

**1317223 B.C. LTD.**

**FILING STATEMENT**

**in respect of the Reverse Takeover involving**

**DRYDEN GOLD CORP.**

**Dated as of December 27, 2023**

*Neither the TSX Venture Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the Reverse Takeover described in this filing statement.*

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## GLOSSARY OF TERMS

In this Filing Statement, unless there is something in the subject matter inconsistent therewith, the following terms shall have the respective meanings set out below, words importing the singular number shall include the plural and vice versa and words importing any gender shall include all genders. Capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the policies of the TSX Venture Exchange and applicable securities laws. In the event of a conflict between a term defined in this Glossary and a term defined in the policies of the TSX Venture Exchange, the definition of the TSX Venture Exchange will govern.

“223”	means 1317223 B.C. Ltd., a corporation existing under the BCBCA.
“223 Board”	means the board of directors of 223 as constituted from time to time.
“223 Board Resolutions”	means the written resolutions of the 223 Board to approve the Amalgamation and the consummation of the Transaction.
“223 Concurrent Financing”	means the non-brokered private placement by 223 of 223 Shares at an issue price of \$0.15 per 223 Share for gross proceeds of \$4,350 or such lesser amount required to reach the TSXV’s listing requirements.
“223 Share Split”	means the split of the 223 Shares on the ratio that results in the post-split 223 Shares outstanding immediately prior to the Effective Time, having an aggregate value of \$1,000,000, based off the subscription price attributable to the Subscription Receipt Financing.
“223 Debt Settlement”	has the meaning ascribed to it under <i>General Development of the Business / Summary of the Transaction – Definitive Agreement</i> .
“223 Debt Share”	has the meaning ascribed to it under <i>General Development of the Business / Summary of the Transaction – Definitive Agreement</i> .
“223 Financial Statements”	means the audited financial statements of 223 for the year ended December 31, 2022 and for the period from July 27, 2021 to December 31, 2021 and interim financial statements for the interim period ended September 30, 2023 available on 223’s SEDAR+ profile at <a href="http://www.sedarplus.ca">www.sedarplus.ca</a> .
“223 Meeting”	means a special meeting of 223 Shareholders to be called to consider and, if thought advisable, authorize, approve and adopt the 223 Resolution.
“223 Post-Split Shares”	means the post-Split common shares in the capital of 223 (prior to completion of the Transaction).
“223 Resolution”	means the special resolution of 223 Shareholders (which may be in writing or obtained during the 223 Meeting) to authorize, approve and adopt the Definitive Agreement and related matters.
“223 Share”	means a fully paid and non-assessable common share in the capital of 223.
“223 Shareholder Resolutions”	means the written special resolutions of the 223 Shareholders to approve the adoption of the Definitive Agreement.
“223 Shareholders”	means the holders of 223 Shares from time to time.
“223 Shareholder Loan”	has the meaning ascribed to it under “ <i>Non-Arm’s Length Transactions</i> ”.
“Amalgamation”	means the amalgamation of 223 and Dryden under section 277 of the BCBCA to form one corporation pursuant to the terms of the Definitive Agreement.
“Applicable Canadian Securities Laws”	means, as the context may require, the applicable securities legislation of each of the provinces and territories of Canada, and the rules, regulations, instruments, orders and policies published and/or promulgated thereunder, as such may be amended from time to time prior to the Effective Date.

<b>“Applicable Laws”</b>	means, in the context that refers to one or more Persons, any domestic or foreign, federal, state, provincial or local law (statutory, common or otherwise), constitution, treaty, convention, ordinance, code, rule, regulation, order, injunction, judgment, decree, ruling or other similar requirement enacted, adopted, promulgated or applied by a Governmental Authority, and any terms and conditions of any grant of approval, permission, authority or license of any Governmental Authority, that is binding upon or applicable to such Person or Persons or its or their business, undertaking, property or securities and emanate from a Person having jurisdiction over the Person or Persons or its or their business, undertaking, property or securities.
<b>“Associate”</b>	<p>when used to indicate a relationship with a Person, means:</p> <ul style="list-style-type: none"> <li>(a) an issuer of which the Person 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,</li> <li>(b) any partner of the Person,</li> <li>(c) any trust or estate in which the Person has a substantially beneficial interest or in respect of which a Person serves as trustee or in a similar capacity,</li> <li>(d) in the case of a Person, who is an individual: <ul style="list-style-type: none"> <li>(i) that Person’s spouse or child, or</li> <li>(ii) any relative of the Person or his spouse who has the same residence as that Person;</li> </ul> </li> </ul> <p>but</p> <ul style="list-style-type: none"> <li>(e) where the TSXV determines 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.</li> </ul>
<b>“Audit Committee”</b>	means the audit committee of the Resulting Issuer, as defined by NI 52-110.
<b>“BCBCA”</b>	means the <i>Business Corporations Act</i> (British Columbia).
<b>“BCMC”</b>	has the meaning ascribed to it under “ <i>General Development of the Business /Description of the Business.</i> ”
<b>“CEO”</b>	means chief executive officer.
<b>“CFO”</b>	means chief financial officer.
<b>“Change of Control”</b>	<p>includes situations where after giving effect to the contemplated transaction and as a result of such transaction:</p> <ul style="list-style-type: none"> <li>(a) <i>any one Person holds a sufficient number of the voting shares of the Issuer or Resulting Issuer to affect materially the control of the Issuer or Resulting Issuer, or</i></li> <li>(b) <i>any combination of Persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding hold in total a sufficient number of the voting shares of the Issuer or Resulting Issuer to affect materially the control of the Issuer or Resulting Issuer;</i></li> </ul> <p>where such Person or combination of Persons did not previously hold a sufficient number of voting shares to affect materially the control of the Issuer or Resulting</p>

Issuer. In the absence of evidence to the contrary, any Person or combination of Persons acting in concert by virtue of an agreement, arrangement, commitment or understanding, hold more than 20% of the voting shares of the Issuer or Resulting Issuer is deemed to materially affect the control of the Issuer or Resulting Issuer.

<b>“Company”</b>	unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.
<b>“Split Ratio”</b>	has the meaning ascribed to it under “ <i>Summary of Filing Statement – Split.</i> ”
<b>“Control Person”</b>	means any Person that holds or is one of a combination of Persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting 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.
<b>“DC&amp;P”</b>	has the meaning ascribed to it under “ <i>Part IV: Risk Factors – Internal Controls.</i> ”
<b>“Definitive Agreement”</b>	means the amended and restated amalgamation agreement entered into between 223 and Dryden on November 28, 2023.
<b>“Dissenting Shareholder”</b>	means a registered holder of Dryden Shares or 223 Shares, as applicable, who has validly exercised its dissent rights in respect of the Amalgamation and transactions related thereto under the applicable provisions of the BCBCA.
<b>“Dryden”</b>	means Dryden Gold Corp., a corporation existing under the BCBCA.
<b>“Dryden Board”</b>	means the board of directors of Dryden, as constituted from time to time.
<b>“Dryden Convertible Securities”</b>	means, collectively, the Dryden Warrants, the Dryden Unit Warrants Dryden Finder’s Warrants.
<b>“Dryden Financial Statements”</b>	means the: (i) audited annual financial statements of Dryden for the years ended December 31, 2021, and 2022; and (ii) financial statements of Dryden for the interim period ended September 30, 2023, including the notes thereto and management discussion and analysis in respect thereof, which are attached to this Filing Statement as Appendix “B”.
<b>“Dryden Finder’s Warrants”</b>	means share purchase warrants to be issued as compensation to certain eligible arm’s length parties in connection with the Subscription Receipt Financing, with each Finder’s Warrant exercisable to acquire one Dryden Share at a price of \$0.30 for a period of two years from the date of issuance.
<b>“Dryden Meeting”</b>	means the meeting of Dryden Shareholders held at on December 12, 2023 at 10:30 a.m. (PST) at which, among other things, the Dryden Resolution was approved.
<b>“Dryden Option Plan”</b>	means Dryden’s 10% rolling incentive stock option plan dated April 4, 2023.
<b>“Dryden Options”</b>	means options to acquire Dryden Shares.
<b>“Dryden Option Holder”</b>	means a holder from time to time of Dryden Options.
<b>“Dryden Properties”</b>	collectively, the Manitou Claims, the Tremblay Claims and the Gold Cliff Property.
<b>“Dryden Property Option”</b>	means the option held by Dryden to acquire a 100% interest in all rights and interest of each of the Dryden Properties.
<b>“Dryden Resolution”</b>	means the special resolution of Dryden Shareholders (which may be in writing or obtained during the Dryden Meeting) to authorize, approve and adopt the Amalgamation and related matters.
<b>“Dryden Shareholders”</b>	means a holder from time to time of Dryden Shares.
<b>“Dryden Shares”</b>	means the fully paid and non-assessable common shares in the capital of Dryden.

<b>“Dryden Stock Options”</b>	means incentive stock options issued on October 21, 2023 under the Dryden Option Plan, exercisable to acquire an aggregate of 3,100,000 Dryden Shares at a price of \$0.15 per Dryden Share for a period of five years from the date of issuance, and vest 20% on the date of grant and 20% every six months thereafter for a total vesting period of two years.
<b>“Dryden Units”</b>	means units comprised of one Dryden Share and one Dryden Unit Warrant, to be issued on conversion of the Subscription Receipts.
<b>“Dryden Unit Warrant”</b>	means a share purchase warrant in the capital of Dryden, entitling the holder thereof to acquire one Dryden Share at a price of \$0.30 per share for a period of two years from the date of issuance.
<b>“Dryden Warrants”</b>	means share purchase warrants exercisable to acquire an aggregate of 3,475,000 Dryden Shares at a price of \$0.15 per Dryden Share comprised to warrants to acquire an aggregate of 1,900,000 Dryden Shares which are exercisable until December 30, 2024, and warrants to acquire an aggregate of 1,575,000 Dryden Shares which are exercisable until April 1, 2025.
<b>“Effective Time”</b>	means the effective time of the Amalgamation as set forth in the Certificate of Amalgamation issued to Resulting Issuer.
<b>“Escrow Deadline”</b>	means December 27, 2023.
<b>“Escrow Funds”</b>	means \$3,678,700 from the proceeds of the Subscription Receipt Financing that are held in escrow pursuant to the Subscription Receipt subscription agreements.
<b>“Escrow Release Conditions”</b>	means all of the following: <ul style="list-style-type: none"> <li>(a) all conditions to the Exchange’s conditional approval of the Listing (other than the release of the Escrowed Funds and completion of the Amalgamation) shall have been satisfied or waived;</li> <li>(b) all conditions precedent to closing of the Transaction (other than the release of the Escrowed Funds and completion of the Amalgamation) shall have been satisfied or waived; and</li> <li>(c) Dryden having delivered a written direction to the Escrow Agent, executed by a director or senior officer of Dryden, certifying that the conditions in sections (i) and (ii) above have been met or waived, provided that any waiver shall not adversely prejudice any rights or entitlements of the Subscriber.</li> </ul>
<b>“Filing Statement”</b>	means this TSXV Form 3D2 – Filing Statement.
<b>“Final Exchange Bulletin”</b>	means the bulletin issued by the Exchange following closing of the Transaction and the submission of all Post-Approval Documents which evidences the final Exchange acceptance of the Transaction.
<b>“FT Share”</b>	means flow-through shares issued pursuant to the FT Unit Financing, at a price of \$0.205 per flow-through share, each of which qualifies as a “flow-through share” as defined in subsection 66(15) of the Tax Act.
<b>“FT Unit”</b>	means an “FT Unit” issued under the FT Unit Financing, with each “FT Unit” consisting of one FT Share and one FT Warrant.
<b>“FT Unit Financing”</b>	means a non-brokered private placement financing of FT Units at a price of \$0.205 per FT Unit, for aggregate gross proceeds of \$1,400,000.
<b>“FT Warrant”</b>	means a common share purchase warrant to acquire one FT Warrant Share for a period of 24 months after the closing of the FT Unit Financing at a price of \$0.30 per FT Warrant Share.

<b>“FT Warrant Share”</b>	means flow-through shares issued upon exercise of an FT Warrant, at a price of \$0.30 per flow-through share, each of which qualifies as a “flow-through share” as defined in subsection 66(15) of the Tax Act.
<b>“Geological Report”</b>	means the geological report dated effective September 6, 2023, prepared by Calvin Church, P. Geo. For 223 and Dryden, in accordance with the applicable provisions of NI 43-101.
<b>“Gold Cliff Property”</b>	has the meaning ascribed to it under “ <i>General Development of the Business /Description of the Business</i> ”.
<b>“Governance and Nominating Committee”</b>	has the meaning ascribed to it under “ <i>Item 28: Corporate Governance – Nomination of Directors</i> ”.
<b>“Governmental Authority”</b>	means any federal, state, provincial, and municipal government, regulatory authority, governmental department, ministry, agency, commission, bureau, official, minister, crown corporation, court, board, tribunal, stock exchange, dispute settlement panel or body or other law, rule or regulation making entity having jurisdiction.
<b>“IFRS”</b>	means the International Financial Reporting Standards.
<b>“Insider”</b>	if used in relation to an issuer, means: <ul style="list-style-type: none"> <li>(a) a director or senior officer of the issuer;</li> <li>(b) a director or senior officer of Dryden that is an insider or subsidiary of the issuer;</li> <li>(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</li> <li>(d) the issuer itself if it holds any of its own securities.</li> </ul>
<b>“Letter of Intent”</b>	has the meaning ascribed to it under “ <i>Summary of Filing Statement – The Transaction – Description of the Transaction.</i> ”
<b>“Listing”</b>	means the listing of the Resulting Issuer Shares on Tier 2 of the Exchange.
<b>“Manitou”</b>	has the meaning ascribed to it under “ <i>General Development of the Business /Description of the Business.</i> ”
<b>“Manitou Claims”</b>	has the meaning ascribed to it under “ <i>General Development of the Business /Description of the Business.</i> ”
<b>“MLO”</b>	has the meaning ascribed to it under “ <i>General Development of the Business /Description of the Business.</i> ”
<b>“M&amp;A Advisory Agreement”</b>	means an amended and restated non-exclusive mergers and acquisitions advisory agreement between Dryden and Medalist Capital Ltd. dated December 4, 2023;
<b>“Manitou Option Agreement”</b>	means the option agreement between Dryden and Manitou Gold Inc. a wholly-owned subsidiary of Alamos Gold Inc., dated April 20, 2022, as amended on May 17, 2022, January 19, 2023, and November 21, 2023, pursuant to which Dryden holds an option to acquire a 100% interest in the Manitou Claims.
<b>“MDdz”</b>	has the meaning ascribed to it under “ <i>General Development of the Business /Description of the Business.</i> ”
<b>“Named Executive Officer” or “NEO”</b>	has the meaning ascribed to it under “ <i>Item 29: Executive Compensation.</i> ”
<b>“NI 43-101”</b>	means National Instrument 43-101 – Standard of Disclosure for Mineral Projects.
<b>“NI 52-109”</b>	means National Instrument 52-109 – Certification of Disclosure in Issuers’ Annual and Interim Filings.

<b>“NI 52-110”</b>	means National Instrument 52-110 – Audit Committees.
<b>“NI 58-101”</b>	means National Instrument 58-101 – Disclosure of Corporate Governance Practices.
<b>“Non-Arm’s Length Party”</b>	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.
<b>“NP 58-201”</b>	means National Policy 58-201 – Corporate Governance Guidelines.
<b>“NSR”</b>	has the meaning ascribed to it under <i>“General Development of the Business /Description of the Business.”</i>
<b>“Permitted Encumbrances”</b>	includes: (i) the exceptions and reservations contained in the original grant of the mineral rights comprising the Dryden Properties or contained in any other grant or disposition from the relevant Governmental Authority; (ii) bona fide easements, rights of way, servitudes or other similar surface rights granted in the ordinary course of business that, if not required to be granted under Applicable Law, have been disclosed, do not materially impair the use of any of the Dryden Properties for the purposes for which it is held which purposes include the exploration for minerals and the development of a mining project within the Dryden Properties, and are currently of record in the recording district where the Dryden Properties are located, including rights of way and servitudes for highways, railways, sewers, drains, gas and oil pipelines, gas and water mains, electric light, power, telephone or cable television conduits, poles, wires or cables; (iii) rights in the Dryden Properties which are reserved to or vested in any Governmental Authority by Applicable Law; (iv) any mineral royalty due to any Governmental Authority; liens granted in the ordinary course of business to a public utility, municipality or Governmental Authority with respect to operations pertaining to any part of the Dryden Properties; (v) liens for taxes, charges, rates, duties, levies and assessments which relate to obligations not at the time due or delinquent, or which are being contested in good faith; (vi) builder’s, mechanic’s, materialmen’s and similar liens in respect of services rendered or goods supplied and undetermined or inchoate liens and charges incidental to current construction or current operation or which relate to obligations not at the time due or delinquent, or which are being contested in good faith; (vii) deposits to secure the performance of bids, trade contracts, leases, surety and appeal bonds, performance bonds and other obligations of a like nature, in each case in the ordinary course of business; (viii) any defect or irregularity in title to any part of the Dryden Properties, which defect or irregularity is of a minor nature and in the aggregate with all other defects and irregularities in the title of such Property does not materially impair the use of the Property for the purposes for which it is held which purposes include the exploration for minerals and the development of a mining project within the Dryden Properties; and (ix) those specific existing royalties and payment obligations disclosed herein.
<b>“Person”</b>	includes a Company or individual.
<b>“Project”</b>	has the meaning ascribed to it under <i>“General Development of the Business /Description of the Business.”</i>
<b>“Policies”</b>	has the meaning ascribed to it under <i>“Item 28: Corporate Governance.”</i>
<b>“Post-Approval Documents”</b>	mean the documents prescribed as such in Policy 5.2 – <i>Changes of Business and Reverse Takeovers.</i>
<b>“Purchase Price”</b>	has the meaning ascribed to it under <i>“Summary of Filing Statement – The Transaction – Summary of the Transaction – Definitive Agreement.”</i>

<b>“Qualifying Property” or “Dryden Property”</b>	means, collectively the Manitou Property and the Tremblay Property.
<b>“Resulting Issuer”</b>	means the amalgamated corporation formed upon the Amalgamation of 233 BC and Dryden pursuant to the Definitive Agreement.
<b>“Resulting Issuer Board”</b>	means the board of directors of the Resulting Issuer as the same is constituted from time to time, following the completion of the Transaction.
<b>“Resulting Issuer Common Shares”</b>	means the common shares in the capital of the Resulting Issuer, post-Transaction.
<b>“Resulting Issuer Convertible Securities”</b>	means, collectively the Resulting Issuer Warrants and the Resulting Issuer Unit Warrants; share purchase warrants exercisable to acquire an aggregate of 1,575,000 Resulting Issuer Shares at a price of \$0.15 per Resulting Issuer Share until April 1, 2025.
<b>“Resulting Issuer Escrow Agreement”</b>	means the escrow agreement in the form of the Exchange’s Form 5D to be entered into by and among the Escrow Agent, the Resulting Issuer and certain principals of the Resulting Issuer prior to the completion of the Transaction.
<b>“Resulting Issuer Escrow Shares”</b>	means the Resulting Issuer Common Shares to be held in escrow by the Escrow Agent pursuant to the Resulting Issuer Escrow Agreement.
<b>“Resulting Issuer Finder’s Warrants”</b>	means share purchase warrants entitling the holder to acquire one Resulting Issuer Share at a price of \$0.30 for a period of two years from the date of the Resulting Issuer Finder’s Warrants; which are to be issued in exchange for the Dryden Finder’s Warrants on a one-for-one basis pursuant to the Amalgamation.
<b>“Resulting Issuer Fully Diluted Shares”</b>	means the Resulting Issuer Shares on a fully diluted basis in the amount of 147,969,436 Resulting Issuer Shares comprised of: 44,355,893 Dryden Shares currently issued and outstanding; 49,049,330 Resulting Issuer Shares to be issued on conversion of the Subscription Receipts and exercise of warrants underlying the Subscription Receipts; 13,658,536 Resulting Issuer Shares to be issued as a result of the FT Unit Financing and exercise of the warrants underlying the FT Units; 13,333,320 Resulting Issuer Shares to be issued to 223 Shareholders pursuant to the Transaction and the exercise of the warrants issued to 223 Shareholders; 439,553 Dryden Shares to be issued for the 223 Debt Settlement; 20,000,000 Resulting Issuer Shares that are expected to be issued in connection with the payment due on or before December 31, 2023 pursuant to the Manitou Option Agreement; 3,100,000 Resulting Issuer Options; 29,000 Resulting Issuer Shares as a result of the 223 Financing; 508,800 Finder’s Warrants and 3,475,000 Resulting Issuer Warrants.
<b>“Resulting Issuer Shares”</b>	means the common shares in the capital of the Resulting Issuer.
<b>“Resulting Issuer Stock Option Plan”</b>	mean’s the 10% rolling incentive stock option plan of the Resulting Issuer as of the Effective Date.
<b>“Resulting Issuer Stock Options”</b>	means incentive stock options to be issued under the Resulting Issuer Stock Option Plan, exercisable to acquire an aggregate of 3,100,000 Resulting Issuer Shares at a price of \$0.15 per Resulting Issuer Share for a period of five years from the date of issuance of the Dryden Stock Options, and vest 20% on the date of grant and 20% every six months thereafter for a total vesting period of two years.
<b>“Resulting Issuer Unit Warrants”</b>	means share purchases warrant in the capital of the Resulting Issuer, entitling the holder thereof to acquire one Resulting Issuer Share at a price of \$0.30 per share for a period of two years from the date of issuance of the Dryden Unit Warrants, to be issued in exchange for the Dryden Unit Warrants on a one-for-one basis pursuant to the Amalgamation.

<b>“Resulting Issuer Warrants”</b>	means share purchase warrants exercisable to acquire an aggregate of 1,575,000 Resulting Issuer Shares at a price of \$0.15 per Resulting Issuer Share until April 1, 2025, to be issued in exchange for the Dryden Warrants on a one-for-one basis pursuant to the Amalgamation, and to be issued, together with Resulting Issuer Shares in exchange for 223 Shares pursuant to the Amalgamation.
<b>“Reverse Takeover”</b>	means a transaction or series of transactions, involving an acquisition by the issuer or of the issuer, and a securities issuance by an issuer that results in: <ul style="list-style-type: none"> <li>(a) new shareholders holding more than 50% of the outstanding voting securities of the issuer, and</li> <li>(b) a Change of Control of the issuer. The Exchange may deem a transaction to have resulted in a Change of Control by aggregating the shares of a vendor group and/or incoming management group,</li> </ul> but does not include any transaction or series of transactions whereby the newly issued securities are to be issued to shareholders of an issuer listed on TSX or another senior exchange under a formal takeover bid made pursuant to Securities Laws. A transaction or series of transactions may include an acquisition of a business or assets, an amalgamation, arrangement or other reorganization. Any securities issued pursuant to a private placement effected concurrently, contingent upon, or otherwise linked to a transaction or series of transactions, may be used in order to determine whether a transaction or series of transactions satisfies (a) and/or (b), above.
<b>“SCMC”</b>	has the meaning ascribed to it under “ <i>General Development of the Business /Description of the Business.</i> ”
<b>“SEDAR+”</b>	means the System for Electronic Document Analysis and Retrieval accessible at <a href="http://www.sedarplus.ca">www.sedarplus.ca</a> .
<b>“Seed Shares”</b>	means certain 223 Shares and Dryden Shares or other securities of 223 or Dryden that were issued to Persons which are subject to the SSRRs.
<b>“Sponsor”</b>	has the meaning specified in Exchange Policy 2.2 – <i>Sponsorship and Sponsorship Requirements</i> .
<b>“SSRRs”</b>	means the seed share resale restrictions pursuant to section 10 of Exchange Policy 5.4.
<b>“Subscription Receipt Financing Closing Date”</b>	means December 13, 2023.
<b>“Subscription Receipt Escrow Agent”</b>	means Farris LLP, as escrow agent for the Subscription Receipts issued pursuant to the Subscription Receipt Financing.
<b>“Subscription Receipt Financing”</b>	means the non-brokered private placement of Subscription Receipts at a price of \$0.15 per Subscription Receipt for gross proceeds of \$3,678,700, that closed on December 13, 2023. Subject to the satisfaction or waiver of the Escrow Conditions, each Subscription Receipt automatically convert into one Dryden Unit prior to the completion of the Amalgamation.
<b>“Subscription Receipts”</b>	means subscription receipts of Dryden issued pursuant to the Subscription Receipt Financing which will automatically convert into Dryden Units immediately prior to the Effective Time in accordance with their terms on the basis of one Dryden Unit for each outstanding Subscription Receipt.
<b>“Transaction”</b>	includes the Listing, the Subscription Receipt Financing and the Amalgamation on the terms set forth in the Definitive Agreement.

“Tremblay”	has the meaning ascribed to it under “ <i>General Development of the Business /Description of the Business.</i> ”
“Tremblay Claims”	has the meaning ascribed to it under “ <i>General Development of the Business /Description of the Business.</i> ”
“Tremblay Execution Date”	has the meaning ascribed to it under “ <i>General Development of the Business /Description of the Business.</i> ”
“Tremblay Option Agreement”	means the option agreement among Dryden, Michael Tremblay and 2625286 Ontario Inc., dated February 8, 2022, as amended February 16, 2022, pursuant to which Dryden holds an option to acquire a 100% interest in the Manitou Claims.
“Triple Flag”	has the meaning ascribed to it under “ <i>General Development of the Business /Description of the Business.</i> ”
“TSXV” or the “Exchange”	means the TSX Venture Exchange.
“TSXV Listing”	means the listing on the TSXV of the Resulting Issuer Common Shares.

## NOTICE TO READER

### Financial Information

Unless otherwise indicated, all financial information referred to in this Filing Statement was prepared in accordance with IFRS.

### Cautionary Note Regarding Forward-Looking Information

This Filing Statement contains certain forward-looking statements within the meaning of Canadian securities laws. These statements relate to future events or future performance and reflect management’s expectations regarding the growth, results of operations, performance and business prospects and opportunities of 223, Dryden and the Resulting Issuer.

All statements other than statements of historical fact are forward-looking statements. Such forward-looking statements reflect management’s current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as “may”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “potential”, “continue”, “target” or the negative of these terms or other comparable terminology. These statements are only predictions. In addition, this Filing Statement may contain forward-looking statements attributed to third party industry sources.

Forward-looking statements include, but are not limited to, statements with respect to: the terms and conditions of the proposed transactions; future development plans; and the business and operations of each of 223, Dryden and the Resulting Issuer after the proposed transactions. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: satisfaction or waiver of all applicable conditions to the completion of the Transaction (including receipt of all necessary shareholder, stock exchange and regulatory approvals or consents, and the absence of material changes with respect to the parties and their respective businesses) the synergies expected from the Transaction not being realized; business integration risks; fluctuations in general macroeconomic conditions; fluctuations in securities markets; change in national and local government, legislation, taxation, controls, regulations and political or economic developments; the inability to obtain adequate insurance to cover risks and hazards; risks related to outbreaks or threats of outbreaks of viruses, other infectious diseases or other similar health threats, such as the novel coronavirus outbreak; employee relations; availability of and increasing costs associated with supplies and labour; the speculative nature of the technology industry; expectations regarding entering into of material contracts; expectations regarding escrow restrictions imposed on the Resulting Issuer’s securities; expectations regarding principal security holders of the Resulting Issuer

and the identity and shareholdings thereof; expectations regarding compensation of directors, officers and employees of the Resulting Issuer; expectations regarding corporate governance and committees of the board of the Resulting Issuer; and expectations regarding reliance on a waiver from the sponsorship requirements of the TSXV.

In addition, the forward-looking statements herein are based on certain assumptions and involve risks related to the consummation or non-consummation of the Transaction and the respective businesses and operations of 223, Dryden and the Resulting Issuer. Forward-looking statements contained herein are based on certain assumptions, including that 223 will affect the Split, and the 223 Shareholder Resolutions, that all other conditions to the Transaction will be satisfied or waived and that the Transaction will be completed. Other assumptions include, but are not limited to, interest and exchange rates; competitive conditions in the mining industry; synergies, if any, created by the formation of the Resulting Issuer; financing and funding requirements; general economic, political and market conditions; and changes in laws, rules and regulations applicable to 223, Dryden or the Resulting Issuer.

These forward-looking statements are based on the beliefs of the management of each of 223 and Dryden as well as on assumptions which management believes to be reasonable, based on information currently available at the time such statements were made. However, there can be no assurance that forward-looking statements will prove to be accurate. Such assumptions and beliefs include, among other things: the ability of each of 223 and Dryden to realize the benefits of the Transaction; the discretion of management of each of 223 and Dryden and the board of the Resulting Issuer to use the total available funds upon listing on the TSXV other than as disclosed herein; the ability of the Resulting Issuer to execute its business plan successfully or as disclosed herein, such that the future growth, results of operations, performance and business prospects and opportunities of the Resulting Issuer will be as anticipated; the ability of the Resulting Issuer to maintain existing strategic partnerships and attract new partners; the ability of the Resulting Issuer to obtain financing on acceptable terms; and the ability of the Resulting Issuer to retain skilled management and employees.

This list is not exhaustive of the factors that may affect any of the forward-looking statements regarding each of 223, Dryden and the Resulting Issuer. Forward-looking statements are statements about the future and are inherently uncertain. Actual events or results could differ materially from those projected in the forward-looking statements including as a result of the matters set out in this Filing Statement generally and certain economic and business factors, some of which may be beyond the control of each of 223, Dryden and the Resulting Issuer. Some of the important risks and uncertainties that could affect forward-looking statements are described under the heading "*Part IV: Risk Factors*". 223, Dryden and the Resulting Issuer do not intend, and do not assume any obligation, to update any of the forward-looking statements after the date of this Filing Statement so as to conform such statements to actual results or to changes in the expectations of the Resulting Issuer, other than as required by applicable securities law.

For all these reasons, readers should not place undue reliance on the forward-looking statements contained herein, as the Resulting Issuer's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect Resulting Issuer's business, or if Resulting Issuer's estimates or assumptions prove inaccurate. The forward-looking statements contained in this Filing Statement are expressly qualified by this cautionary statement.

## SUMMARY OF FILING STATEMENT

*The following is a summary of information relating to the parties and should be read together with the more detailed information and financial data and statements contained elsewhere in this filing statement.*

### 223

223 was incorporated on July 27, 2021 under the BCBCA. 223 was previously a wholly-owned subsidiary of 1289625 B.C. Ltd. (“**625 BC**”) until December 17, 2021 at which point a plan of arrangement was completed. On December 17, 2021, 625 BC completed the plan of arrangement whereby 625 BC spun off each of its subsidiaries including 223 (the “**Spin-Out**”). Pursuant to the Spin-Out, each 625 BC shareholder received 100,000 common shares of 223 in exchange for each existing common share of 625 BC.

Upon completion of the Spin-Out, 223 became a standalone “reporting issuer” (within the meaning of applicable securities legislation) in the Provinces of British Columbia and Alberta, engaged in the identification and evaluation of potential acquisitions. Its head office and registered office is located at Suite 3400, 22 Adelaide Street West, Toronto, ON M5H 4E3.

223 was incorporated for the sole purpose of participating in a Reverse Takeover or similar transaction and currently does not carry on any business other than in furtherance of the Transaction and related matters.

See “*Item 1: Corporation Structure*” and “*Item 2: General Development of the Business*”.

### Dryden

Dryden was incorporated on November 19, 2021 under the BCBCA under the name “1334035 B.C. Ltd.”. On January 31, 2022, Dryden changed its name to “Dryden Gold Corp.”. Dryden’s head office is located at 525 East 17<sup>th</sup> Street, North Vancouver, British Columbia, V7L 2W4 and its registered office is located at 25th floor, 700 West Georgia St., Vancouver, British Columbia, V7Y 1B3.

Dryden is an exploration and development stage natural resource company engaged in the evaluation, acquisition, exploration and development of natural resource projects. Dryden is currently focused on gold projects near Dryden, Ontario, Canada.

See “*Item 13: General Development/Description of the Business*”.

### The Transaction

The following section contains a summary of the Transaction. This summary of certain provisions of the Definitive Agreement below and in this Filing Statement is not comprehensive and is qualified in its entirety by the terms of the Definitive Agreement which is available under 223’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). This summary may not contain all of the information about the Definitive Agreement that is important to shareholders. All such shareholders are encouraged to read the Definitive Agreement carefully and in its entirety.

#### Description of the Transaction

During the month of March, 2023, representatives of Dryden entered into discussions with representatives of 223 to explore the possibility of combining the business of 223 and Dryden through a Reverse Takeover transaction. On May 9, 2023, 223 and Dryden entered into a letter of intent (the “**Letter of Intent**”), to set out the basis upon which the parties would continue discussions in connection with a proposed Reverse Takeover of 223 by Dryden. During the months of May to October, 2023, the parties conducted customary due diligence investigations of each other and negotiated the terms and conditions of the Definitive Agreement and certain other matters ancillary to the Transaction.

On October 30, 2023, 223 and Dryden entered into the Definitive Agreement which superseded and replaced the Letter of Intent and described the principal terms and conditions of the Transaction, and publicly announced their agreement to complete the Transaction. Pursuant to the Definitive Agreement, the Transaction will proceed, amongst other steps, by way of an amalgamation of 223 and Dryden under section 277 of the BCBCA to form one corporation.

Below is a summary of all the securities to be issued or issuable in connection with the Transaction.

<b>Aggregate Number of Securities to be Issued</b>		
<b>Security</b>	<b>Deemed Issue Price or Exercise Price</b>	
Dryden Shares currently issued and outstanding	-	44,355,893
		<b>44,355,893</b>
<u>Transaction Share Issuances</u>		
Dryden Shares issued on conversion of Subscription Receipts	\$0.15	24,524,665
223 Concurrent Financing shares	\$0.15	29,000
FT Unit Financing shares	\$0.205	6,829,270
223 Post-Split shares	\$0.15	6,666,660
223 Debt Settlement shares	\$0.158045	439,553
		<b>82,845,041</b>
<u>Manitou Share Payment</u>		
Manitou Shares	\$0.05 <sup>(1)</sup>	20,000,000
		<b>102,845,041</b>
<u>Transaction Convertible Securities</u>		
Dryden Unit Warrants issued on conversion of Subscription Receipts	\$0.30	24,524,665
FT Unit Finance Warrant Shares	\$0.30	6,829,270
Resulting Issuer Warrants issuable to former 223 Post-Split shareholders under the Amalgamation	\$0.30	6,666,660
Resulting Issuer Options	\$0.15	3,100,000
Dryden Finders Warrants	\$0.30	528,800
Dryden Warrants	\$0.30	3,475,000
		<b>45,124,395</b>
		<b>147,969,436</b>
<u>Stock Option Plan</u>		
Stock Option Plan (excluding 3,100,000 Resulting Issuer Options noted above)	-	5,184,504
		<b>5,184,504</b>
		<b>153,153,940</b>

Notes:

(1) Assumes minimum issue price.

### **Concurrent Financings**

In connection with the Transaction, Dryden completed a concurrent non-brokered private placement of 24,524,665 of Subscription Receipts at a price of CAD\$0.15 per Subscription Receipt for aggregate gross proceeds of CAD\$3,678,700. The Subscription Receipts will be governed by the terms of the Subscription Receipt certificates.

Each Subscription Receipt will be convertible into one Dryden Share and one Dryden Unit Warrant on a one for one basis without further payment from or action on the part of the holder upon the satisfaction of certain escrow release conditions, including, among other things, the Escrow Release Conditions.

Proceeds of the Subscription Receipt Financing will be held in escrow pending satisfaction of the Escrow Release Conditions. If the Escrow Release Conditions are satisfied on or before the Escrow Deadline, the net proceeds from the sale of the Subscription Receipts will be released from escrow to the Resulting Issuer and each Subscription

Receipt will be converted into one Dryden Unit. If the Transaction is not completed on or before the Escrow Deadline or is terminated at an earlier time, then the escrowed proceeds for the Subscription Receipts will be returned to subscribers on a pro rata basis.

In addition to the Subscription Receipt Financing, Dryden also completed the FT Unit Financing of 6,829,270 FT Units at a price of CAD\$0.205 per FT Unit for aggregate gross proceeds of CAD\$1,400,000.

In connection with the Subscription Receipt Financing and FT Unit Financing, Dryden agreed to pay certain Dryden Finder's Warrants equal to 6.0% of the aggregate gross proceeds derived from the subscribers of: (i) Subscription Receipts participating in the Subscription Receipt Financing, and (ii) FT Units participating in the FT Unit Financing, introduced by such Finders. As additional consideration, Dryden intends to pay cash finders fees up to six percent of the proceeds raised under the Subscription Receipt Financing and FT Unit Financing. Each Dryden Finder's Warrant is exercisable to acquire one Dryden Share at a price of \$0.30 for a period of two years from the date of issuance.

### **Summary of the Transaction – Definitive Agreement**

Pursuant to the terms and conditions set forth in the Definitive Agreement, 223 and Dryden propose to complete the following transaction steps:

- (a) Immediately prior to the Effective Time:
  - i. 223 will complete the 223 Share Split;
  - ii. 223 shall complete the 223 Concurrent Financing;
  - iii. 223 shall enter into a transaction with the creditor of the 223 Shareholder Loan for the 223 Debt Settlement in consideration for the issuance of an aggregate of 439,553 223 Debt Shares at a deemed price of approximately \$0.158045 per 223 Debt Share;
  - iv. 223 will cause the current directors and officers of 223 to resign;
  - v. 223 shall enter into full mutual releases with all former directors and officers of 223;
  - vi. the Subscription Receipts shall be automatically converted into Dryden Units;
- (b) At the Effective Time:
  - i. each holder of Dryden Shares will receive one Resulting Issuer Share in exchange for each Dryden Share held by such holder and the Dryden Shares will be cancelled by the Resulting Issuer;
  - ii. each holder of Dryden Convertible Securities will receive one Resulting Issuer Convertible Security in exchange for each Dryden Convertible Security held by such holder and the Dryden Convertible Securities will be cancelled by the Resulting Issuer;
  - iii. each holder of Dryden Stock Options will receive one Resulting Issuer Stock Option in exchange for each Dryden Stock Option held by such holder and the Dryden Stock Options will be cancelled by the Resulting Issuer;
  - iv. each holder of Post-Split 223 Shares will receive one Resulting Issuer Share and one Resulting Issuer Warrant in exchange for each Post-Split 223 Share held by such holder and the 223 Shares will be cancelled by the Resulting Issuer;
  - v. each Post Split 223 Share and each Dryden Share outstanding held by a Dissenting Shareholder (the "**Dissenting Shares**") will become entitled to be paid the fair value of such share and the Dissenting Shares will be cancelled by the Resulting Issuer;
  - vi. the Resulting Issuer Stock Option Plan shall become effective;
  - vii. the Escrowed Funds will be released from escrow and remitted to the Resulting Issuer, subject to the terms of the Subscription Receipt certificates;
  - viii. the Resulting Issuer will be named "Dryden Gold Corp.", or such other name as determined by Dryden;

- ix. the Resulting Issuer Board being reconstituted to include: Clarence Wasser, Scott Kelly, Jason Jessup and Christina McCarthy (the “**Board Reconstitution**”).

The Transaction is intended to be completed immediately prior to the TSXV Listing and will result in the Reverse Takeover of 223 by the Dryden Shareholders. Completion of the Transaction is subject to compliance with the terms and conditions set forth in the Definitive Agreement, which are discussed further below under the heading “*Summary of Filing Statement – The Transaction – Conditions to the Transaction*”. If the terms and conditions of the Definitive Agreement are satisfied (or waived, as applicable), it is expected that the Transaction will be completed and become effective on or about January 5, 2023 or such other date as may be determined by the parties thereto. However, the effective date of the Transaction could be delayed for a number of reasons. See “*Part IV: Risk Factors*”.

The Resulting Issuer will have no subsidiaries.

The terms of the Transaction, as set out in the Definitive Agreement and summarized in this Filing Statement, were established through arm’s length negotiations between the respective management of 223 and Dryden.

Since the execution of the Definitive Agreement, each of 223 and Dryden have taken all actions as were within its power to control, and used commercially reasonable efforts to cause other actions to be taken which are not within its power to control, so as to complete the Transaction.

*Conditions to the Transaction*

Completion of the Transaction is subject to compliance with the terms and conditions set forth in the Definitive Agreement, including, but not limited to:

- (c) the Dryden Resolution shall have been passed by a special majority of all the Dryden Shareholders at the Dryden Meeting, as the case may be;
- (d) the 223 Resolution shall have been executed by all of the 223 Shareholders or passed by a special majority of all the 223 Shareholders at the 223 Meeting, as the case may be;
- (e) 223 shall have effected the 223 Share Split on or prior to the Effective Date;
- (f) 223 shall have approved and adopted the Resulting Issuer Stock Option Plan, which such incentive plan shall be approved by the Exchange as an acceptable compensation plan for the Resulting Issuer and shall become the incentive plan of the Resulting Issuer upon closing of the Amalgamation;
- (g) the Amalgamation shall have become effective on or prior to the Outside Date;
- (h) the Manitou Property Option and the Tremblay Property Option and Dryden’s right to acquire a 100% interest in the Manitou Property and the Tremblay Property, subject to Permitted Encumbrances, thereunder shall each be in good standing;
- (i) Dryden shall, subject to Permitted Encumbrances, own all of the rights and interests in and to the Gold Cliff Property;
- (j) the completion of the Subscription Receipt Financing and FT Unit Financing;
- (k) satisfaction or waiver of all Escrow Conditions and conversion of all outstanding Subscription Receipts into underlying Dryden Units;
- (l) the completion of the 223 Debt Settlement;
- (m) 223 and Dryden shall have executed and delivered a copy of the Filing Statement to the Exchange and such Filing Statement and the Proposed Transaction shall have been conditionally accepted by the Exchange subject only to customary conditions of closing;
- (n) the Exchange shall have accepted the Qualifying Property as a Tier 2 Property (as such term is defined in the policies of the Exchange) and Dryden shall have prepared a NI 43-101 compliant Geological Report in respect of the Qualifying Property;

- (o) either the Subscription Receipt Financing or the NI 43-101 compliant Geological Report or other evidence of value acceptable to the Exchange shall satisfy section 4.2 of Exchange policy 5.4 - *Escrow, Vendor Consideration and Resale Restrictions* for the purposes of a valuation of the Resulting Issuer;
- (p) the Dryden Financial Statements shall meet the requirements for listing on the Exchange and as may be required under Applicable Canadian Securities Laws;
- (q) an Exchange escrow agreement (the “**Exchange Escrow Agreement**”) shall be duly executed and delivered by all parties required pursuant to the policies of the Exchange;
- (r) 223 shall not be in default of the requirements of the Exchange or any securities commission and no order shall have been issued and currently in effect preventing the Amalgamation or the trading of any securities of 223;
- (s) all other consents, orders and approvals, including regulatory and third-party approvals and orders, necessary or desirable for the completion of the transactions provided for in this Agreement and the Amalgamation shall have been obtained or received from the Persons, authorities or bodies having jurisdiction in the circumstances;
- (t) the Definitive Agreement shall not have been terminated in accordance with its terms;
- (u) dissent rights shall not have been exercised with respect to the Amalgamation by Dryden Shareholders which in the aggregate represent 5% or more of issued and outstanding Dryden Shares on the execution date of the Dryden Resolution or the record date of the Dryden Meeting, as applicable;
- (v) dissent rights shall not have been exercised with respect to the Amalgamation by 223 Shareholders which in the aggregate represent 5% or more of issued and outstanding 223 Shares on the execution date of the 223 Resolution or the record date of the 223 Meeting, as applicable;
- (w) the availability of prospectus exemptions for the Amalgamation under Applicable Canadian Securities Laws and the availability of registration exemptions for the Amalgamation under applicable securities laws of the United States in respect of any Resulting Issuer Shares to be issued in the United States;
- (x) the Resulting Issuer Shares to be issued to the Dryden Shareholders and 223 Shareholders shall be issued as fully paid and non-assessable common shares in the capital of the Resulting Issuer, free and clear of any and all encumbrances, liens, charges, demands of whatsoever nature, other than pursuant to the Exchange Escrow Agreement, the Lock-up Agreements or any escrow or seed share resale restrictions as applicable pursuant to any relevant Exchange policies or Applicable Canadian Securities Laws and, in respect of any Resulting Issuer Shares to be issued in the United States, pursuant to applicable United States securities laws;
- (y) the Resulting Issuer Convertible Securities to be issued to the holders of Dryden Convertible Securities shall be issued in the capital of the Resulting Issuer, free and clear of any and all encumbrances, liens, charges, demands of whatsoever nature, other than escrow or seed share resale restrictions as applicable pursuant to any relevant Exchange policies or Applicable Canadian Securities Laws and, in respect of any Resulting Issuer Shares to be issued in the United States, pursuant to applicable United States securities laws;
- (z) the Exchange shall have granted an exemption from the sponsorship requirement or a sponsor shall have filed an acceptable sponsor’s report with the Exchange; and
- (aa) there shall not be in force any order or decree restraining or enjoining the consummation of the transactions contemplated by this Agreement and the Amalgamation.

*Representations, Warranties and Covenants*

223 and Dryden agreed to certain representations and warranties relating to, among other things: the incorporation and, if applicable, registration of each party; the power and authority to enter into and perform the obligations under the Definitive Agreement; required approvals, including third party approvals; no conflict; its status with respect to bankruptcy and insolvency; compliance with law; the binding nature and validity of the Definitive Agreement; the capitalization of each party; the absence of litigation; the financial statements of each party; the conduct of their business, including possession of permits; title to assets; the payment of taxes; indebtedness and other liabilities; their material contracts; employees of each party; insurance; and intellectual property.

### *Resulting Issuer*

Upon completion of the Transaction, the Resulting Issuer will be the amalgamated company of 223 and Dryden, and subject to the approval of the TSXV, it is expected that the Resulting Issuer will be listed on the TSXV as a Tier 2 Mining Issuer, operating the business currently conducted by Dryden.

### *Reasons for the Transaction*

The Transaction will provide Dryden with potentially greater access to capital markets in North America and potential for greater trading liquidity and a broader shareholder base consisting of Canadian retail investors as well as global institutions.

### **223 Share Split**

Prior to the completion of the Transaction, 223 will take all necessary steps to give effect and to implement the 223 Share Split. The 223 Share Split ratio is 1.441441297 post-223 Share Split shares for each pre-223 Share Split share.

### **Directors and Officers of the Resulting Issuers**

Concurrently with the completion of the Transaction, 223 will cause all of the then current directors and officers of 223 to resign without payment by or any liability to Dryden or 223, and to cause each such director and officer to execute and deliver a mutual release, in form and substance acceptable to 223 and Dryden, acting reasonably. The Resulting Issuer Board will consist of four directors or such number of directors as designated by Dryden prior to the Effective Time, and be comprised of Clarence Wasser, Scott Kelly, Jason Jessup and Christina McCarthy or such other persons designated by Dryden prior to the Effective Time. The senior management of 223 will be comprised of persons designated by Dryden prior to the Effective Time and is anticipated to include Clarence Wasser, Chief Executive Officer, Scott Kelly, Chief Financial Officer & Corporate Secretary, Maura J. Kolb, President & Head of Exploration, and Anna Hicken Vice President Exploration. See “*Item 26: Directors, Officers and Promoters*”.

### **Interests of any Insider, Promoter or Control Person**

The following is a summary of the interests of Insiders (as such term is defined in the policies of the TSXV) of the Resulting Issuer, and its respective Associates and Affiliates, before and after giving effect to the Transaction, in each case assuming the completion of the 223 Share Split.

<b>Insider, Promoter or Control Person (including Associates and Affiliates)</b>	<b>Proposed Position with Resulting Issuer</b>	<b>Number and Percentage (%) of Dryden Shares prior to the Transaction<sup>(1)</sup></b>	<b>Number and Percentage (%) of the Resulting Issuer Common Shares upon Closing<sup>(2)</sup></b>
<b>Clarence Wasser</b>	Director and Chief Executive Officer	3,330,000 (7.52%)	3,330,000 (2.25%)
<b>Scott Kelly</b>	Chief Financial Officer, Corporate Secretary and Director	2,380,001 (5.37%)	2,380,001 (1.61%)
<b>Maura Kolb</b>	President and Head of Exploration	200,000 (0.45%)	200,000 (0.14%)
<b>Anna Hicken</b>	Vice President Exploration	Nil (0.00%)	Nil (0.00%)
<b>Jason Jessup</b>	Director	580,000 (1.31%)	580,000 (0.39 %)
<b>Christina McCarthy</b>	Director	750,000 (1.69%)	750,000 (0.51%)

#### **Notes:**

- (1) Dryden Shares that will be exchanged for the Resulting Issuer Common Shares on the closing of the Transaction.
- (2) Calculated based on the Resulting Issuer Fully Diluted Shares.

The following is a summary of the number of Resulting Issuer Shares to be held by any Insider, promoter or Control Person and their respective Associates and Affiliates:

<b>Name of Shareholder</b>	<b>If shareholder is not an individual, identity of controlling shareholder(s)</b>	<b>Number of Shares</b>
1784622 Ontario Inc.	Ryan Turk	350,000
Christina McCarthy	-	400,000
Global Exploration and Mining Inc.	Christina McCarthy	350,000
Clarence Wasser	-	3,330,000
Scott Kelly	-	2,000,001
Honu Resources Ltd.	Scott Kelly	380,000
James Maxwell	-	175,000
Jason Jessup	-	300,000
Mine Management Partners Ltd.	Jason Jessup	280,000
Maura Kolb	-	200,000
<b>TOTAL:</b>		<b>7,765,001</b>

See “Item 25: Principal Securityholders”.

**Non-Arm’s  
Length  
Party  
Transaction**

**The Transaction, if completed, is an Arm’s Length Transaction.**

See “Item 17: Non-Arm’s Length Transactions”.

**Approvals  
Necessary  
for the  
Transaction**

Board and Shareholder Approval

223 is required to obtain approval for the 223 Share Split and the adoption of the Resulting Issuer Stock Option Plan, which 223 expects to have approved by its directors, by way of unanimous written consent resolutions.

223 is required to obtain approval for the 223 Resolution, which 223 expects to have approved at the 223 Meeting.

**Dryden Approval**

Dryden is required to obtain approval for the Dryden Resolution, which Dryden expects to have approved at the Dryden Meeting.

**TSX Approval**

The TSXV conditionally approved the Listing of the Resulting Issuer Common Shares, including those Resulting Issuer Common Shares to be issued pursuant to the Transaction to the former Dryden Shareholders. The Listing is subject to the fulfillment of all of the requirements of the TSXV as set out in the TSXV letter of conditional approval dated December 22, 2023.

**Estimated Available Funds and Principal Purposes**

Estimated Available Funds

As at the most recent month end prior to the date hereof, on a *pro forma* basis, the estimated funds available to the Resulting Issuer as a result of the Transaction, after deducting the expenses of the Transaction, and excluding Dryden’s existing cash and cash equivalents, would be as follows:

Funds Available	Amount (\$)
Pro Forma Working Capital as at November 30, 2023	\$415,000 <sup>(1)</sup>
Concurrent Financings (net proceeds)	\$4,999,380 <sup>(2)</sup>
<b>Total Available Funds</b>	<b>\$5,414,380</b>

**Notes:**

- (1) Represents Dryden’s working capital. 223 has a working capital deficit in the amounts of \$70,250, which is being settled pursuant to the 223 Debt Settlement.
- (2) Represents gross proceeds of the Concurrent Financings, less Finders Fees in the amount of \$79,320.

Principal Purposes of Funds

Upon the completion of Transaction, the Resulting Issuer will use the funds available to it to, among other things, continue with its exploration programs and make payments as required to maintain its interest in its properties. The following table summarizes the expenditures anticipated by the Resulting Issuer required to achieve its business objectives during the 12 months following the date hereof:

Principal Purposes of Funds	Amount (\$)
Estimated fees/expenses of the Transaction	\$200,000 <sup>(1)</sup>
Exploration program	\$340,000
- Tremblay Phase 1 Exploration Program (\$200,000)	
- Manitou Phase 1 Exploration Program (\$140,000)	
Property payments	\$1,550,000 <sup>(2)</sup>
G&A for 12 months	\$754,000 <sup>(3)</sup>
Unallocated funds	\$2,570,380
<b>Total Use of Available Funds</b>	<b>\$5,414,380<sup>(1)</sup></b>

**Notes:**

- (1) Represents estimated legal fees for 223.
- (2) Represents the aggregate of: a cash portion of \$500,000 of the payment due on or prior to December 31, 2023 pursuant to the Manitou Option Agreement; half of the payment of \$2,000,000 payable within five days of the second anniversary of the effective date under the Manitou Option Agreement; and half of the \$100,000 payment due on the second anniversary of the effective date under the Tremblay Option Agreement, each such payment being payable 50% in cash and 50% in shares.
- (3) Includes estimated legal fees for Dryden and Exchange filing fees.

The Resulting Issuer intends to spend the funds available to it as stated in the table above. However, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Resulting Issuer to achieve its objectives or to pursue other opportunities that management believes are in the interests of the Resulting Issuer. See “Part IV: Risk Factors – Risks Related to the Operations of the Resulting Issuer – Use of Available Funds” and “Item 24: Available Funds and Principal Purposes”.

**Escrowed Securities and Securities Subject to Restrictions on Transfer**

Pursuant to the policies of the Exchange, 7,240,001 Resulting Issuer Escrow Shares anticipated to be held by principals of the Resulting Issuer are expected to be held in escrow pursuant to the Resulting Issuer Escrow Agreement after giving effect to the Transaction.

The following table sets out the number of Resulting Issuer Shares that will be subject to SSRRs:

Issue Date	Number of Resulting Issuer Shares	Issue Price	Percentage of the Transaction Price	Applicable Hold Period
November 19, 2021	1	\$0.01	6.6%	Tier 2 Value Escrow
December 21, 2021	2,000,000	\$0.02	13.3%	Tier 2 Value Escrow
October 20, 2023	10,528,659 <sup>(1)</sup>	\$0.10	66.67%	Seed Share Resale restriction – 4 month hold with 20% released on closing of the Transaction
December 17, 2021	5,585,580	\$0.0001	Nil	Tier 2 Value Escrow
April 14, 2023	1,081,080	\$0.0001	Nil	Tier 2 Value Escrow
<b>TOTAL</b>	<b>19,195,321</b>			

**Notes:**

(1) 1,075,000 Resulting Issuer Shares are also subject to Tier 2 Value Escrow.

See “Item 33 – Escrowed Securities and Securities Subject to Restrictions on Transfer”.

**Selected Pro Forma Consolidated Financial Information for the Resulting Issuer**

Assuming completion of the Transaction, the following table sets out certain unaudited *pro forma* financial information for the Resulting Issuer. The following information should be read in conjunction with the Resulting Issuer Pro Forma Financial Statements set forth in this Filing Statement. See “Appendix “D” – Pro Forma Financial Statements of the Resulting Issuer (Unaudited)”.

Item	223 (as at September 30, 2023)	Dryden (as at September 30, 2023)	Pro Forma Adjustments <sup>(1)</sup>	Resulting Issuer Pro Forma Consolidation
Current Assets	\$3,745	\$739,049	\$5,198,055	\$5,940,849
Total assets	\$3,745	\$3,479,192	\$5,243,055	\$8,725,992
Current Liabilities	\$4,499	\$58,031	-	\$62,530
Total liabilities	\$73,995	\$113,031	\$(69,496)	\$117,530
Shareholders’ Equity	\$(70,250)	\$3,366,161	\$5,312,551	\$8,608,462

**Notes:**

(1) These pro forma adjustments include, amongst other things, the adjustments for: (i) Dryden completing a non -brokered private placement for gross proceeds of \$1,047,866 through the sale of 10,478,659 Dryden Shares at a price of \$0.10 per common share; (ii) the Resulting Issuer completing the Subscription Receipt Financing of 24,524,665 units at \$0.15 per unit for total proceeds of \$3,678,700; and (iii) the Resulting Issuer completing the FT Unit Financing of 6,829,270 FT Units at \$0.205 per FT Unit for total proceeds of \$1,400,000.

**Market for Securities and Market Price**

The 223 Shares are not listed on any stock exchange and there is currently no public market for 223 Shares. The Dryden Shares are not listed on any stock exchange and there is currently no public market for the Dryden Shares.

It is anticipated that the Resulting Issuer Common Shares will trade on the TSXV under the symbol “DRY”. The Listing will be subject to the Resulting Issuer fulfilling all of the minimum listing requirements of the TSXV and obtaining conditional approval of the TSXV. There can be no assurance that the TSXV will list the Resulting Issuer

Common Shares. If listing approval is ultimately obtained prior to the Effective Time, trading on the TSXV of the Resulting Issuer Common Shares is expected to commence shortly following the Effective Date.

It is expected that following the Transaction, the Resulting Issuer will be authorized to issue an unlimited number of the Resulting Issuer Common Shares. Assuming the completion of the Transaction, approximately 102,845,041 Resulting Issuer Common Shares will be issued and outstanding following the Effective Time. The number of Resulting Issuer Shares is calculated based on the 44,355,893 Dryden Shares currently issued, 24,524,665 Resulting Issuer Shares to be issued on conversion of the Subscription Receipts, 6,829,270 Resulting Issuer Shares to be issued as a result of the FT Unit Financing and outstanding, 6,666,660 Dryden Shares to be issued to 223 Shareholders pursuant to the Transaction, 439,553 Dryden Shares to be issued for the 223 Debt Settlement, and 20,000,000 Resulting Issuer Shares that are expected to be issued in connection with the payment due on or before December 31, 2023 pursuant to the Manitou Option Agreement.

See “*Item 22: Description of the Securities*”.

**Sponsor** Dryden and 223 have applied to the TSXV for an exemption from the sponsorship requirement in connection with its application to list the Resulting Issuer Common Shares on the TSXV. While Dryden and 223 believe the Resulting Issuer qualifies for an exemption, there can be no assurance that the exemption will be granted by the TSXV.

See “*Item 35: Sponsorship and Agent Relationship*”.

**Conflicts of Interest** Certain of the directors and officers of the Resulting Issuer also serve as directors and/or officers of other companies involved in the natural resource sector and consequently there exists the possibility for such directors and officers to be in a position of conflict.

See “*Part IV: Risk Factors*” and “*Item 26: Directors, Officers and Promoters*”.

**Interests of Experts** Except as disclosed herein, 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 prepared or certified a report or valuation described or included in this Filing Statement currently holds, directly or indirectly, more than 1% of the 223 Shares or Dryden Shares, or holds any property of 223 or Dryden or of an Associate or Affiliate of 223 or Dryden and no such person is expected to be elected, appointed or employed as director, senior officer or employee of 223 or Dryden or of an Associate or Affiliate of the Resulting Issuer and no such person is a promoter of 223 or Dryden or an Associate or Affiliate of 223 or Dryden.

As of the date of this Filing Statement, MNP LLP, of Calgary, Alberta is the auditor for 223 and is independent with respect to 223 within the meaning of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

As of the date of this Filing Statement, Davidson & Company LLP, of Vancouver, British Columbia is the auditor for Dryden and is independent with respect to Dryden within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

See “*Item 36: Experts*”.

**Risk Factors** There are risks associated with the business of the Resulting Issuer, including but not limited to: (i) the need for the Resulting Issuer to raise additional capital through additional financings and the risk that such funds may not be raised; (ii) the speculative nature of exploration and the stages of the properties or assets of the Resulting Issuer; (iii) the effect of changes in commodity prices; (iv) reliance on management; (v) the potential for conflicts of interest; and (vi) other risks associated with the Resulting Issuer as described in “*Cautionary Note Regarding Forward-Looking Information*” and “*Part IV: Risk Factors*” of this Filing Statement.

**Conditional Approval** The Exchange has conditionally accepted the Transaction pursuant to a letter dated December 22, 2023 and subject to fulfilling all of the requirements of the TSXV.

## PART I: INFORMATION CONCERNING 223

### ITEM 1: CORPORATE STRUCTURE

#### Name, Address and Incorporation of 223

223 was incorporated on July 27, 2021 under the BCBCA and is currently a reporting issuer in the Provinces of British Columbia and Alberta. Its head office and registered office is located at 3400, 22 Adelaide Street West, Toronto, Ontario M5H 4E3.

Immediately prior to completion of the Transaction, 223 will complete the 223 Share Split, complete the 223 Concurrent Financing and adopt the 223 Shareholder Resolutions.

#### Intercorporate Relationships of 223

223 has no subsidiaries.

### ITEM 2: GENERAL DEVELOPMENT OF THE BUSINESS

#### History

223 was incorporated on July 27, 2021 under the BCBCA and is currently a reporting issuer in the Provinces of British Columbia and Alberta. 223 was previously a wholly-owned subsidiary 625 BC until December 17, 2021.

On December 17, 2021, 625 BC completed a plan of arrangement whereby 625 BC spun out each of its subsidiaries including 223 (the “**Spin-Out**”). Pursuant to the Spin-Out, each 625 BC shareholder received 100,000 common shares of 223 in exchange for each existing common share of 625 BC.

Upon completion of the Spin-Out, 223 became a standalone reporting issuer, engaged in the identification and evaluation of potential acquisitions. 223’s securities are not currently listed on any stock exchange.

#### Description of the Transaction

During the month of March, 2023, representatives of 223 entered into discussions with representatives of Dryden to explore the possibility of combining the business of 223 and Dryden through a Reverse Takeover transaction. On May 9, 2023, 223 and Dryden entered into the Letter of Intent, to set out the basis upon which the parties would continue discussions in connection with a proposed Reverse Takeover of 223 by Dryden. During the months of May to October, the parties conducted customary due diligence investigations of each other and negotiated the terms and conditions of the Definitive Agreement and certain other matters ancillary to the Transaction.

On October 30, 2023, 223 and Dryden entered into the Definitive Agreement which superseded and replaced the Letter of Intent and described the principal terms and conditions of the Transaction, and publicly announced their agreement to complete the Transaction. Pursuant to the Definitive Agreement, the Transaction will proceed, amongst other steps, by way of an amalgamation of 223 and Dryden under section 277 of the BCBCA to form one corporation. The Definitive Agreement was amended effective November 28, 2023 to reflect, among other things, a re-pricing of the Subscription Receipt Financing.

#### Summary of the Transaction – Definitive Agreement

Pursuant to the terms and conditions set forth in the Definitive Agreement, 223 and Dryden propose to complete the following transaction steps:

(bb) Immediately prior to the Effective Time:

- i. 223 will complete the 223 Share Split;
- ii. 223 shall complete the 223 Concurrent Financing;
- iii. 223 shall enter into a transaction with the creditor of the 223 Shareholder Loan for the 223 Debt Settlement in consideration for the issuance of an aggregate of 439,553 223 Debt Shares at a deemed price of approximately \$0.158045 per 223 Debt Share;

- iv. 223 will cause the current directors and officers of 223 to resign;
- v. 223 shall enter into full mutual releases with all former directors and officers of 223;
- vi. the Subscription Receipts shall be automatically converted into Dryden Units;

(cc) At the Effective Time:

- i. each holder of Dryden Shares will receive one Resulting Issuer Share in exchange for each Dryden Share held by such holder and the Dryden Shares will be cancelled by the Resulting Issuer;
- ii. each holder of Dryden Convertible Securities will receive one Resulting Issuer Convertible Security in exchange for each Dryden Convertible Security held by such holder and the Dryden Convertible Securities will be cancelled by the Resulting Issuer;
- iii. each holder of Dryden Stock Options will receive one Resulting Issuer Stock Option in exchange for each Dryden Stock Option held by such holder and the Dryden Stock Options will be cancelled by the Resulting Issuer;
- iv. each holder of Post-Split 223 Shares will receive one Resulting Issuer Share and one Resulting Issuer Warrant in exchange for each Post-Split 223 Share held by such holder and the 223 Shares will be cancelled by the Resulting Issuer;
- v. each Post Split 223 Share and each Dryden Share outstanding held by a Dissenting Shareholder (the “**Dissenting Shares**”) will become entitled to be paid the fair value of such share and the Dissenting Shares will be cancelled by the Resulting Issuer;
- vi. the Resulting Issuer Stock Option Plan shall become effective;
- vii. the Escrowed Funds will be released from escrow and remitted to the Resulting Issuer, subject to the terms of the Subscription Receipt certificates;
- viii. the Resulting Issuer will be named “Dryden Gold Corp.”, or such other name as determined by Dryden;
- ix. the Resulting Issuer Board being reconstituted to include: Clarence Wasser, Scott Kelly, Jason Jessup and Christina McCarthy (the “**Board Reconstitution**”).

The Transaction is intended to be completed immediately prior to the TSXV Listing and will result in the Reverse Takeover of 223 by the Dryden Shareholders. Completion of the Transaction is subject to compliance with the terms and conditions set forth in the Definitive Agreement, which are discussed further below under the heading “*Summary of Filing Statement – The Transaction – Conditions to the Transaction*”. If the terms and conditions of the Definitive Agreement are satisfied (or waived, as applicable), it is expected that the Transaction will be completed and become effective on or about January 5, 2023, 2023 or such other date as may be determined by the parties thereto. However, the effective date of the Transaction could be delayed for a number of reasons. See “*Part IV: Risk Factors*”.

The terms of the Transaction, as set out in the Definitive Agreement and summarized in this Filing Statement, were established through arm’s length negotiations between the respective management of 223 and Dryden.

Since the execution of the Definitive Agreement, each of 223 and Dryden have taken all actions as were within its power to control, and used commercially reasonable efforts to cause other actions to be taken which are not within its power to control, so as to complete the Transaction.

*Conditions to the Transaction*

Completion of the Transaction is subject to compliance with the terms and conditions set forth in the Definitive Agreement, including, but not limited to:

- (a) the Dryden Resolution shall have been passed by a special majority of all the Dryden Shareholders at the Dryden Meeting, as the case may be;
- (b) the 223 Resolution shall have been executed by all of the 223 Shareholders or passed by a special majority of all the 223 Shareholders at the 223 Meeting, as the case may be;
- (c) 223 shall have effected the 223 Share Split on or prior to the Effective Date;

- (d) 223 shall have approved and adopted the Resulting Issuer Stock Option Plan, which such incentive plan shall be approved by the Exchange as an acceptable compensation plan for the Resulting Issuer and shall become the incentive plan of the Resulting Issuer upon closing of the Amalgamation;
- (e) the Amalgamation shall have become effective on or prior to the Outside Date;
- (f) the Manitou Property Option and the Tremblay Property Option and Dryden's right to acquire a 100% interest in the Manitou Property and the Tremblay Property, subject to Permitted Encumbrances, thereunder shall each be in good standing;
- (g) Dryden shall, subject to Permitted Encumbrances, own all of the rights and interests in and to the Gold Cliff Property;
- (h) the completion of the Subscription Receipt Financing and the FT Unit Financing;
- (i) satisfaction or waiver of all Escrow Conditions and conversion of all outstanding Subscription Receipts into underlying Dryden Units;
- (j) the completion of the 223 Debt Settlement;
- (k) 223 and Dryden shall have executed and delivered a copy of the Filing Statement to the Exchange and such Filing Statement and the Proposed Transaction shall have been conditionally accepted by the Exchange subject only to customary conditions of closing;
- (l) the Exchange shall have accepted the Qualifying Property as a Tier 2 Property (as such term is defined in the policies of the Exchange) and Dryden shall have prepared a NI 43-101 compliant Geological Report in respect of the Qualifying Property;
- (m) either the Subscription Receipt Financing or the NI 43-101 compliant Geological Report or other evidence of value acceptable to the Exchange shall satisfy section 4.2 of Exchange policy 5.4 - *Escrow, Vendor Consideration and Resale Restrictions* for the purposes of a valuation of the Resulting Issuer;
- (n) the Dryden Financial Statements shall meet the requirements for listing on the Exchange and as may be required under Applicable Canadian Securities Laws;
- (o) an Exchange escrow agreement (the "**Exchange Escrow Agreement**") shall be duly executed and delivered by all parties required pursuant to the policies of the Exchange;
- (p) 223 shall not be in default of the requirements of the Exchange or any securities commission and no order shall have been issued and currently in effect preventing the Amalgamation or the trading of any securities of 223;
- (q) all other consents, orders and approvals, including regulatory and third-party approvals and orders, necessary or desirable for the completion of the transactions provided for in this Agreement and the Amalgamation shall have been obtained or received from the Persons, authorities or bodies having jurisdiction in the circumstances;
- (r) the Definitive Agreement shall not have been terminated in accordance with its terms;
- (s) dissent rights shall not have been exercised with respect to the Amalgamation by Dryden Shareholders which in the aggregate represent 5% or more of issued and outstanding Dryden Shares on the execution date of the Dryden Resolution or the record date of the Dryden Meeting, as applicable;
- (t) dissent rights shall not have been exercised with respect to the Amalgamation by 223 Shareholders which in the aggregate represent 5% or more of issued and outstanding 223 Shares on the execution date of the 223 Resolution or the record date of the 223 Meeting, as applicable;
- (u) the availability of prospectus exemptions for the Amalgamation under Applicable Canadian Securities Laws and the availability of registration exemptions for the Amalgamation under applicable securities laws of the United States in respect of any Resulting Issuer Shares to be issued in the United States;
- (v) the Resulting Issuer Shares to be issued to the Dryden Shareholders and 223 Shareholders shall be issued as fully paid and non-assessable common shares in the capital of the Resulting Issuer, free and clear of any and all encumbrances, liens, charges, demands of whatsoever nature, other than pursuant to the Exchange Escrow

Agreement, the Lock-up Agreements or any escrow or seed share resale restrictions as applicable pursuant to any relevant Exchange policies or Applicable Canadian Securities Laws and, in respect of any Resulting Issuer Shares to be issued in the United States, pursuant to applicable United States securities laws;

- (w) the Resulting Issuer Convertible Securities to be issued to the holders of Dryden Convertible Securities shall be issued in the capital of the Resulting Issuer, free and clear of any and all encumbrances, liens, charges, demands of whatsoever nature, other than escrow or seed share resale restrictions as applicable pursuant to any relevant Exchange policies or Applicable Canadian Securities Laws and, in respect of any Resulting Issuer Shares to be issued in the United States, pursuant to applicable United States securities laws;
- (x) the Exchange shall have granted an exemption from the sponsorship requirement or a sponsor shall have filed an acceptable sponsor's report with the Exchange; and
- (y) there shall not be in force any order or decree restraining or enjoining the consummation of the transactions contemplated by this Agreement and the Amalgamation.

#### *Representations, Warranties and Covenants*

223 and Dryden agreed to certain representations and warranties relating to, among other things: the incorporation and, if applicable, registration of each party; the power and authority to enter into and perform the obligations under the Definitive Agreement; required approvals, including third party approvals; no conflict; its status with respect to bankruptcy and insolvency; compliance with law; the binding nature and validity of the Definitive Agreement; the capitalization of each party; the absence of litigation; the financial statements of each party; the conduct of their business, including possession of permits; title to assets; the payment of taxes; indebtedness and other liabilities; their material contracts; employees of each party; insurance; and intellectual property.

#### *Resulting Issuer*

Upon completion of the Transaction, the Resulting Issuer will be the amalgamated company of 223 and Dryden, and subject to the approval of the TSXV, it is expected that the Resulting Issuer will be listed on the TSXV as a Tier 2 Mining Issuer, operating the business currently conducted by Dryden.

#### *Reasons for the Transaction*

The Transaction will provide Dryden with potentially greater access to capital markets in North America and potential for greater trading liquidity and a broader shareholder base consisting of Canadian retail investors as well as global institutions.

#### **Concurrent Financing**

In connection with Closing, 223 anticipates completing the 223 Concurrent Financing of 29,000 223 Shares on a non-brokered basis, at an issue price of \$0.15 per 223 Share for gross proceeds of no less than \$4,500 or such lesser amount required to reach the TSXV's listing requirements. The 223 Shares to be issued in connection with the 223 Concurrent Financing will be issued on a prospectus exempt basis to accredited investors, family, friends and business associates or other eligible prospectus exemptions (as defined in National Instrument 45-106 – *Prospectus Exemptions*). 223 agrees that it will provide the balance of public investors holding a board lot as required to meet the Exchange's minimum number of shareholders holding a board lot distribution requirement and such investors shall be excluded from the calculation valuing 223.

### **ITEM 3: MANAGEMENT'S DISCUSSION AND ANALYSIS**

Included as Appendix "F" to this Filing Statement is 223's management's discussion and analysis for the year ended December 31, 2022 and the interim period ended September 30, 2023. It includes financial information from, and should be read in conjunction with, the audited financial statements of 223 for the year ended December 31, 2022 and the notes thereto and the interim financial statements of 223 for the interim period ended September 30, 2023, which are attached as Appendix "C" to this Filing Statement, as well as the disclosure contained throughout this Filing Statement.

#### **Selected Financial Information**

The following information has been derived from and should be read in conjunction with the financial statements and management’s discussion and analysis attached to this Filing Statement as Appendix “C” – *Financial Statements of 223*, and Appendix “F” – *Management’s Discussion and Analysis of 223*. The following table sets forth selected historical financial information for 223 for the period from incorporation to December 31, 2021, and for the year ended December 31, 2022.

	Year ended December 31, 2022 (Audited)	From July 27, 2021 (date of incorporation) to December 31, 2021 (Audited)
Net Loss and Comprehensive Loss	\$19,756	\$32,659
Net Loss per Share – basic and diluted	\$0.01	\$0.01

#### ITEM 4: DESCRIPTION OF THE SECURITIES

##### 223

223 has an authorized share structure of an unlimited number of common shares without nominal or par value of which 4,625,000 223 Shares are issued and outstanding. In connection with the Transaction, the 223 Shares, will be split into 6,666,660 223 Post-Split Shares.

As of the date of this Filing Statement, the 223 Shares are not listed or quoted for trading on any stock exchange.

##### 223 Shares

Holders of 223 Shares shall be entitled to receive notice of and to attend all meetings of shareholders of 223 and at all such meetings shall be entitled to one vote in respect of each 223 Share held. The holders of 223 Shares shall be entitled to receive dividends if and when declared by the board of directors of 223. The board of directors of 223 may at any time declare and authorize the payment of such dividends exclusively on the 223 Shares. Furthermore, holders of 223 Shares are entitled to receive the remaining property and assets of 223 upon the winding up, dissolution or liquidation of 223.

#### ITEM 5: STOCK OPTION PLAN

223 does not have a stock option plan.

#### ITEM 6: PRIOR SALES

The following table set forth the number and price at which securities of 223 have been issued since the date of incorporation of 223.

##### 223 Shares

Date	Number of Securities	Issue Price per Security	Aggregate Issue Price
December 17, 2021	3,875,000 <sup>(1)</sup>	\$0.0001	\$387.50
April 14, 2023	750,000 <sup>(2)</sup>	\$0.0001	\$75.00
TBD	439,553 <sup>(3)</sup>	\$0.1580446499	\$69,496

##### Notes:

- (1) Issued pursuant to the spin out of 223 from 625 BC.
- (2) Issued pursuant to the closing of a private placement.
- (3) Issued pursuant to the 223 Debt Settlement, expected to be issued on or before closing.

## **ITEM 7: EXECUTIVE COMPENSATION**

The following information is for 223's last completed financial year which ended December 31, 2022. The compensation policies during such financial year continued to apply in the most recently completed financial quarter.

Securities legislation requires the disclosure of compensation received by each "Named Executive Officer" of 223 for the two most recently completed financial years. The board of directors of 223 as a whole are responsible for determining the overall strategy of 223 and administering 223's executive compensation program. As of the date hereof, no director or officer of 223 has received any salary, share-based award, stock-based award, non-equity incentive plan compensation, pension value or other compensation from 223.

## **ITEM 8: NON-ARM'S LENGTH TRANSACTIONS**

625 BC is an Affiliate of the directors of 223, and as such is considered a related party under applicable Securities Laws. 625 BC has covered the operating expenses of 223 since its incorporation, which is recorded in the 223 Financial Statements as a non-interest bearing loan due upon demand. As at the date of this Filing Statement, 223 is indebted to 625 BC in the amount of \$69,496 (the "**223 Shareholder Loan**"). It is intended that, immediately prior to the completion of the Transaction, the outstanding 223 Shareholder Loan will be settled through the issuance of an aggregate of 439,553 Post-Split 223 Shares at a deemed price of \$0.1580446499 per share.

The Transaction is an Arm's Length Transaction.

## **ITEM 9: LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

In the ordinary course of business, 223 may become involved in various legal, administrative, regulatory and other proceedings, actions, claims and inquiries relating to its business.

223 is not aware of any existing or contemplated legal proceedings or regulatory actions material to 223 to which 223 is a party or to which any of its property is subject since the beginning of its most recently completed financial year.

Since the date of incorporation of 223, there have not been any penalties or sanctions imposed against 223 by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against 223, and 223 has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

## **ITEM 10: AUDITOR, TRANSFER AGENTS AND REGISTRARS**

The auditor of 223 is MNP LLP, located at 2000, 112 – 4<sup>th</sup> Avenue SW, Calgary, Alberta T2P 0H3. MNP LLP is independent of 223 within the meaning of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

The transfer agent and registrar of 223 is Odyssey Trust Company, located at 1230 – 300 5<sup>th</sup> Avenue SW, Calgary, Alberta T2P 3C4.

## **ITEM 11: MATERIAL CONTRACTS**

Except for contracts entered into by 223 in the ordinary course of business, the only current material contract entered into or currently anticipated to be entered into by 223 which can reasonably be regarded as presently material is the Definitive Agreement and all ancillary agreements referred to therein.

After completion of the Transaction, the material agreements listed above will be considered to be the material contracts of the Resulting Issuer.

**A copy of all material agreements referred to in this Filing Statement will be available on 223's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).**

## **PART II: INFORMATION CONCERNING DRYDEN**

### **ITEM 12: CORPORATE STRUCTURE**

#### **Name, Address and Incorporation of Dryden**

Dryden was incorporated on November 19, 2021 under the BCBCA under the name "1334035 B.C. Ltd.". On January 31, 2022, Dryden changed its name to "Dryden Gold Corp.". Dryden's head office is located at 525 East 17th Street, North Vancouver, British Columbia, V7L 2W4 and its registered office is located at 25th floor, 700 West Georgia St., Vancouver, British Columbia, V7Y 1B3.

It is anticipated that the Resulting Issuer be named "Dryden Gold Corp.", or such other name as determined by Dryden. Upon closing it is expected that the Resulting Issuer will be listed on the TSXV as a Tier 2 Mining Issuer, operating the business currently conducted by Dryden.

Dryden is a private company and no public market exists for the Dryden Shares.

Dryden's authorized capital consists of an unlimited number of Dryden Shares without par value, and an unlimited number of preferred shares without par value.

#### **Intercorporate Relationships of Dryden**

Dryden has no subsidiaries.

### **ITEM 13: GENERAL DEVELOPMENT/DESCRIPTION OF THE BUSINESS**

#### **Overview**

Dryden is an exploration and development stage natural resource company engaged in the evaluation, acquisition, exploration and development of natural resource projects. Dryden's objective is to undertake mineral exploration on properties assessed to be of merit to define mineral resources, and to put plans in place in order that the properties may be put into operation in an economic and sustainable manner. Dryden is focused on high-grade gold mineralization. In the course of executing its business objectives, in addition to the agreements set out below, it is expected Dryden will enter into various agreements specific to the mining industry, such as purchase or option agreements to acquire mineral claims and joint venture agreements.

Dryden has been a private company and has never been listed on any stock exchange.

#### *Lending*

Dryden does not currently have any material long term liabilities, except for those related to the Tremblay Claims and the Manitou Claims. Dryden has not adopted any specific policies or restrictions regarding lending. While Dryden has adequate funds to satisfy its near-term obligations under the Tremblay Option Agreement and the Manitou Option Agreement, Dryden will need to raise additional capital and to satisfy long term obligations under the option agreements. Dryden expects future project financing requirements to be funded via the equity markets, however, it will continue to evaluate additional funding alternatives including debt. If Dryden is unable to raise the necessary capital to meet its obligations as they become due, Dryden may have to curtail its operations, including obtaining financing at unfavourable terms.

#### *Bankruptcy and Similar Procedures*

There have been no bankruptcy, receivership or similar proceedings against Dryden, or any voluntary bankruptcy, receivership or similar proceedings by Dryden, since incorporation or completed during or proposed for the current financial year.

### *Material Reorganizations*

There have been no material reorganizations of Dryden or any of its subsidiaries since incorporation.

### *Specialized Skill and Knowledge*

Dryden's business activities require specialized skills and knowledge related to the fields of geology, mining, metallurgy, engineering, environmental issues, permitting, social issues and accounting. The mining industry is highly competitive, and there are many competing companies that are larger and better funded than Dryden.

Despite the robust competition for talent in this field and the consequent difficulty in attracting and retaining such talent, Dryden has successfully engaged personnel with the required specialized skill and knowledge. The Dryden senior management team comprised of Mr. Wasser, Mr. Scott, Ms. Kolb and Ms. Hicken, have a combined 45 years of experience in the venture capital markets and natural resource exploration sectors.

### *Cycles*

The natural resource industry is subject to mineral price and investment climate cycles. The marketability of minerals is also affected by worldwide economic and demand cycles. In recent years, the significant demand for minerals in some countries has driven increased commodity prices. It is difficult to assess if the current commodity prices are long-term trends, and there is uncertainty as to the recovery, or otherwise, of the world economy following the COVID-19 pandemic. If the global conditions weaken and commodity prices decline as a consequence, a continuing period of lower prices could significantly affect the economic potential of Dryden's tenement package.

### *Environmental Protection*

Mining exploration can have significant impacts on the environment. Dryden has implemented ways to minimize such impact and meets or exceeds environmental standards on each of its mineral properties. The Company adheres to all safety, environmental, and permitting regulations set forth by municipal, provincial, and federal governments. Dryden Gold consistently applies industry best practices in the execution of exploration activities and has pledged adherence to explicit Exploration Guidelines that oversee these operations. This comprehensive document encompasses the entire exploration process, from the preliminary stages preceding exploration, such as the application for exploration permits, to the requirements for post-drill site inspections. Dryden's guidelines explain the roles and responsibilities of all employees and contractors, ensuring that work is conducted safely while safeguarding the environment. Specific attention is given to outlining measures for risk mitigation during exploration activities, including diamond drilling.

### *Employees*

As of the date hereof, Dryden has one employee and six contractors across its operations. Upon listing on the TSXV, the Resulting Issuer expects to have approximately one employee and six contractors.

### *Industry Trends*

The mining and exploration sector is subject to notable cycles and has faced a persistent challenge of under-capitalization over the past decade. This financial constraint has been particularly pronounced in the early exploration activities of junior mining companies and the exploration budgets of gold producers. This is inhibiting progressive development of mining properties that could achieve production. To attempt to overcome this issue, major mining companies are preferentially targeting smaller exploration companies for investment or purchase. These major producers favor prospective and/or proven assets in favorable jurisdictions and with high-grade gold resources.

In addition to financial constraints, obtaining permits for mining and exploration has become progressively challenging, driven by environmental and social considerations. Companies are increasingly recognizing the importance of early dialogue with local communities and the initiation of baseline environmental studies. Despite Ontario being recognized as one of the premier mining jurisdictions, the province is presently undergoing a review of its mining act, proposing changes that could reshape the industry's future.

Dryden Gold holds a significant portion of land classified as early staged or "Greenfield", Greenfield properties have generally seen limited historical exploration, are properties where exploration poses unique challenges and properties that may require significant time and exploration expenditures before evolving into a discovery.

### *Regulatory Environment*

Dryden is subject to significant environmental regulation in respect of its mineral exploration activities. These obligations are regulated under relevant government authorities in Canada. Compliance with environmental obligations is carried out by management and closely monitored by the board of directors of Dryden.

### **Concurrent Financings**

In connection with the Transaction, on December 13, 2023 the Subscription Receipt Financing of 24,524,665 Subscription Receipts was completed at a price of \$0.15 per Subscription Receipt, on a non-brokered private placement basis for gross proceeds of \$3,678,700. As part of the Amalgamation: (i) the Dryden Units underlying the Subscription Receipts will be exchanged on a one-for-one basis for, one Resulting Issuer Share and one Resulting Issuer Unit Warrant for each Dryden Unit. The Subscription Receipts were issued pursuant to and are governed by the Subscription Agreements, and Escrow Agreement pursuant to which Farris LLP was appointed by Dryden escrow agent.

In addition to the Subscription Receipt Financing, Dryden also completed the FT Unit Financing of 6,829,270 FT Units at a price of CAD\$0.205 per FT Unit for aggregate gross proceeds of CAD\$1,400,000. The FT Units will be issued upon closing of the Transaction.

In connection with the Subscription Receipt Financing and FT Unit Financing, Dryden agreed to pay, subject to the prior satisfaction of the Escrow Release Conditions, certain Dryden Finder's Warrants equal to 6.0% of the aggregate gross proceeds derived from the subscribers of Subscription Receipts participating in the Subscription Receipt Financing, introduced by such Finders. As additional consideration, Dryden intends to pay cash finders fees up to six percent of the proceeds raised under the Subscription Receipt Financing. Each Dryden Finder's Warrant is exercisable to acquire one Dryden Share at a price of \$0.30 for a period of two years from the date of issuance.

Upon satisfaction of the Escrow Release Conditions, Dryden will issue an aggregate of 528,800 Finders warrants and pay an aggregate of \$79,320 in cash finders to the following arm's length finders:

<b>Name of Finder</b>	<b>Number of Finders Warrants</b>	<b>Cash Finders Fees</b>
Haywood Securities Inc.	33,000 Finders Warrants	\$4,950.00
Leede Jones Gable	90,000 Finders Warrants	\$13,500.00
PI Financial Corp.	215,800 Finders Warrants	\$32,370.00
Research Capital Corporation	120,000 Finders Warrants	\$18,000.00
Canaccord Genuity Corp.	70,000 Finders Warrants	\$10,500.00

Proceeds of the Subscription Receipt Financing will be held in escrow pending satisfaction of the Escrow Release Conditions. If the Escrow Release Conditions are satisfied on or before the Escrow Deadline, the net proceeds from the sale of the Subscription Receipts will be released from escrow to the Resulting Issuer and each Subscription Receipt will be converted into one Dryden Unit. If the Transaction is not completed on or before the Escrow Deadline or is terminated at an earlier time, then the escrowed proceeds (plus accrued interest) for the Subscription Receipts will be returned to subscribers on a pro rata basis.

### **Dryden Gold Project**

The Dryden gold project, the Company's Qualifying Property are held under two separate option agreements entered by Dryden on claims that comprise the overall Dryden Gold Project (the "**Project**"). The first agreement is the Tremblay Option Agreement among Dryden, Michael Tremblay and 2625286 Ontario Inc. for the original claim group (the "**Tremblay Claims**"), and the second agreement is the Manitou Option Agreement between Dryden and Manitou

Gold Inc. (“**Manitou**”) on a group of claims to the southwest (the “**Manitou Claims**”). All of the issued and outstanding shares of Manitou were subsequently acquired by Alamos Gold Inc., a company listed on the Toronto Stock Exchange under the symbol “AGI” (“**Alamos**”) in February 2023.

**The description of the Project contained herein is qualified in its entirety by the Geological Report, a copy of which can be found on the Resulting Issuer’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).**

**Summary**

The Dryden Project covers an area of approximately 48,445 hectares located approximately 40 km south of the town of Dryden, in northwestern Ontario (Figure 1). Most of the claims are located within the Kenora Mining Division, although portions of the most northern block of claims occur within the Patricia Mining Division.

The Project encompasses parts of the townships of McAree, Keikewabik Lake Area, MacFie, Avery, Suzanne Lake Area, Revell, Hyndman, Melgund, Satterly, Boyer Lake Area, Turtlepond Lake Area, Harper Lake Area, Lower Manitou Lake Area, Mang Lake Area, and Barker Bay Area. The approximate geographic centre is 49o 42’ 10” N 92o 23’ 15” W.



Figure 1 - Project Location Map (Natural Resources Canada, 2002)

**Project Description**

The Dryden Property is comprised of three main areas the Gold Rock Camp, Lower Manitou and the Tremblay Area. Each of these three areas had previously been spilt into several smaller properties by previous explorers but Dryden is taking a more wholistic approach to exploration of these areas.

The property has been combined through option agreements, traditional staking, and purchase of claims. The first optioned group of claims, the Tremblay Claims, were optioned from Michael Tremblay and 2625286 Ontario Inc. on

February 8, 2022, as amended February 16, 2023 (Appendix 1 to the Geological Report). The Tremblay option was amended to \$25,000 and \$75,000 worth of shares, as Michael Tremblay requested his payment be made 100% with shares. Additional staking completed on August 1, 2023, in the Tremblay area (Figure 2, Appendix 1 to the Geological Report) are also part of this option agreement due to the area of influence in the original agreement. On April 21, 2021, Dryden entered into a second option agreement with Manitou Gold Inc. (“**Manitou**”), a Toronto Venture Exchange listed company, for their group of five properties (the “**Manitou Claims**”), located southwest of the Tremblay Claims (Appendix 1 to the Geological Report). On August 2, 2023, Dryden Gold staked additional 241 SCMC that fall within this option agreement (Figure 2, Appendix 1 to the Geological Report). On June 1, 2023, Dryden Gold purchased 100% ownership interest in 64 claims from William Kuran in the Max Lake Area within the Gold Rock mining District of Canada for \$4,500 (Appendix 1 to the Geological Report).

The complete mineral tenure information on Dryden’s land package can be found in Appendix 1 & Appendix 2 of the Geological Report.

### **Mineral Rights in Ontario**

A claim remains valid as long as the claim holder properly completes and files the assessment work as required by the Mining Act and the Minister approves the assessment work. A claim holder is not required to complete any assessment work within the first year of recording a mining claim. In order to keep an unpatented mining claim, the mining claim holder must perform \$400 worth of approved assessment work per mining claim unit, per year. Immediately following the initial staking date, the claim holder has two (2) years to file one year worth of assessment work. Claims are forfeited if the assessment work is not completed.

A claimholder may prospect or carry out mineral exploration on the land under the claim. However, the land covered by these claims must be converted to leases before any development work or mining can be performed. Mining leases are issued for 21 year terms and may be renewed for further 21-year periods. Leases can be issued for surface and mining rights, mining rights only or surface rights only. Once issued, the lessee pays an annual rent to the province. Furthermore, prior to bringing a mine into production, the lessee must comply with all applicable federal and provincial legislation.

Dryden will need to apply for an Exploration Permit to conduct diamond drilling on mining claims other than Patented mining claims. An exploration permit allows you to carry out specific early exploration activities at specific times and in specific locations. Exploration Permits include terms and conditions that may be used to mitigate potential impacts identified through the consultation process. Mechanized drilling for the purpose of obtaining rock or mineral samples, if the assembled weight of the drill and its associated equipment, excluding drill rods, casings and bits, does not exceed 150 kilograms is an activity that requires an Exploration Permit.

### ***Tremblay Claims***

The Tremblay Claims were originally comprised of 981 single cell mining claims (“**SCMC**”). The claims are separated into five main blocks, four of which are contiguous via linking claims (Figure 2). The following is a summary of the agreement entered into between Dryden and the owners:

On February 8, 2022 (the “**Tremblay Execution Date**”) Dryden entered into a four-year option agreement with Michael Tremblay and 2625286 Ontario Inc. (the “**Tremblay Optionors**”) to acquire a 100% interest in five claims, subject to the NSR (as defined below), as amended February 16, 2022. To maintain the option in good standing, Dryden must:

- (1) fund minimum exploration expenditures of \$1,200,000 as follows;
  - \$200,000 prior to the first anniversary of the Tremblay Execution Date (completed);
  - \$200,000 prior to the second anniversary of the Tremblay Execution Date; and
  - \$800,000 prior to the fourth anniversary of the Tremblay Execution Date or Tremblay Option Exercise.
- (2) make annual payments to the Tremblay Optionors, as follows;
  - \$75,000 cash payment and an 800,000-share payment on the Tremblay Execution Date (paid);
  - \$100,000 payment on the first anniversary of the Tremblay Execution Date payable as 50% cash payment and 50% shares; (paid \$37,500 cash and issued 625,000 shares with a fair value of \$62,500)

- \$100,000 payment on the second anniversary of the Tremblay Execution Date payable as 50% cash payment and 50% shares;
- \$100,000 payment on the third anniversary of the Tremblay Execution Date payable as 50% cash payment and 50% shares; and
- \$250,000 payment on the fourth anniversary of the Tremblay Execution Date payable as 50% cash payment and 50% shares.

The common shares issuable in partial payment of the above referenced share payments are issuable at a price equal to the greater of the 30-day volume weighted average closing price of the shares on the Exchange, and the minimum issuance price permitted under the policies of the Exchange, being \$0.05

Upon Tremblay Option Exercise, the Tremblay Optionors will retain a 2.0% net smelter royalty on the Project. Dryden may purchase half of the royalty at any time for cash payment of \$1,000,000. The NSR includes an area of interest (the “**Tremblay AOI**”) that covers any claims within two kilometers of the perimeter of the Property. The Tremblay AOI does not include any of the Manitou Claims. (Figure 3).

In mid-April 2022, an additional 133 SCMC Claims were added to the Turtlepond claim block to the northeast, to cover prospective open ground along the main structural corridor, and in January 2023 an additional 50 bridge were added. The additional claims bring the total to 1,445 SCMC Claims covering an area of approximately 30,166 hectares and all included in the Tremblay AOI.

On June 24, 2022, Dryden filed an assessment report on Dryden’s 2022 airborne geophysical program which cost \$235,536.07 and will distribute credits to the remainder of the claims expiring later this year.

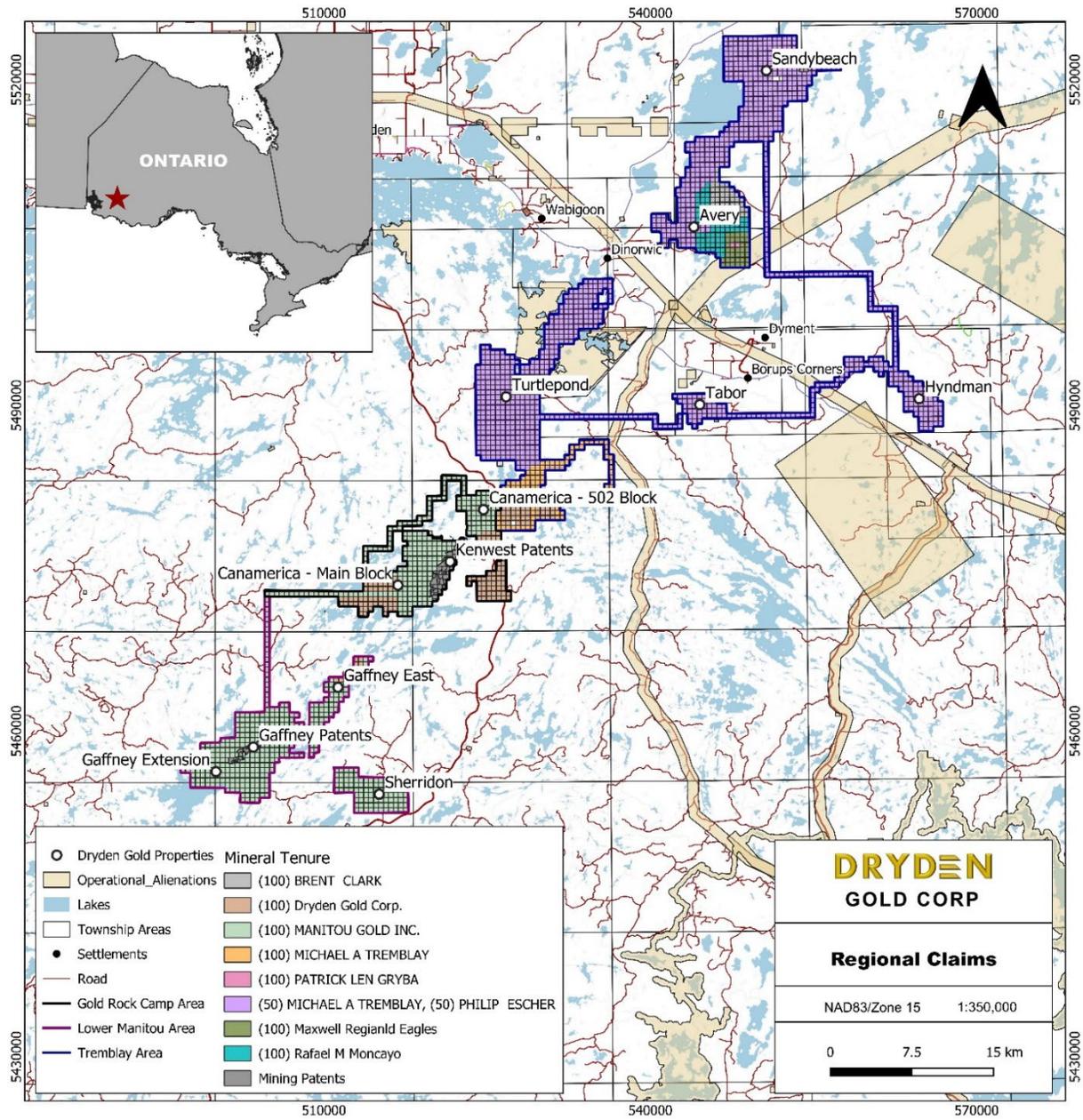


Figure 2 - Claim Map

### Manitou Claims

The Manitou Claims are comprised of 575 mineral claims, 547 SCMC and 28 boundary cell mining claims (“BCMC”), 46 patented mining claims, and 12 Mining License of Occupation, all located southwest of the Tremblay Claims (Figure 2). The following is a summary of the agreement entered into between Dryden and Manitou.

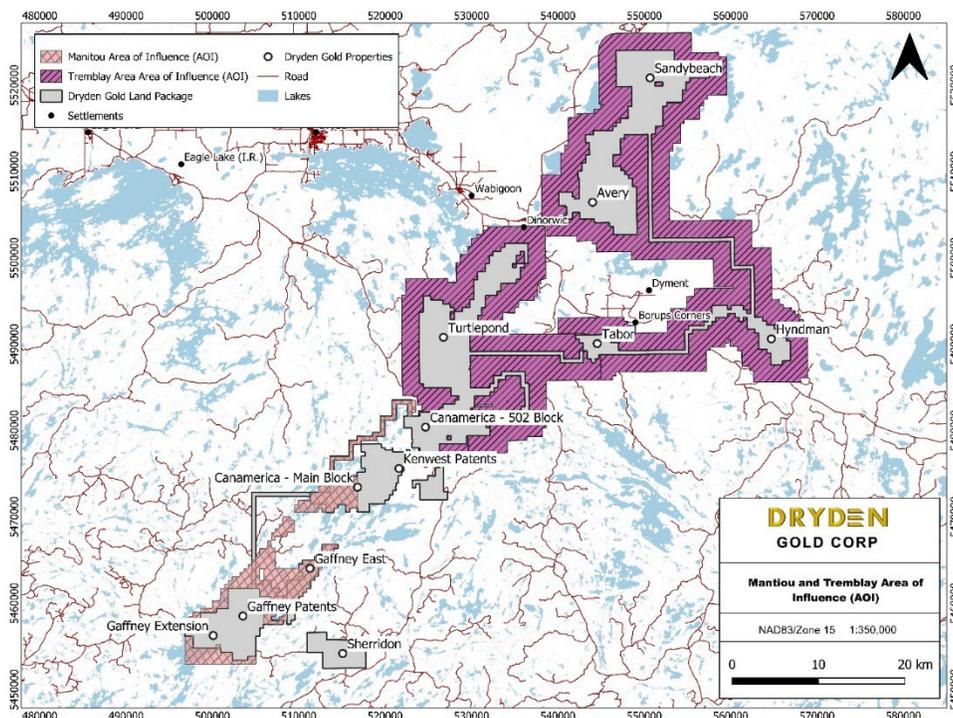
On April 20, 2022 (the “**Manitou Effective Date**”) Dryden entered into a four-year option agreement with Manitou to acquire a 100% interest in the Manitou Claims, covering approximately 12,600 hectares (the “**Manitou Claims**”). This agreement was amended on May 17, 2022, January 19, 2023 and November 21, 2023; under the terms of the amended option agreement between Dryden and Manitou, Dryden issued 4,000,000 common shares of Dryden to Manitou on the Manitou Effective Date and will make aggregate payments of C\$7,000,000 to Manitou as follows:

- C\$1,000,000 payable on the Manitou Effective Date (paid);
- C\$500,000 payable on or prior to January 31, 2023 (paid);
- C\$1,500,000 payable on or prior to December 31, 2023, up to \$1,000,000 of which may be payable in shares (the “**December 31 Option Shares**”);
- C\$2,000,000 within five days of the second anniversary of the Manitou Effective Date, as to 50% in cash and 50% in shares; and
- C\$2,000,000 within five days of the third anniversary of the Manitou Effective Date, as to 50% in cash and 50% in shares.

The December 31, Option Shares will be issuable by the Resulting Issuer to Alamos Gold within five business days after the twentieth trading day following the listing of the Resulting Issuer on the Exchange, at a price per share equal to the greater of the 20-day volume weighted average closing price of the shares on the Exchange, and the minimum issuance price permitted under the policies of the Exchange, being \$0.05, for a maximum of 20,000,000 Resulting Issuer Shares.

In addition to the foregoing, the Company is required to incur exploration expenditures on the Project in the aggregate amount of \$1,400,000 over a three-year period. Upon payment in full of all cash payments, issuances of all shares, and completion of all work commitments, the Company will vest a 100% interest in the Manitou Claims, subject to a 1% net smelter return royalty to be retained by Manitou, half of which can be purchased at anytime by the Company for a cash payment of \$500,000, except that the NSR on the Kenwest Patented Claims has no buy down. The Manitou NSR includes an AOI for certain open ground described in Schedule B of the Manitou Agreement (the “**Manitou AOI**”), as illustrated on Figure 3. (Figure 3).

As at the date of this Filing Statement, Alamos Gold owns 4,000,000 common shares of Dryden, representing approximately 4.8% of the outstanding shares of the Resulting Issuer at the time of listing. Assuming that the Resulting Issuer issues the maximum 20,000,000 December 31 Option Shares, Alamos Gold would then hold an aggregate of 24,000,000 Resulting Issuer Shares, representing approximately 23.34% of the then issued and outstanding Resulting Issuer Shares. As a result, Alamos would be a new Control Person and “Principal” of the Resulting Issuer under applicable Exchange Policies, and all of the 24,000,000 Resulting Issuer Shares held by Alamos Gold would be subject to a Principal a Tier 2 Value Escrow Agreement.



*Figure 3 - Manitou and Tremblay Area of Influence (AOI)*

In mid-April 2022 an additional 146 SCMC were staked, bringing the total of mineral claims up to 721. Claims were added to the northeast corner of the Gaffney Project and were also added to link the Canamerica property to the 502 property to the north and to link the Canamerica property to the Gaffney property to the southwest. The total area of the Manitou claims is approximately 15,650 hectares. The newly added claims become part of the Manitou Project.

In April 2023 the Company staked approximately 800 hectares comprised of three small blocks totaling 40 SCMC Claims that are contiguous with the southeastern portion of Manitou's Canamerica 502 block. These claims bring the total project area to approximately 48,445 hectares. These claims are not included in the Manitou AOI.

All mineral rights are in good standing at the time of this report. All pertinent claim data can be found in Appendices 1-2 to the Geological Report.

**Existing Encumbrances**

***Goldcorp Payment***

A one-time payment of \$2,000,000 is due to Goldcorp. Inc. upon the preparation of a National Instrument 43-101 technical report indicating a measured and indicated mineral resource of or exceeding 2,000,000 gold ounces or gold equivalent ounces on certain mining claims, patents and/or licenses comprising, in part, the Property.

***Canamerica Property***

Pursuant to an option agreement dated June 3, 2009, Manitou was granted an option to acquire seven unpatented mining claims in the Township of Boyer Lake. Pursuant to the option agreement, Manitou granted a 2.5% net smelter royalty ("NSR"), 40% of which can be purchased for a cash payment of \$1,000,000.

***Gaffney Extension Property***

Pursuant to a letter agreement dated January 31, 2011, Manitou was granted an option to acquire one unpatented mining claim in the Township of Lower Manitou Lake. Pursuant to the letter agreement, Manitou granted a 2.5% NSR, half of which can be purchased for \$1,250,000.

Pursuant to an agreement dated January 31, 2012, Manitou purchased a 100% interest in two non-contiguous claims that are located within the outer property boundary of Dryden's Gaffney Extension claims. Manitou granted a 2% NSR on production generated on the claims, half of which can be purchased by making a cash payment of \$1,000,000.

***Gaffney Patents***

Pursuant to an asset transfer agreement dated September 27, 2013, Manitou purchased a 100% interest in twelve patented mining claims and two mining licenses of occupation (the "Gaffney Patents") that are located adjacent to the Gaffney Extension Property. The optionors of the Gaffney Patents are entitled to a 2% NSR on production generated on the Gaffney Patents, half of which may be purchases by making a cash payment of \$1,000,000.

***Sherridon Property***

Pursuant to a letter agreement, Manitou was granted an option to acquire three unpatented mining claims in the Townships of Mang Lake and Lower Manitou Lake. Manitou granted the optionors a 2% NSR, half of which can be purchased by making a cash payment of \$1,000,000.

***Goldspot Royalties***

On February 28, 2019, Manitou entered into an investment agreement (the "**Goldspot Royalty Agreement**") with Goldspot Holdings Inc., which included entering into two separate royalty agreements providing for the grant to GoldSpot of two 0.25% net smelter return royalties on all metals produced from the Kenwest patents and MLO's. Goldspot retained one of these 0.25% royalties and transferred the other 0.25% royalty to Triple Flag Precious Metals Corp. ("**Triple Flag**").

The Goldspot Royalty Agreement also granted Goldspot options to purchase two separate 0.25% NSR's on each of six other properties owned by Manitou at the time of the Agreement. Under the terms of the option, Goldspot can exercise either of the options to acquire the NSR's at any time for \$500,000 each. Goldspot has retained one of these options and has transferred the other option to Triple Flag. Three of the six properties, Canamerica, Canamerica 502, and Sherridon are part of the option agreement between Dryden and Manitou.

### ***Ontario Mineral Tenure***

Traditional claim staking in Ontario came to an end on January 8, 2018, and on April 10, 2018 the Ontario Ministry converted all existing ground or map staked mining claims (legacy claims) into one or more cell claims or boundary claims as part of their new provincial grid system. The provincial grid is latitude- and longitude-based and is made up of more than 5.2 million cells ranging in size from 17.7 ha in the north to 24 ha in the south.

An SCMC is an entire cell with only one owner while a BCMC is a cell that shared by more than one owner. If at any time, the other claim holder was to abandon or forfeit their portion of any of the BCMC, it would be converted to SCMC and the balance of the map cell would become part of the Project.

Freehold patented mining lands are lands originally granted for mining purposes, or mining rights that were severed from the surface rights after their original grants.

Mining Licenses of Occupation (“MLO”) were once commonly issued to permit the mining of minerals under the beds of water bodies. On rare occasions the license may include portions of dry land. They are often associated with portions of patented mining claims overlying adjacent land. Issued in perpetuity, there is no requirement to renew an MLO. While MLO’s have not been issued since about 1964, approximately 1,200 remain valid as of October 2001, and they continue to be administered under section 41 of the Ontario Mining Act. An individual or company may hold a patented mining claim and also hold an MLO for the water portion of the same mining claim. It is important to note that when the patented land is sold, the license is not considered part of the transfer.

### **Accessibility, Climate, Local Resources, Infrastructure, and Physiography**

#### **Accessibility**

The properties cover a large area south and east of Dryden, Ontario and are generally aligned in a southwest-northeast trend, with the exception being the Revell claim block in the southeast. Most of the roads and trails accessing different parts of the Project would require upgrading to sustain any advanced development but they are accessible by four-wheel drive vehicles and ATV’s for initial exploration.

Access to the Sandybeach claim block, in the northeastern part of the Project is by Ontario Provincial Highway 72, approximately 65 kms east of Dryden, or approximately 40 kms southwest of Sioux Lookout. From there, Harvest Trail Road provides access to forest roads that transect various portions of the claims. Additionally, the claim block can be accessed by crossing Big Sandy Lake in the winter.

The Avery, Tabor, and Hyndman claim blocks can be accessed off the Trans Canada Highway 17, 50 to 75 kms southeast of Dryden. Avery is about 50 kms southeast of Dryden, approximately 65 kms south of Dryden.

The Turtlepond claim block and the three main Manitou claim blocks, Kenwest, Canamerica, and 502, are located about 50 kms south of the town of Dryden on the northeastern end of Upper Manitou Lake. These claim blocks are accessed from Dryden by travelling 6 km west on Highway 594 and then traveling about 70 kms south on Highway 502, at which point a series of gravel roads access the properties.

The other Manitou claim blocks, Gaffney and Sherridon, are located about 70 kms south-southwest of Dryden, on Lower Manitou and Mang Lakes and are also accessed by traveling about 100 kms on Highway 502 and then along forestry roads to gain access to the properties.

The Property lies approximately 65km south of Dryden, Ontario. According to 2021 Canadian census data, Dryden has a population of 7,388 and is a full-service community that includes accommodation, food and restaurants, hospitals, an airport and skilled and experienced labor for the exploration and mining industries.

Primary infrastructure on the Property is limited to access roads and power supply. Electrical lines extend through the center of the Property between the Turtlepond and Avery areas.

In the opinion of the author, the Property is of sufficient size to accommodate any potential exploration and mine infrastructure requirements, including potential tailings storage areas, waste disposal areas and processing sites.

The property is located in northwestern Ontario in the boreal forest with an abundance of waterways running through the area and property. This abundance of waterways, provides adequate access to water for exploration and mining activities.

### **Climate**

The climate in this part of northern Ontario is continental to subarctic. The mean temperature during the winter months is -17°C and the mean temperature during the summer months is 16°C. The average annual precipitation is approximately 700 mm. The closest weather stations are located in the towns of Dryden and Sioux Lookout. Exploration on the Project can be conducted year-round.

### **Local Resources and Infrastructure**

The Project is in an area used by the public for recreational fishing, hunting, boating, and commercial activities, including tourism. The local economy is largely based on forestry and tourism. All major industrial services and supplies are available in Dryden and Sioux Lookout and the area is serviced by both the Dryden Airport and Sioux Lookout Airport. Dryden's current population is about 7,500. Local mining-related infrastructure is limited in the towns of Dryden and Sioux Lookout, which are mainly dependent on pulp-and-paper and tourism industries.

The closest active mining operations are found in the Red Lake area, approximately 160 kms north of the project area, however northwestern Ontario generally possesses the necessary labour and infrastructure to support new exploration and mining operations.

Hydroelectric power parallels the main highways in the area and is readily accessible should that need arise in the future; for the time being, portable diesel generators will be sufficient for at least the next few seasons.

### **Physiography**

The Project area has low relief, ranging from 10 to 50 m, covered with large number of lakes that are interconnected with creeks and rivers, sparse coniferous forest with locally abundant outcrops. Vegetation consists predominantly of black spruce, balsam fir and tamarack trees, typical of the Canadian Shield. Parts of the areas are also covered by drumlins and by glacial till. Overburden cover ranges from 1 to 10 m. The topography ranges from 360 to 490 metres above sea level.

### **History**

The following summary of historical work on the Project has been broken down by Exploration areas and then further into claim blocks within those areas. The Gold Rock Camp hosts several historic mine sites with past production at an average grade of 8.5 g/t. The Gold Rock Camp is host to the most advanced exploration targets and best drill result on the property which returned 3,497 g/t over 8.45 meters including 53,700 g/t over 0.55 meters. Lower Manitou project is located in the southernmost portion of the Property and is host to two gold occurrences (Gaffney and Sherridon). The Tremblay Area makes up the northern portion of property and has seen the least exploration and interpretive work to date.

### **The Gold Rock Camp Area**

#### ***Canamerica – 502 Block Property***

The Canamerica – 502 Block Property is located in the northeastern portion of the Manitou Group of claims and central to the entire claim package. Figure 6 shows the Canamerica - 502 Block property with Ontario Government Mineral Occurrence Index data for the area.

At the turn of the 20th century, shafts were sunk at the Quackenbush Prospect, Volcanic Reef and Little Master Projects. The Quackenbush Prospect had two shafts sunk to depths of 50 and 66 ft respectively on a white quartz vein (Manitou Gold Inc., 2009). The Volcanic Reef Shaft was sunk in 1903 and was 318 ft deep with 150 ft of drifts built (Sovereign, W. J., 2006).

Approximately 5000 tons of ore were extracted on the dump of which all were considered to be milling grade. The vein on the surface indicated a length of 400 ft and continued in the shaft to 260 ft. The vein samples taken above the

water level at a depth of 65 ft returned some very high assays and indicated an average of two ounces for the exposed part of the vein (Sovereign, W. J., 2006). Between 1902 and 1906, pits and three shafts were sunk on the Little Master Property (Sovereign, W. J., 2006). No. 3 Shaft (Main Shaft), and No. 2 Shaft were sunk on the same No. 2 Vein about 300 ft apart (Sovereign, W. J., 2006). Veins Nos. 3, 4 and 5 were southeast of the Main Shaft, all within 200 ft distance and nearly equally spaced (Sovereign, W. J., 2006). According to Manitou Gold Inc. (2009), no production was recorded.

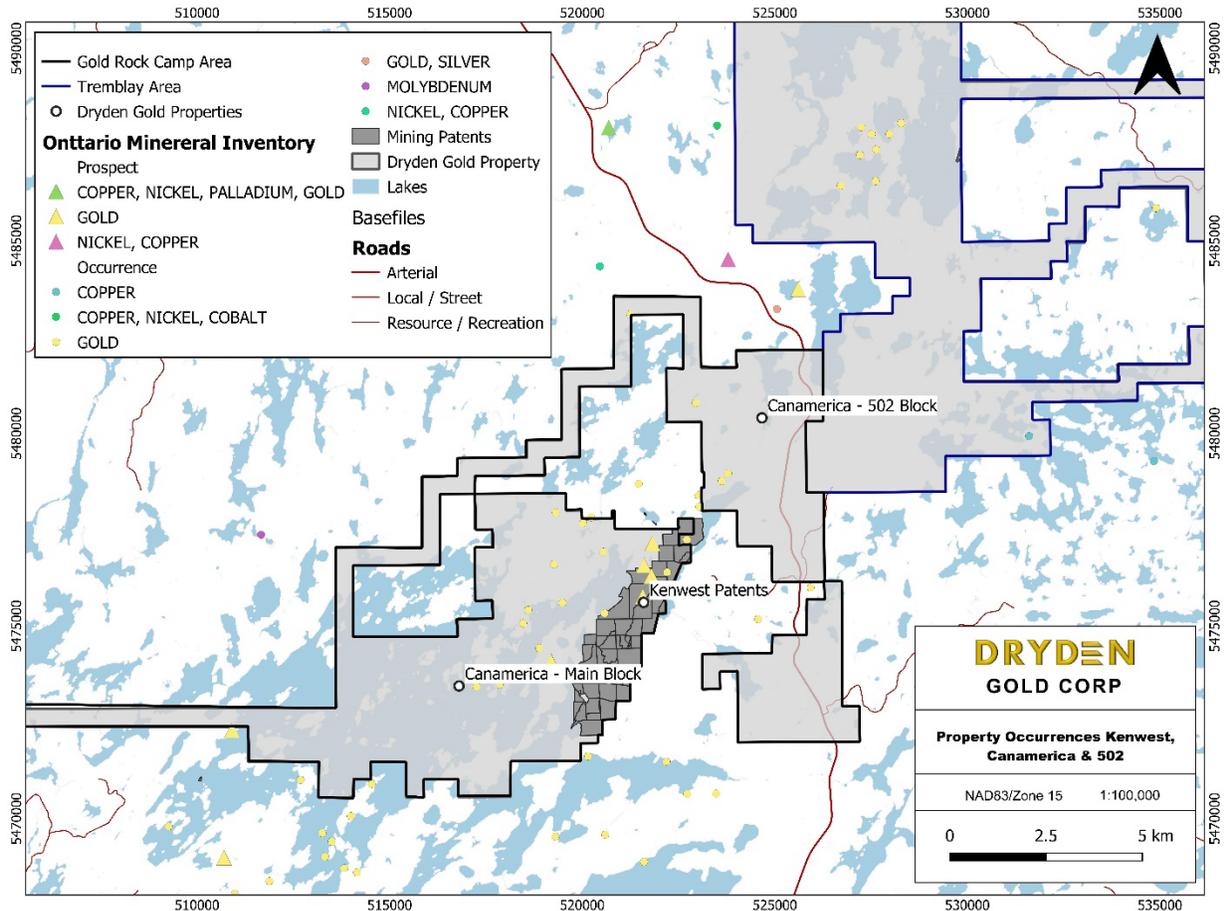


Figure 4 - Kenwest, Canamerica and 502 Blocks Property Map

In 1911, the Last Chance Occurrence, also known as the Whytock Occurrence, was discovered and the following is directly quoted from Manitou Gold Inc. (2009): “This occurrence is supposedly located north of the Volcanic Reef Prospect and the Little Master Prospect. The occurrence is described as “a promising looking vein of four to eight feet in width has been stripped for a considerable distance and several test pits sunk” (Parsons, 1912). There is no record of further work completed on this occurrence.”

Bond Gold Canada Inc. flew airborne magnetic and VLF-EM surveys on the Whitewater Property in 1988; most of the magnetic responses were associated with mafic metavolcanics. Numerous displacements, either faults or shear zones, were interpreted from the magnetic data, many of which correlate with topographic lineaments and VLF-EM conductor axes. Some VLF-EM conductors were due to overburden origins and a few were due to stratigraphic sources (Bond Gold Canada Inc., 1988).

In 1988, Redden (1988) conducted geophysical surveys consisting of magnetics and VLF-EM. The magnetics results indicated anticlinorium in the western part of the property, which corresponded with an anticline mapped by the Ontario Geological Survey (Redden, 1988).

Redden (1989 and 1990a) conducted prospecting and ground VLF-EM on the Gold Rock property in 1989. Four areas known to contain quartz veins were stripped and/or trenched and 33 grab samples were taken (Redden, 1990). Location 3 contained the presence of significant gold mineralization associated with cubic pyrite in preference to the quartz veins (Redden, 1990). Sample 173518, which returned 9,106 ppb gold, was a mafic volcanic rock with 5 - 20% pyrite (Redden, 1990). Ground VLF-EM identified several strong bedrock conductors, one of which (Anomaly F) occurred at or adjacent to a strong shear zone (Redden, 1989).

Redden mapped and collected 16 grab samples from the Gold Rock property (Redden, 1991a). The highest-grade grab sample returned 4,400 ppb gold from sample 207822, which was a composite grab of several locations to the southwest of the pit (Redden, 1991a), from predominantly mafic volcanic rocks accompanied by minor felsic volcanic rocks. Two sheared, carbonated and silicified pyritic areas up to 100 m wide and a combined strike length of 700 m were recorded (Redden, 1991a). A massive pyrite zone about 3 m wide and strike length of 100 m was within one of the alteration zones (Redden, 1991a).

Further mapping and sampling of 60 grab samples were performed by Redden on the Gold Rock property in 1992 (Redden, 1992). The highest-grade grab samples returned 1,589 ppb gold from silicified volcanic rocks with 1 – 5% pyrite (Redden, 1992). Widespread low gold values were associated with these sheared, silicified and pyritized rocks and several distinct quartz veins carrying gold are present (Redden, 1992). Redden conducted another sampling program in 1992 on the Gold Rock Project which consisted of stripping, trenching and sampling of 29 grab samples, with a high value of 4,704 ppb gold from a massive (>60%) fine to medium grained pyrite sample with granular quartz matrix (Redden, 1993).

In 1992, McAteer (1993) mapped, prospected and collected 24 rock samples for assay which ranged between 500 – 1,500 ppb gold in the Boyer Lake Area. Four major shear zones were examined.

In 1993, Redden (1994) mapped 23 km of lines, approximately 10% of the lines re-mapped the 1992 work to answer questions concerning the felsic-mafic contact in the western part of the Gold Rock property. A total of 43 samples were collected for whole rock analyses and a soil survey was performed on the A-horizon (Redden, 1994). A 165 m in length, massive pyrite zone called Pyrite Pit Zone, assayed up to 0.40 oz/ton gold was discovered (Redden, 1994). Two more mineralized zones were identified, one of which was a 150 m length zone with assays up to 0.19 oz/ton gold, and a 4 m wide zone that has been partially exposed for 30 m (Redden, 1994).

In 2010, Manitou Gold Inc. conducted IP and magnetics surveys on both the Main and 502 Blocks of the Canamerica property. 25 IP anomalies were identified and were grouped into three main zones (Manitou Gold Inc., 2010a). Chargeability anomalies corresponded to a couple of major horizons accompanied by several old shafts (Manitou Gold Inc., 2010a). Other IP anomalies corresponded to small, mineralized zones carrying sulphides (Manitou Gold Inc., 2010a).

Between 2010 and 2011 Manitou Gold Inc. drilled 14 diamond drillholes (502-10-01 to 502-10-11, 502-11-12 to 502-11-14), totaling 2,391 m on the Canamerica 502 Block property. According to Manitou, gold mineralization was predominately identified in a sheared and altered mafic volcanic unit, or chlorite schist with associated pervasive carbonate alteration. Significant intersections are found in Figure 4.

*Table 1 - 502 Block Drilling Highlights 2010*

Hole #	Depth (m.)	From (m)	To (m)	Width (m)	Au (g/t)	Zone
502-10-03	171	23.5	27.5	4	12.7	Volcanic Reef
incl.		23.5	24.5	1	50.6	
502-10-05	330	22.5	24.5	2	4.23	Volcanic Reef
incl.		23.25	23.85	0.6	14.05	
and		181	182	1	4.66	Purple
502-10-07	180	26.5	27.5	1	10.2	Volcanic Reef

502-10-09	339	213	215.7	2.7	6.43	Volcanic Reef
incl.		213.8	214.8	1	17.3	

In 2011, Goldeye Explorations Ltd. prospected and mapped on the Gold Rock property. A total of 135 grab and channel samples were taken near the vicinity of the current Canamerica Main and 502 Block areas. The highest-grade channel sample returned 1.45 g/t over 0.75 m (sample 992454), from an old pit with 70% quartz. The highest-grade grab sample was sample 992358, which returned 12.14 g/t, a schist sample with white quartz veins and pyrite found at the dump near Shaft 1 (Goldeye Explorations Ltd., 2012).

Goldeye Explorations Ltd. (2013a) conducted spectral induced polarization, VLF-EM and magnetic surveys on the Gold Rock property in 2012. In addition, six diamond drillholes (G12-01 to G12-06), totaling 765 m were drilled (Goldeye Explorations Ltd., 2013b). Goldeye Explorations Ltd. (2013b) planned the drillholes so that most of the drill targets were located along structural trends that host the Big Master and Laurentian Mines. G12-05 assayed 3.61 g/t over 0.6 m in a brecciated quartz veins sample within highly altered mafic and felsic volcanics (Goldeye Explorations Ltd., 2013b).

Between 2012 and 2013 Manitou Gold Inc. conducted mapping, trenching and sampling on the Canamerica 502 Block property. A total of 61 grab samples and 19 channel samples were analyzed for gold (Manitou Gold Inc., 2014a). The program was successful in confirming anomalous to high-grade gold mineralization in previously explored areas, however failed to identify other prospective targets for future exploration. The highest-grade grab sample was Sample N499121 (28.8 g/t gold), which was a north-south trending folded quartz vein with moderate to strong ankerite located at the Main Vein zone, south of Peak Lake. 17 out of the 80 samples returned assay of 0.10 g/t gold or higher (Manitou Gold Inc., 2014a).

### ***Canamerica – Main Block Property***

The Manitou Lake area had undergone precious metal exploration since the late 1890s, with the first recorded work by the Geological Survey of Canada documented in 1896. Between 1895 and 1912, Ontario Bureau of Mines recorded that at least 20 mines were active in the area of Gold Rock town (Manitou Gold Inc., 2010b). At least seven exploration shafts and pits were sunk to 26 m deep on a prominent shear zone immediately west of Carleton Lake (Bond Gold Canada Inc., 1990). However, the work performed by Manitou Lake Gold Mining Company and historical Dryden Gold Corporation were not recorded (Bond Gold Canada Inc., 1990).

In 1904, the Queen Alexandria Mine shaft was sunk to a depth of 25 m on a quartz vein located on the east shore of Carleton Lake and 16 tonnes of ore grading 32.3 g/t gold were extracted (Bond Gold Canada Inc., 1990).

In 1933, test pits were dug to evaluate three quartz veins on the Frenchman Island with a chip sample from the 160 m Main Vein assayed 4.46 g/t gold over 0.9 m. Minor drilling was conducted on the vein without significant results reported (Bond Gold Canada Inc., 1990). Also, in 1933 Ontario Department of Mines conducted Geological Mapping in the area.

The Gold Rock gold camp located at the northeast end of Manitou Lake consist of three mines: Elora (also known as Jubilee, operated 1906 – 1907 and 1936 – 1939), Laurentian (operated 1906 – 1909) and Big Master (also known as Kenwest, operated 1900 – 1906 and 1942 – 1943; Manitou Gold Inc., 2010b). The three mines produced 43,700 t grading 8.6 g/t gold or 12,078 ounces of gold and 480 ounces of silver between the 1900 and 1948 (Bond Gold Canada Inc., 1990 and Manitou Gold Inc., 2011a). The Big Master Mine of the Gold Rock gold camp is located on the Kenwest patents, but historical gold tonnage reporting often grouped all three mines together (Manitou Gold Inc., 2011a). The deposit types varied from quartz veins and lenses in carbonate sericite schist to carbonatized felsite units (Bond Gold Canada Inc., 1990).

The following information regarding the Laurentian Mine is directly quoted from Seafeld Resources Ltd. (2007):

*“During this production period, 8,143 ounces of gold were produced from 19,950 tons of ore milled (Blackburn, 1981) for a grade of 14.06 g/T (0.41 oz/t). Work during this time included a 144.2 metre inclined shaft, following the ore shoot, with levels at 24 metres, 60 metres, 91 metres and 121 metres, with a winze sunk to 146 metres from the 121 m*

*level. Significant stoping and raising were done on each level, targeting the high grade ore. At the bottom level, 24 metres of development returned an average grade of 8.23 g/T (0.24 oz/t) uncut over an average width of 3.0 metres. Emery (1965) reports that a cross-cut on the 60 metre level accessed the Jubilee shear 60 metres northwest and the East shear 67 metres south of the main shaft. At this level, 10 metres of drifting in barren material on the Jubilee shear was completed with 42 metres of drifting along a quartz vein in the East shear, which averaged 4.46 g/T (0.13 oz/t) over 0.8 metres when the workings were dewatered and sampled in 1938. The exact position and gold mineralization of the Jubilee shear in these underground workings is unclear from the old records.”*

Seafield Resources Ltd. (2007) reported the following regarding the Elora (Jubilee) Mine:

*“The Jubilee Mine is located 0.75 km southwest of the Laurentian Mine on patented claim H.P. 301 (historically known as the Smith property). In total, it produced approximately 1,370 ounces of gold and 296 ounces of silver from 13,766 tons of ore milled (Blackburn, 1981) for a calculated grade of 3.43 g/T (0.10 oz/t) gold. Historical references to the Jubilee vein date back to the late 1800’s and include a government report by Coleman (1898). Work was stopped that year due to the ore being too low grade.”*

In 1979 the Ontario Geological Survey conducted geological mapping in the Manitou Lakes area. The Beth Canada Mining Company completed line cutting, geological mapping, hummus and rock sampling and magnetometer survey in the Frenchman Island and surrounding area.

Between 1983 to 1984, Cochrane Oil & Gas Ltd. conducted magnetic survey, VLF-EM survey, humus and rock sampling on the Gold Rock Extension and Giant Mine. The Giant Mine TRIDEM survey showed a linear east-west magnetic anomaly which may be related to iron formation and VLF-EM conductors interpreted to be sourced by shear zones parallel to the main shear. Channel samples across two quartz veins exposed in a trench ran up to 0.599 oz/ton gold. Significant geochemistry and geophysical anomalies covered a large area through the shear zones and into adjacent metasediment rock on the Giant property (Cochrane Oil & Gas Ltd., 1984).

Between 1983 and 1984, St. Joe Canada Inc. conducted magnetometer and VLF-EM surveys as well as drilled nine diamond drillholes (R84-04 to R84-11 and F84-01) on the Goldrock claim area. St. Joe Canada Inc. (1985a) also conducted mapping and rock sampling in localized areas such as the Reliance North grid extension and northern section of the Frenchman Island. A total of 166 core samples and 57 sludge samples were collected from the nine drillholes and 359 rock samples were collected. The work performed outlined several strongly altered shear zones returning values up to 54.89 g/t gold in rock samples (St. Joe Canada Inc., 1985a).

In 1986, Falconbridge Nickel Mines Ltd. (1987) trenched and sampled four major areas - northeast and southwest Lunchbox Bay Zones, Trafalgar Bay Zone and the McEdna Shaft Zone on the Woitowicz property. Anomalous gold values were found in Trafalgar Bay Zone (12.3 g/t gold), McEdna Shaft Zone (5.48 g/t gold), northeast Lunchbox Bay Zone (2.85 g/t gold) (Falconbridge Nickel Mines Ltd., 1987).

In 1987, Canamerica Precious Metals Inc (1991) conducted a bulk sampling program on trenches and open cuts in the Leuiller Island and Trafalgar Bay areas of the Manitou Lakes Project. Samples taken along the southern and southeastern shorelines of Trafalgar Bay have resulted in the partial delineation of one stringer stockwork zone containing “potentially economic values” (Canamerica Precious Metals Inc., 1991). A carbonate pyrite quartz mariposite stringer stockwork zone with “subeconomic but interesting” assays were returned near the southern end of the Leuiller Island Zones (Canamerica Precious Metals Inc., 1991). In 1987, Canamerica Precious Metals Inc. (1987) also drilled 15 diamond drillholes (DDH-87-01 to DDH-87-15), totaling 2,513 ft (765.96 m) on the Manitou Lakes Project. Drilling on the E Zone delineated a 5-8 m thick quartz-pyrite stringer stockwork or breccia zone over a strike length of approximately 350 m (Canamerica Precious Metals Inc., 1987).

In 1996, Redden (1996) mapped and collected 26 composite chip samples on the Manitou property. Sample 220114 was collected from the E Zone at a rusty zone with 2% disseminated pyrite and it returned 3,770 ppb gold (Redden, 1996). Two parallel gold bearing felsic dykes averaging 3 to 4 m wide and 1,800 m along strike were observed (Redden, 1996).

In 1998, Elora Gold Mines Ltd. and Newhawk Gold Mines Ltd. (1998a and 1998b) drilled 11 diamond drillholes (E98-01 to E-98-11), totaling 1,083.74 m on the Elora property. E-98-08 targeted the Jubilee Vein and returned assays of 14.04 g/t gold over 4.35 m from 31.30 - 35.65 m, including 216.85 g/t gold over 0.25 m from 32.45 - 32.70 m (Elora Gold Mines Ltd. and Newhawk Gold Mines Ltd., 1998b).

In 2004, Seafield Resources Ltd. (2007), drilled eight diamond drillholes (E-04-14 to E-04-21), totaling 1,047.07 m to test the Jubilee zone on the Elora property. The gold bearing quartz vein was intersected in six drillholes and assayed approximately 6 – 30 grams per ton gold over 0.3 to 1.0 m, with the best assay value from E-04-19 returning 178.9 grams per ton gold over 0.37 m (Seafield Resources Ltd., 2007). In 2006, nine additional diamond drillholes (E-06-22 to E-06-30), totaling 2,130 m were drilled by Seafield Resources Ltd. (2007) to target the Jubilee Zone at depth. Drillhole E-06-22 intersected three narrow mineralized veins zones, with the best intersection at 13.68 g/t gold over 2 m (Seafield Resources Ltd., 2007).

In 2008, Seafield Resources Ltd. drilled nine diamond drillholes (E-08-31 to E-08-39), totaling 2,306 m, with the best intersection in E-08-33 which returned 34.9 g/t gold over 2.8 m within a broader zone which returned 15.5 g/t gold over 6.9 m (Manitou Gold Inc., 2010b).

In 2009, Manitou Gold Inc. (2011a) conducted detailed mapping and sampling on the Canamerica Main Block with regional prospecting on the Canamerica 502 Block. Three main zones (Long Line Zone, Quartz Mayhem Zone, Whoopee Pants Zone) were discovered on the Main Block (Manitou Gold Inc., 2011a). Through detailed mapping, Manitou Gold Inc. (2011a) identified that gold mineralization was associated with disseminated sulphides within felsic dikes, quartz veins within felsic dikes, carbonate-quartz veins within altered volcanics, and sheared volcanics along the contacts of the felsic dikes. Alteration noted within the zones appeared to be dominantly iron carbonate flooding and silicification (Manitou Gold Inc., 2011a). A total of 836 grab and channels samples were collected and analyzed on the Canamerica property (Manitou Gold Inc., 2011a).

In 2010, Manitou Gold Inc. (2011b) drilled one diamond drillhole (CA-10-01), totaling 117 m to test the historical D Zone gold showing in the Canamerica Main Block. A total of 49 samples were collected from CA-10-01 and no significant gold values were returned (Manitou Gold Inc., 2011b). In another drill campaign that ran from 2010 – 2011, 14 diamond drillholes (CA-10-02 to CA-10-13, CA-11-14 and CA-11-15), totaling 2,337 m were drilled at the Main Block (Manitou Gold Inc., 2012a). Gold bearing mineralization was encountered in quartz veins of varying sizes found within variably sheared and altered (silicified and carbonatized) felsic dike units (Manitou Gold Inc., 2012a). Drillhole CA-10-02, targeting the F Zone, assayed 2.26 g/t gold over 4.5 m at 119.5 – 124.0 m (Manitou Gold Inc., 2012a). Manitou Gold Corp also conducted prospecting and mapping between 2011 and 2013 across the area.

### ***Kenwest Patents Property***

The Big Master Mine, also known as the Kenwest Mine, was one of the three mines in the Gold Rock gold camp area. The following is directly quoted from Manitou Gold Inc. (2011a):

*“It produced a total of 2,565 ounces of gold, from 14,470 tons containing 0.18 oz/t Au. A total of 3 shafts were developed, the largest going down to 638 feet, with 4,850 feet of lateral development. During this time period, 36,831 feet of underground drilling was completed. Five quartz veins were located on the property, the most productive being the west or No. 3 vein and the east or No. 4 Vein (Blackburn, 1981). The No. 3 vein was mainly quartz, while the No. 4 and No. 5 veins consisted of felsite dikes containing quartz stringer and pyrite mineralization (Thomson, 1943). The Helena Shaft (mentioned above) was located over the No. 2 and 3 Veins.”*

The Selby Lake Deposit was another developed gold occurrences on the Kenwest Patents and the following are directly quoted from Manitou Gold Inc. (2011a):

*“Two shafts were sunk on the Selby Lake Deposit in 1904 by the Gold Rock Mining and Milling Co. (Thomson, 1942). The prospect was then acquired by Selby Lake Mines Ltd. in 1936 and another shaft was sunk to a depth of 46 m with two levels at 38.1 m and 76 m.”*

According to the Ontario assessment reports, work was performed again on the Kenwest Patents until 2009 by Manitou Gold Inc. Regional mapping and 387 grab samples were taken with 179 samples returning greater than 0.25 g/t gold (Manitou Gold Inc., 2011a).

In 2010, Manitou Gold Inc. (2012b) executed a 24 diamond drillhole program (KW-10-01 to KW-10-24) totaling 4,774.8m on the Kenwest Patents. The drillholes were a follow up to the 2009 prospecting program. (Manitou Gold Inc., 2012b). This program was followed up by a second drill program in 2011–2012 consisting of 80 diamond drillholes (KW-11-25 to KW-11-78 and KW-12-79 to KW-12-104), totaling 14,670.45 m (Manitou Gold Inc., 2013a). The drilling successfully confirmed the down-dip and strike continuity of shearing and quartz veining which contained

gold mineralization on the Big Master #1, #2 and #5 gold zones, as well as high-grade gold mineralization in drillhole KW-11-69 that was previously unidentified, hosted in sheared mafic volcanic with 5-10% quartz veins, 2-3% pyrrhotite and chalcopyrite with visible gold (Manitou Gold Inc., 2013a).

Drill hole locations from Manitou’s 2010-2012 programs can be found in

Figure 5 - Kenwest Map

. Manitou Gold Inc. executed another drill program in 2018, which consisted of 16 diamond drillholes (KW-18-01 to KW-18-16) and totaled 2,078 m. The drilling confirmed the continuity of shear structures related to high-grade gold mineralization and gold mineralization in an area interpreted to be related to the 1946 mineralization zone.

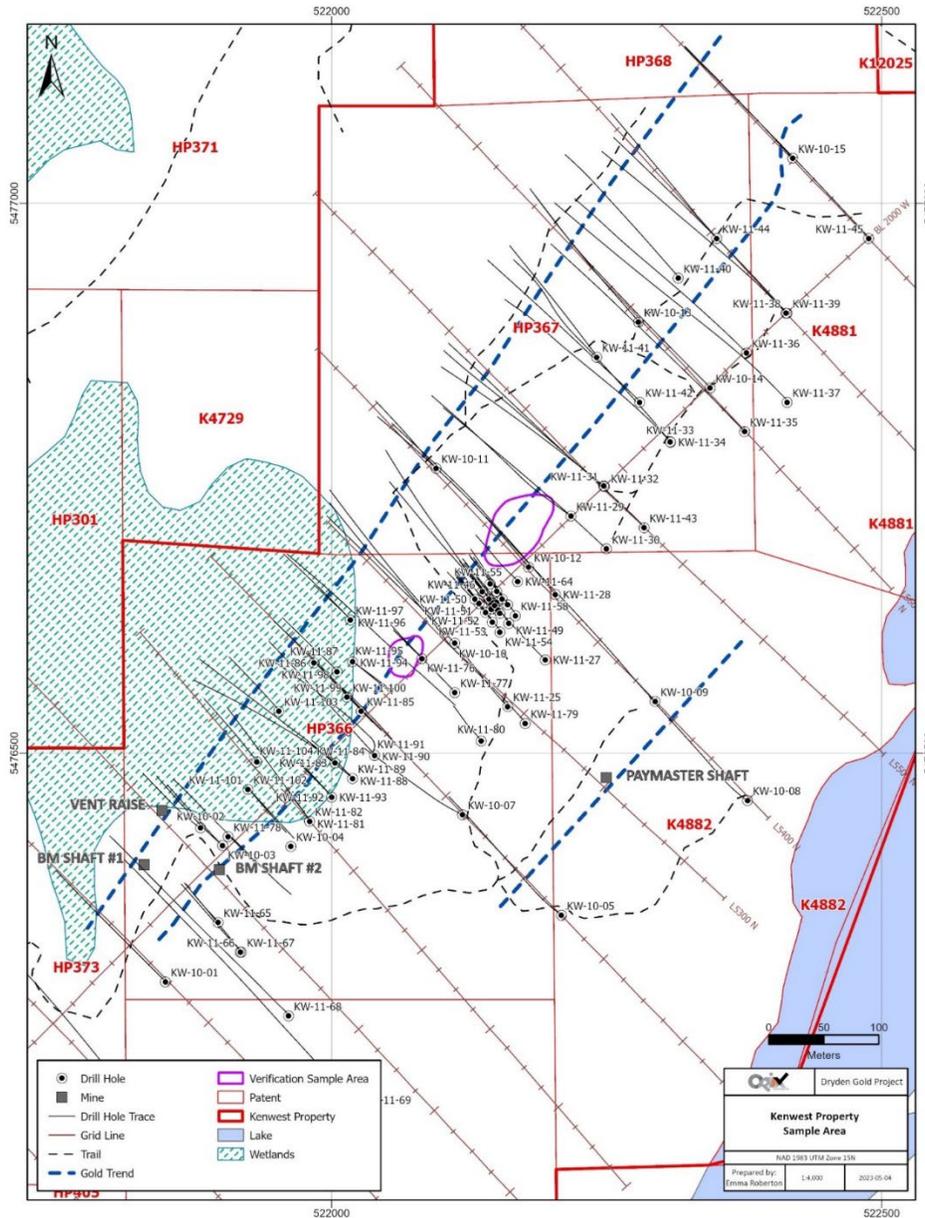


Figure 5 - Kenwest Map

Assay highlights from all three programs are found below in Table 2 a complete set of results from Manitou’s Kenwest drilling can be found in Appendix 3 to the Geological Report.

Table 2 - Kenwest Drilling Highlights

Hole #	Depth (m.)	From (m)	To (m)	Width (m)	Au (g/t)	Zone
KW-10-03	117	82.50	84.00	1.50	5.00	BM #1
KW-10-10	279	44.80	49.00	4.20	2.70	BM #1
KW-10-13	216	135.80	141.90	6.10	15.40	BM #1
KW-10-14	306	235.60	238.30	2.70	4.80	BM #1
KW-10-21	154.8	30.35	32.00	1.65	2.30	Selby
KW-10-23	207	170.00	171.40	1.40	5.60	Selby
KW-11-25	375	297.40	301.50	4.10	6.20	BM#1
KW-11-26	267	55.25	63.70	8.45	3,497*	BM #2
		55.25	63.70	8.45	4.9**	BM #2
and		219.00	221.70	2.70	12.00	BM#1
KW-11-27	336	309.00	314.75	5.80	2.20	BM#1
KW-11-28	294	190.00	191.00	1.00	3.31	BM #2
KW-11-30	303	128.00	137.05	9.10	2.06	BM #2
KW-11-32	324	313.00	321.50	8.50	0.76	BM #1
KW-11-33	315	257.50	263.50	6.00	10.20	BM#1
KW-11-34	369	322.50	329.50	7.00	2.00	BM#1
KW-11-36	303	267.00	271.10	3.60	3.77	BM #1
KW-11-46	57	29.90	38.90	9.00	26.90	BM #2
KW-11-47	65	44.40	55.00	10.60	1.70	BM #2
KW-11-48	87	72.50	77.00	4.50	7.00	BM #2
KW-11-50	48	29.00	38.30	9.30	1.80	BM #2
KW-11-51	54	36.50	46.20	9.70	1.80	BM #2
KW-11-52	69	53.30	63.80	10.50	2.10	BM #2
KW-11-53	90	75.70	82.50	6.80	5.30	BM #2
KW-11-54	120	94.50	101.00	6.50	8.40	BM #2
KW-11-55	51	32.70	41.00	8.40	4.70	BM #2
KW-11-56	66	49.70	57.30	7.60	1.10	BM #2
KW-11-57	84	62.80	70.40	7.50	1.30	BM #2
KW-11-60	90	69.70	77.00	7.30	3.40	BM #2
KW-11-61	72	53.00	61.00	8.00	2.00	BM #2
KW-11-62	78	58.50	66.80	8.30	2.60	BM #2
KW-11-67	150	119.00	123.20	4.20	7.00	BM #2
KW-11-68	330	104.50	108.00	3.50	4.30	BM #2
KW-11-69	462	293.00	293.80	0.80	1,055	?
and		346.10	348.20	2.10	3.20	BM #5?
KW-11-70	356	225.00	228.00	3.00	3.10	BM #1
KW-11-76	60	37.50	40.00	2.50	11.90	BM #2
KW-11-77	114	83.00	87.50	4.50	5.40	BM #2
KW-12-79	423	351.60	352.40	0.80	4.89	BM #2
KW-12-80	333	158.40	163.50	5.10	2.83	BM #2
KW-12-82	75	51.00	55.00	4.00	1.70	BM #2
KW-12-83	207	110.50	111.50	1.00	3.10	BM #2
KW-12-84	294	17.50	26.90	9.40	2.92	BM #2

Hole #	Depth (m.)	From (m)	To (m)	Width (m)	Au (g/t)	Zone
KW-12-86	102	85.30	88.80	3.50	4.67	BM #2
KW-12-87	174	104.50	107.00	2.50	3.99	BM #2
KW-12-88	87	56.20	58.80	2.70	5.10	BM #2
KW-12-90	192	46.60	51.60	5.00	3.75	BM #2
KW-12-91	291	91.90	97.30	5.40	2.20	BM #2
KW-12-92	57	36.20	41.60	5.40	2.00	BM #2
KW-12-93	93.5	61.30	63.30	2.00	5.70	BM #2
KW-12-97	105.25	78.50	89.50	11.00	0.80	BM #1
KW-12-98	96	78.10	81.60	3.50	5.60	BM #1
KW-12-99	60	27.30	34.60	7.30	0.80	BM #2
KW-12-100	75	40.80	49.30	8.50	1.40	BM #2
KW-12-101	84	50.50	52.30	1.80	7.00	BM #2
KW-18-01	113	42.10	43.70	1.60	9.20	BM #2
KW-18-02	104	68.90	70.30	1.40	4.00	BM #2
KW-18-03	92	43.00	45.10	2.10	7.70	BM #2
and		50.30	53.10	2.80	4.70	BM #2
KW-18-04	71	42.50	44.40	1.90	2.00	BM #2
KW-18-06	152	106.00	106.50	0.50	26.60	BM #1
KW-18-07	221	188.30	188.70	0.40	6.10	BM #1
KW-18-08	218	196.00	197.70	1.70	3.80	BM #1
KW-18-09	110	29.00	29.70	0.70	3.00	BM #1
and		79.50	81.40	1.90	25.20	BM #1
KW-18-10	71	25.20	26.00	1.70	14.10	BM #1
KW-18-12	101	71.40	71.90	0.60	3.70	BM #1
and		87.40	88.30	0.90	5.00	BM #1
KW-18-13	137	127.20	128.10	0.90	3.70	BM #1

*Intervals reported as core lengths; true width of mineralization are not known.*

*\*Uncut*

*\*\* Cut to 50g/t Au*

## **The Lower Manitou Area**

### ***Gaffney Extension Property***

Gaffney Extension is the southwest group of claims that surround the Gaffney Patents (Figure 8). Historical fieldwork was performed in the area between 1896 and 1898 with geological mapping carried out by the Ontario Department of Mines in 1933 (Manitou Gold Inc., 2011d). Several historical gold showings and mines in the general area had various degrees of historical mining – including Glass Reef Occurrence and Dryden-Red Lake Occurrence. In 1900, a 200 ft deep shaft was sunk with 1,076 ft of drifts and cross-cuts (Canadian Gold Explorations Inc., 2012). The mine produced 22 ounces of gold from a quartz stockwork hosted in a felspar porphyry dyke and the zone of interest was described as grayish white to reddish brown weathered fine-grained schist (Canadian Gold Explorations Inc., 2012). The Dryden-Red Lake Occurrence is directly quoted from Manitou Gold Inc. (2011d):

In 1984, Jalna Resources Ltd. conducted ground VLF-EM, magnetometer and IP surveys on the Aronson Lake property, as well as limited sampling of 53 rock chip samples. Weak linear magnetic highs appear to outline the extent of sulphides mineralization observed in the field and magnetic highs would appear to indicate significant pyrrhotite content. In two instances strong IP anomalies coincided with weak linear magnetic highs and very strong VLF-EM conductors, which were verified to be caused by sulphide-rich cherts and cherty sediments (Jalna Resources Ltd., 1984).

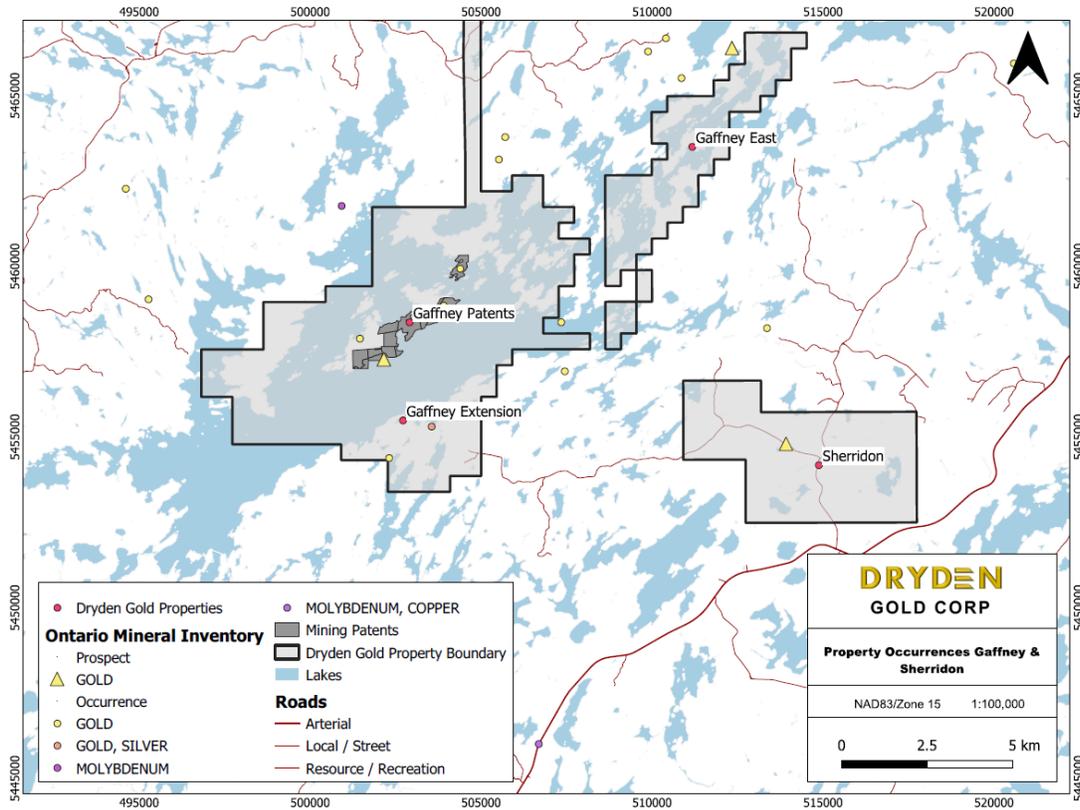


Figure 6 - Gaffney and Sherridon Property

Manitou Gold Inc. (2011e) carried out exploration work on Gaffney Extension Project between 2011 and 2012. The ground magnetometer survey discriminated numerous northeast-southwest trends of magnetic horizons (Manitou Gold Inc., 2011e). A total of 48 diamond drillholes totaling 11,300.94 m were drilled (Manitou Gold Inc., 2013b). The majority of drillholes in this program intersected areas of gold mineralization and confirmed the strike and dip continuity of mineralization associated with an altered diorite intrusion and quartz feldspar porphyry dykes.

Manitou Gold Inc. (2013b) noted that as the drilling progressed a north-south trending quartz-feldspar porphyry (QFP) dyke also played a key role in the gold mineralization; four of the final seven holes in this program, holes 43, 44, 45, and 46, were drilled normal to the north-south QFP and all of these holes intersected significant gold mineralization.

Highlights from the drill program are found in Table 3; a complete result are in Appendix 4 to the Geological Report.

Table 3 - Gaffney Extension Drill Highlights

Hole #	Azimuth	Dip	Depth	Easting	Northing	From (m.)	To (m.)	Interval (m.)	Gold (g/t)
G-11-02	336.8	-62.8	114.5	502402	5457282	33.40	37.00	3.60	4.60
and						81.50	95.00	13.50	1.20
G-11-03	348.8	-65.4	97.78	502452	5457290	78.70	90.00	13.70	1.00
G-11-04	337.0	-66.8	94.3	502488	5457310	67.00	76.00	9.00	1.20
and						81.80	94.30	12.60	1.20
G-11-05	343.6	-65.7	84.5	502542	5457334	70.30	79.00	8.70	1.10
G-11-07	334.5	-69.6	127.5	502640	5457375	78.30	89.20	10.90	1.30
G-11-09	343.6	-69.7	162.49	502689	5457398	107.00	114.00	7.00	3.80
and						122.10	131.00	8.90	1.10

Hole #	Azimuth	Dip	Depth	Easting	Northing	From (m.)	To (m.)	Interval (m.)	Gold (g/t)
G-11-11	339.0	-69.6	137.04	502368	5457270	26.30	32.80	6.50	1.10
G-11-12	341.5	-70.4	171	502417	5457255	115.00	146.00	31.00	1.80
and						116.30	125.00	8.80	5.00
G-11-13	337.5	-68.1	252	502489	5457220	167.65	181.00	13.35	1.31
G-11-14	344.1	-69.2	189	502508	5457254	144.40	151.25	6.85	2.76
G-11-16	342.5	-70.2	201	502608	5457296	164.00	167.00	3.00	8.78
G-11-19	340.2	-69.6	246	502708	5457346	202.60	212.60	10.00	1.14
G-11-22	345.6	-65.4	252	502320	5457212	148.00	150.60	2.60	3.57
G-11-23	344.3	-67.5	237	502379	5457219	164.00	184.75	20.75	0.91
G-11-24	346.0	-70.1	261.4	502456	5457197	172.10	184.25	12.15	2.75
and						226.30	253.00	26.70	1.28
G-11-25	338.3	-68.7	375	502504	5457159	303.00	303.90	0.90	9.14
G-11-26	332.4	-73.5	288	502533	5457193	209.50	227.50	18.00	2.59
G-11-27	348.3	-66.9	366	502469	5457141	232.40	307.50	75.10	2.41
G-11-29	351.8	-68.2	327	502405	5457104	267.50	268.50	1.00	5.00
and						295.90	305.50	9.60	1.70
G-11-30	345.2	-68.7	408	502495	5457089	328.00	333.00	5.00	3.40
G-11-31	344.5	-70.9	309	502734	5457295	216.00	217.50	1.50	2.40
G-11-32	336.0	-64	174	502446	5457256	107.60	174.00	66.40	1.50
G-11-34	340.3	-63.9	222	502427	5457229	134.00	143.50	9.50	4.00
G-11-36	341.2	-66.9	219	502397	5457205	178.80	179.20	0.40	69.40
and						186.00	190.80	4.80	2.40
G-11-37	339.3	-68.4	252	502421	5457185	184.50	228.00	43.50	1.00
G-11-39	340.9	-72	351	502433	5457127	252.30	299.00	46.70	0.70
and						260.00	268.00	8.00	2.00
G-11-41	349.2	-68	324	502433	5457127	240.00	252.90	12.90	1.10
and						305.00	305.50	0.50	112.00
G-11-42	346.2	-75.9	402	502446	5457080	275.80	281.00	5.30	2.40
and						302.00	320.00	18.00	2.70
G-11-43	274.5	-55.8	228	502489	5457295	116.00	132.00	16.00	2.01
and						139.00	141.00	2.00	4.87
G-11-44	271.8	-64	252	502489	5457295	130.34	163.36	33.02	1.24
G-11-45	269.3	-75.4	303	502489	5457295	126.60	163.00	36.40	1.39
and						225.00	237.50	12.50	1.58
G-11-46	85.7	-58.6	375	502263	5457257	254.50	259.50	5.00	2.20
G-11-48	345.6	-73	477	502507	5457030	355.55	361.9	6.35	3.22

*Intervals reported are core lengths; true widths of mineralization are not known*

### **Gaffney – East Block Property**

The Gaffney East Block is a group of claims that runs Northeast from the Gaffney Extension property (Figure 8). Historical fieldwork was performed in the area between 1896 and 1898 with geological mapping carried out by the Ontario Department of Mines in 1933. Several historical gold showings and workings in the area had various degrees of historical mining – including the Reliance Prospect, the Gold Rock Mine (Harper Lake Area) the Twentieth Century Mine (Manitou Gold Inc., 2011d.).

In 2011, Manitou Gold Inc. (2011d) conducted prospecting and assayed 139 grab samples on the West Limb Project. Several zones with anomalous to high-grade gold values were outlined, this included Dryden-Red Lake, Gold Rock Mine, Lacourse, Road Vein Zone (located near Reliance) and Reliance Occurrence. Out of the 139 samples, 35 samples returned 0.25 g/t gold or higher, of which 14 samples returned assays between 1 to 5 g/t gold and 12 returned 5 g/t gold or higher (Manitou Gold Inc., 2011d). Manitou Gold Inc. (2012c) drilled eight diamond drillholes (WL-11-01 to WL-11-08), totaling 1,009 m. The drillholes confirmed the down-dip and strike continuity of shear structures, with occasional intersections of anomalous gold values (Manitou Gold Inc., 2012c). The anomalous gold-bearing mineralization was found in quartz veins within variably sheared and altered (silicified and carbonatized) mafic volcanic rocks or felsic to intermediate intrusive dykes (Manitou Gold Inc., 2012c).

### ***Gaffney Patents Property***

The Gaffney Patents Property is located in the center of the Gaffney extensions and comprises most of Manitou Island (Figure 8). Exploration in the Gaffney area began in 1897 with the discover of the Beehive Prospect on the Manitou Island (Manitou Gold Inc., 2013b). The following is directly quoted from Manitou Gold Inc. (2013b):

*“In 1904-1905 Mike Noonan sunk a 37.5 foot (11.43 metre) deep shaft on a quartz vein on the eastern shore of Manitou Island. In 1927-1928 Anglo-Canadian Explorers Ltd. opened up a series of 15 trenches, uncovering multiple quartz veins and a zone of sulphides over a length of 900 feet (274.32 metres) (Delisle, 1990). In 1928, the claims were allowed to come open.”*

*“In 1937, Gaffney Mines Ltd. Drilled fourteen diamond drill holes totaling 1651 feet (503.22 metres) to test the down dip extension of mineralization uncovered in the earlier surface trenches. Assays returned were as high as 0.54 ounces per ton over 11 feet (Delisle, 1990).”*

In 1984, Teck Explorations Ltd. (1984a, 1984b, 1984c, 1984d, 1984e, 1984f and 1984g) drilled 21 diamond drillholes (TN-5 to TN-25), totaling 8,954 ft (2,729.18 m) on the Noxe Petroleum property in the Lower Manitou Project.

In 1988, Teck Explorations Ltd. (1991 and 1992) drilled seven drillholes (TN-26 to TN-32), totaling 4,278.1 ft (1,303.96 m) and 250 samples on the San Paulo – Gaffney Prospect. A total of 25 samples assayed over 0.1 oz/ton (Teck Explorations Ltd., 1991).

Manitou Gold acquired the Gaffney Patents in the fall of 2013. In late 2013, Manitou Gold Inc. (2014c) conducted prospecting, mapping and channel sampling. A total of 105 grab samples and 182 channel samples were collected from various historical pits, four historical trenches and three newly stripped trenches around the Gaffney and Beehive Shafts. Assay highlights included the Beehive Zone where trace to 115.5 g/t gold were detected, and at the Pitbull Trench where assay ranged from trace to 74.3 g/t gold (Manitou Gold Inc., 2014c). Manitou Gold Inc. (2014c) focused on mapping the north-south trending dykes near the Gaffney Shaft and revealed the dykes were not a late intrusive phase but were contemporaneous with the later folding activity in the area.

In 2014, Manitou Gold Inc. (2015) continued exploration activities on the Gaffney Patents. This included prospecting, mapping and soil sampling (Manitou Gold Inc., 2015). A total of 385 soils samples taken from 10.4 km of line were analyzed and returned nil to 17.2 g/t gold (Manitou Gold Inc., 2015). In addition, 173 grab samples were taken, with 97 samples that returned assays of 0.25 g/t gold or greater of which 38 samples were between 1.0 – 5.0 g/t gold and 7 samples were greater than 5.0 g/t gold (Manitou Gold Inc., 2015). Grab sample assay ranged from nil to 40.9 g/t gold (Manitou Gold Inc., 2015). Manitou Gold Inc. (2015) was able to successfully trace the main north-south trending quartz feldspar porphyry dike for 500 m during mapping.

### ***Sherridon Property***

The Sherridon Property is located to the east of the Gaffney Property (Figure 8). No exploration activities were recorded on the Sherridon property prior to 2009, except for a regional stratigraphic study of the Kenora – Fort Frances area in 1963 and geological surveys by C. E. Blackburn in 1972 to 1982 that only cover the northernmost extent of the Project (Manitou Gold Inc., 2011f).

In 2009, Manitou Gold Inc. (2011f) collected and analyzed 96 samples for gold on the Sherridon property. Nine samples contained visible gold, of which sample H180001, a quartz vein with visible gold, returned 184.5 ppm gold (Manitou Gold Inc., 2011f).

Manitou Gold Inc. (2012g and 2014d) continued to explore the Sherridon property between 2010 and 2012 by drilling 28 diamond drillholes (SH-10-01 to SH-10-04, SH-10-05B, SH-10-06 to SH-10-19, SH-12-20 to SH-12-28), totaling 4,689 m. Seven of the ten diamond drillholes in the SH-10-01 to SH-10-10 series intersected visible gold, of which SH-10-05B intersected five different occurrences of visible gold with the best intersection at 5.7 g/t gold over 2.4 m at 71.7 – 74.1 m, including 25.3 g/t gold over 0.5 m at 71.7 – 72.2 m (Manitou Gold Inc., 2012g). The SH-12-20 to SH-12-26 drillholes were to test IP anomalies and surface gold showings (Manitou Gold Inc., 2012g). One of the assay highlights was in SH-12-25 where 15.4 g/t gold over 5.5 m was identified in a sheared and altered mafic volcanic rock containing approximately 20% quartz veins (Manitou Gold Inc., 2012g). Visible gold was noted in this hole at three different depths (Manitou Gold Inc., 2012g). SH-12-27 and SH-12-28 were drilled to test the continuity of gold mineralization in SH-12-25 (Manitou Gold Inc., 2014d). SH-12-27 intersected one very fine grained cluster of visible gold at 95.01 m, which was contained within a quartz vein in sheared altered mafic volcanic rock (Manitou Gold Inc., 2014d). SH-12-28 intersected seven fine grained clusters of visible gold between 133.25 m – 133.35 m, in a narrow shear zone with 3 – 5% pyrrhotite and pyrite plus trace chalcopyrite (Manitou Gold Inc., 2014d).

Manitou Gold Inc. (2014d) noted that despite the impressive amount of visible gold that was intersected in drillholes many of the quartz veins and structures were very narrow, often less than 50 cm wide. In 2011, Manitou Gold Inc. (2011g) carried out ground magnetometer and IP surveys. A total of 43 IP anomalies were identified some of which corresponded to magnetic layers (Manitou Gold Inc., 2011g).

*Table 4 - Sherridon Drill Results Highlights*

Hole #	Azimuth	Dip	Depth (m)	Easting	Northing	Elevation (m)	From (m.)	To (m.)	Interval (m.)	Gold (g/t)
SH-10-04	20	-43.0	99.0	513936	5454734	459.0	53.7	54.3	0.6	9.4
SH-10-05B	16	-43.6	204.0	513978	5454713	475.0	34.5	35.3	0.8	19.7
SH-10-05B	16	-43.6	204.0	513978	5454713	475.0	71.7	74.1	2.4	5.7
including	16	-43.6	204.0	513978	5454713	475.0	71.7	72.2	0.5	25.3
SH-10-06	16	-43.0	129.0	514132	5454534	471.0	60.0	61.5	1.5	3.9
SH-10-12	25	-45.0	198.0	514075	5454672	463.0	59.3	62.3	3.0	7.7
including	25	-45.0	198.0	514075	5454672	463.0	60.5	61.0	0.5	46.0
SH-10-12	25	-45.0	198.0	514075	5454672	463.0	100.5	101.0	0.5	14.3
SH-10-12	25	-45.0	198.0	514075	5454672	463.0	104.5	107.0	2.5	2.9
SH-10-15	16	-47.0	327.0	513940	5454598	468.0	78.5	81.0	2.5	4.6
including	16	-47.0	327.0	513940	5454598	468.0	79.3	79.8	0.5	23.0
SH-10-17	20	-75.0	300.0	513915	5454505	477.0	192.0	194.8	2.8	7.1
including	20	-75.0	300.0	513915	5454505	477.0	192.0	192.5	0.5	38.7
SH-12-24	20	-45.0	144.0	514827	5454385	468.0	18.8	21.9	3.1	4.7
SH-12-25	20	-65.0	174.0	514827	5454385	468.0	71.2	76.7	5.5	15.4
including	20	-65.0	174.0	514827	5454385	468.0	74.0	75.0	1.0	83.1

## **The Tremblay Area**

### ***Sandybeach claim block (McAree and MacFie Townships)***

Sandybeach is the northern most property in the Tremblay Area.

Figure 7 - Sandybeach Property Map

shows the Sandybeach property with Ontario Government Mineral Occurrence Index data for the area.

In 1937, a gold discovery was made in the area by J.W Alto and W. Gardnar. Clark described the “Big Vein” as a very strong break, striking northeast with a near vertical dip, ranging from 13 to 24 ft in thickness and contains pyrite, chalcopyrite, and free gold. Grab samples assayed up to 0.37 oz/ton of gold (Clark, R., 1938).

Between 1937 to 1946, the Sandybeach Lake Syndicate conducted numerous exploration activities on their Alto-Gardnar Gold Showing which included stripping, trenching, mapping, prospecting, and bulk sampling. 125 tons of rock from surface pits and trenches were bulk sampled and returned 0.231 oz/ton gold. Alto outlined two ore shoots with lengths of 86.8 ft and 178.7 ft, respectively. Alto identified a main sheared zone and the best values occurred where the porphyry was present. There were three other parallel shear zones, one of which contained lead and tungsten in form of scheelite. The area was considered a deep-seated shear zone with abundant quartz stringers (Alto, J. et al., 1940 – 1946).

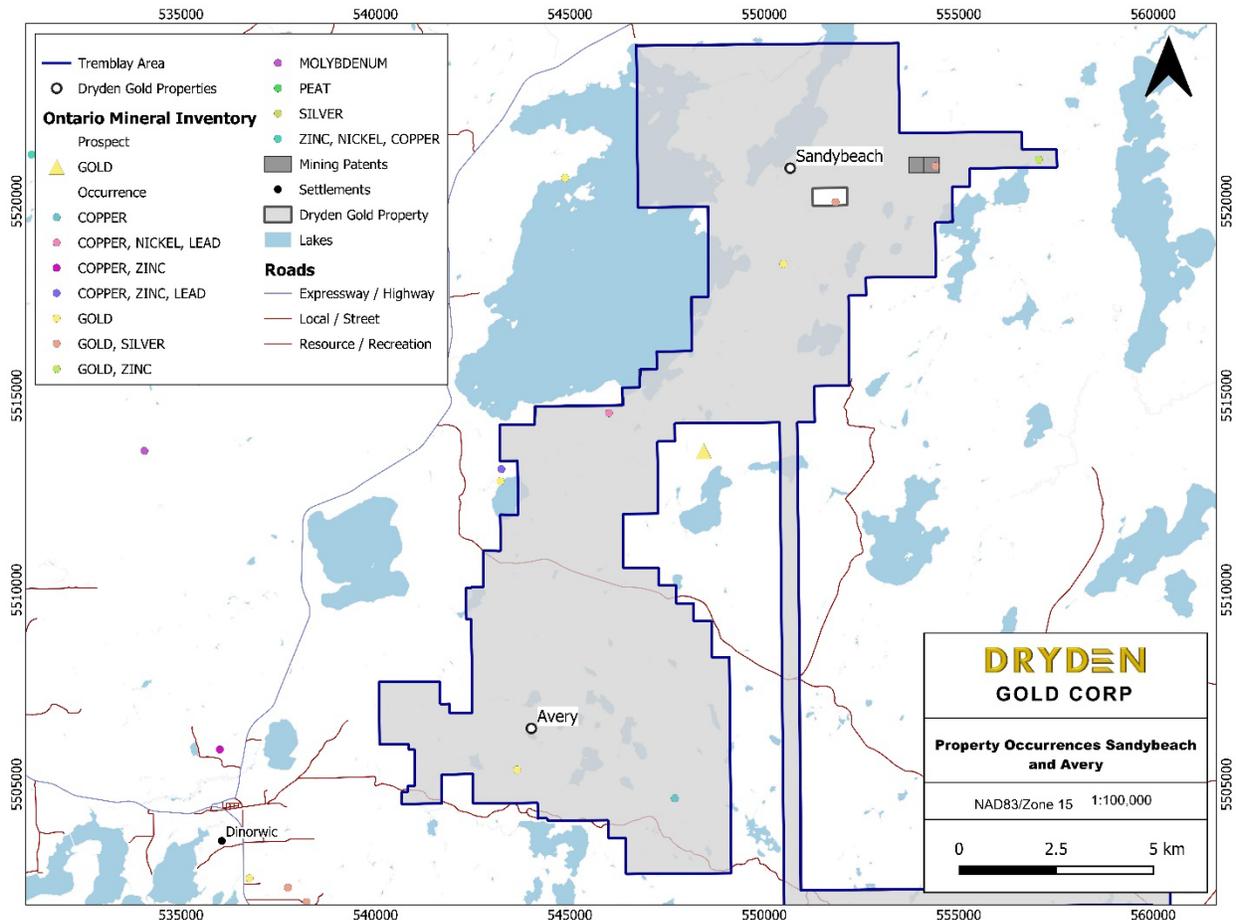


Figure 7 - Sandybeach Property Map

In 1950, Central Manitoba Mines Ltd. and McCombe Mining and Exploration Co. Ltd. drilled three diamond drillholes totaling 1,007 ft in the Schmidt Vein shaft area. Drillhole 1 intersected the zone under the old shaft and Drillhole 3 returned assay of 0.44 oz/ton gold over 1 ft. (Central Manitoba Mines Ltd. and McCombe Mining and Exploration Co. Ltd., 1950).

In 1946 and 1959, McCombe Mining Co. conducted geological mapping and sampling at the Swimit Lake Gold Prospect. The main gold bearing zone of mineralized quartz and schist was traced for a length of 1600 ft (McCombe Mining Co., 1959).

Beth Canada Mining Co. conducted geophysical surveys in 1977 and 1978 on the Sandybeach Claim Group. In 1977, induced polarization and resistivity surveys were conducted, and two I.P./Resistivity anomalies were outlined based

on disseminated mineralization signatures (Beth Canada Mining Co., 1977). In 1979 Beth Canada drilled three diamond drillholes totaling 404.2m in Sandybeach Lake South Project (Beth Canada Mining Company, 1979).

Norontex Exploration Ltd. prospected in the Wasik-Swimit Lake – McCombe Gold Prospect Area in 1983. A total of 20 grab samples were taken from the main shaft, trenches and pits and the assay returned values of trace to 8.40 oz/ton gold (Norontex Exploration Ltd., 1984).

In 1991, Alexander Glatz conducted prospecting and trenching on the Swimit Lake Project. 43 samples were tested for gold and some for silver. Alexander Glatz found several small porphyry dikes, small parallel and en echelon quartz veins. The highest assay value for the veins was 4.36 oz/ton gold across 0.3 m (Glatz, A, 1991). The highest assayed value of a quartz vein sample from an existing trench returned 0.98 oz/ton gold and 10.18 oz/ton silver (Glatz, A, 1991).

Champion Bear Resources Ltd. conducted multi-year drill programs at the Swimit Lake Gold Prospect. Between 1992 to 1993, the company drilled 34 diamond drillholes totaling 2,377.2 m (Champion Bear Resources, 1993). In 1994, 26 additional drillholes totaling 2,382 m. These drillholes were to test for depth, extension and lateral continuity of high-grade gold mineralization associated with the Shaft (Schmidt) Quartz Vein. The company determined that the Shaft Vein system appeared to flatten and pinch out at depth (Champion Bear Resources, 1994a).

Champion Bear Resources Ltd. also conducted drilling in the nearby Rivers Prospect. A total of 29 diamond drillholes totaling 4,765 m were drilled between 1994 to 1995 (Champion Bear Resources Ltd., 1994b, Champion Bear Resources Ltd., 1995a, Champion Bear Resources Ltd., 1995b, Champion Bear Resources Ltd., 1995c). Holes R94-1 to R94-4 intersected a wide zone of altered felsic rocks that were anomalous in gold and silver mineralization that was interpreted to be one distinct lens that was encountered for all four drillholes with gold highlights such as 0.031 oz/ton over 15.6 ft and 0.067 oz/ton over 27.8 ft (Champion Bear Resources Ltd., 1994b).

In 2001, Alexander Glatz prospected and took 6 samples on the Swimit Lake Gold Prospect. Preliminary results suggested that the quartz vein did not carry uniform background gold values with assay values up to 80.14 g/t gold (Glatz, A., 2001).

In 2006, Gossan Resources Ltd. conducted stripping, prospecting, mapping, channel sampling and short mobile metal ions (MMI) soil survey on the Alto-Gardnar Gold Showing. Gossan observed that the quartz veins range in size from narrow multiple stringers to 120 m in length and up to 7 m in width. Quartz veining tend to be more pronounced and erratic in quartz porphyry and generally more linear and boudinage in mafic volcanics (Gossan Resources Ltd., 2006). The main shear zone was very strong averaging 15 to 20 m in width and can be an offshoot of the Wabigoon Fault.

### ***Hyndman Property (Hyndman and Revell Townships)***

The Hyndman Property is located to the northeast in the Tremblay group of Claims. Figure 4 shows the Hyndman property with Ontario Government Mineral Occurrence Index data for the area.

In 1959, G.L Pidgeon drilled four diamond drillholes (Drillholes 1 to 4) totaling 700.5 ft on the Pidgeon Property (Pidgeon, G.L., 1959).

Between 1983 and 1985, Teck Explorations Ltd. conducted multiple exploration programs. This included line cutting, magnetics and VLF-EM surveys, prospecting, trenching, mapping, and diamond drilling on the Pidgeon Hyndman Property. Ten diamond drillholes totaling 2371.4 ft tested the Pidgeon and New Showings at depth (Teck Explorations Ltd., 1984h). Assays range from trace to 0.025 oz/ton gold. PH-5 to PH-8 tested the New Showing where mineralization was confined to numerous sheared zones in biotite granodiorite with minor associated bleaching, silicic, hematite alteration and disseminated pyrite up to 10%. Teck intersected highlights such as 0.064 oz/ton gold over 0.9 ft in PH-7, 0.018 oz/ton gold over 1.1 ft and 0.042 oz/ton gold over 3.0 ft in PH-5 (Teck Explorations Ltd., 1985).

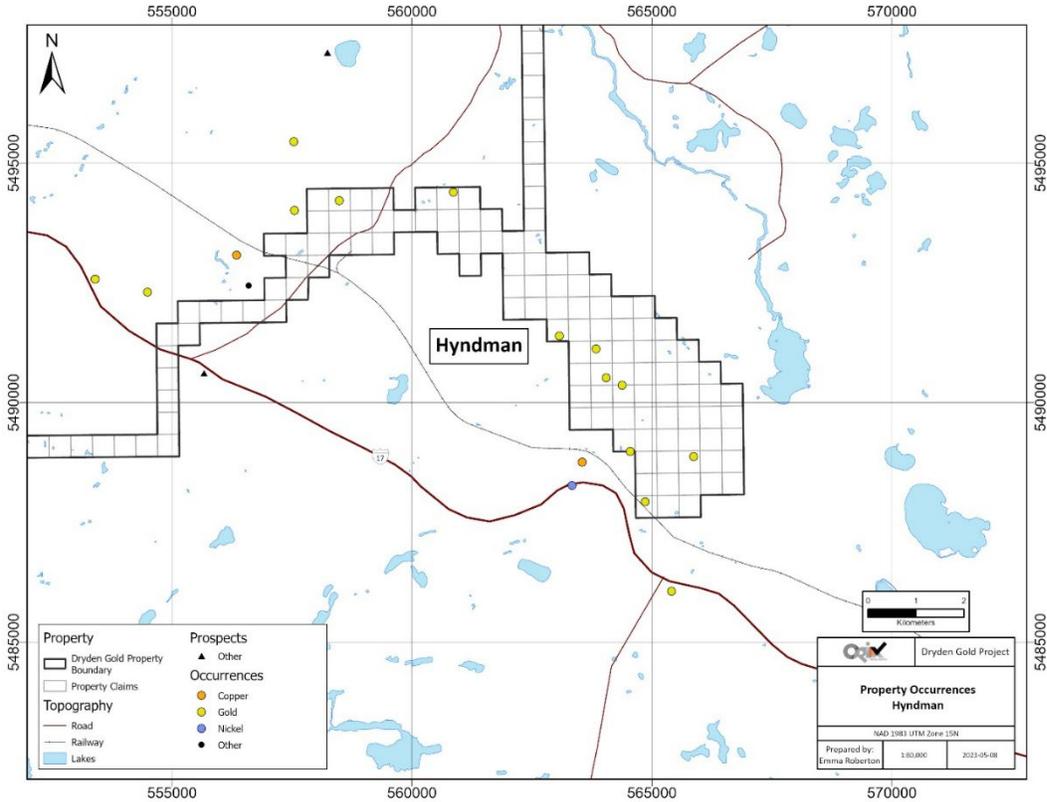


Figure 8 - Hyndman Property Map

***Turtlepond Property (Turtlepond Lake Area)***

The Turtlepond Property is located in the southwest portion of the Tremblay Group of claims. Figure 9 shows the Turtlepond property with Ontario Government Mineral Occurrence Index data for the area.

The Van Houten Gold Syndicate was a past producing mine located immediately south of Alston Lake. Very limited information can be found, but the mine ceased operation in the fall of 1940 (GreatOre Resources Corp., 2012a).

Wollex Exploration Ltd. carried out a geological exploration program which consisted of stripping, trenching and mapping on the Turtlepond and Whitewater Lake Projects in 1987. A total of 103 grab and rock samples were collected on the Dryden projects and assayed for gold and silver; 37 of the samples were greater than 1,000 ppb gold, with a high of 15,000 ppb gold (Wollex Exploration Ltd., 1987).

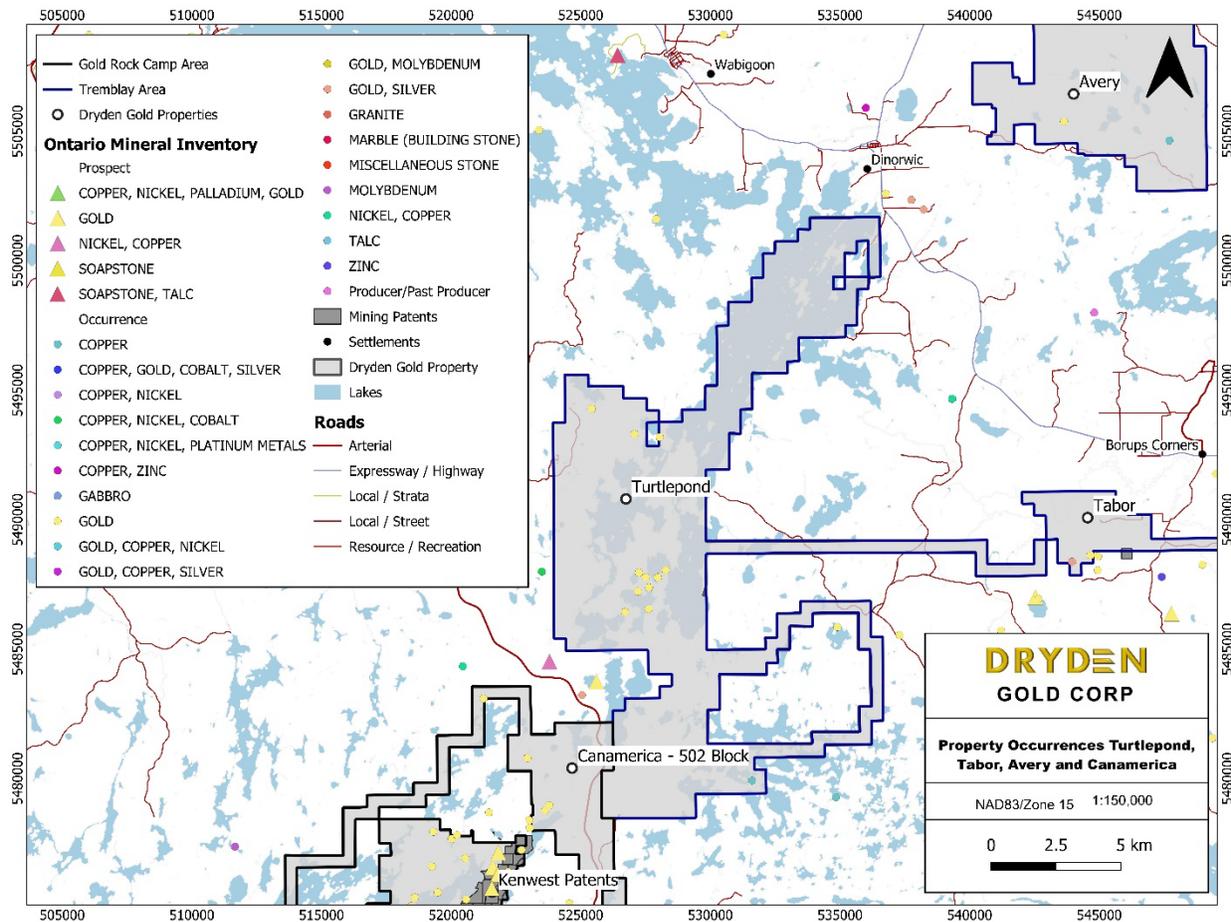


Figure 9 - Turtlepond, Avery and Tabor Property Map

In 1988-89, Bond Gold Canada Inc. prospected, mapped and conducted two geophysical surveys on the Whitewater Lake Property. 219 rock samples were analyzed for gold and found that gold mineralization was commonly associated with both quartz vein and pyritized wallrocks, especially in the hanging wall (Bond Gold Canada Inc., 1988). They identified seven narrow north-northwest to north-south auriferous shear zones which carried anomalous gold values.

In 1989, Bond Gold conducted another exploration program which consist of prospecting, mapping and airborne geophysics on the Whitewater Lake Property. 50 samples were collected, and the best gold value was 1.71 g/t gold. Mapping was not successful in extending the quartz veined shear zone to the north, but air photo lineament analysis had defined four major structural trends and two of which were known to host gold mineralization (Bond Gold Canada inc., 1989).

In 2010 and 2011, Alexander Glatz and Ivar Joseph Riives prospected in the Alston Lake Gold Project. They noted that cherty volcanics carrying up to 15% pyrrhotite did not contain anomalous gold but fractured, silica altered basalts carrying greater than 3% pyrite contained anomalous gold (Glatz, A. and Riives, I.J., 2010). In 2011, 123 samples were analyzed; the Quartz Hill showing samples with 5% and 8% chalcopyrite assayed 13.3 g/t and 12.5 g/t gold, respectively (Glatz, A. and Riives, I.J., 2011).

Between 2011 and 2012, Benton Resources Inc. conducted prospecting, soil sampling and minimal trenching and channel sampling on the Turtlepond Project. 105 grab, float or waste rock samples from historical pits and shafts were sent for gold and/or multi-element analysis. 422 soil samples were taken and there was an anomalous area of higher gold at the center of property which roughly correlated with quartz feldspar porphyry mapped by J. Satterly in 1940. Three trenches surrounding two historical shafts were excavated with a highlight of 3.7 g/t gold over a 3 m channel sample (Benton Resources Inc., 2013).

### ***Tabor Property (Melgund Township)***

The Tabor Property is located in the southcentral portion of the Tremblay Group of claims. Figure 9 shows the Tabor property with Ontario Government Mineral Occurrence Index data for the area.

In 2008, Alexander Glatz carried out a prospecting program and took approximately 75 grab and channel samples. Sampling of the quartz porphyry dike indicated it was auriferous with assays up to 39 g/t gold, with most samples between 2-5 g/t gold (Glatz, 2008).

In the nearby Sakoose Property, Black Widow Resources prospected in 2013. This property contains historical working of the Sakoose Mine which had been a gold producer at the turn of the century. A quartz vein with a strike length of 200 m was identified. Black Widow took 17 grab samples, the highest being 126 g/t gold for a sample taken from the waste pile, and 15.2 g/t, 10.8 g/t and 5.55 g/t for samples taken from quartz veins in stopes (Black Widow Resources, 2013).

### ***Avery Property (Avery Township)***

The Avery Property is located in the central portion of the Tremblay Group of claims. Figure 9 shows the Avery property with Ontario Government Mineral Occurrence Index data for the area.

In 2006, Ontario Exploration Corp. prospected on the Avery Township Gold Project. Approximately 165 grab, channel and chip samples were collected and analyzed. Highlights included: channel 24.56 g/t gold over 2.25 m in heavily carbonate altered basalt, and grab, 13.93 g/t gold with visible gold in silica-carbonate altered breccia (Ontario Exploration Corp., 2006).

In 2019, David R Healey conducted grassroot prospecting and mapping on the Avery Gold Property. 29 grab samples were analyzed, ranging from trace to 2.3 g/t gold. Healey reported that gold mineralization was associated with areas of silicification, quartz-carbonate veining and higher sulphide content. Areas with iron carbonate alteration returned no gold values at all (Healey, R., D., 2019).

## **Geological Setting and Mineralization**

### ***Regional Geology***

The western Wabigoon subprovince is a broad anastomosed belt of metavolcanic and metasedimentary rocks interspersed with oval to irregular felsic plutons extending from Minnesota northeastward through Sioux Lookout to Savant Lake. The subprovince is bounded to the north by the Winnipeg River subprovince (Tomlinson, 2004), and to the south by the Marmion terrane (Backeberg et al., 2014) and Quetico subprovince (Davis et al., 1990). The Wabigoon subprovince is subdivided based on age and spatial relationships into two distinct domains. The eastern Wabigoon subprovince contains Meso- to Neoproterozoic rocks (3000-2660 Ma) while the western Wabigoon subprovince only contains Neoproterozoic rocks (2775-2680 Ma, Stott et al., 2002; Tomlinson et al., 2004; Percival et al., 2004). Greenstone sequences of the western Wabigoon subprovince are interpreted to have developed in a subvolcanic environment at about 2745 to 2712 Ma and to have been tectonically emplaced onto the Winnipeg River and Marmion terranes at 2703 to 2695 Ma (Davis, Sutcliffe and Trowell 1988; Sanborn-Barrie and Skulski 2006).

The Project and surrounding area is located in the northwestern corner of the Wabigoon sub-province of the Superior Province in the Canadian Shield. Central and southwest portions of the Dryden Project are underlain by the Eagle-Manitou Lakes greenstone belt of the Western Wabigoon Subprovince (see Figure 4). Northern portions of the Project, in the Sandybeach Lake area, lie within a northeast projecting arm of the Wabigoon Subprovince. Although the Project is not contiguous, the Dryden properties extend from Lower Manitou Lake in the south to roughly 90 km northeast at Sandybeach Lake in the north. The Manitou Lakes area was regionally mapped by Thomson in 1932 (Thomson, 1934) and in more detail by the Ontario Geological Survey (OGS) in 1973 (Blackburn, 1979). Early regional mapping in the Sandybeach Lake area was done by Satterly (1943), Breaks et al (1976) among others including a compilation map by Blackburn (1981). More recently areas north and south of Sandybeach Lake have been remapped by Berger (Berger et al 1987, Berger 1988, 1989).

The following regional description is taken mainly from two regional geological studies: “The Geology of the Upper Manitou Lakes Area” (Blackburn, 1979) and the Open file report 5723 “Geology, Gold Mineralization and Project Visits in the Area Investigated by the Dryden - Ignace Economic Geologist, 1984-1987” (Parker, 1989).

The Wabigoon Subprovince contains several Archean greenstone belts and includes the Eagle-Manitou Lakes greenstone belt (metavolcanic-metasedimentary belt) which trends northeast, is Archean in age, and is bounded by younger Archean granitoid intrusives; to the northwest by the Atikwa granitoid batholith, to the east by the Baskett Lake and Revell Batholiths, and on the southeast by the Irene-Eltrut Lakes batholith, and the Meggisi granitoid pluton. The greenstone belt consists mainly of a thick sequence of mafic to felsic flows and pyroclastic rocks with minor volcanoclastic rocks and a sequence of sedimentary rocks with lesser mafic to felsic stocks and sills. Supracrustal rocks are generally metamorphosed to greenschist grade assemblages over wide areas while amphibolite grade rocks are more locally concentrated within the contact aureoles of large granitic batholiths and smaller intrusions.

Throughout the Eagle-Manitou greenstone belt large scale movements along major faults in several deformation zones has resulted in widespread shearing and fracturing and have a genetic and spatial relationship with gold mineralization. The level of alteration varies throughout the Eagle-Manitou Lakes belt but an extensive area of intense iron carbonate alteration centered on Dinorwic Lake dominates the eastern part of the belt. Numerous gold occurrences and prospects have been discovered within or near the margin of this carbonate alteration zone.

Mineralization in the Eagle-Manitou greenstone belt is dominated by orogenic gold systems. Recent research completed by Zammit (2020) has documented that most of the known orogenic gold occurrences in the Dryden area largely occur within 5-10 km of the major deformation zones (the northeast trending Manitou-Dinorwic deformation zone (MDdz), the east-southeast trending Wabigoon deformation zone, and eastern trending Mosher Bay-Washeibemaga deformation zone,). Based on Zammit (2020) research, gold mineralization at the Kenwest prospect and Treasury Metals’ nearby Goldlund deposit are temporally associated with syn-D2 sinistral transpression along the MDdz (D2, <2695 Ma, likely 2680-2580 Ma) (Figure 9). A later phase of hydrothermal activity, dated at ~2590-2580 Ma, could represent a second period of widespread hydrothermal activity, and possibly gold remobilization.

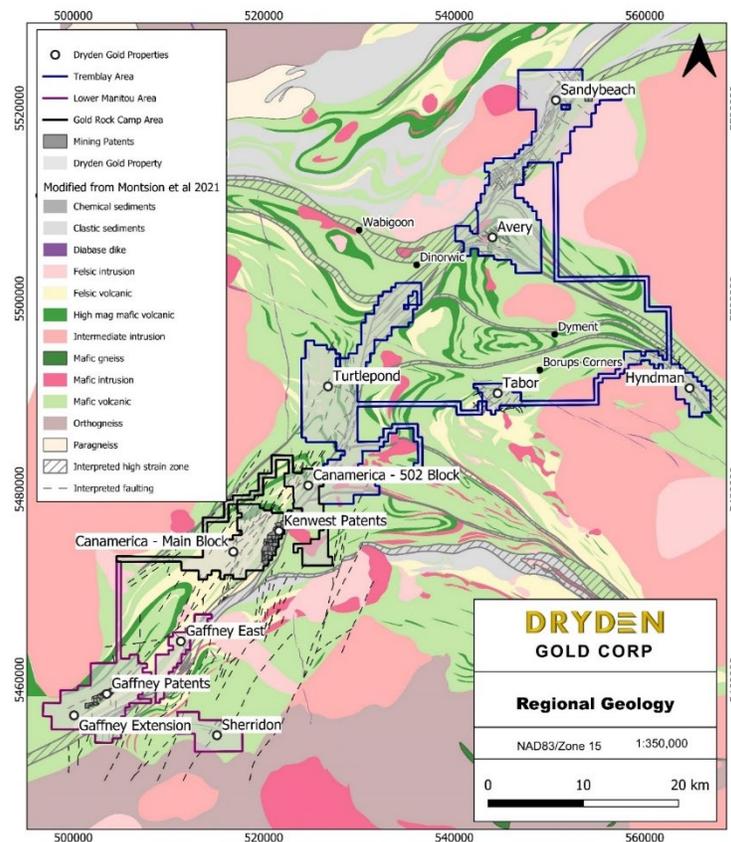


Figure 10 - Dryden Gold Property Geology

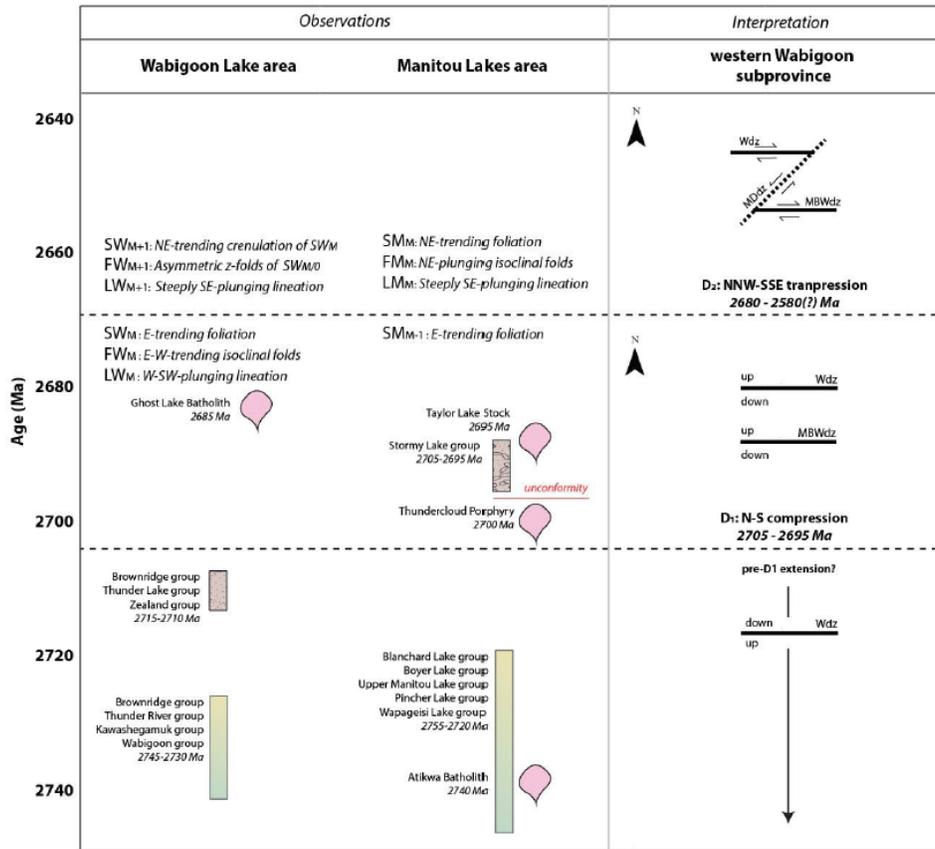


Figure 11 - Western Wabigoon Subprovince -Schematic structural synthesis. Diagram displays major episodes of volcanism, sedimentation, deformation, and hydrothermal events (Zammit, 2020).

### Project Geology and Mineralization

The Dryden Project is contained entirely within the Eagle-Manitou Lakes greenstone belt of the Wabigoon subprovince of the Superior Province. Seven of the ten claim blocks that comprise the Project are spread out along 90 kilometres on the regional northeast trend that extends from Lower Manitou Lake in the southwest to Sandybeach Lake in the northeast. This greenstone belt is bounded by younger Archean granitoid plutons; the Atikwa granitoid to the northwest and the Irene-Eltrut Lakes batholith to the southeast. Stratigraphic units are mainly composed of a thick sequence of mafic to felsic flows and pyroclastic rocks with minor volcanoclastic rocks and a sequence of sedimentary rocks with lesser mafic to felsic stocks and sills.

Large scale folding and faulting is common in the eastern part of the Eagle-Manitou Lakes belt. Domal structures are common in the Sandybeach Lake area where Satterly (1943) recognized the Laval Anticline and Hartman Dome. The northeast trending, steeply southeast dipping MDdz bisects the greenstone belt and is considered the eastern extension of the Pipestone-Cameron Fault, located on the southwestern side of the Atikwa batholith. The MDdz is characterized by fissile schist, varying in width from 100m to 400m. Evidence of shearing is documented on either side of the fault for distances of up to 400m, with overall greater strain on the northwest side of the fault zone (Blackburn, 1982).

Immediately west of the MDdz is the Manitou Anticline, which trends sub-parallel to the MDdz and has been traced for approximately 30 km through the Manitou Lakes area. Gold mineralization in the Manitou Lakes area is closely related to both the MDdz and other deformational schist zones associated with the Manitou Anticline fold generation and associated shearing (Fox, 1987).

Within the Project there are 46 historically documented gold occurrences (Table 5 and Table 6). Gold mineralization in the area is typical of Archean lode-gold deposits, and work by the OGS has indicated that almost all of the gold deposits in the Manitou Lakes area are controlled by shear and fracture zones which appear to be regionally related to movement along the northeast trending MDdz. Gold-bearing quartz veins are commonly controlled by northeast- and east-trending shear zones which may be secondary shear bands subparallel to the shear boundaries of the MDdz. Most of the shearing and fracturing was developed after the emplacement of the Atikwa Batholith. However, there are other occurrences of gold mineralization that appear to be stratigraphically controlled, and possibly genetically related to volcanism (Parker, 1989).

Gold mineralization is predominately associated with sheared and altered mafic volcanic rocks, but also with silicified felsic dikes, with quartz veins within the dikes, with the dike contacts, and with the foliated rocks along the contacts with the dikes. Gold occurrences in the area are hosted in quartz veins, shears, and sulphide zones. Mineralization associated with the gold occurrences include pyrite, chalcopyrite, pyrrhotite, sphalerite, and galena/telluride. Alteration products include iron carbonate, chlorite, calcite, sericite, silica, and anthophyllite.

*Base Metal Sulphides (Ag-Au-Cu-Zn-Pb)*

In the northeast area of the Project, the Schmidt-Wallbridge, Swimit Lake, McCombe occurrences are documented as primarily being composed of Au-Ag, although the secondary commodities are Cu-Zn-Pb. Historically the showing is described as vein system of parallel quartz stringers in metabasalts, 3-5 ft wide, at least 1,400 ft long and strikes 250°. Erratic values in gold gave assays as high as 3.86 oz/ton gold from channel sampling. Scattered sphalerite, galena, chalcopyrite, and pyrite is associated with the veins. Within the Eagle-Manitou Lakes Greenstone Belt, there are minor documented occurrences of base metals occurrences, which have characteristics suggestive of a volcanogenic system. Further evaluation of these showings should be completed to understand the characteristics and petrogenesis of the mineralization. Base metal mineralization has been explored for in the Sandybeach area where sulphide bearing volcanogenic ironstone, adjacent to sericitized and chloritized mafic metavolcanic rocks, were targets of a Hollinger Mines drill program (Chorlton 1991).

*Table 5 - MDI Gold Occurrences – Tremblay Area (Ontario Mineral Deposit Inventory Database)*

<b>MDI Identifier</b>	<b>Name</b>	<b>Township</b>
MDI00000000756	Whitewater - East	Turtlepond Lake Area
MDI52F10SE00020	Turtlepond Narrows	Turtlepond Lake Area
MDI52F09SE00015	Glatz Occurrence - Dumond	Hyndman
MDI52F10SE00015	Stan and Sherridan Johnson	Turtlepond Lake Area
MDI52F10SE00003	Van Houten	Turtlepond Lake Area
MDI52F10SE00022	Turtlepond Southwest	Turtlepond Lake Area
MDI52F09SE00003	Hw 642	Revell
MDI52F09SE00014	New Showing	Hyndman
MDI52F09SW00009	Glatz-West Zone	Melgund
MDI52F10SE00016	Johnson-Whitewater Lake	Turtlepond Lake Area
MDI52F09SE00011	V33	Hyndman
MDI52F16SE00005	Keikewabik Lake	Keikewabik Lake Area
MDI52F09SE00002	McCracken	Hyndman
MDI52F10SE00012	Minnehaha Lake	Turtlepond Lake Area
MDI52F09NW00007	Noranda - Showing A	Avery
MDI52F10SE00021	Turtlepond Camp	Turtlepond Lake Area
MDI52F09SW00014	Ad 89	Melgund
MDI52F10SE00017	John Wayne Lake	Turtlepond Lake Area
MDI52F10SE00013	Moose Lake Mine	Turtlepond Lake Area

MDI Identifier	Name	Township
MDI52F09SE00042	No. 3 Vein	Hyndman
MDI52F16SW00037	Rivers Option	McAree
MDI52F09SE00043	Hw 673	Revell
MDI52F16SW00002	Midas	McAree
MDI52F09SE00012	Old Showing	Hyndman
MDI52F09SE00010	Dumond	Hyndman
MDI52F10SE00011	Moose Bay East	Turtlepond Lake Area

Table 6 - MDI Gold Occurrences – Gold Rock Camp and Lower Manitou Area (Ontario Mineral Deposit Inventory Database)

MDI Identifier	Name	MDI Classification
MDI52F07NE00002	Big Master	Developed Mineral Prospect with Reserves
MDI52F07NE00030	Goldrock Zone - West	Discretionary Mineral Occurrence
MDI52F07NE00026	Lunch Box Bay Zone	Discretionary Mineral Occurrence
MDI52F07NE00011	Trafalgar Bay	Discretionary Mineral Occurrence
MDI52F07NE00029	Pincher Creek Zone	Discretionary Mineral Occurrence
MDI52F07NE00018	Little Master	Discretionary Mineral Occurrence
MDI52F07NE00025	P133 Upper Manitou	Discretionary Mineral Occurrence
MDI52F07NE00010	Selby Lake	Mineral Occurrence
MDI52F07NW00011	Leuiller Island	Mineral Occurrence
MDI52F07NE00032	Pincher Lake	Mineral Occurrence
MDI52F07NE00009	Paymaster	Mineral Occurrence
MDI52F07NE00012	Vulcan	Mineral Occurrence
MDI52F07NE00020	Edina Mine	Mineral Occurrence
MDI52F07NE00024	Oxford	Mineral Occurrence
MDI52F07NE00031	Trafalgar Bay Zone	Mineral Occurrence
MDI52F07NE00021	Rochon Island	Mineral Occurrence
MDI52F07NE00005	Gold Rock	Prospect
MDI52F07NE00039	Canamerica E and F Zone	Prospect
MDI52F07SW00007	Gaffney	Prospect
MDI52F07SW00056	Beehive	Mineral Occurrence

### The Gold Rock Camp Area

Located near the geographic center of the Project, the Kenwest, Canamerica and 502 blocks in the Upper Manitou Lakes area were the focus of early mining activity and government mapping in the Eagle-Manitou greenstone belt. The northeast trending MDdz describes the trace of a large structural break running along the east boundary of these claim blocks (Figure 7.3). The deformation zone is marked by a barren zone of fissile schist from 100 m to 400 m wide. On either side of the fault, country rock has been strongly sheared over distances of up to 400 m from the fault, though this effect is more strongly developed northwest of the fault (Blackburn, 1979). This northwestern limb of the MDdz is 25 km long and 2 to 5 km in width and hosts the majority of the known gold occurrences (Cullen and Clark, 2007).

Felsite units or felsic dikes are more prominent in this area, often associated with the gold mineralization. It should be noted that the felsic dikes, termed “felsites” are considered felsic volcanics by Blackburn (1982), although recent workers have indicated that they are felsic dikes (Cullen and Clark, 2007; Redden, 1996). Other major schist zones have been noted in the area and are related to folding and faulting paralleling the trend of the synclinorium. These

zones of weakness have been the focus of late stage (Kenoran) felsic dike emplacement, further trans-current faulting, and have acted as conduits for hydrothermal fluids producing intense hydrothermal alteration. Gold mineralization in the Manitou Lakes area are closely related to these major structures (Fox, 1987).

The Kenwest-Canamerica area lies mostly within the stratigraphically lower calc-alkaline, predominantly intermediate pyroclastic volcanics of the Upper Manitou Lake Group; except for the 502 block in the northeast where the Upper Manitou Lake Group is in fault boundary with the tholeiitic to calc-alkaline, predominantly mafic volcanic flows of the Benson Bay Sub- Group of the Pincher Lake Group rocks (Blackburn, 1982). Both major volcanic units are intruded by felsic dykes. The former mines close to the Project and all significant gold prospects and producers northwest of the MDdz are confined to two stratigraphic zones: a sequence of felsic metavolcanics (Upper Manitou Lake group and lower part of the Pincher Lake group) hosting the deposits at Gold Rock and Upper Manitou Lake and subjacent mafic metavolcanics (Blanchard Lake group) hosting deposits between Manitou Island and Rector Lake (Blackburn, 1982).

The Canamerica property covers a 1km wide peninsula which separates Manitou Straits from the main body of Upper Manitou Lake. The peninsula is underlain by a northeasterly (20° to 35°) striking, southeasterly dipping (80° to 85°) sequence of interbedded mafic and intermediate flows and tuffs.

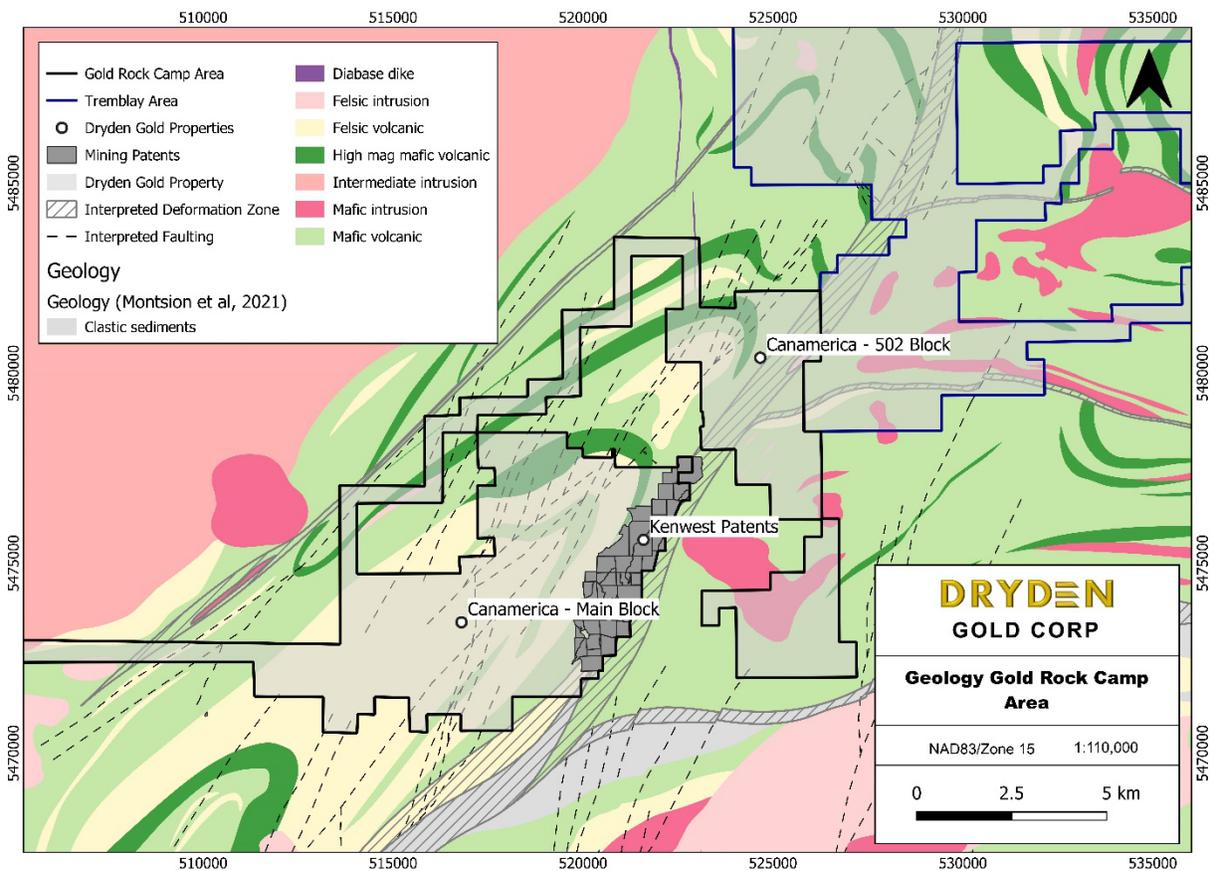


Figure 12 – Geology Gold Rock Camp Area

These rocks lie in the southeast limb of the Manitou anticline and trend directly into correlative and equivalent lithologies in the Gold Rock camp, two kilometers to the north. The north-northeast trending MDdz lies approximately 650m east of the property, and the structural and alteration associated with this fault/shear is noted in rocks on the eastern side of the property.

The 502 block of the Canamerica property covers a sequence of pillowed to massive mafic volcanic flows. They lie on the eastern side of the Manitou anticline and encompass the MDDZ on the central and southeast side of the property.

At this point the MDdz separates the same formation of mafic volcanics, which appear to be Benson Bay Sub-Group. A unit of felsic volcanics is noted at the north end of the 502 block and a unit of mafic intrusive passes through the center of the block in a northeasterly direction. Project scale mapping describes mafic to intermediate lapilli tuffs and fine tuffs, massive or pillowed mafic volcanic flows, chloritic schists, chlorite sericite schists, fine-grained felsic dikes, and feldspar porphyry dikes. Several continuous felsic dikes on the south end of the Canamerica block range from 4 to 8 m wide. The dikes are variably altered; contain quartz veins, veinlets, and quartz stockwork.

Some of the dikes have associated shearing in which the rock has been sericitized and/or chloritized and carbonatized. Trends of the dikes range from 15 to 45 degrees. Foliations range from moderate to strong, trend 50 to 60 degrees, and dip steeply to vertically southeast. Two main trends of shearing were noted and range from 30 to 35 degrees and from 50 to 60 degrees. Gold mineralization is associated with the silicified felsic dikes, their contacts, and the foliated rocks along the contacts with the dikes.

Gold deposits and occurrences in the Upper Manitou Lake area were studied in detail by Ontario government geologists on three separate occasions. Thomson (1942) classified gold in the Upper Manitou deposits as “found in two principal types of deposits; these include (1) quartz veins and lenses in well-defined sheared zones or “breaks” in greenstone or tuff and (2) quartz veins and stringers distributed irregularly throughout mineralized felsite dikes”.

Thomson continued: “The association of quartz with these dikes is probably due more to the physical nature of the rock than to any genetic relationship between felsite and vein material. Being a hard competent rock, the felsite has yielded to deforming forces by fracturing, whereas the softer greenstones have failed by shearing. This has produced openings for vein deposition in the felsite”. Thomson (1942) indicated deposits of the first type to occur in quartz masses that “tend to pinch and swell along the sheared zone.” These sheared zones strike parallel to the regional fabric, the examples being the “Jubilee Break” that is considered to extend from north of the Laurentian shaft, southwestward through the Elora and Selby Lake mine workings and across claims of Big Master Consolidated Gold Mines as far south as Manitou Straits. Thomson identified the “break” occurring at the contact between greenstone and an agglomerate tuff. The “break” is a sericitized and carbonatized zone adjacent to a felsite. The second type of deposit is confined to felsite dikes (Thompson, 1942). The showings consist of quartz masses in sheared and fractured zones with pyritized and carbonatized felsite adjacent to the quartz. The No. 4 vein of Big Master Consolidated Gold Mines belongs to this group.

Blackburn (1982) observed the following regarding gold mineralization: “*The gold deposits at Trafalgar Bay are found in quartz veins that are spatially associated with thin felsite units that have been interpreted in this report as being either flows or sub-volcanic sills intruded at shallow depth.*” Field evidence collected by Manitou Gold exploration staff indicates the felsite units to be dikes; this is supported by Parker (1989). Blackburn (1982) emphasizes the association of the gold with the “felsite” units and considered an alternate interpretation where the quartz veins were intimately and genetically associated with the felsites, and that fracturing played little part in acting as channel ways for vein material but may have enabled the mobilization and concentration of gold-bearing fluids at a late date.

Parker (1989) examined the structural controls of the gold mineralization and indicated that lithological control was of little significance. Previous studies had emphasized the spatial relationship of felsic dikes and the Blanchard Group (tholeiitic volcanics)/ Upper Manitou Lake Group (calc-alkalic pyroclastics and sediments) contact to gold mineralization. The felsic dikes were not thought to be enriched in gold and were with respect to the deformation. The dikes provide a rheological contrast conducive to the formation of open spaces within the shear zones. Gold mineralization in this camp is (a) in quartz veins hosted in volcanic rocks and felsic dikes within shear zones, (b) in narrow semi-massive sulphide bands filling fissures, and (c) in altered rocks within shear zones with or without quartz veins (Parker, 1989). Shear zones are noted by brittle ductile deformation, schistose or fissile rock, and dominated by carbonate alteration, with varying amounts of chlorite, sericite, calcite, pyrite, fuchsite, tourmaline, and silica.

Gold-bearing quartz veins are the most common type of mineralization in the area. The veins have wispy to well-layered “crack-seal” textures, with sericite, chlorite, ferroan carbonate, 1-5% sulphides, and occasionally tourmaline along the selvages. Gold is concentrated in the “crack-seal” fractures and in selvages along the quartz vein margins. Calcite filled fractures within quartz veins also carry gold. Narrow gold-bearing semi-massive sulphide filled fractures within fissile zones also contain significant gold values. Pervasive ferroan carbonate alteration, disseminated sulphides, and very small barren quartz veinlets characterize the fissile zones.

Sulphides are predominantly pyrite, with variable amounts of chalcopyrite. The gold tenor appears to be related to the quantity of pyrite present in the wall rock and in veins.

## **Lower Manitou Area**

### ***The Lower Manitou Area***

The Gaffney Extension and East are mainly underlain by mafic volcanic and intermediate to felsic volcanic rocks of the Blanchard Lake group (Blackburn 1976, 1982) and magnetite-bearing quartz diorite, all of which are intruded by quartz-feldspar porphyry dykes. Shearing of the above rocks resulted in iron-carbonate and sulphide-bearing schists (Delisle, 1990).

The Gaffney Patents are located on the eastern shore of Manitou Island on Lower Manitou Lake (Figure 7.4). The property is characterized by two cross cutting sets of feldspar porphyry dykes. The first set trends to the northeast, which is the prominent orientation of stratigraphy within the property claims. A second set of quartz-feldspar porphyry dykes exists in an overall north-south trending orientation. Gold mineralization is generally confined to a variably altered quartz diorite intrusion as well as within quartz-feldspar porphyry dykes but is also found in intermediate mafic volcanic wall rock.

Historical work on the Gaffney prospect indicates three mineralized zones, known as A, B and C zones. The locations of the mineralized zones are controlled by both competency contrasts during deformation between the quartz diorite and the surrounding volcanic rocks as well as the behavior during deformation of the quartz-diorite itself (Delisle, 1990). According to Delisle (1990), zones of mineralization occur either localized at the contact of the quartz diorite and surrounding rock and/or within the body of the quartz diorite. Delisle (1990) also suggests that sulphide stringers associated with the Gaffney prospect occur in micro fractures that trend at 130°/70°NE, at a high angle to the shear zone.

The Sherridon property is located about 10 km directly southeast of the Gaffney Extension and in close proximity to the MDdz on the west boundary of the claim group (Figure 12). Regional geological mapping was carried out by Blackburn (Blackburn, 1978 & 1972) around Lower Manitou Lake and Mang Lake areas however there has been no property scale mapping by either government or company geologists on the property.

Work by the OGS has indicated that almost all Archean lode gold deposits in the Manitou Lakes area are controlled by shear and fracture zones which appear to be regionally related to movement along the MDdz. Mineralization on the property occurs as visible gold in quartz veins in sheared pillow basalt close to the contact of a quartz porphyry sill. Manitou Gold targeted IP anomalies targeting gold mineralization in quartz veins on the property in three phases of drilling completed between July 2010 and March 2012. Significant intersections of appreciable gold were identified however widths of the mineralized zones were quite limited.

Davis and Smith (1991) indicate that the gold occurring in faults, shears, and tension veins developed in response to a late Archean northwest directed contraction and emplacement of contemporaneous plutons, such as the Atikwa Batholith. Most of the shearing and fracturing was developed after the emplacement of the Atikwa Batholith however there are occurrences of gold mineralization that appear to be stratigraphically controlled and possibly genetically related to volcanism (Parker, 1989). The Project is located southeast of the Atikwa Batholith, northwest of the Meggisi Pluton and is proximal to the MDdz. There is excellent potential for gold mineralization in quartz veins related to shearing and fracturing caused by the emplacement of a late pluton.

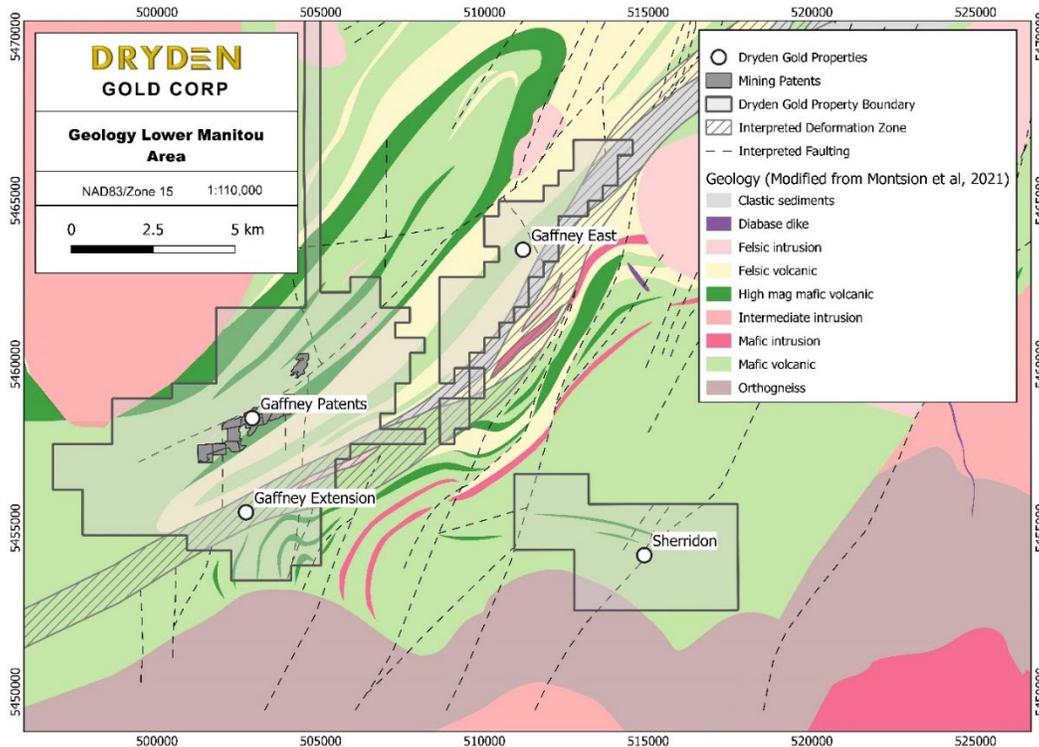


Figure 13 - Geology Map Lower Manitou Area

## The Tremblay Area

### *Turtlepond, Tabor and Avery Blocks*

The Dinorwic Lake area is situated at the eastern end of the Lower Wabigoon Volcanic Group, the same stratigraphic sequence which hosts the majority of gold deposits at Eagle and Wabigoon Lakes. Geologists with the OGS have done considerable work in the area which was summarized in an open file report by Parker (Parker, 1989) and informs the geological descriptions that follow. Satterly (1943) indicated that the Wabigoon volcanics were folded about northeast-trending synclinal and anticlinal axes west of Dinorwic Lake (Figure 7.5). Southwest of Dinorwic Lake, the Lower Wabigoon Volcanics have been interpreted (Blackburn et al. 1982) to be folded about a northeast-trending syncline, and to be identical to the Pincher Lake Volcanic Group which extends into the Upper Manitou Lake area. The zone of shearing constituting the MDdz (Figure 7.1) extends northeast from the Manitou Lakes through Dinorwic Lake, where it widens and is responsible for broad, northeast-trending, subparallel shear zones or splays which extend into Southworth and Avery Townships northeast of the lake.

Airborne magnetic surveys flown over the Tobacco Lake area in Satterly Township, east of Dinorwic Lake, suggests the presence of an open fold with an apparent west or west-northwest-trending fold axis (Kasner, R.J., Assessment Files, Resident Geologist's Office, Kenora; OGS 1987). This fold structure may be related to the anticlinal fold axis which extends westwards from Tabor Lake toward Tobacco Lake and which Kresz (1987) named the Tabor Lake Anticline, immediately west of the Tabor block of claims (Figure 7.5). The MDdz and numerous west-northwest-trending linear magnetic lows, which are interpreted to be shear zones, crosscut the fold without apparent offset. Complex folding is present in Southworth Township, northeast of Dinorwic Lake, where Satterly (1943) mapped a north-northeast-trending synclinal fold axis and east-northeast-trending synclinal and anticlinal fold axes. These folds are mapped in the general area of the Avery Claim block.

The dominantly mafic metavolcanic rocks in the area are intercalated with lenses of felsic metavolcanic flows and pyroclastics and felsic and mafic intrusive rocks. Gabbroic sills are intercalated with mafic metavolcanic flows in Southworth and Satterly Townships. The rocks are commonly intensely sheared, iron-carbonatized, chloritized or sericitized, and host variable amounts of disseminated sulphides. Satterly (1943) mapped an extensive area of chlorite-

carbonate schist centered on Dinorwic Lake, and Beard and Rivett (1977) recognized intense carbonatization, quartz-carbonate veining, and gold mineralization. The carbonate alteration appears to have been controlled by the Manitou Straits Fault but extends at least 10 km southeast of the fault zone (Figure 8).

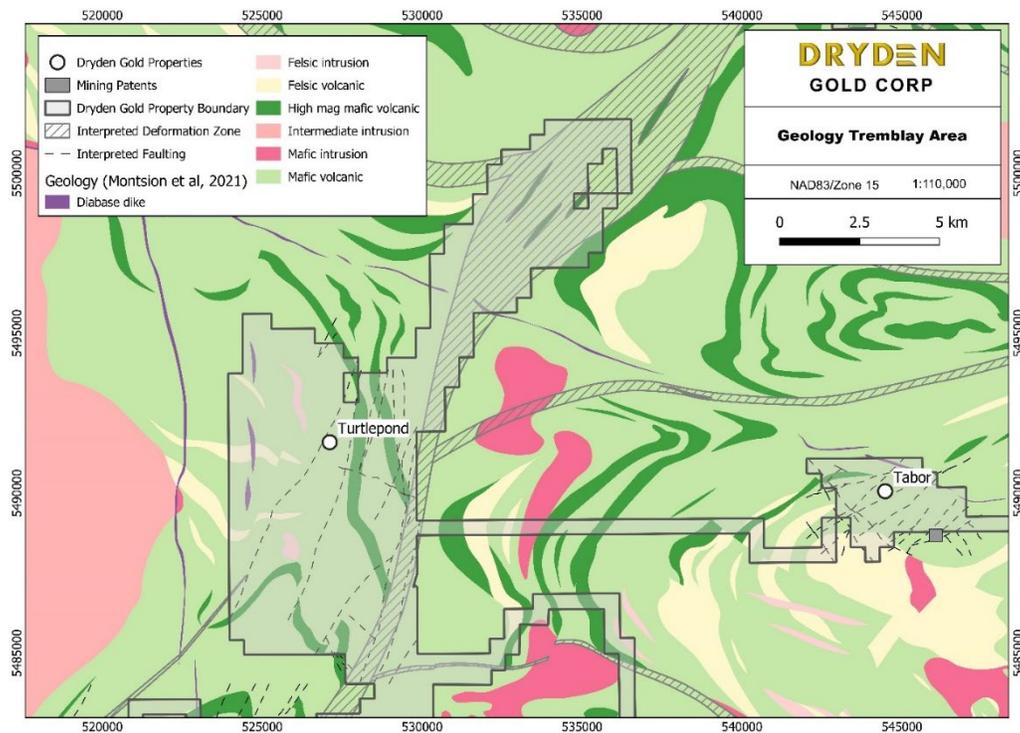


Figure 14 - Geology Map Tremblay Area

Complex fold structures are present in Avery Township where anticlinal and synclinal fold axes appear to be refolded. In the northwest corner of the claim block Berger (1986) mapped a doubly plunging structural dome oriented about a northeast-southwest fold axis in northern McAree Township, which he interpreted to be formed by the interference of two folding events. He also noted tight isoclinal folding about northeast-trending axes in the metasediments north of the Wabigoon Fault in McAree Township. Strong, northeast-trending shear zones, related to the MDdz, extend from Dinorwic Lake into the northwest corner of Avery Township.

Mineralization occurs in numerous quartz veins hosting abundant pyrite, arsenopyrite, and chalcopyrite occur throughout the sheared metavolcanics. Coarse grained arsenopyrite is commonly hosted by the mafic wall rocks. Wallrock alteration varies from weak to intense and consists of chloritization and carbonatization which may be accompanied by pyrite and sericite. The significance of the arsenic values has not been determined but elevated levels of arsenic are concentrated within quartz veins and intensely carbonatized wall rocks are sometimes associated with gold mineralization. The emplacement of gold bearing quartz veins and sulphide mineralization postdated carbonate alteration.

The Dinorwic Lake area is structurally complex with dominant north-northeast shear zones, related to the MDdz, controlling quartz veins at the majority of known gold occurrences. Gold-bearing quartz veins are also controlled by crosscutting east-trending fractures. The numerous east-trending fractures which control many of the gold-bearing quartz veins may also be tension fractures developed perpendicular to the maximum elongation during simple shear along the MDdz and its associated shear zones. Widespread shearing, alteration, and gold mineralization occurs in the vicinity of Whitewater, Kaminassin, and Turtlepond Lakes, indicating an extensive area with good exploration potential.

### The Hyndman Claim Block

The Hyndman block follows a northwest-southeast trend roughly parallel to the Trans-Canada Highway across the Revell and Hyndman Townships. The area was first mapped by MacInnes (1906) for the Geological Survey of Canada and later by Satterley (1960) for the Ontario Geological Survey. Metavolcanic rocks are dominantly fine to coarse-grained, massive and pillowed, mafic flows which host widely scattered narrow lensoid interflow units of massive and brecciated rhyolitic flows and tuffs, intruded by numerous felsic dikes. The greenstone belt extends east from Melgund and Revell Townships into Hyndman Township, where it occupies a northwest-trending “wedge” between the Revell and Basket Lake Batholiths, which underlie the south half of Revell Township and the northeast half of Hyndman Township respectively (Figure 7.6).

Metamorphic grade is commonly greenschist in Melgund Township but increases to amphibolite grade eastwards towards the two batholiths. The metavolcanic rocks in Hyndman Township are amphibolite grade, with a narrow contact aureole extending along the boundary of the Revell Batholith. The amphibolite grade rocks are composed of plagioclase, amphibole, and minor quartz, with the appearance of garnet in the eastern half of Hyndman Township. The metamorphic isograd between the greenschist and amphibolite grade rocks is marked by this mineralogical change and the disappearance of intense carbonatization, which is prevalent in the greenschist grade rocks.

The shear zone in Hyndman Township, trends northwest and dips steeply southwest, extending through the wedge of mafic metavolcanics between the Revell and Basket Lake Batholiths (Figure 7.6). Felsic metavolcanic and intrusive rocks within the shear zone are mylonitized, while the mafic metavolcanic rocks are fissile. Mafic metavolcanics at the northwest end of the shear zone are chloritized. Z-drag folding of quartz veins, and right-hand offsets of veins and dikes along fractures and shears indicate overall dextral movement along the shear zone.

Gold occurrences within amphibolite grade metavolcanic rocks in Hyndman and Revell Townships consist of narrow boudinaged quartz veins within zones of intense, northwest-trending shearing associated with the major northwest shear zone described previously. Wallrocks are commonly chloritized and sericitized with weak to moderate calcium carbonate alteration and are variably pyritic with accessory pyrrhotite and magnetite. Iron carbonate is rare and occurs erratically at a few occurrences. Northwest-trending diorite dikes and felsic, feldspar- and quartz-feldspar porphyry dikes occur throughout the area and are commonly associated with the gold occurrences. Quartz veins host minor (<1-2%) amounts of disseminated pyrite with accessory chlorite, chalcopyrite, galena, tourmaline, and hematite.

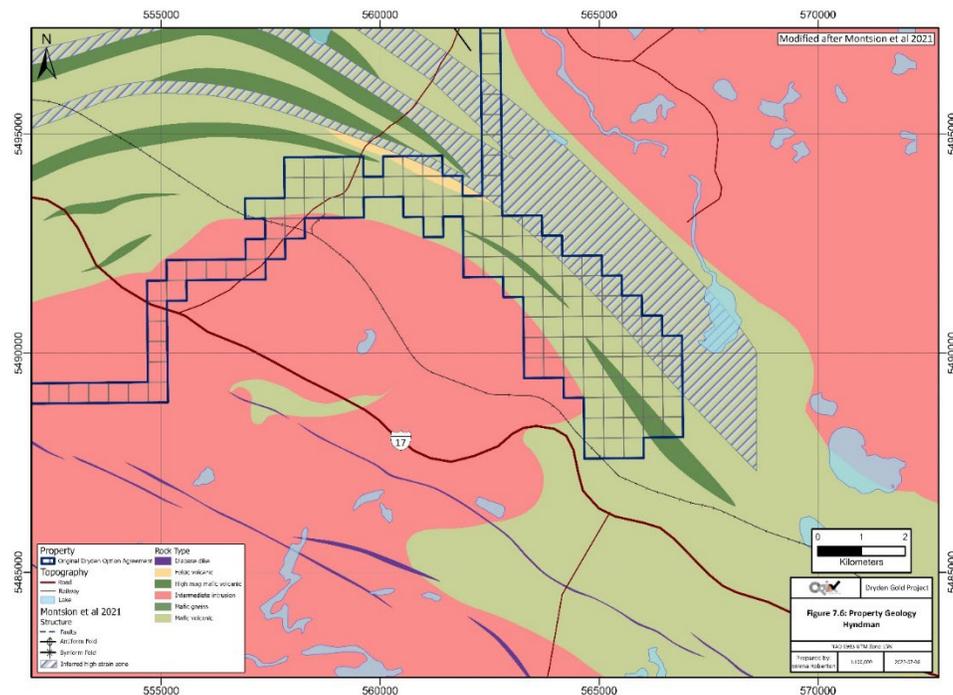


Figure 15 - Geology Map Hyndman Area

## Sandybeach Claim Block

Mapping in the area southwest of Sandybeach Lake by Satterly (1943) outlined four alternating bands of metasedimentary and metavolcanic rocks; the Brownridge Volcanics, Thunder Lake Sediments, Thunder River Volcanics, and Zealand Sediments. He interpreted them as a stratigraphic stack of volcanic and sedimentary rocks in fault contact with the Wabigoon Volcanics to the south. Chorlton (1991) noted that the lateral continuity of these units make them correlatively equivalent to Abram Group (Brownridge Sediments), Neepawa Group (Brownridge and Thunder River Volcanics) and Minnitaki Group (Thunder Lake and Zealand Sediments) in the Sandybeach area. These are intruded by mafic and felsic dikes sills and plugs and by many numerous pink granodiorite stocks such as Meglund Lake Stock, Hartman Stock, Sandybeach Stock, Gardner Lake Stock and the Crossecho Stock (Figure 10).

South of Sandybeach Lake, in the MacFie and Avery Townships, the rocks consist dominantly of greenschist facies, tholeiitic, mafic, massive, and pillowed, metavolcanic flows intruded by the Basket Lake Batholith in the east, and by the Melgund Lake Stock in the southeast corner of Avery Township. The metavolcanics in Avery Township narrow into a thin wedge which extends northeast between the Basket Lake Batholith in the east and the Wabigoon Fault and Sandybeach Lake Stock in the west. Coarse-grained, sill-like, gabbro intrusions occur throughout the metavolcanics and are similar to gabbroic intrusions in the dominantly mafic metavolcanic rocks east and northeast of Dinorwic Lake. These gabbro intrusions may represent an integral part of the volcanic stratigraphy and a general continuity of the volcanic sequences from Dinorwic Lake to Sandybeach Lake (Trowell et al. 1980).

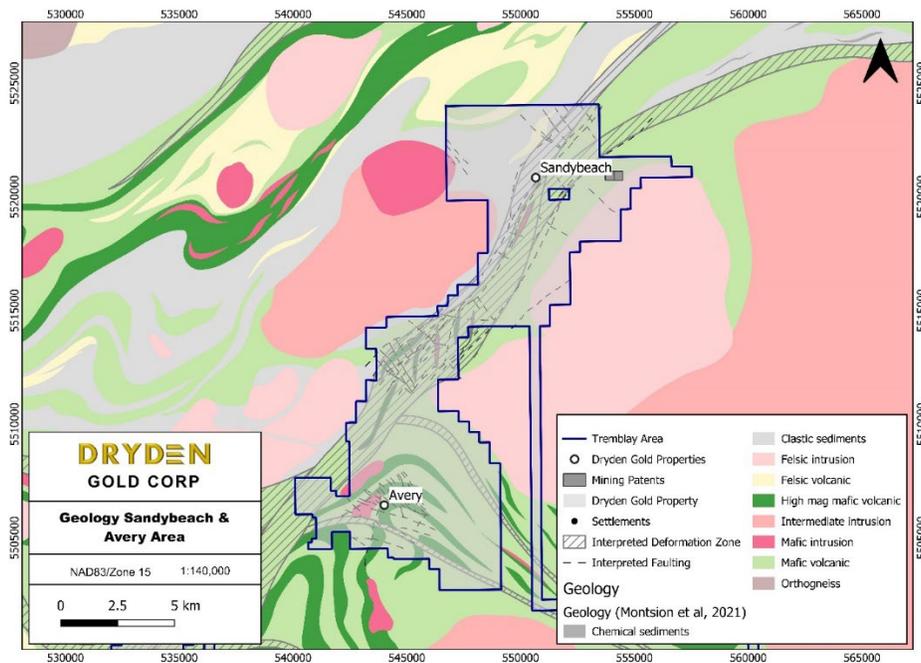


Figure 16 - Geology Map Sandybeach Area

The Wabigoon Fault is located along the metasedimentary-metavolcanic contact which extends to the northeast along the south and east shores of Sandybeach Lake (Figure 10). Strong, northeast-trending shear zones in the metavolcanics east of the fault, are parallel to the fault, and have the potential to host gold bearing quartz veins.

Several auriferous vein systems occur southeast of the Hartman and Sandybeach granitoid stocks in northeast oriented shear zones. The Alto-Gardner, Midas, Schmidt and Glatz occurrences are hosted in the Southern Metavolcanic Belt which is traversed by a several discrete steeply dipping northeast striking shear zones. One of these shear zones stretches 40 kilometers northeast from the southeast corner of Sandybeach Lake and forms a tectonic contact between the Southern Volcanic belt and the Minnitaki Group.

At the Glatz occurrence quartz veining followed by the injection of fine-grained feldspar porphyry preceded the carbonatization and pyritization associated with gold. Gold mineralization accompanied the post-granitoid

emplacement stages of deformation. Peak metamorphic temperatures of the thermal aureole proximal to the Sandybeach Lake Stock is thought to overlap late stage folding and may have influenced initial hydrothermal focusing important to mineralization. The relative position of granitoid stocks constitute mechanical buttresses during late stages of deformation and likely influenced the nature, geometry, and intensity of late-stage folds and shear zones and the degree of preservation of the earlier structures. Consequently, in the Southern Volcanic Belt where gold was introduced with vein quartz and carbonate alteration during major activity along shear zones they form extensive and geometrically complex networks.

## Deposit Type

### *Orogenic Gold – Type*

Gold only deposits derived from bedrock sources are generally referred to as lode gold deposits (Poulsen, 1996). Groves et al. (1998) proposed the genetic term “orogenic gold-type” in reference to the unique temporal and spatial association of this deposit type to orogenic processes. The classification of lode-type gold deposits remains problematic due to the variety of host rock lithologies, tectonic settings and depths of formation. Consequently, there are abundant sub-types in the literature that make classification very confusing. Dubé & Gosselin (2007) proposed the sub-type “Greenstone-hosted quartz-carbonate vein” to describe gold deposits that “... occur as quartz and quartz-carbonate veins with valuable amounts of gold and silver, in faults and shear zones located within deformed terranes of ancient to recent greenstone belts commonly metamorphosed at greenschist facies.” This sub-type applies very well and is the basis for gold exploration on the Project.

Greenstone-hosted quartz-carbonate vein deposits are structurally controlled, epigenetic, complex quartz-carbonate systems made up of fault-fill veins, extensional veins, hydrothermal breccias and/or stockworks. They are found in deformed greenstone belts characterized by an abundance of volcanic and clastic sedimentary rocks of low to medium metamorphic grade formed at intermediate crustal depths. They are distributed along crustal-scale fault zones that form major convergent, accretionary or collisional boundaries. The quartz-carbonate occupies brittle faults, ductile shear zones and folds that are often marked by local iron-carbonate alteration. Gold is found primarily within the quartz-carbonate but may occur in significant grades within iron-rich, sulphidized wall rock.

Greenstone-hosted quartz-carbonate vein deposits account for 15,920 metric tonnes of gold or 13% of historical worldwide gold production (Dubé & Gosselin, 2007). Canadian production is 5,510 metric tonnes or 35% of worldwide production for this deposit sub-type. The Abitibi Greenstone Belt has produced 4,470 metric tonnes or 81% of this sub-type in Canada. Greenstone-hosted quartz-carbonate vein deposits account for 59% of all Canadian gold production and reserves. Examples in the Abitibi include Sigma-Lamaque deposit in Val-d’Or, Québec and Dome deposit in Timmins, Ontario.

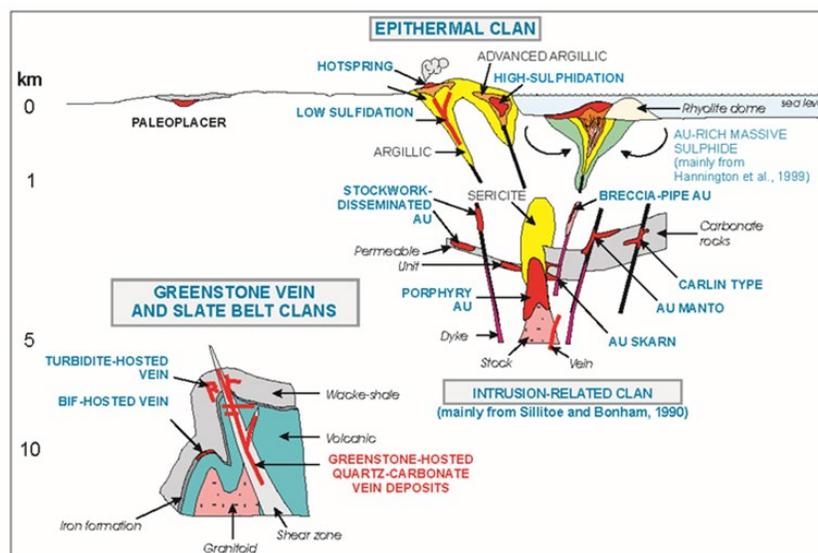


Figure 17 - Greenstone-hosted quartz-carbonate vein-type (after Dube & Gosselin, 2007)

## Volcanic Massive Sulphide- Type Base and Precious Metals

Volcanogenic massive sulphide-type deposits are important sources for copper, lead, and zinc, and silver and gold worldwide. Because of their economic significance they have been extensively studied. Galley et al. (2007) provides a thorough review of this deposit type. VMS deposits have been tremendously important to the Canadian exploration and mining industry with close to 350 known deposits. Historically they account for 27% of copper production, 49% of zinc, 20% of lead, 40% of silver and 3% in Canada.

VMS deposits are genetically related to submarine volcanic processes at or near the seafloor and are formed in extensional tectonic settings including both oceanic seafloor spreading and arc settings. They typically occur as lenses of polymetallic massive to semi-massive sulphides within envelopes of highly altered host rocks. They are classified according to base and/or precious metal content and host-rock lithology. These deposits are still forming today in modern seafloor environments and are known to occur in submarine volcanic terranes formed as old as 3.4 Ga.

Major VMS mining camps are typically, but not always, defined by clusters of multiple deposits of various sizes and metal content. They are known to occur in areas with brittle faults such as rifts or calderas. The faulting pattern will often relate to how deposits cluster within a camp. VMS mining districts are commonly characterized by extensive semi-conformable zones of hydrothermal alteration that intensifies into zones of discordant alteration in the immediate footwall and hanging wall of individual deposits. This alteration is attributed to single or multiple subvolcanic intrusions that act as heat sources that trigger large-scale subseafloor hydrothermal convection systems that draw large amounts of seawater through the volcanic pile leading to the formation and migration of metal-rich fluids.

Metals eventually precipitate as hot, metal-rich hydrothermal fluids that are discharged at or near the seafloor into concordant semi-massive to massive sulphide lenses or in discordant stockwork veins and disseminated sulphide zones underneath sulphide lenses. The subvolcanic intrusions are also thought to contribute metals to the hydrothermal systems through magmatic devolatilization. VMS camps are often marked by thin but widespread bands of iron-rich chert formed by seafloor venting and precipitation of extremely fine metal particles from the water column.

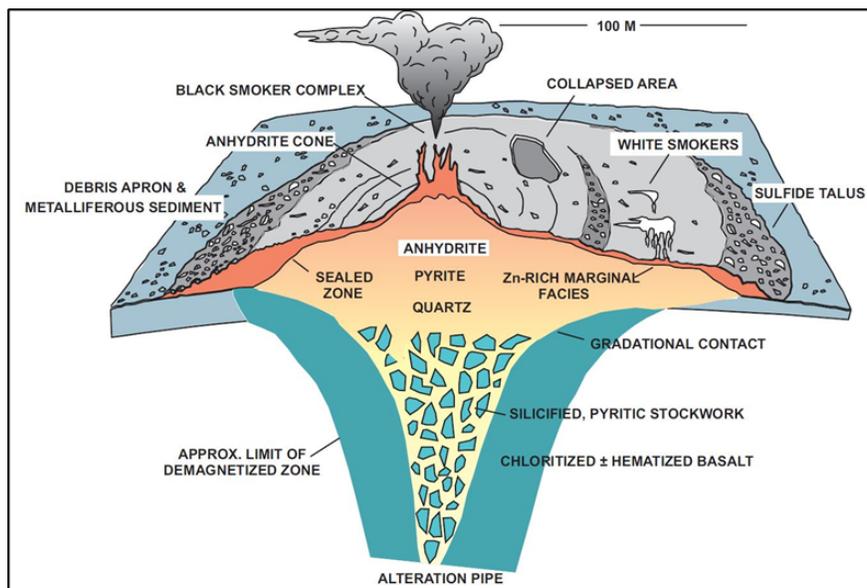


Figure 18 - Schematic of classic VMS deposit cross-section (after Galley et al. (2007))

## Exploration

### Dryden Gold Work Program 2022 – Tremblay Area

Between March 3rd and 27th, 2022, Prospectair Geosurveys conducted a high resolution airborne magnetic survey over each of the five Original Claim blocks on Dryden's Project (Figure 19). A total of 35 production flights completed a total of 3,679 line-kms over the course of the 20 day survey (Table 9.1). Appendices 6 – 10 to the Geological Report contain the individual logistical reports for each of the survey blocks and provides details regarding the data capture

and illustrations of the final geophysical products. All work has been completed using metric units and Universal Transverse Mercator with a NAD83 datum and zone 15N.

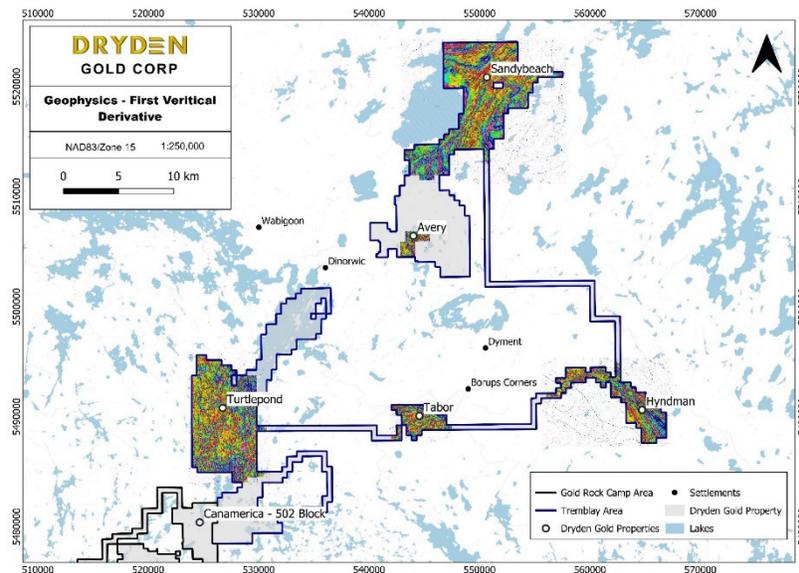


Figure 19 - Geophysics showing first vertical derivative completed on select Dryden Gold properties

Table 7 - Summary of Geophysical Survey Blocks

Claim Block	Total Flight Lines (km)	Total Production Flights	Dates Flown	Final Products
Revell (Southeast)	499	8	March 7 <sup>th</sup> to 15 <sup>th</sup>	April 25, 2022
Turtlepond (Southwest)	1,278	10	March 3 <sup>rd</sup> to 7 <sup>th</sup>	April 16, 2022
Sandybeach (North)	1,577	11	March 17-27	May 10, 2022
Avery (Central)	88	4	March 16 <sup>th</sup> to 20 <sup>th</sup>	May 4, 2022
Tabor (South)	237	3	March 15 <sup>th</sup> to 16 <sup>th</sup>	April 27, 2022

Data compilation including editing and filtering, quality control, and final data processing was performed by Joël Dubé, P.Eng. Processing was performed on high performance computers optimized for quick daily QC and processing tasks. Geosoft software Oasis Montaj version 2021.2.1 was used.

The magnetic data were interpolated onto a regular grid using a bi-directional gridding algorithm to create a two-dimensional grid equally incremented in x and y directions. The final grids of the magnetic data are supplied with a 10 m grid cell size. Traverse lines were used in the gridding process.

The final reports and geophysical products from Joël Dubé, P.Eng. are included as Appendix 5 through 12 to the Geological Report. These appendices provide an overview of the dataset and some initial interpretations of the results from the survey. The cost of the airborne geophysical survey was \$235,536.07.

### ***Turtlepond Block***

Traverse lines were oriented N090 with a spacing of 50 m, while the control lines were flown perpendicular at a spacing of 500 m. The average height above ground of the helicopter was 39 m and the magnetic sensor was at 20 m.

The average survey flying speed was 33.7 m/s. One survey block was flown for a total of 1,278 line-km. A total of 10 production flights were performed using Prospectair's Robinson R-44, registration C-GBOU. The helicopter and survey crew operated out of the Dryden Airport located 30 km to the northwest of the block. Coordinates outlining the survey block are given in Appendix 5 to the Geological Report, with respect to NAD-83 datum, UTM projection zone 15N.

Some weak to moderate strength anomalies are found mostly in the eastern portion of this survey block but a few are also found elsewhere. The magnetic data also depict a long wavelength gradient increasing towards the east-central part of the block and could indicate the location of a sizable intrusion at depth.

Magnetic lineaments are predominantly trending in a general N-S fashion in the area, but can vary significantly locally, as they are often depicting a complex fabric of textures resembling riedel shearing structures. A majority of lineaments appear curved, either by shearing or folding structures, or possibly also at the contact zone with intrusions. These evidences are attesting that the area underwent strong deformation events in the past.

#### ***Tabor Block***

Traverse lines were oriented N000 with a spacing of 50 m, while the control lines were flown perpendicular at a spacing of 500 m. The average height above ground of the helicopter was 41 m and the magnetic sensor was at 22 m. The average survey flying speed was 35.4 m/s. One survey block was flown for a total of 237 line-km. A total of 3 production flights were performed using Prospectair's Robinson R-44, registration C-GBOU. The helicopter and survey crew operated out of the Dryden Airport located 40 km to the northwest of the block. Coordinates outlining the survey block are given in Appendix 6 to the Geological Report, with respect to NAD-83 datum, UTM projection zone 15N.

Relatively weak to moderate magnetic anomalies were found close to the northeastern edge of the block; these lineaments are predominantly trending from ENE-WSW to WNW-ESE in the block, but can vary significantly locally, as they are often depicting a complex fabric of textures including intertwined lineaments cross-cutting each other's. Several magnetic lineaments are curved, either by folding or at the contact zone with possible intrusions, attesting that the area underwent strong deformation events in the past, and that shearing may have affected some of these lineaments.

#### ***Hyndman Block***

Traverse lines were oriented N028 with a spacing of 50 m, while the control lines were flown perpendicular at a spacing of 500 m. The average height above ground of the helicopter was 41 m and the magnetic sensor was at 22 m. The average survey flying speed was 32.8 m/s. One survey block was flown for a total of 499 line-km. A total of 8 production flights were performed using Prospectair's Robinson R-44, registration C-GBOU. The helicopter and survey crew operated out of the Dryden Airport located 50 km to the northwest of the block. Coordinates outlining the survey block are given in Appendix 7 to the Geological Report, with respect to NAD-83 datum, UTM projection zone 15N.

Relatively weak to moderate magnetic anomalies are mostly found close to the eastern edge of the block and could be related to layers of mafic volcanic rocks, to meta-sedimentary horizons enriched in magnetic minerals or to intermediate/mafic intrusions. Magnetic lineaments are predominantly trending NW-SE in the eastern part of the block but are gradually turning to orientations varying from E-W to ENE-WSW while progressing towards the west. A majority of magnetic lineaments are curved, either by folding or at the contact zone with a possible large intrusive complex, attesting that the area underwent strong deformation events in the past, and that shearing may have affected some of these lineaments. Pressure shadow areas at the contact zone with the possible wide intrusion to the southwest may also have developed. These kinds of features could be of interest for exploration.

#### ***Avery Block***

Traverse lines were oriented N155 with a spacing of 50 m, while the control lines were flown perpendicular at a spacing of 500 m. The average height above ground of the helicopter was 40 m and the magnetic sensor was at 21 m. The average survey flying speed was 32.9 m/s. One survey block was flown for a total of 88 line-km. A total of 4 production flights were performed using Prospectair's Robinson R-44, registration C-GBOU. The helicopter and survey crew operated out of the Dryden Airport located 25 km to the northwest of the block. Coordinates outlining

the survey block are given in Appendix 8 to the Geological Report, with respect to NAD-83 datum, UTM projection zone 15N.

One magnetic feature depicting a deformed ellipsoid, with its inner zone more magnetic than its outer zone, is centered in the northeastern part of the block, being partly truncated by the block's southeastern edge. This feature could pertain to a local intermediate to felsic intrusion. The strongest anomaly of the survey, which is not very strong in absolute terms, is occurring at the southwest contact zone of this possible intrusion. It could relate to layers of mafic volcanic rocks, to meta-sedimentary horizons enriched in magnetic minerals or to intermediate/mafic intrusive rocks.

Magnetic lineaments found in the block are generally trending somewhat parallel to the contact zone of the postulated intrusion described above, with perhaps a slightly dominant family of lineaments striking from E-W to ENE-WSW. A majority of magnetic lineaments are curved, most likely by the occurrence of the inferred intrusion, but also possibly by folding structures, attesting that the area underwent strong deformation events in the past, and that shearing may have affected some of these lineaments. Pressure shadow areas at the contact zone with the possible intrusion may also have developed. These kinds of features could be of interest for exploration.

### ***Sandybeach Block***

Traverse lines were oriented N141 with a spacing of 50 m, while the control lines were flown perpendicular at a spacing of 500 m. The average height above ground of the helicopter was 40 m and the magnetic sensor was at 22 m. The average survey flying speed was 35.8 m/s. One survey block was flown for a total of 1,577 line-km. A total of 11 production flights were performed using Prospectair's Robinson R-44, registration C-GBOU. The helicopter and survey crew operated out of the Dryden Airport located 30 km to the west of the block. Coordinates outlining the survey block are given in Appendix 9 to the Geological Report, with respect to NAD-83 datum, UTM projection zone 15N.

One large magnetic feature depicting a deformed ellipsoid with a smooth texture, gently varying from low magnetic values to the northeast to high values to the southwest, is located in the central part of the block's western edge and truncated by it. This feature more or less overlaps with the Big Sandy Lake and likely pertains to a sizable intermediate to felsic intrusion. A relatively weak to moderate magnetic anomaly occurs at the north end of this inferred intrusion, at its contact zone. Other strong anomalies are also found elsewhere, further to the northeast, along the southeast edge of the block and at its southwest tip.

Magnetic lineaments found in the block are very variable in strike, with perhaps a dominant family of lineaments generally oriented from NNE-SSW to NE-SW. In the area surrounding the intrusion discussed above, lineaments are generally trending somewhat parallel to its contact zone. Lineaments trending from N-S to NW-SE are mostly found in the southeastern and southern parts of the block, as well as at its eastern tip. Other lineaments rather trending from WNW-ESE to ENE-WSW are mostly found in the northwestern part of the block, and in a few local areas further to the south.

### **Geologic Interpretation**

This phase of exploration focused on developing a stronger understanding of the Project's geology to provide context for the mineralization. High resolution magnetic data is critical to provide control on the distribution of rock types and structural features.

In June and July 2022, the magnetic survey that was completed in March 2022 was used, along with regional geology maps from the Ontario Geological Survey and Montsion et al. 2021, to create an updated geological interpretation in these five blocks. Overall, the geological interpretation is consistent with previous mapping and interpretations but is more refined due to the resolution of the magnetic survey. This interpretation is also consistent with previous structural geological work in the Wabigoon area where two main deformation events have been documented: 1) D1 north-south shortening event (c., 2705-2695 Ma) that formed east trending deformation zones; and (2) D2 north-northwest – south-southeast shortening (ca. 2680-2580 Ma) that has been interpreted as recording sinistral transpressive strain along the northeast trending Manitou-Dinorwic deformation zone (MDdz; Zammit, 2020; Montsion et al., 2021). During the D2 event, the MDdz underwent sinistral transpression, whereas the east-west deformation zones and faults record dextral-sense reactivation. The following summarizes the new geological interpretation for the five blocks. The following summarizes the geological and structural interpretation for each block.

Note that since the volcanic and sedimentary rocks have been metamorphosed to greenschist to amphibolite facies (Montsion et al., 2021), the term “meta” will not be used when describing the rock types.

### ***Turtlepond Block***

The Turtlepond Block located in the southwest part of the Tremblay option is composed of north-south trending mafic volcanic rocks that can be subdivided into low and high magnetic units and lesser amounts of felsic or intermediate intrusions and diabase dikes. The mafic volcanic rocks are interpreted to be disarticulated based on the magnetic survey. There are four small, relatively circular intrusions that are interpreted as felsic or intermediate in composition that were identified using the magnetic survey and one felsic or intermediate dike that cuts the north of the deposit with an overall northerly trend. The diabase dike occurs in the western part of the block and is interpreted to be a Proterozoic in age.

Rare east-southeast faults were interpreted and contain a dextral sense a movement. These faults are interpreted to be part of D1. The major structure is the northeast trending MNdz that occurs in the southeast part of the Project. This deformation zone formed during D2 during regional northwest-southeast shortening which resulted in sinistral transpression along this structure (Zammit, 2020). In this block the deformation corridor has an approximate interpreted maximum width of 0.6 km. The deformation zone is noted to have generally a lower magnetic signature compared to the high magnetic mafic volcanic rocks. This suggests that the high magnetic volcanic rocks that are dragged into the deformation zone have had their magnetic signature destroyed. A few northeast trending faults that are subparallel to the deformation zone were also interpreted.

In the southwest part of the block a fold has been interpreted that closes to the northeast. This fold is interpreted as a F2 fold and its orientation is consistent with the regional geology map from Montsion et al. (2021) that interpreted antiforms that close to the northeast in the area.

### ***Tabor Block***

The Tabor Block located in the south part of the Tremblay option is composed dominantly of mafic volcanic rocks that can be subdivided into low and high magnetic units. There is also subordinate felsic volcanic rocks, mafic intrusions and diabase dikes. The mafic and felsic volcanic rocks in this block generally trend to the northeast and, based on the regional geology, form the northern limb of a fold that closes to the west (Montsion et al., 2021). There is a northwest trending unit identifiable in the magnetic survey as a magnetic high. This is interpreted to be a mafic intrusion of unknown timing. There is also a west-northwest trending dike that is interpreted to be a late, Proterozoic-age diabase dike as it cuts the greenstone belt and the batholiths based on geophysical surveys that cover the entire greenstone belt (Beakhouse et al., 2011).

There is a southeast trending fault in the west part of this block, and it is in the proper orientation to be geometrically consistent with the axial plane of the F1 fold that has been interpreted to occur regionally by Montsion et al. (2021). A few northeast trending faults have also been interpreted. These are in the proper orientation to be geometrically consistent with the D2 event.

### ***Hyndman Block***

The Hyndman Block located in the southeast part of the Tremblay option is dominantly composed of mafic volcanic rocks that are subdivided into low and high magnetic units. In the southwest part of the block there is a syn-volcanic intermediate intrusion with low magnetic anomaly, known as the Revell batholith.

The mafic volcanic rocks contain a northwest-southeast trend, which is likely due to the two batholiths that constrain the rocks to the southwest (i.e., the Revell batholith) and the northeast. The batholith to the northeast is known as the Basket Late batholith and is also a syn-volcanic intermediate intrusion, but it occurs outside the Project and geophysical survey.

The major structure in this block is the Melgund deformation zone (Mdz). This deformation zone trends southeast in the area but appears to be part of an overall east-trending deformation zone that formed during the D1 event. The deformation corridor is interpreted as up to 1.5 km wide. In the deformation zone, there appears to be zones of magnetic destruction.

A few northeast trending faults were identified through the block. The apparent sense of movement on these faults is sinistral. The orientation of these faults and the apparent sense of movement is consistent with the regional D2 event.

### ***Avery Block***

The Avery Block is composed mafic volcanic rocks and syn-volcanic mafic intrusions. The volcanic rocks occur as both low and high magnetic units. The mafic volcanic rocks with higher magnetism are constrained to the north part of the block. The mafic intrusions occur throughout the block and vary in apparent width from approximately 100 to 680 m. Two separate mafic intrusions were identified from the magnetic survey.

The major structure in this block is a west-northwest trending deformation zone that occurs towards its center and it is known as the Melgund north deformation zone (MNdz). The orientation of the deformation zone is consistent with the regional D1 north-south shortening event and the apparent displacement on the shear is dextral.

The syn-volcanic mafic intrusion is folded with a fold hinge that closes to the west-northwest. The fold, which was interpreted as an antiform by Montsion et al. (2021), appears to be sheared along the axial plane by the MNdz. Parasitic folding is present and likely a result of being in the hinge of the fold.

There are several faults that are subparallel to the MNDZ that also contain an apparent dextral sense of movement. Moving towards the north part of the block the fault spacing appears to become tighter and the fault trend becomes more north-south; these faults also have an apparent dextral offset.

### ***Sandybeach Block***

The Sandybeach Block, the most northern part of the property, is dominated by mafic volcanic rocks, with lesser clastic sedimentary rocks, felsic volcanic rocks and felsic and intermediate intrusions. The mafic volcanic rocks have a general northeast trend through most of the Project and are subdivided into low and high magnetic units. The clastic sedimentary rocks are interpreted in the northwest part of the Project and a small felsic volcanic unit was also interpreted in the northwest part of the block. Two large intrusive bodies flank the mafic volcanic and sedimentary rocks; a syn-volcanic felsic intrusion to the east and a syn-deformation intermediate intrusion to the west (Montsion et al., 2021).

The earliest structures interpreted in the North Block are northwest-southeast trending faults that display an apparent dextral movement. These faults are interpreted to have formed during D1, a north-south shortening event that has been previously documented (Zammit, 2020; Montsion et al., 2021). A possible F1 fold is interpreted towards the center of the block. This F1 fold is interpreted as being folded by D2.

Localized deformation also appears to have occurred near the felsic and intermediate intrusions resulting in changes in the magnetic fabric. This appears to only occur locally to both the felsic intrusion and the intermediate intrusion. In the southeast part of the block, the northwest-southeast orientation of the magnetic fabric differs from the predominant northeast trending magnetic fabric elsewhere. In this case, it appears that the felsic intrusion may have played a role in the orientation of the units by pinching the volcanic rocks. In the northwest part of the block, the change in magnetic fabric from the northeast trending orientation that dominates the map to an east-west orientation is also interpreted to be the result of the syn-deformation intermediate intrusion.

The major structure in the Sandybeach Block is a northeast trending deformation zone called the MDdz. This deformation zone formed during D2 during regional northwest-southeast shortening which resulted in sinistral transpression along this structure (Zammit, 2020). In this block, the deformation corridor is interpreted to have a maximum width of 2.3 km and contains a high-strain zone within interpreted to be <20 m wide. In the MDdz it is noted that there are areas, particularly towards the north part of the block, where there appears to be destruction of the magnetic fabric.

The magnetic fabric in the south part of the Project is interpreted as a fold hinge that closes to the northeast and has been sheared along its axial plane by the MDdz. This folding pattern is consistent with the regional geology map from Montsion et al. (2021) that interpreted an antiform that closes to the northeast approximately 6.5 km south-southwest of the Sandybeach Block.

## Gold Cliff Property

In addition to the Project, Dryden also holds two additional, non-principal properties, neither of which form part of the Qualifying Property.

In October 2023 Dryden purchased 100% of 19 SCMC from two individual claim owners (the “**Gold Cliff Property**”). The total acquisition price was \$40,000 cash (paid) and the Company issued 50,000 of its common shares to the arm’s length claim vendors at a deemed price of \$0.10 per share. The Gold Cliff Property is located 40 km south of Dryden Ontario in Northwestern Ontario, within the Kenora Mining Division, and is contiguous to the Manitou Property. Dryden has not done sufficient work to determine the merits of the Gold Cliff property and the Gold Cliff Property is not currently considered to form part of Dryden’s principal property package. There has been no prior exploration work conducted by the previous owners on the Gold Cliff property in the past three years and the Company’s Phase 1 Work Program, and Phase 2 Work Program will not include any material work on the Gold Cliff Property. There is no royalty associated with the Gold Cliff Property. Subsequent to the Gold Cliff Property acquisition the Company staked 61 additional SCMC Claims bringing the total Gold Cliff Property to 80 claims.

The Gold Cliff Property does not fall within the Manitou AOI or the Tremblay AOI.

Except where indicated, the following disclosure is derived from the information contained in the Geological Report. The balance of the Geological Report is incorporated herein by reference. Capitalized terms used in this section but not otherwise defined shall have the meanings ascribed thereto in the Geological Report.

## **ITEM 14: SELECTED FINANCIAL INFORMATION AND MANAGEMENT’S DISCUSSION AND ANALYSIS**

### **Selected Annual Financial Information**

The following information has been derived from and should be read in conjunction with the financial statements and management’s discussion and analysis attached to this Filing Statement as Appendix “B” – *Financial Statements of Dryden*, and Appendix “E” – *Management’s Discussion and Analysis of Dryden*. The following table sets forth selected historical financial information for Dryden for the: (a) year ended December 31, 2022, and (b) the period between the date of incorporation, November 19, 2021 and December 31, 2021, and (c) the nine months ended September 30, 2023.

	<b>Nine Months ended September 30, 2023 (Unaudited) (\$)</b>	<b>Year ended December 31, 2022 (Audited) (\$)</b>	<b>November 19, 2021 to December 31, 2021 (Audited) (\$)</b>
Total revenue	-	-	-
Exploration expenses	366,532	419,216	-
Office and administration	24,501	381	-
Professional fees	110,501	53,256	1,841
Consulting fees	100,573	-	-
Travel and promotion	33,383	-	-
Other income	-	190,412	-
<b>Loss for the period</b>	<b>(635,493)</b>	<b>(282,441)</b>	<b>1,841</b>
Basic and diluted loss per share	(0.03)	(0.02)	(0.01)
Weighted average number of common shares outstanding	19,890,000	17,308,173	152,877
<b>Statement of Financial Position</b>			
Total assets	3,479,192	2,339,432	620,622
Total liabilities	113,031	27,269	203,766
Working capital (deficit)	(919,775)	(284,282)	(1,841)
Share capital	3,847,395	2,596,445	418,697

## Management’s Discussion and Analysis

Included as Appendix “E” to this Filing Statement is Dryden’s management’s discussion and analysis for the (a) year ended December 31, 2022 and (b) year ended December 31, 2021. The management’s discussion and analysis includes financial information from, and should be read in conjunction with, the audited annual financial statements of Dryden and the notes thereto, which are attached as Appendix “B” to this Filing Statement, the interim financial statements of Dryden and the note thereto, which are attached as Appendix “B”, as well as the disclosure contained throughout this Filing Statement.

### ITEM 15: CONSOLIDATED CAPITALIZATION

#### Consolidated Capitalization

The following table should be read in conjunction with the audited annual financial statements of Dryden for the interim period ended September 30, 2023, and the notes thereto, which are attached as Appendix “B” to this Filing Statement, as well as the disclosure contained throughout this Filing Statement.

Designation of Security	Amount authorized or to be authorized	Amount outstanding as of September 30, 2023	Amount outstanding as of December 6, 2023 prior to giving effect to the Transaction <sup>(7)(8)</sup>
Dryden Shares	Unlimited	21,124,575	44,355,893
Options <sup>(1)</sup>	10%	3,100,000 <sup>(2)</sup>	3,100,000 <sup>(2)</sup>
Warrants	N/A	3,475,000 <sup>(3)</sup>	3,475,000 <sup>(3)</sup>
Subscription Receipts	24,524,665	Nil	24,524,665 <sup>(4)</sup>
FT Units	6,829,270	Nil	6,829,270 <sup>(5)</sup>
Dryden Finder’s Warrants	N/A	Nil	528,800 <sup>(6)</sup>

#### Notes:

- (1) On April 4, 2023, Dryden’s board of directors adopted the Dryden Stock Option Plan whereby it can grant incentive stock options to directors, officers, employees, and technical consultants of Dryden. The maximum numbers of shares that may be reserved for issuance under the Stock Option Plan is limited to 10% of the issued common shares of Dryden at any time.
- (2) On October 21, Dryden issued 3,100,000 Dryden Stock Options under the Dryden Option Plan, exercisable to acquire an aggregate of 3,100,000 Dryden Shares at a price of \$0.15 per Dryden Share for a period of five years from the date of issuance, and vest 20% on the date of grant and 20% every six months thereafter for a total vesting period of two years. 2,600,000 of these Dryden Stock Options were issued to insiders of Dryden.
- (3) On April 1, 2022, Dryden issued 1,575,000 Dryden Warrants relating to a private placement, under which each share purchase warrant is exercisable to purchase one common share of Dryden for \$0.15 for a period of three years; and on December 30, 2021, Dryden issued 1,900,000 Dryden Warrants relating to a flow-through private placement financing, under which each share purchase warrant is exercisable to purchase one common share of Dryden for \$0.15 for a period of three years.
- (4) The Subscription Receipts were issued on the Subscription Receipt Financing Closing Date and will convert into Dryden Units. See “*General Development of the Business / Concurrent Financings*”.
- (5) The FT Units were issued pursuant to the FT Unit Financing. See “*General Development of the Business / Concurrent Financings*”.
- (6) The Dryden Finder’s Warrants were issued as compensation under the Subscription Receipt Financing, with each Finder’s Warrant exercisable to acquire one Dryden Share at a price of \$0.30 for a period of two years from the date of issuance.
- (7) These include securities held by certain directors and senior officers of Dryden, either directly or through wholly owned companies.
- (8) Dryden securities are issuable pursuant to the Tremblay Option Agreement and the Manitou Option Agreement. See “*Information Concerning Dryden / General Development of the Business*.”
- (9) Dryden had a deficit in the amount of \$919,775 as at October 30, 2023, the date of its most recent balance sheet.

## ITEM 16: PRIOR SALES

The following table sets forth the number and price at which securities of Dryden have been issued within the 12-month period prior to the date hereof.

### Dryden Shares and Dryden Convertible Securities

Date	Number of Securities	Issue/Exercise Price per Security	Aggregate Issue/Exercise Price
November 2, 2022	200,000 Dryden Shares	\$0.25	\$50,000
November 21, 2022	954,574 Dryden Shares	\$0.25	\$238,644
December 6, 2022	80,000 Dryden Shares <sup>(1)</sup>	\$0.25	\$20,000
October 20, 2023	10,478,659 Dryden Shares <sup>(2)</sup>	\$0.10	\$1,047,860
October 21, 2023	3,100,000 Dryden Stock Options <sup>(3)</sup>	\$0.15	\$450,000
December 13, 2023	24,524,665 Subscription Agreements <sup>(4)</sup>	\$0.15	\$3,678,700
December 13, 2023	6,829,270 FT Units <sup>(5)</sup>	\$0.15	\$1,400,000
December 13, 2023	528,800 Dryden Finder's Warrants <sup>(6)</sup>	\$0.30	\$158,640
October 21, 2023	50,000 Dryden Shares <sup>(7)</sup>	\$0.10	\$5,000
February 8, 2022	800,000 <sup>(8)</sup>	\$0.10	\$80,000

#### Notes:

- (1) Dryden issued common shares to Windfall Geotek Inc. (“**Windfall**”) pursuant to a services agreement pursuant to which Dryden agreed to pay Windfall C\$40,000 cash and issue an aggregate of 80,000 common shares, at a deemed price per share equal to C\$0.25 per share, as consideration for Windfall to provide services related to exploration and evaluation. Windfall is an arm’s length service provider that provided statistical analysis services in respect of mineral exploration data on the Manitou properties.
- (2) On October 20, 2023, Dryden issued an aggregate of 10,478,659 Dryden Shares pursuant to a private placement at a price per share equal to \$0.10.
- (3) On October 21, 2023 Dryden issued 3,100,000 Dryden Stock Options under the Dryden Option Plan, exercisable to acquire an aggregate of 3,100,000 Dryden Shares at a price of \$0.15 per Dryden Share for a period of five years from the date of issuance, and vest 20% on the date of grant and 20% every six months thereafter for a total vesting period of two years. 2,600,000 of these Dryden Stock Options were issued to insiders of Dryden.
- (4) On the Subscription Receipt Financing Closing Date, Dryden issued Subscription Receipts. See “*General Development of the Business / Concurrent Financings*”.
- (5) The FT Units were issued pursuant to the FT Unit Financing. See “*General Development of the Business / Concurrent Financings*”.
- (6) The Dryden Finder’s Warrants were issued as compensation under the Subscription Receipt Financing, with each Finder’s Warrant exercisable to acquire one Dryden Share at a price of \$0.30 for a period of two years from the date of issuance.
- (7) Issued pursuant to the Gold Cliff Property acquisition.
- (8) Issued pursuant to the Tremblay Option.

The following table sets forth the number and price at which securities of Dryden have been issued within the 12-month period prior to the date hereof to insiders of Dryden.

Date	Insider	Number of Securities	Issue/Exercise Price per Security	Aggregate Issue/Exercise Price
January 27, 2023	Clarence Wasser	700,000 Dryden Shares <sup>(1)</sup>	\$0.10	\$70,000
April 3, 2023	Jason Jessup	100,000 Dryden Shares <sup>(1)</sup>	\$0.10	\$10,000
October 20, 2023	Maura Kolb	50,000 Dryden Shares <sup>(1)</sup>	\$0.10	\$5,000
October 20, 2023	Global Exploration and Mining Inc. <sup>(2)</sup>	350,000 Dryden Shares <sup>(1)</sup>	\$0.10	\$35,000
October 20, 2023	1784522 Ontario Inc. <sup>(3)</sup>	350,000 Dryden Shares <sup>(1)</sup>	\$0.10	\$35,000
October 20, 2023	James Maxwell	75,000 Dryden Shares <sup>(1)</sup>	\$0.10	\$7,500

Date	Insider	Number of Securities	Issue/Exercise Price per Security	Aggregate Issue/Exercise Price
October 20, 2023	Clarence Wasser	250,000 Dryden Shares <sup>(1)</sup>	\$0.10	\$25,000

**Notes:**

- (1) Issued pursuant to a private placement of Dryden.
- (2) Controlled by Christina McCarthy.
- (3) Controlled by the spouse of Christina McCarthy, a director of the Resulting Issuer.

## ITEM 17: EXECUTIVE COMPENSATION

In this section “Named Executive Officer” or “NEO” means the CEO, the CFO and the three most highly-compensated other executive officers who are anticipated to serve as executive officers of the Resulting Issuer following completion of the Transaction.

### Compensation Discussion and Analysis

The objective of Dryden’s executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders. The Dryden Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- (a) Rewards reflect the competitive global market in which Dryden operates;*
- (b) Rewards to executives are linked to creating value for shareholders;*
- (c) Remuneration arrangements are equitable and facilitate the development of senior management across Dryden;*
- (d) Where appropriate, senior managers receive a component of their remuneration in equity to align their interests with those of the shareholders; and*
- (e) Long-term incentives are used to ensure that remuneration of key management personnel reflects the Dryden’s performance, with particular emphasis on Dryden’s growth and the consequence of the Dryden’s performance on shareholder wealth.*

Dryden has adopted a compensation program which is aimed at achieving the foregoing objectives and which has been designed as a total package of short-term and long-term compensation with fixed and variable compensation components. The Dryden compensation program has application to all of the NEOs and senior employees within Dryden at the corporate level.

### Elements of Compensation

The compensation program is comprised primarily of a fixed component, in the form of an annual salary, and components that are variable or “at risk” in nature, being the award of cash bonuses and long-term incentive awards as granted under Dryden’s variable incentive compensation program (the “**Incentive Plan**”), both of which are tied to personal and corporate performance.

#### *Annual Salary*

Dryden provides a base salary so that the NEOs have regular, reliable income. The Dryden Board believes that market competitive base salaries are important in attracting and retaining talented executives. In setting the base salary of each NEO, the Dryden Board considers the responsibilities, performance and experience of the NEO; historical compensation and contractual commitments; the recommendations of the Chief Executive Officer related to each NEO’s base salary; and such other factors as the Dryden Board considers relevant. In considering base salary levels,

the Dryden Board does not utilize any formal or specific weighting of the above factors. The base salaries are reviewed annually.

### ***Incentive Compensation***

Under its Incentive Plan, Dryden utilizes both short- and long-term incentives which are designed to reward NEOs for working to maximize both the immediate and long-term value of the securities of Dryden and, therefore, align the interests of management with those of the Shareholders. The Incentive Plan consists of short-term incentive awards taking the form of cash bonuses and long-term incentives taking the form of Options issued under the Stock Option Plan.

#### **Short-Term Incentive Awards**

Under the Incentive Plan, employees with greater accountability within Dryden have a greater percentage of their total compensation tied to their personal performance, and the performance of the company (“**Variable Compensation**”). The ultimate dollar value of Variable Compensation that a NEO actually earns in a year is generally determined by two factors: (i) personal performance, and (ii) corporate performance, although the Dryden Board also has the ability to exercise their discretion to award a Variable Compensation amount different from what the Incentive Plan might otherwise dictate. Although the proportion to which NEOs’ Variable Compensation is linked, or put at risk, based upon personal performance (“**Personal Performance Portion**”) versus corporate performance (“**Corporate Performance Portion**”) can vary at the discretion of the Dryden Board, it is generally split 50/50.

Near the start of each year each NEO, together with either the Dryden Board or Chief Executive Officer, as appropriate, will agree upon certain goals to be achieved by the NEO over the year. These goals are unique to each NEO and, accordingly, vary between NEOs (although some commonality may exist). Depending on the individual and his/her role in the organization, certain areas of focus for the year will be specified. At about the same time, corporate performance targets for Dryden will be determined by the Dryden Board based upon recommendations from the Chief Executive Officer.

In the first quarter of the following year, personal performance for the previous year is assessed and a percentage ranking from 0 to 100% is attributed to the NEO’s performance which is then used to determine the percentage of the Personal Performance Portion of the Variable Compensation which the NEO is entitled to. This assessment typically has both subjective and objective elements to it. If performance is too low, all entitlement to Variable Compensation could be lost.

Also, in the first quarter of the following year, corporate performance of Dryden over the previous fiscal year is determined and a percentage ranking from 0 to 100% is attributed to the corporate performance which is then used to determine the percentage of the Corporate Performance Portion of the Variable Compensation which the NEO is entitled to.

Once these determinations are made, a NEO’s actual Personal Performance Portion and Dryden’s Corporate Performance Portion are added together to come up with the total earned Variable Compensation for the year in question (the “**Earned Variable Compensation**”). The Earned Variable Compensation is then paid out as a cash bonus.

#### **Long-Term Incentive Awards**

Long-Term Incentive Awards (“**LTIs**”) are intended to promote retention and align NEOs with Shareholder interests through the use of Options as a means of providing long-term incentive compensation. The Dryden Board determines the LTIs to each NEO at the time of grant.

#### **Equity Participation**

The Company believes that encouraging its executives and employees to become Shareholders is the best way of aligning their interests with those of its Shareholders. Equity participation is accomplished through Dryden’s stock

option plan. Stock options are granted to executive officers taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and the Company's goals.

#### Use of Financial Instruments

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

#### Benefits and Perquisites

Other components of compensation include personal benefits as determined by the Dryden Board that are consistent with the overall compensation strategy, including health and dental benefits, parking and expense reimbursement. Dryden does not provide any pension or retirement benefits to the NEOs. Dryden does not believe that perquisites and benefits should represent a significant portion of the compensation package and, in 2022, such perquisites and benefits were \$Nil for each NEO.

#### **Share Based and Option Based Awards**

Dryden currently has in effect the Stock Option Plan, the purpose of which is to advance the interests of the Company and its Shareholders by (a) ensuring that the interests of officers and employees are aligned with the success of the Company; (b) encouraging stock ownership by such persons; and (c) providing compensation opportunities to attract, retain and motivate such persons. The Stock Option Plan provides optionees with the opportunity through the exercise of options to acquire an ownership interest in the Company.

The Stock Option Plan is administered by the Board that determines, from time to time, the eligibility of persons to participate in the Stock Option Plan, when options will be granted, the number of Common Shares subject to each option, the exercise price of each option, the expiration date of each option and the vesting period for each option, in each case in accordance with applicable securities laws and stock exchange requirements.

It is not Dryden's practice to grant stock options to existing executive officers on an annual basis but grants of stock options will be considered as the circumstances of the Company and the contributions of the individual warrant. Previous grants of options are taken into account when considering new grants as part of the Company's plan to achieve its objective of retaining quality personnel.

As at the date hereof, the Company has options outstanding under the Stock Option Plan to purchase 3,100,000 Common Shares, representing 70% of the available options, and 7% of the issued and outstanding Common Shares. Accordingly, 1,335,589 options remain available for grant under the Stock Option Plan.

#### **Compensation Governance**

Dryden does not presently have a compensation committee. The Dryden Board is responsible for the review and assessment of compensation for the members of the Dryden Board and the independent members of the Dryden Board are responsible for the review and assessment of the compensation of the Chief Executive Officer of Dryden.

Executive compensation is reviewed and approved at meetings typically held in the first quarter of each year. Annual evaluations of the performance of each officer for the previous year are conducted by executive management and then the Chief Executive Officer, after review and assessment, will recommend salary adjustments and annual incentive awards (including share-based awards) to the Dryden Board. One of the main goals of the Dryden Board in assessing and approving compensation recommendations is to do its best at recognizing and rewarding individual performance as well as providing a fair and competitive industry level of compensation while taking into consideration the individual's experience and performance and the financial performance of Dryden overall.

The philosophy for Dryden Board compensation is to provide non-executive Dryden Board members with compensation which is at a level so as to be able to retain and attract qualified directors as well as to align the interests of directors with the interests of Shareholders. Members of the Dryden Board who are also officers participate in the compensation review and assessment process at the Dryden Board level however they may be excused from discussions and decisions with regard to their own compensation. The final approval of the Dryden Board and executive officer compensation is made by the Independent Directors.

## Executive Compensation

The following table sets out the compensation provided to each of the Dryden's NEOs for each of Dryden's three most recently completed financial years and the current year-to-date:

Name and position	Year	Salary	Share-based awards	Option-based awards	Non-equity incentive plan compensation		Pension value	All other compensation	Total compensation
					Annual incentive plans	Long-term incentive plans			
<b>Trey Wasser</b> <sup>(1)</sup> Chief Executive Officer and Director	12 months ended December 31, 2022	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
	Incorporation to December 31, 2021	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
<b>Scott Kelly</b> <sup>(3)</sup> Chief Financial Officer, Corporate Secretary and Director	12 months ended December 31, 2022	\$6,500 <sup>(4)</sup>	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$6,500
	Incorporation to December 31, 2021	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
<b>Maura Kolb</b> <sup>(5)</sup> President and Head of Exploration	12 months ended December 31, 2022	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
	Incorporation to December 31, 2021	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
<b>Anna Hicken</b> <sup>(6)</sup> Vice President Exploration	12 months ended December 31, 2022	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
	Incorporation to December 31, 2021	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil

(1) Trey Wasser was appointed a director January 31, 2022, and as Chief Executive Officer on April 4, 2023.

(2) Amount paid in connection of consulting fees deferred by Pilot Point Partners LLC; a company wholly owned by Trey Wasser.

(3) Scott Kelly was appointed a director upon incorporation on November 19, 2021, and as Chief Financial Officer on April 15, 2023.

(4) Amount paid in connection to consulting fees to Tuareg Consulting Inc., a company wholly owned by Scott Kelly.

(5) Maura Kolb was appointed President and Head of Exploration on April 15, 2023.

(6) Anna Hicken was appointed Vice President Exploration on October 9, 2023.

## Incentive Plan Awards

The following table sets out the awards outstanding for each NEO as at December 31, 2022:

Name and position	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options	Option exercise price	Option expiration date	Value of unexercised in-the-money options	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
<b>Trey Wasser</b> Chief Executive Officer and Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Scott Kelly</b> Chief Financial Officer, Corporate Secretary and Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Maura Kolb</b> President and Head of Exploration	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Anna Hicken</b> Vice President Exploration	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The following table sets out the incentive plan awards of the NEOs for which value has vested or been earned during the most recently completed financial of Dryden:

Name and position	Option-based awards – Value vested during the year	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
<b>Trey Wasser</b> Chief Executive Officer	Nil	Nil	Nil
<b>Scott Kelly</b> Chief Financial Officer, Company Secretary	Nil	Nil	Nil
<b>Maura Kolb</b> President and Head of Exploration	Nil	Nil	Nil
<b>Anna Hicken</b> Vice President Exploration	Nil	Nil	Nil

## Pension Plan Benefits

The Company has no formal pension or retirement plan in place for its directors, officers or employees.

## Termination and Change of Control Benefits

Refer to the discussion under “Management Contracts”.

## Director Compensation

The following table sets out the compensation provided to the directors of Dryden for Dryden’s most recently completed financial year:

Name	Fees Earned	Share-based award	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total compensation
Scott Kelly	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Trey Wasser	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jason Jessup	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Christina McCarthy	Nil	Nil	Nil	Nil	Nil	Nil	Nil

## Incentive Plan Awards - Directors

The following table sets out the awards outstanding for each director of Dryden as at December 31, 2022:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options	Option exercise price	Option expiration date	Value of unexercised in-the-money options	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
Scott Kelly	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Trey Wasser	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jason Jessup	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Christina McCarthy	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The following table sets out the incentive plan awards of the directors of Dryden for which value has vested or been earned during the most recently completed financial of Dryden:

Name	Option-based awards – Value vested during the year	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
Scott Kelly	Nil	Nil	Nil

Name	Option-based awards – Value vested during the year	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
Trey Wasser	Nil	Nil	Nil
Jason Jessup	Nil	Nil	Nil
Christina McCarthy	Nil	Nil	Nil

## Management Contracts

### Consulting Agreement with Trey Wasser

The Company entered into a consulting agreement with Pilot Point Partners LLC (“**Pilot Point**”), a corporation wholly owned by Trey Wasser, with an effective date of July 1, 2023 (the “**Pilot Point Agreement**”), pursuant to which Trey Wasser provides general management and financial services to the Company and holds the title of Chief Executive Officer.

As compensation for services, Pilot Point receives an annual salary of \$220,000, billing in equal monthly installments. All salaries and bonuses may be deferred (the “**Deferred Account**”) at the election of Pilot Point. The Deferred Account shall bear no interest. Pursuant to the Pilot Point Agreement, Pilot Point agrees to defer all remuneration for a period of 18 months from the effective date (the “**Initial Deferral**”). Following the Initial Deferral, Pilot Point may:

- a) maintain the Deferred Account and continue deferrals for continuous three-month periods;
- b) cease deferrals but maintain the Deferred Account;
- c) cease deferrals and request payment of all amounts accrued to the Deferred Account in 12 equal monthly instalments.

The term of the Pilot Point Agreement runs for an indefinite period, provided that the Company does not terminate the Pilot Point Agreement for cause, without cause, through a change of control or by Pilot Point providing 30 days written notice to the Company.

The Company may terminate the Pilot Point Agreement with cause, as such term is defined in the Pilot Point Agreement, without further payment except for the payment of the then balance of the Deferred Account.

The Company may terminate the Pilot Point Agreement without cause upon paying:

- (a) the full amount of the installments falling due in respect of Pilot Point’s then annual base salary through to the termination date;
- (b) a lump sum amount equal to two times the balance of the Deferred Account balance;
- (c) a lump sum severance amount, which is equal to 12 months base salary plus an additional month’s base salary for every 12 months of service completed;
- (d) provision of benefits until the earlier of the end of the period in paragraph (c) above or until such time Pilot Point obtains comparable benefits from another source.

Upon a Change in Control, as defined in the Pilot Point Agreement, the Company shall pay Pilot Point within 10 days of ceasing employment with the Company the following:

- (a) payment of the final wages up to such termination date;
- (b) a lump sum amount equal to 24 months of the base salary;

- (c) a lump sum amount equal to two times the balance of the Deferred Account balance;
- (d) a lump sum amount equal to the sum of the bonus payments made to Pilot Point during the 12 months preceding the termination date; and
- (e) provision of benefits until the earlier of the end of the 24 months after the termination date or until such time Pilot Point obtains comparable benefits from another source.

*Consulting Agreement with Scott Kelly*

The Company entered into a consulting agreement with Tuareg Consulting Inc (“**Tuareg**”), a corporation wholly owned by Scott Kelly, with an effective date of July 1, 2023 (the “**Tuareg Agreement**”), pursuant to which Scott Kelly provides general management and financial services to the Company and holds the title of Chief Financial Officer and Corporate Secretary.

As compensation for the Services, Tuareg receives an annual salary of \$78,000 plus GST, billing in equal monthly installments.

The term of the Tuareg Agreement shall continue until:

- (a) Tuareg elects to terminate the Tuareg Agreement by providing 90 days written notice to the Company. Such voluntary termination will not give rise to any termination obligation of the Company.
- (b) The Company may elect to terminate the Tuareg Agreement as follows:
  - a. Without cause, by providing written notice to Tuareg and paying a lump sum equal to three months of the annual salary plus one additional month for every year of service completed; and
  - b. Providing written notice to Tuareg for termination with cause, which if left unremedied for more than 15 days, shall not give rise to any termination obligation of the Company.

Upon a Change in Control, as defined in the Tuareg Agreement, the Company shall pay Tuareg within 10 days of ceasing employment with the Company the following:

- (a) payment of the final wages up to such termination date;
- (b) a lump sum amount equal to 18 months of the base salary;
- (c) an amount equal to:
  - a. the sum of the bonus payments made to Tuareg during the 12 months preceding the termination date divided by 12;
  - b. then multiplied by, the sum of the number of completed months in the current bonus year up to the termination date plus an 18-month period;
- (d) provision of benefits until the earlier of the end of the 18-month period after termination or until such time Tuareg obtains comparable benefits from another source.

*Employment Agreement with Maura Kolb*

The Company entered into an employment agreement with Maura Kolb with an effective date of April 15, 2023 (the “**Kolb Agreement**”), pursuant to which Ms. Kolb provides general management and geological services to the Company and holds the title of President and Head of Exploration.

As compensation for the Services, Ms. Kolb receives an annual salary of \$185,000, paid in semi-monthly installments.

The Company may terminate the Kolb Agreement with cause, as such term is defined in the Kolb Agreement, by providing written notice, which if left unremedied for more than 30 days, shall not give rise to any termination obligation of the Company.

The Company may terminate the Kolb Agreement without cause upon paying:

- (a) the full amount of the installments falling due in respect of Ms. Kolb's then annual base salary through to the termination date;
- (b) a lump sum equal to six months of the annual salary plus one additional month for every year of service completed;
- (c) provision of benefits until the earlier of the end of the period set out above in paragraph (b) or until such time Ms. Kolb obtains comparable benefits from another source.

Upon a Change in Control, as defined in the Kolb Agreement, the Company shall pay Ms. Kolb within 10 days of ceasing employment with the Company the following:

- (a) payment of the final wages up to such termination date;
- (b) a lump sum amount equal to 12 months of the base salary;
- (c) an amount equal to:
  - a. the sum of the bonus payments made to Ms. Kolb during the 12 months preceding the termination date divided by 12;
  - b. then multiplied by: the sum of the number of completed months in the current bonus year up to the termination date plus a 12-month period;
- (d) provision of benefits until the earlier of the end of the 12-month period after termination or until such time Pilot Point obtains comparable benefits from another source.

#### *Employment Agreement with Anna Hicken*

The Company entered into a consulting agreement with Geomax Consulting ("**Geomax**"), a corporation owned by Anna Hicken, with an effective date of October 9, 2023 (the "**Geomax Agreement**"), pursuant to which Anna Hicken provides general management and geological services to the Company and holds the title of Vice President Exploration.

As compensation for the Services, Geomax receives an annual salary of \$165,000, billing in equal monthly installments.

The Company may terminate the Geomax Agreement with cause, as such term is defined in the Geomax Agreement, by providing written notice, which if left unremedied for more than 30 days, shall not give rise to any termination obligation of the Company.

The Company may terminate the Geomax Agreement without cause upon paying:

- (d) the full amount of the installments falling due in respect of Geomax's then annual base salary through to the termination date;

- (e) a lump sum equal to six months of the annual salary plus one additional month for every year of service completed;
- (f) provision of benefits until the earlier of the end of the Severance Period or until such time Geomax obtains comparable benefits from another source.

Upon a Change in Control, as defined in the Geomax Agreement, the Company shall pay Geomax within 10 days of ceasing employment with the Company the following:

- (e) payment of the final wages up to such termination date;
- (f) a lump sum amount equal to 12 months of the base salary;
- (g) an amount equal to:
  - a. the sum of the bonus payments made to Geomax during the 12 months preceding the termination date divided by 12;
  - b. then multiplied by, the sum of the number of completed months in the current bonus year up to the termination date plus a 12-month period;
- (h) provision of benefits until the earlier of the end of the PCOC Severance Period or until such time Pilot Point obtains comparable benefits from another source.

#### **ITEM 17: NON-ARM'S LENGTH TRANSACTIONS**

Other than as disclosed herein, there has been no acquisition of assets or services or provision of assets or services in any transaction since incorporation of Dryden, or in any transaction, where Dryden or any subsidiary of Dryden has obtained such assets or services from (a) any director, officer or promoter of Dryden; (b) a securityholder disclosed in this Filing Statement as a principal securityholder, either before or after giving effect to the Transaction; or (c) an Associate or Affiliate of any of the persons or companies referred to in paragraphs (a) or (b) above. See "*Executive Compensation – Management Contracts*".

#### **ITEM 18: LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

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

Dryden is not aware of any existing or contemplated legal proceedings or regulatory actions material to Dryden to which Dryden is a party or to which any of its property is subject since the beginning of its most recently completed financial year.

Since the date of incorporation of Dryden, there have not been any penalties or sanctions imposed against Dryden by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against Dryden, and Dryden has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

#### **ITEM 19: MATERIAL CONTRACTS**

Except for contracts entered into by Dryden in the ordinary course of business, the only current material contracts entered into or currently anticipated to be entered into by Dryden which can reasonably be regarded as presently material are:

1. Option Agreement dated April 20, 2022, as amended on May 17, 2022, January 19, 2023 and November 21, 2023, between Manitou Gold Inc. and Dryden Gold Corp. (See “Information Concerning Dryden – General Development/Description of Business”).
2. Option Agreement dated February 8, 2022, as amended on February 16, 2022 between Dryden Gold Corp., 2625286 Ontario Ltd. and Michael Tremblay. (See “Information Concerning Dryden – General Development/Description of Business”).
3. Marketing Services Agreement dated September 7, 2023 between Dryden Gold Corp. and Outside the Box Capital Inc. (See “Investor Relations Agreements”).
4. Consulting Agreement dated July 1, 2023 among Dryden, Clarence Wasser and Pilot Point Partners LLC. (See “Executive Compensation - Management Contracts”).
5. Consulting Services Agreement dated July 1, 2023 among Dryden, Tuareg Consulting Inc. and Scott Kelly. (See “Executive Compensation - Management Contracts”).
6. Kolb Agreement. (See “Executive Compensation - Management Contracts”).
7. Geomax Agreement. (See “Executive Compensation - Management Contracts”).
8. Amended and Restated M&A Advisory Services Agreement dated December 4, 2023 between Dryden and Medalist Capital Ltd to provide general corporate and mergers and acquisition advisory services to Dryden.

The M&A Advisory Agreement provides that the Dryden engaged Medalist to act as mergers-and-acquisitions advisor to Dryden in connection with, among other things, analysis and consideration of various financial and strategic alternatives available to it with respect to the maximization of shareholder value via the entering into of a mergers-and-acquisitions transaction, including any transaction that involves: (i) any merger or other form of business combination with any entity including an acquisition; (ii) the sale of all or substantially all of the assets of Dryden; or (iii) any form of reorganization/recapitalization/restructuring. Dryden has the option of engaging Medalist to perform services in addition to those set out in the M&A Advisory Agreement which would be dealt with by entering into a separate agreement. Dryden has agreed to pay Medalist fees in the aggregate amount of C\$140,000, and to reimburse Medalist for all reasonable out-of-pocket expenses incurred by Medalist, in entering into and performing its obligations thereunder, including but not limited to travel and communication expenses, meals, printing costs, data room costs, courier costs and the reasonable fees and disbursements of its counsel (if any), and the reasonable fees and disbursements of any other consultants engaged by us with the prior consent of Dryden. Dryden has agreed to indemnify Medalist its affiliates, their respective directors, officers, employees, partners, shareholders, agents and each other person, if any, controlling Medalist. The term of the M&A Advisory Agreement will be for a period from December 21, 2023 and ending on April 30, 2023, unless terminated earlier by either Dryden or Medalist upon giving written notice to that effect to the other party.

After completion of the Transaction, the material agreements listed above will be considered to be the material agreements of the Resulting Issuer.

**A copy of all material agreements referred to in this Filing Statement will be available on the Resulting Issuer’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).**

## **PART III: INFORMATION CONCERNING THE RESULTING ISSUER**

### **ITEM 20: CORPORATE STRUCTURE**

#### **Name, Address and Incorporation of the Resulting Issuer**

Upon completion of the Transaction, the Resulting Issuer will exist under the BCBCA. It is expected that, upon completion of the Transaction, the Resulting Issuer's full corporate name will be "Dryden Gold Corp.". Its head office will be located at 525 East 17th Street, North Vancouver, British Columbia, V7L 2W4 and its registered office will be located at 25th floor, 700 West Georgia St., Vancouver, British Columbia, V7Y 1B3.

The Resulting Issuer will have no subsidiaries.

### **ITEM 21: NARRATIVE DESCRIPTION OF THE BUSINESS**

Upon completion of the Transaction, the Resulting Issuer will carry on the business of Dryden, that of a mineral resource company engaged in the identification, acquisition, evaluation, exploration, development and operation of mineral properties, with its focus on the Dryden Properties. See section entitled "Information Concerning Dryden".

The Resulting Issuer will be an exploration stage company with no producing properties and consequently no current operating income cash flow or revenues and will not provide any products or services to third parties. There is no assurance that a commercially viable mineral deposit exists on any of the Dryden Properties.

#### ***Stated Business Objectives***

The Resulting Issuer's business strategy is focused on creating value for stakeholders through its advancement of each of the Dryden Properties and through the pursuit of similarly attractive precious metal development projects in the region and elsewhere.

The Resulting Issuer plans to:

- 1) pursue strategic exploration activities designed to identify the definition of its mineral resources, pursuing technical studies to support starting operations and consolidate other mineral and mining interests in the district;
- 2) pursue exploration and drill programs at certain identified high priority gold target areas at the Dryden Properties aimed at expanding and converting the known mineralized areas; and
- 3) pursue project level or corporate transactions that are value accretive to the Resulting Issuer's stakeholders.

#### ***Milestones***

One of the principal milestones to execute the business objectives of the Resulting Issuer are to continue to meet the requirements in the amounts and on or before the dates set out in the Tremblay Option Agreement and the Manitou Option Agreement.

The 12-month budget, funded by the Company's equity raise, accounts for the following payments:

Tremblay Option - \$250,000 with 50% payable in shares at the Company's option.

Manitou Option - \$1,500,000 cash and \$2,000,000 payable in shares at the Company's option.

Dryden will maintain an active exploration program on the Dryden properties, focusing on exploration for high-grade gold mineralization. These exploration efforts must, at a minimum fulfill the work commitments in the Tremblay Option Agreement, the Manitou Option Agreement and the assessment requirements to maintain the claims in good standing.

These funded, budgeted amounts will also fulfill assessment requirements.

Dryden's properties do not currently hold any known mineral resources or reserves. A significant amount of historic drilling (20,000 meters) was completed by the previous owners on the Manitou Option properties. Upon successful completion of its current phase 1 and phase 2 work programs discussed under the heading "*General Development/Description of the Business*", Dryden intends to work to expand its work programs focusing on these

areas of historic results with infill drilling, drilling along strike and at depth targeting high-grade gold mineral. A major milestone for the Company will be to publish an updated 43-101 which could possibly include a maiden mineral resource.

This expanded work program would all be completed on patented claims which will not require permitting. Dryden intends to increase its exploration activities by securing necessary permits and approvals necessary to expand its exploration footprint beyond the patented claims. It is anticipated that these permits, in part, will be obtained in 2024 at a cost estimated at \$50,000.

Dryden aims to advance its properties while upholding stringent ESG (Environmental, Social, and Governance) standards. To achieve this objective Dryden will maintain a focus on robust technical programs with rigid environmental standards. Dryden will also reach out to the local indigenous tribes to keep them informed of all its corporate activities.

Dryden will focus on marketing the company to maintain and grow investor interest in the Company and its properties. Social media, townhall webinars and online meetings will be used to reduce marketing costs. These targeted marketing and outreach efforts will be aimed at investors and shareholders for future capital requirements. The Company has budgeted \$82,000 for investor relations over the next 12 months.

See “*Information Concerning Dryden - General Development/Description of the Business – Tremblay Option*”; “*Information Concerning Dryden - General Development/Description of the Business – Manitou Option*”, and the description of the work programs under “*Information Concerning Dryden - General Development/Description of the Business*”.

## **ITEM 22: DESCRIPTION OF THE SECURITIES**

This Filing Statement is made to list the Resulting Issuer Common Shares on the TSXV under the symbol “DRY”. The Listing will be subject to the Resulting Issuer fulfilling all of the minimum listing requirements of the TSXV and obtaining conditional approval of the TSXV. There can be no assurance that the TSXV will list the Resulting Issuer Common Shares. If listing approval is ultimately obtained prior to the Effective Time, trading on the TSXV of the Resulting Issuer Common Shares is expected to commence shortly following the Effective Date.

It is expected that following the Transaction, the Resulting Issuer will be authorized to issue an unlimited number of the Resulting Issuer Common Shares.

Assuming the completion of the Transaction, the following securities of the Resulting Issuer are expected to be outstanding immediately following the completion of the Transaction:

- *82,845,041 Resulting Issuer Shares;*
- *3,100,000 Stock Options;*
- *10,141,660 Resulting Issuer Warrants (comprised of 3,475,000 Resulting Issuer Warrants issued in exchange for Dryden Warrants and 6,666,660 to former 223 Post-Split shareholders);*
- *24,524,665 Resulting Issuer Unit Warrants;*
- *6,829,270 FT Warrants; and*
- *528,800 Resulting Issuer Finder’s Warrants.*

### **Resulting Issuer Common Shares**

Holders of the Resulting Issuer Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Resulting Issuer and at all such meetings shall be entitled to one vote in respect of each Resulting Issuer Common Share held. The holders of the Resulting Issuer Common Shares shall be entitled to receive dividends if and when declared by the board of directors of the Resulting Issuer. The board of directors of the Resulting Issuer

may at any time declare and authorize the payment of such dividends exclusively on the Resulting Issuer Common Shares. Furthermore, holders of the Resulting Issuer Common Shares are entitled to receive the remaining property and assets of the Resulting Issuer upon the winding up, dissolution or liquidation of the Resulting Issuer.

### Stock Option Plan

The Resulting Issuer Stock Option Plan was the Dryden Stock Option Plan prior to the Effective Date. In accordance with the requirements of the Exchange, the Resulting Issuer Stock Option Plan was approved by the board of directors of 223. The 3,100,00 Resulting Issuer Options have an exercise price of \$0.15 per share and an expiry date of October 21, 2028. See “*Options to Purchase Securities - Resulting Issuer Equity Incentive Plan*”.

### Resulting Issuer Warrants, FT Warrants and Finders Warrants

The Resulting Issuer Warrants are exercisable to acquire an aggregate of 1,575,000 Resulting Issuer Shares at a price of \$0.15 per Resulting Issuer Share until April 1, 2025.

The FT Warrants are exercisable to acquire one FT Warrant Share for a period of 24 months after the closing of the FT Unit Financing at a price of \$0.30 per FT Warrant Share. The FT Warrant Shares are flow-through shares issued upon exercise of an FT Warrant, at a price of \$0.30 per flow-through share, each of which qualifies as a “flow-through share” as defined in subsection 66(15) of the Tax Act.

The Finders Warrants are exercisable to acquire one a Resulting Issuer Share at a price of \$0.30 for a period of two years following the closing of the Subscription Receipt Offering.

## ITEM 23: PRO FORMA CONSOLIDATED CAPITALIZATION

### Pro Forma Consolidated Capitalization

The following table summarizes the Resulting Issuer’s anticipated consolidated capitalization upon completion of the Listing (assuming completion of the 223 Share Split). The table should be read in conjunction with Dryden’s Financial Statements, which are attached as Appendix “B” to this Filing Statement, as well as the 223 Financial Statements which are attached as Appendix “C”, and the pro forma financial statements of the Resulting Issuer (Unaudited) which are attached as Appendix “D”.

Designation of Security	Amount Authorized	Amount Outstanding After Giving Effect to the Transaction
Resulting Issuer Common Shares	Unlimited	82,845,041

#### Notes:

- (1) Comprised of: 44,355,893 Dryden Shares issued and outstanding prior to the Amalgamation transactions; 24,524,665 Resulting Issuer Shares to be issued on conversion of the Subscription Receipts; 6,829,270 Resulting Issuer Shares to be issued as a result of the FT Unit Financing; 6,666,660 Resulting Issuer Shares to be issued to 223 Shareholders pursuant to the Transaction; 439,553 Dryden Shares to be issued for the 223 Debt Settlement; 20,000,000 Resulting Issuer Shares that are expected to be issuable in connection with the payment due on or before December 31, 2023 pursuant to the Manitou Option Agreement (to be issued five business days after the twentieth trading day following the listing of the Resulting Issuer on the Exchange, at a price per share equal to the greater of the 20-day volume weighted average closing price of the shares on the Exchange, and the minimum issuance price permitted under the policies of the Exchange, being \$0.05, for a maximum of 20,000,000 Resulting Issuer Shares); and 29,000 Resulting Issuer Shares as a result of the 223 Financing.
- (2) Dryden’s deficit as at December 31, 2022 was \$284,282, and as at September 30, 2023 was \$919,775. The Resulting Issuer’s deficit based on the Pro Forma Financial Statements as at September 30, 2023 is \$2,584,993.
- (3) The Resulting Issuer will have a total of 3,100,000 Resulting Issuer Options outstanding after completion of the Transaction. See “*Escrowed Securities*”.

## Fully Diluted Share Capital

The following table sets forth the expected fully-diluted share capital of the Resulting Issuer on a *pro forma* basis upon completion of the Listing (assuming completion of the 223 Share Split).

Designation of Security	Amount Outstanding Prior to the Completion of the Transaction	Amount Outstanding after the Completion of the Transaction	Percentage of Total Number of the Resulting Issuer Common Shares to be Issued and Outstanding following Completion of the Transaction on a Fully-Diluted Basis
Dryden Shares	44,355,893	44,355,893	29.98%
Dryden Warrants	3,475,000	3,475,000	2.35%
Dryden Shares issued on conversion of Subscription Receipts	Nil	24,524,665	16.57%
Dryden Unit Warrants issued on conversion of Subscription Receipts	Nil	24,524,665	16.57%
FT Unit Shares	Nil	6,829,270	4.62%
FT Warrant Shares	Nil	6,829,270	4.62%
223 Post-Split Shares	6,666,660	6,666,660	4.51%
Resulting Issuer Warrants issuable to former 223 Post-Split shareholders under the Amalgamation	Nil	6,666,660	4.51%
223 Debt Settlement	Nil	439,553	0.30%
December 31 Option Shares	Nil	20,000,000	13.52%
Dryden Finder's Warrants	Nil	528,800	0.36%
Dryden Stock Options	3,100,000	3,100,000	2.10%
223 Concurrent Financing	Nil	29,000	0.02%
<b>Total (fully-diluted)<sup>(1)</sup></b>	<b>57,597,553</b>	<b>147,969,436</b>	<b>100.00%</b>

**Notes:**

(1) Calculated based on the Resulting Issuer Fully Diluted Shares.

See “Item 22: Description of the Securities” and “Item 25: Principal Securityholders” for additional details.

## ITEM 24: AVAILABLE FUNDS AND PRINCIPAL PURPOSES

### Available Funds

The total funds available to Dryden as of November 30, 2023 were approximately \$565,000 in cash. The estimated consolidated working capital of Dryden as November 30, 2023 was \$415,000.

The total funds available to 223 as of November 1, 2023 were approximately \$71 in cash. The estimated consolidated working capital deficit of 223 as November 1, 2023, 2023 was \$70,250.

Following completion of the Transaction and Listing on the TSXV, the Resulting Issuer expects to have the following total available funds:

Funds Available	Amount (\$)
Pro Forma Working Capital as at November 30, 2023	\$415,000 <sup>(1)</sup>
Concurrent Financings (net proceeds)	\$4,999,380 <sup>(2)</sup>
<b>Total Available Funds</b>	<b>\$5,414,380</b>

**Notes:**

- (1) Represents Dryden's working capital. 223 has a working capital deficit in the amounts of \$70,250, which is being settled pursuant to the 223 Debt Settlement.
- (2) Represents gross proceeds of the Concurrent Financings, less Finders Fees in the amount of \$79,320.

**Principal Purposes – Generally**

Upon the completion of Transaction, the Resulting Issuer will use the funds available to it to, among other things, continue with its exploration programs and make payments as required to maintain its interest in its properties. The following table summarizes the expenditures anticipated by the Resulting Issuer required to achieve its business objectives during the 12 months following the date hereof:

Principal Purposes of Funds	Amount (\$)
Estimated fees/expenses of the Transaction	\$200,000 <sup>(1)</sup>
Exploration program	\$340,000
- Tremblay Phase 1 Exploration Program (\$200,000)	
- Manitou Phase 2 Exploration Program (\$140,000)	
Property payments	\$1,550,000 <sup>(2)</sup>
G&A for 12 months	\$754,000 <sup>(3)</sup>
Unallocated funds	\$2,570,380
<b>Total Use of Available Funds</b>	<b>\$5,414,380</b>

**Notes:**

- (1) Represents estimated legal fees for 223.
- (2) Represents the aggregate of: a cash portion of \$500,000 of the payment due on or prior to December 31, 2023 pursuant to the Manitou Option Agreement; half of the payment of \$2,000,000 payable within five days of the second anniversary of the effective date under the Manitou Option Agreement; and half of the \$100,000 payment due on the second anniversary of the effective date under the Tremblay Option Agreement, each such payment being payable 50% in cash and 50% in shares. See "Detailed Summary of Exploration Program" below.
- (3) Includes estimated legal fees for Dryden and Exchange filing fees.

**Detailed Summary of Exploration Program**

The following table summarizes the expenditures anticipated by the Resulting Issuer in connection with its exploration program during the 12 months following the date hereof:

12 Month Exploration Expenditures	Cost Center	Total
<b>Tremblay Phase 1 Exploration Program</b>		
	Geological Consulting	\$200,000
<b>Total Tremblay Phase 1 Exploration Program</b>		<b>\$200,000</b>
<b>Manitou Phase 2 Exploration Program</b>		
	Geological Consulting	\$140,000
<b>Total Manitou Phase 2 Exploration Program</b>		<b>\$140,000</b>
<b>Total Exploration Expenditures</b>		<b>\$340,000</b>

The Resulting Issuer intends to spend the funds available to it as stated in the table above. However, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Resulting Issuer to achieve its objectives or to pursue other opportunities that management believes are in the interests of the Resulting Issuer. See “Part IV: Risk Factors – Risks Related to the Operations of the Resulting Issuer – Use of Available Funds”.

## Dividends

Neither 223 nor Dryden has declared or paid any cash dividends to its shareholders during the three most recently completed financial years or during its current financial year. 223’s and Dryden’s current policies are to retain earnings to finance the growth and development of their respective businesses, and it is expected that such policy will continue to be applied by the Resulting Issuer. This policy may be reviewed in the future. Dryden and 223 are not aware of any restrictions that could prevent the Resulting Issuer from paying dividends.

See “Part IV: Risk Factors – Risks Relating to the Operations of the Resulting Issuer – Dividend Policy”.

## ITEM 25: PRINCIPAL SECURITYHOLDERS

Except as set out below, no Person or company beneficially owns, controls or directs, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of Dryden, or will, to 223’s and Dryden’s knowledge, beneficially own, directly or indirectly, or exercise control or direction over 10% or more of the outstanding Resulting Issuer Common Shares following the Transaction:

Name and Municipality of Residence	Number of Dryden Shares	Percentage of Outstanding Dryden Shares	Number of the Resulting Issuer Common Shares <sup>(1)</sup>	Percentage of Outstanding Resulting Issuer Common Shares
Alamos Gold Inc.	4,000,000 Undiluted	9.0% Undiluted	4,000,000 Undiluted	2.7% Undiluted
	4,000,000 Fully Diluted	7.9% Fully Diluted	24,000,000 Fully Diluted	16.2% Fully Diluted

### Notes:

- (1) 4,000,000 Dryden Shares held by Alamos wholly-owned subsidiary, Manitou. Assumes issuance of the December 31 Option Shares at the minimum price of \$0.05 per share.

## ITEM 26: DIRECTORS, OFFICERS AND PROMOTERS

### Name, Occupation and Security Holding

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

Name and Province of Residence	Positions Held with Resulting Issuer	Start Date	Principal Occupation During Last Five Years	Number of the Resulting Issuer Common Shares Beneficially Owned, or Controlled	Percentage of the Resulting Issuer Common Shares Beneficially Owned, or Controlled <sup>(2)</sup>
Clarence Wasser <sup>(1)</sup> Texas	Chief Executive Officer & Director	January 21, 2022	CEO of Dryden; President & CEO of Ely Gold Royalties Inc.	3,330,000	2.5%
Scott Kelly British Columbia	Chief Financial Officer, Corporate Secretary & Director	November 19, 2021	CFO of Ely Gold Royalties Inc., Sonoro Metals Corp., Pediment Gold Corp., Permex Petroleum Corp., Ethos Gold Corp.,	2,380,001	1.61%
Maura Kolb Ontario	President & Head of Exploration	April 15, 2023	President of Dryden; Director of Exploration of Treasury Metals; Director of Regional Exploration of Battle North; Exploration Manager of Red Lake Gold Mines	200,000	0.14%
Anna Hicken British Columbia	Vice President Exploration	October 9, 2023	Principal Geologist at Geomax Consulting; Senior Geologist at Minerva Intelligence	Nil	0.0%
Jason Jessup <sup>(1)</sup> Ontario	Director	January 23, 2023	President and CEO of Magna Mining Inc.	580,000	0.39%
Christina McCarthy <sup>(1)</sup>	Director	October 12, 2023	President and CEO of Paycore Minerals Inc.; Vice President Corporate Development of New Oropuru Resources; CEO of Palisade Gold Corp.; Director of Corporate Development at McEwen Mining	750,000	0.51%

**Notes:**

- (1) Member of the Audit Committee.
- (2) The executive officers and directors of the Resulting Issuer are expected to own, directly or indirectly, or exercise control or direction over 7,240,001 Resulting Issuer Common Shares, representing approximately 8.7% of the 82,845,041 Resulting Issuer Common Shares at listing on the Exchange, and approximately 12.3% of the Resulting Issuer Common Shares expected to be issued and outstanding following the Transaction (or representing approximately 7.04% of the Resulting Issuer Common Shares expected to be issued and outstanding following the Transaction *inclusive* of the 20,000,000 Resulting Issuer Shares that are expected to be issuable in connection with the payment due on or before December 31, 2023 pursuant to the Manitou Option Agreement (to be issued five business days after the twentieth trading day following the listing of the Resulting Issuer on the Exchange, at a price per share equal to the greater of the 20-day volume weighted average closing price of the shares on the Exchange, and the minimum issuance price permitted under the policies of the Exchange, being \$0.05, for a maximum of

20,000,000 Resulting Issuer Shares)). See “Information Concerning Dryden – General Development/Description of Business”). See “*Information Concerning Dryden – General Development/Description of Business – Manitou Claims*”.

## **Biographies**

In addition to the information set out in the table above, the following is a brief description of each of the proposed members of management and directors for the Resulting Issuer (including details with regard to their principal occupations for the last five years):

### **Clarence (Trey) Wasser (age: 72) Chief Executive Officer & Director**

Mr. Wasser will serve as the Chief Executive Officer and a Director of the Resulting Issuer on an independent contractor basis. Mr. Wasser served as the President and CEO of Ely Gold Royalties Inc. (TSXV: ELY), a company at arm’s length to Dryden and the Resulting Issuer, from 2009 until its acquisition by Gold Royalty Corp. (NYSE American: GROY) in August 2021. Following the acquisition Mr. Wasser served as a Director of Gold Royalty Corp. until February 2023. He is the President and Director of Research for Pilot Point Partners specializing in precious metal mining and oil & gas development. Mr. Wasser also currently serves as a Director of C2C Gold Corp. (CSE: CTOC) Previously, Mr. Wasser spent 20 years as a bond salesman and trader with Merrill Lynch, Kidder Peabody and Paine Webber. Mr. Wasser earned an Associate Science degree from the College of the Siskiyous in California. He will devote approximately 80% of his time to the business and affairs of the Resulting Issuer.

### **Scott Kelly (age: 47) Chief Financial Officer, Corporate Secretary & Director**

Mr. Kelly will serve as the Chief Financial Officer, Corporate Secretary and a Director of the Resulting Issuer on an independent contractor basis. For nearly 20 years, Mr. Kelly has served as the Chief Financial Officer of several TSX, TSXV and CSE listed companies including Windfall Geotek Inc. (CSE: TSX-V: WIN - Chief Financial Officer 2022 – 2023); Ely Gold Royalties Inc. (TSXV: ELY – Chief Financial Officer 2004 – 2019), Sonoro Metals Corp. (TSXV:SGO - Chief Financial Officer June 2007 – November 2019), Pediment Gold Corp. (TSX:PEZ – V.P. Finance April 2008 – January 2011), Marlin Gold Mining Ltd. (TSXV:MLN – Chief Financial Officer 2014 – 2018), Ethos Gold Corp. (TSXV – Chief Financial Officer August 2014 – April 2021), Permex Petroleum Corp. (CSE:OIL – Chief Financial Officer March 2018 – November 2021) and Mako Mining Corp. (TSXV:MKO - Chief Financial Officer 2018 – 2021), all of which are at arm’s length to Dryden and the Resulting Issuer. Mr. Kelly holds a Bachelor of Commerce Degree from Royal Roads University. He will devote approximately 45% of his time to the business and affairs of the Resulting Issuer.

### **Maura Kolb (age: 38) President and Head of Exploration**

Ms. Kolb will serve as the President and Head of Exploration of the Resulting Issuer. Ms. Kolb is currently an employee of Dryden, and will be an employee of the Resulting Issuer, and has executed an employment agreement containing non-disclosure and non-compete provisions. Prior to joining Dryden in April of 2023, Ms. Kolb was the Director of Exploration of Treasury Metals (TSX: TM), an arm’s length company from May 2021 to April 2023. Previously, from June 2013 to November 2020, Ms. Kolb was the Exploration Geologist and subsequently the Exploration Manager, at the Red Lake mine which was sold by Newmont Corporation (formerly Goldcorp Inc.) (NYSE: NEM ; TSX: NGT) to Evolution Mining Limited (“**Evolution**”) in March 2020. From May 2021 until April, 2023, Ms. Kolb served as the Director of Regional Exploration for Battle North Gold Corporation, prior to its acquisition by Evolution in May of 2021. Ms. Kolb also recently became an independent director of Critical Discoveries, a private exploration company, in February 2023, and a director of a non-profit, Women in Mining – Northwestern Ontario branch, in June 2023. Ms. Kolb holds a Bachelor of Science degree from the State University of New York College at Buffalo, and a Masters of Science-Geology from Lakehead University in Thunder Bay, Ontario. Ms. Kolb has been a Professional Geologist, with the Professional Geoscientists of Ontario since May, 2014. She will devote approximately 100% of her time to the business and affairs of the Resulting Issuer.

### **Anna Hicken (age: 36) Vice President Exploration**

Ms. Hicken will serve as the Vice President Exploration of the Resulting Issuer. Ms. Hicken is currently the Principal Geologist for Geomax Consulting (August 2020 – present) and was previously a Director of Geology at Fortuna Investments. Previously, from May 2019 to August 2020, Ms. Hicken was the Senior Geologist at Minerva Intelligence and from August 2014 to April 2019 Ms. Hicken was a Senior Exploration Geologist at Goldcorp Inc. Ms. Hicken holds a Bachelor of Science degree from Carleton University in Ottawa Ontario, Canada, and a Masters of Science from Queens University in Kingston, Ontario, Canada. Ms. Hicken has been a Professional Geoscientist, with the Professional Geoscientists of Ontario since 2016 and Engineers and Geoscientists of British Columbia since June, 2019. She will devote approximately 100% of her time to the business and affairs of the Resulting Issuer.

### **Christina McCarthy (age: 42) Director**

Ms. McCarthy will serve as an independent member of the Resulting Issuer's Board of Directors. Ms. McCarthy is also a Director of Kirkland Lake Discoveries Corp. since August 2023, and a Director of i-80 Gold Corp. since May 2023. Ms. McCarthy is the former President, CEO and a director of Paycore Minerals Inc. from November 2021 to May 2023. Previously, from May 2020 to October 2021 Ms. McCarthy was Vice President Corporate Development at New Operu Resources. Ms. McCarthy is a Director of Kirkland Lake Discoveries Corp. from August 2023 to present, a Director of i-80 Gold Corp. May 2023 to present and a director of Palamina Corp. (TSXV: PA), from September 2020 to present. From December 2019 to May 2020 Ms. McCarthy was the CEO of Palisade Gold Corp., and from December 2014 to December 2019 Ms. McCarthy was the Director of Corporate Development at McEwen Mining (December 2014 to December 2019). Ms. McCarthy holds a Bachelors of Earth Science from Brock University in Ontario, Canada. She will devote approximately 15% of her time to the business and affairs of the Resulting Issuer.

### **Jason Jessup (age: 47) Director**

Mr. Jessup will serve as an independent member of the Resulting Issuer's Board of Directors. Mr. Jessup has served as President, COO and a Director of Magna Mining Corp. from December 2016 to August 2019, and was the CEO and a Director of Magna Mining Corp. from September 2019 to May 2021. Mr. Jessup continued as CEO and a Director of Magna Mining Corp. after it became a publicly traded company (Magna Mining Inc.) in May 2021 (TSXV: NICU). Previously, Mr. Jessup served as President and a Director of Ready Set Gold Corp. from June 2020 to June 2021, and remained as a Director only following it becoming a public company (renamed to Newpath Resources Inc.) (CSE: RDY), President of Mine Management Partners from August 2014 to November 2016, Manager or Project Evaluations for Sandstorm Gold Royalties (TSX: SSL) from September 2013 until July 2014, Manager of Corporate Development of Premier Royalty Inc. from July 2012 to August 2013, Manager of Corporate Development of Bridgeport Ventures Inc. (TSX: BPV) from September 2011 to June 2012, and as the Mine general foreman of QuadraFNX Mining from January 2005 to August 2011. Mr. Jessup holds a Mining Engineering Technology Diploma from Northern College in Haileybury, Ontario and a Master of Business Administration from Athabasca University in Alberta. He will devote approximately 15% of his time to the business and affairs of the Resulting Issuer.

### **Promoter Consideration**

The following table provides the names, province or state and country of residence, and the number and percentage of the Resulting Issuer Common Shares that are expected to be beneficially owned, directly or indirectly, or which control or direction is expected to be exercised, by any promoter of the Resulting Issuer, or any promoter of Dryden in the two years immediately preceding the date of the filing statement.

<b>Name and Province of Residence</b>	<b>Promoter of the Resulting Issuer or Dryden</b>	<b>Nature and Amount of consideration to be received by the promoter from the Resulting Issuer</b>	<b>Number of the Resulting Issuer Common Shares Beneficially Owned, or Controlled</b>	<b>Percentage of the Resulting Issuer Common Shares Beneficially Owned, or Controlled<sup>(1)(2)</sup></b>
Clarence Wasser, Texas	Resulting Issuer	\$220,000 <sup>(1)</sup>	3,330,000 Resulting Issuer Shares	2.25%

**Notes:**

- (1) Mr. Wasser is anticipated to receive, indirectly, \$220,000 annually pursuant to the Pilot Point Agreement. See *“Management Contracts – Consulting Agreement with Trey Wasser”*.
- (2) Calculated based on the Resulting Issuer Fully Diluted Shares. Mr. Wasser will hold approximately 4.02% on an undiluted basis of the 82,845,041 Resulting Issuer Common Shares outstanding at listing on the Exchange, and approximately 4.69% on a partially diluted basis.

### **Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

No person expected to be a director, executive officer or promoter of the Resulting Issuer, is, as of the date of this Filing Statement, or has been, within the 10 years preceding the date of this Filing Statement, a director, chief executive officer or chief financial officer of any company, that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No person expected to be a director or executive officer of the Resulting Issuer, or to the best of Dryden’s knowledge, a shareholder holding a sufficient number of shares to materially affect control of the Resulting Issuer:

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

Except as described below, no person expected to be a director or executive officer of the Resulting Issuer, or to the best of Dryden’s knowledge, a shareholder holding a sufficient number of shares to materially affect 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 a regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Mr. Wasser was censured & fined by the National Association of Securities Dealers in 1986 for violating NYSE Rule 405. Mr. Wasser took instructions for the spouse of the trustee of an account without the trustee’s apparent knowledge. This occurred during the first year of Mr. Wasser’s 20-year career in the brokerage business while working at a reputable brokerage.

## Conflicts of Interest

There are potential conflicts of interest to which the proposed directors and officers of the Resulting Issuer will be subject to in connection with the operations of the Resulting Issuer. In particular, certain of the proposed directors and officers of the Resulting Issuer are involved in managerial or director positions with other natural resource companies whose operations may, from time to time, be in direct competition with those of the Resulting Issuer or with entities which may, from time to time, provide financing to, or make equity investments in, competitors of the Resulting Issuer. Any decision made by any of such directors and officers involving the Resulting Issuer should be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Resulting Issuer and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the BCBCA and other applicable laws. As at the date of this Filing Statement, the Resulting Issuer is not aware of any existing or potential material conflicts of interest between the Resulting Issuer and any proposed director or officer of the Resulting Issuer.

Other than as set out in this Filing Statement or below, within three years prior to the date of this Filing Statement, no director, executive officer, or person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of outstanding voting securities of each of Dryden or 223, or any known Associates or Affiliates of such persons, has or has had any material interest, direct or indirect, in any transaction or in any proposed transaction that has materially affected or is reasonably expected to materially affect each of Dryden or 223.

In addition, other than as set out in this Filing Statement or below, within three years prior to the date of this Filing Statement, no director, executive officer, or person expected to be a director, executive officer, or person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of outstanding voting securities of the Resulting Issuer, or any known Associates or Affiliates of such persons, has any material interest, direct or indirect, in any transaction or in any proposed transaction that is reasonably expected to materially affect the Resulting Issuer.

## Reporting Issuer Experience

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

Name	Name and Jurisdiction	Name of Trading Market(s)	Position Held	From	To
Clarence Wasser	Gold Royalty Corp. C2C Gold Corp Ely Gold Royalties	NYSE CNSX TSXV	Director Director CEO & Director	August 2021 December 2017 August 2009	February 2022 July 2023 August 2021
Scott Kelly	Ely Gold Royalties Inc. Sonoro Metals Corp. Ethos Gold Corp. Permex Petroleum Corp. Mako Mining Corp. Marlin Gold Mining Ltd. Windfall Geotek Inc.	TSXV TSXV TSXV CNSX TSXV TSXV CNSX	CFO CFO, Director CFO CFO CFO VP Finance CFO	April 2004 June 2007 August 2014 March 2018 November 2018 June 2014 February 2022	June 2019 November 2019 April 2021 November 2021 February 2021 November 2018 October 2023
Maura Kolb	N/A	N/A	N/A	N/A	N/A
Anna Hicken	N/A	N/A	N/A	N/A	N/A
Jason Jessup	Magna Mining Inc.  Newpath Resources Inc.	TSXV  CNSX	President, CEO, Director  Director	December 2016  June 2020	Present  Present

Name	Name and Jurisdiction	Name of Trading Market(s)	Position Held	From	To
Christina McCarthy	Kirkland Lake Discoveries Corp.	TSXV	Director	August 2023	August 2023
	i-80 Gold Corp.	NYSE	Director	May 2023	August 2023
	Paycore Minerals	TSXV	CEO & Director	September 2022	October 2023
	Palamina Corp	TSXV	Director	September 2020	Present
	New Oropuru Resource	TSXV	VP Corporate Development	May 2020	October 2021

## ITEM 27: AUDIT COMMITTEE

### Audit Committee Charter

It is anticipated that, upon completion of the Transaction, the Resulting Issuer will adopt the audit committee charter attached as Appendix “G to this Filing Statement.

### Composition of the Audit Committee

The following individuals will be the members of the Resulting Issuer’s Audit Committee: Clarence Wasser, Jason Jessup and Christina McCarthy. All audit committee members are financially literate and a majority of the Audit Committee shall be independent. Jason Jessup and Christina McCarthy are “independent” within the meaning of National Instrument 52-110 and Clarence Wasser is not “independent” within the meaning of National Instrument 52-110 because he is also an officer and promoter of the Resulting Issuer.

Each of the members of the proposed Audit Committee of the Resulting Issuer have experience as directors or executive officers of reporting issuers listed on Canadian stock exchanges that have as their principal business mineral exploration generally comparable to the proposed business operations of the Resulting Issuer. In this role the proposed members of the Audit Committee of the Resulting Issuer are experienced with engaging with licenced auditors in connection with the preparation of IFRS compliant audited financial statements, including past experience evaluating financial statements generally comparable to the issues that can reasonably be expected to be raised by the Resulting Issuer's financial statements and have an understanding of internal controls and procedures for financial reporting. For additional details regarding the relevant experience of each member of the Resulting Issuer’s Audit Committee, see the relevant biographical experiences for each of the Resulting Issuer’s directors and officers under the heading “*Item 26: Directors, Officers and Promoters – Biographies*”.

### Audit Committee Oversight

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

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

## Reliance on Certain Exemptions

As the Resulting Issuer will be listed on the TSXV, it will be a “venture issuer” and may avail itself of exemptions from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110, which require the independence of each member of an audit committee, subject to limited exceptions and the disclosure of audit committee information in an annual information form, respectively.

## ITEM 28: CORPORATE GOVERNANCE

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

### Board of Directors

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

The Resulting Issuer will have four directors. Two members of the board of directors of the Resulting Issuer are independent (Jason Jessup and Christina McCarthy). Clarence Wasser will not be considered to be independent, as he has served as Chief Executive Officer of Dryden since April 4, 2023 and will continue as the Chief Executive Officer of the Resulting Issuer following the Transaction. Scott Kelly will not be considered to be independent, as he has served as Chief Financial Officer of Dryden since April 15, 2023 and will continue as the Chief Executive Officer of the Resulting Issuer following the Transaction.

The Resulting Issuer Board will have responsibility for the stewardship of the Resulting Issuer including responsibility for strategic planning, identification of the principal risks of the Resulting Issuer’s business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Resulting Issuer’s internal control and management information systems.

The Resulting Issuer Board will set long-term goals and objectives for the Resulting Issuer and will formulate the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The Resulting Issuer Board may delegate the responsibility for managing the day-to-day affairs of the Resulting Issuer to senior management but will retain a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Resulting Issuer and its business. The Resulting Issuer Board is responsible for protecting Shareholders’ interests and ensuring that the incentives of the Shareholders and of management are aligned.

## Directorships

Other than set forth below, none of the proposed directors of the Resulting Issuer are currently acting as directors of other reporting issuers (or the equivalent).

Name	Name and Jurisdiction of Reporting Issuer
Clarence Wasser	C2C Gold . (British Columbia)
Scott Kelly	N/A
Jason Jessup	Magna Mining Inc. (Ontario)
Christina McCarthy	Kirkland Lake Discoveries Corp. (British Columbia) i-80 Gold Corp. (British Columbia) Palamina Corp (British Columbia)

## Orientation and Continuing Education

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

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

## Ethical Business Conduct

The Resulting Issuer Board intends to adopt a written code of business conduct and ethics for its directors, officers, employees, and contractors (the "**Code**"). The Resulting Issuer Board will be responsible for monitoring compliance with the Code.

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

## Nomination of Directors

The Resulting Issuer intends to establish a corporate governance and nominating committee (the "**Governance and Nominating Committee**"). The Governance and Nominating Committee will be responsible for establishing sound corporate governance practices that are in the interest of shareholders and contribute to effective and efficient decision-making and filling vacancies on the Resulting Issuer Board and recommending potential nominees for directors. The Governance and Nominating Committee will analyze the needs of the board when vacancies arise and identify and propose new nominees who have the necessary competencies and characteristics to meet those needs. In order to foster an objective nomination process, the independent members of the Resulting Issuer Board will be encouraged to recommend nominees for the Resulting Issuer Board. In addition, the Governance and Nominating Committee is expected to have responsibilities for, amongst other things, monitoring and ensuring board independence, establishing procedures for the Resulting Issuer Board meetings to ensure that board members possess an appropriate balance of skills and areas of expertise needed to effectively govern the Resulting Issuer's affairs, establishing position descriptions for the key members of the Resulting Issuer Board and senior management and overseeing the Resulting Issuer Board's diversity, renewal, orientation and continuing education.

The following will be the members of the Governance and Nominating Committee: Mr. Kelly, Mr. Jessup and Ms. McCarthy.

For additional details regarding the relevant experience of each member of the Resulting Issuer's Governance and Nominating Committee, see the relevant biographical experiences for each of the Resulting Issuer's directors and officers under the heading "*Item 29: Directors, Officers and Promoters – Biographies*".

#### Compensation Committee

The Resulting Issuer intends to establish a compensation committee (the "**Compensation Committee**"). The Compensation Committee will review directors' compensation once a year, taking into consideration the compensation paid to directors of comparable publicly traded Canadian companies. The Compensation Committee will decide the compensation of the Resulting Issuer's officers based on industry standards and the Resulting Issuer's financial situation. In addition, the Compensation Committee will assist the Resulting Issuer Board in its oversight of executive and director compensation, including with respect to: (i) reviewing and approving corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of these goals and objectives and, either as a committee or together with other independent directors, determining and approving the CEO's compensation level based on such evaluation; (ii) recommending to the Resulting Issuer Board non-CEO compensation, incentive-based plans, equity-based plans and policies relating to the determination and payment of bonuses, if any; (iii) reviewing compensation disclosure in public documents, and producing the Compensation Committee's annual report on executive compensation, in accordance with applicable rules and regulations; and (iv) performing any other activities consistent with the mandate of the Compensation Committee. All compensation arrangements between the Resulting Issuer and any director or senior officer must be considered and approved by the independent directors in accordance with Exchange policies.

The following will be the members of the Compensation Committee: Mr. Wasser, Mr. Jessup and Ms. McCarthy.

For additional details regarding the relevant experience of each member of the Resulting Issuer's Compensation Committee, see the relevant biographical experiences for each of the Resulting Issuer's directors and officers under the heading "*Item 29: Directors, Officers and Promoters – Biographies*".

#### Other Board Committees

The Resulting Issuer Board will review its corporate governance practices and consider, among other matters, whether it would be desirable to establish additional committees of the Resulting Issuer Board.

#### Assessments

The Resulting Issuer Board will monitor the adequacy of information given to directors, communication between the Resulting Issuer Board and management and the strategic direction and processes of the Resulting Issuer Board and its committees.

### ITEM 29: EXECUTIVE COMPENSATION

Upon listing on the TSXV, it is anticipated the Resulting Issuer will adopt a compensation program that reflects its stage of development, the main elements of which are expected to be comprised of base salary and annual cash incentives. This section sets out, to the extent currently known and determined, all significant elements of the compensation to be awarded to, earned by, paid to, or payable to directors and officers of the Resulting Issuer. Such details regarding compensation of directors and officers are based on Dryden's current expectations and upon listing on the TSXV, may be different than as disclosed herein.

In this section "**Named Executive Officer**" or "**NEO**" means the, CEO, the CFO, and the three most highly-compensated other executive officers who are anticipated to serve as executive officers of the Resulting Issuer following completion of the Transaction.

It is anticipated that the NEOs of the Resulting Issuer will be: Clarence Wasser, Scott Kelly, Anna Hicken and Maura Kolb. Other than Ms. Kolb and Ms. Hicken, all such individuals comprised the NEOs of Dryden as at December 31, 2022.

### **Objective, Oversight, and Description of Director and Named Executive Officer Compensation**

The Dryden Board reviews and approves compensation paid to its directors and officers. The Resulting Issuer is expected to adopt and maintain Dryden's executive compensation policies following the completion of the Transaction. Upon listing on the TSXV, it is anticipated that the Resulting Issuer will establish a Compensation Committee which will recommend how directors and executive officers will be compensated for their services as directors and executive officers. See "*Item 28: Corporate Governance – Compensation Committee*" for further details.

Executive officer compensation is determined by the Dryden Board, based in part on recommendations from the CEO. The Dryden Board recognizes the need to provide a compensation package that will attract and retain qualified and experienced executives, as well as align the compensation level of each executive to that executive's level of responsibility.

The Dryden Board believes that Dryden's compensation plan is consistent with the companies it competes with for talent. The objectives of Dryden's compensation policies and practices include the following:

- attracting and retaining highly-qualified individuals;
- creating among directors, officers, consultants and employees, a corporate environment which will align their interests with those of the shareholders; and
- ensuring competitive compensation that is also affordable for Dryden.

The compensation program is designed to provide competitive levels of compensation. Dryden recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, Dryden's directors and officers may receive compensation that comprises two components:

- base salary, wages or contractor payments; and
- incentive bonuses.

The objectives and reasons for this system of compensation are to allow Dryden to remain competitive compared to its peers in attracting experienced personnel. The salaries are set on the basis of a review and comparison of salaries paid to executives at similar companies.

Any bonuses paid are allocated on an individual basis and are based on review by the Dryden Board of the work planned during the year and the work achieved during the year, administration, financing, shareholder relations and overall performance. The bonuses are paid to reward work done above the base level of expectations set by the base salary, wages or contractor payments.

As an early-stage mining company, Dryden remains at risk of losing qualified personnel to companies with greater financial resources and it attempts to mitigate this risk wherever possible through appropriately written contracts.

### **Base Salary**

The objectives of the base salary are to provide compensation in accordance with market value, and to acknowledge the competencies and skills of individuals. The base salary paid to NEOs is reviewed by the board of Dryden as part of the annual review of executive officers (and such practice will be continued by the Resulting Issuer Board). The decision whether to grant an increase to the executive's base salary and the amount of any such increase will be in the sole discretion of the Resulting Issuer Board.

## Incentive Bonuses

Incentive bonuses in the form of cash payments are designed to add a variable component of compensation, based on corporate and individual performances for executive officers and employees and are also subject to approval by the board of directors of Dryden (and such practice will be continued by the Resulting Issuer Board).

## Anticipated Compensation Table, excluding Compensation Securities

The following table is a summary of compensation anticipated to be paid to NEOs of the Resulting Issuer for the 12-month period after giving effect to the Transaction.

Name	Fees Earned	Share-based awards	Option-based awards <sup>(1)</sup>	Non-equity incentive plan compensation	Pension value	All other compensation	Total compensation
Trey Wasser Chief Executive Officer	\$220,000	Nil	TBD	Nil	Nil	TBD	\$220,000
Scott Kelly Chief Financial Officer and Corporate Secretary	\$78,000	Nil	TBD	Nil	Nil	TBD	\$78,000
Maura Kolb President & Head of Exploration	\$180,000	Nil	TBD	Nil	Nil	TBD	\$180,000
Anna Hicken Vice President Exploration	\$165,000	Nil	TBD	Nil	Nil	TBD	\$165,000

Notes: (1) Variable compensation is unknown at the date of this Filing Statement. Option based awards and other variable compensation, such as performance bonuses, will be determined in due course.

## ITEM 30: INDEBTEDNESS OF DIRECTORS AND OFFICERS

No director, executive officer or senior officer of Dryden, 223, or expected director, executive officer or senior officer of the Resulting Issuer, or any associates of such persons, is indebted to Dryden, 223 or is expected to be indebted to the Resulting Issuer immediately following the completion of the Transaction and no indebtedness of such persons in the Filing Statement subject of a guarantee, support agreement, letter of credit or other similar arrangement provided by Dryden, 223 or the Resulting Issuer.

## ITEM 31: INVESTOR RELATIONS ARRANGEMENTS

Dryden has entered into written agreement dated September 7, 2023 with Outside The Box Capital Inc. (“**Outside The Box**”), pursuant to which Outside The Box has agreed to provide certain marketing and distribution services (commencing on September 11, 2023), which may meet the definition of promotional or investor relations services (as defined by the policies of the TSXV), to Dryden prior to the completion of the Transaction and to the Resulting

Issuer upon completion of the Transaction. Outside the Box is an arm's length party based in Oakville, Ontario. The term of the agreement is for 12 months, and Dryden has agreed to pay Outside the Box a fee in the amount of \$40,000 in cash for the initial six-month period, which was paid on September 11, 2023, and to reimburse Outside the Box for all direct, pre-approved, and reasonable expenses actually and properly incurred by Outside the Box in performing the services under the agreement. The total consideration paid under the agreement for the investor relations services to Outside The Box is \$40,000.

Under the agreement, Outside The Box is to provide marketing services to communicate to the financial community information about Dryden, including, but not limited to: initial planning and strategy call with ongoing checkpoints to cover feedback; advice, and other strategic matters of the campaign; assisting in social media and other community-driving mediums, with the goal of creating more company awareness and investor engagement; distributing company approved messaging, press releases, and other approved company materials across social channels that include Reddit, Discord, Telegram, Twitter, and StockTwits; spreading company insights and announcements to new communities with hopes of attracting new clients and other interested parties; featuring Dryden in different influencer-based videos, driving more engagement to Dryden's story; and an occasional Q&A or highlight video surrounding recent company news to be posted on Dryden's YouTube channel or other company mediums.

The principal business of Outside The Box is providing social media and marketing strategies and its location of business is 2202 Green Orchard Place, Oakville ON L6H 4V4. The person providing the services is Jason Coles, who is the CEO and account manager at Outside The Box. He is also the co-founder of Capital Market Strategies at NFT Technologies. He has been an advisor to public companies social media and marketing strategies for over 10 years. Outside The Box will own 400,000 Resulting Issuer Shares (0.48% of the Resulting Issuer Shares outstanding on closing of the Transaction), and does not have any other rights to acquire Resulting Issuer securities in full or partial compensation for its services.

The agreement with Outside The Box remains subject to the approval of the Exchange.

223 has not entered into or presently intends to enter into, any written or oral agreement or understanding with any Person to provide promotional or investor relations services, or to engage in activities for the purposes of stabilizing the market, either now or in the future.

### **ITEM 32: OPTIONS TO PURCHASE SECURITIES**

In connection with closing of the Transaction, each Dryden Stock Option will be replaced by one Resulting Issuer Stock Option, which will be exercisable into one Resulting Issuer Share at a price of \$0.15 per Resulting Issuer Share for a period of five years from the date of issuance of the Dryden Stock Options.

Upon completion of the Transaction, the following Resulting Issuer Stock Options will be held:

Optionee	Number of Options	Exercise Price	Expiry Date
Proposed individuals as officers only of the Resulting Issuer, as a group (two individuals)	800,000	\$0.15	October 21, 2028
Proposed individuals as directors only of the Resulting Issuer, as a group (two individuals)	800,000	\$0.15	October 21, 2028
Proposed individuals as directors and officers of the Resulting Issuer, as a group (two individuals)	1,000,000	\$0.15	October 21, 2028
All consultants of the Resulting Issuer, as a group	500,000	\$0.15	October 21, 2028
<b>Total:</b>	<b>3,100,000</b>		

Notes: (1) A total of 1,000,000 Resulting Issuer Options are held by individuals who are both a proposed director of the Resulting Issuer and a proposed officer of the Resulting Issuer, resulting in 1,000,000 Resulting Issuer Options being accounted for twice in the above table.

### Resulting Issuer Equity Incentive Plan

The Resulting Issuer Stock Option Plan was the Dryden Stock Option Plan prior to the Effective Date. In accordance with the requirements of the Exchange, the Resulting Issuer Stock Option Plan was approved by the board of directors of 223.

The purpose of the Resulting Issuer Stock Option Plan is to assist the Resulting Issuer in attracting, retaining and motivating directors, officers, employees and consultants (together “**eligible persons**”) of the Resulting Issuer and of its affiliates and to closely align the personal interests of such eligible persons with the interests of the Resulting Issuer and its shareholders. The Resulting Issuer Stock Option Plan provides that the aggregate number of shares reserved for issuance will be 10% of the number of the Resulting Issuer Shares issued and outstanding from time to time.

The Resulting Issuer Stock Option Plan is administered by the Resulting Issuer Board, who have full and final authority with respect to the granting of all options thereunder. Resulting Issuer Stock Options may be granted under the Resulting Issuer Stock Option Plan to such eligible persons of the Resulting Issuer and its affiliates, if any, as the Resulting Issuer Board may from time to time designate and the vesting of such options will be determined by the Resulting Issuer Board. The exercise prices shall be determined by the Resulting Issuer Board, but shall, in no event, be lower than fair market value of the Resulting Issuer Shares on the date of the grant. While the Resulting Issuer Shares are listed on the exchange, fair market value shall not be lower than the last closing market price of the Resulting Issuer Shares on the date of grant of the stock options less the maximum discount permitted under the policies of the Exchange.

The Resulting Issuer Stock Option Plan provides that after the listing date, the number of the Resulting Issuer Shares issuable on the exercise of options granted to all persons together with all of the Resulting Issuer’s other previously granted options may not exceed 10% of the Resulting Issuer’s issued and outstanding common shares on a non-diluted basis, from time to time. In addition, the number of the Resulting Issuer Shares, which may be reserved for issuance to any one individual upon the exercise of all stock options held by such individual within a one-year period, may not exceed 5% of the Resulting Issuer Shares issued and outstanding on the grant date, on a non-diluted basis, unless otherwise approved by disinterested shareholders of the Resulting Issuer. Subject to earlier termination in the event of dismissal for cause, early retirement, voluntary resignation or termination other than for cause, or in the event of death or disability, all options granted under the Resulting Issuer Stock Option Plan will expire on the date set by the Resulting Issuer Board as the expiry date of the option, which expiry date shall not be more than ten years from the date that such options are granted.

The Resulting Issuer Stock Option Plan contains a “cashless exercise” provision and a “net exercise” provision. The “cashless exercise” provision provides a mechanism for a brokerage firm to facilitate the exercise of a stock option by loaning funds to the option holder. The “net exercise” provision allows for a method of stock option exercise under which the option holder does not make any payment to the issuer for the exercise of their stock options and receives, on exercise, a number of shares equal to the value (current market price less the exercise price) of the stock option valued at the current market price. Pursuant to TSXV Policy 4.4, the current market price must be the 5-day volume weighted average trading price prior to stock option exercise. The “net exercise” provision is not available for use by Investor Relations Service Providers (as defined in TSXV Policy 4.4).

Resulting Issuer Stock Options granted under the Resulting Issuer Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession. The terms of an option may not be amended once issued. In addition to the thresholds set out in the Resulting Issuer Stock Option Plan, the Resulting Issuer is bound by the limits contained in s. 2.25(2) of National Instrument 45-106 – *Prospectus Exemptions*, until such time that it obtains shareholder approval for the Resulting Issuer Stock Option Plan.

The following table sets out information about the options that are issued and outstanding pursuant to the Resulting Issuer Stock Option Plan following the Transaction:

Name	Relationship to Resulting Issuer	Number of Options	Price (\$)	Expiry Date
Clarence Wasser	CEO & Director	500,000	\$0.15	October 21, 2028
Scott Kelly	CFO, Corporate Secretary & Director	500,000	\$0.15	October 21, 2028
Maura Kolb	President & Head of Exploration	500,000	\$0.15	October 21, 2028
Jason Jessup	Director	400,000	\$0.15	October 21, 2028
Christina McCarthy	Director	400,000	\$0.15	October 21, 2028
Anna Hicken	Vice President Exploration	300,000	\$0.15	October 21, 2028
Stephen Kenwood	Consultant	200,000	\$0.15	October 21, 2028
Darin Wagner	Consultant	200,000	\$0.15	October 21, 2028
Nina Makela	Consultant	100,000	\$0.15	October 21, 2028

### ITEM 33: ESCROWED SECURITIES

#### Escrowed Securities

Upon completion of the Transaction, the following Resulting Issuer Shares are expected to be held in escrow.

Designation of Class	Number of securities held in escrow or that are subject to a contractual restrictions on transfer	Percentage of Class <sup>(2)</sup>
Resulting Issuer Common Shares to be received by former Dryden Shareholders which will be subject to escrow	8,765,001	1.35%
Resulting Issuer Common Shares to be received by current 223 Shareholders which will be subject to escrow	6,666,660	4.51%
<b>Total Shares Subject to Escrow:</b>	<b>15,431,661<sup>(1)</sup></b>	<b>5.86%</b>

**Notes:**

- (1) Resulting Issuer Common Shares to be held in escrow pursuant to the Resulting Issuer Escrow Agreement.
- (2) Calculated based on the Resulting Issuer Fully Diluted Shares.

## Resulting Issuer Escrow Agreement

Pursuant to the policies of the Exchange, the following Resulting Issuer Shares are expected to be held pursuant to a Tier 2 Value Escrow Agreement, after giving effect to the Transaction:

Shareholder Name and Municipality of Residence	Designation of Class	Number of the Resulting Issuer Common securities held in Exchange Escrow	Percentage of Class <sup>(13)</sup>
<b>Principal Securityholders<sup>(14)</sup></b>			
Christina McCarthy	Resulting Issuer Shares	400,000	0.27%
Global Exploration and Mining Inc. <sup>(3)</sup>	Resulting Issuer Shares	350,000	0.23%
Clarence Wasser	Resulting Issuer Shares	3,330,000	2.23%
Scott Kelly	Resulting Issuer Shares	2,000,001	1.34%
Honu Resources Ltd. <sup>(4)</sup>	Resulting Issuer Shares	380,000	0.25%
Jason Jessup	Resulting Issuer Shares	300,000	0.20%
Mine Management Partners Ltd. <sup>(5)</sup>	Resulting Issuer Shares	280,000	0.19%
Maura Kolb	Resulting Issuer Shares	200,000	0.13%
1784622 Ontario Inc. <sup>(2)</sup>	Resulting Issuer Shares	350,000	0.23%
James Maxwell	Resulting Issuer Shares	175,000	0.12%
<b>Subtotal:</b>	<b>Resulting Issuer Shares</b>	<b>7,765,001</b>	<b>5.19%</b>
<b>Non-Principal Securityholders<sup>(15)</sup></b>			
0713708 B.C. Ltd. <sup>(1)</sup>	Resulting Issuer Shares	500,000	0.74%
Ronald Husband	Resulting Issuer Shares	500,000	0.34%
2171117 Ontario Inc. <sup>(6)</sup>	Resulting Issuer Shares	1,081,080	0.72%
B Keast Family Holdings Inc. <sup>(7)</sup>	Resulting Issuer Shares	1,081,080	0.72%
R Keast Family Holdings Inc. <sup>(8)</sup>	Resulting Issuer Shares	1,081,080	0.72%
S2K Capital Corp. <sup>(9)</sup>	Resulting Issuer Shares	1,081,080	0.72%
SFH Inc. <sup>(10)</sup>	Resulting Issuer Shares	1,081,080	0.72%
1261648 BC Ltd. <sup>(11)</sup>	Resulting Issuer Shares	972,972	0.65%
James Ward	Resulting Issuer Shares	180,180	0.12%
Amkor Enterprises Ltd. <sup>(12)</sup>	Resulting Issuer Shares	108,108	0.07%
<b>Subtotal:</b>	<b>Resulting Issuer Shares</b>	<b>7,666,660</b>	<b>5.52%</b>
<b>Total:</b>	<b>Resulting Issuer Shares</b>	<b>15,431,661</b>	<b>10.71%</b>

### Notes:

- (1) Controlled by Stephen Kenwood.
- (2) Controlled by Ryan Turk.
- (3) Controlled by Christina McCarthy.
- (4) Controlled by Scott Kelly.
- (5) Controlled by Jason Jessup.
- (6) Controlled by Patrick McBride.
- (7) Controlled by Branden Keast.
- (8) Controlled by Riley Keast.
- (9) Controlled by Shan Khunkhun.
- (10) Controlled by Stephen Sandusky.
- (11) Controlled by Matthew Zabłowski.
- (12) Controlled by Ron and Ora Zabłowski.
- (13) Calculated based on the Resulting Issuer Fully Diluted Shares.

- (14) Resulting Issuer Shares held by principals are subject to a Tier 2 Value Security Escrow Agreement.  
(15) Resulting Issuer Shares held by non-principals are subject to SSRs (Value Escrow or 4-month hold, as applicable).

Pursuant to the policies of the Exchange, the following Resulting Issuer securities are expected to be subject to a 4-month hold period pursuant to Exchange SSRs, after giving effect to the Transaction:

Shareholder Name and Municipality of Residence	Designation of Class	Number of the Resulting Issuer Common securities subject to 4-month hold	Percentage of Class <sup>(13)</sup>
0962321 B.C. Ltd. <sup>(1)</sup>	Resulting Issuer Shares	100,000	0.07%
191010 Investments Limited <sup>(3)</sup>	Resulting Issuer Shares	500,000	0.34%
Brandon Gaspar	Resulting Issuer Shares	100,000	0.07%
Brodie Dunlop	Resulting Issuer Shares	250,000	0.17%
Christopher Wahlroth	Resulting Issuer Shares	100,000	0.07%
Darren Beiko	Resulting Issuer Shares	100,000	0.07%
David Schmidt	Resulting Issuer Shares	500,000	0.34%
Ed Barkauskas	Resulting Issuer Shares	20,000	0.01%
Emerson Holdings Ltd. <sup>(4)</sup>	Resulting Issuer Shares	250,000	0.17%
Gary Blum	Resulting Issuer Shares	515,409	0.34%
Gordon Holmes	Resulting Issuer Shares	1,500,000	1.02%
GPO Holdings Corp. <sup>(6)</sup>	Resulting Issuer Shares	750,000	0.51%
Harj Thind	Resulting Issuer Shares	30,000	0.01%
Harley Mayers	Resulting Issuer Shares	470,000	0.33%
Inclination Earth Sciences Inc. <sup>(7)</sup>	Resulting Issuer Shares	250,000	0.17%
Into the Blue Management Inc. <sup>(8)</sup>	Resulting Issuer Shares	200,000	0.14%
Investor Relations Services Inc. <sup>(9)</sup>	Resulting Issuer Shares	200,000	0.14%
John Donnan	Resulting Issuer Shares	100,000	0.07%
John G. Brant	Resulting Issuer Shares	250,000	0.17%
Julie Bejet	Resulting Issuer Shares	500,000	0.34%
Marshall Koval	Resulting Issuer Shares	550,000	0.35%
Nina Makela	Resulting Issuer Shares	20,000	0.01%
Office Environments & Services, Inc. <sup>(10)</sup>	Resulting Issuer Shares	250,000	0.17%
Outside the Box Capital Inc. <sup>(11)</sup>	Resulting Issuer Shares	400,000	0.28%
Philip Ker	Resulting Issuer Shares	100,000	0.07%
Pierre-Luc Laliberte	Resulting Issuer Shares	200,000	0.14%
Richard Michael Niehuser	Resulting Issuer Shares	343,250	0.23%
Russell Mills	Resulting Issuer Shares	300,000	0.21%
S2K Capital Corp. <sup>(2)</sup>	Resulting Issuer Shares	250,000	0.17%
Sherridon Johnson	Resulting Issuer Shares	30,000	0.01%
Stephanie Houze	Resulting Issuer Shares	75,000	0.03%
William Fink	Resulting Issuer Shares	250,000	0.17%
<b>Total:</b>		<b>9,453,659</b>	<b>6.36%</b>

**Notes:**

- (1) Controlled by Jonathan Richards and Elizabeth Richards.

- (2) Controlled by Shan Khunkhun.
- (3) Controlled by Robert Sali.
- (4) Controlled by Lyle Braaten.
- (5) Controlled by Christina McCarthy.
- (6) Controlled by Jonathan Awde.
- (7) Controlled by Michael Moore.
- (8) Controlled by Scott Hicks.
- (9) Controlled by Joanne Jobin.
- (10) Controlled by E. Zimmermann Buolos.
- (11) Controlled by Jason Coles and Kelvin Coelho.
- (12) A total of 17,120,319 non-Principal shares are subject to SSRR, comprised of 7,666,660 shares subject to a Tier 2 Value Security Escrow Agreement and 9,453,659 shares subject to a 4-month hold.

The value securities will be subject to a Resulting Issuer Escrow Agreement upon closing of the Transaction among the certain shareholders of the Resulting Issuer and the Escrow Agent, pursuant to the policies of the Exchange. Under the Resulting Issuer Escrow Agreement, the Resulting Issuer Escrow Shares will be released as follows: (a) 10% on the date of the Final Exchange Bulletin; (b) 15% on the date that is six months following the date of the Final Exchange Bulletin; (c) 15% on the date that is 12 months following the date of the Final Exchange Bulletin; (d) 15% on the date that is 18 months following the date of the Final Exchange Bulletin; (e) 15% on the date that is 24 months following the date of the Final Exchange Bulletin; (f) 15% on the date that is 30 months following the date of the Final Exchange Bulletin; and (g) 15% on the date that is 36 months following the date of the Final Exchange Bulletin.

The Resulting Issuer Escrow Shares held pursuant to the Resulting Issuer Escrow Agreement may not be sold, assigned, transferred, redeemed, surrendered or otherwise dealt with in any manner except as provided by the Resulting Issuer Escrow Agreement. The Resulting Issuer Escrow Shares may be transferred within escrow to an individual who is a director or senior officer of the Resulting Issuer or a material operating subsidiary of the Resulting Issuer, provided that certain requirements of the Exchange are met, including that the new proposed transferee agrees to be bound by the terms of the Resulting Issuer Escrow Agreement. In the event of the bankruptcy of a holder of the Resulting Issuer Escrow Shares, the Resulting Issuer Escrow Shares held by such holder may be transferred within escrow to the trustee in bankruptcy or other Person legally entitled to such Resulting Issuer Escrow Shares provided that certain prescribed Exchange requirements are met.

#### **Seed Share Resale Restrictions**

In addition to the above, applicable SSRRs will be imposed on securities purchased by non-principals in certain circumstances at a price of \$0.10 or at less than \$0.05 (the “**Seed Shares**”). An aggregate of 17,120,319 Resulting Issuer Common Shares will be subject to SSRRs, of which 7,666,660 shares subject to a Tier 2 Value Security Escrow Agreement and 9,453,659 shares subject to a 4-month hold.

The release schedule of the Seed Shares subject to such resale restrictions is determined based on the price at which such Seed Shares were issued in comparison to the price of \$0.15 and the length of time such Seed Shares have been held. To the extent permissible under TSXV policies, SSRRs will be imposed by imprinting legends on the applicable certificates representing such securities which set forth the particulars of the resale restrictions. In addition to the securities subject to the Resulting Issuer Escrow Agreement, an aggregate of 17,120,319 Resulting Issuer Common Shares will be subject to Resulting Issuer Escrow Agreement are scheduled to be released as to 20% released each month with the first release on closing of the Transaction.

Other than as disclosed above, no other securities of the Resulting Issuer are held in escrow or are anticipated to be held in escrow.

#### **ITEM 34: AUDITOR(S), TRANSFER AGENT(S) AND REGISTRAR(S)**

After completion of the Transaction, it is proposed that the registrar and transfer agent for the Resulting Issuer be Odyssey Trust Company, located at 1230 – 300 5<sup>th</sup> Avenue SW, Calgary, Alberta T2P 3C4.

The auditor of Dryden is Davidson & Company LLP and the auditor of 223 is MNP LLP. Davidson & Company LLP is independent of Dryden within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia, and MNP LLP is independent of 223 within the meaning of the CPA Code of

Professional Conduct of the Chartered Professional Accountants of Ontario. After completion of the Transaction, it is proposed that the auditors of the Resulting Issuer be the current auditor of Dryden, being Davidson & Company LLP.

## PART IV: RISK FACTORS

An investment in the securities of Dryden, 223 or the Resulting Issuer is highly speculative, involves a high degree of risk and should be undertaken only by Persons whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prior to investing in such securities, you should carefully consider the risks described below, together with other information included in or incorporated by reference into this Filing Statement and filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). If any of the following risks materialize, the business, financial condition, results of operation and future prospects of Dryden, 223 and the Resulting Issuer will likely be materially and adversely affected. This could cause actual future events to differ materially from those described in forward-looking statements and may cause the trading price of the Resulting Issuer's securities to decline.

The risks presented below should not be considered exhaustive and may not be all the risks the Resulting Issuer may face. Management of Dryden believes that factors set out below could cause actual results to be different from expected and historical results. Other sections of this Filing Statement include additional factors that could have an effect on the business and financial performance of the Resulting Issuer's business following the completion of the Transaction. New risks may emerge from time to time and management may not be able to predict all of them, or be able to predict how they may cause actual results to be different from those contained in any forward-looking statements. You should not rely upon forward-looking statements as a prediction of future results. Additional risks and uncertainties not presently known to Dryden, 223 or which Dryden and 223 currently deem immaterial may also impair the Resulting Issuer's business operations. If any of the possibilities described in such risks actually occurs, the Resulting Issuer's business, financial condition and operating results could be materially adversely harmed. The following risk factors may not be a definitive list of all risk factors associated with the Transaction, an investment in the Resulting Issuer or in connection with the Resulting Issuer's business or operations.

References below to "Dryden" will, as the context permits or requires, be read to include the "Resulting Issuer" upon the completion of the Transaction. Furthermore, references below to the "Resulting Issuer" refer to the Resulting Issuer and all of its subsidiaries, as applicable.

### **Risks Relating to the Transaction**

The Definitive Agreement may be terminated by 223 or Dryden in certain circumstances

Each of Dryden and 223 has the right to terminate the Definitive Agreement in certain circumstances, and they may mutually agree to terminate for any or no reason. Accordingly, there is no certainty that the Definitive Agreement will not be terminated by Dryden and 223 before the completion of the Transaction. For example, each of Dryden and 223 has the right to terminate the Definitive Agreement if any party is in material breach of the Definitive Agreement. There is no assurance that such a breach will not occur before the Effective Date, in which case Dryden or 223 could elect to terminate the Definitive Agreement and the Transaction would not proceed.

There can be no certainty that all conditions precedent to the Transaction will be satisfied

The completion of the Transaction is subject to several conditions precedent certain of which are outside the control of 223 or Dryden. There can be no assurance that any of the conditions will be met or that the Transaction will be completed on the terms set out in the Definitive Agreement. In the event that any of the conditions precedent are not satisfied or waived by the relevant party, the Transaction may not be completed. The Transaction may not be completed due to failure to obtain consents or approvals, failure to timely satisfy conditions to closing, termination of the Definitive Agreement by either party or both parties, or for other reasons. There is no guarantee that (i) the conditions to closing will be timely satisfied, or (ii) the circumstances under which 223 or Dryden may terminate the Definitive Agreement will not occur or that they will not mutually agree to terminate. As such, the Transaction may not occur.

There is no assurance that the Transaction will receive necessary regulatory, Exchange or Court approval or approval of any third parties, as applicable.

## The TSXV may not approve the Resulting Issuer's Filing Statement

The Resulting Issuer Common Shares are currently not listed. Although an application has been submitted to have the Resulting Issuer Common Shares listed on the TSXV, any such listing is subject to the approval of the TSXV in accordance with its original listing requirements and there is no assurance that the TSXV or another stock exchange will approve the Filing Statement. The lack of a listing may make it difficult to sell the Resulting Issuer Common Shares and could lead to the price of the Resulting Issuer Common Shares being depressed.

## Dryden and 223 may incur costs even if the Transaction is not completed

Certain costs related to the Transaction, such as legal, accounting and certain financial advisor fees, must be paid by Dryden and 223 even if the Transaction is not completed. There are also opportunity costs associated with the diversion of management attention away from the conduct of Dryden's and 223's business in the ordinary course.

## Risks Relating to the Operations of the Resulting Issuer

### Pandemics or Other Health Crisis

The Resulting Issuer's business, operations and financial condition could be materially adversely affected by the outbreak of pandemics or other health crises, such as the outbreak of COVID-19 that was designated as a pandemic by the World Health Organization on March 11, 2020. Such public health crises can result in operating, supply chain and project development delays and disruptions, global stock market and financial market volatility, declining trade and market sentiment, reduced movement of people and supply shortages, and travel and shipping disruption and shutdowns, including as a result of government regulation and prevention measures, or a fear of any of the foregoing, all of which could affect commodity prices, interest rates, credit risk and inflation. In addition, any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions which may adversely impact the Resulting Issuer's operations, and the operations of suppliers, contractors and service providers.

The Resulting Issuer may experience business interruptions, including suspended (whether government mandated or otherwise) or reduced operations relating to a public health crisis and other such events outside of its control, which could have a material adverse impact on its business, operations and operating results, financial condition and liquidity.

### Exploration, Development and Operating Risks

Mining operations generally involve a high degree of risk. The Resulting Issuer's operations will be subject to all the hazards and risks normally encountered in the exploration, development and production of gold and other minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. The financing, exploration, development and mining of any of the Resulting Issuer's properties is furthermore subject to a number of macroeconomic, legal and social factors, including commodity prices, laws and regulations, political conditions, currency fluctuations, the ability to hire and retain qualified people, the inability to obtain suitable adequate machinery, equipment or labour and obtaining necessary services in jurisdictions in which the Resulting Issuer operates. Unfavorable changes to these and other factors have the potential to negatively affect the Resulting Issuer's operations and business.

Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Resulting Issuer's operations, financial condition and results of operations. It is impossible to ensure that the exploration or development programs planned by the Resulting Issuer will result in a profitable commercial mining operation. Whether a gold or other precious or base metal or mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and

quality of mineralization and proximity to infrastructure; mineral prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Resulting Issuer not receiving an adequate return on invested capital.

There is no certainty that the expenditures to be made by the Resulting Issuer towards the exploration and evaluation of gold or other minerals will result in discoveries or production of commercial quantities of gold or other minerals. In addition, once in production, mineral reserves are finite and there can be no assurance.

### **Commodity Prices**

The Resulting Issuer's business is strongly affected by the world market price of gold. Global metal prices fluctuate widely and are affected by numerous factors beyond the Resulting Issuer's control, including global demand and production levels; political and economic conditions; producer hedging activities; speculative activities; inflation; interest rates; central bank lending, sales and purchases of gold; the strength of, and confidence in, the U.S. dollar, the currency in which the price of gold is generally quoted; and currency exchange rates.

The price of gold has fluctuated widely in recent years, and future sustained gold price declines could cause continued development of, and commercial production from, Resulting Issuer's projects to be uneconomic. Depending on the price of gold, Resulting Issuer's cash flow from any mining operations may be insufficient to meet its operating needs and capital expenditures, and as a result Resulting Issuer could experience losses and/or may curtail or suspend some or all of its exploration, development, construction and mining activities or otherwise revise its mine plans, and exploration, development and construction plans, and could lose its interest in, or be forced to sell, some or all of its properties.

In addition to adversely affecting the Resulting Issuer's Mineral Reserve estimates and the Resulting Issuer's financial condition, declining commodity prices could impact operations by requiring a reassessment of the feasibility of the Resulting Issuer's projects. Such a reassessment may be the result of a management decision or may be required under financing mergers related to a particular project. Even if such project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

The Resulting Issuer's operating results are expected to be substantially dependent upon the market price of gold. These prices fluctuate widely. The volatility of precious metal prices represents a substantial risk, which no amount of planning or technical expertise can fully eliminate. In the event gold prices decline or remain low for prolonged periods of time, we might be unable to develop our properties, which may adversely affect our results of operations, financial performance and cash flows.

### **Title to Mineral Property Interests may be Challenged**

There may be challenges to title to the mineral properties in which the Resulting Issuer holds a material interest. If there are title defects with respect to any properties, the Resulting Issuer might be required to compensate other persons or perhaps reduce its interest in the affected property. Furthermore, in any such case, the investigation and resolution of these issues would divert the Resulting Issuer management's time from ongoing exploration and development programs.

### **Uncertainty in the Estimation of Mineral Resource**

Mineral resource estimates will be based upon estimates made by the Resulting Issuer's personnel and independent geologists. These estimates are inherently subject to uncertainty and are based on geological interpretations and inferences drawn from drilling results and sampling analyses and may require revisions based on further exploration or development work. The estimation of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues. Inferred resources are resources for which there has been insufficient exploration to define as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.

The grade of mineralization which may ultimately be mined may differ from that indicated by drilling results and such differences could be material. The quantity and resulting valuation of mineral reserves and mineral resources may also vary depending on, among other things, mineral prices (which may render mineral reserves and mineral resources uneconomic), cut-off grades applied and estimates of future operating costs (which may be inaccurate). Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. Any material change in quantity of mineral resources, mineral reserves, grade, or stripping ratio may also affect the economic viability of any project undertaken by the Resulting Issuer. In addition, there can be no assurance that mineral recoveries in small scale, and/or pilot laboratory tests will be duplicated in a larger scale test under on-site conditions or during production.

There is no certainty that any of the mineral resources identified on any of the Resulting Issuer's properties will be realized, that any mineral resources will ever be upgraded to mineral reserves, that any anticipated level of recovery of minerals will in fact be realized, or that an identified mineral reserve or mineral resource will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. Until a deposit is actually mined and processed, the quantity of mineral resources and mineral reserves and grades must be considered as estimates only.

### **Community and Stakeholder Relations**

The Resulting Issuer's relationships with the community in which it operates are critical to ensure the future success of its existing operations. The future success of the Resulting Issuer is reliant on a healthy relationship with local communities in which it operates. While the Resulting Issuer is committed to operating in a socially responsible manner, there is no guarantee that its efforts will be successful, in which case interventions by third parties could have a material adverse effect on the Resulting Issuer's business, financial position and operations.

### **Environmental Risks and Hazards**

The Resulting Issuer's operations are subject to extensive federal, provincial state and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are also increasingly stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Further, any failure by the Resulting Issuer to comply fully with all applicable laws and regulations could have significant adverse effects on the Resulting Issuer, including the suspension or cessation of operations. All phases of the Resulting Issuer's operations in Newfoundland & Labrador will be subject to extensive federal and state environmental regulation, including:

- Comprehensive Environmental, Response, Compensation, and Liability Act;
- The Federal Resource Conservation and Recovery Act;
- The Clean Air Act;
- The National Environmental Policy Act;
- The Clean Water Act;
- The Safe Drinking Water Act; and
- The Endangered Species Act

### **Implementation of the Resulting Issuer's Business Plan**

The Resulting Issuer's future growth, profitability and cash flows depend upon its ability to successfully implement its business plan, which in turn is dependent upon a number of factors including the Resulting Issuer's ability to derive value based on its current and planned business lines.

There can be no assurance that the Resulting Issuer can successfully derive value on any or all of these business lines in the manner or time period that it expects. Further, achieving these objectives will require investments which may

result in short-term costs exceeding short-term revenues and therefore may be dilutive to the Resulting Issuer's earnings. The Resulting Issuer cannot provide any assurance that it will realize, in full or in part, the anticipated benefits that the Resulting Issuer expects its strategies will achieve. The failure to realize those benefits could have a material adverse effect on the Resulting Issuer's business, results of operations and financial condition.

Moreover, the Resulting Issuer's future success will also depend on its ability to effectively control and/or reduce costs. There is no guarantee that the Resulting Issuer will be able to successfully implement effective cost control systems or otherwise reduce its operating costs, as necessary. If the Resulting Issuer is unable to successfully control its operating costs, it may be forced to discontinue operations.

#### Competitive Conditions

Competition in the mining industry is strong. As a result of this competition, some of which is with large, well established companies with substantial capabilities and significant financial and technical resources, Dryden may be unable to compete successfully in the future. There can be no assurance that Dryden will be able to grow or sustain its business in the presence of these competitive conditions.

#### Additional Capital

The Resulting Issuer plans to focus on further developing and commercializing its operations and will use its working capital to carry out such initiatives. However, this may require substantial additional financing. Further expansion of Dryden's business may be dependent upon its ability to obtain financing through equity or debt, and there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further development of the Resulting Issuer's planned initiatives.

#### Anti-Money Laundering and Corrupt Business Practices

Dryden may conduct business in regions which have experienced high levels of business corruption and other criminal activity. Dryden and its personnel are required to comply with applicable anti-bribery laws, including the Canadian *Corruption of Foreign Public Officials Act*, as well as local laws in all areas in which Dryden does business. These, among other things, include laws in respect of the monitoring of financial transactions and provide a framework for the prevention and prosecution of corruption offences, including various restrictions and safeguards. However, there can be no guarantee that these laws will be effective in identifying and preventing money laundering terrorism financing and sanctions circumvention and corruption. The failure of some of the governments where Dryden does business to fight corruption or the perceived risk of corruption could have a material adverse effect on the local economies. Any allegations of corruption or evidence of money laundering in those countries could adversely affect ability of those countries to attract foreign investment and thus have a material adverse effect on its economy which in turn could have a material adverse effect on Dryden's business, results of operations and financial condition. Moreover, findings against Dryden, the directors, the officers or the employees of Dryden, or their involvement in corruption or other illegal activity could result in criminal or civil penalties, including substantial monetary fines, against Dryden, the directors, the officers or the employees of Dryden. Any government investigations or other allegations against Dryden, the directors, the officers or the employees of Dryden, or finding of involvement in corruption or other illegal activity by such persons, could significantly damage Dryden's reputation and its ability to do business and could have a material adverse effect on Dryden's business, results of operations and financial condition.

Dryden seeks to implement AML measures, counter terrorism financing ("CFT"), 'know your client' ("KYC"), sanctions policies, and other policies and procedures that are consistent with Canadian, United States, and applicable foreign laws and regulations surrounding AML matters, foreign corrupt practices and terrorist financing. Nonetheless, Dryden may not be able to prevent illegal or corrupt activity from occurring on or through its services.

Dryden currently does and will in the future rely on third-party service providers to assist it in complying with AML, CFT and sanctions matters, and other corrupt practices legislation, and there can be no assurances that such service providers will detect or prevent all real or potential illegal activity or comply with all aspects of applicable law and regulation. Any failure of Dryden or its service providers to comply with AML, CFT, sanctions, KYC or other foreign

corrupt practices legislations or regulations could have a material adverse effect on Dryden's business, results of operations and financial condition.

#### Cybersecurity Risks

Dryden depends on information technology infrastructure and systems ("IT Systems"), hosted internally and outsourced, to process, transmit and store electronic data and financial information (including proprietary or confidential information), and manage business operations. Its business requires the appropriate and secure utilization of sensitive, confidential or personal data or information belonging to its employees, customers and partners. In addition, proprietary or confidential information may be stored on IT Systems of Dryden's suppliers, customers and partners. Increased global cybersecurity vulnerabilities, threats and more sophisticated and targets cyber-related attacks pose a risk to the security of Dryden's and its customers', partners', suppliers' and third-party service providers' IT Systems and the confidentiality, availability and integrity of Dryden's and its customers' and partners' data or information. While Dryden has made investments seeking to address these threats, including monitoring of networks and systems, hiring of experts, employee training and security policies for employees, it may face difficulties in anticipating and implementing adequate preventative measures and remain potentially vulnerable. Dryden must rely on its own safeguards as well as the safeguards put in place by its suppliers, customers and partners to mitigate the threats. Its internal systems are audited for cybersecurity vulnerabilities by third party security firms to ensure Dryden is prepared for new and emerging threats. Its suppliers, customers and partners have varying levels of cybersecurity expertise and safeguards, most have yearly compliance audits that are available upon request.

An IT System failure or non-availability, cyber-attack or breach of systems security could disrupt its operations, cause the loss of, corruption of, or unauthorized access to sensitive, confidential or personal data or information or expose it to regulatory investigation, litigation or contractual penalties. Dryden's customers, partners or governmental authorities may question the adequacy of cybersecurity processes and procedures and this could have a negative impact on existing business or future opportunities. Furthermore, given the highly evolving nature of cybersecurity threats or disruptions and their increased frequency, the impact of any future incident cannot be easily predicted or mitigated, and the costs related to such threats or disruptions may not be fully insured or indemnified by other means.

#### Financing Risks

The Resulting Issuer may require financing in the future to continue to develop its business. As at the Effective Time, it is expected that the Resulting Issuer will have sufficient cash and cash equivalents, although the Resulting Issuer has no source of operating cash flow and no assurance that additional funding will be available to it for exploration and development of its property. If financing is obtained by issuing Resulting Issuer Common Shares, control of the Resulting Issuer may change, and investors may suffer additional dilution. To the extent financing is not available, lease payments, work commitments, rental payments, and option payments, if any, may not be satisfied and could result in a loss of property ownership or earning opportunities for the Resulting Issuer.

#### Global Financial Conditions

Recent global financial conditions have been characterized by increased volatility and access to public financing. These conditions may affect the Resulting Issuer's ability to obtain equity or debt financing in the future on terms favourable to the Resulting Issuer or at all. If such conditions continue, the Resulting Issuer's operations could be negatively impacted.

#### Insurance and Uninsured Risks

The Resulting Issuer's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, disputes, and changes in the regulatory environment. Such occurrences could result in damage to production facilities, personal injury or death, monetary losses and possible legal liability.

Although the Resulting Issuer may maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with a Resulting Issuer's operations. The Resulting Issuer 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. Losses from these events may cause the Resulting Issuer to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

#### Audit of Tax Filings

The Resulting Issuer's taxes may be affected by a number of factors, some of which are outside of its control, including the application and interpretation of the relevant tax laws and treaties. If the Resulting Issuer's filing position, application of tax incentives or similar 'holidays' or benefits were to be challenged for whatever reason, this could have a material adverse effect on its business, results of operations and financial condition. The Resulting Issuer may be subject to routine tax audits by various tax authorities. Tax audits may result in additional tax, interest payments and penalties which would negatively affect the Resulting Issuer's financial condition and operating results. New laws and regulations or changes in tax rules and regulations or the interpretation of tax laws by the courts or the tax authorities may also have a substantial negative impact on the Resulting Issuer's business. There is no assurance that the Resulting Issuer's current financial condition will not be materially and adversely affected in the future due to such changes.

#### Market for the Resulting Issuer Common Shares

There can be no assurance that an active market for the Resulting Issuer Common Shares will develop or be sustained. If an active public market for the Resulting Issuer Common Shares does not develop, the liquidity of a purchaser's investment may be limited, and the share price may decline.

#### Market Price of the Resulting Issuer Common Shares

The Resulting Issuer Common Shares do not currently trade on any exchange or market. Securities of micro-cap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. The price of the Resulting Issuer Common Shares is also likely to be significantly affected by short-term changes the market's appetite for mining companies or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the Resulting Issuer's performance that may have an effect on the price of the Resulting Issuer Common Shares include the following: (i) the extent of analytical coverage available to investors concerning the Resulting Issuer's business may be limited if investment banks with research capabilities do not follow the Resulting Issuer's securities; (ii) lessening in trading volume and general market interest in the Resulting Issuer's securities may affect an investor's ability to trade significant numbers of the Resulting Issuer Common Shares; (iii) the size of the Resulting Issuer's public float may limit the ability of some institutions to invest in the Resulting Issuer's securities; and (iv) a substantial decline in the price of the Resulting Issuer Common Shares that persists for a significant period of time could cause the Resulting Issuer's securities, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity.

As a result of any of these factors, the market price of the Resulting Issuer Common Shares at any given point in time may not accurately reflect the Resulting Issuer's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Resulting Issuer may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

The fact that no market currently exists for the Resulting Issuer Common Shares may affect the pricing of the Resulting Issuer Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Resulting Issuer Common Shares and the extent of the regulations to which the Resulting Issuer is subject.

#### Dividend Policy

No dividends on the Resulting Issuer Common Shares have been paid by the Resulting Issuer to date. Investors in the Resulting Issuer's securities cannot expect to receive a dividend on their investment in the foreseeable future, if at all.

Accordingly, it is unlikely that investors will receive any return on their investment in the Resulting Issuer's securities other than through possible share price appreciation.

#### Acquisitions and Integration

From time to time, it can be expected that the Resulting Issuer will examine opportunities to acquire additional related assets and businesses. Any acquisition that the Resulting Issuer may choose to complete may be of a significant size, may change the scale of the Resulting Issuer's business and operations, and may expose the Resulting Issuer to new operating and financial risks. The Resulting Issuer's success in its acquisition activities depends upon its ability to identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate the acquired operations successfully with those of the Resulting Issuer. Any acquisitions would be accompanied by risks. In the event that the Resulting Issuer chooses to raise debt capital to finance any such acquisitions, the Resulting Issuer's leverage will be increased. If the Resulting Issuer chooses to use equity as consideration for such acquisitions, existing shareholders may suffer dilution. Alternatively, the Resulting Issuer may choose to finance any such acquisitions with its existing resources. There can be no assurance that the Resulting Issuer would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions.

#### Dilution

While the Resulting Issuer believes that it is well financed to carry out its proposed business plans in the near term, the Resulting Issuer may require additional monies to fund research and development programs and potential acquisitions. The Resulting Issuer cannot predict the size of future issuances of the Resulting Issuer Common Shares or the issuance of debt instruments or other securities convertible into Resulting Issuer Common Shares. Likewise, the Resulting Issuer cannot predict the effect, if any, that future issuances and sales of the Resulting Issuer's securities will have on the market price of the Resulting Issuer Common Shares. If the Resulting Issuer raises additional funds by issuing additional equity securities, such financing may substantially dilute the interests of existing shareholders. Sales of substantial numbers of the Resulting Issuer Common Shares, or the availability of such Resulting Issuer Common Shares for sale, could adversely affect prevailing market prices for the Resulting Issuer's securities.

#### Risk of Litigation

The Resulting Issuer may become involved in disputes with other parties in the future which may result in litigation. The results of litigation cannot be predicted with certainty. If the Resulting Issuer is unable to resolve these disputes favourably, it may have a material adverse impact on the ability of the Resulting Issuer to carry out its business plan.

#### Reliance on Key Personnel

The Resulting Issuer's development will depend on the efforts of key management and other key personnel. Loss of any of these people, particularly to competitors, could have a material adverse effect on the Resulting Issuer's business. Further, with respect to future development of the Resulting Issuer's projects, it may become necessary to attract both international and local personnel for such development. The marketplace for key skilled personnel is becoming more competitive, which means the cost of hiring, training and retaining such personnel may increase. Factors outside the Resulting Issuer's control, including competition for human capital and the high level of technical expertise and experience required to execute this development, will affect the Resulting Issuer's ability to employ the specific personnel required. Due to the relatively small size of the Resulting Issuer, the failure to retain or attract a sufficient number of key skilled personnel could have a material adverse effect on the Resulting Issuer's business, results of future operations and financial condition. The Resulting Issuer does not intend to take out 'key person' insurance in respect of any directors, officers or other employees.

#### Internal Controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation. The

Resulting Issuer has a very limited history of operations and has not made any assessment as to the effectiveness of its internal controls. Though the Resulting Issuer intends to put into place a system of internal controls appropriate for its size, and reflective of its level of operations, there are limited internal controls currently in place.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* (“**NI 52-109**”), the Resulting Issuer’s certifying officers, as a venture issuer, are not required to make representations relating to the establishment and maintenance of disclosure controls and procedures (“**DC&P**”) and internal control over financial reporting (“**ICFR**”), as defined in NI 52-109. In particular, the certifying officers of the Resulting Issuer will not be required to make any representations that they have:

- (a) designed, or caused to be designed, DC&P to provide reasonable assurance that information required to be disclosed by the Resulting Issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (b) designed, or caused to be designed, ICFR to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

#### Conflicts of Interest

Certain of the directors and officers of the Resulting Issuer also serve as directors and/or officers of other companies involved in the natural resources sector and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Resulting Issuer should be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Resulting Issuer and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the BCBCA and other applicable laws.

#### Use of Available Funds

The Resulting Issuer’s management will have broad discretion in using the available funds following the Transaction in ways that it deems most efficient. The application of the funds to various items may not benefit the business or increase its value. If funds are not applied effectively, this misapplication could adversely affect its business, results of operations and financial condition.

#### Liquidity Risk

Liquidity risk arises through the excess of financial obligations due over available financial assets at any point in time. The Resulting Issuer’s objective in managing liquidity risk will be to maintain sufficient readily available cash reserves and credit in order to meet its liquidity requirements at any point in time. The total cost and planned timing of acquisitions and/or other development or construction projects is not currently determinable and it is not currently known precisely when the Resulting Issuer will require external financing in future periods.

#### Share Price Fluctuations

In recent years, securities markets have experienced a high level of price and volume volatility. The securities of many companies have experienced wide fluctuations in market prices which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Assuming the Resulting Issuer Common Shares are listed on the TSXV, there can be no assurance that the price of the Resulting Issuer Common Shares will be unaffected by any such volatility.

## **PART V: GENERAL MATTERS**

### **ITEM 35: SPONSORSHIP AND AGENT RELATIONSHIP**

On December 27, 2023, the TSXV granted an exemption from the sponsorship requirement in connection with its application to list the Resulting Issuer Common Shares on the TSXV.

### **ITEM 36: EXPERTS**

Davidson & Company LLP is the auditor for Dryden and is independent with respect to Dryden within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia. Effective as of November 15, 2023, MNP LLP of Calgary, Alberta, is the auditor for 223 and is independent with respect to 223 within the meaning of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario. Prior to November 15, 2023, Baker Tilly WM LLP of Toronto, Ontario was the auditor for 223 and was independent with respect to 223 within the meaning of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

Calvin Church, P. Geo. prepared the Geological Report referred to in this Filing Statement. Mr. Church a “qualified person” for the purposes of NI 43-101 and is independent of Dryden, and has reviewed, verified and approved the technical and scientific disclosure contained in this Filing Statement.

Certain legal matters relating to the Transaction will be passed upon Dryden’s behalf by Farris LLP. Based on security holdings as of the date hereof, the partners and associates of Farris LLP will not hold any of the Dryden Shares, 223 Shares or the Resulting Issuer Common Shares on the Effective Date. Certain legal matters relating to the Transaction will be passed upon 223’s behalf by Borden Ladner Gervais LLP. Based on security holdings as of the date hereof, the partners and associates of Borden Ladner Gervais LLP will not hold any of the Dryden Shares, 223 Shares or the Resulting Issuer Common Shares on the Effective Date.

### **ITEM 37: OTHER MATERIAL FACTS**

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

### **ITEM 38: BOARD APPROVAL**

The board of directors of 223 and the board of directors of Dryden have approved this Filing Statement.

## **PART VI: FINANCIAL STATEMENT REQUIREMENTS**

### **ITEM 39: FINANCIAL STATEMENTS OF THE ISSUER**

Included as Appendix “C” to this Filing Statement are the following financial statements of 223:

- (a) audited annual financial statements for the year-ended December 31, 2022;
- (b) audited annual financial statements for the period from the date of incorporation on July 27, 2021 to December 31, 2021; and
- (c) interim financial statements for the nine months ended September 30, 2023.

#### ITEM 40: FINANCIAL STATEMENTS OF DRYDEN

Included as Appendix “B” to this Filing Statement are the following financial statements of Dryden:

- (a) audited annual financial statements for the year ended December 31, 2022 and the period from incorporation on November 19, 2021 to December 31, 2021; and
- (b) interim financial statements for the six months ended September 30, 2023.

#### ITEM 41: DRYDEN ACQUISITIONS OR PROPOSED ACQUISITIONS OF OTHER BUSINESSES

Dryden has not completed any significant acquisitions requiring disclosure under this Item.

#### ITEM 42: FINANCIAL STATEMENTS OF THE RESULTING ISSUER

Included as Appendix “D” to this Filing Statement are the Pro Forma Financial Statements of the Resulting Issuer (Unaudited) and the notes thereto.

Assuming completion of the Transaction, the following table sets out certain unaudited *pro forma* financial information for the Resulting Issuer. The following information should be read in conjunction with the Resulting Issuer Pro Forma Financial Statements set forth in this Filing Statement. See “Appendix “D” – *Pro Forma Financial Statements of the Resulting Issuer (Unaudited)*”.

Item	223 (as at September 30, 2023)	Dryden (as at September 30, 2023)	Pro Forma Adjustments <sup>(1)</sup>	Resulting Issuer Pro Forma Consolidation
Current Assets	\$3,745	\$739,049	\$5,198,055	\$5,940,849
Total assets	\$3,745	\$3,479,192	\$5,243,055	\$8,725,992
Current Liabilities	\$4,499	\$58,031	-	\$62,530
Total liabilities	\$73,995	\$113,031	\$(69,496)	\$117,530
Shareholders’ Equity	\$(70,250)	\$3,366,161	\$5,312,551	\$8,608,462

**Notes:**

(1) These pro forma adjustments include, amongst other things, the adjustments for: (i) Dryden completing a non -brokered private placement for gross proceeds of \$1,047,866 through the sale of 10,478,659 Dryden Shares at a price of \$0.10 per common share; (ii) Dryden completing the Subscription Receipt Financing of 24,524,665 units at \$0.15 per unit for total proceeds of \$3,678,700; and (iii) Dryden completing FT Unit Financing of 6,829,270 units at \$0.15 per unit for total proceeds of \$1,400,000.

**CERTIFICATES**

**Certificate of Dryden**

Each of the undersigned hereby certifies that the foregoing constitutes full, true and plain disclosure of all information required to be disclosed under each item of this Filing Statement and of any material fact not otherwise required to be disclosed under an item of this Filing Statement.

Dated December 27, 2023.

“Clarence Wasser”  
Chief Executive Officer and Director

“Scott Kelly”  
Chief Financial Officer

**On Behalf of the Board of Directors of Dryden**

“Jason Jessup”  
Director

“Christina McCarthy”  
Director

**Certificate of 223**

Each of the undersigned hereby certifies that the foregoing constitutes full, true and plain disclosure of all information required to be disclosed under each item of this Filing Statement and of any material fact not otherwise required to be disclosed under an item of this Filing Statement.

Dated December 27, 2023.

“James Ward”  
Chief Executive Officer and Director

“James Ward”  
Chief Financial Officer

**On Behalf of the Board of Directors of 223**

“James Ward”  
Director

“Branden Keast”  
Director

**Certificate of Sponsor**

Not applicable.

**Acknowledgement – Personal Information**

“**Personal Information**” means any information about an identifiable individual.

Dryden represents and warrants that it has obtained all consents required under applicable law for the collection, use and disclosure by the TSXV of the Personal Information contained in or submitted pursuant to this Filing Statement for the purposes described in Appendix “A” to this Filing Statement.

Dated December 27, 2023.

*“Clarence Wasser”*  
\_\_\_\_\_  
Chief Executive Officer and Director

223 represents and warrants that it has obtained all consents required under applicable law for the collection, use and disclosure by the TSXV of the Personal Information contained in or submitted pursuant to this Filing Statement for the purposes described in Appendix “A” to this Filing Statement.

Dated December 27, 2023.

*“James Ward”*  
\_\_\_\_\_  
Chief Executive Officer and Director

**APPENDIX "A"**  
**FORM 2B PERSONAL INFORMATION COLLECTION POLICY**

**Collection, Use and Disclosure**

TSX Venture Exchange Inc. and its affiliates, authorized agents, subsidiaries and divisions, including TSX Venture Exchange and Toronto Stock Exchange, (collectively referred to as the "Exchange") collect the information contained in or submitted pursuant to Form 2B (which may include personal, confidential, non-public or other information) and use it for the following purposes:

- to conduct background checks,
- to verify the Personal Information that has been provided about each individual,
- to consider the suitability of the individual to act as an officer, director, insider, promoter, investor relations provider or, as applicable, an employee or consultant, of the Applicant,
- to consider the eligibility of the Applicant to list on the Exchange,
- to provide disclosure to market participants as to the security holdings of directors, officers, other insiders and promoters of the Applicant, or its associates or affiliates, including information as to such individuals' involvement with any other reporting issuers
- to detect and prevent fraud, and
- to perform other investigations as required by and to ensure compliance with all applicable rules, policies, rulings and regulations of the Exchange, securities legislation and other legal and regulatory requirements governing the conduct and protection of the capital markets in Canada.

Personal Information the Exchange collects may also be disclosed:

- (a) to securities regulators and regulatory authorities in Canada or elsewhere, investigative, law enforcement or self-regulatory organizations, and each of their subsidiaries, affiliates, regulators and authorized agents, for the purposes described above, and these agencies and organizations may use the information in their own investigations;
- (b) on the Exchange's website or through printed materials published by or pursuant to the directions of the Exchange for the purposes described above; and
- (c) as otherwise permitted or required by law.

The Exchange may from time to time use third parties to process information or provide other administrative services. In this regard, the Exchange may share the information with such third party service providers for the purposes described above.

**Questions**

If you have any questions or enquiries regarding the policy outlined above or about our privacy practices, please send a written request to: Chief Privacy Officer, TMX Group, The Exchange Tower, 130 King Street West, Toronto, Ontario, M5X 1J2.

**APPENDIX "B"**  
**FINANCIAL STATEMENTS OF DRYDEN**

See attached.

**DRYDEN GOLD CORP.**  
(An Exploration Stage Company)

**FINANCIAL STATEMENTS**

FOR THE YEAR ENDED DECEMBER 31, 2022  
AND THE PERIOD FROM INCORPORATION ON  
NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

## INDEPENDENT AUDITOR'S REPORT

To the Directors of  
Dryden Gold Corp.

### *Opinion*

We have audited the accompanying financial statements of Dryden Gold Corp. (the "Company"), which comprise the statements of financial position as at December 31, 2022 and 2021, and the statements of loss and comprehensive loss, cash flows, and changes in equity for the year ended December 31, 2022 and the period from incorporation as at November 19, 2021 to December 31, 2021, 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, 2022 and 2021, and its financial performance and its cash flows for the year ended December 31, 2022 and the period from incorporation from November 19, 2021 to December 31, 2021 in accordance with International Financial Reporting Standards ("IFRS").

### *Basis for Opinion*

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

### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1 of the financial statements, which indicates that the Company incurred a net loss of \$282,441 during the year ended December 31, 2022 and, as of that date, the Company has a current working capital of \$181,120. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined that the matter described below to be a key audit matter to be communicated in our auditor's report.

### *Assessment of Impairment Indicators of Mineral Properties*

As described in Note 8 to the financial statements, the carrying amount of the Company's mineral properties was \$ 2,131,043 as of December 21, 2022. As more fully described in Note 4 to the financial statements, mineral properties are reviewed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount.



The principal considerations for our determination that the assessment of impairment indicators of the mineral properties is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the mineral properties, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the mineral properties.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the financial statements. Our audit procedures included, among others:

- Evaluating management's assessment of impairment indicators.
- Evaluating the intent for the mineral properties through discussion and communication with management.
- Reviewing the Company's recent expenditure activity.
- Assessing compliance with agreements and expenditure requirements including reviewing option agreements and vouching cash payments and share issuances.
- Assessing the Company's rights to explore mineral properties including sending a confirmation request to an optionor to ensure good standing of agreements.
- Obtaining, on a test basis through government websites, confirmation of title to ensure mineral rights underlying the mineral properties are in good standing.

#### ***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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



**DRYDEN GOLD CORP.**  
**STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian Dollars)

As at	Notes	December 31, 2022	December 31, 2021
<b>ASSETS</b>			
<b>Current</b>			
Cash and cash equivalents		\$ 202,532	\$ 620,030
GST Receivables	6	5,857	592
		208,389	620,622
<b>Non-Current</b>			
Mineral properties	8	2,131,043	-
		\$ 2,339,432	\$ 620,622
<b>LIABILITIES</b>			
<b>Current</b>			
Accounts payable and accrued liabilities	7 & 10	\$ 27,269	\$ 13,766
Flow-through share premium	9	-	190,000
		27,269	203,766
<b>EQUITY</b>			
Share capital	9	2,596,445	418,697
Deficit		(284,282)	(1,841)
		2,312,163	416,856
		\$ 2,339,432	\$ 620,622

Nature of and continuance of operations – Note 1

Events after the reporting period – Note 15

Approved and authorized by the Board:

<i>“Trey Wassser”</i> Trey Wasser	Director	<i>“Scott Kelly”</i> Scott Kelly	Director
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The accompanying notes are an integral part of these financial statements.

**DRYDEN GOLD CORP.**  
**STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
(Expressed in Canadian Dollars)

	Notes	For the Year Ended December 31, 2022	Period from incorporation on November 19, 2021 to December 31, 2021
<b>EXPENSES</b>			
Exploration expenses		\$ 419,216	\$ -
Office and administration		381	-
Professional fees	10	53,256	1,841
		(472,853)	(1,841)
<b>OTHER INCOME (EXPENSE)</b>			
Interest income		412	-
Recovery on settlement of flow through	9	190,000	-
		190,412	-
<b>Loss and comprehensive for the period</b>		\$ (282,441)	\$ (1,841)
<b>Basic and diluted loss per share</b>		\$ (0.02)	\$ (0.00)
<b>Weighted average number of common shares outstanding - basic and diluted</b>		17,308,173	1,328,572

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

**DRYDEN GOLD CORP.**  
**STATEMENTS OF CASH FLOWS**  
(Expressed in Canadian Dollars)

	For the Year Ended December 31, 2022	Period from incorporation on November 19, 2021 to December 31, 2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (282,441)	\$ (1,841)
Items not affecting cash:		
Exploration expenditures paid in shares	20,000	-
Flow through recovery	(190,000)	-
Changes in non-cash working capital items:		
Receivables	(5,265)	(592)
Accounts payable and accrued liabilities	24,806	2,463
Net cash (used in) provided by operating activities	(432,900)	30
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payments for acquisition of mineral properties	(1,091,043)	-
Net cash (used in) investing activities	(1,091,043)	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Shares issued for cash, net of issuance costs	1,106,445	620,000
Net cash provided by financing activities	1,106,445	620,000
Change in cash and cash equivalents for the period	(417,498)	620,030
Cash and cash equivalents, beginning of period	620,030	-
Cash and cash equivalents, end of period	\$ 202,532	\$ 620,030

**Supplemental disclosure with respect to cash flows (Note 11)**

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

**DRYDEN GOLD CORP.**  
**STATEMENTS OF CHANGES IN EQUITY**  
(Expressed in Canadian Dollars)

	Note	Number of shares	Share capital	Deficit	Total
Balance, Incorporation on November 19, 2021		1 \$	1 \$	- \$	1
Private placement, net of issuance costs	9	9,800,000	608,696	-	608,696
Flow-through premium liability		-	(190,000)	-	(190,000)
Net Loss for the period		-	-	(1,841)	(1,841)
Balance, December 31, 2021		9,800,001	418,697	(1,841)	416,856
Private placement, net of issuance costs	9	6,444,574	1,117,748	-	1,117,748
Shares issued for mineral properties	8 & 9	4,800,000	1,040,000	-	1,040,000
Shares issued for services	9	80,000	20,000	-	20,000
Net Loss for the year		-	-	(282,441)	(282,441)
Balance, December 31, 2022		21,124,575 \$	2,596,445 \$	(284,282) \$	2,312,163

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

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**1. NATURE OF AND CONTINUANCE OF OPERATIONS**

Dryden Gold Corp. (the “Company” or “Dryden”) was incorporated under the *Business Corporations Act* (British Columbia) on November 19, 2021. The Company’s registered office is located at 25<sup>th</sup> floor, 700 West Georgia Street, Vancouver, BC V7Y 1K8.

The Company is an exploration and development stage natural resource company engaged in the evaluation, acquisition and exploration of natural resource projects. The Company is currently focused on gold projects near Dryden, Ontario, Canada.

The recovery of the amounts comprising mineral properties is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, upon future profitable production, or disposition of its mineral interests.

These financial statements have been prepared by management on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. For the year ended December 31, 2022, the Company incurred a net loss of \$282,441 (The period from incorporation on November 19, 2021 to December 31, 2021 - \$1,841). As at December 31, 2022, the Company has working capital of \$181,120 (2021 - \$416,856). The continuing operations of the Company are dependent upon its ability to continue to raise adequate equity financing in the future and repay its liabilities arising from normal business operations as they become due. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

These financial statements were approved by the Board of Directors for issue on November 7, 2023.

**2. STATEMENT OF COMPLIANCE**

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

**3. BASIS OF PREPARATION**

The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. The financial statements are presented in Canadian dollars, which is also the Company’s functional currency. In addition, the financial statements have been prepared using the accrual basis of accounting except for cash flow information. The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company’s accounting policies. The areas involving a higher degree of judgement of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**4. SIGNIFICANT ACCOUNTING POLICIES**

**(a) Income taxes**

Income tax is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income or loss or directly in equity, in which case it is recognized in other comprehensive income or loss or 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 temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same tax authority and the group intends to settle its current tax assets and liabilities on a net basis.

**(b) Share capital**

Common shares are classified as share capital. Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

The proceeds from the issue of units are allocated between common shares and common share purchase warrants based on the residual value method. Under this method, the proceeds are allocated to share capital based on the fair value of the common shares and any residual value is allocated to common share purchase warrants.

**(c) Basic and diluted loss per share**

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Contingently issuable common shares are not considered outstanding common shares and consequently are not included in basic and diluted loss per share calculations.

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**4. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**(d) Share-based payments**

The Company has a share purchase option plan and accounts for share-based payments using a fair value-based method with respect to all share-based payments to directors, officers, employees, and service providers. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or if such fair value is not reliably measurable, at the fair value of the equity instruments issued. The fair value is recognized as an expense with a corresponding increase in contributed surplus. This includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of profit or loss over the remaining vesting period.

Upon the exercise of the share purchase option, the consideration received, and the related amount transferred from contributed surplus are recorded as share capital.

**(e) Mineral interests**

*Mineral properties*

Pre-exploration costs are expensed as incurred.

Acquisition costs to obtain the legal right to explore a property are capitalized. Costs related to the exploration and evaluation of mineral properties, including general administrative overhead costs, are expensed in the period in which they occur.

If it is determined that capitalized acquisition costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount. Mineral properties are reviewed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount.

When the technical and commercial viability of a mineral resource has been demonstrated and a development decision has been made, the capitalized costs of the related property are transferred to mining assets and depreciated using the unit-of-production method on commencement of commercial production. Mineral properties are also tested for impairment before the assets are transferred as development properties.

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**4. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**(f) Financial instrument measurement and valuation**

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 assets or liability either directly or indirectly; and |
| Level 3 | Inputs that are not based on observable market data.   |

The measurement of the Company's financial instruments is disclosed in Note 14 to these financial statements. Any financial instrument that is valued using level 2 or 3 inputs will involve estimation uncertainty.

**Financial assets**

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) 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.

The Company's accounting policy for each of the categories is as follows:

**Financial assets at FVTPL:** Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in the statement of profit or loss in the period.

**Financial assets at FVTOCI:** Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income (loss) in which they arise.

**Financial assets at amortized cost:** A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**4. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**(f) Financial instrument measurement and valuation (cont'd...)**

**Impairment of financial assets at amortized cost:** The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

**Financial liabilities and equity:** Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued are recorded at the proceeds received, net of direct issue costs.

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss (FVTPL) – This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Amortized cost – This category consists of liabilities carried at amortized cost using the effective interest method. Accounts payable and accrued liabilities are included in this category. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

**(g) Critical accounting estimates and judgements**

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, and expenses. Estimates and associated assumptions applied in determining asset or liability values are based on historical experience and various other factors including other sources that are believed to be reasonable under the circumstances but are not necessarily readily apparent or recognizable at the time such estimate or assumption is made. Actual results may differ from these estimates.

Estimates and underlying assumptions used in determining asset and liability values are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Information about critical accounting estimates and judgements in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**4. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**(g) Critical accounting estimates and judgements (cont'd...)**

*Judgements*

**Going Concern**

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. The factors considered by management are disclosed in Note 1.

**Impairment of Mineral Properties**

The carrying value and recoverability of mineral properties requires management to make certain estimates, judgements and assumptions about each project. Management considers the economics of the project, including the latest resource prices and the long-term forecasts, and the overall economic viability of the project. If any indication of impairment exists, a formal estimate of recoverable amount is performed, and an impairment loss is recognized to the extent that the carrying amount exceeds recoverable amount. The recoverable amount is measured at the higher of fair value less cost to sell and value in use.

*Estimates*

**Deferred tax assets and liabilities**

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected.

**(h) Foreign currency translation**

Transactions in foreign currencies are translated into the entity's functional currency at the exchange rates at the date of the transactions. Monetary assets and liabilities of the Company's operations denominated in a currency other than the functional currency are translated using the exchange rates prevailing at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates in effect at the date of the underlying transaction, except for depreciation related to non-monetary assets, which is translated at historical exchange rates. Exchange differences are recognized in profit or loss in the year in which they occur.

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**4. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**(i) Provision for environmental rehabilitation**

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision.

**(j) Standards and interpretations issued but not yet effective**

At the date of authorization of these financial statements, the IASB has not issued any new or revised standards expected to have a material impact on the results and financial position of the Company when adopted.

**5. MANAGEMENT OF CAPITAL**

The Company is an exploration stage company and this involves a high degree of risk. The Company has not determined whether its mineral properties contain economically recoverable reserves of ore. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company defines its capital as equity. Capital requirements are driven by the Company's exploration activities on its mineral properties. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget on all exploration projects and overhead to manage costs, commitments, and exploration activities.

There have been no changes to the Company's approach to capital management during the year ended December 31, 2022.

**DRYDEN GOLD CORP.**

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM  
INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

**6. RECEIVABLES**

The Company's receivables are as follows:

	December 31, 2022	December 31, 2021
GST receivable	\$ 5,857	\$ 592
	\$ 5,857	\$ 592

**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities comprise the following:

	December 31, 2022	December 31, 2021
Trade payables	\$ 4,769	\$ 13,766
Accrued liabilities	22,500	-
Total	\$ 27,269	\$ 13,766

**8. MINERAL PROPERTIES**

	Tremblay Property (a)	Manitou Property (b)	Total
Balance, (incorporation) November 19, 2021	\$ -	\$ -	\$ -
Acquisition costs	-	-	-
Balance, December 31, 2021	-	-	-
Acquisition costs	131,043	2,000,000	2,131,043
Balance, December 31, 2022	\$ 131,043	\$ 2,000,000	\$ 2,131,043

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**8. MINERAL PROPERTIES (cont'd...)**

(a) Tremblay Property

On February 8, 2022, the Company entered into a definitive option agreement with the Tremblay partners, as amended on February 16, 2022, whereby the Company can acquire a 100% interest in the Tremblay project by making \$625,000 in aggregate payments to the Tremblay partners and fund a minimum of \$1,200,000 in exploration expenditures within five years of the execution date of the option agreement, as follows:

*Annual Payments:*

- On effective date – \$75,000 cash payment (paid) and the issuance of 800,000 common shares (issued with a fair value of \$40,000).
- On first anniversary – \$100,000 payable at a minimum of 50% in shares with the remaining balance paid in cash (Subsequent to December 31, 2022, the Company paid \$37,500 cash and issued 625,000 shares with a fair value of \$62,500).
- On second anniversary – \$100,000 payable at a minimum of 50% in shares with the remaining balance paid in cash.
- On third anniversary – \$100,000 payable at a minimum of 50% in shares with the remaining balance paid in cash.
- On fourth anniversary – \$250,000 payable at a minimum of 50% in shares with the remaining balance paid in cash.

*Minimum exploration expenditures:*

- \$200,000 prior to the first anniversary
- \$200,000 prior to the second anniversary
- \$800,000 prior to the fourth anniversary

*Royalty:*

- Upon earning the 100% in the Tremblay property, the Tremblay partners will retain a 2% Net smelter royalty (“NSR”), of which 1% can be purchased by the Company for \$1,000,000.

During the year ended December 31, 2022, the Company staked additional claims for \$16,043.

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**8. MINERAL PROPERTIES (cont'd...)**

(b) Manitou Property

On April 20, 2022, the Company entered into a definitive option agreement with Manitou Gold Inc. (now, Alamos Gold Inc. "Alamos"), as amended on May 17, 2022 and January 19, 2023, whereby the Company can acquire a 100% interest in the Manitou project by making \$7,000,000 in aggregate payments to Alamos, issuing 4,000,000 shares and funding a minimum of \$1,400,000 in exploration expenditures within three years of the execution date of the option agreement, as follows:

*Aggregate Payments:*

- On effective date – \$1,000,000 cash (paid)
- On effective date – 4,000,000 shares (issued with a fair value of \$1,000,000)
- On or prior to January 31, 2023 – \$500,000 cash (paid January 30, 2023)
- On or prior to December 31, 2023 – \$1,500,000 payable as \$500,000 cash and \$1,000,000 in shares if the Company completes an initial public offering ("IPO") before the due date.
- On second anniversary – \$2,000,000 payable as 50% cash and 50% shares if the Company completes an IPO before the due date.
- On third anniversary – \$2,000,000 payable as 50% cash and 50% shares if the Company completes an IPO before the due date.

Shares issuances are contingent of the Company completing an IPO and shall be priced at the volume weighted average price ("VWAP") of the Company's shares on the principle stock exchange upon which the Company will trade for the 20 trading days immediately preceding the respective payment date.

*Minimum exploration expenditures:*

- On or prior to December 31, 2023                      \$600,000
- On or prior to the second anniversary              \$400,000
- On or prior to the third anniversary                 \$400,000

Upon exercising the option on the Manitou property, Alamos will retain a 1% net smelter return royalty ("NSR"), one-half of which may be purchased, aside from certain claims, for a cash payment of \$500,000.

The property is subject to net smelter return royalties in amounts ranging from 0.125% to 2.5% on certain mining claims and a one-time payment of \$2,000,000 in the event a National Instrument 43-101 technical report indicates a measured and indicated mineral resource of or exceeding 2,000,000 gold ounces or gold equivalent ounces on certain mining claims comprising the Manitou property.

**DRYDEN GOLD CORP.**

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**9. SHARE CAPITAL**

## (a) Authorized share capital

Unlimited number of common and preferred shares without par value.

## (b) Issued and outstanding

As at December 31, 2022, the issued share capital was comprised of 21,124,575 (December 31, 2021 – 9,800,001) common shares.

During the year ended December 31, 2022, the Company issued common shares as follows:

- On December 6, 2022, the Company issued 80,000 common shares with a fair value of \$20,000 in relation to exploration and evaluation expenses incurred during the year ended December 31, 2022.
- On November 21, 2022, the Company completed a private placement financing and issued 954,574 common shares of the Company at a price of \$0.25 per share for total proceeds of \$238,644. The Company incurred shares issuance costs of \$1,409.
- On November 2, 2022, the Company completed a private placement financing and issued 200,000 common shares of the Company at a price of \$0.25 per share for total proceeds of \$50,000. The Company incurred shares issuance costs of \$1,723.
- On April 20, 2022, the Company issued 4,000,000 common shares with a fair value of \$1,000,000 in relation to the acquisition of the Company's interest in the Manitou Property (Note 8(b)).
- On April 14, 2022, the Company completed a private placement financing and issued 80,000 common shares of the Company at a price of \$0.25 per share for total proceeds of \$20,000.
- On April 13, 2022, the Company completed a private placement financing and issued 2,060,000 common shares of the Company at a price of \$0.25 per share for total proceeds of \$515,000. The Company incurred shares issuance costs of \$6,722.
- On April 1, 2022, the Company completed a private placement financing and issued 3,150,000 units (each a "Unit") at \$0.10 per Unit for gross proceeds of \$315,000. Each Unit was comprised of one common share of the Company and one-half a share purchase warrant. Each full warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.15 for a period of three years. The Company incurred shares issuance costs of \$11,041.
- On February 28, 2022, the Company issued 800,000 common shares with a fair value of \$40,000 in relation to the acquisition of the Company's interest in the Tremblay Property (Note 8(a)).

**DRYDEN GOLD CORP.**

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

**9. SHARE CAPITAL (cont'd...)**

## (b) Issued and outstanding (cont'd...)

During the period from incorporation on November 19, 2021 to December 31, 2021, the Company issued common shares as follows:

- On December 30, 2021, the Company completed a flow-through private placement financing and issued 3,800,000 units (each a “Unit”) at \$0.10 per Unit for gross proceeds of \$380,000. Each Unit was comprised of one common share of the Company and one-half a non-flow-through share purchase warrant. Each full warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.15 for a period of three years. The Company incurred shares issuance costs of \$3,810. The Company recognized a flow through premium liability of \$190,000 on issuance. The residual value of the private placement of \$190,000 was allocated to share capital. During the year ended December 31, 2022, \$190,000 in flow through share premium was reallocated to other income from settlement of flow through as a result of the Company incurring qualifying exploration expenses during the period.
- On December 23, 2021, the Company completed a private placement financing and issued 4,000,000 common shares of the Company at a price of \$0.05 per share for total proceeds of \$200,000. The Company incurred shares issuance costs of \$3,747.
- On December 21, 2021, the Company completed a private placement financing and issued 2,000,000 common shares of the Company at a price of \$0.02 per share for total proceeds of \$40,000. The Company incurred shares issuance costs of \$3,747.
- The Company issued 1 common share for nominal consideration upon incorporation.

## (c) Stock options

On April 4, 2023, the Company’s board of directors adopted a stock option plan (the “Stock Option Plan”) whereby it can grant incentive stock options to directors, officers, employees, and technical consultants of the Company. The maximum numbers of shares that may be reserved for issuance under the Stock Option Plan is limited to 10% of the issued common shares of the Company at any time. The vesting period for all options is at the discretion of the Board of Directors. The exercise price will be set by the Board of Directors at the time of grant and cannot be less than the discounted market price of the Company’s common shares.

The Stock Option Plan provides that the number of common shares that may be reserved for the issuance to any one individual upon exercise of all stock options held by such an individual may not exceed 5% of the issued common shares, if the individual is a director or officer, or 2% of the issued common shares, if the individual is a consultant or engaged in providing investor relations services, on a yearly basis. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

As at December 31, 2022, the Company has no stock options outstanding (December 31, 2021 - Nil).

**DRYDEN GOLD CORP.**

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

**9. SHARE CAPITAL (cont'd...)**

## (d) Warrants

As at December 31, 2022 and 2021, the following share purchase warrants were outstanding:

Expiry Date	Exercise Price	December 31, 2022	December 31, 2021
December 30, 2024	\$0.15	1,900,000	1,900,000
April 1, 2025	\$0.15	1,575,000	-
Total		3,475,000	1,900,000

On April 1, 2022, the Company issued 1,575,000 share purchase warrants relating to the private placement financing (Note 9). Each share purchase warrant is exercisable to purchase one common share of the Company for \$0.15 for a period of three years.

On December 30, 2021, the Company issued 1,900,000 share purchase warrants relating to the flow-through private placement financing (Note 9). Each share purchase warrant is exercisable to purchase one common share of the Company for \$0.15 for a period of three years.

**10. 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. 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.

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has identified its directors and officers as its key management personnel and the compensation costs for key management personnel and companies related to them are recorded at their exchange amounts as agreed upon by transacting parties.

During year ended December 31, 2022, \$6,500 was paid to a director for professional fees and \$60,000 was paid to a company with an officer in common for exploration expenditures (period from incorporation on November 19, 2021 to December 31, 2021 - \$Nil).

As at December 31, 2022, \$Nil was due to related parties (December 31, 2021 - \$Nil).

**11. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

For the year ended December 31,	2022	2021
Significant non-cash investing activities consisted of:		
Common shares issued for mineral properties	\$ 1,040,000	\$ -
Share issuance costs in accounts payable	-	11,303

**DRYDEN GOLD CORP.**

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

**12. SEGMENT INFORMATION**

The Company has one reportable operating segment, the acquisition and exploration of mineral properties in one geographic location: Canada.

**13. INCOME TAXES**

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

For the year ended December 31,	2022	2021
Loss before income taxes	\$ 282,441	\$ 1,841
Expected income tax recovery at statutory rates	(76,000)	-
Change in statutory, foreign tax, foreign exchange rates and other	(4,000)	-
Permanent differences	(51,000)	-
Impact of flow through share	103,000	-
Share issue costs	(3,000)	(3,000)
Change in unrecognized deferred tax assets	31,000	3,000
Income tax expense (recovery)	\$ -	\$ -

Significant components of the Company's deferred income tax assets (liabilities) not recognized are shown below:

	2022	2021	Expiry date range
Temporary Differences:			
Mineral properties	\$ 39,000	\$ -	No expiry date
Share issuance costs	23,000	9,000	2043 to 2046
Non-capital losses available for future periods	64,000	4,000	2041

Tax attributes are subject to review, and potential adjustment, by tax authorities.

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**14. FINANCIAL INSTRUMENTS**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

**Market Risk**

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk and are disclosed as follows:

**(i) Currency risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollars. As at December 31, 2022 and 2021, the Company is not exposed to currency risk.

**(ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

**(iii) Price rate risk**

The Company has no exposure to price risk with respect to equity prices as the Company is not listed. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

**Credit Risk**

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. Management believes that the credit risk related to its cash is negligible.

**DRYDEN GOLD CORP.**

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**14. FINANCIAL INSTRUMENTS (cont'd...)****Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At December 31, 2022, the Company has no sources of revenue but has a cash balance of \$202,532 (2021 - \$620,030) to settle current liabilities of \$27,269 (2021 - \$203,766). As such, management feels the Company has sufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year. The Company's exposure to liquidity risk is currently negligible, however, the Company has no source of revenue and will require additional equity financings in the future.

**Fair Value Measurements**

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.

As at December 31, 2022 and 2021 the Company's financial instruments consist of cash and cash equivalents and accounts payable and accrued liabilities. Cash and cash equivalents and accounts payable and accrued liabilities are classified as amortized cost. The fair value of cash and cash equivalents and accounts payable and accrued liabilities approximates their carrying value because of the short-term nature of the instruments.

**15. EVENTS AFTER THE REPORTING PERIOD**

- On October 30, 2023, the Company entered into an amalgamation agreement (the "Definitive Agreement") with 1317223 B.C. LTD. ("223") pursuant to which the Company will amalgamate with 223 and continue as one corporation (the "Transaction"), being the "Resulting Issuer". As a result of the Transaction, the securityholders of 223 and the Company will become securityholders of the Resulting Issuer.

The Company anticipates that the Transaction will enable the Resulting Issuer to meet the initial listing requirements of the TSX Venture Exchange ("TSXV") for a "Tier 2 Mining Issuer" (as such term is defined in the policies of the TSXV).

**DRYDEN GOLD CORP.**

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

**15. EVENTS AFTER THE REPORTING PERIOD (cont'd...)**

In connection with the Transaction, the Company will use commercially reasonable efforts to complete a non-brokered private placement of a minimum of 12,000,000 and a maximum of 20,000,000 units (“Units”) at a price of \$0.25 per Unit for aggregate gross proceeds of a minimum of \$3,000,000 and a maximum of \$5,000,000 (collectively, the “Offering”). Each Unit will be comprised of one common share and one-half common share purchase warrant, with each whole warrant exercisable to acquire a common share at a price of \$0.40 per common share for a period of two years.

It is expected that the Company will pay certain arm’s length eligible persons (each a “Finder”) a cash finder’s fee equal to 6.0% of the aggregate gross proceeds of the Offering. In addition, the Company will issue to such Finders, finder’s warrants (the “Finder’s Warrants”) exercisable to acquire that number of Resulting Issuer shares as is equal to 6.0% of the aggregate number of Units issued pursuant to the Offering. Each Finder’s Warrant shall be exercisable to acquire one Resulting Issuer share at a price of \$0.40 for a period of two years following the closing of the Offering.

The closing of the Transaction remains subject to certain approvals including shareholder and regulatory approvals.

- On October 21, 2023, the Company granted 3,100,000 incentive stock options to directors, officers and consultants with an exercise price of \$0.15 that are exercisable for five years from the date of grant. The stock options vest over a two-year period: 20% on the date of grant and 20% every six months thereafter.
- On October 20, 2023, the Company completed a private placement financing and issued 10,478,659 shares of the Company at a price of \$0.10 per share for total proceeds of \$1,047,866.
- On October 18, 2023, the Company entered into a purchase agreement with Cross River Ventures Corp. (“Cross River”), whereby the Company can acquire a 100% interest in certain mining claims by making \$200,000 in aggregate cash payments and issuing 400,000 shares to Cross River as follows:

*Cash payments:*

- On closing – \$170,000 cash payment (paid),
- By November 30, 2023 - \$30,000 cash payment (“Final Payment”).

*Share payment:*

- At the time of making the Final Payment – 400,000 shares.

*Royalty:*

- Applicable to certain claims within the Cross River claims, a 1.5% NSR was granted (“Manitou Fault Royalty”), of which 50% can be purchased for a cash payment of \$500,000.
- Applicable to certain claims within the Cross River claims, a 1.5% NSR was granted (“Lower Manitou Royalty”), of which 50% can be purchased for a cash payment of \$500,000.

**DRYDEN GOLD CORP.**

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022 AND THE PERIOD FROM

INCORPORATION ON NOVEMBER 19, 2021 TO DECEMBER 31, 2021

(Expressed in Canadian Dollars)

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**15. EVENTS AFTER THE REPORTING PERIOD (cont'd...)**

- On October 13, 2023, the Company entered into a purchase and sale agreement with the Gold Cliff Partners to acquire a 100% interest in certain mining claims in the Gold Rock Mining District of Ontario, Canada. The Company acquired its 100% interest by paying \$40,000 cash (paid) and by issuing 50,000 shares (issued) to the Gold Cliff Partners.
- On May 1, 2023, the Company completed a private placement financing and issued 4,500,000 common shares of the Company at a price of \$0.10 per share for total proceeds of \$450,000.
- On April 4, 2023, the Company's board of directors adopted the Stock Option Plan whereby it can grant incentive stock options to directors, officers, employees, and technical consultants of the Company. (Note 9(c))
- On April 3, 2023, the Company completed a private placement financing and issued 3,927,659 common shares of the Company at a price of \$0.10 per share for total proceeds of \$392,766.
- On March 1, 2023, the Company issued 625,000 common shares with a fair value of \$62,500 in relation to the acquisition of the Company's interest in the Tremblay Property (Note 8(a)).
- On January 30, 2023, the Company paid \$500,000 per the Manitou Property option agreement (Note 8(b)).
- On January 27, 2023, the Company completed a private placement financing and issued 3,650,000 common shares of the Company at a price of \$0.10 per share for total proceeds of \$365,000.

**DRYDEN GOLD CORP.**  
(An Exploration Stage Company)

**CONDENSED INTERIM FINANCIAL STATEMENTS**

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

(Expressed in Canadian Dollars)  
(Unaudited)

**DRYDEN GOLD CORP.**  
**STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian Dollars)  
(Unaudited)

As at	Notes	September 30, 2023	December 31, 2022
<b>ASSETS</b>			
<b>Current</b>			
Cash and cash equivalents		\$ 573,867	\$ 202,532
GST Receivables	6	49,563	5,857
Prepaid expenses		115,619	-
		739,049	208,389
<b>Non-Current</b>			
Mineral properties	8	2,740,143	2,131,043
		\$ 3,479,192	\$ 2,339,432
<b>LIABILITIES</b>			
<b>Current</b>			
Accounts payable and accrued liabilities	7 & 10	\$ 58,031	\$ 27,269
		58,031	27,269
<b>Deferred compensation</b>	10	55,000	-
<b>EQUITY</b>			
Share capital	9	3,847,395	2,596,445
Subscriptions received	14	438,541	-
Deficit		(919,775)	(284,282)
		3,366,161	2,312,163
		\$ 3,479,192	\$ 2,339,432

Nature and continuance of operations – Note 1  
Events after the reporting period – Note 4

Approved and authorized by the Board:

<u>“Trey Wassser”</u> Trey Wasser	Director	<u>“Scott Kelly”</u> Scott Kelly	Director
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The accompanying notes are an integral part of these condensed interim financial statements.

**DRYDEN GOLD CORP.**  
**STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
(Expressed in Canadian Dollars)  
(Unaudited)

	Notes	Three months ended September 30		Nine months ended September 30	
		2023	2022	2023	2022
<b>EXPENSES</b>					
Consulting fees	10	\$ 78,573	\$ -	\$ 100,573	\$ -
Exploration expenses		242,408	54,327	366,535	353,320
Office and administration		14,590	94	24,501	278
Professional fees		47,745	3,252	110,501	21,107
Travel and promotion		13,487	-	33,383	-
		(396,803)	(57,673)	(635,493)	(374,705)
<b>OTHER INCOME (EXPENSE)</b>					
Other income on settlement of flow through		-	27,163	-	176,660
		-	27,163	-	176,660
<b>Loss for the period</b>		\$ (396,803)	\$ (30,510)	\$ (635,493)	\$ (198,045)
<b>Basic and diluted loss per share</b>		\$ (0.01)	\$ (0.00)	\$ (0.03)	\$ (0.01)
<b>Weighted average number of common shares outstanding</b>		33,827,334	24,790,436	19,890,000	16,247,693

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

**DRYDEN GOLD CORP.**  
**STATEMENTS OF CASH FLOWS**  
(Expressed in Canadian Dollars)  
FOR THE NINE MONTHS ENDED SEPTEMBER 30,  
(Unaudited)

	<b>2023</b>	<b>2022</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (635,493)	\$ (198,045)
Items not affecting cash:		
Flow through recovery	-	(176,660)
Deferred compensation	55,000	-
Changes in non-cash working capital items:		
Receivables	(43,706)	(46,806)
Prepaid expenses	(115,619)	-
Accounts payable and accrued liabilities	30,762	49,793
Net cash used in operating activities	(709,056)	(371,718)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payments for acquisition of mineral properties	(546,600)	(1,091,043)
Net cash used in investing activities	(546,600)	(1,091,043)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Shares issued for cash, net of issuance costs	1,188,450	1,070,880
Subscriptions received	438,541	-
Net cash provided by financing activities	1,626,991	1,070,880
Change in cash and cash equivalents for the period	371,335	(391,881)
Cash and cash equivalents, beginning of period	202,532	620,030
Cash and cash equivalents, end of period	\$ 573,867	\$ 228,149

**Supplemental disclosure with respect to cash flows (Note 11)**

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

**DRYDEN GOLD CORP.****STATEMENTS OF CHANGES IN EQUITY**

(Expressed in Canadian Dollars)

(Unaudited)

	Note	Number of shares	Share capital	Subscriptions Received	Deficit	Total
Balance, December 31, 2021		9,800,001	\$ 418,697	\$ -	\$ (1,841)	416,856
Private placement, net of issuance costs	9	5,290,000	832,237	-	-	832,237
Shares issued for mineral properties	8 & 9	4,800,000	1,040,000	-	-	1,040,000
Net loss for the period		-	-	-	(198,045)	(198,045)
Balance, September 30, 2022		19,890,001	2,290,934	-	(199,886)	2,091,048
Private placement, net of issuance costs	9	1,154,574	285,511	-	-	285,511
Shares issued for services	9	80,000	20,000	-	-	20,000
Net loss for the period		-	-	-	(84,396)	(84,396)
Balance, December 31, 2022		21,124,575	2,596,445	-	(284,282)	2,312,163
Private placement, net of issuance costs	9	12,077,659	1,188,450	438,541	-	1,626,991
Shares issued for mineral properties	8 & 9	625,000	62,500	-	-	62,500
Net loss for the period		-	-	-	(635,493)	(635,493)
Balance, September 30, 2023		33,827,234	\$ 3,847,395	\$ 438,541	\$ (919,775)	\$ 3,366,161

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

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

(Expressed in Canadian Dollars)

(Unaudited)

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**1. NATURE OF AND CONTINUANCE OF OPERATIONS**

Dryden Gold Corp. (the “Company” or “Dryden”) was incorporated under the *Business Corporations Act* (British Columbia) on November 19, 2021. The Company’s registered office is located at 25<sup>th</sup> floor, 700 West Georgia Street, Vancouver, BC V7Y 1K8.

The Company is an exploration and development stage natural resource company engaged in the evaluation, acquisition, exploration, and development of natural resource projects. The Company is currently focused on gold projects near Dryden, Ontario, Canada.

The recovery of the amounts comprising mineral properties is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, upon future profitable production, or disposition of its mineral interests.

On October 30, 2023, the Company entered into an amalgamation agreement with 1317223 B.C. LTD. pursuant to which the Company will amalgamate with 1317223 B.C. LTD. and continue as one corporation (Note 5).

These condensed interim financial statements have been prepared by management on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. For the nine months ended September 30, 2023, the Company incurred a net loss of \$635,493 (The nine months ended September 30, 2022 - \$198,045). As at September 30, 2023, the Company has working capital of \$681,018 (December 31, 2022 - \$181,120). The continuing operations of the Company are dependent upon its ability to continue to raise adequate equity financing in the future and repay its liabilities arising from normal business operations as they become due. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

These condensed interim financial statements were approved by the Board of Directors for issue on November 24, 2023.

**DRYDEN GOLD CORP.**

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

(Expressed in Canadian Dollars)

(Unaudited)

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**2. STATEMENT OF COMPLIANCE**

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) for interim information, specifically International Accounting Standards (“IAS”) 34 – Interim Financial Reporting, and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

The accounting policies and methods of application applied by the Company in these condensed interim financial statements are the same as those applied in the Company’s most recent annual financial statements as at and for the year ended December 31 2022. These condensed interim financial statements do not include all of the information required for full annual financial statements and therefore should be read in conjunction with most recent annual financial statements as at and for the year ended December 31, 2022.

**3. BASIS OF PREPARATION**

The condensed interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. The financial statements are presented in Canadian dollars, which is also the Company’s functional currency. In addition, the financial statements have been prepared using the accrual basis of accounting except for cash flow information. The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgement of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

**Going Concern**

The continuing operations of the Company are dependent upon its ability to continue to raise adequate equity financing in the future and repay its liabilities arising from normal business operations as they become due. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

**4. SIGNIFICANT ACCOUNTING POLICIES****(a) Use of judgements and estimates**

In preparing these interim financial statements, management has made judgments and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgments made by management in applying the Company’s accounting policies and the key sources of estimation uncertainty are consistent with those described in the December 31, 2022 annual financial statements.

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

(Expressed in Canadian Dollars)

(Unaudited)

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**4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd...)**

**(b) Standards and interpretations issued but not yet effective**

At the date of authorization of these condensed interim financial statements, the IASB has not issued any new or revised standards expected to have a material impact on the results and financial position of the Company when adopted.

**5. PROPOSED BUSINESS COMBINATION**

On October 30, 2023, the Company entered into an amalgamation agreement (the “Definitive Agreement”) with 1317223 B.C. LTD. (“223”) pursuant to which the Company will amalgamate with 223 and continue as one corporation (the “Transaction”), being the “Resulting Issuer”. As a result of the Transaction, the securityholders of 223 and the Company will become securityholders of the Resulting Issuer.

In connection with the Transaction, the Company will use commercially reasonable efforts to complete a non-brokered private placement of 24,773,333 units (“Units”) at a price of \$0.15 per Unit for gross proceeds of \$3,716,000. The Company will also use commercially reasonable efforts to complete a flow-through private placement of 6,829,268 units (“FT-Units”) at a price of \$0.205 per FT-Unit for gross proceeds of \$1,400,000, for total aggregate gross proceeds of \$5,116,000 (collectively, the “Offering”). Each Unit and FT-Unit will be comprised of one common share and one common share purchase warrant, with each warrant exercisable to acquire a common share at a price of \$0.30 per common share for a period of two years.

It is expected that the Company will pay certain arm’s length eligible persons (each a “Finder”) a cash finder’s fee equal to 6.0% of the aggregate gross proceeds of the Offering. In addition, the Company will issue to such Finders, finder’s warrants (the “Finder’s Warrants”) exercisable to acquire that number of Resulting Issuer shares as is equal to 6.0% of the aggregate number of Units issued pursuant to the Offering. Each Finder’s Warrant shall be exercisable to acquire one Resulting Issuer share at a price of \$0.30 for a period of two years following the closing of the Offering.

The closing of the Transaction remains subject to certain approvals including shareholder and regulatory approvals.

**DRYDEN GOLD CORP.**  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022  
(Expressed in Canadian Dollars)  
(Unaudited)

**6. RECEIVABLES**

The Company's receivables are as follows:

	September 30, 2023	December 31, 2022
GST receivable	\$ 49,563	\$ 5,857
	\$ 49,563	\$ 5,857

**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities comprise the following:

	September 30, 2023	December 31, 2022
Trade payables	\$ 31,031	\$ 4,769
Accrued liabilities	27,000	22,500
Total	\$ 58,031	\$ 27,269

**8. MINERAL PROPERTIES**

	Tremblay Property (a)	Manitou Property (b)	Total
Balance, December 31, 2021	\$ -	\$ -	\$ -
Acquisition costs	131,043	2,000,000	2,131,043
Balance, December 31, 2022	131,043	2,000,000	2,131,043
Acquisition costs	109,100	500,000	609,100
Balance, September 30, 2023	\$ 240,143	\$ 2,500,000	\$ 2,740,143

**DRYDEN GOLD CORP.**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

(Expressed in Canadian Dollars)

(Unaudited)

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**8. MINERAL PROPERTIES (cont'd...)**

(a) Tremblay Property

On February 8, 2022, the Company entered into a definitive option agreement with the Tremblay partners, as amended on February 16, 2022, whereby the Company can acquire a 100% interest in the Tremblay project by making US\$100,000 in annual payments to the Tremblay partners and fund a minimum of \$1,200,000 in exploration expenditures within five years of the execution date of the option agreement, as follows:

*Annual Payments:*

- On effective date – \$75,000 cash payment (paid) and the issuance of 800,000 common shares (issued with a fair value of \$40,000).
- On first anniversary – \$100,000 payable as 50% cash and 50% shares (paid \$37,500 cash and issued 625,000 shares with a fair value of \$62,500).
- On second anniversary – \$100,000 payable as 50% cash and 50% shares.
- On third anniversary – \$100,000 payable as 50% cash and 50% shares.
- On fourth anniversary – \$250,000 payable as 50% cash and 50% shares.

*Minimum exploration expenditures:*

- \$200,000 prior to the first anniversary - expended
- \$200,000 prior to the second anniversary
- \$800,000 prior to the fourth anniversary

*Royalty:*

- Upon earning the 100% in the Tremblay property, the Tremblay partners will retain a 2% Net smelter royalty (“NSR”), of which 1% can be purchased by the Company for \$1,000,000.

During the nine months ended September 30, 2023, the Company staked additional claims for \$9,100 (December 31, 2022 - \$16,043).

**DRYDEN GOLD CORP.**

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

(Expressed in Canadian Dollars)

(Unaudited)

**8. MINERAL PROPERTIES (cont'd...)**

## (b) Manitou Property

On April 20, 2022, the Company entered into a definitive option agreement with Manitou Gold Inc. (now, Alamos Gold Inc. "Alamos"), as amended on May 17, 2022, January 19, 2023 and November 21, 2023, whereby the Company can acquire a 100% interest in the Manitou project by making \$7,000,000 in aggregate payments to Alamos, issuing 4,000,000 shares and funding a minimum of \$1,400,000 in exploration expenditures within three years of the execution date of the option agreement, as follows:

*Aggregate Payments:*

- On effective date – \$1,000,000 cash (paid)
- On effective date – 4,000,000 shares (issued with a fair value of \$1,000,000)
- On or prior to January 31, 2023 – \$500,000 cash (paid January 30, 2023)
- On or prior to December 31, 2023 – \$1,500,000 payable as \$500,000 cash and \$1,000,000 in shares if the Company completes an initial public offering ("IPO") before the due date.
- On second anniversary – \$2,000,000 payable as 50% cash and 50% shares if the Company completes an IPO before the due date.
- On third anniversary – \$2,000,000 payable as 50% cash and 50% shares if the Company completes an IPO before the due date.

Shares issuances are contingent of the Company completing an IPO.

*Minimum exploration expenditures:*

- On or prior to December 31, 2023 \$600,000
- On or prior to the second anniversary \$400,000
- On or prior to the third anniversary \$400,000

Upon exercising the option on the Manitou property, Alamos will retain a 1% net smelter return royalty ("NSR"), one-half of which may be purchased, aside from certain claims, for a cash payment of \$500,000.

The property is subject to net smelter return royalties in amounts ranging from 0.125% to 2.5% on certain mining claims and a one-time payment of \$2,000,000 in the event a National Instrument 43-101 technical report indicates a measured and indicated mineral resource of or exceeding 2,000,000 gold ounces or gold equivalent ounces on certain mining claims comprising the Manitou property.

Applicable to certain claims known as the Kenwest patented claims within the Manitou property, two 0.25% NSR's were granted (each a "Goldspot Royalty"). Upon commercial production, the holders of each Goldspot Royalty must pay \$500,000 to enact the Goldspot Royalty. In addition, two options (each a "Goldspot Option") to purchase a separate 0.25% NSR on certain claims known as Canamerica and Sherridon was granted. Each Goldspot Option is exercisable for \$500,000.

## 9. SHARE CAPITAL

(a) Authorized share capital

Unlimited number of common and preferred shares without par value.

(b) Issued and outstanding

As at September 30, 2023, the issued share capital was comprised of 33,827,234 (December 31, 2022 – 21,124,575) common shares.

During the nine months ended September 30, 2023, the Company issued common shares as follows:

- On May 1, 2023, the Company completed a private placement financing and issued 4,500,000 common shares of the Company at a price of \$0.10 per share for total proceeds of \$450,000.
- On April 3, 2023, the Company completed a private placement financing and issued 3,927,659 common shares of the Company at a price of \$0.10 per share for total proceeds of \$392,766. The Company incurred shares issuance costs of \$11,214.
- On March 1, 2023, the Company issued 625,000 common shares with a fair value of \$62,500 in relation to the acquisition of the Company's interest in the Tremblay Property (Note 7(a)).
- On January 27, 2023, the Company completed a private placement financing and issued 3,650,000 common shares of the Company at a price of \$0.10 per share for total proceeds of \$365,000. The Company incurred shares issuance costs of \$8,102.

During the year ended December 31, 2022, the Company issued common shares as follows:

- On December 6, 2022, the Company issued 80,000 common shares with a fair value of \$20,000 in relation to exploration and evaluation expenses incurred during the year ended December 31, 2022.
- On November 21, 2022, the Company completed a private placement financing and issued 954,574 common shares of the Company at a price of \$0.25 per share for total proceeds of \$238,644. The Company incurred shares issuance costs of \$1,409.
- On November 2, 2022, the Company completed a private placement financing and issued 200,000 common shares of the Company at a price of \$0.25 per share for total proceeds of \$50,000. The Company incurred shares issuance costs of \$1,723.
- On April 20, 2022, the Company issued 4,000,000 common shares with a fair value of \$1,000,000 in relation to the acquisition of the Company's interest in the Manitou Property (Note 7(b)).

## 9. SHARE CAPITAL (cont'd...)

### (b) Issued and outstanding (cont'd...)

- On April 14, 2022, the Company completed a private placement financing and issued 80,000 common shares of the Company at a price of \$0.25 per share for total proceeds of \$20,000.
- On April 13, 2022, the Company completed a private placement financing and issued 2,060,000 common shares of the Company at a price of \$0.25 per share for total proceeds of \$515,000. The Company incurred shares issuance costs of \$6,722.
- On April 1, 2022, the Company completed a private placement financing and issued 3,150,000 units (each a "Unit") at \$0.10 per Unit for gross proceeds of \$315,000. Each Unit was comprised of one common share of the Company and one-half a share purchase warrant. Each full warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.15 for a period of three years. The Company incurred shares issuance costs of \$11,041.
- On February 28, 2022, the Company issued 800,000 common shares with a fair value of \$40,000 in relation to the acquisition of the Company's interest in the Tremblay Property (Note 7(a)).

### (c) Stock options

On April 4, 2023, the Company's board of directors adopted a stock option plan (the "Stock Option Plan") whereby it can grant incentive stock options to directors, officers, employees, and technical consultants of the Company. The maximum numbers of shares that may be reserved for issuance under the Stock Option Plan is limited to 10% of the issued common shares of the Company at any time. The vesting period for all options is at the discretion of the Board of Directors. The exercise price will be set by the Board of Directors at the time of grant and cannot be less than the discounted market price of the Company's common shares.

The Stock Option Plan provides that the number of common shares that may be reserved for the issuance to any one individual upon exercise of all stock options held by such an individual may not exceed 5% of the issued common shares, if the individual is a director or officer, or 2% of the issued common shares, if the individual is a consultant or engaged in providing investor relations services, on a yearly basis. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

As at September 30, 2023, the Company has no stock options outstanding (December 31, 2022 - Nil).

**DRYDEN GOLD CORP.**  
NOTES TO THE FINANCIAL STATEMENTS  
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**9. SHARE CAPITAL (cont'd...)**

(d) Warrants

As at September 30, 2023 and December 31, 2022, the following share purchase warrants were outstanding:

Expiry Date	Exercise Price	September 30, 2023	December 31, 2022
December 30, 2024	\$0.15	1,900,000	1,900,000
April 1, 2025	\$0.15	1,575,000	1,575,000
Total		3,475,000	3,475,000

**10. 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. 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.

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has identified its directors and officers as its key management personnel and the compensation costs for key management personnel and companies related to them are recorded at their exchange amounts as agreed upon by transacting parties.

During the nine months ended September 30, 2023, \$93,500 (nine months ended September 30, 2022 - \$Nil) was paid to two officers for professional fees.

During the three months ended September 30, 2023, \$74,000 (three months ended September 30, 2022 - \$Nil) was paid to two officers for professional fees.

On July 1, 2023, the Company entered into a consulting services agreement with the CEO whereby the CEO agreed to defer his annual consulting fees of \$220,000 for no less than 18 months (the "CEO Deferral"). After 18 months, the CEO may choose to:

- a. Withdraw the balance of the CEO Deferral in 12 monthly installments; or
- b. Continue the deferral for a minimum of three months.

As at September 30, 2023, \$55,000 was due to related parties (December 31, 2022 - \$Nil), which includes \$55,000 of deferred compensation.

## 11. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

For the nine months ended September 30,	2023	2022
Significant non-cash investing activities consisted of:		
Common shares issued for mineral properties	\$ 62,500	\$ 1,040,000

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## 12. SEGMENT INFORMATION

The Company has one reportable operating segment, the acquisition and exploration of mineral properties in one geographic location: Canada.

## 13. FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

### Market Risk

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk and are disclosed as follows:

#### (i) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollars. As at September 30, 2023, the Company is not exposed to currency risk.

#### (ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

#### (iii) Price rate risk

The Company has no exposure to price risk with respect to equity prices as the Company is not listed. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

### **13. FINANCIAL INSTRUMENTS (cont'd...)**

#### **Credit Risk**

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. Management believes that the credit risk related to its cash is negligible.

#### **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At September 30, 2023, the Company has no sources of revenue but has a cash balance of \$573,867 (December 31, 2022 - \$202,532) to settle current liabilities of \$58,031 (December 31, 2022 - \$27,269). As such, management feels the Company has sufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year. The Company's exposure to liquidity risk is currently negligible, however, the Company has no source of revenue and will require additional equity financings in the future.

#### **Fair Value Measurements**

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.

As at September 30, 2023 the Company's financial instruments consist of cash and accounts payable and accrued liabilities. Cash is classified as fair value using Level 1 measurement. Accounts payable and accrued liabilities are classified as amortized cost. The fair value of accounts payable and accrued liabilities approximates its carrying value because of the short-term nature of the instruments.

**DRYDEN GOLD CORP.**

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

(Expressed in Canadian Dollars)

(Unaudited)

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**14. EVENTS AFTER THE REPORTING PERIOD**

- On October 30, 2023, the Company entered into an amalgamation agreement with 1317223 B.C. LTD. pursuant to which the Company will amalgamate with 1317223 B.C. LTD. and continue as one corporation (Note 5).
- On October 21, 2023, the Company granted 3,100,000 incentive stock options to directors, officers and consultants with an exercise price of \$0.15 that are exercisable for five years from the date of grant. The stock options vest over a two-year period: 20% on the date of grant and 20% every six months thereafter.
- On October 20, 2023, the Company completed a private placement financing and issued 10,478,659 shares of the Company at a price of \$0.10 per share for total proceeds of \$1,047,866, of which \$438,541 was received during the period ended September 20, 2023 and presented as subscriptions received.
- On October 18, 2023, the Company entered into a purchase agreement with Cross River Ventures Corp. (“Cross River”), whereby the Company can acquire a 100% interest in certain mining claims by making \$200,000 in aggregate cash payments and issuing 400,000 shares to Cross River as follows:

*Cash payments:*

- On closing – \$175,000 cash payment (paid),
- By November 30, 2023 - \$25,000 cash payment (“Final Payment”).

*Share payment:*

- At the time of making the Final Payment – 400,000 shares.

*Royalty:*

- Applicable to certain claims within the Cross River claims, a 1.5% NSR was granted (“Manitou Fault Royalty”), of which 50% can be purchased for a cash payment of \$500,000.
- Applicable to certain claims within the Cross River claims, a 1.5% NSR was granted (“Lower Manitou Royalty”), of which 50% can be purchased for a cash payment of \$500,000.

On November 21, 2023, the Company entered into an amending agreement with Cross River whereby the total aggregate cash payments were reduced to \$175,000. Subsequently the agreement was terminated.

- On October 13, 2023, the Company entered into a purchase and sale agreement with the Gold Cliff Partners to acquire a 100% interest in certain mining claims in the Gold Rock Mining District of Ontario, Canada. The Company acquired its 100% interest by paying \$40,000 cash (paid) and by issuing 50,000 shares (issued) to the Gold Cliff Partners.

**APPENDIX "C"**  
**FINANCIAL STATEMENTS OF 223**

See attached.

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**1317223 B.C. LTD.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023**

(Expressed in Canadian Dollars)

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## **INTRODUCTION**

This Management's Discussion and Analysis ("MD&A") is an overview of the activities of 1317223 B.C. LTD (the "Company" or "223 BC") for the nine months ended September 30, 2023. The MD&A is intended to help the reader understand the Company's operations, financial performance and present and future business environment. The MD&A should be read in conjunction with the interim financial statement and related notes thereto of the Company for the nine months ended September 30, 2023, the audited financial statements and related notes thereto of the Company for the year ended December 31, 2022, which were prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars.

The date of this MD&A is November 22, 2023.

Additional information regarding the Company can be found on the Company's page at [www.sedarplus.ca](http://www.sedarplus.ca).

## **FORWARD LOOKING STATEMENTS**

*This MD&A contains certain forward-looking statements or forward-looking information within the meaning of applicable Canadian securities laws. All statements and information, other than statements of historical fact, included in or incorporated by reference into this MD&A are forward-looking statements and forward-looking information, including, without limitation, statements regarding activities, events or developments that we expect or anticipate may occur in the future. Such forward-looking statements and information can be identified by the use of forward-looking words such as "will", "expect", "intend", "plan", "estimate", "anticipate", "believe" or "continue" or similar words and expressions or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which such forward-looking statements and information are based will occur or, even if they do occur, will result in the performance, events or results expected.*

*The forward-looking statements and forward-looking information reflect the current beliefs of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors which could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed in or implied by the forward-looking statements. This forward-looking information includes estimates, forecasts, plans, priorities, strategies and statements as to the Company's current expectations and assumptions concerning, among other things, ability to access sufficient funds to carry on operations, compliance with current or future regulatory regimes, particularly in the case of ambiguities, financial and operational performance and prospects, collection of receivables, anticipated conclusions of negotiations to acquire projects or investments, our ability to attract and retain skilled staff and consultants, expectations of market prices and costs, expansion plans and objectives, requirements for additional capital, the availability of financing, and the future development and costs and outcomes of the Company's projects or investments. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause actual results to vary materially.*

*We caution readers of this MD&A not to place undue reliance on forward-looking statements and information contained herein, which are not a guarantee of performance, events or results and are subject to a number of risks, uncertainties and other factors that could cause actual performance, events or results to differ materially from those expressed or implied by such forward-looking statements and information. These factors include: unanticipated future operational difficulties (including cost escalation, unavailability of materials and equipment, industrial disturbances or other job action and unanticipated events related to health, safety and environmental matters); social unrest; failure of counterparties to perform their contractual obligations; changes in priorities, plans, strategies and prospects; general economic, industry, business and market conditions; disruptions or changes in the credit or securities markets; changes in law, regulation, or application and interpretation of the same; the ability to implement business plans and strategies, and to pursue business opportunities; rulings by courts or arbitrators, proceedings and investigations; inflationary pressures; and various other events, conditions or circumstances that could disrupt the Company's priorities, plans, strategies and prospects including those detailed from time to time in the Company's reports and public filings with the Canadian securities administrators, filed on [www.sedarplus.ca](http://www.sedarplus.ca).*

**1317223 B.C. LTD.**  
**Management Discussion and Analysis**  
**For the Nine Months Ended September 30, 2023**  
(Expressed in Canadian Dollars)

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*This information speaks only as of the date of this MD&A. The Company undertakes no obligation to revise or update forward-looking information after the date of this document, nor to make revisions to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws or the policies of the TSX-V exchange.*

## **THE COMPANY**

1317223 B.C. LTD. (“223 BC” or “the Company”) was incorporated under the Business Corporations Act of British Columbia on July 27, 2021. The Company is a reporting issuer but does not trade on stock exchange.

The Company’s current business is to comply with all reporting requirements while endeavoring to find, acquire and finance a suitable business or project.

On December 17, 2021, 1289625 B.C. Ltd. (“625 BC”) completed a plan of arrangement whereby 625 BC spun off each of its subsidiaries including 1317223 B.C. LTD.

Under the statutory plan of arrangement (“Plan of Arrangement”), each 625 BC shareholder received one hundred thousand (100,000) common shares of 1317223 B.C. LTD. in exchange for each existing common share of 625 BC (the “Distributed Securities”) resulting in total common shares issued under the plan of arrangement of 3,875,000.

As a result of completing the Plan of Arrangement, 1317223 B.C. LTD. became a separate reporting issuer and 625 BC holds no interest in the Company.

## **RECENT EVENTS**

On April 12, 2023, the Company issued 750,000 shares for a gross proceed of \$75.

Dryden Gold Corp. (“Dryden Gold”) entered into an amalgamation agreement dated October 30, 2023 (the “Definitive Agreement”) with 1317223 B.C. LTD. (“223”) pursuant to which Dryden Gold will amalgamate (the “Amalgamation”) with 223 and continue as one corporation (the “Transaction”), being the “Resulting Issuer”. As a result of the Transaction, the securityholders of 223 and Dryden Gold will become securityholders of the Resulting Issuer. Upon completion of the Transaction, the Resulting Issuer (to be named “Dryden Gold Corp.”) will carry on the business of Dryden Gold, as described herein.

## **SELECTED ANNUAL INFORMATION**

		<b>For the year ended December 31, 2022</b>		<b>From incorporation on July 27, 2021 to December 31, 2021</b>
Net Loss	\$	(19,756)	\$	(32,659)
Total Assets	\$	2,048	\$	1,475
Total Liabilities	\$	(54,075)	\$	(33,746)
Loss per Share	\$	(0.01)	\$	(0.01)
Weighted Average Number of Shares Outstanding		3,875,000		3,625,000

## **DISCUSSION OF RESULTS AND OPERATIONS**

### Net loss for the three months ended September 30, 2023

Net loss and comprehensive loss were \$4,865 (2022 - \$5,267). The primary contributors were audit fees, professional fees and regulatory fees.

### Net loss for the nine months ended September 30, 2023

Net loss and comprehensive loss were \$18,298 (2022 - \$8,913). The primary contributors were audit fees, professional fees and regulatory fees.

## **LIQUIDITY AND CAPITAL RESOURCES**

The Company had a working capital deficit of \$70,250 as at September 30, 2023 (December 31, 2022 - \$52,027). The Company does not have revenues from operations and relies on outside funding for its continuing financial liquidity. The Company will need additional financing in order to continue operations.

Management cautions that the Company's ability to raise additional funding is not certain. Additional funds will be required in order to pursue the Company's current business plans. An inability to raise additional funds would adversely impact the future assessment of the Company as a going concern.

## **OFF BALANCE SHEET ARRANGEMENTS**

The Company has not entered into any off-balance sheet arrangements.

## **RELATED PARTY DISCLOSURES**

As at September 30, 2023, an amount of \$69,496 (December 31, 2022 - \$48,039) is included as due to a related party as reimbursement for expenses incurred on behalf of the Company by its related party, 625 BC. These amounts are due upon demand.

## **PROPOSED TRANSACTION**

There is no proposed transaction as of the date of this MD&A.

## **CHANGES IN ACCOUNTING POLICIES**

The Company has applied the same accounting policies as set out in Note 2 of the audited financial statements for the year ended December 31, 2022.

## **Changes in Internal Controls over Financial Reporting**

There have been no changes in the Company's internal controls over financial reporting during the period ended September 30, 2022, that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

## **FINANCIAL INSTRUMENTS**

For financial instruments held by the Company, management classifies accounts payable and accrued liabilities and amounts due to a related party at amortized cost.

### **a) Fair value of financial instruments**

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.

As at September 30, 2023, the Company believes that the carrying value of accounts payables and amounts due to a related party approximates their fair value because of their nature and relatively short maturity date or duration.

### **b) Management of risks arising from financial instruments**

Discussions of risks associated with financial assets and liabilities are detailed below:

#### *Credit risk*

Credit risk is the risk associated with the counterparty's inability to fulfil its payment obligations. The Company is not exposed to credit risk.

#### *Interest rate risk*

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize such a loss is limited because the Company has no interest-bearing financial instruments.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions as they come due. As at September 30, 2023, the Company had a net working capital deficiency of \$70,250 (December 31, 2022- \$52,027). All of the Company's current liabilities are expected to be settled within the next 12 months.

## **RISKS AND UNCERTAINTIES**

### ***Risk Factors – General***

The Company is focused on gaining exposure to commodity prices by making strategic investments in mining interests, including royalties, streams, debt and equity investments in mining companies. 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, which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations of metal prices, the proximity and capacity of milling facilities, mineral markets, processing reagents and equipment, and such other factors as

**1317223 B.C. LTD.**  
**Management Discussion and Analysis**  
**For the Nine Months Ended September 30, 2023**  
(Expressed in Canadian Dollars)

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government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environment protection, the combination of which factors may result in the Company not receiving an adequate return on investment.

**OUTSTANDING COMMON SHARES DATA**

The following section updates the outstanding share data provided in the audited financial statements for the nine months ended September 30, 2023.

	Number of Shares
Common Shares outstanding as at November 22, 2023	4,625,000

**APPENDIX "D"**

**PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER  
(UNAUDITED)**

See attached.

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# **DRYDEN GOLD CORP.**

**Pro-Forma Consolidated Financial Statements**

**For the period ended September 30, 2023 (Unaudited)**

**(Prepared by Management)**

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**1317223 B.C. LTD. AND DRYDEN GOLD CORP.**

## PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2023

(Expressed in **Canadian** Dollars – Unaudited)

	<b>Note</b>	<b>1317223 B.C. Ltd.</b> As at September 30, 2023	<b>Dryden Gold Corp.</b> As at September 30, 2023	<b>Pro forma Adjustments</b>	<b>Pro-forma Consolidated</b> As at September 30, 2023
<b>ASSETS</b>					
<b>Current assets</b>					
Cash	2(a), 2(b), 2(c), 2(f), 2(g)	\$ 71	\$ 573,867	\$ 5,198,055	\$ 5,771,993
Receivables		3,674	49,563	-	53,237
Prepaid expenses		-	115,619	-	115,619
Total current assets		3,745	739,049	5,198,055	5,940,849
<b>Non-current assets</b>					
Exploration and evaluation assets	2 (f)	-	2,740,143	45,000	2,785,143
Total non-current assets		-	2,740,143	45,000	2,785,143
<b>TOTAL ASSETS</b>		<b>\$ 3,745</b>	<b>\$ 3,479,192</b>	<b>5,243,055</b>	<b>\$ 8,725,992</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>Current liabilities</b>					
Accounts payable and accrued liabilities		\$ 4,499	\$ 58,031	\$ -	\$ 62,530
Due to related parties	2(d)	69,496	-	(69,496)	-
Deferred compensation		-	55,000	-	55,000
Total liabilities		73,995	113,031	(69,496)	117,530
<b>Shareholders' equity</b>					
Share capital	2(a), 2(b), 2(c), 2(d), 2(f), 2 (h)	463	3,847,395	7,095,716	10,943,574
Subscriptions received	2(a)	-	438,541	(438,541)	-
Reserves	2 (b), 2 (e)	-	-	249,881	249,881
Deficit	2(c), 2 (e), 2(g)	(70,713)	(919,775)	(1,594,505)	(2,584,993)
Total shareholders' equity		(70,250)	3,366,161	5,312,551	8,608,462
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>\$ 3,745</b>	<b>\$ 3,479,192</b>	<b>\$ 5,243,055</b>	<b>\$ 8,725,992</b>

**1317223 B.C. LTD. AND DRYDEN GOLD CORP.**  
PRO-FORMA CONSOLIDATED STATEMENTS OF EQUITY  
AS AT SEPTEMBER 30, 2023  
(Expressed in **Canadian** Dollars – Unaudited)

	Note	Number of shares #	Share capital \$	Reserves \$
<b>1317223 B.C. LTD.</b>				
Balance as at September 30, 2023		4,625,000	463	-
<b>Dryden Gold Corp.</b>				
Balance as at September 30, 2023		33,827,234	3,847,395	-
Elimination of pre-acquisition 1317223 B.C. Ltd..	2 (c)	(4,625,000)	(463)	-
Common Shares issued to 1317223 B.C. Ltd. Shareholders	2 (c)	6,666,660	1,000,000	-
Common Shares issued to 1317223 B.C. Ltd. Related Parties	2 (d)	439,553	69,496	-
1317223 B.C. Ltd. concurrent financing	2 (h)	29,000	4,350	-
Shares issued for Dryden Gold Corp. private placement	2 (a)	10,478,659	1,047,866	-
Shares issued for private placement	2 (b)	31,353,935	5,078,700	-
Share issuance costs on private placement	2 (b)	-	(109,233)	29,913
Exploration and evaluation acquisitions	2 (f)	50,000	5,000	-
Share-based payments	2 (e)	-	-	219,968
Balance as at September 30, 2023		82,845,041	10,943,574	249,881

## 1317223 B.C. LTD. AND DRYDEN GOLD CORP.

### NOTES TO PRO-FORMA CONSOLIDATED FINANCIAL STATEMENTS

AS AT SEPTEMBER 30, 2023

(Expressed in Canadian Dollars – Unaudited)

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#### 1. BASIS OF PRESENTATION

The unaudited pro-forma consolidated statement of financial position has been prepared by management for disclosure in the Filing Statement of 1317223 B.C. Ltd. (the “223”) dated December 27, 2023.

On October 30, 2023, Dryden Gold Corp. (the “Company” or “Dryden”) entered into an amalgamation agreement (the “Definitive Agreement”) with 223 pursuant to which the Company will amalgamate with 223 and continue as one corporation (the “Transaction”), being the “Resulting Issuer”. As a result of the Transaction, the securityholders of 223 and the Company will become securityholders of the Resulting Issuer.

The Company anticipates that the Transaction will enable the Resulting Issuer to meet the initial listing requirements of the TSX Venture Exchange (“TSXV”) for a “Tier 2 Mining Issuer” (as such term is defined in the policies of the TSXV).

In connection with the Transaction, the Company will use commercially reasonable efforts to complete a non-brokered private placement of 24,524,665 units (“Units”) at a price of \$0.15 per Unit for gross proceeds of \$3,678,700. The Company will also use commercially reasonable efforts to complete a flow-through private placement of 6,829,270 units (“FT-Units”) at a price of \$0.205 per FT-Unit for gross proceeds of \$1,400,000, for total aggregate gross proceeds of \$5,078,700 (collectively, the “Offering”). Each Unit and FT-Unit will be comprised of one common share and one common share purchase warrant, with each warrant exercisable to acquire a common share at a price of \$0.30 per common share for a period of two years.

It is expected that the Company will pay certain arm’s length eligible persons (each a “Finder”) a cash finder’s fee equal to 6.0% of the aggregate gross proceeds of the Offering. In addition, the Company will issue to such Finders, finder’s warrants (the “Finder’s Warrants”) exercisable to acquire that number of Resulting Issuer shares as is equal to 6.0% of the aggregate number of Units issued pursuant to the Offering. Each Finder’s Warrant shall be exercisable to acquire one Resulting Issuer share at a price of \$0.30 for a period of two years following the closing of the Offering.

The unaudited pro-forma consolidated statement of financial position (“Pro-Forma Statement of Financial Position”) of Dryden gives effect to the Transaction as described above. In substance, the Transaction involves Dryden shareholders obtaining control of the Company. The Pro-Forma Statement of Financial Position gives effect to the acquisition of Dryden’s outstanding common shares by the Company as a reverse takeover that does not constitute a business for accounting purposes. Dryden is deemed to be the acquiring company and its assets, liabilities, equity and historical operating results are included at their historical carrying values. The net assets of the Company will be recorded at fair value as at the Transaction date with any excess recorded as a public company listing expense. All of the Company’s deficit and other equity balances prior to the Transaction are eliminated.

This unaudited pro-forma consolidated financial statements have been compiled in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”), using the significant accounting policies on a basis consistent with the Company’s accounting policies.

The unaudited pro-forma consolidated financial statements are not necessarily indicative of the financial position or results of operations which would have resulted if the combination had actually occurred as set out in Note 2.

**1. BASIS OF PRESENTATION (continued)**

The unaudited pro-forma consolidated financial statements has been derived from and should be read in in conjunction with the following:

- i) The unaudited financial statements of 223 as at and for the nine months ended September 30, 2023;
- ii) The unaudited financial statements of Dryden as at and for the nine months ended September 30, 2023; and
- iii) The additional information set out in Notes 2 and 3 of this unaudited pro-forma consolidated statement of financial position.

The unaudited pro-forma consolidated statement of financial position as at September 30, 2023 has been prepared assuming the Transaction and associated financings as described in Note 2 closed on September 30, 2023.

It is management’s opinion that the unaudited pro-forma consolidated statement of financial position includes all adjustments necessary for the fair presentation of the Transaction. The unaudited pro-forma consolidated statement of financial position is not intended to reflect the financial position or results of operations of the Company, which would have actually resulted had the Transaction been affected on the dates indicated. Actual amounts recorded upon consummation of the Transaction will differ from those recorded in the unaudited pro-forma consolidated statement of financial position and the differences may be material.

**2. PRO-FORMA TRANSACTIONS**

The unaudited pro-forma consolidated financial statements were prepared based on the following assumptions:

- a. Dryden completed a non -brokered private placement for gross proceeds of \$1,047,866 through the sale of 10,478,659 common shares at a price of \$0.10 per common share.
- b. In conjunction with closing of the Transaction, the Resulting Issuer plans to undertake a private placement financing of 24,524,665 Units at \$0.15 per Unit and a flow-through private placement financing of 6,829,270 FT-Units for combined total proceeds of \$5,078,700. Each Unit and FT Unit consists of one common share of the Resulting Issuer and one share purchase warrant of the Resulting Issuer. Each share purchase warrant is exercisable into one common share of the Resulting Issuer at an exercise price of \$0.30 per share for a period of two years.

Share issuance costs are estimated to be \$79,320 cash and 528,800 finders’ warrants at an exercise price of \$0.30 with an expiry dated of two years from issuance. The fair value of the finders’ warrants are valued at \$29,913 on the grant date using the Black-Scholes option model with the following weighted average variables: risk-free interest rate of 4.87%, expected option life of 2 years, expected stock price volatility of 100% and expected dividend rate of 0%.

**2. PRO-FORMA TRANSACTIONS (continued)**

- c. As a result of the Transaction, a listing expense of \$1,270,250 has been recorded. The consideration is allocated to the fair value of the net assets acquired, as per below, with the remainder being allocated to listing expense. As the Transaction is considered an asset acquisition, there is no goodwill and no deferred income tax considerations.

The preliminary allocation of estimated consideration transferred as at result of the Transaction is subject to change and is summarized as follows:

<b>Purchase Price</b>		
4,625,000 common shares adjusted to 6,666,660 common shares of the Company converted at \$0.15	\$	1,000,000
Transaction costs		200,000
<b>Total Purchase Price</b>	<b>\$</b>	<b>1,200,000</b>
<b>Allocation of Purchase Price</b>		
Fair value of net liabilities of acquired entity	\$	(70,250)
Listing expense		1,270,250
<b>Total Allocation of Purchase Price</b>	<b>\$</b>	<b>1,200,000</b>

The pro-forma adjustments and allocations of the estimated consideration transferred are based in part on estimates of the fair value of assets to be acquired and liabilities to be assumed. The final determination of the consideration transferred and the related allocation of the fair value of the Company's net assets to be acquired pursuant to the Transaction will ultimately be determined after the closing of the transactions. It is likely that the final determination of the consideration transferred and the related allocation of the fair value of the assets acquired, and liabilities assumed will vary from the amounts present in the Pro-Forma Statement of Financial Position and that those differences may be material. As part of the transaction, 6,666,660 share purchase warrants are to be issued to 223 with each warrant exercisable to acquire a common share at a price of \$0.30 per common share for a period of two years.

- d. In conjunction with the Transaction, the Resulting Issuer plans to settle 223's related party liability of \$69,496 by issuing 439,553 shares.
- e. Dryden issued 3,100,000 stock options valued at \$219,968 on the grant date using the Black-Scholes option model with the following weighted average variables: risk-free interest rate of 4.18%, expected option life of 5 years, expected stock price volatility of 100% and expected dividend rate of 0%.
- f. Dryden entered into a purchase and sale agreement to acquire a 100% interest in certain mining claims in the Gold Rock Mining District of Ontario, Canada. The Company acquired its 100% interest by paying \$40,000 cash and by issuing 50,000 shares valued at \$5,000.
- g. Dryden entered into a purchase agreement with Cross River Ventures Corp. ("Cross River") to acquire a 100% interest in certain mining claims by making \$200,000 in aggregated cash payments and issuing 400,000 shares. On November 21, 2023, the Company entered into an amending agreement with Cross River whereby the total aggregate cash payments were reduced to \$175,000 (paid). The agreement was subsequently terminated.
- h. In conjunction with the Transaction, 223 plans to close a concurrent financing of 29,000 shares at \$0.15 per share for total proceeds of \$4,350.

**1317223 B.C. LTD. AND DRYDEN GOLD CORP.**  
NOTES TO PRO-FORMA CONSOLIDATED FINANCIAL STATEMENTS  
AS AT SEPTEMBER 30, 2023  
(Expressed in **Canadian** Dollars – Unaudited)

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**2. PRO-FORMA TRANSACTIONS (continued)**

Below is the summary of total adjustments for each balance sheet item:

Cash	2(a)	\$ 1,047,866
	2(b)	5,078,700
	2(b)	(79,320)
	2(a)	(438,541)
	2(c)	(200,000)
	2(f)	(175,000)
	2(g)	(40,000)
	2(h)	4,350
		<u>5,198,055</u>
Exploration & evaluation assets	2(f)	40,000
	2(f)	5,000
		<u>45,000</u>
Due to related party	2(d)	<u>(69,496)</u>
Share capital	2(a)	1,047,866
	2(c)	999,537
	2(b)	5,078,700
	2(b)	(79,320)
	2(b)	(29,913)
	2(d)	69,496
	2(f)	5,000
	2(h)	4,350
		<u>7,095,716</u>
Subscriptions receivable	2(a)	<u>438,541</u>
Reserves	2(b)	29,913
	2(e)	219,968
		<u>249,881</u>
Deficit	2(c)	1,199,537
	2(e)	219,968
	2(g)	175,000
		<u>\$ 1,594,505</u>

**1317223 B.C. LTD. AND DRYDEN GOLD CORP.**  
NOTES TO PRO-FORMA CONSOLIDATED FINANCIAL STATEMENTS  
AS AT SEPTEMBER 30, 2023  
(Expressed in **Canadian** Dollars – Unaudited)

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**3. PRO FORMA SHARE PURCHASE WARRANTS**

As at September 30, 2023, the following share purchase warrants were outstanding:

Expiry Date	Exercise Price	September 30, 2023
December 30, 2024	\$0.15	1,900,000
April 1, 2025	\$0.15	1,575,000
September 30, 2025	\$0.30	38,549,395
Total		42,024,395

**4. PRO FORMA STOCK OPTIONS**

As at September 30, 2023, the following stock options were outstanding:

Expiry Date	Exercise Price	September 30, 2023
October 21, 2028	\$0.15	3,100,000
Total		3,100,000

**5. INCOME TAXES**

The pro-forma effective income tax rate that will be applicable to the operations of the resulting issuer of 27%.

**APPENDIX "E"**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF DRYDEN**

See attached.

# **DRYDEN GOLD CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023**

## **INTRODUCTION**

The following Management Discussion and Analysis (“MD&A”) of the operations, results, financial position and outlook of Dryden Gold Corp. (the “Company”) should be read in conjunction with the Company’s condensed interim financial statements for the period ended September 30, 2023 and the audited financial statements for the year ended December 31, 2022, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”). All financial results presented in this MD&A are expressed in Canadian dollars and are current as of November 24, 2023.

Additional information relevant to the Company’s activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com)

## **FORWARD LOOKING STATEMENTS**

This MD&A contains or may refer to certain statements that may be deemed “forward-looking statements”. Forward-looking statements include estimates and statements that describe the Company’s future development plans, objectives or goals, including words to the effect that the Company expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "anticipates", "believes", "could", "estimates", "expects", "may", "shall", "will", or "would". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Forward-looking statements are not a guarantee of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices for mineral commodities; exploration successes; new opportunities; continued availability of capital and financing; general economic, market or business conditions; and litigation, legislative, environmental or other judicial, regulatory, political and competitive developments. These and other factors should be considered carefully and readers should not place undue reliance on the Company’s forward-looking statements. Dryden Gold Corp. does not undertake to update any forward-looking statement that may be made from time to time by Management or on its behalf, except in accordance with applicable public disclosure rules and regulations. Readers are cautioned not to place undue reliance on forward looking statements.

This MD&A includes but is not limited to, forward looking statements regarding: the potential and planned exploration on the Company’s properties; the Company’s ability to meet its working capital needs for the next twelve months; the plans, costs, capital and timing of future exploration and development of the Company’s property interests.

## **DESCRIPTION OF BUSINESS**

Dryden Gold Corp. (the “Company” or “Dryden”) was incorporated under the Business Corporations Act (British Columbia) on November 19, 2021. The Company’s registered office is located at 25th floor, 700 West Georgia Street, Vancouver, BC V7Y 1K8.

The Company is an exploration and development stage natural resource company engaged in the evaluation, acquisition, exploration and development of natural resource projects. The Company is currently focused on gold projects near Dryden, Ontario, Canada.

The recoverability of costs capitalized to royalties and mineral properties and the Company’s future financial success is dependent upon the extent to which economic gold mineralized bodies can develop into producing entities and these producing entities can discover additional economic ore bodies. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine with any certainty. Many of the key factors for advancing the Company’s projects to production are dependent on outside factors, such as, obtaining the necessary rights and permitting which need to be granted from certain local and governmental agencies located in the jurisdictions that the Company operates in. Additional risk factors that may affect the financial success of the Company and its financial statements and the risk factors related to mineral exploration and development are set out under the heading “Risks and Uncertainties” listed below.

## **HIGHLIGHTS**

- On May 1, 2023, the Company completed a private placement financing and issued 4,500,000 common shares of the Company at a price of \$0.10 per share for total proceeds of \$450,000.
- On April 3, 2023, the Company completed a private placement financing and issued 3,927,659 common shares of the Company at a price of \$0.10 per share for total proceeds of \$392,766.
- On March 1, 2023, the Company issued 625,000 common shares with a fair value of \$62,500 in relation to the acquisition of the Company’s interest in the Tremblay Property.
- On January 30, the Company paid \$500,000 per the Manitou Property option agreement.
- On January 27, 2023, the Company completed a private placement financing and issued 3,650,000 common shares of the Company at a price of \$0.10 per share for total proceeds of \$365,000. The Company incurred shares issuance costs of \$8,102.
- As of September 30, 2023, the Company had cash and cash equivalents of \$573,867 and working capital of \$681,018.

***Subsequent to September 30, 2023:***

- On October 30, 2023, the Company entered into an amalgamation agreement (the “Definitive Agreement”) with 1317223 B.C. LTD. (“223”) pursuant to which the Company will amalgamate with 223 and continue as one corporation (the “Transaction”), being the “Resulting Issuer”. As a result of the Transaction, the securityholders of 223 and the Company will become securityholders of the Resulting Issuer.

The Company anticipates that the Transaction will enable the Resulting Issuer to meet the initial listing requirements of the TSX Venture Exchange (“TSXV”) for a “Tier 2 Mining Issuer” (as such term is defined in the policies of the TSXV).

In connection with the Transaction, the Company will use commercially reasonable efforts to complete a non-brokered private placement of 24,773,333 units (“Units”) at a price of \$0.15 per Unit for gross proceeds of \$3,716,000. The Company will also use commercially reasonable efforts to complete a flow-through private placement of 6,829,268 units (“FT-Units”) at a price of \$0.205 per FT-Unit for gross proceeds of \$1,400,000, for total aggregate gross proceeds of \$5,116,000 (collectively, the “Offering”). Each Unit and FT-Unit will be comprised of one common share and one common share purchase warrant, with each warrant exercisable to acquire a common share at a price of \$0.30 per common share for a period of two years.

It is expected that the Company will pay certain arm’s length eligible persons (each a “Finder”) a cash finder’s fee equal to 6.0% of the aggregate gross proceeds of the Offering. In addition, the Company will issue to such Finders, finder’s warrants (the “Finder’s Warrants”) exercisable to acquire that number of Resulting Issuer shares as is equal to 6.0% of the aggregate number of Units issued pursuant to the Offering. Each Finder’s Warrant shall be exercisable to acquire one Resulting Issuer share at a price of \$0.30 for a period of two years following the closing of the Offering.

The closing of the Transaction remains subject to certain approvals including shareholder and TSX approvals.

- On October 21, 2023, the Company granted 3,100,000 incentive stock options to directors, officers and consultants with an exercise price of \$0.15 that are exercisable for five years from the date of grant. The stock options vest over a two-year period: 20% on the date of grant and 20% every six months thereafter.
- On October 20, 2023, the Company completed a private placement financing and issued 10,478,659 shares of the Company at a price of \$0.10 per share for total proceeds of \$1,047,866.
- On October 18, 2023, the Company entered into a purchase agreement with Cross River Ventures Corp. (“Cross River”), whereby the Company can acquire a 100% interest in certain mining claims in Dryden, Ontario. Refer to Project Updates.
- On October 13, 2023, the Company entered into a purchase and sale agreement with the Gold Cliff Partners to acquire a 100% interest in certain mining claims in the Gold Rock Mining District of Ontario, Canada. Refer to Project Updates.

## PROJECT UPDATES

### Tremblay Project, Ontario, Canada

On February 8, 2022, the Company entered into a definitive option agreement with the Tremblay partners, as amended on February 16, 2022, whereby the Company can acquire a 100% interest in the Tremblay project by making \$625,000 in aggregate payments to the Tremblay partners and fund a minimum of \$1,200,000 in exploration expenditures within five years of the execution date of the option agreement, as follows:

#### *Annual Payments:*

- On effective date – \$75,000 cash payment (paid) and the issuance of 800,000 common shares (issued with a fair value of \$40,000).
- On first anniversary – \$100,000 payable at a minimum of 50% in shares with the remaining balance paid in cash (Subsequent to December 31, 2022, the Company paid \$37,500 cash and issued 625,000 shares with a fair value of \$62,500).
- On second anniversary – \$100,000 payable at a minimum of 50% in shares with the remaining balance paid in cash.
- On third anniversary – \$100,000 payable at a minimum of 50% in shares with the remaining balance paid in cash.
- On fourth anniversary – \$250,000 payable at a minimum of 50% in shares with the remaining balance paid in cash.

#### *Minimum exploration expenditures:*

- \$200,000 prior to the first anniversary
- \$200,000 prior to the second anniversary
- \$800,000 prior to the fourth anniversary

#### *Royalty:*

- Upon earning the 100% in the Tremblay property, the Tremblay partners will retain a 2% Net smelter royalty (“NSR”), of which 1% can be purchased by the Company for \$1,000,000.

During the year ended December 31, 2022, the Company staked additional claims for \$16,043.

## Manitou Project, Ontario, Canada

On April 20, 2022, the Company entered into a definitive option agreement with Manitou Gold Inc. (now, Alamos Gold Inc. “Alamos”), as amended on May 17, 2022, January 19, 2023 and November 21, 2023, whereby the Company can acquire a 100% interest in the Manitou project by making \$7,000,000 in aggregate payments to Alamos, issuing 4,000,000 shares and funding a minimum of \$1,400,000 in exploration expenditures within three years of the execution date of the option agreement, as follows:

### *Aggregate Payments:*

- On effective date – \$1,000,000 cash (paid)
- On effective date – 4,000,000 shares (issued with a fair value of \$1,000,000)
- On or prior to January 31, 2023 – \$500,000 cash (paid January 30, 2023)
- On or prior to December 31, 2023 – \$1,500,000 payable as \$500,000 cash and \$1,000,000 in shares if the Company completes an initial public offering (“IPO”) before the due date.
- On second anniversary – \$2,000,000 payable as 50% cash and 50% shares if the Company completes an IPO before the due date.
- On third anniversary – \$2,000,000 payable as 50% cash and 50% shares if the Company completes an IPO before the due date.

Shares issuances are contingent of the Company completing an IPO.

### *Minimum exploration expenditures:*

- On or prior to December 31, 2023 \$600,000
- On or prior to the second anniversary \$400,000
- On or prior to the third anniversary \$400,000

### *Royalties and one-time payment:*

Upon exercising the option on the Manitou property, Alamos will retain a 1% net smelter return royalty (“NSR”), one-half of which may be purchased, aside from certain claims, for a cash payment of \$500,000.

The property is subject to net smelter return royalties in amounts ranging from 0.125% to 2.5% on certain mining claims and a one-time payment of \$2,000,000 in the event a National Instrument 43-101 technical report indicates a measured and indicated mineral resource of or exceeding 2,000,000 gold ounces or gold equivalent ounces on certain mining claims comprising the Manitou property.

Applicable to certain claims known as the Kenwest patented claims within the Manitou property, two 0.25% NSR’s were granted (each a “Goldspot Royalty”). Upon commercial production, the holders of each Goldspot Royalty must pay \$500,000 to enact the Goldspot Royalty. In addition, two options (each a “Goldspot Option”) to purchase a separate 0.25% NSR on certain claims known as Canamerica and Sherridon was granted. Each Goldspot Option is exercisable for \$500,000.

### **Gold Cliff, Ontario, Canada**

On October 13, 2023, the Company entered into a purchase and sale agreement with the Gold Cliff Partners to acquire a 100% interest in certain mining claims in the Gold Rock Mining District of Ontario, Canada. The Company acquired its 100% interest by paying \$40,000 cash (paid) and by issuing 50,000 shares (issued) to the Gold Cliff Partners.

### **Cross River, Ontario, Canada**

On October 18, 2023, the Company entered into a purchase agreement with Cross River Ventures Corp. (“Cross River”), whereby the Company can acquire a 100% interest in certain mining claims by making \$200,000 in aggregate cash payments and issuing 400,000 shares to Cross River as follows:

*Cash payments:*

- On closing – \$175,000 cash payment (paid),
- By November 30, 2023 - \$25,000 cash payment (“Final Payment”).

*Share payment:*

- At the time of making the Final Payment – 400,000 shares.

*Royalty:*

- Applicable to certain claims within the Cross River claims, a 1.5% NSR was granted (“Manitou Fault Royalty”), of which 50% can be purchased for a cash payment of \$500,000.
- Applicable to certain claims within the Cross River claims, a 1.5% NSR was granted (“Lower Manitou Royalty”), of which 50% can be purchased for a cash payment of \$500,000.

On November 21, 2023, the Company entered into an amending agreement with Cross River whereby the total aggregate cash payments were reduced to \$175,000 (paid). The agreement was subsequently terminated.

## SELECTED ANNUAL INFORMATION

The following table summarizes information regarding the Company's operations on a yearly basis since inception in accordance with IFRS. The Company's reporting currency is Canadian dollars.

<b>Fiscal Year ended</b>	<b>Year ended December 31, 2022</b>	<b>From inception on November 19, 2021 to December 31, 2021</b>
Total revenue	\$nil	\$nil
Net loss	(\$282,441)	(\$1,841)
Basic loss per common share	(0.02)	(0.00)
Total assets	\$2,339,432	\$620,622
Total liabilities	\$27,269	\$203,766

## RESULTS OF OPERATIONS

### **Three months ended September 30, 2023, compared to the three months ended September 30, 2022.**

The Company recorded net loss of \$396,803 for the three months ended September 30, 2023 (the "current quarter") compared to a net loss of \$30,510 for the three months ended September 30, 2022 (the "prior quarter"), an increase of \$366,293, as explained in the following paragraphs.

- Consulting fees were \$78,573 higher in the current quarter (\$78,573) when compared to the prior quarter (\$nil). The Company entered into consulting agreements with two officers during the current year as a result of the Company's increased operations.
- Exploration expenses were \$188,081 higher in the current quarter (\$242,408) when compared to the prior quarter (\$54,327). The Company continues to prioritize exploration activities on its mineral properties.
- Professional fees were \$44,493 higher in the current quarter (\$47,745) when compared to the prior quarter (\$3,252). During the current quarter, the Company incurred additional legal fees relating to the company's proposed amalgamation and incurred audit fees relating to the preparation and completion of the company's first annual financial audits.
- Travel and promotion expenses were \$13,487 higher in the current quarter (\$13,487) when compared to the prior quarter (\$nil). The Company incurred travel and promotion expense in the current quarter as a result of increased operations and an increase in shareholder engagement activities.
- Recovery on settlement of flow through liability was \$27,163 lower in the current quarter (\$nil) when compared to the prior quarter (\$27,163). The Company's flow through liability relating to the issuance of flow-through shares was fully recovered during the year ended December 31, 2022.

**Nine months ended September 30, 2023, compared to the nine months ended September 30, 2022.**

The Company recorded a net loss of \$635,493 for the nine months ended September 30, 2023 (the “current year”) compared to a net loss of \$198,045 for the nine months ended September 30, 2022 (the “prior year”), an increase of \$437,448 as explained in the following paragraphs.

- Consulting fees were \$100,573 higher in the current year (\$100,573) when compared to the prior year (\$nil). The Company entered into consulting agreements with two officers during the current year as a result of the Company’s increased operations.
- Exploration expenses were \$13,215 higher in the current year (\$366,535) when compared to the prior year (\$353,320). The Company continues to prioritize exploration activities on its mineral properties.
- Professional fees were \$89,394 higher in the current year (\$110,501) when compared to the prior year (\$21,107). During the current year, the Company incurred additional legal fees relating to the company’s proposed amalgamation and incurred audit fees relating to the preparation and completion of the company’s first annual financial audits.
- Travel and promotion expenses were \$33,383 higher in the current year (\$33,383) when compared to the prior year (\$nil). The Company incurred travel and promotion expense in the current year as a result of increased operations and an increase in shareholder engagement activities.
- Recovery on settlement of flow through liability was \$176,660 lower in the current year (\$nil) when compared to the prior year (\$176,660). The Company’s flow through liability relating to the issuance of flow-through shares was fully recovered during the year ended December 31, 2022.

## ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The material components of exploration and evaluation expense are:

For the period ended	September 30, 2023	September 30, 2022
Exploration and evaluation costs		
Geological consulting	\$ 108,223	\$ 131,612
Geology	111,456	-
Drilling/assays	27,892	476
Geophysics	47,686	208,439
Field expense	22,094	4,649
Claim maintenance	26,469	-
Travel and camp costs	22,715	8,144
	\$ 366,535	\$ 353,320

### SUMMARY OF QUARTERLY RESULTS (unaudited)

The following table summarizes selected information from the Company's unaudited condensed interim consolidated financial statements, prepared in accordance with IFRS, for the last eight quarters.

#### For the quarters ended

	Sept 30 2023	Jun 30 2023	Mar 31 2023	Dec 31 2022
Total revenues	\$nil	\$nil	\$nil	\$nil
Loss for the quarter	\$(396,803)	\$(194,042)	\$(44,648)	\$(84,396)
Loss per share	(\$0.01)	(\$0.01)	(\$0.00)	(\$0.01)

#### For the quarters ended

	Sept 30 2022	Jun 30 2022	Mar 31 2022	Period From inception on November 19, 2021 to December 31, 2021
Total revenues	\$nil	\$nil	\$nil	\$nil
Loss for the quarter	\$(30,510)	\$(38,987)	\$(128,548)	\$(1,841)
Loss per share	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.00)

The Company earns interest income from its cash and cash equivalents, which will vary from period to period depending on the prevailing cash and cash equivalents balance in the period.

## LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2023, the Company had cash of \$573,867 and working capital of \$681,018. The Company has sufficient cash and cash equivalents to fund its operations for the next twelve months.

The Company's cash and cash equivalents are highly liquid and held at a major Canadian financial institution.

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	<b>Nine months ended September 30, 2023</b>	<b>Nine months ended September 30, 2022</b>
Operating activities	\$ (709,056)	\$ (371,718)
Investing activities	(546,600)	(1,091,043)
Financing activities	1,626,991	1,070,880
Total Change in Cash	371,335	(391,881)
Cash and Cash Equivalents, Beginning of the Period	202,532	620,030
Cash and Cash Equivalents, End of the Period	\$ 573,867	\$ 228,149

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### *Operating Activities*

During the period ended September 30, 2023, the Company incurred consulting fees of \$100,573, professional fees of 110,501 and incurred \$366,535 in exploration expenses.

### *Investing Activities*

During the period ended September 30, 2023, the Company expended \$546,600 relating to the acquisition of mineral properties.

### *Financing Activities*

During the period ended September 30, 2023, the Company completed private placements for total gross proceeds, net of issuance costs, of \$1,188,450 and had received \$438,541 in subscription receipts relating to a private placement that closed in October 2023.

## **TRANSACTIONS WITH RELATED PARTIES**

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

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has identified its directors and officers as its key management personnel and the compensation costs for key management personnel and companies related to them are recorded at their exchange amounts as agreed upon by transacting parties.

During the nine months ended September 30, 2023, \$93,500 (nine months ended September 30, 2022 - \$Nil) was paid to two officers for professional fees.

During the three months ended September 30, 2023, \$74,000 (three months ended September 30, 2022 - \$Nil) was paid to two officers for professional fees.

On July 1, 2023, the Company entered into a consulting services agreement with the CEO whereby the CEO agreed to defer his annual consulting fees of \$220,000 for no less than 18 months (the “CEO Deferral”). After 18 months, the CEO may choose to:

- a. Withdraw the balance of the CEO Deferral in 12 monthly installments; or
- b. Continue the deferral for a minimum of three months.

As at September 30, 2023, \$55,000 was due to related parties (September 30, 2022 - \$Nil), which includes \$55,000 of deferred compensation.

## **SHARE CAPITAL AND DISCLOSURE OF OUTSTANDING SHARE DATA**

At September 30, 2023, the authorized share capital was an unlimited number of common shares and there were 33,827,234 common shares issued and outstanding. As at the date of this MD&A the Company had 44,355,893 common shares issued and outstanding.

### **Stock Options**

On September 30, 2023, the Company had no stock options outstanding.

As of the date of this MD&A the Company had total stock options outstanding of 3,100,000.

### **Warrants**

On September 30, 2023, the Company had total warrants outstanding of 3,475,000.

As at the date of this MD&A the Company had total warrants outstanding of 3,475,000.

## **Outstanding share data**

As at the date of this report, the Company's fully diluted shares outstanding is as follows:

Common shares	44,355,893
Options	3,100,000
Warrants	3,475,000
<u>Fully diluted shares outstanding</u>	<u>50,930,893</u>

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements.

## **PROPOSED TRANSACTIONS**

On October 30, 2023, the Company entered into an amalgamation agreement (the "Definitive Agreement") with 1317223 B.C. LTD. ("223") pursuant to which the Company will amalgamate with 223 and continue as one corporation (the "Transaction"), being the "Resulting Issuer". As a result of the Transaction, the securityholders of 223 and the Company will become securityholders of the Resulting Issuer.

The Company anticipates that the Transaction will enable the Resulting Issuer to meet the initial listing requirements of the TSX Venture Exchange ("TSXV") for a "Tier 2 Mining Issuer" (as such term is defined in the policies of the TSXV).

In connection with the Transaction, the Company will use commercially reasonable efforts to complete a non-brokered private placement of 24,773,333 units ("Units") at a price of \$0.15 per Unit for gross proceeds of \$3,716,000. The Company will also use commercially reasonable efforts to complete a flow-through private placement of 6,829,268 units ("FT-Units") at a price of \$0.205 per FT-Unit for gross proceeds of \$1,400,000, for total aggregate gross proceeds of \$5,116,000 (collectively, the "Offering"). Each Unit and FT-Unit will be comprised of one common share and one common share purchase warrant, with each warrant exercisable to acquire a common share at a price of \$0.30 per common share for a period of two years.

It is expected that the Company will pay certain arm's length eligible persons (each a "Finder") a cash finder's fee equal to 6.0% of the aggregate gross proceeds of the Offering. In addition, the Company will issue to such Finders, finder's warrants (the "Finder's Warrants") exercisable to acquire that number of Resulting Issuer shares as is equal to 6.0% of the aggregate number of Units issued pursuant to the Offering. Each Finder's Warrant shall be exercisable to acquire one Resulting Issuer share at a price of \$0.30 for a period of two years following the closing of the Offering.

The closing of the Transaction remains subject to certain approvals including shareholder and TSX approvals.

## **CONTRACTUAL OBLIGATIONS**

The Company has no commitments, material capital lease agreements and no material long term obligations other than what has been previously stated in this MD&A.

## **RISKS AND UNCERTAINTIES**

The Company is in the mineral exploration and development business and has not commenced commercial operations and has no assets other than cash and mineral property agreements under option. It has no history of earnings, and it is not expected to generate earnings or pay dividends in the foreseeable future.

### **Precious and Base Metal Price Fluctuations**

The profitability of the precious and base metal operations in which the Company has an interest will be significantly affected by changes in the market prices of precious and base metals. Prices for precious and base metals fluctuate on a daily basis, have historically been subject to wide fluctuations and are affected by numerous factors beyond the control of the Company such as the level of interest rates, the rate of inflation, central bank transactions, world supply of the precious and base metals, foreign currency exchange rates, international investments, monetary systems, speculative activities, international economic conditions and political developments. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving adequate returns on invested capital or the investments retaining their respective values. Declining market prices for these metals could materially adversely affect the Company's operations and profitability.

### **Fluctuations in the Price of Consumed Commodities**

Prices and availability of commodities consumed or used in connection with exploration, development and mining, such as natural gas, diesel, oil, electricity, cyanide and other reagents fluctuate affecting the costs of exploration in our operational areas. These fluctuations can be unpredictable, can occur over short periods of time and may have a materially adverse impact on our operating costs or the timing and costs of various projects.

### **Competitive Conditions**

Significant competition exists for natural resource acquisition opportunities. As a result of this competition, some of which is with large, well established mining companies with substantial capabilities and significant financial and technical resources, the Company may be unable to either compete for or acquire rights to exploit additional attractive mining properties on terms it considers acceptable. Accordingly, there can be no assurance that the Company will be able to acquire any interest in additional projects that would yield reserves or results for commercial mining operations.

### **Operating Hazards and Risks**

Exploration activities may generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include, but are not limited to, the following: environmental hazards, industrial accidents, third party accidents, unusual or unexpected geological structures or formations, fires, power outages, labor disruptions, floods, explosions, cave-ins, land-slides, acts of God, periodic interruptions due to inclement or hazardous weather conditions, earthquakes, war, rebellion, revolution, delays in transportation, inaccessibility to property, restrictions of courts and/or government authorities, other restrictive matters beyond the reasonable control of the Company, and the inability to obtain suitable or adequate machinery, equipment or labor and other risks involved in the normal course of exploration activities.

Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious and base metals, any of which could result in work stoppages, delayed production and resultant losses, increased production costs, asset write downs, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damages. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may

elect not to insure. Any compensation for such liabilities may have a material, adverse effect on the Company's financial position.

### **Infrastructure**

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. The lack of availability of acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploitation or development of the Company's projects. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploitation or development of the Company's projects will be commenced or completed on a timely basis, if at all.

### **Exploration and Development**

There is no assurance given by the Company that its exploration and development programs and properties will result in the discovery, development or production of a commercially viable ore body resulting in a royalty that provides future income.

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.

The economics of developing silver, gold and other mineral properties are affected by many factors including capital and operating costs, variations of the tonnage and grade of ore mined, fluctuating mineral markets, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Depending on the prices of silver, gold or other minerals produced, the Company may determine that it is impractical to commence or continue commercial production. Substantial expenditures are required to discover an ore-body, to establish reserves, to identify the appropriate metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately foreseen or predicted, such as market fluctuations, conditions for precious and base metals, the proximity and capacity of milling and smelting facilities, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection. In order to commence exploitation of certain properties presently held under exploration concessions, it is necessary for the Company to apply for an exploitation concession. There can be no guarantee that such a concession will be granted. Unsuccessful exploration or development programs could have a material adverse impact on the Company's operations and profitability.

### **Business Strategy**

As part of the Company's business strategy, it has sought and will continue to seek new royalty opportunities as well as properties with exploration and development opportunities with the potential to generate royalties. In pursuit of such opportunities, it may fail to select appropriate acquisition candidates, negotiate appropriate acquisition terms, conduct sufficient due diligence to determine all related liabilities or to negotiate favorable financing terms. The Company may encounter difficulties in transitioning the business, including issues with the integration of the acquired businesses or its personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favorable terms, or that any acquisitions or business arrangements completed will ultimately benefit its business.

### **Environmental Factors**

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that any future changes in environmental regulation, will not adversely affect the Company's operations. The costs of compliance with changes in government regulations have the potential to reduce the profitability of future operations. Environmental hazards that may have been caused by previous or existing owners or operators may exist on the Company's mineral properties, but are unknown to the Company at the present.

### **Title to Assets**

Although the Company has or will receive title opinions for any properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such claims may be in doubt. The Company's claims may be subject to prior unregistered agreements or transfers, or native land claims, and title may be affected by unidentified or unknown defects. The Company has conducted as thorough an investigation as possible on the title of properties that it has acquired or will be acquiring to be certain that there are no other claims or agreements that could affect its title to the concessions or claims. If title to the Company's properties is disputed, it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company.

### **Uncertainty of Funding**

The Company has limited financial resources, and the mineral claims in which the Company has an interest or an option to acquire an interest require financial expenditures to be made by the Company. There can be no assurance that adequate funding will be available to the Company so as to exercise its option or to maintain its interests once those options have been exercised. Further exploration work and development of the properties in which the Company has an interest or option to acquire depend upon the Company's ability to obtain financing through joint venturing of projects, debt financing or equity financing or other means. Failure to obtain financing on a timely basis could cause the Company to forfeit all or parts of its interests in mineral properties or reduce or terminate its operations.

### **Agreements with Other Parties**

The Company has entered into agreements with other parties relating to the exploration of its properties. The Company may in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and the Company may have its interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the costs required to complete recommended programs.

### **Potential Conflicts of Interest**

The directors and officers of the Company may serve as directors and/or officers of other public and private companies and may devote a portion of their time to manage other business interests. This may result in certain conflicts of interest. To the extent that such other companies may participate in ventures in which the Company is also participating, such directors and officers of the Company may have a conflict of interest in negotiating and reaching an agreement with respect to the extent of each company's participation. The laws of British Columbia, Canada, require the directors and officers to act honestly, in good faith, and in the best interests of the Company and its shareholders. However, in conflict of interest situations, directors and officers of the Company may owe the same duty to another company and will need to balance the competing obligations and liabilities of their actions.

There is no assurance that the needs of the Company will receive priority in all cases. From time to time, several companies may participate together in the acquisition, exploration and development of natural resource properties, thereby allowing these companies to: (i) participate in larger properties and programs; (ii) acquire an interest in a greater number of properties and programs; and (iii) reduce their financial exposure to any one property or program. A particular company may assign, at its cost, all or a portion of its interests in a particular program to another affiliated company due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, it is expected that the directors and officers of the Company will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

### **Third Party Reliance**

The Company's rights to acquire interests in certain mineral properties may have been granted by third parties who themselves may hold only an option to acquire such properties. As a result, the Company may have no direct contractual relationship with the underlying property holder.

### **Assurance on Financial Statements**

We prepare our financial reports in accordance with accounting policies and methods prescribed by IFRS. In the preparation of financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies and practices are described in more detail in the notes to our consolidated financial statements for the years ended December 31, 2022 and 2021. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported, we have implemented and continue to analyze our internal control systems for financial reporting. Although we believe our financial reporting and consolidated financial statements are prepared with reasonable safeguards to ensure reliability, we cannot provide absolute assurance in that regard.

### **General Economic Conditions**

The unprecedented events in global financial markets during the last few years have had a profound effect on the global economy. Many industries, including the gold and silver mining industry, are affected by these market conditions. Some of the key effects of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability.

### **Substantial Volatility of Share Price**

In recent years, the securities markets have experienced a high level of price and volume volatility, and the securities of many mineral exploration companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The price of the Company's common shares is also likely to be significantly affected by short-term changes in mineral prices or in the Company's financial condition or results of operations as reflected in its quarterly financial reports.

### **Potential dilution of present and prospective shareholdings**

In order to finance future operations and development efforts, the Company may raise funds through the issue of common shares or the issue of securities convertible into common shares. The Company cannot predict the size of future issues of common shares or the issue of securities convertible into common shares or the effect, if any, that future issues and sales of the Company's common shares will have on the market price of its common shares. Any transaction involving the issue of shares, or securities convertible into shares, could result in dilution, possibly substantial, to present and prospective holders of shares.

### **CHANGES IN ACCOUNTING POLICIES AND FUTURE ACCOUNTING STANDARDS**

None.

### **FINANCIAL INSTRUMENTS**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

#### **Market Risk**

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk and are disclosed as follows:

##### **(i) Currency risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollars. As at September 30, 2023, the Company is not exposed to currency risk.

##### **(ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

##### **(iii) Price rate risk**

The Company has no exposure to price risk with respect to equity prices as the Company is not listed. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

## **Credit Risk**

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. Management believes that the credit risk related to its cash is negligible.

## **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At September 30, 2023, the Company has no sources of revenue but has a cash balance of \$573,867 (December 31, 2022 - \$202,532) to settle current liabilities of \$58,031 (December 31, 2022 - \$27,269). As such, management feels the Company has sufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year. The Company's exposure to liquidity risk is currently negligible, however, the Company has no source of revenue and will require additional equity financings in the future.

## **Fair Value Measurements**

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.

As at September 30, 2023 the Company's financial instruments consist of cash and accounts payable and accrued liabilities. Cash is classified as fair value using Level 1 measurement. Accounts payable and accrued liabilities are classified as amortized cost. The fair value of accounts payable and accrued liabilities approximates its carrying value because of the short-term nature of the instruments.

Additional information related to the Company is found on SEDAR at [www.sedar.com](http://www.sedar.com).

**APPENDIX "F"**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF 223**

See attached.

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**1317223 B.C. LTD.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023**

(Expressed in Canadian Dollars)

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## **INTRODUCTION**

This Management's Discussion and Analysis ("MD&A") is an overview of the activities of 1317223 B.C. LTD (the "Company" or "223 BC") for the nine months ended September 30, 2023. The MD&A is intended to help the reader understand the Company's operations, financial performance and present and future business environment. The MD&A should be read in conjunction with the interim financial statement and related notes thereto of the Company for the nine months ended September 30, 2023, the audited financial statements and related notes thereto of the Company for the year ended December 31, 2022, which were prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars.

The date of this MD&A is November 22, 2023.

Additional information regarding the Company can be found on the Company's page at [www.sedarplus.ca](http://www.sedarplus.ca).

## **FORWARD LOOKING STATEMENTS**

*This MD&A contains certain forward-looking statements or forward-looking information within the meaning of applicable Canadian securities laws. All statements and information, other than statements of historical fact, included in or incorporated by reference into this MD&A are forward-looking statements and forward-looking information, including, without limitation, statements regarding activities, events or developments that we expect or anticipate may occur in the future. Such forward-looking statements and information can be identified by the use of forward-looking words such as "will", "expect", "intend", "plan", "estimate", "anticipate", "believe" or "continue" or similar words and expressions or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which such forward-looking statements and information are based will occur or, even if they do occur, will result in the performance, events or results expected.*

*The forward-looking statements and forward-looking information reflect the current beliefs of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors which could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed in or implied by the forward-looking statements. This forward-looking information includes estimates, forecasts, plans, priorities, strategies and statements as to the Company's current expectations and assumptions concerning, among other things, ability to access sufficient funds to carry on operations, compliance with current or future regulatory regimes, particularly in the case of ambiguities, financial and operational performance and prospects, collection of receivables, anticipated conclusions of negotiations to acquire projects or investments, our ability to attract and retain skilled staff and consultants, expectations of market prices and costs, expansion plans and objectives, requirements for additional capital, the availability of financing, and the future development and costs and outcomes of the Company's projects or investments. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause actual results to vary materially.*

*We caution readers of this MD&A not to place undue reliance on forward-looking statements and information contained herein, which are not a guarantee of performance, events or results and are subject to a number of risks, uncertainties and other factors that could cause actual performance, events or results to differ materially from those expressed or implied by such forward-looking statements and information. These factors include: unanticipated future operational difficulties (including cost escalation, unavailability of materials and equipment, industrial disturbances or other job action and unanticipated events related to health, safety and environmental matters); social unrest; failure of counterparties to perform their contractual obligations; changes in priorities, plans, strategies and prospects; general economic, industry, business and market conditions; disruptions or changes in the credit or securities markets; changes in law, regulation, or application and interpretation of the same; the ability to implement business plans and strategies, and to pursue business opportunities; rulings by courts or arbitrators, proceedings and investigations; inflationary pressures; and various other events, conditions or circumstances that could disrupt the Company's priorities, plans, strategies and prospects including those detailed from time to time in the Company's reports and public filings with the Canadian securities administrators, filed on [www.sedarplus.ca](http://www.sedarplus.ca).*

**1317223 B.C. LTD.**  
**Management Discussion and Analysis**  
**For the Nine Months Ended September 30, 2023**  
(Expressed in Canadian Dollars)

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*This information speaks only as of the date of this MD&A. The Company undertakes no obligation to revise or update forward-looking information after the date of this document, nor to make revisions to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws or the policies of the TSX-V exchange.*

## **THE COMPANY**

1317223 B.C. LTD. (“223 BC” or “the Company”) was incorporated under the Business Corporations Act of British Columbia on July 27, 2021. The Company is a reporting issuer but does not trade on stock exchange.

The Company’s current business is to comply with all reporting requirements while endeavoring to find, acquire and finance a suitable business or project.

On December 17, 2021, 1289625 B.C. Ltd. (“625 BC”) completed a plan of arrangement whereby 625 BC spun off each of its subsidiaries including 1317223 B.C. LTD.

Under the statutory plan of arrangement (“Plan of Arrangement”), each 625 BC shareholder received one hundred thousand (100,000) common shares of 1317223 B.C. LTD. in exchange for each existing common share of 625 BC (the “Distributed Securities”) resulting in total common shares issued under the plan of arrangement of 3,875,000.

As a result of completing the Plan of Arrangement, 1317223 B.C. LTD. became a separate reporting issuer and 625 BC holds no interest in the Company.

## **RECENT EVENTS**

On April 12, 2023, the Company issued 750,000 shares for a gross proceed of \$75.

Dryden Gold Corp. (“Dryden Gold”) entered into an amalgamation agreement dated October 30, 2023 (the “Definitive Agreement”) with 1317223 B.C. LTD. (“223”) pursuant to which Dryden Gold will amalgamate (the “Amalgamation”) with 223 and continue as one corporation (the “Transaction”), being the “Resulting Issuer”. As a result of the Transaction, the securityholders of 223 and Dryden Gold will become securityholders of the Resulting Issuer. Upon completion of the Transaction, the Resulting Issuer (to be named “Dryden Gold Corp.”) will carry on the business of Dryden Gold, as described herein.

## **SELECTED ANNUAL INFORMATION**

		<b>For the year ended December 31, 2022</b>		<b>From incorporation on July 27, 2021 to December 31, 2021</b>
Net Loss	\$	(19,756)	\$	(32,659)
Total Assets	\$	2,048	\$	1,475
Total Liabilities	\$	(54,075)	\$	(33,746)
Loss per Share	\$	(0.01)	\$	(0.01)
Weighted Average Number of Shares Outstanding		3,875,000		3,625,000

## **DISCUSSION OF RESULTS AND OPERATIONS**

### Net loss for the three months ended September 30, 2023

Net loss and comprehensive loss were \$4,865 (2022 - \$5,267). The primary contributors were audit fees, professional fees and regulatory fees.

### Net loss for the nine months ended September 30, 2023

Net loss and comprehensive loss were \$18,298 (2022 - \$8,913). The primary contributors were audit fees, professional fees and regulatory fees.

## **LIQUIDITY AND CAPITAL RESOURCES**

The Company had a working capital deficit of \$70,250 as at September 30, 2023 (December 31, 2022 - \$52,027). The Company does not have revenues from operations and relies on outside funding for its continuing financial liquidity. The Company will need additional financing in order to continue operations.

Management cautions that the Company's ability to raise additional funding is not certain. Additional funds will be required in order to pursue the Company's current business plans. An inability to raise additional funds would adversely impact the future assessment of the Company as a going concern.

## **OFF BALANCE SHEET ARRANGEMENTS**

The Company has not entered into any off-balance sheet arrangements.

## **RELATED PARTY DISCLOSURES**

As at September 30, 2023, an amount of \$69,496 (December 31, 2022 - \$48,039) is included as due to a related party as reimbursement for expenses incurred on behalf of the Company by its related party, 625 BC. These amounts are due upon demand.

## **PROPOSED TRANSACTION**

There is no proposed transaction as of the date of this MD&A.

## **CHANGES IN ACCOUNTING POLICIES**

The Company has applied the same accounting policies as set out in Note 2 of the audited financial statements for the year ended December 31, 2022.

## **Changes in Internal Controls over Financial Reporting**

There have been no changes in the Company's internal controls over financial reporting during the period ended September 30, 2022, that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

## **FINANCIAL INSTRUMENTS**

For financial instruments held by the Company, management classifies accounts payable and accrued liabilities and amounts due to a related party at amortized cost.

### **a) Fair value of financial instruments**

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.

As at September 30, 2023, the Company believes that the carrying value of accounts payables and amounts due to a related party approximates their fair value because of their nature and relatively short maturity date or duration.

### **b) Management of risks arising from financial instruments**

Discussions of risks associated with financial assets and liabilities are detailed below:

#### *Credit risk*

Credit risk is the risk associated with the counterparty's inability to fulfil its payment obligations. The Company is not exposed to credit risk.

#### *Interest rate risk*

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize such a loss is limited because the Company has no interest-bearing financial instruments.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions as they come due. As at September 30, 2023, the Company had a net working capital deficiency of \$70,250 (December 31, 2022- \$52,027). All of the Company's current liabilities are expected to be settled within the next 12 months.

## **RISKS AND UNCERTAINTIES**

### ***Risk Factors – General***

The Company is focused on gaining exposure to commodity prices by making strategic investments in mining interests, including royalties, streams, debt and equity investments in mining companies. 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, which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations of metal prices, the proximity and capacity of milling facilities, mineral markets, processing reagents and equipment, and such other factors as

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government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environment protection, the combination of which factors may result in the Company not receiving an adequate return on investment.

**OUTSTANDING COMMON SHARES DATA**

The following section updates the outstanding share data provided in the audited financial statements for the nine months ended September 30, 2023.

	Number of Shares
Common Shares outstanding as at November 22, 2023	4,625,000

## APPENDIX "G"

### AUDIT COMMITTEE CHARTER

#### A. PURPOSE

The overall purpose of the Audit Committee (the “**Committee**”) is to ensure that the Corporation’s management has designed and implemented an effective system of internal financial controls to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Corporation and to review the Corporation’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

#### B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the “**Board**”), and a majority of the members of the Committee must be individuals who are not executive officers, employees or control persons of the Corporation, except in the circumstances permitted under National Instrument 52-110.
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. The Committee shall have access to such officers and employees of the Corporation and to the Corporation’s external auditors, and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. Meetings of the Committee shall be conducted as follows:
  - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
  - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
  - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
7. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

#### C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:

- (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly consolidated financial statements and related financial disclosure;
  - (b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;
  - (c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and
  - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;
  - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - (c) review the audit plan of the external auditors prior to the commencement of the audit;
  - (d) to review with the external auditors, upon completion of their audit:
    - (i) contents of their report;
    - (ii) scope and quality of the audit work performed;
    - (iii) adequacy of the Corporation's financial and auditing personnel;
    - (iv) co-operation received from the Corporation's personnel during the audit;
    - (v) internal resources used;
    - (vi) significant transactions outside of the normal business of the Corporation;
    - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
    - (viii) the non-audit services provided by the external auditors;
  - (e) to discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles; and
  - (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
3. The duties and responsibilities of the Committee as they relate to the Corporation's internal auditors are to:
- (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
  - (b) review and approve the internal audit plan; and

- (c) review significant internal audit findings and recommendations, and management's response thereto.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:
- (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - (b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
  - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
  - (d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
5. The Committee is also charged with the responsibility to:
- (a) review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
  - (b) review and approve the financial sections of:
    - (i) the annual report to shareholders;
    - (ii) the annual information form, if required;
    - (iii) annual and interim MD&A;
    - (iv) prospectuses;
    - (v) news releases discussing financial results of the Corporation; and
    - (vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
  - (c) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;
  - (d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
  - (e) review and report on the integrity of the Corporation's consolidated financial statements;
  - (f) review the minutes of any audit committee meeting of subsidiary companies;
  - (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the

financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;

- (h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
  - (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.
6. The Committee shall have the authority:
- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
  - (b) to set and pay the compensation for any advisors employed by the Committee; and
  - (c) to communicate directly with the internal and external auditors.