

A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and Ontario but has not yet become final for the purpose of the sale of the 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 authorities in British Columbia, Alberta and Ontario.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This preliminary prospectus constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell these securities. See "Plan of Distribution".

PRELIMINARY PROSPECTUS

August 9, 2019

Initial Public Offering

AMV CAPITAL CORPORATION

\$400,000

4,000,000 Common Shares at \$0.10 per Common Share

This preliminary prospectus (the "**Prospectus**") qualifies the distribution (the "**Offering**") by AMV Capital Corporation ("**AMV**" or the "**Company**") of 4,000,000 common shares (the "**Shares**") at a price of \$0.10 per Share (the "**Offering Price**") for gross proceeds of \$400,000.

The Offering is being made to investors resident in British Columbia, Alberta and Ontario, and other jurisdictions where it may lawfully be sold. The Offering will be conducted in accordance with the terms and conditions contained in an agency agreement (the "**Agency Agreement**") to be entered into between the Company and Mackie Research Capital Corporation (the "**Agent**"). See "*Plan of Distribution*".

	Price to the Public⁽¹⁾	Agent's Commission⁽²⁾	Net Proceeds to Company⁽³⁾⁽⁴⁾
Per Share.....	\$0.10	\$0.008	\$0.092
Total Offering.....	\$400,000	\$32,000	\$368,000

Notes:

- (1) The Offering Price and the terms of the Offering have been determined by negotiation between the Company and the Agent.
- (2) In consideration of the services provided by the Agent in connection with the Offering, the Company has agreed to pay the Agent a cash commission (the "**Agent's Commission**") equal to 8% of the gross proceeds raised from the Offering. In addition, the Agent will be paid a corporate finance fee of \$22,000 (the "**Corporate Finance Fee**"). The Company will also issue to the Agent non-transferable share purchase warrants (the "**Agent's Warrants**") equal in number to 8% of the aggregate number of Common Shares sold under the Offering. Each Agent's Warrant will entitle the Agent to purchase one Agent's Warrant Share (as defined herein) at the Offering Price for a period of 24 months following the Closing Date (as defined herein). This Prospectus qualifies the distribution of the Agent's Warrants. See "*Plan of Distribution*".
- (3) The Agent will also be reimbursed for all expenses and fees incurred by the Agent in connection with the Offering, including its reasonable legal fees and expenses (to a maximum of \$22,000 excluding taxes and disbursements). See "*Plan of Distribution*".
- (4) Before deducting the Corporate Finance Fee and the remaining costs of the Offering, collectively estimated to be \$74,000, payable by the Company which will be paid from the net proceeds from the sale of the Offered Shares. See "*Use of Proceeds*".
- (5) The Agent's Commission, the Corporate Finance Fee, the fees and expenses of the Agent and the costs of the Offering will be paid out of the proceeds from the sale of the Offered Shares.
- (6) The Company has granted an over-allotment option (the "**Over-Allotment Option**") to the Agent to sell, as agent of the Company, up to an additional 600,000 Common Shares (the "**Additional Shares**", and collectively with the Shares, the "**Offered Shares**") to cover any over-allotment position as at the Closing (as hereinafter defined). The Over-Allotment Option is exercisable, in whole or in part, for a period of 30 days from the Closing Date. If the Over-Allotment Option is

exercised in full, the total gross proceeds from the Offering will be \$460,000, the total Agent's Commission will be \$36,800 and the total net proceeds to the Company will be \$423,200 before deducting the costs of the Offering.

The following table sets forth the number of securities issuable under the Over-Allotment Option and under the Agent's Warrants to the Agent:

Agent's Position	Number of Securities Available	Exercise Period	Exercise Price
Over-Allotment Option	600,000 Additional Shares	30 days from and including the Closing Date	\$0.10 per Additional Share
Agent's Warrants ⁽¹⁾	320,000 ⁽²⁾ Agent's Warrants	Expires two years after the Closing Date	\$0.10 per Agent's Warrant Share

Notes:

- (1) This Prospectus qualifies the issue of the Agent's Warrants to the Agent. See "*Plan of Distribution*".
- (2) This amount assumes no exercise of Over-Allotment Option. If the Over-Allotment Options were exercised in full, 368,000 Agent's Warrants would be issued.

The Agent, as agent of the Company, conditionally offers the Offered Shares on a commercially reasonable efforts basis if, as and when issued by the Company and delivered and accepted by the Agent in accordance with the conditions contained in the Agency Agreement and referred to under "*Plan of Distribution*". Subscriptions for Offered Shares offered under this Prospectus will be received subject to rejection or allotment in whole or in part and the Agent reserves the right to close the subscription books at any time without notice. The Company will only complete the Offering if the entire Offering amount is sold. The Offering will remain open until such date as may be agreed upon by the Company and the Agent, but in any event no later than the date that is 90 days following the date that a receipt is issued by the principal regulator pursuant to National Policy 11-202 *Process for Prospectus Review in Multiple Jurisdictions* ("**NP 11-202**") for the final Prospectus unless an amendment to the final Prospectus is filed and the principal regulator has issued a receipt for such amendment, in which case the Offering must cease within 90 days after the date of the receipt for the amendment to the final Prospectus. Notwithstanding the above, the total period of the Offering must not end more than 180 days from the date of the initial receipt for the final Prospectus. In the event that the closing of the Offering does not occur within such timeframes, all subscriptions and subscription funds will be returned to investors by the Agent, without interest or any deduction or penalty.

In accordance with applicable laws and policies, the Agent may effect transactions that stabilize or maintain the market price of the Common Shares at a level other than that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See "*Plan of Distribution*".

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "*Risk Factors*". 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 Canada and the United States of America. The Company has applied to have the Common Shares listed on the TSX Venture Exchange (the "**TSXV**"). The listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the TSXV.

An investment in the Offered Shares is highly speculative and subject to a number of risks that should be considered by a prospective purchaser. Investors should carefully consider the risk factors described under "*Risk Factors*" before purchasing the Offered Shares.

It is expected that the Company will arrange for the instant deposit of the Offered Shares distributed under this Prospectus under the book-based system of registration, to be registered to CDS Clearing and Depository Services Inc. ("**CDS**") and deposited with CDS on the Closing Date. No certificates evidencing the Common Shares will be issued to purchasers of the Offered Shares. Purchasers of Offered Shares will receive only a customer

confirmation from the Agent or other registered dealer who is a CDS participant (a “**CDS Participant**”) and from or through whom a beneficial interest in the Offered Shares is purchased. See “*Plan of Distribution*”.

Agent:

**Mackie Research Capital Corporation
1075 West Georgia Street, Suite 1920
Vancouver, British Columbia V6E 3C9**

**Telephone: (604) 662-1800
Facsimile: (778) 373-4101**

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GLOSSARY

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the financial statements of the Company may be defined separately and the terms defined in this glossary may not be used in the financial statements.

“**Agency Agreement**” means the agency agreement to be entered into prior to the Closing Date between the Company and the Agent relating to the Offering.

“**Agent**” means Mackie Research Capital Corporation, the agent of the Offering.

“**Agent’s Commission**” means the fee equal to 8% of the gross proceeds raised from the Offering payable in cash to the Agent by the Company on Closing.

“**Agent’s Warrants**” means the non-transferable common share purchase warrants to be issued to the Agent on Closing entitling the Agent to purchase, in the aggregate, that number of Agent’s Warrant Shares that is equal to 8% of the number of Offered Shares sold pursuant to the Offering, with each Agent’s Warrant entitling the holder to purchase an Agent’s Warrant Share at the Offering Price for a period of two years from the Closing Date.

“**Agent’s Warrant Shares**” means the Common Shares issuable to the Agent on exercise of the Agent’s Warrants.

“**Amalgamation**” means the amalgamation effective January 31, 2019 between Former AMV and Pontiac pursuant to the *Business Corporations Act* (British Columbia) to form the Company.

“**Author**” means Derrick Strickland, P. Geo, the author of the Technical Report.

“**Board**” means the Board of Directors of the Company.

“**Closing**” means the completion of the Offering.

“**Closing Date**” means the date on which the Closing shall occur.

“**Common Share**” means a common share without par value in the authorized share structure of the Company.

“**Company**” or “**AMV**” means AMV Capital Corporation.

“**Corporate Finance Fee**” means the fee equal to \$22,000 plus GST payable to the Agent by the Company on Closing as a corporate finance fee pursuant to the terms of the Agency Agreement, of which a \$11,000 (plus GST) non-refundable amount has been advanced to the Agent with the remaining \$11,000 (plus GST) to be paid in cash on the Closing Date.

“**Engagement Letter**” means the engagement letter dated June 10, 2019, as amended, between the Agent and the Company relating to the Offering.

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

“**Escrow Agreement**” means the escrow agreement, in the form prescribed by NP 46-201, entered into among the Company, the Escrow Agent and certain shareholders of the Company.

“**Former AMV**” means AMV Capital Corporation, a predecessor issuer to the Company.

“**Former AMV Shares**” means the common shares of Former AMV.

“**Listing Date**” means the date on which the Common Shares are listed for trading on the Exchange.

“**NI 41-101**” means National Instrument 41-101 - *General Prospectus Requirements*.

“**NI 43-101**” means National Instrument 43-101 - *Standards of Disclosure for Mineral Properties*.

“**NI 52-110**” means National Instrument 52-110 - *Audit Committees*.

“**NI 58-101**” means National Instrument 58-101 - *Disclosure of Corporate Governance Practices*.

“**NP 11-202**” means National Policy 11-202 - *Process for Prospectus Review in Multiple Jurisdictions*.

“**NP 46-201**” means National Policy 46-201 *Escrow for Initial Public Offerings*.

“**NP 58-201**” means National Policy 58-201 - *Corporate Governance Guidelines*.

“**Offered Shares**” means, collectively, the 4,000,000 Shares to be sold at the Offering Price, and the up to 600,000 Additional Shares which may be sold at the Offering Price pursuant to the exercise of the Over-Allotment Option.

“**Offering**” means the offering under this Prospectus of the Offered Shares in accordance with the terms of the Agency Agreement.

“**Plan**” means the Company’s incentive stock option plan.

“**Pontiac**” means Pontiac Resources Corp., a predecessor issuer to the Company.

“**Pontiac Consolidation**” means the share consolidation of Pontiac on a 1.25 to 1 basis which was effective on January 21, 2019.

“**Pontiac Shares**” means the common shares of Pontiac.

“**Pontiac Units**” means the units of Pontiac issued pursuant to a private placement that closed on November 30, 2017, with each unit being comprised of one Pontiac Share and one-half of one Pontiac Warrant.

“**Pontiac Warrant**” means a share purchase warrant of Pontiac, one-half of which was issued as part of a Pontiac Unit pursuant to a private placement that closed on November 30, 2017.

“**Pontiac Warrant Share**” means a Pontiac Share issued upon exercise of a Pontiac Warrant.

“**Promoter**” has the meaning ascribed thereto in section 1(1) of the *Securities Act* (British Columbia).

“**Prospectus**” means this preliminary prospectus and any appendices, schedules or attachments hereto.

“**Purchase Agreement**” means the purchase agreement dated effective November 30, 2017, as amended January 30, 2019 between Pontiac and the Vendor.

“**Sage Property**” or the “**Property**” means the mineral property interests forming the Company’s principal asset and project, comprised of four contiguous mineral claims, comprising a total area of approximately 981 hectares located within the Nanaimo and Alberni Mining Divisions in British Columbia, Canada.

“**Shares**” means the 4,000,000 Common Shares offered for sale pursuant to the Offering (excluding the up to 600,000 Additional Shares which may be issued on the exercise of the Over-Allotment Option).

“**Stock Options**” means incentive stock options of the Company that may be granted under, or otherwise governed by, the Plan.

“**Technical Report**” means the technical report prepared by the Author titled “NI43-101 Technical Report on the Sage Property, British Columbia, Canada” and dated April 23, 2019, prepared in accordance with the requirements of NI 43-101.

“**TSXV**” means the TSX Venture Exchange.

“**Vendor**” means Andrew Molnar.

NOTICE TO INVESTORS

ABOUT THIS PROSPECTUS

An investor should rely only on the information contained in this Prospectus. The Company has not, and the Agent has not, authorized anyone to provide investors with additional or different information. The Company is not, and the Agent is not, offering to sell these securities in any jurisdictions where the Offering or sale is not permitted. The information contained in this Prospectus is accurate only as of the date of this Prospectus, regardless of the time of delivery of this Prospectus or any sale of the Offered Shares. The Company's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

For investors outside Canada, neither the Company nor the Agent has done anything that would permit the Offering or possession or distribution of this Prospectus in any jurisdiction where action for that purpose is required, other than in Canada. Investors are required to inform themselves about, and to observe any restrictions relating to, the Offering and the distribution of this Prospectus.

INTERPRETATION

Unless the context otherwise requires, all references in this Prospectus to the "**Company**" or "**AMV**" refer to AMV Capital Corporation as constituted on the Closing Date and, to the extent references in this Prospectus are made to matters undertaken by a predecessor in interest to the Company, include such predecessor in interest.

The Company presents its consolidated financial statements in Canadian dollars. In this Prospectus, references to "\$" are to Canadian dollars. Amounts are stated in Canadian dollars unless otherwise indicated.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains "forward-looking information" within the meaning of applicable Canadian securities laws ("**forward-looking information**") that relates to the Company's current expectations and views of future events as of the date of this Prospectus. The forward-looking information is contained principally in the sections titled "*Prospectus Summary*", "*Management's Discussion and Analysis*", "*Use of Proceeds and Available Funds*" and "*Risk Factors*".

In some cases, this forward-looking information can be identified by words or phrases such as "may", "will", "expect", "anticipate", "aim", "estimate", "intend", "plan", "seek", "believe", "potential", "continue", "is/are likely to" or the negative of these terms, or other similar expressions intended to identify forward-looking information. The Company has based this forward-looking information on its current expectations and projections about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs. This forward-looking information may include, among other things, statements relating to:

- proposed expenditures for exploration work, and general and administrative expenses (see "*Sage Property – Recommendations*" and "*Use of Proceeds*" for further details);
- the Company's use of net proceeds of the Offering and other available funds;
- capital requirements, needs for additional financing and the Company's ability to raise additional capital;
- estimated results of planned exploration and development activities;
- the future price of and future demand for metals;
- economic and financial conditions;
- government regulation of mining operations, accidents, environmental risks, exploration risks, reclamation and rehabilitation expenses;

- title disputes or claims; and
- the timing and possible outcome of pending regulatory and permitting matters.

Forward-looking information is based on certain assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate. These assumptions include that the current price of and demand for minerals being targeted by the Company will be sustained or will improve, that the supply of minerals targeted by the Company will remain stable, that the Company's current exploration programs and objectives can be achieved, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that the Company will not experience any material accident, labour dispute, or failure of plant or equipment.

Forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking information. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to the following risks and uncertainties:

- the Company's history of losses;
- the Company's negative cash flow;
- the Company's ability to continue as a going concern;
- the Sage Property is an early-stage exploration project and there is no assurance that mineral resources or mineral reserves will ever be identified on the property;
- there is no guarantee that the Sage Property will not be challenged by claims from aboriginal or indigenous titles, or unknown third parties claiming an interest in the property;
- the Company and its assets may also become subject to uninsurable risks;
- the Company's activities on the Sage Property will require permits or licences which may not be granted to the Company;
- the Company competes with other companies with greater financial resources and technical facilities;
- the Company may be affected by political, economic, environmental and regulatory risks beyond its control;
- the Company is currently largely dependent on the performance of its directors and officers and there is no assurance that the Company can retain their services; and
- volatility in metals prices.

See "*Risk Factors*" for details of these and other risks relating to the Company's business.

The forward-looking information made in this Prospectus relates only to events or information as of the date on which the statements are made in this Prospectus. Except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking information, whether as a result of new information, a future event or otherwise, after the date on which the information is made or to reflect the occurrence of unanticipated events.

Investors are cautioned against placing undue reliance on forward-looking information. An investor should read this Prospectus and the documents to which the Company refers to in this Prospectus completely and with the understanding that the Company's actual future results may be materially different from its expectations.

FINANCIAL STATEMENTS

Attached to and forming part of this Prospectus are the audited financial statements of the Company as at and for the year ended April 30, 2019, together with the auditor's report thereon (the "**Audited Financial Statements**"), which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**").

PROSPECTUS SUMMARY

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

The Company: The Company is engaged in the business of acquisition, exploration and development of mining properties. See “*Description of the Business*”.

The Offering: The Company is offering 4,000,000 Shares for sale in the provinces of British Columbia, Alberta and Ontario at the Offering Price of \$0.10 per Share. See “*Plan of Distribution*” and “*Description of Share Capital*”.

Offering Price: \$0.10 per Offered Share.

Over-Allotment Option: The Company has granted to the Agent an Over-Allotment Option exercisable for a period of 30 days from the Closing Date to sell up to an additional 600,000 Common Shares (representing 15% of the Shares offered under this Prospectus) at the Offering Price to cover over-allocations, if any. See “*Plan of Distribution*”.

Agent’s Commission: The Agent will receive the Agent’s Commission equal to 8% of the gross proceeds of the Offering and a Corporate Finance Fee of \$22,000. The Agent will also be issued Agent’s Warrants entitling the Agent to purchase such number of Agent’s Warrant Shares as is equal to 8% of the number of Offered Shares sold under the Offering, at a price of \$0.10 per Agent’s Warrant Share for a period of 24 months from the Closing Date. The Agent will also be reimbursed by the Company for its expenses and fees, including the reasonable fees and disbursements of the Agent’s counsel to a maximum of \$22,000 (excluding taxes and disbursements). See “*Plan of Distribution*”.

Directors & Executive Officers:

Qiang Sean Wang	President, Chief Executive Officer and Director
Jerry A. Minni	Chief Financial Officer, Secretary and Director
Brett A. Kagetsu	Director
David Forest	Director
Michael Dake	Director

See “*Directors and Executive Officers*”.

Use of Proceeds: The Company expects to receive \$294,000 in net proceeds from the Offering (\$349,200 if the Over-Allotment Option is exercised in full), after deduction of the Agent’s Commission, the Corporate Finance Fee and other costs and expenses of the Offering. The Company intends to use the net proceeds from the Offering, as well as \$106,428 in estimated working capital as of June 30, 2019, for the following purposes in order of priority:

<u>Use of Available Funds</u>	<u>Amount</u>
Recommended exploration program for the Sage Property ⁽¹⁾	\$201,060
Estimated general and administrative expenses for 12 months ⁽²⁾	\$72,000
Unallocated working capital	<u>\$127,368</u>
Total	\$400,428

Notes:

- (1) Refer to the recommendations contained in the Technical Report.
- (2) Estimated based on the following amounts: professional fees of \$18,000, \$18,000 in rent, transfer agent and filing fees of \$17,000, office expenses of \$9,000 and \$10,000 in miscellaneous expenses.

See “*Use of Proceeds*”.

Risk Factors:

An investment in the securities offered hereunder should be considered highly speculative due to the nature of the Company’s business. An investment in the Company’s securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk a loss of their entire investment. Investors should consult with their professional advisors to assess an investment in the Company’s securities.

The Company’s activities are subject to the risks normally encountered in the mineral resource exploration and development business. The following risk factors should be considered in connection with an investment in the Company: liquidity concerns and future financing requirements; dilution; no history of operations, revenues, earnings or dividends; exploration and development risks; substantial capital expenditure requirements; operating hazards and risks; mineral prices; environmental and other regulatory factors; competition; title matters; political and economic changes; uninsurable risks; quarterly operating result fluctuations; and industry regulation. See “*Risk Factors*”.

**Summary of
Financial
Information:**

The following table sets forth selected financial information of the Company for the periods or as at the dates indicated. This summary financial information should be read in conjunction with the financial statements and notes attached to and forming part of this Prospectus and the “*Management’s Discussion and Analysis*” as included elsewhere in this Prospectus.

	Year Ended April 30, 2019 (audited)
<hr/>	
Income Statement Highlights:	
Net loss	\$(146,244)
Loss per share – Basic and Diluted	(0.04)
	As at April 30, 2019 (audited)
<hr/>	
Balance Sheet Highlights:	
Working capital	\$119,015
Current Assets	134,060
Total liabilities	15,045

CORPORATE STRUCTURE

NAME, ADDRESS AND INCORPORATION

The Company was formed on January 31, 2019 by way of an amalgamation (the “**Amalgamation**”) pursuant to the *Business Corporations Act* (British Columbia) between AMV Capital Corporation (“**Former AMV**”), a private British Columbia company, and Pontiac Resources Corp. (“**Pontiac**”), a private British Columbia company engaged in the acquisition and exploration of mineral properties. The head office of the Company is located at Suite 200, 551 Howe Street, Vancouver, British Columbia, V6C 2C2 and the registered office of the Company is located at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5.

INTERCORPORATE RELATIONSHIPS

The Company has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

OVERVIEW

The Company is a British Columbia-based mineral exploration company that is primarily engaged in the acquisition and exploration of mineral properties. The Company has one material mineral property - the Sage Property - located in the Nanaimo and Alberni Mining Divisions of British Columbia, which is in the exploration stage. The available funds of the Company, including net proceeds from this Offering, will be applied predominately for exploration on the Sage Property – see “*Use of Proceeds*”. For more information on the Sage Property, see “*Sage Property*” in this Prospectus. Pursuant to the Purchase Agreement, the Vendor acquired the Sage Property, for and in consideration of the payment of \$10,000 upon execution of the Purchase Agreement (which has been paid), and a further payment of \$20,000 no later than February 28, 2019 (which has been paid). The Vendor is at arm’s length to the Company.

ACQUISITION OF PROPERTY

The Sage Property was acquired by the Company’s predecessor, Pontiac, pursuant to a purchase agreement dated effective November 30, 2017, as amended January 30, 2019 (the “**Purchase Agreement**”), between Pontiac and Andrew Molnar (the “**Vendor**”).

PRE-AMALGAMATION CAPITAL RAISING

Former AMV completed the following private placement financings prior to the Amalgamation (as defined below):

- On June 29, 2018, Former AMV completed a non-brokered private placement of 300,000 common shares of Former AMV (“**Former AMV Shares**”) at a price of \$0.05 per share for gross proceeds of \$15,000.
- On July 3, 2018, Former AMV completed a further non-brokered private placement of 1,699,999 Former AMV Shares at a price of \$0.05 per share for gross proceeds of \$84,999.95.
- On July 4, 2018, Former AMV completed a further non-brokered private placement of 2,000,000 Former AMV Shares at a price of \$0.05 per share for gross proceeds of \$100,000.

Pontiac completed the following private placement financings prior to the Pontiac Consolidation and the Amalgamation:

- On November 30, 2017, Pontiac completed a non-brokered private placement of 2,275,000 units (the “**Pontiac Units**”) (equal to 1,820,000 post-Pontiac Consolidation Units) at a price of \$0.04 per Pontiac Unit (equal to \$0.05 per Pontiac Unit on a post-Pontiac Consolidation basis), for gross proceeds of \$91,000. Each Pontiac Unit consisted of one flow-through common share of Pontiac and one-half of one non-transferable common share purchase warrant (each whole warrant, a “**Pontiac Warrant**”), with each Pontiac Warrant having entitled the holder to purchase one non-flow-through common share of Pontiac (a “**Pontiac Warrant Share**”) at a price of \$0.04 per Pontiac Warrant Share (equal to \$0.05 per Pontiac Warrant Share on a post-Pontiac Consolidation basis) for a period twelve months.

- On February 13, 2018, Pontiac completed a further non-brokered private placement of 225,000 pre-Amalgamation Pontiac Shares (equal to 180,000 post-Pontiac Consolidation Shares) at a price of \$0.04 per share (equal to \$0.05 per Pontiac Share on a post-Pontiac Consolidation and post-Amalgamation basis), for gross proceeds of \$9,000 and to provide additional working capital.

On January 21, 2019, Pontiac consolidated the Pontiac Shares on the basis of every 1.25 pre-Pontiac Consolidation Pontiac Shares into 1 post-Pontiac Consolidation common share basis.

AMALGAMATION

Pursuant to an amalgamation agreement (the “**Amalgamation Agreement**”) dated January 29, 2019 between Former AMV and Pontiac, Former AMV amalgamated with Pontiac and continued as one company under the name AMV Capital Corporation pursuant to *Business Corporations Act* (British Columbia), effective January 31, 2019 (the “**Amalgamation**”). Pursuant to the Amalgamation Agreement, all of the 2,000,000 issued and outstanding common shares of Pontiac and all of the 4,000,000 issued and outstanding common shares of Former AMV were exchanged for 6,000,000 Common Shares of the Company on a one for one basis. Unless otherwise specified herein, references herein to Common Shares means Common Shares on a post-Amalgamation basis.

POST-AMALGAMATION CAPITAL RAISING

On March 12, 2019, after completing the Amalgamation, the Company completed a non-brokered private placement of 2,500,000 Common Shares issued at a price of \$0.001 per Common Share to certain of its directors and officers as compensation for their prior services.

AGENCY AGREEMENT

On June 10, 2019, the Company entered into the Engagement Letter with the Agent with respect to the Offering. For more information see “*Plan of Distribution*”.

SAGE PROPERTY

The Sage Property is considered to be the only material property of the Company. The available funds of the Company, including net proceeds from this Offering, will be applied to advance the Sage Property. See “*Use of Proceeds*.”

The following contains information about the Sage Property summarized from the Technical Report prepared pursuant to the provisions of National Instrument 43-101 *Standards of Disclosure for Mineral Properties* (“**NI 43-101**”) by the Author, Derrick Strickland, P. Geo., a consulting geologist, who is an independent “qualified person” (“**QP**”) as defined by NI 43-101. A complete copy of the Technical Report is available for review on the System for Electronic Document Analysis and Retrieval (SEDAR) located at the following website: www.sedar.com. Alternatively, the Technical Report may be inspected during normal business hours at the Company’s business offices at Suite 200, 551 Howe Street, Vancouver, British Columbia, V6C 2C2.

PROPERTY DESCRIPTION, LOCATION AND ACCESS

The Sage Property consists of four non-surveyed contiguous mineral claims totalling 981 hectares located on NTS maps 92I/10 and 92I15 centered at 120° 54’ 03” Longitude and 50° 43’ 45” Latitude. The mineral claims are located within the Nanaimo and Alberni Mining Divisions of British Columbia. The mineral claims are shown in Figure 1 and Figure 2, and the claim details are illustrated in the following table:

Table 1: Mineral Claims

Name	Tenure No	Area ha	Issue Date	Good to date
SAGE	1056980	306.802	2017/12/11	2026/JUL/15
SAGE 4	1060317	327.3553	2018/04/27	2023/JUN/15
SAGE 2	1057965	163.6348	2018/01/26	2026/JUL/15
SAGE 3	1057966	184.1028	2018/01/26	2026/JUL/15

There has been no reported historical production on the Sage Property, and the Author is not aware of any environmental liabilities that have potentially accrued from any historical activity. The Author is not aware of any permits obtained for the Sage Property for the recommended work.

The Author undertook a search of the tenure data on the British Columbia government's Mineral Titles Online (MTO) website which confirms the geospatial locations of the claim boundaries and the Sage ownership as of April 30, 2018. British Columbia Mineral Titles online indicates that Andrew Molnar was the registered 100% owner of all Sage Property mineral claims as of the date referred to above. A review of the MTO website indicates that surface rights for entire Sage Property are privately held. However, this does not constitute as a legal opinion as to the status of the mineral claims that make up the Sage Property.

Work permits would be required to undertake an Induced polarization survey. The Company intends to apply for such permits as soon as possible to enable the Induced polarization survey to occur.

The Company is unaware of any significant factors or risks, besides what is not noted in the Report, which may affect access, title, or the right or ability to perform work on the Sage Property.

The Sage Property consists entirely of ranch land and residential homes on the southern part of the Sage Property. The Company would have to obtain permission from the owners of the ranch land and of the residential homes to access the ranch land and the residential homes portion of the Sage Property, respectively. The historical work and the proposed work is on ranch land. The Company expects to receive such permission given that permission had been granted for the recent prior work conducted on the Sage Property.

In British Columbia, the owner of a mineral claim acquires the right to the minerals that were available at the time of claim location and as defined in the *Mineral Tenure Act* (British Columbia). Surface rights and placer rights are not included. Claims are valid for one year and the anniversary date is the annual occurrence of the date of record (the staking completion date of the claim).

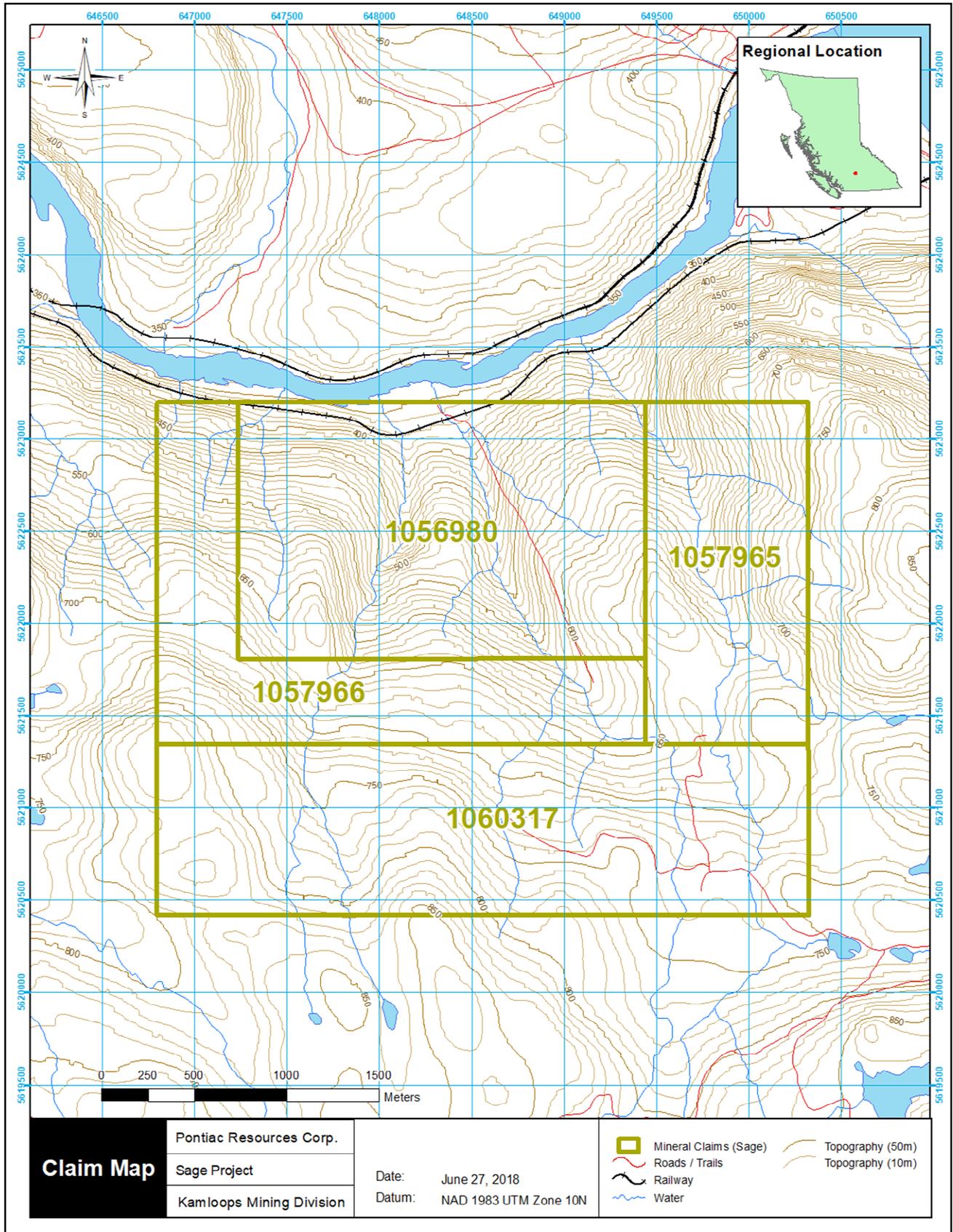
To maintain a claim in good standing the claim holder must, on or before the anniversary date of the claim, pay the prescribed recording fee and either: (a) record the exploration and development work carried out on that claim during the current anniversary year; or (b) pay cash in lieu of work. The amount of work required in years one and two is \$5 per hectare per year, years three and four \$10 per hectare, years five and six \$15 per hectare, and \$20 per hectare for each subsequent year. Only work and associated costs for the current anniversary year of the mineral claim may be applied toward that claim unit. If the value of work performed in any year exceeds the required minimum, the value of the excess work can be applied, in full year multiples, to cover work requirements for that claim for additional years (subject to the regulations). A report detailing work done and expenditures must be filed with, and approved by, the B.C. Ministry of Energy and Mines.

The Company is unaware of any significant factors or risks, besides what is not noted in the Technical Report, which may affect access, title, or the right or ability to perform work on the Sage Property. The reported historical work and the proposed work is on private land.

Figure 1: Regional Location Map



Figure 2: Claim Map



ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

The Sage Property is located in south-central British Columbia, 40 km west of Kamloops, on the south shore of the Thompson River. Access to the Sage Property is via a 10 km gravel road which leaves the Trans-Canada Highway at the town of Savona.

Local resources necessary for the exploration, development and operation of the Sage Property are located in Kamloops. Kamloops has a resource-based economy and is a transportation hub for the CNR and CPR railways.

Currently, the common land use in the area is ranching. Surface rights are privately owned, and water is available year-round. The lakes are reserved for ranching and recreation. Water used by project activities is commonly hauled by truck from other public sources.

The Sage Property lies between 350 m to 950 m elevation covering rolling hills with deeply incised canyons. More than 50 % of the Sage Property is open range land with sage-brush, tumbleweed, and cactus vegetation. The rest of the Sage Property is sparsely wooded with no undergrowth. Precipitation is limited in this part of the Thompson Valley.

The climate of the Sage Property is semi-arid due to its rain shadow location. The Sage Property has short cold snaps where temperatures can drop to approximately -20°C (-4°F) when Arctic air manages to cross the Rockies and Columbia Mountains into the Interior.

The January mean temperature of the Sage Property is -2.8°C. That average sharply increases with an average maximum temperature of 4.3°C in February. The average number of days below -10 °C (14°F) per year is 19.9 days as recorded by Environment Canada. The summer temperatures (June to mid-September) at the Sage Property can reach temperatures 30+ degrees celsius with the odd rainstorm and relatively low humidity. The working season is March to November when general exploration can be undertaken.

Daytime humidity is generally under 40% in the summer, sometimes dropping below 20% after a dry spell, which allows for substantial nighttime cooling.

HISTORY

The Sage Property has undergone very little serious exploration since 1989. During the Depression (1930s), several claims were staked and the remains of several old trenches are still visible. No records indicate that any metals were produced. Small placer operations have been established on the Thompson River, at the mouth of Indian Gardens Creek. During the early 1970s, several claims were staked, presumably for porphyry copper, by a Mr. G.E. Trout. Remains of an old grid from this program can still be seen.

QPX Minerals Inc. (“**QPX**”) retained MineQuest Exploration Associates Ltd. and their geologists, Christian Nagati and Robert F. Wasylyshyn, undertook an exploration program in 1988 and 1989 including chemistry, mapping, geophysics, rock sampling and drilling.

QPX established three grids (A, B, and C) totalling 85.3 line km (refer to Figure 3). The baseline for each was surveyed with an EDM Distamat instrument by Acme Explorations of Kamloops, B.C.

The entire grid area was mapped at a scale of 1:2500 (refer to Figure 3). As well, some areas of A grid were mapped in detail at a scale of 1:200.

GEOCHEMISTRY

A total of 1,068 soil samples were collected and analyzed for gold by fire assay/AA methods, for mercury by cold vapor furnace, and for arsenic, antimony, silver, copper, lead, and zinc by ICP. As well, 786 rock samples were collected from outcrop, drill core, and drill chips, and analyzed for gold, mercury, and a 30 element ICP suite. 92% of the samples were analyzed by Eco-Tech Laboratories of Kamloops, and the rest were sent to Acme Laboratories of Vancouver.

In general, the soil survey results were disappointing. This is probably due to a caliche Horizon in the soil which may have acted as a chemical barrier during supergene enrichment of the B horizon.

Four single sample anomalies greater than 40ppb Au exist but no large anomalies were located. Samples taken directly down slope of the auriferous quartz veins on A grid returned a maximum of only 14 ppb Au.

A total of 302 rock samples (167grab samples and 135 channel samples) were taken from outcrop.

Several zones on A grid were found to host anomalous amounts of gold. Most of these are associated with narrow quartz veins within carbonate altered zones that trend at 160 to 180. These veins were found to host significant gold values (i.e. up to 1.05 oz/ton over 25cm) in isolated locations but values and widths are not consistent along strike. Normally wherever quartz veining was seen, geochemically anomalous amounts of gold (i.e.>200 ppb) were found

GEOPHYSICS

All three grids were surveyed for magnetometry and VLF-EM. In all, 85.25 line km of magnetometry and 66.52 line kilometers of VLF-EM was performed. The work was contracted out to Lloyd Geophysics of Vancouver.

DRILLING

The Sage Property was drilled using two different drill systems. Four diamond drill holes totalling 556 m (Table 2).

Table 2: Diamond Drill Hole Data

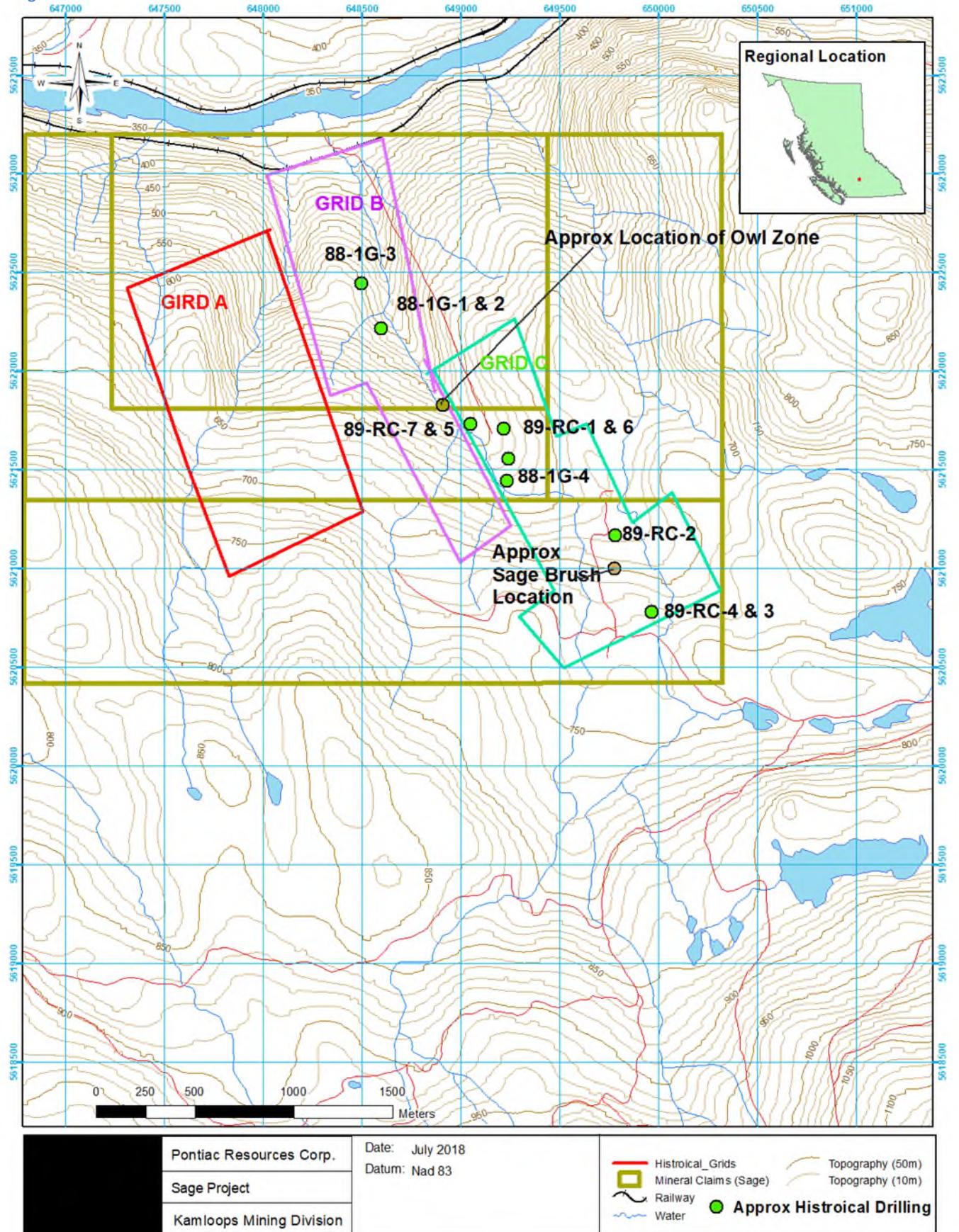
Drill Hole	Az	Dip	length (m)	Comments
88IG-1	39	-62	63.4	Total of 71 samples with only 5 with gold values over 100 ppb with the highest being 38 cm of 955 ppb gold
88IG-2	374	-70	81.1	Total of 55 samples with 3 samples greater than 100 ppb one sample gave 345 ppb Au, 128.4 Ag over 55 cm
88IG-3	79	-63	242.3	Total of 97 samples with 9 samples over 100 ppb gold, the highest gold value was 870 ppb gold over 23 cm.
88IG-4	260	-45	169.2	Total 122 samples with high sample giving 65 ppb gold.

Seven percussion holes totalling 479.9m were drilled. All of the holes were intended to further test the large base metal and silver-rich alteration zone found in diamond drill hole 88IG-4. All of the holes were located based on magnetic features and known surface geology. A total of 132 samples were collected from the drill cuttings. (Table 3)

Table 3: Reverse Circulation Data

Drill Hole	Az	Dip	length (m)	Comments
IND89RC-1/IND89RC-6	277	-48	144.8	The highest gold value in bed rock was 85 ppb over 3.05 m but one sample returned a silver value of 22.6 ppm over 3.05 m.
IND89RC-2	260	-47	96	A total of 32 chip samples were collected the highest gold sample was 30 ppb gold.
IND89RC-3	260	-47	41.1	Lost hole
IND89RC-4		-90	47.2	1.5 m of 35 ppb gold.
IND89RC-5	80	-47	77.7	Gold values did not exceed 10 ppb, silver values reached 3.2 ppm and the highest mercury was 215 ppb.
IND89RC-7	80	-46	27.4	No samples were collected.

Figure 3: Historical Work Areas



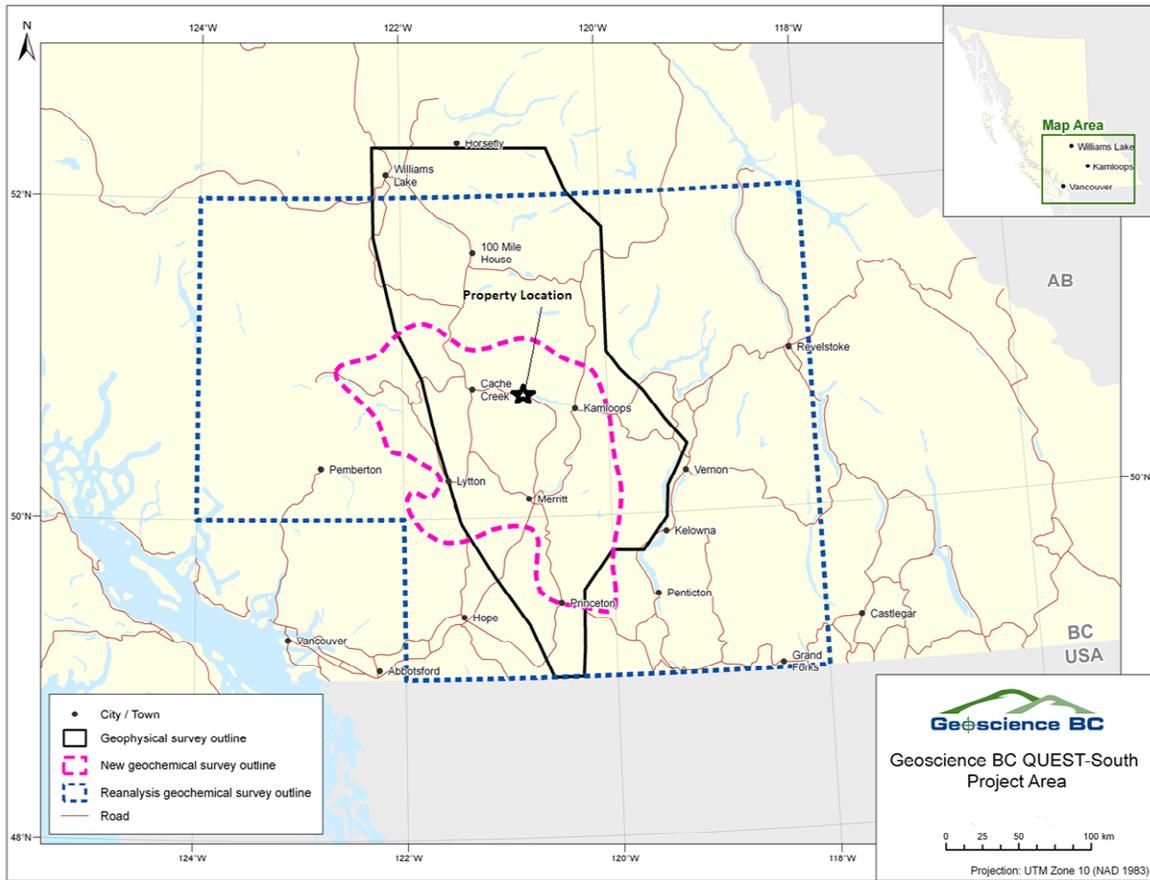
The Author reviewed the location maps in Nagati & Wasylyshyn's 1989 assessment report and generated the map above based on the stream locations. Once in the field, the Author ascertained that the 1989 drilling did not match up to what the Author observed in the field. Field observation by the Author indicate that the historical work is actually approximately 500 m to the west of the illustration above. The Author believes that the location map in Nagati & Wasylyshyn's 1989 assessment report is in error. However, the data in the 1989 assessment report appears to be correct on the current property configuration.

QUEST-SOUTH PROJECT-GEOSCIENCE BC

The QUEST-South Project is the third of a series of large scale regional geochemical geophysical data sponsored by Geoscience BC since 2007 (See Figure 3).

QUEST-South applies the QUEST and QUEST-West Project approach to British Columbia's southern interior. The project created a new geoscience information database over an area of 130,000 square kilometres from Williams Lake to the USA border, and aids mineral exploration companies in their quest for new discoveries. QUEST-South includes a new airborne gravity survey which covers 45,000 square kilometres between Williams Lake and the USA border, a new ground geochemical survey in the Merritt area, and the re-analysis of almost 9000 existing geochemical samples over eight 1:250,000 NTS Map sheets (an area of approximately 126,000 square kilometres) (see Figure 4 for locations).

Figure 4: Geoscience BC Map



GEOLOGICAL SETTING AND MINERALIZATION

Regional Geology

After Wells et al 1990



The Sage Property lies within the Intermontane Belt of the Canadian Cordillera. The Louis Creek Fault zone is thought to mark the eastern margin of this belt and lies 40 kilometres to the east of the Sage Property.

Much of the area is underlain by Nicola Group (Triassic) volcanic and volcanoclastic rocks with local sedimentary units, commonly limestones. There is a predominant north-westerly strike to these units. The volcanics are typically green augite porphyritic andesites which are geochemically alkaline. In the Heffley Creek area to the north, the volcanics are intruded by a number of predominantly dioritic stocks of Triassic age (co-magmatic?).

Tertiary (Eocene) volcanic rocks, chiefly basalts, overlie the Nicola sequence with angular unconformity and cap most of the higher hills in the area (erosional remnants). Thick recent sand and gravel deposits occur along the Thompson Valley forming a number of terraces.

Figure 5: Intermontane Belt of the Canadian Cordillera

Modified after British Columbia Geological Survey.

Property Geology

The grid areas were mapped (in 1988 and 1989) at a scale of 1:2500 and are underlain by the following stratigraphic sequences:

Tertiary - Kamloops Group: felsic volcanic rocks

Jurassic - Ashcroft Formation: pebble conglomerate

Triassic - Nicola Group: intermediate volcanic rocks

The volcanic rocks of the Triassic Nicola Group underlie approximately 80% of the grid area. For the most part, these rocks are massive, dark green, weakly calcareous, often magnetic andesites. On the property, the Nicola is made up of a number of sub-units which include crystal lapilli tuffs, feldspar porphyries, fragmental breccias, and massive flows. Structural complications and lack of outcrop prevented effective correlation of the sub-units.

Because of its massive nature, stratigraphic attitudes within the Nicola are often difficult to measure. Where seen, however, stratigraphy trends at 160° to 190° and dips moderately (40°-50°) to the west. The structural foliations and quartz-carbonate altered zones also parallel the stratigraphic trends (i.e. 160° - 190°).

The Jurassic Ashcroft Formation, unconformably overlying the Nicola and found only on the southwest corner of the grid area, is a poorly sorted and bedded pebble conglomerate with abundant granitic clasts. In places, the Ashcroft is pale brown and weakly carbonate altered. No stratigraphic or structural attitudes were seen in this formation.

A limited amount of Tertiary Kamloops Group volcanic rocks are found on the east side of the grid area. These are mainly composed of greyish white, medium grained, felsic flows and tuffaceous rocks which often contain 1 to 2% biotite. Strongly altered varieties of the tuffs are seen at the Sagebrush occurrence but for the most part, the tuffs appear to be fresh. The Tertiary outcrops are located along a line oriented at 160° and are found over a strike length of 2.5 km. Stratigraphic attitudes are chaotic with dips and strikes changing radically within a few metres. In some instances, the rocks exhibit well developed folds. These features are felt to be convoluted flow bedding caused by viscous flows. Structural data in the Tertiary rocks is not available as they have undergone little deformation except at the Sage brush showing where foliation oriented at 030°-040° were observed.

The 1989 mapping was digitized by Rio Minerals Ltd. and represents the current geology understanding of the Sage Property (Figure 6).

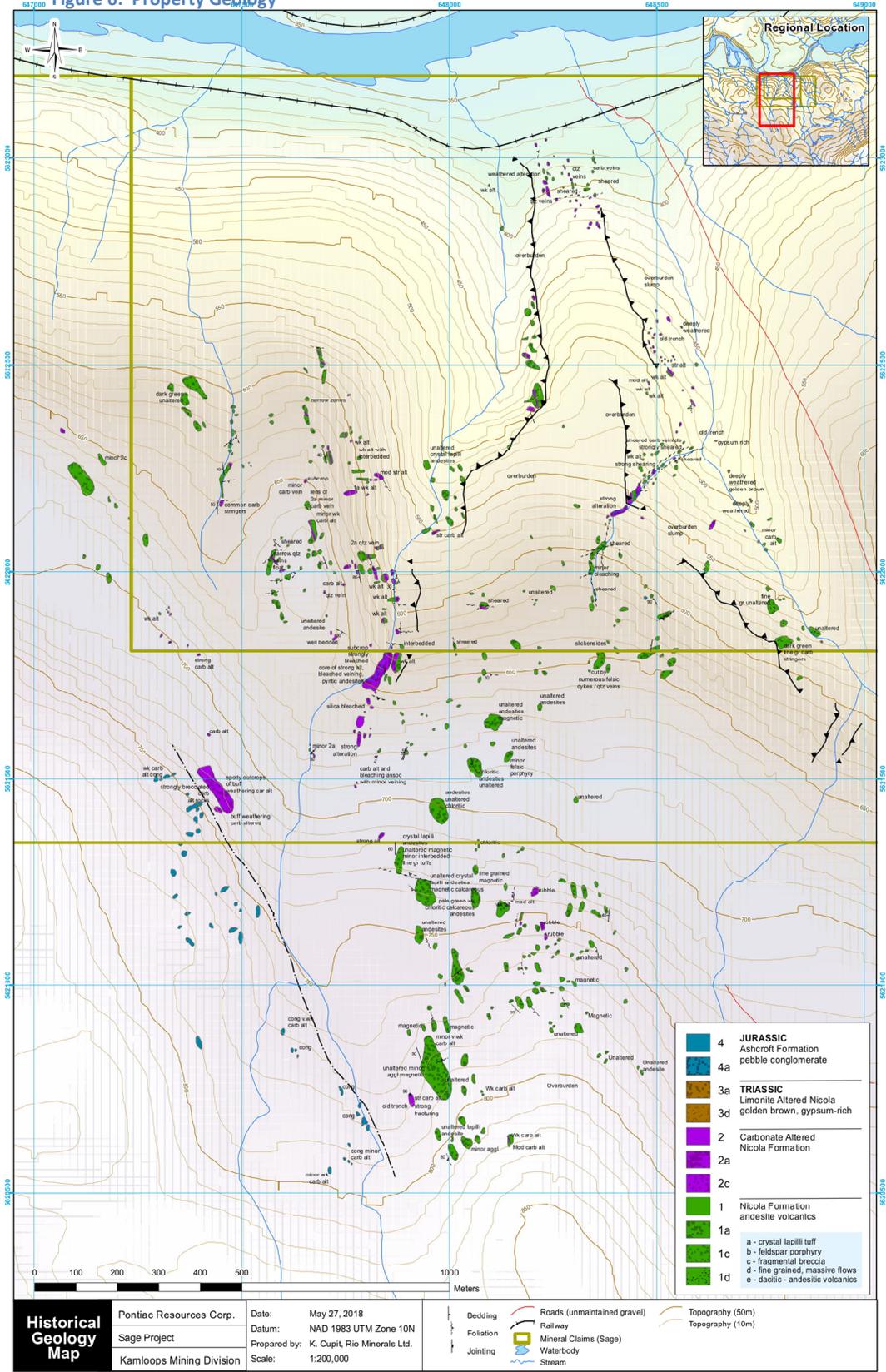
Mineralization

Two distinct styles of mineralization and alteration have been recognized at the showings. The first style occurs within Nicola andesites and consists of carbonate alteration as discrete zones which parallel stratigraphy. In the more intense zones, evidence of faulting is often seen. On the surface, the alteration zone is cut by carbonate stringers or veins. The veins are finely laminated, often with cockscomb textures and they parallel as well as crosscut the altered zones. Pyrite is common within the altered zones as disseminations and fine stringers. Quartz veins are found in about 10 per cent of the carbonate zones. Normally, these quartz veins contain geochemically anomalous gold values as well as minor amounts of tetrahedrite, galena, malachite and azurite. Results from diamond drilling these altered zones yielded up to 0.9 gram per tonne gold across 38 centimetres and up to 62.6 grams per tonne silver over 56 centimetres. One altered zone in the Nicola rocks, the Owl zone, is associated with strong silicification (not quartz veining) and contains massive pyrite.

The second style of mineralization occurs in Kamloops Group volcanic rocks and consist of quartz-sericite-pyrite altered zones. These zones are about 1,500 metres east of the carbonate zones in the Nicola rocks. Two different styles of galena and sphalerite mineralization are present in the altered zones. The first is coeval with alteration and involves disseminations, blebs and stringers. The second, massive sulphides associated with gouge and shear zones, appears to be of post-mineralization age and is probably caused by remobilization of sulphides in later faults. One of the altered zones, the Sagebrush, was tested by a diamond-drill hole but gold values were consistently low, however, combined lead-zinc values yielded 2.23 per cent over 4.17 metres, 1.45 per cent over 1.82 metres and 0.55 per cent over 17 metres. Silver values yielded 77.5 grams per tonne over 1.5 metres and 74.7 grams per tonne over 0.3 metre. Geochemically anomalous arsenic and mercury values were also obtained (Nagati & Wasylyshyn, 1989).

The Sage brush occurrence, on historical "C" grid, consists of a few small scattered outcrops of quartz-sericite pyrite altered Tertiary rocks. Drilling proved this zone to be somewhat more extensive. The altered zones in the Tertiary volcanic rocks are normally pale grey to creamy white, pyritic, and contain variable amounts of sericite. The rocks appear silicified but, due to the original felsic chemistry, the amount of introduced silica is difficult to estimate. Minor veinlets of silica or carbonate are present. The less altered varieties still exhibit relict primary volcanic textures such as flow banding and volcanic breccia clasts. The more intense alteration leaves only a massive, siliceous, featureless unit with minor clasts. Pyrite is ubiquitous in the altered Tertiary rocks but is more abundant in the strongly altered zones. Two different styles of galena and sphalerite mineralization are present in the Tertiary rocks. The first style which is coeval with alteration, involves disseminations, blebs, and stringers. The second style (massive sulphides associated with gouge and sheared Tertiary rocks) appears to be of post-mineralization age and is probably caused by remobilization of sulfides in later faults.

Figure 6: Property Geology



Historical Geology Map

Pontiac Resources Corp.
Sage Project
Kamloops Mining Division

Date: May 27, 2018
Datum: NAD 1983 UTM Zone 10N
Prepared by: K. Cupit, Rio Minerals Ltd.
Scale: 1:200,000

Bedding
Foliation
Jointing

Roads (unmaintained gravel)
Railway
Mineral Claims (Sage)
Waterbody
Stream

Topography (50m)
Topography (10m)

DEPOSIT TYPES

Epithermal Gold Mineralization

An epithermal gold deposit is one in which the gold mineralization occurs within 1 to 2 km of surface and is deposited from hot fluids. The fluids are estimated to range in temperature from less than 100°C to about 300°C and, during the formation of a deposit, can appear at the surface as hot springs. The deposits are most often formed in areas of active volcanism around the margins of continents (Norcross 1997).

Epithermal gold mineralization can be formed from two types of chemically distinct fluids -- "low sulphidation" (LS) fluids, which are reduced and have a near-neutral pH (the measure of the concentration of hydrogen ions), and "high sulphidation" (HS) fluids, which are more oxidized and acidic. LS fluids are a mixture of rainwater that has percolated into the subsurface and magmatic water (derived from a molten rock source deeper in the earth) that has risen toward the surface. In both LS and HS models, fluids travel toward the surface via fractures in the rock and mineralization often occurs within these conduits. LS fluids usually form large cavity-filling veins, or a series of finer veins, called stockworks, that host the gold. The hotter, more acidic HS fluids penetrate farther into the host rock, creating mineralization that may include veins but which is mostly scattered throughout the rock.

LS deposits can also contain economic quantities of silver and minor amounts of lead, zinc, and copper, whereas HS systems often produce economic quantities of copper. Geochemical exploration for these deposits can result in different chemical anomalies, depending on the type of mineralization involved. LS systems tend to be higher in zinc and lead, and lower in copper, with a high silver-to-gold ratio. HS systems can be higher in arsenic and copper with a lower silver-to-gold ratio (Norcross 1997).

Polymetallic Veins

Epigenetic veins containing sphalerite, galena, chalcopyrite, and silver in a carbonate and quartz gangue are associated with either a metasediment or igneous host. The emplacement of metasediment hosted veins can occur along structures in sedimentary basins that have been deformed and later intruded by igneous rocks. Igneous hosted veins typically occur along tectonic structures marginal to an intrusive stock. Polymetallic veins are often characterized by a set of steeply dipping parallel to offset veins that can vary from a few centimetres to more than 3 m wide. Alteration of polymetallic vein deposits is typically minimal. Exploration for polymetallic veins should consist of geochemical data analysis with identification of elevated zinc, lead, silver, copper, and arsenic values within alteration aureoles. Geophysical exploration methods include locating zones of low magnetic, electromagnetic, and induced polarization responses.

EXPLORATION

Pontiac engaged the services of Rio Minerals Ltd. ("**Rio**") to design and undertake an exploration program on the Sage Property. Rio reported that it undertook an exploration program from April 22nd to May 8th, 2018 and March 20 to March 30, 2019. The 2018 program consisted of the collection of 590 soil samples on one grid and the collection of 30 rock samples. The 2019 program consisted of 43.524 line kilometers of ground magnetics. The information below is what was provided to the author by Pontiac and Andrew Molnar (the Vendor of the Sage Property).

Soil Samples

The Sage soil grid covers a 1,300 x 800 meter area in the north-central portion of the Sage Property that is reported to be underlain by Triassic Nicola Group andesitic tuffs/flows, feldspar porphyry, fragmental breccia, and crudely layered volcanic rocks. Lithologies associated with gold bearing mineralization include silica-carbonate infilling (vein/breccia/stockwork) and weakly altered (carbonate-clay-quartz-sericite-chlorite-hematite-limonite) andesitic greenstone, volcanic breccia, andesitic tuffs-flows that trends north to northeast, and dips steeply. This is interpreted as a low sulphidation gold environment of deposition (paleo-hot spring activity related to bimodal volcanism).

Gold:

The gold values are considered slightly anomalous (16-58 ppb Au), and highly anomalous (59-236 ppb Au) gold in soil values. In the southwest and northeast portion of the soil grid, elevated Au in soil values are located approximately 150 meters west of Farmer Creek (the main drainage in the grid area).

Anomalies are indicated in areas where little or no outcrop is observed. Generally, elevated Au in soil >16 ppb Au values occur sporadically, with exception of the central portion of the grid where 6 samples appear to trend west-northwest over a length of 300 meters

This group of anomalous Au in soil samples are reported to appear to be potentially related to WNW-ESE trending cross faulting conjugate to a major NNE trending fault that follows Farmer Creek. Two spot high Au in soil values of 236 & 169 ppb Au are located in the NE and SW portion of the grid have weak shoulder anomalies.

Arsenic:

Elevated values of arsenic (72-311 ppm As) in soil roughly follows the south-central Au in soil anomaly. The highest arsenic value (311 ppm As at 648000 E, 5622150 N, correlates with a cluster of 3 samples of elevated gold (15-29 ppb Au).

There is not a directly identifiable direct correlation between gold and arsenic, except in the isolated arsenic in soil spot high therefore, arsenic is not a key pathfinder for gold mineralization.

Copper:

Above average copper values (54-95 ppm Cu) in soil are erratically distributed and are interpreted as typical of Nicola Group volcanic rocks that exhibit above average copper content in comparison to other lithologies. The copper anomalies present on Sage Property are not considered an important pathfinder for gold mineralization.

Mercury:

Mercury is considered an important pathfinder element for low sulphidization gold mineralization. Anomalous mercury in soil (0.15-0.57 ppm Hg) correlates with elevated gold in the NE and SW portion of grid as well as the bend in Farmer Creek at 5621750 N where the Hg-Au anomaly trends WNW-ESE. These 3 areas represent the best follow-up targets for further exploration of gold bearing mineralization on the Sage Property.

Figure 7: Gold in Soils

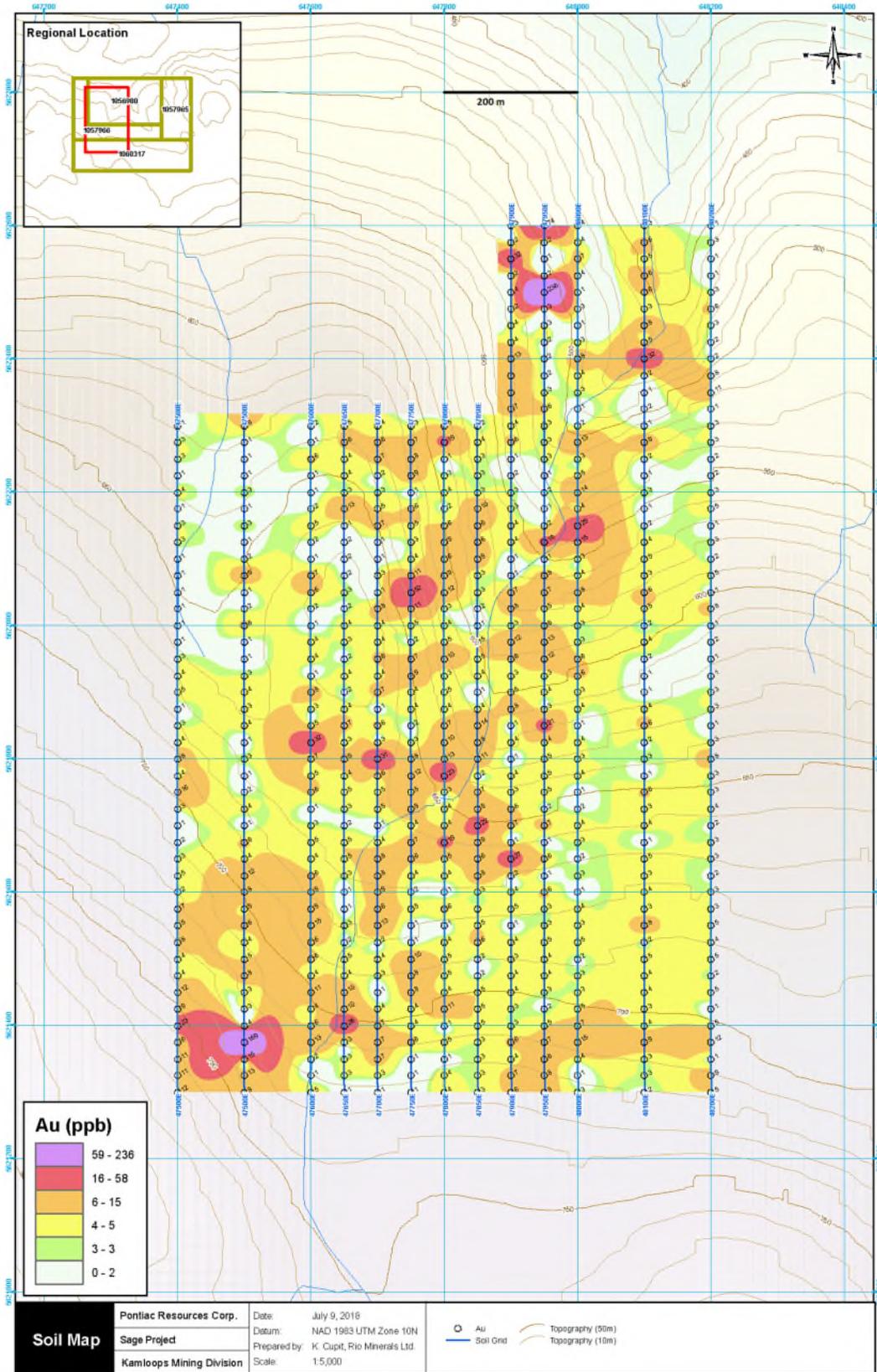


Figure 8: Arsenic in Soils

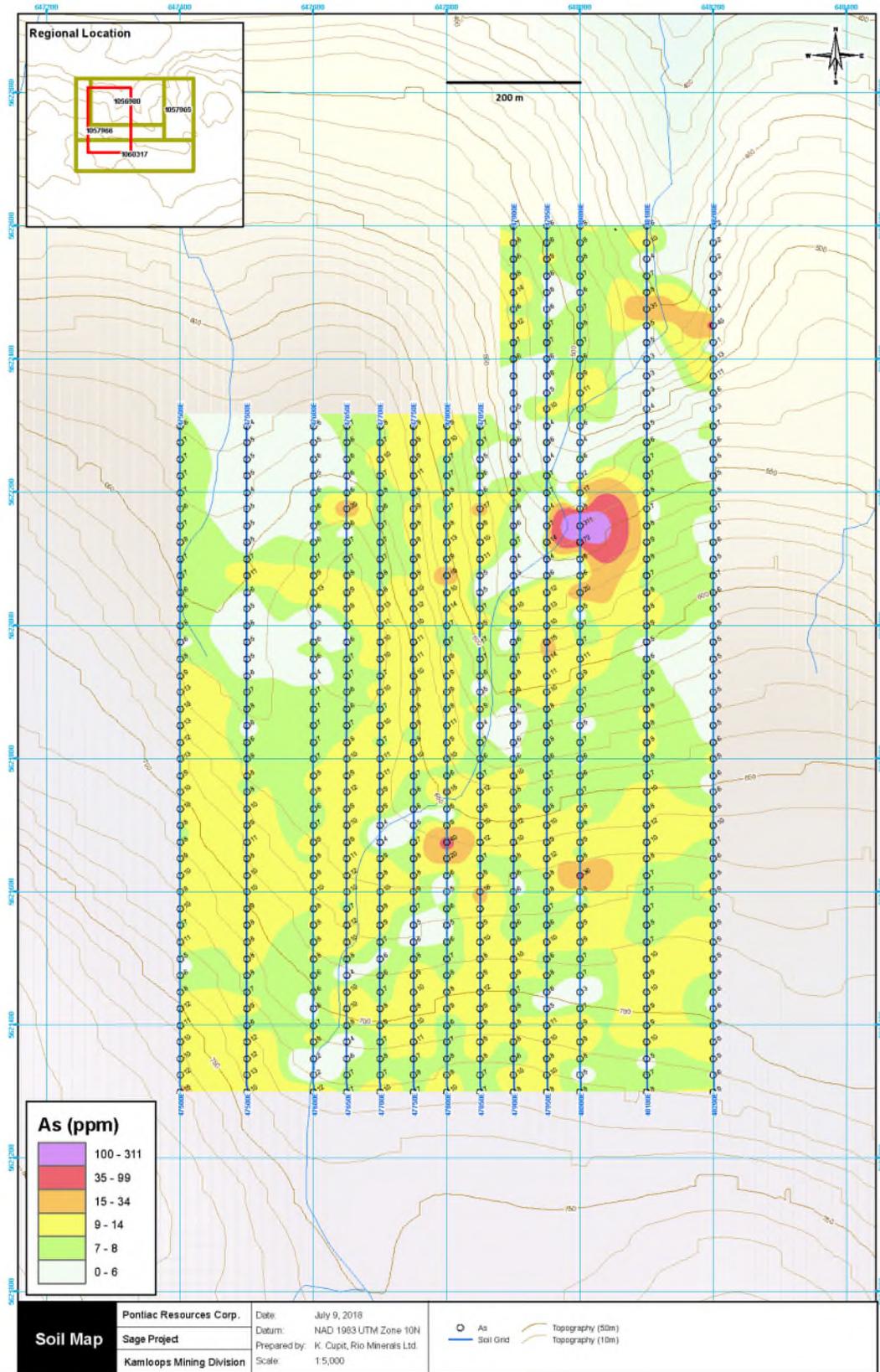


Figure 9: Copper in Soils

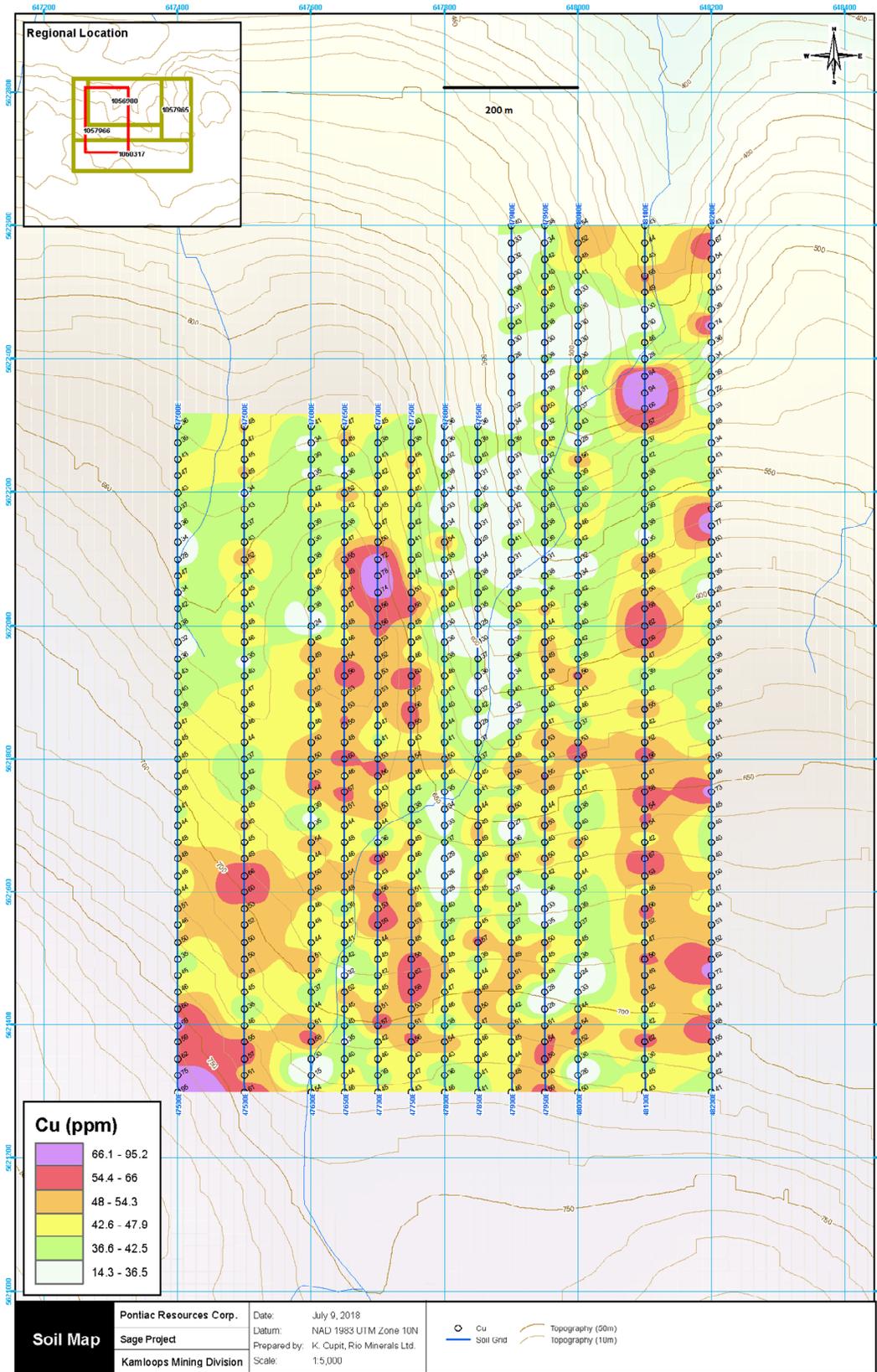


Figure 10: Mercury in Soils

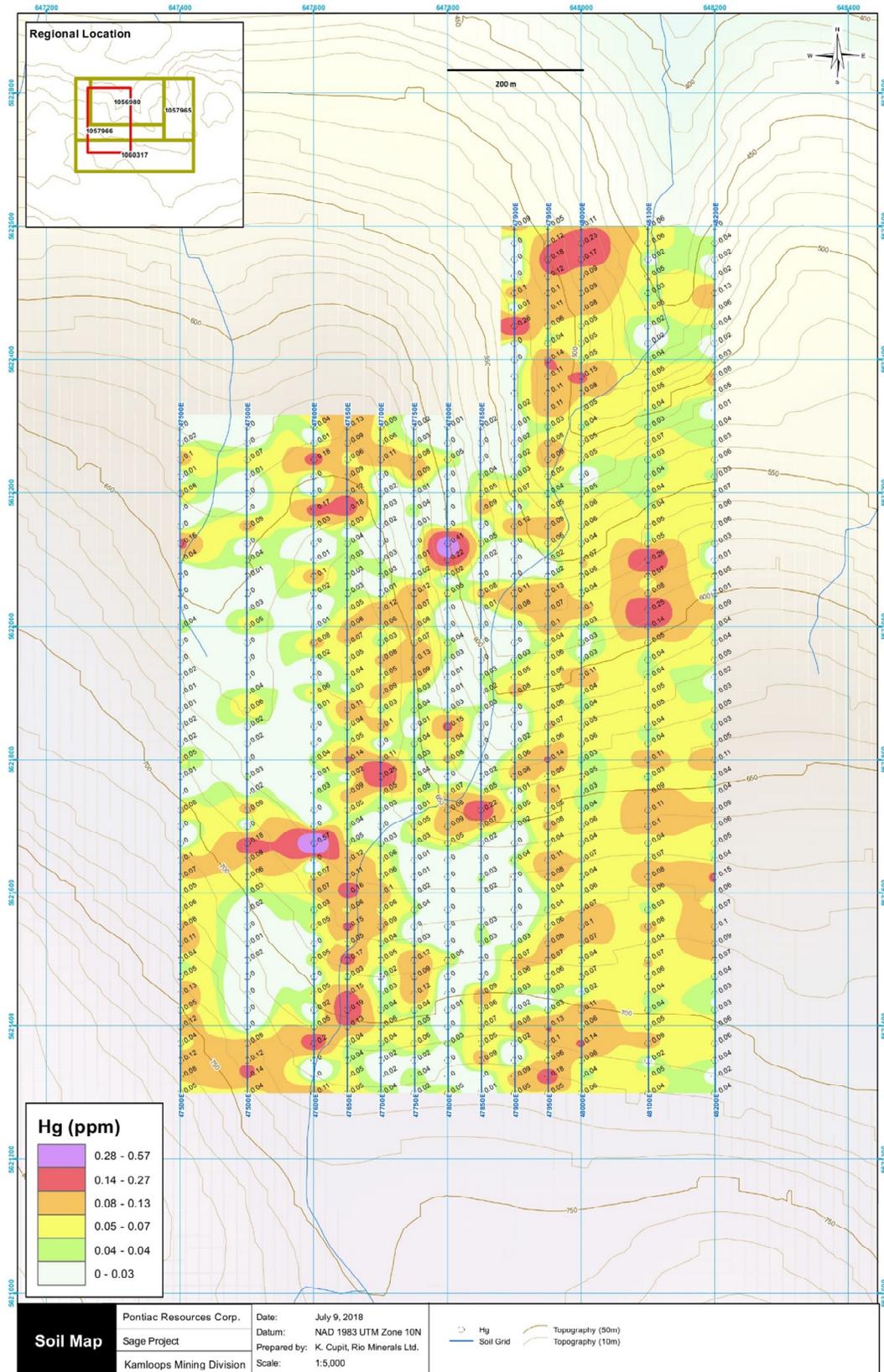
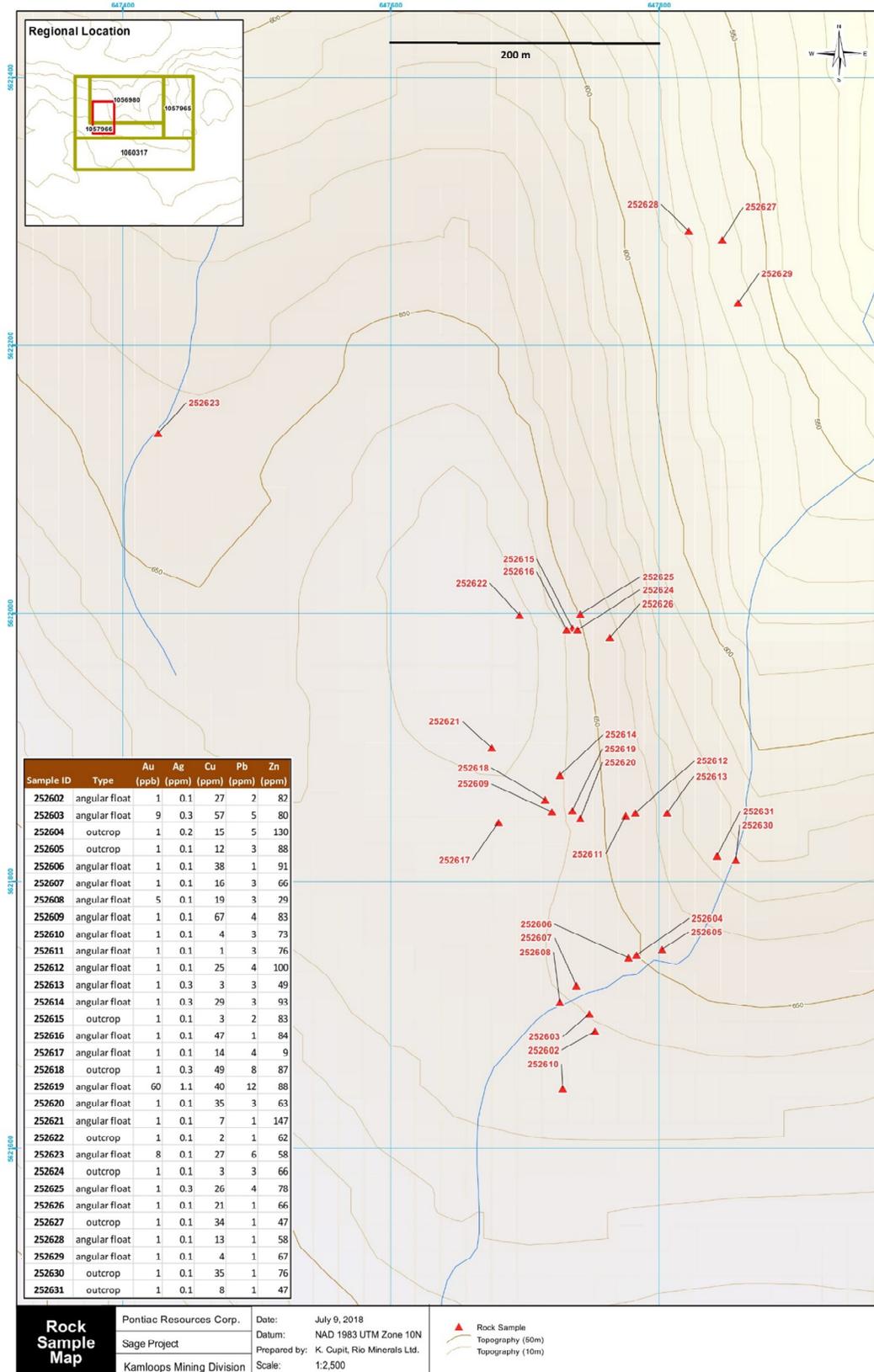


Figure 11: Rock Results



Ground Geophysics

A program of ground magnetics was carried out on the Sage Property during the period from March 20-30, 2019. An effective total of 43.524 line-kilometres of data was acquired in 11 days of field work. Data was acquired on east-west traverses at 50 metre intervals using a GSM-19 walking magnetometer (GEM Systems, Canada) using a 2-second sampling rate yielding an average reading separation of 1.5 m. Diurnal activity was monitored using a GSM-19 magnetometer in base station mode; the diurnal or 'basemag' readings were subsequently merged with the rover readings in order to apply the appropriate diurnal corrections. (Figure 12: Total Magnetic Intensity: Total Magnetic Intensity)

A structural interpretation was undertaken based on the magnetic data; a series of value-added magnetic derivatives and multiscale edge detection guided this process.

The analysis of lineaments is of fundamental importance to understanding geological structures and the stress regimes in which they are produced. Multi-scale edge detection was substantially developed by CSIRO in Perth in the late 1990s. It combines wavelet analysis, potential field edge detection, and upward continuation to attempt to recover the horizontal location of property contrast interfaces, and to characterize their extension in depth. The method is based on Fourier techniques for continuation, reduction-to-pole and total horizontal derivatives, coupled with automatic edge detection (Figure 13).

A synthesis of the structural elements as inferred from the magnetics is presented in Figure 13. The principal magnetic axes, determined from the peaks of the tilt derivative trends, are shown as mid-weight dashed lines. The edges of magnetic bodies (worms) are indicated by light-weight grey lines. An extension fault as mapped by the current BCGS digital geology (open file 2017-8) is shown as a mid-weight red line, with actual, suggested placement indicated by the red arrows. An east-west fault cutting through the NW-trending fabric is shown by a stylized, mid-weight black line.

Overall, the area surveyed reflects a NNW structural fabric as being predominant; note that the drainage of this area is similarly oriented with creeks and streams presumably influenced at least in part by the underlying structural weaknesses.

Notwithstanding the dominant trends, an inferred fault cuts through the centre at ~080°; structural offsets, disturbances are noted at several intersections, and may present opportunities for increased fracturing and possibly related mineralization. Some indication of similarly trending cross-cutting linears are also indicated, particularly to the south.

Figure 12: Total Magnetic Intensity

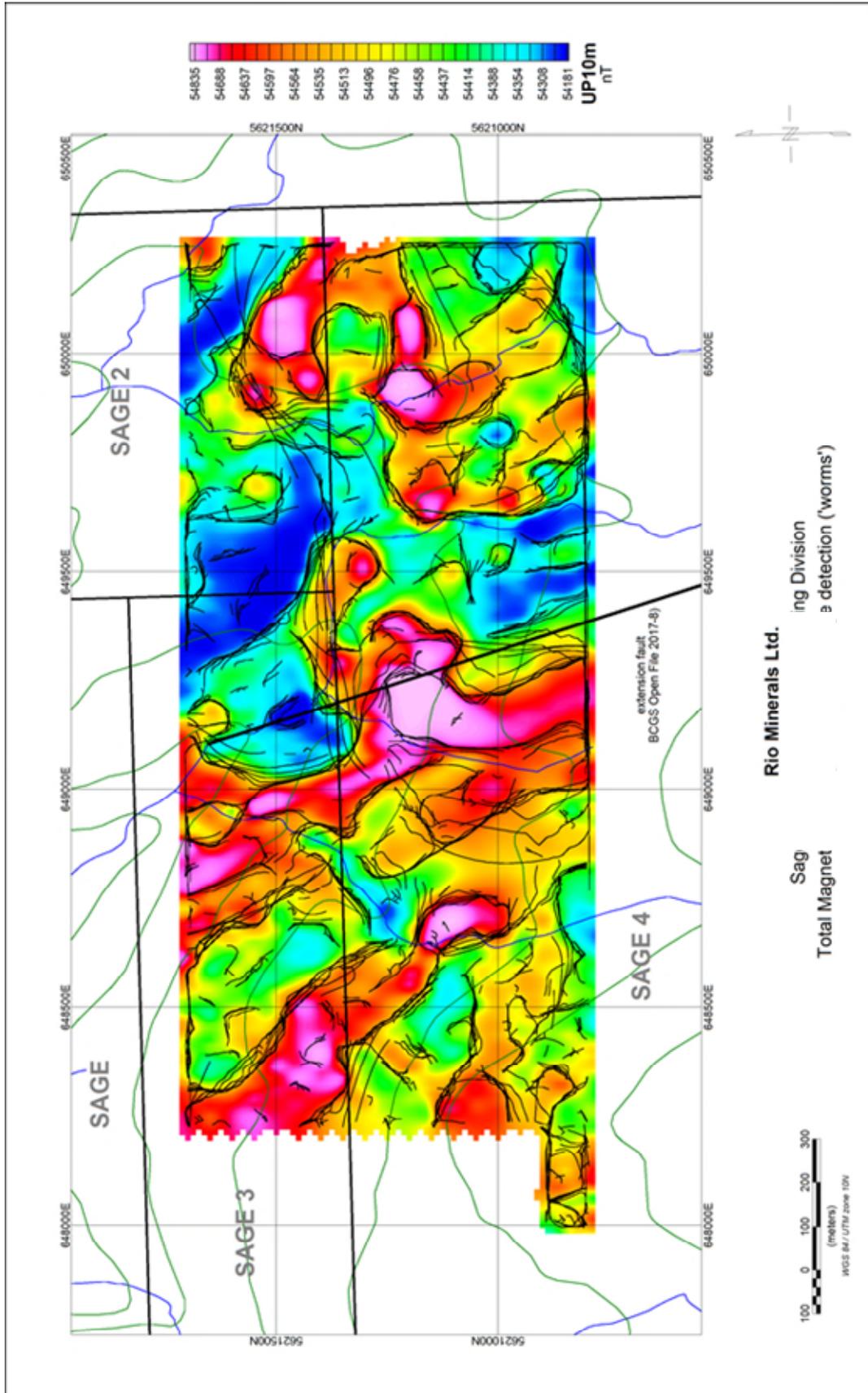
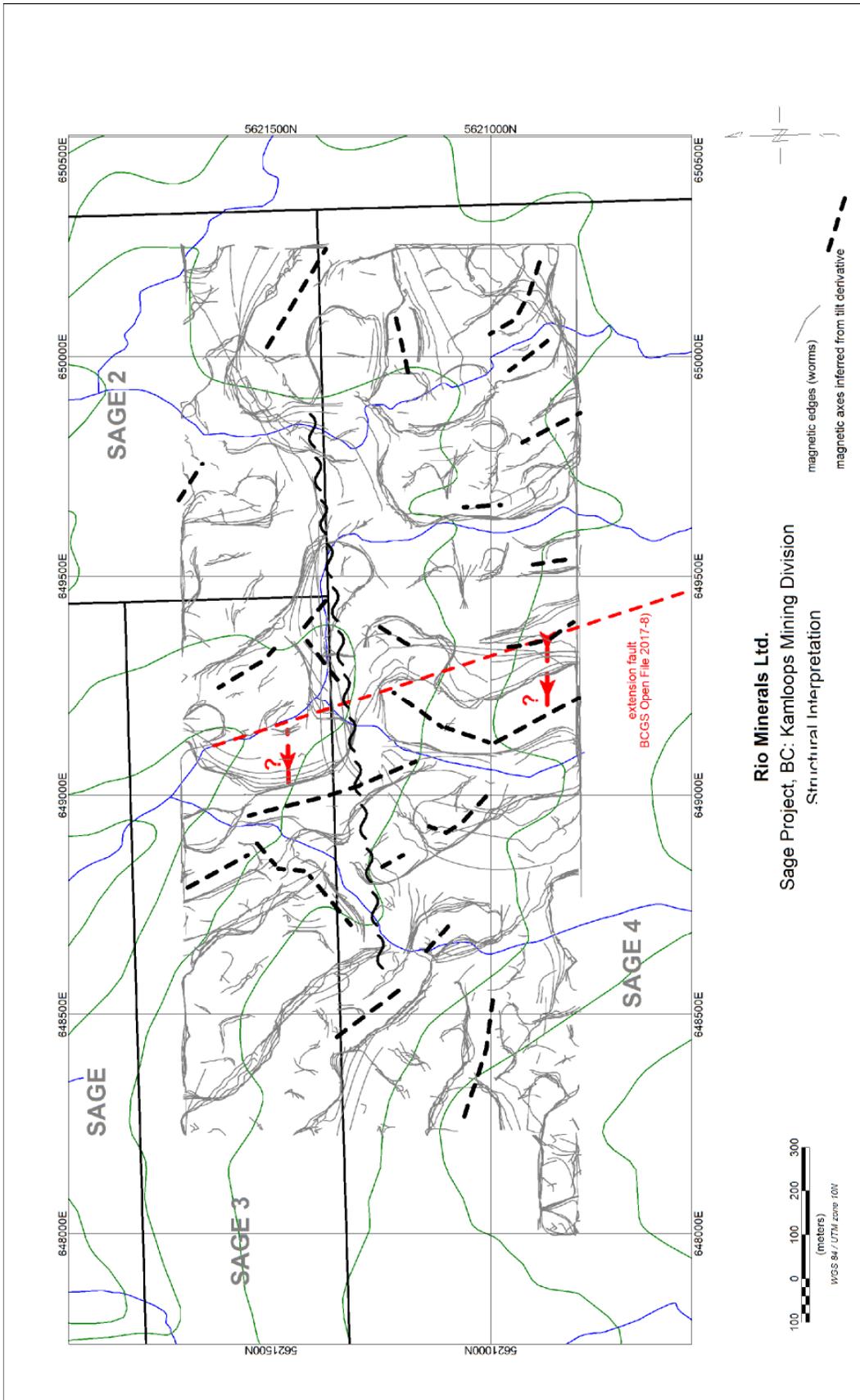


Figure 13: Structural Interpretation



Rio Minerals Ltd.
Sage Project, BC: Kamloops Mining Division
Structural Interpretation

DRILLING

Neither the Company nor its predecessor company, Pontiac, has performed drilling on the Sage Property to date.

SAMPLING PREPARATION, ANALYSES, AND SECURITY

The Company's rock and soil sampling program was carried out close to the town of Ashcroft, BC which is located approximately 28 kilometers to the west of the property. Access to the Sage Property was gained via four-wheel drive truck and ATV. The crew consisted of two soil samplers, crew chief, and one geologist (whom visited the property for approximately 4 days).

Sample information was collected at each site and recorded. A sample description was completed for each sample in the field, with categories such as sample number, location UTM coordinates, sample type, color, depth, texture, etc. This data was transferred from the field sheets to a portable computer in camp.

Soil samples were taken on the Sage Property during the 2018 program. Soil samples were taken along the grid lines every 25 metres from the B Horizon from a consistent depth of 35 cm with a shovel and spoon. The soil was placed in standard Kraft soil sample bags and labeled with the last five digits of their relative NAD 83 grid location, example – 54900N 54600E.

The thirty rock samples were reported to be collected by a geologist and were placed in marked poly bags which were then zap-strapped, placed in marked rice bags, double zap-strapped, and shipped directly via courier to Activation Laboratories (“**Actlabs**”) in Kamloops, British Columbia, (an accredited analytical laboratory pursuant to NI 43-101 (ISO/IEC 17025 Accredited (Lab 790) by the Standards Council of Canada).

The soil samples were dried and placed in marked poly bags which were then zap-strapped, placed in marked rice bags, double zap-strapped, and shipped directly via courier to Actlabs in Kamloops, BC.

All the soil and the rock samples underwent a 39 element ICP OES 30g, and Fire assays with AA finish for gold at Actlabs in Kamloops (an accredited laboratory ISO 9001:2008). Actlabs is independent of the Company, the vendor of the Sage Property and the Author of this report.

A witness sample of each rock sample has been retained as is available for viewing. All rock sample data has been recorded in an excel spread sheet and is available for viewing.

A QA/QC program was not undertaken on the 2018 exploration program designed by Rio.

The Author cannot comment on the quality control measures that may or may not have been taken by other companies during previous sampling programs that are discussed in the history section of this report. However, even with the absence of QA/QC programs, the author does not see any reason to question the quality, accuracy and security of the historical data.

At the current stage of exploration, the geological controls and true widths of mineralized zones are not known and the occurrence of any significantly higher-grade intervals within lower grade intersections has not been determined.

DATA VERIFICATION

During the Sage Property visit, the Author collected samples to test the repeatability of sample results obtained from previous sampling campaigns. The Author designed the sampling program as a verification measure.

The Author examined the Sage Property on May 7, 2018 with the Vendor of the Sage Property and the owner of Rio and he examined several locations on the Sage Property to determine the overall geological setting.

The Author took samples on the visit from five locations and these were delivered to Activation Laboratories Ltd. All samples underwent assay package 1E3 which includes 36 element ICP-OES analysis and Gold Fire Assay ICP-OES code 1A2-ICP. Actlabs is independent of the Company and the Author.

Figure 4 is the samples and historical drill hole locations collected by the author and the sample station which is repeats from the 2018 work program. Figure 4 shows the location of where the Author collected samples. **Table 4** illustrates select assays from the Author's site visit and the samples collected by AMV. The Author collected samples do appear to demonstrate repeatability of the data collected by AMV.

Table 4: Author Select Assays

Sample No	Nad83N	Nad83E	Comments	Resample	Au ppb	Ag ppm	Cu ppm	Mo ppm	Ni ppm	Hg ppm	Au ppb	Ag ppm	Cu ppm	Mo ppm	Ni ppm	Hg ppm
LW18-02	647649	5621476	1988 core storage poor condition, sample taken light brown, quartz	1988 core	< 2	< 0.2	23	< 1	23	< 1						
LW18-03	647693	5621996	silicification, carbonate, limonite, ankerite	252622	< 2	0.2	37	< 1	28	< 1	1	0.1	2	< 1	25	< 1
LW18-04	647738	5621986	silicification, carbonate, limonite, ankerite	252624	< 2	< 0.2	2	< 1	34	< 1	1	0.1	3	< 1	24	< 1
477500/ 21700N	647754	5621699	Soil	477500E/ 21700N	3	0.3	46	< 1	47		1	0.2	49.1	0.7	28.4	0.01
47800/ 21975N	647729	5621987	Soil	477330E/ 21975N	10	< 0.2	50	< 1	23	< 1	5	0.2	35.8	0.5	30.4	0.04
H-DDH	647754	5621686	Historical Drill Pad location													
H-DDH2	647657	5621996	Historical Drill Pad location													
Author Collected Data											Pontiac Resources Corp Data					

MINERAL PROCESSING AND METALLURGICAL TESTING

This is an early-stage exploration project and to date no metallurgical testing has been undertaken.

MINERAL RESOURCE ESTIMATE

There are no current mineral resources on the Sage Property.

ADJACENT PROPERTIES

As of June 11, 2018, a check of British Columbia mineral title online website indicates there are no adjacent mineral properties to the Sage Property.

OTHER RELEVANT DATA AND INFORMATION

The Author is not aware of any historical production on the Sage Property. The Author has not been informed by the Company of any environmental liabilities associated with the Sage Property. AMV is bound by the laws of the Province of British Columbia concerning environmental compliance.

INTERPRETATION AND CONCLUSIONS

The Sage Property straddles the Deadman Fault and splays off the fault. Movement along these faults has provided the loci for possible epithermal alteration and mineralization.

Where these systems cut the Triassic Nicola rocks, carbonate alteration of the andesites predominates; where the faults cut Tertiary felsic volcanic rocks, quartz-sericite-pyrite alteration is developed.

Quartz veins hosted by carbonate alteration in the Nicola Group generally contain geochemically anomalous amounts of gold but the economic potential of this type of exploration target appears limited.

The alteration and mineralization hosted by Tertiary volcanic rocks on historical C Grid is a very attractive exploration target and warrants further work.

The alteration observed on historical C Grid is a phyllic alteration of felsic volcanic rocks. Based on epithermal models, phyllic alteration may represent too high a temperature regime for gold deposition. Therefore, further stepping out from diamond drill hole 88IG-4 is required.

Once again as in 1989 generally the soil survey results were disappointing. This is probably due to the 1989 identification of a caliche horizon in the soil. The historical identified caliche horizon which may have acted as a chemical barrier during supergene enrichment of the B horizon. Based on two separate soils surveys the one in 1989 and the 2018 standard B horizon soil sampling do not appear to be an effective tool for mineral exploration.

RECOMMENDATIONS

In the Author's opinion, the character of the Sage Property is sufficient to merit the following work program:

The suggested work program includes a compilation of all historical geological, geophysical, and geochemical data available for the Sage Property, and the rendering of this data into a digital database in GIS formats for further interpretation. This work will include geo-referencing historical survey grids, samples, trenches, geophysical survey locations, and detailed Sage Property geological maps;

Further work on the eastern side of the claims, near the Tertiary hosted alteration, is strongly recommended. In order to test and map more of the alteration seen on historical C grid, a grid extension to the south is necessary.

Due to very limited outcrop and caliche horizon, further geophysical surveying is crucial. Historically, magnetometry has been moderately successful at delineating the structure. Further magnetic surveys on an extended grid may locate more alteration. The use of modern induced polarization ground geophysics would provide information to identify mineralization

In order to continue to evaluate the economic potential of the Sage Property, a program of induced polarization ground geophysics and mapping and small back pack drill testing program is warranted. The expected cost of the program is \$201,060 CDN.

Table 5: Proposed Budget

Item	Unit	Rate	Number of Units	Total (\$)
Creation of GIS Database	Lump Sum	\$10,000	1	\$ 10,000
Induced Polarization Survey Crew and Gear	days	\$6,500	15	\$ 97,500
Backpack drill and operator	days	\$1,200	10	\$ 12,000
Backpack drill helper	days	\$350	10	\$ 3,500
Geologist	days	\$800	22	\$ 17,600
Helper	days	\$500	20	\$ 10,000
ATC	days	\$100	20	\$ 2,000
Truck	days	\$150	20	\$ 3,000
Assays	sample	\$40	200	\$ 8,000
Reports	Lump Sum	\$10,000	1	\$ 10,000
Hotel and Food for Crews	days	\$150	40	\$ 6,000
Field supplies/Safety Supplies		\$3,500		\$ 3,500
Contingency 10%				\$ 17,960
TOTAL (CANADIAN DOLLARS)		Subtotal		\$ 201,060

USE OF PROCEEDS AND AVAILABLE FUNDS

The following tables set out the funds available to the Company upon completion of the Offering and how the Company expects to use such funds:

Upon completion of the Offering, the Company will have the following funds available for its future use:

<u>Source of Funds</u>	<u>Amount upon Closing</u>
Gross Proceeds of Offering ⁽¹⁾	\$400,000
Less: Agent's Commission ⁽¹⁾	\$32,000
Less: Corporate Finance Fee	\$22,000
Less: Costs and Expenses of Offering	\$52,000
Net Proceeds of Offering	\$294,000
Add: Estimated Working Capital as at June 30, 2019	\$106,428
Total available funds	\$400,428

Note:

- (1) Assuming no exercise of the Over-Allotment Option.

The Company expects to use the net proceeds of the Offering and other available funds as follows:

<u>Use of Available Funds</u>	<u>Amount</u>
Recommended Sage Property Exploration Program ⁽²⁾	\$201,060
Estimated general and administrative expenses for 12 months ⁽¹⁾	\$72,000
Unallocated working capital	<u>\$127,368</u>
Total	\$400,428

Notes:

- (1) Estimated based on the following amounts: professional fees of \$18,000, \$18,000 in rent, transfer agent and filing fees of \$17,000, office expenses of \$9,000 and \$10,000 in miscellaneous expenses.
- (2) Refers to the recommended exploration program contained in the Report.

UNALLOCATED FUNDS

Unallocated funds from the Offering and from the exercise of the Over-Allotment Option and any Agent's Warrants will be added to the working capital of the Company, and will be expanded at the discretion of management.

STATED BUSINESS OBJECTIVES AND MILESTONES

Completion of the recommended work program on the Sage Property, as set out in the Report, represent the business objectives and milestones of the Company.

The recommended work program on the Sage Property will be contingent on the Closing of this Offering to provide funds necessary for such activities outlined above. It is expected that the recommended exploration program can be completed by the end of 2019. In the event that the results of the recommended exploration program do not warrant further exploration activity, the Company will revise its business plan and objectives, which revision may include the acquisition of additional mineral properties or joint ventures with other exploration or mining companies. Such activities will also likely require that the Company raise additional capital. There can be no assurance that the Company can raise such additional capital if and when required.

The Company intends to spend the funds available to it consistent with the “*Use of Proceeds*” section of this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives. Accordingly, the Company cannot specify with certainty all of the particular uses for the net proceeds to be received upon the completion of the Offering, and the amounts it actually spends could vary from the amounts set forth above. The amounts actually allocated and spent will depend upon a number of factors, including the Company’s ability to execute its business strategy, prevailing industry and market conditions and the results of exploration programs. As well, from time to time the Company expects to evaluate and execute, as appropriate, potential acquisitions of properties or strategic relationships. Accordingly, management will retain broad discretion to allocate the Company’s net proceeds of the Offering.

MANAGEMENT’S DISCUSSION AND ANALYSIS

The following management’s discussion and analysis (“**MD&A**”) for the year ended April 30, 2019 should be read in conjunction with, audited financial statements of the Company as at April 30, 2019 and for the year ended April 30, 2019, together with the auditor’s report thereon, and the notes thereto, appearing elsewhere in this Prospectus, as well as the disclosure contained throughout this Prospectus.

The following discussion contains forward-looking information that involve numerous risks and uncertainties. Actual results of the Company could differ materially from those discussed in such forward-looking information as a result of these risks and uncertainties, including those set forth in this Prospectus under the headings “*Risk Factors*” and “*Notice to Investors – Cautionary Statement Regarding Forward-Looking Information*”.

RESULTS OF OPERATIONS FOR THE YEAR ENDED APRIL 30, 2019

For the year ended April 30, 2019, the Company recorded a net loss of \$146,244 due primarily from \$122,500 in share based payments to directors and officers as well as \$20,398 in professional fees.

LIQUIDITY, CASH FLOWS AND CAPITAL RESOURCES FOR THE YEAR ENDED APRIL 30, 2019

	Year Ended April 30, 2019
Sources and Uses of Cash	
Cash used in operations prior to changes in working capital	\$ (28,711)
Changes in non-cash working capital	
GST recoverable	(2,422)
Accounts payable	(2,545)
Cash provided by operating activities	\$ (28,711)
Cash used in investing activities	\$ (45,950)
Cash provided by financing activities	\$ 202,500
Change in cash	\$ 127,839

Operating Activities

For the year ended April 30, 2019, cash used in operating activities, prior to changes in non-cash working capital, was \$(28,711). For the year ended April 30, 2019, non-cash working capital deficiency was \$4,967 as a result of GST recoverable of \$(2,422) and accounts payable and accrued liabilities of \$(2,545). For the year ended April 30, 2019 cash used in operating activities was \$(28,711). The estimated operating costs outlined in the “*Use of Proceeds*” are designed to facilitate the Company meeting its business objectives.

Investing Activities

For the year ended April 30, 2019, cash used in investing activities was \$45,950, which primarily reflects expenditures on mineral property interests.

Financing Activities

For the year ended April 30, 2019, cash provided by financing activities was \$202,500, which primarily relates to private placements completed during the year.

The Company's principal source of liquidity is cash which is raised by way of the sale of common shares from treasury. The funds raised from this Prospectus will be used consistent with the "Use of Proceeds" section of this Prospectus.

At April 30, 2019, the Company had working capital of \$119,015 which consisted of current assets of cash totaling \$127,839 and \$6,221 in GST recoverable. Current liabilities include accounts payable and accrued liabilities of \$3,045 and a loan payable to a related party of \$12,000.

Since inception, the Company's capital resources have been limited to amounts raised from the private sale of Common Shares in the Company. At the current rate of expenditure, the Company has sufficient working capital to meet its ongoing administrative costs.

To date, the Company has relied entirely upon the sale of Common Shares to provide working capital to fund the administration of the Company. The Company's access to additional capital may not be available on terms acceptable or at all. As the Company relies on equity financings to continue into the future, current market conditions could make it difficult or impossible for the Company to raise necessary funds to meet its longer term capital requirements. If the Company is unable to obtain financing, it could seek multiple solutions including, but not limited to, credit facilities, asset sales or debenture issuances.

ANNUAL FINANCIAL INFORMATION

The financial statements have been prepared in accordance with IFRS for the fiscal year ended April 30, 2019, and are expressed in Canadian dollars.

	Year Ended April 30, 2019
	\$
Operations:	
Revenues	-
Net income (loss)	(146,244)
Net income (loss) per share – Basic	(0.04)
Net income (loss) per share – Diluted	(0.04)
Balance Sheet:	
Working capital	119,015
Total current assets	134,060
Total liabilities	(15,045)

Related Party Disclosures

As at April 30, 2019, \$12,000 is due to Earls Cove Financial Corp., a company controlled by a director of the Company. The loan payable is non-interest bearing, unsecured and has no formal terms of repayment.

During the year ended April 30, 2019, the Company issued share-based payments of \$122,500 to its directors and officers.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

COMMITMENTS

The Company has no commitments.

OUTSTANDING SHARE DATA

	Number of Common Shares Outstanding (Diluted)
Outstanding as at April 30, 2019	8,500,000
Common Shares reserved for issuance pursuant to share purchase options outstanding	850,000
Common Shares outstanding - fully diluted	9,350,000

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues (if applicable) and expenditures during the reporting period.

ACCOUNTING STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET ADOPTED

The following new standards and standards changes have been issued but are not yet adopted:

IFRS 16 Leases. In January 2016, the IASB issued IFRS 16 which replaces IAS 17 – Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15.

DIRECTORS AND EXECUTIVE OFFICERS

NAME, OCCUPATION AND SECURITY HOLDINGS

The following table sets forth information regarding the Company's current directors and executive officers. Each director of the Company holds office until the next annual general meeting of the shareholders of the Company or until his successor is duly elected or appointed.

Name, Province and Country of Residence	Position/Title	Date of Appointment	Principal Occupation	Common Shares Beneficially Owned, Controlled or Directed
Qiang Sean Wang British Columbia, Canada	President, Chief Executive Officer and Director ⁽¹⁾	January 31, 2019	Chartered Financial Analyst; President and CEO of the Corporation from May 1, 2018 to present; Partner, China Youth Holding Group from January 2018 to January 2019; Chief Investment Officer, Sun Seven Stars Investment Group, December 2016 to December 2017; Managing Director, Beijing Nanbel Huijin Investment Company Limited, from January 2015 to November 2016; CEO and Managing Director, DragonTech Ventures Management Limited from March 2000 to December 2014.	3,610,000 42.5%
Jerry A. Minni ⁽²⁾ British Columbia, Canada	Chief Financial Officer, Corporate Secretary and Director ⁽¹⁾	January 31, 2019	Certified General Accountant since 1988; Chief Executive Officer of Mcorp Investment Group, a private investment company, since 1992.	345,000 4.1%
Brett Kagetsu ⁽²⁾ British Columbia, Canada	Director ⁽¹⁾	January 31, 2019	Lawyer at Gowling WLG (Canada) LLP, an international law firm, since 1999.	150,000 1.8%
David Forest British Columbia, Canada	Director ⁽¹⁾	January 31, 2019	Writer for Casey Research, a financial newsletter service, since May 2017; former Director of Nordic Gold Inc. from September 2013 to 2019; formerly a writer for Street Authority from June 2013 to April 2016 and Resource World Magazine from January 2013 to June 2013.	150,000 1.8%
Michael Dake ⁽²⁾ British Columbia, Canada	Director ⁽¹⁾	March 12, 2019	Self-employed businessman; President of Creston Capital Corp. since February 2010; Director and/or Officer of a number of reporting issuers.	245,000 2.9%

Notes:

- (1) Each director shall continue to hold office until his or her successor is elected or appointed or until he or she otherwise ceases to hold office in accordance with the Articles of the Company and the *Business Corporations Act* (British Columbia).
- (2) Denotes a member of the Audit Committee of the Company.

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, or control or direct, directly or indirectly, an aggregate of 4,500,000 Common Shares, which is equal to 52.9% of the Common Shares issued and outstanding as at the date of this Prospectus and will exercise control and direction over 4,500,000 Common Shares representing 36% of the issued and outstanding Common Shares upon completion of the Offering (assuming no Stock Options or Agent's Warrants are exercised, and assuming no participation by the directors and executive officers in the Offering). Additional biographical information for each member of the Board and the executive officers of the Company is set out below.

Qiang Sean Wang, age 57 – President, Chief Executive Officer and Director

Mr. Qiang Sean Wang is a Chartered Financial Analyst and former P. Eng. He is a Partner of China Youth Holding Group from January 2018 to January 2019. Mr. Wang was a former director of Seven Stars Cloud Group, Inc. (SSC) (formerly, Wecast Network, Inc.), a Nasdaq listed company that was a premium content video on demand service provider with primary operations in the People's Republic of China. Mr. Wang was the former Chief Investment Officer of Sun Seven Stars Investment Group from December 2016 to December 2017 and was a former Managing Director of Beijing Nanbel Huijin Investment Company Limited, from January 2015 to November 2016. Mr. Wang was also the CEO and Managing Director, of DragonTech Ventures Management Co, Ltd., a venture capital firm, during the period March 2000 to December 2014. Mr. Wang has been a charter holder of a Chartered Financial Analyst awarded by the CFA Institute since 2011. Mr. Wang held a professional engineer designation from Engineers and Geoscientists British Columbia from 1992 to 2012. Mr. Wang received a Ph.D. in electrical and computer engineering from University of Victoria. Mr. Wang will devote 20% of his time to the Company or such greater amount of time as is necessary.

Mr. Wang has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Wang is not an independent contractor of the Company.

Jerry A. Minni, age 59 – Chief Financial Officer, Corporate Secretary and Director

Mr. Minni has over 34 years expertise in the administration, management and finance of public and private companies. Mr. Minni is the Chief Executive Officer of Mcorp Investment Group, a private investment company. Mr. Minni has been a director and/or officer of approximately 33 reporting issuers, including Director and CFO of Nexco Resources Inc. from December 2012 to May 2018; Director and CFO of Apac Resources Inc. from May 2011 to January 2018; Director of Whitewater Capital Corp. from Dec 2014 to June 2017; Director of Portola Resources Inc. from April, 2010 to May 2016; CFO and Director of Universal Ventures Inc. from March, 2011 to October 13, 2017; CFO and Director of Portofino Resources Inc. from June, 2011 to July 2016; CFO and Director of Montego Resources Inc. from July 2012 to July 2016; CFO of ArcPacific Resources Corp. from March, 2011 to June, 2015; CFO and Director of Golden Peak Minerals Inc. from April, 2011 to June 2015; CFO and Director of Graphene 3D Labs Inc. from January, 2011 to August, 2014; and CFO and Director of Noka Resources Inc. from December, 2010 to June, 2014. Mr. Minni earned a Certified General Accountant degree from the C.G.A. Association of British Columbia and the C.G.A. Association of Canada in 1988. Mr. Minni will devote 5% of his time to the Company or such greater amount of time as is necessary.

Mr. Minni has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Minni is not an independent contractor of the Company.

Brett Kagetsu, age 49 – Director

Mr. Kagetsu is a corporate finance and securities lawyer who is a partner in Gowling WLG (Canada) LLP's Vancouver office and is the former vice-chair of the firm's Corporate Finance, M&A and Private Equity Practice Group. He has over 20 years' experience in financings, stock exchange listings and merger transactions. Mr. Kagetsu has served as a corporate secretary and/or director of approximately six reporting issuers. Mr. Kagetsu holds a Bachelor of Commerce degree and a Bachelor of Laws degree from the University of British Columbia. Mr. Kagetsu will devote 10% of his time to the Company or such greater amount of time as is necessary.

Mr. Kagetsu has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Kagetsu is not an independent contractor of the Company.

David Forest, age 41 – Director

Mr. Forest is a writer for Casey Research, a financial newsletter service, and has served in that capacity since May 2017. He has over nine years' experience in stock exchange listed companies. Mr. Forest is a former director of Nordic Gold Inc. from September 2013 to 2019. Formerly, Mr. Forest was a writer for StreetAuthority during the period June 2013 to April 2016 and Resource World Magazine during the period January 2013 to June, 2013. Mr. Forest was the Chief Operating Officer and a director of Sunward Resources ULC during the period September 2009 to December 2012 and Chief Executive Officer during the period July 2010 to November 2012. Mr. Forest holds a Bachelor of Geology degree from the University of Alberta. Mr. Forest will devote 10% of his time to the Company or such greater amount of time as is necessary.

Mr. Forest has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Forest is not an independent contractor of the Company.

Mr. Michael Dake, age 45 - Director

Mr. Dake is a corporate executive who is currently a director of five companies listed on the TSXV. He has served as a director of Cayenne Capital Corp. since May 2015 and he also serves as its President and CEO. He is also a director and CEO of 66 Resources Corp. since May 2017. He has served as a director of Cricket Resources Inc. since June 2008 and Pure Energy Minerals Inc. since March 2012. He is a former director of Trinity Valley Energy Corp. Mr. Dake will devote 10% of his time to the Company or such greater amount of time as is necessary.

Mr. Dake has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Dake is not an independent contractor of the Company.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Save and except as set forth below, none of the Company's directors or executive officers is, as at the date of this Prospectus, or has been within the ten years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any company (including the Company) that was subject to one of the following orders, that was in effect for a period of more than 30 consecutive days:

- (a) a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation that was issued while the director, chief executive officer or chief financial officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Kagetsu served as a director of Finore Mining Inc. ("**Finore**"). On May 2, 2016, the British Columbia Securities Commission (the "**BCSC**") issued a Management Cease Trade Order (the "**MCTO**") in respect of Finore as a result of Finore not having filed annual audited financial statements for the year ended December 31, 2015 and Management's Discussion and Analysis in respect thereof. Mr. Kagetsu resigned as a director of Finore in July, 2016. The BCSC subsequently revoked the MCTO on August 18, 2016.

None of the Company's directors or executive officers, or shareholders holding a sufficient number of securities to materially affect control of the Company:

- (a) is, as at the date of this Prospectus, or has been within the ten years before the date of this Prospectus, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, 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;

- (b) has, within the ten years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or 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 the shareholder; or
- (c) has been subject to 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 has been subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

CONFLICTS OF INTEREST

Some of the directors and officers of the Company are or may be engaged in business activities on their own behalf and on behalf of other companies and situations may arise where some of the directors or officers may be in potential conflict of interest with the Company. Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* (British Columbia).

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 in respect of any matter, any director in a conflict will disclose his interest and abstain from voting on such matter.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Prospectus, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company which is owing to the Company or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company and no associate of such persons:

- (a) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company; or
- (b) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company,

whether in relation to a securities purchase program or other program or otherwise.

EXECUTIVE COMPENSATION

EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS

Management services will be provided to the Company by companies controlled by the respective executive officers. As at the date of this Prospectus, the Company has not entered into any management contracts with any executive officers. The Company anticipates that it will enter into management contracts with its executive officers within the following twelve-month period.

PROPOSED ELEMENTS OF EXECUTIVE COMPENSATION

It is proposed that a combination of fixed and variable compensation will be used to motivate executive officers to achieve overall corporate goals. For the ensuing years, the Company anticipates two basic components of executive

officer compensation: fixed cash remuneration and Stock Option-based compensation pursuant to the Plan. As at the date of this Prospectus, the Company does not have any formal annual discretionary cash bonuses, perquisites or personal benefits programs.

Fixed cash remuneration will comprise of total cash-based compensation. Stock Option-based compensation represents compensation that is “at risk” and thus may or may not be paid to the respective executive officer depending on the market performance of the Common Shares. To date, no specific formula has been developed to assign a specific weighting to this component. Instead, the Board considers the factors discussed below and the Company’s performance and will assign compensation based on this assessment. In determining the total compensation of any executive officer, the Board will consider all elements of compensation in total rather than one element in isolation.

It is anticipated that the Board will approve the cash remuneration ranges for the executive officers. The base remuneration review for each executive officer will be based on an assessment of factors such as current competitive market conditions and particular skills, such as leadership ability, management effectiveness, experience, responsibility and proven or expected performance of the particular individual.

PROPOSED EXECUTIVE COMPENSATION PHILOSOPHY AND OBJECTIVES

The Company’s principal goal is to create value for its shareholders. The Company’s compensation philosophy reflects this goal and is based on the following fundamental principles:

1. compensation programs align with shareholders’ interests – the Company aligns the goals of executives with maximizing long-term shareholder value;
2. performance sensitive – compensation for executive officers should be linked to operating and market performance of the Company and fluctuate with the performance; and
3. offer market competitive compensation to attract and retain talent – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing executive officers who are performing according to their objectives and to attract new individuals of the highest calibre.

The objectives of the Company in compensating all executive officers will be developed based on the above-mentioned compensation philosophy and are as follows: to attract, motivate and retain highly qualified executive officers; to align the interests of executive officers with Shareholders’ interests by making long-term, equity-based incentives through the granting of Stock Options and evaluating executive performance on the basis of key measurements that correlate to long-term shareholder value; and to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

COMPETITIVE COMPENSATION

The Company is dependent on individuals with specialized skills and knowledge related to the exploration for, and the development of, mineral prospects, corporate finance, corporate secretarial and management. The Company seeks to attract, retain and motivate highly skilled and experienced officers by providing competitive compensation. The Board may review other compensation practices and from time to time may consult external, independent advisors who specialize in the area of compensation prior to making its decision. Although the Board will review each element of compensation for market competitiveness, and it may weigh a particular element more heavily based on the executive officer’s role within the Company, it is primarily focused on remaining competitive in the marketplace with respect to total compensation.

OPTION-BASED AWARDS

The Company has no long-term incentive plan other than the Plan. The Plan provides for the grant of Stock Options to directors, officers, employees, advisors and consultants of the Company. The purpose of the Plan is to provide an incentive for directors, officers, employees, advisors and consultants of the Company to directly participate in the Company’s growth and development by providing them with the opportunity through Stock Options to purchase

Common Shares. The grant of Stock Options advances the interests of the Company and its shareholders through the motivation, attraction and retention of these individuals. See “*Stock Option Plan*” below for more information.

To date the Board has, and going forward will, determine the ranges of Stock Option grants for each level of directors, officers, employees, advisors and consultants to whom it recommends that grants be made. The Board will make decisions regarding the amounts and terms of Stock Option grants for the directors, officers, employees, advisors and consultants. Individual grants are determined by an assessment of an individual’s current and expected future performance, level of responsibilities and the importance of the position and contribution to the Company.

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

- parties who are entitled to participate in the Plan;
- the exercise price for each Stock Option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the TSXV from the market price of the Common Shares on the date of grant;
- the date on which each Stock Option is granted;
- the vesting period, if any, for each Stock Option;
- the other material terms and conditions of each Stock Option grant; and
- any re-pricing or amendment to a Stock Option grant.

For information about the outstanding Stock Options of the Company see – “*Stock Options to Purchase Securities*”.

STOCK OPTION PLAN

The Company adopted the Plan which provides that the Board may from time to time, in its discretion and in accordance with TSXV requirements, grant to directors, officers, employees and consultants of the Company and its affiliates, non-transferable stock options (“**Stock Options**”) to purchase Common Shares, provided that the total number of Common Shares reserved for issuance will not exceed 2,400,000 Common Shares representing 20% of the issued and outstanding Common Shares at the time the Plan was approved. Such Stock Options will be exercisable for a period of up to 10 years from the date of grant. In connection with the foregoing, the maximum number of Common Shares reserved for issue to any one person under the Plan cannot exceed 5% of the issued and outstanding number of Common Shares at the closing of the Offering and the maximum number of Common Shares reserved for issue to a consultant or a person engaged in investor relations activities cannot exceed 2% of the issued and outstanding number of Common Shares at the date of the grant. The Plan is subject to shareholder and TSXV approval upon such time the number of Common Shares reserved for issuance under the Plan is amended.

Stock Options are non-assignable and non-transferable. If an optionee (the “Optionee”) ceases to be employed by the Company or ceases to act as a director or officer of the Company (other than termination for cause), any Option held by such Optionee will expire within ninety (90) days of termination of employment or technical consulting arrangement or holding office as a director or officer of the Company and, in the case of death, expire within one year thereafter. Upon death, the Stock Options may be exercised by legal representatives or designated beneficiaries of the holder of the Option. In the event of termination for cause, the option shall terminate and shall cease to be exercisable upon such termination for cause. In the event that the Optionee shall cease to be a director, employee or consultant by reason of such Optionee’s disability, any Stock Options held by such Optionee that have vested and that could have been exercised immediately prior to such cessation shall be exercisable by such Optionee, or by his guardian, for a period of thirty (30) days following the date of such cessation, and, in the case of death within that thirty (30) days period, expire within thirty (30) days thereafter.

The Plan was adopted by the Board on June 5, 2019. The Company has applied to list the Common Shares being distributed under this Prospectus on the TSXV. Listing will be subject to the Company fulfilling all listing requirements of the TSXV. Provided that the Common Shares are listed on the TSXV, the Company will submit the

Plan to shareholders for approval at the next annual general meeting of shareholders, and thereafter on a yearly basis, as required under TSXV policy.

STATEMENT OF CORPORATE GOVERNANCE

The Canadian securities regulatory authorities have issued corporate governance guidelines pursuant to National Policy 58-201 – *Corporate Governance Guidelines* (“NP 58-201” or the “**Corporate Governance Guidelines**”), together with certain related disclosure requirements pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”). The Corporate Governance Guidelines are recommended as “best practices” for issuers to follow. The Company recognizes that good corporate governance plays an important role in its overall success and in enhancing shareholder value and, accordingly, has adopted certain corporate governance practices which are reflective of the recommended Corporate Governance Guidelines. Set out below is a description of the Company’s approach to corporate governance.

BOARD OF DIRECTORS

The Board is comprised of Qiang Sean Wang, Jerry Minni, Brett Kagetsu, David Forest and Michael Dake, Qiang Sean Wang and Jerry Minni are not independent directors within the meaning of NI 58-101 because they also act as officers of the Company. Brett Kagetsu, David Forest and Michael Dake are independent directors within the meaning of NI 58-101.

OUTSIDE DIRECTORSHIPS

The following directors are also presently directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Director

Michael Dake

Name of Reporting Issuer

Cayenne Capital Corp.
66 Resources Corp.
Lot 49 Capital Corp.
Cricket Resources Inc.
Pure Energy Minerals Inc.

ORIENTATION AND CONTINUING EDUCATION

New directors are briefed on strategic plans, short, medium and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing Company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company’s size and current limited operations.

The skills and knowledge of the Board as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, the auditor and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management’s assistance. Board members have full access to the Company’s records.

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, as well as 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 such director in any material contract or material transaction, whether made or proposed to be made, 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, or (ii) is for indemnity or insurance for the benefit of the 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, then 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 must be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid liability or the contract or transaction being found invalid.

NOMINATION OF DIRECTORS

To date the Board has been responsible for identifying individuals qualified to become new Board members and recommending new nominees to the Board. The nominees are generally the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the Chief Executive Officer.

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 objectives and goals, and a willingness to serve.

DIRECTOR AND EXECUTIVE OFFICER COMPENSATION

Remuneration of the executive officers and the directors of the Company is determined by the Board. The Board also administers the Plan, including any option grants to the directors and officers. See "*Executive Compensation*".

COMPENSATION

Compensation Discussion & Analysis

The Company was not a reporting issuer at any time during the most recently completed financial period. It is expected that in the future the directors and officers of the Company, including the Named Executive Officers (as defined below), will be granted, from time to time, additional Stock Options in accordance with the Company's Stock Option Plan. See "*Stock Option Plan*" for a summary of the terms of the Plan. Given the Company's size and its stage of development, the Company has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. It is anticipated that once the Company becomes a reporting issuer, the Board will consider appointing such a committee and adopting such guidelines. The Company currently relies solely on Board discussion without any formal objectives, criteria and analysis to determine the amount of compensation payable to directors and all officers of the Company.

Philosophy

Compensation paid to the Named Executive Officers is based on the size and stage of development of the Company and reflects the need to provide incentive and compensation for the time and effort expended by the Named Executive Officers, while taking into account the financial and other resources of the Company, as well as increasing shareholder value.

The Company is a private junior mineral exploration company without revenue and therefore certain compensation factors were considered and not included within the compensation structure and philosophy. Some of the factors not considered were target share ownership guidelines, pension plans, specific target weightings, and percentage of compensation at risk.

The Company's executive compensation currently consists of long-term incentives in the form of participation in the Company's Stock Option Plan. Once the Company becomes a reporting issuer, it is expected that the Board will review the compensation of Named Executive Officers and make adjustments, if appropriate, to ensure that the compensation of the Named Executive Officers is commensurate with the services they provide.

Base Salary

It is expected that once the Company becomes a reporting issuer, base salary will be the principal component of executive compensation and the base salary for each executive officer will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable companies. Individual and corporate performance will also be taken into account in determining base salary levels for executives.

Option-based Awards

The Company believes that encouraging its officers and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's Stock Option Plan. Stock Options will be granted to management and employees taking into account a number of factors, including, base salary and bonuses and competitive factors.

The Stock Option component of compensation provided by the Company is intended to advance the interests of the Company by encouraging the directors, officers, employees and consultants of the Company to acquire shares, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs. Grants under the Plan are intended to provide long term awards linked directly to the market value performance of the Company's shares. The Board will review management's recommendations for the granting of Stock Options to management, directors, officers and other employees and consultants of the Company. Stock Options are granted according to the specific level of responsibility of the particular executive. The number of outstanding Options is also considered by the Board when determining the number of Stock Options to be granted in any particular year due to the limited number of Stock Options which are available for grant under the Plan.

Compensation Risk Assessment and Mitigation

The Board has considered the implications of the risks associated with the Company's compensation policies and practices. The Board is responsible for setting and overseeing the Company's compensation policies and practices. The Board does not provide specific monitoring and oversight of compensation policies and practices, but does review, consider and adjust these matters annually. The Company does not use any specific practices to identify and mitigate compensation policies that could encourage a Named Executive Officer or individual at a principal business unit or division to take inappropriate or excessive risks. These matters are dealt with on a case-by-case basis. The Company currently believes that none of its policies encourage its Named Executive Officers to take such risks. The Company has not identified any risks arising from its compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

There are no restrictions on Named Executive Officers or directors regarding the purchase of 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 Officers or directors. For the year ended April 30, 2019, no Named Executive Officer or director, directly or indirectly, employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

Named Executive Officers

In this section, "Named Executive Officer" means (a) the Company's chief executive officer (the "CEO"), including an individual performing functions similar to a CEO, (b) the Company's chief financial officer (the "CFO"), including an individual performing functions similar to a CFO, (c) the most highly compensated executive officer of the Company, 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(5) of Form

51- 102F6V Statement of Executive Compensation – Venture Issuers, for that financial year; and (d) each individual who would be a Named Executive Officer under (c) but for the fact that the individual was not an executive officer of the Company and was not acting in a similar capacity, at the end of that financial year. During the Company’s fiscal year ended April 30, 2019 and April 30, 2018, the following individuals were the Named Executive Officers of the Company:

- Qiang Sean Wang, CEO
- Jerry Minni, CFO

Director and Named Executive Officer Compensation, Excluding Compensation Securities

Table of Compensation Excluding Compensation Securities

The following table provides a summary of compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each Named Executive Officer and director of the Company during the fiscal years ended April 30, 2019 and April 30, 2018:

Table of Compensation Excluding Compensation Securities							
Name and position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Qiang Sean Wang ⁽²⁾ President and CEO	2019	Nil	Nil	Nil	Nil	93,590 ⁽³⁾	93,590
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Jerry Minni ⁽²⁾ CFO	2019	Nil	Nil	Nil	Nil	15,005 ⁽⁴⁾	15,005
	2018	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Financial years ended April 30.
- (2) Messrs. Wang and Minni were appointed President and CEO and CFO of the Company, respectively, on January 31, 2019, the date of the Amalgamation. Messrs. Wang and Minni held the same positions with Former AMV.
- (3) Share-based compensation.
- (4) The Company paid the sum of \$3,000 to Earls Cove Financial Corp., a private company controlled by Jerry Minni, for office premises. See “Related Transactions” above. The remainder of this amount relates to share-based compensation.

Stock Options and Other Compensation Securities

Table of Compensation Securities

The following table discloses all compensation securities granted or issued to each director and Named Executive Officer by the Company during the fiscal year ended April 30, 2019 for services provided or to be provided, directly or indirectly, to the Company:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security on date of grant (\$)	Closing Price of Security on date at year end (\$)	Expiry Date
Qiang Sean Wang President and CEO	Stock options	Nil	N/A	N/A	N/A	N/A	N/A
Jerry Minni CFO	Stock options	Nil	N/A	N/A	N/A	N/A	N/A

Exercises of Compensation Securities by Named Executive Officers and Directors

No compensation securities were exercised by the directors and Named Executive Officers of the Company during the financial year ended April 30, 2019.

Recent Significant Changes to the Company's Compensation Policies

There have been no significant changes to the Company's compensation policies during the financial year ended April 30, 2019 that could or will have an effect on director or Named Executive Officer compensation.

Employment, Consulting and Management Agreements

The Company is not party to any employment, consulting or management agreement with a Named Executive Officer or a person performing services of a similar capacity.

There are no arrangements for compensation with respect to the termination of Named Executive Officers, included in the event of a change of control.

Pension Plan Benefits

The Company does not provide retirement benefits for directors or executive officers.

Compensation of Directors

The directors of the Company are also Named Executive Officers. See "Executive Compensation – Named Executive Officers".

Director Compensation Table

The following table provides a summary of compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each director of the Company who is not a Named Executive Officer of the Company during the fiscal year ended April 30, 2019:

Name	Fees earned (\$)	Share-based awards	Option-based awards (\$)⁽¹⁾	Non-equity incentive plan compensation	All other compensation (\$)⁽¹⁾	Total (\$)
David Forest	Nil	Nil	Nil	Nil	2,450	2,450
Brett Kagetsu	Nil	Nil	Nil	Nil	2,450	2,450
Michael Dake	Nil	Nil	Nil	Nil	12,005	12,005

Note:

(1) Share-based compensation.

Except as otherwise disclosed herein, there were no standard arrangements, or other arrangements in addition to or in lieu of standard arrangements, under which the directors were compensated by the Company for services in their capacity as a director (including any additional amounts payable for committee participation or special assignments), during the most recently completed financial year ended April 30, 2019. No directors' fees are expected to be paid by the Company.

All directors are also entitled to be reimbursed for reasonable expenses incurred on behalf of the Company.

There are no arrangements for compensation with respect to the termination of directors in the event of a change or control of the Company.

OTHER BOARD COMMITTEES

The Board has no other committees other than the audit committee.

ASSESSMENTS

The Board monitors but does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

AUDIT COMMITTEE

Audit Committee Charter

A copy of the Audit Committee's charter is attached as Appendix A. The purpose of the Audit Committee is to assist the Board in its oversight of the quality and integrity of the accounting, auditing, reporting practices, systems of internal accounting and financial controls, the annual independent audit of the Company's financial statements, and the legal compliance and ethics programs of the Company as established by management.

Composition of the Audit Committee

The members of the Company's Audit Committee are:

Jerry Minni	Not Independent ⁽¹⁾	Financially Literate ⁽²⁾
Brett Kagetsu	Independent ⁽¹⁾	Financially Literate ⁽²⁾
Michael Dake	Independent ⁽¹⁾	Financially Literate ⁽²⁾

Notes:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Each member of the Audit Committee has gained financial literacy through their experience serving as directors of several mining and mineral exploration companies, and serving on numerous other audit committees. In these positions, each member would be responsible for receiving financial information relating to those companies and obtaining an understanding of the balance sheet, income statement and statement of cash flows and how these statements are integral in assessing the financial position of the Company and its operating results. The financial education and experience of each member of the Audit Committee relevant to the performance of his or her duties as a member of the Audit Committee is set out below

Jerry Minni – Mr. Minni is a Certified General Accountant. Mr. Minni has over 34 years expertise in the administration, management and finance of public and private companies. He is Chief Executive Officer of Mcorp Investment Group. Mr. Minni is a former director and chief financial officer of Nexco Resources Inc. from December 2012 to May 2018, Apac Resources Inc. from May 2011 to January 2018, Universal mCloud Corp. from March, 2011 to October 13, 2017, and Portofino Resources Inc. from June, 2011 to July 2016.

Brett Kagetsu – Mr. Kagetsu has been a corporate finance and securities lawyer since 1996 and the majority of his clients have been Canadian reporting issuers. Mr. Kagetsu earned a Bachelor of Commerce degree from the University of British Columbia in 1991 before earning his Bachelor of Laws degree from the University of British Columbia in 1995. Mr. Kagetsu also completed the Canadian Securities Course in 2000, and earned an Award of Excellence for exceptional academic achievement in the course. Mr. Kagetsu has been an instructor for the TSXV's Rules and Tools corporate governance workshop for over 15 years.

Michael Dake – Mr. Dake is a director and/or officer of five companies listed on the TSXV. Mr. Dake is President, CEO and a director of Cayenne Capital Corp. since May 2015, director and CEO of 66 Resources Corp. since May 2017, director of Cricket Resources Inc. since June 2008, and director of Pure Energy Minerals Inc. since March 2012. He is a former director of Trinity Valley Energy Corp.

Pursuant to National Instrument 52-110 - *Audit Committees*, the Audit Committee must approve in advance all non-audit services to be provided to the Company by the external auditor. The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services except as contained in its charter. At no time since the Company's incorporation has the Company retained its external auditor to provide any non-audit services to the Company.

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since inception on January 31, 2019, the Company has not relied on the exemptions contained in sections 2.4, 6.1.1(4), (5) and (6), or Part 8 of National Instrument 52-110 - *Audit Committees* ("**NI 52-110**"). Section 2.4 provides an exemption from the requirements that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services except as contained in its charter. Subject to requirements of NI 52-110, the engagement of non-audit services is considered on case by case basis. At no time since the Company's inception has the Company retained its external auditor to provide any non-audit services to the Company.

External Auditor Service Fees

To date the Company has not been billed by its external auditors. The estimated aggregate fees to be billed to the Company by its external auditors for audit fees in connection with the last two fiscal years are as follows:

Financial Year End	Audit Fees	Audit Related Fees ⁽¹⁾	Tax Fees ⁽²⁾	All other Fees ⁽³⁾
April 30, 2019	\$12,000	Nil	Nil	Nil
April 30, 2018	Nil	Nil	Nil	Nil

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.
- (4) For the period from the date of inception on January 31, 2019 to April 30, 2019

Exemption

The Company is relying upon the exemption from the requirement to disclose information relating to the Audit Committee in an annual information form ("AIF") as the Company, as a venture issuer, will be exempt from the requirement to file an AIF.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

The authorized share structure of the Company consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus, there were 8,500,000 Common Shares issued and outstanding as fully paid and non-assessable shares.

The holders of the Common Shares are entitled to share pro rata in any dividends if, as and when declared by the directors. The holders of the Common Shares are entitled to receive notice of and attend all meetings of the shareholders of the Company and are entitled to one vote in respect of each Common Share held at such meetings. In the event of liquidation, dissolution or winding-up of the Company, the holders of Common Shares are entitled to share rateably the remaining assets of the Company. There are no special rights or restrictions of any nature attached to any of the Common Shares, all of which rank equally as to all benefits which might accrue to the holders of the Common Shares.

PRIOR SALES

Within the 12 month period prior to the date of this Prospectus, the Company issued an aggregate of 2,500,000 Common Shares as follows:

Date	Number of Common Shares ⁽¹⁾	Proceeds	Price per Common Share
March 12, 2019	2,500,000	\$2,500.00	\$0.001
TOTAL	2,500,000	\$2,500.00	

Note:

- (1) Immediately upon the completion of the Amalgamation on January 31, 2019, the Company had a total of 6,000,000 Common Shares issued and outstanding.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

ESCROWED SECURITIES

Pursuant to National Policy 46-201 – *Escrow for Initial Public Offerings* (the “**Escrow Policy**”), the securities held by principals of the Company are held in escrow subject to the terms of an escrow agreement for a period of time following the listing date as an incentive for the principals to devote their time and attention to our business while they are securityholders.

In accordance with the Escrow Policy, and pursuant to an agreement (the “**Escrow Agreement**”) entered into among certain principals of the Company, the Company and Odyssey Trust Company (the “**Escrow Agent**”), the following table sets out the securities that are expected to be deposited into escrow with the Escrow Agent (the “**Escrowed Securities**”):

Designation of Class	Number of Escrowed Securities or that are subject to a contractual restriction on transfer	Percentage of Class After the Offering ⁽¹⁾
Common Shares	6,580,000	52.64%
Options	0	0%

Note:

- (1) Assuming 12,500,000 Common Shares outstanding on completion of the Offering, not including the Agent’s Warrant Shares issuable on exercise of the Agent’s Warrants. See “Plan of Distribution”.

As the Company will be considered an “emerging issuer” as that term is defined under the Escrow Policy, the Escrowed Securities will be released according to the following schedule:

On the date the Company’s securities are listed on a Canadian exchange (the “ listing date ”)	1/10 of the Escrowed Securities
6 months after the listing date	1/6 of the remaining Escrowed Securities
12 months after the listing date	1/5 of the remaining Escrowed Securities
18 months after the listing date	1/4 of the remaining Escrowed Securities
24 months after the listing date	1/3 of the remaining Escrowed Securities
30 months after the listing date	1/2 of the remaining Escrowed Securities

36 months after the listing date

the remaining Escrowed Securities

In the simplest case, where there are no changes to the Escrowed Securities initially deposited and no additional escrow securities, the release schedule outlined above results in the escrow securities being released in equal tranches of 15% after completion of the release on the listing date.

The Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within escrow are: (i) to existing or, upon their appointment, incoming directors or senior officers of the Company, if the Board has approved the transfer; (ii) to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Company's outstanding securities; (iii) to a person or company that after the proposed transfer will hold more than 10% of the voting rights attached to the Company's outstanding securities, and has the right to elect or appoint one or more directors or senior officers of the Company; (iv) to a trustee in bankruptcy or another person or company entitled to Escrowed Securities on the bankruptcy of the holder; (v) to a financial institution on the realization of Escrowed Securities pledged, mortgaged or charged by the holder to the financial institution as collateral for a loan; or (vi) to or between an RRSP, RRIF or other similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of the other registered plan or fund are limited to the holder and his or her spouse, children and parents or, in the case of a trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund, as applicable, or his or her spouse, children and parents. The owner of Escrowed Securities may continue to exercise voting rights attached to such securities.

Tenders of Escrowed Securities in a business combination transaction are permitted provided that, if the tenderer is a principal (as such term is defined in the Escrow Policy) of the successor issuer upon completion of the business combination, securities received in exchange for tendered Escrowed Securities are subject to escrow on the same terms and conditions, including release dates, as applied to the escrow securities that were exchanged, subject to certain exceptions. The Escrowed Securities may also be subject to a hold period pursuant to National Instrument 45-102 – *Resale of Securities*.

SEED SHARE RESALE RESTRICTIONS

Securities that are issued to “Non-Principals” (as that term is defined in the policies of the TSXV) of the Company prior to the Offering at a price which is below the Offering Price may be subject to hold periods in accordance with seed share resale restrictions under the policies of the TSXV. The purchase price of such securities, and the time of their purchase relative to the date of the receipt for the preliminary prospectus in respect of the Offering, determine which, if any, TSXV hold periods will apply. Seed share resale restrictions would be imposed on the securities by imprinting legends on the applicable certificates representing such securities or pursuant to a pooling agreement, and do not apply to persons who are subject to the Escrow Agreement.

DIVIDEND POLICY

The Company has not, since the date of its incorporation, declared or paid any dividends on the Common Shares, and does not currently have a policy with respect to the payment of dividends. For the foreseeable future, the Company anticipates that it will retain future earnings and other cash resources for the operation and development of its business. Nevertheless, one of the key goals of the Company for the future is to institute a dividend policy and to ensure shareholders benefit directly from future successes that the Company and its operations may achieve. The payment of dividends on Common Shares in the future will be at the discretion of the Board and will depend on factors such as the ability of the Company to meet the applicable solvency test under the *Business Corporations Act* (British Columbia), the earnings and the financial condition of the Company, and such other factors as the directors of the Company consider appropriate from time to time.

OPTIONS TO PURCHASE SECURITIES

Stock Options

The Board has adopted the Plan under which Stock Options may be granted to the Company's directors, officers, employees and consultants. See “*Executive Compensation – Stock Option Plan*”.

As of the date of this Prospectus, 850,000 Stock Options have been granted and are outstanding under the Plan. The following table sets out information regarding the outstanding Stock Options as of the date of this Prospectus.

Class of Optionee (number of individuals in receipt of Stock Options)	Number of Common Shares Underlying Stock Options	Exercise Price	Market Value on Date of Grant	Expiry Date	Market Value of the Common Shares on August 9, 2019
Executive Officers (2 persons)	340,000	\$0.10	N/A	5 years from the Listing Date	N/A
Directors (other than those who are also Executive Officers) (3 persons)	510,000	\$0.10	N/A	5 years from the Listing Date	N/A
Total Stock Options	850,000				

Agent's Warrants

The Company has agreed to issue Agent's Warrants for the purchase of up to that number of Common Shares as is equal to 8% of the Offered Shares of the Company sold pursuant to the Offering, including any Agent's Option Shares, exercisable at a price of \$0.10 per Common Share for a period of 24 months from the Closing Date.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated share capital of the Company as at April 30, 2019, and the pro forma consolidated capitalization of the Company, after giving effect to the Offering. This table should be read in conjunction with the Company's audited condensed financial statements for the year ended April 30, 2019 contained in this Prospectus.

	Amount Authorized	Amount Outstanding as at April 30, 2019	Amount Outstanding as at Date of the Prospectus	Pro forma after giving effect to the Offering as at April 30, 2019
Common Shares	unlimited	8,500,000	8,500,000	12,500,000 ⁽¹⁾⁽²⁾

Notes:

- (1) This amount does not include the 320,000 Agent's Warrant Shares or Additional Shares issuable on exercise of the Over-Allotment Option. See "*Plan of Distribution*".
- (2) Excludes any Common Shares issued upon the exercise of Stock Options.

PRINCIPAL SHAREHOLDERS

The following table sets forth information regarding the beneficial ownership of securities as of the date of this Prospectus and immediately after the Offering by each person or entity known to the Company to beneficially own, or control or direct, 10% or more of the outstanding Common Shares (the "**Principal Shareholders**"). Other than as set forth below, to the knowledge of the Company, no other person or entity beneficially owns, or controls or directs, 10% or more of the outstanding Common Shares as of the date of this Prospectus.

Name	Prior to the Offering		After Giving the Effect to the Offering		
	Number of Common Shares Held and Type of Ownership	Percentage of Common Shares Held	Number of Common Shares Held	Percentage of Common Shares Held ⁽¹⁾	Percentage of Common Shares Held on a Fully Diluted Basis ⁽²⁾
Qiang Sean Wang	3,610,000 directly	42.5%	3,610,000	28.9%	26.8%
Asia Metals Investment Holdings Group Limited ⁽³⁾	2,000,000 directly	23.5%	2,000,000	16.0%	14.9%

Notes:

- (1) This does not include any Additional Shares issuable upon exercise of the Over-Allotment Option.
- (2) Based on 13,468,000 outstanding Common Shares assuming full exercise of the Over-Allotment Option and the Agent's Warrants.
- (3) A private company majority owned and controlled by Mr. Xiangnan Meng.

PLAN OF DISTRIBUTION

Pursuant to an agency agreement dated ●, 2019 (the “Agency Agreement”) between the Company and the Agent, the Company has appointed the Agent to act, and the Agent has agreed to act, as the sole and exclusive agent of the Company to effect the sale of the Shares on behalf of the Company on a commercially reasonable efforts basis, on the Closing Date, subject to the terms and conditions of the Agency Agreement, at a price of \$0.10 per Share for an aggregate consideration of \$400,000, less the Agent's Commission, the portion of the Corporate Finance Fee payable in cash and the other fees and expenses of the Agent, payable in cash against delivery of certificate(s) representing the Common Shares. Closing of the Offering is subject to the Agent selling the entire amount of the Offering.

The obligations of the Agent may be terminated at any time before the Closing Date at the discretion of the Agent on the basis of its assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events. The Agent is not obligated, directly or indirectly, to advance its own funding to purchase any of the Offered Shares. The Offering Price per Offered Share was determined by negotiation between the Company and the Agent.

Pursuant to the Agency Agreement, the Company has agreed to pay to the Agent a cash commission equal to 8% of the gross proceeds of the Offering in consideration for its services in connection with the Offering.

The Agent's Commission, together with all other expenses of the Offering, will be paid by the Company out of the proceeds of the Offering. In addition, the Company has agreed to pay the Agent the Corporate Finance Fee of \$22,000. The Company has granted to the Agent an Over-Allotment Option exercisable for a period of 30 days from the Closing Date to sell up to an additional 600,000 Common Shares (representing 15% of the Shares offered under this Prospectus) at the Offering Price to cover over allocations, if any. The Company has also agreed to pay all reasonable expenses and fees incurred by the Agent in connection with the Offering, including the reasonable fees and disbursements of the Agent's legal counsel to a maximum of \$22,000 (excluding taxes and disbursements).

Subscriptions for Offered Shares offered hereunder will be received subject to rejection or allotment in whole or in part and the Agent reserves the right to close the subscription books at any time without notice. It is expected that the Offering will be conducted under the book-based system and the Company will arrange for the instant deposit of the Common Shares to be registered to CDS. Accordingly, a subscriber who purchases Offered Shares will receive a customer confirmation from the Agent or a CDS Participant from or through whom Offered Shares are purchased. No beneficial holder of the Offered Shares will receive definitive certificates representing their Offered Shares. CDS will record the CDS Participants who hold the Common Shares on behalf of owners who have purchased or transferred the Common Shares in accordance with the book-based system.

The Company has agreed to indemnify the Agent and its affiliates and their respective directors, officers, employees, partners, agents and shareholders against any and all losses, claims, actions, suits, proceedings, damages, liabilities

or expenses of any nature whatsoever (excluding loss of profits) that arise out of or are based upon, directly or indirectly, the performance of the services rendered to the Company by the Agent in connection with the Agency Agreement. This indemnity does not apply to the extent such losses, claims, actions, suits, proceedings, damages, liabilities or expenses as to which indemnification is claimed resulted from the gross negligence, fraud or wilful misconduct of the indemnified party.

The Company has agreed that it will not issue, announce any issue or agree to issue any securities of the Company, other than issuances (i) under director or employee stock option, bonus or purchase plans, (ii) under director or employee stock options or bonuses granted subsequently in accordance with regulatory approval, (iii) as a result of the exercise of currently outstanding share purchase warrants or Options or previously scheduled property payments, until 30 days after the Closing Date without the written agreement of the Agent, such agreement not to be unreasonably withheld.

The Company has applied to list the Common Shares of the Company on the TSXV. Listing will be subject to the Company fulfilling all the listing requirements of the TSXV. Confirmation of Listing is a condition of Closing.

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 Canada and the United States of America.

The following table sets forth the number of securities issuable under the Over-Allotment Option and under the Agent's Warrants to the Agent:

Agent's Position	Number of Securities Available	Exercise Period	Exercise Price
Over-Allotment Option	600,000 Additional Shares	30 days from and including the Closing Date	\$0.10 per Additional Share
Agent's Warrants ⁽¹⁾	320,000 ⁽²⁾ Agent's Warrants	Expires two years after the Closing Date	\$0.10 per Agent's Warrant Share

Notes:

- (1) This Prospectus qualifies the issue of the Agent's Warrants to the Agent. See "*Plan of Distribution*".
- (2) This amount assumes no exercise of Over-Allotment Option. If the Over-Allotment Options were exercised in full, 368,000 Agent's Warrants would be issued.

The funds received from the Offering will be deposited with the Agent, and will not be released until gross proceeds of \$400,000 have been deposited. The Offering will be discontinued in the event that the Offering has not closed on or prior to the date which is 90 days after the issuance of a final receipt for this Prospectus, unless an amendment to the final prospectus is filed and a receipt has been issued for such amendment, in which case the Offering will be discontinued in the event that the Offering has not closed on or prior to the date which is 90 days from the issuance of a receipt for an amendment to the final prospectus and, in any event, not more than 180 days after the issuance of a receipt for the final prospectus. The Closing is expected to occur on such date as may be agreed to by the Company and the Agent, but in any event no later than the date that is 90 days following the date that a final receipt is issued for this Prospectus (or such later date as the securities regulatory authorities may permit). There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "*Risk Factors*".

RISK FACTORS

The Company is engaged in mineral exploration and related activities which, by their nature, are speculative due to the high-risk nature of the business and the present stage of the various properties. The Company's operations and financial performance are subject to the normal risks of mining and are subject to various factors which are beyond the control of the Company. The Company is engaged in mining, development and exploration activities which, by

their nature, are speculative due to the high-risk nature of the Company's business. The Offered Shares should be considered a highly speculative investment due to the nature of the Company's business. Prospective investors should carefully consider the risk factors set out below and the other information contained in this Prospectus, including the historical financial statements of the Company and the notes thereto, prior to making an investment in the Units. Such risk factors could materially affect the Company's future financial results and could cause actual results and events to differ materially from those described in forward-looking statements and forward-looking information relating to the Company or the business, property or financial results, any of which could cause investors to lose part or all of their investment in the Offered Shares.

The risks described below are not the only ones facing the Company. Additional risks not currently known to the Company, or that the Company currently considers immaterial, may also adversely impact the Company's business, operations, financial results or prospects, should any such other events occur.

RISKS RELATED TO THE BUSINESS OF THE COMPANY

General

The Company is in the business of exploring mineral properties, which is a highly speculative endeavor. A purchase of any of the Offered Shares offered hereunder involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities offered hereunder should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the Company's securities prior to purchasing any of the securities offered hereunder.

No History of Earnings

The Company has no history of earnings. The Sage Property is in the exploration stage and there are no known commercial quantities of minerals on the Sage Property. There is no assurance that any of the Company's property interests will generate earnings, operate profitably or provide a return on investment in the future. The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Financing Risks

Additional funding will be required to complete future exploration programs on the Company's properties and to conduct any other exploration programs. If proposed exploration programs are successful, additional funds will be required for the development of any economic mineral body and to place it in commercial production. The only sources of future funds presently available to the Company are the sale of equity capital, or the offering by the Company of an interest in its properties to be earned by another party or parties carrying out exploration or development thereof. There is no assurance that any such funds will be available or will be available on terms favourable to the Company. Failure to obtain additional financing on a timely basis could cause the Company to reduce, delay, indefinitely postpone or terminate exploration, development or production of the Company's property interests or other acquired properties.

Discretion Regarding Use of the Proceeds of this Offering

The Company currently intends to allocate the net proceeds of this Offering as described above under "Use of Proceeds". However, the Company's management will have discretion in the actual application of the net proceeds. The Company may elect to allocate proceeds differently than as described in "Use of Proceeds" if management believes it would be in the Company's best interests to do so. The failure by the Company's management to apply these funds effectively could have a material adverse effect on the Company, its business or its financial performance.

Exploration and Development Risks

The Sage Property is in the exploration stage only and is without an economic mineral deposit. Development of the Sage Property will only follow upon obtaining satisfactory exploration results, receipt of a positive feasibility study

and access to adequate funding. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. There is no assurance that these mineral exploration and development activities will result in any discoveries of commercial mineral deposits.

Operational Risks

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of minerals, any of which could result in work stoppages, damage to property, and possible environmental damage. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave ins, landslides, weather conditions and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in extraction operations and the conduct of exploration programs. The Company's exploration activities will be subject to the availability of third party contractors and equipment. There are also physical risks to the exploration personnel. If any of the Company's properties is found to have commercial quantities of ore, the Company would be subject to additional risks respecting any development and production activities.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of securities of the Company.

Permits and Government Regulations

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by provincial and federal laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. Companies engaged in exploration activities and in the development and operation of mines and related facilities may experience increased costs and delays in exploration, production and other schedules as a result of the need to comply with applicable laws, regulations and permits. Permits are subject to the discretion of government authorities and there can be no assurance that the Company will be successful in obtaining all required permits. Further, there can be no assurance that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Sage Property. The Company currently does not have any permits in place.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

Mineral Titles

There is no assurance given by the Company that it owns any legal title to its mineral properties. Title to the Sage Property may come under dispute. While the Company has diligently investigated title considerations to its mineral properties, in certain circumstances, the Company has only relied on representations of property partners and government agencies. There is no guarantee of title to the Sage Property. The Company has not yet obtained a title opinion in respect of the Sage Property. The claims on the Sage Property have not been legally surveyed. The Sage Property may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. The Company is satisfied however, that evidence of title to the Sage Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Sage Property. If the Company does not fulfil its obligations contemplated by the Option Agreement, it may lose all or part of its interest in the Sage Property.

First Nation Land Claims Risks

The Sage Property may now, or in the future, be the subject of First Nations land claims. The Sage Property is located in an area known for strong First Nations' concerns that could prove to be a problem for any extensive development on the Sage Property. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the Sage Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of Aboriginal rights in the area in which the Sage Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with First Nations and seek the approval of holders of Aboriginal interests in order to facilitate exploration and development work on the Sage Property, and there is no assurance that the Company will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the Sage Property.

Management

The Company believes that its growth and success depends in significant part on the continued employment of the Company's executive officers and key technical personnel. The Company must also continue to attract and retain key management, technical, finance and operating personnel. Experienced management and other highly skilled personnel are in great demand. If the Company is unable to attract or retain key personnel, it could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

Litigation Risks

All industries, including the mining industry, may be made subject to legal claims, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent

uncertainty of litigation process, the resolution of any particular legal proceeding could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

Fluctuating Mineral Prices and Currency Risk

Factors beyond the control of the Company may affect the market price of minerals produced and the marketability of metals discovered at and extracted from the Company's properties. Metal prices are subject to significant fluctuation and are affected by numerous factors beyond the Company's control including international economic and political trends, inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increased production due to new and improved extraction and production methods. The effect of these factors on the Company's operations cannot accurately be predicted.

Competition

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to acquire suitable properties or prospects for mineral exploration in the future.

Conflicts of Interest

Some of the directors and officers are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

RISKS RELATED TO THE COMMON SHARES

No current public market for the Common Shares

Prior to the Offering there has been no public market for the Common Shares. There can be no assurance that an active trading market will develop for the Common Shares following the Closing, or if developed, that such a market will be sustained at the price level of the Offering. The price at which the Offered Shares offered hereunder are being sold has been determined by negotiation between the Company and the Agent and may bear no relationship to the price at which the Common Shares will trade in the public market subsequent to the Offering.

Dilution

The Company may need to obtain additional resources in the future in order to execute the Company's growth strategy, including the possible acquisition of new businesses and assets. The Company may issue additional equity securities to finance such operations, development, acquisitions or other projects. The Company cannot predict the size or frequency of such future issuances, if any. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares.

With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in the Company's earnings per share.

Possible Volatility of Stock Price

In recent years, the stock market has experienced significant price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies for reasons unrelated to the operating performance of these companies. The market price of the Common Shares could similarly be subject to wide fluctuations in response to a number of factors, most of which the Company cannot control, including:

- changes in securities analysts' recommendations and their estimates of our financial performance;

- changes in market valuations of similar companies;
- investor perception of the mining industry or prospects or the country in which it operates;
- the public's reaction to press releases, announcements and filings with securities regulatory authorities by other companies in the Company's industry;
- changes in environmental and other governmental regulations; and
- changes in general conditions in domestic or international economies or, financial markets or in the mining industry.

The impact of any of these risks and other factors beyond the Company's control could cause the market price of the Common Shares to decline significantly.

Future sales of Common Shares by any major shareholder could decrease the market price of the Common Shares. The Company cannot predict the size of future sales by shareholders, or the effect, if any, that such sales will have on the market price of the Common Shares. However, sales of a substantial number of Common Shares, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares.

PROMOTERS

Mr. Qiang Sean Wang took initiative in founding and organizing the Company and, accordingly, may be considered to be a promoter of the Company. The number and percentage of Common Shares of the Company beneficially owned or controlled, directly or indirectly, by Mr. Qiang Sean Wang and the nature and amount of the items of value, including money, property, contracts, options or rights of any kind, received or to be received by Mr. Qiang Sean Wang directly or indirectly from the Company, is set out in this Prospectus. See "*Directors and Executive Officers*".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

LEGAL PROCEEDINGS

There are no legal proceedings material to the Company that the Company is or was a party to, or that any of its property is or was the subject of, since the beginning of the Company's most recently completed financial year. In addition, the Company is not currently aware of any such legal proceedings being contemplated.

REGULATORY ACTIONS

From incorporation of the Company to the date of this Prospectus, there have been no: (i) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority; (ii) other penalties or sanctions imposed by a court or regulatory body against the Company necessary for the prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and (iii) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no person that is: (i) a director or executive officer of the Company; (ii) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the Company's outstanding voting securities; and (iii) an associate or affiliate of any of the persons or companies referred to in paragraphs (i) or (ii), has had any material interest, direct or indirect, in any transaction within the three years before the date of this Prospectus that has materially affected or is reasonably expected to materially affect the Company.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

The Company is not a “related issuer” or “connected issuer” to the Agent as such terms are utilized in National Instrument 33-105 - *Underwriting Conflicts*.

AUDITOR

The auditor of the Company is Manning Elliott LLP located at 11th Floor, 1050 West Pender Street, Vancouver, British Columbia, V6E 3S7.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares will be Odyssey Trust Company, with an office at United Kingdom Building, Suite 323, 409 Granville Street, Vancouver, British Columbia, V6C 1T2.

ELIGIBILITY FOR INVESTMENT

Based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “**Tax Act**”) and any proposal to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, if the Common Shares were issued on the date hereof and listed and posted for trading on a “designated stock exchange” as defined in the Tax Act (which includes the TSXV) or if the Company was a “public corporation” on the date hereof, as that term is defined in the Tax Act, then the Common Shares, Warrants, and Warrant Shares would at that time be a “qualified investment” under the Tax Act for a trust governed by a “registered retirement savings plan” (“**RRSP**”), “registered retirement income fund” (“**RRIF**”), “tax-free savings account” (“**TFSA**”), “registered education savings plan” (“**RESP**”), “deferred profit sharing plan” or “registered disability savings plan” (“**RDSP**”), as those terms are defined in the Tax Act (collectively the “**Plans**”).

The Common Shares are not currently listed on a designated stock exchange and the Company is not currently a “public corporation”, as that term is defined in the Tax Act. The Company has applied to list the Common Shares on the TSXV as of the day before the Closing of the Offering, followed by an immediate halt in trading of the Common Shares in order to allow the Company to satisfy the conditions of the TSXV and to have the Common Shares listed and posted for trading prior to the issuance of the Common Shares on the Closing of the Offering. The Company must rely on the TSXV to list the Common Shares on the TSXV and have them posted for trading prior to the issuance of the Common Shares on the Closing of the Offering and to otherwise proceed in such manner as may be required to result in the Common Shares being listed on the TSXV at the time of their issuance on Closing. If the Common Shares are not listed on the TSXV at the time of their issuance on the Closing of the Offering and the Company is not a “public corporation” at that time, the Common Shares will not be qualified investments for the Plans at that time.

Notwithstanding that a Common Share, may be a qualified investment for a TFSA, RRSP or RRIF (a “**Registered Plan**”), if the Common Share, is a “prohibited investment” within the meaning of the Tax Act for a Registered Plan, the holder or annuitant of the Registered Plan, as the case may be, will be subject to penalty taxes as set out in the Tax Act. The Common Shares, will generally be a “prohibited investment” for a Registered Plan if the holder or annuitant, as the case may be, does not deal at arm’s length with the Company for the purposes of the Tax Act or has a “significant interest” (as defined in the Tax Act) in the Company. Generally, a holder or annuitant will not have a significant interest in the Company unless the annuitant or holder and/or persons not dealing at arm’s length with the annuitant or holder, owns directly or indirectly 10% or more of the issued shares of any class of the capital stock of the Company or a corporation related to the Company. However, the Common Shares generally will not be a prohibited investment if the Common Shares are “excluded property” within the meaning of the Tax Act for the Plan. If certain proposed amendments to the Tax Act announced by the Minister of Finance (Canada) on March 22, 2017 are enacted as proposed, the prohibited investment rules will extend to trusts governed by RDSPs and RESPs.

Purchasers who intend to hold Common Shares in their Plans, should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

MATERIAL CONTRACTS

The following are the material contracts entered into by the Company:

1. Agency Agreement to be entered into between the Company and the Agent. See “*Plan of Distribution*”; and
2. Escrow Agreement dated June 17, 2019 amongst the Company, the Escrow Agent and certain principals and shareholders. See “*Escrowed Securities*”.

Copies of all material contracts will be available for inspection without charge at the registered office of the Company located at Suite 2300 - 550 Burrard Street, Vancouver, British Columbia, V6C 2B5, during normal business hours while distribution of the securities offered hereunder is in progress, and for a period of 30 days thereafter. The material contracts will also be available on the SEDAR website (www.sedar.com) upon the issuance of the final receipt for this Prospectus.

EXPERTS

Certain legal matters relating to the Offering will be passed upon by Gowling WLG (Canada) LLP, counsel to the Company and by Vantage Law Corporation, on behalf of the Agent. Brett Kagetsu, a partner with Gowling WLG (Canada) LLP also serves as a Director of the Company. As at the date hereof, the Company is advised that the designated professionals (as such term is defined in Form 51-102F1 – *Annual Information Form*), as a group, of each of Gowling WLG (Canada) LLP and Vantage Law Corporation beneficially own, directly or indirectly, less than one percent of the outstanding Common Shares.

Manning Elliott LLP, Chartered Professional Accountants, auditor of the Company, prepared the audit reports on the Company’s audited financial statements included in and forming part of this Prospectus. Manning Elliott LLP reports that it is independent of the Company in accordance with the Code of Professional Conduct of the Chartered Professionals Accountants of British Columbia.

The Sage Report along with the accompanying certificates of qualified persons and consent of qualified person have been prepared by Derrick Strickland, P. Geo. who is an independent Qualified Person. Based on information provided by the relevant persons, Mr. Derrick Strickland does not have any registered or beneficial interest in any securities or other property of the Company or of an associated party or an affiliate of the Company.

Brett Kagetsu, a director of the Company, is a partner with Gowling WLG (Canada) LLP that provides legal services to the Company in connection with the Offering, for which it will receive customary fees. From time to time, Gowling WLG (Canada) LLP may provide legal services in the ordinary course of business to the Company in connection with other transactions.

STATUTORY 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. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province. Purchasers should refer to any applicable provisions of the securities legislation of their province for the particulars of these rights or consult with a legal adviser.

In an offering of exercisable securities, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the exercisable securities is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province for the particulars of this right of action for damages or consult with a legal adviser.

APPENDIX A

AMV CAPITAL CORPORATION (the "Company")

AUDIT COMMITTEE CHARTER

(Adopted by the Board of Directors on May 9, 2019)

1. Purpose and Objectives

- 1.1 The Audit Committee will assist the board of directors (the "Board") in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each Audit Committee member will obtain an understanding of the responsibilities of Audit Committee membership as well as the Company's business, operations and risks.

2. Authority

- 2.1 The Board authorizes the Audit Committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice and to ensure the attendance of Company officers at meetings as appropriate.
- 2.2 The Board will instruct its external auditors to report directly to the Audit Committee.

3. Composition, Procedures and Organization

Membership

- 3.1 The Audit Committee shall consist of at least three members of the Board, a majority of which are not officers, employees or control persons of the Company or any associates or affiliates of the Company.
- 3.2 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.
- 3.3 Unless the Board shall have appointed a chair of the Audit Committee or in the event of the absence of the chair, the members of the Audit Committee shall elect a chair from among their number.
- 3.4 The secretary of the Audit Committee shall be designated from time to time from one of the members of the Audit Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Audit Committee.

- 3.5 The Audit Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

Meetings

- 3.6 The quorum for meetings shall be a majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- 3.7 Meetings of the Audit Committee shall be conducted as follows:
- (a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. Special meetings shall be convened as required. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;
 - (b) the chair of the Audit Committee shall be responsible for developing and setting the agenda for Audit Committee meetings and determining the time and place of such meetings;
 - (c) the Audit Committee may invite such other persons (e.g. the President (if any) or Chief Financial Officer) to its meetings, as it deems appropriate; and
 - (d) notice of the time and place of every meeting of the Audit Committee shall be given in writing to each member of the Audit Committee a reasonable time before the meeting.
- 3.8 The proceedings of all meetings of the Audit Committee will be minuted.

Procedures

- 3.9 The internal auditors and the external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Audit Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.
- 3.10 The Audit Committee shall have authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the internal and external auditors.

4. Roles and Responsibilities

- 4.1 The overall duties and responsibilities of the Audit Committee shall be as follows:
- (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and

its approval of the Company's annual and quarterly consolidated financial statements;

- (b) to establish and maintain a direct line of communication with the Company's internal auditors, if any, and external auditors and assess their performance; and
- (c) to ensure that the management of the Company's has designed, implemented and is maintaining an effective system of internal financial controls.

4.2 The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:

- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
- (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors and ensure no unjustifiable restrictions or limitations have been placed on the scope;
- (c) to review the audit plan of the external auditors prior to the commencement of the audit;
- (d) to approve in advance the provision of non-audit services provided by the external auditors;
- (e) to review with the external auditors, upon completion of their audit:
 - (i) the content of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Company's financial and auditing personnel;
 - (iv) internal resources used;
 - (v) significant transactions outside of the normal business of the Company;
 - (vi) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
- (f) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles.

4.3 The duties and responsibilities of the Audit Committee as they relate to the Company's internal auditors, as and when applicable, shall be as follows:

- (a) to periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department; and
- (b) to review significant internal audit findings and recommendations.

4.4 The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Company shall be as follows:

- (a) to review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
- (b) to review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
- (c) to periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

4.5 The Audit Committee is also charged with the responsibility to:

- (a) review the annual and quarterly financial statements, including Management's Discussion and Analysis with respect thereto, and all annual and interim earnings press releases, prior to public dissemination, including any certification, report, opinion or review rendered by the external auditors and determine whether they are completed and consistent with the information known to the Audit Committee;
- (b) evaluate the fairness of the interim financial statements and related disclosures including the associated Management's Discussion and Analysis, and obtain explanations from management on whether:
 - (i) actual financial results for the interim period varied significantly from budgeted or projected results;
 - (ii) generally accepted accounting principles have been consistently applied;
 - (iii) there are any actual or proposed changes in accounting or financial reporting practices; and
 - (iv) there are any significant or unusual events or transactions which require disclosure and, if so, consider adequacy of that disclosure;
- (c) review and approve the financial sections of:
 - (i) the annual report to shareholders;
 - (ii) the annual information form (if any);
 - (iii) prospectuses (if any); and
 - (iv) other public reports requiring approval by the Board; and report to the Board with respect thereto;

- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review the minutes of any Audit Committee meeting;
- (f) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (g) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of material facts;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company; and
- (i) establish a procedure for:
 - (i) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
 - (ii) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.

Procedures for External Advisor

- 5.1 The board of directors should implement a system which enables an individual director to engage an outside adviser at the expense of the Company in appropriate circumstances. The engagement of the outside advisor should be subject to the approval of an appropriate committee of the board.

SCHEDULE A
FINANCIAL STATEMENTS
OF
AMV CAPITAL CORPORATION

AMV CAPITAL CORPORATION
FINANCIAL STATEMENTS
YEAR ENDED APRIL 30, 2019
(EXPRESSED IN CANADIAN DOLLARS)

INDEPENDENT AUDITORS' REPORT

To the Directors of AMV Capital Corporation

Opinion

We have audited the financial statements of AMV Capital Corporation (the "Company") which comprise the statement of financial position as at April 30, 2019, and the statements of comprehensive loss, changes in equity and cash flows for the year then ended, 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 April 30, 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's 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 audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that the Company has a deficit of \$146,244 as at April 30, 2019. The Company has incurred negative cash flows from operations and recorded a loss of \$146,244 for the year ended April 30, 2019. As stated in Note 1, these events and conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on 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 is comprises of the information included in the Management's Discussion and Analysis to be filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and do not and will 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 audit and remain alert for indicators that the other information 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 in the auditors' report. 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.

Auditor's 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 auditor's 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 auditor's 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 auditor's 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 audit.

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 Fernando Costa.

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, British Columbia

AMV CAPITAL CORPORATION
STATEMENT OF FINANCIAL POSITION
AS AT APRIL 30, 2019
(Expressed in Canadian dollars)

	2019
ASSETS	
CURRENT	
Cash	\$ 127,839
GST recoverable	6,221
	<hr/> 134,060
NON-CURRENT	
Exploration and evaluation asset (Note 5)	145,237
	<hr/> \$ 279,297
LIABILITIES	
CURRENT	
Accounts payable and accrued liabilities	\$ 3,045
Loan payable to related party (Note 7)	12,000
	<hr/> 15,045
EQUITY	
SHARE CAPITAL (Note 6)	287,996
CONTRIBUTED SURPLUS (Note 6)	122,500
DEFICIT	(146,244)
	<hr/> 264,252
	<hr/> \$ 279,297

NATURE OF BUSINESS AND CONTINUING OPERATIONS (Note 1)

SUBSEQUENT EVENTS (Note 11)

Approved on behalf of the Board:

"Jerry Minni"
Director

"Brett Kagetsu"
Director

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

AMV CAPITAL CORPORATION
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
FOR THE YEAR ENDED APRIL 30, 2019
(Expressed in Canadian dollars)

	2019
EXPENSES	
Interest and bank charges	\$ 346
Professional fees	20,398
Rent	3,000
Share-based payment (Note 7)	122,500
NET LOSS AND COMPREHENSIVE LOSS	\$ (146,244)
LOSS PER SHARE – BASIC AND DILUTED	\$ (0.04)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	4,143,014

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

AMV CAPITAL CORPORATION
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED APRIL 30, 2019
(Expressed in Canadian dollars)

	2019
OPERATING ACTIVITIES	
Net loss for the period	\$ (146,244)
Item not affecting cash:	
Share-based payment	122,500
Changes in non-cash working capital items:	
GST recoverable	(2,422)
Accounts payable	(2,545)
	<hr/> (28,711)
INVESTING ACTIVITIES	
Exploration and evaluation asset	(46,151)
Cash acquired on acquisition of Pontiac Resources Corp.	201
	<hr/> (45,950)
FINANCING ACTIVITIES	
Shares issued for cash	202,500
	<hr/> 202,500
CHANGE IN CASH	127,839
CASH, BEGINNING OF YEAR	<hr/> -
CASH, END OF YEAR	<hr/> \$ 127,839
SUPPLEMENTAL INFORMATION	
Interest paid	\$ -
Income taxes paid	\$ -

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

AMV CAPITAL CORPORATION
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED APRIL 30, 2019
(Expressed in Canadian dollars)

	<u>Common Shares</u>				
	Number of Shares	Amount	Contributions	Deficit	Total
		\$	\$	\$	\$
Incorporation, May 1, 2018	-	-	-	-	-
Shares issued for cash	4,000,000	200,000	-	-	200,000
Shares issued for Pontiac acquisition	2,000,000	85,496	-	-	85,496
Founders shares issued for cash	2,500,000	2,500	-	-	2,500
Share-based payments	-	-	122,500	-	122,500
Net loss for the year	-	-	-	(146,244)	(146,244)
Balance, April 30, 2019	8,500,000	287,996	122,500	(146,244)	264,252

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

AMV CAPITAL CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED APRIL 30, 2019
(Expressed in Canadian dollars)

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

AMV Capital Corporation (the “Company”) was incorporated on May 1, 2018 under the Business Corporation Act in the province of British Columbia. The address of the Company’s corporate office and its principal place of business is 200-551 Howe Street, Vancouver, British Columbia, Canada.

On January 31, 2019 the Company and Pontiac Resources Corp. (“Pontiac”) amalgamated pursuant to the Business Corporations Act (British Columbia), (the Amalgamation”). The Amalgamation is described in Note 3.

The Company’s principal business activities include the acquisition and exploration of mineral property assets. As at April 30, 2019, the Company had not yet determined whether the Company’s mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

As at April 30, 2019, the Company had a deficit of \$146,244 and the Company reported a net loss of the same amount for the year ended April 30, 2019. These factors create a material uncertainty that raises significant doubt upon the Company’s ability to continue as a going concern.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. BASIS OF PREPARATION

Statement of Compliance

These financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

Approval of the Financial Statements

The financial statements of the Company for the year ended April 30, 2019 were reviewed by the Audit Committee and approved and authorized for issuance by the Board of Directors on 2019.

Basis of Measurement

These financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value as explained in the accounting policies set out in Note 4.

The functional and presentation currency of the Company is the Canadian dollar.

AMV CAPITAL CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED APRIL 30, 2019
(Expressed in Canadian dollars)

3. AMALGAMATION OF PONTIAC RESOURCES CORP.

On January 31, 2019, the Company and Pontiac Resources Corp. ("Pontiac"), entered into an Amalgamation Agreement whereby shareholders of the Company and Pontiac exchanged their common shares held for common shares of the capital of the amalgamated company ("Amalco") on a 1 for 1 basis. Amalco's was given the name AMV Capital Corporation and its authorized share structure share consists of an unlimited number of common shares without par value. The Company was deemed to be the acquirer for accounting purposes as its shareholders retained control of Amalco after the Amalgamation.

For accounting purposes, the acquisition is considered to be outside the scope of IFRS 3 – *Business Combinations* ("IFRS 3") since Pontiac, prior to Amalgamation did not constitute a business. The transaction is accounted for in accordance with IFRS 2 – *Share-based Payments* whereby the Company is deemed to have issued shares in exchange for the net assets of Pontiac.

Net assets acquired:	
Cash	\$ 201
GST recoverable	3,799
Exploration and evaluation asset	99,086
Accounts payable	(5,590)
Directors loan	(12,000)
Fair value of net assets	\$ 85,496

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

- a) Cash equivalents include short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. As of April 30, 2019, the Company held no cash equivalents.
- b) Significant Accounting Estimates and Judgements

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Significant Accounting Estimates and Judgements (continued)

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

- i. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable; and
- ii. the inputs used in accounting for share-based payments.

Significant accounting judgments

- i. the determination of categories of financial assets and financial liabilities;
- ii. assessment of deferred income tax assets and liabilities;
- iii. assessment of whether an acquisition constitutes a business combination or asset acquisition; and
- iv. the evaluation of the Company's ability to continue as a going concern.

c) Exploration and evaluation assets

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units-of-production method over estimated recoverable reserves.

Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount.

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

e) Income Taxes

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Flow-through shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the liability associated with the renounced tax deductions is recognized through profit and loss with a pro-rata portion of the deferred premium.

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

g) Loss Per Share

Basic loss per share is computed by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding during the period. The Company applies the treasury stock method in calculating diluted loss per share. Diluted loss per share excludes all dilutive potential common shares if their effect is anti-dilutive.

d) Share Issue Costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to operations.

e) Share-based payments

The fair value of equity settled stock options awarded to employees defined under IFRS 2 Share-based payments (i.e. employees for legal and tax purpose, directors and certain consultants), determined as of the date of grant, and awarded to non-employees defined under IFRS 2, as of the date of delivery of service, is recognized as share-based payments, included in general and administrative expenses in the statement of comprehensive loss, over the vesting period of the stock options based on the estimated number of options expected to vest, with a corresponding increase to equity.

f) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets - Classification

The Corporation classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through Other Comprehensive Income ("OCI"), or through profit or loss), and
- Those to be measured at amortized cost.

AMV CAPITAL CORPORATION
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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Financial Instruments (continued)

The classification depends on the Corporation's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

At present, the Corporation classifies all financial assets as held at amortized cost.

Financial assets - Measurement

At initial recognition, the Corporation measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Corporation classifies its debt instruments:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest method.
- Fair value through OCI ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest method.
- Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Comprehensive Loss in the period in which it arises.

Financial liabilities

The Corporation classifies its financial liabilities into the following categories:

- Financial liabilities at FVTPL; and
- Amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value change to financial liabilities at FVTPL are presented as follows:

- the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and
- the remaining amount of the change in the fair value is presented in profit or loss.

AMV CAPITAL CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Financial Instruments (continued)

The Corporation does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

g) New Accounting Standards Issued But Not Yet Effective

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 intends to adopt these standards when they become effective.

New accounting standard effective for annual periods on or after January 1, 2019:

New standard IFRS 16 Leases –IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties of a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

The Company does not expect this standard to have any impact on the Company's financial statements.

5. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	Exploration Costs	Total
	\$	\$	\$
Balance, incorporation May 1, 2018	-	-	-
Amalgamation (Note 3)	10,000	89,086	99,086
Additions	20,000	26,151	46,151
Balance, January 31, 2019	30,000	115,237	145,237

Sage Property

Pursuant to an option agreement dated November 30, 2017 and amended January 30, 2019 (the "Agreement"), the Company has earned a 100% interest in the 3 mineral claims known as the Sage Property located in British Columbia, Canada. The Company earned its interest by paying \$30,000. The first \$10,000 was paid by Pontiac prior to the Amalgamation described in Note 3 and the remaining \$20,000 was paid subsequently.

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6. SHARE CAPITAL

a) Authorized: Unlimited number of common shares without par value.

b) Escrow shares:

As at April 30, 2019, there were 6,580,000 common shares held in escrow.

b) Issued and outstanding:

During the year ended April 30, 2019, the Company issued 6,500,000 common shares for gross proceeds of \$202,500. Of the 6,500,000 common shares issued, 2,500,000 common shares were issued to founders for gross proceeds of \$2,500. The fair value of the common shares was estimated to be \$125,000. Accordingly the Company recorded share-based payment of \$122,500 and a corresponding increase to contributed surplus.

In addition the Company was deemed to have issued 2,000,000 common shares for the amalgamation of Pontiac as described in Note 3.

7. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The Company had incurred the following key management personnel cost from related parties:

	Year ended April 30, 2019
	\$
Rent	3,000
Share-based payments	122,500

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). During the year ended April 30, 2019, the Company issued 2,500,000 common shares with estimated fair value of \$125,000 (see Note 6b) to directors and officers of the Company. Accordingly, the Company recorded an amount of \$122,500 as share-based payments for the period ended January 31, 2019.

Amounts due to a related party are non-interest bearing, unsecured and no formal terms of repayment. The related party is a Company controlled by a person related to a shareholder of the Company.

8. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification, evaluation and acquisition of a Qualified Transaction. The Company does not have any externally imposed capital requirements to which it is subject.

The Company's capital structure consists of equity and share subscriptions. As at April 30, 2019, the Company had capital resources consisting of cash. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets or adjust the amount of cash.

AMV CAPITAL CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
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9. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

	2019
Canadian statutory income tax rate	27%
	\$
Income tax recovery at statutory rate	(39,606)
Effect of income taxes of:	
Permanent differences and other	33,176
Change in tax rate	20
Change in deferred tax assets not recognized	6,410
Deferred income tax recovery	-

The temporary differences that give rise to significant portions of the deferred tax assets not recognized are presented below:

	2019
	\$
Non-capital loss carry forwards	6,410
Deferred tax assets not recognized	(6,410)
	-

As at April 30, 2019, the Company had approximately \$23,744 in non-capital loss carry forward available to reduce taxable income for future year. The non-capital losses expire in 2039.

AMV CAPITAL CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
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(Expressed in Canadian dollars)

10. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and accounts payable. The carrying value of these financial instruments approximates their fair values due to their immediate or short-term maturity. The following table summarizes the carrying value of the Company's financial instruments:

	2019
	\$
FVTPL (i)	127,839
Amortized cost (ii)	3,045

- (i) Cash
- (ii) Accounts payable

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, and
- Level 3 - Inputs that are not based on observable market data

The following table sets for the Company's financial assets measured at fair value by level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total
Cash	\$ 127,839	\$ -	\$ -	\$ 127,839

a) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

b) Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

c) Currency risk

The Company does not have significant foreign exchange risk as all of its transactions are in Canadian dollars.

d) Liquidity Risk

In managing the liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

11. SUBSEQUENT EVENTS

The Company entered into an agency agreement with Mackie Research Capital Corporation (the "Agent") whereby the Agent has agreed to raise on commercially reasonable efforts \$400,000 in an initial public offering ("IPO") by the issuance of 4,000,000 common shares of the Company at a price of \$0.10 per common share.

Pursuant to the terms of the agency agreement, the Company has agreed to pay to the Agent a cash commission of 8% of the gross proceeds of the IPO. The Company has also agreed to grant Agent warrants (the "Agent's Warrants") which will entitle the Agent to purchase up to 8% of the common shares sold under the IPO, at a purchase price that is equal to the price per share offered in the IPO. The Agent's Warrants are exercisable until 24 months from the closing date. In addition, the Company has agreed to pay a corporate finance fee of \$22,000. The Company will also pay the Agent's legal fees incurred and any other reasonable expenses pursuant to the IPO.

On June 5, 2019, the Company granted 850,000 stock options to the Company's directors and officers. Options vested on grant date and are exercisable at \$0.10 per share for 5 years.

On June 17, 2019, the Company entered into an escrow agreement whereby 6,580,000 common shares will be placed in escrow and released under the terms and conditions of the agreement.

CERTIFICATE OF THE COMPANY

August 9, 2019

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

“Qiang Sean Wang”

“Jerry Minni”

Qiang Sean Wang
President and Chief Executive Officer

Jerry A. Minni
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

“David Forest”

“Michael Dake”

David Forest
Director

Michael Dake
Director

CERTIFICATE OF THE PROMOTER

August 9, 2019

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

“Qiang Sean Wang”

Qiang Sean Wang
Promoter

CERTIFICATE OF THE AGENT

August 9, 2019

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of the provinces of British Columbia, Alberta and Ontario.

**MACKIE RESEARCH CAPITAL
CORPORATION**

“Jovan Stupar”

Jovan Stupar
Managing Director