interest in the Lac Ducharme Property, and as such there is the risk that the Company (i) will be unable to exercise the SAM Property Option or the Lac Ducharme Property Option due to lack of funds; (ii) will be unwilling to exercise the SAM Property Option or the Lac Ducharme Property if to do so would be considered not in the best interests of the Company at that time; or (iii) will otherwise be in breach of the SAM Property Option Agreement or the Lac Ducharme Property Option Agreement; which in each case could result in the complete loss of any interest in the SAM Property or the Lac Ducharme Property. Failure to exercise either option may have a material adverse effect on the Company's business.

Substantial Capital Expenditures Required

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The discovery of mineral deposits is dependent upon a number of factors. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general factors such as metal prices and government regulations, including environmental protection. Most of these factors are beyond the Company's control. In addition, because of these risks, there is no certainty that the expenditures to be made by the Company on the exploration of the SAM Property or the Lac Ducharme Property as described herein will result in the discovery of commercial quantities of ore.

No Estimates of Mineral Deposits

There is no assurance that any estimates of mineral deposits or resources will materialize.

No assurance can be given that if mineralisation is ever identified on the SAM Property or the Lac Ducharme Property, it will be developed into a coherent mineralisation deposit, or that such deposit will even qualify as a commercially viable and mineable ore body that can be legally and economically exploited. Estimates regarding mineralized deposits can also be affected by many factors such as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grades and tonnages of ore ultimately mined may differ from that indicated by drilling results and other exploration and development work. There can be no assurance that test work and results conducted and recovered in small-scale laboratory tests will be duplicated in largescale tests under on-site conditions. Material changes in mineralized tonnages, grades, dilution and stripping ratios or recovery rates may affect the economic viability of projects. The existence of mineralisation or mineralized deposits should not be interpreted as assurances of the future delineation of ore reserves or the profitability of any future operations.

Conflicts of Interest

Members of the Board of the Company may become directors of other reporting companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the Board may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The Company and its Board will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the Company's Board, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. Conflicts, if any, will be subject to the procedures and remedies as provided under the BCBCA. The provisions of the BCBCA require a director or officer of a corporation who has a material interest in a contract or listing of the corporation, or a director or officer of a corporation who is a director or officer of or has a material interest in a person who has a material interest in a contract or listing with the corporation, to disclose his or her interest and, in the case of directors, to refrain from voting on any matter in respect of such contract unless permitted under the BCBCA, as the case may be. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Permits and Licences

The operations of the Company will require licences and permits from various governmental and non-governmental authorities. The Company will obtain all necessary licences and permits required to carry on with activities which it proposes to conduct under applicable laws and regulations. However, such licences and permits are subject to changes in regulations and in various operating circumstances. There can be no assurance that the Company will be able to obtain all necessary licences and permits required to carry out exploration, development, and extraction operations on its mining properties. See *"The SAM Property"* and *"The Lac Ducharme Property"*.

Environmental and other Regulatory Requirements

Environmental and other regulatory requirements will affect the future operations of the Company, including exploration and development activities and commencement of production on the Company's mining properties. Such projects will require permits from various federal and local governmental authorities and such operations are and will be governed by laws and regulations governing exploration, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, and other matters. The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. Companies engaged in the development and operation of mines and related facilities often experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations, and permits.

Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the Company's mining properties and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be

required to commence construction, development, or operation of ore extraction facilities at the Company's mining properties on terms which enable operations to be conducted at economically justifiable costs. See "*The SAM Property*" and "*The Lac Ducharme Property*".

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

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

Political Regulatory Risks

Any changes in government policy may result in changes to laws affecting ownership of assets, exploration policies, monetary policies, taxation, rates of exchange, environmental regulations, labour relations, and return of capital. This may affect both the Company's ability to undertake exploration and development activities in respect of present and future properties in the manner currently contemplated, as well as its ability to continue to explore, develop, and operate those properties in which it has an interest or in respect of which it has obtained exploration and development rights to date. The possibility that future governments may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

First Nations Issues

Aboriginal and treaty rights in Canada, as well as related consultation issues, may impact the Company's ability to conduct exploration, development and mining activities on the SAM Property in Saskatchewan and its Lac Ducharme Property in Quebec.

The legal requirements associated with aboriginal and treaty rights in Canada, including aboriginal title and land claims, are complex and constantly evolving. While the decision of the Supreme Court of Canada in *Tsilhqot'in Nation v. British Columbia* (2014 SCC 44) provided additional clarity in relation to the scope and content of aboriginal title in Canada, there remains considerable uncertainty about how aboriginal title claims will be reconciled with other interests in land. For example, the *Tsilhqot'in* decision did not fully address the impacts of a declaration of aboriginal title on third-party interests, including holders of mineral rights, within aboriginal title lands. The federal government has also recently introduced proposed legislation to implement the United Nations Declaration on the Rights of Indigenous Peoples in Canada, the impacts of which may not be fully understood for some time. There can be no assurance that aboriginal and treaty rights claims and related consultation issues, including outstanding land claims, will not arise on or impact the SAM Property or the Lac Ducharme Property. These legal requirements and the risk of Indigenous Peoples' opposition may increase the Company's operating costs and affect ability to carry on business.

Competition

Significant competition exists for mining opportunities. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mining properties on terms it considers acceptable.

Volatility of Share Price

In recent years, the securities markets in the United States and Canada, and the Exchange in particular, 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 that have not necessarily been related to the operating performance, underlying asset values, or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Company's shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows, or earnings.

Liquidity

The Company cannot predict at what prices the Common Shares will trade upon completion of the Listing, and there can be no assurance that an active trading market in the Common Shares will develop or be sustained. Acceptance of the Exchange has not yet been obtained. There is a significant liquidity risk associated with an investment in Common Shares.

Dividends

At the present time, it is unlikely the Company's shareholders will receive a dividend on the Common Shares.

No Known Mineral Reserves or Mineral Resources

There are no known bodies of commercial minerals on the SAM Property. The exploration programs undertaken and proposed constitute an exploratory search for mineral resources and mineral reserves or programs to qualify identified mineralization as mineral reserves. There is no assurance that the Company will be successful in its search for mineral resources and mineral reserves.

Exploration Risks

The SAM Property and the Lac Ducharme Property are in early exploration stages and is without a known body of commercially exploitable resources. Exploration for mineral resources involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The risks and uncertainties inherent in exploration activities include but are not limited to: general economic, market and business conditions, the regulatory process and actions, failure to obtain necessary permits and approvals, technical issues, new legislation, competitive and general economic factors and conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events, and management's capacity to execute and implement its future plans. The discovery of mineral deposits is dependent upon several factors, not the least of which are the technical skills of the exploration personnel involved and the capital required for the programs. The cost of conducting exploration programs may be substantial and the likelihood of success is difficult to assess. There is no assurance that the Company's mineral exploration activities will result in any discoveries of new bodies of commercial ore. There is also no assurance that even if commercial quantities of ore are discovered that a new ore body will be developed and brought into commercial production. The commercial viability of a mineral deposit once discovered is also dependent upon several factors, most of which factors are beyond the control of the Company and may result in the Company not receiving adequate return on investment capital.

COVID-19 Risks

The Company's business, operations, and financial condition, and the market price of the Common Shares (following the Listing), could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. To date, there have been a large number of temporary business closures, quarantines, and a general reduction in consumer activity in a number of countries. The outbreak has caused companies and various international jurisdictions to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot

be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Such public health crises can result in volatility and disruptions in the supply and demand for uranium and other minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect commodity prices, interest rates, credit ratings, credit risk, share prices and inflation. The risks to the Company of such public health crises also include risks to employee health and safety, a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak, increased labor and fuel costs, regulatory changes, political or economic instabilities or civil unrest. At this point, the extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations, and financial condition and the market price of the Common Shares (following the Listing).

PROMOTERS

Ranjeet Sundher took the initiative in founding the Company and, accordingly, may be considered a promoter of the Company within the meaning of applicable securities legislation in British Columbia. Ranjeet Sundher beneficially owns or controls, directly or indirectly, an aggregate of 400,000 Common Shares (1.89% of 21,170,501 Common Shares outstanding) and 400,000 warrants (1.49% of an aggregate of 26,782,605 warrants, Agent's Options and Advisory Warrants outstanding).

See "*Options to Purchase Securities*"; "*Directors and Executive Officers*"; "*Executive Compensation*", and "*Interest of Management and Others in Material Transactions*" for disclosure regarding the Company's promoters.

LEGAL PROCEEDINGS AND REGULATORY MATTERS

Except as disclosed in this Prospectus, the Company is not a party, and the Company's property, the SAM Property and the Lac Ducharme Property are not subject to, any legal proceedings or regulatory actions and the Company is not aware of any such proceedings known to be contemplated since April 30, 2021. The Company has been notified that the l'Ordre des géologues du Québec (OGQ) is conducting an investigation into the unlicensed practice of geology in the Province of Quebec in connection with an earlier version of the Lac Ducharme Property Technical Report.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No person who is: (a) a director or executive officer of the Company; (b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of the Company's outstanding voting securities; (c) an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b), has or had any material interest, direct or indirect, in any material transaction since incorporation or in any proposed transaction that has materially affected or is reasonably expected to affect the Company.

AUDITOR, TRANSFER AGENT, AND REGISTRARS

The auditors of the Company are Manning Elliott LLP, of Vancouver, British Columbia. They have advised the Company that they are independent of the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

The Company has appointed Odyssey Trust Company, located at Calgary, Alberta, Canada as the registrar and transfer agent of the Company.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company since its incorporation, which are currently in effect and considered to be currently material:

1. the SAM Property Option Agreement;
2. the Lac Ducharme Property Option Agreement;
3. the Agency Agreement;
4. the Escrow Agreement;
5. the Assignment and Assumption Agreement;
6. the Offtake Agreement;
7. the special warrant indenture dated May 13, 2021 between the Company and Odyssey Trust Company; and
8. the registrar and transfer agreement dated May 13, 2021 between the Company and Odyssey Trust Company.

EXPERTS

Manning Elliot LLP have audited the Company's Financial Statements for the financial years ended July 31, 2020, 2019 and 2018.

Stephen Kenwood, P. Geo authored the SAM Property Technical Report, which was prepared for the Company with respect to the SAM Property, dated July 30, 2021.

Martin Demers, P. Geo, authored the Lac Ducharme Property Technical Report, which was prepared for the Company with respect to the Lac Ducharme Property, dated May 14, 2021.

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

As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Company or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or as a promoter of the Company or an associate or affiliate of the Company.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the Company that are not otherwise disclosed in this Prospectus or are necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the Company.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment thereto. In several of the provinces, the

securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

The Company has granted to each holder of a Special Warrant a contractual right of rescission of the prospectus-exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who acquires another security of the Company on exercise of the special warrant as provided for in this Prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of this Prospectus or an amendment to this Prospectus containing a misrepresentation,

- a) the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired,
- b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the underwriter or issuer, as the case may be, on the acquisition of the Special Warrant, and
- c) if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.

FINANCIAL STATEMENT AND MD&A DISCLOSURE

The following financial statements and management's discussions and analysis of the Company are included herein:

- | | | |
|-------------------|---|---|
| <u>APPENDIX A</u> | - | AUDITED FINANCIAL STATEMENTS FOR THE YEARS ENDED JULY 31, 2020 AND 2019, AND THE PERIOD FROM INCORPORATION ON JUNE 25, 2018 TO JULY 31, 2018, AND THE UNAUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE NINE MONTHS ENDED APRIL 30, 2021 AND 2020 |
| . | | |
| <u>APPENDIX B</u> | - | MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEARS ENDED JULY 31, 2020, AND THE MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE NINE MONTHS ENDED APRIL 30, 2021 |

APPENDIX A
FINANCIAL STATEMENTS
(AS ATTACHED)

Financial Statements of:

DJ1 Capital Corp.

For the years ended July 31, 2020, July 31, 2019
and for the period from incorporation on June 25, 2018 to July 31, 2018
Expressed in Canadian Dollars

DJ1 Capital Corp.

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INDEPENDENT AUDITORS' REPORT

To the Shareholders and the Board of Directors of DJ1 Capital Corp.

Opinion

We have audited the financial statements of DJ1 Capital Corp. (the "Company") which comprise the statements of financial position as at July 31, 2020, 2019 and 2018, and the statements of loss and comprehensive loss, changes in equity and cash flows for the years ended July 31, 2020, 2019 and for the period from incorporation on June 25, 2018 to July 31, 2018, and the related notes comprising a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at July 31, 2020, 2019 and 2018, and its financial performance and its cash flows for the years ended July 31, 2020, 2019 and for the period from incorporation on June 25, 2018 to July 31, 2018 in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the accompanying financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information, which comprises the information included in the Company's Management Discussion & Analysis to be filed with the relevant Canadian securities commissions.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated.

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Joseph Bonvillain.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
December 18, 2020

DJ1 Capital Corp.
Statements of Financial Position
As at July 31, 2020, 2019 and 2018
(Expressed in Canadian dollars)

ASSETS	2020	2019	2018
	\$	\$	\$
Current assets			
Cash	16,607	16,679	-
Total assets	16,607	16,679	-
LIABILITIES			
Current liabilities			
Accounts payable and other liabilities	19,363	12,092	1,499
Equity			
Share capital (Note 6)	1	1	1
Reserves (Note 6)	16,750	16,750	-
Deficit	(19,507)	(12,164)	(1,500)
Total equity (deficiency)	(2,756)	4,587	(1,499)
Total liabilities and equity	16,607	16,679	-
Going concern (Note 2)			
Subsequent events (Note 9)			

Approved on behalf of the Board of Directors on December 18, 2020:



Yana Popova, Director

DJ1 Capital Corp.
Statements of Loss and Comprehensive Loss
For the Year Ended July 31, 2020, July 31, 2019 and for the Period
from Incorporation on June 25, 2018 to July 31, 2018

(Expressed in Canadian dollars)

	Year ended July 31, 2020	Year ended July 31, 2019	Period from Incorporation June 25, 2018 to July 31, 2018
	\$	\$	\$
EXPENSES			
General and administrative	72	65	6
Professional fees	7,271	10,599	1,494
NET LOSS AND COMPREHENSIVE LOSS	7,343	10,664	1,500
Weighted average number of shares outstanding	1	1	1
Basic and diluted loss per share	(7,343)	(10,664)	(1,500)

DJ1 Capital Corp.
Statements of Changes in Equity
For the Year Ended July 31, 2020, July 31, 2019 and for the Period
from Incorporation on June 25, 2018 to July 31, 2018

(Expressed in Canadian dollars)

	Number of common shares	Share capital	Reserves	Deficit	Total equity
		\$	\$	\$	\$
Balance at June 25, 2018	-	-	-	-	-
Issued on incorporation	1	1	-	-	1
Net loss for the period	-	-	-	(1,500)	(1,500)
Balance at July 31, 2018	1	1		(1,500)	(1,499)
Subscription received for warrants	-	-	16,750	-	16,750
Net loss for the year	-	-	-	(10,664)	(10,664)
Balance at July 31, 2019	1	1	16,750	(12,164)	4,587
Net loss for the year	-	-	-	(7,343)	(7,343)
Balance at July 31, 2020	1	1	16,750	(19,507)	(2,756)

DJ1 Capital Corp.
Statements of Cash Flows
For the Year Ended July 31, 2020, July 31, 2019 and for the Period
from Incorporation on June 25, 2018 to July 31, 2018

(Expressed in Canadian dollars)

	Year ended July 31, 2020	Year ended July 31, 2019	Period from Incorporation June 25, 2018 to July 31, 2018
	\$	\$	\$
OPERATING ACTIVITIES			
Net loss	(7,343)	(10,664)	(1,500)
Changes in non-cash working capital			
Increase in accounts payable	7,271	10,593	1,499
Cash used in operating activities	(72)	(71)	(1)
FINANCING ACTIVITIES			
Share issued on incorporation	-	-	1
Cash proceeds from subscriptions for special warrants	-	16,750	-
Cash raised from financing activities	-	16,750	1
NET CHANGE IN CASH	(72)	16,679	-
CASH, BEGINNING	16,679	-	-
CASH, ENDING	16,607	16,679	-

DJ1 Capital Corp.

Notes to the Financial Statements

For the Years Ended July 31, 2020, July 31, 2019 and for the Period from Incorporation on June 25, 2018 to July 31, 2018

(Expressed in Canadian dollars)

1. NATURE OF BUSINESS

DJ1 Capital Corp. (the “Company”) was incorporated under the Business Corporations Act of British Columbia on June 25, 2018. The principal business of the Company is the identification and evaluation of a transaction for a future listing on a stock exchange. The registered office of the Company is located at 2288 – 1177 West Hastings St., Vancouver, BC V6E 2K3. On October 9, 2020, the Company’s registered and records office address was moved to Suite 2200 - 885 West Georgia Street, Vancouver, BC V6C 3E8.

On August 26, 2020, the Company has executed an agreement whereby the Company has the exclusive option to earn a 60% interest in Taiga Gold Corp.’s (CSE:TGC) (“Taiga”) 100%-owned SAM Project (the “Property”) located 15km east of Flin Flon, Saskatchewan and 10km northwest of the past producing Flexar and Birch Lake mines.

These financial statements were approved and authorized for issue by the Company’s Board of Directors on December 18, 2020.

2. GOING CONCERN

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

The Company has not generated any revenues or cash flows from operations and relies on financing for its activities. The Company’s ability to continue as a going concern is dependent upon raising additional capital or evaluating strategic alternatives. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

These financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for these financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material.

These financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. On March 11, 2020, the outbreak of the novel strain of coronavirus specifically identified as “COVID-19” was declared a pandemic by the World Health Organization. The outbreak has resulted in governments worldwide enacting emergency measures to combat the spread of the virus which in turn have caused material disruption to business globally. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

DJ1 Capital Corp.

Notes to the Financial Statements

For the Years Ended July 31, 2020, July 31, 2019 and for the Period from Incorporation on June 25, 2018 to July 31, 2018

(Expressed in Canadian dollars)

3. BASIS OF PRESENTATION

Statement of Compliance

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

Basis of Presentation

These financial statements have been prepared on a historical cost basis and presented in Canadian dollars which is the functional currency of the Company. The financial statements of the Company have been prepared on an accrual basis, except for cash flow information.

Critical Accounting Estimates and Judgments

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses.

Significant estimates and judgments made by the Company that have the most significant risk of causing material misstatement to the carrying amounts of assets and liabilities are discussed below.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ.

Estimates:

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. The fair values used in the measurement of financial instruments may require significant estimates as the basis for determining the stated amounts.

Judgments:

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include the assessment of the Company’s ability to continue as a going concern.

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. These estimates and judgments are reviewed periodically, and, as adjustments become necessary, they are reported in earnings/loss in the period in which they become known.

DJ1 Capital Corp.

Notes to the Financial Statements

For the Years Ended July 31, 2020, July 31, 2019 and for the Period from Incorporation on June 25, 2018 to July 31, 2018

(Expressed in Canadian dollars)

4. SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

Cash is comprised of cash on hand, cash held in trust accounts and demand deposits. Cash equivalents are short-term, highly liquid investments with maturities within three months when acquired. The Company did not have any cash equivalents as of July 31, 2020, July 31, 2019 and July 31, 2018.

Financial instruments

Recognition, classification and measurement

Financial assets are classified and measured based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. IFRS 9 contains three primary measurement categories for financial assets: amortized cost, fair value through other comprehensive income and fair value through profit and loss. Financial assets are recognized in the statements of financial position if the Company has a contractual right to receive cash or other financial assets from another entity. Financial assets are derecognized when the rights to receive cash flows from the asset have expired or were transferred and the Company has transferred substantially all risks and rewards of ownership.

All financial liabilities are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instruments. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.

Financial instruments are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Company has classified its accounts payable and other liabilities as financial liabilities measured at amortized cost. Such assets and liabilities are recognized initially at fair value inclusive of any directly attributable transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment losses. The Company has classified its cash as a financial asset measured at fair value through profit and loss.

Financial assets and financial liabilities are offset and the net amount presented in the statements of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Company's derivatives are carried at fair value and are reported as assets when they have a positive fair value and as liabilities when they have a negative fair value. Changes in the fair values of derivative financial instruments are reported in the statements of loss and comprehensive loss.

DJ1 Capital Corp.

Notes to the Financial Statements

For the Years Ended July 31, 2020, July 31, 2019 and for the Period from Incorporation on June 25, 2018 to July 31, 2018

(Expressed in Canadian dollars)

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost. Loss allowances for accounts receivables are always measured at an amount equal to lifetime expected credit losses if the amount is not considered fully recoverable. A financial asset carried at amortized cost is considered credit-impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. Individually significant financial assets are tested for credit-impairment on an individual basis. The remaining financial assets are assessed collectively.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate.

In assessing collective impairment, the Company uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

Losses are recognized in the statements of comprehensive loss and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the statements of comprehensive loss.

Equity

Common shares and special warrants are classified as equity. Incremental costs directly attributable to the issuance of common shares or special warrants are recognized as a deduction from equity, net of tax.

Income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used are those that are substantively enacted by the end of the reporting date.

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting. The change in the net deferred income tax asset or liability is included in income except for deferred income tax relating to equity items which is recognized directly in equity. The income tax effects of differences in the periods when revenue and expenses are recognized, in accordance with Company accounting practices, and the periods they are recognized for income tax purposes are reflected as deferred income tax assets or liabilities. Deferred income tax assets and liabilities are measured using the substantively enacted statutory income tax rates which are expected to apply to taxable income in the years in which the assets are realized or the liabilities settled. A deferred income tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized.

DJ1 Capital Corp.

Notes to the Financial Statements

For the Years Ended July 31, 2020, July 31, 2019 and for the Period from Incorporation on June 25, 2018 to July 31, 2018

(Expressed in Canadian dollars)

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity and are intended to be settled on a net basis.

The determination of current and deferred taxes requires interpretations of tax legislation, estimates of expected timing of reversal of deferred tax assets and liabilities, and estimates of future earnings.

Recent accounting pronouncements

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

The Company adopted the following new standard effective August 1, 2019:

IFRS 16 Leases

In January 2016, the IASB issued IFRS 16 – Leases, which supersedes IAS 17 – Leases. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases. The standard establishes a single model for lessees to bring leases on balance sheet while lessor accounting remains largely unchanged and retains the finance and operating lease distinctions. IFRS 16 is effective for Company's annual period beginning August 1, 2019 with earlier adoption permitted, but only if also applying IFRS 15 – Revenue from Contracts with customers.

The adoption of IFRS 16 had no impact on the Company's financial statements as the Company has no leases.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Accounts payable and other liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Fair values of quoted instruments are based on price quotations at the reporting date. The fair value of unquoted instruments and other financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk, and maturities.

DJ1 Capital Corp.

Notes to the Financial Statements

For the Years Ended July 31, 2020, July 31, 2019 and for the Period from Incorporation on June 25, 2018 to July 31, 2018

(Expressed in Canadian dollars)

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Fair value hierarchy

As at July 31, 2020, July 31, 2019 and at July 31, 2018, the Company held the following financial instruments measured at fair value: cash (level 1).

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Assets measured at fair value	July 31, 2020	Level 1	Level 2	Level 3
Cash	\$ 16,607	\$ 16,607	\$ -	\$ -

Assets measured at fair value	July 31, 2019	Level 1	Level 2	Level 3
Cash	\$ 16,679	\$ 16,679	\$ -	\$ -

Assets measured at fair value	July 31, 2018	Level 1	Level 2	Level 3
Cash	\$ -	\$ -	\$ -	\$ -

During the reporting periods ended July 31, 2020, 2019 and 2018, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

Credit risk

The Corporation's financial asset is cash. The Company's maximum exposure to credit risk, as at period-end, is the carrying value of its cash.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at July 31, 2020, the Company had a cash balance of \$16,607 (2019 – \$16,679; 2018 – \$Nil).

DJ1 Capital Corp.

Notes to the Financial Statements

For the Years Ended July 31, 2020, July 31, 2019 and for the Period from Incorporation on June 25, 2018 to July 31, 2018

(Expressed in Canadian dollars)

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Other risks

None of the Company's future cash flows of financial instruments are subject to change from other price changes and currency risks.

6. EQUITY

(a) Share Capital

Authorized

Unlimited number of common shares without par value.

Issued

The Company issued one share to its director and officer upon incorporation of the Company.

Effective November 2, 2020, the Company consolidated the common shares outstanding and issued on the basis of one new, post-consolidation share for every four old, pre-consolidated shares (Note 9). The references to the number of common shares and warrants, have been adjusted retroactively to reflect the share consolidation. The exercise or conversion price of, and the number of common shares issuable under any securities of the Company has been proportionally adjusted upon the completion of the share consolidation.

Subsequent to year end, the Company completed a private placement for 13,800,000 units at \$0.02 for total proceeds of \$276,000 (Note 9).

(b) Special Warrants

As of July 31, 2019, the Company had collected subscription proceeds for a financing of \$83,750 special warrants at the price of \$0.20 per special warrant for the total proceeds of \$16,750, with an additional \$10,750 in subscription proceeds collected subsequent to July 31, 2020. At July 31, 2019 and July 31, 2020, no warrants have been issued as the financing was not considered closed. Upon issuance, each special warrant will upon the exercise entitle the holder to receive one common share of the Company for no additional consideration. The special warrants will, if not exercised earlier, be deemed to be exercisable on the earlier of (i) the fifth business day after the date on which the Company obtains a receipt from the applicable securities commission in Canada for the final prospectus qualifying the distribution of the Company's shares to be issued upon the exercise or deemed exercise of the special warrants, and (ii) four months and one day after the date the financing closes. The special warrants are recorded at their estimated fair value which is based on the amount of cash subscriptions received.

DJ1 Capital Corp.

Notes to the Financial Statements

For the Years Ended July 31, 2020, July 31, 2019 and for the Period from Incorporation on June 25, 2018 to July 31, 2018

(Expressed in Canadian dollars)

7. CAPITAL MANAGEMENT

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of equity which is comprised of issued share capital and deficit. The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements as at July 31, 2018, July 31, 2019 and July 31, 2020.

8. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates:

	Year ended July 31, 2020	Year ended July 31, 2019	Period from June 25, 2018 (date of incorporation) to July 31, 2018
Canadian statutory income tax rate	27%	27%	27%
	\$	\$	\$
Income tax recovery at statutory rate	(1,980)	(2,880)	(410)
Effect of income taxes of:			
Change in deferred tax assets not recognized	1,980	2,880	410
Deferred income tax recovery	-	-	-

The temporary differences that give rise to significant portions of the deferred tax assets not recognized are presented below:

	2020	2019	2018
	\$	\$	\$
Non-capital loss carry forwards	5,270	3,290	410
Deferred tax assets not recognized	(5,270)	(3,290)	(410)
	-	-	-

The Company has not recognized any deferred income tax assets. The Company recognizes deferred income tax assets based on the extent to which it is probable that sufficient taxable income will be realized during the carry forward years to utilize all deferred tax assets. The Company has non-capital losses carried forward of approximately \$19,500 available to reduce income taxes in future years which expire starting in 2039.

DJ1 Capital Corp.

Notes to the Financial Statements

For the Years Ended July 31, 2020, July 31, 2019 and for the Period from Incorporation on June 25, 2018 to July 31, 2018

(Expressed in Canadian dollars)

9. SUBSEQUENT EVENTS

- (a) Subsequent to the year end, the Company collected additional \$10,750 related to the special warrant financing (see Note 6(b)) and on October 27, 2020, the Company closed the special warrant financing for 137,500 special warrant units at \$0.20 for the total proceeds of \$27,500.
- (b) On August 26, 2020, Taiga and the Company have executed a formal agreement whereby the Company has the exclusive option to earn a 60% interest the Property. The Company has advanced \$30,000 for the option.
- (c) On August 3, 2020, the Company closed a private placement for 13,800,000 units at \$0.02 for total proceeds of \$276,000. Each unit will consist of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder thereof to purchase one additional common share of the Company at a price of \$0.10 per share for a period of twenty-four months from their date of issue. The units will be offered pursuant to exemptions from the registration and prospectus requirements of applicable securities legislation
- (d) On August 15, 2020, the Company has entered into two finder's fee agreements under which, the Company will issue 100,000 common shares of the Company at a deemed price of \$0.02 per common share to each party.
- (e) Effective November 2, 2020, the Company consolidated the common shares outstanding and issued on the basis of one new, post-consolidation share for every four old, pre-consolidated shares (Note 6). The references to the number of common shares and warrants, have been adjusted retroactively to reflect the share consolidation. The exercise or conversion price of, and the number of common shares issuable under any securities of the Company has been proportionally adjusted upon the completion of the share consolidation.



(formerly DJ1 Capital Corp.)

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED APRIL 30, 2021

(unaudited)

(Expressed in Canadian Dollars)

Tactical Resources Corp.
(formerly DJ1 Capital Corp.)
Condensed Interim Statements of Financial Position (unaudited)
(Expressed in Canadian Dollars)

As at	Note(s)	April 30, 2021	July 31, 2020
Assets			
Current assets			
Cash		\$ 57,621	\$ 16,607
GST receivable		12,407	-
Prepaid expenses		7,000	-
Total current assets		77,028	16,607
Non-current assets			
Exploration and evaluation assets	6 and 8	211,813	-
Total assets		\$ 288,841	\$ 16,607
Liabilities			
Accounts payable and accrued liabilities	8	\$ 150,402	\$ 19,363
Total liabilities		150,402	19,363
Shareholders' equity (deficiency)			
Share capital	7	238,356	1
Reserves	7	111,545	16,750
Deficit		(211,462)	(19,507)
Total shareholders' equity (deficiency)		138,439	(2,756)
Total liabilities and shareholders' equity (deficiency)		\$ 288,841	\$ 16,607

Going concern (Note 2)
Subsequent events (Notes 7 and 10)

Approved on behalf of the Board of Directors on July 8, 2021:

"Ranjeet Sundher" (signed)
Director

"Matt Chatterton" (signed)
Director

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

Tactical Resources Corp.
(formerly DJ1 Capital Corp.)
Condensed Interim Statements of Loss and Comprehensive Loss (unaudited)
(Expressed in Canadian Dollars)

		For the three months ended		For the nine months ended	
	Note	April 30, 2021	April 30, 2020	April 30, 2021	April 30, 2020
Expenses					
Consulting fees	8	\$ 25,000	\$ -	\$ 25,000	\$ -
General and administrative		13,628	18	19,434	54
Investor relations		35,000	-	35,000	-
Listing and filing fees		5,000	-	5,000	-
Professional fees		82,238	-	107,521	-
Total loss and comprehensive loss for the period		\$ 160,866	\$ 18	\$ 191,955	\$ 54
Basic and diluted loss for the period attributable to common shareholders					
		\$ (0.01)	\$ (18.00)	\$ (0.01)	\$ (54.00)
Weighted average number of common shares outstanding					
		14,287,136	1	14,003,682	1

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

Tactical Resources Corp.

(Formerly DJ1 Capital Corp.)

Condensed Interim Statements of Changes in Shareholders' Equity (Deficiency) (unaudited)**(Expressed in Canadian Dollars)**

	<u>Share capital</u>					
	Number of shares	Amount	Reserves	Deficit	Total	
Balance at July 31, 2020	1	\$ 1	\$ 16,750	\$ (19,507)	\$ (2,756)	
Cancellation of incorporator's shares (note 7)	(1)	-	-	-	-	-
Proceeds from issuance of special warrants (note 7)	-	-	10,750	-	10,750	-
Shares issued for special warrant exercise (note 7)	137,500	27,500	(27,500)	-	-	-
Shares issued for cash - private placement (note 7)	13,800,000	164,455	111,545	-	276,000	-
Shares issued for finders' fees (note 6)	210,000	4,400	-	-	4,400	-
Shares issued for exploration and evaluation assets (note 6)	210,000	42,000	-	-	42,000	-
Loss and comprehensive loss	-	-	-	(191,955)	(191,955)	-
Balance at April 30, 2021	14,357,500	\$ 238,356	\$ 111,545	\$ (211,462)	\$ 138,439	
Balance at July 31, 2019	1	\$ 1	\$ 16,750	\$ (12,164)	\$ 90,418	
Loss and comprehensive loss	-	-	-	(54)	(54)	-
Balance at April 30, 2020	1	\$ 1	\$ 16,750	\$ (12,218)	\$ 90,364	

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

Tactical Resources Corp.
(Formerly DJ1 Capital Corp.)
Condensed Interim Statements of Cash Flows (unaudited)
(Expressed in Canadian Dollars)

	For the nine months ended	
	April 30, 2021	April 30, 2020
Cash flows provided from (used by):		
OPERATING ACTIVITIES		
Net loss for the period	\$ (191,955)	\$ (54)
Net changes in non-cash working capital items:		
GST receivable	(12,407)	-
Prepaid expenses	(7,000)	-
Accounts payable and accrued liabilities	131,039	-
Net cash used in operating activities	(80,323)	(54)
INVESTING ACTIVITIES		
Option payment on exploration and evaluation assets	(80,000)	-
Exploration costs on exploration and evaluation assets	(85,413)	-
Net cash used in investing activities	(165,413)	-
FINANCING ACTIVITIES		
Proceeds from share unit issuance	276,000	-
Proceeds from subscriptions of special warrants	10,750	-
Net cash from financing activities	286,750	-
Net change in cash	41,014	(54)
Cash, beginning of period	16,607	16,679
Cash, end of period	\$ 57,621	\$ 16,625
SUPPLEMENTAL CASH FLOW		
Shares issued for exploration and evaluation assets	42,000	-
Shares issued for finders' fees	4,400	-
Shares issued for conversion of special warrants	27,500	-
Fair value of warrants issued	111,545	-
Cash paid during the period for interest	-	-
Cash paid during the period for income taxes	-	-

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

Tactical Resources Corp.
(formerly DJ1 Capital Corp.)
Notes to the Condensed Interim Financial Statements (unaudited)
For the Nine Months Ended April 30, 2021
(Expressed in Canadian dollars)

1. NATURE OF BUSINESS

Tactical Resources Corp. (formerly DJ1 Capital Corp.) (the “Company”) was incorporated under the Business Corporations Act of British Columbia on June 25, 2018 as DJ1 Capital Corp. On March 25, 2021, the Company changed its name to Tactical Resources Corp. The principal business of the Company is the identification and evaluation of a transaction for a future listing on a stock exchange. The Company’s registered and records office address is located at Suite 2200 - 885 West Georgia Street, Vancouver, BC V6C 3E8.

On August 26, 2020, the Company entered into a property option agreement (the “Taiga Agreement”) with Taiga Gold Corp. (CSE:TGC) (“Taiga”). Taiga holds a 100% interest in a series of mineral claims located in the Amisk Lake region of the Province of Saskatchewan (the “SAM Property”). Pursuant to the Taiga Agreement, the Company has an option to earn a 60% interest in the SAM Property (Note 6).

On March 1, 2021, the Company entered into a property option agreement (the “DIG Agreement”) with Doctors Investment Group Ltd. (“DIG”) which 100% owned the Lac Ducharme Project (the “Lac Ducharme Project”). Pursuant to the DIG Agreement, the Company has an option to earn 100% interest in the Lac Ducharme Project (Note 6).

Share consolidation

Effective November 2, 2020, the Company consolidated the common shares outstanding and issued on the basis of one new, post-consolidation share for every four old, pre-consolidated shares. The references to the number of common shares and warrants, have been adjusted retroactively to reflect the share consolidation. The exercise or conversion price of, and the number of common shares issuable under any securities of the Company has been proportionally adjusted upon the completion of the share consolidation.

2. GOING CONCERN

These condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

The Company has not generated any revenues or cash flows from operations and relies on financing for its activities. The Company’s ability to continue as a going concern is dependent upon raising additional capital or evaluating strategic alternatives. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

These financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for these financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material.

These condensed interim financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future.

Tactical Resources Corp.
(formerly DJ1 Capital Corp.)
Notes to the Condensed Interim Financial Statements (unaudited)
For the Nine Months Ended April 30, 2021
(Expressed in Canadian dollars)

2. GOING CONCERN (continued)

COVID-19

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

3. BASIS OF PRESENTATION

Statement of Compliance

These unaudited condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting ("IAS 34") under International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Presentation

These unaudited condensed interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's July 31, 2020 annual financial statements.

The preparation of interim financial statements in conformity with IAS 34 do not include all of the information required for full annual financial statements and should be read in conjunction with the annual financial statements for the year ended July 31, 2020.

These unaudited condensed interim financial statements, including comparatives, have been prepared on the basis of IFRS standards that are published at the time of preparation.

These unaudited condensed interim financial statements were authorized for issue by the Board of Directors on July 8, 2021.

Critical Accounting Estimates and Judgments

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses.

Significant estimates and judgments made by the Company that have the most significant risk of causing material misstatement to the carrying amounts of assets and liabilities are discussed below.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ.

Estimates:

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Tactical Resources Corp.
(formerly DJ1 Capital Corp.)
Notes to the Condensed Interim Financial Statements (unaudited)
For the Nine Months Ended April 30, 2021
(Expressed in Canadian dollars)

3. BASIS OF PRESENTATION (continued)

Fair value of financial instruments

The fair values used in the measurement of financial instruments may require significant estimates as the basis for determining the stated amounts.

Shares issued for exploration and evaluation assets and finders' fees

The Company has applied estimates with respect to the valuation of shares issued for non-cash consideration, specifically relating to shares issued for exploration and evaluation assets and finders' fees (Note 6 and 7). Shares are valued at the fair value of the equity instruments granted at the date the Company receives the good or service. When no market price is available, a valuation technique is used to determine what price the equity instruments would have been on the measurement date in an arm's length transaction between knowledgeable, willing parties. In the case of the Company, the fair value of the shares issued was estimated with reference to the price of recent private placement closed.

Fair value of warrants

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date on which they are granted. Estimating fair value for warrants requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires the determination of the most appropriate inputs to the valuation model including the expected life of the warrants, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for warrants are disclosed in Note 7.

Judgments:

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include the assessment of the Company's ability to continue as a going concern.

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. These estimates and judgments are reviewed periodically, and, as adjustments become necessary, they are reported in earnings/loss in the period in which they become known.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these unaudited condensed interim financial statements are consistent with the accounting policies disclosed in Note 4 of the Company's audited consolidated financial statements for the year ended July 31, 2020, except for those summarized below. These unaudited condensed consolidated interim financial statements should be read in conjunction with the audited financial statements of the Company for the year ended July 31, 2020.

Tactical Resources Corp.
(formerly DJ1 Capital Corp.)
Notes to the Condensed Interim Financial Statements (unaudited)
For the Nine Months Ended April 30, 2021
(Expressed in Canadian dollars)

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and Evaluation Assets

Once the legal right to explore has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to acquisition costs. These direct expenditures include such costs as materials used, staking costs, drilling costs and payments made to contractors. Costs not directly attributable to exploration and evaluation expenditures, including general administration and overhead costs are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects for the Company, the exploration and evaluation expenditures, along with the acquisition costs, are deemed to be impaired and written off.

The Company assesses exploration and evaluation assets for impairment when the facts and circumstances suggest that the carrying amount of these assets may exceed their recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'Mines under construction'.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Impairment of Non-Financial Assets

Non-financial assets, including exploration and evaluation assets, are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly. Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to profit or loss, except to the extent it reverses gains previously recognized in other comprehensive loss/income.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Accounts payable and other liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Fair values of quoted instruments are based on price quotations at the reporting date. The fair value of unquoted instruments and other financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk, and maturities.

Tactical Resources Corp.
 (formerly DJ1 Capital Corp.)
Notes to the Condensed Interim Financial Statements (unaudited)
For the Nine Months Ended April 30, 2021
(Expressed in Canadian dollars)

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Fair value hierarchy

As at April 30, 2021 and July 31, 2020, the financial instrument recorded at fair value on the statements of financial position is cash which is measured using Level 1 of the fair value hierarchy. As at April 30, 2021 and July 31, 2020, there were no financial assets or liabilities measured and recognized in the statement of financial position at fair value that would be categorized as Level 2 and 3 in the fair value hierarchy above.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

As at April 30, 2021

	FVTPL		Amortized cost		FVTOCI
Financial assets:					
Cash	\$ 57,621	\$		-	\$ -
Financial liabilities:					
Accounts payable and accrued liabilities	-		150,402		-

As at July 31, 2020

	FVTPL		Amortized cost		FVTOCI
Financial assets:					
Cash	\$ 16,607	\$		-	\$ -
Financial liabilities:					
Accounts payable and accrued liabilities	-		19,363		-

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk includes cash and GST receivable.

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

The Company's maximum exposure to credit risk is the carrying value of its financial assets.

Tactical Resources Corp.
(formerly DJ1 Capital Corp.)
Notes to the Condensed Interim Financial Statements (unaudited)
For the Nine Months Ended April 30, 2021
(Expressed in Canadian dollars)

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Credit risk (continued)

Management believes that the credit risk concentration with respect to these financial instruments is remote. Cash based in Canada are accessible. The Company's GST receivable balance does not represent significant credit exposure as it is principally due from the Government of Canada.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2021, the Company has a working capital deficiency of \$73,374 and requires additional cash financing to meet its current operating obligations.

Other risks

None of the Company's future cash flows of financial instruments are subject to change from other price changes and currency risks.

6. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets as of April 30, 2021:

	SAM Property		Lac Ducharme Property		Total
Balance, beginning of period:	\$	-	\$	-	\$ -
Exploration and evaluation costs incurred during the period:					
Property payments:					
Cash	\$	50,000	\$	30,000	\$ 80,000
Shares		30,000		12,000	42,000
Exploration costs		73,663		11,750	85,413
Finders' fee		2,400		2,000	4,400
Balance, end of period:	\$	156,063	\$	55,750	\$ 211,813

SAM Property

On August 26, 2020, and as amended on December 30, 2020, the Company entered into the Taiga Agreement with Taiga. Pursuant to the Taiga Agreement, the Company has an option to earn 60% interest in the SAM Property (the "SAM Option"), subject to a 2% net smelter returns royalty ("NSR"). The Company has the right, at any time prior to commencing commercial production from the SAM Property, to reduce the NSR from 2% to 1% in consideration for a one-time payment to Taiga of \$1,000,000.

In order to exercise the SAM Option, the Company is required to list its shares on a stock exchange (the "Going Public Transaction"), make cash and share payments to Taiga, and incur property expenditures as follows:

- Cash payment of \$10,000 (paid) upon entering a letter of intent with Taiga;
- Additional cash payment of \$20,000 (paid) upon the execution of the Agreement;
- Additional cash payment of \$20,000 (paid), and the issuance of 150,000 common shares of the Company (issued with a fair value of \$30,000) upon completing the Going Public Transaction, or on December 24, 2020, whichever is earlier;
- Additional cash payment of \$20,000, and the issuance of 50,000 common shares of the Company and incurring \$100,000 in expenditures on the Property on or before June 30, 2021;

Tactical Resources Corp.
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6. EXPLORATION AND EVALUATION ASSETS (continued)

SAM Property (continued)

- Issuance of an additional 200,000 shares of the Company by the earlier of first anniversary of the Going Public Transaction or March 31, 2022;
- Additional cash payment of \$60,000, issuance of an additional 200,000 common shares of the Company and incurring a further \$600,000 in expenditures on the Property by the earlier of the eighteen-month anniversary of the Going Public Transaction or September 30, 2022;
- Additional cash payment of \$100,000, issuance of an additional 200,000 common shares of the Company and incurring a further \$800,000 in expenditures on the Property by the earlier of the thirty-month anniversary of the Going Public Transaction or September 30, 2023;
- Additional cash payment of \$270,000 (or issuing the equivalent value in shares at the election of Taiga, issuance of an additional 200,000 common shares of the Company and incurring a further \$1,000,000 in expenditures on the Property by the earlier of the forty-two-month anniversary of the Going Public Transaction or September 30, 2024; and
- Incurring a further \$1,500,000 in expenditures on the Property by the earlier of the fifty-four-month anniversary of the Going Public Transaction or September 30, 2025.

In executing the Taiga Agreement, the Company issued 200,000 common shares with a fair value of \$2,400 for finders' fees, which have been capitalized exploration and evaluation assets.

Lac Ducharme Project

On March 1, 2021 (the "Effective Date"), the Company entered into the DIG Agreement with DIG. Pursuant to the DIG Agreement, the Company has an option to earn 100% interest in the Lac Ducharme Project (the "LDP Option"), subject to a 3% NSR. The Lac Ducharme Project is located in Quebec, Canada.

In order to exercise the LDP Option, the Company is required to make cash and share payments to DIG, and incur property expenditures as follows:

- On or before the date that is seven days after the Effective Date:
 - Make cash payment of \$30,000 (paid); and
 - Issue 60,000 shares of the Company (issued with fair value of \$12,000).
- On or before the date that is fourteen months after the Effective Date:
 - Make cash payment of \$30,000;
 - Issue 100,000 shares of the Company; and
 - Incur \$250,000 of expenditures on the Lac Ducharme Project.
- On or before the date that is twenty-eight months after the Effective Date:
 - Issue 350,000 shares of the Company; and
 - Incur \$500,000 of expenditures on the Lac Ducharme Project.

At any time during the term of the DIG Agreement, the Company shall have the right to accelerate the cash payments, share issuances or expenditures.

The Company shall have the right to purchase one-third of the NSR from DIG at any time after the LDP Option has been exercised for a one-time consideration of \$1,000,000.

In executing the DIG Agreement, the Company issued 10,000 common shares with a fair value of \$2,000 for finders' fees, which have been capitalized to exploration and evaluation assets.

Tactical Resources Corp.
(formerly DJ1 Capital Corp.)
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For the Nine Months Ended April 30, 2021
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7. EQUITY

(a) Share Capital

Authorized

Unlimited number of common shares without par value.

Issued

On August 3, 2020, the Company closed a private placement for 13,800,000 units at \$0.02 for total proceeds of \$276,000. Each unit will consist of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder thereof to purchase one additional common share of the Company at a price of \$0.10 per share for a period of twenty-four months from their date of issue. The relative fair values of \$0.012 and \$0.008 were allocated to the shares and warrants, respectively. The fair value of the warrants of \$0.008 was determined using the Black-Scholes option pricing model with the following assumptions: a 2-year expected life; share price at the grant date of \$0.012; an exercise price of \$0.025; 170% volatility; risk free interest rate of 0.25%; and a dividend yield of 0%. Volatility is calculated based on the volatility of companies of similar size in the junior mining sector.

On August 15, 2020, in executing the Taiga Agreement, the Company issued 200,000 shares with a fair value of \$2,400 for finders' fees (Note 6).

On December 24, 2020, the Company issued 150,000 common shares with a fair value of \$30,000 pursuant to the Taiga Agreement (Note 6).

On February 28, 2021, the Company issued 137,500 common shares upon the conversion of the Special Warrants.

On March 3, 2021, the Company issued 60,000 common shares with a fair value of \$12,000 pursuant to the DIG Agreement (Note 6).

On March 18, 2021, in executing the DIG Agreement, the Company issued 10,000 shares with a fair value of \$2,000 for finders' fees (Note 6).

(b) Special Warrants

On October 27, 2020, the Company completed the special warrants financing and issued 137,500 special warrants for proceeds of \$27,500 of which \$16,750 and \$10,750 were received during the year ended July 31, 2020 and the nine months ended April 30, 2021, respectively.

Upon issuance, each special warrant will upon the exercise entitle the holder to receive one common share of the Company for no additional consideration. The special warrants will, if not exercised earlier, be deemed to be exercisable on the earlier of (i) the fifth business day after the date on which the Company obtains a receipt from the applicable securities commission in Canada for the final prospectus qualifying the distribution of the Company's shares to be issued upon the exercise or deemed exercise of the special warrants, and (ii) four months and one day after the date the financing closes. The special warrants are recorded at their estimated fair value which is based on the amount of cash subscriptions received.

On February 28, 2021, the Company issued 137,500 common shares upon the conversion of the special warrants.

Tactical Resources Corp.
(formerly DJ1 Capital Corp.)
Notes to the Condensed Interim Financial Statements (unaudited)
For the Nine Months Ended April 30, 2021
(Expressed in Canadian dollars)

7. EQUITY (continued)

(c) Warrants

The following table summarizes the changes in warrants outstanding during the nine months ended April 30, 2021:

	Number of warrants	Weighted average exercise price
Outstanding, July 31, 2020	-	\$ -
Issued	23,791,970	0.14
Outstanding, April 30, 2021	23,791,970	\$ 0.14

On April 16, 2021, the Company completed a non-brokered private placement issuance of 9,991,970 warrants at a price of \$0.001 per warrant for gross proceeds of \$9,992 which were initially deposited into the trust account and released to the Company subsequent to April 30, 2021. Each warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.20 for a period of twenty-four months following the date on which the common shares of the Company are listed on a stock exchange within Canada.

As at April 30, 2021, the following share purchase warrants were outstanding:

Numbers of warrants	Exercise price	Expiry date	Weighted average remaining contractual life (in years)
13,800,000	\$ 0.10	August 3, 2022	1.26
9,991,970	\$ 0.20	April 16, 2023	1.96
23,791,970			1.55

8. RELATED PARTY TRANSACTIONS

Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

All related party transactions are in the normal course of operations. All amounts either due from or due to related parties other than specifically disclosed are non-interest bearing, unsecured and have no fixed terms of repayments.

During the nine months ended April 30, 2021, the Company paid consulting fees of \$60,000 (April 30, 2020 - \$nil) to a consulting company owned by a director of the Company. These fees have been capitalized to the SAM Project as they relate to engineering and consulting expenses on the project.

During the nine months ended April 30, 2021, the Company paid consulting fees of \$15,000 (April 30, 2020 - \$nil) to a consulting company owned by the former Chief Financial Officer and Director of the Company.

The balances due to the Company's directors and officers included in accounts payable and accrued liabilities were \$15,750 as at April 30, 2021 (July 31, 2020 - \$nil). These amounts are unsecured, non-interest bearing and payable on demand.

Tactical Resources Corp.

(formerly DJ1 Capital Corp.)

Notes to the Condensed Interim Financial Statements (unaudited)

For the Nine Months Ended April 30, 2021

(Expressed in Canadian dollars)

9. CAPITAL MANAGEMENT

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of equity which is comprised of issued share capital and deficit.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements as at April 30, 2021 and July 31, 2020.

10. SUBSEQUENT EVENTS

- On May 13, 2021 (the "Closing Date"), the Company completed an offering memorandum for 5,713,000 special warrants at a price of \$1.00 per special warrant for gross proceeds of \$5,713,000, net proceeds of \$5,277,795 after finder's fees.

Upon issuance, each special warrant will upon the exercise entitle the holder to receive one common share of the Company and one half of one common share purchase warrant for no additional consideration. Each warrant will be exercisable to acquire one common share of the Company at an exercise price of \$2.50 until May 13, 2023.

The special warrants will, if not exercised earlier, be deemed to be exercisable on the earlier of i) third business day following receipt of a final prospectus and ii) four months and one day after the Closing Date.

APPENDIX B
MANAGEMENT'S DISCUSSION & ANALYSIS
(ATTACHED)

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with the the Company's audited consolidated financial statements for the year ended July 31, 2020 (the "Financial Statements"). The Financial Statements (and the financial information contained in the related MD&A) were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB and are presented in Canadian dollars, except where noted. The information contained within this MD&A is current to December 18, 2020. All amounts are expressed in Canadian dollars unless otherwise noted.

This discussion includes certain statements that may be deemed "forward-looking statements". Forward-looking statements usually include words such as may, will, would, expect, plan, anticipate, budget, estimates, potential, believe, intend, or other similar words. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing and general economic, market or business conditions. The Company does not update or revise forward-looking information even if new information becomes available unless legislation requires us to do so. Investors should not place undue reliance on forward-looking statements. Additional details of the specific risks associated with the operations of the Company and such forward-looking statements are set out below under "Risks and Uncertainties". Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Overall Performance

DJ1 Capital Corp. (the "Company") was incorporated under the Business Corporations Act of British Columbia on June 25, 2018. The principal business of the Company is the identification and evaluation of a transaction for a future listing on a stock exchange.

During the period from June 25, 2018 (incorporation) to July 31, 2018 and years ending July 31, 2019 and July 31 2020, DJ1 Capital Corp. collected subscription proceeds for a financing of 83,750 special warrants at the price of \$0.20 per special warrant for the total proceeds of \$16,750, with an additional \$10,750 in subscription proceeds collected subsequent to July 31, 2020, for the total of \$27,500 in subscription receipts. At July 31, 2018, July 31, 2019 and July 31, 2020, no warrants have been issued as the financing was not considered closed. On October 27, 2020, the Company closed the special warrant financing and issued 137,500 special warrant units. Upon issuance, each special warrant will upon the exercise entitle the holder to receive one common share of the Company for no additional consideration. The special warrants will, if not exercised earlier, be deemed to be exercisable on the earlier of (i) the fifth business day after the date on which the Company obtains a receipt from the applicable securities commission in Canada for the final prospectus qualifying the distribution of the Company's shares to be issued upon the exercise or deemed exercise of the special warrants, and (ii) four months and one day after the date the financing closes. The special warrants are recorded at their estimated fair value which is based on the amount of cash subscriptions received.

On August 26, 2020, the Company have executed an agreement whereby the Company has the exclusive option to earn a 60% interest in Taiga Gold Corp.'s (CSE:TGC) ("Taiga") 100%-owned SAM Project (the "Property") located 15km east of Flin Flon, Saskatchewan and 10km northwest of the past producing Flexar and Birch Lake mines.

Management and Board of Director Changes

On June 25, 2018, the Company appointed Yana Popova as a director of the Company.

On November 2, 2020, the voting shareholders of the Company resolved to increase the number of directors to four and the Company appointed Jeet Basi, Aaron Wong and Ranjeet Sundher to the Board of Directors.

On November 2, 2020, the Company appointed Ranjeet Sundher as the Company's Chief Executive Officer.

On November 2, 2020, the Company appointed Yana Popova as the Company's Chief Financial Officer.

Selected Financial Information and Additional Disclosure

The following table summarizes selected information from the Company's audited financial statements for the period from incorporation to July 31, 2020.

	Year Ended July 31, 2020	Year Ended July 31, 2019	Period from Incorporation June 25, 2018 to July 31, 2018
	\$	\$	\$
Net revenue	Nil	Nil	Nil
Loss from operations	7,343	10,664	1,500
Loss per share	7,343	10,664	1,500
Total assets	16,607	16,679	Nil
Total current liabilities	19,363	12,092	1,499
Total non-current financial liabilities	Nil	Nil	Nil

Results of Operations

The Company incurred a loss of \$7,343 during the year ended July 31, 2020 as compared to a loss of \$10,664 for the year ended July 31, 2019 and \$1,500 for the period from incorporation of June 25, 2018 to July 31, 2018.

The expenses incurred by the Company for the years ended July 31, 2020 and 2019 and for the period from incorporation of June 25, 2018 to July 31, 2018 are as follows:

	Year Ended July 31, 2020	Year Ended July 31, 2019	Period from Incorporation June 25, 2018 to July 31, 2018
	\$	\$	\$
Office and administrative	72	65	6
Professional fees	7,271	10,599	1,494
Loss for the period	7,343	10,664	1,500

Professional fees incurred in 2020 were mainly related to legal expenses for consultation with regard to the agreement with Taiga for the Property. In 2019, the Company incurred legal expenses in their efforts to identify a satisfactory transaction for a future listing on a stock exchange. The Company had no other operations or activities.

The expenses incurred by the Company for the three months ended July 31, 2020 and 2019 and for the period from incorporation of June 25, 2018 to July 31, 2018 are as follows:

	Three Months Ended July 31, 2020	Three Months Ended July 31, 2019	Period from Incorporation June 25, 2018 to July 31, 2018
	\$	\$	\$
Office and administrative	18	18	6
Professional fees	7,271	10,599	1,494
Loss for the period	7,289	10,617	1,500

Professional fees incurred in 2020 were mainly related to legal expenses for consultation with regard to the agreement with Taiga for the Property. In 2019, the Company incurred legal expenses in their efforts to identify a satisfactory transaction for a future listing on a stock exchange. The Company had no other operations or activities.

Summary of Quarterly Results

The following table sets out selected unaudited financial information for the Company for its most recently completed quarters since incorporation on June 25, 2018, in accordance with IFRS:

	July 31, 2020 \$	April 30, 2020 \$	January 31, 2020 \$	October 31, 2019 \$
Net revenue	Nil	Nil	Nil	Nil
Loss from operations	7,289	18	18	18
Loss per share	7,289	18	18	18

	July 31, 2019 \$	April 30, 2019 \$	January 31, 2019 \$	October 31, 2018 \$
Net revenue	Nil	Nil	Nil	Nil
Loss from operations	10,617	15	13	19
Loss per share	10,617	15	13	19

The higher losses in the fourth quarter of each year were related to incurring legal fees for consultation with regard to the agreement with Taiga for the Property.

Liquidity and Capital Resources

During the year ending July 31, 2020, July 31, 2019 and period from June 25, 2018 (incorporation) to July 31, 2019, DJ1 Capital Corp. collected subscription proceeds for a financing of 83,750 Special Warrants at the price of \$0.05 per special warrant for the total proceeds of \$16,750, with an additional \$10,750 in subscription proceeds collected subsequent to July 31, 2020. The Company does not have any cash flow from operations due to the fact that the principal business of the Company is the identification and evaluation of a transaction for a future listing on a stock exchange and therefore financings have been the sole source of funds.

DJ1 Capital Corp. has no revenue-producing operations. As at July 31, 2020, the Company had accumulated losses of \$19,507. As at July 31, 2020, the Company had a working capital deficiency of \$2,756 (2019 – working capital of \$4,587, 2018 – working capital deficiency of \$1,499), including cash of \$16,607 (2019 - \$16,679, 2018 - \$Nil). DJ1 Capital Corp. does not have any commitments for capital expenditures.

As previously stated, DJ1 Capital Corp. is dependent on external financing, including equity issuances and debt financing, to fund its activities. Management will determine whether to accept any offer for financing, weighing such factors as the financing terms, the results of exploration, share price at the time and current market conditions, among others. Circumstances that could impair DJ1 Capital Corp.'s ability to raise additional funds include general economic conditions, and the other factors set forth below under “*Risk Factors*”.

On an ongoing basis, management evaluates and adjusts its planned level of activities, including planned, exploration and committed administrative costs, to maintain adequate levels of working capital.

Going Concern

The Company's financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations, and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception, has no recurring source of revenue and, as at July 31, 2020, had an accumulated loss of \$19,507. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company will need to raise sufficient funds as the Company's current assets are not sufficient to finance its operations and administrative expenses. The Company is evaluating financing options including, but not limited to, the issuance of additional equity and debt. The Company has no assurance that such financing will be available or be available on favourable terms. Factors that could affect the availability of financing include the Company's performance, the state of international debt and equity markets, investor perceptions and expectations and the global financial markets.

Off-Balance Sheet Arrangements

DJI Capital Corp. has not participated in any off-balance sheet or income statement arrangements.

Related Party Transactions

The Company has identified its director and officer as its key management personnel. The Company did not incur any fees due to its director and officer during the year ended July 31, 2020 (2019 - \$Nil; 2018 - \$Nil).

All related party transactions are carried out in the normal course of operation and are recorded at fair value.

During the year ended July 31, 2020, the Company did not incur any related party transactions and \$Nil (2019 - \$Nil; 2019 - \$Nil) was payable to related parties as at July 31, 2020.

Changes in Accounting Policies

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The following new standards, amendments and interpretations have not been early adopted in these financial statements.

The Company adopted the following new standard effective June 1, 2019:

IFRS 16 Leases

In January 2016, the IASB issued IFRS 16 – Leases, which supersedes IAS 17 – Leases. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases. The standard establishes a single model for lessees to bring leases on balance sheet while lessor accounting remains largely unchanged and retains the finance and operating lease distinctions. IFRS 16 is effective for Company's annual period beginning June 1, 2019 with earlier adoption permitted, but only if also applying IFRS 15 – Revenue from Contracts with customers.

The adoption of IFRS 16 had no impact on the Company's financial statements as the Company has no leases.

Financial Instruments

The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Cash and accounts payable and other liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Fair values of quoted instruments are based on price quotations at the reporting date. The fair value of unquoted instruments and other financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk, and maturities.

Fair value hierarchy

As at July 31, 2020, the Company held the following financial instruments measured at fair value: cash (level 1).

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Assets measured at fair value	July 31, 2020	Level 1	Level 2	Level 3
Cash	\$ 16,607	\$ 16,607	\$ -	\$ -

Assets measured at fair value	July 31, 2019	Level 1	Level 2	Level 3
Cash	\$ 16,679	\$ 16,679	\$ -	\$ -

Assets measured at fair value	July 31, 2018	Level 1	Level 2	Level 3
Cash	\$ -	\$ -	\$ -	\$ -

During the reporting periods ending July 31, 2020, 2019 and 2018, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

Credit risk

The Corporation's financial asset is cash. The Company's maximum exposure to credit risk, as at period-end, is the carrying value of its cash.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at July 31, 2020, the Company had a cash balance of \$16,607.

Other risks

None of the Company's future cash flows of financial instruments are subject to change from other price changes and currency risks.

Risks and Uncertainties

The Company's sole objective is to identify a satisfactory transaction for a future listing on a stock exchange. The closing of any proposed transaction is subject to a number of terms and conditions, including completion of due diligence procedures by parties to the transaction and receipt of all required regulatory approvals, and there is no assurance that a transaction will be completed. If the Company does not complete a transaction within the time permitted by the Exchange, its common shares could be delisted.

The Company does not have a source of income, has not commenced commercial operations, and has no significant assets other than cash. There can be no assurance that the Company will be able to raise additional funding in the future on terms acceptable to the Company.

During the year, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, was declared a pandemic by the World Health Organization. The outbreak has resulted in governments worldwide enacting emergency measures to combat the spread of the virus which in turn have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial

Common shares and warrants issued and outstanding

As at the date of this MD&A, the Company has 13,800,001 shares and 137,500 warrants issued and outstanding.

Subsequent Events

- (a) Subsequent to year end, the Company collected additional \$10,750 related to the Special Warrant Financing and on October 27, 2020, the Company closed the special warrant financing for 137,500 special warrant units at \$0.20 for the total proceeds of \$27,500.
- (b) On August 26, 2020, Taiga and the Company have executed a formal agreement whereby the Company has the exclusive option to earn a 60% interest in the Property. The Company has advanced \$30,000 for the option.
- (c) On August 3, 2020, the Company closed a private placement for 13,800,000 units at \$0.02 for total proceeds of \$276,000. Each unit will consist of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder thereof to purchase one additional common share of the Company at a price of \$0.025 per share for a period of twenty-four months from their date of issue. The units will be offered pursuant to exemptions from the registration and prospectus requirements of applicable securities legislation
- (d) On August 15, 2020, the Company has entered into two finder’s fee agreements under which, the Company will issue 100,000 common shares of the Company at a deemed price of \$0.02 per common share to each party.
- (e) Effective November 2, 2020, the Company consolidated the common shares outstanding and issued on the basis of one new, post-consolidation share for every four old, pre-consolidated shares (Note 6). The references to the number of common shares and warrants, have been adjusted retroactively to reflect the share consolidation. The exercise or conversion price of, and the number of common shares issuable under any securities of the Company has been proportionally adjusted upon the completion of the share consolidation.



(formerly DJ1 Capital Corp.)

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED APRIL 30, 2021
(Expressed in Canadian Dollars)**

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Tactical Resources Corp.
(formerly DJ1 Capital Corp.)
Management's Discussion and Analysis
For the Nine Months Ended April 30, 2021

The following Management's Discussion and Analysis ("MD&A") of Tactical Resources Corp.'s ("Tactical" or the "Company") financial position and results of operations for the nine months ended April 30, 2021 is prepared as at July 8, 2021. This MD&A should be read in conjunction with the Company's unaudited condensed interim financial statements for the nine months ended April 30, 2021 and the supporting notes. The unaudited condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included therein and in the following MD&A are quoted in Canadian dollars.

FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of exploration or other risk factors beyond its control. Actual results may differ materially from the expected results.

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, the discovery of new mineral resources, mineral resource estimates, the merits of the Company's mineral properties, future studies, and the Company's plans and exploration programs for its mineral properties, including the timing of such plans and programs. Such forward looking statements are subject to certain risks, uncertainties and assumptions of management, which are noted in the paragraph below. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, which are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks, assumptions and other factors that could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; the Company's ability to meet all regulatory requirements for completion of its listing on the Canadian Securities Exchange, the Company's limited operating history; the Company's negative operating cash flow and dependence on third party financing; the uncertainty of additional funding for the Company; there being no known mineral reserves or mineral resources with respect to the SAM Property or the Lac Ducharme Property, and certain exploration risks; the Company does not own an interest in the SAM Property or the Lac Ducharme Property at this time and may be unable to exercise its option to acquire an interest in the SAM Property or the Lac Ducharme Property; the Company may fail to obtain all necessary licenses and permits required to carry out its activities; and risks related to the business, operations, and financial condition of the Company arising from COVID-19; unanticipated operating events; assuming the Company becomes listed on a stock exchange: stock market volatility, volatility in its share price and lack of a liquid market for its common shares; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties". Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Tactical Resources Corp.
(formerly DJ1 Capital Corp.)
Management's Discussion and Analysis
For the Nine Months Ended April 30, 2021

OVERALL PERFORMANCE

Tactical was incorporated under the Business Corporations Act of British Columbia on June 25, 2018. The principal business of the Company is the identification and evaluation of a transaction for a future listing on a stock exchange.

SAM Property

On August 26, 2020, the Company entered into a property option agreement (the "Taiga Agreement") with Taiga Gold Corp. (CSE:TGC) ("Taiga"). Taiga holds a 100% interest in a series of mineral claims located in the Amisk Lake region of the Province of Saskatchewan (the "SAM Property"). Pursuant to the Taiga Agreement, the Company has an option to earn a 60% interest in the SAM Property (the "SAM Option"), subject to a 2% net smelter returns royalty ("NSR"). The Company has the right, at any time prior to commencing commercial production from the Property, to reduce the NSR from 2% to 1% in consideration for a one-time payment to Taiga of \$1,000,000.

In order to exercise the SAM Option, the Company is required to list its shares on a stock exchange (the "Going Public Transaction"), make cash and share payment to Taiga, and incur property expenditures as follows:

- Cash payment of \$10,000 (paid) upon entering a letter of intent with Taiga;
- Additional cash payment of \$20,000 (paid) upon the execution of the Taiga Agreement;
- Additional cash payment of \$20,000 (paid), and the issuance of 150,000 common shares of the Company (issued with a fair value of \$30,000) upon completing the Going Public Transaction, or on December 24, 2020, whichever is earlier;
- Additional cash payment of \$20,000, and the issuance of 50,000 common shares of the Company and incurring \$100,000 in expenditures on the SAM Property on or before June 30, 2021;
- Issuance of an additional 200,000 shares of the Company by the earlier of first anniversary of the Going Public Transaction or March 31, 2022;
- Additional cash payment of \$60,000, issuance of an additional 200,000 common shares of the Company and incurring a further \$600,000 in expenditures on the SAM Property by the earlier of the eighteen-month anniversary of the Going Public Transaction or September 30, 2022;
- Additional cash payment of \$100,000, issuance of an additional 200,000 common shares of the Company and incurring a further \$800,000 in expenditures on the SAM Property by the earlier of the thirty-month anniversary of the Going Public Transaction or September 30, 2023;
- Additional cash payment of \$270,000 or issuing the equivalent value in shares at the election of Taiga, issuance of an additional 200,000 common shares of the Company and incurring a further \$1,000,000 in expenditures on the SAM Property by the earlier of the forty-two-month anniversary of the Going Public Transaction or September 30, 2024; and
- Incurring a further \$1,500,000 in expenditures on the SAM Property by the earlier of the fifty-four-month anniversary of the Going Public Transaction or September 30, 2025.

The SAM Property is located in the Northern Mining District of east-central Saskatchewan, 15 km west of Flin Flon, Manitoba. The SAM dispositions consist of seven MARS claims covering a total area of 1004.5 hectares.

Mineralization on the SAM Property includes both gold and base metal occurrences. There are seven mineral occurrences on the SAM Property documented in the Saskatchewan Mineral Deposit Index (SMDI). Mineralization at the SAM Cu-Zn Zone (SMDI 0311, 1870) is defined as Konuto Lake type and occurs as local disseminations and stringers of pyrite-pyrrhotite, and chalcopyrite over a defined strike length of 200 m, a width of up to 50 m, and has been traced to a depth of 200 meters.

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Gold mineralization at the Wolverine North and West (SMDI 2226) and Golden Bear Shear Zone (SMDI 2558) is associated with quartz-ankerite veins in strongly sheared metasediments and volcanics. The veins typically carry sulphides (pyrite, pyrrhotite, chalcopyrite) as well as tourmaline, epidote and chlorite.

There is potential for two different deposit types at the SAM property: structurally-controlled mesothermal lode gold and volcanogenic massive sulphide (VMS) base metal.

A first phase of work to define drill targets has been recommended that will include geochemical surveys, mapping and prospecting and non mechanized trenching. The cost for this work is estimated to be \$100,000.

In executing the Taiga Agreement, the Company issued 200,000 common shares with a fair value of \$2,400 for finders' fees.

Lac Ducharme Project

On March 1, 2021 (the "Effective Date"), the Company entered into a property option agreement (the "DIG Agreement") with Doctors Investment Group Ltd. ("DIG") which 100% owned the Lac Ducharme Project (the "Lac Ducharme Project"). Pursuant to the DIG Agreement, the Company has an option to earn 100% interest in the Lac Ducharme Project (the "LDP Option"), subject to a 3% NSR. The Lac Ducharme Project is located in Quebec, Canada.

In order to exercise the LDP Option, the Company is required to make cash and share payments to DIG, and incur property expenditures as follows:

- On or before the date that is seven days after the Effective Date:
 - Make cash payment of \$30,000 (paid); and
 - Issue 60,000 shares of the Company (issued with a fair value of \$12,000).
- On or before the date that is fourteen months after the Effective Date:
 - Make cash payment of \$30,000;
 - Issue 100,000 shares of the Company; and
 - Incur \$250,000 of expenditures on the Lac Ducharme Project.
- On or before the date that is twenty-eight months after the Effective Date:
 - Issue 350,000 shares of the Company; and
 - Incur \$500,000 of expenditures on the Lac Ducharme Project.

At any time during the term of the DIG Agreement, the Company shall have the right to accelerate the cash payments, share issuances or expenditures.

The Company shall have the right to purchase one-third of the NSR from DIG at any time after the LDP Option has been exercised for a one-time consideration of \$1,000,000.

In executing the DIG Agreement, the Company issued 10,000 common shares with a fair value of \$2,000 for finders' fees.

Equity Financing

Private Placement

On August 3, 2020, the Company closed a private placement for 13,800,000 units at \$0.02 for total proceeds of \$276,000. Each unit will consist of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder thereof to purchase one additional common share of the Company at a price of \$0.10 per share for a period of twenty-four months from their date of issue.

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Special Warrants

On October 27, 2020, the Company completed the special warrants financing and issued 137,500 special warrants for proceeds of \$27,500 of which \$16,750 and \$10,750 were received during the year ended July 31, 2020 and the nine months ended April 30, 2021, respectively.

Upon issuance, each special warrant will upon the exercise entitle the holder to receive one common share of the Company for no additional consideration. The special warrants will, if not exercised earlier, be deemed to be exercisable on the earlier of (i) the fifth business day after the date on which the Company obtains a receipt from the applicable securities commission in Canada for the final prospectus qualifying the distribution of the Company's shares to be issued upon the exercise or deemed exercise of the special warrants, and (ii) four months and one day after the date the financing closes. The special warrants are recorded at their estimated fair value which is based on the amount of cash subscriptions received.

On February 28, 2021, the Company issued 137,500 common shares upon the conversion of the special warrants.

Warrants

On April 16, 2021, the Company completed a non-brokered private placement issuance of 9,991,970 warrants at a price of \$0.001 per warrant for gross proceeds of \$9,992 which were initially deposited into the trust account and released to the Company subsequent to April 30, 2021. Each warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.20 for a period of twenty-four months following the date on which the common shares of the Company are listed on a stock exchange within Canada.

MANAGEMENT AND BOARD OF DIRECTOR CHANGES

On November 2, 2020, the voting shareholders of the Company resolved to increase the number of directors to four and the Company appointed Jeet Basi, Aaron Wong and Ranjeet Sundher to the Board of Directors.

On November 2, 2020, the Company appointed Ranjeet Sundher as the Company's Chief Executive Officer.

On November 2, 2020, the Company appointed Yana Popova as the Company's Chief Financial Officer.

On April 14, 2021, Aaron Wong resigned from the Company's Board of Directors and the Company appointed Abhishek Tamot to the Board of Directors.

On April 26, 2021, the Company appointed Matt Chatteron to the Board of Directors.

On April 26, 2021, Yana Popova resigned as the Company's Chief Financial Officer.

On April 26, 2021, the Company appointed Alnesh Mohan as the Company's Chief Financial Officer.

SELECTED FINANCIAL INFORMATION

	For the nine months ended		
	April 30, 2021	April 30, 2020	April 30, 2019
Finance income	\$ -	\$ -	\$ Nil
Operating expenses	191,955	54	Nil
Net loss	(191,955)	(54)	Nil
Basic and diluted loss per share	\$ (0.01)	\$ (54.00)	\$ Nil

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As at:	April 30, 2021	July 31, 2020	July 31, 2019
Total assets	\$ 288,841	\$ 16,607	\$ 16,679
Long-term financial liabilities	Nil	Nil	Nil
Cash dividend per share	Nil	Nil	Nil

The increase in expenses that correspondingly increased the net loss during the nine months ended April 30, 2021, was mainly due to increased business activities. During the nine months ended April 30, 2021, the Company entered into two property option agreements. Without an active business during the nine months ended April 30, 2020, the Company incurred only minimal operating costs. The increase in total assets as of April 30, 2021 compared to the other presented periods is mainly during the financings completed during the nine months ended April 30, 2021.

RESULTS OF OPERATIONS

Three months ended April 30, 2021

During the three months ended April 30, 2021, the Company recorded a net loss of \$160,866 compared to \$18 for the three months ended April 30, 2020.

During the three months ended April 30, 2021, the Company incurred the following expenditures:

- Consulting fees of \$25,000 (April 30, 2020 - \$nil);
- General and administrative of \$13,628 (April 30, 2020 - \$18);
- Investor relations of \$35,000 (April 30, 2020 - \$nil);
- Listing and filing fees of \$5,000 (April 30, 2020 - \$nil); and
- Professional fees of \$82,238 (April 30, 2020 - \$nil).

Nine months ended April 30, 2021

During the nine months ended April 30, 2021, the Company recorded a net loss of \$191,955 compared to \$54 for the nine months ended April 30, 2020.

During the nine months ended April 30, 2021, the Company incurred the following expenditures:

- Consulting fees of \$25,000 (April 30, 2020 - \$nil);
- General and administrative of \$19,434 (April 30, 2020 - \$54);
- Investor relations of \$35,000 (April 30, 2020 - \$nil);
- Listing and filing fees of \$5,000 (April 30, 2020 - \$nil); and
- Professional fees of \$107,521 (April 30, 2020 - \$nil).

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SUMMARY OF QUARTERLY INFORMATION

The quarterly results for the last eight quarters are summarized below:

	Three months ended			
	April 30, 2021	January 31, 2021	October 31, 2020	July 31, 2020
Net revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Net loss	160,866	20,214	10,875	7,289
Basic and diluted loss per share	\$ 0.01	\$ 0.00	\$ 0.00	\$ 7,289.00

	Three months ended			
	April 30, 2020	January 31, 2020	October 31, 2019	July 31, 2019
Net revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Net loss	(18)	(18)	(18)	(10,617)
Basic and diluted loss per share	\$ 18.00	\$ 18.00	\$ 18.00	\$ 10,617.00

LIQUIDITY AND CAPITAL RESOURCES

On August 3, 2020, the Company closed a private placement for 13,800,000 units at \$0.02 for total proceeds of \$276,000. Each unit will consist of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder thereof to purchase one additional common share of the Company at a price of \$0.10 per share for a period of twenty-four months from their date of issue.

On October 27, 2020, the Company completed the special warrants financing and issued 137,500 special warrants for proceeds of \$27,500 of which \$16,750 and \$10,750 were received during the year ended July 31, 2020 and the nine months ended April 30, 2021, respectively.

On April 16, 2021, the Company completed a non-brokered private placement issuance of 9,991,970 warrants at a price of \$0.001 per special warrant for gross proceeds of \$9,992 which were initially deposited into the trust account and released to the Company subsequent to April 30, 2021. Each warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.20 for a period of twenty-four months following the date on which the common shares of the Company are listed on a stock exchange within Canada.

The Company has no revenue-producing operations. As at April 30, 2021, the Company had accumulated losses of \$211,462. As at April 30, 2021, the Company had a working capital deficiency of \$73,374 (July 31, 2020 - working capital deficiency of \$2,756), including cash of \$57,621 (July 31, 2020 - \$16,607). Except for property expenditures of the SAM Project and the Lac Ducharme Project, the Company does not have any commitments for capital expenditures.

The Company is dependent on external financing, including equity issuances and debt financing, to fund its activities. Management will determine whether to accept any offer for financing, weighing such factors as the financing terms, the results of exploration, share price at the time and current market conditions, among others. Circumstances that could impair The Company's ability to raise additional funds include general economic conditions, and the other factors set forth below under "Risk Factors".

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On an ongoing basis, management evaluates and adjusts its planned level of activities, including planned, exploration and committed administrative costs, to maintain adequate levels of working capital.

GOING CONCERN

The Company's financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations, and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception, has no recurring source of revenue and, as at April 30, 2021, had an accumulated loss of \$211,462. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company will need to raise sufficient funds as the Company's current assets are not sufficient to finance its operations and administrative expenses. The Company is evaluating financing options including, but not limited to, the issuance of additional equity and debt. The Company has no assurance that such financing will be available or be available on favourable terms. Factors that could affect the availability of financing include the Company's performance, the state of international debt and equity markets, investor perceptions and expectations and the global financial markets.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not participated in any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the nine months ended April 30, 2021:

- i. The Company paid consulting fees of \$60,000 (July 31, 2020 - \$nil) to a consulting company owned by Jeet Basi, a director of the Company.
- ii. The Company paid consulting fees of \$15,000 (July 31, 2020 - \$nil) to a consulting company owned by Yana Popova, former Chief Financial Officer and director of the Company.

All related party transactions are carried out in the normal course of operation and are recorded at fair value.

The balances due to the Company's directors and officers included in accounts payable and accrued liabilities were \$15,750 as at April 30, 2021 (July 31, 2020 - \$nil). These amounts are unsecured, non-interest bearing and payable on demand.

CHANGES IN ACCOUNTING POLICIES

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The following new standards, amendments and interpretations have not been early adopted in these financial statements.

The significant accounting policies applied in the preparation of the Company's unaudited condensed interim financial statements are consistent with the accounting policies disclosed in Note 4 of the Company's audited consolidated financial statements for the year ended July 31, 2020, except for those summarized below.

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Exploration and Evaluation Assets

Once the legal right to explore has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to acquisition costs. These direct expenditures include such costs as materials used, staking costs, drilling costs and payments made to contractors. Costs not directly attributable to exploration and evaluation expenditures, including general administration and overhead costs are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects for the Company, the exploration and evaluation expenditures, along with the acquisition costs, are deemed to be impaired and written off.

The Company assesses exploration and evaluation assets for impairment when the facts and circumstances suggest that the carrying amount of these assets may exceed their recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'Mines under construction'.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Impairment of Non-Financial Assets

Non-financial assets, including exploration and evaluation assets, are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly. Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to profit or loss, except to the extent it reverses gains previously recognized in other comprehensive loss/income.

FINANCIAL INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in note 5 of our unaudited condensed interim financial statements for the nine months ended April 30, 2021. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 3 of the financial statements for the year ended July 31, 2020.

RISKS AND UNCERTAINTIES

The Company's sole objective is to identify a satisfactory transaction for a future listing on a stock exchange. The closing of any proposed transaction is subject to a number of terms and conditions, including completion of due diligence procedures by parties to the transaction and receipt of all required regulatory approvals, and there is no

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assurance that a transaction will be completed. If the Company does not complete a transaction within the time permitted by the Exchange, its common shares could be delisted.

The Company does not have a source of income, has not commenced commercial operations, and has no significant assets other than cash. There can be no assurance that the Company will be able to raise additional funding in the future on terms acceptable to the Company.

The risk of global outbreaks, including COVID-19, have the potential to significantly and adversely impact the Company's operations and business. On March 11, 2020, the World Health Organization recognized COVID-19 as a global pandemic. The Company is continuously evaluating the uncertainty and impact of the outbreak on the Company and its ability to operate due to employee absences, the length of travel and quarantine restrictions imposed by governments of affected countries, disruption in the Company's supply chains, information technology constraints, government interventions, market volatility, overall economic uncertainty and other factors currently unknown and not anticipated.

There can be no certainty that COVID-19, or other infectious illness, and the restrictive measures implemented to slow the spread of the virus will not materially impact the Company's operations or personnel in the coming weeks and months. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business, results of operations or ability to raise funds at this time.

COMMON SHARES AND WARRANTS ISSUED AND OUTSTANDING

As of the date of this MD&A, the Company had:

- 14,357,500 common shares issued and outstanding;
- 23,791,970 warrants with an exercise price ranging from \$0.10 to \$0.20; and
- 5,713,000 special warrants.

SUBSEQUENT EVENTS

- On May 13, 2021 (the "Closing Date"), the Company completed an offering memorandum for 5,713,000 special warrants at a price of \$1.00 per special warrant for gross proceeds of \$5,713,000, net proceeds of \$5,277,795 after finder's fees.

Upon issuance, each special warrant will upon the exercise entitle the holder to receive one common share of the Company and one half of one common share purchase warrant for no additional consideration. Each warrant will be exercisable to acquire one common share of the Company at an exercise price of \$2.50 until May 13, 2023.

The special warrants will, if not exercised earlier, be deemed to be exercisable on the earlier of i) third business day following receipt of a final prospectus and ii) four months and one day after the Closing Date.

APPENDIX C
AUDIT COMMITTEE CHARTER
(ATTACHED)

AUDIT COMMITTEE CHARTER

(Approved by the Board of Directors on June 9, 2021)

Tactical Resources Corp.

AUDIT COMMITTEE CHARTER

1. PURPOSE

The main purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Tactical Resources Corp. (the “**Company**”) is to assist the Board in fulfilling its statutory responsibilities in relation to internal control and financial reporting, and to carry out certain oversight functions on behalf of the Board, including the oversight of:

- (a) the integrity of the Company’s financial statements and other financial information provided by the Company to securities regulators, governmental bodies and the public to ensure that the Company’s financial disclosures are complete, accurate, in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”) and interpretations by the International Financial Reporting Interpretations Committee (“**IFRIC**”), and fairly present the financial position and risks of the Company;
- (b) assessing the independence, qualifications and performance of the Company’s independent auditor (the “**Auditor**”), appointing and replacing the Auditor, overseeing the audit and non- audit services provided by the Auditor, and approving the compensation of the Auditor;
- (c) Senior Management (as defined below) responsibility for assessing and reporting on the effectiveness of internal controls;
- (d) financial matters and management of financial risks;
- (e) the prevention and detection of fraudulent activities; and
- (f) investigation of complaints and submissions regarding accounting or auditing matters and unethical or illegal behavior.

The Committee provides an avenue for communication between the Auditor, the Company’s executive officers and other senior managers (“**Senior Management**”) and the Board, and has the authority to communicate directly with the Auditor. The Committee shall have a clear understanding with the Auditor that they must maintain an open and transparent relationship with the Committee. The Auditor is ultimately accountable to the Committee and the Board, as representatives of the Company’s shareholders.

2. COMPOSITION

The Committee shall be comprised of three directors. Each Committee member shall:

- (a) satisfy the laws governing the Company;
- (b) be “financially literate” in accordance with the definition set out in Section 1.6 of NI 52-110, which definition is reproduced in Appendix “A” of this charter.

The majority of Committee members shall be “independent” in accordance with Sections 1.4 and 1.5 of National Instrument 52-110 Audit Committees (“**NI 52-110**”), which sections are

reproduced in Appendix “A” of this charter, and the position of non-executive Chair of the Board is considered to be an executive officer of the Company.

Committee members and the chair of the Committee (the “**Committee Chair**”) shall be appointed annually by the Board at the first Board meeting that is held after every annual general meeting of the Company’s shareholders. The Board may remove a Committee member at any time in its sole discretion by a resolution of the Board.

If a Committee member simultaneously serves on the audit committees of more than three public companies, the Committee shall seek the Board’s determination as to whether such simultaneous service would impair the ability of such member to effectively serve on the Committee and ensure that such determination is disclosed.

3. MEETINGS

The Committee shall meet at least once per financial quarter and as many additional times as the Committee deems necessary to carry out its duties effectively.

The Committee shall meet:

- (a) within 60 days following the end of each of the first three financial quarters to review and discuss the unaudited financial results for the preceding quarter and the related management’s discussion and analysis (“**MD&A**”); and
- (b) within 120 days following the end of the Company’s fiscal year end to review and discuss the audited financial results for the year and related MD&A.

As part of its job to foster open communication, the Committee shall meet at least once each financial quarter with Senior Management and the Auditor in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately.

A majority of the members of the Committee shall constitute a quorum for any Committee meeting. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by unanimous written consent of the Committee members.

The Committee Chair shall preside at each Committee meeting. In the event the Committee Chair is unable to attend or chair a Committee meeting, the Committee will appoint a chair for that meeting from the other Committee members.

The Corporate Secretary of the Company, or such individual as appointed by the Committee, shall act as secretary for a Committee meeting (the “**Committee Secretary**”) and, upon receiving a request to convene a Committee meeting from any Committee member, shall arrange for such meeting to be held.

The Committee Chair, in consultation with the other Committee members, shall set the agenda of items to be addressed at each Committee meeting. The Committee Secretary shall ensure that the agenda and any supporting materials for each upcoming Committee meeting are circulated to each Committee member in advance of such meeting.

The Committee may invite such officers, directors and employees of the Company, the Auditor, and other advisors as it may see fit from time to time to attend at one or more Committee meetings and assist in the discussion and consideration of any matter. For purposes of performing their duties, members of the Committee shall, upon request, have immediate and full access to all corporate information and shall be permitted to discuss such information and any other matters relating to the duties and responsibilities of the Committee with officers, directors and employees of the Company, with the Auditor, and with other advisors subject to appropriate confidentiality agreements being in place.

Unless otherwise provided herein or as directed by the Board, proceedings of the Committee shall be conducted in accordance with the rules applicable to meetings of the Board.

4. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board and the Articles of the Company, in order to carry out its oversight responsibilities, the Committee shall:

4.1 Financial Reporting Process

- (a) Review with Senior Management and the Auditor any items of concern, any proposed changes in the selection or application of accounting principles and policies and the reasons for the change, any identified risks and uncertainties, and any issues requiring the judgement of Senior Management, to the extent that the foregoing may be material to financial reporting.
- (b) Consider any matter required to be communicated to the Committee by the Auditor under generally accepted auditing standards, applicable law and listing standards, if applicable, including the Auditor's report to the Committee (and the response of Senior Management thereto) on:
 - (i) accounting policies and practices used by the Company;
 - (ii) alternative accounting treatments of financial information that have been discussed with Senior Management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the Auditor; and
 - (iii) any other material written communications between the Auditor and Senior Management.
- (c) Discuss with the Auditor their views about the quality, not just the acceptability, of accounting principles and policies used by the Company, including estimates and judgements made by Senior Management and their selection of accounting principles.
- (d) Discuss with Senior Management and the Auditor:
 - (i) any accounting adjustments that were noted or proposed (immaterial or otherwise) by the Auditor but were not reflected in the financial statements;

- (ii) any material correcting adjustments that were identified by the Auditor in accordance with generally accepted accounting principles (“GAAP”) or applicable law;
 - (iii) any communication reflecting a difference of opinion between the audit team and the Auditor’s national office on material auditing or accounting issues raised by the engagement; and
 - (iv) any “management” or “internal control” letter issued, or proposed to be issued, by the Auditor to the Company.
- (e) Discuss with Senior Management and the Auditor any significant financial reporting issues considered during the fiscal period and the method of resolution, and resolve disagreements between Senior Management and the Auditor regarding financial reporting.
- (f) Review with Senior Management and the Auditor:
 - (i) any off-balance sheet financing mechanisms being used by the Company and their effect on the Company’s financial statements; and
 - (ii) the effect of regulatory and accounting initiatives on the Company’s financial statements, including the potential impact of proposed initiatives.
- (g) Review with Senior Management and the Auditor and legal counsel, if necessary, any litigation, claim or other contingency, including tax assessments, that could have a material effect on the financial position or operating results of the Company, and the manner in which these matters have been disclosed or reflected in the financial statements.
- (h) Review with the Auditor any audit problems or difficulties experienced by the Auditor in performing the audit, including any restrictions or limitations imposed by Senior Management, and the response of Senior Management, and resolve any disagreements between Senior Management and the Auditor regarding these matters.
- (i) Review the results of the Auditor’s work, including findings and recommendations, Senior Management’s response, and any resulting changes in accounting practices or policies and the impact such changes may have on the financial statements.
- (j) Review and discuss with Senior Management the audited annual financial statements and related MD&A and make recommendations to the Board with respect to approval thereof before their release to the public.
- (k) Review and discuss with Senior Management and the Auditor all interim unaudited financial statements and related interim MD&A.
- (l) Approve interim unaudited financial statements and related interim MD&A prior to their filing and dissemination.
- (m) In connection with Sections 4.1 and 5.1 of National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings* (“NI 52-109”), obtain confirmation

from the Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”) (and considering the Auditor’s comments, if any, thereon) to their knowledge:

- (i) that the audited financial statements, together with any financial information included in the annual MD&A and annual information form, fairly present in all material respects the Company’s financial condition, financial performance and cash flows; and
 - (ii) that the interim financial statements, together with any financial information included in the interim MD&A, fairly present in all material respects the Company’s financial condition, financial performance and cash flows.
- (n) Review news releases to be issued in connection with the audited annual financial statements and related MD&A and the interim unaudited financial statements and related interim MD&A, before being disseminated to the public, if the Company is required to do so under applicable securities laws, paying particular attention to any use of “pro-forma” or “adjusted” non-GAAP, information.
 - (o) Review any news release containing earnings guidance or financial information based upon the Company’s financial statements prior to the release of such statements, if the Company is required to disseminate such news releases under applicable securities laws.
 - (p) Review the appointment of the CFO and have the CFO report to the Committee on the qualifications of new key financial personnel involved in the financial reporting process.

4.2 Internal Controls

- (a) Consider and review with Senior Management and the Auditor the adequacy and effectiveness of internal controls over accounting and financial reporting within the Company and any proposed significant changes in them.
- (b) Consider and discuss any Auditor’s comments on the Company’s internal controls, together with Senior Management responses thereto.
- (c) Discuss, as appropriate, with Senior Management and the Auditor any major issues as to the adequacy of the Company’s internal controls and any special audit steps in light of material internal control deficiencies.
- (d) Review annually the disclosure controls and procedures.
- (e) Receive confirmation from the CEO and the CFO of the effectiveness of disclosure controls and procedures, and whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information or any fraud, whether or not material, that involves Senior Management or other employees who have a significant role in the Company’s internal control over financial reporting. In addition, receive confirmation from the CEO and the CFO that they are prepared to sign the

annual and quarterly certificates required by Sections 4.1 and 5.1 of NI 52-109, as amended from time to time.

4.3 The Auditor

Qualifications and Selection

- (a) Subject to the requirements of applicable law, be solely responsible to select, retain, compensate, oversee, evaluate and, where appropriate, replace the Auditor. The Committee shall be entitled to adequate funding from the Company for the purpose of compensating the Auditor for authorized services.
- (b) Instruct the Auditor that:
 - (i) they are ultimately accountable to the Board and the Committee, as representatives of shareholders; and
 - (ii) they must report directly to the Committee.
- (c) Ensure that the Auditor have direct and open communication with the Committee and that the Auditor meet with the Committee once each financial quarter without the presence of Senior Management to discuss any matters that the Committee or the Auditor believe should be discussed privately.
- (d) Evaluate the Auditor's qualifications, performance, and independence. As part of that evaluation:
 - (i) at least annually, request and review a formal report by the Auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;
 - (ii) annually review and confirm with Senior Management and the Auditor the independence of the Auditor, including all relationships between the Auditor and the Company, including the amount of fees received by the Auditors for the audit services, the extent of non-audit services and fees therefor, the extent to which the compensation of the audit partners of the Auditor is based upon selling non-audit services, the timing and process for implementing the rotation of the lead audit partner, reviewing partner and other partners providing audit services for the Company, and whether there should be a regular rotation of the audit firm itself; and
 - (iii) annually review and evaluate senior members of the audit team of the Auditor, including their expertise and qualifications. In making this evaluation, the Committee should consider the opinions of Senior Management.

Conclusions on the independence of the Auditor should be reported by the Committee to the Board.

- (e) Approve and review, and verify compliance with, the Company's policies for hiring of employees and former employees of the Auditor and former auditors. Such policies shall include, at minimum, a one-year hiring "cooling off" period.

Other Matters

- (a) Meet with the Auditor to review and approve the annual audit plan of the Company's financial statements prior to the annual audit being undertaken by the Auditor, including reviewing the year-to-year co-ordination of the audit plan and the planning, staffing and extent of the scope of the annual audit. This review should include an explanation from the Auditor of the factors considered by the Auditor in determining their audit scope, including major risk factors. The Auditor shall report to the Committee all significant changes to the approved audit plan.
- (b) Review and pre-approve all audit and non-audit services and engagement fees and terms in accordance with applicable law, including those provided to the Company's subsidiaries by the Auditor or any other person in its capacity as independent auditor of such subsidiary. Between scheduled Committee meetings, the Committee Chair, on behalf of the Committee, is authorized to pre-approve any audit or non-audit services and engagement fees and terms up to \$50,000. At the next Committee meeting, the Committee Chair shall report to the Committee any such pre-approval given.
- (c) Establish and adopt procedures for such matters.

4.4 Compliance

- (a) Monitor compliance by the Company with all payments and remittances required to be made in accordance with applicable law, where the failure to make such payments could render the Company's directors personally liable.
- (b) Receive regular updates from Senior Management regarding compliance with laws and regulations and the process in place to monitor such compliance, excluding, however, legal compliance matters subject to the oversight of the Corporate Governance and Nominating Committee of the Board, if any. Review the findings of any examination by regulatory authorities and any observations by the Auditor relating to such matters.
- (c) Establish and oversee the procedures in the Company's Whistleblower Policy to address:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting or auditing matters or unethical or illegal behaviour; and
 - (ii) confidential, anonymous submissions by employees of concerns regarding questionable accounting and auditing matters or unethical or illegal behaviour.
- (d) Ensure that political and charitable donations conform with policies and budgets approved by the Board.

- (e) Monitor management of hedging, debt and credit, make recommendations to the Board respecting policies for management of such risks, and review the Company's compliance therewith.
- (f) Approve the review and approval process for the expenses submitted for reimbursement by the CEO.
- (g) Oversee Senior Management's mitigation of material risks within the Committee's mandate and as otherwise assigned to it by the Board.

4.5 Financial Oversight

- (a) Assist the Board in its consideration and ongoing oversight of matters pertaining to:
 - (i) capital structure and funding including finance and cash flow planning;
 - (ii) capital management planning and initiatives;
 - (iii) property and corporate acquisitions and divestitures including proposals which may have a material impact on the Company's capital position;
 - (iv) the Company's annual budget;
 - (v) the Company's insurance program;
 - (vi) directors' and officers' liability insurance and indemnity agreements; and
 - (vii) matters the Board may refer to the Committee from time to time in connection with the Company's capital position.

4.6 Other

- (a) Perform such other duties as may be assigned to the Committee by the Board.
- (b) Annually review and assess the adequacy of its charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.
- (c) Review its own performance annually, and provide the results of such evaluation to the Board for its review.

5. AUTHORITY

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to:

- a. select, retain, terminate, set and approve the fees and other retention terms of special or independent counsel, accountants or other experts, as it deems appropriate; and
- b. obtain appropriate funding to pay, or approve the payment of, such approved fees, without seeking approval of the Board or Senior Management.

6. ACCOUNTABILITY

The Committee Chair shall make periodic reports to the Board, as requested by the Board, on matters that are within the Committee's area of responsibility.

The Committee shall maintain minutes of its meetings with the Company's Corporate Secretary and shall provide an oral report to the Board at the next Board meeting that is held after a Committee meeting.

Appendix “A”

Definitions from National Instrument 52-110 Audit Committees

Section 1.4 *Meaning of Independence*

- (1) An audit committee member is independent if he or she has no direct or indirect material relationship with the issuer.
- (2) For the purposes of subsection (1), a “material relationship” is a relationship which could, in the view of the issuer’s board of directors, be reasonably expected to interfere with the exercise of a member’s independent judgement.
- (3) Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:
 - (a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;
 - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
 - (c) an individual who:
 - (i) is a partner of a firm that is the issuer’s internal or external auditor,
 - (ii) is an employee of that firm, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer’s audit within that time;
 - (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
 - (i) is a partner of a firm that is the issuer’s internal or external auditor,
 - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer’s audit within that time;
 - (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer’s current executive officers serves or served at that same time on the entity’s compensation committee; and
 - (f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than \$75,000 in direct compensation from the issuer during any 12 month period within the last three years.

- (4) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because
 - (a) he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2004; or
 - (b) he or she had a relationship identified in subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2005.
- (5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.
- (6) For the purposes of clause (3)(f), direct compensation does not include:
 - (a) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and
 - (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.
- (7) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member
 - (a) has previously acted as an interim chief executive officer of the issuer, or
 - (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.
- (8) For the purpose of Section 1.4, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.

Section 1.5 Additional Independence Requirements

- (1) Despite any determination made under Section 1.4, an individual who
 - (a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or
 - (b) is an affiliated entity of the issuer or any of its subsidiary entities, is considered to have a material relationship with the issuer.
- (2) For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by

- (a) an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or
 - (b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.
- (3) For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

Section 1.6 *Meaning of Financial Literacy*

For the purposes of this Instrument, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements.

CERTIFICATE OF THE COMPANY

Dated: October 28, 2021

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

s/ "Ranjeet Sundher"

Ranjeet Sundher
Chief Executive Officer and Director

s/ "Alnesh Mohan"

Alnesh Mohan
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

s/ "Matthew Chatterton"

Matthew Chatterton
Director

s/ "Abhishek Tamot"

Abhishek Tamot
Director

CERTIFICATE OF THE PROMOTER

Dated: October 28, 2021

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

s/ "Ranjeet Sundher"

Ranjeet Sundher