

RING THE BELL CAPITAL CORP.

(TO BE RENAMED ARIZONA METALS CORP.)

FILING STATEMENT

QUALIFYING TRANSACTION OF RING THE BELL CAPITAL CORP.

WITH

CROESUS GOLD CORP.

JULY 19, 2019

Neither the TSX Venture Exchange Inc. (the "Exchange") nor any securities regulatory authority has in any way passed upon the merits of the Qualifying Transaction described in this filing statement.

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GLOSSARY

“**Acquisition Agreement**” has the meaning ascribed to that term under “*Information Concerning Croesus – General Development of the Business – History*”.

“**Affiliate**” means a Company that is affiliated with another Company as described below.

A Company is an “Affiliate” of another Company if:

- (a) one of them is the subsidiary of the other, or
- (b) each of them is controlled by the same Person.

A Company is “controlled” by a Person if:

- (a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and
- (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.

A Person beneficially owns securities that are beneficially owned by:

- (a) a Company controlled by that Person, or
- (b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

“**Agents**” has the meaning ascribed to that term under “*Information Concerning the Merger and the Financing – The Financing*”.

“**Agency Agreements**” means, collectively, the Croesus Agency Agreement and the RTB Agency Agreement.

“**Associate**” 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 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.

“**Audit Committee**” has the meaning ascribed to that term under “*Information Concerning the Resulting Issuer – Directors, Officers and Promoters – Committees of the Board of Directors*”.

“**Author**” means David S. Smith, a qualified person within the meaning of NI 43-101.

“**CBCA**” means the *Canada Business Corporations Act*, as amended.

“**Closing**” means the completion of the Merger pursuant to the Merger Agreement on the Closing Date.

“**Closing Date**” means August 1, 2019 or such other date as may be mutually agreed to in writing between Croesus and RTB.

“**Company**” unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

“**Compensation Committee**” has the meaning ascribed to that term under “*Information Concerning the Resulting Issuer – Directors, Officers and Promoters – Committees of the Board of Directors*”.

“**Completion of the Qualifying Transaction**” means the date the Final Exchange Bulletin is issued by the Exchange.

“**Consolidated RTB Shares**” means common shares in the capital of RTB, as constituted after giving effect to the Consolidation.

“**Consolidation**” means the consolidation of the RTB Shares on the basis of one Consolidated RTB Share for every 2.5 RTB Shares.

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

“**CPC**” means a corporation: (a) that has been incorporated or organized in a jurisdiction in Canada; (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and (c) in regard to which the completion of the Qualifying Transaction has not yet occurred.

“**CPC Escrow Agreement**” means the escrow agreement dated January 24, 2018, pursuant to which RTB Shares held by certain seed investors are held in escrow by the Escrow Agent.

“**CPC Escrowed Shares**” means the RTB Shares issued to non-arm’s length parties of RTB that are held in escrow pursuant to the CPC Escrow Agreement.

“**CPC Policy**” means Policy 2.4 – *Capital Pool Companies* of the Exchange.

“**Croesus**” means Croesus Gold Corp., a company incorporated under the federal laws of Canada.

“**Croesus Agency Agreement**” means the agency agreement dated June 27, 2019, among Croesus, RTB and the Agents in respect of the Croesus Financing, as the same may be amended, restated, supplemented or otherwise modified from time to time.

“**Croesus Board**” means the board of directors of Croesus.

“**Croesus Financing**” means the brokered private placement by Croesus of 4,292,500 Croesus Subscription Receipts at a price of \$0.40 per Croesus Subscription Receipt for aggregate gross proceeds of \$1,717,000.

“**Croesus Options**” means outstanding stock options of Croesus.

“**Croesus Properties**” means collectively, the Kay Mine Project and the Sugarloaf Peak Gold Project, including, in each case, any extensions or renewals thereof and any and all surface, water, access and other non-mineral rights of and to any lands or other rights of any kind held by Croesus or the Croesus Subsidiary.

“**Croesus Share**” means a common share in the capital of Croesus.

“**Croesus Subscription Receipt Agreement**” means the subscription receipt agreement dated June 27, 2019, among Croesus, the Lead Agent on behalf of the Agents, and the Escrow Agent.

“**Croesus Subscription Receipts**” means the 4,292,500 subscription receipts of Croesus issued pursuant to the Croesus Financing, each convertible into one Croesus Unit immediately prior to the Closing.

“**Croesus Subsidiary**” means, collectively, Croesus Gold USA Corp. and Kay Mine USA Corp.

“**Croesus Unit**” means the 4,292,500 units of Croesus issued immediately prior to the Closing pursuant to the conversion of the Croesus Subscription Receipts, each unit comprised of one Croesus Share and one Croesus Warrant.

“**Croesus Warrants**” means warrants to purchase Croesus Shares outstanding immediately prior to the Merger, including Financing Compensation Warrants issued by Croesus in connection with the Croesus Financing.

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

“**Escrow Release Conditions**” has the meaning ascribed to that term under “*Information Concerning the Merger and the Financing – The Financing*”.

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

“**Exchange Ratio**” equals 1, being the ratio at which Consolidated RTB Shares will be issued in exchange for Croesus Shares pursuant to the Merger Agreement.

“**Filing Statement**” means this filing statement of RTB dated July 19, 2019.

“**Final Exchange Bulletin**” means the Exchange Bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction.

“**Financing**” means, collectively, the Croesus Financing and the RTB Financing.

“**Financing Compensation Warrants**” means the 540,400 warrants issued in connection with the Financing, each exercisable to acquire one Resulting Issuer Share at \$0.40 until 24 months following the completion of the Qualifying Transaction.

“**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 Company 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 Agent’s Options**” means, collectively, the 800,000 options to purchase RTB Shares granted to Richardson GMP Limited, and a sub-agent, in connection with RTB’s initial public offering.

“**Kay Mine Project**” means the property located immediately adjacent to the town of Black Canyon City, approximately 69 km (43 miles) north of the city of Phoenix, in central Arizona, United States, consisting of 64 unpatented mining claims covering approximately 509.6 ha (1,259 acres) and five patented mining claims covering approximately 28.7 ha (70.84 acres).

“**Kay Mine Project Technical Report**” means the report entitled “*43-101 Technical Report Kay Mine Project Yavapai County Arizona, USA*” dated May 29, 2019 prepared in accordance with NI 43-101 by the Author.

“**Lead Agent**” means Canaccord Genuity Corp.

“**Loan Agreement**” has the meaning ascribed to that term under “*Information Concerning Croesus – General Development of the Business – History*”.

“**MD&A**” means Management’s Discussion and Analysis.

“**Member**” has the meaning ascribed to that term in the TSXV Corporate Finance Manual.

“**Mergeco**” means Croesus, which shall be the surviving entity of the Merger of RTB Subco with and into Croesus pursuant to the Merger to be named “Croesus Gold Corp.”.

“**Merger**” means the business combination of RTB and Croesus by way of three-cornered amalgamation, pursuant to which Croesus will amalgamate with RTB Subco.

“**Merger Agreement**” means the business combination agreement dated June 17, 2019 between Croesus, RTB and RTB Subco, as the same may be amended, restated, supplemented or otherwise modified from time to time, providing for, among other things, the Merger.

“**Name Change**” means the change in the name of RTB to “Arizona Metals Corp.” pursuant to the articles of amendment.

“**New Slate**” means the Resulting Issuer Board following Closing.

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

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

“**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.

“**Non-Arm’s Length Qualifying Transaction**” means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be the subject of the proposed Qualifying Transaction.

“**Person**” means a Company or an individual.

“**Promoter**” means, if used in relation to an issuer, a person who (a) acting alone or in concert with one or more other persons, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the issuer, or (b) in connection with the founding, organization or substantial reorganization of the

business of the issuer, directly or indirectly receives, in consideration of services or property or both, 10% or more of a class of the issuer's own securities or 10% or more of the proceeds from the sale of a class of the issuer's own securities of a particular issue, but does not include a person who (c) receives securities or proceeds referred to in paragraph (b) solely (i) as underwriting commissions, or (ii) in consideration for property, and (d) does not otherwise take part in founding, organizing or substantially reorganizing the business.

"Qualifying Transaction" means a transaction where a CPC acquires Significant Assets other than cash, by way of purchase, amalgamation, merger or arrangement with another Company or by other means.

"Related Party Transaction" has the meaning ascribed to that term under Multilateral Instrument 61-101 – *Take-Over Bids and Special Transactions*.

"Resulting Issuer" means Arizona Metals Corp. (formerly RTB) that exists upon issuance of the Final Exchange Bulletin.

"Resulting Issuer Board" means the board of directors of the Resulting Issuer.

"Resulting Issuer Compensation Warrants" means warrants exercisable to purchase Resulting Issuer Shares, to be issued in exchange for Financing Compensation Warrants and IPO Agent's Options at the closing of the Merger.

"Resulting Issuer Option" means an option to purchase a Resulting Issuer Share.

"Resulting Issuer Option Plan" means the amended and restated incentive stock option plan, to be adopted by the Resulting Issuer upon Closing.

"Resulting Issuer Share" means a common share in the capital of the Resulting Issuer.

"Resulting Issuer Warrant" means a warrant exercisable to purchase Resulting Issuer Shares.

"Riverside" means Riverside Canada and Riverside USA, collectively.

"Riverside Canada" means Riverside Resources Inc., a company incorporated under the laws of the Province of British Columbia.

"Riverside USA" means RRI Exploration Inc., a company existing under the laws of Nevada, in the United States.

"RTB" means Ring the Bell Capital Corp., a corporation incorporated under the federal laws of Canada.

"RTB Agency Agreement" means the agency agreement dated June 27, 2019, among RTB, Croesus and the Agents in respect of the RTB Financing, as the same may be amended, restated, supplemented or otherwise modified from time to time.

"RTB Board" means the board of directors of RTB.

"RTB Circular" means the management information circular dated May 13, 2019 prepared in connection with the RTB Meeting.

"RTB Financing" means the brokered private placement by RTB of 2,462,500 RTB Subscription Receipts at a price of \$0.40 per RTB Subscription Receipt for aggregate gross proceeds of \$985,000.

"RTB Meeting" means the special meeting of shareholders of RTB, held on June 12, 2019, where shareholders of RTB approved the Shareholder Approval Matters.

"RTB Option Plan" means the stock option plan of RTB dated November 23, 2017.

“**RTB Options**” means 1,800,000 options to purchase RTB Shares.

“**RTB Shares**” means the common shares of RTB as constituted on the date of this Filing Statement.

“**RTB Subco**” means 11459040 Canada Inc., a direct, wholly-owned subsidiary of RTB incorporated on June 11, 2019 for the purpose of effecting the Merger.

“**RTB Subco Share**” means the outstanding common shares in the capital of RTB Subco.

“**RTB Subscription Receipt Agreement**” means the subscription receipt agreement dated June 27, 2019, among RTB, the Lead Agent on behalf of the Agents, and the Escrow Agent.

“**RTB Subscription Receipts**” means the 2,462,500 subscription receipts of RTB issued pursuant to the RTB Financing, each convertible into one RTB Unit immediately prior to the Closing.

“**RTB Unit**” means the 2,462,500 units of RTB issued immediately prior to the Closing pursuant to the conversion of the RTB Subscription Receipts, each unit comprised of one RTB Share and one RTB Warrant.

“**RTB Warrants**” means warrants to purchase RTB Shares, including the Financing Compensation Warrants issued by RTB in connection with the RTB Financing.

“**Seed Escrowed Shares**” has the meaning ascribed to that term under “*Information Concerning the Resulting Issuer – Escrowed Securities*”.

“**Shareholder Approval Matters**” means the following matters approved, among other things, by holders of RTB Shares at the RTB Meeting: (a) the election of the New Slate; (b) the appointment of BDO Canada LLP as auditors of the Resulting Issuer; (c) the Resulting Issuer Option Plan (d) the Name Change; (e) and the Consolidation.

“**Significant Assets**” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by RTB, together with any other concurrent transactions, would result in RTB meeting the initial listing requirements of the Exchange.

“**Silver Spruce**” means Silver Spruce Resources Inc., Silvers Spruce Resources LLC, and Karl J. Boltz, collectively.

“**Sponsor**” has the meaning ascribed to that term in the Sponsorship Policy.

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

“**Subscription Receipt Agreements**” means, collectively, the Croesus Subscription Receipt Agreement and the RTB Subscription Receipt Agreement.

“**Subscription Receipts**” means, collectively, the Croesus Subscription Receipts and the RTB Subscription Receipts.

“**Sugarloaf Peak Gold Project**” means the property commonly known as Sugarloaf Peak, comprised of 222 unpatented mineral claims covering approximately 4,412 acres located in La Paz County, Arizona, approximately 10 km west-southwest of Quartzsite, Arizona.

“**Sugarloaf Peak Gold Project Technical Report**” means the report entitled “*43-101 Technical Report on the Sugarloaf Peak Gold Project La Paz County, Arizona*” dated as of May 29, 2019 prepared in accordance with NI 43-101 by the Author.

“**Surplus Security Escrow Agreement**” has the meaning ascribed to that term under “*Information Concerning the Resulting Issuer – Escrowed Securities*”.

“**Surplus Security Escrowed Securities**” has the meaning ascribed to that term under “*Information Concerning the Resulting Issuer – Escrowed Securities*”.

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

“**TSXV Corporate Finance Manual**” means the corporate finance manual of the Exchange.

“**Undertakings**” means has the meaning ascribed to that term under “*Information Concerning the Merger and the Financing – The Financing*”.

“**United States**” means the United States of America, its territories and possessions, any state of the United States and the District of Columbia.

“**Value Security Escrow Agreement**” has the meaning ascribed to that term under “*Information Concerning the Resulting Issuer – Escrowed Securities*”.

“**Value Security Escrowed Shares**” has the meaning ascribed to that term under “*Information Concerning the Resulting Issuer – Escrowed Securities*”.

All dollar amounts in this Filing Statement are expressed in Canadian dollars unless otherwise indicated.

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

This Filing Statement contains certain information that may constitute forward-looking information and forward-looking statements (collectively, “**Forward-Looking Statements**”) which are based upon the current internal expectations, estimates, projections, assumptions and beliefs of RTB and Croesus. Such statements can be identified by the use of forward-looking terminology such as “expect,” “likely,” “may,” “will,” “should,” “intend,” “anticipate,” “potential,” “proposed,” “estimate” and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions “may” or “will” happen, or by discussions of strategy. Forward-Looking Statements include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, or other statements that are not statements of fact. Forward-Looking Statements in this Filing Statement include, but are not limited to, statements with respect to:

- future financial position;
- estimates of the future prices of or demand for gold or other minerals;
- market conditions, business strategy, corporate plans, objectives and goals;
- estimates of the timing, cost, nature and results of exploration activities;
- projected development of the Kay Mine Project and the Sugarloaf Peak Gold Project, exploration expenditures and other expenses for specific exploration and development;
- exploration, mining and development risks;
- the completion, timing and expected effects of the Qualifying Transaction and the benefits anticipated to be received by RTB, Croesus, and/or the Resulting Issuer from such transactions;
- the value of the currencies in which RTB, Croesus, and/or the Resulting Issuer incur or will or plan to incur expenditures including the United States dollar and the Canadian dollar;
- the impact of competition for mineral projects; and

- the use of capital, the availability of additional capital, requirements for additional capital, and the timing of such requirements.

In connection with the Forward-Looking Statements contained in this Filing Statement, RTB and Croesus have made certain assumptions about the Resulting Issuer's business, the economy and the mineral exploration industry in general and have also assumed that contracted parties provide goods and services on agreed timeframes, plant and equipment work as anticipated, required regulatory approvals, including of the Exchange, are received, all required permits or licenses are obtained and/or renewed, no unusual geological or technical problems occur, no material adverse change in the price of gold or other minerals occurs and no significant events occur outside of the normal course of business for RTB, Croesus or the Resulting Issuer.

Readers are cautioned that the above list of cautionary statements is not exhaustive. Known and unknown risks, many of which are beyond the control of Croesus, RTB, and the Resulting Issuer, could cause actual results to differ materially from the Forward-Looking Statements in this Filing Statement. Such risks include, without limitation, those discussed under the heading "Risk Factors" in this Filing Statement. The purpose of Forward-Looking Statements is to provide the reader with a description of management's expectations, and such Forward-Looking Statements may not be appropriate for any other purpose. You should not place undue reliance on Forward-Looking Statements. Although management of RTB and Croesus believe that the expectations reflected in such Forward-Looking Statements are reasonable, it can give no assurance that such expectations will prove to be correct.

Forward-Looking Statements contained herein are made as of the date of this Filing Statement and are based on the beliefs, estimates, expectations and opinions of management on such date. RTB and Croesus undertake no obligation to update or revise any Forward-Looking Statements, whether as a result of new information, estimates or opinions, future events or results or otherwise, or to explain any material difference between subsequent actual events and such Forward-Looking Statements, except as required by applicable law. The Forward-Looking Statements contained in this Filing Statement are expressly qualified in their entirety by this cautionary statement.

CAUTIONARY NOTE REGARDING USE OF MARKET INFORMATION

This Filing Statement contains information concerning the mining industry, estimates and forecasts that are based on estimates prepared by Croesus using publicly available governmental sources as well as from market research and industry analysis, and on assumptions based on data and knowledge of this industry which Croesus believes to be reasonable. Although Croesus believes that these third-party sources are reliable, neither Croesus nor RTB has independently verified the information provided by these third parties. While Croesus is not aware of any misstatements regarding any third-party information presented in this Filing Statement, their estimates, in particular, estimates that constitute Forward-Looking Statements, involve numerous assumptions, are subject to risks and uncertainties, and are subject to change based on various factors, including those discussed under "Risk Factors."

INFORMATION PERTAINING TO CROESUS

The information contained or referred to in this Filing Statement relating to Croesus has been furnished by Croesus. In preparing this Filing Statement, RTB has relied upon Croesus to ensure that the Filing Statement contains full, true and plain disclosure of all material facts relating to Croesus. Although RTB has no knowledge that would indicate that any statement contained herein concerning Croesus is untrue or incomplete, neither RTB nor any of its respective directors or officers assumes any responsibility for the accuracy or completeness of such information or for any failure by Croesus to ensure disclosure of events or facts that may have occurred which may affect the significance or accuracy of any such information.

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SUMMARY OF FILING STATEMENT

The following is a summary of information relating to RTB, Croesus and the Resulting Issuer (assuming completion of the Merger), and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement. Capitalized terms used but not defined in this summary have the meanings given to them in the Glossary.

RTB

RTB is a corporation incorporated and existing under the CBCA and formed as a CPC. The principal business of RTB is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses for the completion of a Qualifying Transaction and, once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder approval, where required, and acceptance for filing by the Exchange.

The RTB Shares are listed for trading on the Exchange under the symbol “RTB.P”. Trading of the RTB Shares was halted on April 2, 2019, in connection with the announcement of the proposed Merger. On April 1, 2019, the last trading day prior to the trading halt, the closing price of the RTB Shares was \$0.20. Trading of the RTB Shares will not resume prior to Closing. RTB has applied to list the Resulting Issuer Shares issuable in connection with the Merger on the Exchange.

See “*Information Concerning RTB*” for further information.

Croesus

Croesus is a corporation incorporated and existing under the CBCA. Croesus is a private mineral exploration company based in Toronto, Ontario and its principal business is the acquisition, exploration and development of mineral properties. Croesus holds a 100% interest in the Kay Mine Project, comprised of 70.84 acres of patented claims and 64 unpatented mining claims covering approximately 509.6 ha (1,259 acres), located near Black Canyon City, Arizona, and the Sugarloaf Peak Gold Project, comprised of 222 unpatented mineral claims covering approximately 4,412 acres located in La Paz County, Arizona.

See “*Information Concerning Croesus*” for further information.

Financing

In connection with the proposed Qualifying Transaction, RTB, Croesus, and the Agents entered into the Agency Agreements on June 27, 2019, and pursuant thereto Croesus and RTB completed a brokered private placement of 6,755,000 Subscription Receipts at an issue price of \$0.40 per Subscription Receipt for aggregate gross proceeds of \$2,702,000.

Each Croesus Subscription Receipt will be automatically exchanged, without payment of any additional consideration, for one Croesus Unit, each Croesus Unit comprised of one Croesus Share and one Croesus Warrant. Each RTB Subscription Receipt will be automatically exchanged, without payment of any additional consideration, for one RTB Unit, each RTB Unit comprised of one RTB Share and one RTB Warrant. Upon the completion of the Qualifying Transaction, each Croesus Warrant and each RTB Warrant will become a Resulting Issuer Warrant, exercisable to purchase one Resulting Issuer Share at an exercise price of \$0.60 for a period of three years from the Closing Date. The net proceeds of the Financing will be released to Croesus and RTB upon the satisfaction of the Escrow Release Conditions. The Subscription Receipts and the Croesus Shares, RTB Shares, Resulting Issuer Shares, Croesus Warrants, RTB Warrants, and Resulting Issuer Warrants, each underlying such Subscription Receipts, as applicable, may not be traded before the date that is four months and one day after the Closing Date.

It is intended that the net proceeds from the Financing will be used by the Resulting Issuer to advance exploration and development of the Kay Mine Project and for general working capital purposes. See “*Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*”.

The gross proceeds of the Financing will be deposited in escrow with the Escrow Agent pursuant to the Subscription Receipt Agreements on behalf of the holders of Subscription Receipts. If the Escrow Release Conditions are not satisfied on or before 5:00 p.m. (Toronto time) on August 15, 2019, the Escrow Agent will return the proceeds from the Financing plus accrued interest to the holders of the Subscription Receipts and the Subscription Receipts will be cancelled without any further action.

In connection with the Financing, Croesus paid to the Agents a cash fee of \$51,510 upon closing of the Financing and Croesus and RTB will pay to the Agents a further cash fee of approximately \$51,510 and \$59,100, respectively, upon conversion of the Subscription Receipts. In addition, Croesus and RTB issued to the Agents non-transferable Financing Compensation Warrants to purchase 343,400 Croesus Shares and 197,000 RTB Shares, respectively, which warrants will become Resulting Issuer Compensation Warrants pursuant to the terms of the Merger, exercisable for a period of 24 months following completion of the Qualifying Transaction at an exercise price of \$0.40 per Croesus Share, RTB Share, or Resulting Issuer Share, as applicable. The payment of the balance of the Agents' fee is subject to satisfaction of the Escrow Release Conditions. In the event the Financing is terminated RTB will not be obligated to pay any fee to the Agents.

The completion of the Financing will entitle RTB to an exemption from the requirement to engage a Sponsor pursuant to the Sponsorship Policy.

See "*Information Concerning the Merger and the Financing – The Financing*" for further information.

RTB Meeting

On May 13, 2019, RTB mailed to its shareholders the RTB Circular in connection with the RTB Meeting. At the RTB Meeting held on June 12, 2019, holders of RTB Shares approved the Shareholder Approval Matters.

Qualifying Transaction

Merger Overview

RTB, RTB Subco and Croesus have entered into the Merger Agreement, the terms of which were established as a result of arms' length negotiation between the management of RTB and Croesus and agreed to by the RTB Board and the Croesus Board. Pursuant to the terms of the Merger Agreement, at the Closing Time, Croesus and RTB Subco will amalgamate and continue as Mergeco. Each Croesus Share outstanding immediately prior to the Closing Time will be cancelled, and RTB will issue to Persons who are holders of Croesus Shares immediately prior to the Closing Time, an aggregate total of 42,000,900 RTB Shares at a deemed issue price of \$0.40 per share.

Consolidation and Name Change

Immediately prior to the Closing Time, it is expected that RTB will file articles of amendment to consolidate the RTB Shares on the basis of one Consolidated RTB Share for every 2.5 RTB Shares, and change its name to "Arizona Metals Corp."

Effects of the Merger

In connection with the completion of the Merger, is expected that:

- (a) each Croesus Share issued and outstanding immediately prior to the Closing will be exchanged for one Resulting Issuer Share in accordance with the Exchange Ratio, and each such Croesus Share be cancelled upon exchange;
- (b) there will be 49,543,408 Resulting Issuer Shares issued and outstanding, on an undiluted basis, of which:

- (i) former Croesus Shareholders, excluding investors in the Croesus Financing, will hold 37,708,400 Resulting Issuer Shares, representing approximately 76.1% of the outstanding Resulting Issuer Shares, and investors in the Croesus Financing will hold 4,292,500 Resulting Issuer Shares, representing approximately 8.7% of the outstanding Resulting Issuer Shares; and
- (ii) former RTB Shareholders, excluding investors in the RTB Financing, will hold 5,080,008 Resulting Issuer Shares, representing approximately 10.3% of the outstanding Resulting Issuer Shares, and investors in the RTB Financing will hold 2,462,500 Resulting Issuer Shares, representing approximately 5.0% of the Resulting Issuer Shares;
- (c) each convertible security of Croesus outstanding immediately prior to the Closing, including the Financing Compensation Warrants, will be exchanged for a comparable convertible security of the Resulting Issuer, having regard for the Exchange Ratio, and each such convertible security of Croesus shall be cancelled upon exchange;
- (d) all of the directors and officers of RTB other than Conor Dooley will have resigned and been replaced by the New Slate and by those officers appointed by the directors of the Resulting Issuer;
- (e) each RTB Subco Share issued and outstanding immediately before Closing shall be exchanged for one share of Mergeco;
- (f) Mergeco shall be a wholly-owned subsidiary of the Resulting Issuer, and the Resulting Issuer will carry on the business theretofore carried on by Croesus; and
- (g) the corporate name of the Resulting Issuer will be “Arizona Metals Corp.”

Completion of the Merger is subject to the satisfaction of certain closing conditions set out in the Merger Agreement, including implementation of the Consolidation, completion of the Financing, and receipt of all applicable shareholder and regulatory approvals, including Exchange approval.

See “*Information Concerning the Merger and the Financing – The Merger*” for further information.

Arm’s Length Qualifying Transaction

The proposed Merger is not a Non-Arm’s Length Qualifying Transaction.

Available Funds and Principal Purposes

Funds Available

The following table sets forth the Resulting Issuer’s expected sources of funds following completion of the Merger. The amounts shown in the table are estimates only, and are based on information available to RTB and Croesus as at the date of this Filing Statement:

Source of Funds	Amount
Estimated RTB working capital as at June 30, 2019	\$831,592
Estimated Croesus working capital as at June 30, 2019	(\$25,897)
Gross proceeds of the Financing	\$2,702,000
Total	\$3,507,695

Principal Purposes of Funds

The following table sets out information regarding the Resulting Issuer's intended principal uses of funds following the release from escrow of the proceeds from the Financing and the Closing. The intended uses of funds may vary based upon a number of factors, and variances may be material. The amounts shown in the table are estimates only and are based upon the information available to RTB and Croesus as of the date of this Filing Statement:

The net funds available to the Resulting Issuer are expected to be used, principally, as follows:

Principal Use of Funds	Amount
Recommended exploration program for Kay Mine Project ⁽¹⁾	\$1,500,000
Sugarloaf Peak Gold Project maintenance ⁽²⁾	\$50,000
Transaction expenses ⁽³⁾	\$400,000
Agents' fees	\$162,120
General and administrative expenses ⁽⁴⁾	\$680,000
Unallocated capital to fund ongoing operations	\$715,575
Total	\$3,507,695

Notes:

- (1) Based on a recommended exploration program of \$1,500,000 as described in the Kay Mine Project Technical Report.
- (2) The company intends to use proceeds from the Financing to complete the Phase I exploration program at the Kay Mine Project and until such exploration program is completed intends to maintain the Sugarloaf Peak Gold Project in good standing.
- (3) Estimated transaction expenses includes legal, accounting, advisory, listing fees, transfer agent fees, printing and other miscellaneous costs associated with the Financing and Merger.
- (4) Estimated 12-month general and administrative expenses, including compensation, benefits, claim payments and fees, insurance, listing and transfer agent fees, legal and compliance costs, professional advisory fees, and other corporate expenses.

For further details, please see the discussion under the heading "*Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*".

Selected *Pro Forma* Consolidated Financial Information

The following table sets out certain financial information for each of RTB and Croesus as at the dates indicated below, and selected *pro forma* financial information for the Resulting Issuer after giving effect to the Financing and the Merger. The following information should be read in conjunction with the *pro forma* balance sheet of the Resulting Issuer, which may be found at Exhibit "I". The *pro forma* financial information is provided for informational purposes only and does not purport to be indicative of results of operations of the Resulting Issuer following Closing as of any future date or for any future period.

	RTB Mar. 31, 2019 (\$)	Croesus Mar. 31, 2019 (\$)	<i>Pro Forma</i> Adjustments	<i>Pro Forma</i> Consolidated (1)
Current assets	861,117	560,975	1,989,880	3,411,972
Noncurrent assets	0	0	0	0
Total assets	861,117	560,975	1,989,880	3,411,972
Current liabilities	15,284	473,940	(350,000)	139,224
Total liabilities	15,284	473,940	(350,000)	139,224
Total shareholders' equity (deficit)	845,833	87,035	2,339,880	3,272,748
Total liabilities and shareholders' equity	861,117	560,975	1,989,880	3,411,972

Note:

- (1) Based on the unaudited *pro forma* balance sheet of the Resulting Issuer. See Exhibit "I".

Conflicts of Interest

There are no known existing or potential conflicts of interest between the Resulting Issuer or a subsidiary of the Resulting Issuer and a proposed director, officer or Promoter of the Resulting Issuer or a subsidiary of the Resulting Issuer except as set out below. No Insider, Promoter or Control Person of RTB and their respective Associates and Affiliates (before giving effect to the Qualifying Transaction) have any interest in Croesus, except as set out below under the heading “*Interests of Insiders, Promoters or Control Persons*”.

Certain proposed directors of the Resulting Issuer are, or may in the future be, directors, officers or shareholders of other companies that are, or may in the future be, engaged in the business of, or enter into transactions with, the Resulting Issuer. Such associations and transactions may give rise to conflicts of interest from time to time. See “*Information Concerning the Resulting Issuer – Directors, Officers and Promoters – Conflicts of Interest*”. See “*Information Concerning Croesus – Non-Arm’s Length Party Transactions*”.

Interest of Insiders, Promoter or Control Persons

Following completion of the Merger and assuming completion of the Financing as described above and after giving effect to the Consolidation:

- (a) the original RTB Board other than Conor Dooley, namely Shaun Heinrichs, Kevin Reid, Blair Schultz, and Christopher Tate, will have resigned;
- (b) the Resulting Issuer Board will consist of Paul Reid, Marc Pais, Rick Vernon, Conor Dooley and Colin Sutherland;
- (c) the original officers of RTB, namely Chris Tate and Shaun Heinrichs, will have resigned; and
- (d) the executive officers of the Resulting Issuer will consist of Marc Pais, Chief Executive Officer, Sung Min (Eric) Myung, Chief Financial Officer, Conor Dooley, Corporate Secretary, and David Smith, Vice President of Exploration.

The shareholdings of each current Insider, Promoter, and Control Person of RTB and each proposed Insider, Promoter, and Control Person of the Resulting Issuer, and their respective Associates and Affiliates before and after giving effect to the Merger, calculated on a non-diluted basis, are set out below:

Insider, Promoter or Control Person of RTB or the Resulting Issuer	RTB Shares Held Prior to the Merger ⁽¹⁾		Resulting Issuer Shares Held After Giving Effect to the Merger and Financing ⁽²⁾	
	Number	Percentage	Number	Percentage
Shaun Heinrichs ⁽³⁾⁽⁴⁾ Director, Chief Financial Officer and Corporate Secretary of RTB	500,000	3.94%	200,000	0.40%
Kevin Reid ⁽³⁾⁽⁴⁾⁽⁵⁾ Director of RTB	1,500,010	11.81%	4,300,004	8.68%
Blair Schultz ⁽³⁾⁽⁴⁾⁽⁶⁾ Director of RTB	1,500,000	11.81%	2,600,000	5.25%
Christopher Tate ⁽³⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ Director, Promoter and Chief Executive Officer of RTB	500,010	3.94%	450,004	0.91%
Conor Dooley ⁽³⁾⁽⁴⁾⁽⁹⁾ Director of RTB and proposed Corporate Secretary and Director of the Resulting Issuer	100,000	0.79%	40,000	0.08%

Marc Pais Proposed Director, Promoter, President and Chief Executive Officer of the Resulting Issuer	-	-	2,800,000	5.65%
Paul Reid Proposed Director, Promoter, and Chairman of the Resulting Issuer	-	-	3,000,000	6.06%
Rick Vernon ⁽¹⁰⁾ Proposed Director of the Resulting Issuer	-	-	500,000	1.01%
Colin Sutherland ⁽¹¹⁾ Proposed Director of the Resulting Issuer	-	-	1,187,500	2.40%
Sung Min (Eric) Myung Proposed Chief Financial Officer of the Resulting Issuer	-	-	-	-
David Smith Proposed Vice President of Exploration of the Resulting Issuer	-	-	-	-
Total	4,100,020	32.28%	15,077,508	30.43%

Notes:

- (1) Presented on a non-diluted basis and based on a total number of 12,700,020 RTB Shares outstanding prior to completion of to the Consolidation, the Financing, and the Merger.
- (2) Presented on a non-diluted basis and based on a total number of 49,543,408 Resulting Issuer Shares outstanding after the Consolidation, the Financing, and the Merger.
- (3) These individuals are Principals of RTB. They hold an aggregate of 4,100,020 RTB Shares, representing approximately 32.28% of the issued and outstanding RTB Shares prior to completion of the Consolidation, the Financing, and the Merger and approximately 15.32% of the Resulting Issuer Shares after completion of the Consolidation, the Financing, and the Merger (including Resulting Issuer Shares issued in exchange for such persons' Croesus Shares). Their RTB Shares, other than their RTB Shares issued in connection with the RTB Financing, are held in escrow pursuant to the CPC Escrow Agreement. Upon issuance of the Final Exchange Bulletin, if the Resulting Issuer is a Tier 1 issuer, 25% of the CPC Escrowed Shares will be immediately released, and the remaining CPC Escrowed Shares will be released in three equal tranches of 25% every six months following the issuance of the Final Exchange Bulletin. If the Resulting Issuer is a Tier 2 issuer, 10% of the CPC Escrowed Shares will be immediately released following the issuance of the Final Exchange Bulletin and the remaining CPC Escrowed Shares will be released in six equal tranches of 15% every six months following the issuance of the Final Exchange Bulletin.
- (4) These individuals hold RTB Options granted under the RTB Option Plan to purchase up to 1,000,000 RTB Shares at a price of \$0.10 per RTB Share (subject to adjustment in connection with the Consolidation).
- (5) Mr. Reid currently holds an aggregate of 2,700,000 Croesus Shares, and has purchased an aggregate of 1,000,000 Subscription Receipts in the Financing. Mr. Reid holds these Subscription Receipts indirectly through CKT Trading Inc., a privately-held company wholly owned by Mr. Reid.
- (6) Mr. Schultz currently holds an aggregate of 1,000,000 Croesus Shares indirectly through Blair Schultz Investco Inc., a privately-held company wholly owned by Mr. Schultz. Mr. Schultz has purchased an aggregate of 1,000,000 Subscription Receipts in the Financing.
- (7) Christopher Tate is considered to be the Promoter of RTB in that he took the initiative in founding and organizing RTB.
- (8) Mr. Tate currently holds an aggregate of 250,000 Croesus Shares.
- (9) Mr. Dooley also currently holds an aggregate of 300,000 Croesus Options.
- (10) Mr. Vernon currently holds an aggregate of 375,000 Croesus Shares and has purchased an aggregate of 125,000 Subscription Receipts in the Financing.
- (11) Mr. Sutherland currently holds an aggregate of 1,000,000 Croesus Shares and has purchased an aggregate of 187,500 Subscription Receipts in the Financing.

See “*The Merger*”, “*Information Concerning the Merger and the Financing – The Financing*”, “*Information Concerning the Resulting Issuer – Directors, Officers and Promoters*”, “*– Escrowed Securities*”, and “*– Pro-Forma Consolidated Capitalization*”.

Sponsorship and Agent

Sponsorship for the Qualifying Transaction is required by the CPC Policy unless an exemption from the sponsorship requirement is granted to RTB by the Exchange. RTB has applied for, and the Exchange has provided RTB with, an exemption from the sponsorship requirement on the basis that Croesus has completed the Financing with the assistance of the Agents, and that the Lead Agent, on behalf of the Agents, will provide the Exchange with its confirmation that it has completed appropriate due diligence on both the Merger and this Filing Statement that is generally in compliance with the relevant policies of the Exchange.

See “*General Matters - Sponsorship and Agent*” for further information.

Interest of Experts

No Person, whose profession or business gives authority to a statement made by the Person 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 any beneficial interest, directly or indirectly, in any property of RTB, Croesus or the Resulting Issuer or of an Associate or Affiliate of RTB, Croesus or the Resulting Issuer, other than as described below.

Davidson & Company LLP, the current auditors of RTB, audited the annual financial statements of RTB for the period from incorporation (June 28, 2017) to December 31, 2018, and delivered the auditors’ report thereon, copies of which are attached as Exhibit “C” to this Filing Statement. Davidson & Company LLP has confirmed that it is independent of RTB in accordance with the rules of professional conduct of the Chartered Professional Accountants of British Columbia.

BDO Canada LLP audited the financial statements of Croesus for the period from January 1, 2017 to December 31, 2018, and delivered the auditors’ report thereon, copies of which are attached as Exhibit “G” to this Filing Statement. BDO Canada LLP has confirmed that it is independent of RTB in accordance with the rules of professional conduct of the Chartered Professional Accountants of British Columbia.

Auditor, Transfer Agent and Registrar

The auditor of the Resulting Issuer is expected to be BDO Canada LLP at their principal offices in Toronto, Ontario, located at 222 Bay Street, Suite 2200, P.O. Box 131, Toronto, ON M5K 1H1.

TSX Trust Company, at its Toronto office located at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, will be appointed as the registrar and transfer agent of the Resulting Issuer Shares.

Conditional Approval

The Exchange has conditionally accepted the Merger subject to RTB fulfilling all of the requirements of the Exchange on or before October 9, 2019. There is no guarantee that RTB and/or the Resulting Issuer will be able to satisfy the requirements of the Exchange such that the Exchange will issue the Final Exchange Bulletin. See “*Risk Factors*”.

Risk Factors

An investment in the securities of the Resulting Issuer involves a high degree of risk, should be considered highly speculative and should only be made by investors who can afford to lose their entire investment. Material risk factors associated with the Merger and the business of the Resulting Issuer include, without limitation:

- the Merger may not be completed, or the Escrow Release Conditions will not be satisfied
- resource exploration and development are highly speculative
- the lack of resources, lack of infrastructure, title risks, and related risks inherent to mining
- volatile market prices for the Resulting Issuer Shares
- the limited operating history of the Resulting Issuer and history of losses
- the requirement for additional financing
- the Resulting Issuer's status as a holding company
- the operations of the Resulting Issuer are subject to environmental regulations, permits and licences from various governmental authorities
- reliance on key management and conflicts of interest
- limited market for securities and liquidity risk
- currency risk associated with the United States dollar
- certain risks are uninsurable
- the mining industry is intensely competitive

For further details, please see the discussion under the heading "Risk Factors".

INFORMATION CONCERNING THE MERGER AND THE FINANCING

The Merger

Description of the Merger

RTB has entered into the Merger Agreement with Croesus, which provides for the acquisition by RTB of all of the issued and outstanding shares of Croesus by way of a three-cornered amalgamation under the CBCA. Pursuant to the Merger, RTB Subco, a wholly owned subsidiary of RTB, will amalgamate with Croesus, and the resulting entity, Mergeco, will become a wholly-owned subsidiary of RTB. In connection with the Merger, RTB will complete the Consolidation and change its name to “Arizona Metals Corp.” All references herein to “**Resulting Issuer**” refer to RTB after completion of the Merger.

In connection with the Merger:

- (a) each Croesus Share issued and outstanding immediately before Closing shall be exchanged by each holder thereof, for one fully paid and non-assessable Resulting Issuer Share in accordance with the Exchange Ratio and each such Croesus Share shall be cancelled upon exchange;
- (b) each Croesus Warrant outstanding immediately before Closing shall be exchanged for one Resulting Issuer Warrant in accordance with the Exchange Ratio. Each such Resulting Issuer Warrant shall have substantially the same terms as the Croesus Warrants being exchanged, and all such Croesus Warrants shall be cancelled upon exchange. The exercise price for each Resulting Issuer Share underlying the Resulting Issuer Warrants will be equal to the exercise price per Croesus Share under the Croesus Warrants in effect immediately prior to Closing;
- (c) each RTB Subco Share issued and outstanding immediately before Closing shall be exchanged for one common share of Mergeco;
- (d) there will be approximately 49,543,408 Resulting Issuer Shares issued and outstanding;
- (e) former Croesus Shareholders, excluding investors in the Croesus Financing, will hold 37,708,400 Resulting Issuer Shares, representing approximately 76.1% of the outstanding Resulting Issuer Shares, and investors in the Croesus Financing will hold 4,292,500 Resulting Issuer Shares representing approximately 8.7% of the outstanding Resulting Issuer Shares; and
- (f) former RTB Shareholders, excluding investors in the RTB Financing, will hold 5,080,008 Resulting Issuer Shares representing approximately 10.3% of the outstanding Resulting Issuer Shares, and investors in the RTB Financing will hold 2,462,500 Resulting Issuer Shares, representing approximately 5.0% of the outstanding Resulting Issuer Shares; and
- (g) subject to shareholder approval, all of the directors and officers of RTB who are not continuing with the Resulting Issuer will have resigned and been replaced by the New Slate and by those officers appointed by the New Slate, respectively.

Effect of the Merger

In accordance with the Merger Agreement and the CBCA, on the Closing Date, Croesus and RTB Subco will amalgamate and will continue as one corporation. The property of each of Croesus and RTB Subco will continue to be the property of Mergeco, and Mergeco will continue to be liable for the obligations of each of Croesus and RTB Subco. Any existing cause of action, claim or liability to prosecute Croesus or RTB Subco will be unaffected, and any civil, criminal or administrative action or proceeding pending by or against either Croesus or RTB Subco may be continued to be prosecuted by or against Mergeco. Further, a conviction against, or ruling, order or judgment in favour of or against, either of Croesus or RTB Subco may be enforced by or against Mergeco.

Mergeco will be a corporation governed by the CBCA and by Mergeco's constating documents. The articles of amalgamation of Mergeco will be deemed to be the articles of incorporation of Mergeco and the certificate of amalgamation will be deemed to be the certificate of incorporation of Mergeco. Mergeco shall be a wholly-owned subsidiary of the Resulting Issuer, and the Resulting Issuer will carry on the business theretofore carried on by Croesus under the corporate name "Arizona Metals Corp."

Terms of the Merger Agreement

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

Representations and Warranties

Pursuant to the Merger Agreement, Croesus made customary representations and warranties to RTB. The Merger Agreement also contains customary representations and warranties made by RTB to Croesus. These representations and warranties include, among other things, representations and warranties made by Croesus on the one hand and RTB on the other hand as to: (i) corporate organization and valid existence, power to conduct business, qualification and good standing of the respective entities and their subsidiaries; (ii) ownership of subsidiaries and other investments; (iii) the requisite corporate power and capacity of the respective entities to enter into and perform their obligations under the Merger Agreement, and the valid authorization, execution and delivery thereof; (iv) that other than as disclosed in the Merger Agreement, no consents, authorizations or approvals are required in connection with the execution and delivery of the Merger Agreement and that such execution and delivery will not violate applicable laws, constating documents, contracts and court orders; (v) compliance with disclosure obligations of the Exchange, Canadian securities regulators and any other applicable securities laws, as the case may be, and the applicable rules and regulations promulgated thereunder; (vi) compliance with other applicable laws and regulations and with the charter documents of each of the respective entities; (vii) financial statements; (viii) tax matters; (ix) matters affecting the voting, control or sale of the securities of the respective entities and their subsidiaries; (x) litigation and government proceedings; (xi) material contracts; (xii) capitalization; (xiii) indebtedness; (xiv) employment matters; (xv) Related Party Transactions; (xvi) corporate records; and (xvii) brokers' fees.

Furthermore, Croesus made additional representations and warranties to RTB as to matters including the following: (i) the Croesus Properties; (ii) environmental matters; (iii) insurance; and (iii) premises.

Conditions Precedent to RTB's and RTB Subco's Obligations

The obligations of RTB and RTB Subco to complete the Merger are subject to the fulfillment prior to or at Closing of each of the following conditions: (a) receipt of a certificate of an officer of Croesus as to the truth of the representations and warranties in the Merger Agreement and the performance of its obligations thereunder; (b) all required approvals, consents and authorizations of third parties have been obtained, including all necessary shareholder and unitholder approval and the approval of the TSXV; (c) there shall not have been a material adverse change in the business, results of operations, assets, liabilities, financial condition or affairs of Croesus since June 17, 2019; (d) certain closing deliveries have been made; (e) all proceedings to be taken in connection with the Merger shall be satisfactory in form and substance to RTB, acting reasonably and (f) there shall be no action or proceeding, pending or threatened, or any applicable laws proposed, enacted or applied to enjoin, restrict or prohibit any of the transactions contemplated by the Merger Agreement or which could reasonably be expected to result in a material adverse effect.

Conditions Precedent to Croesus's Obligations

The obligations of Croesus to complete the Merger are subject to the fulfillment prior to or at Closing of each of the following conditions: (a) receipt of a certificate of an officer of RTB as to the truth of the representations and warranties in the Merger Agreement and the performance of its obligations thereunder; (b) all required approvals, consents and authorizations of third parties have been obtained, including all necessary shareholder approvals and the approval of the TSXV and that RTB shall have implemented the Name Change and the Consolidation; (c) there

shall not have been a material adverse change in the business, operations or results of operations, assets, liabilities, financial condition or affairs of RTB since December 31, 2018, other than a reduction in its cash position to pay professional fees and expenses in connection with the Merger; (d) certain closing deliveries have been made; (e) all proceedings to be taken in connection with the Merger shall be satisfactory in form and substance to Croesus, acting reasonably; (f) the Financing shall have been completed; (g) the Resulting Issuer Shares to be issued as consideration for Croesus at the time of the Merger shall be freely tradeable, subject to usual restrictions and unless subject to escrow or trading restriction under TSXV policies; and (h) there shall be no action or proceeding, pending or threatened, or any applicable laws proposed, enacted or applied to enjoin, restrict or prohibit any of the transactions contemplated by the Merger Agreement or which could reasonably be expected to result in a material adverse effect on RTB.

Termination

The Merger Agreement may, prior to the Closing Date, be terminated by mutual written agreement of RTB and Croesus if the Closing has not occurred on or before 5:00 pm on August 15, 2019. Either RTB or Croesus may terminate the Merger Agreement if any applicable regulatory or governmental authority has notified Croesus or RTB of its determination to not permit the Merger to proceed, in whole or in part, and the parties have used commercially reasonable efforts to appeal or reverse such determination or modify the Merger on a basis that is not prejudicial to either party hereto in order to address such determination.

In the event the Merger Agreement is terminated, the terminating party will be released from all obligations under the Merger Agreement, save and except for obligations that survive by their terms and obligations, if any, relating to the covenants of the parties regarding confidentiality and the requirement that each party will be responsible for its own legal and audit fees and other charges and expenses incurred in connection with the Merger.

The Financing

Croesus, RTB, and a syndicate of agents led by the Lead Agent, and including PI Financial Corp. and Richardson GMP Limited (collectively, the “**Agents**”) entered into the Agency Agreements in connection with the Financing. The Agency Agreements contain customary representations, warranties and covenants from each of the parties, as well as termination rights, indemnities and other standard provisions. The Financing was effected by Croesus and RTB under exemptions from the prospectus and registration requirements of applicable securities law pursuant to subscription agreements between each participant in the Financing and Croesus and RTB, as applicable.

It is intended that the net proceeds from the Financing will be used for the exploration and development of the Kay Mine Project as well as general corporate purposes. See “*Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*”.

Subscription Receipts

On June 27, Croesus and RTB completed the Financing, pursuant to which Croesus and RTB issued 4,292,500 and 2,462,500 Subscription Receipts, respectively, at an issue price of \$0.40 per Subscription Receipt for aggregate gross proceeds of approximately \$1,717,000 and \$985,000, respectively, pursuant to the Agency Agreements. The Subscription Receipts and the Croesus Shares, RTB Shares, Resulting Issuer Shares, Croesus Warrants, RTB Warrants, and Resulting Issuer Warrants, each underlying such Subscription Receipts, as applicable, may not be traded before the date that is four months and one day after the Closing Date.

The gross proceeds of the Financing were deposited with the Escrow Agent pursuant to the Subscription Receipt Agreements. Each Croesus Subscription Receipt will be automatically exchanged, without payment of any additional consideration, for one Croesus Unit, each Croesus Unit comprised of one Croesus Share and one Croesus Warrant. Each RTB Subscription Receipt will be automatically exchanged, without payment of any additional consideration, for one RTB Unit, each RTB Unit comprised of one RTB Share and one RTB Warrant. Upon the completion of the Qualifying Transaction, each Croesus Warrant and each RTB Warrant will become a Resulting Issuer Warrant, exercisable to purchase one Resulting Issuer Share at an exercise price of \$0.60 for a period of three years from the Closing Date.

The net proceeds of the Financing will be released to Croesus and RTB upon the satisfaction of the following escrow release conditions (the “**Escrow Release Conditions**”):

- the completion, satisfaction or waiver of all conditions precedent to the Qualifying Transaction other than the release of the escrowed funds and such other procedural conditions that are customarily fulfilled immediately prior to the closing of a transaction in the nature of the Qualifying Transaction, to the satisfaction of the Lead Agent, acting reasonably;
- the receipt of all shareholder and regulatory approvals required for the Qualifying Transaction;
- receipt by the Lead Agent of a certificate from a senior officer of each of Croesus and RTB that all conditions of the Qualifying Transaction have been satisfied, other than the release of the escrowed funds, and that the Qualifying Transaction shall be completed forthwith upon release of the escrowed funds;
- the Croesus Shares and Croesus Warrants underlying the Croesus Subscription Receipts and the RTB Shares and RTB Warrants underlying the RTB Subscription Receipts being conditionally approved for listing on the TSXV and the completion, satisfaction or waiver of all conditions precedent to such listing (other than those to be completed or satisfied upon completion of the Qualifying Transaction);
- Croesus and RTB not being in breach or default of any of their covenants or obligations under the Subscription Receipt Agreements or Agency Agreements except for those breaches or defaults that have been waived by the Lead Agent and all conditions set out in the Agency Agreements being fulfilled; and
- Croesus and the Lead Agent and RTB and the Lead Agent having delivered escrow release notices to the Escrow Agent.

If the Escrow Release Conditions are not satisfied on or before 5:00 p.m. (Toronto time) on August 15, 2019, the Escrow Agent will return the proceeds from the Financing plus accrued interest to the holders of the Subscription Receipts, and the Subscription Receipts will be cancelled without any further action.

Agents’ Fees and Financing Compensation Warrants

As set out in the Agency Agreements, in connection with the Financing, Croesus paid to the Agents a cash fee of \$51,510 upon closing of the Financing and Croesus and RTB will pay to the Agents a further cash fee of approximately \$51,510 and \$59,100, respectively, upon conversion of the Subscription Receipts. In addition, Croesus and RTB issued to the Agents non-transferable Financing Compensation Warrants to purchase 343,400 Croesus Shares and 197,000 RTB Shares, respectively, which warrants will become Resulting Issuer Compensation Warrants pursuant to the terms of the Merger, exercisable for a period of 24 months following completion of the Qualifying Transaction at an exercise price of \$0.40 per Croesus Share, RTB Share, or Resulting Issuer Share, as applicable. The payment of the balance of the Agents’ fee is subject to satisfaction of the Escrow Release Conditions. In the event the Financing is terminated RTB will not be obligated to pay any fee to the Agents.

Pursuant to the Agency Agreements, each director and officer of the Resulting Issuer executed an undertaking in favour of the Agents not to offer or sell, agree to offer or sell, or enter into an arrangement to offer or sell any Resulting Issuer Shares or other securities of the Resulting Issuer, or securities convertible into, exchangeable for, or otherwise exercisable to acquire any securities of the Resulting Issuer (the “**Undertakings**”) subject to certain exceptions, including: (i) in connection with estate planning transactions to Persons controlled by the transferor; (ii) in connection with a formal take-over bid, formal issuer bid, amalgamation, merger or similar statutory procedure, (iii) in connection with transfers of Resulting Issuer Shares as a bona fide gift or gifts, provided that in the case of any such transfer, the transferee agrees to be bound by the terms of the Undertaking signed by the transferor; (iv) in connection with transfers to an associate, affiliate or shareholder of the transferor, provided that the transferee agrees to be bound by the terms of the Undertaking signed by the transferor; (v) in connection with the grant or exercise of stock options and other similar issuances pursuant to any share incentive plan of the Resulting Issuer and other share compensation arrangements; and (vi) in connection with obligations of the Company in respect of certain existing agreements. The Undertakings will expire on the date that is 12 months following the Closing Date.

RISK FACTORS

The operations of Croesus are speculative due to the high-risk nature of its business, which is the identification, acquisition and exploration of mineral properties. The risks below are not the only ones facing the Resulting Issuer. Additional risks not currently known to Croesus, or that Croesus currently deems immaterial may also impair the Resulting Issuer's operations. The order in which the following risk factors appear does not necessarily reflect management's opinion of their order or priority.

Termination of the Merger Agreement

The Merger Agreement is conditional upon the satisfaction of a number of conditions. Each of the parties has the right, in certain circumstances, in addition to termination rights relating to the failure to satisfy the conditions of closing, to terminate the Merger Agreement. Accordingly, there can be no certainty that the Merger Agreement will not be terminated and that the Merger will be completed. Please see "*Information Concerning the Merger and the Financing – The Merger*" for further information.

Satisfaction of the Escrow Release Conditions

The Escrow Release Conditions must be completed on or before 5:00 p.m. (Toronto time) on August 15, 2019. There can be no assurance that the Escrow Release Conditions will be satisfied and therefore no assurance that the Financing will be successfully completed or completed on the terms and conditions described in this Filing Statement or otherwise in compliance with the initial listing requirements of the Exchange. See "*Information Concerning the Merger and the Financing – The Financing*" and "*Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*" for further information.

Failure to satisfy the Escrow Release Conditions may impact RTB's exemption from the sponsorship requirements of the Exchange, or the Resulting Issuer's ability to meet the initial listing requirements, and the Exchange may not provide its final approval of the Merger or issue the Final Exchange Bulletin. See "*Risk Factors – Approval of the Exchange*" for further information.

Approval of the Exchange

Completion of the Merger is subject to a number of conditions including the approval of the Exchange and the shareholders of Croesus. Certain of such conditions are outside the control of either or both of RTB or Croesus, and there can be no assurance that these conditions will be satisfied.

Resource exploration and development are highly speculative

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by Croesus may be affected by numerous factors that are beyond the control of Croesus and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection, the combination of which factors may result in Croesus not receiving an adequate return of investment capital. All of the claims to which Croesus has a right to acquire an interest or the claims which Croesus has an interest in are in the exploration stage only and are without a known body of commercial ore. Development of the subject mineral properties would follow only if favorable exploration results are obtained.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that Croesus's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of

Croesus's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Lack of Availability of Resources

Mining exploration requires ready access to mining equipment such as drills, and crews to operate that equipment. There can be no assurance that such resources will be available to Croesus on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in Croesus's exploration programs.

Potential Lack of Adequate Infrastructure

Mineral exploration and development activities depend on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important requirements, which affect capital and operating costs. Croesus's properties are presently accessible by a network of roads and footpaths. Unusual or infrequent weather phenomena or other interference in the maintenance or provision of such infrastructure could adversely affect Croesus's operations, financial condition and results of operations. The present infrastructure may not be adequate for Croesus's planned exploration and development activities. If Croesus is required to improve or develop the current infrastructure, its planned operations may be delayed and its capital and operating costs will be affected.

Title Risks

Although Croesus has exercised the usual due diligence with respect to determining title to the Croesus Properties, there is no guarantee that Croesus's title to the Croesus Properties will not be challenged or impugned; that licenses will be renewed upon their expiry; and that Croesus will be able to explore the Croesus Properties as permitted or to enforce its rights with respect to the Croesus Properties.

Croesus does not yet own title to certain of its properties. Titles to some of the licenses are in the names of the respective vendors and transfer of title to Croesus or its subsidiaries is conditional upon Croesus fulfilling its obligations under a number of agreements with current title holders. Until titles to the licenses are transferred to Croesus, there is no guarantee that Croesus's interest in the licenses will not be challenged by the present title holders.

Although Croesus holds the surface rights to those concessions, it requires work permits and local community approvals to realize further exploration work such as surveying, geophysical, geochemical, geological and sample surveys and drilling. There can be no assurance that the appropriate permits and approvals will be obtainable on reasonable terms or on a timely basis.

Croesus's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Until competing interests in the mineral lands have been determined, Croesus can give no assurance as to the validity of title of Croesus to those lands or the size of such mineral lands. Accordingly, the Croesus Properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects.

Mineral Exploration and Mining Carry Inherent Risks

Mining operations are subject to hazards normally encountered in exploration, development and production. These include unexpected geological formations, rock falls, flooding, dam wall failure and other incidents or conditions which could result in damage to plant or equipment or the environment and which could impact production throughput. Although it is intended to take adequate precautions to minimize risk, there is a possibility of a material adverse impact on Croesus's operations and its financial results.

Volatile Market Price for Resulting Issuer Shares

The market price for Resulting Issuer Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Resulting Issuer's control, including the following:

- actual or anticipated fluctuations in the Resulting Issuer's quarterly results of operations;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of companies in the industry in which the Resulting Issuer operates;
- addition or departure of the Resulting Issuer's executive officers and other key personnel;
- release or expiration of transfer restrictions on outstanding Resulting Issuer Shares;
- sales or perceived sales of additional Resulting Issuer Shares;
- operating and financial performance that vary from the expectations of management, securities analysts and investors;
- regulatory changes affecting the Resulting Issuer's industry generally and its business and operations;
- announcements of developments and other material events by the Resulting Issuer or its competitors;
- fluctuations to the costs of vital production materials and services;
- changes in global financial markets and global economies and general market conditions, such as interest rates and precious metals' price volatility;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Resulting Issuer or its competitors;
- operating and share price performance of other companies that investors deem comparable to the Resulting Issuer or from a lack of market comparable companies; and
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Resulting Issuer's industry or target markets.

There can be no assurance that metal prices will be such that the Croesus Properties can be mined at a profit. Factors beyond the control of Croesus may affect the marketability of any minerals discovered. Metal prices are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of, and demand for, Croesus's principal products and exploration targets, gold, copper and silver, is affected by various factors, including political events, economic conditions and production costs.

Limited Operating History

Croesus signed an option agreement to purchase Sugarloaf Peak Gold Project in December 2014. Croesus has done no work on the Sugarloaf Peak Gold Project. Similarly, Croesus purchased the Kay Mine Project from Silver Spruce in January 2019 and has done no exploration work on the property aside from collecting and analyzing 24 due-diligence samples. The Resulting Issuer will therefore be subject to many of the risks common to entering a new area of investment, including under-capitalization, cash shortages, limitations with respect to personnel, financial

and other resources, and a lack of revenue. There is no assurance that the Resulting Issuer will be successful in achieving a return on its shareholders' investments and the likelihood of success must be considered in light of its early stage of operations.

History of Losses

Croesus has incurred operating losses in prior periods. The Resulting Issuer may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Resulting Issuer expects to continue to increase its operating expenses as it implements initiatives to continue to grow its business. If the Resulting Issuer's revenues do not increase to offset its expected increases in costs and operating expenses, the Resulting Issuer will not be profitable.

Requirement for Additional Financing

The further development and exploration of the Croesus Properties depends upon the Resulting Issuer's ability to obtain financing through equity financing, joint ventures, debt financing, or other means. There is no assurance that the Resulting Issuer will be successful in obtaining required financing as and when needed. Volatile markets for precious and base metals may make it difficult or impossible for the Resulting Issuer to obtain equity financing or debt financing on favourable terms or at all. Failure to obtain additional financing on a timely basis may cause the Resulting Issuer to postpone its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its operations.

Holding Company Status

The Resulting Issuer will be a holding company and the majority of its operating assets are the capital stock of its subsidiaries. Substantially all of the business of the Resulting Issuer and Croesus is conducted through subsidiaries, and investors are therefore subject to the risks attributable to its subsidiaries. The Resulting Issuer's cash flow and its ability to complete current or desirable future enhancement opportunities are dependent on the earnings of its subsidiaries and the distribution of those earnings to the Resulting Issuer. The ability of the Resulting Issuer's subsidiaries to pay dividends and other distributions will depend on each subsidiary's operating results, applicable laws and regulations regarding the payment of dividends and distributions, and any contractual restrictions on distributions in debt instruments, among other things. In the event of a bankruptcy, liquidation or reorganization of any of the Resulting Issuer's subsidiaries, debtholders and trade creditors will generally be entitled to the payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to the Resulting Issuer.

Environmental Regulations, Permits and Licenses

The Resulting Issuer's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees.

The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Resulting Issuer intends to comply fully with all environmental regulations. The current or future operations of Croesus and the Resulting Issuer, including development activities and commencement of production on its properties, require permits from various federal, provincial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that may require Croesus to obtain permits from various governmental agencies. There can be no assurance, however, that all permits that Croesus may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which Croesus may undertake.

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.

Reliance on Management

The success of the Resulting Issuer is dependent upon the ability, expertise, judgment, discretion and good faith of senior management and key employees. While employment agreements and incentive programs are customarily used as primary methods of retaining the services of key employees, these agreements and incentive programs cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Resulting Issuer's business, operating results or financial condition.

Conflicts of Interest

Certain directors and officers of the Resulting Issuer are also directors and officers of other entities, or are otherwise engaged, and will continue to be engaged, in activities that may put them in conflict with the business strategy of the Resulting Issuer. Consequently, there is a risk that such officers or directors will be in a position of conflict. Conflicts, if any, will be subject to the procedures and remedies available under the CBCA.

Limited Market for Securities

There can be no assurance that an active and liquid market for Resulting Issuer Shares will be maintained and an investor may find it difficult to resell any securities of the Resulting Issuer.

Liquidity Risk

The Resulting Issuer's ability to remain liquid over the long term may depend on its ability to obtain additional financing. The Resulting Issuer has in place planning and budgeting processes to help determine the funds required to support normal operating requirements on an ongoing basis as well as its planned development and capital expenditures. The Resulting Issuer's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

Currency Risk

Croesus uses the United States dollar as its functional currency. Fluctuations in the value of the United States dollar relative to the Canadian dollar could have a material impact on the Resulting Issuer's consolidated financial statements by creating gains or losses. No currency hedge polices are in place or are presently contemplated.

Uninsurable Risks

Croesus's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to Croesus's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although Croesus maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance may not cover all the potential risks associated with a mining company's operations. Croesus may also be unable to maintain insurance to cover these risks at economically feasible premiums.

Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to Croesus or to other companies in the mining industry on acceptable terms. Croesus might also become subject to liability for pollution or other hazards which may not be insured against or which Croesus may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Croesus to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Competition

The mining industry is intensely competitive in all its phases, and Croesus competes with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Resulting Issuer's ability to acquire additional suitable properties or prospects in the future.

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INFORMATION CONCERNING RTB

Corporate Structure

Name and Incorporation

The full corporate name of RTB is “Ring the Bell Capital Corp.”. RTB was incorporated pursuant to the CBCA on June 28, 2017. The registered and head office of RTB is located at 66 Wellington Street West, Suite 4100, TD Bank Tower, Toronto, Ontario, M5K 1B7.

General Development of the Business

History

RTB was formed as a CPC under the CPC Policy. Since becoming a CPC, the principal business of RTB has been and is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses for the completion of a Qualifying Transaction and, once identified and evaluated, to negotiate an acquisition or participation, subject to receipt of shareholder approval, where required, and acceptance by the Exchange.

On March 6, 2018, the RTB Shares were listed for trading on the Exchange as a CPC, following completion of RTB’s initial public offering of 8,000,000 RTB Shares at a price of \$0.10 per RTB Share for gross proceeds of \$800,000, as qualified by its final prospectus dated January 24, 2018. RTB issued 800,000 IPO Agent’s Options to Richardson GMP Limited, and a sub-agent, in connection with its initial public offering.

On April 2, 2019, RTB entered into a letter of intent with Croesus with respect to the Merger and entered into the Merger Agreement on June 17, 2019. The Merger will constitute RTB’s Qualifying Transaction.

On May 13, 2019, RTB mailed to its shareholders the RTB Circular in connection with the RTB Meeting. At the RTB Meeting, RTB shareholders will be asked to approve, among other things, the Shareholder Approval Matters.

Financing

On June 27, 2019, RTB and Croesus entered into the Agency Agreements, and RTB will complete the RTB Financing in connection with the Merger. See “*Information Concerning the Merger and the Financing – The Financing*”.

Selected Consolidated Financial Information and Management’s Discussion and Analysis

Information from Inception

The following table sets forth selected historical financial information for RTB for the period from incorporation to March 31, 2019. Such information is derived from the financial statements of RTB, which are included as Exhibits “A” and “C” to this Filing Statement, and should be read in conjunction with such financial statements.

	Three months ended Mar. 31, 2019 (\$)	Year ended Dec. 31, 2018 (\$)	Year ended Dec. 31, 2017 (\$)
Total Expenses	14,671	116,898	14,539
Amounts deferred in connection with the Merger	-	16,780	-

Management’s Discussion and Analysis

RTB’s MD&A for the three months ended March 31, 2019 is included as Exhibit “B” to this Filing Statement and RTB’s MD&A for the years ended December 31, 2018 and December 31, 2017 are included as Exhibit “D” to this Filing Statement.

Description of the Securities

RTB is authorized to issue an unlimited number of RTB Shares without nominal or par value. As at the date hereof, there are 12,700,020 RTB Shares are issued and outstanding, and a further 1,000,000 RTB Shares are reserved for issuance under options outstanding pursuant to the RTB Option Plan. In addition, 800,000 RTB Shares are reserved for issuance under the IPO Agent’s Options.

Each RTB Share ranks equally with all other common shares with respect to distribution of assets upon dissolution, liquidation or winding-up of RTB and payment of dividends. The holders of RTB Shares are entitled to one vote per share on all matters to be voted on by such holders, and are entitled to receive pro rata such dividends as may be declared by the RTB Board.

Pursuant to articles of amendment to be filed prior to the Merger, the RTB Shares will be consolidated, on the basis of one Consolidated RTB Share for every 2.5 RTB Shares.

Stock Option Plan and RTB Options

RTB has adopted the RTB Option Plan, which provides that the RTB Board may from time to time, in its discretion and in accordance with Exchange requirements, grant to directors, officers and employees of RTB, non-transferable options to purchase RTB Shares, provided that the number of RTB Shares reserved for issuance will not exceed 10% of the total issued and outstanding RTB Shares. Options may be exercisable for a maximum period of 10 years from the date of grant. The exercise price of any option granted pursuant to the RTB Option Plan shall be determined by the RTB Board when granted, but shall not be less than the Discounted Market Price (as such term is defined in Exchange policies).

The number of RTB Shares reserved for issuance to any individual director, officer or employee may not exceed 5% of the issued and outstanding RTB Shares, and the number of RTB Shares reserved for issuance to all consultants may not exceed 2% of the issued and outstanding RTB Shares at the date of grant. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee’s position with RTB, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. In the event an optionee is terminated for cause, any outstanding options granted to such optionee will be automatically terminated on the date of cessation of the optionee’s position with RTB. In the event an optionee retires, resigns or is terminated for other than cause, any outstanding options granted to such optionee may be exercised for a period of up to one year (or until the normal expiry date of the options, if earlier) following cessation of the optionee’s position with RTB. In the event an optionee becomes disabled and is unable to continue in their position with RTB, any outstanding options granted to such optionee may be exercised for a period of up to one year (or until the normal expiry date of the options, if earlier) following cessation of the optionee’s position with RTB due to the disability. In the event of death of an optionee, any outstanding options granted to such optionee may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. In the event that the Optionee is engaged to provide Investor Relations Activities (as defined in the policies of the Exchange) and such Optionee ceases to be so engaged, other than by reason of death, the expiry date of the option will not exceed the 30th day following the termination date.

Any RTB Shares acquired pursuant to the exercise of options prior to the Completion of a Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See *“Information Concerning the Resulting Issuer – Escrowed Securities”*.

As of the date hereof, options to acquire 1,000,000 RTB Shares pursuant to the RTB Option Plan are outstanding, as follows:

Name of Optionee	Number of RTB Shares Reserved Under Option	Exercise Price (\$)	Expiry Date
Conor Dooley	80,000	\$0.10	Mar. 6, 2023
Shaun Heinrichs	230,000	\$0.10	Mar. 6, 2023

Kevin Reid	230,000	\$0.10	Mar. 6, 2023
Blair Schultz	230,000	\$0.10	Mar. 6, 2023
Christopher Tate	230,000	\$0.10	Mar. 6, 2023
Total	1,000,000		

Note:

- (1) Assuming completion of the Merger, it is proposed that Shaun Heinrichs, Kevin Reid, Blair Schultz, and Christopher Tate will resign as directors and officers of the Resulting Issuer, and accordingly, RTB Options held by such persons will expire in accordance with their terms on the date that is 90 days after the Closing Date.
- (2) At the effective date of the Merger, the RTB Options will be adjusted in accordance with the stock option agreements governing such options, to give effect to the Consolidation.

In connection with the Merger, and subject to approval from shareholders of RTB and completion of the Merger, RTB will adopt the Resulting Issuer Option Plan. See “*Information Concerning the Resulting Issuer – Stock Option Plan – Resulting Issuer Stock Option Plan*” for a description of the Resulting Issuer Option Plan.

Prior Sales

Since the date of incorporation of RTB, 12,700,020 RTB Shares have been issued as follows:

<u>Date</u>	<u>Number of RTB Shares⁽¹⁾</u>	<u>Issue Price Per Share (\$)</u>	<u>Aggregate Issue price (\$)</u>	<u>Consideration Received</u>
Jun. 28, 2017	20 ⁽²⁾⁽³⁾	\$0.05	\$1.00	Cash
Nov. 10, 2017	4,400,000 ⁽²⁾⁽³⁾	\$0.05	\$220,000	Cash
Nov. 20, 2017	200,000 ⁽²⁾⁽³⁾	\$0.05	\$10,000	Cash
Nov. 29, 2017	100,000 ⁽²⁾⁽³⁾	\$0.05	\$5,000	Cash
Mar. 6, 2018	8,000,000 ⁽⁴⁾	\$0.10	\$800,000	Cash
Total	12,700,020		\$1,035,001	

Notes:

- (1) Does not include RTB Shares underlying the RTB Subscription Receipts issued in connection with the RTB Financing.
- (2) Issued to a Non-Arm’s Length Party.
- (3) Issued pursuant to a private placement.
- (4) Represents RTB Shares issued pursuant to RTB’s initial public offering.

Stock Exchange Price

The RTB Shares are listed and posted for trading on the Exchange under the symbol “RTB.P”. Trading of the RTB Shares was halted on April 2, 2019, in connection with the announcement of the Merger. On April 1, 2019, the last trading day prior to the trading halt, the closing price was \$0.20. The following table sets forth the reported high and low and monthly trading volumes of the RTB Shares on the TSXV for the periods indicated:

<u>Period</u>	<u>High Trading Price (\$)</u>	<u>Low Trading Price (\$)</u>	<u>Total Volume for Period</u>
March 9 to March 31, 2018 ⁽¹⁾	0.12	0.12	50,000
April 1 to June 30, 2018 ⁽²⁾	0.12	0.12	0
July 1 to September 30, 2018 ⁽²⁾	0.12	0.12	0
October 1 to December 31, 2018	0.12	0.20	500
January 1 to January 31, 2019	0.20	0.20	4,500
February 1 to February 28, 2019	0.20	0.20	0
March 1 to March 31, 2019	0.20	0.20	0
April 1 to April 30, 2019 ⁽³⁾	0.20	0.20	0
May 1 to 31, 2019 ⁽³⁾	0.20	0.20	0
June 1 to 30, 2019 ⁽³⁾	0.20	0.20	0
July 1 to 18, 2019 ⁽³⁾	0.20	0.20	0

Note:

- (1) RTB commenced trading on the Exchange on March 9, 2018.
- (2) Trading halt from June 26, 2018 to September 26, 2018 during which no shares were traded.
- (3) Trading halt from April 2, 2019 to the date of this Filing Statement during which no shares were traded.

Arm's-Length Transactions

The proposed Merger is not a Non-Arm's-Length Qualifying Transaction.

Interest of Insiders, Promoter or Control Persons in the Merger

Following completion of the Merger and assuming completion of the Financing and after giving effect to the Consolidation:

- (a) the original RTB Board other than Conor Dooley, namely Shaun Heinrichs, Kevin Reid, Blair Schultz, and Christopher Tate, will have resigned;
- (b) the Resulting Issuer Board will consist of Paul Reid, Marc Pais, Rick Vernon, Conor Dooley and Colin Sutherland;
- (c) the original officers of RTB, namely Chris Tate and Shaun Heinrichs, will have resigned; and
- (d) the executive officers of the Resulting Issuer will consist of Marc Pais, Chief Executive Officer, Sung Min (Eric) Myung, Chief Financial Officer, Conor Dooley, Corporate Secretary, and David Smith, Vice President of Exploration.

The shareholdings of each current Insider, Promoter, and Control Person of RTB and their respective Associates and Affiliates before and after giving effect to the Merger, calculated on a non-diluted basis, are set out below:

Insider, Promoter or Control Person of RTB or the Resulting Issuer	RTB Shares Held Prior to the Merger ⁽¹⁾		Resulting Issuer Shares Held After Giving Effect to the Merger and Financing ⁽²⁾	
	Number	Percentage	Number	Percentage
Shaun Heinrichs ⁽³⁾⁽⁴⁾ Director, Chief Financial Officer and Corporate Secretary of RTB	500,000	3.94%	200,000	0.40%
Kevin Reid ⁽³⁾⁽⁴⁾⁽⁵⁾ Director of RTB	1,500,010	11.81%	4,300,004	8.68%
Blair Schultz ⁽³⁾⁽⁴⁾⁽⁶⁾ Director of RTB	1,500,000	11.81%	2,600,000	5.25%
Christopher Tate ⁽³⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ Director, Promoter and Chief Executive Officer of RTB	500,010	3.94%	450,004	0.91%
Conor Dooley ⁽³⁾⁽⁴⁾⁽⁹⁾ Director of RTB and proposed Corporate Secretary and Director of the Resulting Issuer	100,000	0.79%	40,000	0.20%
Total	4,100,020	32.28%	7,590,008	15.32%

Notes:

- (1) Presented on a non-diluted basis and based on a total number of 12,700,020 RTB Shares outstanding prior to completion of to the Consolidation, the Financing, and the Merger.
- (2) Presented on a non-diluted basis and based on a total number of 49,543,408 Resulting Issuer Shares outstanding after the Consolidation, the Financing, and the Merger.
- (3) The Principals of RTB hold an aggregate of 4,100,020 RTB Shares, representing approximately 32.28% of the issued and outstanding RTB Shares prior to completion of the Consolidation, the Financing, and the Merger and approximately 15.32% of the Resulting Issuer Shares after completion of the Consolidation, the Financing, and the Merger (including Resulting Issuer Shares issued in exchange for such persons' Croesus Shares). Their RTB Shares,

other than their RTB Shares issued in connection with the RTB Financing, are held in escrow pursuant to the CPC Escrow Agreement. Upon issuance of the Final Exchange Bulletin, if the Resulting Issuer is a Tier 1 issuer, 25% of the CPC Escrowed Shares will be immediately released, and the remaining CPC Escrowed Shares will be released in three equal tranches of 25% every six months following the issuance of the Final Exchange Bulletin. If the Resulting Issuer is a Tier 2 issuer, 10% of the CPC Escrowed Shares will be immediately released following the issuance of the Final Exchange Bulletin and the remaining CPC Escrowed Shares will be released in six equal tranches of 15% every six months following the issuance of the Final Exchange Bulletin.

- (4) RTB Options granted under the RTB Option Plan to purchase up to an aggregate of 1,000,000 RTB Shares at a price of \$0.10 per RTB Share (subject to adjustment in connection with the Consolidation).
- (5) Mr. Reid currently holds an aggregate of 2,700,000 Croesus Shares, and has purchased an aggregate of 1,000,000 Subscription Receipts in the Financing. Mr. Reid holds these subscription receipts indirectly through CKT Trading Inc., a privately-held company wholly owned by Mr. Reid.
- (6) Mr. Schultz currently holds an aggregate of 1,000,000 Croesus Shares indirectly through Blair Schultz Investco Inc., a privately-held company wholly owned by Mr. Schultz. Mr. Schultz has purchased an aggregate of 1,000,000 Subscription Receipts in the Financing.
- (7) Christopher Tate is considered to be the Promoter of RTB in that he took the initiative in founding and organizing RTB.
- (8) Mr. Tate holds currently holds an aggregate of 250,000 Croesus Shares.
- (9) Mr. Dooley also currently holds an aggregate of 300,000 Croesus Options.

See “*The Merger*”, “*Information Concerning the Merger and the Financing – The Financing*”, “*Information Concerning the Resulting Issuer – Directors, Officers and Promoters*”, “*– Escrowed Securities*”, and “*– Pro-Forma Consolidated Capitalization*”.

Legal Proceedings

There are no material pending legal proceedings to which RTB is a party or of which any of its property is the subject matter nor are any such proceedings known to RTB to be contemplated.

Auditor, Transfer Agent and Registrar

The auditor of RTB is Davidson & Company LLP, at its office at 1200 – 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, BC, V7Y 1G6, Canada.

TSX Trust Company, at its Toronto office located at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, is the transfer agent and registrar for the RTB Shares.

Material Contracts

Since incorporation, other than in the ordinary course of business, RTB has not entered into any contracts material to investors, other than the following:

- (a) the service agreement between RTB and the Escrow Agent dated as of November 29, 2017;
- (b) the agency agreement dated as of January 24, 2018, between RTB and Richardson GMP Limited in respect of RTB’s initial public offering;
- (c) the CPC Escrow Agreement. See “*Information Concerning the Resulting Issuer – Escrowed Securities*”;
- (d) the RTB Agency Agreement. See “*Information Concerning the Merger and the Financing – The Financing*”; and
- (e) the Merger Agreement. See “*Information Concerning the Merger and the Financing – The Merger*”.

Copies of these agreements are available for inspection at the head office of RTB at no cost, at any time during ordinary business hours and until 30 days after the Closing.

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INFORMATION CONCERNING CROESUS

Corporate Structure

Name and Incorporation

The full corporate name of Croesus is “Croesus Gold Corp.” Croesus was incorporated pursuant to the CBCA under the name “7825480 Canada Inc.” on April 4, 2011. Pursuant to articles of amendment dated March 6, 2012, March 23, 2012, and October 8, 2014 Croesus changed its name to “Malartic-Midway Acquisition Corp.”, “Winnemucca Gold Corp.”, and “Croesus Gold Corp.”, respectively. The registered and head office of Croesus is located at 66 Wellington Street West, Suite 4100, Toronto, Ontario, M5K 1B7, Canada.

Croesus has two subsidiaries, each of which it owns a 100% interest: Croesus USA Gold Corp. incorporated under the laws of the State of Arizona on April 28, 2016 and Kay Mine USA Corp. incorporated under the laws of the State of Arizona on November 16, 2018.

General Development of the Business

History

Effective December 16, 2014 Croesus entered into an option agreement with Riverside Canada and its wholly-owned subsidiary, Riverside USA, pursuant to which Riverside granted to Croesus the exclusive right and option to purchase and acquire 100% of Riverside’s right, title and interest in the Sugarloaf Peak Gold Project. In order to exercise this option, Croesus was initially required to incur \$5,000,000 in aggregate exploration expenditures, pay Riverside \$3,000,000 in cash (\$1,500,000 payable in Croesus Shares at the election of Croesus), and issue Riverside a minimum of \$2,500,000 Croesus Shares, with Riverside retaining a 2% net smelter royalty. After making payments of \$50,000 and issuing 2,000,000 Croesus Shares.

The option agreement was subsequently amended effective December 18, 2015, under which Croesus paid Riverside \$400,000 and issued to it 4,000,000 Croesus Shares on the date thereof. Croesus was also required to make payments totalling \$300,000, with the final payment to be made on December 18, 2017. In March of 2016, Croesus and Riverside entered into a second amendment to the option agreement, whereby the remaining cash payments of \$300,000 were cancelled in exchange for one lump sum payment of \$292,000. As a result, Croesus earned an undivided 100% interest in the Sugarloaf Peak Gold Project with Riverside retaining a 2% net smelter royalty. Croesus’ interest in the Sugarloaf Peak Gold Project is also subject to a 1.5% net smelter return royalty to Arizona Gold Holdings, LLC, which was entered into by Riverside on April 11, 2008.

On June 16, 2016, Riverside USA, entered into a quitclaim deed whereby it remised, released, conveyed and quitclaimed its interest in the Sugarloaf Peak Gold Project to Croesus Gold USA Corp. On November 15, 2018, Croesus entered into an acquisition agreement to purchase the Kay Mine Project from Silver Spruce Resources Inc., Silver Spruce Resources LLC, and Karl J. Boltz (the “**Acquisition Agreement**”). On January 30, 2019, Silver Spruce announced that it had completed the sale of Kay Mine Project to Croesus in exchange for: i) a US\$50,000 cash payment from Croesus to Silver Spruce; ii) assumption of Silver Spruce obligations under a loan agreement between Silver Spruce Resources Inc., as borrower, and Felicia Ross, as lender, dated June 19, 2017 for USD 450,000 bearing interest at the rate of 12% per annum secured by mortgage on the Kay Mine Project maturing June 22, 2018 (the “**Loan Agreement**”); iii) payment of \$100,000 in cash by Croesus to Silver Spruce on the earlier of the date of the public listing of the Croesus Shares or May 15, 2019; and (iv) \$250,000 of Croesus Shares if Croesus has been publically listed by May 15, 2019, or \$250,000 in cash if Croesus has not been listed by May 15, 2019. On January 30, 2019, Silver Spruce announced that it had completed the sale of the Kay Mine Project to Croesus. The Acquisition Agreement was amended effective May 8, 2019 to provide for a payment of \$200,000 on to Silver Spruce on May 9, 2019, and a final payment of \$150,000 to Silver Spruce on or before July 15, 2019. Croesus made the final payment to Silver Spruce on June 27, 2019 in full and final satisfaction of all obligations under the Acquisition Agreement (as amended).

Significant Acquisitions and Dispositions

Croesus has not, since incorporation, completed any significant acquisitions or dispositions for which financial statements would be required under National Instrument 41-101 *General Prospectus Requirements*.

Narrative Description of the Business

General

Croesus is a privately held mineral exploration and development company focused primarily on the exploration and acquisition of gold projects. Croesus owns Sugarloaf Peak Gold Project and Kay Mine Project, both located in the State of Arizona in the United States. Croesus is not a reporting issuer and the Croesus Shares are not listed or posted for trading on any stock exchange.

Selected Consolidated Financial Information and Management’s Discussion and Analysis

Financial Information

The following table sets forth selected historical financial information for Croesus for the periods indicated. The information contained in this table should be read in conjunction with Croesus’s financial statements. See “*Exhibit “E” – interim financial statements of Croesus for the three months ended March 31, 2019*” and “*Exhibit “G” – audited consolidated financial statements of Croesus for the years ended December 31, 2018 and December 31, 2017*”.

Income Statement Data	Three months ended March 31, 2019	Year ended December 31, 2018 (\$)	Year ended December 31, 2017 (\$)
Total revenues	-	-	-
Net loss from continuing operations	(1,783,295)	(1,291,518)	(508,309)
Net loss and comprehensive loss	(1,783,295)	(1,291,518)	(508,309)
Cash dividends declared	Nil	Nil	Nil

Balance Sheet Data	Three months ended March 31, 2019	As at December 31, 2018 (\$)	As at December 31, 2017 (\$)
Total assets	560,975	458,136	871,241
Total liabilities	473,940	82,770	33,626
Total equity	87,035	375,366	837,615

Management’s Discussion and Analysis

Croesus’s MD&A for the three months ended March 31, 2019 is attached hereto as Exhibit “F” and Croesus’ MD&A for the years ended December 31, 2018 and 2017, is attached hereto as Exhibit “H”.

The MD&A should be read in conjunction with Croesus’s audited and unaudited consolidated financial statements for each of the last two completed financial years, and the notes thereto, which have been prepared in accordance with IFRS.

Description of the Securities

Securities

There are no securities of Croesus being distributed in connection with the Transaction, except Croesus Subscription Receipts and Financing Compensation Warrants in connection with the Croesus Financing. See “*Information Concerning the Merger and the Financing – The Financing*”.

The holders of the Croesus Shares are entitled to receive notice of and to attend all meetings of the shareholders of Croesus and shall have one vote for each Croesus Share held at all meetings of the shareholders. The holders of Croesus Shares are entitled to receive any dividends as and when declared by the Croesus Board out of the assets of Croesus properly applicable to the payment of dividends, in such amount and in such form as the Croesus Board may from time to time determine, and receive the remaining property of Croesus (after payment of all outstanding debts) in the event of any liquidation, dissolution or winding-up of Croesus. Croesus Shares cannot be transferred, except in accordance with the articles of Croesus and applicable securities laws.

Consolidated Capitalization

The following table sets forth Croesus's capitalization as at the dates indicated. The table should be read in conjunction with the financial statements of Croesus which are included as Exhibit "E" to this Filing Statement.

Designation	Authorized	As at March 31, 2019	As at the date of this Filing Statement prior to giving effect to the Merger and the Financing
Croesus Shares ⁽¹⁾	Unlimited	35,708,400	37,708,400
Croesus Options ⁽²⁾	7,100,000	7,100,000	7,100,000
Croesus Warrants ⁽³⁾	7,250,000	0	0

Notes:

- (1) As at March 31, 2019, Croesus's balance sheet disclosed a deficit of \$6,041,706.
- (2) Includes: (a) 2,000,000 Croesus Options to acquire one Croesus Share at \$0.10 exercisable at any time prior to December 18, 2025; (b) 1,000,000 Croesus Options to acquire one Croesus Share at \$0.10 exercisable at any time prior to April 18, 2026; (c) 2,300,000 Croesus Options to acquire one Croesus Share at \$0.20 exercisable at any time prior to May 19, 2026; and (d) 1,800,000 Croesus Options to acquire one Croesus Share at \$0.30 exercisable at any time prior to March 27, 2024.
- (3) On June 27, 2019, 343,400 Financing Compensation Warrants, exercisable at \$0.40 for a period of 24 months following the completion of the Qualifying Transaction into one Resulting Issuer Share, were issued to the Agents in connection with the Croesus Financing. On June 27, 2019, Croesus issued 4,292,500 Croesus Subscription Receipts at an issue price of \$0.40 in connection with the Croesus Financing, each exchangeable into one Croesus Share and one Croesus Warrant, exercisable at \$0.60 for a period of 36 months following the completion of the Qualifying Transaction into one Croesus Share.

Prior Sales

The following tables set forth the number and price at which securities of Croesus have been sold within the 12-month period prior to the date of this Filing Statement.

Date	Type of Securities	Issue Price Per Security (\$)	Number of Securities
Dec. 18, 2018	Croesus Shares ⁽¹⁾	-	1,500,000
Jan. 28, 2019	Croesus Shares	0.30	1,445,000
Mar. 1, 2019	Croesus Shares	0.30	1,429,999
Mar. 21, 2019	Croesus Shares	0.30	533,401
Mar. 25, 2019	Croesus Shares	0.30	250,000
Mar. 27, 2019	Croesus Options ⁽²⁾	-	1,800,000
June 18, 2019	Croesus Shares ⁽¹⁾	-	2,000,000
June 27, 2019	Croesus Warrants ⁽³⁾	-	343,400
June 27, 2019	Croesus Subscription Receipts ⁽⁴⁾	0.40	4,292,500

Notes:

- (1) Issued as penalty shares to Riverside Canada pursuant to the option agreement between Croesus and Riverside. See "*Information Concerning Croesus – General Development of the Business – History*".
- (2) All Croesus Options issued to Non-Arm's Length Parties.
- (3) Financing Compensation Warrants, each of which is exercisable at \$0.40 for a period of 24 months following the completion of the Qualifying Transaction into one Resulting Issuer Share.

(4) Issued pursuant to the Croesus Financing, each convertible into one Croesus Unit immediately prior to Closing.

Executive Compensation

As at December 31, 2018, the end of the most recently completed fiscal year of Croesus, Croesus had two named executive officers (the “NEOs”) as that term is defined in Form 51-102F6 – *Statement of Executive Compensation*. As a private company, Croesus has not instituted any formal executive compensation policies or programs for its executive officers or directors. From the date of incorporation to December 31, 2018, directors and officers were paid on a consultancy or salary basis.

Croesus does not have a compensation committee. All compensation matters are dealt with by the entire Croesus Board. Croesus does not have a formal stock option plan and has granted options to purchase 7,100,000 Croesus Shares to its officers and directors.

The Croesus Board has not considered the implications of the risks associated with Croesus’s compensation practices.

Director and named executive officer compensation

The following table provides a summary of compensation earned by Croesus’s executive officers and directors for the financial years ended December 31, 2018, 2017, and 2016 and the three months ended March 31, 2019.

Name and position	Period	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Croesus Options	Total compensation (\$)
Marc Pais <i>President, Chief Executive Officer, and director</i>	Three months ended March 31, 2019	18,750	Nil	Nil	Nil	Nil	900,000	18,750
	2018	75,000	Nil	Nil	Nil	Nil	Nil	75,000
	2017	75,000	Nil	Nil	Nil	Nil	Nil	75,000
	2016	61,250	Nil	Nil	Nil	Nil	1,500,000	61,250
Paul Reid <i>Chairman and director</i>	Three months ended March 31, 2019	18,750	Nil	Nil	Nil	Nil	900,000	18,750
	2018	75,000	Nil	Nil	Nil	Nil	Nil	75,000
	2017	75,000	Nil	Nil	Nil	Nil	Nil	75,000
	2016	61,250	Nil	Nil	Nil	Nil	1,500,000	61,250

Management Contracts

Croesus is not party to any management contracts under which management functions are performed by a person other than a director or officer of Croesus.

Non-Arm’s Length Party Transactions

During the year ended December 31, 2017, Croesus paid consulting fees of \$12,876 to a company controlled by a shareholder of Croesus. Other than as described elsewhere in this Filing Statement, Croesus has not entered into any Non-Arm’s Length Party transaction within the five years before the date of this Filing Statement.

Legal Proceedings

There are no legal proceedings material to Croesus to which it is a party or of which any of its property is the subject matter and no such proceedings known to Croesus are contemplated.

Material Contracts

The following material contracts have been entered into by Croesus within the preceding two years, other than in the ordinary course of business, copies of which, in accordance with Exchange policies, may be inspected at no charge until Closing and for a period of 30 days thereafter at the principal offices of Croesus during regular business hours upon received written request one business day in advance:

- Merger Agreement. See *“Information Concerning the Merger and the Financing – The Merger”*.
- Croesus Agency Agreement. See *“Information Concerning the Merger and the Financing – The Financing”*.
- Acquisition Agreement. See *“Information Concerning Croesus – General Development of the Business – History”*.
- Escrow agreement between Croesus and the Escrow Agent dated January 8, 2019 providing for the escrow of funds of up to \$1,000,000 raised in connection with the Kay Mine Project and Acquisition Agreement.
- Loan Agreement. See *“Information Concerning Croesus – General Development of the Business – History”*.
- Assignment and assumption agreement between Croesus and Silver Spruce dated November 15, 2018 whereby Croesus assumed the obligations of Silver Spruce under the Loan Agreement.

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INFORMATION CONCERNING SUGARLOAF PEAK GOLD PROJECT

Source of Information and Data

The following is a summary of the Sugarloaf Peak Gold Project Technical Report for the Sugarloaf Peak Gold Project, located in Arizona, in the United States. The Sugarloaf Peak Gold Project Technical Report is available in its entirety on SEDAR at www.sedar.com and readers should review it in its entirety for a full description of the Sugarloaf Peak Gold Project.

Property Description and Location

Location

The Sugarloaf Peak Gold Project is located in La Paz County, Arizona, approximately 10 km west-southwest of Quartzsite, Arizona, on the eastern side of the Dome Rock Mountains (see Figure 1). The Sugarloaf Peak Gold Project is predominately to the west and northwest of the prominent landmark Sugarloaf Peak, along and to the south of Interstate Highway 10 in T3N, R20W Sections 3, 4 and 5, 6, 8, 9, 10, 11, and T4N, R20W Sections 28 through 35, Meridian 14 (Gila and Salt River Meridian). The project falls on the Middle Camp Mountain U.S. Geological Survey 7.5-minute topographic map. The approximate center of the property is at latitude 33.636 degrees north, longitude 114.328 degrees west, at UTM coordinates 748,000 E, 3,725,000 N (Zone 11, NAD83 datum).



Figure 1: Location of Sugarloaf Peak Gold Project in Arizona (from Goldsmith, 2008).

Mineral Claims

The Sugarloaf Peak Gold Project comprises 222 unpatented mineral claims (221 lode claims and 1 placer claim) covering approximately 1,785 hectares (4,412 acres; Figure 2) owned 100% by Croesus. Table 1 summarizes the claims.

Table 1 Summary of Project Claims		
Claim Group	Number of Claims	Claim Type
M-1 – M-64 M-75 – M-85 M-86-A M-92 – M-110	95	Lode
P-1 – P-8	8	Lode
AGN-1 – AGN-41	41	Lode
Sabaka #1	1	Placer
SP-1 – SP-36	36	Lode
RR-1 – RR-4 RR-11 – RR-19 RR-23 – RR-31 RR-38 – RR-41 RR-54 – RR-57 RR-70 – RR-73 RR-110 – RR-113	38	Lode
CG-1 – CG-3	3	Lode
Total	222	

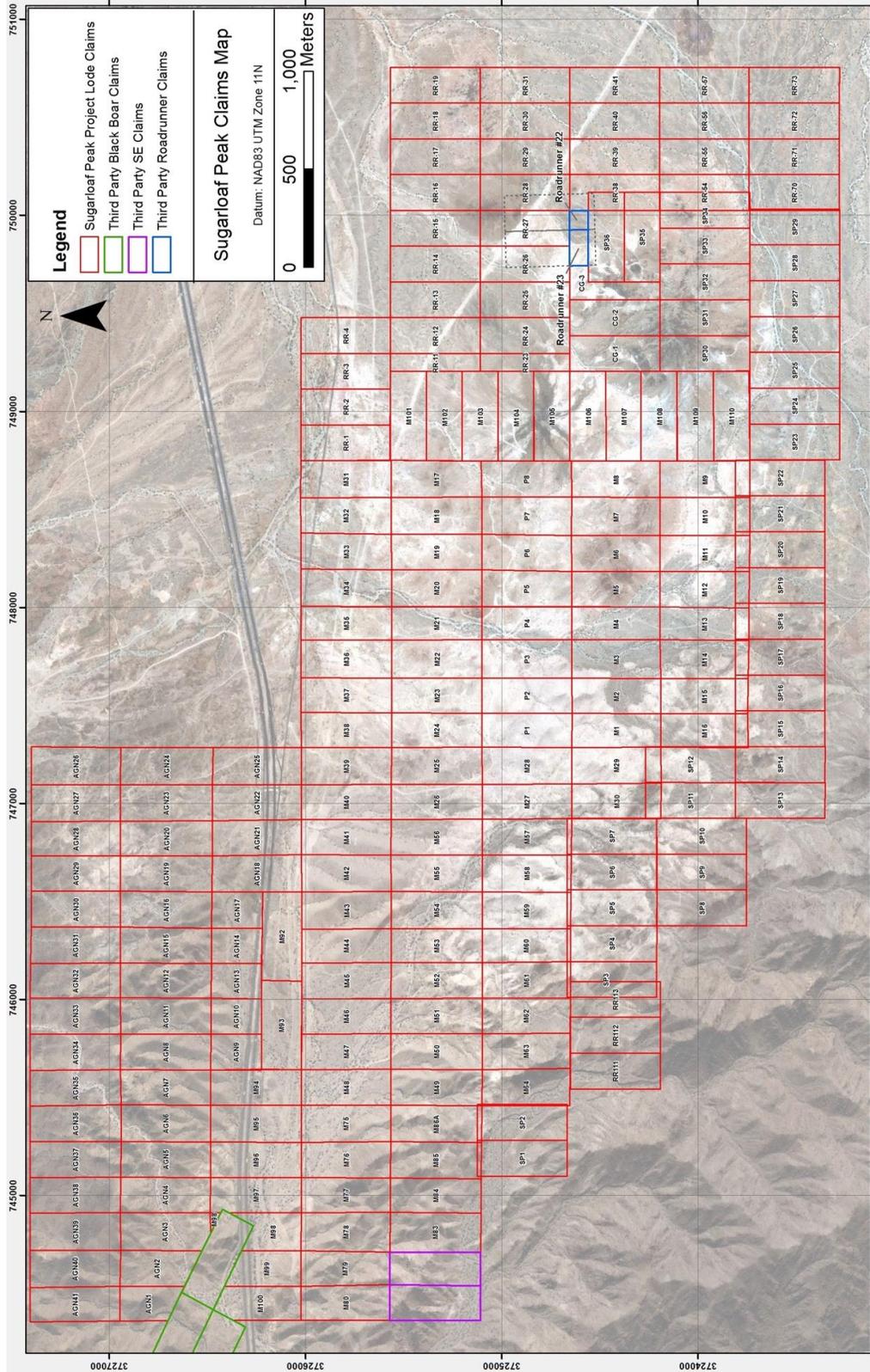


Figure 2: Sugarloaf Peak Gold Project property claim map.

Nature of Croesus's Interest

Croesus holds a 100% ownership interest in the Sugarloaf Peak Gold Project. On December 17, 2014, Croesus signed an option agreement to purchase the project from Riverside. This agreement was amended twice as described above (see "*Information Concerning Croesus – General Development of the Business – History*"). The final terms of the twice-amended agreement are as follows:

- a cash purchase price of \$700,000;
- reimbursement to Riverside of \$42,000 in mineral-title fees; and
- a net smelter return royalty of 2% to Riverside.

In March 2016, Croesus made the final cash payment and completed its purchase of the project.

Environmental Liabilities

As could be determined by the Author of the Sugarloaf Peak Gold Project Technical Report, the Sugarloaf Peak Gold Project is not known to be subject to any significant existing environmental liabilities.

Permitting

A notice of intent to conduct exploration must be approved by the U.S. Bureau of Land Management before drilling and other work anticipated to create surface disturbances can begin on the claims. In 2011 and 2012 Choice Gold Corp. (formerly CLI Resources Inc.) obtained the U.S. Bureau of Land Management permission to drill under a notice of intent to conduct exploration on the Sugarloaf Peak Gold Project.

Accessibility, Climate, Local Resources, Infrastructure, and Physiography

Accessibility

The project is easily accessible by road on Interstate Highway 10. Sporadically maintained dirt roads enter the claims from the Dome Rock exit from Interstate 10, and from the community of Quartzsite on roads that parallel the south margin of I-10.

The terrain in the Dome Rock Mountains is moderately rugged and serrated (Figure 3), reaching an elevation of 536 meters in elevation at Sugarloaf Peak. Topography on the project is varied: the lower-lying areas in the central portion of the project have sufficiently gentle topography to accommodate the interstate highway and other roads; Sugarloaf Peak and the flanks of the Dome Rock Mountains in the northern and southwestern parts of the project are moderately rugged but generally accommodating to drill roads. Outcrop exposure is good: ridges and many slopes show abundant bedrock exposures and other slopes and valleys are typically covered by varieties of weathered bedrock and alluvium. The gullies and stream beds are dry and gravel-filled. Vegetation is sparse, consisting of varieties of cactus and low brush. A sense of the overall geography, desert condition, and geological features is conveyed in Figure 3.



Figure 3: Panoramic view of project area, looking to northwest (from Goldsmith, 2008).

Climate

The climate of the project area is Sonoran desert, typified by very hot summers and mild winters. The area receives very little precipitation, averaging about 4.1 inches per year, as heavy periodic rain storms, generally in the winter months, and as late summer thunderstorms. Summers are very hot, usually consisting of many consecutive days of over 38°C (100°F); temperatures can exceed 45-50°C (~113-122°F). Winter temperatures generally range from 5-24°C (40-75°F). Access and work can generally continue year-round. Average temperature and precipitation for Quartzsite, Arizona, located approximately 10 km to the east-northeast of the project, are shown in Table 2 below.

Table 2 Average Monthly Temperature and Precipitation, Quartzsite, Arizona												
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Average high temperature (°C)	31	33	36	41	44	49	51	50	47	42	35	31
Average low temperature (°C)	19	21	24	26	31	35	39	38	34	28	22	18
Average precipitation (mm)	130	130	79	41	10	10	51	150	89	79	41	71

Infrastructure and Local Resources

Sugarloaf Peak Gold Project is situated in west-central Arizona in an area with established infrastructure. Interstate Highway 10 crosses the project. The town of Blythe, California, is located about 26 km west of the project, and Parker, Arizona, is located approximately 68 km by road north of the project. Both towns have retail and service suppliers, a small airport, and hospital, police and other facilities. Basic services (food, fuel, hotel accommodation) are locally available in the towns of Quartzsite (10 km east of the project), Ehrenberg (19 km west), and Blythe (26 km west).

Railroad lines and a network of Interstate highways provide excellent transportation infrastructure throughout the project region. Domestic power is available in Quartzsite. A major interstate highway, Interstate 10, runs through the project, as do a natural-gas pipeline, telephone lines, and other utility lines. If an economically viable deposit is outlined at Sugarloaf Peak Gold Project, this infrastructure may have to be addressed during production planning and design, depending on the location of ore and the resulting open-pit geometry. This is offset by the presence of utilities and infrastructure on the project, which will generally reduce infrastructure costs during project development.

Arizona has a long and rich mining history, and skilled miners and mining professionals reside throughout the state and are available for employment. There are no permanent dwellings on the claims. Surface rights for mining

operations, waste disposal, tailings storage, plant site, and heap leach pads may be obtainable from the U.S. Bureau of Land Management, and there are sufficient areas of relatively flat-lying topography to accommodate these facilities. Permitting a mining operation in Arizona has been and continues to be a process with which local, state, and federal regulators are very familiar.

Water

Groundwater is the most likely source of water for mining operations. Depth to groundwater is difficult to judge and will need to be investigated during mining studies. Dausinger (1983) reports depths to water in numerous wells in the area ranging from 34-46 m below surface in the early 1980s, including one well in T3N R20W Section 16, roughly 2.6 km south of the project, in which water was at a depth of 37 m. Dausinger (1983) also reports that water was encountered in the Westworld drill holes: holes WW-1, 3, 4, 7, and 10 were “wet”; hole WW-3 hit water at 33-34 m, and hole WW-10 at about 37 m. Drillers estimated flows at about 10-30 gallons per minute.

At the Copperstone project, approximately 26 km north, production water is planned to come from wells in the Bouse Formation at depths of approximately 150 m. Possible other water sources may include the Bouse Canal and the Colorado River. Local hydrogeology, water rights, and permitting will need to be investigated to determine the best source of water for mining operations at Sugarloaf Peak Gold Project.

History

The Dome Rock Mountains were one of the first sites where gold was discovered in Arizona in 1862. Numerous prospect pits, old shafts, adits, and rare arrastras (primitive gold-processing structures) are scattered throughout the mountain range both to the north and south of Sugarloaf Peak. Total estimated placer production from the 1860s to 1974 in the district was approximately 12,000 ounces gold and 1,500 ounces silver (MagmaChem, unpublished data). A number of small hard-rock mining activities from 1907 to 1971 (mainly 1934 to 1939) produced a reported 866 tons of ore containing about 320 ounces gold, 250 ounces silver, 61 tons lead, 9 tons zinc, and a small amount of copper (MagmaChem, unpublished data). Sugarloaf Peak is the site of a former surface and underground natroalunite (Al)-Pb-Mo-Bi-W-Sn mine that was discovered in 1929 (Heineman, 1935; Arizona Department of Mineral Resources historic data).

The modern history of the project since 1962 includes ownership and exploration by a number of companies, as outlined below. Beginning with Westworld in 1981, numerous companies and geologists have encountered anomalous gold mineralization on the project. Details of exploration work and drilling since 2008 are presented in Exploration and Drilling, below. Although several generations of project claims have been staked during the project's history, all the exploration described below occurred within or a short distance from the current project boundary.

Congdon & Carey, 1962-1971

Denver-based consulting company Congdon & Carey controlled the project from 1962 to 1971, in search of porphyry copper mineralization. During this time the company performed geologic mapping, geochemical sampling, and geophysics consisting of IP and air magnetics. Congdon & Carey reportedly drilled >4,420 m in 19 core holes with some rotary drilling to depths of 241-1,113 m in 1963-1965. Complete information remains for 12 of these holes and partial information for two holes. Original logs for the drill holes do not exist; the logs are labeled Kerr-McGee but based on information in Dausinger (1983) and Ahern (1971), it appears that Kerr-McGee re-logged the Congdon & Carey holes in the early 1970s. The work by Congdon & Carey delineated a large copper-molybdenum anomaly about 2.6 square km in extent.

Kerr-McGee, 1971-1973

Also seeking copper mineralization, Kerr-McGee Corporation worked on the project for two years during 1971-1973. The company re-logged and re-sampled Congdon & Carey core and performed geologic mapping and sampling. Kerr-McGee drilling involved 11 shallow reverse circulation or rotary holes in 1972 to depths of 21-30 m, totaling 302 m of drilling.

Project Idle, 1974-1980

Westworld, 1981-1983

Westworld Oil & Gas Corporation (held the project from 1981-1983 and conducted the first exploration for gold on the project. Work included geologic mapping, collection of rock and soil samples, and reverse circulation drilling. Drilling, conducted in 1983, included 764 m in 10 holes to maximum depth of 78 m. As noted below in Drilling, several holes bottomed in mineralization. Dausinger summarizes the general results of about 700 rock-sample gold assays taken on the project by Westworld and seven other companies, including Felmont Oil, Newmont Mining, Amax Exploration, Utah International, Atlas Minerals, Amoco, and Amselco. Samples from all companies returned anomalous gold results, with high values in the range of 3.33-10 ppm Au. Results from Atlas Minerals are included in the current project assay database. Goldsmith in 2008 reports that geologist Norman Dausinger maintained the project claims until his death in 2004 or 2005.

Westworld's work resulted in finding "widespread disseminated gold mineralization" in a broad surface anomaly 600-1,200 m wide and 2,100 m long, with drilling suggesting a non-NI 43-101 compliant, conceptual potential resource of "about 100 million tons containing 1.5 million ounces gold and 25 million ounces silver". This historical resource estimate is not compliant with NI 43-101 standards, is conceptual in nature, and has not been verified as a current mineral resource. None of the key assumptions, parameters, and methods used to prepare this historical resource estimate were reported, and no resource categories were used. Upgrading and verifying this historical resource estimate would require thorough verification of all previous drill data including verification drilling; additional drilling to define the limits of mineralization; and a thorough 43-101-compliant resource calculation. The Author has not done sufficient work to classify it as a current mineral resource, reports it for reference only, and does not infer or assert that it was performed under current NI 43-101 guidelines nor that it is reliable or accurate. Croesus does not represent that this historical resource estimate is a current mineral resource and does not rely on it as a current mineral resource.

Amselco, 1984

No reports were available from Amselco's work, but drill logs are compiled in Riverside and Dausinger reports that the company drilled 18 holes in 1984 (2,004 m of drilling), apparently in a joint venture with Westworld. Goldsmith in 2008 reports that the drilling method was reverse circulation. Based on Amselco's work, Dausinger revised his non-NI 43-101 compliant, conceptual potential resource to 60 million tons at a grade of 0.02 opt Au and 0.30-0.50 opt Ag. This historical resource estimate is not compliant with NI 43-101 standards, is conceptual in nature, and has not been verified as a current mineral resource. None of the key assumptions, parameters, and methods used to prepare this historical resource estimate were reported, and no resource categories were used. Upgrading and verifying this historical resource estimate would require thorough verification of all previous drill data including verification drilling; additional drilling to define the limits of mineralization; and a thorough NI 43-101-compliant resource calculation. The Author has not done sufficient work to classify it as a current mineral resource, report it for reference only, and does not infer or assert that it was performed under current NI 43-101 guidelines nor that it is reliable or accurate. Croesus does not represent that this historical resource estimate is a current mineral resource and does not rely on it as a current mineral resource.

Project Idle, 1985-1988

Cominco, 1989-1990

Cousins and Wahl report on the work done by Cominco in 1989-1990, which consisted of geologic mapping, 163 rock-chip samples, and drilling of 12 reverse circulation holes totaling 924 m in 1990. Cousins in 1990 reports on mapping of individual volcanic units that helped in understanding faulting and structure, and postulates a post-deformation timing for gold mineralization.

Project Idle, 1996-2005

Arizona Gold Holdings, 2006-2008

In 2006, prospector Merrill Palmer staked claims on the project. In, 2007-2008, Palmer partnered with Penny Godfrey, geologist Stan Keith, Rick Russell, and Monte Swan to form Arizona Gold Holdings LLC, which subsequently enlarged the land holdings in 2008. Arizona Gold Holdings performed initial geologic investigations and surface sampling prior to its option agreement with Riverside in April, 2008. From 2008 to 2011, Stan Keith's company MagmaChem Exploration performed exploration and geologic work on the project on behalf of Arizona Gold Holdings, Riverside, and Choice Gold.

Riverside, 2008-2011

Beginning in 2008, Riverside conducted a work program consisting of compiling data and historical information, geologic mapping, collecting approximately 370 surface rock samples, drilling, and producing an NI 43-101 report. Drilling consisted of 1,125 m of core in five holes to depths of 147-244 m. Riverside produced several internal reports, scanned and digitized historical drill data, and commissioned a geologic and structural evaluation of the project.

Choice Gold, 2011-2012

Choice Gold optioned the project from Riverside in March 2011, and retroactively funded a geologic mapping and rock-chip sampling program by Stan Keith/MagmaChem, a structural review by Telluris, a Titan-24 induced-polarization geophysical survey, and an air magnetics geophysical survey. Following this, Choice Gold conducted a diamond drill program from July to October 2011 consisting of six core drill holes totaling 2,012 m. Choice Gold returned in the spring of 2012 with a reverse-circulation drilling program consisting of 13 holes totaling 1,262 m. Choice Gold also did rock-chip sampling and mapping in the north, west, central and southeast portions of the property. A total of 149 rock samples were collected and analyzed. Mapping and prospecting in the north of the property focused on identifying copper-gold bearing structures and units with the potential for porphyry copper mineralization. Field work in the southeast portion of the project focused on a small outcrop of skarn mineralization in sediments that may indicate additional mineralization to the southeast. Choice Gold dropped its option in June 2012, and 100% of the project was returned Riverside.

Riverside, 2013

After Choice Gold dropped its option, Riverside held the project and marketed it to various companies, while doing no work on the project.

Croesus, 2014-Present

In December 2014, Croesus signed an option agreement to purchase 100% of the project from Riverside Resources, which was completed in March 2016.

Geology Setting

Regional Geology

Regional Lithology and Stratigraphy

The Sugarloaf Peak Gold Project is located in the central Dome Rock Mountains, in the Jurassic magmatic arc complex of west-central Arizona, an extensive belt of Lower- to Middle-Jurassic metavolcanics and related plutons (Figure 4). Host rocks in the project area are known as the Dome Rock igneous suite, a sequence of 158-200 Ma metavolcanics, their volcanoclastic equivalents, coeval intrusions, and minor metasediments. These rocks form the structurally lowest sequence in the west-central Arizona region (Figure 5), and occur unconformably beneath the McCoy Mountains formation of Early to Late Cretaceous age.

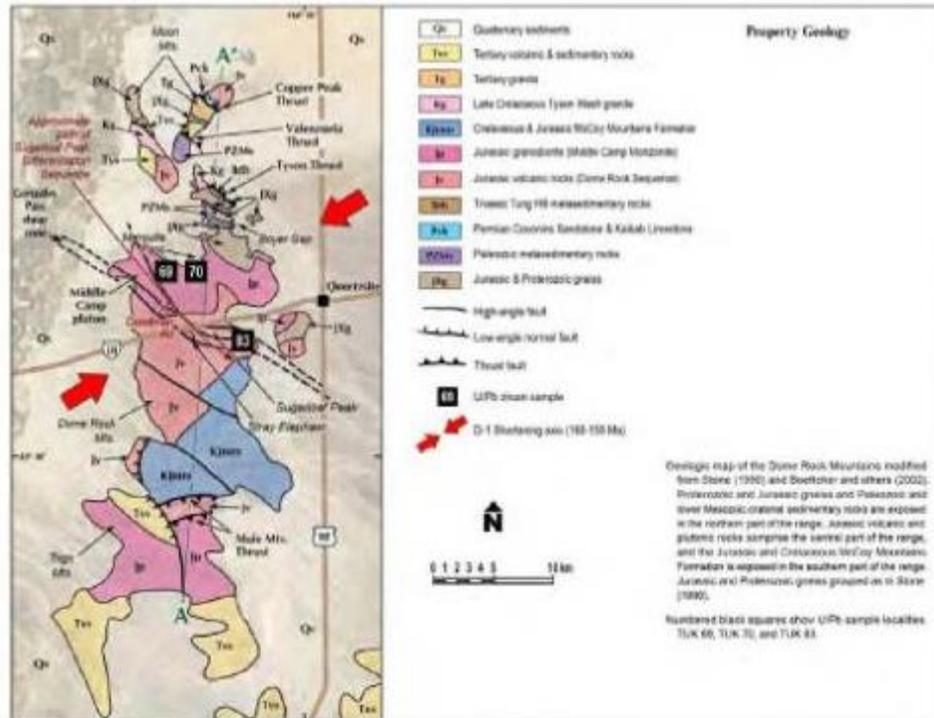


Figure 4: Regional geologic map (from Goldsmith, 2008).

In the project area, metavolcanics of the Dome Rock igneous suite have been divided into two units. The lower unit consists of a massive meta-latitude tuff and flow unit. This is overlain by a high-silica, probably high-K, meta-rhyolite unit. The Dome Rock metavolcanics have been dated at between 161 and 200 Ma: the lower unit at ~200-180 Ma, and the upper unit at 161±3 Ma.

The Dome Rock metavolcanics have been intruded regionally and in the northern and western parts of the project area by plutons mainly of monzonite, quartz monzonite, syenodiorite, and alkali granite. Those plutons have regionally yielded U-Pb zircon ages between 165 and 158 Ma, and correlate with the regional Kitt Peak-Trigo Peaks super-unit of Tosdal et al., (1989). The emplacement ages of both the Middle Camp and Diablo quartz monzonite units are now well constrained by U-Pb zircon and sphene geochronometry. The Middle Camp quartz monzonite and a correlative ‘granodiorite’ unit that is widespread throughout the northern Dome Rock Mountains have yielded nearly concordant zircons and a sphene 206 Pb/238 U age of 162 ± 1 Ma from which a preferred emplacement age of 164 Ma has been obtained. Similarly, the Diablo alkali granite and its leucogranite correlatives in the northern Dome Rock Mountains have yielded slightly discordant zircons that constrain and inferred emplacement age to between 161 and 158 Ma.

Regional Structure and Tectonics

The Sugarloaf Peak Gold Project occurs in the Maria Tectonic Belt, an arcuate belt of large-scale folds and thrust faults that runs generally east-west through western Arizona and eastern California. Four periods of deformation can be identified in the Dome Rock Mountains. All of the rocks, mineralization, and alteration at Sugarloaf Peak Gold Project have been deformed by at least three of these deformational events.

Precambrian Structures

The principal structure on the Sugarloaf Peak Gold Project is the Goodman fault zone, a set of west-northwest striking high-angle faults that experienced a number of recurrent movements since their formation in the Precambrian circa 1400 Ma. The Goodman fault zone is a structural element in the central part of what can be

viewed as a larger shear zone that contains other elements to the south (Stray Elephant fault) and north (at this time an un-named fault). The structure continues to the northwest as the Gonzales Pass shear zone. The Goodman fault zone and Gonzales Pass shear zone may be elements of the regionally continuous Texas Zone identified originally by Ransome, which passes near several major world-class porphyry copper deposits in southeast Arizona, including the Pima District of Laramide age and the Bisbee/Warren District of early Jurassic age, possibly the same age as Sugarloaf Peak.

Mesozoic Deformation

Host rocks on the Sugarloaf Peak Gold Project have seen four deformation events, all interpreted as thrusting during the Mesozoic, and designated D1 to D4. The D1 deformation event is probably an element of the Nevadan orogeny; D2 structures and fabrics can be assigned to the Sevier orogeny of Armstrong; D3 deformation is considered early Laramide in the sense of Keith and Wilt; and D4 is attributed to Late or Culminant Laramide Wilderness orogeny of Keith and Wilt.

Deformation D1 resulted in a large nappe-dimension northerly facing recumbent syncline as mapped by Boettcher et al., along with a relict S1 foliation. D1 appears to have occurred in Middle Jurassic time, between 160 and 164 Ma: the Middle Camp quartz monzonite, dated at 164 Ma, is cut by D1 mylonite, but D1 deformation has been intruded by the largely undeformed Jurassic alkali leucogranite sequence dated at ~160 Ma. Due to a pervasive overprinting by subsequent deformation, Boettcher et al. were not able to determine a precise slip line for D1 deformation. Its position within the eastern edge of the late Jurassic northwest trending magmatic arc would suggest a NE-SW slip line perpendicular to the arc axis.

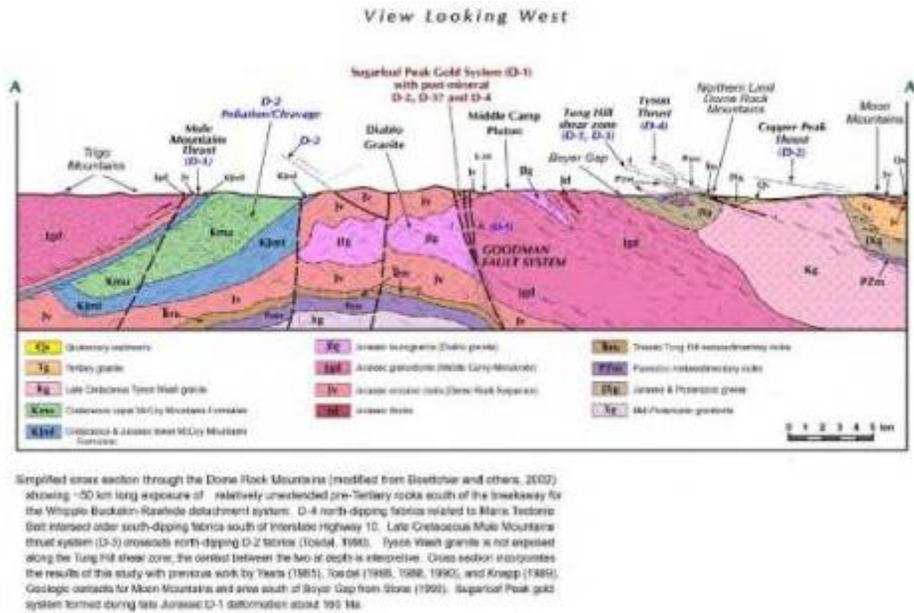


Figure 5: Regional geologic cross section (from Goldsmith, 2008).

D2 deformation created up to kilometer-scale complex, tight to isoclinal F2 folds with penetrative axial-planar S2 foliation formed during upper greenschist- to lower amphibolite-grade M2 metamorphism with SW-directed convergence. Boettcher et al give an age of about 110-86 Ma for D2. Immediately south of the main project area, Crowl and Boettcher et al. have documented S2 as a north-dipping foliation accompanying SSE-vergent folding and thrust faulting at or near the unconformity between the McCoy Mountains Formation and the Dome Rock metavolcanics. This appears to correlate with the foliation mapped in the project area, which is most likely S2.

Boettcher et al. identify D3 structures as open to tight folds of S2 foliation, with NE-vergent subhorizontal to gently south-dipping axial planes as a result of NE-SW extension. They note “top-to-the-northeast shearing in northeast-

dipping shear zones” resulting from reactivation of older, previously SW-vergent shear zones such as the Tung Hill shear zone north of the project. D3 appears to have occurred between 86 and 70 Ma: south of the Sugarloaf Peak Gold Project area, the Mesozoic section and D2 foliation have been structurally deformed and thermally perturbed by elements of the NNE-directed Mule Mountain thrust system between 79 and 70 Ma. In the northern Dome Rock Mountains, Boettcher et al. (2002) have described a northeast-directed protomylonite foliation that affects portions of the 86 Ma Tyson Wash pluton.

The Tank Pass Granite correlatives in the Harquavar and Granite Wash Mountains have been overprinted by a fourth event of regional southwest-directed thrusting and associated mylonization in the Cottonwood Pass area of the Harquavar Mountains and in the northwest Granite Wash Mountains and the eastern Harquahala Mountains. These events appear to be synkinematic with the emplacement of a 72 to 64 Ma regionally widespread peraluminous suite of muscovite-bearing granitoids and muscovite garnet-bearing aplogranites and pegmatites and are herein referred to as the D4 deformation. D4 is probably the main Laramide event in terms of magnitude of displacement and volume of peraluminous magmatism, and affected the entire southern California-Southern Arizona-SW New Mexico and Sonora region and is referred to as the Culminant Laramide Wilderness stratotectonic assemblage by Keith and Wilt. In the northern Dome Rock Mountains, elements of what are assigned to the D4 structural event have pervasively deformed D1 structures: D1 fabrics have been ductilely folded into an overturned syncline beneath the Tyson/Tung Hill thrust-shear zones in the Boyer Gap area, and fabric in the apparent cross-cutting Tyson Wash biotite granite contains NE-directed protomylonite fabric. In the project area, D4 deformation may be represented by WSW-directed thrusting on a northerly striking fault north of Interstate 10. This structural zone contains Cu-Au mineralization that may have used the structure prior to D4 deformation as evidenced by copper and alunite veining that has been deformed by probable D4 fabric. Also, in an adit on the north side of Sugarloaf Peak, late stage, NE-striking alunite veins are folded and sheared by SW-directed deformation assigned to D4.

Regional Mineral Occurrences

The Sugarloaf Peak project is located in a region of significant gold deposits. In particular, two major, modern past producing mines in the region, Mesquite and Copperstone, have seen recent exploration and resource expansions. The Copperstone Mine is located about 26 km north of the project and produced approximately 500,000 ounces and is planned to re-open in 2011 with additional reserves according to Fayram in 2010. Mineralization consists of auriferous fine-grained quartz veins with earthy hematite and minor copper mineralization within potassic alteration in a quartz latite porphyry host rock. Mineralization appears to be in high-angle structures breaking out of a low-angle listric or detachment fault at depth.

At Mesquite, 90 km southwest of Sugarloaf Peak, Lambert et al report a new NI 43-101-compliant measured plus indicated resource of 4.83 million ounces gold. Combined with past production of 3.8 million ounces, the total resource at Mesquite was approximately 8.66 million ounces gold. Mineralization at Mesquite occurs as disseminated and vein-hosted gold in high-angle wrench faults and related fractures adjacent to the San Andreas fault, in dominantly gneissic host rocks.

In the Dome Rock Mountains, a number of smaller mines have been worked since the 1800s, and the area hosts a number of mineral occurrences as detailed in Goldsmith (2008); selected occurrences are paraphrased below from that report.

The Goodman Mine, about 5 km northwest of the project, was the most productive lode gold mine in the Dome Rock Mountains, producing about 11,000 tons of ore averaging about 0.33 opt Au and 0.02 opt Ag as spotty free gold and auriferous pyrite, with some copper and lead, in a lensing massive quartz vein with iron oxide in a long shear zone cutting Mesozoic quartz-epidote schist. Workings include numerous shafts and tunnels worked from 1860 through 1914 and intermittently through 1940.

The Julian Mine is about 6 km east of the project in the Middle Camp-Oro Fino District, and hosts spotty gold and silver mineralization with minor oxidized base metal sulfides in quartz veins and stringers along a fracture zone in Mesozoic granite, intruded by later pegmatite dikes. Workings include a shaft. The old mine was reworked from 1937 through 1940, producing a probable total of some 350 tons of ore averaging about 0.55 opt Au and 0.1 opt Ag.

The Yum Yum Mine produced about 176 tons of ore averaging about 1 opt Au, 0.2 opt Ag, as well as a few hundred pounds of copper, from 1936 through 1942 about 6 km ESE of Sugarloaf Peak, in the La Cholla mining district.

At the Copper Bottom Mine, also in the La Cholla district, about 8 km SW of the project, work was sporadic from the early 1910s through 1941 from tunnels and a shaft in mineralization consisting of high-grade streaks and pods of tetrahedrite and free gold in vein dikes of quartz along a strong shear or fault zone cutting metamorphosed Mesozoic limy sediments. The mine produced some 100 tons of ore averaging about 19% Cu, 1.6 opt Au and 27 opt Ag.

In the Weaver district, about 15 km southwest of the project, the Copper Giant Mine hosted gold-bearing quartz impregnated with primary and secondary copper minerals in lensing quartz fissure veins in Mesozoic schist having local thin beds of quartzite and marble. The mine was worked in the early 1900s and late 1950s and produced approximately 100 tons of ore averaging about 4% Cu, 0.2 opt Au, and 3 opt Ag.

Property Geology

To understand the geology and structural controls on the Sugarloaf Peak gold occurrence, the geology of the main gold anomaly was mapped at a scale of 1:5,000 by Stan Keith for Riverside in 2008. A simplified version of the geologic map is shown in Figure 6. Alteration geology from the 2008 mapping program was also mapped as shown on Figure 7. Two cross sections are presented as Figure 8 and Figure 9. In 2011 and 2012, Choice Gold conducted additional mapping, reconnaissance prospecting and rock-chip sampling on the north side of Interstate 10, encompassing the northern third of the Sugarloaf Peak Gold Project. Similar work was conducted on the western, central and southeast areas of the Sugarloaf Peak Gold Project.

Property Lithology and Stratigraphy

Description and classification of rock types is based primarily on observations by Brad Peters and Rory Ritchie of drill core from the 2011 Choice Gold diamond drill program, the 2012 Choice Gold RC program, and re-logging of drill core from the 2009 Riverside drill program. It was observed throughout this core that the strong apparent weathering at surface consistently decreased in intensity to a depth of approximately 15 m. This strong weathering has the potential to make it difficult to identify subtle variations in the pyroclastic deposits at surface.

The main rock types observed in drill core at Sugarloaf Peak are Jurassic pyroclastic rocks ranging from andesitic to rhyolitic compositions characterized by sparse to abundant crystal fragments, lithic clasts, various lapilli, and fine ash. Coherent volcanic rocks were also observed in drill core and were typically variably porphyritic massive andesites and dacites. Alteration mineralogy assisted in classifying these rocks: strong pervasive sericite alteration of the ash matrix was interpreted to have a more rhyolitic protolith whereas pervasive chlorite alteration was interpreted as representing a more intermediate composition protolith. This should be confirmed through lithochemical methods. Although not abundant, various dikes of latitic and andesitic compositions were observed in core. All volcanic rocks on the project are of Jurassic age, assigned to the Dome Rock igneous suite and dated at 161 to 200 Ma. The principal units are described below; additional detail is available in Goldsmith (2008, 2011).

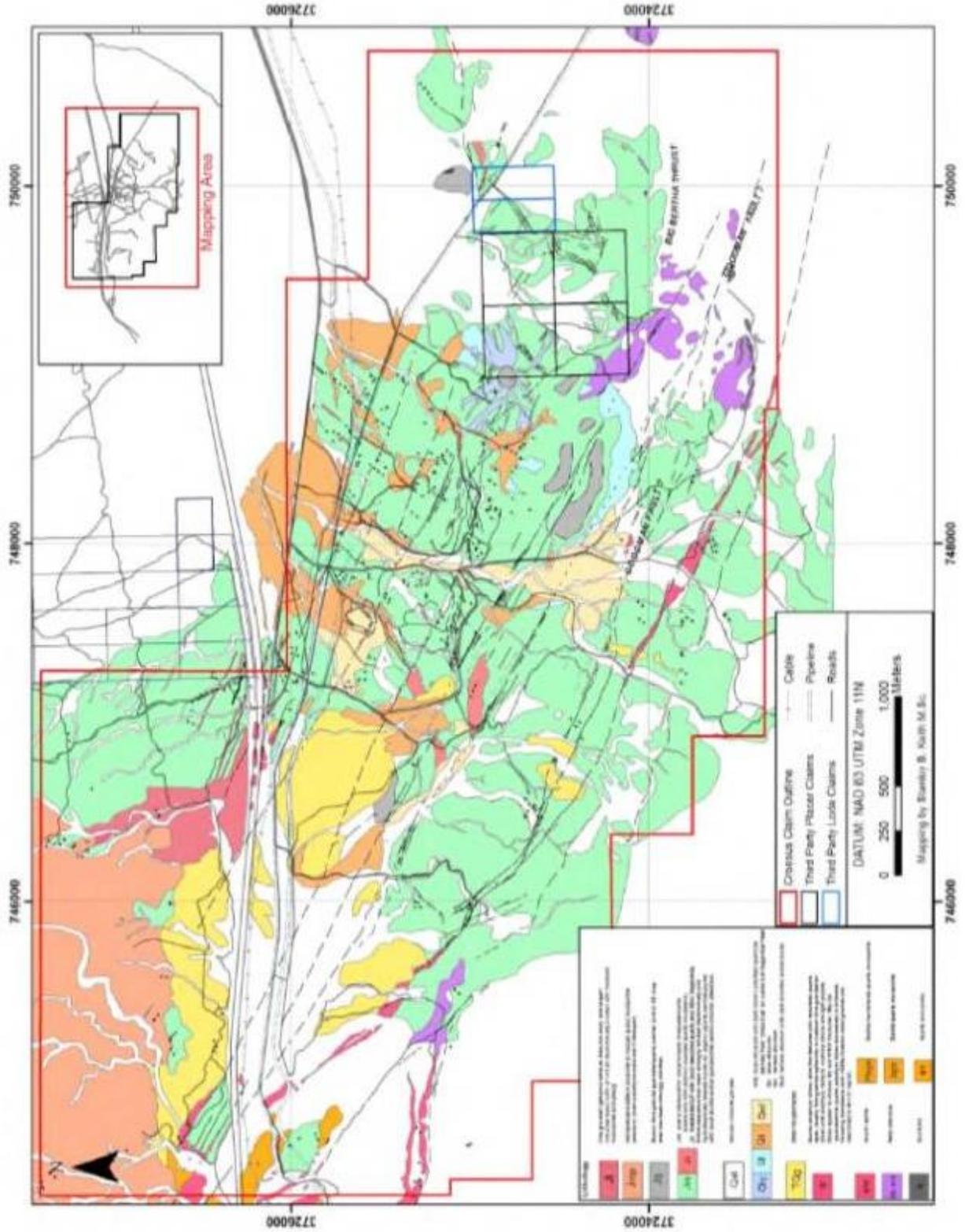


Figure 6: Project geologic map (adapted from field mapping by Keith, 2008).

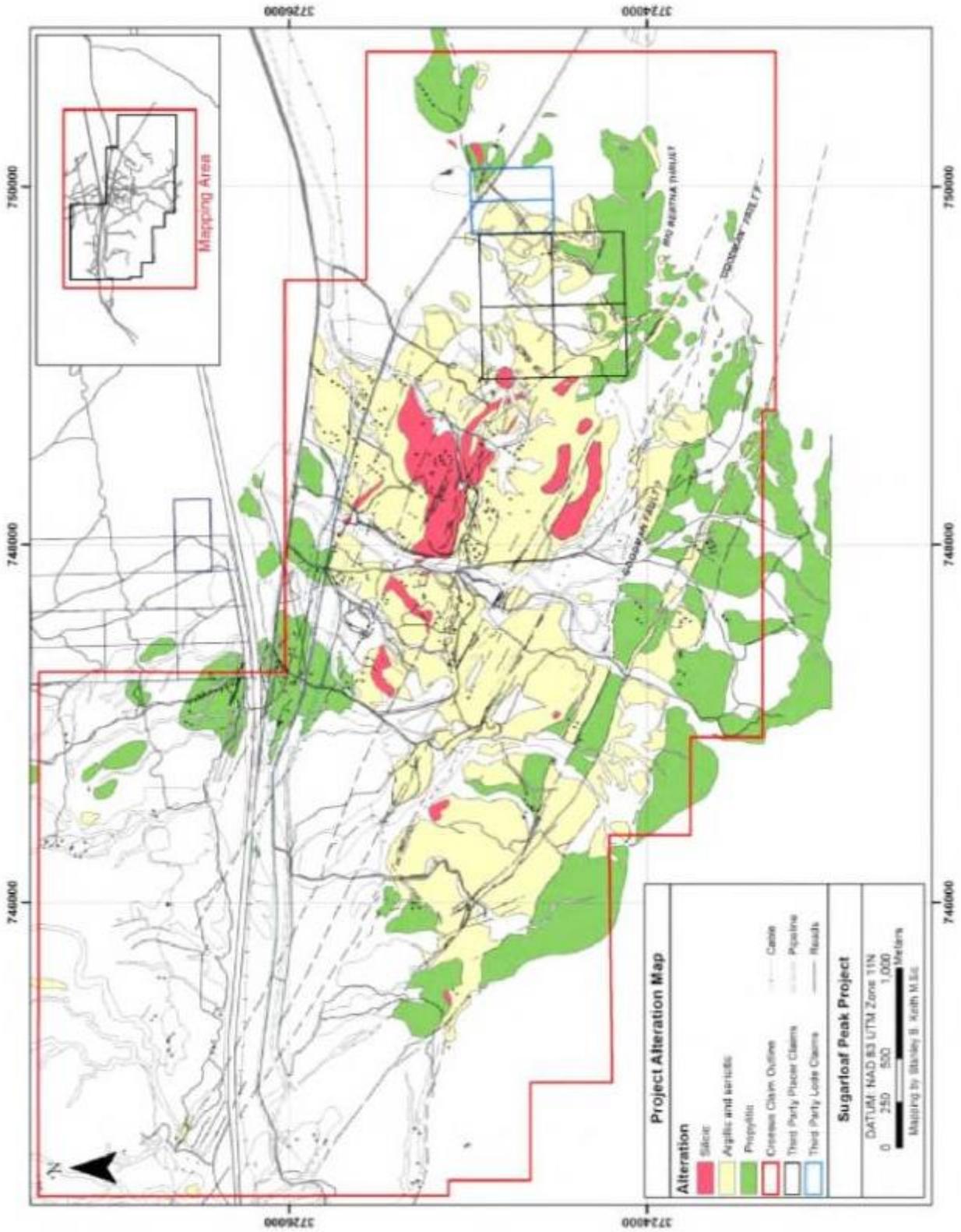


Figure 7: Project alteration map (adapted from field mapping by Keith, 2008).

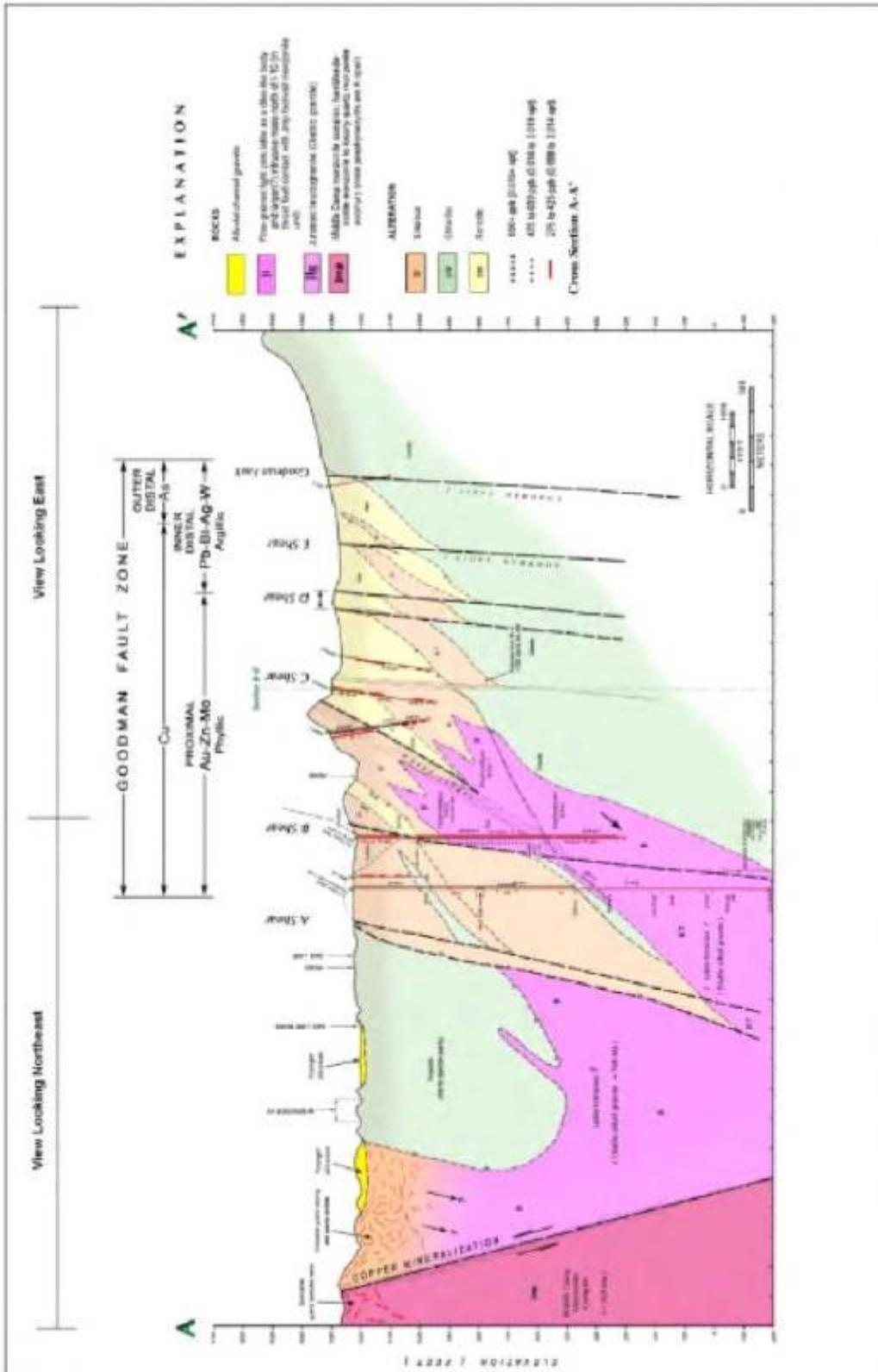


Figure 8: Project geologic cross section A-A'(from Goldsmith, 2008).

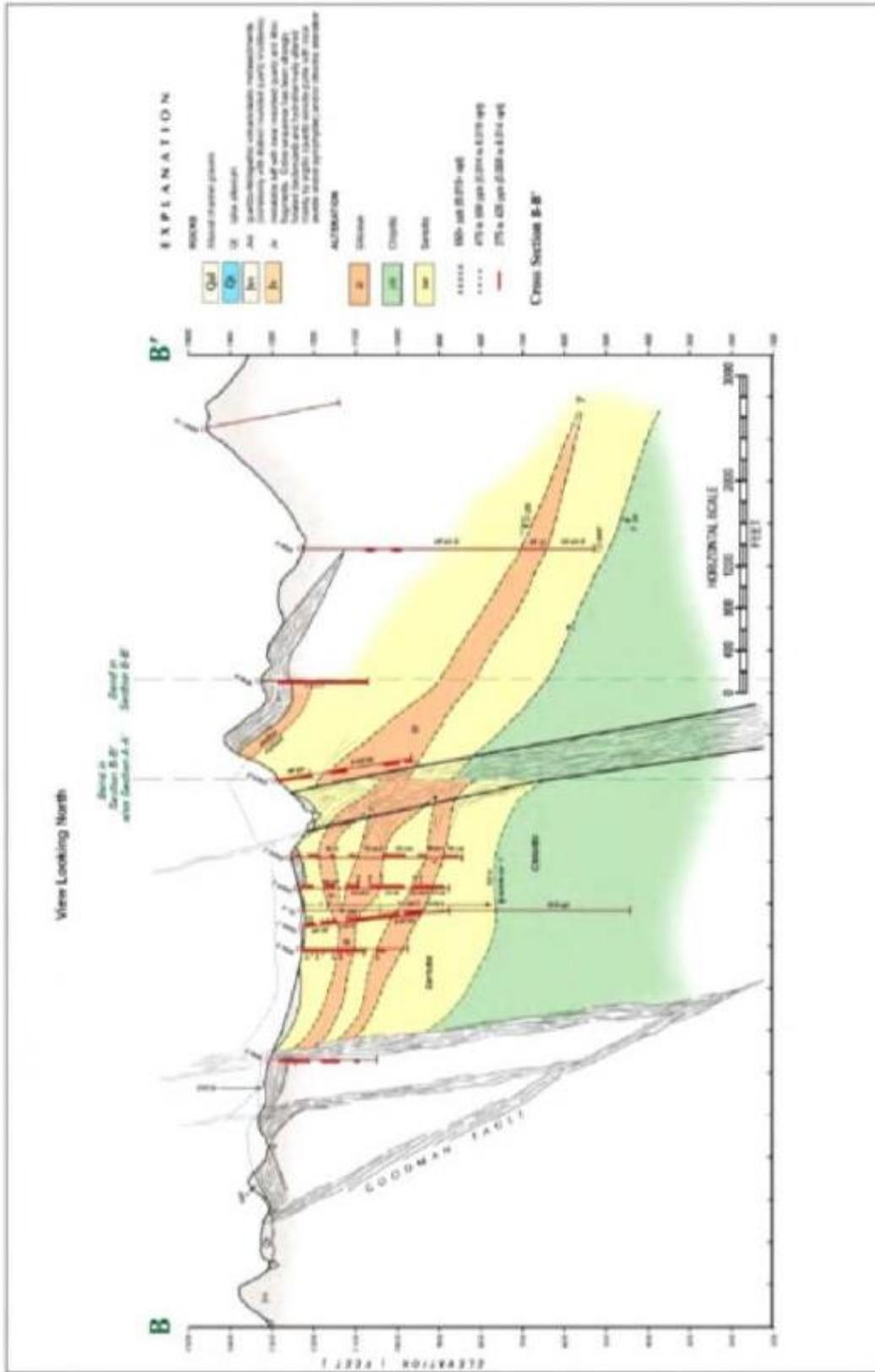


Figure 9: Project geologic cross section B-B' (from Goldsmith, 2008).

Rhyolite Tuff

As observed during Choice Gold's work, rhyolitic pyroclastic rocks are the main rock type on the property. They likely correlate with the upper rhyolitic unit of the Dome Rock volcanics described by previous workers. These rocks typically have a fine ash matrix with variable amounts of quartz and feldspar phenocrysts, lithic fragments, and lapilli. They show compositional layering, flame structures, and welding; this compositional layering has often been named "foliation" on the project, although it does not always represent true parallel alignment of metamorphic minerals. Quartz crystals and the presence of a strongly sericite altered ash matrix typically identify rhyolite on the project.

Examples of rhyolitic pyroclastic units observed are as follows: 1) laminated, feldspar quartz crystal tuff; 2) massive, crystal lithic tuff; 3) coarse lithic lapilli crystal ash tuff. Pyroclastic units such as heterolithic agglomerates and coarse clastic units were not encountered in the core, suggesting moderate distance from the source volcanic center. Large lapilli sized fragments (5-10 cm) were encountered within various lapilli units composed primarily of pea-sized lapilli fragments.

Rhyolite is variably resistive depending of the degree of silica alteration. Some units observed in core with strong pervasive sericite and clay alteration/weathering were relatively soft when compared to similar units with strong silica alteration. Field mapping by Choice Gold of units previously described as quartz arenites and quartzites are re-interpreted as strongly to intensely silicified pyroclastic units. In these rocks, fine-grained quartz has completely replaced the matrix, but in numerous locations in the drill core and in the field, relict textures consistent with pyroclastic volcanic rocks were observed. In doing surface mapping prior to modern drilling, Stan Keith identified three types of rhyolite tuffs on the project: laminated, tabular, and massive. These units have been somewhat superseded by Choice Gold's observations of drill core and cuttings, but are presented here for completeness.

Keith described the *laminated rhyolite tuff* (LR) as a white to cream-colored, fine grained, typically millimeter-scale laminated, white feldspar-rich fine-ash rhyolite crystal tuff, with common feldspar crystals and rare quartz phenocrysts. It is recessive and typically crops out beneath more resistant units in stream cuts, and occupies broad southeasterly-trending major valleys characterized by low but lumpy relief, possibly reflecting variable alteration and structural preparation of the unit. It may originally have overlain the tabular rhyolite (TR) unit described below, with which it is transitional. The protolith is interpreted as a subaqueous fine-ash rhyolite tuff, probably a distal facies or fine-grained ash settled subaqueously during the waning stages of an eruptive cycle.

Keith's *tabular rhyolite tuff* (TR) is a white to pink, fine grained, saccharoidal to porcelanous, locally vesicular, feldspar crystal-rich rhyolite tuff with subordinate quartz phenocrysts and rare lapilli (?) up to several millimeters long. It typically fractures into tabular plates 0.75-2 inches thick. It is moderately resistant, and forms and caps low hills and certain dip slopes. The protolith is interpreted as a non-welded, subaqueous, feldspar crystal-rich rhyolite tuff. This unit shows variable welding, with a conchoidal fracture, and it may be transitional to the massive rhyolite tuff described below. Locally, it contains up to several percent fresh pyrite in quartz micro-fractures.

Keith's *massive welded rhyolite tuff* (MWR) is a grey to cream-colored, welded, devitrified rhyolite tuff with a fine-grained to aphanitic matrix containing typically abundant fine- to coarse-grained quartz phenocrysts. It is locally vesicular. Toward the margin (interpreted top) of the unit, it is transitional to massive rhyolite tuff (MR), which is less welded and contains clearly visible curved to angular devitrified shards and white feldspar crystals, in addition to abundant quartz phenocrysts. On weathered surfaces, the quartz phenocrysts stand out in bold relief imparting a small-scale knobby appearance to certain outcrops. Toward the upper margin of the unit, it is locally pyritic. Pyrite is contained within quartz phenocrysts and as discrete pyrite clasts, and also occurs in quartz-bearing micro-fractures.

Dacite Tuff

Dacitic pyroclastic rocks generally display similar variability in terms of abundances of various crystals and lithic fragments but tend to have quartz crystals that were sparse and exhibited and variably reabsorbed texture. Massive textured flow units with a variably weak porphyritic texture were more common within this grouping and occurred intermittently within various pyroclastic successions.

Andesite

Andesitic rocks were generally characterized by pervasive moderate to strong chlorite alteration and variably massive to porphyritic flows. Andesitic rocks were generally encountered at depth in holes below more felsic pyroclastic units. The andesite units appear to correlate with the lower Dome Rock unit of latite tuff described by previous workers.

Middle Camp Quartz Monzonite

North of Interstate 10, the Dome Rock sequence is intruded by two major intrusive types. The oldest of these is a weakly foliated to strongly mylonitic, medium- to coarse-grained monzonite porphyry with accessory biotite and hornblende. This unit correlates with the Middle Camp quartz monzonite of Crowl, which is the most widespread plutonic rock in the central Dome Rock Mountains. Emplacement ages for both the Middle Camp monzonite and the Diablo alkali granite (see below) are now well-constrained by U-Pb geochronometry: data for a number of zircon fractions yield a nearly concordant lower intercept age of ± 164 Ma which is considered the preferred emplacement age by Boettcher et al.

Diablo Alkali Granite

The Middle Camp quartz monzonite is intruded in numerous areas north of Interstate 10 by a fine- to medium-grained pinkish intrusive that corresponds with the Diablo quartz monzonite alkalic granite map unit of Crowl. Based on petrographic observations, this rock is an alkali granite: dominantly xenocratically granular, it contains micrographic intergrowths of quartz (up to 25%) alkali feldspar (up to 80%) and biotite (~2%). This is henceforth referred to as the Diablo alkali granite. This intrusive is considered a member of the Jurassic leucogranite unit by Boettcher et al.; U-Pb data for the Diablo alkali granite and petrographically and paragenetically similar leucogranite plutons give a Late Jurassic age, no older than 161 Ma and no younger than 158 Ma, with a preferred emplacement age of 164 Ma.

It could be interpreted that the Diablo alkali granite is the source of at least some the Dome Rock metavolcanics in the project area. The emplacement age of the Diablo alkali granite and its correlatives is close to the age of the 161 ± 3 Ma Dome Rock rhyolitic tuff unit. Visual inspection of chemical data reveals an obvious strong geochemical similarity between the lower meta-latite/rhyolite unit of the Dome Rock metavolcanics and the Diablo alkali granite. The chemical similarities, together with a probable geochronologic correspondence, suggest a similar source with the Dome Rock metarhyolites as possible volcanic expressions of the Diablo alkali granite and, with less certainty, the Middle Camp quartz monzonite pluton.

Alluvium and Gold Placers

The western part of the gold anomaly on the project is covered by a series of younger terrace gravels and older fanglomerates. The fanglomerate unit contains boulders and cobbles of all of the rocks described above, including altered rocks related to gold mineralization. The fanglomerate crops out in the western and northern parts of the project, where it may cover a significant portion of the bedrock gold anomaly. A prominent geomorphic surface developed between the fanglomerates and terrace gravels. Where this surface traverses the Sugarloaf Peak gold-bearing alteration, a number of alluvial placer concentrations have developed that have seen considerable gold placer activity since the early 1900s. Considerable placer potential may still exist at this contact to the west of the outcropping gold anomaly.

At surface, the entire project area appears to contain a pronounced foliation (Figure 10). The following is paraphrased from Goldsmith (2008): "The foliation has obliterated primary bedding, and no unequivocal primary bedding or layering was observed in the area of detailed mapping. Foliation fabrics locally achieve a development that is intense enough to be referred to as paper schist, near what are inferred to be low-angle thrust zones and high-angle strike-slip fault zones. Steeply dipping zones of paper schist foliation striking WNW are interpreted to be elements of the Goodman Fault system. The age of the foliation has not yet been clearly determined, but is most likely a D2 fabric."



Figure 10: Foliation in sericite schist. Creek bed SE of Sugarloaf Peak.

Thin sections from Choice Gold drill holes confirm the presence of foliation. In these thin sections, foliation is formed by ubiquitous alteration sericite. Figure 11 shows a photomicrograph from drill hole SGL-11-02, 24.7 m, that shows well-foliated alteration sericite wrapping around altered feldspar phenocrysts. This indicates that alteration—and coincident gold mineralization—formed before or during deformation. The few thin sections cut so far on the project do not provide enough evidence to determine which of the four deformations are responsible for the observed foliation. The degree of foliation is variable; as shown in Figure 12, alteration biotite on the margins of a quartz-pyrite vein shows no preferential alignment.

Foliation is best observed on the surface, where weathering has formed a distinct parting in the host rocks. In drill holes and cuttings, the foliation in the fine-grained muscovite is difficult or impossible to see without thin sections. Much of the rock also displays primary welded-tuff layering: compositional layering, discontinuous fiamme structures, lithic fragments, and compositional layering wrapping around phenocrysts and lithic fragments (Figure 13). Layering is typically defined by ash layers, and tends to be more pronounced in rhyolitic units with abundant ash. It generally has an angle to core axis of between 50o-70o, which implies a generally moderate to steeply dipping foliation.

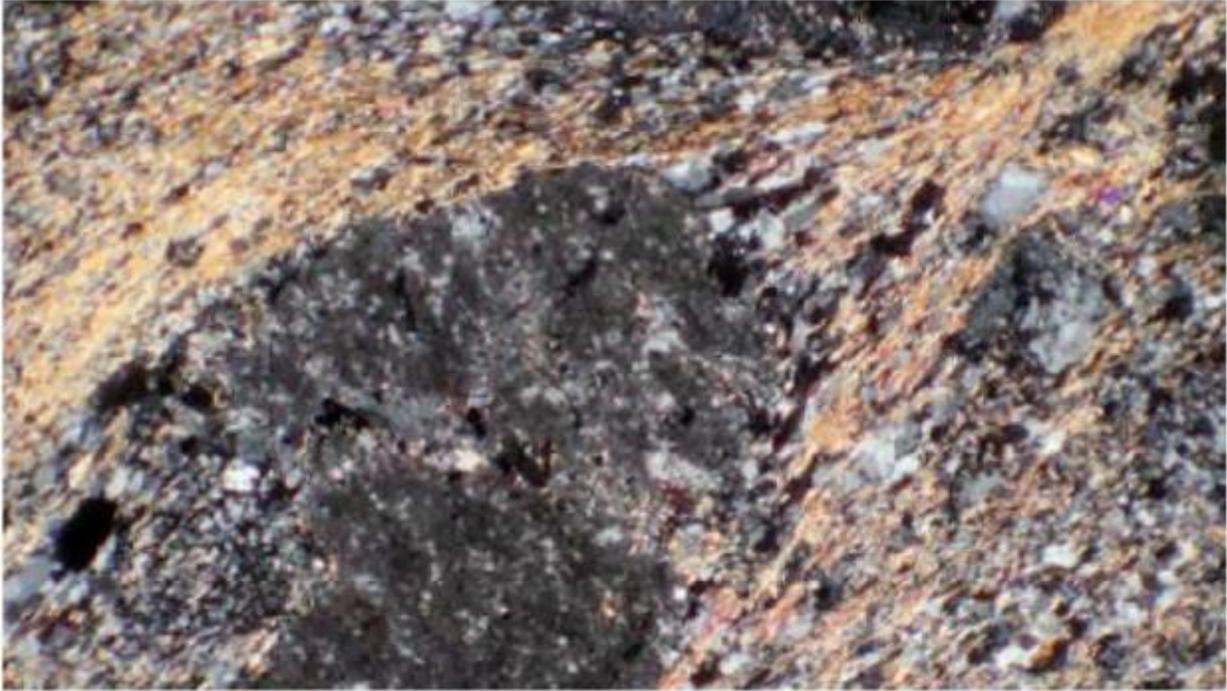


Figure 11: Foliation in alteration sericite. Drill hole SGL-11-02 24.7 meters. 40x, crossed polars.



Figure 12: Lack of foliation in alteration biotite. Drill hole SGL-11-01 229 meters. 40x, crossed polars.

Several sets of faults cut the project as discussed below. Some past work has indicated that one or more generations of these faults controlled mineralization. However, faults intersected in Choice Gold's drilling typically did not

contain increased gold values; instead, faults tended to be barren. These faults were gougy to blocky and strongly chlorite-altered and appear to cross-cut mineralization.



Figure 13: Compositional layering, fiamme, and welded textures in rhyolite. Drill hole SGL-11-02 9.1 meters.

A series of high-angle generally WNW-striking, steeply NNE-dipping faults are collectively referred to as the Goodman Fault system. The main strand of the Goodman Fault in its type area appears to be a single mylonitic shear zone that hosts the Goodman Mine about 5 km northwest of the project area.

As this fault enters the project area, Stan Keith's mapping suggests that it splits into a number of splays, which he refers to as the A through E shears. These strike WNW, dip steeply northeast, and occur in the hangingwall of a well-developed shear to the south which is currently interpreted to be the extension of the main Goodman Fault. The Goodman Fault also coincides with a prominent alteration break between argillic alteration containing anomalous gold and chloritic alteration, which in general does not contain anomalous gold. To the south of the Goodman Fault, another prominent fault is present and is named the Stray Elephant Fault. This fault was taken (with minor modifications) from the district geologic map by Crowl. The Goodman Fault system appears to have experienced several phases of movement based on kinematic indicators that indicate both left- and right-lateral slip; supporting evidence can be found in Goldsmith, 2008, and Smith, 2011a.

Mineralization north of Interstate 10 appears to be associated with N- to NW-striking high- angle faults (Figure 6). In this area, reconnaissance mapping has established the presence of at least three northerly trending intermediate- to steeply dipping faults that control copper-gold mineralization. The most continuous of these fault elements is a north-northeast trending fault that separates Diablo alkali granite from Middle Camp quartz monzonite. This fault dips 50-80° east and displays post-mineral reverse slip. WSW-directed shear fabrics that deform copper

mineralization with local alunite filling fractures are well exposed. To the east of this fault zone, a NNW-striking steeply dipping zone of strong silicification is associated with brecciated Diablo alkali granite. North-south structural controls do not appear to be present to any degree in the area south of Interstate 10, which is dominated by WNW-striking steeply NE-dipping shear zones of the Goodman Fault system.

It is not known how extensive the Basin and Range extension and tilting is within the Sugarloaf Peak area but it is relatively subdued with respect to the strong extension and tilting evident in the valleys to the west and east. Nonetheless, there is evidence of strong brittle fracturing in the form of steep NNW (main faults) and ENE (transfer faults) structures and associated rotation of older brittle-ductile foliations, which indicate that some faulting and block tilting has occurred. This event appears to have controlled uplift and oxidation of the deposit and may in part account for some of the apparent tilt of the mineralization to the west.

Exploration

Exploration Summary

Historical exploration work conducted on the property is outlined in “*Information Concerning Sugarloaf Peak Gold Project – History*”. Recent exploration conducted between 2008 and present is described below.

Riverside Resources Exploration, 2008-2011

Beginning in 2008, Riverside conducted a work program consisting of compiling data and historical information, geologic mapping, collecting approximately 370 surface rock samples, drilling, and producing a NI 43-101 report. Drilling consisted of 1,125 m of core in five holes to depths of 147-24 m, as discussed in “*Information Concerning Sugarloaf Peak Gold Project –Drilling*”, below. Riverside produced several internal reports, scanned and digitized historical drill data, and commissioned a geologic and structural evaluation of the project.

Choice Gold Exploration, 2011-2012

Work performed or funded by Choice Gold included: 1) geologic mapping and rock-chip sampling by Stan Keith/MamaChem; 2) a structural review by Telluris; 3) a Titan-24 induced-polarization geophysical survey; 4) an airborne magnetic geophysical survey; 5) a 6-hole 2012.29-meter diamond drill program; 6) a 13-hole 1262-meter reverse-circulation drill program; 7) re-logging of the drill core from the 2009 Riverside drilling program and; 8) a 149 rock-chip sample and mapping program.

Exploration, 2012-Present

Between Choice Gold’s final work in 2012 and present, minimal exploration work has been conducted on the project: Riverside conducted no exploration during this period, and Croesus collected a combined total of 15 rock and stream-sediment samples on the project.

Geologic Mapping and Structural Reviews

Three phases of geologic mapping have been conducted on the project. The first two phases were done by Stan Keith as a contractor for Riverside in 2008 and Choice Gold in 2011. Results of Keith’s geologic mapping are discussed throughout the report, shown on Figures 6 and 7, and most recently reported in Keith. The third phase of mapping was conducted in 2011-2012 by Brigitte Dejou of Choice Gold, and Brad Peters and Rory Ritchie as contractors to Choice Gold.

In April-May, 2011, Tony Starling of Telluris Consulting visited the project to perform a review of the project’s structural geology. Telluris’ interpretations are discussed throughout the report. A geological and structural evaluation was also done by Brozdowski and Daniels for Riverside.

The different phases of mapping have generated two different opinions on the nature of the host rocks to mineralization at Sugarloaf Peak. Stan Keith described the host rocks as intensely altered and deformed

metasedimentary rocks and intrusives. Mapping by Tony Starling of Telluris Consulting described the rocks as predominantly quartz porphyritic intrusive rocks. Results from the 2009 Riverside program describe rock intersected in drill core as predominantly sericite schist.

Mapping for Choice Gold, geologists Brigitte Dejou, Brad Peters, and Rory Ritchie had a different opinion, and described the predominant rock type as pyroclastic in nature, ranging from rhyolitic to andesitic in composition. Porphyritic flows were observed intermittently in the drill core and tended to be of more intermediate compositions. The Author’s observations are more consistent with the opinions of Dejou, Peters, and Ritchie: host rocks at Sugarloaf Peak appear to be a sequence of variably welded volcanic rocks with compositional layering and variable—but not widespread—degrees of mineral-parallel metamorphic foliation.

Rock Chip Sampling

Several generations of surface rock sampling have contributed to a current database of approximately 1,929 samples on the project. According to currently available information, this consists of 380 samples taken for Choice Gold, 321 samples on behalf of Riverside, and 1,215 historical samples (Table 3).

A summary of sample information is given in Table 3. Sample locations are shown on Figure 14, and the results of analyses for selected elements are shown on Figures 9.2-9.12. Relatively complete sample descriptions are available for the Riverside and Choice Gold samples, but details on historical samples are variable.

Analysis results for selected elements are shown on Figures 9.2 through 9.7 and discussed below, as paraphrased from Goldsmith and updated with more recent data. These geochemical patterns should be considered preliminary, and because of generally sparse data have been contoured by hand. Detailed statistical analysis and mathematical contouring will require more comprehensive sampling across the entire land position. Nevertheless, the existing geochemical analyses document a robust geochemically-zoned epithermal gold system that may project under shallow alluvial cover to the west and east.

The most recent rock-chip sampling conducted by Choice Gold focused on four primary areas: 1) north of the Interstate highway; 2) the western portion of the property; 3) the central zone where the majority of historic work has taken place and; 4) the southeastern portion of the property where skarn mineralization was observed. Of the 149 rock samples taken during this phase of work, five samples returned values greater than 1 g/t Au, 27 samples returned values between 100 and 999 ppb Au, and seven samples returned values greater than 1% Cu. Results indicate that the area to the north of the highway is prospective for porphyry copper-gold mineralization. Rock chip sampling in the central and western areas of the property where the majority of the historic work has taken place generally supported the results of previous sampling programs with sporadic elevated and high gold values. Geochemical results are described in the sections below.

Table 3 Summary of Rock-Chip Sampling Data						
Sample ID From	Sample ID To	Samples (n)	Date	Sampler	Company	Lab
Croesus						
292732	292744	13	2017	David Lajack	Croesus	ALS Minerals
Choice Gold						
LC-001	LC-139	146	2011	Lori Caroll/MagmaChem	Choice Gold	Skyline, Actlabs
LC-200	LC-277	68	2011	Lori Caroll/MagmaChem	Choice Gold	Skyline, Actlabs
TS-SLP-001	TS-SLP-017	17	2011	Tony Starling/Telluris	Choice Gold	Skyline, Actlabs
19801	19825	149	2011-	Brigitte Dejou, Brad	Choice Gold	American Assay
19851	19924		2012	Peters, Rory Ritchie		
19930	19950					
19964	20000					
Riverside						
SGL-1	SGL-16	16	--	Kinross	Riverside	--
SO-2251	SO-2452	199	2009	Greg McKenzie	Riverside	--
SL-01	SL-106	106	2008	Monte & Dawson Swan/MagmaChem	Riverside	Jacobs, Actlabs

Historical						
SL-1501	SL-1919	49	--	Monte Swan/MagmaChem	Arizona Gold	--
AGN-120	AGN-143	24	2008	Merrill Palmer	Arizona Gold	Jacobs, Actlabs
JM-SUG-1001	JM-SUG-1002	2	2008	Merrill Palmer	Arizona Gold	Jacobs, Actlabs
AZG-100	AZG-111, 108A	13	2007	Merrill Palmer	Arizona Gold	Jacobs, Actlabs
1	1049	1,049	1989	--	Cominco	--
SP-29-1	SP-76-1	78	1983	Jim Allen	Atlas Minerals	--
Total		1,929				

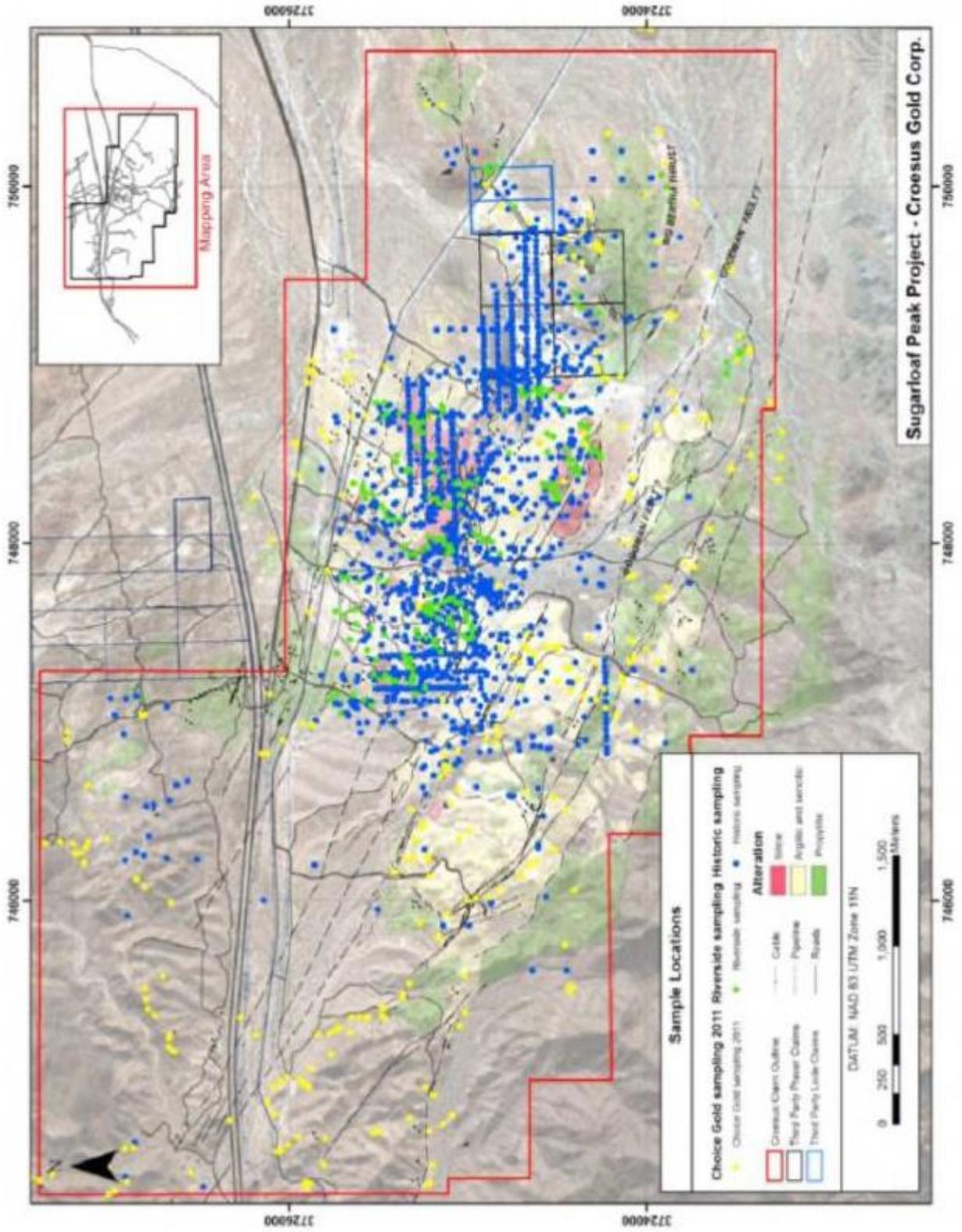


Figure 14: Rock-chip sample locations.

Rock-Chip Geochemical Results

The results of rock-chip sampling on the project are discussed below.

Gold

Gold—Central Zone

Gold is best developed in a geochemical anomaly to the west-northwest of Sugarloaf Peak. The main anomaly, where gold exceeds 200 ppb, is approximately 2.5 km long and generally coincides with the distribution of sericitic alteration. This area of strongly anomalous gold is bounded on the south by the E shear of the Goodman Fault system and an alteration break to strong alunite veining across a prominent wash on the west side of Sugarloaf Peak. Within the >200 ppb gold anomaly, very strongly anomalous gold values >500 ppb Au are located along with silica-pyrite mineralization in the vicinity of the A, B, and C shears of the Goodman Fault system.

The >200 ppb gold anomaly is closed on its east and southwest sides, but is open to the west where it passes beneath shallow post-mineral alluvium, and open to the north. Reconnaissance sampling of sericitically-altered material south of Gonzales Wash and examination of prospect pits in the Goodman Fault indicate that the gold-related sericitic alteration emerges to the south and west of the alluvial cover sequence.

The main area of historic drilling is in the central part of the gold anomaly within the 500 ppb gold contour. The area of outcropping 200 ppb gold anomaly as it is currently known is considerably larger than the area that was drilled, and a significant portion of it has not been tested by drilling, in particular to the north and west. Several other >200 ppb gold anomalies that have not been drilled occur to the southeast, the north, and the west of the main drilling area. The extent of these anomalies is uncertain because of the widely spaced distribution of the samples, especially in areas to the west.

Gold—North Target

Rock-chip sampling in the north of the property returned numerous anomalous samples for gold. Anomalous gold values were clustered in the northeast and central portions of the northern zone with the highest values coming from samples collected in central portion where numerous anomalous copper samples were also collected along the contact between porphyritic intrusives with K-feldspar phenocrysts, and andesitic volcanic rocks.

The highest gold value from the northern area of the property was sample number 19995 (1,954 ppb Au). This sample was collected from a 10-cm quartz vein with coarse crystals of calcite, chrysocolla, and malachite, and hematite veining. The orientation of the vein was 045/85 (right-hand rule). The sample was collected along a ridge that roughly coincides with a contact between granites and volcanics. Copper returned 5282 ppm but other than a moderately anomalous 26 ppm molybdenum, all other values were subdued. Numerous other samples proximal to this contact returned elevated copper values.

The second highest gold value from the north side of the highway was from sample number 19902. This sample was collected from in an area of minor historic diggings and a small pit, approximately 50 meters north of the property boundary. Subcrop material was sampled from a quartz vein with associated copper mineralization and granite dikes cutting andesitic volcanic rocks. This sample returned 1.8 g/t Au, 2.6% Cu, 15 ppm Mo and 69 ppm U, the highest uranium value obtained from Choice Gold rock-chip sampling.

Sample number 19904 returned 676 ppb gold from a quartz vein with malachite cutting sheared andesites. Coincident elevated values include 1.12% Cu, 1,788 ppm Mo, 1.04% Pb, 2 ppm Ag, 102 ppm Te, and 914 ppm V. This sample was collected within the property boundary approximately 242 m south of sample number 19902.

In the northwest area of the northern zone several samples returned elevated gold values. Sample 19973 (486 ppb Au) was collected from a small (1-m) patch of strongly argillic altered granitic bedrock associated with a localized shear. Low-angle shearing oriented 215/42 (rhr) was observed in the area with associated alteration and mafic to

intermediate dikes or sills. Associated elevated values include 7.2 ppm Ag, 25.6% Fe (highest value from 2011-2012), 837 ppm Co, 1,273 ppm Cu, 50 ppm Mo, and 35 ppm Te.

Sample 19976 (303 ppb Au) was collected from a 40-cm wide quartz vein oriented 038/45 (rhr) with visible iron and copper oxides. This sample returned the highest copper value of 67,200 ppm in addition to 95 ppm Mo, 63 ppm Ag, 136 ppm Hg, 35 ppm Co, 350 ppm Bi, 20 ppm U, and 239 ppm Te. This sample was collected approximately 40 m north of the property boundary.

Sample 19977 was collected within the property boundary immediately to the south of sample number 19976. This sample returned 213 ppm Au and 95.7 ppm Ag, 460 ppm Bi, 47,100 ppm Cu, 27 ppm Co, 198 ppm Hg, and 269 ppm Te. The sample was taken from a hematite-stained quartz vein with visible copper oxides and an unidentified opaque metallic mineral; this mineral dissolved in hydrochloric acid.

Silver

Silver is not systematically strongly anomalous in surface samples taken from Sugarloaf Peak. Scattered anomalies of silver >1 ppm are present east and south of the main gold anomaly. In general silver does not exceed 3 ppm and in only a few samples silver is strongly anomalous above 30 ppm, where silver appears to be associated with late base metal-bearing quartz veins.

Silver—North Target

A number of samples in the north zone returned elevated silver levels including samples 19976 and 19977 which returned 63 ppm and 95.7 ppm Ag, respectively. Other than sample numbers 19920 (37.6 ppm Ag) and 19921 (226 ppm Ag) which were collected from historic workings near the southwest property boundary, sample numbers 19976 and 19977 are the only multi-ounce silver values returned from the Choice Gold 2011 and 2012 rock-chip sampling program. These samples were collected near the northwest corner of the property where numerous additional samples returned elevated levels of copper, molybdenum and gold.

As mentioned above, sample number 19977 also returned elevated levels of Au (213 ppb), Bi, Cu, Hg, and Te, and 19976 returned anomalous Au, Cu, Hg, Mo, Te, and U. In the central and northeast portions of the north zone silver values were slightly anomalous but tended to range from detection level to 3.3 ppm. A lack of arsenic and antimony accompanying high silver values suggests the nature of silver mineralogy may be silver sulfides rather than silver sulfosalts in this area. The argentite-acanthite silver sulfide group is possible as this group does dissolve in hydrochloric acid.

Copper

Copper—Central Zone and West Target

In the central mineralized zone south of Interstate 10, Cu forms a low-level anomaly (>100 ppm) that trends irregularly to the northwest, and which sits distinctly offset to the west-southwest of the main Au, Pb, Zn, and Mo anomaly. Roughly coincident with the Cu anomaly are anomalous levels of Bi, Te, As, Sb, and Se. Although the separation between Cu and Pb-Zn-Mo is unexpected—these elements usually cluster together in porphyry systems—the change toward higher Bi, Te, As, and Sb to the west-southwest suggests that this portion of the project may be the deeper levels of a porphyry system. If so, then the mineralization at Sugarloaf Peak may be a tilted porphyry-epithermal system with its gold-rich top to the east, and its deeper levels to the west or possibly north. This system may in turn have been dissected by faults with some right-lateral motion.

This concept is corroborated by Ahern, who suggests that Sugarloaf Peak is a tilted porphyry system, and who notes that a “block of potassic alteration measuring 2,000 by 3,000 feet is exposed in the center of Section 31, Township 4 North, Range 20 West.” This is in the West Target, in the area of Gonzalez Wash south of Interstate 10 in the western portion of the project. The Congden & Carey/Kerr McGee deep copper drilling program tested copper potential on the project, but these holes were to the north of the Au anomaly and therefore did not test the tilted porphyry concept. Instead, areas to the west, west-southwest, and north of the copper anomaly appear prospective

for porphyry-copper style mineralization. Although sparse, several rock-chip samples on the West Target carry anomalous levels of copper.

Alternatively, the paucity of copper coincident with anomalous Au, Pb, Zn, and Mo in the Central Zone could be the result of surface leaching of copper. Lower pH generated by oxidizing pyrite may have leached copper from rocks more effectively in the core of the Central Zone than elsewhere. However, re-precipitated copper minerals are not noted in drill holes, arguing against this process.

Copper—North Target

The most enriched copper anomaly on the project occurs north of Interstate 10 where it is locally associated with monzonite porphyry in latite porphyry intrusives and locally associated with quartz tourmaline veins. This anomaly may also indicate the presence of a deeper porphyry copper system beneath and lateral to the higher-level epithermal gold system south of Interstate 10. Rock chip sampling done by Choice Gold in the north area of the property returned widespread copper mineralization. Elevated copper values were encountered in the northwest, central and northeast areas of the North Target, with numerous additional elements returning significantly elevated values.

The highest copper values came from samples 19976 (67,200 ppm Cu) and 19977 (47,100 ppm Cu). Both of these samples were collected where previous diggings have exposed iron and copper oxide stained quartz veins. Seventy-one meters to the south of 19977, sample number 19978 returned 15,300 ppm Cu. This sample also returned 304 ppm Ti and 24 ppm U. All of these samples were collected from variably sheared and altered K-spar phytic granitoids.

Further to the south along the western margin of the property boundary several additional samples returned elevated copper values including sample numbers 19981 (2,774 ppm Cu) and 19973 (1,273 ppm Cu). These samples were collected from variably altered granites with associated roughly east-west trending, shallowly south-dipping localized shear zones. Quartz veins associated with mineralization tended to be northeast-striking and steeply dipping to the east.

In the central portion of the North Target a number of samples returned elevated copper values ranging from 1,207 ppm to 8,560 ppm copper. This area is also the location of the highest gold value (1,954 ppb Au) on the north side of the highway. Sampling in this area focused on a ridge that loosely defines a contact between volcanic and intrusive rocks. The granites are strongly silica-altered with K-feldspar phenocrysts and roughly east-west trending localized shear zones. Volcanic rocks were similarly silicified and sheared. Mineralized veins that were sampled were either northeast- or northwest-trending and associated with east-west directed shearing.

In the northeast and eastern portions of the North Target, additional samples returned elevated copper values. Most notably, immediately to the north of the property boundary, sample 19902 returned 26,300 ppm Cu from a quartz vein in an area where northwest-trending granite dikes were observed cutting andesitic volcanic rocks. Values of 1,836 ppb Au and 69 ppm U also occurred in this sample.

Further to the south, within the property boundary, additional samples returned elevated copper values, including sample number 19904 which contained 11,200 ppm Cu in addition to 1,788 ppm Mo (the highest value in the Choice Gold 2011-2012 sampling), 676 ppb Au, 10,400 ppm Pb, 44 ppm Se, 102 ppm Te, 33 ppm U, and 914 ppm V. Additional samples in this area returned 6,250 ppm Cu (sample 19905), 4,750 ppm Cu (19913), 911 ppm Cu (19906) and 791 ppm Cu (19903). This is also the area where the third-highest La value of 38 ppm and second-highest Ce value of 69 ppm were collected from sample number 19971.

Lead

Lead forms a prominent >200 ppm anomaly closely coincident with the main gold anomaly. Several other anomalous lead values occur along the southwest margin of the gold anomaly where it rapidly changes to chloritic alteration across west-northwest striking faults. Galena was locally observed in late-stage quartz veins. As noted above, several highly anomalous Pb values occur in the North Target.

Zinc

Zinc geographically correlates with gold. A roughly crescent-shaped zinc anomaly where zinc exceeds 200 ppm coincides with the drilled resource area. However, the combined zinc and gold anomalies within this crescent-shaped area extend to the east and west of the currently drilled anomaly. Like gold, the zinc anomaly may project beneath the gravel cover to the west. Zinc is strongly anomalous at the >200 ppm level in the vicinity of the B and C shears, which adds additional credibility to the status of these shears as exploration targets for higher-grade gold. The geologic correspondence of zinc with gold is considerably different than the standard Goldfield/El Indio model where gold is strongly correlated with copper and arsenic. Small amounts of sphalerite were noted in quartz veins that also contain anomalous gold. Hence, sphalerite may be a guide to gold mineralization.

Molybdenum

Like zinc, molybdenum also shows a strong correlation with gold and correlates well with the higher-grade gold anomaly at molybdenum levels above 50 ppm. Anomalies of molybdenum are also present to the west and north. As do gold and zinc, elevated molybdenum coincides strongly with the area of silicification and quartz-sericite alteration. Of particular interest is the E-W trending area of strong molybdenum enrichment between the A and B shears.

At the North Target, the highest value for molybdenum (1,788 ppm) was collected from a quartz vein with visible copper oxides trending southeast and dipping 50° to the southwest within sheared sericite-silica altered andesites, where the orientation of shearing was roughly the same as the orientation of the mineralized quartz vein, sample number 19904. Additional anomalous molybdenum values were returned from samples collected in the northwest portion of the North Target. Samples 19979 and 19976 returned 190 ppm and 95 ppm molybdenum, respectively, and also contained elevated copper values.

Bismuth and Tellurium

Bismuth displays widespread anomalous values >6 ppm Bi. These occur in the core of the Central Zone, coincident with the Central Zone copper rock-chip anomaly, and in the North Target. On the north side of the highway there appears to be a strong correlation between elevated copper and bismuth values. Rock samples collected from the west and north-central parts of the North Target with bismuth values greater than 300 ppm yielded copper values ranging from 1.1% to 6.7% Cu. Elevated bismuth values also show a correlation with Hg, Mo, Pb, U, V and Te. Tellurium shows a similar pattern, although higher values are generally absent from the core of the Central Zone, and instead coincide with the Central Zone copper anomaly and high copper values in the North Target.

Arsenic, Antimony, and Selenium

These elements show generally similar distributions in rock-chip samples on the project, with anomalous values (As > 46 ppm, Sb and Se > 6 ppm) overlying the Central Zone copper anomaly and occurring in the North Target along with high Cu, with the addition of anomalous Se values in the core Central Zone gold anomaly.

Tital IP Geophysical Survey

A Titan-24 system induced polarization (IP), direct current resistivity (DC), and magnetotelluric (MT) survey was conducted on the Sugarloaf Peak Gold Project by Quantec Geoscience Ltd. of Toronto, Ontario, Canada. The principal objective of the Titan-24 survey was to identify and classify the most significant anomalies and potential drill targets, and interpretation of principal structures. IP, DC, and MT anomalies have been interpreted as chargeability highs reflecting gold-related pyrite mineralization and coincident resistivity lows reflecting related hydrothermal alteration, principally silicification.

IP chargeability data by these methods should be capable of providing direct indications of distribution of gold-related pyrite mineralization of Sugarloaf Peak type to depths of 500-750 m, and DC resistivity data should be capable of delineating to similar depths hydrothermal alteration accompanying this mineralization. MT resistivity data may allow interpretations of structure, alteration, and related mineralization to depths of up to 1500 m.

The survey included seven cross lines oriented at azimuth 25° across the apparent strike of mineralization and one perpendicular profile line. Total survey line coverage was 21.3 km. A pole-dipole configuration with 100 m dipoles was used on all lines (except line 4200E with a 100 m dipole-dipole configuration) for recovery of IP and DC data. MT data was collected with the same dipole arrays plus another set of 100 m dipoles oriented perpendicular to the profile.

Results show very good correlation with the area of the historic resource established on the project by drilling. From west to east, the strong IP anomalies are discussed briefly below; more detail and pseudosections can be found in Quantec, 2011a.

- Line 2200E: 22Eip2 is a strong anomaly at 1700N, 400 m depth that correlates with DC and MT resistivity lows and with an anomaly on the 2000N profile line.
- Line 2700E: Two strong IP chargeability anomalies have been interpreted on this line. 27Eip1 is a strong, high amplitude, first-priority target anomaly at 2050N, 250 m depth, clearly associated with a more conductive DC, MT zone and with an anomaly on the 2000N profile line. 27Eip2 is a strong, first-priority target anomaly at 1600N, 420 m depth, that appears to be a deep extension of the 27Eip1 anomaly.
- Line 3200E: 32Eip1 is a strong, high-amplitude chargeability anomaly centered at 2000N (extending from 1650N to 2250N), 300 m depth that shows good correlation with the anomaly on the 2000N profile line.
- Line 3700E: Two strong chargeability anomalies have been interpreted. 37Eip1 is a strong anomaly at 1700N, depth 400 m, that is associated with DC and MT resistivity gradients. 37Eip2 is a strong, high amplitude anomaly at 2200N, depth 250 m, that is associated with more conductive DC and MT results.
- Line 4200E: 42Eip3 is a strong anomaly at 2000N, 350 m depth associated with more conductive DC and MT results.
- Profile Line 2000N: This profile shows good correlations with the principal IP chargeability anomalies noted on the cross lines. The profile line highlights the large IP chargeability anomaly that extends from approximately 1000E to 4200E with a high amplitude zone between 2800N and 3800E.

Airborne Magnetic Survey

High-resolution magnetic data was collected by EDCON-PRJ, Inc. of Denver, Colorado using a light-sport class aircraft along a total of 588 line kilometers, consisting of 93 north-south lines spaced at 100-m intervals and 13 east-west tie lines spaced at 400-m intervals, over an area that included the entire Sugarloaf Peak claim block. The high-resolution magnetic data was interpreted by Dr. Sergio Espinosa of IRBA Geosciences of Vancouver, Canada with results presented in a report dated May, 2011. During his interpretations, Espinosa interacted with Riverside geologists in their Vancouver office in order to integrate geologic information with magnetic results. Total magnetic intensity data was converted to a reduced to the pole (RtP) image with 10 nT contour intervals using International Geomagnetic Reference Field (IGRF) and diurnal variation corrections.

Espinosa performed a three-dimensional data inversion calculation on the magnetic data that corresponds with an 8-square-kilometer area that includes the area of mapped gold mineralization and alteration in the center of the survey area and the center of the Choice Gold claim block. Espinosa noted that high magnetic susceptibility anomalies to the north and along the west margin of the 8-square-kilometer area that correspond well with mapped intrusive complexes, and that WNW linear magnetic features coincide well with mapped structures. The principal result of the magnetic interpretation is the close correlation of low magnetic susceptibility anomalous areas with mapped gold mineralization and alteration (Figure 15). Espinosa concluded that drilling should remain focused on areas of anomalous low magnetic susceptibility. It is presumed that these anomalous lows reflect destruction of magnetite by mineralizing and altering hydrothermal fluids.

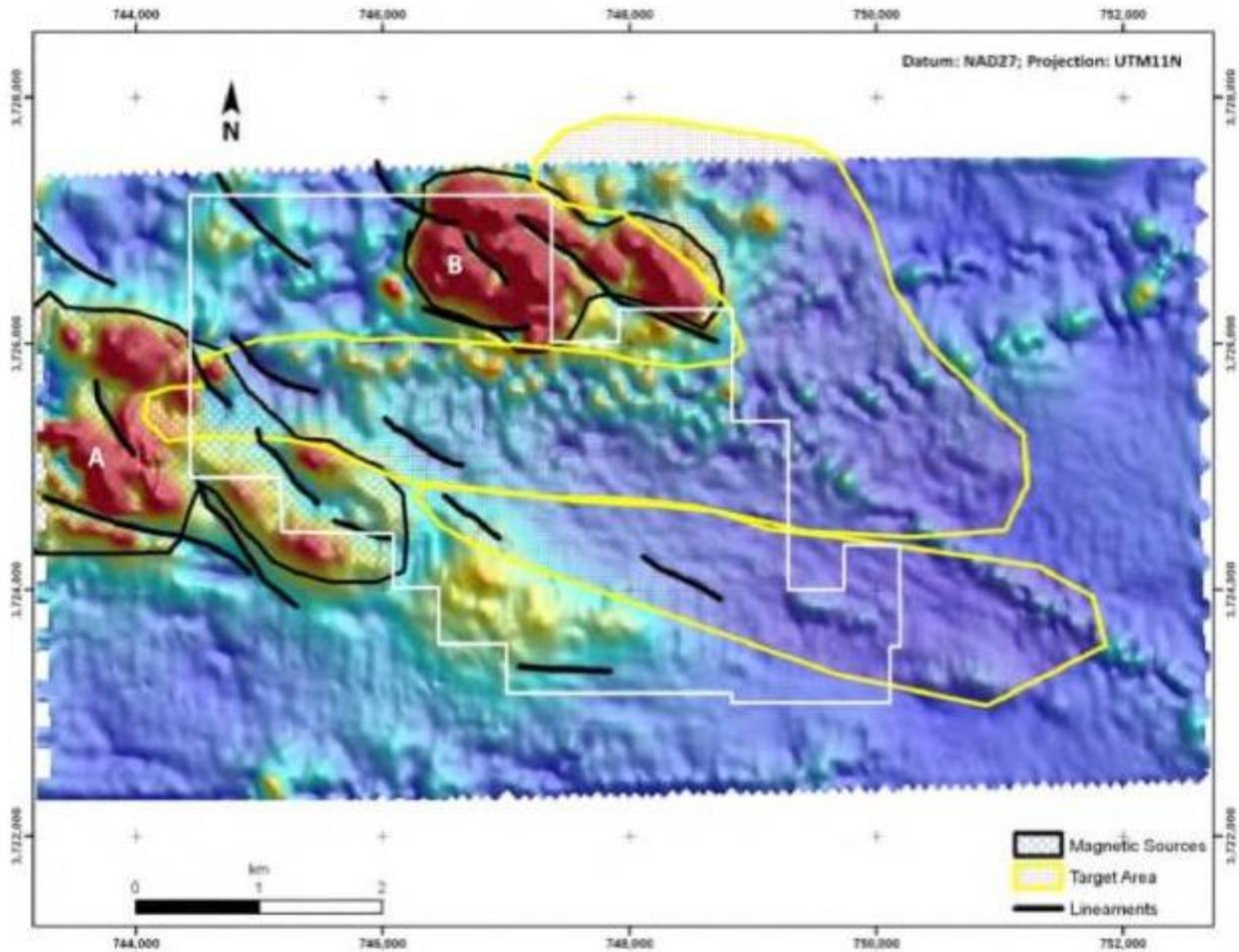


Figure 15: Air magnetics survey with magnetic interpretations (from Espinoza, 2008).

Mineralization

Four types of mineralization occur on the Sugarloaf Peak Gold Project: 1) a large zone of disseminated gold in sericitized and silicified Dome Rock volcanic rocks; 2) potential porphyry copper-gold mineralization in moderate to high-angle veins and faults north of Interstate 10; 3) gold placer deposits in washes and benches along upper reaches of La Cholla Wash and its tributaries; and 4) natroalunite in schistose and porphyritic dacite intruding Mesozoic schist at Sugarloaf Peak.

The principal focus of current exploration is the large gold zone and low-grade, potentially bulk-mineable disseminated gold mineralization encountered on surface and in drill holes. Porphyry copper-gold is a developing target that deserve further attention. Gold placers, base-metal credits, and natroalunite mineralization may contribute value to an eventual mining operation.

Gold Mineralization

Bedrock gold mineralization at Sugarloaf Peak consists of sheeted veins/veinlets and stockworks of quartz-pyrite ± minor accessory vein minerals including specularite, tourmaline, molybdenite, chalcopyrite, and pyrrhotite in sericite- and argillic-altered Dome Rock igneous suite host rocks (Figure 16). Pyrite is broadly disseminated in altered wall rocks adjacent to quartz-pyrite bearing structures. The main gold-mineralized zones identified both in drilling and on surface occur within zones of quartz-pyrite, accompanied by generally moderate to strong sericitic alteration and argillic to advanced argillic alteration. Drilling by Riverside and Choice Gold suggests that many

mineralized zones are bounded by faults and occur with silica-pyrite-sericite±calcite alteration. Gold mineralization is generally low-grade (300-1,000 ppb Au) but potentially suitable for economically profitable open-pit mining.

Rock chip sampling by Choice Gold identified two additional areas within the property boundary with significant potential to host mineralizing systems. North of Interstate 10, highly anomalous values from rock chip sampling, combined with localized iron oxide breccias and the presence of magnetic anomalies makes this area worthy of additional follow-up work. In the southeast of the property a small skarnified outcrop with anomalous values from rock chip sampling also warrants further work.



Figure 16: Typical quartz-sericite-pyrite gold-bearing mineralization.

Rock chip sampling in the northern portion of the property indicates the potential for an intrusion related copper-gold system related to alkalic magmatism. In addition to anomalous copper and gold values, numerous additional elements returned highly anomalous values including Mo, Ag, Te, Ce, La, U, and W. Highlights from rock-chip sampling in this area include 1.8 g/t gold and greater than 6% copper.

The gold anomaly identified on surface is approximately 1.5 x 2.5 km in extent (Figure 9) and may extend under alluvial cover: reconnaissance mapping and sampling to the north and west of a large covered area reveals that sericitic alteration appears south of the covered area near the Goodman Fault on the south side of Gonzales Wash and with sheared pyritic gold-bearing quartz veins in the Goodman Fault at the west boundary of the Sugarloaf Peak claim group. If projected beneath the covered area, the gold-enriched zone measures approximately 3.5 km long.

Drilling to date extends the >200 ppb surface gold anomaly to depth in a zone roughly 500 m wide by 1 km long. Significant drill results indicate an average depth of about 75 meters for the near-surface intercepts grading ≥ 300 ppb Au over more than 3 meters (excluding deeper, isolated intercepts). Subsurface mineralization forms a broadly tabular, generally flat-lying zone immediately beneath the surface that could potentially suit open-pit mining. In general, the near-surface drilled mineralization is open laterally and at depth, and is underlain by deeper anomalous intercepts in several drill holes.

Gold Vein Types

A number of different types of veins exist on the project. These include:

- blue-grey layering-parallel metamorphic quartz veins
- quartz-pyrite veins
- quartz-specularite veins
- quartz-tourmaline/specularite veins, steeply dipping banded quartz-tourmaline veins and breccias, and zones of layering-parallel dark grey-blue quartz-tourmaline silicification
- quartz gash veins
- alunite veins

Preliminary crosscutting relations are evident in drill core and outcrop (Table 4 Figure 17), but a comprehensive understanding of vein types and relative timing has not yet been achieved. Although it is clear that gold mineralization is roughly coincident with zones of quartz-pyrite veining, it is unclear which veins definitively carried gold. Current understanding of the principal vein types is described below.

Quartz-Pyrite Veins

In surface outcrops and particularly in drill holes, quartz-pyrite veins are exposed (Figures 16). These veins range from sub-millimeter veinlets to several centimeters in width and contain clear quartz and individual subhedral pyrite crystals and groups of pyrite crystals up to 1 cm long. Quartz and pyrite are ubiquitous, and varying amounts of biotite, sericite, chlorite, calcite, epidote, and molybdenite are present, along with minor chalcopyrite and pyrrhotite. Quartz-pyrite veins clearly cut foliation and layering, and show a range of angular relations to foliation: they are parallel, sub-parallel, at moderate angles, and at high angles to foliation. Current data is insufficient to determine a preferred orientation.

Quartz “Gash” Veins

A well-developed swarm of NE-striking and generally NW-dipping quartz veins (termed “gash” veins by Stan Keith and retained here) is widespread throughout the area of detailed mapping. Veins are mainly composed of quartz, although local concentrations of specular hematite and base-metal-bearing sulfides and sulfosalt minerals are present. Sulfide-bearing quartz veins are particularly well-developed at the Leadville prospect immediately SW of the SWR-4 drill site and in a highly-prospected quartz vein in the area immediately east of the ASP drill hole cluster. The NE-striking quartz gash veins are not evenly distributed throughout the project area, but are best developed in a zone between the B and D shears of the Goodman Fault system. In addition, the quartz gash veins as well as silicification may exhibit higher frequency and intensity with the B and C shears, particularly in the footwalls of these structures. The area of most abundant gash veins also appears to coincide with the currently identified gold mineralization and its polymetallic halo. This zone of quartz gash veining constitutes a 2,600-foot-wide zone that strikes WNW between Sugarloaf Peak and the La Cholla benchmark immediately south of the Dome Rock Interstate 10 interchange (Figure 6). This high density of quartz gash veins located near gold mineralization suggests a genetic link, but the principal control on gold mineralization has not yet been clearly identified. Stan Keith interprets the quartz gash veins in the project area as late mineral-related veins and not regional metamorphic quartz veins.

Alunite Veins

Alunite veining is especially common in the area around Sugarloaf Peak within the transition between the main gold anomaly and the pyrophyllite-bearing advanced argillic assemblage to the southeast and south of Sugarloaf Peak. Analyses of the alunite in the potential alunite resource at Sugarloaf Peak revealed that the alunite is mainly composed of the mineral natroalunite. The alunite veins are mainly late and are a locally widespread feature throughout the sericitic and pyrophyllitic altered areas. In the area of the stockwork alunite deposit beneath Sugarloaf Peak, several generations of alunite veining are present.

In the immediate vicinity of Sugarloaf Peak, a stockwork-style deposit of alunite is present and has been the subject of several economic evaluations. The area of intense alunite stockwork veins contains local zones of the advanced argillic indicator mineral zunyite, which is developed as honey brown wedges 0.5 to 3 mm in diameter, along schistosity in the wallrocks. Current sampling of alunite veins has not revealed the presence of anomalous gold. However, sampling by the USGS of alunite veins at Sugarloaf Peak has revealed anomalous platinum and platinum group metals in several samples. In particular, Cress and Feldman state, “A lens of schist in alunite from Sugarloaf Peak, Yuma County, Arizona, collected by L.S. Gardner of the Survey, assayed 1 oz of platinum per ton with traces of palladium and rhodium.”. The presence of platinum and platinum group elements is not unexpected in the Ridgeway MQA47 model, as platinum and other PGE metals occur as accessories in many quartz alkalic base and precious metal-bearing models as well as magmatic segregates of various quartz alkalic peridotites. A select set of samples should be re-analyzed for platinum group metals to ascertain the distribution of platinum within the Sugarloaf Peak gold system.

According to Telluris, the kinematic indicators related to alunite veins at both Sugarloaf Peak and at the main NNE drainage that cross-cuts the sequence to the NW indicate quite clearly that the alunite is much later than the alteration and foliation. The steep alunite veins typically show no fracturing or foliation, transect low-angle foliations, and appear to have formed in extensional conditions during a phase of ENE extension (i.e. Basin and Range in age). Telluris postulates a supergene origin for the alunite. Understanding the origin of the alunite on the project is key to the mineralization history and deposit type.

Vein Crosscutting Relations

A comprehensive understanding of vein timing and mineral paragenesis has not yet been achieved, but preliminary observations indicate a complex structural system with multiple generations of veins. As described by Telluris, alunite veins cut all other vein types on the project and are clearly late. Figure 17 shows one instance of complex vein history, with veins forming in the following order: 1) thin white fibrous quartz (?) vein at lower right, which is cut and offset by 2) quartz-pyrite veins that are in turn cut and offset by 3) thicker white fibrous quartz (?) vein at top left that has been cut and paralleled by 4) darker gray quartz vein. All four vein types cut volcanic layering. An accumulation of such observations will generate a comprehensive understanding the vein timing relations and mineral paragenesis, which are central to determining the fundamental controls on gold mineralization. Cataloguing the various types of veins on the project and their relative timing should be a priority for geologic study.

Table 4 Vein Types and Crosscutting Relations Observed				
Crosscutting Relations				
Vein Type		Vein Type	Drill Hole	Depth (ft)
qz-py	cuts	disseminated tm	SGL-11-02	578.5
qz-py-bi				
qz-py-chl	cuts	qz-py-ca	SGL-11-02	131.5
qz-py-ca	cuts	qz-py-ca-mb	SGL-11-02	334
	cuts	qz-py	SGL-11-02	518
qz-py-ca±chl				
qz-py-ca-mb				
qz-py-ca-ser				
qz-py-ca-ep				
py-chl				
bi-py				

qz-al	cuts	qz-py-ca	SLP-09-03	169.5
		qz-ca	SLP-09-03	169.5
qz-ca	cuts	qz-py-ca and qz-py-ca-chl	SGL-11-02	600
white milky qz ser	cuts	qz-py-ca	SLP-09-03	169.5
chl-ca	cuts	qz-py-ca	SGL-11-02	118
chl-py				
chl-ep				
ca-fl-mb-py				
ca	cuts	qz-py-ca-chl	SGL-11-02	256
	cuts	dessiminated tm	SGL-11-02	578.5
gyp	cuts	ca-fl-mb-ca	SGL-11-02	183.3
	cuts	qz-py-ca	SLP-09-03	169.5
	cuts	qz-ca	SLP-09-03	169.5
	cuts	qz-al	SLP-09-03	169.5



Figure 17: Example of vein cross-cutting relations. At least four generations of veins are depicted. Drill hole SLP-009-01, 51.5 m; photo by the Author, 2011.

Gold-Related Alteration

The Sugarloaf Peak gold system is contained within a conspicuous large area of alteration 2.5x4 km in extent. The various alteration facies recognized on surface during the mapping and indicated by historical data are compiled in Figure 7. The gold-related sericitic and argillic alteration pattern forms an ovoid shape elongate to the WNW-ESE within a district scale area of propylitic alteration. Alteration at Sugarloaf Peak appears to be like that of many other porphyry metal sequences, where the more abundant high-pH propylitic alteration resulted from fluids emanating from earlier, less-differentiated plutons, and lower-volume, low-pH sericitic and argillic assemblages representing alteration from fluid releases from more differentiated intrusive phases. The evolution from sericitic to argillic alteration within the Sugarloaf Peak alteration anomaly also reflects a progressive decrease in pH of the mineralizing fluids, with the zunyite-alunite stockwork deposit beneath Sugarloaf Peak and the pyrophyllite deposits to the east and south representing the lowest pH fluid. This also appears to coincide with a major change in sulfur and oxygen fugacities. High-sulfur fugacity is represented by widespread pyrite that follows sericitic alteration. The presence of hematite-stable argillic alteration demonstrates more oxidized conditions and low sulfur fugacity.

Quartz-Sericite-Pyrite Alteration

The main gold occurrence appears to coincide with a large zone of quartz-sericite-pyrite alteration that pervasively affects rocks of the Dome Rock igneous suite. The area of sericitic alteration (and to the east, pyrophyllitic, advanced argillic alteration), is at least 5 km long and over 1.6 km wide. The alteration zone appears to pinch towards the west to a focal point at the entrance to Goodman Wash at the Colorado River Indian reservation boundary. The zone of sericitic alteration in drill holes ranges from 0 to at least 300 meters thick. The overall form is that of a large tabular body. Sericite alteration has been confirmed by thin section.

Importantly, the sericitic component of the alteration that begins to appear about 200 meters west of Sugarloaf Peak is consistently coincident with the >200 ppb gold anomaly (Figure 7). All of the >650 ppb Au values are contained within the sericitically altered central zone and appear to coincide with areas of strong silica-pyrite flooding. Within the area of sericitic alteration, pyrite is common as veinlet fillings and wall-rock disseminations, especially in areas of silica breccia. Current data suggests that the best gold values will be found in this rock type. Specular hematite is limited to late cross-cutting quartz veins.

Argillic Alteration

On surface, the central area of gold-related sericitic alteration is bounded on its east and north sides by a more clay-dominated zone of argillic (mainly to the south) and advanced argillic (mainly to the east) alteration.

The alteration boundary is in part fault-controlled, especially along its northern margin where a rapid transition from sericitic alteration to argillic alteration coincides with the steeply north-dipping D shear of the Goodman Fault system. The transition from sericitic alteration to advanced argillic alteration that occurs over a rapid gradation and coincides with a major northerly draining wash west of Sugarloaf Peak also coincides with the transition from the gold-rich zinc-molybdenum proximal assemblage to polymetallic and locally arsenic anomalous fringing assemblages to the south and southeast.

Argillic alteration is consistently coincident with the >70 ppb gold anomaly. However, in contrast to the sericitic zone, gold rarely exceeds 250 ppb in argillic alteration. Advanced argillic alteration in the vicinity of Sugarloaf Peak contains the diagnostic mineral zunyite, which is relatively frequent in the vicinity of the strong alunite stockwork vein complex on the north side of Sugarloaf Peak. Specularite is best developed in areas of argillic alteration to the south and east of the gold-related quartz-sericite zone. Specularite is mainly restricted to quartz veins but locally occurs as dissemination in areas of pervasive alteration. The argillic alteration facies also contains much less pyrite compared to the sericitic alteration facies.

A number of open cuts have prospected for commercial grade pyrophyllite in areas south and east of Sugarloaf Peak. The pyrophyllite is interpreted to be a late stage of advanced argillic alteration that represents (together with the alunite) the latest paragenetic stage in the Sugarloaf Peak gold system. In general, the pyrophyllite zones are devoid of gold with most samples containing less than 70 ppb Au (most are between less than detection limit and 30 ppb Au).

Observations by Choice Gold geologists Bard Peters and Rory Ritchie indicate that argillic alteration decreases down drill holes, roughly coincident with surface oxidation, and that little argillic alteration is seen in unweathered rock deeper in drill holes. This suggests that much of the argillic alteration seen on surface may be supergene in origin.

Propylitic Alteration

The gold-related argillic and especially sericitic alteration anomalies at Sugarloaf Peak are contained within a probable district-scale propylitic alteration anomaly. The propylitic alteration is mainly composed of chlorite with subordinate amounts of epidote and quartz. The chloritic alteration affects a large area of Dome Rock metavolcanics to the south and north of the Goodman Fault. It also affects the ferro-magnesium mineralogy of the Middle Camp monzonite unit north of Interstate 10; the chloritically altered quartz monzonite, however, appears to be cut by sericitically-altered Diablo alkali granite in exposures north of Interstate 10.

Biotite Alteration

One instance of biotite alteration was noted, in the thin section from drill hole SGL-11-01 at 229 meters (Figure 12). It is clearly more abundant on the margins of a quartz-pyrite-calcite vein, and is intergrown with epidote and calcite. Although accompanied by a generally propylitic assemblage and without K-feldspar, the presence of alteration biotite at depth is a possible sign of higher-temperature porphyry copper-gold style mineralization.

Mineralogical Associations with Gold

On surface, the >200 ppb gold contour correlates well with a large area of sericite and clay alteration. This alteration is widespread, obvious, clearly visible on satellite images, and contains the majority of anomalous gold rock-chip assays on the project. In a general sense, then, gold correlates well with sericite and clay on surface. In more detail, recent logging of Riverside core and Choice Gold core and RC cuttings shows a good correlation between elevated gold values and quartz-sericite-pyrite alteration. Downhole plots of quartz, sericite, pyrite, chlorite, epidote, and selected trace elements show that sericite and pyrite are present in almost all intervals with elevated gold, and silicification is often present (Figure 16). However, this is not a 1:1 correlation, and there are gold-rich intervals with little or no quartz-sericite-pyrite alteration, and sections of such alteration with little or no gold. Pyrite, though, is almost ubiquitous in >300 ppb Au intervals, and may be the best indicator of elevated gold on the project.

Additional analytical studies will help to refine the mineralogical associations with gold, and should be relatively inexpensive given the amount of modern drill core and cuttings on the project. Analytical studies should include Terraspec short-wave infrared analyses on all drill core and cuttings, and petrography. The goal of this work would be to more clearly identify the gold-bearing mineralization and alteration mineral assemblages.

Geochemical Associations with Gold

Basic statistical evaluations were done on the geochemical data from the Riverside drill data, as reported in Smith, 2011b. The most useful part of this work was evaluation of particular gold-mineralized intervals that were manually chosen for statistical analysis. The intent was to examine geochemical trends in isolated lengths of drill samples that displayed gold mineralization. The selected intervals display a strong correlation between Au and Te ($R=0.78$), and a weak Au correlation with As ($R=0.47$). In addition, visual comparison of the average compositions of these intervals reveals rough correlations between Au and Bi, Pb, S, Sb, Se, and Sn. At higher grades (above 500 ppb Au) these samples are moderately elevated in Zn, In, Cd, Bi, and Se, and show a 30% decrease in Na, likely due to destruction of plagioclase in the wall-rock alteration accompanying Au mineralization. When sorted by elevation, the average grades of Au, Cu, Mo, Sn, and Fe tended to increase with depth, suggesting that the Riverside drilling may have encountered narrower, higher-grade structures at greater depths.

Downhole multi-element plots from the Choice Gold drilling support these associations, and show a strong correlation between Au and Ag, Cu, Pb, Zn, Mo, Bi, Te, As, Sb, and Se. Not all these elements are elevated in each gold-rich interval, but are to varying degrees anomalous where >300 ppb Au is present. In drill hole SGR-12-13, for example, the 1.5-m interval between 56.4 and 57.9 m depth returned 1,290 ppb Au with anomalous Ag, Pb, Zn, Mo, Bi, Te, As, Sb, and Se. Copper is not anomalous in this interval but typically is high in many gold-rich intervals. Similar geochemistry is present in the deeper intervals at about 70 meters and 117 meters depth in hole SGR-12-13.

More sophisticated geochemical methods should be applied to the combined Riverside-Choice drill data. This should include statistical analysis for major and trace-elemental correlations with gold and copper, lithochemical classifications of alteration and host rocks, Terraspec short-wave infrared analyses on all drill core and cuttings, and spatial analysis of geochemical trends and vectors. The intent of this work would be to refine the geochemical associations with gold and alteration patterns, which in turn will inform the understanding of the gold-bearing alteration and mineralization mineral assemblages, in particular to identify which vein set carries the highest-grade gold, allowing targeting toward higher-grade portions of the deposit.

Structural Controls on Gold Mineralization

The mineralization at Sugarloaf Peak sits in a complex structural environment. The Goodman Fault system (a Precambrian-aged fault with numerous splays), several generations of thrust faulting, a number of different types of veins, possibly mineralized dikes, and four identifiable generations of deformation contribute to the complexity of the structural setting. Although the specific phase of veining that introduced gold at Sugarloaf Peak is yet unclear, a number of general inferences can be made about the structural controls on mineralization at the project.

A combination of faults, volcanic layering, foliation, and veins appears to have formed fluid pathways sufficient for both vein-hosted and disseminated gold mineralization. According to Telluris, in general there appears to be a progressive evolution from early ductile phyllonite fabrics through more ductile-brittle deformation during the mineralization, when slightly coarser foliation and minor veining were developed in conjunction with silicification through to more discrete conjugate shears. During very late or perhaps post-mineralization phases, brittle conditions prevailed where late, massive, quartz-dominated tension gash veins were emplaced in local extensional features such as conjugate shears, NE tension gash veins orthogonal to regional compression, tensional zones between boudinaged dikes, and south-dipping strike-parallel tensional veins.

Further geologic work, particularly core logging, should focus on identifying the principal structural controls on gold mineralization. Much of the following section of the report paraphrases the structural review of Telluris.

Veins

It is clear that gold mineralization accompanies quartz-pyrite veins on the project. These are widely distributed on surface and in drilling, and that generally coincide with zones of anomalous Au. These have a number of variations, however, and identifying which vein mineral assemblage most closely controls high-grade gold mineralization will help identify higher-grade portions of the gold deposit.

Telluris envisions brittle-ductile shearing and fracturing controlling fluid flow in the form of low-angle shears, steeper foliation-parallel shears, and extensional veining. The presence of steeper shear zones sub-parallel to the main low-angle foliation appears to relate to the change in deformation conditions from ductile flattening to more active (and rapid) shortening and a change to more brittle-ductile conditions. Goldsmith surmises that the quartz gash veins may have played a role in fluid flow, although the timing of these veins relative to mineralization is still not clear.

Goodman Fault and Related Shears

The Goodman Fault system is a natural candidate as the principal large-scale control for gold mineralization at Sugarloaf Peak. The large area of sericitic and argillic alteration on the project coincides with a broadening of the Goodman Fault system into a 1.5-km-wide zone of NW-SE shearing along the Goodman Fault and its five mapped shears. The Precambrian age for this fault system, along with evidence for more recent right- and left-lateral movement establishes it as a long-lived system with good potential for channeling mineralizing fluids. The fault appears to be the main control on mineralization at the Goodman Mine, the main past producer in the project region, about 1.6 km west of Sugarloaf Peak.

Goldsmith postulates a detailed fluid-flow scenario along the Goodman Fault system, but Telluris sees little evidence that mineralization accompanied strike-slip movement along the Goodman Fault system, with no evidence such as stretching lineations or folding of the foliation that would be consistent with significant degrees of strike-slip motion. Thus, if the Goodman Fault played a role in channeling mineralizing fluids, it was likely a passive role as a pre-existing structure that influenced fluid flow.

Reverse and Thrust Faulting

Tony Starling states that all the kinematic indicators associated with sulfide mineralization at Sugarloaf Peak point to SW-directed reverse shear. The kinematic indicators Starling saw in the core, and to a lesser extent on surface, all indicate NNE to NE compression, and interprets that SW-directed shearing could have created an overall

mineralization geometry dipping gently to the north, following a SW-vergent thrust structure. However, this is not borne out in the drill results.

Volcanic Layering and Foliation

Volcanic layering and foliation may have served as a secondary control on mineralizing fluid flow. These planar fabrics in the Sugarloaf Peak anomaly appear to grossly control the geography of the argillic alteration, as well as the positioning of foliation-parallel to late-stage alunite veins, and may have exerted an important secondary pre-mineral control, in particular where they dip into the footwalls of the Goodman Fault system and its shear splays.

Dikes

Keith notes a possible link between dikes of Diablo alkali granite and gold mineralization. “The primary Diablo granite/rhyolite dike in drill hole SLP-09-03 displays primary high-angle foliation and corresponds with the thick ‘discovery quality’ gold-pyrite intercept encountered in the drill hole. A number of other dike occurrences also correspond with elevated gold-pyrite occurrences and it is now believed that gold introduction is closely associated with the emplacement of the Diablo granite circa 159 Ma.”

Post-Mineral Faulting

Faulting that occurred after mineralization may have tilted and offset portions of the mineralized system. The steep ENE shears and gentle folding of the D1-D2 foliation may have contributed to the apparent tilting of the mineralization to the west (as suggested by the IP data) perhaps in conjunction with Basin and Range block rotation. Telluris may have identified a listric normal fault in the central portion of the project.

Relative Timing of Gold Mineralization and Deformation

The relative timing of gold mineralization and deformation, and therefore the age of mineralization, are not conclusive at Sugarloaf Peak. The recent consensus among Locke Goldsmith, Stan Keith, and Tony Starling/Telluris is that gold mineralization occurred during deformation events D1 or D2. However, at least one previous geologist considers the mineralization post-deformation. The Author has not seen convincing evidence for either assertion.

Telluris states that the style of mineralization and shearing suggests that mineralization occurred during the latter stages of D1. Goldsmith cites the orientation of quartz gash veins as supporting evidence for D1 mineralization. According to Goldsmith, elements of D2 deform gold mineralization at Sugarloaf Peak, indicating pre- or early-D2 mineralization. There is conflicting evidence about the age of the alunite veins: the alunite veins have been cut by younger faults, but the age of these structures is unclear, and have been assigned variously to D3, D4, and Basin-Range faulting. Thin sections confirm that alteration sericite formed before or during deformation, but do not reveal which of the four deformation events.

In contrast to the above, Cousins considers the gold mineralization to be post-deformation, noting that “most of the gold is post-metamorphic and concentrated in N60-70°W and N 20-30°E striking post-deformational structures,” with “gold values up to 8 ppm associated with faults that are clearly post-metamorphic.” He also refers to a general correlation of higher gold values with “post-deformational faults, quartz-cement breccias, and post-deformation silicification.”

Goldsmith reports that in the project area, D4 deformation may be represented by WSW-directed thrusting on a northerly striking fault north of Interstate 10. This structural zone contains Cu-Au mineralization that probably used the structure prior to D4 deformation as evidenced by copper and alunite veining that has been deformed by probable D4 fabric.

Other than the thin-section evidence for pre- or syn-deformation alteration, the Author has not encountered any clear geologic observations that would permit strong conclusions about the relative timing of mineralization and deformation. The Author agrees with Telluris that understanding the structural evolution of the deposit will rely on

better defining the styles and geometries of the various deformation events, the large- and small-scale structures that control mineralization, and the crosscutting relations between structural elements.

Age and Source of Gold Mineralization

Given the uncertainties of the relative timing of mineralization and deformation, it is difficult to give an accurate age of gold mineralization. Goldsmith assigns mineralization a Jurassic age based on U-Pb geochronology and stratigraphic relationships, with the Sugarloaf Peak gold system derived from a hydrothermal fluid fractionated from the Diablo Granite in the late Jurassic at about 160 Ma. It may be worthwhile to attempt K/Ar age-dating of sericite from the sericitic alteration.

There has been an attempt to directly date the natroalunite on Sugarloaf Peak by $^{40}\text{Ar}/^{50}\text{Ar}$ geochronometry. This found that the natroalunite was entirely composed of non-radiogenic atmospheric argon. There are two possible interpretations of this information. Either the natroalunite formed very recently and has yet to generate any detectable radiogenic argon, or the radiogenic argon was degassed from natroalunite during one of several Sevier-Laramide thermal deformation and metamorphic episodes.

The unequivocal source of gold mineralization at Sugarloaf Peak has not been identified, but the Diablo alkali granite is one potential source. The gold and/or copper mineralization display a strong spatial preference for the Diablo alkali granite, and gold mineralization at Sugarloaf Peak may be a product of an incompatible fluid release from the Diablo pluton during its crystallization no younger than 158 Ma. Adjacent to the western part of the project area, the Diablo alkali granite is spatially associated with quartz-sericite-pyrite \pm tourmaline alteration and copper mineralization, and with gold-copper veins and derived gold placers at Middle Camp Mountain and Marquitta Pass to the immediate north of the project area. Goldsmith (2008) presents a detailed scenario of the possible igneous and fluid-source evolution that created the Sugarloaf Peak gold mineralization.

The Sugarloaf Peak gold anomaly and the Diablo alkali granite intrusions may be a component of a larger porphyry metal system that accompanied emplacement of the above described late Jurassic intrusive suite at about 165–158 Ma. The copper mineralization north of Interstate 10 displays a spatial association with quartz monzonite variants of the Middle Camp pluton and could reflect incompatible (Cu-Au) hydrothermal fractionations from the Middle Camp intrusion circa 162 Ma. This event might have been accompanied by district-scale propylitic alteration that appears to pre-date sericitic and argillic alteration of the Sugarloaf Peak gold anomaly.

The Sugarloaf Peak Gold Project also shows many characteristics of orogenic gold deposits and is on the northwestern end of the Mojave-Sonora Gold Belt, a long region of acknowledged orogenic gold deposits that stretches south and east into northern Mexico. If the mineralization is orogenic in origin then fluids were likely sourced from deeper crustal levels during metamorphic dehydration reactions or from deep syn-orogenic magmas. Age dates on orogenic gold deposits in the Mojave-Sonora Gold Belt such as Herradura (61 Ma) and San Francisco (41 Ma) indicate formation during the Laramide Orogeny, a ~80 – 40 Ma compressional event in western North America, and a potential age range for Sugarloaf Peak mineralization.

Porphyry Copper-Gold Mineralization

The Sugarloaf Peak Gold Project shows potential for porphyry copper-gold mineralization. Less work has been done on these targets, but high-grade copper mineralization accompanied by gold and porphyry-style alteration have been identified in the North and West Targets on the project.

The highest copper grades on the project—up to 0.67% Cu—occur on the North Target north of Interstate 10, where rock-chip sampling by Choice Gold returned widespread copper mineralization with up to 1,954 ppb Au. These samples occur in variably sheared and altered porphyritic granitoids with K-feldspar phenocrysts, monzonite porphyry, and latite porphyry intrusives. Associated structures include roughly east-west trending, shallowly south-dipping localized shear zones; northeast- or northwest-trending, steeply-dipping quartz and quartz-tourmaline veins, and northwest-trending granite dikes.

In the central mineralized zone south of Interstate 10, Cu forms a low-level anomaly (>100 ppm) that trends irregularly to the northwest, and which sits distinctly offset to the west-southwest of the main Au, Pb, Zn, and Mo anomaly. Roughly coincident with the Cu anomaly are anomalous levels of Bi, Te, As, Sb, and Se. Although the separation between Cu and Pb-Zn-Mo is unexpected—these elements usually cluster together in porphyry systems—the change toward higher Bi, Te, As, and Sb to the west-southwest suggests that this portion of the project may be the deeper levels of a porphyry system.

Ahern notes that a “block of potassic alteration measuring 2,000 by 3,000 feet is exposed in the center of Section 31, Township 4 North, Range 20 West.” This is in the West Target, in the area of Gonzalez Wash south of Interstate 10 in the western portion of the project. Similarly, the historic Stray Elephant project was described by Goldsmith: “a supergene oxide copper resource of about 3.0 million tons of 0.7% Cu (mainly as chrysocolla) has been established by drilling at the Stray Elephant prospect about 500 meters west of the project land position. The oxide resource has been developed on underlying chalcopyrite-bearing quartz-sericite (tourmaline) veins.” Further evaluation of the Stray Elephant occurrence should be done.

Additionally, biotite alteration deep in drill hole SGL-11-01 could be porphyry-related (Figure 12). The Congden & Carey/Kerr McGee deep copper drilling program tested copper potential on the project, but these holes were to the north of the Au anomaly and therefore did not test the best porphyry potential. Instead, areas to the west, west-southwest, and north of the copper anomaly appear prospective for porphyry copper-gold style mineralization.

Drilling

One hundred drill holes totaling approximately 14,074 m of core, rotary, and reverse circulation drilling have been completed on the property between 1963 and 2012 by operators in search of both gold and copper. Drilling has identified a large, relatively low-grade gold deposit exposed at surface over an area of approximately 1 km east-west and 500 m north-south. The deposit shows excellent expansion potential: the currently drilled area is open to the south, west, east, north, and at depth. Five target areas within and adjacent to the deposit are ready for fill-in and extension drilling. The drilled area is surrounded laterally by a strong surface gold anomaly and argillic/sericitic alteration, and underlain by deeper gold-bearing drill intercepts and many holes that ended in mineralization. Recent drill holes contain >300 ppb Au intercepts as deep as 200 meters, but many IP high chargeability anomalies at depth remain undrilled. Given the extent and grade of the currently drilled area and the lateral and depth indications, the potential for expanding the gold deposit is excellent. In particular, the prominent magnetic low that underlies gold mineralization continues to the west under alluvial cover, where it coincides with the western portion of the IP chargeability high anomaly. This presents a prime, untested exploration target.

Sample Preparation, Analysis, and Security

The current project database includes results from four categories of samples: 1) 1,215 historical rock-chip samples; 2) 2,546 historical gold-exploration drill samples; 3) 701 rock-chip samples taken by consultants or other companies on behalf of Riverside and Choice Gold; 4) 964 core samples from holes drilled by Riverside; and 5) 2,261 core and RC drill samples taken by Choice Gold. Sample preparation, analysis, and security for these five types of samples are discussed below.

Historical Rock-Chip and Drill Samples

Historical rock-chip and drill samples were taken between 1963 and 1995. Locations and gold assay results are known for these samples, but information related to sample preparation, analysis, and security is limited to historical reports and a few lab assay certificates. For historical samples, sample preparation methods, quality control methods, sample splitting and reduction methods before shipment to labs, and security measures are unknown. At the time of the analyses, Choice Gold had no relationship with the laboratories known to have been used for historical samples (Skyline Labs of Tucson, Arizona; Jacobs Assay Office of Tucson, Arizona; and ActLabs of Ancaster, Ontario). Because of the generally consistent levels of gold in these samples (up to a maximum of about 3 ppm) by many different samplers at different times, work by reputable and reliable companies such as Cominco, the Author is of the opinion that sampling and analytical procedures were appropriate and the results generally reliable. Although the Author cannot verify proper sample preparation, analysis, and security for historical samples, he has no reason to suspect that results are other than recorded.

Riverside Rock-Chip Samples

During 2008 and 2009, approximately 321 rock samples were taken by consultants or companies on behalf of Riverside (Table 3). Greg McKenzie, an independent consultant for Riverside, took 199 samples. These samples were subject to no sample preparation nor sample splitting and reduction methods before shipment to the lab. No quality-control samples were sent from the field, and security measures are unknown. These samples were submitted for fire assay and multi-element analysis to Activation Labs of Ancaster, Ontario, a lab certified to ISO 17025 and CAN-P-1579, with no relationship to Choice Gold.

An additional 106 surface rock-chip samples were taken under the supervision of Stan Keith of MagmaChem Exploration. As a principal of Arizona Gold Holdings, the Sugarloaf Peak Gold Project vendor, Mr. Keith is not independent. These samples were subject to no sample preparation nor sample splitting and reduction methods before shipment to the lab. No quality-control samples were sent from the field, and security measures are unknown. These samples were submitted to Jacobs Assay Office of Tucson, Arizona, for fire assay. Jacobs Assay Office is a registered assayer in the State of Arizona but holds no ISO certification. These samples were also submitted to Activation Labs of Ancaster, Ontario, (an independent lab certified to ISO 17025 and CAN-P-1579) for multi-element analysis by ICP and ICP-MS. Choice Gold has no relationship with either lab.

Riverside Drilling

Riverside's 2009 drilling program was done according to modern exploration best practices, and supervised by an independent geologist. Full quality-control details can be found in Nuñez-Othón. The drilling generated 964 drill samples plus an additional 50 QA/QC samples. In the opinion of the Author, sampling, security, and analytical procedures were adequate.

Drill-sample preparation onsite consisted of cutting core lengthwise with a diamond-blade saw. Samples were bagged and kept in secure storage until shipped to the laboratory. No aspect of sample preparation was conducted by an employee, officer, director, or associate of Riverside or Choice Gold. Samples were analyzed by Inspectorate Labs of Sparks, Nevada, an independent lab certified to ISO 9001-2008 with no relationship to Choice Gold. Samples were analyzed for Au (fire assay with AA finish) and a 50-element package (ICPMS). Inspectorate's internal quality-control samples returned acceptable results.

Quality control samples were submitted by Riverside with drill samples for analysis, including blank and blind standards. All results of QA/QC control fall within acceptable limits. Riverside included 45 samples of blank material. Unfortunately, this material was a local pulp, which cannot be certified to be sterile: analytical results for these samples were all very low but four samples assayed above the detection limit of 5 ppb, with one sample testing above the accepted limit of three times the detection limit. Nevertheless, the blank samples did not reveal any systematic contamination in the drill samples. Riverside included five samples of one commercial certified gold-only standard with drill samples. Riverside renumbered and repackaged the five standards and inserted them into the sample sequence as blind standards. The data set is small but the results are good: all standard reference material is in the field of ± 2 standard deviations and is acceptable for this study. Analyses of the blank and standard reference material can be found in Nuñez-Othón. Both Inspectorate and Riverside standard reference material comparisons demonstrate that analyses were within acceptable limits.

Choice Gold Rock-Chip Samples

In early 2011, 235 rock-chip samples were taken under the supervision of Stan Keith/MagmaChem and by Tony Starling/Telluris as funded by Choice Gold. Mr. Starling is an independent consultant; Mr. Keith is not independent and is a principal of Arizona Gold Holdings, the project vendor. Samples taken by both geologists were prepared and analyzed similarly: they were subject to no sample preparation nor sample splitting and reduction methods before shipment to the lab; no quality-control samples were sent from the field, and security measures are unknown. Samples were shipped to the labs by commercial carrier.

Samples were analyzed for Au by fire assay at Skyline Labs, an independent lab in Tucson, Arizona, that is ISO-17025 certified. Activation Labs of Ancaster, Ontario, (an independent lab certified to ISO 17025 and CAN-P-1579)

performed whole-rock and 45 trace-element analyses by ICP and ICP-MS methods. Choice Gold has no relationship with either lab. No quality-control samples were submitted by the geologists; results of internal lab quality control analyses are acceptable. In the Author's opinion, sample preparation, analysis, and security for these samples are satisfactory.

In September and October of 2011, a total of 136 rock samples were collected by Choice Gold geologists, and nine rock samples were collected by the same geologists in March of 2012. Quality control samples were generally not inserted in surface sampling sequences, but these samples were generally included with batches of drill samples that contained quality-control samples. Rock samples were shipped by commercial carrier to American Assay Laboratories in Sparks, NV, where they were analyzed for ICP multi-element analysis and 30-g fire assay with ICP-AES finish. Results of any inserted quality control analyses were acceptable, as were internal lab QA/QC analyses.

Choice Gold Drilling

Choice Gold Diamond Drilling

Between July and September of 2011, Choice Gold contracted Brown Drilling of Kingman, AZ, to drill six HQ-sized diamond drill holes. Two 12-hour shifts, each consisting of one driller and two helpers, ensured continuous drilling over the contract period. Core was placed by the helpers into lidded waxed cardboard core boxes, and depth footage blocks were typically inserted at 5-foot intervals. Core was delivered by the drillers to the Choice Gold field office in Ehrenberg, AZ once every 24 hours.

Core was logged by Choice Gold geologists at the Choice Gold field office. All holes were sampled in their entirety. Sampled intervals were marked by geologists and sample tags were inserted, with sample lengths typically measuring between 0.6-1.5 m. Core was cut in half along a prescribed line with a rock saw operated by locally-hired staff, and one half was inserted into a poly bag with a corresponding sample tag. Core sample duplicates were produced by quartering the sampled half, and were inserted into the sample sequence roughly one in every 20 samples. Blank samples and certified reference standard samples were also inserted into the sampling at a rate of one per 20 samples; 1.0 and 1.5 g/t certified Au reference standards were used. Samples were shipped to American Assay Laboratories Inc. in Sparks, Nevada, in the United States, for ICP multi-element analysis and 30-g fire assay with ICP-AES finish. Upon receipt of analytical results, quality-control analysis on the data was performed by the Choice Gold exploration manager. All analytical results were deemed acceptable. American Assay Laboratories does not have ISO certification, but participates in CANMET PTP-MAL certification analyses twice a year.

Choice Gold 2011 Infill Sampling of Riverside Drilling

In October of 2011, Choice Gold geologists relogged the core from the Riverside 2009 drill campaign, in an effort to standardize lithologies with Choice Gold drill logs. In the process, all core that was previously not sampled by Riverside was cut and sampled by Choice Gold – notably sections of drill hole SLP-09-02. Quality control and quality assurance procedures followed were the same as those outlined above. All analytical results were deemed acceptable.

Choice Gold 2012 RC Drilling

Choice Gold contracted Brown Drilling in February 2012 to drill 13 13-cm-diameter reverse-circulation (RC) holes, which were completed by March 2012. Samples were collected as 5-foot intervals and catalogued, and tags were inserted by Choice Gold geologists at the drill site. Drilled material went through a rotary splitter and was split roughly in half. One-half of each interval was sent to American Assay Laboratories in Sparks, NV, for ICP multi-element analysis and 30-g fire assay with ICP-AES finish. The other half was stored at the Choice Gold field office, where it is available for future data verification. Reference standards and blank material were inserted into the sample sequence at a rate of roughly one per 20 samples. Duplicates were split at the Choice Gold field office by geologists, using a manual splitter, a process which was performed at a rate of roughly one per 20 samples. QC data was analyzed and verified by the Choice Gold Exploration Manager upon reception from the lab. All reference samples, blanks, and duplicates were deemed to fall within acceptable levels.

Data Verification

During the Author's personal examination of the project in June 2011, the Author took 11 data verification samples on the project, from both outcrop and drill core. Results are presented in Data Verification, below. These samples were subject to no sample preparation nor sample splitting and reduction methods before shipment to the lab. Quality-control measures consisted of including a blank (CDN-BL-9) and a standard (CDN-GS-1H) in the samples suite; both are from CDN Resource Laboratories of Vancouver, B.C. Sample security was ensured by keeping all verification samples under the Author's direct control between collection and shipment to the lab by commercial carrier. Although Riverside and Choice Gold have both had access to the drill core since drilling, the Author's verification sample locations for both drill core and surface samples were unknown prior to the Author's site visit, and no opportunity for sample tampering was available.

Data verification samples were assayed by American Assay Labs, of Sparks, Nevada, an independent lab and a "reputable" laboratory under the Mineral Exploration Best Practices Guidelines, whose results are accepted by all Canadian stock exchanges. Analysis consisted of 30-gram fire assay for Au and Ag with atomic absorption finish. QA/QC samples both submitted by the Author and inserted by the lab returned acceptable results. Neither Riverside nor Choice Gold has a relationship with this lab.

Mineral Resources and Mineral Reserves

There are no current gold resource estimates for the Sugarloaf Peak Gold Project that are compliant with NI 43-101 requirements. There are non-NI 43-101-compliant, conceptual potential resource opinions on the project, as described below.

Geologist Norman Dausinger, who was involved with the project from 1981 through 2004 or 2005, gave two non-NI 43-101-compliant, conceptual potential resource opinions of "about 100 million tons containing 1.5 million ounces gold and 25 million ounces silver," and 60 million tons at a grade of 0.02 opt Au and 0.30-0.50 opt Ag. These potential resource opinions are not compliant with NI 43-101 standards, are conceptual in nature, and have not been verified as a current mineral resources. None of the key assumptions, parameters, and methods used to prepare the conceptual potential resource opinions were reported, and no resource categories were used. No more recent estimates or data are available as of the effective date of the Sugarloaf Peak Gold Project Technical Report. The Author has not done sufficient work to classify these conceptual potential resource opinions as current mineral resources, reports them for reference only, and does not infer or assert that they were performed under current NI 43-101 guidelines nor that they are reliable or accurate. Croesus does not represent that these conceptual potential resource opinions are current mineral resources, and does not rely on them as a current mineral resources.

The deposit currently has a relatively low grade; the weighted average of all the drill intervals >0.3 g/t Au is 0.56 g/t Au. Although low, this is still in the range of potentially economic mineralization. The deposit contains significantly higher-grade portions: 95 drill intervals exceed 1 g/t Au with a peak at 6.6 g/t Au. Finding additional higher-grade mineralization will be the key to developing an economically viable resource on the project.

Current data on the project may be sufficient to calculate an NI 43-101-compliant resource. An independent resource consultant should be hired to review the data and make recommendations for further work, if necessary, or to proceed with the resource estimate. Generating a NI 43-101-compliant resource estimate will require thorough verification of previous drill data; this may include twinning of historical holes, or drilling nearby holes to confirm grade continuity. Any further drilling on the project should be planned with the chosen resource qualified person to ensure that the appropriate data is generated for an NI 43-101-compliant resource model.

INFORMATION CONCERNING KAY MINE PROJECT

Source of Information and Data

The following is a summary of the Kay Mine Project Technical Report for the Kay Mine Project, located in Arizona, in the United States. The Kay Mine Project Technical Report is available in its entirety on SEDAR at www.sedar.com and readers should review it in its entirety for a full description of the Kay Mine Project.

Property Description and Location

Location

The Kay Mine Project is located immediately adjacent to the town of Black Canyon City, approximately 69 km (43 miles) north of the city of Phoenix, in central Arizona, in the United States (Figures 18 and 19). The property is located in Sections 4 through 9, Township 8 North, Range 2 East (Gila and Salt River meridian), in the Tip Top mining district in Yavapai County, Arizona. The UTM coordinates of Shaft 1 on the eastern portion of the property are 392910E, 3769540N (WGS84 datum, Zone 12S). The property falls on the Black Canyon City 7.5-minute topographic map published by the United States Geological Survey.

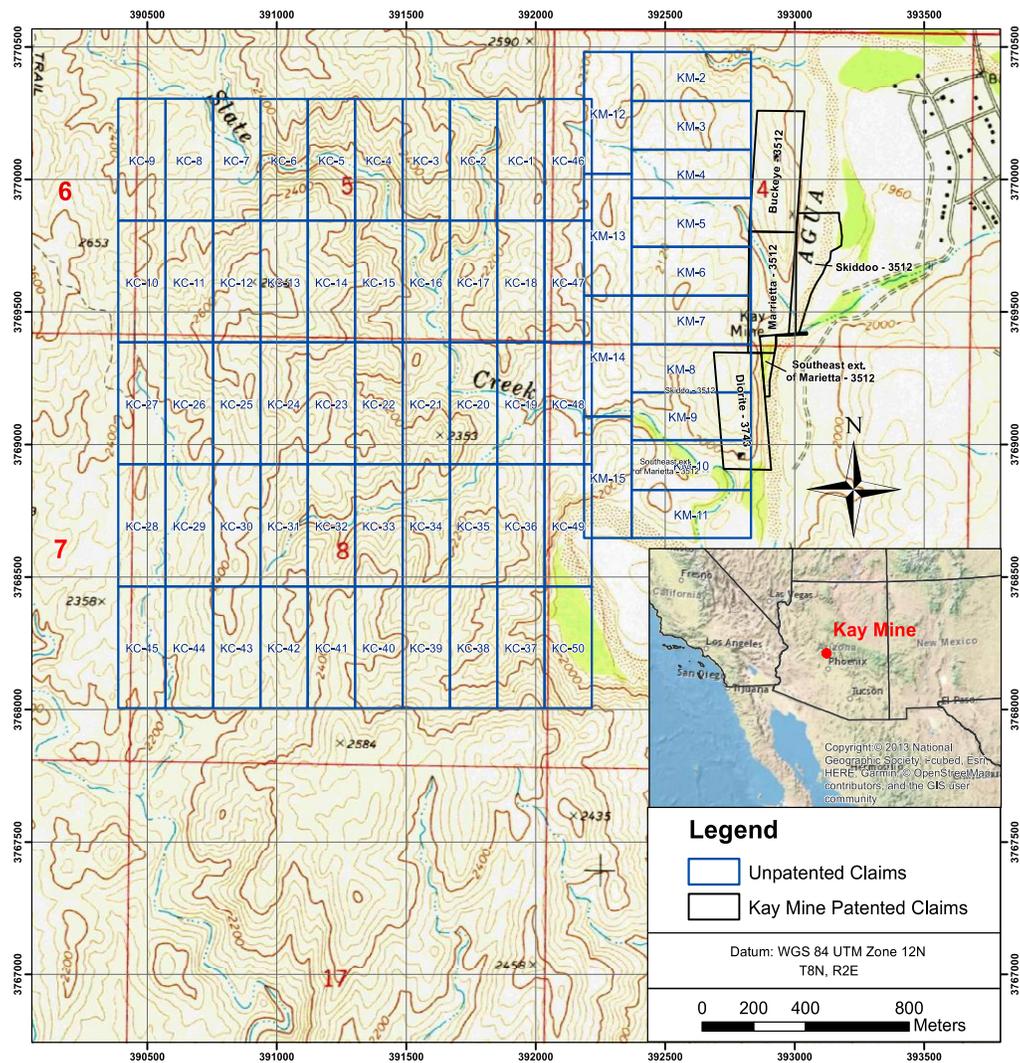


Figure 18: Project mining claims.

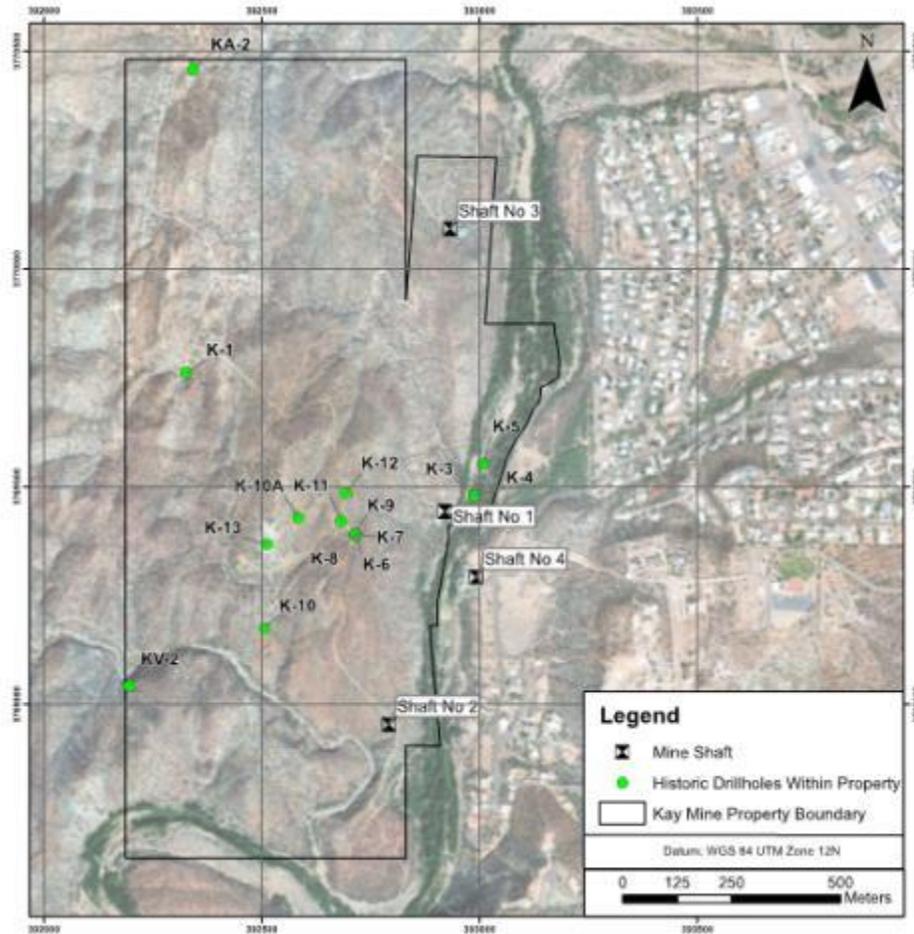


Figure 19: Project map.

Mineral Claims

The Kay Mine Project consists of 64 unpatented mining claims covering approximately 509.6 ha (1,259 acres) and five patented mining claims covering approximately 28.7 ha (70.84 acres) (Figure 18). The total area of the property is approximately 538.3 ha (1,330 acres).

Nature of Croesus's Interest

On January 30, 2019, Croesus acquired 100% of the Kay Mine Project from Silver Spruce for a total cash consideration of \$400,000. Croesus also agreed to assume a USD\$450,000 loan between Silver Spruce and a third-party lender, which matured on June 22, 2018. The Author is not aware of any other underlying agreements or royalties on the Kay Mine Project.

Mineral rights for economic minerals and metals on public lands in the United States are governed by the General Mining Act of 1872. This law allows for unpatented mining claims to be staked on public lands that are open to mineral entry and have not been designated for other specific uses. Unpatented mining claims confer mineral rights to the owner, while surface rights remain under the administration of the appropriate government agencies. Patented mining claims confer both mineral rights and surface rights to the owner, and are private property. In the Kay Mine Project area, mineral rights and permitting are administered by the Department of the Interior, Bureau of Land Management, under the Federal Land Policy and Management Act of 1976.

According to Bureau of Land Management records, a recent title opinion, and Yavapai County tax documents, mineral title appears to be valid for both the patented and unpatented mining claims on the property. A new title opinion is underway, commissioned by Croesus. Determination of secure mineral title is solely the responsibility of Croesus.

Environmental Liabilities

The Author is not aware of, and the project history to which the Author has access does not mention, any significant environmental liabilities. Small historical mine dumps exist on the property at the No. 1, No. 2, and No. 3 Shafts and these are likely to contain sulfide minerals, particularly pyrite, which have the potential for producing acidic surface waters as they oxidize. Four samples that the Author collected on surface at Shaft 1 contained >1% As. Given the proximity of these mine dumps to the active Agua Fria River, Croesus should consult with a local environmental consultant to evaluate whether any environmental risk exists from these historic mine dumps.

Permitting

No permitting is necessary for surface exploration work on the property such as geologic mapping, surface sampling, and geophysics. Permitting will be required for the drill program recommended in this report. On the unpatented claims, permitting will be administered by the Bureau of Land Management through 'notices of intent to operate', which are relatively simple documents to prepare and are routinely approved by the Bureau of Land Management. Permitting for drilling on patented mining claims appears to be minimal, consisting of routine permitting through the Arizona Department of Water Resources. Crossing the Agua Fria River or its tributary to the north, Black Canyon Creek, may require consultation with the United States Army Corps of Engineers.

Because of the project's proximity to Black Canyon City, Croesus should take extra care with community consultation during permitting and operation of drill programs, and may consider the services of a community relations specialist.

Accessibility, Climate, Local Resources, Infrastructure, and Physiography

Accessibility

The project lies in an area of moderate topography (Figure 20), reaching elevations of 683 m with relief of approximately 100 m from the streambed of the Agua Fria River to the summits of hills on the project. The terrain is accommodating to exploration activities, as evidenced by previous mine shafts and access roads. Vegetation is generally sparse, consisting of many varieties of cactus and low brush, although the Agua Fria River channel is bordered by thicker underbrush and numerous trees.



Figure 20: Aerial view of the project looking north.

Access to the project is excellent by road on Interstate Highway 17, then by paved city streets in Black Canyon City to the banks of the Agua Fria River. Historic gravel drill and mine roads give access to several of the historic mine shafts on the project. Vehicle access onto the project may require crossing the Agua Fria River, or its northern tributary Black Rock Creek, both small streams that typically have year-round flow highest in the winter months (January – March) and lowest in the spring and summer (May – July), with occasional storm-related high and turbulent flow.

The project is immediately adjacent to population in the town of Black Canyon City, population about 5,600, which offers basic services such as fuel, food, and housing. Many private homes have views of the property, so care should be taken before and during exploration and mining operations to consult with and accommodate nearby residents.

Surface rights for mining on the unpatented claims are held by the United States government and are governed by the Federal Land Policy and Management Act of 1976 and General Mining Act of 1872 as described above, and administered by the federal Bureau of Land Management. Surface rights for mining on the patented claims reside with the patented claim owners as private land.

Climate

The climate of the project area is hot semi-arid, typified by very hot summers and mild winters. The area receives little precipitation, averaging about 254 mm (10 inches) per year, as heavy periodic rain storms, generally in the winter months, and as late summer thunderstorms. Summers are very hot, often consisting of consecutive days over 38°C (100°F). Winter temperatures generally range from 6-22°C (42-72°F). Access and work can generally continue year-round. Average temperature and precipitation for Scottsdale, Arizona, located approximately 80 km southeast of the project, are shown in Table 5 below.

The operating season is 12 months per year, with potential fire restrictions during summer months that may limit advance exploration activities and drilling. It is expected that if the project advances to development and mining operation, sufficient fire mitigation can be put in place to allow year-round operations.

Table 5 Project View to the West Showing Terrain and Vegetation

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Average high temperature (°C)	19	21	24	28	33	38	40	39	37	31	23	18
Average low temperature (°C)	6	8	10	14	19	24	27	39	23	17	9	6
Average precipitation (mm)	32	31	31	11	5	2	26	30	23	20	22	29

Infrastructure

Infrastructure on the project is outstanding, with ready access to power and water in adjacent Black Canyon City, and excellent road access along Interstate Highway 17 and paved city streets. Arizona has a long and rich mining history, and skilled miners and mining professionals reside throughout the state and are available for employment. Potential locations for tailings, waste disposal, and processing plants are numerous, particularly out of sight of town on the western portion of the project.

History

Prior Ownership and Exploration

Mineralization at the Kay Mine Project was first discovered before 1900, and activity has continued intermittently since then. The summary of the project history below is derived from Conklin, 1956; Fellows, 1982; Karr, 2017a; and Mattinen, 1984.

Initial Discovery and Early Works

The Kay Mine Project was discovered sometime before 1900 and mined on a small scale from the inclined No. 1 shaft, producing approximately 635 tonnes (700 short tons) of ore prior to 1916 or 1918.

Kay Copper Company

Between 1918 and the late 1920s, the project was owned by an “eastern mining interest” that became the Kay Copper Company in 1922. During this period, the owners deepened the No. 1 Shaft to 457 m (1,500 ft), sunk the No. 4 shaft to 366 m (1,200 ft), installed the No. 3 Shaft, and developed several thousand feet of under-ground workings on 11 levels, discovering the ore bodies above the 600 Level but apparently producing no ore. Judging by mine maps, the company drilled at least 89 underground drill holes (according to mine plan maps); assay data are plotted on mine plan maps, but no drill logs nor assay certificates are available. The Kay Copper Company failed in the late 1920s and the project was dormant until 1949, apparently from a combination of low metals prices and litigation.

Various Mid-Century Operators

In the late 1940s the project was acquired by an unnamed owner for back taxes, and in 1949 leased to Black Canyon Copper Corporation, which opened the underground workings to the 500 Level and shipped about 907 tonnes (1,000 short tons) of ore.

In 1949 or 1950, Black Canyon Copper sub-leased the project to Shattuck-Denn Mining Company and New Jersey Zinc Company until 1952. These companies dewatered and rehabilitated the No. 4 Shaft at least to the 1000 Level, and performed surface and underground exploration, including resampling and underground diamond drilling of at least 14 holes (according to mine plan maps). They shipped an uncertain amount of ore, reported to be 1,425 tonnes (1,571 short tons) by Fellows.

In 1955-1956, the project was leased to Republic Metals Company, which shipped 414 tonnes (456 short tons) of ore from above the 350 Level. A cave-in destroyed pumping operations, and the mine was allowed to flood. Following this, the project saw several unsuccessful attempts to revive operations until 1972.

Exxon Minerals

The project was acquired by Exxon Minerals Company in 1972, which invested about \$1.5M in exploration on the project. This work included geologic mapping; “mine mapping” (suggesting that Exxon re-opened the underground workings); relogging drill core and cuttings; petrographic studies; assaying 610 m (2,000 ft) of unassayed drill core; stream sediment and soil geochemistry surveys; reviewing historical assay data and incorporating into mine maps and cross sections; and geophysical surveys. Exxon drilled 23 core/rotary exploration holes totaling 8,094 m (26,554 ft), 14 of which were in the immediate vicinity of the Kay Mine Project and which total 6,807 m (22,333 ft). Fellows also mentions “10 shallow air-track claim validation drill holes on various parts of the property,” but gives no specific locations. Exxon’s last reported work on its project was 1984.

Post-Exxon Multiple Owners

The five patented claims changed hands a number of times between 1990 and 2015, apparently without exploration work. In 1990 Exxon sold the five patented claims to Rayrock Mines, which in turn sold them to American Copper and Nickel Company in 1995. Ownership was then conveyed to Shangri-La Development in 2000, to five private individuals in 2002, and to Jodon Development in 2003. In 2015, Cedar Forest Inc. acquired the five patented claims through foreclosure on Jodon Development. Cedar Forest did not appear to do any exploration work on the project.

Silver Spruce

In March, 2017, Silver Spruce acquired the five patented mining claims from Cedar Forest and then staked 14 unpatented “KM” mining claims in April, 2017. Together, these 19 claims comprise the property purchased by Croesus (Figure 18). Silver Spruce took 39 samples on the project but did no other exploration work.

Croesus

On September 26, 2018, Croesus signed a letter of intent to acquire the five patented and 14 unpatented “KM” claims from Silver Spruce. To date, Croesus has performed initial geologic and geophysical exploration on the project and staked 50 additional unpatented mining claims, as described below in “*Information Concerning Kay Mine Project – Exploration*”.

Historical Resources and Reserves

A number of historical estimates of resources and reserves have been made over the years on the project, as summarized by Westra. The most recent historical resource estimate was by Fellows, who stated total estimated tonnage of 5.8M tonnes (6.4M short tons) at an estimated grade of 2.2% Cu, 3.03% Zn, 54.9 g/t Ag, and 2.8 g/t Au (1.6 opt Ag and 0.082 opt Au) above the 3000 Level, using a cutoff grade of 2% Cu equivalent.

Note that this historical resource estimate includes material in what Exxon termed the South Zone, part of which lies off the current project claims. Georeferencing of historic figures and the current property boundary indicates that 17 of the 18 massive sulfide bodies and all but the uppermost portion of the South Zone is included within the subject property (Figure 23). Given that most of the outcropping mineralization lies on the current project claims, the dip of the mineralization is toward the current project claims, and a large part of the known mineralization is at depth in this dip direction, it is likely that the current project retains much of the historical resource estimate. Detailed georeferencing of historical figures, re-examination of historical records, validation of historical data through modern drilling, and a current resource calculation will be needed to determine any current mineral resource on the project.

The historical resource estimate described above is not compliant with NI 43-101 standards, is conceptual in nature, and has not been verified as a current mineral resources. None of the key assumptions, parameters, and methods used to prepare this historical resource estimate were reported, and no resource categories were used. The Author has not done sufficient work to classify it as current mineral resources, reports it for reference only, and does not infer or assert that it was performed under current NI 43-101 guidelines nor that it is reliable or accurate. Croesus

does not represent that this historical resource estimate is a current mineral resource and does not rely on it as a current mineral resources.

Historical Production

The historical production record of the mine is scattered and almost certainly incomplete. Keith et al reported that the Kay Mine Project produced 2,600 short tons of ore containing 296,000 pounds Cu, 13,000 pounds Pb, 2,700 ounces Ag, and 150 ounces Au. The following production was reported in the more detailed project-specific reports currently available.

- 635 tonnes (700 short tons) grading 9.1% Cu, 36.3 g/t Ag, and 2.5 g/t Au (1.06 opt Ag and 0.072 opt Au) mined prior to 1916.
- 907 tonnes (1,000 short tons), no grade reported, shipped in 1949 by Black Canyon Copper Corp.
- 1,410 tonnes (1,554 short tons) with a weighted average grade of 5.62% Cu shipped between 1950 and 1953 by New Jersey Zinc/Shattuck-Denn Mining Company, Drake Mining Corp., and Republic Metals Company. This is likely the 1,425 tonnes (1,571 short tons) reported by Fellows grading 5.67% Cu, 33.6 g/t Ag, and 2.0 g/t Au (0.98 opt Ag and 0.059 opt Au), and includes the 414 tonnes (456 short tons) grading 4.64% Cu, 17.1 g/t Ag, and 1.4 g/t Au (0.5 opt Ag and 0.04 opt Au) re-reported by Mattinen as shipped by Republic Metals Company in 1955-1956.
- 64 tonnes (70 tons) grading 5.7% Cu selected from surface dumps and shipped by a private owner in 1966.

The total documented production from the Kay Mine Project is thus approximately 3,016 tonnes (3,325 short tons).

Geology Setting

Regional Geology

The Kay Mine Project is located in Precambrian metamorphic rocks in central Arizona. Central Arizona is characterized by basement rocks of Proterozoic age (1.8-1.6 Ga) with great stratigraphic complexity and pervasive yet variable deformation and metamorphism. The Proterozoic basement is well exposed in a broad 500-km-long NW-trending belt that transects the state from southeast to northwest known as the central volcanic belt. The Proterozoic basement is directly overlain in places by Tertiary volcanic and sedimentary rocks and by Quaternary surface deposits and has been intruded by widespread Laramide-age granitoids, many of which produced the large porphyry copper systems that have made Arizona famous for copper production. The Proterozoic basement rocks are the result of largely compressional tectonics active between 2.0 and 1.62 Ga, with several periods of subduction, accretion of numerous island arcs onto the ancestral Wyoming craton, and attendant volcanism, plutonism, deformation, and metamorphism.

The Proterozoic basement in the region is divided into three major blocks: Mojave on the west, Yavapai in the center (where the Kay Mine Project is located) and Mazatzal to the east. The Yavapai block is further subdivided into several smaller blocks bordered by major shear zones, and the Kay Mine Project is located in the Ash Creek block.

Proterozoic rocks in the project region consist dominantly of metamorphosed bimodal volcanic and sedimentary rocks and large granitoid intrusive complexes. Host rocks in the project area consist of the Townsend Butte facies within the Black Canyon Creek Group of the Yavapai Supergroup. This facies comprises a complex bimodal volcanic assemblage with related tuffaceous sediments, including felsic sediments and volcanoclastics interbedded with submarine basaltic-andesitic flows and dacite flows and tuffs. Anderson interprets them as having been formed in an intraoceanic island arc at 1800-1740 Ma. Pre- to syntectonic intrusive complexes crop out in the project region, including the large Cherry Creek batholith to the northeast (1740-1720 Ma) and the Crazy Basin monzogranite west of the project (1695 Ma or 1700 Ma). The belt of Proterozoic rocks in which the Kay Mine Project lies is referred to as the Black Canyon Belt by Anderson.

All Proterozoic rocks in the area have been metamorphosed to greenschist to lower amphibolite grade between 1740-1720 Ma and 1699 Ma, likely during the Yavapai orogeny at 1700-1690 Ma, with peak metamorphism occurring at about 1700 Ma. The resulting rocks in the Kay Mine Project area are now dominantly quartz-sericite-chlorite schists with smaller amounts of greenstone, calcsilicate schist, Fe-rich chert, and fine-grained quartzite.

These rocks show a pervasive NE to NNE foliation that dips steeply to the west and parallels the dominant fabrics and lithological breaks in the region. Two major fault zones occur in the project region: the N-trending Proterozoic-age Shylock shear zone west of the project interpreted to be a major crustal boundary in Proterozoic time, and which now marks the western boundary of the Ash Creek tectonic block; and a younger N-trending left-lateral strike-slip fault zone with 3-5 km of offset that cuts Tertiary strata about 16 km east of the project.

The Kay Mine Project is one of numerous Early Proterozoic volcanogenic massive sulfide deposits in the region. DeWitt reports that 70 such deposits are known in Arizona that produced 50.2M tonnes (55.3 short tons) of ore with an average grade of 3.6% Cu containing 3.99B pounds Cu. The largest of these were the Verde and Big Bug districts northeast of the Kay Mine Project. VMS deposits near Kay include New River, Bronco Creek, and Gray's Gulch to the southeast; and Mayer, Agua Fria, Big Bug, and Verde to the north. The characteristics, geologic settings, ages, and enclosing host rocks are sufficiently similar among these deposits that they form a distinct metallogenic province and epoch in central Arizona.

Property Geology

The Kay Mine Project lies in a NNE-trending belt of schists and phyllites comprising metamorphosed felsic volcanics and metasediments with minor chert and iron formation (Figure 21). In the property area, this belt of schists is bordered on the east by alluvium in the Agua Fria River drainage and Tertiary sediments and volcanics; and bordered on the west by the Proterozoic Crazy Basin monzogranite. The Shylock shear zone, a regional structural features, runs to the west of the property. The property's host rocks and structure are described below.

Host Rocks

Host rocks on the project consist of greenschist-metamorphosed volcanic, volcanoclastic, and sedimentary rocks of Proterozoic age. These rocks fall within the Townsend Butte facies of the Black Canyon Creek Group of the Yavapai Supergroup aged 1800-1740 Ma. Westra gives the best detailed description of the project's host rocks, which is summarized here. Westra used relict textures to subdivide rock types, but notes that identifying individual lithologies is difficult because of the degree of metamorphism, folding, and rapid lateral facies changes.

The immediate host rocks to mineralization were grouped together as the Kay Felsic Pile by Westra and crop out in the vicinity of the No. 1 and No. 4 Shafts (Figure 22). This comprises a highly variable sequence dominated by gritty sericite phyllite (a fine-grained meta-rhyolite with <1 mm quartz phenocrysts); coarse-grained meta-rhyolite tuffs with quartz clasts; and highly silicic meta-rhyolites. Also present in this rock package are meta-rhyolite coarse crystal and lapilli tuffs; and siltstone and tuffaceous siltstone (now sericite phyllite). These rocks are sericite-altered, limonite-stained, and contain several percent pyrite. Graded bedding suggests that stratigraphic tops are to the west.

The Kay Felsic Pile is in sharp contact to the west with Westra's Basic Volcanic Sequence. This consists of fine- to medium-grained blocky pale to dark green meta-andesite and meta-basalt flows 15-30 m thick interbedded with thin fine-grained carbonate-rich chlorite phyllites and chert horizons. Pillow-like features suggest stratigraphic tops to the west. To the west of the basic volcanics crop out a series of fine-grained phyllites after carbonaceous siltstones, sandstones, and arkoses. These sediments are rich in carbonates and include chert beds and lenses, dolomite horizons, quartz-bearing meta-andesite, and chlorite-rich meta-tuff layers. Westra also mapped sequences of intermediate to mafic meta-volcanics comprising various interbedded dacitic tuffs, rhyodacite, rhyolite, and andesite. Post-metamorphic granophyre, lamprophyre dikes, and Tertiary sediments are also present in the project area.

Structure

Structure in the project area is complex. The host rocks on the project are intensely deformed, characterized by steeply dipping bedding, foliation, lineations, and folds occurring during three phases of deformation as recorded by Westra. The first phase of deformation was the most intense, and formed isoclinal folds with attenuated and sometimes separated fold limbs and a pervasive axial-planar S1 foliation that strikes north to N30E and dips steeply to the west.

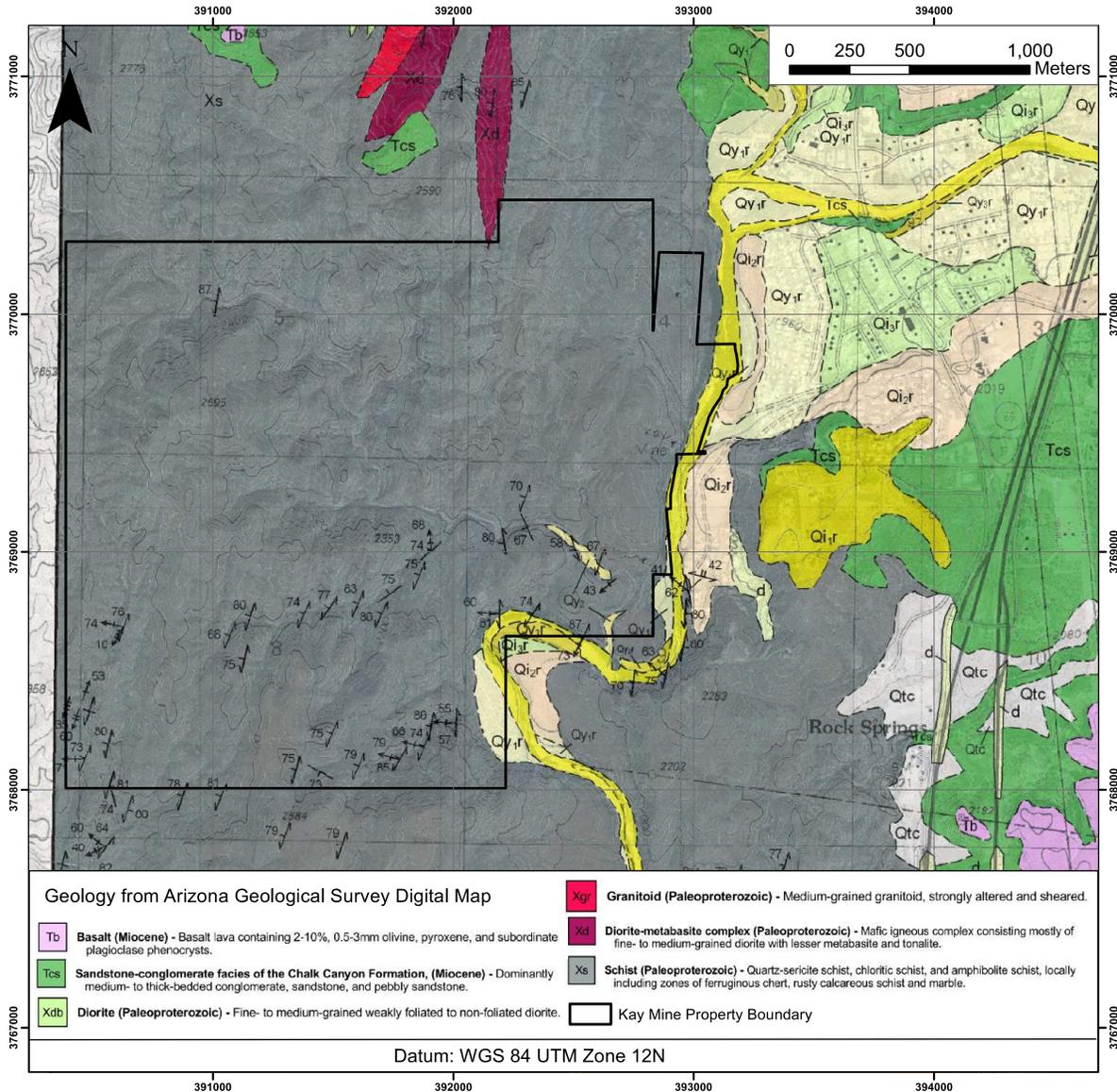


Figure 21: Geologic map of the project area (from Ferguson et al, 2008).

The second phase of deformation on the project is shown as a N40W axial planar cleavage formed by minor kink folds of 2.5-5 cm amplitude whose fold axes plunge steeply to the northwest and southeast within S1 foliation. The third phase of deformation formed a shallowly dipping S3 open cleavage.

Westra reported minor post-metamorphic and post-mineral faults that strike generally northwest with difficult to measure but apparently minor offsets.

Anderson noted that in zones of strong to extreme strain in this region, primary features can be distorted into cigar shapes. This is reflected in the disjointed character of the Kay Mine Project deposits, which are likely the result of isoclinal folding with extreme attenuation and separation of fold limbs. This is an important observation for exploration, and targets should be developed acknowledging that additional VMS bodies are likely to be tubes or prolates rather than tabular bodies.

In spite of the isoclinal folding on the property, Westra suggests that the stratigraphic sequence overall shows younging to the west: graded bedding and pillow-like features suggest top to the west, and black chlorite interpreted to be hydrothermal alteration in the footwall of massive sulfide horizons occurs only to the east of the sulfide bodies.

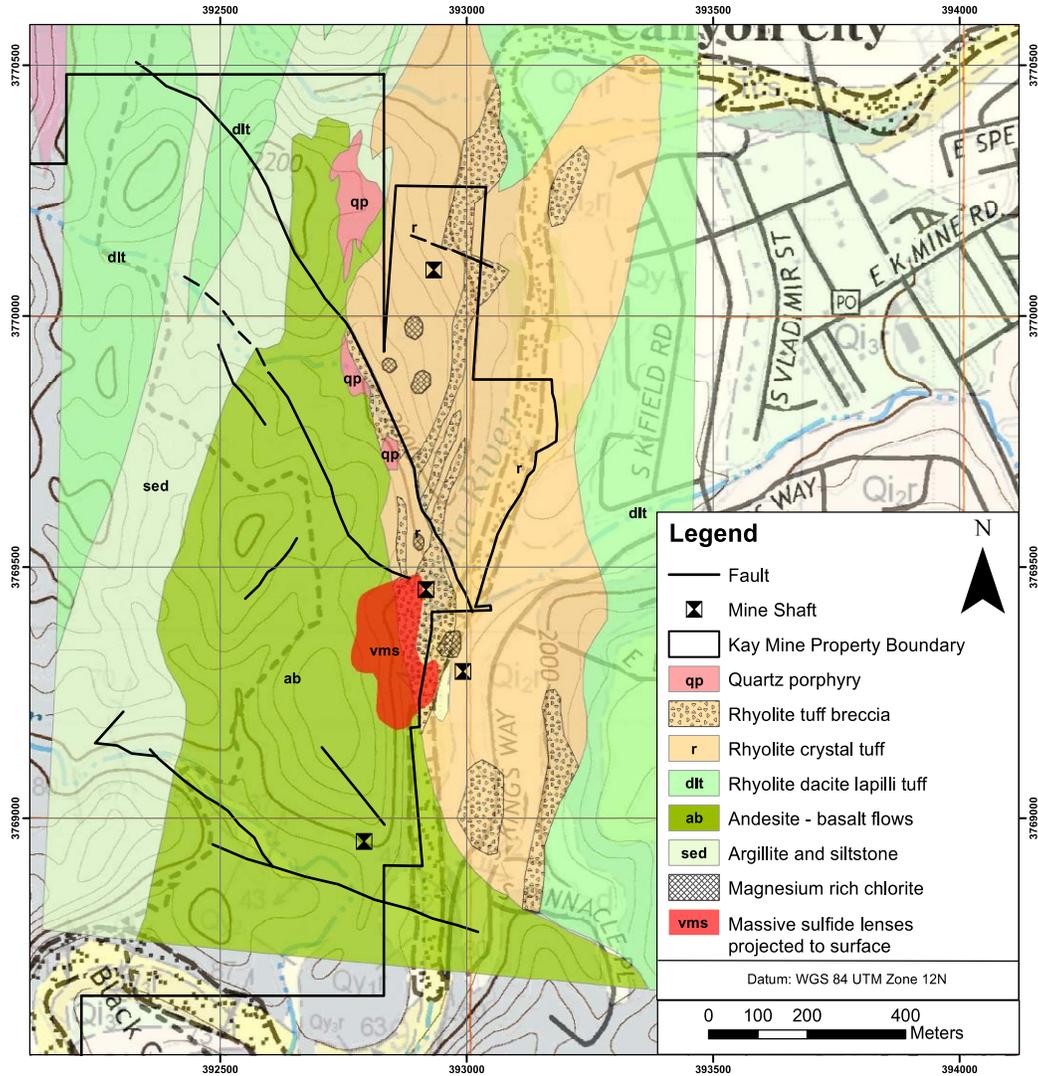


Figure 22: Generalized geologic map of the Kay Mine Property (from Fellows, 1982).

Exploration

Pre-Exxon Exploration

The only data that exists from the early, pre-Exxon exploration efforts on the property are mine plan maps and cross sections produced by the Kay Copper Company and New Jersey Zinc. These include the locations of underground workings and underground drill holes, and assay results from mine channel samples (including many sample widths)

and drill assays. Mine plan maps indicate several hundred underground samples and at least 103 drill holes (89 by Kay Copper Company and 14 by New Jersey Zinc) with many plotted assay results. This is abundant data that, if verified with modern drilling and properly digitized into a 3D geologic model, could be integrated into a new resource estimate for the project.

Exxon Minerals

Exxon Minerals explored the property between 1972 and the mid-1980s reportedly spending over USD\$1M. There are several gaps in the available reports, so the procedures, parameters, methods, quality, and other details of the exploration work are not completely available. Exxon's work is summarized here from available reports. Exploration work and results during 1977-1982 included the following.

- Mapping the area around the Kay Mine Project at a scale of 1"=200', resulting in a detailed understanding of the host rocks, structure, and geologic setting of the mineralization.
- Relogging drill core and cuttings.
- Examining 143 thin sections from surface and drill core.
- Splitting and assaying for Cu, Pb, and Zn 610 m of drill core from holes K-9, K-10A, and
- K-12; assays indicate that Zn/Cu ratios increase with distance from mineralization.
- A stream sediment sampling program, showing small base-metal anomalies immediately around the No. 1 Shaft.
- Geophysical surveys including complex resistivity (CR), CSAMT, Turam, and several generations of induced polarization (IP). Results are not discussed in detail other than Westra's description of complex resistivity anomalies defining the Kay Mine Project mineralized horizon over a strike length of 460-610 m, which was possibly open to the south of the No. 4 Shaft.
- A soil sampling survey that included the Kay Mine Project area, resulting in a mild Hg anomaly over the mine area. Fellows states that soil grid geochemistry was "instrumental" in finding the Greyhound mineralized zone to the northwest of the Kay Mine Project.
- Reviewing underground geology and assay data and including them on mine level plans and cross sections.

Croesus

During 2019, Croesus performed a VTEM geophysical survey, digitized all historical project data, contracted geologic prospecting to the west of the patented claims, staked 50 additional mining claims, commissioned a topographic survey by drone, and collected and analyzed 30 due-diligence rock samples.

The VTEM geophysical survey was performed by Geotech Ltd. of Aurora, Ontario, Canada. The survey was performed by helicopter flying east-west lines at 50 m spacings. The VTEM (vertical time-domain electromagnetic) method measures electrical conductivity of rocks in the subsurface and is ideal for detecting conductive materials such as the sulfide minerals known to exist in the Kay Mine Project mineralization. The VTEM survey confirmed a strong anomaly near the known Kay Mine historic mineralization and workings. It also detected a new anomaly in the western portion of the project, which shows similar size and strength to the Kay Mine Project anomaly and underlies an area of gossan outcrops, suggesting potential for additional mineralization in this area. Final processing and interpretation of the VTEM data is pending.

Croesus commissioned digitizing of all the historical data on the project, including drill data, underground workings, and underground samples. This data has been incorporated into a three-dimensional computer model for exploration planning.

Croesus also commissioned a drone survey to map the topography on the eastern portion of the project in the area of the historic mine workings and planned drilling. This has been integrated into the 3-D digital model.

The company also conducted geologic prospecting of the area west of the historic Kay Mine, identifying the gossan outcrops near the VTEM anomaly. Based on prospecting results, Croesus staked 50 additional new mining claims. Thirty rock samples were collected and analyzed, as described in Data Verification, below.

Total expenditures for Croesus Gold's exploration work are CAD\$182,937 as shown in Table 6.

Item	CAD\$
VTEM geophysical survey	\$74,925
Geological reconnaissance and sampling	\$29,931
Digitization of historical data	\$24,316
Topography drone survey	\$4,874
Permitting and logistics	\$6,029
Assays	\$2,263
Claim staking	\$40,599
Total	\$182,937

Table 6: Summary of Croesus' exploration spending.

Exploration Targets and Observations

Two opportunities are apparent for enlarging the potential size of the mineralized bodies currently known on the Kay Mine Project. First, the South Zone of mineralization is open at depth and provides an easy expansion target: Westra, recommended testing this with a hole targeted to the 2100 level, 120 m south of the piercing point of Exxon drill hole K-8, and deeper still to the 3000 level if results warranted.

Second, the outlines of the mineralization are likely to grow by dropping the cutoff grade below the 2.5% Cu equivalent used in historical evaluations. Westra noted several areas of "marginal mineralization," which may now be more prospective at current metal prices. Croesus' exploration should evaluate this material; if it carries sufficient grade, it could provide considerable expansion upside to the project by using lower cutoff grades more appropriate for current economic conditions.

A third exploration opportunity is the VTEM geophysical anomaly detected in the western portion of the project describe above.

Aside from the expected anomalies in base metals surrounding mineralization on the project, several vectoring pathfinders emerged from previous exploration: 1) Zn/Cu ratios decrease as one moves inward toward the center of the massive sulfide bodies; 2) Mg in chlorite increases toward mineralization; 3) Hg in soil increases toward mineralization; and 4) footwall alteration shows strongly anomalous Cu in the 60-90 meters below the mineralized horizon, but hangingwall alteration does not show anomalous base metals.

Exploration potential also exists for additional VMS targets in the surrounding region, including the Greyhound prospect about 3 km to the northeast of the property, a 1-km-long target previously drilled by Exxon. Davidson expressed exploration potential for 18M tonnes (20M short tons) on and around the current project.

Mineralization

Mineralization

Mineralization on the Kay Mine Project consists of 18 stratabound stacked lensoid bodies of massive sulfide. Westra gives the most detailed descriptions of the project's mineralization, and much of this section is summarized from his report.

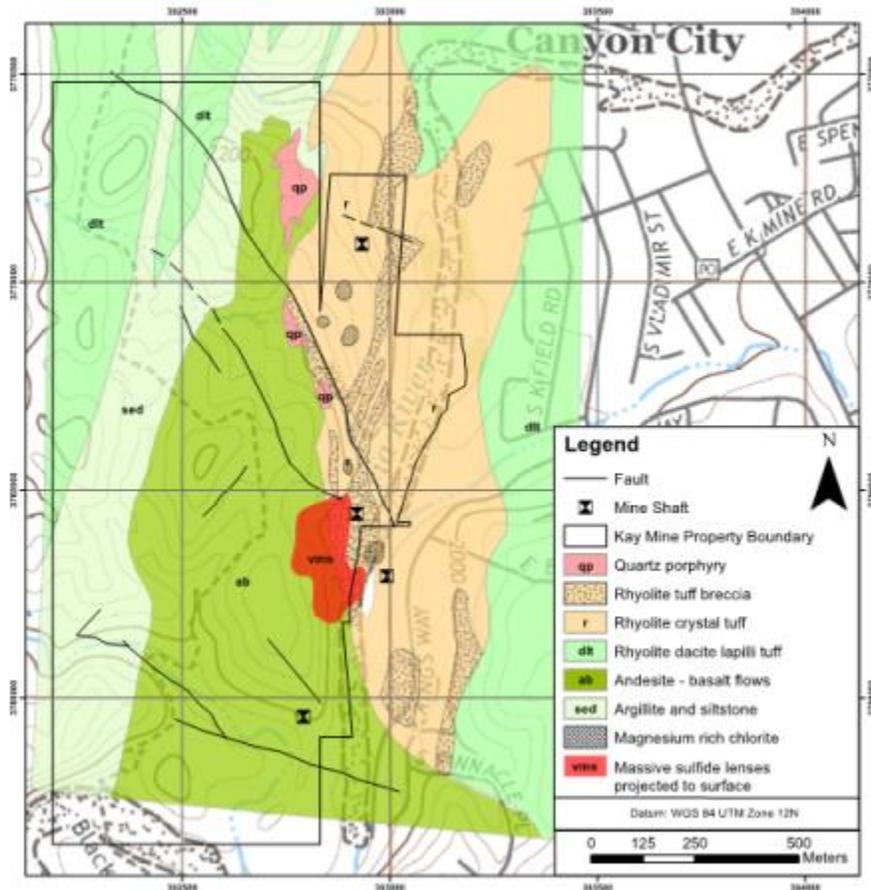


Figure 23: Map of massive sulfide bodies at depth discovered by underground mining and Exxon Minerals drilling. Includes what Exxon considered “marginal ore” at 2% Cu eq cutoff (from Westra, 1977).

The massive sulfide bodies occur in two principal closely-spaced zones, called the North Zone and South Zone which in reality are clearly parts of the same mineralizing system (Figure 23). The sulfide bodies occur within a stratigraphic horizon of rhyolitic pyroclastics rocks 137-183 m thick that strikes north-northeast and dips steeply to the west. This horizon has been tested by drilling to a depth of 550 m in the North Zone and 700 m in the South Zone. The North Zone sulfide bodies occur at the contact between hangingwall sericite phyllites and rhyolite lapilli tuffs, and the South zone sulfide bodies are hosted in a tuffaceous siltstone unit. Mineralization in the North Zone appears to narrow with depth and has been closed off by drilling (Exxon drill hole K-9). Mineralization in the South Zone is open at depth and provides a good exploration target.

Figure 23 shows the 18 massive sulfide bodies discovered to date within the current subject property through drilling and underground mining, as defined with 1977 cutoff grades. The massive sulfide bodies occur along a strike length of approximately 350 m and a down-dip extent of 700 m below surface. Individual sulfide bodies are about 20-175 m long and up to 25 m thick, with steeply dipping, generally cigar to tabular shapes that pinch and swell.

Massive sulfide mineralization consists of fine- to medium-grained massive pyrite with variable amounts of pyrrhotite, chalcopyrite, and sphalerite, with local galena, tetrahedrite-tennantite, and arsenopyrite. Gangue minerals include chlorite, quartz, sericite, and dolomite. Reported historic grades of this mineralization are up to 16.6% Cu, and recent assays by Croesus returned 16.35% Cu (Sample 14). Ratios of Zn/Cu increase as one moves outward from the center of the massive sulfide bodies, and Zn/Cu ratios are therefore an important exploration vector.

Westra also describes zones of disseminated mineralization, including 1) a zone of disseminated pyrite and high-grade sulfide pods between the North and South zones, and 2) a zone of “stringer” mineralization in the South Zone comprising crosscutting dolomite-chalcopyrite veins. Westra also mentions that portions of massive chlorite horizons may contain sufficient chalcopyrite to be economic. Croesus’ exploration should evaluate this “marginal mineralization;” if it carries sufficient grade, it could provide considerable expansion upside to the project.

The age of mineralization at the Kay Mine Project is between 1790 and 1740 Ma, the age of the enclosing strata, and likely within the tighter range of 1780-1760 Ma proposed for the majority of Proterozoic VMS deposits by Anderson and Guilbert.

Prominent beds of iron formation and thin andesite flows at the top of the Townsend Butte facies demarcate the upper limit of felsic volcanism – and therefore the upper limit of prospective VMS stratigraphy.

Alteration

Descriptions of hydrothermal alteration on the Kay Mine Project are limited, but consistent with that typical of volcanogenic massive sulfide deposits elsewhere.

Chlorite, dolomite, and quartz alteration occur in the footwall to massive sulfide bodies on the property. This footwall alteration occurs in three forms. First, widespread layers of black, Mg-rich chlorite occurs in the footwall to mineralization in both the North and South zones; Westra mentions these zones below the North Zone 1000 level and the South Zone “second” massive sulfide layer, presumably the 1200 level. Outcropping zones of this black chlorite mineralization are also shown on the summary project geology map of Fellows (Figure 22). Second, silicification is present in rhyolite lapilli tuffs in the North Zone accompanied by minor pyrite and crosscutting dolomite-chalcopyrite veins; and in the footwall of the North Zone 1500 level as quartz-pyrite veins. Third, chlorite and dolomite alteration are present within “stringer ore” described by Westra in the South Zone of mineralization. The increase in Mg in chlorite toward mineralization provides an excellent exploration vector. Footwall alteration shows strongly anomalous levels of Cu in the 60-90 meters below the mineralized horizon.

Hangingwall alteration above the sulfide horizons consists of a 30-45 m thick section of silver-gray sericite phyllites immediately above sulfides in the North Zone, which is likely sericite alteration. Westra also mentions a massive coarsely crystalline dolomite layer overlying sulfides in the South Zone. Hangingwall alteration does not show anomalous levels of base metals.

Drilling

Drilling on the Kay Mine Project was done by at least three companies and totals at least 128 holes. In the late 1910s and early 1920s, the Kay Copper Company drilled 89 or more holes as shown on mine level maps. In the early 1950s New Jersey Zinc explored the property and drilled at least 14 underground drill holes. The bulk of the documented drilling on the project was done by Exxon Minerals Company between 1972 and 1984. Exxon drilled 28 core/rotary exploration holes totaling 9,565 m (31,380 ft). Eighteen of these holes were in the immediate vicinity of the Kay Mine Project and totaled 7,525 m (23,793 ft). The best of Exxon’s drill results was 3.91% Cu over a true width of 10.3 m (K-8, 2218.2-2270.8 ft).

Sample Preparation, Analyses, and Security

Kay Copper Company and New Jersey Zinc

Historical underground sampling shown on Kay Copper Company mine maps was done between 1918 and the late 1920s. Similar work is shown on maps by New Jersey Zinc from the early 1950s. Locations and assay results are known for many of these samples, but information related to sample preparation, analysis, security, quality control, sample splitting and reduction methods before shipment to labs, and security measures are unknown. The Author cannot verify proper sample preparation, analysis, and security for these samples, and before any of this data could be used with confidence it would be necessary to verify these results with new drill samples and/or underground samples processed with current best practices for sample preparation, analysis, security, and QAQC.

Exxon Minerals

Historical drill samples for which data still exist were taken between 1972 and 1984 by Exxon Minerals Company. Locations and assay results are known for these samples, but information related to sample preparation, analysis, security, quality control, sample splitting and reduction methods before shipment to labs, and security measures are unknown. At the time of the analyses, Croesus had no relationship with the laboratories known to have been used for historical samples.

Assay certificates from Skyline Labs of Tucson, Arizona; Jacobs Assay Office of Tucson, Arizona; and Southwestern Assayers & Chemists of Tucson, Arizona show that these labs conducted Au assays and analyses of various other elements for the earlier drill holes, through hole K-18. For these drill holes, the majority of Cu analyses are listed on what appear to be Exxon diamond drill assay logs or Exxon “analytical reports”; it is not clear in what lab these analyses were conducted. Drill holes K-19 and K-21 have assay certificates from Skyline Labs of Tucson, Arizona, reporting Cu, Pb, Zn, Ag, and Au; these holes lie off the current subject property.

Because Exxon Minerals was at the time a reputable and reliable company, and a division of a major oil company, it can be assumed that sampling and analytical procedures were done to industry norms at the time and the results generally reliable, and the Author has no reason to suspect that results are other than recorded. However, the Author cannot verify proper sample preparation, analysis, and security for the historical Exxon samples, and before any of this data could be used with confidence it would be necessary to verify these results with new drill samples processed with current best practices for sample preparation, analysis, security, and QAQC.

Croesus and Silver Spruce

Recent samples taken by Silver Spruce and Croesus received no sample preparation before shipment. Assay certificates are available for samples from both companies. Silver Spruce’s samples were processed and analyzed by ALS Minerals in Vancouver B.C., for multi-element analyses (ME-MS61 4-acid digestion, IPC-MS analysis), Au fire assay (Au-AA23 30-g fire assay with AA finish; Au-GRA21 30-g fire assay with gravimetric finish), and ore-grade analyses for Cu, Pb, Zn, and Ag as necessary. Croesus’s samples were processed and analyzed by ALS Minerals in Tucson, Arizona and Reno, Nevada for multi-element analyses (ME-MS41 aqua regia digestion, IPC-MS analysis), Au fire assay (Au-AA23 30-g fire assay with AA finish), and ore-grade analyses for Cu, Pb, Zn, and Ag as necessary. ALS’s available internal QAQC certificates for these analyses indicate acceptable results.

ALS Minerals is a widely used commercial minerals industry laboratory independent of Croesus and Silver Spruce. All of the ALS Minerals facilities used for Croesus and Silver Spruce analyses are accredited by the Standards Council of Canada and are ISO 17025-2005 certified. The Author is of the opinion that sample preparation, security, and analysis for these samples are adequate for the purposes of this report.

Data Verification

During the Author’s most recent personal inspection of the subject property, the Author collected four samples from the dumps at Shaft No. 1. Assays of these samples confirm the presence of multiple percent grades of Cu, Zn, and

Pb; and multi-gram-per-tonne grades in Ag and Au consistent with grades reported in historic data and reports. In addition, recent samples by Croesus Gold are also consistent with historically reported metal grades.

The samples the Author collected were delivered under chain of custody to ALS Minerals in Reno, Nevada, where they were prepared for analysis. Samples were analyzed at ALS Minerals' Reno and Vancouver, B.C. labs for multi-element analyses (ME-MS61 4-acid digestion, IPC-MS analysis), Au fire assay (Au-AA23 30-g fire assay with AA finish), and ore-grade analyses for Cu, Pb, Zn, and Au as necessary. ALS's available internal QAQC data for these analyses indicate acceptable results.

Additional verification measures for the drill data included confirming drill-hole collars against scans of original drill logs and the historical collar table in Fellows; cross-referencing mapped drill-hole locations among different generations of maps; and cross-checking drill assay data against assay reports and summary tables. No historical drill core is available for re-sampling.

It is the Author's opinion that the data currently available are adequate for the purposes of the Kay Mine Project Technical Report. As stated above, before any of the historical project data could be used with confidence it would be necessary to verify the data with new drill samples processed with current best practices for sample preparation, analysis, security, and QAQC.

Mineral Resources and Mineral Reserves

There are no current mineral resource estimates performed to NI 43-101 standards. Historical resource estimates are discussed in "Information Concerning Kay Mine Project –History".

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INFORMATION CONCERNING THE RESULTING ISSUER

Corporate Structure

Name and Incorporation

The name of the Resulting Issuer is expected to be changed to Arizona Metals Corp. and the Resulting Issuer will continue to be incorporated under the CBCA.

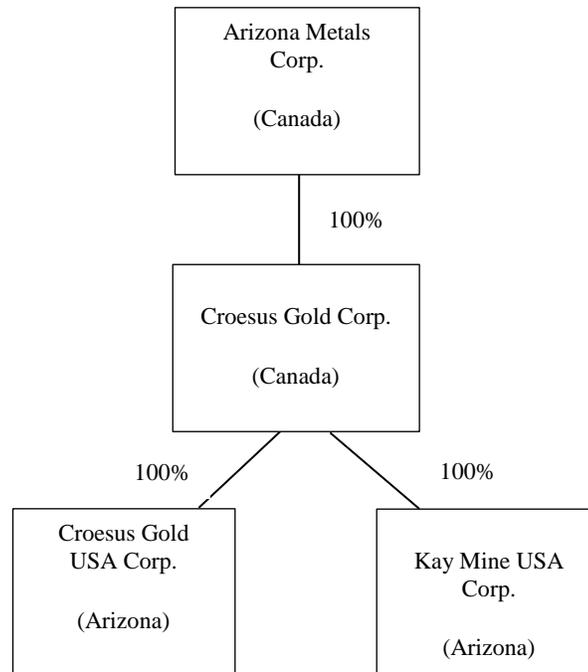
The registered and head office of the Resulting Issuer will be located at 66 Wellington Street West, Suite 4100, Toronto, Ontario, M5K 1B7, Canada.

In conjunction with the Merger, RTB will amend its articles to implement the Name Change and the Consolidation.

Intercorporate Relationships

Upon completion of the Merger, the Resulting Issuer will own, directly or indirectly, all of the issued and outstanding shares of Croesus. As a result of the Merger, the Croesus Shareholders will become shareholders of the Resulting Issuer.

Upon completion of the Merger, the corporate organization chart of the Resulting Issuer will be as follows:



Narrative Description of the Business

Stated Business Objectives

The Resulting Issuer will continue the business of Croesus. It will pursue the business objectives of Croesus, namely the exploration and development of Sugarloaf Peak Gold Project, Kay Mine Project, and other mineral projects. For more information see “*Information Concerning Croesus – Narrative Description of the Business*”.

There is no assurance that the Resulting Issuer will be successful in meeting the objectives described above. See "Information Concerning the Resulting Issuer – Risk Factors" for information relating to the risks associated with the business of the Resulting Issuer.

Milestones and Exploration and Development

The following significant events should occur for the stated business objectives disclosed above to be accomplished. The specific time periods in which each event is targeted to occur and the costs currently estimated concerning each event are listed below:

<i>Kay Mine Project</i> ⁽³⁾	
Drilling (two rigs, HQ and NQ core)	\$1,000,000
Drill assays	\$145,000
Directional drilling services	\$100,000
Drill permitting and environmental consultant	\$20,000
Drill site preparation and road construction	\$40,000
Field geologist	\$30,000
Field expense and core cutting	\$25,000
Qualified person (NI 43-101 report and drilling oversight)	\$20,000
GIS support	\$20,000
Travel and lodging	\$30,000
Contingency	\$70,000
<i>Kay Mine Project total</i>	\$1,500,000

Notes:

- (1) See "Recommendations – Recommended Exploration Program" in Kay Mine Project Technical Report and "Description of Mineral Projects – Kay Mine Project" above for more detail.

Description of Securities

The authorized capital of the Resulting Issuer will consist of an unlimited number of Resulting Issuer Shares. Immediately prior to giving effect to the Merger (and assuming the completion of the Consolidation), RTB will have 7,542,508 Consolidated RTB Shares issued and outstanding. Upon the completion of the Merger and the Financing, it is anticipated that the Resulting Issuer will have approximately 49,543,408 Resulting Issuer Shares issued and outstanding.

The material attributes and features of the Resulting Issuer Shares will be the same as the material attributes and features associated with the RTB Shares. See "Information Concerning RTB – Description of Securities".

Pro Forma Consolidated Capitalization

The following table sets forth the *pro forma* share and loan capital of the Resulting Issuer before and after giving effect to the Transaction, assuming completion of the Consolidation. This table should be read in conjunction with the *pro forma* consolidated financial statements and notes thereto included in this Filing Statement.

Designation of security ⁽¹⁾	Amount authorized or to be authorized	Outstanding after giving effect to the Merger and the Financing ⁽²⁾
Resulting Issuer Shares	Unlimited	49,543,408
Resulting Issuer Warrants ⁽³⁾	-	6,755,000
Resulting Issuer Compensation Warrants	-	860,400
Resulting Issuer Options ⁽⁴⁾	9,908,681	7,500,000

Notes:

- (1) Certain securities of the Resulting Issuer are subject to escrow and/or an Undertaking. See “*Information Concerning the Merger and the Financing – The Financing*” and “*Information Concerning the Resulting Issuer – Escrowed Securities*”.
- (2) Stated on a *pro forma* basis, after giving effect to the Merger and the Financing. See “*Information Concerning the Merger and the Financing – The Financing*”.
- (3) Excluding Resulting Issuer Compensation Warrants.
- (4) The aggregate number of Resulting Issuer Shares authorized for reservation pursuant to grants under the Resulting Issuer Option Plan may not exceed 20% of the outstanding Resulting Issuer Shares at the time of grant.

The following tables states the fully-diluted share capital of the Resulting Issuer after giving effect to the Consolidation, the Financing, and the Merger:

<u>Designation of Security</u>	<u>Number Outstanding (#)</u>	<u>Percentage Outstanding (%)</u>
Resulting Issuer Shares		
Issued	49,543,408	76.62%
Reserved for issuance upon exercise of Resulting Issuer Options	7,500,000	11.60%
Reserved for issuance upon exercise of Resulting Issuer Warrants (other than Resulting Issuer Compensation Warrants)	6,755,000	10.45%
Reserved for issuance upon exercise of Resulting Issuer Compensation Warrants	860,400	1.33%
Total number of Resulting Issuer Shares (fully-diluted)	64,658,808	100.00%

Available Funds and Principal Purposes

Funds Available

The following table sets forth the Resulting Issuer’s expected sources of funds following completion of the Merger. The amounts shown in the table are estimates only, and are based on information available to RTB and Croesus as at the date of this Filing Statement.

<u>Source of Funds</u>	<u>Amount</u>
Estimated RTB working capital as at June 30, 2019	\$831,592
Estimated Croesus working capital as at June 30, 2019	(\$25,897)
Gross proceeds of the Financing	\$2,702,000
Total	\$3,507,695

Notes:

- (1) Working capital of Croesus calculated as current assets less restricted cash, less accounts payable and accrued liabilities, interest payable, and current portion of finance lease.

The Resulting Issuer estimates a consolidated working capital of \$3,507,695 as at June 30, 2019 after giving effect to the Merger and the Financing.

Principal Purposes of Funds

The net funds available to the Resulting Issuer are expected to be used, principally, as follows:

Principal Use of Funds	Amount
Recommended exploration program for Kay Mine Project ⁽¹⁾	\$1,500,000
Sugarloaf Peak Gold Project maintenance ⁽²⁾	\$50,000
Transaction expenses ⁽³⁾	\$400,000
Agents' fees	\$162,120
General and administrative expenses ⁽⁴⁾	\$680,000
Unallocated capital to fund ongoing operations	\$715,575
Total	\$3,507,695

Notes:

- (1) Based on a recommended exploration program of \$1,500,000 as described in the Kay Mine Project Technical Report.
- (2) The company intends to use proceeds from the Financing to complete the Phase I exploration program at the Kay Mine Project and until such exploration program is completed intends to maintain the Sugarloaf Peak Gold Project in good standing.
- (3) Estimated transaction expenses includes legal, accounting, advisory, listing fees, transfer agent fees, printing and other miscellaneous costs associated with the Financing and Merger.
- (4) Estimated 12-month general and administrative expenses, including compensation, benefits, claim payments and fees, insurance, listing and transfer agent fees, legal and compliance costs, professional advisory fees, and other corporate expenses.

The Resulting Issuer intends to spend the funds available to it as stated above. There may be circumstances, however, where for sound business reasons, a reallocation of funds may be necessary.

Until required for the Resulting Issuer's purposes, the Resulting Issuer intends to hold excess cash and working capital in a cash account at a Canadian financial institution, or invest it to the extent practicable in short-term investment-grade, interest-bearing investments and other marketable securities. Management of the Resulting Issuer will be responsible for the supervision of, and the investment policy with respect to, any unallocated funds.

Dividends

There will be no restrictions in the Resulting Issuer's articles or elsewhere which would prevent the Resulting Issuer from paying dividends subsequent to the completion of the Merger. It is not contemplated that any dividends will be paid on the Resulting Issuer Shares in the immediate future following the Completion of the Qualifying Transaction, as it is anticipated that all available funds will be invested to finance the growth of the Resulting Issuer's business. The Resulting Issuer Board will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the relevant time. All of the Resulting Issuer Shares are entitled to an equal share in any dividends declared and paid.

Principal Securityholders

To the knowledge of RTB and Croesus, upon completion of the Merger, no person will beneficially own, directly or indirectly, or exercise control or direction over, Resulting Issuer Shares carrying more than 10% of the voting rights attached to the Resulting Issuer Shares, other than Riverside Canada, which will own 7,300,000 Resulting Issuer Shares representing 14.7% of the 49,543,408 Resulting Issuer Shares issued and outstanding.

Directors, Officers and Promoters

Name, Address, Occupation and Security Holdings

Following completion of the Merger, the Resulting Issuer Board will consist of five directors, two of whom will be independent.

The following are the names and municipalities of residence of each proposed director and officer of the Resulting Issuer, the positions and offices to be held with the Resulting Issuer, each of their respective principal occupations within the five preceding years and the number and percentage of Resulting Issuer Shares which will be beneficially

owned, directly or indirectly, or over which control or direction is to be exercised by each of them on completion of the Financing. Each director will hold office until the next annual meeting of the Resulting Issuer unless his or her office is earlier vacated in accordance with the CBCA.

Name and municipality of residence	Position to be Held with the Resulting Issuer	Director or Officer of Croesus or RTB Since	Principal occupation during the five preceding years	Resulting Issuer Shares, Directly or Indirectly, Beneficially Owned⁽¹⁾
Marc Pais <i>Toronto, Ontario</i>	Chief Executive Officer and Director	Apr. 4, 2011	President and Chief Executive Officer and Director, Croesus	2,800,000 ⁽²⁾
Paul Reid <i>Toronto, Ontario</i>	Chairman and Director	Apr. 4, 2011	Chairman and Director, Croesus	3,000,000 ⁽³⁾
Conor Dooley <i>Toronto, Ontario</i>	Corporate Secretary and Director	Nov. 30, 2017	Lawyer at WeirFoulds LLP	40,000
Sung Min (Eric) Myung <i>Toronto, Ontario</i>	Chief Financial Officer	N/A	Chief Financial Officer, Broadway Gold Mining Ltd. (September 2018 to present); Chief Financial Officer, Sokoman Minerals Corp. (September 2018 to present); Chief Financial Officer, Melkior Resources Inc. (August 2018 to present); Senior Financial Analyst, Marrelli Support Services Inc. (2018 to present); Junior Manager and Senior Staff Accountant, Sone Rovet Chasson LLP (2011 to 2017)	-
Rick Vernon <i>Toronto, Ontario</i>	Director	N/A	Managing Director and Head of Investment Banking, PI Financial Corp. (February 2014 to February 2018)	500,000 ⁽⁴⁾
Colin Sutherland <i>Toronto, Ontario</i>	Director	N/A	Director, Amarillo Gold Corporation (September 2018 to present); Director, NQ Minerals PLC (May 2017 to present); President, McEwen Mining Inc. (January 2016 to November 2016); CEO & Managing Director, Archipelago Resources Inc. (March 2012 to December 2015)	1,187,500 ⁽⁵⁾
David Smith <i>Seattle, Washington</i>	Vice President of Exploration	N/A	President, Highlands Geoscience LLC (2011 to present); Vice President, Exploration, North American Silver (December 2018 to present); Chief Executive Officer, Bristlecone Mining Company (September 2017 to present); President, Highlands Metals (February 2016 to April 2019); Director and Vice President, Exploration, Ausgold Resources (September 2016 to February 2018); Director and Vice President,	-

Exploration, Centennial Mining Limited (October 2014 to December 2017); Manager of Business Development, Resource Capital Gold Corp. (April 2016 to September 2017); Geologist and Director of Sustainability, North America, Battery Mineral Resources Limited (April 2016 to August 2017)

Notes:

- (1) Includes Resulting Issuer Shares underlying Subscription Receipts issued pursuant to the Financing.
- (2) Mr. Pais purchased an aggregate of 500,000 Subscription Receipts in the Financing
- (3) Mr. Reid purchased an aggregate of 500,000 Subscription Receipts in the Financing
- (4) Mr. Vernon purchased an aggregate of 125,000 Subscription Receipts in the Financing
- (5) Mr. Sutherland purchased an aggregate of 187,500 Subscription Receipts in the Financing.

The directors and officers of the Resulting Issuer will, as a group, beneficially own, directly or indirectly, or exercise control or direction over, approximately 7,527,500 Resulting Issuer Shares, representing approximately 15.2% of the issued and outstanding Resulting Issuer Shares on a non-diluted basis.

Committees of the Board of Directors

It is intended that the Resulting Issuer Board will form two committees, an audit committee (the “**Audit Committee**”) and a compensation committee (the “**Compensation Committee**”).

Audit Committee

The Audit Committee of the Resulting Issuer will initially be comprised of three directors as follows: Paul Reid, Colin Sutherland, and Rick Vernon. Colin Sutherland and Rick Vernon are each “independent” within the meaning of NI 52-110. In addition, each Audit Committee member is “financially literate”, within the meaning of NI 52-110 and possesses education or experience that is relevant for the performance of their responsibilities as Audit Committee members.

The Audit Committee will oversee the accounting and financial reporting practices and procedures of the Resulting Issuer and the audits of the Resulting Issuer’s consolidated financial statements. The principal responsibilities of the Audit Committee are expected to include: (i) overseeing the quality and integrity of the internal controls and accounting procedures of the Resulting Issuer, including reviewing the Resulting Issuer’s procedures for internal control with the Resulting Issuer’s auditor and chief financial officer; (ii) reviewing and assessing the quality and integrity of the Resulting Issuer’s annual and quarterly financial statements and related management discussion and analysis, as well as all other material continuous disclosure documents, such as the Resulting Issuer’s annual information form; (iii) monitoring compliance with legal and regulatory requirements related to financial reporting; (iv) reviewing and approving the engagement of the auditor of the Resulting Issuer and independent audit fees; (v) reviewing the qualifications, performance and independence of the auditor of the Resulting Issuer, considering the auditor’s recommendations and managing the relationship with the auditor, including meeting with the auditor as required in connection with the audit services provided to the Resulting Issuer; (vi) assessing the Resulting Issuer’s financial and accounting personnel; (vii) reviewing the Resulting Issuer’s risk management procedures; (viii) reviewing any significant transactions outside the Resulting Issuer’s ordinary course of business and any pending litigation involving the Resulting Issuer; and (ix) examining improprieties or suspected improprieties with respect to accounting and other matters that affect financial reporting.

Compensation Committee

The Compensation Committee of the Resulting Issuer will initially be comprised of three directors as follows: Marc Pais, Rick Vernon, and Conor Dooley. Rick Vernon is “independent” within the meaning of NI 52-110.

The Compensation Committee is expected to oversee the Resulting Issuer's approach to the remuneration policies and practices of the Resulting Issuer. The principal responsibilities of the Compensation Committee are expected to include: (i) considering the Resulting Issuer's overall remuneration strategy and, where information is available, verifying the appropriateness of existing remuneration levels using external sources for comparison; (ii) comparing the nature and amount of the Resulting Issuer's directors' and executive officers' compensation to performance against goals set for the year while considering relevant comparative information, independent expert advice and the financial position of the Resulting Issuer; and (iii) making recommendations to the Resulting Issuer Board in respect of director and executive officer remuneration matters, with the overall objective of ensuring maximum shareholder benefit from the retention of high quality board and executive team members.

Biographies of Directors and Executive Officers

The following is a brief description of each of the proposed directors and executive officers of the Resulting Issuer. It is anticipated that the directors of the Resulting Issuer who are not also officers will attend approximately six to eight meetings of the Resulting Issuer Board per year. Other than described below, each officer of the Resulting Issuer will be an employee of the Resulting Issuer and will execute a non-competition and non-disclosure agreement with the Resulting Issuer.

Marc Pais

Marc Pais, age 37, is the President and Chief Executive Officer and a Director of Croesus (April 2011 to present) and will be employed in this role for the Resulting Issuer following the Merger, devoting approximately 100% of his time to the Resulting Issuer. In these positions, Mr. Pais will be responsible for management of the Resulting Issuer and the execution of its strategy. Mr. Pais also has experience working as a mining analyst for MGI Securities Inc. (2010 to 2014), with a focus on precious metals development companies. Previously, he was a founder and former President of Telegraph Gold Inc., now Equinox Gold Corp., a TSXV-listed mineral exploration company. Mr. Pais holds a Bachelor of Science in Geological Engineering (Mineral Exploration) from Queen's University.

Paul Reid

Paul Reid, age 47, is the Chairman of Croesus (April 2011 to present) and will be employed in this role for the Resulting Issuer following the Merger, devoting approximately 100% of his time to the Resulting Issuer. Mr. Reid will be responsible for the management and oversight of the Resulting Issuer Board. He has 15 years of experience in financing mineral exploration, development and production assets, and was a founder and former Chairman of Telegraph Gold Inc., now Equinox Gold Corp., a TSXV-listed mineral exploration company. Mr. Reid is an investment banking professional with extensive experience in raising capital, going-public transactions and advisory services and has strong relationships in the capital markets, investment and mining communities. Mr. Reid holds a Master of Business Administration from Wilfrid Laurier University and a Bachelor of Economics (Honours) from Queen's University.

Sung Min (Eric) Myung

Eric Myung, age 33, is a Senior Financial Analyst of Marrelli Support Services Inc. (2018 to present), providing CFO, accounting, regulatory compliance, and management advisory services to numerous issuers on the TSX, TSX-Venture and other Canadian and US exchanges. He will provide these services to the Resulting Issuer, devoting approximately 25% of his time to the Resulting Issuer as its Chief Financial Officer. Mr. Myung is the Chief Financial Officer for Melkior Resources Inc. (August 2018 to present), Sokoman Minerals Corp. (September 2018 to present), and Broadway Gold Mining Ltd. (September 2018 to present). Previously, Mr. Myung has worked at public accounting firms, focused on small and medium-sized businesses, for seven years and was most recently engaged as Junior Manager and Senior Staff Accountant at Sone Rovet Chasson LLP (2011 to 2017). Mr. Myung is a Canadian Professional Accountant and has a Master of Accounting degree and Bachelor in Mathematics/Chartered Accountancy from the University of Waterloo.

Rick Vernon

Rick Vernon, age 58, will become a director of the Resulting Issuer following the Merger. Mr. Vernon has thirty years of experience as a mining finance professional, having previously been Managing Director and Head of Investment Banking at PI Financial Corp. (February 2014 to February 2018), Head of Investment Banking at Stonecap Securities Inc. (2010 to 2014) and Managing Director at Blackmont Capital. Mr. Vernon holds a Bachelor of Science in Geological Sciences from Queen's University and a Master of Business Administration from University of Southern California.

Colin Sutherland

Colin Sutherland will become a director of the Resulting Issuer following the Merger. Mr. Sutherland is a Certified Professional Accountant with more than 20 years of operational and financial experience with exploration and development stage mining companies. Mr. Sutherland is a director of NQ Minerals Plc (May 2017 to present) and Amarillo Gold Corporation (September 2018 to present). More recently, Mr. Sutherland served as President of McEwen Mining Inc. (January 2016 to November 2016) and as Chief Executive Officer and Managing Director of Archipelago Resources Pte. Ltd. (2012 – 2015), where he grew production to 200,000 ounces per year. Mr. Sutherland has held senior financial and executive roles with Timmins Gold Corp. (2011 to 2012), Capital Gold Corp. (2010 to 2011), Nayarit Gold Inc. (2007 to 2010) and Aurico Gold Inc. (2004 to 2007). Mr. Sutherland has a Bachelor of Business Administration, Accounting, from Saint Francis Xavier University.

Conor Dooley

Conor Dooley, age 39, is a director of Croesus and will become a director of the Resulting Issuer following the Merger. Mr. Dooley is a corporate and securities lawyer for WeirFoulds LLP (2010 to present) who advises clients through a variety of securities regulatory matters and capital markets transactions, including public offerings, private placements, mergers and acquisitions, corporate re-organizations and other corporate transactions. He has acted as counsel to underwriters and issuers on transactions involving a wide range of industry sectors, including mining, oil and gas, alternative energy, financial services and technology. Mr. Dooley also provides advice and assistance to issuers with respect to their ongoing corporate governance, continuous disclosure and other securities and corporate law obligations. Mr. Dooley holds a Bachelor of Science and a Bachelor of Laws from Dalhousie University.

David Smith

David Smith, age 55, will become the Vice President of Exploration of the Resulting Issuer following the Merger. Mr. Smith has been in the minerals exploration business for 37 years. His experience includes work in the U.S., Canada, Mexico, Chile, and China on a wide range of ore deposits with particular emphasis on gold and precious metals. Mr. Smith has conducted minerals business development; project acquisition; management of mineral projects through exploration, drilling, resource modeling, and development; report writing and editing; financial analysis; and sustainability innovations for mining. He is currently the qualified person for KORE Mining Ltd. (2018 to present), supporting development of the company's U.S. gold resource and Vice President, Exploration, for North American Silver (December 2018 to present), a private U.S. corporation advancing a silver-gold project in Nevada. Until 2017, Mr. Smith served as Manager of Business Development for Resource Capital Gold Corp. (April 2016 to September 2017). He was Chief Geologist at Riverside Canada (2011 to 2014) for three years, while also managing Riverside's \$2.25M, three-year strategic alliance with Hochschild Mining, exploring for orogenic gold deposits in northwestern Mexico and managing Riverside's Sugarloaf Peak Gold Project, later acquired by Croesus. Mr. Smith supported the founding of Battery Mineral Resources (April 2016 to August 2017) as Director of Sustainability, North America, helping it to grow to one of the largest claim holders exploring for cobalt in Canada. He has been involved in founding several startup exploration companies, including Highlands Metals (February 2016 to April 2019) (zinc in Tennessee, silver in Idaho and Mexico); Ausgold Resources (September 2016 to February 2018) (gold in California and Australia); and Bristlecone Mining Company (September 2017 to present) (gold in Papua New Guinea and Nevada).

Mr. Smith received a Bachelor of Arts in Geology from Carleton College, a Master of Science in Economic Geology from the University of Oregon, and a Master of Business Administration from Pinchot University. He is a Fellow of the Society of Economic Geologists and a Certified Professional Geologist with the American Institute of Professional Geologists.

Promoter Consideration

Christopher Tate may be considered to be a current and former Promoter of RTB in that he took the initiative in founding and organizing RTB. At the completion of the Consolidation, the Financing, and the Merger, Mr. Tate will hold 450,004 Resulting Issuer Shares, representing 0.9% of the issued and outstanding Resulting Issuer Shares, and Resulting Issuer Options to purchase an additional 92,000 Resulting Issuer Shares. Except as disclosed in this Filing Statement, Mr. Tate will not receive from or provide to RTB, Croesus, or the Resulting Issuer anything of value, including money, property, contracts, options or rights of any kind directly or indirectly.

Marc Pais and Paul Reid are considered to be current Promoters of Croesus and will become Promoters of the Resulting Issuer following the completion of the Qualifying Transaction. Upon completion of the Qualifying Transaction, Marc Pais will hold 2,800,000 Resulting Issuer Shares, representing 5.7% of the issued and outstanding Resulting Issuer Shares, and Resulting Issuer Options to purchase an additional 3,400,000 Resulting Issuer Shares. Upon completion of the Qualifying Transaction, Paul Reid will hold 3,000,000 Resulting Issuer Shares, representing 6.1% of the issued and outstanding Resulting Issuer Shares, and Resulting Issuer Options to purchase an additional 3,400,000 Resulting Issuer Shares.

Except as otherwise disclosed in this Filing Statement, and other than Marc Pais and Paul Reid each receiving a salary of \$150,000 per year from the Resulting Issuer, Marc Pais and Paul Reid will not receive from or provide to RTB, Croesus, or the Resulting Issuer anything of value, including money, property, contracts, options or rights of any kind directly or indirectly.

Cease Trade Orders or Bankruptcies

As at the date of this Filing Statement, no proposed director, officer or Promoter of the Resulting Issuer or a securityholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer is, or has been, within 10 years before the date of this Filing Statement a director, officer or Promoter of any other person or company that, while that Person was acting in that capacity:

- (a) was subject to a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the Person is named in the order) or an order similar to a cease trade order or an order that denied the relevant company access to any exemption under applicable securities laws that was in effect for a period of more than 30 consecutive days; or
- (b) 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.

As at the date of this Filing Statement, no proposed director, officer or Promoter of the Resulting Issuer, or a securityholder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal holding company of any such persons 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 been 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 such persons.

As at the date of this Filing Statement, no proposed director, officer or Promoter of the Resulting Issuer, or a securityholder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

- (b) any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would likely be considered important to a reasonable securityholder making a decision about the Merger.

Penalties or Sanctions

No proposed director, officer or Promoter of the Resulting Issuer or shareholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer or a personal holding corporation of such Persons is or has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions proposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable securityholder making a decision about the Qualifying Transaction.

Conflicts of Interest

Directors and officers of the Resulting Issuer may also serve as directors and/or officers of other companies engaged in the same line of business as the Resulting Issuer from time to time, or may have significant shareholdings in other mineral exploration and development companies. Accordingly, certain directors and officers of the Resulting Issuer may be presented from time to time with situations or opportunities which give rise to apparent conflicts of interest which cannot be resolved by arm's-length negotiations but only through exercise by the officers and directors of such judgment as is consistent with their fiduciary duties to the Resulting Issuer which arise under applicable corporate law, especially insofar as taking advantage, directly or indirectly, of information or opportunities acquired in their capacities as directors or officers of the Resulting Issuer. It is expected that all conflicts of interest will be resolved in accordance with the applicable corporate laws. It is expected that any transactions with officers and directors will be on terms consistent with industry standards and sound business practice in accordance with the fiduciary duties of those Persons to the Resulting Issuer, and, depending upon the magnitude of the transactions and the absence of any disinterested board members, may be submitted to shareholders for their approval.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and Promoters of the Resulting Issuer that are, or have been within the last five years, directors, officers or Promoters of other reporting issuers:

Name	Reporting Issuer and Jurisdiction	Trading Market	Position	From	To
Colin Sutherland	NQ Minerals Plc (England and Wales)	NEX	Director	May 2017	present
	McEwen Mining Inc. (Colorado)	TSX, NYSE	President	January 2016	November 2016
	Amarillo Gold Corporation (British Columbia)	TSXV	Director	September 2018	present
Sung Min (Eric) Myung	Melkior Resources Inc. (British Columbia)	TSXV	Chief Financial Officer	August 2018	present
	Broadway Gold Mining Ltd. (British Columbia)	TSXV	Chief Financial Officer	September 2018	present
	Sokoman Minerals Corp. (Alberta)	TSXV	Chief Financial Officer	September 2018	present

Executive Compensation

Compensation Discussion and Analysis

The Resulting Issuer expects to provide a market-based blend of base salaries, bonuses and equity incentive components in the form of Resulting Issuer Options to further align the interests of management with the interests of the Resulting Issuer’s shareholders.

The Resulting Issuer expects to pay compensation to officers, directors, employees and consultants of the Resulting Issuer for their services. It is intended that compensation arrangements with the officers and managers of Croesus will be continued as the compensation arrangements with the Resulting Issuer as disclosed under “*Information Concerning Croesus – Executive Compensation*”.

Compensation of Directors

The compensation of directors will be determined following Closing. 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.

Indebtedness of Directors and Officers

To the knowledge of RTB and Croesus, no proposed director or officer of the Resulting Issuer is indebted to RTB or Croesus nor is any of their indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by RTB or Croesus.

Investor Relations Arrangements

There is no written or oral agreement or understanding that has been reached with any Person to provide any promotional or investor relations services for the Resulting Issuer and no such arrangements are contemplated for the Resulting Issuer.

Options to Purchase Securities

The Resulting Issuer intends to grant 7,500,000 Resulting Issuer Options to directors and officers upon completion of the Merger in exchange for existing stock options of Croesus and existing stock options of RTB issued pursuant to the RTB Option Plan. The following table provides information regarding holders of Resulting Issuer Options that will be outstanding upon completion of the Merger, after giving effect to such grants.

<u>Class of Optionee</u>	<u>Number of Resulting Issuer Options⁽¹⁾</u>	<u>Exercise Price (\$)</u>	<u>Expiry Date</u>
Proposed officers as a group			
Marc Pais ⁽²⁾	1,000,000	0.10	December 18, 2025
	500,000	0.10	April 18, 2026
	1,000,000	0.20	May 19, 2026
	900,000	0.30	March 27, 2024
Paul Reid ⁽²⁾	900,000	0.30	March 27, 2024
	1,000,000	0.10	December 18, 2025
	500,000	0.10	April 18, 2026
	1,000,000	0.20	May 19, 2026
Conor Dooley	300,000 ⁽²⁾	0.20	May 19, 2026
	32,000 ⁽³⁾	0.25	12 months following the

			Effective Date
	Any other person or company		
Shaun Heinrichs ⁽³⁾	92,000	0.25	
Kevin Reid ⁽³⁾	92,000	0.25	12 months following the Effective Date
Blair Schultz ⁽³⁾	92,000	0.25	
Christopher Tate ⁽³⁾	92,000	0.25	

Notes:

- (1) Each option is exercisable to purchase one Resulting Issuer Share.
- (2) Originally granted as stock options of Croesus.
- (3) Originally granted pursuant to the RTB Option Plan in connection with RTB's initial public offering.

Stock Option Plan

The Resulting Issuer will adopt the Resulting Issuer Option Plan, which has been approved at the RTB Meeting and will become effective upon Closing. The following description of the Resulting Issuer Option Plan is a summary only, and is qualified in its entirety by the full text of the Resulting Issuer Option Plan, respectively. Copies of the Resulting Issuer Option Plan may be inspected at no charge during regular business hours upon received written request one business day in advance at the principal offices of Croesus until Closing, and at the principal offices of the Resulting Issuer for a period of 30 days thereafter.

Resulting Issuer Stock Option Plan

The following is a summary of the Resulting Issuer Option Plan, which is qualified in its entirety by the full text of the Resulting Issuer Option Plan.

The Resulting Issuer Option Plan will be a fixed stock option plan, under which 20% of the outstanding Resulting Issuer Shares on Closing will be available for issuance thereunder. 9,908,681 Resulting Issuer Shares, representing 20% of the Resulting Issuer Shares issued and outstanding immediately after the completion of the Qualifying Transaction, would be issuable under the Resulting Issuer Option Plan. The purpose of the Resulting Issuer Option Plan is to advance the interests of the Resulting Issuer by (i) providing optionee directors, officers, employees and consultants with additional performance incentives; (ii) encouraging Resulting Issuer Share ownership by optionees; (iii) increasing the proprietary interest of the optionees in the success of the Resulting Issuer; (iv) encouraging the optionees to remain with the Resulting Issuer; and (v) attracting new directors, officers, employees and consultants.

- (a) *Number of Resulting Issuer Shares reserved.* The number of Resulting Issuer Shares available to be reserved for issuance under the Resulting Issuer Option Plan is 10% of the number of Resulting Issuer Shares outstanding less any Resulting Issuer Shares reserved pursuant to the Resulting Issuer's other share compensation arrangements, if any, at the time of reservation. Any Resulting Issuer Shares subject to a Resulting Issuer Option which has been granted under the Resulting Issuer Option Plan and which has been cancelled, repurchased, expired or terminated in accordance with the terms of the Resulting Issuer Option Plan without having been exercised will again be available under the Resulting Issuer Option Plan.
- (b) *Administration.* The Resulting Issuer Option Plan is to be administered by the Resulting Issuer Board, or any duly authorized committee thereof.
- (c) *Eligible Persons.* Resulting Issuer Options under the Resulting Issuer Option Plan may only be issued to: directors, officers, employees and consultants of the Resulting Issuer and its affiliated entities ("**Eligible Persons**"), and their permitted nominees ("**Nominees**"), being holding companies that are wholly-owned and controlled by an Eligible Person, and trusts governed by a registered retirement savings plan or a registered retirement income fund established by and for the sole benefit of an Eligible Person.

- (d) *Terms of Resulting Issuer Options.* The Resulting Issuer Option Plan provides that the exercise price, vesting provisions, the extent to which such Resulting Issuer Option is exercisable, acceleration of vesting in connection with a take-over bid or other specified event, and other terms and conditions relating to such Resulting Issuer Options shall be determined by the Resulting Issuer Board or applicable committee thereof, as applicable, and subject to compliance with the policies of the Exchange.
- (e) *Maximum Term of Resulting Issuer Options.* Resulting Issuer Options granted under the Resulting Issuer Option Plan will be for a term not exceeding 10 years from the date of grant.
- (f) *Blackout periods.* Resulting Issuer Options may not be granted or exercised during any blackout period imposed by the Resulting Issuer with respect to trading in securities of the Resulting Issuer by Eligible Persons. Where the expiry date for a Resulting Issuer Option occurs during a blackout period, the expiry date will be extended to the date that is five business days following the end of such blackout period.
- (g) *Limitations on Grants to Certain Persons.* The number of Resulting Issuer Shares reserved for issuance to any one consultant, and to all service providers conducting investor relations activities, pursuant to Resulting Issuer Options and under any other share compensation arrangement, during any 12 month period, may not exceed 2% of the outstanding Resulting Issuer Shares at the time of grant. The number of Resulting Issuer Shares reserved for issuance to any one person and his or her Nominees, other than a consultant or service provider conducting investor relations activities, pursuant to Resulting Issuer Options granted under the Resulting Issuer Option Plan, together with all other share compensation arrangements of the Resulting Issuer, during any 12-month period may not exceed 5% of the outstanding Resulting Issuer Shares at the time of grant, unless disinterested shareholder approval is obtained.
- (h) *Limitations on grants to Insiders.* The aggregate number of Resulting Issuer Shares reserved for issuance to Insiders and their Nominees at any given time pursuant to Resulting Issuer Options, together with grants outstanding under any other share compensation arrangement, may not exceed 10% of the total number of Resulting Issuer Shares outstanding at the time of grant, unless disinterested shareholder approval is obtained. The aggregate number of Resulting Issuer Shares reserved for issuance within a 12-month period to Insiders and their Nominees pursuant to Resulting Issuer Options, together with grants outstanding under any other share compensation arrangement, may not exceed 10% of the total number of Resulting Issuer Shares outstanding at the time of grant, unless disinterested shareholder approval is obtained.
- (i) *Termination prior to expiry.* If an optionee ceases to be an Eligible Person, the Resulting Issuer Options held by that person and his or her Nominees and that were exercisable on the date upon which that person ceased to be an Eligible Person (the “**Termination Date**”) will expire on the sooner of the one-year anniversary of the Termination Date and the expiry date of the applicable Resulting Issuer Options; provided that if such person was a person retained to provide investor relations activities, the expiry date of such Resulting Issuer Options will not exceed the 30th day following the Termination Date. Notwithstanding the foregoing, under certain circumstances, such Resulting Issuer Options will terminate immediately on the Termination Date. Resulting Issuer Options held by that person and his or her Nominees and that were not exercisable on the Termination Date will terminate immediately on the Termination Date.
- (j) *Death of an optionee.* If an optionee dies, Resulting Issuer Options held by the deceased optionee and his or her Nominees will be exercisable by the deceased optionee’s personal representative, and will expire on the sooner of the one-year anniversary of the date of death of the optionee and the expiry date of the applicable Resulting Issuer Options.
- (k) *Bankruptcy of an optionee.* If an optionee commits an act of bankruptcy or any proceeding is commenced against the option holder under bankruptcy legislation which remains un-dismissed for 30 days, Resulting Issuer Options held by such optionee will cease to be exercisable.

- (l) *Conditions of exercise of Resulting Issuer Options.* The Resulting Issuer will not issue Resulting Issuer Shares pursuant to the exercise of Resulting Issuer Options unless and until the Resulting Issuer Shares have been fully paid for, all applicable regulatory approvals have been received, and any applicable withholding tax obligations have been satisfied.
- (m) *Reduction of exercise price.* Subject to any required regulatory and shareholder approvals and the consent of the optionee affected thereby, the Resulting Issuer Board may amend or modify any outstanding Resulting Issuer Option in any manner, including to change the vesting provisions, expiry date, or exercise price, provided that the consent of the optionee shall not be required where the rights of the optionee are not adversely affected. The exercise price of Resulting Issuer Options granted to Insiders may not be decreased without disinterested shareholder approval.
- (n) *No assignment.* Resulting Issuer Options may not be assigned or transferred.
- (o) *Amendments.* Generally, the Resulting Issuer Board may amend the Resulting Issuer Option Plan, subject to any necessary regulatory approval.
- (p) *Termination of Resulting Issuer Option Plan.* The Resulting Issuer Option Plan may be discontinued by the Resulting Issuer Board, provided that such termination will not alter the terms or conditions of any Resulting Issuer Option or impair any right of any optionee pursuant to any Resulting Issuer Option granted prior to the date of such termination, which will continue to be governed by the provisions of the Resulting Issuer Option Plan.

Escrowed Securities

There are two categories of escrow which Resulting Issuer Shares may be subject to: (i) the CPC Escrowed Shares (RTB Shares issued to non-arm's length parties of RTB), and (ii) the Value Security Escrowed Shares (Resulting Issuer Shares to be issued to principals of the Resulting Issuer). The CPC Escrowed Shares are subject to the CPC Escrow Agreement, while the Value Security Escrowed Shares will be subject to Value Security Escrow Agreements to be entered into by the Resulting Issuer, and TSX Trust Company as escrow agent, and each of the principals of the Resulting Issuer, on the terms and conditions prescribed by Exchange policies.

CPC Escrowed Shares

The CPC Escrowed Shares are held in escrow by TSX Trust Company pursuant to the terms of the CPC Escrow Agreement. The CPC Escrowed Shares are currently subject to the release schedule set out in "Schedule B(1) – CPC Escrow Securities" of Exchange Form 2F. If the Resulting Issuer meets the Tier 1 listing requirements of the Exchange either at the time the Final Exchange Bulletin is issued or subsequently, then the release of the CPC Escrowed Shares will be accelerated. An accelerated escrow release for the CPC Escrowed Shares will not commence until the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

The following table sets out, as of the date of this Filing Statement and to the knowledge of RTB and Croesus, the name and municipality of residence of each security holder whose securities will be CPC Escrowed Shares (on a non-diluted basis).

Name and municipality of residence of security holder	Designation of Class	Prior to Giving Effect to the Merger ⁽¹⁾		After Giving Effect to the Consolidation, the Financing, and the Merger	
		Number of RTB Shares held in CPC escrow	Percentage of class ⁽²⁾ (%)	Number of Resulting Issuer securities to be held in CPC escrow ⁽³⁾	Percentage of Resulting Issuer Shares
Christopher Tate Toronto, ON	RTB Shares	500,010	3.94%	200,004	0.40%

Shaun Heinrichs <i>Port Moody, BC</i>	RTB Shares	500,000	3.94%	200,000	0.40%
Blair Schultz <i>Toronto, ON</i>	RTB Shares	1,500,000	11.81%	600,000	1.21%
Kevin Reid <i>Toronto, ON</i>	RTB Shares	1,500,010	11.81%	600,004	1.21%
Christopher Marsh <i>Toronto, ON</i>	RTB Shares	200,000	1.57%	80,000	0.16%
Jeffrey Johnstone <i>Toronto, ON</i>	RTB Shares	200,000	1.57%	80,000	0.16%
Dana Yael Bloom Klien <i>Toronto, ON</i>	RTB Shares	200,000	1.57%	80,000	0.16%
Conor Dooley <i>Toronto, ON</i>	RTB Shares	100,000	0.79%	40,000	0.08%

Notes:

- (1) Prior to completion of to the Consolidation, the Financing, and the Merger.
- (2) Non-diluted. Based on a total number of 12,700,020 RTB Shares outstanding.
- (3) Upon completion of the Merger, it is expected that the Resulting Issuer Shares will be listed in Tier 2 of the Exchange. Assuming that the Resulting Issuer Shares are listed in Tier 2 of the Exchange, upon issuance of the Final Exchange Bulletin, 10% of the CPC Escrowed Shares will be immediately released following the issuance of the Final Exchange Bulletin and the remaining CPC Escrowed Shares will be released in six equal tranches of 15% every six months thereafter.
- (4) Non-diluted. Based on a total number of 49,543,408 Resulting Issuer Shares outstanding.

Resulting Issuer Escrowed Securities

Pursuant to Exchange Policy 5.4, upon listing of the Resulting Issuer Shares, all securities of the Resulting Issuer that are held by “principals” of the Resulting Issuer, other than those securities of the Resulting Issuer issued in connection with the Financing, must be placed into escrow, including:

- (a) a person or company who acted as a Promoter of RTB and Croesus within two years prior to the Merger;
- (b) a director or senior officer of RTB and Croesus or any of their material operating subsidiaries at the time of the Merger;
- (c) a person or company that holds securities carrying more than 20% of the voting rights attached to the Resulting Issuer’s outstanding securities immediately before and immediately after the Merger;
- (d) a person or company that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Resulting Issuer’s outstanding securities immediately before and immediately after the Merger; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Resulting Issuer or any of its material operating subsidiaries.

Upon Completion of the Qualifying Transaction, it is expected that there will be an aggregate of 6,175,000 Resulting Issuer Shares and an aggregate of 7,100,000 Resulting Issuer Options held pursuant to a surplus security escrow agreement (the "**Surplus Security Escrow Agreement**") for Tier 2 issuers to be entered into by the Resulting Issuer and the Escrow Agent and the holders of Resulting Issuer Shares subject to such escrow requirements, being the “principals” of the Resulting Issuer who will hold securities of the Resulting Issuer on the Effective Date. If the Resulting Issuer meets the Tier 2 listing requirements of the Exchange, the Resulting Issuer Shares and Resulting Issuer Options held pursuant to the Surplus Security Escrow Agreement (collectively, the

“**Surplus Security Escrowed Securities**”) will be subject to the release schedule set out in “Schedule B(4) – Tier 2 Surplus Security Escrow Agreement” of Exchange Form 5D, which provides for release of 5% of the escrowed securities on the date of the Final Exchange Bulletin, an additional 5% of the escrowed securities six months following the Final Exchange Bulletin, an additional 10% of the escrowed securities 12 months following the Final Exchange Bulletin, an additional 10% of the escrowed securities 18 months following the Final Exchange Bulletin, an additional 15% of the escrowed securities 24 months following the Final Exchange Bulletin, an additional 15% of the escrowed securities 30 months following the Final Exchange Bulletin, and the remaining 40% of the escrowed securities 36 months following the Final Exchange Bulletin.

In addition, based on the Exchange’s analysis, certain “seed share resale restrictions” will be applicable to Resulting Issuer Shares held by non-“principals” of the Resulting Issuer: An aggregate of 3,200,000 Resulting Issuer Shares will be restricted in accordance with the Value Security Escrow Agreement (as defined in Policy 5.4 of the Exchange) (the “**Value Security Restricted Shares**”), and an additional 3,500,000 Resulting Issuer Shares will be subject to “seed share resale restrictions” as described below (the “**Seed Share Resale Restricted Shares**”). Accordingly, an aggregate of 6,700,000 Resulting Issuer Shares will bear the prescribed legends setting out the applicable “seed share resale restrictions”, or, alternatively, will be deposited in escrow pursuant to a pooling agreement which may be entered into between the Resulting Issuer, the subject shareholders and the Escrow Agent.

If the Resulting Issuer meets the Tier 2 listing requirements of the Exchange, it is expected the Value Security Restricted Shares will be subject to the release schedule set out in “Schedule B(2) – Tier 2 Value Security Escrow Agreement” of Exchange Form 5D, which provides for release of 10% of the escrowed securities on the date of the Final Exchange Bulletin, an additional 15% of the escrowed securities six months following the Final Exchange Bulletin, an additional 15% of the escrowed securities 12 months following the Final Exchange Bulletin, an additional 15% of the escrowed securities 18 months following the Final Exchange Bulletin, an additional 15% of the escrowed securities 24 months following the Final Exchange Bulletin, an additional 15% of the escrowed securities 30 months following the Final Exchange Bulletin, and the remaining 15% of the escrowed securities 36 months following the Final Exchange Bulletin.

An aggregate of 2,000,000 of such Seed Share Resale Restricted Shares will be subject to a two year hold period whereby 20% of such Seed Share Resale Restricted Shares are released every six months with the first release on the Closing Date. 1,500,000 of such Seed Share Resale Restricted Shares will be subject to a one year hold period whereby 20% of such Seed Escrowed Shares are released every three months with the first release on the Closing Date.

The following table sets out, on a non-diluted basis, as of the date of this Filing Statement and to the knowledge of RTB and Croesus, the name and municipality of residence of each security holder whose securities will be Value Security Escrowed Shares.

After Giving Effect to the Consolidation, the Financing, and the Merger

Name and municipality of residence of security holder	Resale Restriction	Number of Resulting Issuer Shares	Number of Resulting Issuer Options	Percentage of Resulting Issuer Shares⁽¹⁾
Marc Pais <i>Toronto, ON</i>	Surplus Security Escrowed Securities	2,300,000	3,400,000	5.65%
Paul Reid <i>Toronto, ON</i>	Surplus Security Escrowed Securities	2,500,000	3,400,000	5.05%
Rick Vernon ⁽²⁾ <i>Toronto, ON</i>	Surplus Security Escrowed Securities	375,000	-	1.01%
Colin Sutherland <i>Toronto, ON</i>	Surplus Security Escrowed Securities	1,000,000	-	2.40%
Conor Dooley ⁽⁴⁾ <i>Toronto, ON</i>	Surplus Security Escrowed Securities	-	300,000	-
Non-principals of the Resulting Issuer ⁽³⁾	Restricted in accordance with the Value Security Escrow Agreement	3,200,000	-	6.46%
Riverside Resources Inc. <i>Vancouver, B.C.</i>	Seed Escrowed Shares	3,500,000	-	7.06%

Notes:

- (1) Non-diluted. Based on a total number of 49,543,408 Resulting Issuer Shares outstanding.
- (2) Held by PI Financial Corp. in trust for Rick Vernon.
- (3) Six non-principal shareholders of the Resulting Issuer will be subject to the Value Security Escrow Agreement.
- (4) Resulting Issuer Shares to be held by Mr. Dooley will be subject to the CPC Escrowed Shares.

Terms of Escrow

The CPC Escrowed Shares, Value Security Restricted Shares, Surplus Security Escrowed Securities, and Seed Share Resale Restricted Shares may not be transferred without the approval of the Exchange for release or transfer, other than in specified circumstances set out in the applicable escrow agreement or in accordance with the restrictive legend set forth on the applicable security certificates.

Lock-Up Agreements

In addition to the escrow described above, all of the directors of Croesus and RTB, and any shareholders who will be holders of 10% or more of the Resulting Issuer Shares on the Effective Date, have entered into lock-up agreements with the Lead Agent pursuant to which they will not, directly or indirectly, issue, transfer, offer, sell, pledge or enter into any other agreement to transfer the economic consequences of any Resulting Issuer Shares held by them (other than Resulting Issuer Shares issued in exchange for securities purchased at a price of \$0.30 or greater, including all securities issued pursuant to the Financing), for a period ending 9 months following the completion of the Merger.

Auditor, Transfer Agent and Registrar

The auditor of the Resulting Issuer is expected to be BDO Canada LLP at their principal offices in Toronto, Ontario, located at 222 Bay Street, Suite 2200, P.O. Box 131, Toronto, ON M5K 1H1.

TSX Trust Company, at its Toronto office located at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, will be appointed as the registrar and transfer agent of the Resulting Issuer Shares.

GENERAL MATTERS

Agent

Croesus and RTB entered into the Agency Agreements pursuant to which the Lead Agent agreed to act as agent and bookrunner in connection with the Financing. Pursuant to the Agency Agreements, the Agents acted on a “best-efforts” basis to effect the Financing, and are to receive the Agents’ fees and the Financing Compensation Warrants for acting in such capacity. The Financing Compensation Warrants will be exchanged for Resulting Issuer Compensation Warrants pursuant to the Merger. See “*Information Concerning the Merger and the Financing – The Financing*”.

Sponsorship

Pursuant to the Sponsorship Policy, sponsorship is required in conjunction with a Qualifying Transaction. RTB intends to rely upon an exemption from the sponsorship requirement contained in subsection 3.4(a)(ii)(B)(II) of the Sponsorship Policy on the basis that the Financing will be completed, and that the Lead Agent, on behalf of the Agents, will provide the Exchange with its confirmation that it has completed appropriate due diligence on both the Merger and this Filing Statement that is generally in compliance with the relevant standards and guidelines applicable in the Sponsorship Policy. As such, no sponsor has been engaged by RTB in connection with the Merger.

Relationships

In connection with the Financing, Croesus and RTB entered into the Agency Agreements with the Agents pursuant to which the Agents sold on a best-efforts agency basis, 6,755,000 Subscription Receipts for aggregate gross proceeds of \$2,702,000. See “*Information Concerning the Merger and the Financing – The Financing*”.

Experts

Interest of Experts

No Person, whose profession or business gives authority to a statement made by the Person 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 any beneficial interest, directly or indirectly, in any property of RTB, Croesus or the Resulting Issuer or of an Associate or Affiliate of RTB, Croesus or the Resulting Issuer, other than as described below.

Croesus engaged David S. Smith, MS, MBA, CPG of Highlands Geoscience LLC to prepare the Sugarloaf Peak Gold Project Technical Report and the Kay Mine Project Technical Report. Mr. Smith is a “qualified person” and considered “independent”, as such terms are defined in NI 43-101. All of the scientific and technical mining disclosure contained in this Filing Statement regarding the Sugarloaf Peak Gold Project and Kay Mine Project has been reviewed and approved by Mr. Smith. The material under the headings “*Information Concerning Sugarloaf Peak Gold Project*” and “*Kay Mine Project*” are extracts from the Sugarloaf Peak Gold Project Technical Report and Kay Mine Project Technical Report, respectively.

Davidson & Company LLP, the auditors of RTB, audited the annual financial statements of RTB for the period from incorporation (June 28, 2017) to December 31, 2018, and delivered the auditors’ report thereon, copies of which are attached as Exhibit “C” to this Filing Statement. Davidson & Company LLP has confirmed that it is independent of

RTB in accordance with the rules of professional conduct of the Chartered Professional Accountants of British Columbia.

BDO Canada LLP audited the financial statements of Croesus for the period from January 1, 2017 to December 31, 2018 and delivered the respective auditors' reports thereon, copies of which are attached as Exhibit "G" to this Filing Statement. The auditor of the Reporting issuer is expected to be BDO Canada LLP.

Other Material Facts

There are no material facts about RTB, Croesus, the Resulting Issuer, or the Merger that are not disclosed under the preceding items and are necessary in order for the Filing Statement to contain full, true and plain disclosure of all material facts relating to RTB, Croesus, and the Resulting Issuer, assuming completion of the Merger.

Board Approval

The RTB Board has approved this Filing Statement. Where information contained in this Filing Statement rests particularly within the knowledge of a person other than RTB, RTB has relied upon information furnished by such person.

FINANCIAL STATEMENTS

The following financial statements and MD&A for each of RTB, Croesus and the Resulting Issuer, as applicable, may be found attached hereto at Exhibits "A" through "I", respectively:

- interim financial statements of RTB for the three months ended March 31, 2019;
- MD&A of RTB for the three months ended March 31, 2019;
- audited financial statements of RTB for the year ended December 31, 2018 and for the period from incorporation on June 28, 2017 to December 31, 2017;
- MD&A of RTB for the year ended December 31, 2018 and the period from incorporation on June 28, 2017 to December 31, 2017;
- interim financial statements of Croesus for the three months ended March 31, 2019;
- MD&A of Croesus for the three months ended March 31, 2019;
- audited consolidated financial statements of Croesus for the years ended December 31, 2018 and December 31, 2017;
- MD&A of Croesus for the years ended December 31, 2018 and 2017; and
- unaudited *pro forma* consolidated financial statements of the Resulting Issuer.

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CERTIFICATE OF THE ISSUER

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of Ring the Bell Capital Corp. assuming Completion of the Qualifying Transaction.

“Christopher Tate”

Christopher Tate
Chief Executive Officer

“Shaun Heinrichs”

Shaun Heinrichs
Chief Financial Officer and
Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

“Kevin Reid”

Kevin Reid

“Blair Schultz”

Blair Schultz

CERTIFICATE OF CROESUS GOLD CORP.

The foregoing as it relates to Croesus Gold Corp. constitutes full, true and plain disclosure of all material facts relating to the securities of Croesus Gold Corp.

"Marc Pais"
Marc Pais
President and Chief Executive Officer

"Paul Reid"
Paul Reid
Chairman

ON BEHALF OF THE BOARD OF DIRECTORS

"Marc Pais"
Marc Pais

"Paul Reid"
Paul Reid

**EXHIBIT "A" - INTERIM FINANCIAL STATEMENTS OF RTB FOR THE THREE
MONTHS ENDED MARCH 31, 2019**

**Ring the Bell Capital Corp
(A Capital Pool Company)**

**Condensed Interim Financial Statements
(Expressed in Canadian Dollars)**

March 31, 2019

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited – Expressed in Canadian Dollars)
As at

Assets	March 31,	December 31,
	2019	2018
Current Assets		
Cash	\$ 850,382	\$ 858,862
Other receivables	10,735	18,320
Total Current Assets	861,117	877,182
<hr/>		
Total Assets	\$ 861,117	\$ 877,182
<hr/>		
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 15,284	\$ 16,678
Total Liabilities	15,284	16,678
Shareholders' Equity		
Share capital (Note 4)	891,905	891,905
Reserves (Note 4)	100,036	100,036
Deficit	(146,108)	(131,437)
Total Shareholders' Equity	845,833	860,504
Total Liabilities and Shareholders' Equity	\$ 861,117	\$ 877,182

Nature of operations (Note 1)
Subsequent events (Note 7)

On Behalf of the Board:

"Chris Tate" Director _____
"Kevin Reid" Director

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

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited – Expressed in Canadian Dollars)

Three Months Ended March 31,	2019	2018
Expenses		
Professional fees (Note 5)	\$ 10,500	\$ 23,462
Registration and filing fees	6,182	23,318
Office and miscellaneous	236	–
Interest income	(2,247)	–
Share-based payments (Note 4)	–	64,808
Total expenses	(14,671)	(111,588)
Loss and comprehensive loss	\$ (14,671)	\$ (111,588)
Basic and diluted loss per common share	\$ (0.00)	\$ (0.02)
Weighted average number of common shares outstanding	8,000,000	6,922,242

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

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)

CONDENSED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited – Expressed in Canadian Dollars)

	Share Capital		Share Based Payments	Deficit	Total
	Shares	Amount			
Balance, January 1, 2018	4,700,020	\$ 235,001	\$ –	\$ (14,539)	\$ 220,462
Shares issued for cash	8,000,000	800,000	–	–	800,000
Share issue costs	–	(107,868)	–	–	(107,868)
Share issue costs – agents' warrants	–	(35,228)	35,228	–	–
Stock options issued	–	–	64,808	–	64,808
Loss for the period	–	–	–	(111,588)	(111,588)
Balance, March 31, 2018	12,700,020	891,905	100,036	(126,127)	865,814
Loss for the period	–	–	–	(5,310)	(5,310)
Balance, December 31, 2018	12,700,020	891,905	100,036	(131,437)	860,504
Loss for the period	–	–	–	(14,671)	(14,671)
Balance, March 31, 2019	12,700,020	\$ 891,905	\$ 100,036	\$ (146,108)	\$ 845,833

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

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited – Expressed in Canadian Dollars)

Three months ended March 31	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (14,671)	\$ (111,588)
Items not affecting cash:		
Share-based payments	–	64,808
Changes in non-cash working capital items:		
Other receivables	7,585	(6,034)
Accounts payable and accrued liabilities	(1,394)	(5,000)
Net cash used in operating activities	(8,480)	(57,814)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from share issuances	–	800,000
Share issue costs	–	(91,088)
Net cash provided by financing activities	–	708,912
Change in cash	(8,480)	651,098
Cash, beginning of the period	858,862	212,182
Cash, end of the period	\$ 850,382	\$ 863,280
Supplemental Cash Flow Information:		
Agents' warrants issued for payment of financing fees	\$ –	\$ 35,228
Share issue costs paid and deferred in the previous period	–	16,780

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

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)

Notes to the Condensed Interim Financial Statements
(Unaudited – Expressed in Canadian Dollars)
As at March 31, 2019

1. NATURE OF OPERATIONS

Ring the Bell Capital Corp. (the "Company") was incorporated under the Canada Business Corporations Act on June 28, 2017. The Company's head office, principal address and registered and records office is located at Suite 4100, 66 Wellington Street West, Toronto, Ontario, Canada, M5K 1B7. The Company completed its Initial Public Offering ("IPO") on March 6, 2018 and is classified as a Capital Pool Company ("CPC") as defined by the TSX Venture Exchange ("TSX-V"). The principal business of the Company is the identification and evaluation of assets or a business ("Qualifying Transaction") and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

These condensed interim financial statements were authorized for issue by the Board of Directors on May 30, 2019.

These condensed interim financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses within 24 months of listing on the TSX-V. There is no assurance that the Company will complete a Qualifying Transaction within twenty-four months from the date the Company's shares are listed on the TSX-V, at which time the TSX-V may suspend or de-list the Company's shares from trading.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting using, except as noted below, the same accounting policies and methods of application as the audited annual financial statements for the year ended December 31, 2018 which were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board, and interpretations of the IFRS Interpretations Committee. Accordingly, certain information and footnote disclosure normally included in annual financial statements have been omitted or condensed.

These condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements of the Company as at and for the year ended December 31, 2018.

The Company has adopted IFRS 16 Leases ("IFRS 16") effective January 1, 2019. Changes to the Company's significant accounting policies are described in Note 3.

Significant Accounting Estimates and Judgments

The preparation of these condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

These condensed interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed interim financial statements, and may require accounting adjustments based on future occurrences.

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)

Notes to the Condensed Interim Financial Statements
(Unaudited – Expressed in Canadian Dollars)
As at March 31, 2019

Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

There have been no significant judgements made by management in the application of IFRS that have a significant effect on these condensed interim financial statements.

3. NEW ACCOUNTING STANDARDS ADOPTED

Effective January 1, 2019, the Company adopted IFRS 16 Leases (“IFRS 16”).

IFRS 16

The Company adopted all of the requirements of IFRS 16 Leases as of January 1, 2019. IFRS 16 replaces IAS 17 Leases (“IAS 17”). IFRS 16 provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. The Company has adopted IFRS 16 using the modified retrospective application method, where the 2018 comparatives are not restated and a cumulative catch up adjustment is recorded on January 1, 2019 for any differences identified, including adjustments to opening deficit balance.

The Company analyzed its contracts to identify whether they contain a lease arrangement for the application of IFRS 16. No such contracts were identified, and as a result, the adoption of IFRS 16 resulted in no impact to the opening deficit on January 1, 2019.

The following is the Company’s new accounting policy for financial instruments under IFRS 16:

Leases

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Leases of right-of-use assets are recognized at the lease commencement date at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, and otherwise at the Company’s incremental borrowing rate. At the commencement date, a right-of-use asset is measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received.

Each lease payment is allocated between repayment of the lease principal and interest. Interest on the lease liability in each period during the lease term is allocated to produce a constant periodic rate of interest on the remaining balance of the lease liability. Except where the costs are included in the carrying amount of another asset, the Company recognizes in profit or loss (a) the interest on a lease liability and (b) variable lease payments not included in the measurement of a lease liability in the period in which the event or condition that triggers those payments occurs. The Company subsequently measures a right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses; and adjusted for any remeasurement of the lease liability. Right-of-use assets are depreciated over the shorter of the asset’s useful life and the lease term, except where the lease contains a bargain purchase option a right-of-use asset is depreciated over the asset’s useful life.

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)

Notes to the Condensed Interim Financial Statements
(Unaudited – Expressed in Canadian Dollars)
As at March 31, 2019

4. SHARE CAPITAL

a) Share Capital

Authorized: an unlimited number of common shares with no par value.

Issued: 12,700,020 common shares.

The Company did not issue any shares during the three months ended March 31, 2019.

On incorporation, the Company issued 20 shares for \$1. The Company issued an additional 4,700,000 shares at a price of \$0.05 per share for gross proceeds of \$235,000 pursuant to a private placement. These common shares are subject to escrow restrictions with the completion of the IPO and will be released from escrow in tranches over 36 months upon completion of the Qualifying Transaction. As at March 31, 2019 4,700,020 shares are held in escrow. Furthermore, the shares are considered contingently returnable and are excluded from the weighted average number of shares outstanding.

On March 6, 2018, the Company completed an initial public offering (the "Offering") for 8,000,000 common shares for gross proceeds of \$800,000. In connection with the Offering the Company paid the Agent a commission of \$80,000 equal to 10% of the gross funds raised from the Offering and a corporate finance fee of \$12,000, of which \$6,000 was previously paid. The Company also reimbursed the Agent for \$15,986 of legal and filing fees, \$10,000 of which was previously paid. The Company granted the Agent warrants to acquire up to an aggregate of 800,000 common shares of the Company at a price of \$0.10 per common share exercisable at any time prior to March 6, 2020. The Company granted the Agent the right of participation to provide up to twenty five percent of any further brokered equity financing expiring twelve months after the completion of the Company's Qualifying Transaction.

b) Stock Options

The Company, in accordance with its stock option plan, is authorized to grant options to directors, officers, and technical consultants, to acquire up to 10% of its issued and outstanding common stock. The exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of ten years. The maximum number of stock options granted to any one individual in a 12-month period may not exceed 5% of the outstanding common shares of the Company. The maximum number of stock options granted to any one consultant or an individual providing investor relations services in a 12-month period may not exceed 2% of the outstanding common shares of the Company. As required by the CPC Policy, the Company, as long as it is a CPC, will not grant options to any person providing Investor Relations activities, promotional or market-making services. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation.

The Company did not issue any stock options during the three months ended March 31, 2019. During the three months ended March 31, 2018, the Company granted the directors and officers 1,000,000 incentive stock options, exercisable at \$0.10 and expiring on March 6, 2023.

	Number of Stock Options	Weighted Average Exercise Price
Balance, December 31, 2018	1,000,000	\$ 0.10
Balance, March 31, 2019	1,000,000	\$ 0.10

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)

Notes to the Condensed Interim Financial Statements
(Unaudited – Expressed in Canadian Dollars)
As at March 31, 2019

The following stock options are outstanding as of March 31, 2019:

Number of Options	Exercise Price (\$)	Expiry Date
1,000,000	0.10	March 6, 2023

The fair value of stock options granted of \$64,808 was estimated using the Black-Scholes option pricing model with the following assumptions:

	March 31, 2018
Risk free interest rate	2.10%
Expected life of options	5 Years
Expected dividend yield	Nil
Expected stock price volatility	80%

c) Warrants

In connection with the completion of the Offering, the Company granted the Agent warrants to acquire up to an aggregate of 800,000 common shares of the Company at a price of \$0.10 per common share, expiring on March 6, 2020.

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2018	800,000	\$ 0.10
Balance, March 31, 2019	800,000	\$ 0.10

The following warrants are outstanding as of March 31, 2019:

Number of Warrants	Exercise Price (\$)	Expiry Date
800,000	0.10	March 6, 2020

The fair value of warrants issued of \$35,228 was estimated using the Black-Scholes option pricing model with the following assumptions:

	March 31, 2018
Risk free interest rate	2.10%
Expected life of options	2 Years
Expected dividend yield	Nil
Expected stock price volatility	80%

5. RELATED PARTY TRANSACTIONS

During the three months ended March 31, 2019, the Company incurred \$3,500 in legal fees (2018 - \$25,739), which have been included in professional fees, to a partnership in which a director of the Company is a partner. During the three months ended March 31, 2018, the Company issued 1,000,000 stock options at \$64,808 to directors of the Company.

6. FINANCIAL RISK MANAGEMENT

The Company is exposed to a variety of risks related to financial instruments. The Board approves and monitors the risk management processes. The principal types of risk exposure and the way in which they are managed are as follows:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)

Notes to the Condensed Interim Financial Statements
(Unaudited – Expressed in Canadian Dollars)
As at March 31, 2019

cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with its bank from which management believes the risk of loss is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency risk

The Company's operations and financing activities are conducted in Canadian dollars and as a result, the Company is not subject to significant exposure to market risks from changes in foreign currency rates.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is currently not exposed to any interest rate risk as cash is held in a non-interest bearing account and the Company does not hold any interest bearing liabilities.

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The fair value of the Company's other receivables and accounts payable and accrued liabilities approximates their carrying value because of the short-term nature of the financial instruments. The Company's cash is measured at fair value using Level 1 inputs.

6. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the completion of a Qualifying Transaction. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to consist of components of shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the

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capital structure, the Company may issue new equity if available on favourable terms and approved by the TSX-V.

As a CPC, the Company is subject to externally imposed cash restrictions as outlined in TSX-V Policy 2.4. The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company.

7. SUBSEQUENT EVENTS

On April 2, 2019, the Company and Croesus Gold Corp. (“Croesus”) entered into a binding letter of intent with respect to a reverse takeover of the Company by Croesus and its shareholders. The Company intends for the acquisition of Croesus to constitute its Qualifying Transaction.

It is currently anticipated that the Company will combine with Croesus by way of a share exchange, merger, amalgamation, arrangement or other similar form of transaction as agreed by the parties.

Completion of the Transaction is subject to a number of conditions, including but not limited to, due diligence, execution of the Definitive Agreement, board and shareholder approval, and receipt of all requisite regulatory approvals, including TSX-V acceptance.

**EXHIBIT “B” - MD&A OF RTB FOR THE THREE MONTHS ENDED MARCH 31,
2019**

Ring the Bell Capital Corp
(A Capital Pool Company)

Management Discussion and Analysis

March 31, 2019

The following management discussion and analysis for Ring the Bell Capital Corp (“the Company”) is prepared as of May 30, 2019 and should be read together with the unaudited condensed interim financial statements for the three months ended March 31, 2019 and 2018 and related notes attached thereto (financial statements), which were prepared in accordance with the International Financial Reporting Standards (“IFRS”). The reader should also refer to the Company’s audited financial statements and accompanying notes for the year ended December 31, 2018.

All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information related to the Company is available for view on SEDAR under the Company’s profile at www.sedar.com.

Description of Business

The Company was incorporated under the Business Corporations Act (Ontario) on June 28, 2017. The Company is in the process of completing an Initial Public Offering (“IPO”) on the TSX Venture Exchange (“TSX-V”) and is classified as a Capital Pool Company (“CPC”) under TSX-V Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business (Qualifying Transaction) and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

On January 29, 2018, the Company filed a prospectus offering for a minimum of 3,000,000 common shares to a maximum of 8,000,000 common shares at a price of \$0.10 per share (the “Offering”). The Company completed the Offering on March 6, 2018 for 8,000,000 common shares for gross proceeds of \$800,000. In connection with the Offering the Company paid the Agent a commission of \$80,000 equal to 10% of the gross funds raised from the Offering and a corporate finance fee of \$12,000, of which \$6,000 was previously paid. The Company also reimbursed the Agent for \$15,986 of legal and filing fees, \$10,000 of which was previously paid. The Company granted the Agent warrants to acquire up to an aggregate of 800,000 common shares of the Company at a price of \$0.10 per common share exercisable at any time prior to March 6, 2020. The Company granted the Agent the right of participation to provide up to twenty five percent of any further brokered equity financing expiring twelve months after the completion of the Company’s Qualifying Transaction.

The Company’s common shares are listed on the TSX-V under the stock symbol RTB.P.

Croesus Transaction

Subsequent to quarter-end, on April 2, 2019, the Company and Croesus Gold Corp. (“Croesus”) entered into a binding letter of intent with respect to a reverse takeover of the Company by Croesus and its shareholders. The Company intends for the acquisition of Croesus to constitute its Qualifying Transaction.

It is currently anticipated that the Company will combine with Croesus by way of a share exchange, merger, amalgamation, arrangement or other similar form of transaction as agreed by the parties. Following completion of the Transaction, the resulting issuer will continue to be a Canadian entity and continue managing the Kay Mine and Sugarloaf projects located in Arizona, United States.

Completion of the Transaction is subject to a number of conditions, including but not limited to, due diligence, execution of the Definitive Agreement, board and shareholder approval, and receipt of all requisite regulatory approvals, including TSX-V acceptance.

Overall Performance

As at March 31, 2019, the Company had \$850,382 in cash and working capital of \$845,833. The Company incurred a net loss of \$14,671 for the three months ended March 31, 2019 (2018 - \$111,588).

During the three months ended March 31, 2019, the Company incurred an estimated \$10,500 for professional fees and an additional \$6,182 in filing costs, primarily for TSX-V sustaining fees. Since the IPO, professional fees and filing costs have totalled \$58,731, net, compared with the \$50,000 originally disclosed in the prospectus offering under the proposed use of proceeds.

Selected Information

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the condensed interim financial statements.

Three months ended March 31,	2019		2018	
Net loss and comprehensive loss	\$	(14,671)	\$	(111,588)
Basic and diluted earnings (loss) per share		(0.00)		(0.02)
Total assets	\$	861,117	\$	877,182

During the three months ended March 31, 2018, the Company completed the offering for 8,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$800,000. In connection with closing the Offering, the Company granted the Agent warrants to acquire up to an aggregate of 800,000 common shares of the Company at a price of \$0.10 per common share exercisable at any time prior to March 6, 2020 for a total expense of \$35,228. The Company also granted the directors and officers 1,000,000 incentive stock options exercisable at \$0.10 expiring on March 6, 2023 for a total expense of \$64,808.

During the three months ended March 31, 2019, the Company incurred a total of \$16,682 in professional fees and filing costs, primarily related to TSX-V sustaining costs. The Company earned \$2,247 in interest on short term deposits.

Event subsequent to the reporting period

On April 4, 2019, the Company and Croesus announced that they had entered into a binding letter of intent with respect to a reverse takeover of the Company by Croesus and its shareholders. The terms of this transaction have been described previously.

Summary of Quarterly Results

Three Months ended	Mar 31, 2019	Dec 31, 2018	Sept 31, 2018	Jun 30, 2018	Mar 31, 2018	Dec 31, 2017	Sept 30, 2017
Total assets	\$ 861,117	\$ 877,182	\$ 867,317	\$ 864,627	\$ 869,314	\$ 228,962	\$ 1
Working capital	845,833	860,504	825,487	862,073	865,814	203,682	1
Shareholders' equity	845,833	860,504	832,542	862,073	865,814	220,462	1
Net comprehensive income (loss)	(14,671)	27,962	(29,531)	(3,741)	(111,588)	(14,539)	–
Earnings (loss) per share	0.00	0.00	(0.00)	(0.00)	(0.02)	(0.01)	–

The Company was formed on June 28, 2017 through the issuance of 20 common shares for \$1. No transactions occurred during the period from June 28, 2017 to June 30, 2017. Similarly, there

was no activity for the quarter ended September 30, 2017. During the quarter ended December 31, 2017, the Company issued 4,700,000 common shares at a price of \$0.05 per share for gross proceeds of \$235,000 pursuant to a private placement. These common shares, including the 20 shares issued on incorporation, are subject to escrow restrictions and will be released from escrow in tranches over 36 months upon completion of the Qualifying Transaction. Furthermore, the shares are considered contingently returnable and are excluded from the weighted average number of shares outstanding.

During the year ended December 31, 2018, the Company completed the offering for 8,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$800,000. The Company incurred a total of \$143,096 in share issuance costs for the Offering, \$107,868 in cash and the remainder as share based payments resulting from warrants granted to the Agent for the acquisition of up to 800,000 common shares of the Company at a price of \$0.10 per common share, exercisable at any time prior to March 6, 2020. The Company also granted the directors and officers 1,000,000 incentive stock options exercisable at \$0.10 expiring on March 6, 2023 for a total expense of \$64,808. During the quarter ended June 30, 2018 the Company entered into an agreement to complete a proposed transaction with Beadell Resources Limited ("Beadell"). The Company incurred \$30,316 in costs related to the proposed Beadell transaction however this agreement was subsequently terminated in the quarter ended September 30, 2018. Beadell reimbursed the Company for these costs in the quarter ended December 31, 2018.

During the three months ended March 31, 2019, the Company incurred a total of \$16,682 in professional fees and filing costs, primarily related to TSX-V sustaining costs. The Company earned \$2,247 in interest on short term deposits.

Results of Operations

Three month period ended March 31, 2019:

During the three months ended March 31, 2019, the Company incurred a net comprehensive loss of \$14,671. The net comprehensive loss is comprised of:

- Professional fees of \$10,500 related to estimated first quarter legal and accounting costs.
- Filing costs of \$6,182 primarily from TSX-V sustaining costs as well as trust company fees.
- Interest earned on short term investments of \$2,247.

Related Party Transactions

During the three months ended March 31, 2019, the Company incurred an estimated \$3,500 in legal fees (2018 - \$25,739), which have been included in professional fees, to a partnership in which a director of the Company is a partner. During the three months ended March 31, 2018, the Company issued 1,000,000 stock options at \$64,808 to directors of the Company.

Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members. During the three months ended March 31, 2019, no compensation was paid to key management personnel.

Liquidity and Capital Resources

The financial statements have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent

upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

	March 31, 2019	December 31, 2018
Working Capital	845,833	860,504
Deficit	(146,108)	(131,437)

Net cash used in operating activities for the period was \$8,480. This amount consists of a net operating loss of \$14,671, offset by \$6,191 in working capital changes due to receipt of accrued interest on short term deposits. There were no investing or financing activities during the current period.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company has sufficient funds to cover anticipated administrative expenses throughout the year.

Financial Instruments and Risk Management

The Company is exposed to a variety of risks related to financial instruments. The Board approves and monitors the risk management processes. The principal types of risk exposure and the way in which they are managed are as follows:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with its bank from which management believes the risk of loss is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency risk

The Company's operations and financing activities are conducted in Canadian dollars and as a result, the Company is not subject to significant exposure to market risks from changes in foreign currency rates.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is currently not exposed to any interest rate risk as cash is held in a non-interest bearing account and the Company does not hold any interest bearing liabilities.

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The fair value of the Company's cash, other receivables, accounts payable and accrued liabilities approximates their carrying value because of the short-term nature of the financial instruments.

Capital Disclosure and Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the completion of a Qualifying Transaction. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to consist of components of shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms and approved by the TSX-V.

As a CPC, the Company is subject to externally imposed cash restrictions as outlined in TSX-V Policy 2.4. The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at March 31, 2019.

Outstanding Share Data

As at the date of this Management Discussion and Analysis the Company has the following equity instruments outstanding:

- Common Shares: 12,700,020
- Finders' warrants: 800,000 (exercisable into one common share at a price of \$0.10 and expiring on March 6, 2020)
- Stock Options: 1,000,000 (exercisable at a price of \$0.10 and expiring on March 6, 2023)

Critical Judgments and Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

All of the Company's significant accounting policies and estimates are included in Note 2 of the audited financial statements for the year ended December 31, 2018.

Adoption of New Accounting Standards

The Company adopted IFRS 16, *Leases* ("IFRS 16") commencing January 1, 2019. IFRS 16 provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. The Company has adopted IFRS 16 using the modified retrospective application method, where the 2018 comparatives are not restated and a cumulative catch up adjustment is recorded on January 1, 2019 for any differences identified, including adjustments to opening deficit balance.

There are no impacts to the Company's financial statements for the adoption of IFRS 16.

Risks and Uncertainties

The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Company was only recently incorporated and does not own any ongoing business operations, and has no assets other than cash. The Company has not identified a proposed Qualifying Transaction and has not entered into an Agreement in Principle. There is no assurance that the Company will identify and successfully negotiate the acquisition of any potential corporations, properties, assets or businesses, or any interests therein, nor that any such opportunities or businesses acquired will be profitable. Moreover, additional funds may be required to successfully complete an acquisition, and the Company may not be able to obtain such financing or may not be able to raise sufficient funds to take a meaningful position in a potential target. If the acquisition is financed by the issuance of shares from the Company's treasury, control of the Company may change and shareholders may suffer additional dilution. The directors and the officers of the Company will only be devoting a portion of their time to the affairs of the Company. Potential conflicts of interest may result from the ordinary course of business of the Company and of the directors and the officers of the Company.

The TSX-V may suspend from trading or delist the common shares where the Company has failed to complete a Qualifying Transaction within 24 months of the date of listing. The Company may be issued an interim cease trade order if the common shares are suspended delisted from trading on the TSX-V. In addition, delisting of the common shares will result in the cancellation of all of the currently issued and outstanding common shares held by insiders that are discount seed shares within the meaning of the CPC Policy.

Outlook

The Company's current objectives are to identify and evaluate assets or a business to acquire which will serve as its Qualifying Transaction subject to shareholder and regulatory approval. As noted above, the Company has terminated the non-binding letter of intent with Beadell and has now entered into a binding letter of intent with Croesus. The Company will focus on

completing the requirements for the proposed transaction and, should the conditions be satisfied, successfully close the transaction on June 21, 2019.

Corporate Governance

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee of the Company fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval. The Audit Committee, comprised of three directors, all of whom are independent, meets with management of the Company on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters as required.

Forward-Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include statements regarding the future price of gold, the timing and amount of estimated future production, costs of production, capital expenditures, the success of exploration activities, permitting timelines, currency fluctuations, the requirements of future capital, drill results and the estimation of mineral resources and reserves. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements contained into this report should not be unduly relied upon. These statements speak only as of the date of this report. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the supply and demand for, deliveries of, and the level and volatility of prices of gold as well as petroleum products;
- the availability of financing for the Company's development of the Project on reasonable terms;
- the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- the ability to attract and retain skilled staff;

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in commodity and, particularly, gold prices, access to skilled mining development personnel, results of exploration and development activities, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that

could cause actual results to differ materially include, but are not limited to, the risk factors hereinabove. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The forward-looking statements contained in this report are expressly qualified by this cautionary statement.

**EXHIBIT "C" - AUDITED FINANCIAL STATEMENTS OF RTB FOR THE YEAR
ENDED DECEMBER 31, 2018 AND FOR THE PERIOD FROM INCORPORATION TO
DECEMBER 31, 2017**

**Ring the Bell Capital Corp
(A Capital Pool Company)**

**Financial Statements
(Expressed in Canadian Dollars)**

December 31, 2018

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Ring the Bell Capital Corp.

Opinion

We have audited the accompanying financial statements of Ring the Bell Capital Corp. (the "Company"), which comprise the statements of financial position as at December 31, 2018 and 2017, and the statements of comprehensive loss, changes in shareholders' equity, and cash flows for the year ended December 31, 2018 and the period from incorporation on June 28, 2017 to December 31, 2017, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and 2017, and its financial performance and its cash flows for the year ended December 31, 2018 and the period from incorporation on June 28, 2017 to December 31, 2017 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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

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

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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



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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is David Harris.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Professional Accountants

April 29, 2019

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)
STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Year Ended December 31, 2018	Period from incorporation on June 28, 2017 to December 31, 2017
Expenses		
Professional fees (Note 4)	\$ 60,654	\$ 8,500
Registration and filing fees	28,480	5,650
Office and miscellaneous	1,749	389
Interest income	(8,477)	–
Share-based payments (Note 3)	64,808	–
Cost recoveries (Note 1)	(30,316)	–
Total expenses	(116,898)	(14,539)
Loss and comprehensive loss	\$ (116,898)	\$ (14,539)
Basic and diluted loss per common share	\$ (0.02)	\$ (0.01)
Weighted average number of common shares outstanding	6,575,342	1,626,922

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

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Share Capital		Share Based Payments	Deficit	Total
	Shares	Amount			
Incorporation shares	20	\$ 1	\$ –	\$ –	\$ 1
Shares issued for cash	4,700,000	235,000	–	–	235,000
Loss for the period	–	–	–	(14,539)	(14,539)
Balance, December 31, 2017	4,700,020	235,001	–	(14,539)	220,462
Shares issued for cash	8,000,000	800,000	–	–	800,000
Share issue costs	–	(107,868)	–	–	(107,868)
Share issue costs – agents' warrants	–	(35,228)	35,228	–	–
Stock options issued	–	–	64,808	–	64,808
Loss for the year	–	–	–	(116,898)	(116,898)
Balance, December 31, 2018	12,700,020	\$ 891,905	\$ 100,036	\$ (131,437)	\$ 860,504

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

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Year Ended December 31, 2018	Period from incorporation on June 28, 2017 to December 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (116,898)	\$ (14,539)
Items not affecting cash:		
Share-based payments	64,808	–
Changes in non-cash working capital items:		
Other receivables	(18,320)	–
Accounts payable and accrued liabilities	8,178	8,500
Net cash used in operating activities	(62,232)	(6,039)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from share issuances	800,000	235,001
Share issue costs	(91,088)	–
Deferred financing costs	–	(16,780)
Net cash provided by financing activities	708,912	218,221
Change in cash	646,681	212,182
Cash, beginning of the period	212,182	–
Cash, end of the period	\$ 858,862	\$ 212,182
Supplemental Cash Flow Information:		
Agents' warrants issued for payment of financing fees	\$ 35,228	\$ –
Share issue costs paid and deferred in the previous period	16,780	–

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

1. NATURE OF OPERATIONS

Ring the Bell Capital Corp. (the "Company") was incorporated under the Canada Business Corporations Act on June 28, 2017. The Company's head office, principal address and registered and records office is located at Suite 4100, 66 Wellington Street West, Toronto, Ontario, Canada, M5K 1B7. The Company completed its Initial Public Offering ("IPO") on March 6, 2018 and is classified as a Capital Pool Company ("CPC") as defined by the TSX Venture Exchange ("TSX-V"). The principal business of the Company is the identification and evaluation of assets or a business ("Qualifying Transaction") and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

These financial statements were authorized for issue by the Board of Directors on April 29, 2019.

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses within 24 months of listing on the TSX-V. There is no assurance that the Company will complete a Qualifying Transaction within twenty-four months from the date the Company's shares are listed on the TSX-V, at which time the TSX-V may suspend or de-list the Company's shares from trading.

During the year ended December 31, 2018, the Company entered into an agreement to complete a proposed transaction with Beadell Resources Ltd. ("Beadell"). In September 2018, the parties terminated the agreement and Beadell reimbursed the Company for \$30,316 of expenses incurred. Subsequent to year end, the Company entered into a new binding letter of intent (Note 8).

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. These financial statements have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Significant Accounting Estimates and Judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

There have been no significant judgements made by management in the application of IFRS that have a significant effect on these financial statements.

Deferred financing costs

Costs directly identifiable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

Financial Instruments

The Company adopted all of the requirements of IFRS 9 – Financial Instruments (“IFRS 9”) as of January 1, 2018. IFRS 9 replaces IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking “expected loss” impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company’s accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date. The following is the Company’s new accounting policy for financial instruments under IFRS 9:

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt receivable instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at January 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets/liabilities	Original classification IAS 39	New classification IFRS 9
Cash	FVTPL	FVTPL
Other receivables	Amortized cost	Amortized cost
Accounts payable and accrued liabilities	Amortized cost	Amortized cost

The Company did not restate prior periods and determined that the adoption of IFRS 9 resulted in no impact to the opening accumulated deficit on January 1, 2018.

Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise.

Impairment of financial assets at amortized cost

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Derecognition of financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss.

Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, warrants, and options are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds. Warrants that are issued as payment for agency fees or other transactions costs are accounted for as share-based payments.

Share-based Payment Transactions

The cost of stock options and other equity-settled share-based payment arrangements are recorded based on the estimated fair value at the grant date and charged to earnings over the vesting period. The Company uses the fair value method for accounting for stock-based awards to employees, defined as persons classified as employees for legal or tax purposes (direct employee) or alternatively a person providing services like those performed by a direct employee. Under the fair value method, compensation expenses attributed to the direct award of stock options to employees are measured at fair value on the grant date for each tranche using an option pricing model and are usually recognized over the vesting period of the award. Stock options granted to non-employees are measured at the fair value of goods or services rendered or at the fair value of the instruments issued, if it is determined that the fair value of the goods or services received cannot be reliably measured.

All share-based payments are reflected in reserves, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserves is credited to share capital, adjusted for any consideration paid.

Income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except, in the case of subsidiaries, where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred income tax assets and liabilities are presented as non-current.

Loss per Share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants and convertible loan, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised, and the convertible loans were converted and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. For the periods presented, the calculations proved to be anti-dilutive. Contingently returnable shares are not considered outstanding common shares and consequently are not included in loss per share calculations.

3. SHARE CAPITAL

a) Share Capital

Authorized: an unlimited number of common shares with no par value.

Issued: 12,700,020 common shares.

On incorporation, the Company issued 20 shares for \$1. The Company issued an additional 4,700,000 shares at a price of \$0.05 per share for gross proceeds of \$235,000 pursuant to a private placement. These common shares are subject to escrow restrictions with the completion of the IPO and will be released from escrow in tranches over 36 months upon completion of the Qualifying Transaction. As at December 31, 2018 4,700,020 shares are held in escrow. Furthermore, the shares are considered contingently returnable and are excluded from the weighted average number of shares outstanding.

On March 6, 2018, the Company completed an initial public offering (the "Offering") for 8,000,000 common shares for gross proceeds of \$800,000. In connection with the Offering the Company paid the Agent a commission of \$80,000 equal to 10% of the gross funds raised from the Offering and a corporate finance fee of \$12,000, of which \$6,000 was previously paid. The Company also reimbursed the Agent for \$15,986 of legal and filing fees, \$10,000 of which was previously paid.

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)

Notes to the Financial Statements

(Expressed in Canadian Dollars)

As at December 31, 2018

The Company granted the Agent warrants to acquire up to an aggregate of 800,000 common shares of the Company at a price of \$0.10 per common share exercisable at any time prior to March 6, 2020. The Company granted the Agent the right of participation to provide up to twenty five percent of any further brokered equity financing expiring twelve months after the completion of the Company's Qualifying Transaction.

The common shares were listed on the TSX-V and commenced trading on March 9, 2018 under the stock symbol RTB.P.

b) Stock Options

The Company, in accordance with its stock option plan, is authorized to grant options to directors, officers, and technical consultants, to acquire up to 10% of its issued and outstanding common stock. The exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of ten years. The maximum number of stock options granted to any one individual in a 12-month period may not exceed 5% of the outstanding common shares of the Company. The maximum number of stock options granted to any one consultant or an individual providing investor relations services in a 12-month period may not exceed 2% of the outstanding common shares of the Company. As required by the CPC Policy, the Company, as long as it is a CPC, will not grant options to any person providing Investor Relations activities, promotional or market-making services. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation.

In connection with the completion of the Offering, the Company granted the directors and officers 1,000,000 incentive stock options exercisable at \$0.10 upon closing of the Offering, expiring on March 6, 2023.

	Number of Stock Options	Weighted Average Exercise Price
Balance, December 31, 2017	–	\$ –
Granted	1,000,000	0.10
Balance, December 31, 2018	1,000,000	\$ 0.10

The following stock options are outstanding as of December 31, 2018:

Number of Options	Exercise Price (\$)	Expiry Date
1,000,000	0.10	March 6, 2023

The fair value of stock options granted of \$64,808 was estimated using the Black-Scholes option pricing model with the following assumptions:

	December 31, 2018
Risk free interest rate	2.10%
Expected life of options	5 Years
Expected dividend yield	Nil
Expected stock price volatility	80%

c) Warrants

In connection with the completion of the Offering, the Company granted the Agent warrants to acquire up to an aggregate of 800,000 common shares of the Company at a price of \$0.10 per common share, expiring on March 6, 2020.

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)
Notes to the Financial Statements
(Expressed in Canadian Dollars)
As at December 31, 2018

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2017	–	\$ –
Granted	800,000	0.10
Balance, December 31, 2018	800,000	\$ 0.10

The following warrants are outstanding as of December 31, 2018:

Number of Warrants	Exercise Price (\$)	Expiry Date
800,000	0.10	March 6, 2020

The fair value of warrants issued of \$35,228 was estimated using the Black-Scholes option pricing model with the following assumptions:

	December 31, 2018
Risk free interest rate	2.10%
Expected life of options	2 Years
Expected dividend yield	Nil
Expected stock price volatility	80%

4. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2018, the Company incurred \$36,344 in legal fees, which have been included in professional fees, to a partnership in which a director of the Company is a Partner. During the year ended December 31, 2018, the Company issued 1,000,000 stock options at \$64,808 to directors of the Company.

5. FINANCIAL RISK MANAGEMENT

The Company is exposed to a variety of risks related to financial instruments. The Board approves and monitors the risk management processes. The principal types of risk exposure and the way in which they are managed are as follows:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with its bank from which management believes the risk of loss is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency risk

The Company's operations and financing activities are conducted in Canadian dollars and as a result, the Company is not subject to significant exposure to market risks from changes in foreign currency rates.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is currently not exposed to any interest rate risk as cash is held in a non-interest bearing account and the Company does not hold any interest bearing liabilities.

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The fair value of the Company's other receivables and accounts payable and accrued liabilities approximates their carrying value because of the short-term nature of the financial instruments. The Company's cash is measured at fair value using Level 1 inputs.

6. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the completion of a Qualifying Transaction. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to consist of components of shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms and approved by the TSX-V.

As a CPC, the Company is subject to externally imposed cash restrictions as outlined in TSX-V Policy 2.4. The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company.

7. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2018	2017
Loss before income taxes	\$ (116,898)	\$ (14,539)
Expected income tax-recovery	(32,000)	4,000
Permanent differences	18,000	–
Share issue cost	(29,000)	–
Change in unrecognized deductible temporary differences	43,000	(4,000)
Total income tax recovery	\$ –	\$ –

In September 2017, the British Columbia (BC) Government proposed changes to the general corporate income tax rate to increase the rate from 11% to 12% effective January 1, 2018 and onwards. This change in tax rate was substantively enacted on October 26, 2017. The relevant deferred tax balances have been remeasured to reflect the increase in the Company's combined Federal and Provincial (BC) general corporate income tax rate from 26% to 27%.

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2018	Expiry Dates	2017	Expiry Dates
Temporary Differences				
Share issue costs	\$ 86,000	2038 to 2042	\$ –	2037 to 2040
Non-capital losses available for future periods	88,000	2037 to 2038	14,000	2026 to 2036

Tax attributes are subject to review, and potential adjustment, by tax authorities.

8. SUBSEQUENT EVENTS

On April 2, 2019, the Company and Croesus Gold Corp. ("Croesus") entered into a binding letter of intent with respect to a reverse takeover of the Company by Croesus and its shareholders. The Company intends for the acquisition of Croesus to constitute its Qualifying Transaction.

It is currently anticipated that the Company will combine with Croesus by way of a share exchange, merger, amalgamation, arrangement or other similar form of transaction as agreed by the parties.

Completion of the Transaction is subject to a number of conditions, including but not limited to, due diligence, execution of the Definitive Agreement, board and shareholder approval, and receipt of all requisite regulatory approvals, including TSX-V acceptance.

**EXHIBIT “D” - MD&A OF RTB FOR THE YEARS ENDED DECEMBER 31, 2018 AND
DECEMBER 31, 2017**

Ring the Bell Capital Corp
(A Capital Pool Company)

Management Discussion and Analysis

December 31, 2018

The following management discussion and analysis for Ring the Bell Capital Corp (“the Company”) is prepared as of April 29, 2019 and should be read together with the audited financial statements for the year ended December 31, 2018 and related notes attached thereto (financial statements), which were prepared in accordance with the International Financial Reporting Standards (“IFRS”).

All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information related to the Company is available for view on SEDAR under the Company’s profile at www.sedar.com.

Description of Business

The Company was incorporated under the Business Corporations Act (Ontario) on June 28, 2017. The Company is in the process of completing an Initial Public Offering (“IPO”) on the TSX Venture Exchange (“TSX-V”) and is classified as a Capital Pool Company (“CPC”) under TSX-V Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business (Qualifying Transaction) and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

On January 29, 2018, the Company filed a prospectus offering for a minimum of 3,000,000 common shares to a maximum of 8,000,000 common shares at a price of \$0.10 per share (the “Offering”). The Company completed the Offering on March 6, 2018 for 8,000,000 common shares for gross proceeds of \$800,000. In connection with the Offering the Company paid the Agent a commission of \$80,000 equal to 10% of the gross funds raised from the Offering and a corporate finance fee of \$12,000, of which \$6,000 was previously paid. The Company also reimbursed the Agent for \$15,986 of legal and filing fees, \$10,000 of which was previously paid. The Company granted the Agent warrants to acquire up to an aggregate of 800,000 common shares of the Company at a price of \$0.10 per common share exercisable at any time prior to March 6, 2020. The Company granted the Agent the right of participation to provide up to twenty five percent of any further brokered equity financing expiring twelve months after the completion of the Company’s Qualifying Transaction.

The Company’s common shares are listed on the TSX-V under the stock symbol RTB.P.

Termination of Proposed Beadell Transaction

On June 26, 2018, the Company and Beadell Resources Limited (“Beadell”) announced that they had entered into a non-binding letter of intent with respect to a reverse takeover of the Company by Beadell and its shareholders. On September 25, 2018, the Company announced that the letter of intent with Beadell was terminated. The Company recovered \$30,316 in transaction related costs that were incurred during the course of evaluating the proposed transaction and negotiating the terms of the arrangement.

Croesus Transaction

Subsequent to year-end, on April 2, 2019, the Company and Croesus Gold Corp. (“Croesus”) entered into a binding letter of intent with respect to a reverse takeover of the Company by Croesus and its shareholders. The Company intends for the acquisition of Croesus to constitute its Qualifying Transaction.

It is currently anticipated that the Company will combine with Croesus by way of a share exchange, merger, amalgamation, arrangement or other similar form of transaction as agreed

by the parties. Following completion of the Transaction, the resulting issuer will continue to be a Canadian entity and continue managing the Kay Mine and Sugarloaf projects located in Arizona, United States.

Completion of the Transaction is subject to a number of conditions, including but not limited to, due diligence, execution of the Definitive Agreement, board and shareholder approval, and receipt of all requisite regulatory approvals, including TSX-V acceptance.

Overall Performance

As at December 31, 2018, the Company had \$858,862 in cash and working capital was \$860,504. The Company incurred a net loss of \$116,898 for the year ended December 31, 2018 (period from incorporation on June 28, 2017 to December 31, 2017 - \$14,539).

During the year ended December 31, 2018, the Company had incurred \$77,865 for professional fees and filing costs unrelated to the Offering, compared with the \$50,000 originally disclosed in the prospectus offering under the proposed use of proceeds. Of this amount, \$30,316 related to the Beadell transaction and was subsequently recovered.

Events and Transactions during the year ended December 31, 2018:

The Company filed a prospectus offering for a minimum of 3,000,000 common shares to a maximum of 8,000,000 common shares at a price of \$0.10 per share and successfully completed the Offering on March 6, 2018 for 8,000,000 common shares for gross proceeds of \$800,000. As noted above, on June 26, 2018 the Company announced a proposed transaction with Beadell, however this proposed transaction was subsequently terminated on September 25, 2018.

Selected Information

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the Financial Statements.

	Year ended December 31, 2018	Period from Incorporation on June 28, 2017 to December 31, 2017
Net loss and comprehensive loss	\$ (116,898)	\$ (14,539)
Basic and diluted earnings (loss) per share	(0.01)	(0.01)
Total assets	\$ 877,182	\$ 228,962

During the year ended December 31, 2018, the Company completed the offering for 8,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$800,000. In connection with closing the Offering, the Company granted the Agent warrants to acquire up to an aggregate of 800,000 common shares of the Company at a price of \$0.10 per common share exercisable at any time prior to March 6, 2020 for a total expense of \$35,228. The Company also granted the directors and officers 1,000,000 incentive stock options exercisable at \$0.10 expiring on March 6, 2023 for a total expense of \$64,808.

Event subsequent to the reporting period

On April 4, 2019, the Company and Croesus announced that they had entered into a binding letter of intent with respect to a reverse takeover of the Company by Croesus and its

shareholders. The terms of this transaction have been described previously.

Summary of Quarterly Results

	Three Months Ended December 31, 2018	Three Months Ended September 31, 2018	Three Months Ended June 30, 2018	Three Months Ended March 31, 2018	Three Months Ended December 31, 2017	Three Months Ended September 30, 2017	Period from Incorporation on June 28, 2017 to June 30, 2017
Total assets	\$ 877,182	\$ 867,317	\$ 864,627	\$ 869,314	\$ 228,962	\$ 1	\$ 1
Working capital	860,504	825,487	862,073	865,814	203,682	1	1
Shareholders' equity	860,504	832,542	862,073	865,814	220,462	1	1
Net comprehensive income (loss)	27,962	(29,531)	(3,741)	(111,588)	(14,539)	–	–
Earnings (loss) per share	0.00	(0.00)	(0.00)	(0.02)	(0.01)	–	–

The Company was formed on June 28, 2017 through the issuance of 20 common shares for \$1. No transactions occurred during the period from June 28, 2017 to June 30, 2017. Similarly, there was no activity for the quarter ended September 30, 2017. During the quarter ended December 31, 2017, the Company issued 4,700,000 common shares at a price of \$0.05 per share for gross proceeds of \$235,000 pursuant to a private placement. These common shares, including the 20 shares issued on incorporation, are subject to escrow restrictions and will be released from escrow in tranches over 36 months upon completion of the Qualifying Transaction. Furthermore, the shares are considered contingently returnable and are excluded from the weighted average number of shares outstanding.

During the year ended December 31, 2018, the Company completed the offering for 8,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$800,000. The Company incurred a total of \$143,096 in share issuance costs for the Offering, \$107,868 in cash and the remainder as share based payments resulting from warrants granted to the Agent for the acquisition of up to 800,000 common shares of the Company at a price of \$0.10 per common share, exercisable at any time prior to March 6, 2020. The Company also granted the directors and officers 1,000,000 incentive stock options exercisable at \$0.10 expiring on March 6, 2023 for a total expense of \$64,808. During the quarter ended June 30, 2018 the Company entered into an agreement to complete a proposed transaction with Beadell. The Company incurred \$30,316 in costs related to the proposed Beadell transaction however this agreement was subsequently terminated in the quarter ended September 30, 2018. Beadell subsequently reimbursed the Company for these costs in the quarter ended December 31, 2018.

Results of Operations

Three month period ended December 31, 2018:

During the three months ended December 31, 2018, the Company incurred \$33,896 in professional fees and filing costs, offset by the recovery of \$30,316 in transaction costs related to the proposed Beadell transaction and \$2,711 in interest earned on short term deposits.

Related Party Transactions

During the year ended December 31, 2018, the Company incurred \$36,344 in legal fees (net of \$14,000 recovered from Beadell Resources Limited), which have been included in professional fees, to a partnership in which a director of the Company is a Partner. During the year ended December 31, 2018, the Company issued 1,000,000 stock options at \$64,808 to directors of the

Company.

Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

The following stock options were granted during the year ended December 31, 2018:

	Position	December 31, 2018 ⁽¹⁾
Share-based payments paid to:		
Chris Tate	CEO, Director	14,906
Shaun Heinrichs	CFO, Director	14,906
Kevin Reid	Director	14,906
Blair Schultz	Director	14,906
Conor Dooley	Director	5,185

⁽¹⁾ The dollar values in respect of the options were arrived at using the Black-Scholes valuation model.

Liquidity and Capital Resources

The financial statements have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

	December 31, 2018	December 31, 2017
Working Capital	860,504	203,682
Deficit	(131,437)	(14,539)

Net cash used in operating activities for the period was \$62,232. This amount consists of a net operating loss of \$116,898, offset by non-cash share-based payments expense of \$64,808 and \$10,142 in working capital changes due to increased accounts payable. There were no investing activities during the current period. Financing activities provided net cash of \$708,912, consisting of \$800,000 in gross proceeds from the Offering net of \$107,868 in issuance costs, \$16,780 of which were prepaid in 2017.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company has sufficient funds to cover anticipated administrative expenses throughout the year.

Financial Instruments and Risk Management

The Company is exposed to a variety of risks related to financial instruments. The Board approves and monitors the risk management processes. The principal types of risk exposure and the way in which they are managed are as follows:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with its bank from which management believes the risk of loss is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency risk

The Company's operations and financing activities are conducted in Canadian dollars and as a result, the Company is not subject to significant exposure to market risks from changes in foreign currency rates.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is currently not exposed to any interest rate risk as cash is held in a non-interest bearing account and the Company does not hold any interest bearing liabilities.

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The fair value of the Company's cash, other receivables, accounts payable and accrued liabilities approximates their carrying value because of the short-term nature of the financial instruments.

Capital Disclosure and Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the completion of a Qualifying Transaction. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to consist of components of shareholders' equity.

The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms and approved by the TSX-V.

As a CPC, the Company is subject to externally imposed cash restrictions as outlined in TSX-V Policy 2.4. The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at December 31, 2018.

Outstanding Share Data

As at the date of this Management Discussion and Analysis the Company has the following equity instruments outstanding:

- Common Shares: 12,700,020
- Finders' warrants: 800,000 (exercisable into one common share at a price of \$0.10 and expiring on March 6, 2020)
- Stock Options: 1,000,000 (exercisable at a price of \$0.10 and expiring on March 6, 2023)

Critical Judgments and Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

All of the Company's significant accounting policies and estimates are included in Note 2 of the audited financial statements for the year ended December 31, 2018.

Adoption of New Accounting Standards

The Company adopted IFRS 9, commencing January 1, 2018. IFRS 9, Financial Instruments, addresses classification and measurement of financial assets. It replaces the multiple category and measurement models in IAS 39 Financial Instruments: Recognition and Measurement for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. Requirements for financial liabilities are largely carried forward from the existing requirements in IAS 39 except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss are generally recorded in other comprehensive income.

There are no impacts to the Company's financial statements for the adoption of IFRS 9.

Risks and Uncertainties

The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Company was only recently incorporated and does not own any ongoing business operations, and has no

assets other than cash. The Company has not identified a proposed Qualifying Transaction and has not entered into an Agreement in Principle. There is no assurance that the Company will identify and successfully negotiate the acquisition of any potential corporations, properties, assets or businesses, or any interests therein, nor that any such opportunities or businesses acquired will be profitable. Moreover, additional funds may be required to successfully complete an acquisition, and the Company may not be able to obtain such financing or may not be able to raise sufficient funds to take a meaningful position in a potential target. If the acquisition is financed by the issuance of shares from the Company's treasury, control of the Company may change and shareholders may suffer additional dilution. The directors and the officers of the Company will only be devoting a portion of their time to the affairs of the Company. Potential conflicts of interest may result from the ordinary course of business of the Company and of the directors and the officers of the Company.

The TSX-V may suspend from trading or delist the common shares where the Company has failed to complete a Qualifying Transaction within 24 months of the date of listing. The Company may be issued an interim cease trade order if the common shares are suspended delisted from trading on the TSX-V. In addition, delisting of the common shares will result in the cancellation of all of the currently issued and outstanding common shares held by insiders that are discount seed shares within the meaning of the CPC Policy.

Outlook

The Company's current objectives are to identify and evaluate assets or a business to acquire which will serve as its Qualifying Transaction subject to shareholder and regulatory approval. As noted above, the Company has terminated the non-binding letter of intent with Beadell and has now entered into a binding letter of intent with Croesus. The Company will focus on completing the requirements for the proposed transaction and, should the conditions be satisfied, successfully close the transaction on June 21, 2019.

Corporate Governance

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee of the Company fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval. The Audit Committee, comprised of three directors, all of whom are independent, meets with management of the Company on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters as required.

Forward-Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include statements regarding the future price of gold, the timing and amount of estimated future production, costs of production, capital expenditures, the success of exploration activities, permitting time lines, currency fluctuations, the requirements of future capital, drill results and the estimation of mineral resources and reserves. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such

forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements contained into this report should not be unduly relied upon. These statements speak only as of the date of this report. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the supply and demand for, deliveries of, and the level and volatility of prices of gold as well as petroleum products;
- the availability of financing for the Company's development of the Project on reasonable terms;
- the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- the ability to attract and retain skilled staff;

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in commodity and, particularly, gold prices, access to skilled mining development personnel, results of exploration and development activities, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors hereinabove. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The forward-looking statements contained in this report are expressly qualified by this cautionary statement.

**EXHIBIT “E” – INTERIM FINANCIAL STATEMENTS OF CROESUS FOR THE
THREE MONTHS ENDED MARCH 31, 2019**

CROESUS GOLD CORP.
CONDENSED INTERIM CONSOLIDATED FINANCIAL
STATEMENTS
THREE MONTHS ENDED MARCH 31, 2019
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

CROESUS GOLD CORP.

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

Unaudited

	As at March 31, 2019	As at December 31, 2018
ASSETS		
Current assets		
Cash	\$ 518,012	\$ 406,333
Accounts receivable (note 3)	23,366	16,245
Prepaid expenses	19,597	35,558
Total assets	\$ 560,975	\$ 458,136
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (notes 4 and 8)	\$ 473,940	\$ 82,770
Total liabilities	473,940	82,770
Shareholders' equity		
Share capital (note 5)	4,459,375	3,431,482
Reserves (note 6)	1,669,366	1,202,295
Deficit	(6,041,706)	(4,258,411)
Total equity	87,035	375,366
Total equity and liabilities	\$ 560,975	\$ 458,136

The accompanying notes to the unaudited condensed interim consolidated financial statements are an integral part of these statements.

Nature of operations and going concern (note 1)

Subsequent events (note 11)

Approved on behalf of the Board:

(Signed) "Paul Reid" _____ Director

(Signed) "Marc Pais" _____ Director

CROESUS GOLD CORP.**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss****(Expressed in Canadian Dollars)****Unaudited**

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018
Operating expenses		
Salaries and benefits (note 8)	\$ 42,804	\$ 40,873
Exploration and evaluation expenditures (note 7)	1,191,284	11,967
Office and general	24,278	29,921
Professional fees	19,324	2,500
Share-based payments (notes 6 and 8)	467,071	-
Filing fees	6,965	-
Listing fees	31,569	-
Net loss and comprehensive loss for the period	\$ (1,783,295)	\$ (85,261)
Basic and diluted net loss per share (note 9)	\$ (0.05)	\$ (0.00)
Weighted average number of common shares outstanding	33,598,044	30,550,000

The accompanying notes to the unaudited condensed interim consolidated financial statements are an integral part of these statements.

CROESUS GOLD CORP.**Condensed Interim Consolidated Statements of Cash Flows****(Expressed in Canadian Dollars)****Unaudited**

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018
Operating activities		
Net loss for the period	\$ (1,783,295)	\$ (85,261)
Adjustments for:		
Share-based payments (note 6)	467,071	-
Changes in non-cash working capital items:		
Accounts receivable	(7,121)	4,103
Prepaid expenses	15,961	10,744
Accounts payable and accrued liabilities	391,170	(5,656)
Net cash used in operating activities	(916,214)	(76,070)
Financing activities		
Private placements (note 5)	1,097,520	-
Cost of issue (note 5)	(69,627)	-
Net cash provided by financing activities	1,027,893	-
Net change in cash	111,679	(76,070)
Cash, beginning of period	406,333	833,760
Cash, end of period	\$ 518,012	\$ 757,690

The accompanying notes to the unaudited condensed interim consolidated financial statements are an integral part of these statements.

CROESUS GOLD CORP.**Condensed Interim Consolidated Statements of Changes in Shareholders' Equity****(Expressed in Canadian Dollars)****Unaudited**

	Share capital	Reserves	Deficit	Total
Balance, December 31, 2017	\$ 2,981,482	\$ 823,026	\$ (2,966,893)	\$ 837,615
Net loss for the period	-	-	(85,261)	(85,261)
Balance, March 31, 2018	\$ 2,981,482	\$ 823,026	\$ (3,052,154)	\$ 752,354
<hr/>				
Balance, December 31, 2018	\$ 3,431,482	\$ 1,202,295	\$ (4,258,411)	\$ 375,366
Private placements	1,097,520	-	-	1,097,520
Cost of issue	(69,627)	-	-	(69,627)
Share-based payments (note 6)	-	467,071	-	467,071
Net loss for the period	-	-	(1,783,295)	(1,783,295)
Balance, March 31, 2019	\$ 4,459,375	\$ 1,669,366	\$ (6,041,706)	\$ 87,035

The accompanying notes to the unaudited condensed interim consolidated financial statements are an integral part of these statements.

CROESUS GOLD CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Expressed in Canadian Dollars)

Unaudited

1. Nature of operations and going concern

Croesus Gold Corp. (the "Company" or "Croesus") was incorporated under the name "7825480 Canada Inc." under the laws of the Canada Business Corporations Act by Articles of Incorporation dated April 4, 2011. Pursuant to Articles of Amendment dated March 6, 2012, the name of the Company was changed to "Malartic-Midway Acquisition Corp." and pursuant to Articles of Amendment dated March 23, 2012, the name of the Company was further changed to "Winnemucca Gold Corp.". Pursuant to Articles of Amendment dated October 8, 2014, the name of the Company was further amended to "Croesus Gold Corp.". The primary office is located at 66 Wellington Street West, Suite 4100, Toronto, Ontario, M5K 1B7.

Croesus is a Canadian exploration company focused on precious metal exploration in Canada and the United States. At the date of these unaudited condensed interim consolidated financial statements, the Company has not yet discovered any deposits, nor has it earned any income.

Croesus is at an early stage of exploration and as is common with many exploration companies, it raises financing for its exploration and acquisition activities in discrete tranches. The Company has current assets in excess of current liabilities of \$87,035 at March 31, 2019 (December 31, 2018 - \$375,366). For the three months ended March 31, 2019, the Company had a net loss of \$1,783,295 (three months ended March 31, 2018 - \$85,261), and had cash outflows from operations of \$916,214 (three months ended March 31, 2018 - \$76,070). These material uncertainties cast significant doubt about the Company's ability to continue as a going concern and, accordingly, the ultimate use of accounting principles applicable to a going concern.

The Company's ability to continue as a going concern is dependent upon obtaining additional financing and eventually achieving profitable production in the future. The Company is currently evaluating various options in order to address its financing needs. There can be no assurance that the Company's financing activities will continue to be successful or sufficient.

Longer term, the Company may pursue opportunities to raise additional capital through equity markets; however, there can be no assurance it will be able to raise funds in the future. The ultimate ability of the Company to remain a going concern and complete exploration and development of properties, if properties are proven successful, is dependent upon successfully raising additional capital.

These unaudited condensed interim consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets, liabilities and reported expenses should the Company be unable to continue as a going concern. These adjustments could be material.

2. Significant accounting policies

Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB. These unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's 2018 annual financial statements which have been prepared in accordance with IFRS as issued by the IASB.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRSs issued and outstanding as of July 19, 2019, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2018 with the exception of the adoption of new pronouncements, as disclosed below.

CROESUS GOLD CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Expressed in Canadian Dollars)

Unaudited

2. Significant accounting policies (continued)

Change in accounting policies

IFRS 16 - Leases ("IFRS 16")

The Company has adopted IFRS 16 effective January 1, 2019. Previously, the Company classified leases as operating or finance leases based on IAS 17 Leases. IFRS 16 requires lessees to recognize most leases on the balance sheet to reflect the right to use an asset for a period of time and an associated lease liability for payments. The Company has applied IFRS 16 in accordance with the modified retrospective approach only to contracts that were previously identified as leases. Contracts that were not identified as leases under previous standards were not reassessed for whether there is a lease. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after January 1, 2019. The Company has determined that there is no change to the comparative periods or transitional adjustments required as a result of the adoption of this standard. The adoption of IFRS 16 did not have a significant impact on the Company's consolidated financial statements.

3. Accounts receivable

	March 31, 2019	December 31, 2018
Sales tax receivable - (Canada) (i)	\$ 23,366	\$ 16,245

(i) Sales tax receivable is not past due.

4. Accounts payable and other liabilities

Accounts payable and accrued liabilities of the Company are principally comprised of amounts outstanding for purchases relating to general operating activities.

	March 31, 2019	December 31, 2018
Accounts payable	\$ -	\$ 9,311
Accrued liabilities	473,940	73,459
Total accounts payable and accrued liabilities	\$ 473,940	\$ 82,770

The following is an aged analysis of the accounts payable and accrued liabilities

	March 31, 2019	December 31, 2018
Less than 3 months	\$ 443,636	\$ 63,459
Greater than 3 months	30,304	19,311
Total accounts payable and other liabilities	\$ 473,940	\$ 82,770

CROESUS GOLD CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Expressed in Canadian Dollars)

Unaudited

5. Share capital

a) Authorized share capital

The authorized share capital consisted of unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

	Number of common shares	Amount
Balance, December 31, 2017 and March 31, 2018	30,550,000	\$ 3,431,482
Balance, December 31, 2018	32,050,000	\$ 3,431,482
Private placements	3,658,400	1,097,520
Cost of issue	-	(69,627)
Balance, March 31, 2019	35,708,400	\$ 4,459,375

During January - March 2019, the Company closed private placements during whereby the Company issued a total of 3,658,400 common shares at \$0.30 per share for aggregate proceeds of \$1,097,520. Cash issuance cost was \$69,627.

6. Stock options

	Number of stock options	Weighted average exercise price
Balance, December 31, 2017, March 31, 2018 and December 31, 2018	5,300,000	\$ 0.14
Issued (i)	1,800,000	0.30
Balance, March 31, 2019	7,100,000	\$ 0.18

(i) On March 27, 2019, the Croesus granted 1,800,000 stock options to directors of the Company with exercise price of \$0.30 per share, expiring in 5 years. The stock options were assigned a grant date value of \$467,071 as estimated by using the Black-Scholes valuation model with the following assumptions: share price of \$0.30, expected dividend yield of 0%, expected volatility of 132%, risk-free rate of return of 1.43%, and an expected maturity of 5 years.

CROESUS GOLD CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Expressed in Canadian Dollars)

Unaudited

6. Stock options (continued)

The following table reflects the actual stock options issued and outstanding as of March 31, 2019:

Fair value (\$)	Weighted average remaining contractual life (years)	Number of options	Exercisable options	Weighted average exercise price (\$)	Expiry date
324,573	6.72	2,000,000	2,000,000	0.10	December 18, 2025 (ii)
250,336	7.05	1,000,000	1,000,000	0.10	April 18, 2026 (iii)
627,386	7.14	2,300,000	2,300,000	0.20	May 19, 2026 (iv)
467,071	4.99	1,800,000	1,800,000	0.30	March 27, 2024
1,669,366	6.47	7,100,000	7,100,000	0.18	

(ii) On September 1, 2018, the Company modified the terms for 2,000,000 stock options by extending the expiry date from December 18, 2020 to December 18, 2025. As a result, the Company recorded an incremental fair value of \$132,865 using the Black-Scholes option pricing model, using the following assumptions: share price of \$0.20; an average risk-free interest rate of 2.17%; an average expected volatility factor of 156% based on historical price data of a similar company; an expected life of 7.30 years.

(iii) On September 1, 2018, the Company modified the terms for 1,000,000 stock options by extending the expiry date from April 18, 2021 to April 18, 2026. As a result, the Company recorded an incremental fair value of \$58,642 using the Black-Scholes option pricing model, using the following assumptions: share price of \$0.20; an average risk-free interest rate of 2.17%; an average expected volatility factor of 156% based on historical price data of a similar company; an expected life of 7.63 years.

(iv) On September 1, 2018, the Company modified the terms for 2,300,000 stock options by extending the expiry date from May 19, 2021 to May 19, 2026. As a result, the Company recorded an incremental fair value of \$187,762 using the Black-Scholes option pricing model, using the following assumptions: share price of \$0.20; an average risk-free interest rate of 2.17%; an average expected volatility factor of 156% based on historical price data of a similar company; an expected life of 7.72 years.

CROESUS GOLD CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Expressed in Canadian Dollars)

Unaudited

7. Exploration and evaluation expenditures

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018
Sugarloaf Peak Gold Project		
Concession fees	\$ 11,499	\$ 10,744
Consulting	-	1,088
Assays	-	135
	11,499	11,967
Kay Mine		
Acquisition cost	1,002,245	-
Legal fees	31,602	-
Consulting	145,938	-
	1,179,785	-
Total exploration and evaluation expenditures	\$ 1,191,284	\$ 11,967

Sugarloaf Peak Gold Project

On December 16, 2014, the Company entered into a option agreement with Riverside Resources Inc. ("Riverside") where Riverside grants to Croesus the irrevocable and exclusive right and option to purchase and acquire 100% of Riverside's right, title and interest (of any nature or kind whatsoever) in and to the Sugarloaf Peak Gold Project. On December 18, 2015, the Company and Riverside amended the option agreement ("December 18, 2015 Option Agreement"). On March 21, 2016, the Company exercised the option concurrently with amending the cash payment and common share issuance in the December 18, 2015 Option Agreement ("March 21, 2016 Option Agreement").

Under the terms of the March 21, 2016 Option Agreement between the Company and Riverside, a 100% interest, subject to a 1% net smelter returns royalty to Riverside, in the Sugarloaf Peak Gold Project can be acquired by complying with the following terms:

- (i) Croesus making aggregate cash payments to Riverside of \$750,000 (paid). Per the March 21, 2016 Option Agreement, the Company's aggregate cash contribution was reduced to \$700,000 if the Company paid all cash obligations by March 23, 2016, which it was, therefore, aggregate cash contributions of \$700,000 were paid;
- (ii) Croesus making a payment to Riverside for concession fees on the Sugarloaf Peak Gold Project from September 30, December 31, 2016 to August 1, 2016 in the amount of \$42,000 (paid);
- (iii) the issuance to Riverside of 6,500,000 common shares in the capital of Croesus. Per the March 21, 2016 Option Agreement, share obligations were reduced to 6,000,000 common shares if all cash obligations were satisfied within a twelve month period after the December 18, 2015 Option Agreement, which it was, therefore an aggregate of 6,000,000 common shares were issued;
- (iv) if Croesus has not completed a public listing recognized by the Ontario Securities Commission on or before specified dates from the December 18, 2015 Option Agreement, up to 4,300,000 common shares may be issued;
- (v) if the market value of the common shares on a public listing recognized by the Ontario Securities Commission is less than \$0.15, Croesus shall issue to Riverside the number of common shares equal to the true-up amount in respect of each common share payment made prior to, or, with respect to the common share payment, following the completion of such public listing.

CROESUS GOLD CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Expressed in Canadian Dollars)

Unaudited

7. Exploration and evaluation expenditures (continued)

Sugarloaf Peak Gold Project (continued)

The Company shall have the right to purchase one-half of the Production Royalty (equivalent to 1% of Net Smelter Returns) for \$5,500,000, exercisable at any time on or before the fourth anniversary of the date of this NSR Agreement, exercisable by written notice to the Royalty Holder with payment of cash in immediately available funds to follow, to or as directed by the Royalty Holder, no more than 10 Business Days following receipt of such notice by the Royalty Holder (unless otherwise mutually agreed by the parties)."

If the Company sells the property within 30 months after completing the funding obligations, Riverside will be entitled to 20% of the proceeds.

As of March 31, 2019, aggregate cash payments to Riverside amounted to \$700,000 (December 31, 2018 - aggregate cash payments of \$700,000) and Croesus issued an aggregate of 6,000,000 common shares (December 31, 2018 - aggregate common shares issued of 6,000,000) to Riverside.

The Company did not complete a public listing within 18 months of the December 18, 2015 Option Agreement and issued 300,000 common shares valued at \$60,000 to Riverside.

The Company did not complete a public listing within 24 months of the December 18, 2015 Option Agreement and issued 500,000 common shares valued at \$100,000 to Riverside.

The Company did not complete a public listing within 36 months of the December 18, 2015 Option Agreement and issued 1,500,000 common shares valued at \$450,000 to Riverside.

The Company did not complete a public listing within 42 months of the December 18, 2015 Option Agreement and issued 2,000,000 common shares to Riverside subsequent to March 31, 2019 (see note 11).

Kay Mine

On November 15, 2018, the Company entered into an acquisition agreement ("Acquisition Agreement") with Silver Spruce Resources Inc. ("Silver Spruce") to acquire 100% interest in certain patented and unpatented mining claims in Yavapai County, Arizona, USA, known collectively as the "Kay Mine Claims". The purchase price includes:

- (a) Cash consideration of \$50,000 (paid), which is being held by the escrow agent until closing; and
- (b) the assumption by the Company of a loan on the closing date with a principal amount of US\$450,000, accruing interest at a rate of 12% per annum. The Company repaid the full amount of the loan and the accrued interest on March 12, 2019 in the amount of \$652,165.

Following the closing, Croesus is to make the following payments to Silver Spruce:

- (a) Cash consideration of \$100,000 on the earlier of (i) six months from the date of the Acquisition Agreement; or (ii) the date of Croesus' public listing; and
- (b) Common shares worth \$250,000 concurrently with or immediately prior to Croesus' public listing.

The acquisition closed on January 25, 2019.

CROESUS GOLD CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Expressed in Canadian Dollars)

Unaudited

7. Exploration and evaluation expenditures (continued)

Kay Mine (continued)

Subsequent to March 31, 2019, the Company amended the terms of the Acquisition Agreement ("Extension Agreement"). Under the Extension Agreement, in lieu of the above, Croesus is to make the following cash payments to Silver Spruce:

- (a) Cash consideration of \$200,000 on May 9, 2019 (paid subsequent to March 31, 2019); and
- (b) Cash consideration of \$150,000 on the earlier of (i) July 15, 2019; or (ii) the date of Croesus' public listing (paid subsequent to March 31, 2019).

8. Related party transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

(a) Remuneration of directors and key management personnel of the Company was as follows:

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018
Salaries and benefits	\$ 42,804	\$ 40,873
Share-based payments	467,071	-
	\$ 509,875	\$ 40,873

The above noted transactions are in the normal course of business, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

CROESUS GOLD CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Expressed in Canadian Dollars)

Unaudited

9. Loss per share

For the period ended March 31, 2019, basic and diluted loss per share has been calculated based on the loss attributable to common shareholders of \$1,783,295 (three months ended March 31, 2018 - \$85,261) and the weighted average number of common shares outstanding of 33,598,044 (three months ended March 31, 2018 - 30,550,000). Diluted loss per share did not include the effect of stock options as they are anti-dilutive.

10. Segmented information

Operating segments

At March 31, 2019, the Company's operations comprise a single reporting operating segment engaged in mineral exploration in the United States. As the operations comprise a single reporting segment, amounts disclosed in these unaudited condensed interim consolidated financial statements also represent operating segment amounts.

Geographic segments

The Company is in the business of mineral exploration in the United States. As such, management has organized the Company's reportable segments by geographic area. The Company's operations in the United States are responsible for mineral exploration activities while the Canadian segment manages corporate head office activities. Information concerning the Company's reportable segments is as follows:

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018
Loss and comprehensive net loss		
Canada	\$ (596,403)	\$ (73,294)
United States	(1,186,892)	(11,967)
Total	\$ (1,783,295)	\$ (85,261)

CROESUS GOLD CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Expressed in Canadian Dollars)

Unaudited

11. Subsequent events

(i) On April 4, 2019, the Company announced that it has entered into a binding Letter of Intent (the "LOI") with Ring the Bell Capital Corp. ("RTB") pursuant to which Croesus and RTB have agreed to complete a transaction (the "Transaction") that will result in a reverse take-over of RTB by the shareholders of Croesus. It is intended that the Transaction will constitute the "Qualifying Transaction" of RTB as such term is defined in Policy 2.4 of the Corporate Finance Manual (the "Policy") of the TSX Venture Exchange (the "TSXV").

Under the terms of the LOI, it is intended that Croesus and RTB will enter into a business combination agreement (the "Definitive Agreement"), pursuant to which the Transaction will be completed by way of a share exchange, merger, amalgamation, arrangement or other similar form of transaction, the final structure of which will be subject to receipt by the parties of relevant tax, corporate and securities law advice.

In connection with the Transaction, Croesus completed a private placement of 4,292,500 subscription receipts ("Subscription Receipts") at a price of \$0.40 per Subscription Receipt for aggregate gross proceeds of \$1,717,000 (the "Concurrent Financing"). Canaccord Genuity Corporation (the "Agent") has been engaged to act as lead agent in connection with the Concurrent Financing.

The gross proceeds of the Concurrent Financing, less certain fees and expenses of the Agent, has been placed in escrow on behalf of the purchasers of Subscription Receipts, and will be released to Croesus upon satisfaction of certain escrow release conditions, including completion of the Transaction. If the escrow release conditions are not satisfied, the Subscription Receipts will be cancelled and all proceeds from the sale of Subscription Receipts will be returned to purchasers.

Immediately prior to closing of the Transaction, each Subscription Receipt will, without payment of any additional consideration or taking of any action, be converted into one (1) unit of Croesus (the "Unit"). Each Unit is comprised of one common share of Croesus (the "Croesus Share" or "Underlying Shares") and one common share purchase warrant of Croesus (the "Underlying Warrants"). Each Underlying Warrant will entitle the holder thereof to purchase one Croesus Share at a price of \$0.60 for a period of 3 years following the date in which the common shares of the Resulting Issuer commence trading on the TSX Venture Exchange (the "Reference Date"). On closing of the Transaction, each Croesus Share will then, without payment of any additional consideration or taking of any action, subsequently be exchanged for one (1) common share of the Resulting Issuer (a "Resulting Issuer Share") and each Underlying Warrant will be exchanged for (1) one common share purchase warrant of the Resulting Issuer in accordance with the terms of the Definitive Agreement.

Croesus paid the Agent a cash commission (the "Agent's Commission") of \$103,020, equal to 6% of the aggregate gross proceeds of the Concurrent Financing, half of which was paid upon closing of the Concurrent Financing, and half of which will be paid upon conversion of the Subscription Receipts. Croesus also issued warrants to the Agent (the "Compensation Warrants") to purchase such number of Croesus Shares as is equal to 8% of the total number of Subscription Receipts issued pursuant to the Concurrent Financing. The Compensation Warrant will be exercisable into one Croesus Share at an exercise price of \$0.40 for a period of 24 months following the Reference Date. The Compensation Warrants will be exchanged for warrants of the Resulting Issuer in connection with the Transaction. The net proceeds from the Concurrent Financing will be used to advance exploration and development of Croesus' Kay Mine and Sugarloaf projects and for general working capital purposes.

Closing of the Transaction is expected to occur on or before August 15, 2019. A definitive agreement was entered into on June 17, 2019.

The resulting issuer will change its name to "Arizona Metals Corp."

CROESUS GOLD CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended March 31, 2019

(Expressed in Canadian Dollars)

Unaudited

11. Subsequent events (continued)

(ii) Subsequent to March 31, 2019, pursuant to the terms of the Acquisition Agreement of Kay Mine Claims, the Company made cash payments totalling \$350,000.

(iii) On June 18, 2019, pursuant to the terms of the December 18, 2015 Option Agreement, the Company issued 2,000,000 common shares to Riverside.

**EXHIBIT “F” – MD&A OF CROESUS FOR THE THREE MONTHS ENDED MARCH
31, 2019**

CROESUS GOLD CORP.

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

FOR THREE MONTHS ENDED MARCH 31, 2019

Croesus Gold Corp.
Interim Management's Discussion & Analysis – Quarterly Highlights
For the three months ended March 31, 2019
Discussion dated: July 19, 2019

Introduction

The following interim Management Discussion & Analysis ("Interim MD&A") of Croesus Gold Corp. ("Croesus" or the "Company") for the three months ended March 31, 2019 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2018. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual financial statements for the years ended December 31, 2018 and 2017, together with the notes thereto, and unaudited condensed interim consolidated financial statements for the three months ended March 31, 2019, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim consolidated financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of July 19, 2019, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Deveron common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Description of Business

Croesus was incorporated under the name "7825480 Canada Inc." under the laws of the Canada Business Corporations Act by Articles of Incorporation dated April 4, 2011. Pursuant to Articles of Amendment dated March 6, 2012, the name of the Company was changed to "Malartic-Midway Acquisition Corp." and pursuant to Articles of Amendment dated March 23, 2012, the name of the Company was further changed to "Winnemucca Gold Corp.". Pursuant to Articles of Amendment dated October 8, 2014, the name of the Company was further amended to "Croesus Gold Corp."

The primary office is located at 66 Wellington Street West, Suite 4100, Toronto, Ontario, M5K 1B7, Canada.

Croesus is a private mineral exploration company based in Toronto, Ontario focused on precious metal exploration in the United States.

Croesus owns 100% of the Sugarloaf Peak Gold Project located in Arizona, USA and has recently completed the acquisition of 100% ownership of approximately 351 acres of patented

and unpatented claims covering and surrounding the past-producing Kay mine (“Kay Mine”), located in Yavapai County, Arizona, USA.

Mineral Exploration Properties

Sugarloaf Peak Gold Project

Croesus owns 100% of the Sugarloaf Peak Gold Project, which is composed of 219 BLM claims with dimensions of approximately 4km x 6km and hosts an historic resource “containing about 1.5 million ounces gold and 25 million ounces of silver in a volume of about 100 million tons” (Dausinger, 1983). This estimate was based on work by Westworld Resources (1981-1983) which totaled 2,500 feet of drilling in 10 holes to a maximum depth of only 76m. The historic estimate was not defined using CIM categories. Additional drilling totaling 4,400m was completed by Riverside Resources Inc. (“Riverside”) and Choice Gold between 2009 and 2012, and a Titan-24 geophysical survey was also undertaken during this period. The average drill hole spacing at Sugarloaf is 150m and Croesus estimates an initial drill program of at least 10,000m will be required. Croesus’ QP has not done sufficient work to classify the historic estimate as a current resource, and the Company is not treating the historic estimate as a current resource.

Kay Mine

Croesus acquired 100% ownership of approximately 351 acres of patented and unpatented claims covering and surrounding the past-producing Kay Mine, located in Yavapai County, Arizona, approximately 50 miles north of Phoenix. The Kay Mine claims are not subject to any royalties. The Kay Mine property hosts an historic resource estimate, defined by Exxon Minerals (Fellows, 1982) of 6.4 million short tons at a grade of 2.2% copper, 2.8g/t gold, 3.03% zinc, and 55g/t silver. Exxon used a copper equivalent cut-off grade of 2%. The historic estimate was defined from a depth of approximately 100m to 900m, and based on approximately 103 underground drill holes on 12 levels, thousands of underground samples, and approximately 7,500m in surface drilling. Croesus has planned an initial drill program of approximately 10,000m. The 1982 estimate by Exxon did not use CIM categories. Croesus’ QP has not done sufficient work to classify the historic estimate as a current resource, and Croesus is not treating the historic estimate as a current resource. In March 2019, Croesus staked an additional 1,000 acres of BLM claims contiguous with the recently acquired Kay Mine claims. Croesus also completed a helicopter VTEM survey totaling 102 line kilometres covering the acquired and staked claims.

Operational Highlights

On January 25, 2019, the Company closed the Acquisition Agreement of Kay Mine Claims with Silver Spruce. Pursuant to the terms of the Acquisition Agreement, the Company assumed a loan on the closing date with a principal amount of US\$450,000, accruing interest at a rate of 12% per annum. The Company repaid the full amount of the loan and the accrued interest on March 12, 2019 in the amount of \$652,165.

During the three months ended March 31, 2019, the Company closed private placements whereby the Company issued a total of 3,658,400 common shares at \$0.30 per share for aggregate proceeds of \$1,097,520.

On March 27, 2019, the Company granted 1,800,000 stock options to directors of the Company with exercise price of \$0.30 per share, expiring in 5 years.

Croesus Gold Corp.
Interim Management's Discussion & Analysis – Quarterly Highlights
For the three months ended March 31, 2019
Discussion dated: July 19, 2019

In May 2019, the Company amended the terms of the Kay Mine acquisition agreement ("Extension Agreement"). Under the Extension Agreement, Croesus is to make the following payments to Silver Spruce:

- (a) Cash consideration of \$200,000 on May 9, 2019 (paid subsequent to March 31, 2019); and
- (b) Cash consideration of \$150,000 on the earlier of (i) July 15, 2019; or (ii) the date of Croesus' public listing (paid subsequent to March 31, 2019).

Discussion of Operations

Three months ended March 31, 2019 compared to three months ended March 31, 2018

For the three months ended March 31, 2019, the Company's net loss was \$1,783,295 compared to \$85,261 for the three months ended March 31, 2018. The increase in net loss is a result of the following:

- Share-based payments increased to \$467,071 for the three months ended March 31, 2019 compared to \$nil for the three months ended March 31, 2018 due to the stock options granted during the three months ended March 31, 2019. No stock options were granted during three months ended March 31, 2018.
- Exploration and evaluation expenditures increased to \$1,191,284 for the three months ended March 31, 2019 compared to \$11,967 for the three months ended March 31, 2018 due to increased activities pertaining to the Kay Mine including \$1,002,245 incurred as the Kay Mine acquisition costs.

Subsequent Events

On April 4, 2019, the Company entered into a binding Letter of Intent (the "LOI") with Ring the Bell Capital Corp. ("RTB") pursuant to which Croesus and RTB have agreed to complete a transaction that will result in a reverse take-over of RTB by the shareholders of Croesus. See "Proposed Transactions" section.

Subsequent to March 31, 2019, pursuant to the terms of the Acquisition Agreement of Kay Mine Claims, the Company made cash payments totaling \$350,000.

On June 18, 2019, pursuant to the terms of Sugarloaf Gold Peak Project option agreement, Croesus issued 2,000,000 common shares to Riverside.

Capital Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing

Croesus Gold Corp.
Interim Management's Discussion & Analysis – Quarterly Highlights
For the three months ended March 31, 2019
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outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, reserves and deficit, which at March 31, 2019, totaled \$87,035 (December 31, 2018 - \$375,366).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Selected information is provided to the Board of Directors.

As the Company does not have a credit facility, the Company is not currently subject to any capital requirements imposed by a lending institution or regulatory body. The Company expects that its capital resources will be sufficient to discharge its liabilities as of the current statement of financial position date.

Off-Balance-Sheet Arrangements

As of the date of this Interim MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the financial performance or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

On April 4, 2019, the Company announced that it has entered into a binding LOI with RTB pursuant to which Croesus and RTB have agreed to complete a transaction (the "Transaction") that will result in a reverse take-over of RTB by the shareholders of Croesus. It is intended that the Transaction will constitute the "Qualifying Transaction" of RTB as such term is defined in Policy 2.4 of the Corporate Finance Manual (the "Policy") of the TSX Venture Exchange (the "TSXV").

Under the terms of the LOI, it is intended that Croesus and RTB will enter into a business combination agreement (the "Definitive Agreement"), pursuant to which the Transaction will be completed by way of a share exchange, merger, amalgamation, arrangement or other similar form of transaction, the final structure of which will be subject to receipt by the parties of relevant tax, corporate and securities law advice.

In connection with the Transaction, Croesus completed a private placement of 4,292,500 subscription receipts ("Subscription Receipts") at a price of \$0.40 per Subscription Receipt for aggregate gross proceeds of \$1,717,000 (the "Concurrent Financing"). Canaccord Genuity Corporation (the "Agent") has been engaged to act as lead agent in connection with the Concurrent Financing.

The gross proceeds of the Concurrent Financing, less certain fees and expenses of the Agent, has been placed in escrow on behalf of the purchasers of Subscription Receipts, and will be released to Croesus upon satisfaction of certain escrow release conditions, including completion of the Transaction. If the escrow release conditions are not satisfied, the Subscription Receipts will be cancelled and all proceeds from the sale of Subscription Receipts will be returned to purchasers.

Croesus Gold Corp.
Interim Management's Discussion & Analysis – Quarterly Highlights
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Discussion dated: July 19, 2019

Immediately prior to closing of the Transaction, each Subscription Receipt will, without payment of any additional consideration or taking of any action, be converted into one (1) unit of Croesus (the "Unit"). Each Unit is comprised of one common share of Croesus (the "Croesus Share" or "Underlying Shares") and one common share purchase warrant of Croesus (the "Underlying Warrants"). Each Underlying Warrant will entitle the holder thereof to purchase one Croesus Share at a price of \$0.60 for a period of 3 years following the date in which the common shares of the Resulting Issuer commence trading on the TSX Venture Exchange (the "Reference Date"). On closing of the Transaction, each Croesus Share will then, without payment of any additional consideration or taking of any action, subsequently be exchanged for one (1) common share of the Resulting Issuer (a "Resulting Issuer Share") and each Underlying Warrant will be exchanged for (1) one common share purchase warrant of the Resulting Issuer in accordance with the terms of the Definitive Agreement.

Croesus paid the Agent a cash commission (the "Agent's Commission") of \$103,020, equal to 6% of the aggregate gross proceeds of the Concurrent Financing, half of which was paid upon closing of the Concurrent Financing, and half of which will be paid upon conversion of the Subscription Receipts. Croesus also issued warrants to the Agent (the "Compensation Warrants") to purchase such number of Croesus Shares as is equal to 8% of the total number of Subscription Receipts issued pursuant to the Concurrent Financing. The Compensation Warrant will be exercisable into one Croesus Share at an exercise price of \$0.40 for a period of 24 months following the Reference Date. The Compensation Warrants will be exchanged for warrants of the Resulting Issuer in connection with the Transaction. The net proceeds from the Concurrent Financing will be used to advance exploration and development of Croesus' Kay Mine and Sugarloaf projects and for general working capital purposes.

Closing of the Transaction is expected to occur on or before August 15, 2019. A definitive agreement was entered into on June 17, 2019.

Liquidity and Capital Resources

At March 31, 2019, Croesus had \$518,012 in cash (December 31, 2018 - \$406,333).

At March 31, 2019, accounts payable and accrued liabilities were \$473,940 (December 31, 2018 - \$82,770). The Company's cash balances as at March 31, 2019 and December 31, 2018 are sufficient to pay these liabilities.

The Company has no operating revenues and therefore must utilize its funds from financing transactions to maintain its capacity to meet ongoing operating activities.

As of December 31, 2018, March 31, 2019 and to the date of this Interim MD&A, the cash resources of the Company are held with one Canadian chartered bank. The Company has no variable interest rate debt and its credit and interest rate risk is minimal. Accounts payable and accrued liabilities are short-term and non-interest-bearing.

Cash used in operating activities were \$916,214 for the three months ended March 31, 2019. Operating activities were affected by a net loss of \$1,783,295 offset partially by non-cash adjustments of \$467,071 for share-based payments and the net change in non-cash working capital balances of \$400,010 because of increases in accounts receivable and other assets and accounts payable and accrued liabilities and a decrease in prepaid expenses.

No cash was used in investing activities during the three months ended March 31, 2019.

Croesus Gold Corp.
Interim Management's Discussion & Analysis – Quarterly Highlights
For the three months ended March 31, 2019
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Cash provided by financing activities were \$1,027,893 for the three months ended March 31, 2019, which included proceeds of private placements of \$1,097,520 offset by cost of issue of \$69,627.

Transactions with Related Parties

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

Remuneration of directors and key management personnel of the Company was as follows:

	Three Months Ended March 31, 2019 \$	Three Months Ended March 31, 2018 \$
Salaries and benefits	42,804	40,873
Share-based payments	467,071	nil
	509,875	40,873

The above noted transactions are in the normal course of business, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

Share Capital

As at the date of this Interim MD&A, the Company had 35,708,400 issued and outstanding common shares.

Stock options outstanding for the Company as at the date of this Interim MD&A were as follows:

Stock options	Expiry Date	Exercise Price (\$)
2,000,000	December 18, 2025	0.10
1,000,000	April 18, 2026	0.10
2,300,000	May 19, 2026	0.20
1,800,000	March 27, 2024	0.30
7,100,000		

The Company did not have any warrants outstanding as at the date of this Interim MD&A.

Critical Accounting Estimates and Judgments

The preparation of the consolidated financial statements using accounting policies consistent with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. The preparation of the consolidated financial statements also requires management to exercise judgment in the process of applying the accounting policies.

Critical accounting estimates

Share-based payments – management is required to make a number of estimates when determining the compensation expense resulting from share-based transactions, including the volatility and expected life of the instruments.

Critical judgments in applying accounting policies

Going concern – The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its operations and working capital requirements.

Change in Accounting Policy

The Company has adopted IFRS 16 effective January 1, 2019. Previously, the Company classified leases as operating or finance leases based on IAS 17 Leases. IFRS 16 requires lessees to recognize most leases on the balance sheet to reflect the right to use an asset for a period of time and an associated lease liability for payments. The Company has applied IFRS 16 in accordance with the modified retrospective approach only to contracts that were previously identified as leases. Contracts that were not identified as leases under previous standards were not reassessed for whether there is a lease. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after January 1, 2019. The Company has determined that there is no change to the comparative periods or transitional adjustments required as a result of the adoption of this standard. The adoption of IFRS 16 did not have a significant impact on the Company's consolidated financial statements.

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's Annual MD&A for year ended December 31, 2018.

Croesus Gold Corp.
Interim Management's Discussion & Analysis – Quarterly Highlights
For the three months ended March 31, 2019
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Additional Disclosure for Venture Issuers Without Significant Revenue

	Three Months Ended March 31, 2019 (\$)	Three Months Ended March 31, 2018 (\$)
Salaries and benefits	42,804	40,873
Exploration and evaluation expenditures	1,191,284	11,967
Office and general	24,278	29,921
Professional fees	19,324	2,500
Share-based payments	467,071	Nil
Filing fees	6,965	Nil
Listing fees	31,569	Nil
Total	1,783,295	85,261

Exploration and evaluation expenditures

	Three Months Ended March 31, 2019 (\$)	Three Months Ended March 31, 2018 (\$)
Sugarloaf Peak Gold Project		
Concession fees	11,499	10,744
Consulting	Nil	1,088
Assays	Nil	135
Total	11,499	11,967

	Three Months Ended March 31, 2019 (\$)	Three Months Ended March 31, 2018 (\$)
Kay Mine		
Acquisition cost	1,002,245	Nil
Legal fees	31,602	Nil
Consulting	145,938	Nil
Total	1,179,785	Nil

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Office and general

	Three Months Ended March 31, 2019 (\$)	Three Months Ended March 31, 2018 (\$)
Bank charges	534	197
Rent	605	13,731
Travel	11,313	4,441
Telephone	Nil	1,556
Supplies and other	2,440	4,314
Advertising and promotion	9,386	5,682
Total	24,278	29,921

**EXHIBIT “G” – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
CROESUS FOR THE YEARS ENDED DECEMBER 31, 2018 AND DECEMBER 31, 2017**

CROESUS GOLD CORP.
CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED DECEMBER 31, 2018
(EXPRESSED IN CANADIAN DOLLARS)



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Independent Auditor's Report

To the Board of Directors of Croesus Gold Corp.

Opinion

We have audited the accompanying consolidated financial statements of Croesus Gold Corp (the "Entity"), which comprise the consolidated statement of financial position as at December 31, 2018 and 2017, and the consolidated statements of loss and comprehensive loss, cash flows and changes in shareholders' equity for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Entity incurred a net loss of \$1,291,518 and had cash outflows from operations of 427,427 during the year ended December 31, 2018 and, as of that date, the Entity's accumulated deficit is \$4,258,411. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Entity's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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

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

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



Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

BDO Canada LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario
July 19, 2019

CROESUS GOLD CORP.**Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)**

As at December 31,	2018	2017
ASSETS		
Current assets		
Cash	\$ 406,333	\$ 833,760
Accounts receivable (note 7)	16,245	12,413
Prepaid expenses	35,558	25,068
Total assets	\$ 458,136	\$ 871,241
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (notes 8 and 13)	\$ 82,770	\$ 33,626
Total liabilities	82,770	33,626
Shareholders' equity		
Share capital (note 9)	3,431,482	2,981,482
Reserves (note 10)	1,202,295	823,026
Deficit	(4,258,411)	(2,966,893)
Total equity	375,366	837,615
Total equity and liabilities	\$ 458,136	\$ 871,241

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

Nature of operations and going concern (note 1)
Subsequent events (note 16)

Approved on behalf of the Board:

(Signed) "Paul Reid" _____ Director

(Signed) "Marc Pais" _____ Director

CROESUS GOLD CORP.**Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)**

Year ended December 31,	2018	2017
Operating expenses		
Salaries and benefits (note 13)	\$ 158,088	\$ 170,239
Exploration and evaluation expenditures (note 11)	626,445	225,654
Office and general	95,647	62,270
Professional fees	32,069	37,270
Consulting fees (note 13)	-	12,876
Share-based payments (notes 10 and 13)	379,269	-
Net loss and comprehensive loss for the year	\$ (1,291,518)	\$ (508,309)
Basic and diluted net loss per share	\$ (0.04)	\$ (0.02)
Weighted average number of common shares outstanding	30,603,425	29,928,904

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

CROESUS GOLD CORP.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

Year ended December 31,	2018	2017
Operating activities		
Net loss for the year	\$ (1,291,518)	\$ (508,309)
Adjustments for:		
Exploration share-based payment (note 11)	450,000	160,000
Share-based payments (note 10)	379,269	-
Changes in non-cash working capital items:		
Accounts receivable	(3,832)	(7,714)
Prepaid expenses	(10,490)	5,781
Accounts payable and accrued liabilities	49,144	(33,833)
Net cash used in operating activities and net decrease in cash	(427,427)	(384,075)
Cash, beginning of year	833,760	1,217,835
Cash, end of year	\$ 406,333	\$ 833,760

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

CROESUS GOLD CORP.**Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)**

	Share capital	Reserves	Deficit	Total
Balance, December 31, 2016	\$ 2,821,482	\$ 823,026	\$ (2,458,584)	\$ 1,185,924
Exploration share-based payment (note 11)	160,000	-	-	160,000
Net loss for the year	-	-	(508,309)	(508,309)
Balance, December 31, 2017	\$ 2,981,482	\$ 823,026	\$ (2,966,893)	\$ 837,615
Exploration share-based payments (note 11)	450,000	-	-	450,000
Share-based payments (note 10)	-	379,269	-	379,269
Net loss for the year	-	-	(1,291,518)	(1,291,518)
Balance, December 31, 2018	\$ 3,431,482	\$ 1,202,295	\$ (4,258,411)	\$ 375,366

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

CROESUS GOLD CORP.

Notes to Consolidated Financial Statements

Year Ended December 31, 2018

(Expressed in Canadian Dollars)

1. Nature of operations and going concern

Croesus Gold Corp. (the "Company" or "Croesus") was incorporated under the name "7825480 Canada Inc." under the laws of the Canada Business Corporations Act by Articles of Incorporation dated April 4, 2011. Pursuant to Articles of Amendment dated March 6, 2012, the name of the Company was changed to "Malartic-Midway Acquisition Corp." and pursuant to Articles of Amendment dated March 23, 2012, the name of the Company was further changed to "Winnemucca Gold Corp.". Pursuant to Articles of Amendment dated October 8, 2014, the name of the Company was further amended to "Croesus Gold Corp.". The primary office is located at 66 Wellington Street West, Suite 4100, Toronto, Ontario, M5K 1B7, Canada.

Croesus is a Canadian exploration company focused on precious metal exploration in Canada and the United States. At the date of these consolidated financial statements, the Company has not yet discovered any deposits, nor has it earned any income.

Croesus is at an early stage of exploration and as is common with many exploration companies, it raises financing for its exploration and acquisition activities in discrete tranches. The Company has an excess of current assets over current liabilities of \$375,366 at December 31, 2018 (December 31, 2017 - \$837,615). For the year ended December 31, 2018, the Company had a net loss of \$1,291,518 (year ended December 31, 2017 - \$508,309), and had cash outflows from operations of \$427,427 (year ended December 31, 2017 - \$384,075). These material uncertainties cast significant doubt about the Company's ability to continue as a going concern and, accordingly, the ultimate use of accounting principles applicable to a going concern.

The Company's ability to continue as a going concern is dependent upon obtaining additional financing and eventually achieving profitable production in the future. The Company is currently evaluating various options in order to address its financing needs. There can be no assurance that the Company's financing activities will continue to be successful or sufficient.

Longer term, the Company may pursue opportunities to raise additional capital through equity markets; however, there can be no assurance it will be able to raise funds in the future. The ultimate ability of the Company to remain a going concern and complete exploration and development of properties, if properties are proven successful, is dependent upon successfully raising additional capital.

These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets, liabilities and reported expenses should the Company be unable to continue as a going concern. These adjustments could be material.

2. Significant accounting policies

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), effective for the Company's reporting for the year ended December 31, 2018. These consolidated financial statements were approved and authorized for issuance by the Board of Directors on July 19, 2019.

CROESUS GOLD CORP.

Notes to Consolidated Financial Statements

Year Ended December 31, 2018

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)

(b) Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis, with the exception of financial instruments classified at fair value through profit or loss ("FVTPL"). In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

In the preparation of these consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of expenses during the period. Actual results could differ from these estimates. Of particular significance are the estimates and assumptions used in the recognition and measurement of items included in note 2(m).

(c) Functional and presentation currency

These consolidated financial statements have been prepared in Canadian dollars, which is the Company's functional and presentation currency.

(d) Basis of consolidation

These consolidated financial statements incorporate the financial statements of the Company and its subsidiary.

The subsidiary is consolidated from the date of acquisition, being the date on which the Company obtains control, and continues to be consolidated until the date that such control ceases. Control is achieved when an investor has power over an investee to direct its activities, exposure to variable returns from an investee, and the ability to use the power to affect the investor's returns.

The results of subsidiaries acquired or disposed of during the years presented are included in the consolidated statements of comprehensive loss from the effective date of control and up to the effective date of disposal or loss of control, as appropriate. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

(e) Financial instruments

Recognition and classification

All financial assets are initially recognized at fair value and are subsequently classified and measured at fair value through profit or loss ("FVTPL"), fair value through other comprehensive income ("FVTOCI") or amortized cost based on the Company's assessment of the business model within which the financial asset is managed and the financial asset's contractual cash flow characteristics.

A financial asset is measured at amortized cost if it is held within a business model of holding financial assets and collecting contractual cash flows and those cash flows are comprised solely of payments of principal and interest. The Company classifies cash as FVTPL and accounts receivable as amortized cost.

Financial liabilities are classified either as measured at amortized cost using the effective interest method or as FVTPL, which are recorded at fair value. The Company classifies accounts payable and accrued liabilities as amortized cost.

CROESUS GOLD CORP.

Notes to Consolidated Financial Statements

Year Ended December 31, 2018

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)

(e) Financial instruments (continued)

Identification and measurement of impairment

The Company recognizes loss allowances for an expected credit loss ("ECL") on financial assets measured at amortized cost. The Company applies the simplified approach for accounts receivable and measures a loss allowance at an amount equal to lifetime expected credit losses.

Financial instruments recorded at fair value

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(f) Cash

Cash includes cash on hand and with a Canadian chartered bank.

(g) Income taxes

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years. Deferred tax is recognized in respect of taxable temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and joint ventures to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to taxable temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

CROESUS GOLD CORP.

Notes to Consolidated Financial Statements

Year Ended December 31, 2018

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)

(h) Exploration and evaluation expenditures

The Company expenses exploration and evaluation expenditures as incurred in mineral properties not commercially viable and financially feasible. Exploration and evaluation expenditures include acquisition costs of mineral properties, property option payments and evaluation activities. Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit. Exploration and evaluation expenditures are capitalized if the Company can demonstrate that these expenditures meet the criteria of an identifiable intangible or tangible asset. To date, no such exploration and evaluation expenditures have been identified and capitalized.

(i) Share-based payment transactions

The fair value of stock options granted to employees and non-employees is recognized as an expense over the vesting period with a corresponding increase in shareholders' equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

(j) Decommissioning liability

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the Company's exploration and evaluation activities. Discount rates using a pretax rate that reflects the risk and the time value of money are used to calculate the net present value. These costs are charged against profit or loss as exploration and evaluation expenditures and the related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

The Company has no restoration, rehabilitation and environment costs as at December 31, 2018 and 2017.

(k) Provision

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation.

(l) Related party transactions

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

CROESUS GOLD CORP.

Notes to Consolidated Financial Statements

Year Ended December 31, 2018

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)

(m) Critical accounting estimates and judgments

The preparation of the consolidated financial statements using accounting policies consistent with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. The preparation of the consolidated financial statements also requires management to exercise judgment in the process of applying the accounting policies.

i) Critical accounting estimates

Share-based payments – management is required to make a number of estimates when determining the compensation expense resulting from share-based transactions, including the volatility and expected life of the instruments.

ii) Critical judgments in applying accounting policies

Going concern – The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its operations and working capital requirements as discussed in note 1.

(n) Loss per share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of outstanding common shares for the year. In computing diluted loss per share, an adjustment is made for the dilutive effect of the exercise of stock options and warrants. The number of additional shares is calculated by assuming that outstanding stock options and warrants are exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the reporting years. In years where a net loss is reported, all outstanding options and warrants are excluded from the calculation of diluted loss per share, as they are anti-dilutive.

(o) Change in accounting policies

IFRS 9 - Financial Instruments ("IFRS 9")

Effective January 1, 2018, the Company adopted IFRS 9. In July 2014, the IASB issued the final publication of the IFRS 9 standard, which supersedes IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 includes revised guidance on the classification and measurement of financial instruments, new guidance for measuring impairment on financial assets, and new hedge accounting guidance. The Company has adopted IFRS 9 on a retrospective basis, however, this guidance had no impact to the Company's consolidated financial statements.

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVTOCI) and fair value through profit and loss (FVTPL).

The new hedge accounting guidance had no impact on the Company's consolidated financial statements.

CROESUS GOLD CORP.

Notes to Consolidated Financial Statements

Year Ended December 31, 2018

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)

(o) Change in accounting policies (continued)

Below is a summary showing the classification and measurement bases of the Company's financial instruments as at January 1, 2018 as a result of adopting IFRS 9, along with comparison to IAS 39.

Classification	IAS 39	IFRS 9
Cash	FVTPL	FVTPL
Accounts receivable	Loans and receivables	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities (amortized cost)	Amortized cost

(p) Recent accounting pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after the Company's year end. Many are not applicable or do not have a significant impact on the Company and so have been excluded from the list below. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 16 – Leases (“IFRS 16”) was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognises a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognise the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. The adoption of IFRS 16 is not expected to have a significant impact on the Company's consolidated financial statements.

3. Subsidiary

The following companies have been consolidated within the audited annual consolidated financial statements:

Company	Registered	Principal activity
Croesus Gold Corp.	Canada	Parent company
Croesus Gold USA Corp. (i)	Arizona, USA	Exploration company
Kay Mine USA Corp. (i)	Arizona, USA	Exploration company

(i) 100% owned by ultimate shareholder - Croesus Gold Corp.

CROESUS GOLD CORP.

Notes to Consolidated Financial Statements

Year Ended December 31, 2018

(Expressed in Canadian Dollars)

4. Capital risk management

The Company includes equity, comprising issued share capital, reserves and deficit, in the definition of capital, which as at December 31, 2018, totaled \$375,366 (December 31, 2017 - \$837,615).

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund its exploration commitments. To secure the additional capital necessary to continue with the exploration of mineral properties, the Company may attempt to raise additional funds through the issuance of debt or equity. The Company is not subject to any capital requirements imposed by a lending institution.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares and adjusting spending. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

There were no changes in the Company's process, policies and approach to capital management during the year ended December 31, 2018 and 2017.

5. Financial instruments

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, foreign currency risk and price risk).

(i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable and other assets. Cash is held with a Canadian chartered bank, from which management believes the risk of loss to be minimal.

Accounts receivable consists of sales tax receivable from government authorities in Canada. Amounts receivable are in good standing as of December 31, 2018. Management believes that the credit risk with respect to these amounts receivable is minimal.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at December 31, 2018, the Company had cash of \$406,333 (December 31, 2017 - \$833,760) to settle current liabilities of \$82,770 (December 31, 2017 - \$33,626). All of the Company's financial liabilities have contractual maturities of less than 90 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

The Company obtained its financing through private placements. Negative trends in the general equity market and the fall in commodity prices can adversely impact the Company's ability to obtain financing at favourable terms. If the Company cannot obtain the necessary financing to fund its operating and exploration activities, the Company might not be able to continue as a going concern entity.

There can be no assurance that additional financing, if and when required, will be available or on terms acceptable to the Company.

CROESUS GOLD CORP.

Notes to Consolidated Financial Statements

Year Ended December 31, 2018

(Expressed in Canadian Dollars)

5. Financial instruments (continued)

(iii) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

The Company has cash balances. The Company's current policy is to invest surplus cash in high yield savings accounts with a Canadian chartered bank with which it keeps its bank accounts. As at December 31, 2018, the Company did not have any surplus cash. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its Canadian chartered bank.

(b) Foreign currency risk

The Company's functional and presentation currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company is not exposed to foreign currency risk.

6. Fair value measurements

The carrying value of the Company's accounts receivable and amounts payable and accrued liabilities approximates fair value due to their short-term maturity.

7. Accounts receivable

	2018	2017
Sales tax receivable - (Canada) (i)	\$ 16,245	\$ 12,413

(i) Sales tax receivable is not past due.

8. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities of the Company are principally comprised of amounts outstanding for purchases relating to general operating activities.

	2018	2017
Accounts payable	\$ 9,311	\$ -
Accrued liabilities	73,459	33,626
Total accounts payable and accrued liabilities	\$ 82,770	\$ 33,626

The following is an aged analysis of the accounts payable and accrued liabilities

	2018	2017
Less than 3 months	\$ 63,459	\$ 33,626
Greater than 3 months	19,311	-
Total accounts payable and accrued liabilities	\$ 82,770	\$ 33,626

CROESUS GOLD CORP.

Notes to Consolidated Financial Statements

Year Ended December 31, 2018

(Expressed in Canadian Dollars)

9. Share capital

a) Authorized share capital

The authorized share capital consisted of unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

	Number of common shares	Amount
Balance, December 31, 2016	29,750,000	\$ 2,821,482
Acquisition charge (note 11)	800,000	160,000
Balance, December 31, 2017	30,550,000	\$ 2,981,482
Acquisition charge (note 11)	1,500,000	450,000
Balance, December 31, 2018	32,050,000	\$ 3,431,482

10. Stock options

	Number of stock options	Weighted average exercise price
Balance, December 31, 2016, 2017 and 2018	5,300,000	\$ 0.14

The following table reflects the actual stock options issued and outstanding as of December 31, 2018:

Fair value (\$)	Weighted average remaining contractual life (years)	Number of options	Exercisable options	Weighted average exercise price (\$)	Expiry date
324,573	6.97	2,000,000	2,000,000	0.10	December 18, 2025 (i)
250,336	7.30	1,000,000	1,000,000	0.10	April 18, 2026 (ii)
627,386	7.38	2,300,000	2,300,000	0.20	May 19, 2026 (iii)
1,202,295	2.21	5,300,000	5,300,000	0.14	

(i) On September 1, 2018, the Company modified the terms for 2,000,000 stock options by extending the expiry date from December 18, 2020 to December 18, 2025. As a result, the Company recorded an incremental fair value of \$132,865 using the Black-Scholes option pricing model, using the following assumptions: share price of \$0.20; an average risk-free interest rate of 2.17%; an average expected volatility factor of 156% based on historical price data of a similar company; an expected life of 7.30 years.

(ii) On September 1, 2018, the Company modified the terms for 1,000,000 stock options by extending the expiry date from April 18, 2021 to April 18, 2026. As a result, the Company recorded an incremental fair value of \$58,642 using the Black-Scholes option pricing model, using the following assumptions: share price of \$0.20; an average risk-free interest rate of 2.17%; an average expected volatility factor of 156% based on historical price data of a similar company; an expected life of 7.63 years.

(iii) On September 1, 2018, the Company modified the terms for 2,300,000 stock options by extending the expiry date from May 19, 2021 to May 19, 2026. As a result, the Company recorded an incremental fair value of \$187,762 using the Black-Scholes option pricing model, using the following assumptions: share price of \$0.20; an average risk-free interest rate of 2.17%; an average expected volatility factor of 156% based on historical price data of a similar company; an expected life of 7.72 years.

CROESUS GOLD CORP.

Notes to Consolidated Financial Statements

Year Ended December 31, 2018

(Expressed in Canadian Dollars)

11. Exploration and evaluation expenditures

Year ended December 31,	2018	2017
Sugarloaf Peak Gold Project		
Acquisition cost	\$ 450,000	\$ 160,000
Concession fees	44,233	44,380
Legal fees	4,305	4,363
Consulting	10,903	11,650
Assays	2,392	2,844
Storage	-	2,417
	511,833	225,654
Kay Mine		
Acquisition cost	50,000	-
Legal fees	29,574	-
Consulting	19,039	-
Geological reports	15,999	-
	114,612	-
Total exploration and evaluation expenditures	\$ 626,445	\$ 225,654

Sugarloaf Peak Gold Project

On December 16, 2014, the Company entered into an option agreement with Riverside Resources Inc. ("Riverside") where Riverside grants to Croesus the irrevocable and exclusive right and option to purchase and acquire 100% of Riverside's right, title and interest (of any nature or kind whatsoever) in and to the Sugarloaf Peak Gold Project. On December 18, 2015, the Company and Riverside amended the option agreement ("December 18, 2015 Option Agreement"). On March 21, 2016, the Company exercised the option concurrently with amending the cash payment and common share issuance in the December 18, 2015 Option Agreement ("March 21, 2016 Option Agreement").

Under the terms of the March 21, 2016 Option Agreement between the Company and Riverside, a 100% interest, subject to a 1% net smelter returns royalty to Riverside, in the Sugarloaf Peak Gold Project can be acquired by complying with the following terms:

- (i) Croesus making aggregate cash payments to Riverside of \$750,000 (paid). Per the March 21, 2016 Option Agreement, the Company's aggregate cash contribution was reduced to \$700,000 if the Company paid all cash obligations by March 23, 2016, which it was, therefore, aggregate cash contributions of \$700,000 were paid;
- (ii) Croesus making a payment to Riverside for concession fees on the Sugarloaf Peak Gold Project from September 30, December 31, 2016 to August 1, 2016 in the amount of \$42,000 (paid);
- (iii) the issuance to Riverside of 6,500,000 common shares in the capital of Croesus. Per the March 21, 2016 Option Agreement, share obligations were reduced to 6,000,000 common shares if all cash obligations were satisfied within a twelve month period after the December 18, 2015 Option Agreement, which it was, therefore an aggregate of 6,000,000 common shares were issued;
- (iv) if Croesus has not completed a public listing recognized by the Ontario Securities Commission on or before specified dates from the December 18, 2015 Option Agreement, up to 4,300,000 common shares may be issued;
- (v) if the market value of the common shares on a public listing recognized by the Ontario Securities Commission is less than \$0.15, Croesus shall issue to Riverside the number of common shares equal to the true-up amount in respect of each common share payment made prior to, or, with respect to the common share payment, following the completion of such public listing.

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Year Ended December 31, 2018

(Expressed in Canadian Dollars)

11. Exploration and evaluation expenditures (continued)

Sugarloaf Peak Gold Project (continued)

The Company shall have the right to purchase one-half of the Production Royalty (equivalent to 1% of Net Smelter Returns) for \$5,500,000, exercisable at any time on or before the fourth anniversary of the date of this NSR Agreement, exercisable by written notice to the Royalty Holder with payment of cash in immediately available funds to follow, to or as directed by the Royalty Holder, no more than 10 Business Days following receipt of such notice by the Royalty Holder (unless otherwise mutually agreed by the parties).

If the Company sells the property within 30 months after completing the funding obligations, Riverside will be entitled to 20% of the proceeds.

As of December 31, 2018, aggregate cash payments to Riverside amounted to \$700,000 (December 31, 2017 - aggregate cash payments of \$700,000) and Croesus issued an aggregate of 6,000,000 common shares (December 31, 2017 - aggregate common shares issued of 6,000,000) to Riverside.

The Company did not complete a public listing within 18 months of the December 18, 2015 Option Agreement and issued 300,000 common shares valued at \$60,000 to Riverside.

The Company did not complete a public listing within 24 months of the December 18, 2015 Option Agreement and issued 500,000 common shares valued at \$100,000 to Riverside.

The Company did not complete a public listing within 36 months of the December 18, 2015 Option Agreement and issued 1,500,000 common shares valued at \$450,000 to Riverside.

The Company did not complete a public listing within 42 months of the December 18, 2015 Option Agreement and issued 2,000,000 common shares to Riverside subsequent to December 31, 2018 (see note 16).

Kay Mine

On November 15, 2018, the Company entered into an acquisition agreement ("Acquisition Agreement") with Silver Spruce Resources Inc. ("Silver Spruce") to acquire 100% interest in certain patented and unpatented mining claims in Yavapai County, Arizona, USA, known collectively as the "Kay Mine Claims". The purchase price includes:

- (a) Cash consideration of \$50,000 (paid during the year), which is being held by the escrow agent until closing; and
- (b) the assumption by the Company of a loan on the closing date with a principal amount of US\$450,000, accruing interest at a rate of 12% per annum (paid subsequent to December 31, 2018).

Following the closing, Croesus is to make the following payments to Silver Spruce:

- (a) Cash consideration of \$100,000 on the earlier of (i) six months from the date of the Acquisition Agreement; or (ii) the date of Croesus' public listing; and
- (b) Common shares worth \$250,000 concurrently with or immediately prior to Croesus' public listing.

The acquisition closed subsequent to December 31, 2018. See note 16.

Subsequent to December 31, 2018, the Company amended the terms of the Acquisition Agreement ("Extension Agreement"). Under the Extension Agreement, in lieu of above Croesus is to make the following cash payments to Silver Spruce:

CROESUS GOLD CORP.

Notes to Consolidated Financial Statements

Year Ended December 31, 2018

(Expressed in Canadian Dollars)

11. Exploration and evaluation expenditures (continued)

Kay Mine (continued)

- (a) Cash consideration of \$200,000 on May 9, 2019 (paid subsequent to December 31, 2018); and
- (b) Cash consideration of \$150,000 on the earlier of (i) July 15, 2019; or (ii) the date of Croesus' public listing (paid subsequent to December 31, 2018).

12. Income tax

A reconciliation between tax expense and the product of accounting loss multiplied by the Company's domestic tax rate is as follows:

Year ended December 31,	2018	2017
Loss before income tax	\$ (1,291,518)	\$ (508,309)
Statutory tax rate	26.50 %	26.50 %
Tax benefit of statutory rate	(342,253)	(134,702)
Permanent differences	102,059	3,163
Tax benefits not recognized	240,194	115,639
Timing differences	-	15,900
Total tax recovery	\$ -	\$ -

The tax benefit of the following unused tax losses and deductible temporary differences have not been recognized in the consolidated financial statements as they are not probable to be recovered.

Deductible (taxable) temporary differences	December 31, 2018	December 31, 2017
Tax loss carry-forwards	\$ 223,669	\$ 146,376
Exploration and development	591,283	425,274
Share issue costs	5,711	8,818
Deferred tax assets not recognized and impaired	(820,663)	(580,468)
Balance, December 31, 2018	\$ -	\$ -

As at December 31, 2018, the Company has unclaimed non-capital losses that expire as follows:

Expires:	2031	\$ 500
	2032	500
	2033	500
	2034	7,782
	2035	21,300
	2036	239,340
	2037	282,443
	2038	291,670
		<u>\$ 844,035</u>

As at December 31, 2018, the Company has unclaimed exploration and development expenses of \$2,231,255 (2017 - \$1,604,809) and unclaimed share issue costs of \$21,552 (2017 - \$33,276).

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Notes to Consolidated Financial Statements

Year Ended December 31, 2018

(Expressed in Canadian Dollars)

13. Related party transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

(a) Remuneration of directors and key management personnel of the Company was as follows:

Year ended December 31,	2018	2017
Salaries and benefits	\$ 158,088	\$ 170,239
Share-based payments	354,779	-
	\$ 512,867	\$ 170,239

The above noted transactions are in the normal course of business, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

(b) The Company entered into the following transactions with related parties:

During the year ended December 31, 2018, the Company paid consulting fees of \$nil (year ended December 31, 2017 - \$12,876) to a company controlled by a shareholder of the Company.

14. Net loss per share

The calculation of basic and diluted loss per share for the year ended December 31, 2018 was based on the loss attributable to common shareholders of \$1,291,518 (year ended December 31, 2017 - \$508,309) and the weighted average number of common shares outstanding of 30,603,425 (year ended December 31, 2017 - 29,928,904). Diluted loss per share did not include the effect of stock options and warrants as they are anti-dilutive.

15. Segmented information

Operating segments

At December 31, 2018, the Company's operations comprise a single reporting operating segment engaged in mineral exploration in the United States. As the operations comprise a single reporting segment, amounts disclosed in these consolidated financial statements also represent operating segment amounts.

Geographic segments

The Company is in the business of mineral exploration in the United States. As such, management has organized the Company's reportable segments by geographic area. The Company's operations in the United States are responsible for mineral exploration activities while the Canadian segment manages corporate head office activities. Information concerning the Company's reportable segments is as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Loss and comprehensive net loss		
Canada	\$ (665,073)	\$ (282,655)
United States	(626,445)	(225,654)
Total	\$ (1,291,518)	\$ (508,309)

CROESUS GOLD CORP.

Notes to Consolidated Financial Statements

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(Expressed in Canadian Dollars)

16. Subsequent events

(i) On January 25, 2019, the Company closed the acquisition of Kay Mine Claims with Silver Spruce (see note 11). Pursuant to the terms of the Acquisition Agreement, the Company assumed a loan on the closing date with a principal amount of US\$450,000, accruing interest at a rate of 12% per annum. The Company repaid the full amount of the loan and the accrued interest on March 12, 2019 in the amount of \$652,165.

(ii) Subsequent to December 31, 2018, the Company closed private placements during January - April 2019 whereby the Company issued a total of 3,658,400 common shares at \$0.30 per share for aggregate cash proceeds of \$1,097,520. Cash issuance cost was \$66,713.

(iii) On March 27, 2019, the Croesus granted 1,800,000 stock options to directors of the Company with exercise price of \$0.30 per share, expiring in 5 years.

(iv) On April 4, 2019, the Company announced that it has entered into a binding Letter of Intent (the "LOI") with Ring the Bell Capital Corp. ("RTB") pursuant to which Croesus and RTB have agreed to complete a transaction (the "Transaction") that will result in a reverse take-over of RTB by the shareholders of Croesus. It is intended that the Transaction will constitute the "Qualifying Transaction" of RTB as such term is defined in Policy 2.4 of the Corporate Finance Manual (the "Policy") of the TSX Venture Exchange (the "TSXV").

Under the terms of the LOI, it is intended that Croesus and RTB will enter into a business combination agreement (the "Definitive Agreement"), pursuant to which the Transaction will be completed by way of a share exchange, merger, amalgamation, arrangement or other similar form of transaction, the final structure of which will be subject to receipt by the parties of relevant tax, corporate and securities law advice.

In connection with the Transaction, Croesus completed a private placement of 4,292,500 subscription receipts ("Subscription Receipts") at a price of \$0.40 per Subscription Receipt for aggregate gross proceeds of \$1,717,000 (the "Concurrent Financing"). Canaccord Genuity Corporation (the "Agent") has been engaged to act as lead agent in connection with the Concurrent Financing.

The gross proceeds of the Concurrent Financing, less certain fees and expenses of the Agent, has been placed in escrow on behalf of the purchasers of Subscription Receipts, and will be released to Croesus upon satisfaction of certain escrow release conditions, including completion of the Transaction. If the escrow release conditions are not satisfied, the Subscription Receipts will be cancelled and all proceeds from the sale of Subscription Receipts will be returned to purchasers.

Immediately prior to closing of the Transaction, each Subscription Receipt will, without payment of any additional consideration or taking of any action, be converted into one (1) unit of Croesus (the "Unit"). Each Unit is comprised of one common share of Croesus (the "Croesus Share" or "Underlying Shares") and one common share purchase warrant of Croesus (the "Underlying Warrants"). Each Underlying Warrant will entitle the holder thereof to purchase one Croesus Share at a price of \$0.60 for a period of 3 years following the date in which the common shares of the Resulting Issuer commence trading on the TSX Venture Exchange (the "Reference Date"). On closing of the Transaction, each Croesus Share will then, without payment of any additional consideration or taking of any action, subsequently be exchanged for one (1) common share of the Resulting Issuer (a "Resulting Issuer Share") and each Underlying Warrant will be exchanged for (1) one common share purchase warrant of the Resulting Issuer in accordance with the terms of the Definitive Agreement.

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Notes to Consolidated Financial Statements

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(Expressed in Canadian Dollars)

16. Subsequent events (continued)

(iv) (continued) Croesus paid the Agent a cash commission (the "Agent's Commission") of \$103,020, equal to 6% of the aggregate gross proceeds of the Concurrent Financing, half of which was paid upon closing of the Concurrent Financing, and half of which will be paid upon conversion of the Subscription Receipts. Croesus also issued warrants to the Agent (the "Compensation Warrants") to purchase such number of Croesus Shares as is equal to 8% of the total number of Subscription Receipts issued pursuant to the Concurrent Financing. The Compensation Warrant will be exercisable into one Croesus Share at an exercise price of \$0.40 for a period of 24 months following the Reference Date. The Compensation Warrants will be exchanged for warrants of the Resulting Issuer in connection with the Transaction. The net proceeds from the Concurrent Financing will be used to advance exploration and development of Croesus' Kay Mine and Sugarloaf projects and for general working capital purposes.

Closing of the Transaction is expected to occur on or before August 15, 2019. A definitive agreement was entered into on June 17, 2019.

The resulting issuer will change its name to "Arizona Metals Corp".

(v) Subsequent to December 31, 2018, pursuant to the terms of the Acquisition Agreement of Kay Mine Claims, the Company made cash payments totalling \$350,000.

(vi) On June 18, 2019, pursuant to the terms of the December 18, 2015 Option Agreement, the Company issued 2,000,000 common shares to Riverside.

**EXHIBIT “H” - MD&A OF CROESUS FOR THE YEARS ENDED DECEMBER 31, 2018
AND 2017**

CROESUS GOLD CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR YEARS ENDED DECEMBER 31, 2018 AND 2017

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Croesus Gold Corp. (the "Company" or "Croesus") constitutes management's review of the factors that affected the Company's financial and operating performance for the years ended December 31, 2018 and 2017. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited consolidated financial statements of the Company for the years ended December 31, 2018 and 2017, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). Information contained herein is presented as of July 19, 2019, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Croesus' common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Description of Business

Croesus was incorporated under the name "7825480 Canada Inc." under the laws of the Canada Business Corporations Act by Articles of Incorporation dated April 4, 2011. Pursuant to Articles of Amendment dated March 6, 2012, the name of the Company was changed to "Malartic-Midway Acquisition Corp." and pursuant to Articles of Amendment dated March 23, 2012, the name of the Company was further changed to "Winnemucca Gold Corp.". Pursuant to Articles of Amendment dated October 8, 2014, the name of the Company was further amended to "Croesus Gold Corp."

The primary office is located at 66 Wellington Street West, Suite 4100, Toronto, Ontario, M5K 1B7, Canada.

Croesus is a private mineral exploration company based in Toronto, Ontario focused on precious metal exploration in the United States.

Croesus owns 100% of the Sugarloaf Peak Gold Project located in Arizona, USA and has recently completed the acquisition of 100% ownership of approximately 351 acres of patented and unpatented claims covering and surrounding the past-producing Kay mine ("Kay Mine"), located in Yavapai County, Arizona, USA.

Mineral Exploration Properties

Sugarloaf Peak Gold Project

Croesus owns 100% of the Sugarloaf Peak Gold Project, which is composed of 219 BLM claims with dimensions of approximately 4km x 6km and hosts an historic resource "containing about 1.5 million ounces gold and 25 million ounces of silver in a volume of about 100 million tons" (Dausinger, 1983). This estimate was based on work by Westworld Resources (1981-1983) which totaled 2,500 feet of drilling in 10 holes to a maximum depth of only 76m. The historic estimate was not defined using CIM categories. Additional drilling totaling 4,400m was completed by Riverside Resources Inc. ("Riverside") and Choice Gold between 2009 and 2012, and a Titan-24 geophysical survey was also undertaken during this period. The average drill hole spacing at Sugarloaf is 150m and Croesus estimates an initial drill program of at least 10,000m will be required. Croesus' QP has not done sufficient work to classify the historic estimate as a current resource, and the Company is not treating the historic estimate as a current resource.

Kay Mine

Croesus acquired 100% ownership of approximately 351 acres of patented and unpatented claims covering and surrounding the past-producing Kay Mine, located in Yavapai County, Arizona, approximately 50 miles north of Phoenix. The Kay Mine claims are not subject to any royalties. The Kay Mine property hosts an historic resource estimate, defined by Exxon Minerals (Fellows, 1982) of 6.4 million short tons at a grade of 2.2% copper, 2.8g/t gold, 3.03% zinc, and 55g/t silver. Exxon used a copper equivalent cut-off grade of 2%. The historic estimate was defined from a depth of approximately 100m to 900m, and based on approximately 103 underground drill holes on 12 levels, thousands of underground samples, and approximately 7,500m in surface drilling. Croesus has planned an initial drill program of approximately 10,000m. The 1982 estimate by Exxon did not use CIM categories. Croesus' QP has not done sufficient work to classify the historic estimate as a current resource, and Croesus is not treating the historic estimate as a current resource. In March 2019, Croesus staked an additional 1,000 acres of BLM claims contiguous with the recently acquired Kay Mine claims. Croesus also completed a helicopter VTEM survey totaling 102 line kilometres covering the acquired and staked claims.

Operational Highlights

Year ended December 31, 2017

On June 18, 2017, pursuant to the terms of the Sugarloaf Peak Gold Project option agreement ("Sugarloaf Option Agreement"), Croesus issued 300,000 common shares valued at \$60,000 to Riverside.

On December 18, 2017, pursuant to the terms of Sugarloaf Option Agreement, Croesus issued 500,000 common shares valued at \$100,000 to Riverside.

Year ended December 31, 2018

On September 1, 2018, the Company modified the terms for 5,300,000 existing stock options by extending the expiry dates by 5 years. As a result, the Company recorded an incremental fair value of \$379,269 as share-based payments during the year.

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On November 15, 2018, the Company entered into an acquisition agreement ("Acquisition Agreement") with Silver Spruce Resources Inc. ("Silver Spruce") to acquire 100% interest in the Kay Mine Claims. The purchase price includes:

- (a) Cash consideration of \$50,000 (paid during the year), which is being held by the escrow agent until closing; and
- (b) the assumption by the Company of a loan on the closing date with a principal amount of US\$450,000, accruing interest at a rate of 12% per annum (paid subsequent to December 31, 2018).

Following the closing, Croesus is to make the following payments to Silver Spruce:

- (a) Cash consideration of \$100,000 on the earlier of (i) six months from the date of the Acquisition Agreement; or (ii) the date of Croesus' public listing; and
- (b) Common shares worth \$250,000 concurrently with or immediately prior to Croesus' public listing.

The acquisition closed in January 2019.

In May 2019, the Company amended the terms of the Acquisition Agreement ("Extension Agreement"). Under the Extension Agreement, in lieu of the above, Croesus is to make the following cash payments to Silver Spruce:

- (a) Cash consideration of \$200,000 on May 9, 2019 (paid subsequent to December 31, 2018); and
- (b) Cash consideration of \$150,000 on the earlier of (i) July 15, 2019; or (ii) the date of Croesus' public listing (paid subsequent to December 31, 2018).

On December 18, 2018, pursuant to the terms of Sugarloaf Option Agreement, Croesus issued 1,500,000 common shares valued at \$450,000 to Riverside.

Selected Annual Financial Information

The following is selected financial data derived from the audited consolidated financial statements of the Company as at December 31, 2018 and 2017 and for the years ended December 31, 2018 and 2017.

Description	Year Ended December 31, 2018 \$	Year Ended December 31, 2017 \$
Total revenues	Nil	nil
Total loss ⁽¹⁾⁽²⁾	(1,291,518)	(508,309)
Net loss per common share – basic and diluted ⁽³⁾⁽⁴⁾	(0.04)	(0.02)

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Description	As at December 31, 2018 \$	As at December 31, 2017 \$
Total assets	458,136	871,241
Total non-current financial liabilities	Nil	nil
Distribution or cash dividends ⁽⁵⁾	Nil	nil

- (1) Loss from continuing operations attributable to owners of the parent, in total;
(2) Loss attributable to owners of the parent, in total;
(3) Loss from continuing operations attributable to owners of the parent, on a per-share and diluted per share basis;
(4) Loss attributable to owners of the parent, on a per-share and diluted per-share basis; and
(5) Declared per-share for each class of share.

Summary of Quarterly Information

Three Months Ended	Total Revenue \$	Profit or Loss	
		Total \$	Basic and Diluted Loss Per Share \$ ⁽⁹⁾
December 31, 2018	-	(672,075) ⁽¹⁾	(0.02)
September 30, 2018	-	(467,439) ⁽²⁾	(0.02)
June 30, 2018	-	(66,743) ⁽³⁾	(0.00)
March 31, 2018	-	(85,261) ⁽⁴⁾	(0.00)
December 31, 2017	-	(77,010) ⁽⁵⁾	(0.00)
September 30, 2017	-	(194,427) ⁽⁶⁾	(0.01)
June 30, 2017	-	(138,009) ⁽⁷⁾	(0.00)
March 31, 2017	-	(98,863) ⁽⁸⁾	(0.00)

Notes:

- (1) Net loss of \$672,075 includes salaries and benefits of \$32,577, exploration and evaluation expenditures of \$578,368; office and general of \$36,561 and professional fees of \$24,569.
(2) Net loss of \$467,439 includes salaries and benefits of \$45,173, share-based payments of \$379,269, exploration and evaluation expenditures of \$18,699, office and general of \$21,798 and professional fees of \$2,500.
(3) Net loss of \$66,743 includes salaries and benefits of \$39,464, exploration and evaluation expenditures of \$17,411, office and general of \$7,368 and professional fees of \$2,500.
(4) Net loss of \$85,261 includes salaries and benefits of \$40,873, exploration and evaluation expenditures of \$11,967, office and general of \$29,921 and professional fees of \$2,500.

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- (5) Net loss of \$77,010 includes salaries and benefits of \$48,093, consulting fees recovery of \$12,124, exploration and evaluation expenditures of \$17,587, office and general of \$12,662 and professional fees of \$10,792.
- (6) Net loss of \$194,427 includes salaries and benefits of \$45,093, exploration and evaluation expenditures of \$114,614, office and general of \$13,752 and professional fees of \$20,968.
- (7) Net loss of \$138,009 includes salaries and benefits of \$40,138, exploration and evaluation expenditures of \$77,806, office and general of \$19,945 and professional fees of \$120.
- (8) Net loss of \$98,863 includes salaries and benefits of \$40,835, consulting fees of \$25,000, exploration and evaluation expenditures of \$14,730, office and general of \$12,908 and professional fees of \$5,390.
- (9) Per share amounts are rounded to the nearest cent, therefore aggregating quarterly amounts may not reconcile to year-to-date per share amounts.

Discussion of Operations

Year ended December 31, 2018 compared to year ended December 31, 2017

For the year ended December 31, 2018, the Company's net loss was \$1,291,518 compared to \$508,309 for the year ended December 31, 2017. The increase in net loss is a result of the following:

- Share-based payments increased to \$379,269 for the year ended December 31, 2018 compared to \$nil for the year ended December 31, 2017 due to modifications to the terms of the stock options during 2018. No stock options were granted during 2017.
- Exploration and evaluation expenditures increased to \$626,445 for the year ended December 31, 2018 compared to \$225,654 for the year ended December 31, 2017 as the 1,500,000 common shares issued valued at \$450,000 as option payments were recognized in 2018.

Subsequent Events

On January 25, 2019, the Company closed the Acquisition Agreement of Kay Mine Claims with Silver Spruce. Pursuant to the terms of the Acquisition Agreement, the Company assumed a loan on the closing date with a principal amount of US\$450,000, accruing interest at a rate of 12% per annum. The Company repaid the full amount of the loan and the accrued interest on March 12, 2019 in the amount of \$652,165.

Subsequent to December 31, 2018, the Company closed private placements during January-April 2019 whereby the Company issued a total of 3,658,400 common shares at \$0.30 per share for aggregate proceeds of \$1,097,520.

On March 27, 2019, the Company granted 1,800,000 stock options to directors of the Company with exercise price of \$0.30 per share, expiring in 5 years.

On April 4, 2019, the Company entered into a binding Letter of Intent (the "LOI") with Ring the Bell Capital Corp. ("RTB") pursuant to which Croesus and RTB have agreed to complete a transaction that will result in a reverse take-over of RTB by the shareholders of Croesus. See "Proposed Transactions" section.

Subsequent to December 31, 2018, pursuant to the terms of the Acquisition Agreement of Kay Mine Claims, the Company made cash payments totaling \$350,000.

On June 18, 2019, pursuant to the terms of Sugarloaf Option Agreement, Croesus issued 2,000,000 common shares to Riverside.

Capital Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, reserves and deficit, which at December 31, 2018, totaled \$375,366 (December 31, 2017 - \$837,615).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Selected information is provided to the Board of Directors.

As the Company does not have a credit facility, the Company is not currently subject to any capital requirements imposed by a lending institution or regulatory body. The Company expects that its capital resources will be sufficient to discharge its liabilities as of the current statement of financial position date.

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the financial performance or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

On April 4, 2019, the Company announced that it has entered into a binding LOI with RTB pursuant to which Croesus and RTB have agreed to complete a transaction (the "Transaction") that will result in a reverse take-over of RTB by the shareholders of Croesus. It is intended that the Transaction will constitute the "Qualifying Transaction" of RTB as such term is defined in Policy 2.4 of the Corporate Finance Manual (the "Policy") of the TSX Venture Exchange (the "TSXV").

Under the terms of the LOI, it is intended that Croesus and RTB will enter into a business combination agreement (the "Definitive Agreement"), pursuant to which the Transaction will be completed by way of a share exchange, merger, amalgamation, arrangement or other similar

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form of transaction, the final structure of which will be subject to receipt by the parties of relevant tax, corporate and securities law advice.

In connection with the Transaction, Croesus completed a private placement of 4,292,500 subscription receipts ("Subscription Receipts") at a price of \$0.40 per Subscription Receipt for aggregate gross proceeds of \$1,717,000 (the "Concurrent Financing"). Canaccord Genuity Corporation (the "Agent") has been engaged to act as lead agent in connection with the Concurrent Financing.

The gross proceeds of the Concurrent Financing, less certain fees and expenses of the Agent, has been placed in escrow on behalf of the purchasers of Subscription Receipts, and will be released to Croesus upon satisfaction of certain escrow release conditions, including completion of the Transaction. If the escrow release conditions are not satisfied, the Subscription Receipts will be cancelled and all proceeds from the sale of Subscription Receipts will be returned to purchasers.

Immediately prior to closing of the Transaction, each Subscription Receipt will, without payment of any additional consideration or taking of any action, be converted into one (1) unit of Croesus (the "Unit"). Each Unit is comprised of one common share of Croesus (the "Croesus Share" or "Underlying Shares") and one common share purchase warrant of Croesus (the "Underlying Warrants"). Each Underlying Warrant will entitle the holder thereof to purchase one Croesus Share at a price of \$0.60 for a period of 3 years following the date in which the common shares of the Resulting Issuer commence trading on the TSX Venture Exchange (the "Reference Date"). On closing of the Transaction, each Croesus Share will then, without payment of any additional consideration or taking of any action, subsequently be exchanged for one (1) common share of the Resulting Issuer (a "Resulting Issuer Share") and each Underlying Warrant will be exchanged for (1) one common share purchase warrant of the Resulting Issuer in accordance with the terms of the Definitive Agreement.

Croesus paid the Agent a cash commission (the "Agent's Commission") of \$103,020, equal to 6% of the aggregate gross proceeds of the Concurrent Financing, half of which was paid upon closing of the Concurrent Financing, and half of which will be paid upon conversion of the Subscription Receipts. Croesus also issued warrants to the Agent (the "Compensation Warrants") to purchase such number of Croesus Shares as is equal to 8% of the total number of Subscription Receipts issued pursuant to the Concurrent Financing. The Compensation Warrant will be exercisable into one Croesus Share at an exercise price of \$0.40 for a period of 24 months following the Reference Date. The Compensation Warrants will be exchanged for warrants of the Resulting Issuer in connection with the Transaction. The net proceeds from the Concurrent Financing will be used to advance exploration and development of Croesus' Kay Mine and Sugarloaf projects and for general working capital purposes.

Closing of the Transaction is expected to occur on or before August 15, 2019. A definitive agreement was entered into on June 17, 2019.

Liquidity and Capital Resources

At December 31, 2018, Croesus had \$406,333 in cash (December 31, 2017 - \$833,760).

At December 31, 2018, accounts payable and accrued liabilities were \$82,770 (December 31, 2017 - \$33,626). The Company's cash balances as at December 31, 2018 and December 31, 2017 are sufficient to pay these liabilities.

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The Company has no operating revenues and therefore must utilize its funds from financing transactions to maintain its capacity to meet ongoing operating activities.

As of December 31, 2017, December 31, 2018 and to the date of this MD&A, the cash resources of the Company are held with one Canadian chartered bank. The Company has no variable interest rate debt and its credit and interest rate risk is minimal. Accounts payable and accrued liabilities are short-term and non-interest-bearing.

Year ended December 31, 2017

Cash used in operating activities were \$384,075 for the year ended December 31, 2017. Operating activities were affected by a net loss of \$508,309 offset partially by non-cash adjustments of \$160,000 for exploration share-based payment and the net change in non-cash working capital balances of \$35,766 because of an increase in accounts receivable and other assets and decreased in prepaid expenses and accounts payable and accrued liabilities.

No cash was used in investing activities and financing activities during the year ended December 31, 2017.

Year ended December 31, 2018

Cash used in operating activities were \$427,427 for the year ended December 31, 2018. Operating activities were affected by a net loss of \$1,291,518 offset partially by non-cash adjustments of \$450,000 for exploration share-based payments, \$379,269 for share-based payments and the net change in non-cash working capital balances of \$34,822 because of increases in accounts receivable and other assets, prepaid expenses and accounts payable and accrued liabilities.

No cash was used in investing activities and financing activities during the year ended December 31, 2018.

Transactions with Related Parties

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

(a) The Company entered into the following transactions with related parties:

	Year Ended December 31, 2018 \$	Year Ended December 31, 2017 \$
Consulting fees - Marc Pais (i)	nil	nil
Consulting fees - Paul Reid (i)	nil	nil
Consulting fees paid to a company controlled by a shareholder of the Company	nil	12,876
	nil	12,876

(i) Consulting fees paid to directors of the Company.

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(b) Remuneration of directors and key management personnel of the Company was as follows:

	Year Ended December 31, 2018 \$	Year Ended December 31, 2017 \$
Salaries and benefits	158,088	170,239
Share-based payments	354,779	nil
	512,867	170,239

The above noted transactions are in the normal course of business, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

Share Capital

As at the date of this MD&A, the Company had 35,708,401 issued and outstanding common shares.

Stock options outstanding for the Company as at the date of this MD&A were as follows:

Stock options	Expiry Date	Exercise Price (\$)
2,000,000	December 18, 2025	0.10
1,000,000	April 18, 2026	0.10
2,300,000	May 19, 2026	0.20
1,800,000	March 27, 2024	0.30
7,100,000		

The Company did not have any warrants outstanding as at the date of this MD&A.

Critical Accounting Estimates and Judgments

The preparation of the consolidated financial statements using accounting policies consistent with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. The preparation of the consolidated financial statements also requires management to exercise judgment in the process of applying the accounting policies.

Critical accounting estimates

Share-based payments – management is required to make a number of estimates when determining the compensation expense resulting from share-based transactions, including the volatility and expected life of the instruments.

Critical judgments in applying accounting policies

Going concern – The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its operations and working capital requirements.

Financial Instruments

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, foreign currency risk and price risk).

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable and other assets. Cash is held with a Canadian chartered bank, from which management believes the risk of loss to be minimal.

Amounts receivable and other assets consists of sales tax receivable from government authorities in Canada. Amounts receivable are in good standing as of December 31, 2017 and 2018. Management believes that the credit risk with respect to these amounts receivable is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at December 31, 2018, the Company had cash of \$406,333 (December 31, 2017 - \$833,760) to settle current liabilities of \$82,770 (December 31, 2017 - \$33,626). All of the Company's financial liabilities have contractual maturities of less than 90 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

The Company obtained its financing through private placements. Negative trends in the general equity market and the fall in commodity prices can adversely impact the Company's ability to obtain financing at favourable terms. If the Company cannot obtain the necessary financing to fund its operating and exploration activities, the Company might not be able to continue as a going concern entity.

There can be no assurance that additional financing, if and when required, will be available or on terms acceptable to the Company.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

Interest rate risk

The Company has cash balances. The Company's current policy is to invest surplus cash in high yield savings accounts with a Canadian chartered bank with which it keeps its bank accounts. As at December 31, 2017 and 2018, the Company did not have any surplus cash. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its Canadian chartered bank.

Foreign currency risk

The Company's functional and presentation currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company is not exposed to foreign currency risk.

Change in Accounting Policy

IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in July 2014 and will replace IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Final amendments released in July 2014 also introduce a new expected loss impairment model and limited changes to the classification and measurement requirements for financial assets. The Company adopted IFRS 9 on a retrospective basis, however, this guidance had no impact to the Company's consolidated financial statements. Changes in presentation and disclosures are reflected in the audited financial statements for the year ended December 31, 2018.

Recent Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after the Company's year end. Many are not applicable or do not have a significant impact on the Company and so have been excluded from the list below. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 16 – Leases (“IFRS 16”) was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognizes a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. The adoption of IFRS 16 does not have a significant impact on the Company's consolidated financial statements.

Additional Disclosure for Venture Issuers Without Significant Revenue

	Year Ended December 31, 2018 (\$)	Year Ended December 31, 2017 (\$)
Salaries and benefits	158,088	170,239
Exploration and evaluation expenditures	626,445	225,654
Office and general	95,647	62,270
Professional fees	32,069	37,270
Consulting fees	Nil	12,876
Share-based payments	379,269	nil
Total	1,291,518	508,309

Exploration and evaluation expenditures

	Year Ended December 31, 2018 (\$)	Year Ended December 31, 2017 (\$)
Sugarloaf Peak Gold Project		
Acquisition cost	450,000	160,000
Concession fees	44,233	44,380
Legal fees	4,305	4,363
Consulting	10,903	11,650
Assays	2,392	2,844
Storage	nil	2,417
Total	511,833	225,654

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	Year Ended December 31, 2018 (\$)	Year Ended December 31, 2017 (\$)
Kay Mine		
Acquisition cost	50,000	nil
Legal fees	29,574	nil
Consulting	19,039	nil
Geological reports	15,999	nil
Total	114,612	nil

Office and general

	Year Ended December 31, 2018 (\$)	Year Ended December 31, 2017 (\$)
Bank charges	663	877
Rent	48,600	24,917
Travel	11,816	4,913
Telephone	4,885	4,481
Supplies and other	20,186	5,704
Advertising and promotion	9,497	21,378
Total	95,647	62,270

**EXHIBIT “I” - UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL
STATEMENTS OF THE RESULTING ISSUER**

Arizona Metals Corp.

Unaudited Pro Forma Consolidated Financial Statements

(Expressed in Canadian Dollars)

March 31, 2019

Arizona Metals Corp.

Pro Forma Consolidated Statement of Financial Position

As at March 31, 2019

(Unaudited - Expressed in Canadian Dollars)

	Ring the Bell Capital Corp	Croesus Gold Corp	Note Ref.	Pro Forma Adjustments	Pro Forma Consolidated
	\$	\$		\$	\$
Assets					
Current assets					
Cash	850,382	518,012	3(c) 3(e) 3(e) 3(f)	(350,000) 2,702,000 (162,120) (200,000)	3,358,274
Accounts receivable and other assets	10,735	23,366			34,101
Prepaid expenses		19,597			19,597
Total assets	861,117	560,975		1,989,880	3,411,972
Liabilities					
Current liabilities					
Accounts payable and accrued liabilities	15,284	473,940	3(c)	(350,000)	139,224
Total liabilities	15,284	473,940		(350,000)	139,224
Shareholders' Equity					
Share capital	891,905	4,459,375	3(a) 3(b) 3(d) 3(e) 3(e) 3(e) 3(e)	1,524,002 (891,905) 600,000 2,702,000 (162,120) (675,500) (85,191)	8,362,566
Reserves	100,036	1,669,366	3(a) 3(a) 3(b) 3(e) 3(e)	42,652 48,749 (100,036) 675,500 85,191	2,521,458
Deficit	(146,108)	(6,041,706)	3(a) 3(b) 3(d) 3(f)	(769,570) 146,108 (600,000) (200,000)	
Total shareholders' equity	845,833	87,035		2,339,880	3,272,748
Total shareholders' equity and liabilities	861,117	560,975		1,989,880	3,411,972

See accompanying notes to the unaudited pro-forma consolidated financial statements.

Arizona Metals Corp.

Notes to the Pro Forma Consolidated Financial Statements

March 31, 2019

(Expressed in Canadian dollars)

(Unaudited)

1. Basis of presentation

The accompanying unaudited pro forma consolidated statement of financial position Arizona Metals Corp. ("Arizona Metals") has been prepared by management to reflect the amalgamation of Croesus Gold Corp. ("Croesus") with Ring the Bell Capital Corp. ("RTB") after giving effect to the proposed amalgamation (the "Transaction") as described in Note 2.

The unaudited pro forma consolidated statement of financial position has been prepared using accounting policies and practices consistent with those used in the preparation of Croesus' and RTB's recent financial statements, both of which are prepared under International Financial Reporting Standards. In the opinion of management, the unaudited pro forma consolidated financial statements include all adjustments necessary for fair presentation.

Certain significant estimates have been made by management in the preparation of these pro forma consolidated financial statements, in particular, the determination of the fair value of RTB's assets and liabilities acquired and the fair value of the consideration given by Croesus.

The unaudited pro forma consolidated statement of financial position as at March 31, 2019 has been compiled from:

- The statement of financial position of RTB as at March 31, 2019, obtained from the unaudited interim financial statements of RTB for the three months ended March 31, 2019.
- The statement of financial position of Croesus as at March 31, 2019, obtained from the unaudited interim financial statements of Croesus for the three months ended March 31, 2019.

The unaudited pro forma consolidated statement of financial position has been prepared as if the transaction had occurred as of March 31, 2019.

The unaudited pro forma consolidated statement has been prepared for illustration purposes only and may not be indicative of the combined results or financial position had the Transaction been in effect at the date indicated.

2. Business Combination

Prior to consummation of the proposed transaction,

- (a) RTB common shares ("RTB Shares") shall be consolidated at a ratio ("Consolidation Ratio") of 2.5 pre-consolidation RTB Shares for every 1 post-consolidation RTB Share (each a "Post-Consolidation RTB Share").
- (b) It is anticipated that Croesus common shares ("Croesus Shares") shall be received by RTB in exchange for the issuance of 35,708,400 Post-Consolidation RTB Shares.
- (c) In connection with the transaction, Croesus and RTB completed a brokered private placement of 6,755,000 subscription receipts ("Subscription Receipts") at a price of \$0.40 per Subscription Receipt for aggregate gross proceeds of \$2,702,000.

Arizona Metals Corp.

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- (d) The resulting issuer will change its name to "Arizona Metals Corp.", or such other name as the parties may agree.

Pursuant to the business combination agreement between Croesus and RTB dated June 17, 2019:

- (a) RTB will receive all of the Croesus common shares in exchange for Post-Consolidation RTB Shares issued from treasury;
- (b) Holders of Croesus Shares will receive one Post-Consolidation RTB Share for each one Croesus Share held.

3. Pro forma assumptions and adjustments

- (a)

Issuance of common shares	\$	1,524,002
Issuance of options		42,652
Issuance of warrants		48,749
Total consideration paid	\$	<u>1,615,403</u>
Cash	\$	850,382
Accounts receivable and other assets		10,735
Accounts payable and accrued liabilities		(15,284)
Century net assets received	\$	<u>845,833</u>
Listing expense	\$	<u>769,570</u>

The 5,080,008 Post-Consolidation RTB Shares of former RTB shareholders have been assigned a value of \$0.30 per share based on the value of Croesus Shares issued during January – March 2019.

The options were assigned a grant date value of \$42,652 as estimated by using the Black-Scholes valuation model with the following assumptions: exercise price of \$0.25, share price of \$0.30, expected dividend yield of 0%, expected volatility ranging from 120% to 153%, risk-free rate of return of 1.55%, and an expected maturity ranging from 90 days to 4 years.

The warrants were assigned a grant date value of \$48,749 as estimated by using the Black-Scholes valuation model with the following assumptions: exercise price of \$0.25, share price of \$0.30, expected dividend yield of 0%, expected volatility of 125%, risk-free rate of return of 1.55%, and an expected maturity of 1 year.

- (b) Book values of RTB's capital stock, reserves and deficit are eliminated on closing.
- (c) Subsequent to March 31, 2019, pursuant to the terms of the acquisition agreement of Kay Mine, the Company made cash payments totaling \$350,000.

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- (d) On June 18, 2019, pursuant to the terms of the Sugarloaf Gold Peak Project option agreement, Croesus issued 2,000,000 common shares valued at \$600,000 to Riverside Resources Inc.
- (e) In connection with the Transaction, Croesus and RTB completed a brokered private placement ("Financing") of 6,755,000 subscription receipts at a price of \$0.40 per Subscription Receipt for aggregate gross proceeds of \$2,702,000. Immediately prior to closing of the Transaction, each Croesus Subscription Receipt will, without payment of any additional consideration or taking of any action, be converted into one Croesus Share and one common share purchase warrant of Croesus. Each warrant will entitle the holder to purchase one Croesus Share at a price of \$0.60 for a period of 3 years following the date in which the common shares of the resulting issuer commence trading on the TSX Venture Exchange. On closing of the Transaction, each Croesus Share will then, without payment of any additional consideration or taking of any action, subsequently be exchanged for one (1) common share of the Resulting Issuer (a "Resulting Issuer Share") and each Underlying Warrant will be exchanged for (1) one common share purchase warrant of the Resulting Issuer in accordance with the terms of the Definitive Agreement. Immediately prior to closing of the Transaction, each RTB Subscription Receipt will be converted into one RTB Share and one common share purchase warrant of RTB. Each warrant will entitle the holder to purchase one RTB Share at a price of \$0.60 for a period of 3 years following the date in which the common shares of the resulting issuer commence trading on the TSX Venture Exchange.

The 6,755,000 warrants issued were assigned a residual value of \$0.10 per warrant based upon a common share price of \$0.30.

In connection with the Financing, Croesus paid the agents a cash fee of \$51,510 upon the closing of the Financing and Croesus and RTB will pay the agents a further cash fee of approximately \$51,510 and \$59,100, respectively, upon conversion of the Subscription Receipts.

In addition, together Croesus and RTB issued to the agents 540,400 warrants ("Broker Warrants") equal to 8% of the total number of Subscription Receipts issued. Each Broker Warrant will be exercisable into one Croesus Share or RTB Share, as applicable, at an exercise price of \$0.40 for a period of 24 months. The 540,400 Broker Warrants issued were assigned a grant date value of \$85,191 as estimated by using the Black-Scholes valuation model with the following assumptions: exercise price of \$0.40, share price of \$0.30, expected dividend yield of 0%, expected volatility of 114%, risk-free rate of return of 1.57%, and an expected maturity of 2 years.

- (f) Croesus is expected to incur \$200,000 of transaction expenses, which include legal, accounting, advisory, listing fees, transfer agent fees, printing and other miscellaneous costs associated with transaction.

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(Unaudited)

4. Pro forma share capital

(a) The following table summarizes the pro-forma share capital:

Common shares

	Note	Number	Amount
Croesus Shares issued and outstanding March 31, 2019		35,708,400	\$ 4,459,375
RTB Shares issued and outstanding March 31, 2019		12,700,020	\$ 891,905
RTB 2.5-to-1 share consolidation	2(a)	(7,620,012)	
Issuance of shares on Acquisition	3(a)	5,080,008	\$ 1,524,002
Elimination of RTB Shares pursuant to the Acquisition	3(b)	(5,080,008)	\$ (891,905)
Croesus Shares issued to Riverside for Sugarloaf Gold Peak Project	3(d)	2,000,000	\$ 600,000
Private placement	3(e)	6,755,000	\$ 2,702,000
Cost of issue	3(e)		\$ (162,120)
Warrant valuation	3(e)		\$ (675,500)
Broker warrant valuation	3(e)		\$ (85,191)
		<u>49,543,408</u>	<u>\$ 8,362,566</u>

(b) The following table summarizes the pro-forma stock options

	Note	Number	Amount
Croesus stock options outstanding March 31, 2019		7,100,000	1,669,366
RTB stock options outstanding March 31, 2019		1,000,000	64,808
RTB 2.5-to-1 share consolidation		(600,000)	
Issuance of stock-options on Acquisition	3(a)	400,000	42,652
Elimination of RTB stock-options pursuant to the Acquisition	3(b)	(400,000)	(64,808)
		<u>7,500,000</u>	<u>\$ 1,712,018</u>

(c) The following table summarizes the pro-forma warrants

	Note	Number	Amount
Croesus warrants outstanding March 31, 2019		-	-
RTB warrants outstanding March 31, 2019		800,000	35,228
RTB 2.5-to-1 share consolidation		(480,000)	
Issuance of warrants on Acquisition	3(a)	320,000	48,749
Elimination of RTB warrants pursuant to the Acquisition	3(b)	(320,000)	(35,228)
Private placement	3(e)	6,755,000	675,500
Broker warrants	3(e)	540,400	85,191
		<u>7,615,400</u>	<u>\$ 809,440</u>

5. Effective tax rate

The effective consolidated pro forma tax rate is expected to be approximately 26%.