

FILING STATEMENT

– QUALIFYING TRANSACTION OF –

MOON RIVER CAPITAL LTD.

DATED AS OF OCTOBER 31, 2023

Neither the TSX Venture Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the Transaction described in this Filing Statement.

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GLOSSARY OF TERMS

The following is a glossary of certain definitions used in this Filing Statement. Terms and abbreviations used in the appendices to this Filing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated.

“Affiliate” means a corporation that is affiliated with another corporation as follows:

- (a) a corporation is an “Affiliate” of another corporation if:
 - (i) one of them is the subsidiary of the other; or
 - (ii) each of them is controlled by the same Person;
- (b) a corporation is “controlled” by a Person if:
 - (i) voting securities of the corporation are held, other than by way of security only, by or for the benefit of that Person; and
 - (ii) the voting securities, if voted, entitle the Person to elect a majority of the directors of the corporation;
- (c) a Person beneficially owns securities that are beneficially owned by:
 - (i) a corporation controlled by that Person; or
 - (ii) an Affiliate of that Person or an Affiliate of any corporation controlled by that Person;

“Arm’s Length Transaction” means a transaction which is not a Related Party Transaction;

“Asset Purchase Agreement” means the asset purchase agreement dated September 13, 2023, between the Company and Generation (as defined below) pursuant to which Generation assigned the Davidson Agreement (as defined below) to the Company and the Company acquired a 100% beneficial interest in the Property (as defined below).

“Associate(s)”, when used to indicate a relationship with a person or company, means:

- (a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,
- (b) any partner of the person or company,
- (c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity,
- (d) in the case of a person, a relative of that person, including
 - (i) that person’s spouse or child, or
 - (ii) any relative of the person or of his spouse who has the same residence as that person,

but:

- (e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member (as defined by Rule A.1.00 of the Exchange) firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company;

“**ATS**” means A.T.S. – Advanced Test Solutions Ltd. d/b/a ATS Engineering;

“**Audit Committee**” means the audit committee of the Company, as defined by NI 52-110;

“**Board**” means the board of directors of the Company;

“**Business Days**” means a day other than a Saturday, Sunday or day on which the chartered banks are closed in the City of Toronto;

“**Cashless Exercise**” has the meaning set forth in “*Part III – Information Concerning the Company*”;

“**CIM Definition Standards**” means the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards for Mineral Resources and Mineral Reserves adopted by the CIM Council on May 10, 2014, which are incorporated by reference in NI 43-101 (as defined below);

“**Closing**” means the closing of the Transaction;

“**Closing Date**” means the closing date of the Transaction;

“**Closing Time**” means 5:00 p.m. (Toronto time) on the Closing Date or such other time as agreed to in writing by the parties;

“**Common Shares**” means the common shares in the capital of the Company as presently constituted;

“**Company**” means Moon River Capital Ltd., a company incorporated under the OBCA (as defined below);

“**Control Person**” means any Person that holds or is one of a combination of Persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting shares of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

“**Davidson Agreement**” means the vending agreement dated April 1, 2016 initially entered into between Darnley Bay Resources Limited (which later changed its name to Pine Point Mining Limited (“**Pine Point**”)) and Roda (as defined below). Pursuant to a plan of arrangement approved on February 21, 2018, Pine Point spun out Generation and transferred its rights, title and interests under the Davidson Agreement to Generation by way of a contribution and transfer agreement dated February 23, 2018.

“**Escrowed Funds**” means the amount of \$3,000,000 (plus interest thereon), representing the partial proceeds from the Financing, currently held in escrow by TSX Trust pursuant to the Subscription Receipt Agreement;

“**Escrow Release Conditions**” means, for the purposes of the Subscription Receipt Agreement: (i) the receipt of all required board and regulatory approvals in connection with the Financing and Transaction, including, without limitation, the conditional approval of the TSXV for the listing of the Common Shares underlying the Subscription Receipts; and (ii) the completion or the satisfaction or waiver of all conditions precedent to the Transaction, substantially in accordance with the terms of the Asset Purchase Agreement;

“**Escrow Securities**” means the securities of the Company held in escrow pursuant to the Moon River Escrow Agreement;

“**Exchange**” or “**TSXV**” means the TSX Venture Exchange;

“Exchange Policy 2.2” means Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements* of the TSXV;

“Exchange Policy 2.4” means Exchange Policy 2.4 – *Capital Pool Companies* of the TSXV;

“Exchange Policy 5.4” means Exchange Policy 5.4 – *Escrow, Vendor Considerations and Resale Restrictions* of the TSXV;

“Filing Statement” means this filing statement, completed pursuant to Exchange Form 3B2, together with all schedules hereto and including the summary hereof;

“Final QT Exchange Bulletin” means the Exchange bulletin which is issued following the submission of all required documentation and that evidences the final Exchange acceptance of the Listing (as defined below);

“Financial Statements” means the audited financial statements of the Company for financial year ended December 31, 2022 and 2021, including the notes thereto and the report of the auditors thereon and the unaudited condensed interim financial statements of the Company for the three and six months ended June 30, 2023;

“Financing” means the non-brokered subscription receipt offering of a minimum of 8,000,000 and up to 12,000,000 Subscription Receipts at a price of \$0.25 per Subscription Receipt for gross proceeds of a minimum of \$2,000,000 and up to \$3,000,000, which closed on October 25, 2023;

“Finder Warrants” means 336,280 common share purchase warrants of the Company issued to certain eligible finders, each warrant exercisable to purchase one Common Share until 24 months following the satisfaction of the Escrow Release Conditions at a price of \$0.25 per Common Share;

“Generation” means Generation Mining Limited;

“IFRS” means International Financial Reporting Standards;

“Insider”, if used in relation to an issuer, means:

- (a) a director or senior officer of the issuer;
- (b) a director or senior officer of the corporation that is an Insider or subsidiary of the issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or
- (d) the issuer itself if it holds any of its own securities;

“IPO” has the meaning set forth in *“Part III – Information Concerning the Company”*;

“Issue Price” means \$0.25, the issuance price of the Subscription Receipts;

“Law” or **“Laws”** means all laws (including common law), by-laws, statutes, rules, regulations, principles of law and equity, orders, rulings, ordinances, judgements, injunctions, determinations, awards, decrees or other requirements, whether domestic or foreign, and the terms and conditions of any grant of approval, permission, authority or license of any governmental entity or self-regulatory authority (including the Exchange);

“Listing” means the listing on the Exchange of the Common Shares;

“MD&A” means the management discussions and analysis in respect of the Financial Statements;

“Moon River Escrow Agreement” means the escrow agreement dated March 10, 2022, as amended, among the Company, TSX Trust and certain securityholders of the Company;

“NEOs” means named executive officers’ which include (a) the Chief Executive Officer (or an individual acting in a similar capacity), (b) the Chief Financial Officer (or an individual who acted in a similar capacity), (c) the other most highly compensated executive officer, whose total compensation exceeded \$150,000 and (d) each individual who would be named executive officer under paragraph (c) but for the fact that the individual was not an executive officer, and was not acting in a similar capacity, at the end of the financial year;

“Net Exercise” has the meaning set forth in *“Part III – Information Concerning the Company”*;

“NI 43-101” means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*;

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

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

“Nominating Agreement” means the equity participation and nominating agreement dated as of the Closing Date, between the Company and Generation, pursuant to which the Company granted Generation the right to nominate one person for election to the Board on an annual basis and maintain its *pro rata* interest in the Company;

“Non-Arm’s Length Party” means in relation to a company, a Promoter, officer, director, other Insider or Control Person of that company (including an issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any company of which the individual is a Promoter, officer, director, Insider or Control Person;

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

“OBCA” means the *Business Corporations Act* (Ontario), including the regulations promulgated thereunder, as amended from time to time;

“Optionees” means the directors, officers and employees of the Company and its Affiliates and to consultants and management company employees to whom Options may be granted under the Option Plan.

“Options” means incentive stock options to purchase Common Shares;

“Option Plan” means the stock option plan of the Company to be approved at the next annual and special meeting of shareholders of the Company to be held on December 6, 2023;

“Person” includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative;

“Principal” has the meaning set forth in Exchange Policy 1.1 – *Interpretation*.

“Principal Escrow Securities” means the securities of the Company held in escrow pursuant to Policy 5.4;

“Promoter” means:

- (a) a person or company that, acting alone or in conjunction with one or more other persons, companies or a combination of them, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of an issuer; or
- (b) a person or company that, in connection with the founding, organizing or substantial reorganizing of the business of an issuer, directly or indirectly, receives in consideration of services or property or both services and property, 10% or more of the issued securities of a class of securities of the issuer or 10% or more of the proceeds from the sale of a class of securities of a particular issue, but a person or company who receives the securities or proceeds either solely as underwriting

commissions or solely in consideration of property shall not be considered a Promoter within the meaning of this definition where that person or company does not otherwise take part in founding, organizing or substantially reorganizing the business;

"Property" means the property consisting of six (6) mineral leases covering approximately 1,631.8 hectares located near the town of Smithers, British Columbia, which host a large molybdenum-tungsten deposit commonly known as the Davidson property;

"Roda" means Roda Holdings Inc.;

"SEC" means the U.S. Securities and Exchange Commission;

"SEDAR+" means the System for Electronic Document Analysis and Retrieval;

"Shareholders" means the holders Common Shares;

"Subscription Receipt" means the subscription receipts issued by the Company pursuant to the Financing, with each such subscription receipt convertible, for no additional consideration, into one Common Share upon the satisfaction of the Escrow Release Conditions on the Effective Date;

"Subscription Receipt Agreement" means the subscription receipt agreement dated October 25, 2023 by and among the Company and TSX Trust as subscription receipt agent and escrow agent;

"Technical Report" means the technical report prepared by A-Z Mining Professionals Limited with respect to the Davidson Property dated September 13, 2023 in accordance with NI 43-101;

"Termination Date" has the meaning ascribed thereto in the Subscription Receipt Agreements, as applicable;

"Transaction" means the acquisition of the Property by the Company pursuant to the Asset Purchase Agreement;

"TSX Trust" means TSX Trust Company;

"Value Escrow Agreement" means the value security escrow agreement dated as of the Closing Date, among the Company, TSX Trust and Generation; and

"Work Program" means the work program for the Property, as described in the Technical Report.

FORWARD-LOOKING STATEMENTS

This Filing Statement contains certain forward-looking statements within the meaning of Canadian securities Laws. These statements relate to future events or future performance and reflect management's expectations regarding the growth, results of operations, performance and business prospects and opportunities of the Company. All statements other than statements of historical fact are forward-looking statements. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue", "target" or the negative of these terms or other comparable terminology. These statements are only predictions. In addition, this Filing Statement may contain forward-looking statements attributed to third party industry sources.

Forward-looking statements are necessarily based on estimates and assumptions made by management in light of management's experience and perception of historical trends, current conditions and expected future developments, as well as factors that management believe are appropriate. Forward-looking statements in this Filing Statement include, but are not limited to: the anticipated Closing and Effective Date; the anticipated use of the Escrowed Funds (following the release thereof) by the Company; the Company's anticipated capital structure; the anticipated escrow periods, release schedules and contractual restrictions on transfer affecting the securities of the Company; the proposed directors, officers and Insiders of Company and their holdings of securities of the Company; the expected executive compensation and corporate governance practices of the Company; the future growth, results of operations, performance and business prospects and opportunities of the Company; the funds available to the Company; the business objectives of the Company; the timeline and budget disclosed with respect to the Work Program; the ability of the Company to execute its business plan successfully or as disclosed herein, such that the future growth, results of operations, performance and business prospects and opportunities of the Company will be as anticipated; and the ability for the Company to develop and commercialize the Property.

Although management of the Company believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, levels of activity, performance, or achievements. Some of the risks and other factors, some of which are beyond the control of the Company, which could cause results to differ materially from those expressed in the forward-looking statements contained in this Filing Statement include, but are not limited to: the Company may not complete the Transaction or receive Exchange approval; the Asset Purchase Agreement may be terminated in certain circumstances; the Transaction will have a dilutive effect on the ownership interest of holders of Common Shares; the Transaction may divert the attention of the management of the Company; the tax consequences of the Transaction; the Company may not realize anticipated benefits of the Transaction; market price and listing of Common Shares; the market price of the Common Shares may be volatile; the Company may issue additional equity securities; the value assigned to the Property may be incorrect; there is no assurance that the Company will declare a dividend; the limited operating history of the Company; the Company will face exploration and development risks; the Company has a history of negative cash flow and no assurance can be given that the Company will ever attain positive cash flow; dependence on the Property; uncertainty of resource estimates; commodity prices; mining operations may not be established or profitable; the Company may not use the available funds as described in the Filing Statement; ability to exploit future discoveries; financing risks; operations and exploration may be subject to governmental regulations; operation and exploration activities are subject to environmental and endangered species Laws and regulations; mineral properties may be subject to the rights of indigenous peoples; permits and licences; operational risks; environmental matters; additional costs to mineral property operators resulting from international climate control initiatives; community relations; defects in title to mineral properties; future amalgamations or integrations; future litigation could affect title; deficient third party reviews, reports and projections; dependence on key individuals; directors and officers may have conflicts of interest; global financial conditions may be volatile; public health threats, economic and political conditions may negatively impact the Company's business; anti-bribery Laws; the availability of equipment, materials and skilled technical workers; the Company's operations are subject to human error; disruption from non-governmental organizations; compliance with health and safety Laws and regulations; nature and climate conditions;

uninsured or uninsurable risks; disruption in the Company' activities due to acts of God may adversely affect the Company; forward-looking information may prove inaccurate; the Company may not be able to continue as a going-concern; the Company's Tax filings may be challenged; and foreign operations.

This list is not exhaustive of the factors that may affect any of the forward-looking statements regarding the Company. Forward-looking statements are statements about the future and are inherently uncertain. Actual events or results could differ materially from those projected in the forward-looking statements including as a result of the matters set out in this Filing Statement generally and certain economic and business factors, some of which may be beyond the control of the Company. Some of the important risks and uncertainties that could affect forward-looking statements are described under the heading "*Part V – Risk Factors*". The Company does not intend nor assume any obligation, to update any of the forward-looking statements after the date of this Filing Statement so as to conform such statements to actual results or to changes in the expectations of the Company, other than as required by applicable securities Law. For all these reasons, readers should not place undue reliance on the forward-looking statements contained herein, as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company estimates or assumptions prove inaccurate. The forward-looking statements contained in this Filing Statement are expressly qualified by this cautionary statement.

TECHNICAL INFORMATION

Except where otherwise stated, the disclosure in this Filing Statement relating to the Property is based on the Technical Report prepared and published in accordance with NI 43-101.

The Property is the only interest that will be held by the Company following Closing and as such is material to the Company for the purposes of NI 43-101. The Company will continue to assess the materiality of its assets as new assets are acquired or move into production.

CIM Definition Standards

Any reference to Proven, Probable, Measured, Indicated and Inferred Resources regarding the Property (including as used in the Technical Report) have been used in accordance with the CIM Definition Standards, which are incorporated by reference in NI 43-101.

Information concerning the Property, which is contained herein and in certain publicly-available disclosure filed on SEDAR (including the Technical Report) by Moon River and Generation, have been prepared in accordance with the requirements of Canadian securities Laws, which differ from the requirements of US securities Laws. Mineral reserve and mineral resource estimates included or incorporated by reference in this Filing Statement have been prepared in accordance with NI 43-101, under guidelines set out in the CIM Definition Standards. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Canadian standards, including NI 43-101, differ significantly from the current requirements of the SEC, and mineral reserve and mineral resource information contained or incorporated by reference in this Filing Statement may not be comparable to similar information disclosed by U.S. companies.

The following definitions are reproduced from the CIM Definition Standards:

"Indicated Mineral Resource" means that part of a Mineral Resource (defined herein) for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors as described below in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation.

An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource (defined herein) and may only be converted to a Probable Mineral Reserve (defined herein).

“Inferred Mineral Resource” means that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

“Measured Mineral Resource” means that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve (defined herein) or to a Probable Mineral Reserve.

“Mineral Reserve” means the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at pre-feasibility or feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which Mineral Reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a Mineral Reserve must be demonstrated by a Pre-Feasibility Study or Feasibility Study.

“Mineral Resource” means a concentration or occurrence of solid material of economic interest in or on the earth’s crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling.

For the purposes of the CIM Definition Standards, **“Modifying Factors”** are considerations used to convert Mineral Resources to Mineral Reserves. These include, but are not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.

Qualified Persons

Mr. Finley Bakker, P. Geo. and Mr. Brian LeBlanc, P. Eng. of A-Z Mining Professionals Ltd., the authors of the Technical Report, are qualified persons for the purposes of NI 43-101 and have reviewed and approved the scientific and technical disclosure contained in this Filing Statement.

MARKET AND INDUSTRY DATA

Market and industry data presented throughout this Filing Statement was obtained from third-party sources, industry reports and publications, websites and other publicly available information, as well as industry and other data prepared by us or on our behalf, on the basis of our knowledge of the markets in which we operate, including information provided by other industry participants. We believe that the market and industry data presented throughout this Filing Statement is accurate and, with respect to data prepared by us or on our behalf that our opinions, estimates and assumptions are currently appropriate and reasonable, but there can be no assurance as to the accuracy or completeness thereof.

The accuracy and completeness of the market and industry data presented throughout this Filing Statement are not guaranteed and the Company or its shareholders makes any representation as to the accuracy of such data. Actual outcomes may vary materially from those forecast in such reports or publications, and the prospect for material variation can be expected to increase as the length of the forecast period increases. Although we believe it to be reliable, the Company or its shareholders has independently verified any of the data from third-party sources referred to in this Filing Statement, analyzed or verified the underlying studies or surveys relied upon or referred to by such sources, or ascertained the underlying market, economic and other assumptions relied upon by such sources. Market and industry data is subject to variations and cannot be verified due to limits on the availability and reliability of data inputs, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey.

EXCHANGE RATE AND CURRENCY INFORMATION

Unless otherwise indicated, all references to “\$” or “Canadian dollars” in this Filing Statement refer to Canadian dollars. The Company’s financial statements incorporated herein are reported in Canadian dollars and are prepared in accordance with IFRS.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Filing Statement from documents filed with provincial securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference are available electronically at www.sedarplus.ca. The following documents, filed by the Company with the various provincial securities commissions or similar authorities in Canada, are specifically incorporated by reference into, and form an integral part of, this Filing Statement:

- a) the audited financial statements of the Company for the year ended December 31, 2022 and 2021 and the related notes thereto and auditor’s report thereon;
- b) the Company’s management’s discussion and analysis for the year ended December 31, 2022;
- c) the unaudited condensed interim financial statements of the Company for the three and six months ended June 30, 2023 and the related notes thereto, except for the notice therein provided under section 4.3(3)(a) of National Instrument 51-102 - *Continuous Disclosure Obligations*; and
- d) the Company’s management’s discussion and analysis for the three and six months ended June 30, 2023.

Any statement contained in this Filing Statement or in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Filing Statement to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein, modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document or statement that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed to constitute a part of this Filing Statement, except as so modified or superseded.

INFORMATION CONTAINED IN THIS FILING STATEMENT

The information contained in this Filing Statement is given as at October 31, 2023, except where otherwise noted.

No Person has been authorized to give any information or to make any representation in connection with the Transaction and other matters described herein other than those contained in this Filing Statement and, if given or made, any such information or representation should be considered not to have been authorized by the Company and should not be relied upon.

The information concerning each party contained in this Filing Statement has been provided by management of that party. Although the parties have no specific knowledge that would indicate that any of such information regarding the other party is untrue or incomplete, the parties assume no responsibility for the accuracy or completeness of information or the failure by the other party to disclose events which may have occurred or may affect the completeness or accuracy of such information which are unknown to that party.

This Filing Statement does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any Person in any jurisdiction.

Information contained in this Filing Statement should not be construed as legal, tax or financial advice and readers are urged to consult their own professional advisers in connection therewith.

All financial information in this Filing Statement has been prepared in accordance with IFRS unless otherwise noted. The financial year-end is December 31 for the Company.

Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

PART I – SUMMARY OF FILING STATEMENT

The following is a summary of information relating to the Company (assuming completion of the Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement. Reference is made to the Glossary of Terms for the definitions of certain abbreviations and terms used in this Filing Statement and in this summary. All information provided in this summary and in the Filing Statement is current as of October 31, 2023.

This Filing Statement has been prepared in accordance with Exchange Policy 2.4 and Exchange Form 3B2 – Information Required in a Filing Statement for a Qualifying Transaction.

Parties

The Company is a reporting issuer incorporated under the Laws of the Province of Ontario and is listed on the TSXV under the symbol “MOO.P”. For additional information about the Company, please see “*Part III – Information Concerning the Company*”. Generation is a reporting issuer incorporated under the Laws of the Province of Ontario and is listed on the Toronto Stock Exchange under the symbol “GENM”

Transaction

The Company intends to acquire from Generation the exclusive right to access to and from, and to enter upon and take possession of and prospect, develop and mine the Property pursuant to the Asset Purchase Agreement.

In consideration, Generation will receive from the Company: (i) \$630,000 in cash; (ii) 9,000,000 common shares in the capital of the Company; and (iii) to the extent Generation remains a 10% holder of the Company, (a) the right to nominate one director to the board of directors of the Company, and (b) the pre-emptive right to retain its pro rata equity interest in the Company in the event of future equity financings.

The Company is hereby applying to list its Common Shares on the Exchange (the “**Listing**”) under the symbol “MOO”. It is intended that the Company will be listed as a Tier 2 Issuer under the policies of the Exchange. The Listing will be subject to the Company fulfilling all of the minimum listing requirements of the Exchange and obtaining conditional approval of the Exchange. See “*Part IV – Information Concerning the Company Upon Completion of the Transaction – Description of the Securities.*”

The Financing

In connection with the Transaction, the Company completed the Financing and issued an aggregate of 12,000,000 Subscription Receipts at a price of \$0.25 per Subscription Receipt for aggregate gross proceeds of \$3,000,000. As consideration for their services, certain eligible finders received a cash commission of \$100,380 and 336,280 Finder Warrants. The Subscription Receipts were created and issued pursuant to the Subscription Receipt Agreement.

Each Subscription Receipt is automatically convertible into one Common Share without any payment or further action on part of the holder, provided the Escrow Release Conditions are satisfied on or before the Termination Date. The Escrowed Funds will be released to the Company from escrow upon the satisfaction of the Escrow Release Conditions. If the Escrow Release Conditions are not satisfied or waived by the Termination Date or the Company announces to the public by way of press release, or advises TSX Trust in writing, that it does not intend to satisfy the Escrow Release Conditions, then all proceeds from the Financing together with any interest thereon will be returned to holders of Subscription Receipts.

The Subscription Receipts were issued under available exemptions from prospectus requirements (National Instrument 45-106 – *Prospectus Exemptions*) and to existing shareholders of the Company in all jurisdictions in Canada in accordance with applicable blanket orders and rules implementing CSA Notice 45-313 – *Prospectus Exemption for Distributions to Existing Security Holders*.

See “Part II – Information Concerning the Transaction – The Financing”.

Principal Assets

The Company's only business is the identification of resource properties for exploration and development and its principal asset is its interest in the Property, as well as cash. See “Part III – Information Concerning the Company – Narrative Description of the Business” and “Part IV – Information Concerning the Company Upon Completion of the Transaction – The Property”.

Interests of Insiders

No Insider of the Company and no Associate or Affiliate of the same, has any interest in the Transaction, other than those which arise from the holding of the Company's securities.

Mr. Jamie Levy is a director of the Company and as of the date of this Filing Statement, holds a 17.56% equity interest in the Company. Mr. Levy is also President, Chief Executive Officer and director of Generation and holds a 4.00% equity interest in Generation.

Mr. Kerry Knoll is currently a director of the Company (set to resign upon completion of the Transaction) and currently holds a 17.56% equity interest in the Company. Mr. Knoll is also Chairman of the board and director of Generation and holds a 2.28% equity interest in Generation.

Mr. Ian McDonald is a director, Interim Chief Executive Officer, Interim Chief Financial Officer, Interim Treasurer and Interim Secretary of the Company and currently holds a 17.56% equity interest in the Company. Mr. McDonald also holds a 0.64% equity interest in Generation.

There is no person or company that is a control person of the Company or that has been, within the two most recently completed financial years or during the current financial year, a promoter of the Company or any subsidiary of the Company, as such term is defined in the *Securities Act* (Ontario).

Arm's Length Transaction

To the knowledge of the Company, the Transaction is not a Non-Arm's Length Transaction pursuant to the policies of the Exchange. See “Part II – Information Concerning the Transaction – Summary of the Transaction and Related Transactions”.

Directors, Officers and Promoters of the Company

The Board and officers shall be comprised of the individuals listed below. It is anticipated that the number and percentage of Common Shares over which such new directors and officers, and the Associates and Affiliates of such new directors and officers, exercise control, will be as set forth below:

<u>Proposed directors, officers and Promoters</u>	<u>Number and percentage of Common Shares held or controlled upon completion of the Transaction ⁽¹⁾</u>
Paul Parisotto Director, President and Chief Executive Officer	Number: 1,040,000 ⁽²⁾ Percentage: 3.16%
Ian McDonald Director and Chairman of the Board	Number: 2,944,000 ⁽³⁾⁽⁴⁾ Percentage: 8.93%
Jamie Levy Director	Number: 2,400,000 ⁽⁴⁾⁽⁵⁾ Percentage: 7.28%
Gordon Reid Director	Number: 100,000 ⁽⁶⁾ Percentage: 0.30%
Tong Yin Chief Financial Officer	Number: 200,000 Percentage: 0.61%
Lorna MacGillivray	Number: 100,000

Corporate Secretary

Percentage: 0.30%

Notes:

- (1) Calculation on an undiluted basis and based on 32,960,000 Common Shares outstanding upon the completion of the Transaction.
- (2) Includes: (i) 600,000 Common Shares to be issued upon conversion of Subscription Receipts acquired by Mr. Parisotto in connection with the Financing; and (ii) 440,000 free-trading Common Shares to be acquired by Mr. Parisotto at a price of \$0.10 upon Closing or shortly thereafter, from Messrs. Ian McDonald, Jamie Levy, Kerry Knoll, Robert Shewchuk, and Harris Watson from the portion of the Escrow Securities to be released upon issuance of the Final QT Exchange Bulletin. Each of Messrs. McDonald, Levy, Knoll and Shewchuk will sell 100,000 free-trading Common Shares to Mr. Parisotto and Mr. Watson will sell 40,000 free-trading Common Shares to Mr. Parisotto.
- (3) Includes 944,000 Common Shares to be issued upon conversion of Subscription Receipts acquired by Mr. McDonald in connection with the Financing;
- (4) Considers the transfer of 100,000 Common Shares to Mr. Parisotto upon Closing or shortly thereafter.
- (5) Includes: (i) 2,000,000 Common Shares held through JB Levy Corp. a corporation beneficially owned and controlled by Mr. Levy; and (ii) 400,000 Common Shares to be issued upon conversion of Subscription Receipts acquired by Mr. Levy in connection with the Financing
- (6) 50,000 Common Shares held by Ms. Morna Reid, Mr. Reid's spouse.

See "Part IV – Information Concerning the Company Upon Completion of the Transaction – Directors, Officers and Promoters".

Available Funds

The following table sets forth the funds anticipated to be available to the Company on a consolidated basis after giving effect to the Transaction:

<u>Source of Funds</u>	<u>Amount</u>
Estimated working capital of the Company as at June 2023	\$419,000
Net proceeds from the Financing ⁽¹⁾	\$2,882,551
Less payment of cash consideration to Generation pursuant to the Asset Purchase Agreement	(\$630,000)
Total Estimated Funds Available⁽²⁾	\$2,671,551

Notes:

- (1) After deduction of the cash portion of any commissions payable in connection with the Financing and fees payable to the Exchange.
- (2) Does not include legal expenses and other professional services incurred in connection with the Transaction in the amount of \$130,000.

See "Part IV – Information Concerning the Company Upon Completion of the Transaction – Available Funds".

Principal Purposes of Funds

The following table summarizes the expenditures anticipated by the Company required to achieve its business objectives during the 12 months following completion of the Transaction:

<u>Uses of Funds</u>	<u>Amount of Funds (\$)</u>
<u>Work Program</u>	
Completion of preliminary economic assessment for the Property	\$300,000
Re-establish road access to the Property through clearance of vegetation and trees and upgrading of the roadway	\$50,000
<u>Other Expenses</u>	
Salaries	\$411,000

Investor Relations	\$63,000
Legal Fees ⁽¹⁾	\$175,000
Audit Fees	\$20,000
Accounting Fees	\$3,000
Public Company Costs ⁽²⁾	\$28,000
Administrative ⁽³⁾	\$238,000
Miscellaneous ⁽⁴⁾	\$34,000
Total Estimated Uses of Funds	\$1,322,000
Unallocated Working Capital ⁽⁵⁾	\$1,349,551

Notes:

- (1) Includes \$130,000 for legal fees and other professional services relating to the Transaction.
- (2) Includes regulatory filing fees.
- (3) Includes accounting fees, legal fees, renewal fees and land management costs.
- (4) Includes travel, office costs and internet.
- (5) Possible uses of the unallocated working capital: to fund ongoing operations; future due diligence of other mining claims and concessions; and other uses as may be necessary.

Notwithstanding the proposed uses of available funds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary or prudent. It is difficult, at this time, to definitively project the total funds necessary to effect the planned activities of the Company. For these reasons, management of the Company considers it to be in the best interests of the Company and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises.

For additional information, see “*Part IV - Information Concerning the Company Upon Completion of the Transaction – Available Funds*”, “*Part IV – Information Concerning the Company Upon Completion of the Transaction – Principal Purposes*” and “*Part IV – Information Concerning the Company Upon Completion of the Transaction – Narrative Description of the Business, Business Objectives and Milestones*”. Further, the above uses of available funds should be considered estimates. See “*Forward-Looking Statements*”.

Dividends

It is not expected that the Company will declare any dividends for the foreseeable future. There are no restrictions in the Company’s articles or elsewhere which could prevent the Company from paying dividends subsequent to the completion of the Transaction. The Board will determine if, and when, to declare and pay dividends in the future from funds properly applicable to the payment of dividends based on the Company’s financial position at the relevant time. Holders of Common Shares will be entitled to an equal share in any dividends declared and paid on the Common Shares on a per-share basis.

See “*Part IV - Information Concerning the Company Upon Completion of the Transaction – Dividends*”.

Trading Price

The Common Shares are listed on the Exchange under the symbol “MOO.P”. The closing price of the Common Shares on September 13, 2023, being the last day the Common Shares traded on the Exchange was \$0.255. See “*Part III – Information Concerning the Company – Trading Price and Volume*”.

Shareholder Approval

The approval of the shareholders of the Company is not required for the Transaction under Exchange Policy 2.4 as the Transaction is not a Non-Arm’s Length Qualifying Transaction within the meaning of Exchange Policy 2.4.

See *“Part II – Information Concerning the Transaction – Approvals Necessary for the Transaction – Shareholder Approval”*.

Conflicts of Interest

The proposed directors and officers of the Company are aware of the existence of Laws governing the accountability of directors and officers for corporate opportunity and the Laws requiring disclosure by directors and officers of conflicts of interest. The Company will rely upon such Laws in respect of any such conflict of interest or in respect of any breach of duty by any of the Company’s directors or officers. Any such conflicts are required to be disclosed by such directors or officers in accordance with the OBCA and the directors of the Company are required to govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by Law.

Certain proposed directors of the Company are, or may in the future be, directors, officers or shareholders of other companies that are, or may in future be, engaged in the business of, or enter into transactions with, the Company. Such associations and transactions may give rise to conflicts of interest from time to time.

See *“Part IV - Information Concerning the Company Upon Completion of the Transaction – Conflicts of Interests”*.

Risk Factors

An investment in the Common Shares (both before and after the completion of the Transaction) should be considered highly speculative and involves a high degree of risk. Material risk factors affecting the Common Shares include the following: the Company may not complete the Transaction or receive Exchange approval; the Asset Purchase Agreement may be terminated in certain circumstances; the Transaction will have a dilutive effect on the ownership interest of holders of Common Shares; the Transaction may divert the attention of the management of the Company; the tax consequences of the Transaction; the Company may not realize anticipated benefits of the Transaction; market price and listing of Common Shares; the market price of the Common Shares may be volatile; the Company may issue additional equity securities; the value assigned to the Property may be incorrect; there is no assurance that the Company will declare a dividend; the limited operating history of the Company; the Company will face exploration and development risks; the Company has a history of negative cash flow and no assurance can be given that the Company will ever attain positive cash flow; dependence on the Property; uncertainty of resource estimates; commodity prices; mining operations may not be established or profitable; the Company may not use the available funds as described in the Filing Statement; ability to exploit future discoveries; financing risks; operations and exploration may be subject to governmental regulations; operation and exploration activities are subject to environmental and endangered species Laws and regulations; mineral properties may be subject to the rights of indigenous peoples; permits and licences; operational risks; environmental matters; additional costs to mineral property operators resulting from international climate control initiatives; community relations; defects in title to mineral properties; future amalgamations or integrations; future litigation could affect title; deficient third party reviews, reports and projections; dependence on key individuals; directors and officers may have conflicts of interest; global financial conditions may be volatile; public health threats, economic and political conditions may negatively impact the Company’s business; anti-bribery Laws; the availability of equipment, materials and skilled technical workers; the Company’s operations are subject to human error; disruption from non-governmental organizations; compliance with health and safety Laws and regulations; nature and climate conditions; uninsured or uninsurable risks; disruption in the Company’ activities due to acts of God may adversely affect the Company; forward-looking information may prove inaccurate; the Company may not be able to continue as a going-concern; the Company’s Tax filings may be challenged; and foreign operations.

The Company's future development and actual operating results may be very different from those expected as at the date of this Filing Statement. No representation is or can be made as to the future performance of the Company and there can be no assurance that the Company will achieve its objectives. Accordingly, readers should carefully consider the risk factors contained herein under "*Part V – Risk Factors*".

Conditional Approval

The Listing will be subject to the Company fulfilling all of the minimum listing requirements of the Exchange and obtaining conditional approval of the Exchange. There can be no assurance that the Exchange will list the Common Shares. The Exchange has conditionally accepted the Transaction subject to the Company fulfilling all of the requirements of the Exchange on or before January 29, 2024.

There can be no assurance that the Company will be able to satisfy the requirements of the Exchange such that the Exchange will issue the Final QT Exchange Bulletin.

Interests of Experts

The auditor of the Company is Wasserman Ramsay, Chartered Professional Accountants at its principal office in Markham, Ontario. Wasserman Ramsay is independent with respect to the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario. See "*Part IV - Information Concerning the Company Upon Completion of the Transaction – Auditor, Transfer Agent and Registrar*".

None of the foregoing persons or any of their respective directors, officers or employees beneficially own, directly or indirectly, any securities, nor do they have any interest in the property of the Company or any of its Associates or Affiliates. See "*Part VI – General Matters – Interests of Experts*".

PART II – INFORMATION CONCERNING THE TRANSACTION

The following is a summary of the material terms of the Asset Purchase Agreement. This summary does not purport to be a complete summary of the Asset Purchase Agreement and is qualified in its entirety by reference to the full text of the Asset Purchase Agreement, a copy of which is available for review under the Company's SEDAR+ profile at www.sedarplus.ca.

Terms used in this “*Part II – Information Concerning the Transaction*” but not otherwise defined in this Filing Statement shall have the meaning ascribed thereto in the Asset Purchase Agreement.

Background of the Transaction

The Company and Generation have agreed to complete the Transaction pursuant to the Asset Purchase Agreement. Upon completion of the Transaction, the Company will have acquired the exclusive right to access to and from, and to enter upon and take possession of and prospect, develop and mine the Property, and the right to remove and ship therefrom all ore, bullion, concentrates and minerals recovered in any manner from the Property pursuant to the Davidson Agreement.

It is intended that the Transaction will constitute a “Qualifying Transaction” in accordance with (and as defined under) Exchange Policy 2.4.

Pursuant to the Asset Purchase Agreement, and subject to adjustment as provided thereunder, the parties intend to effect the following steps on or about Closing:

- (a) The Company shall have completed the Financing for minimum gross proceeds of \$2,000,000;
- (b) The Company will make a one-time cash payment in the amount of \$630,000 to Generation on Closing;
- (c) The Company will issue 9,000,000 Common Shares to Generation on Closing, at a deemed price of \$0.25 per Common Share;
- (d) The Company will grant Generation certain rights pursuant to the Nominating Agreement (See “*Part III – Information Concerning the Company – Material Contracts*”); and
- (e) Generation will assign its rights to the Davidson Agreement to the Company (See “*Part IV - Information Concerning the Company Upon Completion of the Transaction – The Property*”).

It is anticipated that immediately following completion of the foregoing steps, an aggregate of approximately 32,960,000 Common Shares will be issued and outstanding.

Reasons for the Transaction

The Company is currently listed in the Exchange as a capital pool company under Exchange Policy 2.4. The Transaction is intended to constitute the Company's “Qualifying Transaction” (as defined in Exchange Policy 2.4) and, together with the Financing, is intended to provide the Company with the assets and additional capital to pursue its business objectives upon completion of the Listing. The Transaction will also provide the Company with potentially greater access to capital markets in the future and may facilitate the completion of acquisitions on accretive terms in the future.

Summary of the Transaction and Related Transactions

In connection with the completion of the Transaction and pursuant to the Asset Purchase Agreement and the Subscription Receipt Agreement, it is anticipated that the following transactions will be completed:

- (a) each Subscription Receipt will be exchanged for one (1) Common Share;
- (b) the Escrowed Funds will be released from escrow and remitted to the Company, subject to the terms of the Subscription Receipt Agreement; and

- (c) Generation will have assigned its rights to the Davidson Agreement to the Company.

Completion of the Transaction is subject to compliance with the terms and conditions set forth in the Asset Purchase Agreement, which are discussed further below under the heading “*Part II – Description of the Transaction – The Asset Purchase Agreement and the Transaction – Conditions of the Transaction*”. If the terms and conditions of the Asset Purchase Agreement are satisfied (or waived, as applicable), it is expected that the Transaction will be completed and become effective on or about November 6, 2023 or such other date as may be determined by the parties thereto. However, the effective date of the Transaction could be delayed for a number of reasons. See “*Part V – Risk Factors*”.

The terms of the Transaction, as set out in the Asset Purchase Agreement and summarized below, were established through arm’s length negotiations between the respective management of Generation and the Company.

The Asset Purchase Agreement and the Transaction

Pursuant to the Asset Purchase Agreement, Generation will assign its rights to the Davidson Agreement to the Company and the Company will acquire the exclusive right to access to and from, and to enter upon and take possession of and prospect, develop and mine the Property. The following is a summary of the Asset Purchase Agreement and is qualified in its entirety by the full text of the Asset Purchase Agreement, which has been filed on SEDAR+.

Representations, Warranties and Covenants

The Company and Generation agreed to certain representations and warranties relating to, among other things: the incorporation and registration of each party; the power and authority to enter into and perform the obligations under the Asset Purchase Agreement and its related agreements; required approvals; no conflict; title to the Property; absence of undisclosed liabilities; absence of litigation; validity and enforceability of the Davidson Agreement; the absence of guarantees; the absence of environmental liabilities; tax residency and registration; compliance with Laws; issuance of the Common Shares; and absence of commissions.

Conditions of the Transaction

The Asset Purchase Agreement contains a number of conditions precedent to the obligations of the Company and Generation. Unless all such conditions are satisfied or waived by the party for whom benefit such conditions exist, to the extent it may be capable of waiver, the Transaction will not proceed. There is no assurance that these conditions will be satisfied or waived on a timely basis, or at all. The conditions to the Transaction becoming effective are set out in the Asset Purchase Agreement and are summarized below.

Mutual Conditions Precedent

The parties are not required to complete the Transaction unless each of the following conditions is satisfied on or prior to the Effective Date, which conditions may only be waived by the mutual consent of each of the parties:

- (a) absence of Laws that make the consummation of the Transaction illegal or otherwise prohibits or enjoins any of the parties from consummating the Transaction;
- (b) the receipt of all necessary prior regulatory approvals, specifically Exchange approval with respect to the Transaction;
- (c) all requisite third-party consents and approvals shall have been obtained by Generation in order to effect the assignment of the Davidson Agreement; and
- (d) all requisite corporate and shareholder approvals shall have been obtained in order to effect the Transaction.

Conditions for the Benefit of the Company

The completion of the Transaction is subject to the following conditions being satisfied at or prior to the Effective Date, which conditions are for the exclusive benefit of the Company and may be waived, in whole or in part, by the Company in its sole discretion:

- (a) Generation shall deliver on Closing:
 - (i) a bill of sale and general conveyance duly executed by Generation, transferring the Property to the Company;
 - (ii) an assignment and assumption agreement duly executed by Generation effecting the assignment to the Company of its rights and interests under and to the Davidson Agreement;
 - (iii) copies of all required consents, approvals, waivers, and authorizations required to assign and transfer the rights over the Property to the Company;
 - (iv) a certificate executed by a senior officer of Generation confirming that the representations and warranties provided by Generation under the Asset Purchase Agreement are true and correct in all material respects as at the closing date;
 - (v) a legal opinion concerning title of the Property, in customary form satisfactory to the Company, acting reasonably; and
 - (vi) such other instruments of transfer, assignments, filings or documents that the Company may reasonably require, in form and substance reasonably satisfactory to the Company;
- (b) each of the acts, covenants and undertakings of Generation to be performed on or before the Closing Date pursuant to the terms of the Asset Purchase Agreement will have been duly performed;
- (c) there shall be no Material Adverse Effects (as defined in the Asset Purchase Agreement) with respect to the Property or the Davidson Agreement; and
- (d) the Davidson Agreement shall have been registered on title against the Property.

Conditions for the Benefit of Generation

The completion of the Transaction is subject to the following conditions being satisfied at or prior to the Effective Date, which conditions are for the exclusive benefit of Generation and may be waived, in whole or in part, by Generation in its sole discretion:

- (a) the Company shall deliver on Closing:
 - (i) evidence of payment of the cash portion of the purchase price (and any applicable HST) to Generation by certified cheque or wire transfer to Generation's account and in accordance with the payment instructions set forth in the Asset Purchase Agreement;
 - (ii) certificates representing the Common Shares issued to Generation, or other evidence satisfactory to Generation of the electronic deposit of such Common Shares, registered in the name of Generation or as may otherwise be directed by Generation;
 - (iii) an assignment and assumption agreement duly executed by the Company effecting the assumption by the Company of Generation's obligations under the Davidson Agreement;
 - (iv) a certificate executed by a senior officer of the Company confirming that the representations and warranties provided by the Company are true and correct in all material respects as at the closing date; and

- (v) the Nominating Agreement executed by the Company;
- (b) the Company will have fulfilled or complied with all covenants contained in the Asset Purchase Agreement and any related agreements to be fulfilled or complied with by it at or prior to the Closing Date; and
- (c) prior to the completion of the Transaction, the Company shall have completed the Financing.

Termination Rights

The Asset Purchase Agreement may be terminated by mutual consent of the Company and Generation, or on the following conditions:

- a) By either party, if any mutual condition precedent has not been satisfied as of the Closing Date or if the satisfaction of any condition by the Closing Date is or becomes impossible (other than through the failure of such terminating party to comply with its obligations under the Asset Purchase Agreement), and the parties have not mutually waived that condition on or before the Closing Date;
- b) By the Company, if any condition precedent in its favour has not been satisfied, or any deliverable of Generation has not been delivered, as of the Closing Date or if such satisfaction or delivery by the Closing Date is or becomes impossible (other than through the failure of the Company to comply with its obligations under the Asset Purchase Agreement), and the Company has not waived the satisfaction of such condition or delivery of such deliverable on or before the Closing Date;
- c) By Generation, if any condition precedent in favour of Generation has not been satisfied, or any deliverable of the Company has not been delivered, as of the Closing Date or if such satisfaction or delivery by the Closing Date is or becomes impossible (other than through the failure of Generation to comply with its obligations under the Asset Purchase Agreement), and Generation has not waived the satisfaction of such condition or delivery of such deliverable on or before the Closing Date; or
- d) By the Company unless it is in material breach of the Asset Purchase Agreement, or by Generation unless it is in material breach of the Asset Purchase Agreement, if Closing has not occurred on or before September 30, 2023, or on such other date as the parties may mutually determine beyond that date.

The Financing

In connection with the Transaction, the Company completed the Financing and issued 12,000,000 Subscription Receipts at a price of \$0.25 per Subscription Receipt for aggregate gross proceeds of \$3,000,000. As part consideration for their services, certain eligible finders (each, a “**Finder**”) received 336,280 Finder Warrants, each exercisable to acquire one Common Share for a period of 24 months following satisfaction of the Escrow Release Conditions at an exercise price of \$0.25 per Common Share. In addition, the finders received a cash commission in the aggregate amount of \$100,380.

The Subscription Receipts were created and issued pursuant to the Subscription Receipt Agreement.

Each Subscription Receipt is automatically convertible into one Common Share without any payment or further action on part of the holder, provided the Escrow Release Conditions are satisfied on or before the Termination Date. The proceeds of the Financing will be released to the Company from escrow upon the satisfaction of the Escrow Release Conditions. If the Escrow Release Conditions are not satisfied or waived by the date that is 120 days following closing of the Financing, the Asset Purchase Agreement is terminated or the Company announces to the public by way of press release that it does not intend to satisfy the Escrow Release Conditions, then all proceeds from the Financing together with any interest thereon will be returned to holders of Subscription Receipts and the Subscription Receipts shall be cancelled.

The Subscription Receipts were issued under available exemptions from prospectus requirements (National Instrument 45-106 – *Prospectus Exemptions*) and to existing shareholders of the Company in all jurisdictions in Canada in accordance with applicable blanket orders and rules implementing CSA Notice 45-313 – *Prospectus Exemption for Distributions to Existing Security Holders*.

Approvals Necessary for the Transaction

Shareholder Approval

No approval of the Transaction by the Shareholders is required.

Exchange Approval

On October 30, 2023, the Exchange conditionally approved the Listing of the Common Shares. The Listing is subject to the fulfillment of all of the requirements of the Exchange on or before January 29, 2024.

Interests of Insiders and Shareholder Approval

No Insider of the Company and no Associate or Affiliate of the same, has any interest in the Transaction, other than those which arise from the holding of the Company's securities.

Mr. Jamie Levy is a director of the Company and as of the date of this Filing Statement, holds a 17.56% equity interest in the Company. Mr. Levy is also President, Chief Executive Officer and director of Generation and holds a 4.00% equity interest in Generation.

Mr. Kerry Knoll is currently a director of the Company (set to resign upon completion of the Transaction) and currently holds a 17.56% equity interest in the Company. Mr. Knoll is also Chairman of the board and director of Generation and holds a 2.28% equity interest in Generation .

Mr. Ian McDonald is a director, Interim Chief Executive Officer, Interim Chief Financial Officer, Interim Treasurer and Interim Secretary of the Company and currently holds a 17.56% equity interest in the Company. Mr. McDonald also holds a 0.64% equity interest in Generation.

There is no person or company that is a control person of the Company or that has been, within the two most recently completed financial years or during the current financial year, a promoter of the Company or any subsidiary of the Company, as such term is defined in the *Securities Act* (Ontario).

The approval of the shareholders of the Company is not required for the Transaction under Exchange Policy 2.4 as the Transaction is not a Non-Arm's Length Qualifying Transaction within the meaning of Exchange Policy 2.4. See "*Part II – Information Concerning the Transaction – Approvals Necessary for the Transaction – Shareholder Approval*".

PART III – INFORMATION CONCERNING THE COMPANY

The following information is presented prior to giving effect to the Transaction as at the date hereof or as otherwise specified herein. See “*Part IV – Information Concerning the Company Upon Completion of the Transaction*” for business, financial and share capital information relating to the Company.

Corporate Structure

Name and Incorporation

The Company was incorporated under the OBCA on August 6, 2019 under the name Moon River Capital Ltd. and its registered office and principal place of business is located at 217 Queen Street West, Suite 401, Toronto, ON M5V 0R2.

Intercorporate Relationships

The Company does not have any subsidiaries.

General Development of the Business

Overview and History of the Company

The Company was incorporated under the OBCA on August 6, 2019.

On March 20, 2020, the Company closed its initial public offering (“**IPO**”) of 2,600,000 Common Shares at a price of \$0.10 per Common Shares for gross proceeds of \$260,000. In connection with the IPO, the Company granted to the agent, Canaccord Genuity Corp., an option to acquire up to an aggregate of 260,000 the Common Shares at a price of \$0.10 per share for a period of 24 months from the date the Common Shares are listed on the Exchange. In addition, Canaccord Genuity Corp. received a commission of \$26,000, representing 10% of the aggregate gross proceeds raised under the IPO. At the closing of the IPO, the Company also granted 300,000 Options to directors and officers of the Company to acquire an aggregate of 300,000 Common Shares. The Company Options may be exercised any time prior to March 20, 2025 at an exercise price of \$0.10.

On March 20, 2020, the Common Shares were listed for trading on the Exchange under the stock symbol “MOO.P”.

On August 26, 2021, the Company entered into a non-binding letter of intent with ATS, which outlined the general terms and conditions of a proposed business combination, by way of a three-cornered amalgamation, merger, share exchange, plan of arrangement or other similarly structured transaction, taking into account securities Law and tax considerations, whereby the ATS will ultimately be acquired by the Company or an Affiliate thereof. On January 24, 2022, the letter of intent was terminated.

On September 13, 2023, the Company entered into the Asset Purchase Agreement with Generation, in respect of the Transaction.

Narrative Description of the Business

The Company has never commenced commercial operations and has no assets other than cash. The Company has not carried on any business other than the identification and evaluation of businesses or assets with a view to completing a Qualifying Transaction as defined in Exchange Policy 2.4. See “*Part III – General Development of the Business – Overview and History of the Company*”.

Financing

In connection with the Transaction, on October 25, 2023, the Company completed the Financing pursuant to which it issued 12,000,000 Subscription Receipts at a price of \$0.25 per Subscription Receipt for aggregate gross proceeds of \$3,000,000. See “*Part II – Information Concerning the Transaction – The Financing*”.

Management's Discussion & Analysis

The MD&A is incorporated by reference in this Filing Statement and should be read in conjunction with the Financial Statements which are also incorporated by reference in this Filing Statement.

On October 24, 2023 the Company issued an aggregate of 300,000 Common Shares to Messrs. Ian McDonald, Jamie Levy and Kerry Knoll in connection with the exercise of Options issued on March 20, 2020 at an exercise price of \$0.10 for a term of five years.

Description of the Securities

Common Shares

The authorized capital of the Company consists of an unlimited number of Common Shares, of which 11,960,000 Common Shares are currently outstanding. The Common Shares are without par value and entitle the holders thereof to receive notice of, attend and vote at all meetings of Shareholders. Each Common Share carries one vote at such meetings. Holders of Common Shares are entitled to dividends as and when declared by the Board. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Company, after payment of all outstanding debts, the remaining assets of the Company available for distribution will be distributed to the holders of Common Shares. The following table sets forth the capitalization of the Company as at the date hereof and following the Transaction, on a non-diluted basis:

<u>Capital</u>	<u>Authorized</u>	<u>Outstanding as at date hereof</u>	<u>Outstanding post-Transaction</u>
Common Shares	Unlimited	11,960,000	32,960,000

Warrants

There are 336,280 Finder Warrants outstanding to purchase 336,280 Common Shares issued in connection with the Financing.

Options

Stock Option Plan

The Company's stock option plan was last approved by the shareholders of the Company on March 1, 2022. On October 31, 2023, the board of directors of the Company approved the Option Plan, amending the terms of the Company's previous stock option plan to comply with the revised policies of the TSXV for security-based compensation. The Option Plan will be presented to the Shareholders of the Company for ratification and approval at the annual and special shareholder meeting to be held on December 6, 2023. Should the Company fail to obtain shareholder approval of the Option Plan, the Option Plan and any Options granted thereunder will be terminated.

The purpose of the Option Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of Common Shares. The Option Plan is administered by the board of directors of the Company, which has full and final authority with respect to the granting of all Options thereunder.

The Option Plan provides that the aggregate number of securities reserved for issuance under the Option Plan, combined with any other compensation securities of the Company will not exceed 10% of the number of Common Shares issued and outstanding from time to time. Options may be granted under the Option Plan to a person who is a bona fide director, officer, employee, management company employee, consultant or consultant company of the Company and its Affiliates ("**Service Provider**"), as the board of directors may from time to time designate. The exercise price of each Option shall be determined by the board in its sole discretion, at the time such Option is allocated under the Option Plan, and cannot be less than the Discounted Market Price (as defined in the policies of the Exchange). All Options granted under the Option Plan will expire no later than the date that is ten (10) years from the date that such Options are granted.

The Option Plan provides for the following restrictions: (a) no Service Provider of the Company may be granted an Option if that Option would result in the total number of Options granted to the participant in the previous 12 months, exceeding 5% of the issued and outstanding Common Shares unless the Company has obtained disinterested shareholder approval in accordance with Exchange policies; (b) the aggregate number of Options granted to Service Providers of the Company conducting Investor Relations Activities (as defined in the policies of the Exchange) in any 12 month period must not exceed 2% of the issued and outstanding Common Shares, calculated at the time of grant; and (c) the aggregate number of Options granted to any one consultant in any 12 month period must not exceed 2% of the issued and outstanding Common Shares, calculated at the time of grant, without prior consent of the TSXV.

If a holder of Options (the “**Optionee**”) ceases to be a director or officer of the Company or ceases to be employed by the Company (other than by reason of death), or ceases to be a consultant of the Company as the case may be, Options may be exercised after the Optionee has left his/her employment/office or has been advised by the Company that his/her services are no longer required or his/her service contract has expired, until the term applicable to such Options expires, except as follows: (a) in the case of the death of an Optionee, any vested Option held by him at the date of death will become exercisable by the Optionee’s lawful personal representatives, heirs or executors until the earlier of one (1) year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option; (b) an Option granted to any Service Provider will expire ninety (90) days (or such other time, not to exceed one year, as shall be determined by the board of directors of the Company as at the date of grant or agreed to by the board of directors of the Company and the Optionee at any time prior to expiry of the Option) after the date of termination, and only to the extent that such Option was vested at the date of termination; and (c) in the case of an Optionee being dismissed from employment or service for cause, such Optionee’s Options, whether or not vested at the date of dismissal, will immediately terminate on the date of termination without right to exercise same.

Vesting of Options shall be at the discretion of the Board and, in the absence of a vesting schedule being specified at the time of grant, all such Options shall vest immediately. Vesting of Options will generally be subject to: (a) the Service Provider remaining employed by or continuing to provide services to the Company or any of its Affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its Affiliates during the vesting period; or (b) the Service Provider remaining as a director of the Company or any of its Affiliates during the vesting period.

Options granted to any Service Provider conducting Investor Relations Activities will vest such that: (a) no more than 25% of the Options vest no sooner than three months after the Options were granted; (b) no more than another 25% of Options vest no sooner than six months after the Options were granted; (c) no more than 25% of Options vest no sooner than nine months after the Options were granted; and (d) the remainder of the Options vest no sooner than 12 months after the Options were granted.

Optionees may elect to exercise an Option, in whole or in part, on a “cashless exercise” (“**Cashless Exercise**”) basis or a “net exercise” (“**Net Exercise**”) basis. In connection with a Cashless Exercise of Options, a brokerage firm will loan money to an Optionee to purchase Common Shares underlying the Options, and will sell a sufficient number of Common Shares to cover the exercise price of the Options in order to repay the loan made to the Optionee and the Optionee retains the balance of the Common Shares. In connection with a Net Exercise of Options, an Optionee would receive such number of Common Shares equal in value to the difference between the Option price and the fair market value of the Common Shares on the date of exercise, computed in accordance with the terms of the Option Plan.

The Subscription Receipt Financing

In connection with the Transaction, on October 25, 2023, the Company completed the Financing pursuant to which it issued 12,000,000 Subscription Receipts at a price of \$0.25 per Subscription Receipt for aggregate gross proceeds of \$3,000,000. See “*Part II – Information Concerning the Transaction – The Financing*”.

Prior Sales

The following table set outs the securities of the Company that have been issued within the twelve (12) months before the date of this Filing Statement:

Date	Type of Security	Number of Securities	Price Per Security	Aggregate Gross Proceeds
October 24, 2023 ⁽¹⁾	Common Shares	300,000	\$0.10	\$30,000
October 25, 2023 ⁽²⁾	Subscription Receipts	12,000,000]	\$0.25	\$3,000,000
October 25, 2023 ⁽²⁾	Finder Warrants	336,280	N/A	N/A
November 6, 2023 ⁽³⁾	Common Shares	9,000,000	\$0.25	N/A

Notes

- (1) Issued to Messrs. Ian McDonald, Jamie Levy and Kerry Knoll in connection with the exercise of Options issued on March 20, 2020 at an exercise price of \$0.10 for a term of five years.
(2) Issued pursuant to the Financing.
(3) To be issued to Generation on the Closing Date in connection with the Transaction.

Trading Price and Volume

The Common Shares are listed on the Exchange under the trading symbol “MOO.P”. The closing price of the Common Shares on September 13, 2023, being the last day the Common Shares traded on the Exchange was \$0.255.

The following table sets forth the high and low daily closing prices and the volumes of trading of the Common Shares on the Exchange for the periods indicated.

Period	\$ High	\$ Low	Volume
August 2022	0.26	0.26	-
September 2022	0.26	0.26	44
October 2022	0.26	0.26	119
November 2022	0.26	0.26	10,100
December 2022	0.26	0.235	2,000
January 2023	0.245	0.235	2,000
February 2023	0.245	0.245	-
March 2023	0.27	0.245	10,000
April 2023	0.30	0.27	10,501
May 2023	0.37	0.28	34,500
June 2023	0.35	0.27	28,500
July 2023	0.48	0.3	39,000
August, 2023	0.35	0.25	54,000
September 1, 2023 to September 13, 2023 ⁽¹⁾	0.255	0.25	1,000

Notes

- (1) Halted in accordance with the Exchange Policy 2.4 in connection with the Asset Purchase Agreement.

Arm’s Length Transactions

The Transaction is not a Non-Arm’s Length Qualifying Transaction within the meaning of Exchange Policy 2.4.

Legal Proceedings

To the Company’s knowledge, the Company is neither a party to, nor is any of its property the subject matter of, any legal proceedings, nor are any such proceedings known to the Company to be contemplated by any party since the beginning of the fiscal year ended 2022, being the most recently completed financial year for which the Financial Statements are being included in this Filing Statement.

Auditor, Transfer Agent and Registrar

The auditor of the Company Wasserman Ramsay, Chartered Professional Accountants 3601 Hwy 7 East Suite 1008, Markham, ON L3R 0M3. Wasserman Ramsay is independent with respect to the Company in accordance with the Code of Professional Conduct of Chartered Professional Accountants of Ontario.

The transfer agent and registrar of the Company is TSX Trust, having an address of 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 1S3.

Material Contracts

The Company has not entered into any material contracts, outside of the ordinary course of business, prior to the date hereof, other than the following:

- (a) Asset Purchase Agreement: See "*Part II - Information Concerning the Transaction – The Asset Purchase Agreement and the Transaction*".
- (b) Nominating Agreement: Pursuant to the Nominating Agreement, and to the extent Generation holds Common Shares in excess of 10% of the Company's issued and outstanding Common Shares, Generation shall have: (i) the right to nominate one director to the Board of the Company, and (ii) the pre-emptive right to retain its pro rata equity interest in the Company in the event of future equity financings.
- (c) Davidson Agreement: upon completion of the Transaction and pursuant to the Asset Purchase Agreement, Generation will assign its interest, rights, and obligations under the Davidson Agreement to the Company and the Company will acquire a 100% beneficial interest in the Property. The Davidson Agreement grants the exclusive right to access to and from, and to enter upon and take possession of and prospect, develop, and mine the Property, and the right to remove and ship therefrom all ore, bullion, concentrates, and minerals recovered in any manner from the Property (collectively, the "**Rights**").

While Mr. Donald Davidson maintains registered title to the Property, until certain conditions (set out below) are satisfied, upon Closing the Company will hold a 100% beneficial interest in the Property pursuant to the Rights. In consideration of the Rights, the Company will pay Roda \$100,000 per fiscal year and reimburse Roda for the annual lease and property maintenance payments in connection with the mining leases.

Pursuant to the Davidson Agreement, registered title will pass to the Company (the "**Option**"), upon either: (i) obtaining funding commitments to construct a mine capable of mining at least 500,000 tonnes of ore per year where registration of title documents is required by the parties providing funding; or (ii), on notice to Roda of commencement of commercial production at levels sufficient to result in the mining of at least 500,000 tonnes of ore within one year from commencement of commercial production.

Upon commencement of commercial production (as described above), the Company shall pay Roda a 3% net smelter returns royalty ("**NSR**"). If the NSR payments to Roda in a fiscal year are less than \$100,000, the Company must make a payment to Roda equivalent to the difference between the NSR payments for the fiscal period and \$100,000.

- (d) Subscription Receipt Agreement: Pursuant to the Subscription Receipt Agreement, TSX Trust agreed to act as receipt and escrow agent with respect to the Subscription Receipts. The Subscription Receipts were issued pursuant to the Subscription Receipt Agreement and will be converted into Common Shares upon satisfaction of the Escrow Release Conditions.

Copies of these agreements are available for inspection at the head office of the Company, during normal business hours until the completion of the Transaction and for a period of 30 days thereafter.

PART IV – INFORMATION CONCERNING THE COMPANY UPON COMPLETION OF THE TRANSACTION

The following information is presented on a post-Transaction basis and is reflective of the projected business, financial and share capital position of the Company. This section only includes information respecting the Company that is materially different from information provided earlier in this Filing Statement.

Corporate Structure

Name and Incorporation

The Company will continue under the name “Moon River Capital Ltd.”. The Company will be governed under the OBCA. It is expected that, following the completion of the Transaction, the Company’s head office and registered office will be located at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2.

Intercorporate Relationships

Following the Transaction, the Company will not have any subsidiaries.

Narrative Description of the Business, Business Objectives and Milestones

The Company’s intended primary business objectives and milestones following the completion of the Transaction is to continue its multi-phase plan to systematically explore and develop the Property, and implement the Work Program, as further described under “*Part IV – Information Concerning the Company Upon Completion of the Transaction – The Property*”. The Company intends to implement the work plan based upon the recommendations of the authors in the Technical Report.

The Property

The following disclosure regarding the Property is derived from the Technical Report. The authors of the Technical Report are Finley Bakker, P. Geo, Brian LeBlanc, P. Eng. and Ehsan Salmabadi, P. Geo, “qualified persons” for the purposes of NI 43-101.

Finley Bakker, P. Geo, is a “qualified person” for the purposes of NI 43-101, and has reviewed and approved the scientific and technical disclosure contained in this Filing Statement.

Property Location

The Property is situated in west central British Columbia approximately 9 km northwest of the town of Smithers. The majority of the historical exploration activity and current resource described in the Technical Report is centred at UTM 609360E, 6075510N (NAD83, Zone 9) on topographic map NTS 93L/14 and Mineral Titles Map 093L084. Road access is from the town of Smithers, British Columbia, approximately 8.9 kilometres (km) northwest of the portal, which is located at 1,067 m elevation. The high cirque valley on the east side of the mountain is occupied by the retreating Kathlyn Glacier (NTS – 93L/14 Latitude 54° 49’ North Longitude 127° 18’ West Mineral Titles Map 093L084 Omineca Mining Division).

There are no roads to the surface projection of the underlying Davidson molybdenum resource other than to the 1922-metre-long access adit driven from the 3,500-foot elevation level. Much of the surface access to the Property is by helicopter. The Davidson molybdenum-tungsten deposit is one of the British Columbia Porphyry molybdenite deposits that are post-accretion and range in age from 138 to 8 million years (Lower Cretaceous to mid Tertiary Periods). The typical size of these deposits is approximately 100 million tonnes (Mt) at a grade of 0.1% to 0.2% Mo.

The Property consists of 6 mineral leases and 1 mineral claims, covering a total area of 2,087.322 ha. All claims and leases are contiguous and registered to the name of Mr. Donald Davidson of 6835 Glacier Gulch Road, Smithers, British Columbia.

Generation is currently the holder of the right to prospect, develop and mine the Davidson Property pursuant to the Davidson Agreement entered into with Roda, a corporation controlled by Mr. Donald Davidson, the registered owner of the Property.

Generation currently holds, pursuant to the Davidson Agreement, the Rights. While Mr. Donald Davidson maintains registered title to the Property, until certain conditions (set out below) are satisfied, Generation holds a 100% beneficial interest in the Property pursuant to the Rights. In consideration of the Rights, Generation currently pays Roda \$100,000 per fiscal year and reimburses Roda for the annual lease and property maintenance payments in connection with the mining leases.

Pursuant to the Davidson Agreement, Generation may exercise the Option upon either: (i) obtaining funding commitments to construct a mine capable of mining at least 500,000 tonnes of ore per year where registration of title documents is required by the parties providing funding; or (ii), on notice to Roda of commencement of commercial production at levels sufficient to result in the mining of at least 500,000 tonnes of ore within one year from commencement of commercial production.

Upon commencement of commercial production (as described above), Generation shall pay Roda the NSR. If the NSR payments to Roda in a fiscal year are less than \$100,000, Generation must make a payment to Roda equivalent to the difference between the NSR payments for the fiscal period and \$100,000.

The Company entered into the Asset Purchase Agreement on September 13, 2023 to acquire from Generation, its interest, rights, and obligations in the Property. As a result, Generation will assign its rights to the Davidson Agreement, and accordingly, the Rights to the Company, and the Company will acquire a 100% beneficial interest in the Property. The agreement between Generation and the Company and the assignment of the Davidson Agreement to Moon River will be registered on title to the Property.

In consideration for the assignment of the Davidson Agreement, Generation will receive from the Company: (i) \$630,000 in cash; (ii) 9,000,000 common shares in the capital of the Company; and (iii) to the extent Generation remains a 10% holder of the Company, (a) the right to nominate one director to the board of directors of the Company, and (b) the pre-emptive right to retain its pro rata equity interest in the Company in the event of future equity financings.



Property Location Map
Source: Hatch, 2007

The Technical Report does not identify any environmental liabilities or other significant risk titles associated with the Property that might affect access or title, or the right or ability to perform work on, the Property.

History

The table below contains a summary of work completed on the Property by Climax Molybdenum Corp. of B.C. Ltd. (“**Climax**”) between 1962 and 1991 and Blue Pearl Mining Ltd. between 2006 and 2008, taken from the British Columbia Government’s MINFILE and British Columbia assessment files:

Summary of Work Completed on Yorke-Hardy Between 1962 and 1991		
Year	Description	Reference
1962	Geological Mapping	Assessment Report 471
1963	Airborne Magnetic Survey	Assessment Report 545
1968	Soil geochemical survey: 388 samples	Assessment Report 1730
1968	Soil geochemical survey: 205 samples	Assessment Report 2245
1969	Audit re-opened and ventilated, 1,609 m (5,200 ft) of track ballasted/Grading cutting and geological mapping	
1973	Grading cutting and geological mapping	Assessment Report 4756
1973	Underground diamond drilling, 5 BQ holes, 2,239 m and 273 assays	Assessment Report 4871
1974	Diamond Drilling, 3 holes BX, 146 m	Assessment Report 5041
1976	Diamond Drilling, 2 holes, BQ, 183 m	Assessment Report 5928
1977	Diamond Drilling 2 holes BQ, 69 m	Assessment Report 6480
1979	Diamond Drilling 4 holes HQ, 527 m	Assessment Report 7565
1979	Underground Diamond Drilling 14 holes, 1,884 m	Assessment Report 7780
1981	Preliminary geotechnical and environmental study of a proposed tailings site	Assessment Report 10370
1989	Soil geochemical survey, 264 samples	Assessment Report 18236
1990	Litho geochemical survey, 283 samples	Assessment Report 19569
1990	Soil geochemical survey, 153	Assessment Report 20797
1991	Geochemical surveys, 12 rock, 310 soil samples	Assessment Report 21743
1996	Climax sold the Property to Donald Davidson	

Over the life of the Property, several Resource estimates have been completed.

In 1981, R.C. Steininger utilized all drill holes (DDH-1 to DDH-164) and a sectional technique on cross sections spaced 30 m (100 ft) apart to estimate at a 0.2% MoS₂ cut-off, 22.7 Mt grading 0.401% MoS₂. A tonnage conversion factor of 12.12 ft³/tonne was used for this calculation. In 1981, A. Noble of American Metal Co. (“**AMAX**”) Technical Services calculated a Resource within the same 0.2% MoS₂ shell used by Steininger but used kriging and a 12.5 ft³/tonne tonnage factor and 15.24 × 15.24 × 15.24 m (50 × 50 × 50 ft) blocks. At a 0.2% MoS₂ cut-off, Nobel estimated 53.3 Mt grading 0.275% MoS₂.

In 1998, G.H. Giroux, of Giroux Consultants Ltd. (“**GCL**”), completed a kriged estimate using the same database of 164 drill holes, a larger mineralized shell, a 15.24 × 15.24 × 7.62 m (50 × 50 × 25 ft) block model, and a tonnage conversion factor of 12.5 ft³/tonne. At the same 0.2% MoS₂ cut-off, a Resource of 77.63 Mt grading 0.286% MoS₂ was classed Measured plus Indicated – Verdstone Gold Corporation.

In February 2005, GCL estimated MoS₂ and WO₃ content by ordinary kriging. These blocks were then classified as Measured/Indicated/Inferred using the kriged estimation error for each block. Based on 1,997 measured specific gravities from drill core, an average 2.66 was used, with an Imperial tonnage conversion factor of 12.05 ft³/tonne. A total of 166 drill holes containing 17,737 assays for MoS₂ were available for this analysis. A similar procedure was used to evaluate the 2,613 samples with WO₃. Measured and Indicated Resource with a 0.2% MoS₂ cut-off was estimated at 82.98 Mt of 0.295% MoS₂ and 0.035% WO₃ – NI 43-101 Report for Patent Enforcement and Royalties.

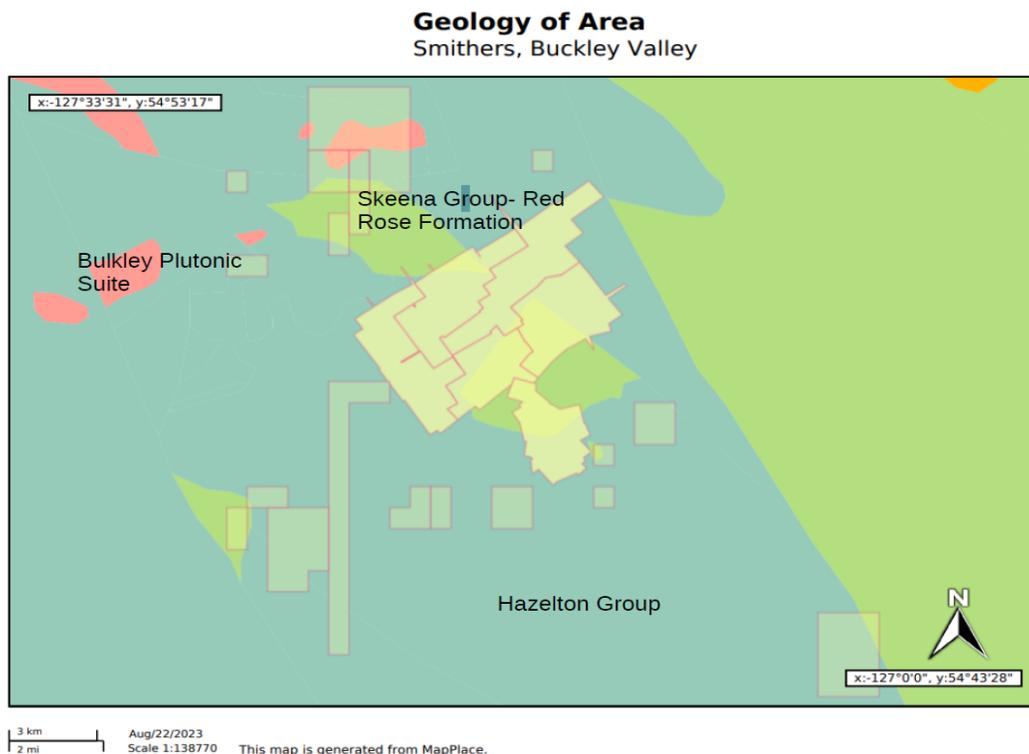
In April 2007, GCL completed a new resource estimate. Based on a cut-off of 0.12% Mo (0.20 MoS₂), the measured and Indicated Mineral Resources were estimated to be 77.2 Mt with an average grade of 0.169% Mo and contained 288 million pounds of Mo. Measured Mineral Resources were estimated at 45.9 Mt with an average grade of 0.18% Mo and contained 182 million pounds of Mo. Indicated Mineral Resources were estimated at 31.3 Mt with an average grade of 0.154% Mo and contained 106 million pounds of Mo. These estimates do not include the lower zone that returned several high-grade molybdenum drill intercepts in the 2006 to 2007 period – Internal Report for Blue Pearl Mining Ltd.

In September 2016, GCL completed a revised resource estimate at the request of Mr. Jamie Levy, President and chief executive officer of Darnley Bay Resources Limited which entered into an agreement with Roda to obtain a 100% interest in the Property. Using an internal study by Hatch Ltd., GCL considered two underground mining scenarios using two different MoS₂ cut-offs. A 0.20% MoS₂ cut-off corresponding to a bulk mining approach with on-site processing facilities while a cut-off of 0.28% MoS₂ reflected a more selective direct shipping alternative of hauling ore to another mill for processing. Measured plus Indicated Resource estimates were:

- 90.1 Mt, 0.286% MoS₂ and 0.034% WO₃ – 0.20% cut-off (340.5 million pounds Mo and 67.5 million pounds WO₃)
- 34.4 Mt, 0.374% MoS₂ and 0.036% WO₃ – 0.28% cut-off (170.1 million pounds Mo and 27.3 million pounds WO₃)

Geological Setting, Mineralization and Deposit Types

There are three major suites of granitic intrusive rocks in the region: The Topley plutonic suite (Late Triassic to Middle Jurassic), Bulkley plutonic suite (Late Cretaceous) and the Nanika plutonic suite (Eocene), as outlined by Carter (1981). The Bulkley plutonic suite is represented by a northerly-trending series of intrusions that host or are associated with several porphyry copper-molybdenum systems including the Huckleberry mine and the molybdenum and tungsten bearing system of the Davidson deposit (After Hutter and L'Orsa, 2007)



Regional Geology – Davidson Area
Source: A-Z Mining Professionals Limited, 2023

Hazelton volcanic blocks, up to 3 m across, are found within the sill and have been partially digested suggesting interaction with the granodiorite melt. Breccia zones with sub rounded sill fragments contained within a mafic matrix are locally common. The sill and host Hazelton Group rocks are crosscut by numerous basaltic dykes, sills, and erratically shaped intrusive bodies. A rhyolite plug intrudes both the Hazelton Group and the granodiorite sill and is truncated by the Hudson Bay stock. This plug is 450 m by 300 m in size and roughly oval in plan. The composition is calc-alkaline quartz-feldspar porphyry. The Hudson Bay stock, which ranges in composition from quartz monzonite to granodiorite, has been intersected in its east flank by four drill holes at depths ranging from 400 m to 1,000 m. A sub-radial quartz-feldspar porphyry dyke swarm related to the Hudson Bay stock, has been mapped on surface, underground and intersected in drill holes.

The Property is a molybdenite-scheelite porphyry deposit 2.5 km across and extending up to 2 km in depth that consists of moderately to steeply dipping stockwork veins ranging from hairline to 5 mm in width. In general, the molybdenite is well crystallised and occurs as stringers, patches, veinlets, and individual grains. The individual grains or crystals ranged in size from as large as 3,000 μm to the smallest size observed being 20 μm . Scheelite and powellite occur as clumps and clusters as large as 300 mm; however, the individual grains or crystals range in size from 4 mm to 40 mm (Enochs, 1980).

The two main zones of molybdenite mineralization, within the Davidson deposit, have been named the Main and Lower zones, respectively. These are high-grade zones within a much larger but lower grade zone defined by the $\geq 0.17\%$ MoS_2 shell. The Main zone is hosted by the granodiorite sheet and is defined by the $\geq 0.3\%$ MoS_2 grade shell. It is an irregular zone, roughly circular in plan view and elliptical in cross-section, with maximum horizontal dimensions of approximately 450 m and maximum vertical extent of approximately 200 m.

The general orebody within the granodiorite, including the Main zone, has been described by Atkinson (1981) who reported two basic types of molybdenite-bearing quartz veins: **Type 1** (fine-grained molybdenite) and **Type 2** (coarse-grained molybdenite). The Type 1 veins are sub-divided into two sub-types: an early set of narrow (≤ 3 mm) veins that locally form stockworks and a set of much wider (≤ 60 cm) banded veins. The strongest set of banded veins dips to the southeast and east of the 15000 E crosscut, but progressively flattens to the northwest. Type 2 veins are up to 15 cm in width, carry molybdenite crystals ≤ 5 cm in diameter, and may have been the latest quartz-molybdenite veins to be deposited.

The Lower zone, as presently defined, was deposited mainly in the upper part of the rhyolite plug within the $\geq 0.3\%$ molybdenite grade shell. With work still in progress, the zone appears to be elongated to the north-northwest with that dimension being approximately 250 m, and with a maximum width and height of approximately 100 m and 40 m, respectively. Both fine-grained and coarse-grained quartz-molybdenite veins occur in the Lower zone, although the vein type distinctions reported in the Main zone are not as clear in this zone, and the very coarse Type 2 veins are not present. The strongest molybdenite-bearing quartz veins are banded veins, interpreted to be gently southeasterly dipping, which continue past the plug to the southeast. Disseminated molybdenite is present in small amounts locally. There is a multiplicity of vein types still under study in the general area of the Lower zone, including early barren quartz veins, molybdenite-bearing veins with or without magnetite, pyrite or scheelite, and late pyrite-carbonate and finally carbonate veins.

The rocks associated with the Davidson part of the system are generally silicified, biotitised, and more or less chloritised and some sections are pervasively altered by potassic feldspar and others by a quartz-sericite-pyrite alteration assemblage. Garnet and epidote are found in many sections.

The Davidson deposit is a porphyry molybdenum deposit that shares similar characteristics to the Climax type of molybdenum deposit including mineralised quartz-rich felsic intrusions, multiple mineralisation shells, uni-directional solidification textures, and geological setting (continental back-arc spreading environment). Westra and Keith (1981) classified the deposit as a subset of the Climax type, transitional toward calc-alkaline molybdenum stockwork deposits. Examples of deposits of this transitional type include Questa in New Mexico, USA and Mt. Hope in Nevada, USA. Available geochemical data indicate that the Davidson deposit is characterised by lower fluorine contents than those typical for a Climax type porphyry molybdenum deposit. Bright (1972) reported about 0.1% fluorine in the mineralised zone and about 0.05% fluorine below the mineralised zone, with localized elevated values of up to 2.7% fluorine. Atkinson (1981) reported less than 0.1% fluorine (0.013% to 0.042%) in nine samples from the known rhyolite plug; there may be other plugs.

Exploration

No further exploration work has been done on the Property since the 2016 Resource update by GCL. See "History" above.

Drilling

The following table contains a summary of historical drilling at the Property:

SUMMARY OF HISTORICAL DRILLING AT DAVIDSON				
Year	Operator	Number of Holes	Hole Numbers	Total Meters Drilled
1958	AMAX	11	1 to 11	1,925.45
1961-64	AMAX	30	21 to 41	21,207.07
1967-68	Climax	31	42 to 72	12,747.29
1970	Climax	19	73 to 90	4,313.05
1971	Climax	49	91 to 139	12,495.31
1972-73	Climax	5	140 to 144	1,818.5
1979-80	Climax	20	145 to 164	3,321.39
2006	Blue Pearl	30	165 to 178	7,565.4
			181 to 196	
2007	Blue Pearl	23	197 to 219	7,421.83
	Totals	218		72,815.29

Historic drilling was primarily spotted on 61 m sections with infill drilling on 30.5-m step-outs. Drilling results suggest that mineralization at the Property occurs at two zones; the Main Deposit and the Lower Deposit.

The 2006 to 2007 holes were drilled to test depth and lateral extents of the known Resource, verify previous historical grades of the Main Deposit and better define the Lower Deposit. Hole 179/179A was completed for geotechnical and environmental purposes.

The database showed most holes deviated by azimuth and dip over an acceptable amount of 0-5°/100 m and 0-2°/100 m, respectively, both in positive and negative directions. There is no constant average, and any strong changes going downhole in azimuth are likely due to local concentrations of magnetite. Any future drill program should be aware of possible local and strong magnetic interference during a drill program.

Drill hole collars were surveyed by AllNorth Consultants Ltd., using a Sokkia Total Station SET500. The initial azimuth and inclination of the drill hole were also surveyed at the collar. This was done by surveying the drill rod or drill slide at the beginning of the drill hole. Downhole surveys were taken at a distance of 15 m (50 ft) from the collar of each drill hole and then at intervals of every 30 m (100 ft). The instrument used was a Flexit tool, supplied by Fordia Ltd.

Downhole surveying identified a problem with excessive deviation of nearly 3° per 30 m (100 ft) in DDH 165. This was remedied in succeeding holes by the use of a core barrel with an oversize outer diameter, which generally reduced deviation to less than 0.5° per 30 m (100 ft). The larger diameter core barrel can cause problems with drilling in bad ground, but conditions on this Property are generally good enough that any such problems are minimal.

Of the 30 holes drilled, 18 had collar azimuth surveys that were within 1° of the adjusted initial downhole survey, 4 more varied by 2° or less, and another 4 varied by 3° or less. The azimuth surveys for DDH 170 varied by nearly 45°, but this hole was inclined very close to vertical, making the azimuth very hard to measure accurately and in any case of little consequence. There was a variance in azimuth surveys for the remaining three holes of 3.3°, 3.6°, and 7.5°. A variance of 7.5° is considered excessive; however, the downhole surveys for this hole were of sufficient quality to locate the hole reliably and were taken to be correct.

Mr. J.M. Hutter of Blue Pearl Mining Ltd. reviewed all of the downhole survey data, making modifications where necessary, as previously indicated, and is of the opinion that the downhole survey data suitably define the traces of the drill holes for the 2006 drilling campaign, and is satisfied that the samples are, therefore, sufficiently accurately located in three dimensional (3D) space for a Resource estimation and to support an Indicated and/or Measured Resource classification.

Sampling, Analysis and Data Verification

Most of the sample preparation, analysis, and security is taken from Giroux and Cuttle's (2016) report. Procedures given are from previous reports and cannot be independently verified. The authors have no reason not to believe their findings and accept them as being adequate. No further diamond drilling has taken place since the last NI 43-101 report in 2016.

The security protocol for Climax/AMAX era drilling is unknown. As a result, the author must rely on previous work and descriptions by Davidson (personal communication, June 17, 2023). Samples were prepared and assayed onsite with support from Climax Assay Laboratory in Golden, Colorado. Some of the assay lab equipment, such as the Atomic Absorption Spectroscopy (AAS) analyser, are still at the Smithers facility. A small degree of underreporting bias may be present in Climax/AMAX assays. However, the author is comfortable with using the assays, as reported due to the apparent unlikelihood of the assays being overestimates and the minimal effect that they may have on the overall Resource.

Sampling protocol for hole 165 through 196 was located in an internal report by Snowden Mining Industry Consultants (2008), which was part of a feasibility study report by Hatch Ltd. (May 2, 2008), for Blue Pearl Mining Ltd. Sampling protocols for 197 to 219 were likely very similar, if not the same, to the previous Blue Pearl Mining Ltd. sampling procedure.

One gram of the pulverized -150 mesh material from each core sample was then digested in Aqua Regia (1-part nitric acid to 3 parts hydrochloric acid) and analysed by ICP-ES (Inductively Coupled Plasma-Emission Spectrometry), Acme Code 7AR. Results show a variety of over 25 elements including total molybdenum and tungsten. A conversion factor of 1.6681 is used for %Mo to %MoS₂.

While the some of the information regarding sample preparation and QA/QC was not available during the preparation of the Technical Report, the sample preparation, analyses, and QA/QC measures conducted by previous owners are sufficient to determine that the sample assays in the database for the Property are suitable for use in the Resource estimate described in the Technical Report. Any bias that may have occurred due to clumping or clotting of soft molybdenite on screens would have a conservative influence on Resource estimation.

The authors verified the Property data from original sources to the degree possible. For the work done by Climax/AMAX (1958 to 1980), there is a large amount of original data available in the geological office and this was used to verify the assay data now in the Property database to the degree possible during the site visit. In terms of the chain of custody, all the digital data in the authors' possession came from Cuttle as Microsoft Excel™ files and were checked with the files found onsite. Checks were performed on a significant number of assays.

During the 2023 site visit by Mr. Salmabadi, a selection of pulps was collected from the Smithers storage facility and taken to Vancouver for analysis at Bureau Veritas. The molybdenum database is valid and adequate for the estimation of a Mineral Resource. However, in the author's opinion, the tungsten assay data is not adequate for a Mineral Resource estimate due to inconsistent assaying where some holes were not assayed, limited QA/QC documentation from Molybdenum Corp. of B.C. Ltd./AMAX -era drilling, and a lack of available documentation on the metallurgical recovery of tungsten at such low grades and the ability to make a saleable concentrate.

In the authors' opinion, the assays, drill hole locations, and downhole surveys recorded in the Property's database are of adequate quality to uphold the Resource estimate described in this report. Drill core evaluation in the field supports the geological characteristics and interpretations of this deposit as presented in the Technical Report.

Mineral Processing and Metallurgical Testing

A metallurgical test program was developed by Hatch Ltd. in conjunction with SGS Lakefield to determine the metallurgy of the Davidson ore and how it might be processed in the Endako plant. Hatch Ltd. reviewed and interpreted the results to develop the process design criteria and flowsheets. This study also reviewed the summary report by Climax on the laboratory and pilot plant metallurgical work performed between 1965 and 1975 on the same deposit, formerly known as Yorke-Hardy.

The Climax program concluded that the molybdenite is amenable to flotation, achieving 85% to 93% recovery in a final concentrate grading over 90% MoS₂. The optimum primary grind was determined to be 40% to 45% plus 100 mesh (149 microns), which equates to 80% passing 240 microns. The flowsheet consisted of rougher flotation followed by three stages of re-grinding and four stages of cleaner flotation using the Climax reagent scheme.

The program was further revised for the 2008 Hatch Ltd. feasibility study for Blue Pearl Mining Ltd. to determine the optimum grind and flotation circuit for the Property and the metallurgy of a blending with Endako. The program comprised batch open circuit and locked cycle flotation tests. The low-grade Davidson ore (0.17% Mo) was used in the flowsheet development tests and the flowsheet and metallurgy were confirmed using the high-grade sample (0.32% Mo), in batch and locked cycle tests. The final concentrate from the locked cycle test was analyzed for contaminants and compared with that of the former Endako mine's present production. Tailings solids and water from the locked cycle test were also characterized for environmental purposes.

Generally, the metallurgical performance is similar to that obtained by Climax in the 1970s. For the high-grade ore at 0.30% Mo, rougher flotation would achieve approximately 94% Mo recovery in a 7% MoS₂ concentrate. A subsequent 4-stage cleaner flotation circuit with three re-grinds would achieve approximately 92% Mo recovery in a 55% to 56% Mo (92% to 93% MoS₂) final concentrate.

Based on the report, the author felt that a 90% recovery could safely be applied.

Mineral Resource Estimate

The effective date for this estimate is September 13, 2023. For the 2023 update of the Davidson Resource, no additional drilling data was incorporated since the previous NI 43-101 in 2016, as no additional drilling has been performed since that time. All units are metric. A comparison between the 2016 Resource and the recent 2023 Resource was completed. Much of data received to undertake the Resource could best be described as second hand/one step removed. As such, it was important to verify the model often using non-traditional methods.

Checks of the drill holes comparing intervals did not find any errors but there appears to be no logical explanation as to why this method of dealing with the data was employed. No errors were found. There was no way to physically check downhole surveys but visual inspection of diamond drill traces are reasonable with holes flattening and deviating to the right as would be expected with the rotation of rods. It would appear that the holes were pushed hard with expected results.

For the current Resource estimate, a mineralised solid was constructed around a roughly designed and manually constrained 0.1% MoS₂ grade shell to constrain the estimate. Two sets of composites were created. Set one used 5 m composites and was limited by the 0.1% MoS₂ grade shell. The second set of composites involved entire length composites by each zone.

Three dimensional variograms were generated using MSDA™ software, an add on program to MineSight™/Hexagon™/MinePlan™ software. The variograms seem to indicate a strong vertical component to the zonation of mineralisation. The ramifications could result in under-reporting of mineralisation since much of the drilling tends to mimic the orientation of the mineralisation with the assumption that the zonation is flat and not vertical.

A >0.3% MoS₂ cut-off was chosen as the in-situ ore value as this cut-off should be below all in costs for a bulk tonnage underground mine. For the purposes of the Resource calculation, the following assumptions were made:

ASSUMPTIONS USED FOR CALCULATION OF CUT-OFF GRADE	
Molybdenum Price per kg	US\$39.00
Molybdenum Price per lb	US\$17.73
% Molybdenum in MoS ₂	59.94%
Price per lb	\$17.73
Recovery	90%
Exchange Rate (US\$:CAD\$)	1.33
Estimated In-situ Value	CAD\$83.95

The table below indicates in-situ values for all of the cut-off grades considered up to the base case. Depending upon the mining method chosen, all cut-off grades have a reasonable prospect for eventual economic extraction. The base case for extraction of >0.3% MoS₂ was estimated for a large underground mining operation. As the deposit outcrops on the surface, lower grades were included for possible extraction by open pit mining or underground caving methods. No mining method has been selected at this time as no economic evaluations have been done.

IN-SITU VALUES AT VARIOUS CUT-OFF GRADES			
Cut-off Grade MoS₂	5 Year Average In-situ Value	In-situ Value at Current Pricing	Possible Extraction Method
>0.10	\$27.98	\$41.61	Surface/Cave
>0.15	\$41.97	\$62.42	Surface/Cave
>0.20	\$55.96	\$83.23	Underground/Cave
>0.25	\$69.95	\$104.03	Underground/Cave
>0.30	\$83.95	\$124.84	Underground

The tables below present the Measured and Indicated Mineral Resources for the Property at various cut-off grades.

MEASURED MINERAL RESOURCES					
Category	Cut-off Grade MoS₂	Tonnes	Grade MoS₂	Grade Mo	Contained Mo kg
Measured	>0.10	93,480,000	0.22	0.13	123,300,000
Measured	>0.15	63,523,000	0.26	0.16	99,000,000
Measured	>0.20	39,884,000	0.31	0.19	74,100,000
Measured	>0.25	24,269,000	0.37	0.22	53,800,000
Measured	>0.30	14,828,000	0.43	0.26	37,900,000
Measured	>0.35	9,404,000	0.49	0.29	27,600,000
Measured	>0.40	6,127,000	0.55	0.33	20,200,000
Measured	>0.45	4,006,000	0.61	0.37	14,600,000

INDICATED MINERAL RESOURCES					
Category	Cut-off Grade MoS₂	Tonnes	Grade MoS₂	Grade Mo	Contained Mo kg
Indicated	>0.10	197,999,000	0.17	0.1	201,800,000
Indicated	>0.15	97,533,000	0.21	0.13	122,800,000
Indicated	>0.20	43,625,000	0.27	0.16	70,600,000
Indicated	>0.25	19,627,000	0.32	0.19	37,600,000
Indicated	>0.30	9,291,000	0.39	0.23	21,500,000
Indicated	>0.35	5,277,000	0.43	0.26	13,600,000
Indicated	>0.40	2,912,000	0.48	0.29	8,400,000
Indicated	>0.45	1,619,000	0.54	0.32	5,200,000

The tables below show various tonnage and cut-off grades that were considered for the report. 0.30% MoS₂ was considered the most reasonable. If average Mo prices are sustained at a higher level, as has been the case since 2021 and especially since 2022, then a much lower cut-off grade could be used.

MEASURED AND INDICATED COMBINED RESOURCES					
Category	Cut-off Grade MoS₂	Tonnes	Grade MoS₂	Grade Mo	Contained Mo kg
Measured and Indicated	>0.0	394,623,000	0.15	0.09	354,800,000
Measured and Indicated	>0.10	291,479,000	0.18	0.11	314,500,000
Measured and Indicated	>0.15	161,056,000	0.23	0.14	222,000,000
Measured and Indicated	>0.20	83,509,000	0.29	0.17	145,200,000
Measured and Indicated	>0.25	43,896,000	0.35	0.21	92,100,000
Measured and Indicated	>0.30	24,119,000	0.41	0.25	59,400,000
Measured and Indicated	>0.35	14,681,000	0.47	0.28	41,400,000
Measured and Indicated	>0.40	9,039,000	0.53	0.32	28,700,000
Measured and Indicated	>0.45	5,625,000	0.59	0.35	19,900,000

INFERRED RESOURCES					
Category	Cut-off Grade MoS₂	Tonnes	Grade MoS₂	Grade Mo	Contained Mo kg
Inferred	>0.0	502,849,000	0.10	0.06	301,400,000
Inferred	>0.10	225,817,000	0.15	0.09	203,000,000
Inferred	>0.15	78,990,000	0.20	0.12	94,700,000
Inferred	>0.20	25,039,000	0.26	0.15	39,000,000
Inferred	>0.25	11,907,000	0.30	0.18	21,400,000
Inferred	>0.30	3,789,000	0.37	0.22	8,400,000
Inferred	>0.35	1,786,000	0.42	0.25	4,500,000
Inferred	>0.40	677,000	0.50	0.30	2,000,000
Inferred	>0.45	404,000	0.55	0.33	1,300,000

Conclusions

On review of the sampling, sample preparation, security, and analytical procedures used for the Property, it is the authors' opinion that past operators have met industry standards for the time period in which they were collected. The sampling of MoS₂ at the Property has been somewhat problematic and much work and study was completed by Climax to address this.

There is evidence supporting a conclusion that mineralisation tonnes and grade have been under reported in the past. The nature of the MoS₂ mineralisation, occurring in clots and coarse patches within veins and stockworks, has led to clumping and small balls of mineralisation occasionally sitting on screens after pulverising, in the assaying process. Variograms also appear to indicate a strong vertical component to the mineralisation.

Resources estimated at a cut-off grade >0.3% MoS₂ for the Property are 14,828,000 tonnes at a grade of 0.43% MoS₂ Measured Resources and 9,291,000 tonnes at a grade of 0.39% MoS₂ Indicated Resources. Inferred Resources total 3,789,000 tonnes at a grade of 0.37% MoS₂.

Recommended Work Program

The Technical Report recommends the following to be done concurrently:

1. Complete a preliminary economic assessment for the Property. Estimated cost – \$300,000.

2. Re-establish road access to the Property (currently only by helicopter) through clearance of vegetation and trees from and upgrading of the roadway, to facilitate site visit access, required for completion of the preliminary economic assessment. Estimated cost – \$50,000.

For more information, please see the Technical Report posted on the Company's SEDAR+ profile at www.sedarplus.ca.

Description of the Securities

Upon completion of the Transaction, the authorized capital of the Company will consist of an unlimited number of Common Shares and will continue to be the same as the current authorized capital of the Company. See “Part III – Information Concerning the Company – Description of the Securities” of this Filing Statement.

See “Part IV – Information Concerning the Company Upon Completion of the Transaction – Fully Diluted Share Capital” of this Filing Statement for the total issued and outstanding share capital of the Company and securities convertible into Common Shares.

Fully Diluted Share Capital

The Company is seeking to list the Common Shares on the Exchange. The following table sets forth the expected fully-diluted share capital of the Company on a pro forma basis as at November 6, 2023 based on the share capital of the Company as at the same date:

	<u>Number of Common Shares</u>	<u>Percentage (undiluted)</u>
<u>Common Shares:</u>		
Held by Shareholders	11,960,000	36.29%
Held by Subscription Receipt Investors	12,000,000	36.41%
Held by Generation	9,000,000	27.30%
Total	32,960,000	100%
<u>Convertible Securities:</u>		
Finder Warrants	336,280	
Options	2,820,000 ⁽¹⁾	
Total	3,456,280	

Notes:

- (1) Concurrently with or shortly after Closing, the Company will issue a total of 2,350,000 Options to certain officers and directors and a total of 470,000 Options to arm's length consultants of the Company. The Options will be exercisable for a term of ten years from the date of grant at an exercise price of \$0.25 and will vest (i) 1/3 on the date of grant; and (ii) 1/3 on each of the subsequent two anniversaries following the date of grant. The grant and subsequent exercise of the proposed 2,820,000 Options will be subject to (i) disinterested shareholder approval; and (ii) shareholder approval of the Option Plan at the annual and special meeting of shareholders scheduled to take place on December 6, 2023. The Options shall not vest until the above-mentioned shareholder approvals have been received by the Company. The aggregate number of shares held by the recipients of the Options and therefore excluded from voting for the purposes of the approval of the Option grant is 6,884,000. The 2,820,000 Options will be terminated if the required shareholder approval is not obtained.

Available Funds

The following table sets forth the funds anticipated to be available to the Company on a consolidated basis after giving effect to the Transaction:

Source of Funds	Amount
Estimated working capital of the Company as at September 30, 2023	\$419,000
Net proceeds from the Financing ⁽¹⁾	\$2,882,551
Less payment of cash consideration to Generation pursuant to the Asset Purchase Agreement	(\$630,000)
Total Estimated Funds Available⁽²⁾	\$2,671,551

Notes:

- (1) After deduction of the cash portion of any commissions payable in connection with the Financing and fees payable to the Exchange.
- (2) Does not include legal expenses incurred in connection with the Transaction in the amount of \$130,000.

Dividends

It is not expected that the Company will declare any dividends for the foreseeable future. There are no restrictions in the Company's articles or elsewhere which could prevent the Company from paying dividends subsequent to the completion of the Transaction. The Board will determine if, and when, to declare and pay dividends in the future from funds properly applicable to the payment of dividends based on the Company's financial position at the relevant time. Holders of Common Shares will be entitled to an equal share in any dividends declared and paid on the Common Shares on a per share basis.

Principal Purposes

The following table summarizes the expenditures anticipated by the Company required to achieve its business objectives during the 12 months following completion of the Transaction:

Uses of Funds	Amount of Funds (\$)
<u>Work Program</u>	
Completion of preliminary economic assessment for the Property	\$300,000
Re-establish road access to the Property through clearance of vegetation and trees and upgrading of the roadway	\$50,000
<u>Other Expenses</u>	
Salaries	\$411,000
Investor Relations	\$63,000
Legal Fees ⁽¹⁾	\$175,000
Audit Fees	\$20,000
Accounting Fees	\$3,000
Public Company Costs ⁽²⁾	\$28,000
Administrative ⁽³⁾	\$238,000
Miscellaneous ⁽⁴⁾	\$34,000
Total Estimated Uses of Funds	\$1,322,000
Unallocated Working Capital ⁽⁵⁾	\$1,349,551

Notes:

- (1) Includes \$130,000 for legal fees and other professional services relating to the Transaction.

- (2) Includes regulatory filing fees.
- (3) Includes accounting fees, legal fees, renewal fees and land management costs.
- (4) Includes travel, office costs and internet.
- (5) Possible uses of the unallocated working capital: to fund ongoing operations; future due diligence of other mining claims and concessions; and other uses as may be necessary.

Notwithstanding the proposed uses of available funds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary or prudent. It is difficult, at this time, to definitively project the total funds necessary to effect the planned activities of the Company. For these reasons, management of the Company consider it to be in the best interests of the Company and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises.

Principal Securityholders

Upon completion of the Transaction, Generation will beneficially own and exercise control and direction over 9,000,000 Common Shares corresponding to 27.31% of the voting rights attached to all Common Shares after giving effect to the Transaction.

Other than Generation, to the best of the knowledge of management and the directors of the Company and the Company, no person will beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attached to all Common Shares as of the date of this Filing Statement.

Directors, Officers and Promoters

The following table provides the names, province or state and country of residence, position, and principal occupations of each executive officer and director expected to be an executive officer and/or director of the Company, as well as the number and percentage of Company Common Shares that are expected to be beneficially owned, directly or indirectly, or which control or direction is expected to be exercised, by each such person. It is expected that the term of each director listed below will conclude at the end of the Company's next annual meeting of shareholders following closing of the Transaction, subject to reappointment by the shareholders of the Company at such meeting.

Name and Residence	Positions to be Held with Company	Principal Occupation or Employment During the Past Five Years	Start Date with Company	Number of Company Common Shares Beneficially Owned, or Controlled	Percentage of Company Common Shares Beneficially Owned, or Controlled ⁽¹⁾
Paul Parisotto Oakville, ON	President, Chief Executive Officer and Director	Chairman of Noront Resources Ltd from June 2008 to April 2022, President and CEO, Chantrell Ventures from December 2010 to July 2019, and President & CEO of Coniston Investment Corp. from September 1999 to present.	Proposed Officer and Director	1,040,000 ⁽²⁾	3.16%

Name and Residence	Positions to be Held with Company	Principal Occupation or Employment During the Past Five Years	Start Date with Company	Number of Company Common Shares Beneficially Owned, or Controlled	Percentage of Company Common Shares Beneficially Owned, or Controlled⁽¹⁾
Ian McDonald <i>Toronto, ON</i>	Chairman of the Board and Director	Interim Chief Executive Officer, Interim Chief Financial Officer, Interim Treasurer and Interim Secretary of the Company since September 13, 2023. Director of the Company since August 6, 2019. Prior thereto, president and chief executive officer of Stonegate Agricom Ltd. from August 2008 to July 2017	August 6, 2019	2,944,000 ⁽³⁾⁽⁴⁾	8.93%
Jamie Levy <i>Toronto, ON</i>	Director	President and chief executive officer of Generation Since January 11, 2018	August 6, 2019	2,400,000 ⁽⁴⁾⁽⁵⁾	7.28%
Gordon Reid <i>New Braunfels, Texas</i>	Director	Retired on December 31, 2019. Chief operating officer of Centerra Gold Inc. from January 1, 2013 to December 31, 2019	Proposed Director	100,000 ⁽⁶⁾	0.30%
Tong Yin <i>Mississauga, ON</i>	Chief Financial Officer	Senior management advisor to the operator of the Aguas Blancas iodine project in Chile since 2017	Proposed Officer	200,000	0.61%
Lorna MacGillivray <i>Toronto, ON</i>	Corporate Secretary	Corporate Secretary of Maritime Resources Corp. since February 1, 2019 and Secretary of Aurelius Minerals Inc. since January 23, 2019	Proposed Officer	100,000	0.30%

Notes:

- (1) Calculation on an undiluted basis and based on 32,960,000 Common Shares outstanding upon the completion of the Transaction.
- (2) Includes: (i) 600,000 Common Shares to be issued upon conversion of Subscription Receipts acquired by Mr. Parisotto in connection with the Financing; and (ii) 440,000 free-trading Common Shares to be acquired by Mr. Parisotto at a price of \$0.10 upon Closing or shortly thereafter, from Messrs. Ian McDonald, Jamie Levy, Kerry Knoll, Robert Shewchuk, and Harris Watson from the portion of Escrow Securities to be released upon issuance of the Final QT Exchange Bulletin. Each of Messrs. McDonald, Levy, Knoll and Shewchuk will sell 100,000 free-trading Common Shares to Mr. Parisotto and Mr. Watson will sell 40,000 free-trading Common Shares to Mr. Parisotto.
- (3) Includes 944,000 Common Shares to be issued upon conversion of Subscription Receipts acquired by Mr. McDonald in connection with the Financing;
- (4) Considers the transfer of 100,000 Common Shares to Mr. Parisotto upon Closing or shortly thereafter.
- (5) Includes: (i) 2,000,000 Common Shares held through JB Levy Corp. a corporation beneficially owned and controlled by Mr. Levy; and (ii) 400,000 Common Shares to be issued upon conversion of Subscription Receipts acquired by Mr. Levy in connection with the Financing
- (6) 50,000 Common Shares held by Ms. Morna Reid, Mr. Reid's spouse.

The proposed executive officers and directors of the Company are expected to own, directly or indirectly, or exercise control or direction over 6,784,000 Common Shares, representing approximately 20.58% of the Common Shares expected to be issued and outstanding following the Transaction.

Biographies of Management and Directors

Biographical information regarding each such director and executive officer is presented below.

Paul Parisotto, President, Chief Executive Officer and Director, 63 – Mr. Parisotto is a seasoned executive with over 40 years of mining public company and capital markets experience. Over the past two decades he was either Chairman or the CEO of Noront Resources Ltd., Arizona Star Resource Corp., Chantrell Ventures Corp., and Calico Resources Corp. Prior to this time, Mr. Parisotto worked in mining investment banking at two Canadian-based investment dealers as well as in the new listings department of the Toronto Stock Exchange.

In his capacity as a director and senior officer of the Company, Mr. Parisotto will devote approximately 30% of his time to the business and affairs of the Company.

Ian McDonald, Chairman of the Board and Director, 68 – Mr. McDonald was most recently President and CEO of Stonegate Agricom Ltd. from August 2008 to July 2017, which was developing a phosphate project in Idaho when it was acquired by Itafos, a publicly traded (TSXV: IFOS) vertically integrated phosphate fertilizers and specialty products company. Over his career he has co-founded several mining companies, including Wheaton River Minerals Ltd. (merged with Goldcorp Inc.), Blue Pearl Mining Ltd. (later Thompson Creek Metals Company Inc., was acquired by Centerra Gold Inc.) and Glencairn Gold Corp. (acquired by B2Gold Corp.). Mr. McDonald holds a diploma from Ryerson Polytechnical Institute.

Jamie Levy, Director, 52 – Mr. Levy is President and CEO of Generation which is developing a palladium deposit in northern Ontario. Previous to that he was President and CEO of Pine Point (formerly Darnley Bay Resources Limited) from January 2013 to February 2018, which was developing a zinc project in the Northwest Territories before it was acquired by Osisko Metals Incorporated in February 2018. Previous to that, he was vice-president of Pinetree Capital Ltd., an investment and merchant banking firm focused on the technology sector. Mr. Levy holds a bachelor's degree from Concordia University.

Gordon Reid, Director, 65 – Mr. Reid is a seasoned mining executive with decades of development and operations experience. During his career, Mr. Reid has been involved in mining projects at all phases of project life from exploration through to mine closure. In the 15 years prior to his retirement, Mr. Reid was at Centerra Gold Inc. where he was employed in various positions, including VP of Business Development, President of Kumtor Operating Company, and, from January 1, 2013, through December 31, 2019, Chief Operating Officer of Centerra Gold Inc. He graduated from Michigan Technological University in 1981 with a BS in Mining Engineering degree and obtained an MBA (accounting/finance) in 1994 at the University of Manitoba.

Tong Yin, Chief Financial Officer, 49 – Ms. Yin is a financial executive with over 25 years of accounting, finance and management experience in the mining and manufacturing sectors. Ms. Yin has been a senior management advisor to the operator of the Aguas Blancas iodine project in Chile since 2017. Ms. Yin has held Chief Financial Officer and/or other senior financial executive positions for a number of Toronto Stock Exchange-listed mining companies including Conquest Resources Limited, Generation, Canada Lithium Corp. and Torex Gold Resources Inc. Prior to that, Ms. Yin was Audit Manager at KPMG's Toronto office where she gained a decade of experience in the energy, distribution and automotive industries. She is a Chartered Professional Accountant (CPA, CA), and a member of the Institute of Chartered Professional Accountants of Ontario. Ms. Yin holds a Master of Management & Professional Accounting degree from the Rotman School of Management at the University of Toronto.

In her capacity as a senior officer of the Company, Ms. Yin will devote approximately 30% of her time to the business and affairs of the Company.

Lorna MacGillivray, Corporate Secretary, 72 – Ms. MacGillivray is a lawyer with over 35 years of in-house legal and corporate secretarial experience. She currently also serves as Corporate Secretary of Maritime Resources Corp. and Secretary of Aurelius Minerals Inc. Ms. MacGillivray has served in the senior legal and corporate secretarial positions with a number of public mining companies including Stonegate Agricom Ltd., Thompson Creek Metals Company Inc., Glencairn Gold Corporation, Campbell Resources Inc., Zemax Corporation and Northgate Exploration Limited. Her experience includes public and private financings, debt financing, regulatory compliance and corporate governance. Ms. MacGillivray received undergraduate degrees from Mount Allison University and Queens University and earned her LL.B. from the University of New Brunswick before being called to the bar by the Law Society of Ontario in 1983.

In her capacity as an officer of the Company, Ms. MacGillivray will devote approximately 30% of her time to the business and affairs of the Company.

Other Reporting Issuer Experience

The following table describes each director's and officer's personal experience as a director or officer of another reporting issuer (or the equivalent in another jurisdiction) in the last five-year period:

Name	Name and Jurisdiction of Reporting Issuer	Name of Trading Market	Position	From	To
Paul Parisotto	Noront Resources Ltd. <i>Ontario, Canada</i>	TSXV	Chairman	June 2008	April 2022
Ian McDonald	Moon River Capital Ltd. <i>Ontario, Canada</i>	TSXV	Director	August 2019	Present
			Interim Chief Executive Officer, Interim Chief Financial Officer, Interim Secretary and Interim Treasurer	September 2023	Present
Jamie Levy	Generation Mining Ltd. <i>Ontario, Canada</i>	TSX	President and Chief Executive Officer	January 2018	Present
	Moon River Capital Ltd. <i>Ontario, Canada</i>	TSXV	Director	August 2019	Present
			Chief Executive Officer, Chief Financial Officer and Treasurer	August 2019	September 2023
Gordon Reid	Centerra Gold Inc. <i>Canada</i>	TSX / NSYE	Chief Operating Officer	January 2013	December 2019
Tong Yin	Conquest Resources Ltd. <i>Ontario, Canada</i>	TSXV	Chief Financial Officer	October 2020	Present
Lorna MacGillivray	Maritime Resources Corp. <i>British Columbia, Canada</i>	TSXV	Corporate Secretary	February 2019	Present
	Aurelius Minerals Inc. <i>British Columbia, Canada</i>	TSXV	Secretary	January 2019	Present

Audit Committee

Composition of the Audit Committee

The following will be the members of the Audit Committee: Ian McDonald, Jamie Levy and Gordon Reid. All such members are financially literate, and Messrs. Reid and McDonald are independent.

For additional details regarding the relevant experience of each member of the Company's Audit Committee, see the relevant biographical experiences for each of the Company's directors and officers under the heading "Part IV – Information Concerning the Company Upon Completion of the Transaction – Directors, Officers and Promoters".

Audit Committee Oversight

The primary function of the Audit Committee will be to assist the Board in fulfilling its financial oversight responsibilities by reviewing the Company's (i) financial reports and other financial information provided by the Company to regulatory authorities and shareholders, and (ii) auditing, accounting and financial reporting processes.

The Board will adopt a written charter for the Audit Committee which sets out the Audit Committee's responsibility in reviewing the financial statements of the Company and public disclosure documents containing financial information and reporting on such review to the Board, ensuring that adequate procedures are in place for the review of the Company's public disclosure documents that contain financial information, overseeing the work and reviewing the independence of the external auditors, setting policies and procedures for the engagement of non-audit services and reviewing, evaluating and approving the internal control procedures that are implemented and maintained by management.

Reliance on Certain Exemptions

As the Company will be listed on the Exchange, it will be a "venture issuer" and may avail itself of exemptions from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110, which require the independence of each member of an audit committee, subject to limited exceptions and the disclosure of audit committee information in an annual information form, respectively. It is expected that the Company will rely on the exemption in Part 3 because not all the members of its Audit Committee will be independent, and it is expected that it also will rely on exemption in Part 5 because, as a venture issuer, it is not required to file an annual information form.

External Auditor Services Fees

The Company's auditor is Wasserman Ramsay, Chartered Professional Accountants. The following table provides the aggregate fees billed by the external auditor for the financial year ended December 31, 2022.

Nature of Services	Fees Billed by Auditor during the period ended December 31, 2022
Audit Fees ⁽¹⁾	\$7,000
Audit-Related Fees ⁽²⁾	\$Nil
Tax Fees ⁽³⁾	\$900
All Other Fees ⁽⁴⁾	\$1,100
Total	\$9,000

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include aggregate fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include fees for services that are traditionally performed by the auditor. These audit-related services include aggregate fees for employee benefit audits, due diligence assistance, accounting consultations on the Transaction, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes aggregate fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services, in the aggregate.

Corporate Governance

Canadian securities regulatory policy as reflected in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* requires that venture issuers like the Company must disclose on an annual basis their approach to corporate governance. National Policy 58-201 – *Corporate Governance Guidelines* provides regulatory staff guidance on preferred governance practices, although the guidelines are not prescriptive, other than for audit committees. The Company's approach to corporate governance in the context of NI 58-101 and NP 58-201 as well as its compliance with the mandatory rules relating to audit committees is set out below.

Board of Directors

The policies of the Exchange require that the board of directors of a venture issuer determine and disclose the status of each director as independent or not, based on each director's interest in or other relationship with the issuer. Under the policies of the Exchange, the applicable definition of independence is that contained in National Instrument 52-110 – *Audit Committees*, under which a director is "independent" where he or she "has no direct or indirect material relationship" with the issuer. A "material relationship" is a relationship which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgement. National Instrument 52-110 – *Audit Committees* also deems certain individuals as having a material relationship with the issuer, and who are therefore not independent.

The Company intends to have four directors, two of whom - Messrs. McDonald and Reid - will be independent.

Orientation and Continuing Education

It is anticipated that the Board will have formal orientation and training programs, each new director will receive an orientation, minutes of meetings, written mandates, guidelines and other relevant corporate documents needed to understand the Company's business and processes. The commitment needed from directors, particularly the commitment of time and energy, will be emphasized to directors prior to their appointment nomination.

Directors will be encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to keep themselves up to date with best director and corporate governance practices. The Company intends to provide continuing education for its directors as the need arises. Directors will have full access to the Company's records.

Ethical Business Conduct

The Board intends to adopt a code of business conduct and ethics and a whistleblower policy for its directors, officers, employees, and contractors. The Board will be responsible for monitoring compliance with the code.

The Board will take appropriate measures to exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer may have a material interest. Where appropriate, directors will abstain from portions of board or committee meetings to allow independent discussion of points in issue.

Nomination of Directors

The Board does not intend to establish a nominating committee. The Board as a whole will be responsible for filling vacancies on the Board and recommending potential nominees for directors, and will use an informal consultative process. The Board will analyze the needs of the board when vacancies arise and identify and propose new nominees who have the necessary competencies and characteristics to meet those needs. In order to foster an objective nomination process, the independent members of the Board will be encouraged to recommend nominees for the Board.

Compensation

The Company does not intend to establish a compensation committee. The Board will review directors' compensation once a year, taking into consideration the compensation paid to directors of comparable publicly traded Canadian companies. The Board will decide the compensation of the Company's officers based on industry standards and the Company's financial situation.

Other Board Committees

The Board does not intend to have committees other than the Audit Committee. The Board will review its corporate governance practices and consider, among other matters, whether it would be desirable to establish additional committees of the Board.

Assessments

The Board will monitor the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and the Audit Committee.

Promoter Consideration

There is no person or company that has been, within the two most recently completed financial years or during the current financial year, a promoter of the Company, as such term is defined in the *Securities Act* (Ontario).

Bankruptcies, Penalties and Sanctions

No person expected to be a director or executive officer of the Company, or to the best of the Company' knowledge, a shareholder holding a sufficient number of shares to materially affect control of the Company:

- (a) is, as of the date of this Filing Statement, or has been within 10 years preceding the date of this Filing Statement, a director or executive officer of any company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this Filing Statement, become 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 the assets of the director, executive officer or shareholder.

No person expected to be a director or executive officer of the Company, or to the best of the Company' knowledge, a shareholder holding a sufficient number of shares to materially affect control of the Company, has been subject to:

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

Cease Trade Orders

Other than as set out below, no person expected to be a director or executive officer of the Company, is, as of the date of this Filing Statement, or has been, within the 10 years preceding the date of this Filing Statement, a director, chief executive officer or chief financial officer of any company, that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, 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. McDonald was a director of Canada Lithium Corp. (“**Canada Lithium**”) when it completed a Plan of Arrangement on January 31, 2014 to acquire Sirocco Mining Inc. (“**Sirocco**”). The final step in the transaction was the amalgamation of Canada Lithium and Sirocco to form RB Energy Inc. (“**RBI**”). In October, 2014, RBI commenced proceedings under the *Companies’ Creditors Arrangement Act* (“**CCAA**”) and, in November, 2014, the TSX delisted RBI’s common shares for failure to meet its continued listing requirements. Mr. McDonald was a director of RBI when it sought court protection under the CCAA and was granted such protection by an order of the Québec Superior Court on October 14, 2014. Pursuant to court orders made on May 8, 2015, the CCAA proceedings were terminated.

Personal Bankruptcies

None of the proposed directors, officers, Insiders or the Promoters of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is, or within the 10 years before the date of this Filing Statement, has been declared bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

Conflicts of Interests

To the knowledge of the Company, there are no known material existing or potential conflicts of interest among the Company’ directors, officers or other members of management, or any person expected to be a director or executive officer of the Company, as a result of their outside business interests as of the date of this Filing Statement.

Certain of the individuals proposed for appointment as directors or officers of the Company upon completion of the Transaction are also directors and/or officers of other reporting and non-reporting issuers or are or will be, and may continue to be, involved in other business ventures through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors of the technologies, products and services the Company intends to provide. Accordingly, conflicts of interest may arise which could influence these persons in evaluating possible acquisitions or in generally acting on behalf of the Company, notwithstanding that they will be bound by the provisions of the OBCA to act at all times in good faith in the interests of the Company and to disclose such conflicts to the Company if and when they arise.

Executive Compensation

Compensation Discussion and Analysis

As a capital pool company, the Company is prohibited from payments of any kind, directly or indirectly, to its NEO or directors until the completion of a Qualifying Transaction (as defined in Exchange Policy 2.4) unless otherwise permitted. Accordingly, the Company has not provided any cash or incentive compensation to the NEOs other than the 300,000 Options granted to Messrs. McDonald, Levy and Knoll on March 20, 2020 and the 2,350,000 Options that will be granted to certain officers and directors of the Company concurrently with or shortly after Closing. Please refer to “*Part Iv – Information Concerning the Company Upon Completion of the Transaction – Fully Diluted Share Capital*” above for more details on the proposed Option grant.

Director Compensation

Upon completion of the Transaction, the directors of the Company will determine if, and to what extent, compensation will be paid to directors for services rendered to the Company in their capacity as directors. It is anticipated that non-management directors will be reimbursed for transportation and other out-of-pocket expenses incurred for attendance at board of directors meetings and in connection with discharging their director functions. It is currently anticipated that any additional incentives paid to directors will be in the form of monthly director fees or through security-based compensation.

Management Consulting Agreements

The Company intends to enter into the following consulting agreements with the proposed officers of the Company after giving effect to the Transaction:

Paul Parisotto – President, Chief Executive Officer and Director: In consideration for his services as an officer of the Company, Mr. Parisotto will receive a consulting fee in the aggregate amount of \$144,000 for the first 12 months following his appointment and \$96,000 annually thereafter. The consulting agreement with Mr. Parisotto will be for an indefinite term, and may be terminated by the Company on one year's notice or by Mr. Parisotto on three month's notice.

Tong Yin – Chief Financial Officer: In consideration for her services as an officer of the Company, Ms. Yin will receive a consulting fee in the aggregate amount of \$66,000 yearly. The consulting agreement with Ms. Yin will be for an indefinite term, and may be terminated by the Company on one year's notice or by Ms. Yin on three month's notice.

Lorna MacGillivray – Corporate Secretary: In consideration for her services as an officer of the Company, Ms. MacGillivray will receive a consulting fee in the aggregate amount of \$60,000 yearly. The consulting agreement with Ms. MacGillivray will be for an indefinite term, and may be terminated by the Company on one year's notice or by Ms. MacGillivray on three month's notice.

Executive Compensation Anticipated to be Paid by the Company

In the 12-month period after giving effect to the Transaction, the Company anticipates that the following compensation will be paid by the Company to its Chief Executive Officer and Chief Financial Officer.

Name and position	Type of Compensation	Amount	Total compensation
Paul Parisotto <i>President, Chief Executive Officer and Director</i>	Consulting Fee	\$144,000	\$144,000
	Options ⁽¹⁾	800,000	800,000
Tong Yin <i>Chief Financial Officer</i>	Consulting Fee	\$66,000	\$66,000
	Options ⁽¹⁾	225,000	225,000

Notes:

- (1) Options exercisable at \$0.25 per Common Share with a term of ten years from the date of grant, vesting as follows: (i) 1/3 on the date of grant; and (ii) 1/3 on each of the subsequent two anniversaries following the date of grant. Please refer to "Part IV – Information Concerning the Company Upon Completion of the Transaction – Fully Diluted Share Capital" above for more details on the proposed Option grant.

Pension and Retirement Plans

The Company has no pension or retirement plans or other forms of retirement compensation. Furthermore, it is not anticipated that the Company will have any pension or retirement plan or deferred compensation plan in the 12 months following completion of the Transaction.

Indebtedness of Directors and Officers

No director, executive officer or senior officer of the Company, or expected director, executive officer or senior officer of the Company, or any Associates of such persons, is indebted to the Company or is expected to be indebted to the Company immediately following the completion of the Transaction and no indebtedness of such persons in the Filing Statement subject of a guarantee, support agreement, letter of credit or other similar arrangement provided by the Company.

Investor Relations Agreements

No written or oral agreement or understanding has been reached with any person to provide any promotional or investor relations services for the Company.

Market-Making Agreements

No written or oral agreement or understanding has been reached with any person to provide any market making services for the Company.

Incentive Securities

The Option Plan

Upon completion of the Transaction, the Company will retain the Option Plan adopted by the Company and the Option Plan as disclosed under the heading “Part III – Information Concerning the Company – Description of the Securities – Stock Option Plan. The shareholders of the Company may approve a resolution at a meeting of the shareholders of the Company adopting a new stock option plan or amending the Option Plan.

Escrowed Securities

CPC Escrow Agreement

The Escrow Securities are the Common Shares and the Options held in escrow pursuant to the Moon River Escrow Agreement and Exchange Policy 2.4. Following the issuance of the Final QT Exchange Bulletin, it is expected that the Company will be a “Tier 2” issuer on the Exchange. As such, the Escrow Securities will be subject to the Moon River Escrow Agreement.

Pursuant to the Moon River Escrow Agreement, all Escrow Securities will be released from escrow in accordance with the following release schedule:

Percentage of the Escrow Securities Released	Release Date
25%	Date of Final QT Exchange Bulletin
25%	6 months following Final QT Exchange Bulletin
25%	12 months following Final QT Exchange Bulletin
25%	18 months following Final QT Exchange Bulletin
100%	

The table below sets out the names of the anticipated securityholders whose Common Shares will be subject to the Moon River Escrow Agreement, as amended. A total of 11,784,000 Common Shares will be held in escrow pursuant to the Moon River Escrow Agreement, as amended.

Name and Municipality of Residence of Securityholder	Designation of Class	Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction⁽²⁾	
		Number of securities held in escrow	Percentage of class⁽¹⁾	Number of securities to be held in escrow	Percentage of class⁽²⁾
Jamie Levy Toronto, Ontario	Common	2,100,000 ⁽³⁾	17.56%	2,500,000 ⁽³⁾⁽⁴⁾	7.58%
Kerry Knoll Lake Country, British Columbia	Common	2,100,000	17.56%	2,100,000 ⁽⁴⁾	6.37%

Name and Municipality of Residence of Securityholder	Designation of Class	Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction ⁽²⁾	
		Number of securities held in escrow	Percentage of class ⁽¹⁾	Number of securities to be held in escrow	Percentage of class ⁽²⁾
Ian McDonald Toronto, Ontario	Common	2,100,000	17.56%	3,044,000 ⁽⁴⁾	9.23%
Robert Shewchuk Calgary, Alberta	Common	1,000,000	8.36%	1,900,000 ⁽⁴⁾	5.76%
Harris Watson West Kelowna, British Columbia	Common	800,000	6.69%	1,000,000 ⁽⁴⁾	3.03%
Suzanne Shewchuk London, United Kingdom	Common	400,000	3.34%	400,000	1.21%
Lukas Shewchuk London, United Kingdom	Common	600,000	5.02%	840,000	2.55%

Notes:

- (1) Calculation on an undiluted basis and based on the 11,960,000 Common Shares outstanding prior to the completion of the Transaction.
- (2) Calculation on an undiluted basis and based on 32,960,000 Common Shares outstanding upon the completion of the Transaction.
- (3) 2,000,000 Escrow Securities held by JB Levy Corp., a corporation beneficially owned and controlled by Mr. Jamie Levy, and a party to the Moon River Escrow Agreement.
- (4) Upon completion of the Transaction or shortly thereafter, and subject to Exchange review and acceptance, Mr. Parisotto will purchase from each of Messrs. McDonald, Levy, Knoll and Shewchuk will 100,000 Common Shares and from Mr. Watson 40,000 Common Shares from the portion of Escrow Securities to be released on the date of the Final QT Exchange Bulletin. The Common Shares referred to in this note will be purchased by Mr. Parisotto at a price of \$0.10.

Principal Escrow

The Principal Escrow Securities are the Common Shares to be held in escrow pursuant to the Value Escrow Agreement in accordance with Exchange Policy 5.4. Pursuant to the Value Escrow Agreement, all Principal Escrow Securities would be released from escrow in accordance with the following release schedule, applicable to “Tier 2” issuers on the Exchange:

Percentage of the Principal Escrow Securities Released	Release Date
10%	Date of Final QT Exchange Bulletin
15%	6 months following Final QT Exchange Bulletin
15%	12 months following Final QT Exchange Bulletin
15%	18 months following Final QT Exchange Bulletin
15%	24 months following Final QT Exchange Bulletin
15%	30 months following Final QT Exchange Bulletin
15%	36 months following Final QT Exchange Bulletin
100%	

The table below sets out the names of the anticipated securityholders whose Common Shares will be subject to the Value Escrow Agreement. A total of 9,000,000 Common Shares will be held in escrow pursuant to the Value Escrow Agreement:

Name and Municipality of Residence of Securityholder	Designation of Class	Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction ⁽²⁾	
		Number of securities held in escrow	Percentage of class	Number of securities to be held in escrow	Percentage of class ⁽²⁾
Generation Mining Limited Toronto, Ontario	Common	Nil	Nil	9,000,000 ⁽¹⁾	27.56%

Notes:

- (1) Issued pursuant to the Asset Purchase Agreement.
- (2) Calculation on an undiluted basis and based on 32,960,000 Common Shares outstanding upon the completion of the Transaction.

Securities acquired in the Financing by the executive officers and directors that will become executive officers and directors following completion of the Transaction are not expected to be held in escrow pursuant to the Value Escrow Agreement as, in accordance with Exchange Policy 5.4: (i) at least 75% of the proceeds from the Financing are not from Principals of the Company; (ii) all securities issued to Principals of the Company will be legended with the four month Exchange hold period referred to in Exchange Policy 3.2 – *Filing Requirements and Continuous Disclosure*; and (iii) none of the proceeds from the Financing will be allocated to pay compensation or settle indebtedness owing to Principals of the Company. A total of 2,344,000 Subscription Receipts, representing 19.53% of the total number of Subscription Receipts issued in connection with the Financing, were acquired by Principals of the Company.

Legal Proceedings

In the ordinary course of business, the Company and the Company may become involved in various legal, administrative, regulatory and other proceedings, actions, claims and inquiries relating to its business.

Auditors, Transfer Agent and Registrar

The auditor of the Company is expected to be Wasserman Ramsay, Chartered Professional Accountants at its principal office in Markham, Ontario. Wasserman Ramsay is independent with respect to the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

The transfer agent and registrar of the Common Shares shall be TSX Trust, at its office located in Toronto, Ontario.

PART V – RISK FACTORS

An investment in the securities of the Company is highly speculative, involves a high degree of risk and should be undertaken only by Persons whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prior to investing in such securities, you should carefully consider the risks described below, together with other information included in or incorporated by reference into this Filing Statement and filed on SEDAR+ at www.sedarplus.ca. If any of the following risks materialize, the business, financial condition, results of operation and future prospects of the Company will likely be materially and adversely affected. This could cause actual future events to differ materially from those described in forward-looking statements and may cause the trading price of the Company's securities to decline.

The risks presented below should not be considered exhaustive and may not be all the risks the Company may face. Management of the Company believes that factors set out below could cause actual results to be different from expected and historical results. Other sections of this Filing Statement include additional factors that could have an effect on the business and financial performance of the Company's business following the completion of the Transaction. New risks may emerge from time to time and management may not be able to predict all of them, or be able to predict how they may cause actual results to be different from those contained in any forward-looking statements. You should not rely upon forward-looking statements as a prediction of future results.

Risks Related to the Transaction

Completion of the Transaction and Exchange Approval

The completion of the Transaction is subject to several conditions precedent. There can be no assurance that the Transaction will be completed on the terms set out in the Asset Purchase Agreement, as negotiated, or at all. In the event that any of the conditions precedent are not satisfied or waived, the Transaction may not be completed. In addition, there is no guarantee that the Company will be able to satisfy the requirements of the Exchange such that it will issue the Final QT Exchange Bulletin. See "*Part II – Information Concerning the Transaction – The Asset Purchase Agreement and the Transaction – Conditions of the Transaction*". There is no certainty that these conditions will be satisfied on a timely basis or at all.

If the Transaction is not completed, Generation and the Company will each remain liable for significant consulting, accounting, legal and other costs relating to the Transaction and will not realize anticipated benefits of the Transaction.

Termination of the Asset Purchase Agreement in Certain Circumstances

Each of Generation and the Company has the right to terminate the Asset Purchase Agreement in certain circumstances. Accordingly, there is no certainty, nor can the parties provide any assurances that the Asset Purchase Agreement will not be terminated by any of Generation and the Company before the completion of the Transaction. Certain costs related to the Transaction, such as legal and accounting fees, must be paid by Generation and the Company irrespective of whether the Transaction is completed. See "*Part II – Information Concerning the Transaction – The Asset Purchase Agreement and the Transaction – Termination Rights*".

The Transaction Will Have a Dilutive Effect on the Ownership Interest of the Company Shareholders

The issuance of Common Shares pursuant to the Transaction if it is completed will have a very significant dilutive effect on the ownership interest of the current holders of Common Shares.

The Transaction May Divert the Attention of Management of the Company

The Transaction could cause the attention of management of the Company to be diverted from their day-to-day duties. These disruptions could be exacerbated by a delay in the completion of the Transaction and could have an adverse effect on the business or prospects of the Company regardless of whether the Transaction is ultimately completed.

Tax Consequences

The transactions described herein may have tax consequences in Canada, or elsewhere, depending on each particular existing or prospective shareholder's specific circumstances. Such tax consequences are not described herein and this Filing Statement is not intended to be, nor should it be construed to be, legal or tax advice to any particular shareholder. Existing and prospective shareholders should consult their own tax advisors with respect to any such tax considerations.

The Company May Not Realize Anticipated Benefits of the Transaction

The Transaction is proposed to strengthen the position of the Company in the mining and exploration industry and to create the opportunity to realize certain benefits. Achieving the benefits of the Transaction depends in part on the ability of the Company to effectively capitalize on its scale, to realize the anticipated capital and operating synergies, to profitably sequence the growth prospects of its asset base and to maximize the potential of its improved growth opportunities and capital funding opportunities. A variety of factors, including those risk factors set forth in this Filing Statement may adversely affect the ability of the Company to achieve the anticipated benefits of the Transaction.

Risk Factors Relating to the Common Shares

Market Price and Listing of Common Shares

The Company is seeking to have the Common Shares listed and posted for trading on the Exchange. The listing of the Common Shares will be subject to the satisfaction of all of the Exchange's initial listing requirements. If the Company receives final approval for listing the Common Shares on the Exchange, there is no assurance that it will maintain such listing on the Exchange or a listing on any other exchange or quotation service. There can be no assurance that an active trading market will develop or be sustained for the Common Shares. Shareholders may not be able to resell the Common Shares, which may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Common Shares. If an active or liquid market for the Common Shares fails to develop or be sustained, the price at which the Common Shares trade may be adversely affected. An investment in the Company's securities is highly speculative, due to the high-risk nature of its business, lack of diversification and the present stage of its development. Shareholders of the Company may lose their entire investment.

If the Common Shares are publicly traded, the market price of the Common Shares may be affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments and the breadth of the public market for its shares. The effect of these and other factors on the market price of the Common Shares in the future cannot be predicted. The lack of an active public market could have a material adverse effect on the price of the Common Shares.

The Market Price of Common Shares May Be Volatile

The market price of Common Shares could be subject to significant fluctuations following completion of the Transaction. In addition, securities markets worldwide have experienced, and are likely to continue to experience, significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions and the risk factors described in this Filing Statement, could subject the market price of Common Shares to wide price fluctuations regardless of the Company's operating performance.

The Company May Issue Additional Equity Securities

Following completion of the Transaction, the Company may issue equity securities and or securities convertible into equity securities to finance its activities, including in order to finance acquisitions. If the Company were to issue additional equity securities the ownership interest of existing shareholders may be diluted and some or all of the Company's financial measures on a per-share basis could be reduced.

Value Assigned to the Property May Be Incorrect

The valuation placed on the Property for the purposes of the Transaction has been determined by negotiation among the Company and Generation. There can be no assurance that the number of Common Shares issued pursuant to the Asset Purchase Agreement will not, in the fullness of time, prove to be excessive. If the market determines that the number of Common Shares is excessive, the market price of the Common Shares will be adversely affected.

No Assurance of Payment of Dividends

The declaration, timing, amount and payment of dividends are at the discretion of the board of directors of the Company and will depend upon the Company's future earnings, cash flows, acquisition capital requirements and financial condition, and other relevant factors. There can be no assurance that the Company will declare a dividend on a quarterly, annual or other basis.

Risks Related to the Company's Business

Limited Operating History

The Company has a limited operating history. The Company does not have any history of earnings or profitability. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business particularly in the junior mineral exploration sector. The Company will have limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Company will be able to generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

Exploration and Development Risk

Mining operations generally involve a high degree of risk. The Company's operations will be subject to all the hazards and risks normally encountered in the exploration, development and production of mineral properties, including unusual and unexpected geologic formations, seismic activity, explosions, rock bursts, cave-ins, flooding, pit wall failure and other conditions involved in drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage, delays in mining, monetary losses and possible legal liability.

The exploration for and development of mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines and no assurance can be given that minerals will be discovered in sufficient quantities or having sufficient grade to justify commercial operations or that funds required for development can be obtained on a timely basis. Mineral exploration involves many risks and uncertainties, and success in exploration is dependent on a number of factors, including the quality of management, quality and availability of geological expertise and the availability of exploration capital. Substantial expenditures are required to establish Mineral Resources and Mineral Reserves, complete drilling and to develop processes to extract the minerals, develop mining and processing facilities and suitable infrastructure at any site chosen for mining, and establish commercial operations. Also, substantial expenses may be incurred on exploration projects which are subsequently abandoned due to poor exploration results or the inability to define reserves which can be mined economically. Even if an exploration program is successful and economically recoverable minerals are found, it can take a number of years from the initial phases of drilling and identification of the mineralization until production is possible, during which time the economic feasibility of extraction may change and the minerals that were economically recoverable at the time of discovery cease to be economically recoverable. There can be no assurance that the minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production-scale operations.

The commercial viability of the Molybdenum tungsten (scheelite) projects and other properties in which the Company may acquire an interest in the future depends upon a number of factors, all of which are beyond the control of the Company, including, but not limited to: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; Molybdenum tungsten (scheelite) prices, which are highly cyclical; general and local labour market conditions; the proximity and capacity of milling facilities; local, provincial, federal and international government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection; ongoing costs of production; and availability and cost of additional funding. The exact effect of these factors, either alone or in combination, cannot be accurately predicted and their impact may result in the Company not being able to economically extract minerals from any identified mineral resource or mineral reserve which, in turn, could have a material and adverse impact on the Company's cash flows, earnings, results of operations and financial condition and prospects. The Company cannot provide any certainty that the exploration or development programs planned by the Company will result in a profitable commercial mining operation in respect of the gold projects or other properties in which the Company may acquire an interest in the future.

Negative Cash Flow

The Company has a limited history of operations, and no history of earnings, cash flow or profitability; it has had negative operating cash flow since its date of incorporation, and will continue to have negative operating cash flow for the foreseeable future. The Property is at the initial exploration stage only. The Company will have no source of operating cash flow and no assurance that additional funding will be available for further exploration and development of the property when required. No assurance can be given that the Company will ever attain positive cash flow or profitability.

Dependence on the Property

Presently, the Property will account for all of the Company's future revenue. Any adverse development affecting the progress of the Property such as, but not limited to, obtaining development financing on commercially suitable terms, hiring suitable personnel and mining contractors, or securing supply agreements on commercially suitable terms, may have a material adverse effect on the Company's financial performance and results of operations. Ongoing activity at the Property will be undertaken without established Mineral Resources or Mineral Reserves and the economic viability of the operations on the Property has not been established.

Uncertainty of Resource Estimates

No assurance can be given that any tonnages and grades will be achieved or that any level of recovery will be realized. The grade of mineralization recovered may differ materially and adversely from the estimated average grades in any current or future resource estimates. Future production could differ dramatically from resource estimates for, among others, the following reasons:

- mineralization or formations could be different from those predicted by drilling, sampling and similar examinations;
- increases in operating mining costs and processing costs could adversely affect Mineral Resources;
- the grade of the Mineral Resources may vary significantly from time to time and there is no assurance that any particular grade may be recovered from the Mineral Resources; and
- declines in the market price of minerals may render the mining of some or all the Mineral Resources uneconomic.

Any of these factors may require the Company to reduce its Mineral Resource estimates or increase its cost estimates. Short-term factors, such as the need for the additional development of a deposit or the processing of new different grades, may impair the Company's profitability. Should the market price of minerals fall, the Company could be required to materially write down its investment in mining properties or delay or discontinue production or the development of new projects.

Commodity Prices

The profitability of the Company's operations will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. These factors include interest rates, the rate of inflation or deflation, global and regional supply and demand, consumption patterns, forward sales by producers, currency exchange fluctuations, speculative activities and increased production due to improved mining and production methods. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political and economic developments in major Molybdenum tungsten (scheelite)-producing countries throughout the world. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable.

The Company's future revenues and earnings also could be affected by the prices of other commodities such as fuel and other consumable items, although to a lesser extent than by the price of Molybdenum tungsten (scheelite). The prices of these commodities are affected by numerous factors beyond the Company's control.

Mining Operations May Not Be Established or Profitable

The future development of the Property will require additional financing, permits, design, construction, processing plant, and related infrastructure. As a result, the Company will be subject to all of the risks associated with establishing mining operations and business enterprises, including: (a) the timing and cost, which will be considerable, of obtaining all necessary permits including environmental, construction, and operating permits; (b) the timing and cost, which will be considerable, of the construction of mining and processing facilities; (c) the availability and costs of skilled labour, power, water, transportation, and mining equipment; (d) the availability and cost of appropriate smelting and/or refining arrangements; (e) the need to obtain necessary environmental and other governmental approvals and permits, and the timing of those approvals and permits; and (f) the availability of funds to finance construction and development activities.

It is common in new mining operations to experience unexpected problems and delays during permitting, construction, and development. In addition, delays in the commencement of mineral production often occur, and once commenced, the production of a mine may not meet expectations or the estimates set forth in feasibility or other studies. Accordingly, there are no assurances that the Company will successfully establish mining operations or become profitable.

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

The Company May Not Use the Available Funds as Described in this Filing Statement

The Company currently intends to use its available funds as set out in this Filing Statement. However, the Board and/or management will have discretion in the actual application of the available funds and may elect to allocate them differently from that described in the Filing Statement if they believe it would be in the Company's best interests to do so. Shareholders may not agree with the manner in which the Board and/or management chooses to allocate and spend the net proceeds. The failure by the Board and/or management to apply these funds effectively could have a material adverse effect on the Company's profitability, results of operations and financial condition and the trading price of its securities.

Ability to Exploit Future Discoveries

It may not always be possible for the Company to participate in the exploitation of successful discoveries. Such exploitation may involve the need to obtain licenses or clearance from the relevant authorities, which may not be available on a timely basis or may require conditions to be satisfied and/or the exercise of discretion by such authorities. It may or may not be possible for such conditions to be satisfied, and such conditions may prove uneconomic or not practical.

Furthermore, the decision to proceed to further exploitation may require the participation of other companies whose interests and objectives may not be consistent with those of the Company. Such further exploitation may also require the Company to meet or commit to financial obligations which it may not have anticipated or may not be able to commit to due to a lack of funds or an inability to raise funds.

Financing Risks

The Company expects to be substantially dependent upon the equity and debt capital markets or alternative sources of funding to pursue additional investments. There can be no assurance that such financing will be available to the Company on acceptable terms or at all.

From time to time, the Company may rely on debt financing for a portion of its business activities, including capital and operating expenditures. There are no assurances that the Company will be able to comply at all times with any covenants under its debt arrangements, if applicable; nor are there assurances that the Company will be able to secure new financing that may be necessary to finance its operations and capital growth program. Any failure of the Company to secure financing or refinancing, to obtain new financing or to comply with applicable covenants under its borrowings could have a material adverse effect on the Company's financial results. Further, any inability of the Company to obtain new financing may limit its ability to support future growth.

Additional equity or debt financings may significantly dilute positions held by shareholders of the Company, increase the Company's leverage or require the Company to grant security over its assets. If the Company is unable to obtain such financing, it may not be able to develop the Property or execute its business strategy. If the Company is unable to obtain financing for business activities, it may determine to allocate income, if any, from other investments to finance business activities.

Operations and Exploration Subject to Governmental Regulations

The Company's operations and exploration and development activities are subject to extensive Laws and regulations governing various matters, including: (a) environmental protection; (b) management and use of toxic substances and explosives; (c) management of natural resources; (d) management of tailings and other wastes; (e) mine construction; (f) exploration, development of mines, production and post-closure reclamation; (g) exports; (h) price controls; (i) taxation and mining royalties; (j) regulations concerning business dealings with indigenous groups; (k) labour standards and occupational health and safety, including mine safety; and (l) historic and cultural preservation. Failure to comply with applicable Laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory or judicial authorities, enjoining or curtailing operations, or requiring corrective measures, installation of additional equipment, or remedial actions, any of which could result in the Company incurring significant expenditures. The Company may also be required to compensate private parties suffering loss or damage by reason of a breach of such Laws, regulations, or permitting requirements. It is also possible that future Laws and regulations, or a more stringent enforcement of current Laws and regulations by governmental authorities, could cause additional expenses, capital expenditures, restrictions on or suspensions of the Company's operations, if any, and delays in the development of the Property.

Operation and Exploration Activities are Subject to Environmental and Endangered Species Laws and Regulations

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of government Laws and regulations, including Laws and regulations relating to the protection of endangered and threatened species. Compliance with such Laws and regulations can require significant expenditures and a breach may result in the imposition of fines and penalties, which may be material. In addition, such Laws and regulations can constrain or prohibit the exploration and development of new projects or the development or expansion of existing projects. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, increases in land use restrictions, larger fines and liability and potentially increased capital expenditures and operating costs. Any breach of environmental legislation by owners or operators of the property underlying the Company's asset portfolio could have a material impact on the viability of the Property and impair the revenue derived from the owned property or applicable interest, which could have a material adverse effect on the Company's operations, financial condition and the trading price of its securities.

Mineral Properties May Be Subject to Rights of Indigenous Peoples

Various international, national, state and provincial Laws, codes, resolutions, conventions, guidelines, treaties and other principles and considerations relate to the rights of indigenous peoples. The Company will hold exploration interests in respect of operations located in some areas that may be presently or previously inhabited or used by indigenous peoples. Many of these impose obligations on the government to respect the rights of indigenous peoples. Some mandate consultation with indigenous peoples regarding actions which may affect indigenous peoples, including actions to approve or grant mining rights or permits. The obligations of government and private parties under the various international and national requirements, principles and considerations pertaining to indigenous peoples continue to evolve and be defined. The Property is subject to the risk that one or more groups of indigenous peoples may oppose operation or new development. Such opposition may be directed through legal or administrative proceedings or protests, roadblocks or other forms of public expression against the operator's activities. Opposition by indigenous peoples to such activities may require modification of or preclude the operation or development of projects or may require the entering into of agreements with indigenous peoples. Claims and protests of indigenous peoples may disrupt or delay activities of the operators of assets in respect of which the Company holds an exploration interest which may result in a material adverse effect on the Company profitability, results of operations and financial condition and the trading price of its securities.

Permits and Licences

The mining and exploration activities of the Company will require permits from various governmental authorities and such operations are, and will be, governed by Laws and regulations governing exploration, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety, mine permitting and other matters. Companies engaged in mining and exploration activities generally experience increased costs and delays as a result of the need to comply with applicable Laws, regulations and permits. While the Company believes that it will have all permits and licences necessary to carry on activities on the Property after completion of the Transaction, a substantial number of additional permits and licenses may be required after the completion of the Transaction. The Company anticipates that it will be able to obtain in the future all necessary licenses and permits to carry on the activities which it intends to conduct and that it intends to comply in all material respects with the terms of such licenses and permits; however, there can be no assurance that all permits that the Company may require for mining and exploration will be obtainable on reasonable terms or on a timely basis, or that such Laws and regulations would not have an adverse effect on any project that the Company may undertake. The company believes it is in substantial compliance with all material Laws and regulations which currently apply to its activities. However, there may be unforeseen environmental liabilities of the Company resulting from exploration and/or mining activities and these may be costly to remedy.

Operational Risks

Mineral exploration and mining involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These hazards include unusual or unexpected formations, formation pressures, inclement weather conditions, seismic activity, fires, power outages, industrial accidents, flooding, explosions, rock bursts, cave-ins or pit wall failures and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, catastrophic damage to property or loss of life, labour disruptions, technological failure of mining methods, equipment failure or the inability to obtain suitable or adequate machinery, equipment or labour. Operations in which the Company will have 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 damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage. Although the Company intends to maintain liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event the Company could incur significant costs that could have a materially adverse effect upon its financial condition.

Environmental Matters

The Company's operations will be subject to Laws and regulations regarding environmental matters, the use or abstraction of water, and the discharge of mining wastes and materials. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Furthermore, any failure to comply fully with all applicable Laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations. Environmental Laws and regulations change frequently, and the implementation of new, or the modification of existing, Laws or regulations could harm the Company. The Company cannot predict how agencies or courts in foreign countries will interpret existing Laws and regulations or the effect that these adoptions and interpretations may have on the Company's business or financial condition.

The Company may be required to make significant expenditures to comply with governmental Laws and regulations. Any significant mining operations will have some environmental impact, including land and habitat impact, arising from the use of land for mining and related activities, and certain impact on water resources near the project sites, resulting from water use, rock disposal and drainage run-off. No assurances can be given that such environmental issues will not have a material adverse effect on the Company's operations in the future. Environmental hazards may exist on the Property which are unknown to the Company at the present time and which have been caused by previous or existing owners or operators of the Property. While the Company believes it does not currently have any material unsatisfied environmental obligations, exploration activities may give rise in the future to significant liabilities on the Company's part to the government and third parties and may require the Company to incur substantial costs of remediation.

Failure to comply with applicable Laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Additionally, the Company may not maintain insurance against environmental risks. As a result, any claims against the Company may result in liabilities the Company will not be able to afford, resulting in the failure of the Company's business. Failure to comply with applicable Laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable Laws or regulations. Amendments to current Laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation of existing Laws, could have a material adverse impact on the Company and cause increases in exploration expenses or capital expenditures or require abandonment or delays in the development of new exploration properties.

Additional Costs May Be Incurred by Mineral Property Operators as a Result of International Climate Change Initiatives

The Company acknowledges climate change as an international and community concern. The Company supports and endorses various initiatives for voluntary actions consistent with international initiatives on climate change. In addition to voluntary actions, governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Where legislation already exists, regulation relating to emission levels and energy efficiency is becoming more stringent. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, the Company expects this may result in increased costs at the Property, which could have a material impact on the viability of the property and impair the revenue derived from the interest, which could have a material adverse effect on the Company's profitability, results of operations and financial condition and the trading price of the Company's securities.

Community Relations

The Company's relationships with the communities in which it intends to operate and other stakeholders are critical to ensure the future success of its operations and the construction and development of its projects. There is an increasing level of public concern relating to the perceived effect of exploration activities on the environment and on communities impacted by such activities. Publicity adverse to the Company, its operations or extractive industries generally, could have an adverse effect on the Company and may impact relationships with the communities in which the Company intends to operate. While the Company is committed to operating in a socially responsible manner, there can be no assurance that its efforts in this respect will mitigate this potential risk. Further, damage to the Company's reputation can be the result of the perceived or actual occurrence of any number of events and could result in negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easy for individuals and groups to communicate and share opinions and views in regard to the Company and its activities, whether true or not. While the Company strives to uphold and maintain a positive image and reputation, the Company does not ultimately have control over how it is perceived by others. Reputation loss may lead to increased challenges in developing, maintaining community relations and advancing its projects and decreased investor confidence, all of which may have a material adverse impact on the financial performance and growth of the Company.

Defects in Title to Mineral Properties

Establishing title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. While the Company has investigated title to the Property and, to the best of its knowledge, title to the Property is in good standing, mineral properties may be subject to prior unregistered agreements or transfers and title may be affected by such undetected defects. There may be valid challenges to the title of the Property which, if successful, could impair exploration, development and/or operations. The Property may be subject to aboriginal land claims, prior unregistered agreements or transfers and title may be affected by undetected defects. The Company cannot give any assurance that title to the Property will not be challenged.

Defects in or disputes relating to the interests the Company holds or acquires may prevent it from realizing the anticipated benefits from these interests. Material changes could also occur that may adversely affect management's estimate of the carrying value of the Company's interests and could result in impairment charges. While the Company currently seeks, and the Company will seek, to confirm the existence, validity, enforceability, terms and geographic extent of the interests it acquires, there can be no assurance that disputes or other problems concerning these and other matters or other problems will not arise. Confirming these matters is complex and is subject to the application of the Laws of each jurisdiction to the particular circumstances of each parcel of mineral property and to the documents reflecting the interest. The discovery of any defects in, or any disputes in respect of, the Company's interests, could have a material adverse effect on the Company's profitability, results of operations and financial condition and the trading price of its securities.

A defect in the chain of title to one of the Company's interests or necessary for the anticipated development or operation of a particular project to which an interest relates may arise to defeat or impair the claim of the operator to a property which could in turn result in a loss of the Company's interest in respect of that property. In addition, claims by third parties or aboriginal groups in Canada and elsewhere may impact the operator's ability to conduct activities on a property to the detriment of the Company's interests. To the extent an owner or operator does not have title to the property, it may be required to cease operations or transfer operational control to another party. Certain interests can be contractual in nature, rather than an interest in land, with the risk that an assignment, bankruptcy or insolvency proceeding by an owner will result in the loss of any effective interest in a particular property. Further, even in those jurisdictions where there is a right to record or register interests held by the Company in land registries or mining recorders offices, such registrations may not necessarily provide any protection to the Company. As a result, known title defects, as well as unforeseen and unknown title defects may impact operations at a project in respect of which the Company has an interest and may result in a material adverse effect on the Company's profitability, results of operations and financial condition and the trading price of its securities.

Amalgamations and Integration

From time to time, the Company may pursue opportunities to acquire additional mining assets and businesses or opportunities to establish new joint ventures that it believes will complement its future business. Any acquisition that the Company may choose to complete may be of a significant size, may change the scale of the Company's business and operations, and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities will depend on its ability to identify suitable acquisition candidates that fit its business strategy, negotiate acceptable terms for any such acquisition, obtain approvals from regulatory authorities in the jurisdiction of the business or property to be acquired, and integrate the acquired operations successfully with those of the Company. The Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions or integrate the acquired businesses or their personnel into the Company.

Any acquisitions would be accompanied by risks. For example, there may be a significant change in commodity prices after the Company has committed to complete the transaction and established the purchase price or exchange ratio; a material ore body may prove to be below expectations; the Company may have difficulty integrating and assimilating the operations and personnel of any acquired companies, realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise, and maintaining uniform standards, policies and controls across the organization; the integration of the acquired business or assets may disrupt the Company's ongoing business and its relationships with employees, customers, suppliers and contractors; and, to the extent that the Company makes an acquisition outside of markets in which it has previously operated, the Company may have difficulty conducting and managing operations in a new operating environment.

Acquiring additional businesses or properties could place increased pressure on the Company's cash flow if such acquisitions involve a cash consideration. In the event that the Company chooses to raise debt capital to finance any such acquisition, the Company's leverage will be increased. If the Company chooses to use equity as consideration for such acquisition, existing shareholders may suffer dilution. Alternatively, the Company may choose to finance any such acquisition with its existing resources. The integration of the Company's existing operations with any acquired business will require significant expenditures of time, attention and funds. Achievement of the benefits expected from consolidation would require the Company to incur significant costs in connection with, among other things, implementing financial and planning systems. The Company may not be able to integrate the operations of a recently acquired business or restructure the Company's previously existing business operations without encountering difficulties and delays. In addition, this integration may require significant attention from the Company's management team, which may detract attention from the Company's day-to-day operations. Over the short term, difficulties associated with integration could have a material adverse effect on the Company's business. In addition, the acquisition of mineral properties may subject the Company to unforeseen liabilities, including environmental liabilities, which could have a material adverse effect on the Company. There can be no assurance that the Company would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions. There can be no assurance that the Company will complete any acquisition or business arrangement that it pursues on favourable terms or at all, or that any acquisitions or business arrangements completed will ultimately benefit the Company.

Future Litigation Could Affect Title

Potential litigation may arise with respect to the Property, or any other property on which the Company may hold an interest (for example, litigation between joint venture partners or between operators and original property owners or neighbouring property owners). As a holder of such interests, the Company will not generally have any influence on the litigation and will not generally have access to data. Any such litigation that results in the cessation or reduction of production from a property (whether temporary or permanent) or the expropriation or loss of rights to a property could have a material adverse effect on the Company's profitability, results of operations and financial condition and the trading price of its securities.

Deficient Third Parties' Reviews, Reports and Projections

The Company relies upon third parties to provide analysis, reviews, reports, advice and opinions regarding the Company's projects. There is a risk that such analysis, reviews, reports, advice, and opinions are inaccurate, in particular with respect to resource estimation, process development and recommendations for products to be produced as well as with respect to economic assessments including estimating the capital and operation costs of the Company's project and forecasting potential future revenue streams. Uncertainties are also inherent in such estimations.

Dependence on Key Individuals

Locating and developing mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration, development and production personnel involved. The success of the Company is largely dependent on the performance of its key personnel. The Company's success is also largely dependent on its ability to hire and retain other highly qualified personnel. This is particularly true in highly technical businesses such as mineral exploration. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for this workforce is intense. As the Company's business activity grows, the Company will require additional key executive, financial, operational, administrative and mining personnel. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. These individuals are in high demand and the Company may not be able to attract the personnel it needs. Failure to retain key personnel or to attract and retain additional key individuals with necessary skills could have a materially adverse impact on the Company's business, its operating results as well as its overall financial condition. The Company has not purchased any "key-man" insurance with respect to any of its directors, officers or key employees and has no current plans to do so.

Directors and Officers May Have Conflicts of Interest

Certain of the proposed directors and/or officers of the Company, are or will be, and may continue to be, involved in other business ventures through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors of the Company. Situations may arise where the other interests of these directors and officers conflict with, or diverge from, the Company's interest. Certain of such conflicts may be required to be disclosed in accordance with procedures and remedies, as applicable, under corporate Law, however, such procedures and remedies may not fully protect the Company. In addition, in conflict-of-interest situations, the directors and officers of the Company may owe the same duty to another company and will need to balance their competing interests. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to the Company.

Global Financial Conditions May Be Volatile

Market events and conditions, disruptions in the international credit markets and other financial systems, along with political instability have resulted in commodity prices remaining volatile. These conditions have also caused a loss of confidence in global credit markets resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, tighter regulations, less liquidity, widening credit spreads, less price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks and investment banks, insurers and other financial institutions caused the broader credit markets to be volatile and interest rates to remain at historical lows. These events are illustrative of the effect that events beyond the Company's control may have on commodity prices, demand for metals, including Molybdenum tungsten (scheelite), availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business. Global financial conditions have always been subject to volatility. Access to public financing has been negatively impacted by sovereign debt concerns in Europe and emerging markets, as well as concerns over global growth rates and conditions. These and other factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, the favourability of the terms of such financing to the Company. Increased levels of volatility and market turmoil can adversely impact the Company's operations and the price of the Common Shares.

Furthermore, the credit and financial markets have experienced extreme volatility and disruptions due to the current conflict between Ukraine and Russia. The conflict is expected to have further global economic consequences, including but not limited to the possibility of severely diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, increases in inflation rates and uncertainty about economic and political stability.

In addition, the United States and other countries have imposed sanctions on Russia which increases the risk that Russia, as a retaliatory action, may launch cyberattacks against the United States, its government, infrastructure and businesses. Any of the foregoing consequences, including those we cannot yet predict, may cause our business, financial condition, results of operations and the price of our ordinary shares to be adversely affected.

Public Health Threats, Economic and Political Conditions May Negatively Impact the Company's Business.

Public health crises such as the COVID-19 outbreak can result in operating, supply chain and project development delays and disruptions, global stock market and financial market volatility, declining trade and market sentiment, reduced movement of people and labour shortages, and travel and shipping disruption and shutdowns, including as a result of government regulation and prevention measures, or a fear of any of the foregoing, all of which could affect commodity prices, interest rates, credit risk and inflation. Public health crises could have an adverse impact on global economic conditions which may adversely impact the Company's operations, and the operations of suppliers, contractors and service providers.

The Company may experience business interruptions, including suspended (whether government-mandated or otherwise) or reduced operations relating to public health crises and other such events outside of the Company's control, which could have a material adverse impact on its business, operations and operating results, financial condition and liquidity. It is unknown whether and how the Company may be affected if public health crises persist for an extended period of time. The Company's exposure to such public health crises also includes risks to employee health and safety. Should an employee, contractor, community member or visitor become infected with a serious illness that has the potential to spread rapidly, this could place the Company's workforce at risk.

Anti-Bribery Laws (Such as the Corruption of Foreign Public Officials Act of Canada ("CFPOA"))

The Company's business is subject to the CFPOA which generally prohibits companies and company employees from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. The CFPOA also requires companies to maintain accurate books and records and internal controls, including all foreign-controlled subsidiaries. In addition, the Company may be subject to other anti-bribery Laws of the nations in which it conducts business in the future that apply similar prohibitions as the CFPOA. The Company's employees or other agents may, without the Company's knowledge and despite its efforts, engage in prohibited conduct under the CFPOA or other anti-bribery Laws that the Company may be subject to and for which it may be held responsible. If employees or other agents are found to have engaged in such practices, the Company could suffer severe penalties and other consequences that may have a material adverse effect on its business, financial condition and results of operations.

Equipment, Materials and Skilled Technical Workers

The Company is dependent on the availability of affordable and accessible equipment, replacement parts, and repair services and the absence or disrepair of such equipment, parts and services could affect or halt exploration or eventual production on the Property or future properties of the Company. There can be no guarantee that such equipment, parts or repair services will be available to the Company, or that such equipment, replacement parts or repair work will be available on commercially reasonable terms.

The Company is dependent on the availability of affordable and accessible materials. There can be no guarantee of the availability, quality and reliability of the supply of neither such materials nor that such materials will continue to be available to the Company on commercially reasonable terms.

The Company is also dependent on the availability of skilled technical workers to carry out various functions on the Property and future properties of the Company. There can be no guarantee that such skilled workers will be available to carry out such activities on behalf of the Company or that such workers will be available on commercially reasonable terms.

The Company's Operations Are Subject to Human Error

Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage the Company's interests, and even when those efforts are successful, people are fallible and human error could result in significant uninsured losses to the Company. These could include loss or forfeiture of mineral claims or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort the Company might undertake and legal claims for errors or mistakes by the Company personnel.

Disruption from Non-Governmental Organizations

As is the case with any businesses which operate in the mining industry, the Company may become subject to pressure and lobbying from non-governmental organizations. There is a risk that the demands and actions of non-governmental organizations may cause significant disruption to the Company's business which may have a material adverse effect on its operations and financial condition.

Health & Safety

Mining, like many other exploration or extractive natural resource industries, is subject to potential risks and liabilities due to accidents that could result in serious injury or death. The impact of such accidents could affect the profitability of the operations, cause an interruption to operations, lead to a loss of licences, affect the reputation of the Company and its ability to obtain further licences, damage community relations and reduce the perceived appeal of the Company as an employer.

There is no assurance that the Company has been or will at all times be in full compliance with all Laws and regulations or hold, and be in full compliance with, all required health and safety permits. The potential costs and delays associated with compliance with such Laws, regulations and permits could prevent the Company from proceeding with the development of a project or the operation or further development of a project, and any noncompliance therewith may adversely affect the Company's business, financial condition and results of operations. Amendments to current Laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs, reduction in the levels of production at producing properties, or abandonment or delays in the development of new mining properties.

Nature and Climatic Conditions

The Company and the mining industry continuously face geotechnical challenges which could adversely impact the Company's production and profitability. Unanticipated adverse geotechnical and hydrological conditions, such as severe rainfall, floods, landslides, droughts, pit wall failures and rock fragility may occur, and such events may not be detected in advance. Geotechnical instabilities and adverse climatic conditions can be difficult to predict and are often affected by risks and hazards outside of the Company's control.

Such conditions could result in limited access to mine sites, suspensions or reductions in operations, government investigations, increased monitoring costs, remediation costs, loss of ore and other impacts which could cause the Company's projects to be less profitable than currently anticipated and could result in a material adverse effect on the Company's results of operations and financial position.

Uninsured or Uninsurable Risks

In the course of exploration, development and production of mineral resource properties, several risks and, in particular, significant risks that could result in damage to, or destruction of vessels and producing or processing facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability, 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 for other reasons.

Should such liabilities arise, they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of the Company. The Company cannot be certain that insurance will be available on acceptable terms or conditions. In some cases, coverage may not be acceptable or may be considered too expensive relative to the perceived risk.

Disruption in the Company's Activities Due to Acts of God May Adversely Affect the Company

Disruptions in the activities of the Company may be caused by natural disasters, effects of climate change and man-made activities, pandemics, trade disputes and disruptions, war, terrorism, and any other form of economic, health, or political disruptions. The Company's financial condition is reliant on continued operations, and in circumstances where continued operations are not possible, the Company is likely to experience a decline in its revenue and may suffer additional disruptions in the form of lack of access to its workforce, customers, technology, or other assets. The extent of the impact on the Company will vary with the extent of the disruption and cannot be adequately predicted in advance.

Forward-Looking Information May Prove Inaccurate

Readers are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties can be found in this Filing Statement under the heading "*Forward-Looking Statements*".

The Company May not be Able to Continue as a Going-Concern

As the Company is still in its development phase with no source of operating cash flow and no recorded revenues, and the Property is at an early stage of exploration, the Company will likely operate at a loss until its business becomes established, and the Company will require additional financing in order to fund future operations and plans. The Property has experienced significant consecutive losses, has had negative operating cash flow, has excess of current liabilities over current assets, has not yet achieved profitable operations and expects to incur further losses in the future. The Company may not have adequate cash resources to fund its operations over the next twelve months and will require additional financing to meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. The Company will require financing to support future investing and operating activities. There can be no certainty as to the ability of the Company to raise sufficient financing in order to continue to operate and, accordingly, there is material uncertainty that may cast significant doubt about the Issuer's ability to continue as a going concern. In addition, the financial statements in this Filing Statement do not contain any adjustments to the amounts, recoverability or classification of assets and liabilities that may be necessary should the Company be unable to implement its strategy and plans to obtain additional financing and continue operating as a going concern. Such adjustments could be material.

These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The Company's Tax Filings May be Challenged

The Company is subject to various taxes including, but not limited to the following: Canadian income tax; goods and services tax; provincial sales tax; land transfer tax; and payroll tax as well as taxes in jurisdictions in which it operates. The Company's tax filings will be subject to audit by various taxation authorities. While the Company intends to base its tax filings and compliance on the advice of its tax advisors, there can be no assurance that its tax filing positions will never be challenged by a relevant taxation authority resulting in a greater than anticipated tax liability.

Foreign Operations

The Property is located in Canada. However, the Company may in the future acquire additional properties located outside of Canada that are subject to that jurisdiction's Laws. As such, the Company's activities may be exposed to various levels of political, economic and other risks and uncertainties, and investors should assess the political risks of investing in a foreign country. These risks and uncertainties vary from country to country and include, but are not limited to: terrorism; hostage taking; military repression; fluctuations in currency exchange rates; high rates of inflation; labour unrest; the risks of war or civil unrest; expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, permits and contracts; illegal mining; changes in taxation policies; and changing political conditions and governmental regulations, including changing environmental legislation. In addition, in the event of a dispute arising from foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada. It is not possible for the Issuer to accurately predict such developments or changes in Laws or the extent to which any such developments or changes may have a material adverse effect on the Company's business.

PART VI – GENERAL MATTERS

Sponsorships/Relationships

The Company has received an exemption from the sponsorship requirements under Section 3.4 of Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements of the Exchange* of the Exchange's Corporate Finance Manual.

Except as disclosed herein, there are no actual or anticipated agreements with any registrant to provide sponsorship or corporate finance services either now or in the future.

Opinions

The following professional persons have prepared reports or have provided opinions that are either included or referenced within this Filing Statement:

1. Wasserman Ramsay, Chartered Professional Accountants has provided auditor's reports on the consolidated financial statements of the Company Financial Statements incorporated by reference in this Filing Statement. Wasserman Ramsay confirmed its independence of the Company as determined by the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.
2. Finley Bakker, P.Geo., Brian LeBlanc, P.Eng., and Ehsan Salmabadi, P. Geo., of A-Z Mining Professionals Limited prepared the Technical Report in respect of the Davidson Property.

Interests of Experts

No individual or company whose profession or business gives authority to a statement made by the individual or corporation and who is named as having prepared or certified a part of this Filing Statement or as having prepared or certified a report or valuation described or included in this Filing Statement holds, or will hold immediately following the completion of the Transaction, any direct or indirect interest in any securities or property of the Company.

Other Material Facts

There are no other material facts in respect of the securities to be listed that are not disclosed in this Filing Statement, or the documents incorporated herein by reference and that are necessary in order for this Filing Statement to contain full, true and plain disclosure of all material facts relating to the securities to be listed.

Exemptions

No discretionary exemption from a securities regulator or securities regulatory authority has been applied for or received by the Company within the 12 months preceding the date of this Filing Statement.

Board Approval

The contents and the filing of this Filing Statement have been approved by the board of directors of each of the Company and the Company. Where information contained in this Filing Statement rests particularly within the knowledge of a person other than the Company and the Company, the Company and the Company relied upon information furnished by such person.

CERTIFICATE OF THE COMPANY

Each of the undersigned hereby certifies that the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of Moon River Capital Ltd. assuming Completion of the Qualifying Transaction.

DATED October 31, 2023.

"Ian McDonald" (Signed)

Interim Chief Executive Officer and Interim Chief
Financial Officer

On behalf of the Board of Directors

"Jamie Levy" (Signed)

Director

"Kerry Knoll" (Signed)

Director

ACKNOWLEDGEMENT – PERSONAL INFORMATION

“**Personal Information**” means any information about an identifiable individual, and includes information contained in any items in the attached Filing Statement that are analogous to Items 4.2, 11, 12.1, 15, 17.3, 18, 22, 23, 25, 30.3, 31, 32, 33, 34, 35, 36, 37, 40 and 41 of Form 3B1 and 3B2 – *Information Required in a Filing Statement for a Qualifying Transaction* (the “**Form**”) of the TSX Venture Exchange Corporate Finance Manual, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

(a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B of the Form) pursuant to the Form; and

(b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6B of the Form or as otherwise identified by the Exchange, from time to time.

DATED October 31, 2023.

“Ian McDonald” (Signed)

Interim Chief Executive Officer

APPENDIX “A” – THE COMPANY PRO FORMA FINANCIAL STATEMENTS

MOON RIVER CAPITAL LTD.

PRO FORMA FINANCIAL STATEMENTS

JUNE 30, 2023

(Expressed in Canadian Dollars)

UNAUDITED-PREPARED BY MANAGEMENT

MOON RIVER CAPITAL LTD.
PRO FORMA STATEMENT OF FINANCIAL POSITION AS AT JUNE 30, 2023
(Expressed in Canadian Dollars)

	Note	Jun 30, 2023	Pro forma Adjustments	Pro forma Financial Position
ASSETS				
Current				
Cash and cash equivalents	2(b), 6(a)	\$ 457,182	\$ 3,000,000	\$ 2,739,733
	2(b), 6(a)		-\$ 117,449	
	2(a), 6(a)		(630,000)	
	6(e)		30,000	
HST receivable		12,269	-	12,269
TOTAL ASSETS		<u>\$ 469,451</u>	<u>\$ 2,282,551</u>	<u>\$ 2,752,002</u>
LIABILITIES				
Current:				
Accounts payable and accrued liabilities	6(c)	<u>\$ 50,411</u>	<u>\$ 130,000</u>	<u>\$ 180,411</u>
SHAREHOLDERS' EQUITY				
Capital stock	2(b), 6(a)	655,246	3,000,000	5,662,033
	2(b), 6(a)		(117,449)	
	6(d)		(48,007)	
	6(b)		2,250,000	
	6(c)		(130,000)	
	6(e)		52,243	
Reserve for share based payments	6(e)	22,243	222,373	270,380
	6(d)	-	48,007	
	6(e)		(22,243)	
Deficit	6(b)	(258,449)	(2,880,000)	(3,360,822)
	6(e)	-	(222,373)	
		<u>419,040</u>	<u>2,152,551</u>	<u>2,571,591</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>\$ 469,451</u>	<u>\$ 2,282,551</u>	<u>\$ 2,752,002</u>

See accompanying notes to the pro forma financial statements.

MOON RIVER CAPITAL LTD.

NOTES TO PRO FORMA FINANCIAL STATEMENTS AS AT JUNE 30, 2023

(Expressed in Canadian Dollars)

UNAUDITED-PREPARED BY MANAGEMENT

1. Nature of Operations

Moon River Capital Ltd. (the "**Company**") was incorporated under the laws of the Province of Ontario on August 6, 2019. The Company completed its initial public offering on March 20, 2020. The Company is a Capital Pool Company ("**CPC**") within the meaning of the policies of the TSX Venture Exchange ("**TSXV**") that has not commenced commercial operations and has no assets other than cash. Except as specifically contemplated in the CPC policies of the TSXV, until the completion of a Qualifying Transaction ("**QT**"), the Company will not carry on business, other than the identification and evaluation of companies, business or assets with a view to completing a proposed QT.

The proposed business of the Company and the completion of a QT involves a high degree of risk and there is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified it may not be able to raise funds to finance such an acquisition within the requisite time frame. Additional funds will be required to enable the Company to pursue the acquisition or investment and the Company may be unable to obtain such financing on satisfactory terms. Furthermore, there is no assurance that proposed acquisition will be profitable.

2. Proposed Qualifying Transaction

(a) Qualifying Transaction

The Company has entered into an asset purchase agreement dated September 13, 2023 (the "**Agreement**") with Generation Mining Ltd. ("**GM**"), pursuant to which the Company will acquire all of GM's right, title and interest in the Davidson Property, located near Smithers, BC. GM will receive from the Company: (i) \$630,000 in cash; (ii) 9,000,000 common shares in the capital of the Company; and (iii) to the extent GM remains a 10% shareholder of Moon River, (a) the right to nominate one director to the board of directors of the Company, and (b) the pre-emptive right to retain its pro rata equity interest in the Company, in the event of future equity financings.

Following the completion of the transaction, the Company will engage in development activities at the Davidson Property. The Company intends that the transaction will constitute its QT.

(b) Concurring financing

In connection with the QT, the Company will seek to complete a non-brokered private placement of subscription receipts ("**Subscription Receipts**") at a price of \$0.25 per Subscription Receipt of a minimum of 8,000,000 Subscription Receipts up to a maximum of 12,000,000 Subscription Receipts for gross proceeds of a minimum of \$2,000,000 and up to \$3,000,000 (the "**Offering**").

The pro forma statement of financial position has been prepared based on the maximum amount of financing of \$3,000,000, which is the projected gross proceeds on closing of the Offering.

The completion of the Offering is subject to the satisfaction of certain escrow release conditions. Each Subscription Receipt is automatically convertible into one common share of the Company without any payment or further action on part of the holder, provided the escrow release conditions are satisfied. All securities issued in connection with the Offering will be subject to applicable resale rules in accordance with applicable securities legislation.

MOON RIVER CAPITAL LTD.

NOTES TO PRO FORMA FINANCIAL STATEMENTS AS AT JUNE 30, 2023

(Expressed in Canadian Dollars)

UNAUDITED-PREPARED BY MANAGEMENT

In connection with the Offering, the Company is expected to issue 336,280 finder's warrants (the "**Finder Warrants**") and pay a cash finder's fee of \$100,380, equal to 7% of the gross proceeds of the Offering raised from subscribers introduced to the Company by such finder.

There can be no assurance that the QT and the Offering will be completed as described, or at all.

3. Basis of Presentation

The unaudited pro forma financial statements are prepared to give effect to and reflect the transactions as described in Note 2, Proposed Qualifying Transaction and the pro forma assumptions and adjustments described in Note 6 below. The pro forma financial statements as at June 30, 2023 prepared from the Company's Interim Condensed Financial Statements as included in the Filing Statement concerning the QT of the Company, reflects the QT and the concurring transactions as if they occurred on June 30, 2023.

In the opinion of the Company's management, the pro forma financial statements include all adjustments necessary for a fair presentation of the QT and concurring financing and transactions applied on a basis consistent with the Company's accounting policies. Actual amounts recorded once the QT and other adjusting items are completed will likely differ from those recorded in these unaudited pro forma financial statements. Further, these unaudited financial statements are not necessarily indicative of the financial position that may be obtained in the future. These differences may be material.

4. Significant Accounting Policies

The significant accounting policies followed in these unaudited pro forma financial statements are consistent with those applied in the Company's audited annual financial statements for the year ended December 31, 2022 with the addition of the following policies:

(a) Acquisition, exploration, and evaluation expenditures

Costs incurred to acquire mineral properties, rights and claims together with exploration and evaluation costs are expensed as incurred and included in the statement of operations until technical feasibility and commercial viability of extraction of reserves are demonstrable. Once a mine development decision has been made by the Company, subsequent expenditures incurred to develop the mine will be capitalized to mineral properties. Exploration costs include an allocation of administration and salary costs (including share-based payments) as determined by management, where they directly relate to specific projects.

The Company may occasionally enter into transfer-out arrangements, whereby the Company transfers part of a mineral interest, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures that would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the transferee on its behalf. Any cash consideration received from the agreement is recorded to reduce the amount of acquisition, exploration and evaluation expenses reported in the consolidated statement of operations.

MOON RIVER CAPITAL LTD.

NOTES TO PRO FORMA FINANCIAL STATEMENTS AS AT JUNE 30, 2023

(Expressed in Canadian Dollars)

UNAUDITED-PREPARED BY MANAGEMENT

(b) Rehabilitation provisions

The Company will record a liability for the estimated future costs associated with legal and constructive obligations relating to the reclamation and closure of its exploration assets. This amount will be initially recorded at its discounted present value with subsequent annual recognition of an accretion expense on the discounted liability. Management is currently not aware of any existing significant legal or constructive obligations relating to the reclamation of its mineral property interests, therefore no such liabilities are recorded at June 30, 2023.

5. Related Party Transactions

The Company's related parties consist of directors, officers, and significant shareholders.

In the non-brokered Offering described in Note 2 (b), the Company's directors and officers subscribed for a total of 2,344,000 Subscription Receipts for cash consideration of \$586,000.

6. Pro Forma Assumptions and Adjustments

The unaudited pro forma statement of financial position incorporates the following pro forma adjustments and/or assumptions:

(a) Reconciliation of the total cash adjustment

The following table is a summary of the cash adjustments recorded as a result of the QT and concurring financing:

Projected gross proceeds from the Offering	\$	3,000,000
Less: cash finder's fee		(100,380)
Less: TSXV fee		(17,069)
Projected net proceeds from the Offering		<u>2,882,551</u>
Less: cash consideration for acquiring Davidson Property		(630,000)
Net cash generated from the QT and Offering	\$	<u>2,252,551</u>

(b) Cost of acquisition of the Davidson Property

On the closing of the QT, pursuant to the Agreement, the Company shall pay GM (i) \$630,000 in cash; and (ii) 9,000,000 common shares in the capital of the Company. The cost of the common shares is valued at \$0.25 per share, equal to the cost of one Subscription Receipt, which converts to one common share of the Company on the closing the Offering, for a total cost of \$2,250,000. The following table is a summary of the total cost of acquiring the Davidson Property:

Cash	\$	630,000
Value of common shares		<u>2,250,000</u>
Total cost of acquisition	\$	<u>2,880,000</u>

The cost of acquisition is expensed and recorded in the deficit in the pro forma statement of financial position according to the Company's accounting policies (Note 3).

MOON RIVER CAPITAL LTD.

NOTES TO PRO FORMA FINANCIAL STATEMENTS AS AT JUNE 30, 2023

(Expressed in Canadian Dollars)

UNAUDITED-PREPARED BY MANAGEMENT

(c) Accounts payable and accruals

The Company has accrued for approx. \$130,000 in professional fees for legal and other professional services arising from the QT and concurring financing.

(d) Finder Warrants

A total of 336,280 Finder Warrants will be issued and outstanding in connection with the concurring financing (Note 2(b)). Each Finder Warrant entitles the holder to acquire one common share of the Company at the price of \$0.25 per common share for a period of 24 months following the closing of the Offering. These Finder Warrants are valued at \$0.143 each for a total of \$48,007 using the Black Scholes model with the following inputs:

Risk-free rate	4.90%
Expiration date and expected life	2 years
Expected volatility	107%
Stock price	\$0.25

The expected volatility is based on those of mining companies listed on TSX-V comparable, in size and nature, to the Company post QT and concurring financing.

(e) Stock options

The Company is expected to grant 2,820,000 stock options to its directors, officers, and consultants at the closing the QT and concurring financing at an exercisable price of \$0.25 per share, for a term of 10 years, with a third of the options vesting immediately on grant, a third at the end of the first anniversary year and a third at the end of the second anniversary year. These stock options are valued at \$0.237 each using the Black Scholes model with the following inputs:

Risk-free rate	4.10%
Expiration date and expected life	10 years
Expected volatility	116%
Stock price	\$0.25

The expected volatility is based on those of mining companies listed on TSX-V comparable, in size and nature, to the Company post QT and concurring financing. A total of \$222,373, representing a third of the total value of the options granted, is recorded as an adjustment in the pro forma statement of financial position.

On October 24, 2023, 300,000 stock options previously issued to the directors of the Company were exercised at \$0.10 per share. These stock options had a fair value of \$22,243 at June 30, 2023.

MOON RIVER CAPITAL LTD.

NOTES TO PRO FORMA FINANCIAL STATEMENTS AS AT JUNE 30, 2023

(Expressed in Canadian Dollars)

UNAUDITED-PREPARED BY MANAGEMENT

The following is a summary of stock options giving effect to the pro forma adjustments described above:

	Number of Options	Weighted Average Exercise Price
Balance at June 30, 2023	300,000	\$ 0.10
Stock options issued	2,820,000	0.25
Stock options exercised	(300,000)	0.10
Pro forma balance at June 30, 2023	2,820,000	\$ 0.25

(f) Income taxes

The pro forma effective tax rate is nil.

7. Change in Capital Stock and Reserves

The following is a summary of the changes to the capital stock and reserves for share-based payments as a result of the QT and concurring financing:

	Note	Number of		Reserve for Share-Based	
		Common Shares	Capital Stock	Warrants	Stock Options
Balance June 30, 2023		11,660,000	\$ 655,246	\$ -	\$ 22,243
Exercise of stock options	6(e)	300,000	52,243	-	(22,243)
Shares issued in the Offering	6(a)	12,000,000	3,000,000	-	-
Share issue costs	6(a)(c)	-	(247,449)	-	-
Finder's warrants issued	6(d)	-	(48,007)	48,007	-
Shares issued to acquire the Davidson Property	6(b)	9,000,000	2,250,000	-	-
Stock options issued	6(e)	-	-	-	222,373
Pro forma balance June 30, 2023		32,960,000	\$ 5,662,033	\$ 48,007	\$ 222,373

A total of 336,280 warrants and 2,820,000 stock options will be issued and outstanding on the closing of the QT and Offering (Note 6(d) and (e)).