

**Form 51-102F4**  
***Business Acquisition Report***

**Item 1 Identity of Company**

**1.1 Name and Address of Company**

Scottie Resources Corp. (the “**Company**” or “**Scottie**”)  
1111 West Hastings Street  
Suite 905  
Vancouver, British Columbia  
V6E 2J3

**1.2 Executive Officer**

Below is the name and business telephone number of an executive officer of the Company who is knowledgeable about the significant acquisition and this Report:

Bradley Rourke, Chief Executive Officer  
(250) 877-9902

**Item 2 Details of Acquisition**

**2.1 Nature of Business Acquired**

The Company and AUX Resources Limited (formerly AUX Resources Corporation) (“**AUX**”) completed an amalgamation (the “**Transaction**”) under the *Business Corporations Act* (British Columbia) pursuant to an amalgamation agreement dated May 4, 2021 (the “**Amalgamation Agreement**”) among Scottie, 1302668 B.C. Ltd. (“**Subco**”), a wholly-owned subsidiary of Scottie, and AUX. Pursuant to the Transaction, AUX amalgamated with Subco, with the amalgamated company continuing as a wholly-owned subsidiary of Scottie.

**2.2 Acquisition Date**

July 16, 2021

**2.3 Consideration**

Pursuant to the Amalgamation Agreement, Scottie issued:

- (a) an aggregate of 54,499,642 common shares of Scottie (“**Scottie Shares**”) to the then current shareholders of AUX in exchange for all of the issued and outstanding common shares of AUX (“**AUX Shares**”);
- (b) an aggregate of 18,433,817 warrants of Scottie (“**Scottie Warrants**”) to the then current warrant holders of AUX in exchange for the cancellation of

all issued and outstanding common share purchase warrants of AUX (“**AUX Warrants**”), with each Scottie Warrant exercisable to purchase one Scottie Share at a price of \$0.40 until expiry dates ranging from July 6, 2022 to February 19, 2023; and

- (c) an aggregate of 2,432,000 stock options of Scottie (“**Scottie Options**”) to the then current optionholders of AUX in exchange for the cancellation of all issued and outstanding stock options of AUX (“**AUX Options**”), with each Scottie Option exercisable to purchase one Scottie Share at exercise prices ranging from \$0.25 to \$0.42 and expiry dates ranging from July 7, 2024 to February 8, 2027, under the stock option plan of Scottie.

The Scottie Shares, Scottie Warrants and Scottie Options were issued to the then holders of AUX Shares, AUX Warrants and AUX Options, respectively, on a one-for-one basis.

## **2.4 Effect on Financial Position**

The Company does not currently have any plans or proposals for material changes in its business affairs or the affairs of AUX which may have a significant effect on the financial performance and financial position of the Company, including any proposal to liquidate the business, to sell, lease or exchange all or a substantial part of its assets, to amalgamate the business with any other business organization or to make any material changes to the Company's business or AUX's business such as changes in corporate structure, management or personnel except the resignations of AUX's management team and the appointments of: (a) Bradley Rourke as President, CEO and a Director of AUX; (b) Thomas Mumford as a Director of AUX; and (c) Lisa Peterson as the Chief Financial Officer of AUX.

## **2.5 Prior Valuations**

None.

## **2.6 Parties to Transaction**

The Acquisition was not with an informed person, associate or affiliate of the Company as those terms are defined under applicable securities legislation.

## **2.7 Date of Report**

September 27, 2021

## **Item 3 Financial Statements and Other Information**

AUX's consolidated audited annual financial statements for the financial years ending December 31, 2020 and December 31, 2019 (the “**Annual Financial Statements**”) are incorporated by reference herein and form a part hereof. The Annual Financial Statements were filed with the British Columbia Securities

Commission (“**BCSC**”) and Alberta Securities Commission (“**ASC**”) on March 19, 2021, and are available for review on AUX’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

The auditors of the Annual Financial Statements, which are incorporated by reference herein and which form a part hereof, have not given their consent to include their audit report in this Business Acquisition Report.

AUX’s condensed consolidated interim financial statements for the three and six months ended June 30, 2021 (the “**Interim Financial Statements**”) are also incorporated by reference herein and form a part hereof. The Interim Financial Statements were filed with the BCSC and ASC on August 27, 2021 and are available for review on AUX’s SEDAR profile at [www.sedar.com](http://www.sedar.com).