

FILING STATEMENT

OF

MOMENTOUS CAPITAL CORP.

**INVOLVING THE ACQUISITION
OF THE ISSUED AND OUTSTANDING SHARES**

OF

ASTRA EXPLORATION LIMITED

November 12, 2021

Neither the TSX Venture Exchange nor any securities regulatory authority has in any way passed upon the merits of the reverse take-over described in this filing statement.

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ACKNOWLEDGEMENT

ABOUT THIS FILING STATEMENT

Readers should rely only on the information contained in this Filing Statement in respect of Momentous. We have not authorized any other person to provide additional or different information. If anyone provides additional or different or inconsistent information, including information or statements in media articles about Momentous, prospective purchasers should not rely on it. Readers should assume that the information appearing in this Filing Statement is accurate only as of its date, regardless of its time of delivery. Momentous' business, financial condition, results of operations and prospects may have changed since that date.

All information contained in this Filing Statement with respect to Astra has been supplied by Astra for inclusion herein, and with respect to that information, Momentous and its directors and officers have relied upon such information provided by the management of Astra to ensure that this Filing Statement contains full, true, and plain disclosure of all material facts relating to Astra. Although Momentous has no knowledge that would indicate that any statements contained herein concerning Astra are untrue or incomplete, neither the Momentous nor any of its directors or officers assumes any responsibility for the accuracy or completeness of such information or for any failure by either Astra and management of Astra to ensure disclosure of events or facts that may have occurred which may affect the significance or accuracy of any such information.

MEANING OF CERTAIN REFERENCES

Unless otherwise noted or the context otherwise shall state, "Momentous", "we", "us", and "our" refers to Momentous Capital Corp.

References to "management" in this Filing Statement refer to the management of Momentous. Any statements in this Filing Statement made by or on behalf of management are made in such persons' capacities as officers of Momentous, and not in their personal capacities.

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

Certain capitalized terms and phrases used in this Filing Statement are defined in the "Glossary of Terms".

FORWARD-LOOKING STATEMENTS

This Filing Statement contains forward-looking information. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or states that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Momentous, Astra or the Resulting Issuer to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information.

Examples of such statements include: (A) the intention to complete the Qualifying Transaction and the Amalgamation; (B) the description of the Resulting Issuer that assumes completion of the Transaction; and (C) in respect of the Resulting Issuer, Astra and the Property, statements pertaining to, without limitation, the future price of metals, expected capital expenditures, costs and timing of development of deposits, costs and timing of future exploration, success of exploration activities, permitting requirements, requirements

for additional capital, government regulation of mining operations, environmental risks and hazards, title disputes or claims and limitations on insurance coverage.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking information contained in this Filing Statement. Such forward-looking information is based on a number of assumptions that may prove to be incorrect, including, but not limited to: (a) the ability of Momentous to (i) complete the Transaction, (ii) satisfy conditions precedent under the Amalgamation Agreement, (iii) satisfy the requirements of the Exchange such that it will issue the Final Exchange Bulletin, (iv) obtain necessary financing and adequate insurance, (v) successfully integrate Momentous and Astra and manage risks; (b) the economy generally; and (c) in respect of the Resulting Issuer, Astra and the Property: (i) there being no significant disruptions affecting operations, whether due to labour disruptions, supply disruptions, damage to equipment or otherwise, (ii) certain commodity price assumptions, (iii) the prices for energy and other key supplies remaining consistent with current levels, and (iv) the accuracy of current Mineral Resource estimates of the Property. The factors identified above are not intended to represent a complete list of the factors that could affect Momentous, Astra or the Resulting Issuer. Additional factors are noted under the heading "Risk Factors".

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward- looking information prove incorrect, actual results, performance or achievements may vary materially from those expressed or implied by the forward-looking information contained in this Filing Statement. These factors should be carefully considered and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this Filing Statement. All subsequent forward-looking information attributable to Momentous, Astra or the Resulting Issuer herein is expressly qualified in its entirety by the cautionary statements contained or referred to herein. Momentous, Astra and the Resulting Issuer do not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this Filing Statement or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

MARKET DATA AND INDUSTRY DATA

Market and industry data used throughout this Filing Statement was obtained from third party sources, industry publications, and publicly available information as well as industry data prepared by management on the basis of its knowledge of the digital display industry (including management's estimates and assumptions relating to the industry based on that knowledge). Management believes that its market and industry data is accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and the completeness of the market and industry data used throughout this Filing Statement is not guaranteed and Momentous does not make any representation as to the accuracy of such information. Although management believes it to be reliable, Momentous has not independently verified any of the data from third party sources referred to in this Filing Statement, or analyzed or verified the underlying studies or surveys relied upon or referred to by such sources, or ascertained the underlying economic and other assumptions relied upon by such sources.

CURRENCY AND EXCHANGE RATE DATA

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

GLOSSARY OF TERMS

The following is a glossary of certain definitions used in this Filing Statement. Terms and abbreviations used in the financial statements and MD&A of Momentous, Astra and the Resulting Issuer in the appendices to this Filing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

“Additional Astra Financing” means the private placement to be conducted by Astra, in one or more tranches, of a minimum of 1,666,667 Astra Shares and a maximum of 6,666,667 Astra Shares to raise a minimum of \$500,000 and a maximum of \$2,000,000;

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

“Amalco” means the continuing corporation constituted upon the Amalgamation becoming effective and named “Astra Exploration Limited”;

“Amalco Shares” means the common shares in the capital of Amalco;

“Amalgamating Companies” means Astra and Momentous Subco;

“Amalgamation” means the amalgamation of the Amalgamating Companies as contemplated in the Amalgamation Agreement;

“Amalgamation Agreement” means the amalgamation agreement dated effective July 7, 2021 entered into among Astra, Momentous and Momentous Subco in respect of the Amalgamation;

“Amalgamation Application” means the Form 13 jointly completed and filed by Momentous Subco and Astra with the Registrar giving effect to the Amalgamation upon and subject to the terms and conditions of the Amalgamation Agreement;

“Arena” means Arena Minerals Inc., a corporation existing under the laws of Ontario;

“Arena Chile” means Arena Minerals Chile SpA, a corporation existing under the laws of Chile;

“Asset Purchase Agreement” means the asset transfer agreement dated March 9, 2021 between Compania Minera Don Mario SCM and Astra, pursuant to which Astra acquired the Other Claims;

“Astra” means Astra Exploration Limited, a corporation existing under the laws of British Columbia;

“Astra Audited Financial Statements” means the audited financial statements of Astra for the period from the date of incorporation (August 24, 2020) to March 31, 2021, including the notes thereto and the report of Astra’s auditors thereon;

“Astra Board” means the board of directors of Astra;

“Astra Financial Statements” means, collectively, the Astra Audited Financial Statements and the Astra Interim Financial Statements;

“Astra Financing” means the private placement conducted by Astra in two tranches on June 30, 2021 and August 4, 2021, respectively, of an aggregate of 5,379,333 Astra Shares for aggregate gross proceeds of \$1,613,799.90;

“Astra Interim Financial Statements” means the unaudited condensed interim financial statements of Astra as at and for the three months ended June 30, 2021, including the notes thereto;

“Astra MD&A” means the MD&A for Astra for the periods covered by the Astra Financial Statements;

“Astra Shareholder” means a holder of Astra Shares from time to time, and **“Astra Shareholders”** means all of such holders;

“Astra Shareholders’ Meeting” means the special meeting of the Astra Shareholders to be held on November 24, 2021 for the purpose of having the Astra Shareholders approve the Amalgamation Agreement and the Amalgamation;

“Astra Shares” means the common shares in the capital of Astra, as presently constituted on the date hereof;

“Astra Subco” means Astra’s wholly-owned subsidiary, Astra Exploration Chile SpA, a corporation incorporated by Astra pursuant to the laws of Chile for the purposes of holding an interest in SCM Paciencia;

“Associate” when used to indicate a relationship with a Person or Company, means: (a) an issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer; (b) any partner of the Person or Company; (c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity; and (d) in the case of a Person, a relative of that Person, including (i) that Person’s spouse or child, or (ii) any relative of that Person or of his spouse who has the same residence as that Person;

“Audit Committee” means the anticipated to be constituted audit committee of the Resulting Issuer;

“BCBCA” means the *Business Corporations Act* (British Columbia), as from time to time amended or re-enacted;

“Board” means the board of directors of Momentous and, following the Amalgamation, the board of directors of the Resulting Issuer;

“Certificate of Amalgamation” means the certificate of amalgamation issued by the Registrar pursuant to Section 281 of the BCBCA following the filing of the Amalgamation Application;

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

“Compensation Committee” means the anticipated to be constituted compensation committee of the Resulting Issuer;

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

“Consolidation” means the consolidation of the Momentous Shares on the basis of one new Momentous Share being issued in exchange for each two Momentous Shares held prior to the consolidation;

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

“CPC” means a corporation: (a) that has been incorporated or organized in a jurisdiction in Canada; (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with Exchange Policy 2.4; and (c) in regard to which the Completion of the Qualifying Transaction has not yet occurred;

“CPC Escrow Agreement” means the escrow agreement dated as of April 9, 2021 entered into among Momentous, Odyssey Trust Company (as escrow agent) and holders of CPC Escrowed Shares in accordance with Exchange Policy 2.4;

“CPC Escrowed Shares” means Momentous Shares escrowed under the CPC Escrow Agreement;

“Crownsnest Advisory” means Crownsnest Advisory Corp., an entity which introduced Astra to Momentous for the purpose of completing a Qualifying Transaction;

“Effective Date” means the effective date of the Amalgamation as set forth in the Certificate of Amalgamation issued to Amalco;

“Exchange” means the TSX Venture Exchange Inc.;

“Exchange Listing” means listing on the Exchange of the Resulting Issuer Shares issuable upon Completion of the Qualifying Transaction;

“Exchange Policy 2.4” means Policy 2.4 - *Capital Pool Companies* of the Manual;

“Exchange Policy 5.4” means Policy 5.4 - *Escrow, Vendor Consideration and Resale Restrictions* of the Manual;

“Filing Statement” means this filing statement, together with all appendices attached hereto and including the summary hereof;

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

“Haywood” means Haywood Securities Inc.;

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

“IPO Agency Agreement” means the Agency Agreement dated April 9, 2021 between Momentous and Haywood, as agent for the Momentous IPO;

“Ivaldi Venture Capital” means Ivaldi Venture Capital Ltd., an entity which introduced Astra to Momentous for the purpose of completing a Qualifying Transaction;

“Letter of Intent” means the letter of intent signed by Astra and Momentous on June 2, 2021 which sets out the proposed terms and conditions of the Transaction;

“Manual” means the Corporate Finance Manual of the Exchange;

“Maximum Financing” means the sale of a maximum 6,666,667 Astra Shares at a price of \$0.30 per Astra Share for aggregate gross proceeds of \$2,000,000;

“MD&A” means management’s discussion and analysis;

“Minimum Financing” means the sale of a minimum 1,666,667 Astra Shares at a price of \$0.30 per Astra Share for aggregate gross proceeds of \$500,000;

“Momentous” means Momentous Capital Corp., a corporation existing under the laws of the Province of British Columbia;

“Momentous Agent Options” means the 230,000 non-transferable options of Momentous issued to or to the order of Haywood pursuant to the IPO Agency Agreement, each Momentous Agent Option being exercisable for one Momentous Share at an exercise price of \$0.10 per share until May 3, 2023;

“Momentous Audited Financial Statements” means the audited financial statements of Momentous for the period from the date of incorporation (July 31, 2020) to December 31, 2020, including the notes thereto and the reports of Momentous’ auditors thereon;

“Momentous Board” means Momentous’ board of directors;

“Momentous Financial Statements” means, collectively, the Momentous Audited Financial Statements and the Momentous Interim Financial Statements;

“Momentous Interim Financial Statements” means the unaudited condensed interim financial statements of Momentous as at and for the six months ended June 30, 2021, including the notes thereto;

“Momentous IPO” means Momentous’ initial public offering of 2,300,000 Momentous Shares at a price of \$0.10 per Momentous Share raising gross proceeds of \$230,000, which closed on May 3, 2021;

“Momentous MD&A” means the MD&A for Momentous for the periods covered by the Momentous Financial Statements;

“Momentous Option Plan” means the current stock option plan of Momentous, which provides that the Momentous Board may, from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers, employees and consultants of Momentous, options to purchase Momentous Shares;

“Momentous Options” means the 500,000 options of Momentous, granted to the directors and officers of Momentous under the Momentous Option Plan, each Momentous Option entitling the holder thereof to

purchase one Momentous Share at an exercise price of \$0.10 per share for a period of 10 years from the date of grant in accordance with its terms;

“Momentous Shareholder” means a holder of Momentous Shares from time to time, and **“Momentous Shareholders”** means all of such holders;

“Momentous Shares” means the common shares in the capital of Momentous without par value;

“Momentous Subco” means Momentous’ wholly-owned subsidiary, 1314272 B.C. Ltd., a corporation incorporated by Momentous pursuant to the provisions of the BCBCA for the purposes of the Amalgamation;

“Momentous Subco Shares” means the common shares in the capital of Momentous Subco;

“Name Change” means the change of name of Momentous to “Astra Exploration Inc.”, or such other name as acceptable to Momentous, Astra and applicable regulatory authorities;

“Named Executive Officer” means each of the following individuals: (i) the Chief Executive Officer of a Company; (ii) the Chief Financial Officer of a Company; (iii) each of the three most highly compensated executive officers of a Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and (iv) each individual who would be a Named Executive Officer under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

“NI 43-101” means National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators;

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

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

“Other Claims” means the 17 mineral claims owned by Astra located in the Cerro Bayo Mining District of Northern Chile;

“Person” means a Company or individual;

“Principal” has the meaning ascribed to it in section 1.2 of Exchange Policy 1.1 *Interpretation*;

“Property” means the property known as the Pampa Paciencia Project, located in the Antofagasta Region of Chile;

“Property JV Agreement” means the shareholder’s agreement related to SCM Paciencia between Arena Chile and SQM, which was assigned to Astra Subco on May 13, 2021;

“Qualified Person” means David Richard Hopper, an independent “Qualified Person”, as defined in NI 43-101;

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

“Registrar” means the Registrar of Companies appointed under the BCBCA;

“Related Party Transaction” has the meaning ascribed to that term under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* adopted by the Ontario Securities Commission and includes a transaction that is determined by the Exchange to be a Related Party Transaction under Exchange Policy 5.9 *Protection of Minority Security Holders in Special Transactions*;

“Resulting Issuer” means the issuer (i.e. Momentous) that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin;

“Resulting Issuer Shares” means the Momentous Shares following completion of the Transaction;

“SCM Paciencia” means Sociedad Contratual Minera Paciencia, a mining company incorporated pursuant to the laws of Chile;

“SCM Paciencia Audited Financial Statements” means the audited financial statements of SCM Paciencia for the years ended December 31, 2020 and December 31, 2019, including the notes thereto and the report of SCM Paciencia’s auditors thereon;

“SCM Paciencia Financial Statements” means, collectively, the SCM Paciencia Audited Financial Statements and the SCM Paciencia Interim Financial Statements;

“SCM Paciencia Interim Financial Statements” means the unaudited condensed interim financial statements of SCM Paciencia as at and for the six months ended June 30, 2021, including the notes thereto;

“SCM Paciencia MD&A” means the MD&A for SCM Paciencia for the periods covered by the SCM Paciencia Financial Statements;

“Share Purchase Agreement” means the share purchase agreement dated January 30, 2021 among Arena, Arena Chile and Astra, pursuant to which Astra acquired an 80% interest in SCM Paciencia;

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

“SQM” means Sociedad Química y Minera de Chile S.A., a corporation incorporated pursuant to the laws of Chile for the purpose of holding a 20% interest in SCM Paciencia;

“Target Company” means a Company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction;

“Technical Report” means the NI 43-101 technical report entitled “NI 43-101 TECHNICAL REPORT, PAMPA PACIENCIA PROJECT, ANTOFAGASTA REGION, CHILE” dated August 4, 2021 prepared by the Qualified Person;

“Transaction” means the business combination between Momentous and Astra whereby Momentous will acquire Astra by way of the Amalgamation, and which will constitute the Qualifying Transaction of Momentous pursuant to Exchange Policy 2.4;

“U.S.” means the United States of America;

“Value Securities” means the Resulting Issuer Shares escrowed under the Value Security Escrow Agreement in accordance with Exchange Policy 5.4; and

“Value Security Escrow Agreement” means an escrow agreement on Exchange Form 5D to which Value Securities will be subject.

SUMMARY OF FILING STATEMENT

The following is a summary of information relating to Momentous, Momentous Subco, Astra, the Property and the Resulting Issuer (assuming completion of the Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement. Reference is made to the Glossary for the definitions of certain abbreviations and terms used in this Filing Statement and in this summary.

This Filing Statement is being prepared in accordance with Exchange Policy 2.4 and Form 3B2 – *Information Required in a Filing Statement for a Qualifying Transaction* of the Manual, in connection with the Transaction.

The Companies

Momentous

Momentous was incorporated on July 31, 2020 pursuant to the BCBCA. Momentous' registered and head office is located at Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

Momentous completed the Momentous IPO on May 3, 2021 and commenced trading on the Exchange on May 5, 2021. Momentous currently has outstanding 5,300,001 Momentous Shares, 500,000 Momentous Options and 230,000 Momentous Agent Options.

Momentous is a reporting issuer in the provinces of British Columbia, Alberta and Ontario. Momentous Shares are listed on the Exchange under the trading symbol "MCC.P".

Momentous Subco

Momentous Subco is a private company incorporated pursuant to the BCBCA on July 7, 2021. Momentous Subco is a wholly-owned subsidiary of Momentous and was incorporated for the purposes of completing the Amalgamation.

Astra

Astra was incorporated on August 24, 2020 pursuant to the BCBCA. Astra's head office is located at Suite 700, 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7. Astra's registered office is located at Suite 401, 353 Water Street, Vancouver, British Columbia, Canada, V6B 1B8.

Astra is focused on the development of the Property located in the Antofagasta region of northern Chile.

Astra currently has 19,931,418 Astra Shares outstanding.

Astra is not a reporting issuer in any jurisdiction of Canada and no public market exists for the Astra Shares.

The Properties

The Property consists of eight exploitation claims in the name of SCM Paciencia located in the Antofagasta region of northern Chile.

The Other Claims consist of 17 claims located in the Cerro Bayo Mining District of Northern Chile.

The Transaction

Amalgamation

The Transaction will be affected in accordance with the Amalgamation Agreement, a copy of which will be filed under Momentous' profile on SEDAR at www.sedar.com as a material document.

Pursuant to the Amalgamation Agreement, Momentous will acquire all of the outstanding securities of Astra via the amalgamation of Momentous Subco, a wholly-owned subsidiary of Momentous incorporated solely for the purposes of completing the Amalgamation, with Astra pursuant to Section 269 of the Act.

The Amalgamation will become effective on the date the Certificate of Amalgamation is issued in respect of the Amalgamation by the Registrar under the BCBCA. In accordance with the Amalgamation Agreement, rather than receiving securities of Amalco pursuant to the Amalgamation, the security holders of Astra will each receive securities of the Resulting Issuer.

Under the terms of the Amalgamation Agreement, the Transaction will be completed by way of a three-corned amalgamation under the BCBCA, whereby:

- Momentous Subco will amalgamate with and into Astra, with Amalco becoming a wholly-owned subsidiary of the Resulting Issuer;
- each Astra Share shall be exchanged for one Resulting Issuer Share; and
- each Momentous Subco Share shall be converted into one Amalco Share.

Concurrently with closing of the Transaction, Momentous is expected to complete the Consolidation and the Name Change.

Directors and Executive Officers

Upon Closing, the directors and executive officers of the Resulting Issuer are expected to be as follows:

Name	Title
Brian Miller	Chief Executive Officer and Director
Mahesh Liyanage	Chief Financial Officer
Sheryl Dhillon	Corporate Secretary
Charles Funk	Director
Darcy Marud	Director
David Caulfield	Director

See "Directors and Executive Officers".

Arm's Length Transaction

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

Available Funds and Principal Purposes

The following funds are expected to be available to the Resulting Issuer:

Funds Available	Amount
Momentous working capital as at October 31, 2021	\$233,550
Astra working capital as at October 31, 2021	\$1,322,150
Proceeds of Minimum Financing	\$500,000
Total	\$2,055,700

The following table sets forth the principal purposes for which the estimated funds available to the Resulting Issuer will be used and the current estimated amounts to be used for each such principal purpose:

Use of Funds Available	Amount
Work program as recommended in the Technical Report (with contingency)	\$1,240,436 ⁽¹⁾
Claim fees and taxes	\$97,000 ⁽²⁾
Operating expenses for 12 months	\$435,086
Unallocated working capital ⁽³⁾	\$283,178
Total	\$2,055,700

Note:

- (1) Converted to C\$ using the exchange rate of US\$1.00 = C\$1.2574.
- (2) This amount reflects amounts payable in connection with the Property (\$21,500) and the Other Claims (\$75,500).
- (3) Possible uses of the unallocated working capital: to fund ongoing operations; future due diligence of other mining claims/concessions; payment of fees associated with additional mining claims / concessions acquired in the future (if any); and other uses as may be necessary.

The Resulting Issuer intends to spend the funds available to it as stated in this Filing Statement. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if we are required to carry out due diligence investigations in regards to any prospective investment or business opportunity, or if the costs of the Filing Statement or Listing, or negotiating an applicable transaction, are greater than anticipated. See "Funds Available and Use of Funds Available".

Selected Pro Forma Consolidated Financial Information

The following sets out selected pro forma financial information of the Resulting Issuer. This table should be read in conjunction with the unaudited pro forma consolidated balance sheet of the Resulting Issuer included in this Filing Statement as Appendix E.

Item	Amount
Current Assets	\$1,784,136
Non-Current Assets	Nil
Total Liabilities	\$108,981
Shareholders' Equity	\$1,680,262

Exchange Listing and Market Price

The Momentous Shares began trading on the Exchange on May 5, 2021 under the trading symbol "MCC.P". The closing price of the Momentous Shares on June 6, 2021, the last day the Momentous Shares traded prior to being halted in connection with the announcement of the Letter of Intent, was \$0.10.

No public market exists for any securities of Astra.

The Momentous Shares are currently listed under Tier 2 on the Exchange. The Exchange has provided conditional acceptance of the listing of the Resulting Issuer Shares under Tier 2 on the Exchange upon the completion of the Transaction. Such listing is subject to the Resulting Issuer fulfilling all of the listing requirements of the Exchange.

Conflicts of Interest

Other than as disclosed below, as of the date of this Filing Statement and to the knowledge of the directors and officers of Momentous and Astra, there are no existing conflicts of interest between the Resulting Issuer and any of the individuals proposed for appointment as directors or officers following the completion of the Transaction.

Risk Factors

AN INVESTMENT IN SECURITIES OF MOMENTOUS AND, FOLLOWING THE COMPLETION OF THE TRANSACTION, THE RESULTING ISSUER IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK AND SHOULD ONLY BE MADE BY INVESTORS WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT.

The Resulting Issuer's business, being the exploration and development of mineral properties in Chile, is speculative and involves a high degree of risk. The risk factors listed below could materially affect the Resulting Issuer's financial condition and/or future operating results, and could cause actual events to differ materially from those described in forward-looking statements made by or relating to the Resulting Issuer. Such risks include, but are not limited to risks relating to: dependence on the Property; exploration, development and production risks; commodity prices; title and rights to mineral properties; the impact pandemic disease; insurance and uninsured risks; environmental risks; permitting risks; infrastructure; competition; governmental risks; employment and personnel matters; community relationships; risks related to the Transaction; additional funding requirements; lack of operating cash flow; general economic conditions; legal proceedings; and use of proceeds.

For additional information, please see the discussion under "Risk Factors".

Conditional Acceptance of the Exchange

The Exchange has conditionally accepted the Transaction subject to Momentous fulfilling all of the requirements of the Exchange on or before February 25, 2022.

INFORMATION CONCERNING MOMENTOUS

The following information is presented on a pre-Transaction basis and prior to giving effect to any of the transactions comprising the Transaction, including but not limited to the Consolidation. Please see the discussion under “Information Concerning the Resulting Issuer” for pro forma business, financial and share capital information relating to the Resulting Issuer.

Corporate Structure

Name and Incorporation

Momentous was incorporated on July 31, 2020 pursuant to the BCBCA. Momentous’ registered and head office is located at Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

Intercorporate Relationships

On July 7, 2021, Momentous incorporated Momentous Subco pursuant to the provisions of the BCBCA for the purposes of the Amalgamation. Momentous Subco is a direct, wholly-owned subsidiary of Momentous.

General Development of the Business

On May 3, 2021, Momentous completed the Momentous IPO and issued 2,300,000 Momentous Shares at \$0.10 per share for gross proceeds of \$230,000. The Momentous Shares were listed on the Exchange as a “capital pool company” under the stock symbol “MCC.P” at market opening on May 3, 2021 and commenced trading on May 5, 2021.

Pursuant to the IPO Agency Agreement, Momentous appointed Haywood as its agent for the Momentous IPO and, upon completion of the Momentous IPO, paid a 10% cash commission of \$23,000 and issued the Momentous Agent Options.

The Momentous Agent Options are exercisable for a total of 230,000 Momentous Shares at \$0.10 per share until May 3, 2023.

On June 2, 2021, Momentous and Astra entered into the Letter of Intent pursuant to which the arms’ length parties agreed to effect a business combination and the Momentous Shares were then halted from trading on the Exchange.

On July 7, 2021, Momentous and Astra entered into the Amalgamation Agreement providing for, among other things, the Transaction. For a description of the Amalgamation Agreement, see the discussion under “The Transaction - Amalgamation Agreement”.

To date, Momentous has not carried on any operations other than identifying and evaluating opportunities for the acquisition of an interest in assets or businesses with a view to completing a Qualifying Transaction and, once identified and evaluated, negotiating an acquisition or participation in such assets or businesses. The Transaction, when completed, will be Momentous’ Qualifying Transaction.

The Transaction

Amalgamation

The Transaction will be affected in accordance with the Amalgamation Agreement, a copy of which will be filed under Momentous' profile on SEDAR at www.sedar.com as a material document.

Pursuant to the Amalgamation Agreement, Momentous will acquire all of the outstanding securities of Astra via the amalgamation of Momentous Subco, a wholly-owned subsidiary of Momentous incorporated solely for the purposes of completing the Amalgamation, with Astra pursuant to Section 269 of the Act.

The Amalgamation will become effective on the date the Certificate of Amalgamation is issued in respect of the Amalgamation by the Registrar under the BCBCA. In accordance with the Amalgamation Agreement, rather than receiving securities of Amalco pursuant to the Amalgamation, the security holders of Astra will each receive securities of the Resulting Issuer.

Under the terms of the Amalgamation Agreement, the Transaction will be completed by way of a three-corned amalgamation under the BCBCA, whereby:

- Momentous Subco will amalgamate with and into Astra, with Amalco becoming a wholly-owned subsidiary of the Resulting Issuer;
- each Astra Share shall be exchanged for one Resulting Issuer Share; and
- each Momentous Subco Share shall be converted into one Amalco Share.

Concurrently with closing of the Transaction, Momentous is expected to complete the Consolidation and the Name Change.

Completion of the Transaction is subject to satisfaction of a number of conditions precedent, including, but not limited to: receipt of the approval of the Exchange; the requisite approval of the Astra Shareholders of the Amalgamation; and closing of the Astra Financing (now completed). The Amalgamation Agreement may be terminated: (i) by mutual agreement in writing by the parties; (ii) in the event that the Effective Date has not occurred by November 30, 2021; or (iii) if either Astra or Momentous fails to meet any conditions precedent as set forth in the Amalgamation Agreement at any time prior to the Effective Date.

The foregoing summary of the Amalgamation Agreement is qualified in its entirety by reference to the full version of the Amalgamation Agreement.

Astra Shareholders' Meeting

Pursuant to the Amalgamation Agreement, Astra will hold the Astra Shareholders' Meeting on November 24, 2021.

TSX Venture Conditional Acceptance

Momentous has received conditional acceptance of the Exchange for the completion of the Transaction. Final acceptance of the Exchange is subject to Momentous fulfilling all of the requirements for final acceptance of the Exchange. There can be no assurance that Momentous will be able to satisfy the requirements to receive final acceptance from the Exchange.

Selected Financial Information

A summary of selected financial information of Momentous from the Momentous Financial Statements is set out below and should be read in conjunction with the Momentous Financial Statements attached hereto as Appendix B:

	Six months ended June 30, 2021 (Unaudited)	Period from Incorporation on July 31, 2020 to December 31, 2020 (Audited)
Assets	\$245,597	\$150,000
Liabilities	\$7,881	\$36,963
Shareholders' Equity	\$237,716	\$113,037
Deficit	\$134,468	\$36,963

Management's Discussion and Analysis

The Momentous MD&A is attached to this Filing Statement as Appendix B. The Momentous MD&A is a review of how Momentous performed during the period covered by the Momentous Financial Statements and of Momentous' financial condition and future prospects. The Momentous MD&A complements and supplements the Momentous Financial Statements and should be read in conjunction with the Momentous Financial Statements.

Description of Securities

Momentous will be distributing Momentous Shares in connection with the Transaction. Momentous is authorized to issue an unlimited number of Momentous Shares.

The holders of Momentous Shares are entitled, subject to the rights, privileges, restrictions and conditions attached to any preferred share, to dividends if, as and when declared by the directors, to one vote per share at meetings of the holders of Momentous Shares and, subject to the rights, privileges, restrictions and conditions attached to any preferred share, upon liquidation, to receive such assets of Momentous as are distributable to the holders of the Momentous Shares. Momentous has no preferred shares outstanding.

Stock Option Plan

Momentous has adopted the Momentous Option Plan in accordance with the policies of the Exchange which provides that the Momentous Board may from time to time, in its discretion, grant to directors, officers, employees and consultants non-transferable options to purchase Momentous Shares, provided that the number of Momentous Shares reserved for issuance under the Momentous Option Plan shall not exceed 10% of the issued and outstanding Momentous Shares. In addition, the number of Momentous Shares reserved for issuance to any one Person shall not exceed 5% of the issued and outstanding Momentous Shares, the number of Momentous Shares reserved for issuance to any one consultant will not exceed 2% of the issued and outstanding Momentous Shares in any 12-month period and the number of Momentous Shares reserved for issuance to all consultants and employees conducting Investor Relations Activities (as such term is defined in the Manual) will not exceed 2% of the issued and outstanding Momentous Shares in any 12-month period.

Notwithstanding the terms of the Momentous Option Plan described above, the policies of the Exchange impose certain restrictions on options issued under the Momentous Option Plan during the period that Momentous remains a CPC. Such restrictions shall remain in place until the Exchange issues the Final Exchange Bulletin (such bulletin indicating that the Resulting Issuer will not be considered a CPC). Under applicable Exchange policies, Momentous, while it remains a CPC, is limited to granting stock options under the Momentous Option Plan to only directors, officers and technical consultants of Momentous. In addition, the total number of Momentous Shares reserved under option for issuance pursuant to the Momentous Option Plan may not exceed 10% of the Momentous Shares outstanding as at the date of the grant of the option and the exercise period shall not exceed 10 years from the date of the grant. The maximum number of Momentous Shares issuable to any individual officer or director may not exceed 5% of the issued and outstanding Momentous Shares outstanding as at the date of grant of the option. The maximum number of Momentous Shares issuable at any given time to all technical consultants may not exceed 2% of the issued and outstanding Momentous Shares outstanding as at the date of grant of the option.

The Board determines the price per Momentous Share and the number of Momentous Shares which may be allotted to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of the Exchange. Options are exercisable for a period of up to ten years. If the holder ceases to be a director, officer, employee or consultant of Momentous, such holder's options must also be exercised within the later of: (i) 12 months after the Completion of the Qualifying Transaction; and (ii) 90 days from the date of termination of employment or cessation of position with Momentous, other than by reason of death.

The price per Momentous Share set by the Board shall not be less than the last closing price of the Momentous Shares on the Exchange prior to the date on which such option is granted, less the applicable discount permitted (if any) by the Exchange. If prior to the exercise of an option, the holder ceases to be a director, officer, employee or consultant of Momentous, or its subsidiary, the option of the holder shall be limited to the number of Momentous Shares purchasable by the holder immediately prior to the time of the holder's cessation of office or employment and the holder will have no right to purchase any other Momentous Shares.

Any Momentous Shares acquired pursuant to the exercise of Momentous Options prior to the Completion of the Qualifying Transaction must be deposited into escrow subject to the CPC Escrow Agreement. See "Information Concerning the Resulting Issuer - Escrowed Securities - CPC Escrow Agreement".

Pursuant to the Momentous Option Plan, Momentous granted the following Momentous Options on May 3, 2021:

Name	# of Options	Exercise Price	Expiry Date
Raymond David Harari Benaim ⁽¹⁾	175,000	\$0.10	May 4, 2031
Philip Luong	100,000	\$0.10	May 4, 2031
Darren Collins	125,000	\$0.10	May 4, 2031
Matt Murphy	50,000	\$0.10	May 4, 2031
Alvaro Yanez	50,000	\$0.10	May 4, 2031

Note:

(1) Issued to Night Own, S.A., a corporation wholly-owned by Mr. Raymond David Harari Benaim.

Prior Sales

Since the date of incorporation, Momentous has sold a total of 5,300,001 Momentous Shares, as follows:

Date of Issuance	# of Shares	Issue Price per Share	Nature of Consideration
July 31, 2020	1 ⁽¹⁾	\$1.00	Cash
July 31, 2020	1 ⁽²⁾	\$0.05	Cash
December 17, 2020	3,000,000 ⁽²⁾	\$0.05	Cash
May 3, 2021	2,300,000 ⁽³⁾	\$0.10	Cash

Notes:

- (1) This Momentous Share was repurchased and cancelled by Momentous on July 31, 2020.
- (2) These Momentous Shares are being held in escrow. See “Escrowed Securities”.
- (3) Issued pursuant to the Momentous IPO.

Finder’s Fee Shares

In connection with the entering into of the Letter of Intent, Momentous entered into finder’s fee agreements with Crowsnest Advisory and Ivaldi Venture Capital (collectively, the “**Finder’s Fee Agreements**”). Pursuant to the Finder’s Fee Agreements, Momentous has agreed to issue 250,000 Resulting Issuer Shares to each of Crowsnest Advisory and Ivaldi Venture Capital (the “**Finder Shares**”) within five business days of completing the Transaction.

The Finder Shares will be held in escrow and released to each of Crowsnest Advisory and Ivaldi Venture Capital in accordance with the following escrow release schedule:

- 83,333 Finder Shares will be released to each of Crowsnest Advisory and Ivaldi Venture Capital, respectively, on the date that is four months from the date the Transaction is completed;
- 83,333 Finder Shares will be released to each of Crowsnest Advisory and Ivaldi Venture Capital, respectively, on the date that is eight months from the date the Transaction is completed; and
- 83,334 Finder Shares will be released to each of Crowsnest Advisory and Ivaldi Venture Capital, respectively, on the date that is twelve months from the date the Transaction is completed.

Stock Exchange Price

The Momentous Shares commenced trading on the Exchange on May 5, 2021 under the trading symbol “MCC.P”. The following table sets out trading information for the Momentous Shares for the periods indicated as reported by the Exchange:

Period	High	Low	Volume
May 5, 2021 to May 31, 2021	\$0.10	\$0.10	Nil

Period	High	Low	Volume
June 1, 2021 to June 7, 2021 ⁽¹⁾	\$0.10	\$0.10	Nil

Note:

- (1) The Momentous Shares were halted from trading on June 7, 2021 on the announcement of the Letter of Intent.

Arm's Length Transactions

The Transaction does not constitute a Non-Arm's Length Qualifying Transaction.

Legal Proceedings

There are no legal proceedings material to Momentous to which Momentous is, or has been, a party or of which any of its property is, or has been, the subject matter. Additionally, to the knowledge of Momentous, there are no such proceedings contemplated.

Auditor, Transfer Agent and Registrar

The auditor of Momentous is MNP LLP, of Suite 900, 50 Burnhamthorpe Road West, Mississauga, Ontario, Canada, L5B 3C2.

The transfer agent and registrar for the Momentous Shares is Odyssey Trust Company at its principal office in Vancouver, British Columbia.

Material Contracts

The following are material contracts, other than contracts entered in the ordinary course of business, entered into by Momentous:

- (a) The CPC Escrow Agreement. See "Information Concerning the Resulting Issuer - Escrowed Securities - CPC Escrow Agreement.
- (b) The IPO Agency Agreement. See "General Development of the Business - History".
- (c) The Amalgamation Agreement. See "The Transaction - Amalgamation Agreement".

Copies of these materials contracts are publicly available under Momentous' SEDAR profile at www.sedar.com.

INFORMATION CONCERNING ASTRA

The following information has been provided by Astra and presented on a pre-Transaction basis. Please see the discussion under "Information Concerning the Resulting Issuer" for pro forma business, financial and share capital information relating to the Resulting Issuer following the Transaction.

Corporate Structure

Name and Incorporation

Astra was incorporated on August 24, 2020 pursuant to the BCBCA. Astra's head office is located at Suite 700, 1090 West Georgia Street, Vancouver, British Columbia, Canada, V6E 3V7. Astra's registered office is located at Suite 401, 353 Water Street, Vancouver, British Columbia, Canada, V6B 1B8.

Intercorporate Relationships

On March 25, 2021, Astra Subco was incorporated pursuant to the laws of Chile for the purposes of holding an 80% interest in SCM Paciencia. On May 13, 2021, Astra acquired all of the issued and outstanding shares of Astra Subco and Astra Subco became a direct, wholly-owned subsidiary of Astra. Astra Subco holds an 80% interest in SCM Paciencia, which holds the Property.

General Development of the Business

Astra is engaged in the acquisition, exploration and development of mineral properties in Chile and currently has a portfolio of one material property, the Property. Its current focus is to conduct the proposed exploration program on the Property as more particularly set out in the Technical Report.

In addition, Astra continues to identify and potentially acquire additional property interests and conduct exploration and evaluation to assess their potential. In this regard, Astra entered into the Asset Purchase Agreement in respect of the Other Claims.

History

Since incorporation, Astra has taken the following steps to develop its business:

- sought rights to a mineral exploration property and entered into the Share Purchase Agreement in respect of the Property and the Asset Purchase Agreement in respect of the Other Claims;
- recruited directors and officers with the skills required to operate a publicly listed mineral exploration company;
- raised aggregate gross proceeds of approximately \$2,215,050 in various private placement financings, including but not limited to the Astra Financing, which subscription proceeds have provided sufficient capital to carry on Astra's business to date, including exploration programs, tenement and mining license fees, technical, legal and commercial consultancy fees, acquisition costs and general administration;
- engaged geological consultants, auditors and legal counsel; and
- undertaken technical due diligence on the Property, the Other Claims and other prospective mineral projects.

The Property

The Property consists of eight exploitation claims in the name of SCM Paciencia located in the Antofagasta region of northern Chile. Astra, through Astra Subco, owns an 80% interest in SCM Paciencia, with the remaining 20% held by SQM.

In March 2021, Astra applied for three additional exploration claims, known as the “Impaciencia” claims, covering 2,000 hectares along the western edge of the Property.

The Property is the “Qualifying Property” and a “Principal Property” for purposes of Exchange policies and considered “material” for purposes of NI 43-101.

Share Purchase Agreement

On January 30, 2021, Astra, Arena and Arena Chile entered into the Share Purchase Agreement, pursuant to which Astra acquired all of the issued and outstanding shares of Astra Subco (an entity that was formed subsequent to the entering into of the Share Purchase Agreement). In accordance with the terms and conditions of the Share Purchase Agreement, a pre-closing reorganization was completed pursuant to which Arena Chile transferred the shares it held of SCM Paciencia (the entity which owns the Property) to Astra Subco (an entity that was formed subsequent to the entering into of the Share Purchase Agreement). As consideration under the Share Purchase Agreement, Astra issued 5,820,834 Astra Shares to Arena (an arm’s length party to Astra). The effective date of the acquisition of Astra Subco by Astra was May 13, 2021.

Pursuant to the Share Purchase Agreement, Arena has the right to nominate one person to the Astra Board, so long as Arena continues to hold at least 5% of the outstanding Astra Shares. This right expires upon completion of: (i) any transaction which leads to the Astra Shares being listed on a recognized stock exchange in Canada or the USA; or (ii) an Arena Change in Control (as defined in the Share Purchase Agreement).

Arena was also granted a pre-emptive right and a top-up, pursuant to which it has the right to maintain its *pro rata* ownership interest in Astra. These rights expire upon completion of: (i) any transaction which leads to the Astra Shares being listed on a recognized stock exchange in Canada or the USA; or (ii) an Arena Change in Control (as defined in the Share Purchase Agreement).

Upon completion of the Transaction, Arena’s rights to nominate one person to the Astra Board and its pre-emptive and top-up rights will expire.

Arena has agreed to vote all Astra Shares in favour of management’s proposals at any meeting of Astra Shareholders.

The foregoing summary does not purport to be complete and is qualified in its entirety by the full text of the Share Purchase Agreement. The Share Purchase Agreement contains covenants, representations and warranties of and from the parties thereto and various conditions precedent, both mutual and with respect to each party to the Share Purchase Agreement.

Property JV Agreement

The Property JV Agreement governs the operations of SCM Paciencia. As part of the acquisition of the Property, Astra, indirectly through Astra Subco, assumed the obligations of Arena Chile under the Property JV Agreement.

Pursuant to the Property JV Agreement, Astra is the operator of SCM Paciencia. Astra will fund the operations of SCM Paciencia until a pre-feasibility study on the Property has been prepared (in accordance with NI 43-101). After such study has been prepared, Astra will provide 80% of the funds required for SCM Paciencia’s operations and SQM will provide the remaining 20%. SQM is also entitled to a 3% net smelter royalty on any production from the Property. Astra has the right to deduct the lesser of: (i) US\$6,000,000; and (ii) 20% of the total operating expenses paid by Astra prior to the preparation of a pre-feasibility study, from the first royalty payment due to SQM. The parties to the Property JV Agreement have also agreed

that, until such time as the pre-feasibility study has been prepared, SQM will be deemed to maintain a 20% interest in SCM Paciencia which cannot be diluted. Only after the completion of a pre-feasibility study can SQM's 20% be diluted. If no pre-feasibility study is completed, then SQM will maintain its 20% interest.

Pursuant to the Property JV Agreement, SCM Paciencia will be managed by a four-person board of directors and Astra has the right to appoint three members to such board. SQM has the right to appoint the final member to SCM Paciencia's board, so long as it holds at least a 5% interest in SCM Paciencia. If SQM does not hold at least a 5% interest in SCM Paciencia, then Astra has the right to appoint all four directors.

The parties to the Property JV Agreement have also agreed that, so long as SQM holds at least a 5% interest in SCM Paciencia, it must provide approval on the following matters as they relate to SCM Paciencia: providing guarantees; amending the bylaws or corporate documents; encumbering any assets; the sale or transfer of assets; transactions with related parties; corporate reorganizations; acquisition of equity in other companies; outsourcing the exploitation of mining rights; creating reserve funds; determining and paying dividends; changing auditors; and approving matters set forth in Section 67 of Law 18046 on Stock Corporations of the Republic of Chile, as amended.

Neither Astra nor SQM can transfer its interest in SCM Paciencia without the prior consent of the other party. The Property JV Agreement also contains language relating to a right of first refusal granted by each party to the other and tag-along rights.

The foregoing summary does not purport to be complete and is qualified in its entirety by the full text of the Property JV Agreement. The Property JV Agreement contains covenants, representations and warranties of and from the parties thereto. Capitalized terms not otherwise defined herein are defined in the Property JV Agreement.

Other Claims

The Other Claims consist of 17 claims located in Chile.

The Other Claims are not a "Principal Property" for purposes of Exchange policies or considered "material" for purposes of NI 43-101.

The Other Claims were acquired pursuant to the Asset Purchase Agreement. Pursuant to the Asset Purchase Agreement, Astra agreed to grant a royalty equal to 3% of net smelter returns from all minerals produced from the Other Claims and pay the sum of US\$102.

Significant Acquisitions

The acquisition of the Property pursuant to the Share Purchase Agreement is considered a "significant acquisition" for Astra. Additional information regarding the acquisition of the Property can be obtained by contacting Brian Miller at (208) 830-0869.

For a description of the Share Purchase Agreement, see "Information Concerning Astra - General Development of the Business - The Property". Disclosure regarding the Property is included in the attached Appendix A to this Filing Statement.

There are no plans or proposals for material changes in Astra's business affairs or the affairs of Astra Subco or SCM Paciencia.

Neither Astra nor Arena Chile have obtained any valuation opinion within the last 12 months.

Narrative Description of the Property

Disclosure regarding the Property is included in the attached Appendix A to this Filing Statement.

Selected Financial Information of Astra

A summary of selected financial information of Astra from the Astra Financial Statements is set out below and should be read in conjunction with the Astra Financial Statements attached hereto as Appendix C:

	Three months ended June 30, 2021 (Unaudited)	August 24, 2020 (inception) to March 31, 2021 (Audited)
Total Expenses	\$1,855,331	\$262,905
Net loss for the period	\$1,855,331	\$262,905
Loss per shares (basis and diluted)	\$0.16	\$0.05
Net cash used in operating activities	\$281,006	\$102,003
Change in cash	\$1,086,019	\$489,847

Management's Discussion and Analysis

The Astra MD&A is attached to this Filing Statement as Appendix C. The Astra MD&A is a review of how Astra performed during the period covered by the Astra Financial Statements and of Astra's financial condition and future prospects. The Astra MD&A complements and supplements the Astra Financial Statements and should be read in conjunction with the Astra Financial Statements.

Selected Financial Information of SCM Paciencia

A summary of selected financial information of SCM Paciencia from the SCM Paciencia Financial Statements is set out below and should be read in conjunction with the SCM Paciencia Chile Financial Statements attached hereto as Appendix D:

	Six months ended June 30, 2021 (Unaudited)	Year Ended December 31, 2020 (Audited)	Year Ended December 31, 2019 (Audited)
Total Expenses	\$107,814	\$35,982	\$539,988
Net loss for the period	\$107,814	\$35,982	\$539,988
Net cash used in operating activities	\$107,814	\$35,982	\$539,988

Description of Securities

Astra is authorized to issue an unlimited number of common shares. The holders of Astra Shares are entitled to one vote per Astra Shares at all meetings of shareholders except meetings at which only holders of another specified class or series of shares of Astra are entitled to vote separately as a class or series. The holders of Astra Shares are entitled to receive dividends as and when declared by the directors, and to receive a pro rata share of the remaining property and assets of Astra in the event of liquidation, dissolution or winding up of Astra. The Astra Shares have no pre-emptive, redemption, purchase or conversion rights. Neither the BCBCA nor the constating documents of Astra impose restrictions on the transfer of Astra Shares, provided that Astra receives the certificate representing the Astra Shares to be transferred together with a duly endorsed instrument of transfer and payment of any fees and taxes which may be prescribed by the Astra Board from time to time. There are no sinking fund provisions in relation to the Astra Shares and they are not liable to further calls or to assessment by Astra. The BCBCA provides that the rights and provisions attached to any class of shares may not be modified, amended or varied unless consented to by special resolution passed by a majority of not less than two-thirds of the votes cast in person or by proxy by holders of shares of that class.

Consolidated Capitalization

The following table outlines the capitalization of Astra as at March 31, 2021 and as at the date of the Filing Statement. The table should be read in conjunction with the Astra Financial Statements and with a reference to the material changes as further described beneath the table:

Designation of Security	Amount Authorized	Outstanding as of March 31, 2021	Outstanding as of date of Filing Statement prior to Transaction
Astra Shares	Unlimited	8,631,251	19,931,418

Prior Sales

During the 12-month period before the date of this Filing Statement, Astra has issued the following Astra Shares:

Date of Issuance	# of Shares	Issue Price per Share	Nature of Consideration
August 24, 2020	1	\$0.01	Cash
August 28, 2020	2,000,000	\$0.01	Cash
November 27, 2020	5,100,000	\$0.05	Cash
March 31, 2021	1,631,250	\$0.20	Cash
May 13, 2021	5,820,834	\$0.2749	Consideration under Share Purchase Agreement
June 30, 2021	4,804,000	\$0.30	Cash
August 4, 2021	575,333	\$0.30	Cash

Stock Exchange Price

The Astra Shares are not listed for trading on any stock exchange or market.

Executive Compensation

The following disclosure is presented in accordance with Form 51-102F6 – *Statement of Executive Compensation*. During the financial year ended March 31, 2021, the Named Executive Officers of Astra were Brian Miller and Mahesh Liyanage. No other individuals in the Company received total compensation in excess of \$150,000 during the most recently completed financial year end.

Compensation Discussion and Analysis

Philosophy and Objectives

Astra aims to retain best-in-industry personnel to lead and conduct its business objectives, and to similarly align incentives among its personnel and shareholders whereby all stakeholders similarly benefit from share price appreciation. Equity ownership and industry-competitive remuneration are two key components of that aim. Astra's Named Executive Officers each receive regular remuneration and have each used personal funds to invest in the equity of Astra.

Elements of Executive Compensation

The significant element of compensation for Astra's Named Executive Officers was a salary. There is no policy or target regarding allocation between cash and non-cash elements of Astra's compensation program. The Astra Board annually reviews the total compensation package of each of Astra's executives on an individual basis.

Risks

The Astra Board recognizes that certain elements of compensation could promote unintended inappropriate or excessive risk-taking behaviours; however, Astra seeks to ensure that executive compensation packages provide long-term incentives, in the form of large equity positions for the CEO and CFO. As a result of the factors discussed above, the Astra Board does not believe that its compensation policies and practices are reasonably likely to have a material adverse effect on Astra.

Compensation Governance

The Astra Board is responsible for determining the compensation for the Named Executive Officers. The Astra Board ensures that total compensation paid to the Named Executive Officers is fair, reasonable and consistent with Astra's compensation philosophy.

Summary Compensation Table

The following table sets forth the compensation paid, payable, awarded granted, given or otherwise provided, directly or indirectly, to each Named Executive Officer of Astra for the year ended March 31, 2021.

Name and Principal Position	Year	Salary	Share-Based Awards	Option-Based Awards	Non-Equity Incentive Plan Comp.		Pension Value	All Other Comp.	Total Comp.
					Annual Incentive Plans	Long-Term Incentive Plans			
Brian Miller CEO	2021	\$83,333	N/A	N/A	N/A	N/A	N/A	N/A	\$83,333
Mahesh Liyanage CFO	2021	\$7,500	N/A	N/A	N/A	N/A	N/A	N/A	\$7,500

Stock Option Plan

Astra does not have a stock option plan.

Outstanding Share-based Awards and Option-based Awards

Astra did not have any outstanding share-based awards and option-based awards held by the Named Executive Officers at the financial year ended March 31, 2021.

Incentive Plan Awards- Value Vested or Earned During the Year

No option-based awards or share-based awards value vested during the financial year ended March 31, 2021 and no non-equity incentive plan compensation was earned during the financial year ended March 31, 2021 for any Named Executive Officer.

Pension Plan Benefits

Astra does not provide a pension to its directors or Named Executive Officers.

Termination and Change of Control Benefits

Astra has entered into two consulting agreements with its Named Executive Officers: (i) with an entity controlled by Brian Miller, pursuant to which Mr. Miller provides executive services to Astra (the “**Miller Agreement**”); and (ii) with Mahesh Liyanage and an entity controlled by Mr. Liyanage, pursuant to which Mr. Liyanage provides executive services to Astra (the “**Liyanage Agreement**”).

Pursuant to the Miller Agreement, in the event that there is a change in control of Astra, within 12 months of such change of control, the Miller Agreement may be terminated:

- a. by Mr. Miller if there is:
 - i. a decrease in the base fee payable pursuant to the Miller Agreement (greater of C\$16,666.67 and US\$11,666.67 per month);
 - ii. a decrease of duties or responsibilities; or
 - iii. a relocation of Mr. Miller to any place other than the locations at which he reported for work on a regular basis for the six months prior to the change in control,

provided written notice is provided to Astra by Mr. Miller that he has elected to treat the change in his remuneration, duties or responsibilities, or relocation as a termination of the Miller Agreement within 30 days of the change; or

- b. by Astra without just cause.

In either case, within 30 days of such termination, Astra will make a lump sum termination payment to Mr. Miller that is equivalent to 18 months of his base fee, plus an amount that is equivalent to all cash bonuses paid to Mr. Miller in the last 12 months prior to the change in control, as well as all accrued bonuses on unrealized gains.

Pursuant to the Liyanage Agreement, in the event that there is a change in control of Astra, within 12 months of such change of control, the Miller Agreement may be terminated:

- a. by Mr. Liyanage for good reason (i.e., any adverse change by Astra or its successor to Mr. Liyanage's duties, powers, rights, salary, title or location such that after such change the duties, powers, rights, salary, title or location of Mr. Liyanage, taken as a whole, are not at least substantively equivalent to those assigned to Mr. Liyanage prior to such change, or any other reasons which is considered constructive dismissal by a relevant court); or
- b. by Astra without just cause.

In either case within, Astra will make a lump sum termination payment to Mr. Liyanage that is equivalent to one year's fees payable to Mr. Liyanage pursuant to the Liyanage Agreement (\$2,500 per month while Astra is a private company; \$5,000 per month once Astra becomes a public company).

The change of control provisions in the Miller Agreement and Liyanage Agreement will be waived by Mr. Miller and Mr. Liyanage, respectively, so they are not triggered upon completion of the Transaction.

Director Compensation Table

No directors on the Astra Board were paid any fees during the financial year ended March 31, 2021.

Outstanding Share-based Awards and Option-based Awards

Astra did not have any outstanding share-based awards and option-based awards held by the Named Executive Officers as at the financial year ended March 31, 2021.

Incentive Plan Awards– Value Vested or Earned During the Year

No option-based awards or share-based awards value vested during the financial year ended March 31, 2021 and no non-equity incentive plan compensation was earned during the financial year ended March 31, 2021 for any director of Astra.

Management Contracts

Other than pursuant to the Miller Agreement and the Liyanage Agreement, Astra is not party to any agreement whereby management functions of Astra are to any substantial degree performed by a person other than the directors or executive officers of Astra.

Non-Arm's Length Party Transactions

Astra has not acquired or provided any assets or services in any transaction involving a director, officer or promoter of Astra, a security holder disclosed in the Filing Statement as a principal security holder, either before or after giving effect to the Transaction, or any of their respective Associates or Affiliates, other than as set out in this section or otherwise disclosed in this Filing Statement.

Legal Proceedings

There are no legal proceedings material to Astra to which Astra or a subsidiary of Astra is a party or of which any of their respective property is the subject matter. Additionally, to the reasonable knowledge of the management of Astra, there are no such proceedings contemplated.

Material Contracts

The following material contracts have been entered into by Astra within the two years before the date of this Filing Statement:

- (a) The Share Purchase Agreement. For more information see "Information Concerning Astra - General Development of the Business - The Property".
- (b) The Property JV Agreement. For more information see "Information Concerning Astra - General Development of the Business - The Property".
- (c) The Amalgamation Agreement. For more information see "Information Concerning Momentous - The Transaction - Amalgamation".

Copies of these contracts may be inspected without charge during regular business hours at Astra's head office, which is located at Suite 700, 1090 West Georgia Street, Vancouver, British Columbia, Canada, V6E 3V7 until the closing of the Transaction and for a period of 30 days thereafter.

INFORMATION CONCERNING THE RESULTING ISSUER

The following information is presented on a post-Transaction basis and is reflective of the projected business, financial and share capital position of the Resulting Issuer. This section only includes information respecting the Resulting Issuer that is materially different from information provided earlier in this Filing Statement. Following the completion of the Transaction, the Resulting Issuer will carry on the business of Astra. Please see the discussion under the various headings in the sections entitled "Information Concerning Momentous" and "Information Concerning Astra" for additional information regarding Momentous and Astra, respectively. See also the Pro Forma Financial Statements of the Resulting Issuer attached hereto as Appendix E.

Name and Incorporation

The Resulting Issuer will be governed by the BCBCA and it is expected that its corporate name will be "Astra Exploration Inc.", or such other name as acceptable to Momentous, Astra and applicable regulatory authorities. The Resulting Issuer's head office will be located at Suite 700, 1090 West Georgia Street, Vancouver, British Columbia, Canada, V6E 3V7 and its registered office will be located at Suite 401, 353 Water Street, Vancouver, British Columbia, Canada, V6B 1B8.

Intercorporate Relationships

After giving effect to the Transaction, the Resulting Issuer's sole direct and wholly-owned subsidiary will be Amalco, which will exist under the laws of British Columbia. The Resulting Issuer will own 100% of the issued and outstanding voting securities of Amalco, which will in turn own 100% of the issued and outstanding voting securities of Astra Subco, which will in turn own 80% of the issued and outstanding voting securities of SMC Paciencia.

Narrative Description of the Business

Following completion of the Transaction, the business of the Resulting Issuer will be the business of Astra. For a description of the business of Astra, see "Information Concerning Astra - General Development of the Business".

The Resulting Issuer is expected to carry on the recommended work program on the Property as disclosed above. See "Information Concerning Astra - Narrative Description of the Property - Exploration and Development".

Description of Securities

Resulting Issuer Shares

The share structure of the Resulting Issuer will be the same as the share structure of Momentous and the rights associated with each Resulting Issuer Share will be the same as the rights associated with each Momentous Share. See "Information Concerning Momentous - Description of Securities".

Immediately following completion of the Transaction and assuming the Minimum Financing, it is anticipated that that the Resulting Issuer will have 24,748,085 Resulting Issuer Shares outstanding (after taking into account the Consolidation and the issuance of the Finder Shares), of which:

- 21,598,085 Resulting Issuer Shares, representing approximately 7.3% of the then outstanding Resulting Issuer Shares, will be held by current Astra Shareholders;
- 2,650,000 Resulting Issuer Shares, representing approximately 10.7% of the then outstanding Resulting Issuer Shares, will be held by the current Momentous Shareholders; and
- 500,000 Resulting Issuer Shares, representing approximately 2.0% of the then outstanding Resulting Issuer Shares, will be held by Crowsnest Advisory and Ivaldi Venture Capital.

Immediately following completion of the Transaction and assuming the Maximum Financing, it is anticipated that that the Resulting Issuer will have 29,748,085 Resulting Issuer Shares outstanding (after taking into account the Consolidation and the issuance of the Finder Shares), of which:

- 26,598,085 Resulting Issuer Shares, representing approximately 89.9% of the then outstanding Resulting Issuer Shares, will be held by current Astra Shareholders;
- 2,650,000 Resulting Issuer Shares, representing approximately 8.9% of the then outstanding Resulting Issuer Shares, will be held by the current Momentous Shareholders; and
- 500,000 Resulting Issuer Shares, representing approximately 1.7% of the then outstanding Resulting Issuer Shares, will be held by Crowsnest Advisory and Ivaldi Venture Capital.

Warrants

Immediately following completion of the Transaction (after taking into account the Consolidation), a total of 115,000 Resulting Issuer Shares will be reserved for issuance upon the exercise of the 115,000 Momentous Agent Options.

No warrants are expected to be issued as part of the Additional Astra Financing.

Stock Options

Immediately following completion of the Transaction (after taking into account the Consolidation), a total of 250,000 Resulting Issuer Shares will be reserved for issuance upon the exercise of the 250,000 Momentous Options granted under the Momentous Option Plan.

Pro Forma Consolidated Capitalization

The table outlines the expected pro forma share and capital of the Resulting Issuer, on a consolidated basis, after giving effect to the Transaction and the Consolidation, based on the pro forma consolidated balance sheet attached to this Filing Statement as Appendix E:

Designation of Security	Amount Authorized	Outstanding after Transaction and Minimum Financing	Outstanding after Transaction and Maximum Financing
Resulting Issuer Shares	Unlimited	24,748,085	29,748,085
Resulting Issuer Stock Options	10%	250,000	250,000

Fully Diluted Share Capital

The following table outlines the expected number and percentage of Resulting Issuer Shares to be outstanding on a fully diluted basis after giving effect to the Transaction and the Consolidation:

Description of Issue	# of Resulting Issuer Shares After Minimum Financing	% of Total	# of Resulting Issuer Shares After Maximum Financing	% of Total
Resulting Issuer Shares				
Outstanding Momentous Shares prior to the Amalgamation and after Consolidation	2,650,000	10.6%	2,650,000	8.8%
Issued pursuant to Amalgamation	21,598,085	86.0%	26,598,085	88.3%
Issued pursuant to the Finder's Fee Agreements	500,000	2.0%	500,000	1.7%
Subtotal	24,748,085	98.6%	29,748,085	98.8%
Resulting Issuer Shares Underlying Stock Options				
Issuable on the exercise of Momentous Options	250,000	1.0%	250,000	0.8%

Description of Issue	# of Resulting Issuer Shares After Minimum Financing	% of Total	# of Resulting Issuer Shares After Maximum Financing	% of Total
Resulting Issuer Shares Underlying Warrants				
Issuable on the exercise of Momentous Agent Options	115,000	0.4%	115,000	0.4%
Total	25,113,085	100.00%	30,113,085	100.00%

Available Funds and Principal Purposes

The following funds are expected to be available to the Resulting Issuer:

Funds Available	Amount
Momentous working capital as at October 31, 2021	\$233,550
Astra working capital as at October 31, 2021	\$1,322,150
Proceeds of Minimum Financing	\$500,000
Total	\$2,055,700

The following table sets forth the principal purposes for which the estimated funds available to the Resulting Issuer will be used and the current estimated amounts to be used for each such principal purpose:

Use of Funds Available	Amount
Work program as recommended in the Technical Report (with contingency)	\$1,240,436 ⁽¹⁾
Claim fees and taxes	\$97,000 ⁽²⁾
Operating expenses for 12 months	\$435,086
Unallocated working capital ⁽³⁾	\$283,178
Total	\$2,055,700

Note:

- (1) Converted to C\$ using the exchange rate of US\$1.00 = C\$1.2574.
- (2) This amount reflects amounts payable in connection with the Property (\$21,500) and the Other Claims (\$75,500).
- (3) Possible uses of the unallocated working capital: to fund ongoing operations; future due diligence of other mining claims/concessions; and other uses as may be necessary.

The Resulting Issuer intends to spend the funds available to it as stated in this Filing Statement. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if we are required to carry out due diligence investigations in regards to any prospective investment or business opportunity, or if the costs of the Filing Statement or Listing, or negotiating an applicable transaction, are greater than anticipated. See “Funds Available and Use of Funds Available”.

Dividends

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

Principal Security holders

It is anticipated that the following Person(s) (excluding securities depositaries) will own of record or beneficially, directly or indirectly, or exercise control or direction over more than 10% of the Resulting Issuer Shares upon completion of the Transaction (including the Minimum Financing):

Name	Resulting Issuer Shares held upon closing of the Transaction
Arena Minerals Inc.	5,820,834

Directors, Officers and Promoters

Name, Occupation and Security Holdings

The following table sets forth certain information regarding the proposed directors and officers of the Resulting Issuer, including their municipality of residence, the position(s) and office(s) to be held with the Resulting Issuer, their principal occupation within the five preceding years, the period during which each proposed director has served as a director of Momentous or Astra and the approximate number and percentage of Resulting Issuer Shares proposed to be beneficially owned, directly or indirectly, or over which control or direction is proposed to be exercised by each of them, upon completion of the Transaction and the Consolidation:

Name and Residence	Position or Office	Principal Occupation	Securities Held⁽¹⁾
Brian Miller <i>Idaho, USA</i>	Chief Executive Officer, Director	Executive and Consultant	1,610,000 Resulting Issuer Shares (6.5%)

Name and Residence	Position or Office	Principal Occupation	Securities Held ⁽¹⁾
	(Director of Astra since October 14, 2020)		
Maresh Liyanage <i>British Columbia, Canada</i>	Chief Financial Officer	Chief Financial Officer	535,000 Resulting Issuer Shares (2.2%)
Sheryl Dhillon <i>British Columbia, Canada</i>	Corporate Secretary	Consultant	Nil
Charles Funk <i>British Columbia, Canada</i>	Director (Director of Astra since August 24, 2020)	Technical Director	1,958,335 Resulting Issuer Shares (7.9%)
Darcy Marud <i>Nevada, USA</i>	Director (Director of Astra since January 29, 2021)	Mining Company Executive	410,000 Resulting Issuer Shares (1.7%)
David Caulfield <i>British Columbia, Canada</i>	Director (Director of Astra since January 29, 2021)	Professional Geoscientist	550,000 Resulting Issuer Shares (2.2%)
Diego Guido <i>Argentina</i>	Exploration Director	Professional Geoscientist	250,000 Resulting Issuer Shares (1.0%)
Roberto Alarcon Bittner <i>Chile</i>	VP & Country Manager of Astra Subco	Executive and Consultant	456,667 Resulting Issuer Shares (1.8%)

Note:

- (1) Based on 24,748,085 Resulting Issuer Shares outstanding after completion of the Transaction, which assumes the completion of the Minimum Financing and no participation by the persons listed in the table above.

The term of office of the directors will expire annually at the time of the Resulting Issuer's annual general meeting. The term of office of the executive officers expires at the discretion of the Board.

The Resulting Issuer is expected to have two committees, the Audit Committee, whose members will be Brian Miller, Darcy Marud and David Caulfield, and the Compensation Committee, whose members will be Darcy Marud, Charles Funk and David Caulfield.

It is anticipated that in the quarter following the closing of the Qualifying Transaction, the Resulting Issuer Board will form additional committees as needed, such as a governance committee and a health and safety committee.

Management

Brian Miller – Chief Executive Officer and Director, Age: 42

Mr. Miller has over seven years of experience in mining and exploration. He was previously the Chief Financial Officer and Vice-President, Business Development at Kiska Metals Corp. His experience includes operations, business development, mergers and acquisitions, asset valuations and capital markets.

It is anticipated that Mr. Miller's involvement with the Resulting Issuer will be full time, representing 100% of his time.

Mahesh Liyanage – Chief Financial Officer, Age: 48

Mr. Liyanage is a Chartered Professional Accountant with over 20 years of experience across diverse industries. He is the former Chief Financial Officer of Orogen Royalties Inc. and Mirasol Resources Ltd. and is currently Chief Financial Officer for Vizsla Silver Corp. He owns a full-service accounting firm where he provides accounting and CFO services to multiple public companies.

It is anticipated that Mr. Liyanage's involvement with the Resulting Issuer will be part-time, representing approximately 20% of his time.

Sheryl Dhillon – Corporate Secretary, Age: 43

Ms. Dhillon is a highly experienced corporate secretary with over fifteen years of experience. She has extensive knowledge of corporate governance, as well as strong management skills and excellent corporate communications. Ms. Dhillon acts as Corporate Secretary for several companies listed on the Exchange and Canadian Securities Exchange.

It is anticipated that Ms. Dhillon's involvement with the Resulting Issuer will be part-time, representing approximately 10% of her time.

Diego Guido, Exploration Director, Age: 48

Mr. Guido is a globally-recognized Low Sulphidation Epithermal (LSE) expert with extensive field and research experience in Chilean and Argentinian deposits. Credited with discovery of the Pingüino deposit in Santa Cruz, Argentina, his previous roles include Senior Technical Advisor for Argentex Mining Corp, and VP Exploration at Austral Gold. Mr. Guido has provided consulting services to more than 25 mining companies.

It is anticipated that Mr. Guido's involvement with the Resulting Issuer will be part-time, representing approximately 70% of his time.

Charles Funk – Director, Age: 37

Mr. Funk has over 13 years of experience in the mining industry with junior exploration and major mining companies. He is currently Technical Director at Vizsla Silver Corp., where he led the discovery of the Napoleon prospect at the Panuco gold-silver project and is also the Chief Executive Officer of Heliostar Metals Limited.

It is anticipated that Mr. Funk's involvement with the Resulting Issuer will be part-time, representing approximately 10% of his time.

Darcy Marud – Director, Age: 58

Mr. Marud is an experienced executive who led exploration teams involved in the El Peñón and Mercedes mine discoveries. Mr. Marud has over 35 years of experience in mining and exploration, including roles at Meridian Gold Inc. and Yamana Gold Inc.

It is anticipated that Mr. Marud's involvement with the Resulting Issuer will be part-time, representing approximately 10% of his time.

David Caulfield – Director, Age: 62

Mr. Caulfield has over 35 years of experience in the exploration industry. He is the co-founder of Equity Exploration Ltd., Rimfire Minerals Corporation, and C3 Alliance Corp. Mr. Caulfield has a deep professional network and has served in multiple volunteer capacities including President of the Association for Mineral Exploration of British Columbia and Vice-Chair of Geoscience BC.

It is anticipated that Mr. Caulfield’s involvement with the Resulting Issuer will be part-time, representing approximately 10% of his time.

Roberto Alarcon Bittner, VP and Country Manager of Astra Subco, Age: 63

Mr. Alarcon has over 30 years combined experience in business development, legal and land matters with mining and exploration companies in the Americas and Europe, including over 15 years at Yamana/Meridian gold and over 12 years at Homestake Mining Company. His previous positions include VP Legal & Land – South America, VP & Senior Director – New Ventures, and VP, Country Manager – Chile.

It is anticipated that Mr. Bittner’s involvement with the Astra Subco will be part-time, representing approximately 20% of his time.

Other Reporting Issuer Experience

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

Name and Residence	Reporting Issuer	Position	Term
Brian Miller	Kiska Metals Corp.	CFO	2015-2017
Mahesh Liyanage	Orogen Royalties Inc. Vizsla Silver Corp. Tarachi Gold Corp. Heliostar Metals Limited	CFO CFO CFO CFO	2013-2020 2020-Present 2020- Present 2020- Present
Charles Funk	Orogen Royalties Inc. Vizsla Silver Corp. Heliostar Metals Limited	VP – Exploration VP – Exploration CEO & Director	2016-2019 2019- Present 2020- Present
Darcy Marud	Yamana Gold Inc. Independence Gold Corp.	EVP – Exploration Director	2014-2017 2017-Present
David Caulfield	Orogen Royalties Inc.	Director	2010-2021
Sheryl Dhillon	Aftermath Silver Ltd. Battery Mineral Resources Corp. Copperbank Resources Corp. Genesis Metals Corp. Group Eleven Resources Corp. Healthspace Data Systems Ltd. Heatherdale Resources Ltd. Heliostar Metals Limited	Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary	2011-Present 2019-Present 2014-Present 2010-Present 2018-Present 2016-Present 2020-Present 2015-Present

Name and Residence	Reporting Issuer	Position	Term
	Minaurum Gold Inc. Vendetta Mining Corp. VSBLTY Groupe Technologies Corp.	Corporate Secretary Corporate Secretary Corporate Secretary	2010-Present 2014-Present 2019-Present
Stuart Smith	Vizsla Silver Corp. Inflection Resources Ltd. Riley Resources Corp.	Director Director Director	2019-Present 2019-Present 2019-2021

Promoters

Brian Miller may be considered to be the promoter of the Resulting Issuer in that he took the initiative in founding and organizing Astra. The promoter has subscribed for and received Astra Shares.

Stuart Smith may be considered to be the promoter of the Resulting Issuer in that he took the initiative in founding and organizing Astra. The promoter has subscribed for and received Astra Shares. Mr. Smith will own 675,000 Resulting Issuer Shares (2.7% assuming completion of the Minimum Financing).

Corporate Cease Trade Orders or Bankruptcies

As at the date of this Filing Statement and within the ten years before the date of this Filing Statement, no proposed director, executive officer or promoter of the Resulting Issuer is or has been a director, chief executive officer or chief financial officer of any person or company, that while that person was acting in that capacity:

- (a) was subject of a cease trade order or similar order or an order that denied the relevant person or Company access to any exemptions under securities legislation (an “order”), for a period of more than 30 consecutive days; or
- (b) was subject to an order 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.

As at the date of this Filing Statement and within the ten years before the date of this Filing Statement, no proposed director or officer of the Resulting Issuer or Control Person of the Resulting Issuer:

- (a) is, or has been within the ten years before 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 ten years before the date of this Filing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

No proposed director or officer of the Resulting Issuer or Control Person of the Resulting Issuer:

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

Conflicts of Interest

The Resulting Issuer's directors and officers will be subject to fiduciary obligations to act in the best interest of the Resulting Issuer. Conflicts will be subject to the procedures and remedies of the BCBCA or other applicable corporate legislation.

Executive Compensation

The following section sets out the anticipated compensation for Brian Miller and Mahesh Liyanage, who are anticipated to be the only Named Executive Officers of the Resulting Issuer for the 12-month period after giving effect to the Transaction. The Named Executive Officers represent all of the Resulting Issuer's proposed executive officers. The levels of compensation for the Named Executive Officers will be considered and recommended to the Board by the incoming Compensation Committee following Completion of the Qualifying Transaction. Each of the Named Executive Officers will begin his tenure with the Resulting Issuer on verbal agreements with no set salary. It is anticipated that following the Completion of the Qualifying Transaction, the Resulting Issuer will begin negotiating employment terms with the Named Executive Officers.

Compensation Discussion and Analysis

Compensation Governance

The Board of the Resulting Issuer will administer the Resulting Issuer's executive compensation program with advice from the Compensation Committee. The Compensation Committee will be responsible for, among other things, reviewing and making recommendations to the Board with respect to, setting the initial compensation for each of the Named Executive Officers, the compensation policies and practices of the Resulting Issuer, annually reviewing and recommending to the Board for approval the remuneration of the senior officers of the Resulting Issuer, making, on an annual basis, a recommendation to the Board as to any incentive award to be made to the senior officers of the Resulting Issuer, and comparing, on an annual basis, the total remuneration and the main components thereof of the senior officers of the Resulting Issuer with the remuneration of peers in the same industry. The Compensation Committee will ensure that total compensation paid to the Named Executive Officers is fair, reasonable and consistent with the Resulting Issuer's compensation philosophy.

It is currently anticipated that the Compensation Committee will be comprised of three members, being Darcy Marud, Charles Funk and David Caulfield. Messrs. Funk and Caulfield will be independent.

Philosophy and Objectives

The proposed Board believes that the Resulting Issuer should provide a compensation package that is competitive and motivating, that will attract, hold and inspire qualified executives, that will encourage performance by executives to enhance the growth and development of the Resulting Issuer and that will balance the interests of the executives and the shareholders of the Resulting Issuer. Achievement of these objectives is expected to contribute to an increase in shareholder value.

Elements of Executive Compensation

It is expected that the Resulting Issuer will provide its executive officers with both fixed compensation, comprised of base salary, and performance-based variable incentive compensation, comprised of an annual cash bonus and long-term incentives in the form of awards under the Momentous Option Plan. The metrics for the incentive-based compensation are outlined above.

In the near term, the Compensation Committee will determine the salaries for the Named Executive Officers during one of their first constituted meetings. The base salary is designed to provide income certainty and to attract and retain executives and, therefore, will be based on the assessment of a number of factors such as current competitive market conditions, compensation levels within the peer group and factors particular to the executive, including individual performance, the scope of the executive's role with the Resulting Issuer and retention considerations. In addition to base salary, the Resulting Issuer may award executives with short term incentive awards in the form of annual cash bonuses.

Annual cash bonuses are intended to provide short-term incentives to executives and to reward them for their yearly individual contribution and performance of personal objectives in the context of overall annual corporate performance. It is expected that the amount will not be pre-established and will be at the discretion of the Board, with advice from the Compensation Committee. While it is expected there will be no target amount for annual cash bonuses, the Board will review similar factors as those discussed above in relation to base salary and likely tie annual bonuses to achieving certain pre-determined milestones.

Long-term incentive compensation will be provided through the granting of options under the Momentous Option Plan. Equity incentive awards will be designed to motivate executives to achieve long-term sustainable business results, align their interest with those of shareholders and to attract and retain executives. Awards will be based on a variety of factors, such as the need to attract or retain key individuals, competitive market conditions and internal equity. Previous grants will be taken into account when considering new grants.

Risks

The proposed Board of the Resulting Issuer recognizes that certain elements of compensation could promote unintended inappropriate or excessive risk-taking behaviours; however, the Resulting Issuer will seek to ensure that executive compensation packages appropriately balance short-term incentives, in the form of base salaries, and long-term incentives, in the form of option-based awards. As a result of the factors discussed above, the proposed Board does not believe that its compensation policies and practices are reasonably likely to have a material adverse effect on the Resulting Issuer.

Named Executive Officers and directors of the Resulting Issuer will not be permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

Incentive Plan Awards

Share-based Awards

During the 12 month period after giving effect to the Transaction, the Resulting Issuer may grant share-based awards, being awards granted under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

Option-based Awards

The Resulting Issuer may grant, subject to Exchange approval, option-based awards, being awards granted under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features, by granting options to its directors, officers and employees, however, the timing, amounts, exercise price and recipients of such issuances have not yet been determined. Stock options are expected to be granted under the Momentous Option Plan which will be continued by the Resulting Issuer. For information on the Momentous Option Plan, see “Information Concerning Momentous - Stock Option Plan”. For a grant of any other equity incentive other than stock options, the Resulting Issuer will need to amend its Stock Option plan or adopt a separate equity-based incentive plan to provide for the issuance of securities such as share appreciation rights and other similar instruments.

Pension Disclosure

The Resulting Issuer will not provide a pension to its directors or Named Executive Officers.

Termination and change of control benefits.

All of the Named Executive Officers will commence their tenure as executives of the Resulting Issuer under their current respective agreements. See “Information Concerning Astra - Executive Compensation - Termination and Change of Control Benefits”.

Director Compensation

Resulting Issuer director compensation will be determined by the Compensation Committee following the Completion of the Qualifying Transaction for the 12 month period after giving effect to the Transaction for services rendered to the Resulting Issuer and its subsidiaries.

It is expected that the Resulting Issuer will grant options to the directors of the Resulting Issuer from time to time under the Momentous Option Plan. The Resulting Issuer may pay directors’ fees to the directors of the Resulting Issuer in the future as determined by the Compensation Committee.

Indebtedness of Directors and Officers

No director or officer of Momentous or Astra, no proposed director or officer of the Resulting Issuer, no individual who at any time during the most recently completed financial year of Momentous or Astra was a director or officer of Momentous or Astra, nor any associate of such individuals, is indebted to Momentous or Astra, or is indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Momentous or Astra.

Investor Relations Arrangements

On September 9, 2021, Astra entered into an agreement (the “**G8 Agreement**”) with engaged G8 Strategies LLC (“**G8**”) pursuant to which G8 agreed to provide Astra with investor relations, marketing, strategic communications, public relations and other professional services (the “**Services**”) during the period of October 1, 2021 to March 30, 2022 (the “**Term**”). Astra has agreed to pay G8 an initial fee of US\$12,000 and an additional fee of US\$5,500 per month during the Term. Astra will also reimburse G8 for all out-of-pocket expenses incurred by G8 in connection with providing the Services. Either party may terminate the G8 Agreement by providing 60 days’ prior written notice.

G8 is US-based consulting firm which provides various marketing services to its clients. G8: (i) does not have any beneficial ownership of Astra Shares; (ii) will not have any beneficial ownership of Resulting Issuer Shares and (iii) will not have any right to acquire Resulting Shares

Options to Purchase Securities

The following table sets out certain information in respect of options to purchase securities of the Resulting Issuer that will be held upon completion of the Transaction and the Consolidation:

Category	# of Stock Options	Exercise Price	Expiry Date
All proposed officers of the Resulting Issuer, as a group	Nil	N/A	N/A
All proposed directors of the Resulting Issuer, as a group	Nil	N/A	N/A
All consultants of the Resulting Issuer, as a group	Nil	N/A	N/A
Any other Person	250,000	\$0.20	May 4, 2031

Stock Option Plan

The Momentous Option Plan will continue to be the stock option plan of the Resulting Issuer. See information under “Information Concerning Momentous - Stock Option Plan”. All of the restrictions in the current Momentous Option Plan that are operative while Momentous is a CPC will no longer apply upon Completion of the Qualifying Transaction.

Escrowed Securities

Exchange Escrow Requirements

To the knowledge of Momentous and Astra as of the date of this Filing Statement, the following table lists the names and municipalities of residence of the holders of the CPC Escrowed Shares and, in the case of the Resulting Issuer, the Resulting Issuer Securities that are anticipated to be held in escrow after giving effect immediately following the Completion of the Qualifying Transaction, and the percentage that number represents of the outstanding securities of that class. No Astra securities are currently held in escrow. All securities listed below are presented on a post-Consolidation basis.

Name and Municipality of Residence	Class	Prior to Transaction ⁽¹⁾		After Transaction ⁽²⁾		
		# Held in Escrow	% of Class	# Held in Escrow	% of Class (Minimum Financing)	% of Class (Maximum Financing)
Raymond David Harari Benaim Panama City, Panama ⁽³⁾⁽⁴⁾	Common	300,000	5.66%	225,000	0.91%	0.76%

Name and Municipality of Residence	Class	Prior to Transaction ⁽¹⁾		After Transaction ⁽²⁾		
		# Held in Escrow	% of Class	# Held in Escrow	% of Class (Minimum Financing)	% of Class (Maximum Financing)
Philip Luong Toronto, Canada	Common	50,000	0.94%	37,500	0.15%	0.13%
Darren George Collins Alliston, Ontario	Common	300,000	5.66%	225,000	0.91%	0.76%
Matthew Collins Murphy Hampden, Massachusetts	Common	200,000	3.77%	150,000	0.61%	0.50%
Alvaro Josue Yañez Alsina Bogotá, Colombia	Common	200,000	3.77%	150,000	0.61%	0.50%
Jillian Elizabeth Jean Monaghan ⁽⁴⁾ Nassau, Bahamas	Common	50,000	0.94%	37,500	0.15%	0.13%
Sidney Himmel Toronto, Ontario	Common	50,000	0.94%	37,500	0.15%	0.13%
Johnathan Dewdney Toronto, Ontario	Common	50,000	0.94%	37,500	0.15%	0.13%
Zachary Goldenberg Toronto, Ontario	Common	25,000	0.47%	18,750	0.08%	0.06%
Mark Goldhar Hubley, Nova Scotia	Common	25,000	0.47%	18,750	0.08%	0.06%
Adelaide Capital Markets Inc.	Common	25,000	0.47%	18,750	0.08%	0.06%

Name and Municipality of Residence	Class	Prior to Transaction ⁽¹⁾		After Transaction ⁽²⁾		
		# Held in Escrow	% of Class	# Held in Escrow	% of Class (Minimum Financing)	% of Class (Maximum Financing)
Toronto, Ontario						
Asad Sheikh ⁽⁴⁾ Toronto, Ontario	Common	75,000	1.42%	56,250	0.23%	0.19%
Ryan Walsh ⁽⁴⁾ Tel Aviv, Israel	Common	75,000	1.42%	56,250	0.23%	0.19%
Peter James Cunningham, Panama City, Panama	Common	50,000	0.94%	37,500	0.15%	0.13%
Bayline Capital Partners Inc. Toronto, Ontario	Common	25,000	0.47%	18,750	0.08%	0.06%
Total		1,500,000	28.28%	1,125,000	4.57%	

Notes:

- (1) On a non-diluted basis assuming completion of the Consolidation and prior to the Completion of the Qualifying Transaction.
- (2) On a non-diluted basis assuming completion of the Consolidation and Completion of the Qualifying Transaction.
- (3) CPC Escrowed Shares or Resulting Issuer Securities, as applicable, indirectly held through Night Owl, S.A., a corporation wholly-owned by Mr. Raymond David Harari Benaim.
- (4) CPC Escrowed Shares or Resulting Issuer Securities, as applicable, are beneficially owned and registered in the name of Haywood Securities Inc.
- (5) CPC Escrowed Shares or Resulting Issuer Securities, as applicable, are beneficially owned and registered in the name of Regents Park Securities Ltd.

CPC Escrow Agreement

In accordance with Exchange Policy 2.4, upon completion of the listing of Momentous on the Exchange, 3,000,001 Momentous Shares were held in escrow (on a pre-Consolidation basis) as CPC Escrowed Shares by Odyssey Trust Company, as escrow agent, under the CPC Escrow Agreement.

Release of CPC Escrowed Shares

In accordance with the terms and conditions of the CPC Escrow Agreement, the CPC Escrowed Shares will be subject to a 18-month escrow period upon Completion of the Qualifying Transaction and are scheduled to be released from escrow as follows

% of CPC Escrowed Shares Released from Escrow	Release Date
25%	Date of Final Exchange Bulletin
25%	6 months from Final Exchange Bulletin
25%	12 months from Final Exchange Bulletin
25%	18 months from Final Exchange Bulletin

In the event of the death of a holder of CPC Escrowed Shares, the CPC Escrowed Shares of such deceased holder will be released to the holder's legal representatives provided that the requirements of the Exchange for such release are met.

Dealing with CPC Escrowed Shares

The CPC Escrowed Shares held pursuant to the CPC Escrow Agreement may not be sold, assigned, transferred, mortgaged or otherwise dealt with in any manner except as provided by the CPC Escrow Agreement. Subject to certain exceptions set forth in the CPC Escrow Agreement, a holder of CPC Escrow Shares may:

- (a) pledge, mortgage or charge its CPC Escrow Shares to a financial institution as collateral for a loan, provided that no CPC Escrow Shares or any share certificates or other evidence of escrow securities will be transferred or delivered by the escrow agent to the financial institution for this purpose;
- (b) exercise voting rights attached to its CPC Escrow Shares, other than in support of one or more arrangements that would result in the repayment of capital being made on the CPC Escrow Shares prior to a winding up of Momentous (or following completion of the Transaction, the Resulting Issuer);
- (c) receive a dividend or other distribution on its CPC Escrow Shares, and elect the manner of payment; and
- (d) exercise its rights to exchange or convert its CPC Escrow Shares in accordance with the CPC Escrow Agreement.

Permitted Transfers within Escrow

The CPC Escrowed Shares may be transferred within escrow to an individual who will be a director or senior officer of the Resulting Issuer or a material operating subsidiary, provided that certain requirements of the Exchange are met, including that the proposed transferee agrees to be bound by the terms of the CPC Escrow Agreement. In the event of the bankruptcy of a holder of CPC Escrowed Shares, the CPC Escrowed Shares held by such holder may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such CPC Escrowed Shares provided that certain prescribed Exchange requirements are met. The CPC Escrowed Shares may be transferred within escrow to a Person or Company that: (a) before the transfer holds greater than 20% of the voting rights attached to the Resulting Issuer Shares; or (b) after the transfer will hold more than 10% of the voting rights attached to the Resulting Issuer Shares and has the right to elect or appoint one or more directors or senior officers of the Resulting Issuer or its material operating subsidiaries. CPC Escrowed Shares may also be transferred within escrow by a holder of CPC Escrowed Shares to a registered retirement savings plan ("RRSP") or a registered retirement income fund ("RRIF"), provided that the Exchange receives proper notice of the same, the holder of such CPC Escrowed

Shares is the sole beneficiary of the RRSP or RRIF and the trustee of the RRSP or RRIF agrees to be bound by the terms of the CPC Escrow Agreement.

Cancellation of CPC Escrowed Shares

Should the Resulting Issuer become delisted from the Exchange before all CPC Escrowed Shares have been released from escrow pursuant to the CPC Escrow Agreement, such CPC Escrowed Shares will be cancelled on the 10th anniversary of any such delisting from the Exchange.

Termination of CPC Escrow Agreement

The CPC Escrow Agreement may be terminated with respect to all parties in certain circumstances, including, without limitation: (i) upon agreement of all parties to the CPC Escrow Agreement, provided that; (a) the agreement to terminate is evidenced by a memorandum in writing signed by all parties; (b) if the Resulting Issuer is then listed on the Exchange, the termination of the CPC Escrow Agreement has been consented to in writing by the Exchange, and the agreement to terminate has been approved by a majority vote of securityholders of the Resulting Issuer excluding, in each case, the holders of CPC Escrow Shares; or (ii) when all of the CPC Escrowed Shares have been released from escrow pursuant to the CPC Escrow Agreement.

Escrow of New Securities

If the CPC Escrowed Shares are exchanged for new securities in the event of a business combination, merger, or other similar transaction, the new securities received will be subject to escrow in substitution of the tendered CPC Escrowed Shares.

Value Security Escrow Agreement

12,265,836 Resulting Issuer Shares will be escrowed as Value Securities pursuant to a Value Security Escrow Agreement in accordance with Exchange Policy 5.4. Odyssey Trust Company will be the escrow agent under the Value Security Escrow Agreement. It is anticipated that the 12,265,836 Resulting Issuer Shares subject to the Value Security Escrow Agreement are scheduled to be released as follows and assumes that the Resulting Issuer will be listed as a Tier 2 Issuer:

% of Value Securities Released from Escrow	Release Date
10%	Date of Final Exchange Bulletin
15%	6 months from Final Exchange Bulletin
15%	12 months from Final Exchange Bulletin
15%	18 months from Final Exchange Bulletin
15%	24 months from Final Exchange Bulletin
15%	30 months from Final Exchange Bulletin
15%	36 months from Final Exchange Bulletin

In the event of the death of a holder of Value Securities, the Value Securities held by such deceased holder will be released to the holder's legal representatives provided that the requirements of the Exchange for such release are met.

Dealing with Value Securities

The Value Securities held pursuant to the Value Security Escrow Agreement may not be sold, assigned, transferred or otherwise dealt with in any manner except as provided in the Value Security Escrow Agreement. Subject to certain exceptions set forth in the Value Security Escrow Agreement, a holder of Value Securities may:

- (a) pledge, mortgage or charge Value Securities to a financial institution as collateral for a loan, provided that no Value Securities or any share certificates or other evidence of escrow securities will be transferred or delivered by the escrow agent to the financial institution for this purpose;
- (b) exercise voting rights attached to Value Securities, other than in support of one or more arrangements that would result in the repayment of capital being made on the Value Securities prior to a winding up of the Resulting Issuer;
- (c) receive a dividend or other distribution on Value Securities, and elect the manner of payment; and
- (d) exercise rights to exchange or convert Value Securities in accordance with the Value Security Escrow Agreement.

Permitted Transfers within Escrow

The Value Securities may be transferred within escrow to an individual who will be a director or senior officer of the Resulting Issuer or a material operating subsidiary, provided that certain requirements of the Exchange are met, including that the proposed transferee agrees to be bound by the terms of the Value Security Escrow Agreement. In the event of the bankruptcy of a holder of Value Securities, the Value Securities held by such holder may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such Value Securities provided that certain prescribed Exchange requirements are met. The Value Securities may be transferred within escrow to a Person or Company that: (a) before the transfer holds greater than 20% of the voting rights attached to the Resulting Issuer Shares, or (b) after the transfer will hold more than 10% of the voting rights attached to the Resulting Issuer Shares and has the right to elect or appoint one or more directors or senior officers of the Resulting Issuer or its material operating subsidiaries. Value Securities may also be transferred within escrow by a holder of Value Securities to a RRSP or a RRIF, provided that the Exchange receives proper notice of the same, the holder of such Value Securities is the sole beneficiary of the RRSP or RRIF and the trustee of the RRSP or RRIF agrees to be bound by the terms of the Value Security Escrow Agreement.

Termination of Value Security Agreement

The Value Security Escrow Agreement may be terminated with respect to all parties in certain circumstances, including, without limitation: (i) upon agreement of all parties to the Value Security Escrow Agreement, provided that (a) the agreement to terminate is evidenced by a memorandum in writing signed by all parties; (b) if the Resulting Issuer is then listed on the Exchange, the termination of the Value Security Escrow Agreement has been consented to in writing by the Exchange; and the agreement to terminate has been approved by a majority vote of securityholders of the Resulting Issuer excluding, in each case, the holders of Value Security Escrow Shares; or (ii) when all of the Value Securities have been released from escrow pursuant to the Value Security Escrow Agreement.

Graduation to Tier 1

In the event the Resulting Issuer graduates from a Tier 2 issuer to a Tier 1 issuer, the release schedule for the Value Security Escrowed Shares will accelerate, with all of the Value Security Escrowed Shares ultimately being released from escrow on the date that is 18 months from the Final Exchange Bulletin.

Escrow of New Securities

If the Value Securities are exchanged for new securities in the event of a business combination, merger, or other similar transaction, the new securities received will be subject to escrow in substitution of the tendered Value Securities, unless certain requirements of the Exchange are met, including if the holder does not become a Principal of the successor issuer.

Auditor, Transfer Agent and Registrar

Astra's current auditor, Davidson & Company LLP, of 1200-609 Granville Street, Vancouver, BC V7Y 1G6, will be the auditor for the Resulting Issuer.

Odyssey Trust Company, through its office in Vancouver, British Columbia, is the transfer agent and registrar for Momentous Shares and will continue to act as transfer agent and registrar for the Resulting Issuer.

RISK FACTORS

An investment in the Resulting Issuer Shares should be considered highly speculative, not only due to the nature of Astra's business and operations, but also because of the uncertainty related to completion of the Transaction. In addition to the other information in this Filing Statement, an investor should carefully consider each of, and the cumulative effect of, the following factors, which assume the completion of the Transaction. Except as noted, these risk factors have been drafted in a manner so as to assume the completion of the Transaction.

Project Risks

Dependence on the Property

The Resulting Issuer will be an exploration stage company and as such does not anticipate receiving revenue from its mineral properties for some time. The Resulting Issuer will be focused on the exploration and development of the Property, which does not have any identified mineral resources or reserves. Unless the Resulting Issuer acquires additional property interests any adverse developments affecting the Property could have a material adverse effect upon the Resulting Issuer and would materially and adversely affect any profitability, financial performance and results of operations of the Resulting Issuer.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Resulting Issuer's mineral exploration and development programs at the Property will result in the definition of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered that Property will be brought into commercial production. Failure to do so will have a material adverse impact on the Resulting Issuer's operations and potential future profitability. The discovery of

bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which are the particular attributes of the deposit (such as size, grade and proximity to infrastructure), metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Most of the above factors are beyond the Resulting Issuer's control.

Exploration, Development and Production Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Resulting Issuer's resource base.

The Resulting Issuer's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction 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. In addition, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Resulting Issuer.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing precious metals and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access of properties in which the Resulting Issuer has an interest will have an adverse effect on profitability as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which the Resulting Issuer's properties will be located, often in poor climate conditions.

The long-term commercial success of the Resulting Issuer will depend on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Resulting Issuer will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Resulting Issuer may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Mineral Resources and Reserves

Because Astra has not defined or delineated any resources or reserves on any of its properties, mineralization estimates for its properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore

ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Unless otherwise indicated, mineralization figures presented in this Filing Statement are based upon estimates made by Astra personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis which may prove to be unreliable.

There can be no assurance that these estimates will be accurate; resource or other mineralization figures will be accurate; or such mineralization could be mined or processed profitably.

Insufficient Resources or Reserves

Substantial additional expenditures will be required to establish either resources or reserves on mineral properties and to develop processes to extract the minerals. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or at all.

Maintaining Interests in Mineral Properties

The Resulting Issuer's continuing right to maintain its conditional interest in the Property will be dependent upon compliance with applicable laws and the terms of the Property JV Agreement. There can be no assurance that the Resulting Issuer will have the funds, will be able to raise the funds or will be able to comply with applicable laws or provisions of the Property JV Agreement and, if it fails to do so, its interest in the Property may be lost.

No Assurances

There is no assurance that economic mineral deposits will ever be discovered, or if discovered, subsequently put into production. Most exploration activities do not result in the discovery of commercially mineable deposits. The Resulting Issuer's future growth and profitability will depend, in part, on its ability to identify and expand its mineral reserves through additional exploration of the Property and on the costs and results of continued exploration and development programs. Mining exploration is highly speculative in nature, involves many risks and frequently is not productive. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any anticipated level of recovery of mineral reserves will be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. There can be no assurance that the Resulting Issuer's exploration efforts at the Property will be successful.

Volatility of Commodity Prices

The development of the Property and any other project the Resulting Issuer acquires is dependent on the future prices of minerals and metals. The viability of developing the Property depends heavily on the price of gold.

Precious metals prices are subject to volatile price movements that are beyond the Resulting Issuer's control, which can be material and occur over short periods of time. Factors affecting such volatility include, but are not limited to, interest and exchange rates, inflation or deflation, fluctuations in the value of the U.S. dollar and foreign currencies, global and regional supply and demand, speculative trading, the costs of and levels of precious metals production, and political and economic conditions. Such external economic

factors are in turn influenced by changes in international investment patterns, monetary systems, the strength of and confidence in the U.S. dollar (the currency in which the prices of precious metals are generally quoted), and political developments.

The effect of these factors on the prices of precious metals, and therefore the economic viability of the Property and any project the Resulting Issuer may acquire in the future, cannot be accurately determined. The prices of commodities have historically fluctuated widely, and future price declines could cause the development of (and any future commercial production from) the Property to be impracticable or uneconomical. As such, the Resulting Issuer may determine that it is not economically feasible to commence commercial production, which could have a material adverse impact on the Resulting Issuer's financial performance and results of operations. In such a circumstance, the Resulting Issuer may also curtail or suspend some or all of its exploration activities.

Title Matters, Surface Rights and Access Rights

The Property may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Property and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Property or the size of the area to which such claims and interests pertain. The Resulting Issuer cannot guarantee that title to its mineral properties will not be challenged. Title insurance is generally not available for mineral properties and the Resulting Issuer's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained.

SCM Paciencia it does not have any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In areas where there are local populations or landowners, it is necessary, as a practical matter, to negotiate surface access. There is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Resulting Issuer. There can be no guarantee that the Resulting Issuer will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Resulting Issuer may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on the Property becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Resulting Issuer will be successful in acquiring any such rights.

Impact of Pandemic Disease on Global Economic Conditions and Economic Performance

The Resulting Issuer's operations are subject to the risk of emerging infectious diseases or the threat of outbreaks of viruses or other contagions or epidemic diseases, such as the novel coronavirus ("COVID-19") outbreak which began at the beginning of 2020. These infectious disease risks may not be adequately responded to locally, nationally or internationally due to lack of preparedness to detect and respond to outbreaks or respond to significant pandemic threats. As such, there are potentially significant economic and social impacts of infectious disease risks, including the inability of the Resulting Issuer's mining and exploration operations to operate as intended due to a shortage of skilled employees, shortages or disruptions in supply chains, inability of employees to access sufficient healthcare, significant social upheavals, government or regulatory actions or inactions, decreased demand or the inability to sell precious metals or declines in the price of precious metals, capital market volatility, or other unknown but potentially significant impacts.

There are potentially significant economic losses from infectious disease outbreaks that can extend far beyond the initial location of an infectious disease outbreak. As such, both catastrophic outbreaks as well as regional and local outbreaks can have a significant impact on the Resulting Issuer's operations, future cash flows, earnings, results of operations and financial condition. The Resulting Issuer may not be able to accurately predict the quantum of such risks. In addition, the Resulting Issuer's own operations are exposed to infectious disease risks noted above and, as such, the Resulting Issuer's operations may be adversely affected by such infectious disease risks. Accordingly, any outbreak or threat of an outbreak of a virus, such as COVID-19 or other contagions or epidemic disease could have a material adverse effect on the Resulting Issuer, its business, results from operations and financial condition. The COVID-19 outbreak at the beginning of 2020 has resulted in extended shutdowns of numerous business activities and supply chain disruptions. These shutdowns and disruptions have impacted the global economy and may have an adverse impact on the Resulting Issuer's business. As new developments continue to arise, the full impact that COVID-19 may have on commodity prices, costs and availability of supplies, availability of personnel and the global economy are not fully ascertainable. The direct and indirect effects of COVID-19 could have a material adverse effect on the Resulting Issuer's future cash flows, earnings, results of operations and financial condition. In addition, health concerns could result in social, economic and labour instability.

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, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, catastrophic equipment failures, changes in the regulatory environment and natural phenomena such as inclement weather conditions, pandemics, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Resulting Issuer's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Resulting Issuer will 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 mining company'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. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Resulting Issuer or to other companies in the mining industry on acceptable terms. The Resulting Issuer might also become subject to liability for pollution or other hazards that may not be insured against or that the Resulting Issuer may elect not to insure against because of premium costs or other reasons. 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.

Environmental Risks and Hazards

All phases of the Resulting Issuer's operations are subject to environmental regulation. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for noncompliance, 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 existing or future environmental regulation will not materially adversely affect the Resulting Issuer's business, financial condition and results of operations.

Permitting Risks

Government environmental approvals and permits are currently, or may in the future be, required in connection with the Resulting Issuer's operation. To the extent such approvals are required and not obtained, the Resulting Issuer will be curtailed or prohibited from proceeding with planned exploration, development or operation of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations, including the Resulting Issuer, may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of Companies in the mining industry, or more stringent implementation thereof, could have a material adverse impact on the Resulting Issuer and cause increases in exploration expenses, capital expenditures or production costs, reduction in levels of production at producing properties, or abandonment or delays in development of new mining properties.

Infrastructure

Mining, processing, development and exploration activities depend 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 business, financial condition and results of operations.

Competition for Exploration, Development and Operation Rights

The mining industry is intensely competitive in all of its phases and the Resulting Issuer competes with many companies possessing greater financial and technical resources. Competition in the precious metals mining industry is primarily for: mineral rich properties that can be developed and produced economically; the technical expertise to find, develop and operate such properties; the labour to operate the properties; and the capital for the purpose of funding such properties. Many competitors not only explore for and mine precious metals, but conduct refining and marketing operations on a global basis. Such competition may result in the Resulting Issuer being unable to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop the Property as contemplated in the Technical Report. Existing or future competition in the mining industry could materially adversely affect the Resulting Issuer's prospects for mineral exploration and success in the future.

Increased demand for services and equipment could cause project costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, or at all, and increase potential scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development or construction costs, result in project delays or both.

Governmental Regulation

The mineral exploration and development activities of the Resulting Issuer are subject to various laws governing prospecting, exploration, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters in

local areas of operation. Although the Resulting Issuer's exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, development or production. Amendments to current laws and regulations governing the Resulting Issuer's operations, or more stringent implementation thereof, could have an adverse impact on the Resulting Issuer's business and financial condition.

Operational Labour and Employment Matters

While the Resulting Issuer has good relations with its employees and consultants, exploration and development at its mining properties is dependent upon the efforts of the Resulting Issuer's employees. In addition, relations between the Resulting Issuer and its employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant federal and provincial governmental authorities. Changes in such legislation or in the relationship between the Resulting Issuer and its employees may have a material adverse effect on the Resulting Issuer's business, results of operations and financial condition.

Acquiring Additional Properties

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, the Resulting Issuer may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Property. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of the Property will be commenced or completed on a timely basis, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operations.

Community Relationships

The Resulting Issuer's relationships with the communities in which it operates are critical to ensure the future success of its existing operations and the construction and development of its projects.

The Property may be subject to the rights or the asserted rights of various community stakeholders. The presence of community stakeholders may impact the Resulting Issuer's ability to develop or operate the Property or to conduct exploration activities. Accordingly, the Resulting Issuer is subject to the risk that one or more groups may oppose the continued operation, further development or new development or exploration of the Resulting Issuer's current or future mining properties and projects. Such opposition may be directed through legal or administrative proceedings, or through protests or other campaigns against the Resulting Issuer's activities. Governments in many jurisdictions must consult with, or require the Resulting Issuer to consult with, indigenous peoples with respect to grants of mineral rights and the issuance or amendment of project authorizations. These legal requirements may also affect the Resulting Issuer's ability to expand or transfer existing operations or to develop new projects.

Corporate Risks

The Transaction May Not Be Completed

The Transaction is subject to final acceptance by the Exchange as evidenced by the Final Exchange Bulletin. There can be no assurance that all of the necessary approvals will be obtained. If the Transaction is not completed for any reason, Momentous will continue to search for and evaluate other investment opportunities; however, it will have incurred significant costs associated with the failed implementation of the Transaction.

Additional Funding Requirements

The exploration and development of the Property will require substantial additional capital. When such additional capital is required, the Resulting Issuer will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Resulting Issuer and might involve substantial dilution to existing shareholders. The Resulting Issuer may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Resulting Issuer's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Resulting Issuer may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the precious metals industries in particular), the Resulting Issuer's status as a new enterprise with a limited history, the location of the Property, the price of commodities and/or the loss of key management personnel. Further, if the price of precious on the commodities markets decreases, then potential revenues from the Property will likely decrease and such decreased revenues may increase the requirements for capital. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development or production at the Property.

Limited Operating History and Early Stage Property

The Resulting Issuer will be an early stage company and the Property is an exploration stage property. As such, the Resulting Issuer will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The current state of the Property requires significant additional expenditures before any cash flow may be generated. There is no assurance that the Resulting Issuer will be successful in achieving a return on shareholders' investment and the likelihood of its success must be considered in light of its early stage of operations.

The Property is in the early exploration stage and is without resources or reserves. The proposed programs on the Property are an exploratory search for a mineral deposit. Development of the Property will only follow upon obtaining satisfactory results. Exploration for and the development of minerals involve a high degree of risk and few properties, which are explored, are ultimately developed into producing properties. There is no assurance that the Resulting Issuer's exploration and development activities will result in any discoveries of commercial bodies of ore.

The long-term success of the Resulting Issuer's operations will be in large part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Lack of Operating Cash Flow

The Resulting Issuer will initially have no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Resulting Issuer's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Resulting Issuer sustains losses over an extended period of time, it may be unable to continue our business. Further exploration and development of the Property will require the commitment of substantial financial resources. It may be several years before the Resulting Issuer will generate any revenues from operations, if at all. There can be no assurance that the Resulting Issuer will realize revenue or achieve profitability.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the mineral exploration sector, were impacted by these market conditions.

Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Resulting Issuer's operations. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and our overall liquidity, the volatility of mineral prices would impact the Resulting Issuer's prospects, volatile energy, commodity and consumables prices and currency exchange rates would impact costs and the devaluation and volatility of global stock markets would impact the valuation of its equity and other securities. These factors could have a material adverse effect on the Resulting Issuer's financial condition and results of operations.

In recent years, the securities markets in Canada, as well as in other countries around the world, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Resulting Issuer in developing assets, adding additional resources, establishing feasibility of deposits or creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the Common Shares might not develop or be sustained. If an active public market for the Common Shares does not develop or continue, the liquidity of a shareholder's investment may be limited and the price of the Common Shares may decline.

Claims and Legal Proceedings

The Resulting Issuer may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to former employees. These matters may give rise to legal uncertainties or have unfavourable results. The Resulting Issuer may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from the Resulting Issuer's operations. In addition, the Resulting Issuer may be involved in disputes with other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact the Resulting Issuer's financial position, cash flow, results of operations, and reputation, regardless of the specific outcome.

Force Majeure

The Resulting Issuer's projects now or in the future may be adversely affected by risks outside the control of the Resulting Issuer, including the price of precious metals on world markets, labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Uncertainty of Use of Proceeds

The intended use of proceeds in this Filing Statement are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Resulting Issuer to apply these funds effectively could have a material adverse effect on the Resulting Issuer's business, including the Resulting Issuer's ability to achieve its stated business objectives.

Competition

All aspects of the Resulting Issuer's business will be subject to competition from other parties. Many of the Resulting Issuer's competitors for the acquisition, exploration, production and development of mineral properties, and for capital to finance such activities, will include companies that have greater financial and personnel resources available to them than the Resulting Issuer. Competition could adversely affect the Resulting Issuer's ability to acquire suitable properties or prospects in the future.

Conflicts of Interest

Certain of the directors and officers of the Resulting Issuer will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Resulting Issuer may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the proposed management of the Resulting Issuer's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Resulting Issuer and a proposed director or officer of the Resulting Issuer except as otherwise disclosed herein.

Dividends

To date, neither Momentous nor Astra has paid any dividends. Any decision to pay dividends on the Resulting Issuer Shares will be made by the Board on the basis of the Resulting Issuer's earnings, financial requirements and other conditions.

Litigation

The Resulting Issuer and/or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Resulting Issuer may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Resulting Issuer to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results

of any such actions may have a material adverse effect on the Resulting Issuer's business, operating results or financial condition.

No Earnings and History of Losses

The business of developing and exploring resource properties involves a high degree of risk and, therefore, there is no assurance that current exploration programs will result in identifying further profitable operations. The Resulting Issuer has not determined whether the Property contains economically recoverable reserves of mineralized material and currently has not earned any revenue from its projects; therefore, the Resulting Issuer does not generate cash flow from its operations. There can be no assurance that significant additional losses will not occur in the future. The Resulting Issuer's operating expenses and capital expenditures may increase in future years with advancing exploration, development and/or production from the Resulting Issuer's properties. The Resulting Issuer expects to incur losses until such time as the Property or any future property it acquires enters into commercial production and generates sufficient revenue to fund continuing operations. There is no assurance that any of the Resulting Issuer's properties will eventually enter commercial operation. There is also no assurance that new capital will become available and, if it does not, the Resulting Issuer may be forced to substantially curtail or cease operations.

Attracting and Retaining Talented Personnel

The Resulting Issuer's success will depend in large measure on the abilities, expertise, judgment, discretion, integrity and good faith of management and other personnel in conducting the business of the Resulting Issuer. The Resulting Issuer will initially have a small management team and the loss of any of these individuals or the inability to attract suitably qualified staff could materially adversely impact the business. The Resulting Issuer's ability to manage its operating, development, exploration and financing activities will depend in large part on the efforts of these individuals.

The Resulting Issuer's success will depend on the ability of management and employees to interpret market and technical data successfully and to interpret and respond to economic, market and other business conditions in order to locate and adopt appropriate investment opportunities, monitor such investments and ultimately, if required, successfully divest such investments. Further, key personnel may not continue their association or employment with the Resulting Issuer which may not be able to find replacement personnel with comparable skills. The Resulting Issuer has sought to and will continue to ensure that management and any key employees are appropriately compensated; however, their services cannot be guaranteed. If the Resulting Issuer is unable to attract and retain key personnel, business may be adversely affected. The Resulting Issuer faces market competition for qualified personnel and there can be no assurance that the Resulting Issuer will be able to attract and retain such personnel.

Volatility of Market for Resulting Issuer Shares

The market price of the Resulting Issuer Shares may be highly volatile and could be subject to wide fluctuations in response to a number of factors, including: (i) dilution caused by issuance of additional Resulting Issuer Shares and other forms of equity securities, which the Resulting Issuer expects to make in connection with future financings to fund operations and growth, to attract and retain qualified personnel and in connection with future strategic partnerships with other companies, (ii) announcements of new acquisitions, reserve discoveries or other business initiatives by competitors, (iii) fluctuations in revenue from operations as new reserves come to market, (iv) changes in the market for gold and/or in the capital markets generally, (v) changes in the demand for minerals and metals; and (vi) changes in the social, political and/or legal climate in the regions in which the Resulting Issuer operates. In addition, the market price of the Resulting Issuer Shares could be subject to wide fluctuations in response to: (a) quarterly variations in operating expenses, (b) changes in the valuation of similarly situated Companies, both in the

mining industry and in other industries, (c) changes in analysts' estimates affecting the Resulting Issuer, competitors and/or the industry, (d) changes in the accounting methods used in or otherwise affecting the industry, (e) additions and departures of key personnel, (f) fluctuations in interest rates, exchange rates and the availability of capital in the capital markets, and (g) significant sales of the Resulting Issuer Shares, including sales by future investors in future offerings which may be made to raise additional capital. These and other factors will be largely beyond the Resulting Issuer's control, and the impact of these risks, singularly or in the aggregate, may result in material adverse changes to the market price of the Resulting Issuer Shares and/or the Resulting Issuer's results of operations and financial condition.

Dilution Risk

In order to finance future operations and development efforts, the Resulting Issuer may raise funds through the issue of Resulting Issuer Shares or securities convertible into Resulting Issuer Shares. The constating documents of the Resulting Issuer will allow it to issue, among other things, an unlimited number of Resulting Issuer Shares for such consideration and on such terms and conditions as may be established by the directors of the Resulting Issuer, in many cases, without the approval of shareholders. The size of future issues of Resulting Issuer Shares or securities convertible into Resulting Issuer Shares or the effect, if any, that future issues and sales of the Resulting Issuer Shares will have on the price of the Resulting Issuer Shares cannot be predicted at this time. Any transaction involving the issue of previously authorized but unissued Resulting Issuer Shares or securities convertible into Resulting Issuer Shares would result in dilution, possibly substantial, to present and prospective shareholders of the Resulting Issuer.

Dividends

The Resulting Issuer does not intend to declare dividends for the foreseeable future as the Resulting Issuer anticipates that any future earnings will be re-invested in the development and growth of the business. Therefore, investors will not receive any funds unless they sell their Resulting Issuer Shares, and shareholders may be unable to sell their Resulting Issuer Shares on favorable terms or at all. Investors cannot be assured of a positive return on investment or that they will not lose the entire amount of their investment in Resulting Issuer Shares.

GENERAL MATTERS

Experts

The Qualified Person prepared the Technical Report. The Qualified Person does not hold any of outstanding securities of each of Momentous and Astra, or of any Associate or Affiliate of either of them, when he prepared the Technical Report and did not receive any interest in any securities of each of Momentous and Astra, or of any Associate or Affiliate of either of them, in connection with the preparation of the Technical Report.

The Qualified Person is not currently, nor is he expected to be elected, appointed or employed as, a director, officer or employee of Momentous, Astra or the Resulting Issuer, or of any Associate or Affiliate of the Resulting Issuer.

MNP LLP is the auditor of Momentous and is independent of Momentous within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Davidson & Company LLP is the auditor of Astra and is independent of Astra within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

McGovern Hurley is the auditor of SCM Paciencia and is independent of SCM Paciencia within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

Other than as mentioned above, no Person or Company whose profession or business gives authority to a statement made by the Person or Company and who is named as having prepared or certified a part of this Filing Statement or as having prepared or certified a report or valuation described or included in this Filing Statement holds any beneficial interest, direct or indirect, in any property of Momentous, Astra or the Resulting Issuer or of an Associate or Affiliate of Momentous, Astra, or the Resulting Issuer and no such Person is expected to be elected, appointed or employed as a director, senior officer or employee of Momentous, Astra or the Resulting Issuer or of an Associate or Affiliate of Momentous, Astra or the Resulting Issuer and no such Person is a promoter of Momentous, Astra or the Resulting Issuer or an Associate or Affiliate of Momentous, Astra or the Resulting Issuer.

There is no expertise report prepared to support the recommendation(s) of the Momentous Board.

Other Material Facts

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

Board Approval

The Momentous Board has approved this Filing Statement.

APPENDIX A

PROPERTY DISCLOSURE

Unless stated otherwise, the information in this Appendix A is based on the Technical Report, is effective as of the date of the Technical Report and was reviewed by, and included with the consent of the Qualified Person. Portions of the following information are based on assumptions, qualifications and procedures which are not fully described herein. Reference should be made to the full text of Technical Report which is available for review on SEDAR at www.sedar.com. Readers are encouraged to review the Technical Report. The Technical Report is not and shall not be deemed to be incorporated by reference in this Filing Statement.

Capitalized terms used but not defined in this Appendix A have the meanings given to them in the Technical Report. All figures and tables from the Technical Report are reproduced in and form part of this Filing Statement.

Summary

The Pampa Paciencia project is a mineral exploration project located in the Atacama Desert of the Antofagasta Region of northern Chile, 140 km NE of the port city of Antofagasta, and 17 km NW of the village of Sierra Gorda. The Property is located at elevations from 1,500 to 1,600 masl within the Paleocene mineral belt, close to infrastructure and major copper mines at Spence and Sierra Gorda (15 Km) and the former gold-silver mine at Faride (5 Km). The project includes outcropping gold-silver mineralization hosted in low sulphidation style epithermal quartz veins and could have potential for porphyry style copper-molybdenum mineralization under cover in the NE of the property.

The property is controlled by Astra Exploration Ltd., a newly formed private mineral exploration company led by a proven management team with previous exploration success in discovering epithermal gold deposits. Astra acquired 80% of the Pampa Paciencia project from Arena Minerals in return for 5.82 million shares, representing 40% of the issued and outstanding shares of Astra. Subsequently, Astra entered into an amalgamation agreement with Momentous Capital Corp., a TSXV-listed capital pool company, whereby Momentous will acquire all of the issued and outstanding shares of Astra. Sociedad Química y Minera (SQM) retains the other 20% and a 3% NSR on any production. Between 2013 and 2016 portions of the project were explored under option by Arena Minerals, B2Gold and Teck looking for low sulphidation and porphyry style mineralization and culminating in the sampling of 27 trenches and drilling of 3200 mts in 19 drill holes.

The following report was prepared for Astra Exploration by David Hopper, a Chartered Geologist in good standing of the Geological Society of London, Fellow No. 1030584, and an independent Qualified Person as defined under NI 43-101. The report describes the geology of the Project, historical exploration results, and provides recommendations for further work.

Property Summary

The Pampa Paciencia project consists of 8 exploitation claims in the name of Sociedad Contratual Minera (SCM) Paciencia since January 2021, totaling 2,140 hectares. In March 2021 Astra Exploration applied for 3 exploration claims (Impacencia claims), covering 2,000 hectares along the western edge of the property. Property payments to date will keep the exploitation concessions in good standing until March 31, 2022 and the exploration claims until October 20, 2023. The claims are in open and uncultivated land so no permits are required to access the area. Exploitation claims and Exploration claims entitle the holder to different rights and are referenced separately in this report.

In Chile, exploration programs with less than 40 drill platforms do not need to be environmentally assessed unless they are in protected or sensitive areas. This applies to the current operator and is not cumulative such that previous drill pads do not count towards the total. No environmental permits have been requested or granted to the Project and the future exploration program as recommended in this report is not expected to require permitting.

Water is limited in the Atacama and Astra or the drilling companies will need to truck water from the nearest source. At the time of writing there are no other known significant factors and risks that may affect access, title, or the right or ability to perform work on the Property.

Geology and Mineralization Summary

The Pampa Paciencia project lies within the Paleocene Mineral belt that hosts a wide range of mineral deposits, including classic porphyry Cu-Mo deposits like Spence and Sierra Gorda, and low sulphidation epithermal deposits at Faride and El Peñon. Two principal magmatic events occur at Pampa Paciencia. These occur along a NNW regional trend and are related to the Dominador and Sierra Gorda N-S regional faults.

1) A late Cretaceous volcanic and igneous magmatic event represented by the Quebrada Mala Formation (73-65 Ma), comprising mafic to intermediate volcanic rocks with interbedded tuffs, and the Sierra Gorda Intrusion Complex (71-65 Ma) of equigranular to porphyritic leuco-mesocratic intrusions of granite, syenomonzogranite and granodiorite. 2) A Paleocene (64-56 Ma) magmatic event represented by small intrusions of basalt, andesite and monzonite.

These were all mineralized in the Paleocene and then partially covered by Miocene to Holocene alluvial and colluvial deposits.

Pampa Paciencia is mainly a low sulphidation epithermal (LSE) gold-silver deposit that could have potential to host porphyry style copper-molybdenum mineralization under cover in the NE portion of the property. Epithermal mineralization occurs in quartz veins anomalous in Au and Ag, as demonstrated by sample 187423 which graded 93.3 g/t Au and 301 g/t Ag in surface rock chip samples. Subcrops of the veins cut across the low hills and continue beneath the covered pampas suggesting strike potential. The veins are subvertical to steeply dipping and form lenses that pinch and swell along strike and plunge, varying from a few centimetres to a few metres in width.

Veins show classic low sulphidation epithermal quartz textures such as carbonate replacement quartz lattice texture and colloform-crustiform banded quartz. In the North Zone minor adularia, amethyst, sulphides and sulphosalts are observed and may reflect an intermediate erosion level. In the Central and South zones veins are dominated by chalcedony which may be indicative of a shallower erosion level and therefore untested potential at depth. The intrusive wall rocks show weak to moderate silicification, argillization of feldspars, and chloritization of mafics within a few centimetres of the veins.

Summary of Historical Exploration Activities

The Pampa Paciencia claims were originally under concession to the industrial minerals company SQM, who optioned them to Arena Minerals in 2013. Arena then optioned parts of the properties to B2Gold in February 2015 and Teck Resources in October 2015.

Arena and B2Gold conducted exploration for epithermal deposits over the entire project, including mapping, geophysics and sampling, and Teck explored for porphyry deposits in the NE part of the property with mapping, sampling, and geophysics. A total of 2,558 geochemical samples were taken from

surface, trenches and drill holes as shown in the table below. Table 1 of the Technical Report provides a summary of historical exploration activity of Pampa Paciencia.

B2Gold completed 1,641.3 meters of diamond drilling in 11 holes searching for epithermal Au-Ag mineralisation related to outcropping quartz veins. All tested the same WNW vein structure in the North zone. Four holes intersected significant precious metal values including 21 meters* @ 1.69 ppm Au and 22.06 ppm Ag (hole PP15-006) and 16.30 meters* @ 2.30 ppm Au and 18.73 ppm Ag (PP15-007). Veins in the Central Zone and South Zones were not drilled by B2Gold due to lower results in rock chip sampling and these remain to be tested. (* intercept widths - insufficient information is available to calculate true widths).

In the NE quarter of the property, Teck Resources drilled 1568 meters in 8 reverse circulation holes searching for porphyry Cu-Mo mineralization related to tourmaline crackle breccias observed in outcrop. The breccia system is open to the SE of the Pampa Paciencia claims.

Astra Exploration increased the resolution of the ground magnetics by infilling the previous grid with new lines at 50 and 25 m spacings, and also expanded the regional grid to include the Impaciencia property.

Conclusions and Recommendations

The Author has reviewed the work completed to date over the Pampa Paciencia claims and has independently checked a selection of the original data, drill core, trenches, and outcrops during a site inspection on the 23rd and 24th of April 2021. The Author concludes that the data is adequate for the purpose of this report, that being to confirm the presence and style of gold mineralisation, recommend if further work is warranted, and propose an exploration program appropriate to the style of mineral deposit and exploration stage of the project.

The Paleocene Mineral Belt has been heavily explored for large-scale porphyry deposits, however exploration for epithermal deposits has been much less intense. The lower level of exploration, comparatively small footprint of epithermal deposits, and extensive but shallow cover, provide an opportunity for the discovery of new low sulphidation epithermal deposits.

Pampa Paciencia exploration work by previous operators, which includes geological mapping, rock chip and float sampling, ground geophysics, 2,629.75 m of trenching and 3,209.3 m of drilling, resulted in the discovery of a low sulphidation epithermal vein system with Au and Ag-rich shoots. There is also potential for porphyry style mineralization under cover in the NE part of the property.

Trenching and drilling of the epithermal veins by previous explorers suggests the North Zone may have an intermediate level of erosion and the Central and South Zones shallower levels of erosion. None of the zones have been conclusively tested and potential exists for further vein-hosted Au-Ag mineralization at depth or along strike under post-mineral volcanic rocks or gravel cover.

Similar vein-hosted low-sulphidation epithermal mineralization is observed in the now abandoned Faride deposit 5km to the south, and at the El Peñon and Amancaya mines some 200 Km south along the same belt. In all cases aggressive systematic diamond drilling beneath subcrop and shallow cover resulted in the discovery of new resources.

The Author is in agreement with Astra management that an aggressive one-year exploration program is warranted to explore for additional low-sulphidation style epithermal mineralization at Pampa Paciencia, and has reviewed and endorsed the following recommendations:

- Review of veins elsewhere in the district e.g. Faride. This will provide important insights about controls on mineralization, prospective erosion levels and exploration potential.
- Detailed mapping and sampling of outcrop, subcrop, and float at scales of 1: 5,000 and 1:2,500 including systematic characterization of quartz textures, alteration and structure.

Relogging of historical drill core using the same systematic criteria as the mapping.

Trenching and channel sampling of new veins or extensions using a masonry saw.

Up to 3000 mts of reverse circulation and diamond drilling to test new targets, extend known targets along strike, and test lateral and deep extensions of known intercepts by judicious use of fans or fences of drill holes.

The following complementary studies are also recommended:

- An environmental management plan to support the presentation of a Carta de Pertinencia.
- Mapping should be complemented by a paragenetic study by an experienced specialist, including thin and polished section microscopy, to identify the exact mineralogical association of gold and silver mineralization and its relationship with one or more specific paragenetic events. This might permit more focused exploration and better interpretation.
- Systematic use of pXRF and SWIR on core and cuttings may assist with vectoring.
- Some of the historical trenches expose veins beneath a thick in-situ weathering profile. A couple of these examples should be used for a careful geochemical orientation study to see if veins have a geochemical expression in soils, in what medium, and at what depth.
- If the above study is encouraging, a systematic soil survey could be useful.
- Additional guidance should be sought from geophysical specialists with experience in the area before choosing the final geophysical methods and survey parameters.
- The northeast part of the property where Teck evaluated a porphyry Cu-Mo target was not visited by the Author. It should be reviewed by Astra geologists.

Together with Astra management, the Author has prepared a budget estimate as shown in the table below. The Author considers this to be an appropriate estimate for such a program. Subject to unforeseen permitting or technical delays (including those outlined in Section 4.8), the Author suggests this program could be completed in 4 to 6 months.

Figure 2 of the Technical Report provides the Pampa Paciencia budget estimate and timeline. The budget includes ~\$60,000 of completed mag survey.

Based on the information available at the time of writing, the Author is not aware of any reason why exploration could not proceed on the Property.

Introduction

Astra Exploration Ltd. ("Astra") has retained David Hopper, a Chartered Geologist of the Geological Society of London, Fellow No. 1030584 (the "Author") to prepare a report in accordance with National

Instrument 43-101 Standards for Disclosure for Mineral Projects (“NI 43-101”) that summarises the Pampa Paciencia Property (the “Property” or “Project”). The report describes the historical work performed on the Property, reviews the data obtained, and provides recommendations for further work. This report was commissioned in connection with a proposed going public transaction by Astra on the TSX Venture stock exchange, Canada.

Mr. Hopper is a Qualified Person (“QP”) as defined by National Instrument 43-101 Standards for Disclosure for Mineral Projects (“NI 43-101”) and is independent of Astra, the vendors, and the Property. Mr. Hopper is a resident of Santiago, Chile, and has over 30 years of relevant experience in the exploration of epithermal and porphyry systems in a variety of geological settings around the world. This report is effective as at July 30th 2021.

Astra Exploration is a privately owned exploration company formed in 2020. The corporate head office of Astra is located at Suite 700 – 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7, Canada.

The Pampa Paciencia Project is a gold exploration project located in the Paleocene Mineral Belt of northern Chile, in the Antofagasta Region II, 140 km NE of the port city of Antofagasta, and 17 km NW of the village of Sierra Gorda. The Project consists of 8 exploitation claims covering 2,140 Hectares, registered in the name of Sociedad Contractual Minera (SCM) Paciencia. In May of 2021 Astra acquired 80% of SCM Paciencia from Arena Minerals Chile SPA, the Chilean subsidiary of Arena Minerals Inc., in return for 5.82 million shares representing 40% of the issued and outstanding shares of Astra. The Chilean company Sociedad Química y Minera (SQM) retains the other 20% of SCM Paciencia, and a 3% NSR on any production. In March 2021 Astra was able to add to the project size by staking 3 additional exploration concessions (Impaciencia claims) in its own name, covering a total area of 2,000 ha. Astra intends to conduct exploration activities on the project beginning in 2021.

Parts of the property were previously explored by Arena Minerals, B2Gold, and Teck Resources. However, the Author is unaware of any previous NI 43-101 reports regarding the Project. The Author has relied on certain technical information collected and prepared by B2Gold and Teck Resources, and information cited by them, during their respective exploration activities on the Project, including assay results and descriptive logs from drilling programs, and the results from geophysical surveys, as well as various reports, memorandums, letters, presentations, scientific papers, figures and maps, of both internal company and public domain character as listed at the end of this report in “Section 27- References”.

Significant portions of the report and most of the illustrations were prepared by or with the generous assistance of Dr. Diego Guido, a highly regarded expert in the exploration of low sulphidation epithermal deposits and the Exploration Director of Astra, who is not independent of Astra. The Author has independently checked and approved this information using the original sources cited above and accepts full responsibility for its accuracy. The author has read National Instrument 43-101 Standards for Disclosure for Mineral Projects (“NI 43-101”) and this Report. The Report has been prepared in accordance with NI 43-101.

Site Inspection

The Author completed a current site visit to the Pampa Paciencia Project on April 23rd and 24th, 2021. The site visit was completed in the company of Mr. Juan Bernal, Astra’s contract project geologist. On the 23rd the Author reviewed diamond drill core and sample storage facilities at the Maria Elena Nitrate plant, operated by SQM.

On the 24th the Author visited the Property and reviewed geology in outcrops and trenches and confirmed general access conditions and drill hole locations. The Author did not visit the NE sector of the property explored by Teck.

Seven check samples were taken of drill core, five check samples were taken of outcrop, and five drill collars were confirmed (see Section 12). No discrepancies were identified that would affect overall confidence in the historical exploration data for the express purpose of this report or that would affect the exploration plans of Astra.

Reliance on Other Experts

The Author has relied upon information provided by Brian Miller, President and CEO of Astra, that describes: the terms of the agreement under which Astra has acquired Pampa Paciencia; the data that describes the legal status, rights, obligations, dimensions and coordinates of the mineral claims; and the need for and status of agreements and/or permits required to access and undertake activities on the Property. The Author considers that the information provided and relied upon for preparation of this Technical Report is accurate at the time of the Technical Report and that the interpretations and opinions expressed herein are reasonable, based on current ore deposit models and the regional geological setting. The Author has made reasonable efforts to verify the accuracy of the data relied upon in this Technical Report. The results and opinions expressed in this Technical Report are conditional upon the aforementioned information being current, accurate, and complete as of the date of this Technical Report, and the understanding that no information has been withheld that would affect the conclusions made herein.

Mining Property Tenure

The author is not competent to comment on the ownership rights of the Pampa Paciencia claims but has relied on copies of title documents and receipts of payment provided by Astra Exploration. The author has been informed by Astra that, to the best of its knowledge, there are no current or pending litigations, easements or other encumbrances that may be material to the exploration and development of the Pampa Paciencia Project. Brian Miller, President and CEO of Astra, assumes full responsibility for statements on mineral title and ownership as disclosed in Section 4 of this report.

Property Description and Location

Property Location

The Pampa Paciencia project (the Project or the Property) is in the Antofagasta Region II of northern Chile, 140 km NE of the port city of Antofagasta, and 17 km NW of the village of Sierra Gorda. From Antofagasta, an excellent paved highway system provides year-round access to Sierra Gorda, and from there to Pampa Paciencia access is via a well maintained graded and compacted dirt road (see Figure 3).

The Property is located at elevations from 1,500 to 1,600 masl in one of the most prolific copper production regions worldwide, that includes the mines at Chuquicamata (70 Km), Esperanza (40 Km), Spence and Sierra Gorda (15 Km). Owing to the presence of these large copper mines Antofagasta has excellent flight connections, access, and port facilities.

The coordinates of the center of the project are 7,486,250 North and 458,000 East (PSAD 56, UTM zona 19S), which correspond to latitude and longitude 22°43'50''S and 69°24'32''W respectively. Figures 3 and 4 of the Technical Report show the location of the Pampa Paciencia property.

Mineral Rights and Land Tenure

The Pampa Paciencia project consists of 8 exploitation claims registered under the name of Sociedad Contratual Minera (SCM) Paciencia since January 2021, totaling 2,140 hectares. In March 2021 Astra Exploration applied for 3 exploration claims, covering 2,000 hectares along the western border of the

property: Impaciencia 1 (300 ha), Impaciencia 2 (800 ha) and Impaciencia 3 (900 ha). Concession details are shown in Figure 5, Figure 6, and Figure 7 of the Technical Report.

The Paciencia claims are surrounded by ground under concession by SOQUIMICH, Sierra Gorda SCM or KGHM, Compañía Minera Riochilex and Minera Spence.

Under the mining laws of Chile, once granted, exploitation concessions can be held in perpetuity provided that the appropriate annual payments have been made. There is no requirement that the property be put into production within a specified time frame, there are no minimum work or investment commitments, and there is no requirement to reduce concession sizes over time.

Exploration claims are valid for two years from granting, provided that the appropriate annual payments have been made. At the end of two years they may be extended by reducing the area by 50%, or they may be converted to exploitation claims.

Payments to maintain exploitation and exploration concessions are made annually. The Property payments, as made to date, will maintain the Pampa Paciencia exploitation concessions in good standing until March 31, 2022 and the exploration claims until October 20, 2023. The total cost to maintain the exploitation and exploration concessions is approximately Ch\$ 11,000,000 (approximately \$15,000) annually. Prices are calculated using local tax (UTM) and inflation based (UF) indices that vary daily and thus cannot be calculated exactly.

The corners of exploitation concessions are marked in the field by cement monuments surveyed and erected by an authorized surveyor and appropriately inscribed in 2009 and 2013.

Surface Rights and Encumbrances

The claims are located in open and non-cultivated State-owned lands. Therefore, no special or prior permits are required to access the area. A natural gas pipeline crosses the property (see Figure 4) and this will be surrounded by an easement of unknown dimensions. Astra will need to check with legal counsel whether or not permission is required from the easement holder to conduct certain activities within the easement area. Exploration claim requests 2 and 3 (Figure 7) lie close to the Cerro Dominador solar energy complex. Astra should check whether this energy project has any easements or special protections that could require permission before conducting activities nearby.

Sensitive Areas and Communities

To the best of the Author's knowledge there are no areas of special environmental or cultural sensitivity, nor any communities that would be negatively affected. The nearest community, the village of Sierra Gorda, is surrounded by large scale mining and directly benefits from it.

Underlying Agreements

On July 26, 2013, Arena Minerals Inc. (CVE:AN) acquired a large land package in the Atacama Desert in Region II under an option agreement with Sociedad Química y Minera de Chile (SOQUIMICH or SQM). Then, on February 19, 2015, Arena Minerals entered in a binding agreement with B2Gold (TSE: BTO), pursuant to which Arena granted B2Gold the option to acquire up to a 60% interest in the Pampa Paciencia and Cerro Barco properties by making a series of payments and expenditures in exploration within 4 years. In July 2015, B2Gold started a 2124 metre diamond drill program at Pampa Paciencia. On July 13, 2016, B2Gold gave notice to Arena that they would not continue with the exploration of Pampa Paciencia. Finally, on April 30 and October 2018, Arena completed the exercise of the underlying option agreement with SQM, and acquired an 80% indirect interest in the Paciencia Properties through a 80% shareholding in the

joint/venture holding company, Sociedad Contratual Minera (SCM) Paciencia. SQM retains the remaining 20% of SCM Paciencia and has a 3% NSR on production. In a Share Purchase Agreement dated January 30, 2021, Astra acquired Arena's 80% ownership of SCM Paciencia by issuing 5.82M Astra shares to Arena. In an Amalgamation Agreement dated July 7, 2021, Momentous Capital Corp., a TSXV-listed capital pool company, will acquire Astra and become the resulting Issuer by way of a three-cornered amalgamation.

Environmental Studies

Previous exploration comprised trenching and drilling along with the construction of roads and drill pads. In general, the previous operators left the site in clean condition. In keeping with the legislation of the time, there has been no rehabilitation work.

Notwithstanding this, it is the author's understanding that there are no environmental liabilities for Astra Exploration providing that Astra can demonstrate that any impacts were caused by previous operators.

Permits

In Chile, projects involving 40 or more drill platforms between the Arica, Parinacota and Coquimbo regions require an environmental declaration or assessment depending on the specific environmental impacts and/or location of the Project. A platform is defined as a raised level surface on which the drilling equipment is installed for drilling one or more holes.

Below 40 drill platforms, exploration projects are not required to be environmentally assessed, unless they are in protected or sensitive areas. This applies to the current operator and is not cumulative such that previous drill pads do not count towards the total. Whether the Project requires an Environmental Assessment Study (Estudio de Impacto Ambiental - EIA) or an Environmental Assessment Statement (Declaración de Impacto Ambiental - DIA) depends on the specific location and environmental characteristics of the Project.

No environmental permits have been requested or granted yet to the Project. The future exploration programs, as outlined in Sections 1 and 26 of this report, in the Author's opinion are not expected to require a formal permitting process given the proposed work program. However, subsequent programs may require a DIA or EIA.

Astra will be required to submit an initiation of activities form ("Iniciación de Actividades") to SERNAGEOMIN, the Chilean National Mining and Geology Service, in order to initiate exploration activities at the project site, including installing a mobile camp and undertaking earth moving and drilling activities. Permits to extract water are not expected to be required if water is purchased from third parties who have legal title and rights to sell water.

Risks and Uncertainties

The Covid pandemic continues to affect daily activities throughout Chile. Multi-tiered dynamic lockdowns are applied at municipal and provincial levels by the central government based on caseloads and hospital capacity. Lockdowns are generally announced with 3 days' notice and can include restrictions on personnel movement and economic activities. Labour and health and safety regulations have legal provisions for preventing, reporting, monitoring and responding to Covid. Advice should be sought during early stages of project planning.

Mining and mineral exploration are classified as an essential activity in Chile, therefore it is possible to conduct exploration during the different stages of lockdown providing the company and its employees and contractors have the appropriate permits. However, activities may be delayed due to restrictions and

their consequences, such as night-time curfews, cancelation or rescheduling of flights and buses, document check points in towns and on highways, closure of certain shops and businesses, or isolation, evacuation and quarantine of Covid-positive personnel and all their close contacts for up to 14 days. These delays may also extend to processing time for legal and regulatory permits, geochemical samples, and so forth.

Water is limited in the hyper-arid Atacama Desert and unauthorized use is illegal. During exploration Astra or the drilling companies will need to truck water from the nearest available source, which may be at a considerable distance and therefore add considerable cost. Given the legal sensitivity of water use, and the possibility of theft, it is recommended that purchases are covered by a legal agreement and all shipments carefully recorded and checked.

Recent changes in legislation have designated that water use for human consumption should take priority in the assignment of future water rights and public opinion is against use of scarce water resources for mining. Moreover, the aquifers in the region appear to have no further capacity for granting of water rights and it cannot be assured that new rights will be granted. Therefore, if the Project were to advance to mining, water rights may need to be purchased from current water rights holders. Construction of desalination plants on the coast is becoming increasingly common and may be the norm in the future.

According to the information available at the time of writing there are no other significant factors and risks that may affect access, title, or the right or ability to perform work on the Property.

Additional Comments

With respect to Environmental Liabilities, the Author recommends that all previous exploration activities be photographically documented with date-stamped photographs and/or satellite images. Date-stamped photographic records should be kept of Astra's impacts, such as road works, trenches, drill platforms and camp sites, before, during and after activity.

Although it is not required under current law for the current stage of exploration, it is considered best practice to prepare an "environmental management plan" with the assistance of an independent environmental consulting group. The EMP (PMA in Spanish) provides an independent record of the conditions of the Project before any significant activity by Astra, and provides guidelines for the correct management of the environment.

It is also considered best practice to officially clarify the need or otherwise to conduct an environmental study by submitting a "Carta de Pertinencia" (essentially a DIA/EIA waiver request) to the Servicio de Evaluación Ambiental ("SEA" the regional environmental evaluation service). The SEA must certify within a given number of days that the activities proposed by the company do not require an EID or EIA. Generally, the company that prepares the EMP prepares this submission based on their findings.

Access, Climate, Local Resources, Infrastructure & Physiography

Accessibility

Pampa Paciencia project is close to Sierra Gorda. The village of Sierra Gorda is crossed by an interregional paved highway and railroad that connects the major port city of Antofagasta with the mining hub of Calama. Both Antofagasta and Calama are connected to the capital Santiago by regular domestic flights.

Directions to the property from Antofagasta are as follows: from Antofagasta travel east and northeast along Route 5 for about 100 Km, and then take the turn off along Route 25 to Sierra Gorda for about 45 Km (Figure 3). From Sierra Gorda to Pampa Paciencia access is gained via a well maintained graded and

compacted dirt road to the north for about 25 Km (Figure 4). The drive time from Antofagasta is about 2.5 hours.

Climate

The Atacama Desert consists of flat lands with low hills at elevations that vary from 1,500 meters above sea level (masl) to 1,750 meters. The Atacama Desert is one of the driest regions in the World with no perennial streams in the area (see Figure 9). Soils within the Atacama Desert area are generally undeveloped. The area is either rocky or sandy and completely devoid of vegetation.

According to weather stations located at Sierra Gorda and at the Project's site, the temperature varies from a night-time low of -5.8°C during the winter (June to August) to a day-time high of about 35.6°C in the summer (December to February). There is no surface water in the Project area and precipitation is an extremely rare occurrence in the region. Currently, existing mines within the region generally operate all year-round.

Local Resources and Infrastructure

Antofagasta and Calama are major cities with a broad range of services and support for the region's mining industry, which is the largest copper producing region in the world including world-class mines such as Chuquicamata, Radomiro Tomic, El Abra, Escondida, El Tesoro, Esperanza, Spence, Mantos Blancos, Lomas Bayas, Gaby, etc.

There are educational institutions supporting the mining industry in Antofagasta and Calama; therefore, technical personnel and specialized workers are generally available for mining.

There are public transportation facilities available from Antofagasta and Calama to Sierra Gorda, as well as from other regions to the south, such as Chañaral, Caldera, Copiapó and the rest of the Country, where additional labour, supplies and services are readily available.

The port city and railway terminal of Antofagasta lies 145 km to the southwest of Sierra Gorda on the Pacific coast (Figure 3). The port is equipped with bulk cargo-handling facilities and commonly handles products from mining operations, including the nearby Sierra Gorda mine.

Banking, postal service, and all other types of communications, as well as major shopping centers are available in both Antofagasta and Calama.

Electric power is not available at site, but it is available a short distance away at Sierra Gorda and Spence (Figure 4 and Figure 8), facilitating future power requirements. Energy is provided by thermoelectric coal fired power plants located on the coast, and/or several solar and wind power plants connected to high voltage transmission line located in the vicinity of the project.

The Cerro Dominador Solar Plant, a new solar plant located a few kilometers from the project, has just been commissioned, so the project can have access to a source of 210 MW of "Green Power" (<https://cerrodominador.com>).

There is telephone coverage available (Cerro Dominador Solar Plant have a repeater station) at the site.

Water for drilling is usually trucked and stored in rubber bladders at the drill site. Drilling companies usually coordinate this.

Physiography

The Pampa Paciencia project is located within an extensive plain known as the “intermediate depression” at an elevation of about 1,500 masl. Small, rounded hills of elevations of up to 200 meters above the plain are located within the project area. Due to the hyper-arid climate of the Atacama Desert, there are no water courses or vegetation in the area (Figure 9).

History

The Pampa Paciencia claims were originally under concession by the industrial minerals company SQM, then were covered under the terms of the Arena Minerals 2013 agreement (Arena’s Atacama copper project; 149,000 ha), and then under a JV with B2Gold in February 2015 and another JV with Teck Resources in October 2015. See section 4.5.

An inlier concession, as well as many of the concessions to the west of the Paciencia claims were previously under concession by the Faride mine.

Arena and B2Gold were the only two companies with known exploration activities covering the entire Pampa Paciencia project, and then Teck Resources explored for porphyries in the NE portion of the property, totalling 2,558 geochemical samples between surface (rock chips, floats, and soils), trenches, and drill holes (see Figure 10).

Arena Minerals Corp.

Arena took 142 rock chip samples of quartz float that were aligned along the strike of a series of caliche covered veins. The Arena samples yielded anomalous gold values including 6.83 g/t in sample 4460, a quartz vein float located between holes PP15-011 and PP15-07. The float samples showed classic textures for epithermal quartz veins such as lattice and banding as well as the presence of adularia and possibly sulphosalts.

A ground magnetic and radiometric survey was completed by Arena Minerals prior to the signing of the JV agreement with B2 Gold. The magnetic survey was completed by Argali Geofísica in July 2014.

The ground magnetic surveys were conducted on north-south lines with a line spacing of 100 m. Readings were acquired as a continuous profile once every 1 second or an approximate station spacing of approximately 0.5 to 1.5 m. A total of 575.4 km was acquired on the Pampa Paciencia grid. Survey control was maintained with an internal high- quality GPS system. Complete UTM coordinates and elevation data were acquired simultaneously with each magnetic reading. The GPS datum for the ground magnetic survey was WGS84. A checkpoint was measured twice daily with all the magnetometers. Repeatability of the corrected magnetic readings was within 1 nT, and the GPS UTM coordinate repeatability was within 2 m of the average value (Jordan, 2014).

No cultural features were present at Pampa Paciencia. The magnetic data from Pampa Paciencia appears to be associated primarily with lithology and structure. Alluvial or colluvial cover is widespread although it is known to be generally shallow, with a possibility that bedrock could be reached with shallow drill holes or trenching. Prominent, wide NNE-trending belts probably representing regional faults, are observed in the eastern part of the Pampa Paciencia project (Figure 11). Several well-defined ENE lineaments appear to be associated with vein structures and at least one of them correlates with known alteration, veins, and previous trenching. Several NW-trending lineaments cut the ENE structures. (Jordan, 2014).

Data was presented digitally and in 12 maps: Total Field, Shaded Total Field, Reduced to the Pole, Shaded Reduced to the Pole, Reduced to the Pole Upward Continued 100 m, Reduced to the Equator, Analytic Signal, dX, dY, dZ Derivatives, Shaded Elevation and Elevation Contours.

In addition to the geophysical contractor report by Jordan 2014, an Interpretation Report was prepared by Intelligent Exploration (Hale and Gilliatt, 2014). They interpreted a large NNE fault (Dominador Fault) dividing Tertiary igneous rocks to the east and Jurassic and Cretaceous volcanics to the west. Tourmaline breccias in magnetic lows and intrusives with analytical signal highs were interpreted in the Tertiary rocks, and two targets, connected by a NW-SE fault (parallel to the one with the tourmaline breccia), were defined in the Mesozoic rocks: target 17 with analytical signal highs and target 18 with analytical signal lows. Dominant N-S to NNE structures is disrupted by E-W and NE-SW faults (Figure 12).

In their report Hale and Gilliat refer to radiometric anomalies (e.g. K/Th) however no report was found containing such information, nor is the source referenced in the report. It is unclear if they are referring to a regional public domain dataset or a larger airborne survey conducted by Arena Minerals or another operator.

B2Gold Corporation

Exploration by B2Gold is described in Maus, (2015) - The Paciencia Low Sulphidation Epithermal Gold Prospect, Sierra Gorda, Chile; Summary report for the B2Gold - Arena Minerals JV.

B2 Gold started exploring Pampa Paciencia in February 2015. During the first reconnaissance visit the company took two samples of vein float which returned values of 3.14 and 0.4 g/t Au with highly anomalous Ag and Sb.

In the second visit (July 2015), a boulder field of quartz vein material over 300 meters long was noted that had not been sampled by Arena. The textures and gangue mineralogy here were even more impressive. One sample taken during this visit returned 8.1 g/t Au (Figure 13). Subsequent sampling from this zone after the JV with Arena was completed produced significant assays including 93 g/t Au in sample 187423, a quartz vein float with sulphosalt-rich bands located close to trench TRP-15-002).

Other vein occurrences to the south showed textures indicating higher exposure levels of the epithermal system and weak geochemical results. Subcrops from these veins cut across several low hills and continued out into the pampa suggesting some significant strike length potential.

A 1:10,000 scale mapping program was initiated immediately with the objective of identifying targets for trenching and possible drilling. Significant quartz vein occurrences were identified in two zones; the North Zone where Arena had produced their highest gold values (and the high grade B2Gold samples mentioned above), and the Central Zone with the high-level quartz veining weakly anomalous in gold. There were some additional vein occurrences far to the south (South Zone), but these were narrow structures with very weak gold values.

This surface work was complemented with ground mag interpretation (Figure 14) and followed by a trenching program, a CSAMT geophysical survey, and a drilling program.

The trenching program was initiated in April 2015 using an excavator and D7 bulldozer. The caliche proved to be very thick beneath the quartz float in some areas and very hard, necessitating the use of a hammer attachment for the excavator and ripper for the dozer.

22 trenches (1,129.75 linear meters) were cut at Pampa Paciencia. Two of these did not reach bedrock, 7 trenches were placed in the North Zone and 13 at Central (Figure 15). Sampling was done using a portable masonry saw by cutting a 7-10 cm wide channel into the exposed bedrock and chiseling out the rock chips (Figure 16) and a total of 938 samples were shipped to Acme's lab in Copiapó and assayed for gold (FA430). The pulps were shipped to Vancouver for ICP analysis (MA270).

The trench sampling showed that the North Zone is highly anomalous with respect to gold compared to the Central Zone. Trench 3 for example, produced the best results yielding 8.6 meters of 4.62 ppm Au and 99.3 ppm Ag (including 5 m @ 7.73 ppm Au and 162.12 ppm Ag) in NW-oriented quartz vein with associated hydrothermal breccia.

The vein exposed in trenches 2, 3, and 4 showed a single vein with limonitic wall rock breccia trending 300-310° and dipping steeply to the NE.

Several veins were cut in trenches 1, 5, and 6. Some of the veins showed more massive high-level textures than others. The veins in these trenches showed more variability in orientation with the more massive veins trending E-W and the textured veins NW.

Comparison of quartz textures with geochemistry shows that the best Au, Ag, and Cu values are associated with veins and quartz breccia. This was apparent early on as it was noted that the best gold values from the initial float sampling usually had some associated Cu-oxides. The other element associations with texture vary somewhat, especially in the Central Zone. Gold is closely associated with silver and some base metals, notably copper. Significant pathfinder elements include Sb, Pb, and Mn with occasional weakly anomalous As.

The CSAMT data acquisition by Quantec Geophysics began on July 9, 2015 and terminated on August 31st. A total of 75-line kilometers were completed using a Zonge GDP-32 receiver and a Zonge GGT-30 transmitter with a line spacing of 200 meters taking readings every 50 meters. This allows for depth penetration of up to 700 meters. Although there were acquisition challenges related to ground contact resistances, the data are generally of good quality. The results of the 2D inversion of the raw survey data have been presented as 31 sections and 7 plan maps (100 to 700 m deep) to illustrate subsurface resistivity distribution (McGill, 2015).

The CSAMT data do not appear to show much contrast at all. There is a vague though spotty zone of moderate resistivity associated with the NW trending vein structure in the North Zone. The Central Zone does not show any significant CSAMT response (Figure 17).

B2Gold completed 1,641.3 m of diamond drilling on the Pampa Paciencia project. The drilling program was completed between July and August 2015 (41 days) and was performed by Mountain Drilling.

They drilled eleven 11 holes to test the same WNW vein structure in the North zone. The Central Zone and South Zone were not tested by B2Gold. The ENE trending veins in the inlier claim not held by Astra have also been drilled by an unknown operator. No results are available for these third-party drill holes.

Drill collars are listed in Figure 18. Significant intercepts are shown in Figure 19. A map of locations is shown in Figure 20. Representative sections are shown in Figure 21.

The table shows there are 4 holes (PP15-001, PP15-005, PP15-006 and PP15-007) with potentially economic precious metal values (>8 ppm AuEq per meter) as defined by B2Gold.

Three of the interesting intercepts are in "Shoot 1" where they form thick low-grade intersections (8.55, 16.3 and 21 meters grading 0.85, 2.30 and 1.69 ppm Au respectively) with low Ag/Au ratio (9.21 in average). This includes two higher grade zones with grades of 2.1 m @ 8.13 ppm Au (PP-15-006) and 3.75 m @ 7.71 ppm Au (PP-15-007).

The other relevant hole (PP15-001) is located on "Shoot 2" to the WNW of the previous holes. It has 3 mineralized intervals with 1.4 to 4 m widths which included 2.57 ppm Au over 1.05 m. This hole, together with hole PP15-002, which is located very close, show higher Ag/Au ratios (48.49 in average).

All the drill holes cut mostly monzodiorite except hole PP15-010 which collared in the overlying andesite sequence and hit the monzodiorite at depth. Since the main North Zone vein dips steeply to the north, the drilling was chiefly oriented to the SSW.

TECK Resources Ltd.

In October 2015 a JV between Arena Minerals and Teck Resources was signed to explore for porphyry potential in two areas: Solitario and Paciencia. The NE portion of the Pampa Paciencia project was included into the exploration area (Figure 22).

1:10,000 scale surface mapping was completed in the explored areas, together with a 1:2,000 scale detail map at tourmaline breccia zone. Teck called the tourmaline breccia area Paciencia Sur target, and the southernmost portion belongs to Pampa Paciencia project (Figure 23).

Detail mapping and trenching (5 trenches: 1,500 meters) improved the geological information and extended the tourmaline breccia, which was previously mapped by B2 Gold. Geology consists of a Cretaceous monzodiorite to quartz monzodiorite (66.33 to 67.14 My) intruded by N-S elongated porphyry bodies (aplitic, feldspathic and quartz-feldspathic dikes) and a 1.5 Km long, N-S elongated, tourmaline-quartz-sericite breccia body that remains open to the south (Figure 23). All the sequence is intruded by late dioritic dikes.

Possible porphyry style hydrothermal alteration was mapped at surface and in drill holes at Paciencia Sur, with the strongest alteration and pyritic halo lying partly in the Pampa Paciencia property area (Figure 24).

Teck complemented the geological and geochemical information with 229 rock samples, thin sections, and U-Pb geochronology (two samples in the Pampa Paciencia NE part of the property).

The Paciencia Sur target area was studied with gDAS Vector-Tensor IP survey (30 stations), 1 line of gDAS PDIP (3.6 km), and a 7.2 km of MT. Surveys were completed by Southern Rock Geophysics.

The IP surveys detected an important chargeability anomaly in coincidence with the pyritic halo and hydrothermal alteration, in the southeastern portion of the survey and the NW part of the Pampa Paciencia project, in relation with the Dominador fault (Figure 25).

Teck completed two RC drill programs at Pampa Paciencia area, the first one in 2015 with the objective of recognizing the lithologies below the gravels, and the second one in 2016 was focused on the Paciencia Sur porphyry and tourmaline breccia target.

Teck drilled a total of 8 holes (2 in 2015 and 6 in 2016: 1,568 meters) at the Pampa Paciencia area (Figure 23, Figure 24, Figure 25), from a total of 36 holes and 6,244 meters of the complete program. Drill holes were surveyed with real-time chemical pXRF, ASD Terraspec mineralogy, and magnetic susceptibility logging.

Drilling defined that there is a series of porphyry intrusions related with a hydrothermal breccia, all affected with a sericite-quartz-tourmaline-pyrite hydrothermal alteration, that turns to chlorite to the east, and elongated N-S parallel to the Dominador regional fault. According to Teck the tourmaline breccia is a sulphide-rich, Cu-poor, hydrothermal breccia, that might indicate a mineralized system at depth (Figure 26), vectoring to the southeast.

Geophysical Setting and Mineralization

Regional and Local Geology

The Pampa Paciencia Project lies within Chile's Central Depression, a physiographic province bound to the west by the Cordillera de la Costa and the east by the Domeyko Cordillera, at elevations of about 1,700 masl. The area is part of the Paleocene Mineral Belt (Figure 27).

The project is in the central western portion of the Sierra Gorda 1:100,000 geological map (Duhart et al, 2018). The area comprises a series of superimposed magmatic arcs active during Carboniferous-Permian, Upper Cretaceous, Paleocene-Eocene with sedimentary basins formed during the Devonian and Upper Triassic-lower Cretaceous. Continental sedimentary depocenters are active since the Oligocene to Pliocene (Duhart et al, 2018, and references therein). The Pampa Paciencia project is characterized mainly by Cretaceous and Paleocene igneous to volcanic units, from magmatic arcs active during the Late Cretaceous to the early Tertiary (Camus and Skewes, 1991).

The Paleocene porphyry and epithermal Mineral Province of northern Chile hosts a diverse range of mineral deposits and occurrences, from classic large-scale porphyry Cu-Mo deposits of the Central porphyry copper Belt (about 66 to 55 Ma) like Spence (Sillitoe and McKee, 1996) to the world class low sulphidation epithermal deposits at El Peñon (Warren et al 2004; 2008) The Paleocene Mineral Province is hosted by voluminous volcanics and intrusions accumulated within narrow fault-bounded extensional basins. The extensional basin development was interrupted and ultimately terminated in the middle Eocene by short lived compressional phases. This complex interplay of regional structural and magmatic history, intimately linked to the region's tectonic evolution, exerts fundamental control over the timing and location of mineral deposits.

Property Geology

Two principal magmatic events occur at Pampa Paciencia, that also extends to the Faride and Sierra Gorda mining districts (Duhart et al, 2018) along a N-S structural corridor:

1) A late Cretaceous (73-65 Ma) volcanic (Quebrada Mala Formation) and igneous (Sierra Gorda Intrusion Complex) magmatic event related with a low speed and oblique convergence that produced a transtensional setting.

Quebrada Mala Formation (73-65 Ma) is represented by mafic to intermediate volcanic rocks (basalts, andesites, trachyandesite and trachydacite) with interbedded tuffs that are located west to the Dominador and east of Sierra Gorda faults.

Sierra Gorda Intrusion Complex (71-65 Ma) is a group of equigranular to porphyritic, leuco to mesocratic intrusions forming stocks that evolve from SE to NW: they are gabbros, diorites and monzodiorites in the Sierra Gorda area, syenites, monzonites and tonalites in Faride area, and granite, syeno-monzogranites and granodiorites at Pampa Paciencia property. These deeper rocks are mainly located between the two faults in a more deeply exposed level of the Cretaceous magmatic rocks. These rocks were deformed and faulted by the K-T tectonic phase at the Cretaceous-Paleocene limit.

2) A Paleocene (64-56 Ma) magmatic event represented by small intrusions affecting the Cretaceous units and in the same tectonic setting. The Paleocene intrusions are composed of basalts, andesites to monzonites in the Pampa Paciencia area, but they are granodiorites and dacites at Sierra Gorda. These two lithological units occur along a north-northwest regional trend and are related to the Dominador and Sierra Gorda N-S regional faults.

These units were mineralized in the Paleocene and partially covered by Miocene to Pliocene alluvial deposits and by Pleistocene to Holocene alluvial and colluvial deposits (Figure 28).

Mineralization

Pampa Paciencia is a low sulphidation epithermal (LSE) gold-silver project located 5 km north of the Faride LSE deposit (Figure 4, Figure 28). It may also have porphyry potential east of the Dominador fault, where Teck explored a tourmaline hydrothermal breccia.

Epithermal mineralisation is mainly observed as aligned trends of quartz float overlying caliche covered quartz veins anomalous in Au and Ag. Surface rock chip sample 187423 which is located close to trench TRP-15-002, graded 93.3 g/t Au and 301 g/t Ag. Subcrops of these veins cut across several low hills and continues out into the covered pampas suggesting some significant strike length potential.

The veins and veinlet swarms are more resistant to weathering and form the long axis of many of the low hills in the area. In trenches the covered vein zones are observed to be more resistant to weathering and form shallow ridges surrounded by deeper weathered rock and greater depth of caliche and overburden. This characteristic may assist identification of veins under shallow cover.

Quartz veins in the north zone show classic textures for low sulphidation epithermal quartz veins such as lattice replacement textures after carbonate, and multiple generations of colloform-crustiform banded chalcedony and quartz (see Figure 29). These textures are considered to be evidence for the boiling of the hydrothermal fluids, which is a key gold precipitation mechanism. Minor adularia, amethyst, sulphides and sulphosalts are also observed in the quartz veins and may reflect an intermediate erosion level.

Vein occurrences at the Central zone show notably different textures, dominated by chalcedonic silica and siliceous breccias indicating that the exposure level there may have been higher in the system. These veins have weak geochemical results, with a few anomalous gold values, but high Sb.

These veins were trenched and drilled by B2Gold, and the textures and Au and Ag values were consistent, showing maximum values of 19.9 g/t Au and 299.1 g/t Ag in sample 2262 (TRP15-003), and an average Ag:Au ratio of 71. Pathfinder elements include Sb, Pb and Mn, and best gold values are associated with Cu-oxides and "ginguro" banding.

The veins are subvertical to steeply dipping and form lenses - or "shoots" - that pinch and swell along strike and plunge, and vary from a few centimetres to a few metres in width. Along strike lenses appear to extend for tens to hundreds of metres, though more drilling and trenching is required to better characterize vein continuity.

Locally, such as in the central zone, swarms of several centimetric veinlets are observed over several metres width, and it is anticipated that they might coalesce down dip or along strike into metric scale veins, especially where the veinlets coincide with brecciation.

In outcrop and in trenches the intrusive wall rocks show weak to moderate silicification, argillization of feldspars, and chloritization of mafics within a few centimetres of the veins, especially where numerous veinlets coalesce. Localised bleaching and Fe-oxide staining is also observed where leaching of minor sulphides has occurred.

Where veinlets are seen cutting volcanic host rocks, they are often flanked by centimetric selvages of Fe-oxide, probably reflecting weathering of disseminated pyrite halos (see Figure 30). Sometimes these Fe-oxide stained fractures are seen with no quartz, but are expected to zone laterally or vertically into quartz veins and may be an important exploration guide.

Deposit Types

The deposit type observed at the Pampa Paciencia project is a low sulphidation epithermal (LSE) gold-silver quartz vein swarm, hosted in steeply dipping faults and potentially related to or zoning into an

intermediate sulphidation epithermal system. This deposit may be related to porphyry or other intrusive activity along the N-S Paleocene Mineral belt in northern Chile. This intrusive-related setting may be present in the NE portion of the project.

Epithermal deposits are precious metals (Au-Ag) deposits, with occasional base metals (Zn, Pb, Cu), formed by shallow (<1 Km below the phreatic level) hydrothermal systems related to magmas that are emplaced up to 6 km deep (Figure 31). They are usually associated with subaerial volcanic rocks, and they are formed at low temperature (50-300°C) and pressure (50 to 200 bars) by variable proportions of meteoric and magmatic fluids. The intermediate and high sulphidation systems are transitional to porphyry deposits. Low sulphidation epithermal deposits occur in both extensional settings with no associated porphyry system (e.g. Deseado Massif Argentina, Schalamuk et al 1997) and in compressional settings with possible affinities to intrusive centres.

In epithermal deposits, hydrothermal fluids generate convective cells and ascend through fractures, discharging the transported metals and producing geothermal systems at surface.

The fluids transport metals as complex ions, in particular as bisulphide and chloride complexes. During the ascent, the metal bearing complexes become unstable and precipitate metals together with silica, carbonates and other gangue minerals in the fractures, forming veins or mineralized lenses, or precipitating as disseminations in permeable or reactive lithologies.

Epithermal fluids have two compositions, and these influence the type of deposit that forms:

- 1) Low sulphidation fluids: reduced and almost neutral pH fluids. Sulphur is S⁻² as H₂S.
- 2) High sulphidation fluids: oxidized and acidic fluids. Sulfur is S⁺⁴ as SO₂.

Various classification schemes have been used for epithermal deposits, but three types are generally recognized. High sulphidation deposits are formed from acidic, dominantly magmatic fluids and have associated alunite, kaolinite, pyrophyllite and residual (vuggy) quartz. Intermediate sulphidation deposits are associated with quartz-calcite with minor chalcedony and adularia, manganese carbonate fluorite, gypsum/anhydrite. Low sulphidation deposits are associated with near neutral, primarily meteoric fluids and have associated quartz-adularia (±illite-calcite) assemblages (Hedenquist et al 2000).

Based on the Author's experience and observations in the field and of drill core, and after confirmation by Dr. Guido (pers comms 2021), the low sulphidation epithermal deposit model is recommended for use at Pampa Paciencia. Exploration should draw heavily on literature and case histories from similar deposits in the Paleocene belt of Chile (e.g. Faride, Camus and Skewes 1991; El Peñon, Warren et al 2004; 2008) and the Deseado Massif of Argentina (e.g. Cerro Vanguardia, Schalamuk et al 1997).

Of particular importance is that precious metal grades can change suddenly, going from weakly anomalous above and below the zone of metal precipitation, to extremely high-grade within the zone of precipitation. For example, the ore zone at the Faride mine was limited to a vertical interval some 50 m thick (Figure 32. Camus and Skewes 1991). This means persistent drilling can be needed to make discoveries.

The dimensions of and gradations to these high-grade "bonanza" zones depend on the complexity and type of precipitation event, but typically occurs over a couple of metres, to a dozen metres distance. Generally, more complex multiple-event systems have more complex transitions (and larger metal endowments).

The most common mechanisms involve sudden changes in pressure, temperature and composition of the hydrothermal fluid and include boiling, brecciation, throttling and flocculation, or fluid mixing and / or

combinations of all of these. Such changes often coincide with dilatational zones along faults, across lithological contacts, or where the epithermal system approaches the paleo water-table and or surface.

Different hydrothermal events, reflected by different vein orientations, contrasting types and textures of ore and gangue minerals, overprinting textures, complexity and geochemistry, can have different controls and therefore different economic potential. For example, the NNW trending veins at Pampa Paciencia should not necessarily be expected to have the same controls, grade distribution or economic potential as the ENE trending veins. Indeed, the largest and most obvious vein sets are not always the highest grade (e.g. Cerro Moro, Argentina (Guido et al 2001).

Careful systematic mapping of the epithermal textures associated with the above mechanisms, (Dowling and Morrison 2018, Dong et al 1995) together with careful geochemical sampling and judicious diamond drilling, can give insights on the controls of mineralization and therefore provide vectors towards exploration targets. For example, if the Central Zone at Pampa Paciencia is dominated by chalcedonic silica typical of the upper parts of a LSE system, then drilling may be justified to test these veins for a high-grade boiling zone at depth.

Exploration

Astra exploration activity at the effective date of this report consists of a geophysical survey done between 5 to 24 of July 2021. The survey was done by Quantec and consisted of 637.5 linear kilometres of detailed and regional ground magnetics and a test of gradient IP.

The ground magnetics was done in Pampa Paciencia and Impacencia properties with N-S lines filling the gaps of previous surveys to get more detailed information. 100 meters spaced measurements covered the whole property, lines every 50 meters covered Pampa Paciencia and the outcropping portion of the Impacencia property, and two detailed ground mag surveys (lines spaced 25 meters) were completed in the North Zone and Central & South Zones target areas (Figure 33).

Ground magnetics was completed with GEM GSM-19W magnetometer, with Overhauser Effect sensor type. Configuration was Total Magnetic Intensity Profiling with 1 Hz measurement interval. The measured parameters are Total Magnetic Intensity, in nano Tesla (nT) with diurnal correction. The complete MAG data set is archived in Geosoft® Oasis Montaj™ (.GDB) format database files, and (.XYZ) format ASCII files. Raw instrument data files are also archive in as ASCII format files by date and mobile number. The MAG data are presented as plan maps at 1:20,000 (for 50 and 100 m line spacings) and 1:15,000 (for 25 m line spacing) scales, in Geosoft® (.MAP), Portable Network Graphics (.PNG), GeoTiff (.TIFF), and PDF (.PDF) formats. The following products were included: Total Magnetic Intensity (TMI): Microlevelling with FFT Decorrugation applied, Differential Reduction to Pole (DRTP upward continued), Vertical Derivative (calculated from DRTP upward continued), Tilt Derivative (calculated from DRTP upward continued), Analytic Signal (calculated from upward continued TMI). A gradient array IP test was performed at the North and Central Zone target areas, but measurements were not possible due to the thick layer of caliche present in the area.

Drilling

There has been no drilling by Astra as of the effective date of this report. The drilling history prior to Astra is summarized in Section 6.

Sample Preparation, Analysis, Security and QA/QC

Since Astra's acquisition of the Pampa Paciencia concessions from Arena Minerals, there has not been any exploration or sampling undertaken on the property. Therefore, this section concerns the historic sampling over the concessions by previous operators as documented in Section 6.

No original supporting records were available to the Author regarding historical sample dispatch, preparation, security, or QA/QC by previous operators. The only partial information on sampling and analytical methods, is contained in Maus (2015), a summary report prepared by B2Gold, and observations made by the Author.

Therefore, the veracity of the quantity of assays submitted, their preparation, security, quality assurance/quality control, and the assay results themselves cannot be independently verified.

Based on a review of the results, observations made during the current site visit, and the Author's own check sampling, and considering the seniority of B2Gold and Teck in the global mineral exploration industry, the Author considers the historical project data contained and cited in this report is sufficiently trustworthy for the limited purpose of this report, that being to confirm the potential for epithermal Au mineralization at the Pampa Paciencia project, to make recommendations as to whether or not further exploration is justified, and what form such exploration might take. Data verification by the Author is described in Section 12.

However, unless original supporting records for the historical samples can be found and/or the assay results can be independently verified (e.g., by re-assay of a selection of pulps, twinning of selected holes) the historical assay information probably cannot be used in the calculation of future resource estimates higher than the inferred category. Guidance should be sought from a Qualified Person in mineral resource estimation according to CIM standards.

Trench Samples

B2Gold completed 22 trenches at Pampa Paciencia. Sampling was done using a portable masonry saw by cutting a 7-10 cm wide channel into the exposed bedrock and chiseling out the rock chips (see Figure 16). There are no markers or tags visible in the field and it was not possible to precisely locate sample locations. B2Gold plotted trench results as pseudo-drill holes, and some trenches have a marker post at one end. It is assumed – but cannot be verified – that the marker posts represent the “collar” and distances along the trench are measured from the marker using a tape measure. Trenches cut by Teck were not visited.

Drill Hole Samples

B2Gold drilled 11 diamond core holes. Teck drilled 8 reverse circulation holes. The Author reviewed the diamond drill core during the site visit, but not the reverse circulation samples.

Drill core is stored in waxed cardboard boxes and suitably stacked on palettes in a locked warehouse at SQM's Maria Elena Nitrate processing facilities (Figure 34. Pampa Paciencia core boxes, sample cards, and sample storage at the SQM warehouse.

In general boxes are reasonably labelled with indelible marker pen. Distances down hole were recorded on wooden drillers blocks, though these are often shifted after core was cut, and during movement of the boxes. Pulps are stored in original Kraft bags, in labelled boxes, in the same warehouse.

Samples are clearly marked with purpose made sample cards stapled to the inside of the boxes. In zones of veining and alteration samples were taken over variable intervals defined by geological contacts. In zones with no veining or alteration the rock was core was not sampled. The Author cross-checked a selection of samples between the core boxes and assay tables and found no material discrepancies.

Core was cut in half using a diamond bladed saw and ½ of the core was sampled. Segments of core have been cut perpendicular to vein dips to ensure both halves of the core are the same. There is no evidence that fragment selection was systematically biased. (Figure 35Plate 1).

In general, the quality of the drill core and the standard of sample cutting and sampling is typical of and acceptable for the type of deposit in question.

Sample Preparation

No sampling has been conducted by Astra since acquisition of the project. No written or documentary information was available to the Author regarding the sample preparation methods used by previous explorers.

Laboratories

According to Maus (2015), all B2Gold samples were shipped to Acme's (Bureau Veritas) lab in Copiapó and assayed for gold (FA430). The pulps were shipped to Vancouver for ICP analysis (MA270). No information was available regarding the laboratories used by Arena or Teck.

According to the Acme website (now Bureau Veritas) in 1994, Acme implemented a quality system compliant with the International Standards Organization (ISO) 9001 Model for Quality Assurance and ISO/IEC 17025 General Requirements for the Competence of Testing and Calibration Laboratories. On November 13, 1996, Acme was registered under ISO 9001. In October 2011 the Vancouver laboratory (where B2Gold assays were done) received formal approval of its ISO/IEC 17025 accreditation from Standards Council of Canada (SCC). All laboratories and sample preparation facilities follow the same practices and procedures. As of Jan 2021 with the full alignment of the ISO 9001 and 17025 standards, Bureau Veritas has decided to maintain only ISO 17025 accreditation for its minerals facilities. See <http://acmelab.com/services/quality-control/> for details.

Data Verification

The author considers the data contained and cited in this report to be sufficiently accurate and representative for the limited purpose of this report, that being to confirm the potential for epithermal Au-Ag mineralization at the Pampa Paciencia project, to make recommendations as to whether further exploration is justified, and what form such exploration might take. This opinion is based on the Author's prior experience on similar deposits, his knowledge of the professionals and companies involved, and on the results of his site visit and check sampling.

To the best of his ability, the author has independently cross-checked a reasonable number of records and products included in this report, such as drill hole intercepts, sample numbers, collar coordinates, and azimuths, against the data provided by Astra and observed in the field.

However, the Author cautions that further quality assurance in the form of assay certificates, sample registers, and certified quality control samples combined with a statistically robust number of check samples and / or re-assaying of laboratory pulps will be required to show the data is sufficiently accurate and precise if it is to be used for any purpose other than mentioned above, in particular any resource calculations.

Site Visits and Check Sampling

The Author completed a current site visit to the Pampa Paciencia Project on April 23rd and 24th, 2021. The site visit was completed in the company of Mr. Juan Bernal, Astra's contract project geologist. On the 23rd

the Author reviewed diamond drill core and sample storage facilities at the Maria Elena Nitrate plant, operated by SQM. On the 24th the Author visited the Property and reviewed geology in outcrops and trenches and confirmed drill hole locations.

Seven check samples were taken of drill core. A range of Au grades and mineralisation styles were selected spaced throughout the length of holes PP15-001, 003, 006 and 007. Drill core check samples comprised full 1/2 core that was personally sampled, bagged and tagged by the Author and then delivered in person to the ALS sample preparation laboratory in Santiago (Figure 40). The check samples correlate directly with known B2Gold samples so they can be compared directly to B2Gold results (see Figure 36. Before and after photos of the Author's check duplicate sample 3687 PP15-007.

Results are shown in Figure 37. Comparison of B2Gold vs Authors (DRH) samples. Latin American notation so commas = decimal point.

and Figure 38. Duplicate samples taken by the Author (DRH) gave generally lower assay results than the original B2Gold samples. This is true for both Au and Ag and is especially pronounced for higher grade Au samples. Although significant variations of this magnitude are not uncommon in low sulphidation epithermal deposits due to the presence of "nuggety" gold, the consistently skewed results suggests that either the B2Gold samples could be biased high, or the Author's samples might be biased low. This could be due to different digestion methods, different analytical methods, different laboratory procedures or real geological variability. Because entire half drill core was sampled, it is unlikely to be due to sampling differences. Cu values in ppm do not show the same bias. Au and Ag were analysed using Fire Assay. Cu was analysed using ICP. This suggests that the discrepancy is due to differences in Fire Assay methods. Further investigation is recommended.

Five channel chip samples were taken of outcrop (Figure 39. Photo of the Author's indicative hammer & chisel sampling of original saw-cut B2Gold trench samples.). They were taken and delivered to the ALS sample preparation laboratory under the direct supervision of the Author. Because the original trench sample locations are not marked in the field, and because the samples were taken using a hammer and chisel instead of a masonry saw, it was not possible to produce true duplicate samples and the values are simply confirmations that anomalous Au and Ag values occur in the trenches. Results are shown in Figure 40. Table of indicative Author check channel chip samples of B2Gold trenches.

Drill hole coordinates obtained by the Author show a close correlation with the reported B2Gold collar coordinates, with variations of no more than a few metres in Easting and Northing. Azimuths and inclinations are also in general agreement considering that casings may not be perfectly aligned. These are within the error limits of standard handheld GPS and acceptable for the stage of the Project and the purpose of this report.

Mineral Processing and Metallurgical Testing

There have been no mineral processing studies or metallurgical test work conducted at the Property by any operators.

Mineral Resource Estimates

No resource estimates have been calculated or reported for the Property by any operators.

Adjacent Properties

The Pampa Paciencia claims (Figure 43. Adjacent properties to Pampa Paciencia.) are surrounded by ground under concession by KGHM, Minera Spence (BHP) and SQM. The project is in the vicinity of 3

mines: Faride Au-Ag mine (now closed, 9 Km SSE), Sierra Gorda (active, 15 Km SSE) and Spence Cu mines (active, 17 Km ESE).

KGHM is a Polish Mining company (Polska Miedz SA) and operates the Sierra Gorda Cu-Mo mine under a 55%/45% agreement with Sumitomo. The Spence porphyry copper deposit was discovered under alluvium (and a major highway) by Rio Algom and is now operated by Minera Spence, a subsidiary of BHP. SQM was the owner of the Pampa Paciencia claims and several other claims in the area.

Faride operated a small mill to exploit a series of Au-Ag being epithermal quartz veins. Faride ran into financial problems and the mine and claims were under bankruptcy administration until recently when KGHM assumed control. The veins are oxidized and the hypogene mineralization below 200 m comprises specularite, chalcopyrite, galena, sphalerite and copper-silver sulphosalts, while gangue minerals include quartz, barite, rhodochrosite and siderite with quartz-sericite envelopes around the veins (Cabello, 2021).

From 1980 to 1990 Faride veins were mined by small miners with a production of about 70,000 metric tons with average grade of 4.4 ppm Au and 224 ppm Ag (around 17,000 ounces gold equivalent). In 1991, a 1.6 million tonnes resource with 2.625 ppm Au and 178 ppm Ag (about 266,820 ounces gold equivalent) was defined (Camus and Skewes, 1991; Sillitoe, 1991). The Ag/Au ratio at the Faride veins has an average of 59 (Figure 44. Table of historical production from the Faride Mine.)

The Sierra Gorda mine is a Paleocene-Eocene Cu-Mo porphyry-type deposit. With targeted annual production of 220 k tonnes of Cu and 55 k tonnes of Mo, Sierra Gorda is the largest open-pit project of the major Polish metal mining company KGHM. Mineralization is disseminated in stockwork vein-hosted hypogene sulphides, with less than 0.5% Cu, up to 0.02% Mo, and some Au. Ore occurs in stockworks and hydrothermal breccia bodies related to an intermediate calc-alkaline intrusion of monzodiorite composition. Three main centers of mineralization are associated with the intrusive body and genetically connected with spatially widespread porphyry style alteration (Bieńko, 2017).

The Spence mine is a Paleocene (57 Ma) porphyry Cu-Mo deposit hosted in a quartz monzonite to granodiorite rocks. At least three distinct intrusive and hydrothermal events occurred along a NE-SW trending normal fault system. The deposit is completely covered by gravels and shows a characteristic supergene enrichment (44 to 29 Ma). Mineral Resources reported for Spence in 2002 were 497 Mt of 1.14 % Cu in secondary sulphides and 188 Mt of 0.54 % Cu in primary sulphides (Tapia, 2003).

The above information was obtained from Public Domain sources and the Author is unable to independently verify the accuracy of the data. The information regarding adjacent properties is provided solely as geological context for the Pampa Paciencia Project area. The Author cautions that the existence of nearby mineralisation in no way implies that similar styles or volumes of mineralisation will, or will not be found on the Project.

Other Relevant Data and Information

As of the effective date the Author is unaware of any other data or information that is required to be stated in order that this report not be misleading.

Interpretation and Conclusions

The Paleocene Mineral Belt (Figure 27) has been heavily explored for large scale porphyry deposits, however exploration for epithermal deposits has been much less intense. The lower level of exploration, comparatively small footprint of epithermal deposits, and the cover, combine to provide an opportunity for discovery of new low sulphidation epithermal deposits.

Pampa Paciencia exploration work by previous operators, which included geological mapping, rock chip and float sampling, ground geophysics, 2,629.75 m of trenching and 3,209.3 m of drilling, resulted in the discovery of a low sulphidation epithermal vein system with Au and Ag-rich lenses. Also there may be potential for porphyry style mineralization in the NE area of the Pampa Paciencia property.

The Pampa Paciencia project comprise two domains separated by the Dominador Fault (Falla Dominador on maps below) a major NNE structure located at the eastern border of the property. This west-verging thrust fault exposes interpreted deeper rocks to the east and shallower levels to the west (Figure 45). This figure shows a comparison between the Sierra Gorda geological map (Duhart et al., 2018) and the B2Gold Pampa Paciencia mapping, showing a difference in the NW quadrant of the property, where rhyolitic tuff was mapped as quartz feldspar intrusion by Duhart et al 2018, incorrectly suggesting a larger proportion of Paleocene intrusions at Pampa Paciencia.

In the more deeply exposed levels east of the fault the only mapped unit at Pampa Paciencia is the Cretaceous Sierra Gorda Intrusion Complex. This igneous unit has a tourmaline breccia which may be indicative of the upper levels of a batholith. In the less eroded domain west of the Dominador Fault, there is combination of Cretaceous igneous rocks with Paleocene andesitic intrusions and volcanoclastic rocks. This interpreted shallower domain contains the quartz veins. They were mapped as float, silica clasts and silica caps affecting the cretaceous rocks (confirmed by drilling), but their relationship to the Paleocene volcanics is unclear. The relative age of the mineralization must be clarified to see if certain members of the Paleocene unit could be post-mineral or are host-rock to the veins, as this will affect exploration potential and strategy (Guido 2021, pers. comm.). Limited observations by the Author in the Central Zone suggest the veins post date the Paleocene volcanics. However, they might only be expressed as narrow cracks and Fe-oxide stained fractures, and these might widen at depth.

In the north zone, the drilled veins are hosted in fault systems developed in the Cretaceous monzonite from the Sierra Gorda Intrusion Complex and are composed of massive to colloform-crustiform banded quartz infill veins, hydrothermal breccias and veinlet networks. Au and Ag mineralization is related to these quartz veins and to later tectonic breccias with limonitic matrix that locally overprint the veins. There is a clear relationship of high precious metal grades with banded silica, adularia and Cu and Mn oxide minerals suggesting a relationship with primary sulphides and Mn carbonate minerals such as rhodochrosite.

As was commented in Section 10 there are two shoots defined by drill holes, and they have different Ag/ Au ratios. Guido pers comms 2021 provides the following interpretation;

“Shoot 1 is more continuous (about 150 m length in 3 drill holes), and it is located on the western end of a NW striking vein (Figure 46). Mineralization is described in the logging as a mineralized fault (with bad recovery) in the hanging wall and then a brecciated quartz vein with argillic alteration in the faults and silicification in and around the veins.”

“Shoot 2 is located at the western end of WNW to E-W striking outcropping veins and is described in drill holes as quartz veins and related hydrothermal breccias with pervasive silicification and argillic alteration proximal to the veins. In this area trench TRP15-003 (5 m @ 7.73 ppm Au) clipped a shoot of unknown orientation, which was confirmed by the good intercept from drill hole PP15-007 (3.75 m @ 7.71 ppm Au), but the fact that the shoot was not cut in nearby trenches TRP15-002 and 004 and drill holes PP15-001, 002, and 003 would support the idea that the vein has a different orientation (Figure 46).”

B2Gold interpreted a single 1.3 km long NW structure, with a strike change around hole PP15-009. An alternative interpretation by Astra (Figure 46) shows two different striking structures with different styles of mineralisation, as observed in the two shoots drilled in the North zone. The WNW structure is interpreted to have more extensional behavior and the NW structure is interpreted to be transtensional, with more breccia and faulting.

Therefore, results from one set cannot be compared directly to those from another set, and all orientations must be mapped, sampled and drilled separately.

The Central Zone of the Property was not drilled, but B2 Gold observations mention a shallower level of exposure for these veins (chalcedonic veins with less mineralizing events and no evidence of boiling and erratic geochemical results with higher Sb). Surface geochemistry also favours the potential of this area, where structures have the potentially extensional E-W to WNW strike (Figure 47).

As mentioned previously, the Author noted that veinlets in this zone are narrower, and may be expressed as no more than Fe-oxide stained fractures that could widen at depth. Numerous veins exposed in the low hills at the Central Zone strike out into the alluvium covered pampa and could have significant strike length.

Considering the Faride low sulphidation epithermal veins (Camus and Skewes, 1991; Cabello, 2021) as the closest and most appropriate deposit from which to extrapolate information, there are several analogies and differences worthy of mention (Guido pers. comm. 2021):

- Faride quartz veins have the same strike: E-W and NW (Figure 48 A).
- Faride veins are mineralized in different ore shoots, with 8 ore shoots having an average grade of 4.4 g/t Au and 224 g/t Ag.
- Faride ore shoots occur in both orientations (E-W and NW) with a strike length of about 200 to 400 m (Figure 48 B).
- Faride ore shoots have a limited vertical extension, between 50 and 100 m (Figure 48 C).
- There are similarities to Pampa Paciencia in the correlation of Au and Cu contents.
- Due to the Mn correlation with mineralization in Pampa Paciencia, it is possible that rhodochrosite and manganoan siderite, intermediate sulphidation minerals described in the gangue mineralogy at Faride by Cabello (2021), are present at depth.
- Faride veins reportedly have quartz-sericite envelopes and high base metals contents, so they are possibly deeper, or higher temperature, than Pampa Paciencia veins, implying that the best grade potential at Pampa Paciencia may occur at greater depths.
- A study of ore and gangue paragenesis by Camus and Skewes (1991) indicates that there are two separate mineralizing events at Faride; an early gold-rich phase and a later silver-rich phase with significant base metal and sulfosalt mineralization. This may explain the why shoots 1 and 2 are different in Pampa Paciencia and has exploration implications.

As described in Section 11, no original records were available to the Author for historical sample dispatch, preparation, security, or QA/QC by previous operators. Therefore, the quantity of samples submitted, their preparation, security, quality assurance/quality control, and the assay results cannot be independently verified. Furthermore, historical surface samples and drill collars were not consistently marked in the field so precise locations cannot always be independently verified.

If assay results were to be significantly lower than reported this could downgrade the prospectivity of the project. If sample locations were to be significantly different to those reported this could impact the planning and results of follow up work by Astra, for example not cutting a vein where expected in trenching or drilling. Either or both of these could result in an increase in exploration expenditure due to

additional drilling and sampling, and/or a reduced return on investment due to the project being less prospective than originally envisaged. Such risks and uncertainties are typical of early-stage exploration projects.

Notwithstanding the above, and considering the Author's review of the results, personal field observations and check sampling reported in Section 12, and the seniority of previous operators, the Author considers the historical project data is probably trustworthy, indicates potential for epithermal Au mineralization at the Pampa Paciencia project, and justifies the exploration program proposed herein.

The proposed exploration program is specifically designed to verify the historical results and thereby reduce the risks and uncertainties described above, as well as testing for new areas of mineralisation, and extensions to known mineralisation.

Recommendations

The Author has reviewed the work completed to date over the Pampa Paciencia claims and has independently checked a selection of data, drill core, trenches, and outcrops during a site inspection on the 23rd and 24th of April 2021.

The Author concludes that the data is adequate for the express purpose of this report, that being to confirm the presence and style of gold mineralisation at Pampa Paciencia, recommend if further work is warranted, and propose an exploration program appropriate to the style of mineral deposit and stage of the project.

The Paleocene Mineral Belt has been heavily explored for large scale porphyry deposits, however exploration for epithermal deposits has been much less intense. The lower level of exploration, small footprint of epithermal deposits, and the extensive shallow cover, combine to provide an opportunity for the discovery of new low sulphidation epithermal deposits.

Pampa Paciencia exploration work by three previous operators, which includes geological mapping, rock chip and float sampling, ground geophysics, 2,629.75 m of trenching and 3,209.3 m of drilling in 19 drill holes, resulted in the discovery of a low sulphidation epithermal vein system with Au and Ag-rich shoots.

Trenching and drilling of the epithermal veins by previous explorers suggests the North Zone may have an intermediate level of erosion and the Central Zone a shallower level of erosion. None of the zones has been conclusively tested and potential exists for further vein-hosted Au-Ag mineralization at depth or along strike under post-mineral volcanic rocks or gravel cover.

Similar vein-hosted low-sulphidation epithermal mineralization is observed in the now abandoned Faride deposit 5km to the south, and at the El Peñon and Amancaya mines some 200 Km south along the same belt. In all cases aggressive systematic drilling beneath subcrop and shallow cover resulted in the discovery of new resources.

The Author is in agreement with Astra management that an aggressive one-year exploration program is warranted to explore for additional low-sulphidation style epithermal mineralization at Pampa Paciencia, and has reviewed and endorsed the following recommendations:

- Review of veins elsewhere in the district e.g. Faride. This will provide important insights about controls on mineralization, prospective erosion levels and exploration potential.
- Detailed mapping and sampling of outcrop, subcrop, and float at scales of 1:5,000 and 1:2,500, including systematic characterization of quartz textures, alteration and structure.

- Relogging of historical drill core using the same systematic criteria as the mapping.
- Trenching and channel sampling of new veins or extensions using a masonry saw.
- Up to 3,000 mts of reverse circulation and diamond drilling to test new targets, extend known targets along strike, and test lateral or depth extensions of known intercepts by judicious use of fans or fences of drill holes.

The following complementary studies are also recommended:

- An environmental management plan to support the presentation of a Carta de Pertinencia.
- Mapping should be complemented by a paragenetic study by an experienced specialist, including thin and polished section microscopy, to identify the exact mineralogical association of gold and silver mineralization and its relationship with one or more specific paragenetic events. This might permit more focused exploration and better interpretation.
- Systematic use of pXRF and SWIR on core and cuttings may assist with vectoring.
- Some of the historical trenches expose veins beneath a thick in-situ weathering profile. A couple of these examples should be used for a careful geochemical orientation study to see if veins have a geochemical expression in soils, in what medium, and at what depth.
- If the above study is encouraging, a systematic soil survey could be useful.
- Additional guidance should be sought from geophysical specialists with experience in the area before choosing the final geophysical methods and survey parameters.
- The NE sector of the property, where Teck conducted exploration for a porphyry Cu-Mo system, should be reviewed by Astra geologists to evaluate the area's potential for additional porphyry or other styles of mineralisation.

With the assistance of Astra management, the Author has prepared a budget estimate as shown in Figure 50. Pampa Paciencia budget estimate and timeline below. The Author considers this to be an appropriate estimate for such a program. Subject to unforeseen permitting or technical delays (including those outlined in Section 4.8), the Author suggests this program could be completed in 4 to 6 months.

APPENDIX B

FINANCIAL STATEMENTS AND MD&A OF MOMENTOUS

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Momentous Audited Financial Statements	B-2
Momentous Interim Financial Statements	B-14
Momentous MD&A	B-23

Momentous Capital Corp.
Audited Financial Statements
From July 31, 2020 (incorporation) to December 31, 2020
[Expressed in Canadian Dollars]

To the Shareholders of Momentous Capital Corp.:

Opinion

We have audited the financial statements of Momentous Capital Corp. (the "Company"), which comprise the statement of financial position as at December 31, 2020, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from July 31, 2020 to December 31, 2020, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020, and its financial performance and its cash flows for the period from July 31, 2020 to December 31, 2020, in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, 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.

Mississauga, Ontario

April 9, 2021

MNP LLP

Chartered Professional Accountants

Licensed Public Accountants

Momentous Capital Corp.
Statement of Financial Position
December 31, 2020
(in Canadian Dollars)

	Notes	December 31, 2020
Cash		\$ 150,000
		\$ 150,000
Accounts payable and accrued liabilities		\$ 36,963
		\$ 36,963
Share Capital	5	\$ 150,000
Retained Deficit		(36,963)
		\$ 113,037
		\$ 150,000

The accompanying notes are an integral part of these financial statements

Approved by:

/s/ Ray Harari
Director

/s/ Darren Collins
Director

Momentous Capital Corp.
Statement of Loss and Comprehensive Loss
For the period from July 31, 2020 to December 31, 2020
(in Canadian Dollars)

	Note	July 31, 2020 (incorporation) to December 31, 2020
Operating expenses		
Accounting expense	\$	7,000
Legal expense		17,463
Financial advisory fee		12,500
Net loss and comprehensive loss for the period	\$	36,963
Weighted average number of shares, basic and diluted		274,510
Loss per share	\$	(0.13)

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

Momentous Capital Corp.
Statement of Changes in Shareholders' Equity
For the period from July 31, 2020 to December 31, 2020
(in Canadian Dollars)

	Note	Number of common shares	Share capital	Retained Deficit	Total
Balance, July 31, 2020 (incorporation)		-	\$ -	\$ -	\$ -
Share issued upon incorporation		1	-	-	-
Seed Financing	5	3,000,000	150,000	-	150,000
Loss for the year		-	-	(36,963)	(36,963)
Balance, December 31, 2020		3,000,001	\$ 150,000	\$ (36,963)	\$ 113,037

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

Momentous Capital Corp.
Statement of Cash Flows
For the period from July 31, 2020 to December 31, 2020
(in Canadian Dollars)

	Notes	July 30, 2020 (incorporation) to December 31, 2020
Cash used from operations		
Net loss for the period	\$	(36,963)
Changes in working capital		
Accounts payable and accrued liabilities		36,963
Net cash used from operations	\$	-
Cash generated from financing		
Share issuance	3	\$ 150,000
Net cash generated from financing	\$	150,000
		150,000
Net change in cash	\$	150,000
Cash, beginning	\$	-
Cash, ending	\$	150,000
Cash comprises:		
Cash held in trust	\$	110,000
Undeposited funds	\$	40,000
Total Cash	\$	150,000

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

1. Incorporation and Nature of Operations

Momentous Capital Corp. (the "Company") was incorporated on July 31, 2020 under the *Business Corporations Act (British Columbia)* with registered offices at Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5. The Company intends to carry on business as a Capital Pool Corporation, as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange").

Subsequent to the approval from the Exchange, the principal business of the Company will be the identification and evaluation of assets or businesses with a view of completing a Qualifying Transaction ("QT"). The Company has not commenced operations and has no assets other than cash. The Company's continuing operations are intended are dependent upon its ability to identify, evaluate, and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arms' length transaction, of the majority of the disinterested shareholders.

The Company intends to complete an initial public offering ("IPO") of a minimum of 2,300,000 common shares of the Company at a price of \$0.10 per share for gross proceeds of \$230,000 (note 8). The gross proceeds raised from the IPO may only be used to identify a QT.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

On April 9, 2021, the Board of Directors approved of these financial statements.

2. Significant Accounting Policies

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by International Accounting Standards Board ("IASB") as at the reporting date.

Basis of measurement

These 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. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These financial statements are presented in Canadian dollars, which is also the Company's functional currency.

Financing Costs

Costs incurred to obtain equity financing are deducted from the value assigned to shares issued. When costs are incurred prior to the closing of a financing arrangement, these amounts are presented as a deferred asset until the financing has closed. When an expected financing arrangement does not occur, any deferred costs are recorded as an expense

Income Taxes

Tax provisions are recognized when it is considered probable that there will be a future outflow of funds to a taxing authority. In such cases, a provision is made for the amount that is expected to

be settled, where this can be reasonably estimated. This requires the application of judgment as to the ultimate outcome, which can change over time depending on facts and circumstances. A change in estimate of the likelihood of a future outflow and/or in the expected amount to be settled would be recognized in income in the period in which the change occurs. Deferred tax assets or liabilities, arising from temporary differences between the tax and accounting values of assets and liabilities, are recorded based on tax rates expected to be enacted when these differences are reversed.

Deferred tax assets are recognized only to the extent it is considered probable that those assets will be recovered. This involves an assessment of when those deferred tax assets are likely to be realized, and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as in the amounts recognized in income in the period in which the change occurs.

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in income both in the period of change, which would include any impact on cumulative provisions, and in future periods.

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 period. 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. Diluted loss per common share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares.

Summary of Accounting Estimates and Assumptions

COVID-19

The outbreak of the novel strain of the coronavirus, specifically identified as the COVID-19 pandemic, has caused governments worldwide to enact emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. At this time, it is not possible to reliably estimate the impact this will have on the Company's financial position and operating results. Judgments, estimates and assumptions made by management during the preparation of these interim consolidated financial statements may also change as conditions related to the COVID-19 change. Changes in assumptions including, but not limited to, foreign exchange rates, interest rates and commodity prices could impact the fair value of items including derivative and non-derivative instruments, provisions and employee future benefits.

Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provision of the respective instrument. Fair value estimates are made at the consolidated statement of financial position date based upon the relevant market conditions and information about the financial instrument. The Company has made the following classifications:

	Classification
Financial assets	
Cash	FVTPL
Financial liabilities	
Accounts payable and accrued liabilities	Amortized cost

Going concern

Management has applied significant judgment in the assessment of the Company's ability to continue as a going concern when preparing these financial statements. Management prepares the financial statements on a going concern basis unless management either intends to liquidate the entity or has no realistic alternative but to do so.

The Company's ability to continue operations as intended is dependent upon its ability to identify, evaluate, and negotiate an acquisition of a participation in or an interest in properties, assets, or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. However, management believes that the Company has sufficient working capital to meet its projected minimum financial obligations for the next fiscal year. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue its existence.

3. Share Capital

The Company is authorized to issue an unlimited number of common shares and since inception, has issued 3,000,001 common shares, one common share of the Company as part of the incorporation of the Company, and 3,000,000 common shares of the Company at \$0.05 per common share for total proceeds of \$150,000 as of its seed financing.

The Company is authorized to issue an unlimited number of preferred shares and since inception has issued nil preferred shares.

4. Stock options

As at December 31, 2020, the Company does not have a stock option plan. Pursuant to Policy 2.4 managed by the Exchange, incentive stock options may be granted to directors and officers of the Company, provided that the number of common shares reserved for issuance will not exceed 10% of the total issued and outstanding common shares of the Company, exercisable for a period of up to ten (10) years from the date of the grant.

5. Management of capital

The Company considers its capital to include the components of equity attributable to common shareholders which amounts to a surplus of \$113,037 as at December 31, 2020 and is comprised of issued share capital and retained deficit in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to develop, market and to maintain its ongoing operations. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the Exchange Policy 2.4.

6. Financial risk management

a. Fair value hierarchy

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. Cash held by the Company is classified as level 1. The hierarchy is summarized as follows:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2 Inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data.
- Level 3 Inputs for assets and liabilities not based upon observable market data.

b. Market risk

- i. Currency risk: Currency risk is the risk that fluctuations in the rates of exchange on foreign currencies would impact the Company's future cash flows. The Company is currently not exposed to the foreign exchange market.
- ii. Interest rate risk: The Company does not believe it is exposed to any significant risk related to the movements in interest rates.

c. Credit risk: The Company does not believe it is exposed to any significant concentration of credit risk.

d. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due.

The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

As at December 31, 2020 the Company has current liabilities of \$36,963 due within 12 months and cash of \$150,000. As at December 31, 2020, the Company has a working capital of \$113,037 with anticipated financing and investment through the Proposed Transaction.

7. Income Tax

Major items causing the Company's effective income tax rate to differ from the combined Canadian federal and provincial statutory rate of 26.5% were as follows:

		December 31, 2020
Net loss for the period	\$	(36,963)
Expected income tax recovery		(9,795)
Benefit of tax losses not recognized		9,795
Income tax recovery	\$	-

Unrecognized temporary differences

Deferred income taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred income tax assets have not been recognized in respect of the following deductible temporary differences because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

		December 31, 2020
Non-capital losses	\$	36,963

The non-capital losses carried forward expire in 2040.

8. Commitments

The Company engaged with an exclusive agent (the "Agent") pursuant to a letter of intent dated October 28, 2020 where the Agent will find and introduce potential investors, on a commercially reasonable efforts basis, to purchase a minimum of 2,300,000 common shares in capital of the Company at \$0.10 per common share under a prospectus to be filed with the Exchange as part of the IPO. In consideration of the services to be rendered by the Agent, the Company has agreed to pay a cash commission of 10% of the offering price per share sold, along with, a non-transferable option entitling the agent to purchase the equivalent of 10% of the aggregate number of common shares sold pursuant to the IPO, at a price of \$0.10 per common, exercisable for a period of 24 months from the date of listing on a qualified exchange.

Momentous Capital Corp.
Unaudited Condensed Interim Financial Statements
Three and six months ended June 30, 2021

Momentous Capital Corp.
Condensed interim statements of financial position – unaudited
As at June 30, 2021
(in Canadian Dollars except share information)

	Notes	June 30, 2021	December 31, 2020
ASSETS			
Cash		\$ 245,597	\$ 150,000
		\$ 245,597	\$ 150,000
LIABILITIES			
Accounts payable and accrued liabilities		\$ 7,881	\$ 36,963
		\$ 7,881	\$ 36,963
SHAREHOLDERS' EQUITY			
Share Capital	3	\$ 323,268	\$ 150,000
Contributed Surplus	3, 4	48,916	-
Retained Deficit		(134,468)	(36,963)
		\$ 237,716	\$ 113,037
		\$ 245,597	\$ 150,000

Note 1: nature and description of business

Note 8: subsequent event

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

Approved by:

/s/Raymond Harari
Director

/s/ Darren Collins
Director

Momentous Capital Corp.
Condensed interim statements of loss and comprehensive loss – unaudited
For the three and six months ended June 30, 2021
(in Canadian Dollars except share information)

	Note	Three months end June 30, 2021	Six months ended June 30, 2021
Legal	\$	-	\$ 24,841
Filing and regulatory		13,391	19,229
Financial advisory fee		625	625
Consulting fee		3,000	3,000
Accounting		7,500	12,859
General and administration		25	37
Stock-based compensation	4	36,914	36,914
Loss and comprehensive loss	\$	61,455	\$ 97,505
Basic and diluted loss per share		0.041	0.132
Weighted avg. shares	5	1,465,934	737,017

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

Momentous Capital Corp.
Condensed interim statements of changes in shareholders' equity – unaudited
As at June 30, 2021
(in Canadian Dollars except share information)

	Note	Number of common shares	Share capital	Contributed Surplus	Retained Deficit	Total
Balance, July 31, 2020 (incorporation)		-	\$ -	\$ -	\$ -	\$ -
Share issued upon incorporation		1	-	-	-	-
Seed Financing		3,000,000	150,000	-	-	150,000
Loss for the period		-	-	-	(36,963)	(36,963)
Balance, December 31, 2020		3,000,001	\$ 150,000	\$ -	(36,963)	\$ 113,037
Loss for the period		-	-	-	(36,050)	(36,050)
Balance, March 31, 2021		3,000,001	\$ 150,000	\$ -	(73,013)	\$ 76,987
Initial public offering		2,300,000	230,000	-	-	230,000
Share issuance costs		-	(56,732)	12,002	-	(44,730)
Share based payments		-	-	36,914	-	36,914
Loss for the period		-	-	-	(61,455)	(61,455)
Balance, June 30, 2021		5,300,001	\$ 323,268	\$ 48,916	(134,468)	\$ 237,716

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

Momentous Capital Corp.
Condensed statements of cash flow – unaudited
For the three and six months ended June 30, 2021
(in Canadian Dollars except share information)

	Notes	Three months ended June 30, 2021	Six months ended June 30, 2021
Cash used from operations			
Net loss for the period		\$ (61,455)	\$ (97,505)
Stock-based compensation		36,914	36,914
Changes in working capital			
Accounts payable and accrued liabilities		(59,870)	(29,082)
Net cash used from operations		\$ (84,411)	\$ (89,673)
Cash generated from financing			
Share issuance	3	\$ 230,000	\$ 230,000
Share issuance costs	3	(44,730)	(44,730)
Net cash used from financing		\$ 185,270	\$ 185,270
Cash, beginning		\$ 144,738	\$ 150,000
Net change in cash		\$ 100,859	\$ 95,597
Cash, ending		\$ 245,602	\$ 245,597

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

1. Incorporation and Nature of Operations

Momentous Capital Corp. (the “**Company**”) was incorporated on July 31, 2020 under the *Business Corporations Act* (British Columbia) with its registered office located at Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5. The Company intends to carry on business as a Capital Pool Corporation, as defined in Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”) Corporate Finance Manual.

Subsequent to the approval from the Exchange, the principal business of the Company will be the identification and evaluation of assets or businesses with a view of completing a Qualifying Transaction, as defined in Policy 2.4 of the Exchange Corporate Finance Manual. The Company has not commenced operations and has no assets other than cash. The Company’s continuing operations are intended and dependent upon its ability to identify, evaluate, and negotiate an acquisition, or business, or an interest therein to complete a Qualifying Transaction. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arms’ length transaction, of the majority of the disinterested shareholders.

On March 11, 2020, the World Health Organization declared the 2019 novel coronavirus (“**COVID-19**”) a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

On June 7, 2021, the Company announced that it has entered into a binding letter of intent dated June 2, 2021 with Astra Exploration Limited (“Astra”), whereby the Company proposes to acquire all the issued and outstanding securities of Astra.

On August 30, 2021, the Board of Directors approved of these financial statements.

2. Significant Accounting Policies

Statement of compliance

These financial statements have been prepared in accordance with International Accounting Standard (IAS) 34, “Interim Financial Reporting” as issued by the International Accounting Standards Board (“IASB”). Accordingly, certain financial information and disclosures normally included in the annual financial statements prepared in accordance with International Financial Reporting Standards (IFRS) has been omitted or condensed. The disclosure provided herein is incremental to the disclosure included in the audited annual financial statements.

The unaudited condensed interim financial statements should be read in conjunction with the annual audited financial statements for the period from July 31, 2020 (date of incorporation) to December 31, 2020.

3. Share Capital

The Company is authorized to issue an unlimited number of common shares.

	# of shares	Share capital
Incorporation	1	\$ -
Founders’ shares	3,000,000	150,000
IPO shares issued (net of share issuance costs)	2,300,000	173,268
Total	5,300,001	\$ 323,268

The Company is authorized to issue an unlimited number of preferred shares and since inception has issued nil preferred shares.

The issued and outstanding common shares of 3,000,001 will be held in escrow pursuant to the requirements of the Exchange to be released as to 25% thereof on completion of the Company's Qualifying Transaction, as defined in the policies of the Exchange, and as to 25% thereof on each of the 6th, 12th and 18th month anniversaries following the initial release.

On May 3, 2021, the Company completed its initial public offering (the "**Offering**"), raising gross proceeds of \$230,000 pursuant to a prospectus dated April 9, 2021. An aggregate 2,300,000 Common Shares were issued to subscribers for a price of \$0.10 per share. The Company paid a cash commission of 10% of the gross proceeds, a corporate finance fee of \$12,500, other cash costs totalling \$9,230, and issued to the agent, 230,000 options to purchase an aggregate of 230,000 common shares of the Company at an exercise price of \$0.10 per share exercisable for two years.

The Company allocated a fair value of \$12,002 to the options issued to the agents based upon the following assumptions:

Exercise price	\$0.10
Stock price	\$0.10
Expected life of options	2.0
Risk-free interest rate	0.28%
Expected volatility	100%
Expected dividend yield	0%

4. **Stock options**

Upon closing of the Offering, the Company granted 500,000 incentive stock options to its directors and officers which are exercisable within ten years from the date of the grant at an exercise price of \$0.10 per Common Share. The Company allocated a fair value of \$36,914 based on upon the following assumptions:

Exercise price	\$0.10
Stock price	\$0.10
Expected life of options	5.0
Risk-free interest rate	0.28%
Expected volatility	100%
Expected dividend yield	0%

Outstanding	Number of options		Exercise Price	Expiry Date
	Outstanding	Exercisable		
500,000	500,000	500,000	\$0.10	May 4, 2031

None of the outstanding options have been included in the calculation of weighted average of shares as they would be anti-dilutive.

5. **Loss per share**

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period. The dilutive effect of outstanding options and warrants and their equivalents are reflected in diluted earnings per share. The computation of diluted earnings per share assumes conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on earnings per share.

Basic loss per share is calculated using the weighted-average number of shares outstanding during the period. Outstanding common shares that are contingently cancelable are excluded from the weighted average number of shares outstanding.

6. Management of capital

The Company considers its capital to include the components of equity attributable to common shareholders which amounts to a surplus of \$237,716 as at June 30, 2021 and is comprised of issued share capital, contributed surplus, and retained deficit in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to develop, market and to maintain its ongoing operations. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company, as defined under Policy 2.4 of the Exchange Corporate Finance Manual.

7. Financial risk management

a. Fair value hierarchy

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. Cash held by the Company is classified as level 1. The hierarchy is summarized as follows:

Level 1	Quoted prices (unadjusted) in active markets for identical assets and liabilities.
Level 2	Inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data.
Level 3	Inputs for assets and liabilities not based upon observable market data.

b. Market risk

- i. **Currency risk:** Currency risk is the risk that fluctuations in the rates of exchange on foreign currencies would impact the Company's future cash flows. The Company is currently not exposed to the foreign exchange market.
- ii. **Interest rate risk:** The Company does not believe it is exposed to any significant risk related to the movements in interest rates.

c. Credit risk: The Company does not believe it is exposed to any significant concentration of credit risk.

d. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due.

The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management of the Company is also actively involved in the review and approval of planned expenditures.

As at June 30, 2021, the Company has current liabilities of \$7,881 due within 12 months and cash of \$245,597. As at June 30, 2021, the Company has positive working capital of \$237,716.

8. Subsequent Event

On July 7, 2021 the Company entered into an amalgamation agreement with Astra Exploration Limited (“Astra”) whereby the Company will acquire all of the issued and outstanding shares of Astra.

Momentous Capital Corp.
Interim Management's Discussion and Analysis
Three and six months ended June 30, 2021

INTRODUCTION

The following interim management's discussion and analysis ("**MD&A**") of Momentous Capital Corp. (the "**Company**") for the three and six months ended June 30, 2021 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company.

This MD&A has been prepared in compliance with Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Information contained herein is presented as of August 30, 2021, unless otherwise indicated.

DESCRIPTION OF BUSINESS

The Company was incorporated under the *Business Corporations Act (British Columbia)* on July 31, 2020. The registered office is located at Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5.

The Company is classified as a Capital Pool Company ("**CPC**") as defined in Policy 2.4 – *Capital Pool Companies ("Policy 2.4")* of the TSX Venture Exchange (the "**Exchange**") and trades under the ticker "MCC.P". The principal business of the Company is to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein by completing a purchase transaction, by exercising of an option or by any concomitant transaction. The purpose of such an acquisition is to satisfy the related conditions of a Qualifying Transaction as defined in Policy 2.4. If the Company does identify significant assets or a target company with which to complete its Qualifying Transaction, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing.

CORPORATE DEVELOPMENT

On December 17, 2020, the Company issued 3,000,000 common shares in the capital of the Company ("**Common Shares**") to subscribers for aggregate gross proceeds of \$150,000.

On May 3, 2021, the Company completed its initial public offering, issuing 2,300,000 Common Shares to subscribers for aggregate gross proceeds of \$230,000 (the "**Offering**") pursuant to a prospectus dated April 9, 2021. See "Subsequent Events" for additional information on the completion of the Offering.

On June 7, 2021, the Company announced that it has entered into a binding letter of intent dated June 2, 2021 with Astra Exploration Limited ("Astra"), whereby the Company proposes to acquire all the issued and outstanding securities of Astra.

The Company has focused on completing a Qualifying Transaction and will continue to incur expenses to fulfil this objective.

DISCUSSION OF OPERATIONS

The Company's net loss totaled \$61,455 for the three months ended June 30, 2021, with basic and diluted loss per share of \$0.041. The net loss of \$61,455 was principally due to accounting, legal and regulatory fees incurred during the time frame. There were no significant activities to report during the three and six months ended June 30, 2021.

Momentous Capital Corp.
Interim Management's Discussion and Analysis
For the three and six months ended June 30, 2021

		Three months end June 30, 2021		Six months ended June 30, 2021
Legal	\$	-	\$	24,841
Filing and regulatory		13,391		19,229
Financial advisory fee		625		625
Consulting fee		3,000		3,000
Accounting		7,500		12,859
General and administration		25		37
Stock-based compensation		36,914		36,914
Loss and comprehensive loss	\$	61,455	\$	97,505

SUMMARY OF QUARTERLY RESULTS

	June 30, 2021		March 31, 2021		December 31, 2020		September 30, 2020 ⁽¹⁾	
Revenues	\$	Nil	\$	Nil	\$	Nil	\$	Nil
Loss and comprehensive loss		61,455		36,050		36,963		Nil
Basic and diluted loss per share		0.041		-		-		Nil
Total assets		245,597		144,738		150,000		Nil

⁽¹⁾ Company incorporated on July 31, 2020.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2020, the Company had cash of \$245,597, working capital of \$237,716, and current liabilities of \$7,881 due within 12 months. Management believes the Company's working capital is sufficient for the Company to meet its ongoing obligations and its objective of completing a Qualifying Transaction.

As part of the Offering, the Company raised \$230,000 in gross proceeds with share issuance costs totaling to \$56,732.

Management anticipates that ongoing costs relating to the identification, evaluation, due diligence, negotiation and completion of a Qualifying Transaction will be incurred in future periods. The timing and magnitude of these costs is not predictable. These costs may be significant and could possibly result in higher general and administrative expenses. To date, the Company has procured working capital through equity financing.

SHARE CAPITAL

The Company is authorized to issue an unlimited number of Common Shares and from the period of the incorporation of the Company to June 30, 2021, the Company had issued 5,300,001 Common Shares; one Common Share of the Company on July 31, 2020 as part of the incorporation of the Company, and 3,000,000 Common Shares on December 17, 2020 pursuant to a private placement offering of Common Shares, at a price of \$0.05 per Common Share, for aggregate gross proceeds of \$150,000; and 2,300,000 Common Shares, at a price of \$0.10 per Common Share, for aggregate gross proceeds of \$230,000 as part of the Offering.

The Company is authorized to issue an unlimited number of preferred shares and since inception has issued nil preferred shares.

Momentous Capital Corp.
Interim Management's Discussion and Analysis
For the three and six months ended June 30, 2021

The 3,000,001 Common Shares issued prior to the closing of the Offering are held in escrow pursuant to the requirements of the Exchange policies and shall be released as to 25% thereof on completion of the Company's Qualifying Transaction, as defined in the policies of the Exchange, and as to 25% thereof on each of the 6th, 12th and 18th month anniversaries following the completion of the Company's Qualifying Transaction.

PROPOSED TRANSACTIONS AND OFF-BALANCE SHEET ARRANGEMENTS

The Company has no proposed transactions or off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel comprise the Company's directors and executive officers. As of the date of this MD&A, related party transactions consist of stock options granted and immediately vested as part of the completion of the Offering on May 3, 2021.

The 500,000 incentive stock options granted to its directors and officers are exercisable within ten years from the date of the grant at an exercise price of \$0.10 per Common Share. The Company allocated a fair value of \$36,914 based on upon the following assumptions:

Exercise price	\$0.10
Stock price	\$0.10
Expected life of options	5.0
Risk-free interest rate	0.28%
Expected volatility	100%
Expected dividend yield	0%

Number of options		Exercise Price	Expiry Date
Outstanding	Exercisable		
500,000	500,000	\$0.10	May 4, 2031

CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates are those estimates that have a high degree of uncertainty and for which changes in those estimates could materially impact the Company's results. There have been no critical accounting estimates made in the preparation of the financial statements for the three months ended June 30, 2021.

FINANCIAL INSTRUMENTS

As at June 30, 2021, the Company's financial instruments, consisting of cash, accounts payable, and accrued liabilities, approximate fair values due to the relatively short-term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due.

The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management of the Company is also actively involved in the review and approval of planned expenditures.

RISK FACTORS

The Company is actively trying to complete its Qualifying Transaction and currently has no source of recurring income. The Company has not commenced commercial operations, and has no significant assets other than cash, has no history of earnings and shall not generate earnings or pay dividends until at least after the completion of a Qualifying Transaction. Until that time, the Company is not permitted to carry on any other business other than the identification and evaluation of potential Qualifying Transactions.

There can be no assurances that the Company will continue to be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

To a certain degree, the Company's success depends upon key members. It is expected that these individuals will be a significant factor in the Company's growth and success. The loss of the service of members of management and certain key employees could have a material adverse effect on the Company.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact, certain information contained in this Interim MD&A constitutes forward-looking statements. Forward-looking statements are usually identified by the use of certain terminology, including "will", "may", "expects", "estimates", "continues", or "believes", "intends", or variations thereof, or by discussions of strategy or intentions, or the negatives of such words and phrases. Forward-looking statements in this MD&A include, but are not limited to: the completion of a Qualifying Transaction and related transactions; and the ability of the Company to continue to fund ongoing operations. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results or achievements to be materially different from any future results or achievements express or implied by such forward-looking statements.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control, including but not limited to factors affecting the completion of a Qualifying Transaction and the timing and receipt of all applicable regulatory, corporate, shareholder, and third party approvals, the satisfaction of other conditions to a Qualifying Transaction, and the ability of the Company to complete a Qualifying Transaction on terms it finds satisfactory or at all. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

If risks or uncertainties materialize, or if underlying assumptions prove incorrect, the actual results may vary materially from those expected, estimated or projected. The Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Given these uncertainties, the reader of the information included herein is cautioned not to place undue reliance on such forward-looking statements.

SUBSEQUENT EVENTS

On July 7, 2021 the Company entered into an amalgamation agreement with Astra Exploration Limited ("Astra") whereby the Company will acquire all of the issued and outstanding shares of Astra.

OTHER INFORMATION

Additional information relating to the Company is available under the Company's profile on SEDAR at www.sedar.com.

APPENDIX C

FINANCIAL STATEMENTS AND MD&A OF ASTRA

Description	Page
Astra Audited Financial Statements	C-2
Astra Interim Financial Statements	C-19
Astra MD&A	C-30

ASTRA EXPLORATION LIMITED

Consolidated Financial Statements
For the period from incorporation on August 24, 2020 to March 31, 2021
Presented in Canadian dollars

INDEPENDENT AUDITOR'S REPORT

To the Directors of
Astra Exploration Limited

Opinion

We have audited the accompanying consolidated financial statements of Astra Exploration Limited (the "Company"), which comprise the consolidated statement of financial position as at March 31, 2021, and the consolidated statements of operations and comprehensive loss, cash flows, and changes in shareholders' equity for the period from incorporation on August 24, 2020 to March 31, 2021, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2021, and its financial performance and its cash flows for the period from incorporation on August 24, 2020 to March 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 Consolidated 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 consolidated 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 consolidated financial statements, which indicates that as at March 31, 2021 the Company has not generated any revenues from operations and has an accumulated deficit of \$262,905. 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.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated 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 Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Alyson Neil.



Vancouver, Canada

Chartered Professional Accountants

June 11, 2021

ASTRA EXPLORATION LIMITED

(An exploration stage company)
Consolidated Statement of Financial Position
(Expressed in Canadian Dollars)

March 31, 2021

ASSETS**Current assets**

Cash	\$ 489,847
Accounts receivable (Note 7)	12,253
	<u>\$ 502,100</u>

LIABILITIES**Current liabilities**

Accounts payable and accrued liabilities (Note 7)	\$ 163,755
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SHAREHOLDERS' EQUITY

Share capital (Note 3)	601,250
Accumulated deficit	(262,905)
	<u>338,345</u>
	<u>\$ 502,100</u>

Nature of Operations and Going Concern (Note 1)
Subsequent events (Note 9)

Approved on behalf of the Board of Directors on June 11, 2021:

"Brian Miller"

Brian Miller, Director

"Charles Funk"

Charles Funk, Director

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

ASTRA EXPLORATION LIMITED

(An exploration stage company)

Consolidated Statement of Operations and Comprehensive Loss

(Expressed in Canadian Dollars)

	Period from Incorporation on August 24, 2020 to March 31, 2021
EXPENSES	
Professional fees	\$ 34,566
Project investigation costs (Note 9)	115,453
Management fees	90,583
Marketing	17,083
General and administrative	4,673
Exchange loss	547
NET AND COMPREHENSIVE LOSS	\$ (262,905)
LOSS PER SHARE (basic and diluted)	\$ (0.05)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING (basic and diluted)	5,260,276

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

ASTRA EXPLORATION LIMITED

(An exploration stage company)
Consolidated Statement of Cash Flows
(Expressed in Canadian Dollars)

	Period from Incorporation on August 24, 2020 to March 31, 2021
OPERATING ACTIVITIES	
Net loss for the period	\$ (262,905)
Changes in non-cash working capital items:	
Accounts receivable	(2,853)
Accounts payable and accrued liabilities	163,755
	<hr/> (102,003) <hr/>
FINANCING ACTIVITY	
Proceeds from issuance of shares, net of issuance costs	591,850
	<hr/> 591,850 <hr/>
NET CHANGE IN CASH	489,847
CASH, beginning of the period	-
	<hr/>
CASH, end of the period	<hr/> \$ 489,847 <hr/>

Non cash activities:

Share proceeds included in accounts receivable	\$ 9,400
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Supplemental disclosure of cash flow

Cash paid during the period for:

Interest	\$ Nil
Taxes	<hr/> \$ Nil <hr/>

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

ASTRA EXPLORATION LIMITED

(An exploration stage company)

Consolidated Statement of Changes in Shareholders'

Equity

(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Accumulated Deficit	Total
Balance, August 24, 2020 (incorporation)	-	-	-	-
Initial share issue on incorporation	2	-	-	-
Shares issued on private placement	8,731,250	601,250	-	601,250
Loss for the period	-	-	(262,905)	(262,905)
Balance at March 31, 2021	8,731,252	\$ 601,250	\$ (262,905)	\$ 338,345

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

ASTRA EXPLORATION LIMITED

Notes to Consolidated Financial Statements

For the period from incorporation on August 24, 2020 to March 31, 2021

(Expressed in Canadian Dollars)

1. Nature of Operations and Going Concern

Astra Exploration Limited (the "Company", the "Astra") was incorporated under the Business Corporations Act in British Columbia on August 24, 2020. The head office, principal address, registered address, and records office of the Company is located at #700-1090 West Georgia Street, Vancouver, BC V6E 2E9.

The Company's principal business is the investigation of business opportunities in the mineral property industry. The business of mining and exploration involves a high degree of risk and there can be no assurance that future exploration programs will result in profitable mining operations.

These consolidated financial statements have been prepared on the 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. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at March 31, 2021, the Company has not generated any revenues from operations and has an accumulated deficit of \$262,905. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material. These material uncertainties may cast significant doubt as to the Company's ability to continue as a going concern.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. For the Company to continue to operate as a going concern it must continue to obtain additional financing to maintain operations; although the Company has been successful in the past at raising funds, there can be no assurance that this will continue in the future.

2. Summary of Significant Accounting Policies

(a) Statement of compliance

These consolidated 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 Financials Reporting Interpretation Committee (IFRIC) in effect at March 31, 2021.

ASTRA EXPLORATION LIMITED

Notes to Consolidated Financial Statements

For the period from incorporation on August 24, 2020 to March 31, 2021

(Expressed in Canadian Dollars)

2. Summary of Significant Accounting Policies, continued

(b) Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The Company's presentation currency is the Canadian dollar ("CAD"). The functional currency of the Company and its subsidiary is the CAD.

(c) Basis of consolidation

These consolidated financial statements incorporate the financial statements of the Company and its 100% owned subsidiary Astra Exploration Chile SpA ("AEC"). Control is based on whether an investor has power over the investee and the ability to use its power over the investee to affect the amount of the returns. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commenced until the date that control ceases. All significant intercompany transactions and balances have been eliminated.

(d) Use of estimates and judgements

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions 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 further periods if the revision affects both current and future periods.

Information about critical estimates and judgements in applying accounting policies that have the most significant risk of causing material adjustment to the consolidated financial statements are discussed below

Critical accounting judgments

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

ASTRA EXPLORATION LIMITED

Notes to Consolidated Financial Statements

For the period from incorporation on August 24, 2020 to March 31, 2021

(Expressed in Canadian Dollars)

2. Summary of Significant Accounting Policies, continued

(i) Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating and property investigation expenditures and meet its liabilities for the ensuing year as they fall due involves judgment based on historical experience and other factors including the expectation of future events that are believed to be reasonable under the circumstances. Management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions exist that may cast significant doubt upon the Company's ability to continue as a going concern.

(ii) Deferred tax assets and liabilities

The measurement of a deferred tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities. The estimation of 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 of 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, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. 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 tax provisions or recoveries could be affected.

(e) Foreign currency translation

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing at the dates of the transactions. At each consolidated statement of financial position date, monetary assets and liabilities are translated using the period-end foreign exchange rate. Non-monetary assets and liabilities are translated using the historical exchange rate on the date of the transaction. Non-monetary assets and liabilities that are stated at fair value are translated using the historical exchange rate on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in profit or loss.

ASTRA EXPLORATION LIMITED

Notes to Consolidated Financial Statements

For the period from incorporation on August 24, 2020 to March 31, 2021

(Expressed in Canadian Dollars)

2. Summary of Significant Accounting Policies, continued

(f) Income taxes

Income tax consists of current and deferred tax expense. Current tax and deferred tax are recognized in net loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect both accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. 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 date of the statement of financial position.

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

(g) Loss per share

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share, except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the reporting period.

ASTRA EXPLORATION LIMITED

Notes to Consolidated Financial Statements

For the period from incorporation on August 24, 2020 to March 31, 2021

(Expressed in Canadian Dollars)

2. Summary of Significant Accounting Policies, continued

(h) Financial instruments

Classification

Financial assets are classified at initial recognition as either: measured at amortized cost, Fair value through profit or loss ("FVTPL"), or fair value through other comprehensive income ("FVTOCI"). The classification depends on the Company's business model for managing the financial assets and the contractual cash flow characteristics. For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI.

Fair value through profit or loss ("FVTPL") – Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the income statement. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in the income statement in the period in which they arise.

Fair value through other comprehensive income ("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. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

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.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL or the Company has opted to measure at FVTPL.

Impairment

The Company assesses on a forward-looking basis the expected credit loss ("ECL") associated with financial assets measured at amortized cost, contract assets and debt instruments carried at FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

ASTRA EXPLORATION LIMITED

Notes to Consolidated Financial Statements

For the period from incorporation on August 24, 2020 to March 31, 2021

(Expressed in Canadian Dollars)

2. Summary of Significant Accounting Policies, continued

(i) Share capital

The Company records proceeds from share issuances net of issue costs. Common shares issued for consideration other than cash are valued based on their fair value at the date of issuance. Proceeds from the issuance of units are allocated between common shares and share purchase warrants on a residual value basis, wherein the fair value of the common shares is based on the fair value on the date of announcement of the placement and the balance, if any, is allocated to the attached warrants.

3. Share capital

Authorized share capital:

Unlimited common shares without par value.

Issued and outstanding:

At incorporation the Company issued two common shares with a nominal value to the founders of the Company.

On August 24, 2020, the Company completed a non brokered private placement for gross proceeds of \$20,000. The Company issued 2,000,000 common shares at \$0.01 per share.

On November 11, 2020, the Company completed a non brokered private placement for gross proceeds of \$255,000. The Company issued 5,100,000 common shares at \$0.05 per share.

On March 31, 2021, the Company completed a non brokered private placement for gross proceeds of \$326,250. The Company issued 1,631,250 common shares at \$0.20 per share. Accounts receivable includes \$9,400 of the subscription receivable (Note 7), which was collected in full subsequent to March 31, 2021.

ASTRA EXPLORATION LIMITED

Notes to Consolidated Financial Statements

For the period from incorporation on August 24, 2020 to March 31, 2021

(Expressed in Canadian Dollars)

4. Income taxes

A reconciliation of income taxes at statutory rates with the reported taxes for the period ended March 31, 2021, is as follows:

	March 31, 2021
Loss for the period	\$ 262,905
Statutory income tax rate	27%
Expected income tax recovery	\$ (71,000)
Change in statutory and other deductions	(25,000)
Change in unrecognized deductible temporary difference	96,000
Income tax recovery	\$ -

The Company recognizes tax benefits on losses or other deductible amounts where it is probable that taxable income will be able to utilize deferred tax assets. The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

	March 31, 2021
Non-capital loss carry-forward	\$ 263,000
Resource properties	94,000
	\$ 357,000

The Company has available for deduction against future taxable income non-capital losses carried forward of approximately \$263,000. The non-capital losses, if not utilized, will start to expire in 2041. Future tax benefits which may arise as a result of these non-capital losses have not been recognized in these financial statements due to the uncertainty of their realization.

5. Management of capital

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to continue its business and maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company's capital includes the components of its shareholders' equity.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets, or adjust the amount of cash. In order to preserve cash, the Company does not pay any dividends.

The Company is not subject to any externally imposed capital requirements. There were no changes in management's approach to capital management during the period from incorporation on August 24, 2020 to March 31, 2021.

ASTRA EXPLORATION LIMITED

Notes to Consolidated Financial Statements

For the period from incorporation on August 24, 2020 to March 31, 2021

(Expressed in Canadian Dollars)

6. Financial instruments

a) Categories of financial instruments and fair value measurements

The Company's financial assets and liabilities are classified as follows:

	March 31, 2021
Financial assets:	
<i>Fair value through profit and loss</i>	
Cash	\$ 489,847
Financial liabilities:	
<i>Amortized cost</i>	
Accounts receivable	12,253
Accounts payable and accrued liabilities	\$ 163,755

Accounts receivable and accounts payable and accrued liabilities includes amounts due to related parties (Note 7).

b) Fair value information

The Company's accounts receivable and accounts payable and accrued liabilities are carried at amortized cost. The fair value approximates the carrying amount due to the short-term nature of this instrument.

Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Inputs for assets or liabilities that are not based on observable market data.

At March 31, 2021, the Company had no financial assets measured and recognized on the consolidated statement of financial position at fair value belonging in Level 2 or Level 3 of the fair value hierarchy.

c) Management of financial risks

The Company's financial instruments expose the Company to certain financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. At March 31, 2021, the Company was not exposed to credit risk on its cash as the Company's cash is held with a high credit quality financial institution in Canada. Receivables of \$2,853 consist of Goods and Services Tax ("GST") recoverable from

ASTRA EXPLORATION LIMITED

Notes to Consolidated Financial Statements

For the period from incorporation on August 24, 2020 to March 31, 2021

(Expressed in Canadian Dollars)

6. Financial instruments, continued

the Federal Government of Canada. The Company believes its exposure to credit risk is equal to the carrying value of this balance.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining adequate cash and managing its capital and expenditures.

At March 31, 2021, the Company had cash of \$489,847 and accounts payable of \$163,755 with contractual maturities of less than one year. The Company had sufficient cash to meet its current liabilities as at March 31, 2021. The Company assessed its liquidity risk as low as at March 31, 2021, however, will require additional financing to fund future operations (Note 1).

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates.

The Company's financial assets and financial liabilities are not exposed to interest rate risk due to their short-term nature and maturity. The Company is not exposed to interest rate risk as at March 31, 2021.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that it has monetary assets and liabilities denominated in foreign currencies (US dollars).

As at March 31, 2021, a 10% change in the foreign exchange rates would have an immaterial impact to the Company's net loss. The Company assessed its foreign currency risk as low as at March 31, 2021.

Price risk

This risk relates to fluctuations in commodity and equity prices. The Company closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

The Company does not currently use financial instruments designed to hedge these market risks.

ASTRA EXPLORATION LIMITED

Notes to Consolidated Financial Statements

For the period from incorporation on August 24, 2020 to March 31, 2021

(Expressed in Canadian Dollars)

7. Related party transactions

Key management consists of the Company's directors and officers.

Unless otherwise noted, related party transactions were incurred in the normal course of operations and are measured at the exchange amount, being the amount established and agreed upon by the related parties.

During the period ended March 31, 2021, the Company paid \$90,833 to key management which is included in management fees in the consolidated statement of operations and comprehensive loss.

As of March 31, 2021, \$91,208 included in accounts payable were due to the related parties.

As of March 31, 2021, \$9,400 included in accounts receivable was due from a related party.

The above transactions are measured at their exchange amount, which is the amount of consideration established and agreed to by the related parties. Amounts due to related parties are unsecured, non-interest bearing and have no fixed term of repayment.

8. Segmented information

The Company operates in one business segment being the investigation of business opportunities in the mineral property industry located in Chile.

9. Subsequent events

Subsequent to March 31, 2021, the Company acquired 80% of the Pampa Paciencia gold property located in Atacama region of northern Chile from Arena Minerals Inc. through the issuance of 5,820,834 common shares.

Project investigation costs incurred up to March 31, 2021 in relation to the acquisition totaled \$115,453 and were expensed during the period from incorporation on August 24, 2020 to March 31, 2021.

On June 2, 2021, the Company entered into a letter of intent ("LOI") with Momentous Capital Corp. ("Momentous"), whereby, Momentous will acquire all of the issued and outstanding common shares of the Company in exchange for post-consolidated common shares in the capital of Momentous.

Pursuant to the terms of the LOI, Momentous will complete a share 2 to 1 share consolidation. In addition, the proposed transaction will be subject to the Company completing a concurrent financing for minimum gross proceeds of \$1,400,000 at a price of \$0.30 per common share.

The proposed transaction is subject to the terms and conditions of a definitive agreement.

ASTRA EXPLORATION LIMITED

Condensed Interim Consolidated Financial Statements
For the three months ended June 30, 2021
Presented in Canadian dollars

ASTRA EXPLORATION LIMITED

(An exploration stage company)

Condensed Interim Consolidated Statement of Financial Position

(Expressed in Canadian Dollars - unaudited)

	June 30, 2021	March 31, 2021
ASSETS		
Current assets		
Cash	1,575,866	489,847
Accounts receivable	5,107	12,253
	1,580,973	502,100
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Note 6)	101,100	163,755
SHAREHOLDERS' EQUITY		
Share capital (Note 3)	3,598,109	601,250
Accumulated deficit	(2,118,236)	(262,905)
	1,479,873	338,345
	1,580,973	502,100

Nature of Operations and Going Concern (Note 1)

Subsequent event (Note 10)

Approved on behalf of the Board of Directors on August XX, 2021:

"Brian Miller"

Brian Miller, Director

"Charles Funk"

Charles Funk, Director

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

ASTRA EXPLORATION LIMITED

(An exploration stage company)

Condensed Interim Consolidated Statement of Operations and Comprehensive Loss

(Expressed in Canadian Dollars - unaudited)

	Three months ended June 30, 2021
EXPENSES	
Project investigation and exploration costs (Note 8)	\$ 1,761,507
Professional fees	28,388
Management fees (Note 6)	57,827
Shareholder communication	6,313
General and administrative	960
Exchange loss	336
NET AND COMPREHENSIVE LOSS	\$ (1,855,331)
LOSS PER SHARE (basic and diluted)	\$ (0.16)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING (basic and diluted)	11,801,582

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

ASTRA EXPLORATION LIMITED

(An exploration stage company)

Condensed Interim Consolidated Statement of Cash Flows

(Expressed in Canadian Dollars - unaudited)

	Three months ended June 30, 2021
OPERATING ACTIVITIES	
Net loss for the period	\$ (1,855,331)
Shares issued for acquisition of mineral properties	1,629,834
Changes in non-cash working capital items:	
Accounts receivable	7,146
Accounts payable and accrued liabilities	(62,655)
	(281,006)
FINANCING ACTIVITY	
Proceeds from issuance of shares, net of issuance costs	1,367,025
	1,367,025
NET CHANGE IN CASH	1,086,019
CASH, beginning of the period	489,847
CASH, end of the period	\$ 1,575,866

Supplemental disclosure of cash flow

Cash paid during the period for:

Interest

\$ Nil

Taxes

\$ Nil

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

ASTRA EXPLORATION LIMITED

(An exploration stage company)

Condensed Interim Consolidated Statement of

Changes in Shareholders' Equity

(Expressed in Canadian Dollars - unaudited)

	Number of Shares	Share Capital	Accumulated Deficit	Total
Balance, August 24, 2020 (incorporation)	-	-	-	-
Initial share issue on incorporation	2	-	-	-
Shares issued on private placements	8,731,250	601,250	-	601,250
Loss for the period	-	-	(262,905)	(262,905)
Balance at March 31, 2021	8,731,252	\$ 601,250	\$ (262,905)	\$ 338,345
Shares issued on private placements, net	4,804,000	1,367,025	-	1,367,025
Share cancellation	(1)	-	-	-
Shares issued to acquire mineral property interest	5,820,834	1,629,834	-	1,629,834
Loss for the period	-	-	(1,855,331)	(1,855,331)
Balance at June 30, 2021	19,356,085	\$ 3,598,109	\$ (1,855,331)	\$ 1,479,873

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

ASTRA EXPLORATION LIMITED

Notes to Condensed interim consolidated financial statements
For the three months ended June 30, 2021
(Expressed in Canadian Dollars)

1. Nature of Operations and Going Concern

Astra Exploration Limited (the "Company", the "Astra") was incorporated under the Business Corporations Act in British Columbia on August 24, 2020. The head office, principal address, registered address, and records office of the Company is located at #700-1090 West Georgia Street, Vancouver, BC V6E 2E9.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of exploration and evaluation expenditures is dependent upon several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of mineral properties.

These condensed interim consolidated financial statements have been prepared on the 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. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at June 30, 2021, the Company has not generated any revenues from operations and has an accumulated deficit of \$2,118,236. The Company's ability to continue as a going concern is dependent on the Company's ability to obtain additional debt or equity financing to successfully advance the exploration and development of mineral property interests in its exploration portfolio and to be able to derive material proceeds from the sale or divestiture of those properties and/or other assets, such as sale proceeds and equity interests. These condensed interim consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. For the Company to continue to operate as a going concern it must continue to obtain additional financing to maintain operations; although the Company has been successful in the past at raising funds, there can be no assurance that this will continue in the future.

2. Summary of Significant Accounting Policies

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been omitted or condensed, and therefore these condensed consolidated interim financial statements should be read in conjunction with the Company's March 31, 2021 audited annual consolidated financial statements and the notes to such financial statements.

These condensed consolidated interim financial statements are based on the IFRS issued and effective as of June 30, 2021, the date these condensed consolidated interim financial statements were authorized for issuance by the Company's Board of Directors, and follow the same accounting policies and methods of computation as the most recent annual consolidated financial statements, except for the impact of the changes in accounting policies disclosed below:

ASTRA EXPLORATION LIMITED

Notes to Condensed interim consolidated financial statements

For the three months ended June 30, 2021

(Expressed in Canadian Dollars)

2. Summary of Significant Accounting Policies

a) Basis of consolidation

These condensed consolidated interim financial statements incorporate the financial statements of the Company, Astra Exploration Chile SpA, a corporation incorporated by Astra pursuant to the laws of Chile for the purposes of holding an interest in SCM Paciencia.

b) Accounting standards issued but not yet adopted

The new standards or amendments issued but not yet effective are either not applicable or not expected to have a significant impact on the Company's condensed consolidated interim financial statements.

3. Share capital

Authorized share capital:

Unlimited common shares without par value.

Issued and outstanding:

On March 31, 2021, the Company completed a non brokered private placement for gross proceeds of \$326,250. The Company issued 1,631,250 common shares at \$0.20 per share. Accounts receivable includes \$9,400 of the subscription receivable (Note 7), which was collected in full subsequent to March 31, 2021.

On May 13, 2021, the Company acquired 80% of the Pampa Paciencia gold property located in Atacama region of northern Chile from Arena Minerals Inc. through the issuance of 5,820,834 common shares.

On June 30, 2021, the Company completed the first tranche of a non brokered private placement for gross proceeds of \$1,441,200. The Company issued 4,803,999 common shares at \$0.30 per share. The Company paid 6% finders fees for a part of the financing. The Company incurred total share issuance costs of \$74,175.

During the period ended June 30, 2021, the Company cancelled one share with a nominal value.

On November 27, 2020, the Company completed a non brokered private placement for gross proceeds of \$255,000. The Company issued 5,100,000 common shares at \$0.05 per share.

On August 24, 2020, the Company completed a non brokered private placement for gross proceeds of \$20,000. The Company issued 2,000,000 common shares at \$0.01 per share.

At incorporation the Company issued two common shares with a nominal value to the founders of the Company.

ASTRA EXPLORATION LIMITED

Notes to Condensed interim consolidated financial statements

For the three months ended June 30, 2021

(Expressed in Canadian Dollars)

4. Management of capital

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to continue its business and maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company's capital includes the components of its shareholders' equity.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets, or adjust the amount of cash. In order to preserve cash, the Company does not pay any dividends.

The Company is not subject to any externally imposed capital requirements. There were no changes in management's approach to capital management during to the period ended June 30, 2021 compared to the year ended as at March 31, 2021.

5. Financial instruments

a) Categories of financial instruments and fair value measurements

The Company's financial assets and liabilities are classified as follows:

	June 30, 2021
Financial assets:	
<i>Fair value through profit or loss</i>	
Cash	\$ 1,575,866
Financial liabilities:	
<i>Amortized cost</i>	
Accounts receivable	5,107
Accounts payable and accrued liabilities	\$ 101,100

Accounts receivable and accounts payable and accrued liabilities includes amounts due to related parties (Note 6).

b) Fair value information

The Company's accounts receivable and accounts payable and accrued liabilities are carried at amortized cost. The fair value approximates the carrying amount due to the short-term nature of this instrument.

Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Inputs for assets or liabilities that are not based on observable market data.

ASTRA EXPLORATION LIMITED

Notes to Condensed interim consolidated financial statements

For the three months ended June 30, 2021

(Expressed in Canadian Dollars)

5. Financial instruments, continued

At June 30, 2021, the Company had no financial assets measured and recognized on the condensed interim consolidated statement of financial position at fair value belonging in Level 2 or Level 3 of the fair value hierarchy.

c) Management of financial risks

The Company's financial instruments expose the Company to certain financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. At June 30, 2021, the Company was not exposed to credit risk on its cash as the Company's cash is held with a high credit quality financial institution in Canada. Receivables of \$5,107 consist of Goods and Services Tax ("GST") recoverable from the Federal Government of Canada. The Company believes its exposure to credit risk is equal to the carrying value of this balance.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining adequate cash and managing its capital and expenditures.

At June 30, 2021, the Company had cash of \$1,575,866 and accounts payable and accrued liabilities of \$101,100 with contractual maturities of less than one year. The Company had sufficient cash to meet its current liabilities as at June 30, 2021. The Company assessed its liquidity risk as low as at June 30, 2021, however, will require additional financing to fund future operations (Note 1).

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates.

The Company's financial assets and financial liabilities are not exposed to interest rate risk due to their short-term nature and maturity. The Company is not exposed to interest rate risk as at June 30, 2021.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that it has monetary assets and liabilities denominated in foreign currencies (US dollars).

As at June 30, 2021, a 10% change in the foreign exchange rates would have an immaterial impact to the Company's net loss. The Company assessed its foreign currency risk as low as at June 30, 2021.

ASTRA EXPLORATION LIMITED

Notes to Condensed interim consolidated financial statements
For the three months ended June 30, 2021
(Expressed in Canadian Dollars)

5. Financial instruments, continued

Price risk

This risk relates to fluctuations in commodity and equity prices. The Company closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

The Company does not currently use financial instruments designed to hedge these market risks.

6. Related party transactions

Key management consists of the Company's directors and officers.

Unless otherwise noted, related party transactions were incurred in the normal course of operations and are measured at the exchange amount, being the amount established and agreed upon by the related parties.

During the period ended June 30, 2021, the Company paid \$57,827 to key management which is included in management fees in the condensed interim consolidated statement of operations and comprehensive loss.

As of June 30, 2021, \$19,302 included in accounts payable were due to the related parties.

The above transactions are measured at their exchange amount, which is the amount of consideration established and agreed to by the related parties. Amounts due to related parties are unsecured, non-interest bearing and have no fixed term of repayment.

7. Segmented information

The Company operates in one business segment being the investigation of business opportunities in the mineral property industry located in Chile.

8. Project investigation and exploration costs

On May 13, 2021, the Company acquired 100% of a subsidiary of Arena Minerals Inc., with 80% of the Pampa Paciencia gold property located in Atacama region of northern Chile through issuance of 5,820,834 common shares, at a price of \$0.28.

Below table reflects the expenditures for the period ended June 30, 2021:

	Pampa Paciencia	General Exploration	Total
Acquisition costs	1,633,574	-	1,633,574
Geological consulting	37,248	19,906	57,154
Geo Physics	37,740	-	37,740
Camp	2,023	-	2,023
Record and title fees	2,730	7,190	9,920
Report writing	15,114	-	15,114
Travel	3,656	-	3,656
General	-	2,326	2,326
	1,732,085	29,422	1,761,507

ASTRA EXPLORATION LIMITED

Notes to Condensed interim consolidated financial statements

For the three months ended June 30, 2021

(Expressed in Canadian Dollars)

9. Proposed transaction

On June 2, 2021, the Company entered into a letter of intent (“LOI”) with Momentous Capital Corp. (“Momentous”), whereby, Momentous will acquire all of the issued and outstanding common shares of the Company in exchange for post-consolidated common shares in the capital of Momentous.

Pursuant to the terms of the LOI, Momentous will complete a share 2 to 1 share consolidation. In addition, the proposed transaction will be subject to the Company completing a concurrent financing for minimum gross proceeds of \$1,400,000 at a price of \$0.30 per common share.

The proposed transaction is subject to the terms and conditions of a definitive agreement.

10. Subsequent event

On August 4, 2021, the Company issued 575,333 common shares for gross proceeds of \$172,600 at a price of \$0.30 per share.

ASTRA EXPLORATION LIMITED

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

**ASTRA EXPLORATION LIMITED
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

INTRODUCTION

This is Management’s Discussion and Analysis (“MD&A”) for Astra exploration limited (“Astra” or the “Company”), was prepared to conform to National Instrument 51-102F1 and was approved by the Board of Directors prior to its release. Readers are cautioned that the MD&A contains forward-looking statements and that actual events may vary from management’s expectations. Readers are encouraged to read the Forward-Looking Statement disclaimer included with this MD&A.

The audited consolidated financial statements and MD&A are presented in Canadian dollars, unless otherwise indicated, and have been prepared in accordance with International Financial Reporting Standards (“IFRS”). The statements and any summary of results presented in the MD&A were prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). Please consult the audited consolidated financial statements for the period from incorporation on August 24, 2020 to March 31, 2021 for more complete financial information.

All of the Company’s public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com and readers are urged to review these materials, including the technical reports filed with respect to the Company’s mineral properties.

**ASTRA EXPLORATION LIMITED
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

About Astra

Astra exploration limited is engaged in the acquisition, exploration, and development of mineral properties in South America. The Company is incorporated and domiciled in Canada under the Business Corporations Act (British Columbia), and its registered office is Suite 700, 1090 West Georgia Street, Vancouver, BC, V7E 2Y3.

1.1 Date

This MD&A has been prepared based on information available to the Company as of June 11, 2021.

1.2 Overview

(a) Company Mission and Focus

The Company is focused on High-Grade Gold Projects in the South Americas and advancing the Pampa Paciencia project in Chile and carrying out generative work in Chile.

Activities of the Company are generally dependent on the sources of capital and access to funding in the capital markets. The Company has been successful with the business model since incorporation.

The Company has no substantial revenue and supports its operations through the sale of equity or assets such as mineral properties. The value of any mineral property is dependent upon the existence or potential existence of economically recoverable mineral reserves. See Section 1.15 “Risk Factors”, below.

(b) Major milestones during the period from incorporation on August 24, 2020 to June 11, 2021

- Acquisition of 80% interest of Pampa Paciencia project in Chile
- Complete a series of financings
- The Company carried out generative exploration program in Chile

(c) Financial position

As of March 31, 2021 (“2021’), the Company had working capital of \$338,345 and an accumulated deficit of \$262,905. During the period ended on March 31, 2021, the Company incurred a loss of \$262,905 mainly for generative exploration activities and administration.

Since incorporation to the year end of March 31, 2021 the Company incurred \$115,453 in exploration expenses and incurred \$147,452 in general administration expenses.

**ASTRA EXPLORATION LIMITED
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

(d) Share Capital

- On August 24, 2020, the Company completed a non-brokered private placement for gross proceeds of \$20,000. The Company issued 2,000,000 common shares at \$0.01 per share.
- On November 11, 2020, the Company completed a non-brokered private placement for gross proceeds of \$255,000. The Company issued 5,100,000 common shares at \$0.05 per share.
- On March 31, 2021, the Company completed a non-brokered private placement for gross proceeds of \$326,250. The Company issued 1,631,250 common shares at \$0.20 per share.

1.3 Selected Annual Financial Information

	Period from August 24, 2020 to March 31, 2021
Total revenues	\$ -
Net loss for the year	262,905
Comprehensive loss for the year	262,905
Loss per share (basic and diluted)	0.05
Total assets	502,100
Total long-term financial liabilities	-
Cash dividends declared – per share	N/A

**ASTRA EXPLORATION LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

1.4 Results of Operation

Mineral Properties

(a) Pampa Paciencia Project, Chile

On May 13, 2021, the Company acquired 80% of the Pampa Paciencia gold property located in Atacama region of northern Chile from Arena Minerals Inc. through the issuance of 5,820,834 common shares. The deemed value of the shares issued were \$1.6 million.

The Pampa Paciencia project consists of 8 exploitation claims in the name of Sociedad Contratual Minera (SCM) Paciencia since January 2021, totaling 2,140 hectares. In March 2021 the Company applied for 3 additional exploration claims, covering 2,000 hectares along the western border of the property.

The project lies within the Paleocene Mineral belt and includes outcropping gold-silver mineralization hosted in low sulphidation style epithermal quartz veins and could have potential for porphyry style copper-molybdenum mineralization under cover in the NE of the property.

Two principal magmatic events occur at Pampa Paciencia related to the Dominador and Sierra Gorda N-S regional faults: A late Cretaceous and a Paleocene volcanic and igneous magmatic events. These were all mineralized in the Paleocene and then partially covered by Miocene to Holocene alluvial and colluvial deposits.

Exploration work on Pampa Paciencia by previous operators (Arena Minerals, B2Gold and Teck) includes geological mapping, rock chip and float sampling, ground geophysics, 2,629 m of trenching and 3,209 m of drilling in 19 holes. This work resulted in the discovery of a low sulphidation epithermal vein system in the North Zone, with Au and Ag-rich shoots, with the best drill results returning 3.75m @ 7.71g/t Au. Given the relatively minimal amount of exploration, comparatively small footprint of epithermal deposits, and extensive but shallow cover, management believes there is significant opportunity to discover more low sulphidation epithermal veins in the area. Additionally, sections containing previously intersected Au and Ag-rich mineralization are open along strike and at depth, which provide high quality drill targets.

The next 12 months exploration will consist of:

- Detailed mapping and sampling of outcrop, subcrop, and float including systematic characterization of quartz textures, alteration and structure.
- Increase the resolution of existing ground magnetics by infilling the previous grid with new lines at 50 m or 25 m spacing.
- Trenching and channel sampling of new veins or extensions.
- 3000 m of reverse circulation and diamond drilling to test new targets and extend known targets.

**ASTRA EXPLORATION LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

(b) Generative Exploration in Chile

The Company plans to build a portfolio of projects and is evaluating several Au-Ag epithermal projects in Chile.

Qualified Person

The technical information contained in this MD&A has been reviewed and approved by Darcy Marud, P.Geol. of Astra who is a Qualified Person as defined in "National Instrument 43-101, Standards of Disclosure for Mineral Projects".

**ASTRA EXPLORATION LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

Financial Results

For the period from incorporation in August 24, 2020 to March 31, 2021

During the period ended March 31, 2021, the Company reported a loss of \$262,905 (\$0.05 loss per share).

The Company spent \$115,453 on exploration and evaluation expenses. The Company carried out generative exploration in Chile.

The Company incurred \$147,452 of operating costs during the period ended March 31, 2021. Majority of the expenses were management fees of \$90,583 paid to the key management of the Company. The professional fees of \$34,566 were incurred during the period for the corporate transaction.

1.5 Summary of Quarterly results

Selected quarterly information for each of the eight most recently completed financial periods is set out below. All results were compiled using IFRS.

	March 31	Dec 31	August 24, to September 30
	2021	2020	2020
	Q3	Q2	Q1
Total revenues	-	-	-
Income (Loss) for the period	(259,486)	(3,418)	(1)
Comprehensive Income (Loss)	(259,486)	(3,418)	(1)
Earnings (Loss) per share - basic	(0.05)	(0.00)	(0.00)
Total assets	502,100	241,580	1
Working capital	338,345	241,580	-

Increase in losses in quarters three and four was due to increase in corporate activities and acquisition of the 80% interest of the Pampa Paciencia gold project.

ASTRA EXPLORATION LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021

1.6 Liquidity

As at March 31, 2021, the Company's working capital was \$338,345 of which \$489,847 was held in cash while \$12,253 was held in receivables.

Actual future funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activity and foreign exchange fluctuations.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

Management believes it will be able to raise equity capital as required in the long-term, but recognizes the risks attached thereto. Historically the capital requirements of the Company have been met by equity subscriptions. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing may be favourable.

Commitment and Contingency

As of the date of this MD&A, the Company has no outstanding commitments. The Company has not pledged any of its assets as security for loans.

1.7 Capital Resources

The Company had 8,731,252 issued and outstanding common shares as of March 31, 2021.

Since incorporation to March 31, 2021, the Company issued the following common shares

- Two common shares were issued for founder members.
- The Company issued 8,731,250 shares for net proceeds of \$601,250 as private placements.
- The Company issued 5,820.834 shares to acquire 80% interest of the Pampa Paciencia gold project.

Subsequent to March 31, 2021, The Company issued 5,820.834 shares to acquire 80% interest of the Pampa Paciencia gold project.

1.8 Off-Balance Sheet Arrangements

As a policy, the Company does not enter into off-balance sheet arrangements with special- purpose entities in the normal course of business, nor does it have any unconsolidated affiliates.

**ASTRA EXPLORATION LIMITED
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

1.9 Transactions with Related Parties

(a) Due to related parties

As of June 30, 2021, \$91,208 included in accounts payable and \$9,400 in accounts receivable were due to the related parties.

(b) Key Management compensation

During the period from incorporation on August 24, 2020 to March 31, 2021 the Company paid \$90,833 to key management which is included in management fees in the consolidated statement of operations and comprehensive loss. Breakdown is as follows:

Name	Position	Since incorporation to March 31, 2021
A company controlled by Brian Miller	CEO	83,333
A company controlled by Mahesh Liyanage	CFO	7,500
		<u>90,833</u>

The above transactions are measured at their exchange amount, which is the amount of consideration established and agreed to by the related parties. Amounts due to related parties are unsecured, non-interest bearing and have no fixed term of repayment.

1.10 Fourth Quarter

During the three months ended March 31, 2021, the Company continued with the normal course of business.

1.11 Proposed transactions

On June 2, 2021, the Company entered into a letter of intent (“LOI”) with Momentous Capital Corp. (“Momentous”), whereby, Momentous will acquire all of the issued and outstanding common shares of the Company in exchange for post-consolidated common shares in the capital of Momentous.

Pursuant to the terms of the LOI, Momentous will complete a share 2 to 1 share consolidation. In addition, the proposed transaction will be subject to the Company completing a concurrent financing for minimum gross proceeds of \$1,400,000 at a price of \$0.30 per common share.

The proposed transaction is subject to the terms and conditions of a definitive agreement.

**ASTRA EXPLORATION LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

1.12 Critical Accounting Estimates

In the application of the Company's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amount and classification of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revisions affect only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

The following is the critical judgment and area involving estimates, that management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognized in the Financial Statements.

a) Key sources of estimation uncertainty

Income taxes

Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by tax authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

1.13 Changes in Accounting policies including Initial Adoption

The Company did not adopt any new accounting standards issued during the period.

1.14 Financial Instruments and Other Instruments

Financial instruments of the Company carried on the Statements of Financial Position are carried at amortized cost with the exception of marketable securities, which are carried at fair value.

The fair values of the Company's marketable securities are quoted in active markets. The Company classifies the fair value of these transactions according to the following hierarchy.

- Level 1 – quoted prices in active markets for identical financial instruments.
- Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 – valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company's marketable securities have been assessed on the fair value hierarchy described above and classified as Level 1 and Level 2.

**ASTRA EXPLORATION LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

Fair values of financial assets and liabilities

The Company's financial instruments include cash, accounts payable and accrued liabilities, and due to related parties. As at March 31, 2021, the carrying value of cash and cash equivalents approximates fair value due to its short-term nature. Accounts payable and accrued liabilities, and due to related parties approximate their fair value due to their short-term nature.

Market risk

Market risk is the risk that changes in market prices will affect the Company's earnings or the value of its financial instruments. Market risk is comprised of commodity price risk and interest rate risk. The objective of market risk management is to manage and control exposures within acceptable limits, while maximizing returns. The Company is not exposed to significant market risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. The Company's bank accounts are held with major bank in Canada, the Company believes it not exposed to significant credit risk.

Interest rate risk

Interest rate risk is the risk of losses that arise as a result of changes in contracted interest rates. The Company is not exposed to significant interest rate risk.

Currency risk

The Company's main property interest in Chile make it subject to foreign currency fluctuations which may adversely affect the Company's Consolidated Statements of Financial Position, Consolidated Statements of Comprehensive Loss and Consolidated Statements of Cash Flows. The Company is affected by changes in exchange rates between the Canadian Dollar, Chilean pesos and the US Dollar. The Company does not invest in foreign currency contracts to mitigate the risks. As of March 31, 2021, all the funds were held in Canadian dollars.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company controls liquidity risk by ensuring that it has sufficient cash resources to pay for its financial obligations. As at March 31, 2021, the Company had a cash balance of \$489,847 to settle current liabilities of \$163,755.

1.15 Other requirements

Risks and Uncertainties

Resource exploration is a speculative business and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage are also very substantial. The following sets out the principal risks faced by the Company.

**ASTRA EXPLORATION LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

Exploration

The Company is seeking mineral deposits on exploration projects where there are not yet established commercial quantities. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

Market

The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer-term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

Commodity price

The Company's exploration projects are primarily related to exploration for gold and other precious metals in Canada and Chile. While these minerals have recently been the subject of significant price increases from levels prevalent earlier in the past, there can be no assurance that such price levels will continue, or that investors' evaluations, perceptions, beliefs and sentiments will continue to favour these target commodities. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities.

Title

Although the Company has exercised the usual due diligence with respect to title to properties in which it has interests, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or land claims, and title may be affected by undetected defects. In addition, certain of the mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until certain steps are taken by other parties. Before a number of claims under option can be recorded in the Company's name, the underlying title holder must assign title to the Company once the Company satisfies its option agreement obligations. There are no assurances that the underlying title holder will assign title.

Aboriginal land claims

Canadian, and Chile Aboriginal rights may be claimed on properties or other types of tenure with respect to which mining rights have been conferred. The Company is aware of the mutual benefits afforded by cooperative relationships with indigenous people in conducting exploration activity and is generally supportive of measures established to achieve such cooperation. The risk of unforeseen aboriginal title claims also could affect existing exploration activities as well as potential development projects and possible future acquisitions and transfer of properties. While there is no existing claim to the Company's knowledge in respect of any of its properties, the advent of any future aboriginal land claims and the outcome of any aboriginal land claims negotiations cannot be predicted.

**ASTRA EXPLORATION LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

Financing

Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing substantial exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

Key personnel

The Company's exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

Competition

Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

Foreign countries and regulatory requirements

Currently, the Company's only non-Canadian properties are located in Chile. Consequently, the Company is subject to certain risks associated with foreign ownership, including currency fluctuations, inflation, and political risk. Mineral exploration and mining activities and production activities in foreign countries may be affected in varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to community rights, restrictions on production, price controls, export controls, restriction of earnings, taxation laws, expropriation of property, environmental

Environmental and other regulatory requirements

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all.

ASTRA EXPLORATION LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021

Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

Parties engaged in mining operations or extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties. To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

History of net losses; accumulated deficit; lack of revenue from operations

The Company has incurred net losses to date. The Company has not yet had any revenue from the exploration activities on its properties, nor has the Company yet determined that commercial development is warranted on any of its properties. Even if the Company commences development of certain of its properties, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Uninsurable

The Company and its subsidiaries may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

Critical accounting estimates

In the preparation of financial information, management makes judgments, estimates and assumptions that affect, amongst other things, the carrying value of its mineral property assets. All deferred mineral property expenditures are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, a provision is made for the impairment in value.

**ASTRA EXPLORATION LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON AUGUST 24, 2020 TO MARCH 31, 2021**

Management's estimates of exploration, operating, capital and reclamation costs, if any, are subject to certain risks and uncertainties which may affect the recoverability of mineral property costs. Although management has made its best estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its properties.

The Company also uses the Black-Scholes Option Pricing Model in relation to share based payments. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options granted/vested during the year.

Legal proceedings

As at the year-end and the report date, there were no legal proceedings against or by the Company.

Impairment of Long-lived Assets

The Company completed an impairment analysis as at March 31, 2021 and concluded that no impairment charge was required because:

- the Company capitalized only the property acquisition costs and expense all its exploration expenditures;
- there have been no significant changes in the legal factors or climate that affects the value of the properties in Alaska;
- all properties in Alaska remain in good standing; and
- the Company intends to continue its exploration and development plans on the properties.

Additional Disclosure for Venture Issuers without Significant Revenue

The significant components of general and administrative expenditures are presented in the consolidated financial statements. Significant components of mineral property expenditures are included in Section 1.4 Results of Operations.

Outstanding Share Data

As of the date of this MD&A, the Company has 14,552,086 issued and outstanding common shares. Details of issued share capital are included in Note 14 of the audited consolidated financial statements for the period from incorporation on August 24, 2020 to March 31, 2021.

Other Information

All technical reports on material properties, press releases and material change reports are filed on the Company website.

ASTRA EXPLORATION LIMITED

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTH PERIOD ENDED JUNE 30, 2021**

Astra Exploration Limited
Management Discussion Analysis
For the three month period ended June 30, 2021

INTRODUCTION

This is Management's Discussion and Analysis ("MD&A") for Astra exploration limited ("Astra" or the "Company"), was prepared to conform to National Instrument 51-102F1 and was approved by the Board of Directors prior to its release. Readers are cautioned that the MD&A contains forward-looking statements and that actual events may vary from management's expectations. Readers are encouraged to read the Forward-Looking Statement disclaimer included with this MD&A.

The audited consolidated financial statements and MD&A are presented in Canadian dollars, unless otherwise indicated, and have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The statements and any summary of results presented in the MD&A were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Please consult the audited consolidated financial statements for the period from incorporation on August 24, 2020 to March 31, 2021 and the condensed interim consolidated financial statements for June 30, 2021, for more complete financial information.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

Astra Exploration Limited
Management Discussion Analysis
For the three month period ended June 30, 2021

About Astra

Astra exploration limited is engaged in the acquisition, exploration, and development of mineral properties in South America. The Company is incorporated and domiciled in Canada under the Business Corporations Act (British Columbia), and its registered office is Suite 700, 1090 West Georgia Street, Vancouver, BC, V7E 2Y3.

1.1 Date

This MD&A has been prepared based on information available to the Company as of October 25, 2021.

1.2 Overview

(a) Company Mission and Focus

The Company is focused on High-Grade precious metals projects in the South Americas and advancing the Pampa Paciencia project in Chile and carrying out generative work in Chile.

Activities of the Company are generally dependent on the sources of capital and access to funding in the capital markets. The Company has been successful with the business model since incorporation.

The Company has no substantial revenue and supports its operations through the sale of equity or assets such as mineral properties. The value of any mineral property is dependent upon the existence or potential existence of economically recoverable mineral reserves. See Section 1.15 "Risk Factors", below.

(b) Major milestones during the period from incorporation on August 24, 2020 to June 30, 2021

- Acquisition of 80% interest of Pampa Paciencia project in Chile
- Complete a series of financings for gross proceeds of \$2 million
- The Company carried out generative exploration program in Chile

(c) Financial position

As of June 30, 2021 ("2021"), the Company had working capital of \$1,479,873 and an accumulated deficit of \$2,118,236. During the three month period ended on June 30, 2021, the Company incurred a loss of \$1,855,331 primarily due to acquisition and exploration of the Pampa Paciencia project and generative exploration activities.

During the period, the Company incurred \$1,761,507 in exploration expenses and incurred \$93,824 in G&A and overhead expenses.

Astra Exploration Limited
Management Discussion Analysis
For the three month period ended June 30, 2021

(d) Share Capital

- On August 24, 2020, the Company completed a non-brokered private placement for gross proceeds of \$20,000. The Company issued 2,000,000 common shares at \$0.01 per share.
- On November 27, 2020, the Company completed a non-brokered private placement for gross proceeds of \$255,000. The Company issued 5,100,000 common shares at \$0.05 per share.
- On March 31, 2021, the Company completed a non-brokered private placement for gross proceeds of \$326,250. The Company issued 1,631,250 common shares at \$0.20 per share.
- On June 30, 2021, the Company completed tranche one of a non-brokered private placement for gross proceeds of \$1,441,200. The Company issued 4,803,999 common shares at \$0.30 per share. The Company paid 7.5% finders fees for a part of the financing. Including the finders' fees, the Company incurred share issue cost of \$74,175.
- During the period ended June 30, 2021, the Company cancelled one share with a nominal value.
- The Company closed the second tranche of the financing for gross proceeds of \$172,600. The Company issued 575,333 common shares at \$0.30 per share. The Company paid 7.5% finders fees for a part of the financing.

1.3 Selected Annual Financial Information

	Period from August 24, 2020 to March 31, 2021
Total revenues	\$ -
Net loss for the year	262,905
Comprehensive loss for the year	262,905
Loss per share (basic and diluted)	(0.05)
Total assets	502,100
Total long-term financial liabilities	-
Cash dividends declared – per share	N/A

1.4 Results of Operation

Mineral Properties

(a) Pampa Paciencia Project, Chile

On May 13, 2021, the Company acquired 80% of the Pampa Paciencia gold property located in Atacama region of northern Chile from Arena Minerals Inc. through the issuance of 5,820,834 common shares. The fair value of the shares issued was \$1,629,834.

The Pampa Paciencia project consists of 8 exploitation claims in the name of Sociedad Contratual Minera (SCM) Paciencia since January 2021, totaling 2,140 hectares. In March 2021 the Company applied for 3 additional exploration claims, covering 2,000 hectares along the western border of the property.

The project lies within the Paleocene Mineral belt and includes outcropping gold-silver mineralization hosted in low sulphidation style epithermal quartz veins and could have potential for porphyry style copper-molybdenum mineralization under cover in the NE of the property.

Two principal magmatic events occur at Pampa Paciencia related to the Dominador and Sierra Gorda N-S regional faults: A late Cretaceous and a Paleocene volcanic and igneous magmatic events. These were all mineralized in the Paleocene and then partially covered by Miocene to Holocene alluvial and colluvial deposits.

Exploration work on Pampa Paciencia by previous operators (Arena Minerals, B2Gold and Teck) includes geological mapping, rock chip and float sampling, ground geophysics, 2,629 m of trenching and 3,209 m of drilling in 19 holes. This work resulted in the discovery of a low sulphidation epithermal vein system in the North Zone, with Au and Ag-rich shoots, with the best drill results returning 3.75m @ 7.71g/t Au. Given the relatively minimal amount of exploration, comparatively small footprint of epithermal deposits, and extensive but shallow cover, management believes there is significant opportunity to discover more low sulphidation epithermal veins in the area. Additionally, sections containing previously intersected Au and Ag-rich mineralization are open along strike and at depth, which provide high quality drill targets.

The next 12 months exploration will consist of:

- Detailed mapping and sampling of outcrop, subcrop, and float including systematic characterization of quartz textures, alteration and structure.
- Increase the resolution of existing ground magnetics by infilling the previous grid with new lines at 50 m or 25 m spacing.
- Trenching and channel sampling of new veins or extensions.
- 3000 m of reverse circulation and diamond drilling to test new targets and extend known targets.

(b) Generative Exploration in Chile

The Company plans to build a portfolio of projects and is evaluating several Au-Ag epithermal projects in Chile.

1.4 Results of Operation, Continued

Qualified Person

The technical information contained in this MD&A has been reviewed and approved by Darcy Marud, P.Geo. of Astra who is a Qualified Person as defined in "National Instrument 43-101, Standards of Disclosure for Mineral Projects".

Astra Exploration Limited
Management Discussion Analysis
For the three month period ended June 30, 2021

Financial Results

For the period ended June 30, 2021

During the period ended June 30, 2021, the Company reported a loss of \$1,855,331 (\$0.22 loss per share).

The Company spent \$1,761,507 on exploration and evaluation expenses. The Company carried out generative exploration in Chile and acquired 80% interest of the Pampa Paciencia gold project. The Company incurred \$93,824 of operating costs during the three month period ended June 30, 2021. Majority of the expenses are management fees of \$57,827 for the three month period ended June 30, 2021 paid to the key management of the Company. The professional fees of \$28,388 were incurred during the period for the corporate transaction.

For the period from incorporation on August 24, 2020 to March 31, 2021

During the period ended March 31, 2021, the Company reported a loss of \$262,905 (\$0.05 loss per share).

The Company spent \$115,453 on property investigation costs. The Company carried out generative exploration in Chile. The Company incurred \$147,452 of operating costs during the period ended March 31, 2021. Majority of the expenses are management fees of \$90,583 for the period ended March 31, 2021 paid to the key management of the Company. The professional fees of \$34,566 were incurred during the period for the corporate transaction. Marketing expenses \$17,083 were incurred for expenses such as attendance for trade shows, website building etc. was incurred during the period ended March 31, 2021.

1.5 Summary of Quarterly results

Selected quarterly information for each of the eight most recently completed financial periods is set out below. All results were compiled using IFRS.

	June 30, 2021	March 31, 2021	December 31, 2020	August 24, to September 30, 2020
Total revenue	-	-	-	-
Income(Loss) for the period	(1,855,331)	(259,486)	(3,418)	(1)
Comprehensive Income (Loss)	(1,855,331)	(259,486)	(3,418)	(1)
Earnings (Loss) per share -basic	(0.16)	(0.05)	(0.00)	(0.00)
Total assets	1,580,973	502,100	241,580	1
Working capital	1,479,873	338,345	241,580	(0.00)

Increase in losses in quarters three and four was due to increase in corporate activities and acquisition of the 80% interest of the Pampa Paciencia gold project.

Astra Exploration Limited
Management Discussion Analysis
For the three month period ended June 30, 2021

1.6 Liquidity

As at June 30, 2021, the Company's working capital was \$1,479,873 of which \$1,575,866 was held in cash while \$5,107 was held in receivables.

Actual future funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activity and foreign exchange fluctuations.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

Management believes it will be able to raise equity capital as required in the long-term, but recognizes the risks attached thereto. Historically the capital requirements of the Company have been met by equity subscriptions. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing may be favorable.

Commitment and Contingency

As of the date of this MD&A, the Company has no outstanding commitments. The Company has not pledged any of its assets as security for loans.

1.7 Capital Resources

The Company had 19,356,085 issued and outstanding common shares as of June 30, 2021.

During the period ended June 30, 2021, the Company issued the following common shares

- Two common shares were issued for founder members.
- The Company issued 13,535,250 shares for net proceeds of \$1,968,275 as private placements.
- The Company issued 5,820,834 shares to acquire 80% interest of the Pampa Paciencia gold project.

Subsequent to the period-end the company completed, the Company closed the second trench of the financing for gross proceeds of \$172,600 The Company issued 575,333 common shares at \$0.30 per share. The Company paid 7.5% finders fees for a part of the financing.

1.8 Off-Balance Sheet Arrangements

As a policy, the Company does not enter into off-balance sheet arrangements with special-purpose entities in the normal course of business, nor does it have any unconsolidated affiliates.

Astra Exploration Limited
Management Discussion Analysis
For the three month period ended June 30, 2021

1.9 Transactions with Related Parties

(a) Due to related parties

As of June 30, 2021, \$19,302 (March 31, 2021 - \$91,208) included in accounts payable were due to the related parties.

As of June 30, 2021, \$nil (March 31, 2021 - \$9,400) included in accounts receivable were due from the related parties.

(b) Key Management compensation

During the period ended March 31, 2021 and June 30, 2021, the Company paid to key management which is included in management fees in the consolidated statement of operations and comprehensive loss. Please see below the breakdown of the fees paid to the CEO and CFO of the Company. They are not entitled to any long-term benefit or pension plans.

Name	Position	Since incorporation to March 31, 2021	Three months ended June 30, 2021
A company controlled by Brian Miller	CEO	83,333	50,327
A company controlled by Mahesh Liyanage	CFO	7,500	7,500
		90,833	57,827

The above transactions are measured at their exchange amount, which is the amount of consideration established and agreed to by the related parties. Amounts due to related parties are unsecured, non-interest bearing and have no fixed term of repayment.

1.10 Fourth Quarter

During the three months ended March 31, 2021, the Company continued with the normal course of business. During the period the Company acquired 80% interest of the Pampa Paciencia gold project

1.11 Proposed transactions

On June 2, 2021, the Company entered into a binding letter of intent (“LOI”) with Momentous Capital Corp. (“Momentous”), whereby, Momentous will acquire all of the issued and outstanding common shares of the Company in exchange for post-consolidated common shares in the capital of Momentous.

Astra Exploration Limited
Management Discussion Analysis
For the three month period ended June 30, 2021

Pursuant to the terms of the LOI, Momentous will complete a share 2 to 1 share consolidation. In addition, the proposed transaction will be subject to the Company completing a concurrent financing for minimum gross proceeds of \$1,400,000 at a price of \$0.30 per common share.

The proposed transaction is subject to the terms and conditions of a definitive agreement.

1.12 Critical Accounting Estimates

In the application of the Company's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amount and classification of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revisions affect only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

The following is the critical judgment and area involving estimates, that management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognized in the Financial Statements.

a) Key sources of estimation uncertainty

Income taxes

Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by tax authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

1.13 Changes in Accounting policies including Initial Adoption

The Company did not adopt any new accounting standards issued during the period.

1.14 Financial Instruments and Other Instruments

Financial instruments of the Company carried on the Statements of Financial Position are carried at amortized cost with the exception of marketable securities, which are carried at fair value.

The fair values of the Company's marketable securities are quoted in active markets. The Company classifies the fair value of these transactions according to the following hierarchy.

- Level 1 – quoted prices in active markets for identical financial instruments.

Astra Exploration Limited
Management Discussion Analysis
For the three month period ended June 30, 2021

- Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 – valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

1.14 Financial Instruments and Other Instruments

The Company's marketable securities have been assessed on the fair value hierarchy described above and classified as Level 1 and Level 2.

Fair values of financial assets and liabilities

The Company's financial instruments include cash, accounts payable and accrued liabilities, and due to related parties. As at June 30, 2021, the carrying value of cash and cash equivalents approximates fair value due to its short-term nature. Accounts payable and accrued liabilities, and due to related parties approximate their fair value due to their short-term nature.

Market risk

Market risk is the risk that changes in market prices will affect the Company's earnings or the value of its financial instruments. Market risk is comprised of commodity price risk and interest rate risk. The objective of market risk management is to manage and control exposures within acceptable limits, while maximizing returns. The Company is not exposed to significant market risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. The Company's bank accounts are held with a major bank in Canada, the Company believes it not exposed to significant credit risk.

Interest rate risk

Interest rate risk is the risk of losses that arise as a result of changes in contracted interest rates. The Company is not exposed to significant interest rate risk.

Currency risk

The Company's main property interest in Chile make it subject to foreign currency fluctuations which may adversely affect the Company's Consolidated Statements of Financial Position, Consolidated Statements of Comprehensive Loss and Consolidated Statements of Cash Flows. The Company is affected by changes in exchange rates between the Canadian Dollar, Chilean pesos and the US Dollar. The Company does not invest in foreign currency contracts to mitigate the risks. As of June 30, 2021, all the funds were held in Canadian dollars.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company controls liquidity risk by ensuring that it has sufficient cash resources to pay for its financial obligations. As at June 30, 2021, the Company had a cash balance of \$1,575,866 to settle current liabilities of \$101,100.

1.15 Other requirements

Risks and Uncertainties

Resource exploration is a speculative business and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage are also very substantial. The following sets out the principal risks faced by the Company.

Exploration

The Company is seeking mineral deposits on exploration projects where there are not yet established commercial quantities. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

Market

The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer-term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

Commodity price

The Company's exploration projects are primarily related to exploration for gold and other precious metals in Chile. While these minerals have recently been the subject of significant price increases from levels prevalent earlier in the past, there can be no assurance that such price levels will continue, or that investors' evaluations, perceptions, beliefs and sentiments will continue to favour these target commodities. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities.

Title

Although the Company has exercised the usual due diligence with respect to title to properties in which it has interests, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or land claims, and title may be affected by undetected defects. In addition, certain of the mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until certain steps are taken by other parties. Before a number of claims under option can be recorded in the Company's name, the underlying title holder must assign title to the Company once the Company satisfies its option agreement obligations. There are no assurances that the underlying title holder will assign title.

1.15 Other requirements, continued

Risks and Uncertainties, continued

Aboriginal land claims

Canadian, and Chilean Aboriginal rights may be claimed on properties or other types of tenure with respect to which mining rights have been conferred. The Company is aware of the mutual benefits afforded by cooperative relationships with indigenous people in conducting exploration activity and is generally supportive of measures established to achieve such cooperation. The risk of unforeseen aboriginal title claims also could affect existing exploration activities as well as potential development projects and possible future acquisitions and transfer of properties. While there is no existing claim to the Company's knowledge in respect of any of its properties, the advent of any future aboriginal land claims and the outcome of any aboriginal land claims negotiations cannot be predicted.

Financing

Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing substantial exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

Key personnel

The Company's exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

Competition

Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

1.15 Other requirements, continued

Risks and Uncertainties, continued

Foreign countries and regulatory requirements

Currently, the Company's only properties are located in Chile. Consequently, the Company is subject to certain risks associated with foreign ownership, including currency fluctuations, inflation, and political risk. Mineral exploration and mining activities and production activities in foreign countries may be affected in varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to community rights, restrictions on production, price controls, export controls, restriction of earnings, taxation laws, expropriation of property, environmental

Environmental and other regulatory requirements

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all.

Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

Parties engaged in mining operations or extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties. To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

1.15 Other requirements, continued

Risks and Uncertainties, continued

History of net losses; accumulated deficit; lack of revenue from operations

The Company has incurred net losses to date. The Company has not yet had any revenue from the exploration activities on its properties, nor has the Company yet determined that commercial development is warranted on any of its properties. Even if the Company commences development of certain of its properties, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Uninsurable

The Company and its subsidiaries may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

Critical accounting estimates

In the preparation of financial information, management makes judgments, estimates and assumptions that affect, amongst other things, the carrying value of its mineral property assets. All deferred mineral property expenditures are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, a provision is made for the impairment in value.

Management's estimates of exploration, operating, capital and reclamation costs, if any, are subject to certain risks and uncertainties which may affect the recoverability of mineral property costs. Although management has made its best estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its properties.

The Company also uses the Black-Scholes Option Pricing Model in relation to share based payments. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options granted/vested during the year.

Legal proceedings

As at the year-end and the report date, there were no legal proceedings against or by the Company.

1.15 Other requirements, continued

Impairment of Long-lived Assets

The Company completed an impairment analysis as at March 31, 2021 and concluded that no impairment charge was required because:

- the Company expense all the property acquisition costs and exploration expenditures;
- there have been no significant changes in the legal factors or climate that affects the value of the properties in Chile;
- all properties in Chile remain in good standing; and
- the Company intends to continue its exploration and development plans on the properties.

Additional Disclosure for Venture Issuers without Significant Revenue

The significant components of general and administrative expenditures are presented in the consolidated financial statements. Significant components of mineral property expenditures are included in Section 1.4 Results of Operations.

Outstanding Share Data

As of the date of this MD&A, the Company has 19,931,418 issued and outstanding common shares. Details of issued share capital are included in Note 10 of the condensed interim consolidated financial statements for the period ended June 30, 2021.

Other Information

All technical reports on material properties, press releases and material change reports are filed on the Company website.

APPENDIX D

FINANCIAL STATEMENTS OF SCM PACIENCIA

Description	Page
SCM Paciencia Financial Statements	D-2
SCM Paciencia MD&A	D-21



AUDITED FINANCIAL STATEMENTS FOR
SCM PACIENCIA
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 AND THE
UNAUDITED INTERIM FINANCIAL STATEMENTS FOR
SCM PACIENCIA
FOR THE PERIODS ENDED JUNE 30, 2021 AND 2020

(Expressed in Canadian dollars)

SCM PACIENCIA

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Statements of changes in equity (deficiency).....	9
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Audit. Tax. Advisory.

Independent Auditor's Report

To the Directors of Arena Minerals Inc.

Opinion

We have audited the financial statements of SCM Pacienca (the "Company"), which comprise the statements of financial position as at December 31, 2020 and 2019, and the statements of loss and comprehensive loss, statements of cash flows and statements of changes in equity (deficiency) for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020 and 2019 and its financial performance and its cash flows for the years then ended 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. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss during the year ended December 31, 2020 and, as of that date, the Company's current liabilities exceeded its current assets. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. The other information comprises 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 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 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 judgement 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 risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner of the audit resulting in this independent auditor's report Chris Milios

McGovern Hurley LLP



**Chartered Professional Accountants
Licensed Public Accountants**

Toronto, Ontario
November 12, 2021

SCM Paciencia
STATEMENTS OF FINANCIAL POSITION
AS AT
(Expressed in Canadian dollars)

	June 30, 2021 (unaudited)	December 31, 2020	December 31, 2019
Assets			
Current assets			
	\$	\$	\$
	-	-	-
<hr/>			
Total assets	\$	\$	\$
	-	-	-
<hr/>			
Liabilities			
Current liabilities			
	\$	\$	\$
Due to Parent Company (Note 8)	683,684	575,870	539,888
<hr/>			
Total current liabilities	683,684	575,870	539,888
<hr/>			
Equity (Deficiency)			
Share capital	100	100	100
(Deficit)	(683,784)	(575,970)	\$ (539,988)
<hr/>			
Total equity (deficiency)	(683,684)	(575,870)	(539,888)
<hr/>			
Total liabilities and equity (deficiency)	\$	\$	\$
	-	# -	# -
<hr/>			
Nature of operations and going concern	1		
Commitments and contingencies	4,9		

Approved on behalf of the Directors:

"Peter Damouni"
 Director

"William Randall"
 Director

The accompanying notes are an integral part of these financial statements

SCM Paciencia
STATEMENTS OF LOSS AND COMPREHENSIVE
LOSS

(Expressed in Canadian dollars)

	Six months ended June 30		Year ended December 31	
	2021 (unaudited)	2020 (unaudited)	2020	2019
Expenses				
Exploration and evaluation expenses	106,962	16,649	33,298	279,123
General and administrative expenses	852	1,342	2,684	260,865
Loss and comprehensive loss for the period	107,814	17,991	35,982	539,988

The accompanying notes are an integral part of these financial statements

SCM Paciencia
STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)

	Six months ended June 30		Year ended December 31	
	2021 (unaudited)	2020 (unaudited)	2020	2019
Cash provided by (used in) operations:				
Net (loss) for the period	\$ (107,814)	\$ (17,991)	\$ (35,982)	\$ (539,988)
Net cash (used in) operating activities	(107,814)	(17,991)	(35,982)	(539,988)
Cash provided by financing operations:				
Advances from Parent Company	107,814	17,991	35,982	539,988
Net cash provided by financing activities	107,814	17,991	35,982	539,988
Change in cash	-	-	-	-
Cash, beginning of period	-	-	-	-
Cash, end of period	\$ -	\$ -	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

SCM Paciencia
STATEMENT OF CHANGES IN EQUITY (DEFICIENCY)
(Expressed in Canadian dollars)

	Share Capital	Deficit
Balance, December 31, 2018	\$ 100	\$ -
Net loss and comprehensive loss for the year		(539,988)
Balance, December 31, 2019	\$ 100	\$ (539,988)
Net loss and comprehensive loss for the year		(35,982)
Balance, December 31, 2020	\$ 100	\$ (575,970)
Net loss and comprehensive loss for the 6 months period (unaudited)		(107,814)
Balance, June 30, 2021 (unaudited)	\$ 100	\$ (683,784)

The accompanying notes are an integral part of these financial statements

SCM PACIENCIA

Notes to the Financial Statements

For the Six months ended June 30, 2021 and 2020 (Unaudited) and for the Years ended December 31, 2020 and 2019

(Expressed in Canadian dollars unless otherwise noted)

1. Nature of operations and going concern

Sociedad Contratual Minera Paciencia (the "Company", "SCM Paciencia" or "SCM") was incorporated under the laws of Chile. The Company is a wholly owned subsidiary of Arena Minerals Chile Spa and Sociedad Quimica y Minera ("SQM"). SCM is an exploration and development company with assets in Chile.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. The Company's property interests may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims and non-compliance with regulatory and environmental requirements.

The Company has a need for equity capital and financing for working capital and exploration and development of its properties. Because of continuing operating losses and limited working capital, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations. Management believes it will be successful in raising the necessary funding to continue operations in the normal course of operations, however, there is no assurance that these funds will be available on terms acceptable to the Company or at all. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

2. Basis of preparation

(a) Basis of presentation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations issued by the IFRS Interpretations Committee.

The financial statements are presented in Canadian dollars, the Company's functional currency and have been prepared on a historical basis and on an accrual basis, except for cash flow information.

(b) Approval of the financial statements

These financial statements of the Company were approved for issue by the Board of Directors on November 12, 2021.

SCM PACIENCIA

Notes to the Financial Statements

For the Six months ended June 30, 2021 and 2020 (Unaudited) and for the Years ended December 31, 2020 and 2019

(Expressed in Canadian dollars unless otherwise noted)

2. Basis of preparation (continued)

(c) New and future accounting changes

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on January 1, 2022, or later. Updates that are not applicable or are not consequential to the Company have been excluded. The Company is in the process of evaluating the potential impact of these amendments.

IFRS 10 – Consolidated Financial Statements (“IFRS 10”) and IAS 28 – Investments in Associates and Joint Ventures (“IAS 28”) were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined; however early adoption is permitted.

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company’s right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company’s own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets (“IAS 37”) was amended. The amendments clarify that when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e. a full-cost approach. Such costs include both the incremental costs of the contract (i.e. costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g. contract management and supervision, or depreciation of equipment used in fulfilling the contract. The amendments are effective for annual periods beginning on January 1, 2022.

The Company is in the process of evaluating the potential impact of these amendments.

Newly adopted accounting policies.

During the period ended June 30, 2021, the Company adopted a number of amendments and improvements of existing standards. These included IAS 1, IAS 8 and IFRS 3. These new standards and changes did not have any material impact on the Company’s financial statements.

(d) Currency translation

The Company’s functional and presentation currency, and the functional currency of the Company’s subsidiaries, is the Canadian dollar (“\$”). Transactions in currencies other than the entity’s functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.

(e) Significant accounting judgments, estimates and assumptions

The preparation of these financial statements in conformity with IFRS requires the Company’s management to make judgments, estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the financial statements. Although these estimates are based on management’s best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

2. Basis of preparation (continued)

SCM PACIENCIA

Notes to the Financial Statements

For the Six months ended June 30, 2021 and 2020 (Unaudited) and for the Years ended December 31, 2020 and 2019

(Expressed in Canadian dollars unless otherwise noted)

(e) Significant accounting judgments, estimates and assumptions

Estimation of decommissioning and restoration costs and the timing of expenditure

Cost estimates are updated annually during the life of a project to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations), and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities. As at June 30, 2021 and December 31, 2020 and 2019, the Company estimated that it had no material decommissioning or restoration obligations.

Taxes, income taxes and deferred taxes

The Company is subject to income and other taxes in various jurisdictions. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income and other tax liabilities requires interpretation of complex laws and regulations often involving multiple jurisdictions. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax filings are subject to audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made. All estimates for value added and withholding taxes have been included in accounts payable and accrued liabilities.

Commitments and contingencies

Refer to Note 9

3. Significant accounting policies

(a) Financial Statements

In the opinion of management, these financial statements have been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized as follows.

SCM PACIENCIA

Notes to the Financial Statements

For the Six months ended June 30, 2021 and 2020 (Unaudited) and for the Years ended December 31, 2020 and 2019

(Expressed in Canadian dollars unless otherwise noted)

3. Significant accounting policies (continued)

(b) Cash

Cash in the statement of financial position comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less.

(c) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

I. Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit or loss differs from profit or loss as reported in the statement of operations because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

II. Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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 taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

SCM PACIENCIA

Notes to the Financial Statements

For the Six months ended June 30, 2021 and 2020 (Unaudited) and for the Years ended December 31, 2020 and 2019

(Expressed in Canadian dollars unless otherwise noted)

3. Significant accounting policies (continued)

(d) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value is determined at the grant date of the equity-settled share-based payments and is recognized on a graded vesting basis over the period during which the employee becomes unconditionally entitled to equity instruments, based on the Company's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

On expiry, the grant date fair value of any unexercised share-based payments (options and warrants) is charged to the deficit.

(e) Financial assets and liabilities

Financial assets

I. Initial recognition and measurement

Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either "fair value through profit or loss" ("FVPL") or "fair value through other comprehensive income" ("FVOCI"), and "financial assets at amortized costs", as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVPL or at amortized cost.

II. Subsequent measurement – financial assets at amortized cost

After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statements of operations. Receivables held for collection of contractual cash flows are measured at amortized cost.

III. Subsequent measurement – financial assets at FVPL

Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the statements of financial position with changes in fair value recognized in other income or expense in the statements of operations.

SCM PACIENCIA

Notes to the Financial Statements

For the Six months ended June 30, 2021 and 2020 (Unaudited) and for the Years ended December 31, 2020 and 2019

(Expressed in Canadian dollars unless otherwise noted)

3. Significant accounting policies (continued)

(e) Financial assets and liabilities (continued)

Financial assets (continued)

IV. Subsequent measurement – financial assets at FVOCI

Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the statements of comprehensive loss. When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Dividends from such investments are recognized in other income in the statements of operations when the right to receive payments is established.

V. Derecognition

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

VI. Impairment of financial assets

The Company's only financial assets subject to impairment are receivables, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, accounts receivable have been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

Financial liabilities

I. Initial recognition and measurement

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

II. Subsequent measurement – financial liabilities at amortized cost

After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance cost in the statements of operations. The Company's financial liabilities include amounts due to Parent Company, which are measured at amortized cost.

III. Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, canceled or expires with any associated gain or loss recognized in other income or expense in the statements of operations.

SCM PACIENCIA

Notes to the Financial Statements

For the Six months ended June 30, 2021 and 2020 (Unaudited) and for the Years ended December 31, 2020 and 2019

(Expressed in Canadian dollars unless otherwise noted)

3. Significant accounting policies (continued)

(f) Exploration and evaluation expenditures

All expenditures on exploration and evaluation activities, including costs incurred to acquire and secure exploration property licenses, are recorded as exploration expenses until it has been established that a mineral property is commercially viable. Please see Note 4

(g) Provisions

I. General

Provisions are recognized when (a), the Company has a present obligation (legal or constructive) as a result of a past event, and (b), it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

II. Decommissioning and restoration provisions

The Company records the present value of estimated costs of legal and constructive obligations required to restore locations in the period in which the obligation is incurred.

The obligation generally arises when an asset is installed or the ground/environment is disturbed at the property location. When the liability is initially recognized, the present value of the estimated cost is expensed if it relates to an exploration and evaluation property or capitalized if it relates to a development property by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognized in operations as a finance cost. Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and rehabilitation liability when they occur.

As at June 30, 2021 and December 31, 2020 and 2019, the Company did not have any material decommissioning and restoration obligations

4. Exploration and evaluation assets

Exploration and evaluation properties comprise of the Pampa Paciencia project located in the Atacama region of Chile.

See Note 9

5. Operating segments

Geographical information

SCM's operations comprise a single reporting operating segment engaged in mineral exploration in Chile. As amounts comprise a single reporting segment, amounts disclosed in the financial statements also represent segment amounts.

SCM PACIENCIA

Notes to the Financial Statements

For the Six months ended June 30, 2021 and 2020 (Unaudited) and for the Years ended December 31, 2020 and 2019

(Expressed in Canadian dollars unless otherwise noted)

6. Financial instruments

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures for managing risk during the periods ended June 30, 2021 and December 31, 2020 and 2019.

Credit risk

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's primary counterparty related to its cash carries an investment grade rating as assessed by external rating agencies. The Company maintains all or substantially all of its cash with a major financial institution domiciled in Canada. Deposits held with these institutions may exceed the amount of insurance provided on such deposits.

Liquidity risk

The Company manages liquidity risk by maintaining adequate cash balances. The Company continuously monitors and reviews both actual and forecasted cash flows, and also matches the maturity profile of financial assets and liabilities.

As at June 30, 2021, the Company had current assets of \$nil to settle current liabilities of \$683,684.

Market risk

(a) Interest rate risk

The Company's cash is subject to interest rate cash flow risk as they carry variable rates of interest. The Company's interest rate risk management policy is to purchase highly liquid investments with a term to maturity of one year or less on the date of purchase. Based on cash balances on hand at June 30, 2021, a 1% change in interest rates would not have a significant impact on these financial statements.

(b) Currency risk

As the Company operates on an international basis, foreign exchange risk exposures arise from transactions and balances denominated in foreign currencies. The Company's foreign currency risk arises primarily with respect to the Chilean Peso. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity to mitigate this risk.

(c) Price risk

The Company will be exposed to price risk with respect to commodity prices, specifically gold, copper, and lithium. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. The Company's future operations will be significantly affected by changes in the market prices of these commodities. Prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for gold, copper and lithium, the level of interest rates, the rate of inflation, investment decisions by large holders of gold and copper, and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors may in turn be influenced by changes in international investment patterns and monetary systems and political developments.

The Company is also exposed to price risk with respect to the Company's financial instruments. The Company is exposed to the risk that the fair value of, or future cash flows from, the Company's financial instruments, will significantly fluctuate because of changes in market prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than quoted market prices.

SCM PACIENCIA

Notes to the Financial Statements

For the Six months ended June 30, 2021 and 2020 (Unaudited) and for the Years ended December 31, 2020 and 2019

(Expressed in Canadian dollars unless otherwise noted)

6. Financial instruments (continued)

(d) Fair value

A fair value hierarchy prioritizes the methods and assumptions used to develop fair value measurements for those financial assets where fair value is recognized on the statement of financial position. These have been prioritized into three levels:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs can be a quoted price in market that is not active.

Level 3: Inputs for the asset or liability that are not based on observable market data.

Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgment.

At June 30, 2021, December 31, 2021 and December 31, 2020, the Company did not have any financial instruments that are carried at fair value.

7. Capital management

The Company manages and adjusts its capital structure based on available funds in order to support the acquisition, exploration and development of mineral properties. The capital of the Company consists of the owner's net investment. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out planned exploration, and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

8. Related party disclosures

The amounts owing to the parent Company are unsecured, non-interest bearing and due on demand.

No fees were paid by the Company to its key management and directors for expense reimbursements and fees for the periods ended June 30, 2021 and December 31, 2020 and 2019 and no balances are owing.

9. Commitments and contingencies

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Novel Coronavirus

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations.

SCM PACIENCIA

Notes to the Financial Statements

For the Six months ended June 30, 2021 and 2020 (Unaudited) and for the Years ended December 31, 2020 and 2019

(Expressed in Canadian dollars unless otherwise noted)

10. Income Taxes

a) Provision for income taxes

Major items causing the Company's effective income tax rate to differ from the Chilean statutory rate of 27% were as follows:

	Six months ended June 30, 2021 \$	Year ended December 31, 2020 \$	Year ended December 31, 2019 \$
Loss before income taxes	107,814	35,982	539,988
Expected income tax recovery based on statutory rate	(29,000)	(10,000)	(146,000)
Change in benefits not recognized	29,000	10,000	146,000
Deferred income tax provision (recovery)	-	-	-

b) Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	As at June 30, 2021 \$	As at December 31, 2020 \$	As at December 31, 2019 \$
Non-capital loss carry-forwards – Chile	680,000	570,000	540,000

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR
SCM PACIENCIA
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 AND THE
UNAUDITED INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR SCM PACIENCIA
FOR THE PERIODS ENDED JUNE 30, 2021 AND 2020

(Expressed in Canadian dollars)

BACKGROUND

This Management's Discussion and Analysis ("MD&A") has been prepared based on information available through November 11, 2021 unless otherwise noted for Sociedad Contratual Minera Paciencia (the "Company", "SCM Paciencia" or "SCM"), a wholly-owned subsidiary of Arena Minerals Chile SpA and Sociedad Quimica y Minera ("SQM"). ("we", "our", "us", "SCM" or the "Company").

SCM has not historically prepared a MD&A for the Pampa Paciencia Net Assets and the MD&A have been prepared from the financial records of SCM Paciencia on a basis. The MD&A provides a detailed analysis of the Company's operations and compares its financial results with those of the previous period and should be read in conjunction with the consolidated financial statements for the year ended December 31, 2020 and 2019. The consolidated financial statements and related notes of SCM have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Please refer to the notes of the December 31, 2020 financial statements for disclosure of the Company's significant accounting policies. The Company's functional and reporting currency is the Canadian dollar. Unless otherwise noted, all references to currency in this MD&A refer to Canadian dollars.

William Randall, P.Geo, Arena's President and CEO, is a "Qualified Person" as such term is defined under National Instrument 43-101 guidelines and has reviewed and approved the scientific and technical information in this MD&A. As an officer of the Company, Mr. Randall is not considered independent.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

Except for statements of historical fact relating to SCM certain information contained herein constitutes forward-looking information under Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the Company's proposed acquisitions and strategy, development potential and timetable of the Company's properties; the Company's ability to raise required funds; future mineral prices; mineralization projections; conclusions of economic evaluation; the timing and amount of estimated future exploration and development; costs of exploration and development; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of exploration activities are based on previous industry experience and regional political and economic stability. Capital and operating cost estimates are based on extensive research of the Company, recent estimates of exploration costs and other factors that are set out herein. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to: unexpected events and delays during exploration and development; acquisition risks; regulatory risks; revocation of government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of minerals; accidents, labour disputes and other risks of the mining industry.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

OVERVIEW OF THE COMPANY

These financial statements reflect the financial position, operations and cash flows related to SCM Paciencia, a wholly-owned subsidiary of Arena Minerals Chile SpA and SQM.

SCM was incorporated under the laws of Chile. The Company is a wholly owned subsidiary of Arena Minerals Chile Spa and SQM. SCM is an exploration and development company with assets in Chile.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. The Company's property interests may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims and non-compliance with regulatory and environmental requirements.

The Company has a need for equity capital and financing for working capital and exploration and development of its properties. Because of continuing operating losses and limited working capital, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations. Management believes it will be successful in raising the necessary funding to continue operations in the normal course of operations, however, there is no assurance that these funds will be available on terms acceptable to the Company or at all. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

RESULTS OF OPERATION – EXPLORATION

ATACAMA COPPER PROJECT, CHILE

Results, Developments and Future Plans

Atacama Property

Pampa Union & Pampa Paciencia

The Pampa Paciencia property covers 2,140 hectares with access to paved highway, rail, power and water. Exploration to date has discovered a gold system with trench samples as high as 93 g/t Au and up to 28 g/t Au in diamond drill core. All sections remain open at depth and on strike, with only a small fraction of the known strike length and overall property tested by drilling.

Arena Minerals Chile Spa acquired the Pampa Union property from Sociedad Quimica y Minera de Chile (“SQM”), following the completion of an option agreement to acquire 80% ownership. Pampa Union was part of an extensive property package held by SQM, an industrial minerals miner, for several decades and never explored for metallic deposits.

Two high quality porphyry targets were discovered with advanced argillic/phyllitic alteration signatures, a well-developed silica cap, hydrothermal brecciation, and anomalous geochemical signatures including values up to 0.2% copper in drill core. The discovered targets are approximately 2 kilometres by 500 metres in size, lying under less than 100 metres of ground cover.

Minimal additional drilling is required fully to test the identified targets.

RESULTS OF OPERATIONS - FINANCIAL

The following is a discussion of the results of operations of the Company for the six months ended June 30, 2021 and 2020. They should be read in conjunction with the financial statements for the year ended December 31, 2020, and related notes.

Six months ended June 30th, 2020 and 2021

	Six months ended June 30	
	2021 (unaudited)	2020 (unaudited)
Expenses		
Exploration and evaluation expenses	106,962	16,649
General and administrative expenses	852	1,342
Loss and comprehensive loss for the period	107,814	17,991

Exploration and evaluation expenses were \$106,962 compared to \$16,649 for the six months ended June 30, 2020. The increase was due to increased activity in the project.

General and administrative expenses were \$852 compared to \$1,342 for the six months ended June 30, 2019. The decrease was due to decrease in office and IT costs.

For the six months ended June 30 2021, the Company recorded a comprehensive loss of \$107,814 compared to a comprehensive loss of \$17,991 in 2020. The loss in 2021 was due to an increase in activity in the period.

Year ended December 31, 2020 and 2019

	Year ended December 31	
	2020	2019
Expenses		
Exploration and evaluation expenses	33,298	279,123
General and administrative expenses	2,684	260,865
Loss and comprehensive loss for the period	35,982	539,988

Exploration and evaluation expenses were \$33,298 compared to \$279,123 for the year ended December 31, 2020. The decrease was due to COVID-19 restrictions.

General and administrative expenses were \$2,684 compared to \$260,865 for the year ended December 31, 2019. The increase was due to decrease in office and IT costs due to COVID-19 restrictions.

For the year ended December 31, 2020, the Company recorded a comprehensive loss of \$35,982 compared to a comprehensive loss of \$539,988 in 2019. The loss in 2020 was due to an decrease in activity incurred during the year.

Cash Flows

For the year ended December 31, 2020, \$35,982 was used in operating activities compared to \$539,988 last year. The decrease in operating cash flow for the year ended December 31, 2020 was a result of decrease in activities due to Covid-19.

LIQUIDITY AND CAPITAL RESOURCES

In management's view, given the nature of the Company's operations, the most relevant financial information relates primarily to current liquidity, solvency and planned expenditures. The Company's financial success will depend upon the acquisition of a property that leads to the discovery of economically recoverable reserves. Such development may take years to complete, if the Company is ever successful, and the amount of resulting income, if any, is difficult to determine.

As at December 31, 2020, the Company had working capital deficit of \$575,970 compared to working capital deficit of \$539,988 as at December 31, 2019.

The Company's estimate of the adequacy of its working capital is a forward-looking statement as it involves known and unknown risks, uncertainties and other factors. Actual results could differ, perhaps materially; with the result that the adequacy of working capital required for the fiscal year 2020 expressed by such forward-looking statement is materially different than so stated. Also, the ability of the Company to successfully acquire and develop additional properties in the resource sector or to continue development of its current properties is conditional on its ability to secure financing when required. The Company proposes to meet any additional financing requirements through equity financing. In light of the continually changing financial markets, there is no assurance that funding by equity subscriptions will be possible at the times required or desired by the Company. See "Cautionary Statement Regarding Forward Looking Information".

Capital Risk Management

The Company includes equity, comprising of issued common shares, share-based payment reserves and deficit, in the definition of capital. The Company's objectives when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management and consultants to sustain future development of the business.

The Company's properties are in the exploration state and as such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise the required additional funds.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the relative size of the Company. There were no changes in the Company's approach to capital management during the year ended December 31, 2020.

COMMITMENTS

The Company's current focus of its exploration program is on the Atacama property in Chile

Environmental Commitments

The Company's mining and exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Disposed of Operations

The Company has sold, dispersed of, or written down the carrying value of exploration and evaluation property interests. An estimate of the total liability, if any, for which the Company might become obligated as a result of its role as operator, guarantor, or indemnifier is not determinable, nor expected to be material, and no amount has been provided for in these consolidated financial statements.

SELECTED ANNUAL INFORMATION

The highlights of financial data for the Company for the two most recently completed financial years are as follows:

	IFRS	
	31-Dec-20	31-Dec-19
Revenues	\$Nil	\$Nil
Income (loss) and comprehensive income (loss) for the year	-\$35,982	-\$539,988
Total assets	\$Nil	\$Nil
Total current assets	\$Nil	\$Nil
Total current financial liabilities	\$575,970	\$539,988
Cash dividends declares per share	\$Nil	\$Nil

A significant amount of the Company's fiscal 2020 and 2019 losses were exploration and evaluation expenses, and general operations.

OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements to which the Company is committed.

RELATED PARTY TRANSACTIONS

Compensation of directors and management personnel of the Company:

There were no related party transaction during the periods other than the advances from the parent company which are unsecured, non-interest bearing and due on demand.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The carrying value of accounts payable and accrued liabilities approximate their fair values due to the short maturity of those instruments. See Note 6 of the Company's consolidated financial statements.

OUTSTANDING SHARE DATA

As at October 31, 2021, the Company has 100 common shares issued and outstanding.

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high-risk nature of its business, which includes the acquisition, financing, exploration and development of mining properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking information relating to the Company.

Liquidity Concerns and Future Financings

The Company will require significant capital and operating expenditures in connection with the development of its properties. There can be no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets may make it difficult or impossible for the Company to obtain debt financing or equity financing on favorable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone or slow down its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its activities.

Nature of Mining, Mineral Exploration and Development Projects

Mining operations generally involve a high degree of risk. The Company's operations are subject to the hazards and risks normally encountered in the mineral exploration, development and production, including environmental hazards, explosions, unusual or unexpected geological formations or pressures and periodic interruptions in both production and transportation due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Development projects have no operating history upon which to base estimates of future cash operating costs. For development projects, reserve and resource estimates and estimates of cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies, which derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the ore body, expected recovery rates of minerals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, actual production, cash operating costs and economic returns could differ significantly from those estimated. Current market conditions are forcing many mining operations to increase capital and operating cost estimates. Indeed, there have been a number of mining operations that have ceased or been suspended or delayed because operation costs are estimated to be greater than projected prices of product. It is not unusual for new mining operations to experience problems during the start-up phase, and delays in the commencement of production often can occur.

No Revenues

To date the Company has recorded no revenues from exploration operations and the Company has not commenced commercial production or development on any property. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years in relation to the engagement of consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Company's properties. The Company expects to continue to incur losses for the foreseeable future. The development of the Company's properties will require the commitment of substantial resources to conduct time-consuming exploration. There can be no assurance that the Company will generate any revenues or achieve profitability.

Foreign Exchange

The Company is subject to foreign exchange risks relating to the relative value of the Canadian dollar as compared to the US dollar. The Company supports its operations by raising financing in Canadian

dollars and mineral commodities are sold in US dollars. A decline in the US dollar would result in a decrease in the real value of SCM's future revenues, if any, and adversely affect its financial performance.

Licenses and Permits, Laws and Regulations

The Company's exploration and development activities, including mine, mill, road, rail and other transportation facilities, require permits and approvals from various government authorities and are subject to extensive federal, provincial, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become costlier. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. There can be no guarantee that Arena will be able to maintain or obtain all necessary licenses, permits and approvals that may be required to explore and develop its properties, commence construction or operation of mining facilities.

Mineral Commodity Prices

The profitability of the Company's operations will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of mineral commodities has fluctuated widely in recent years, and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and result of operations.

Environmental

The Company's activities 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 Company to comply fully with all applicable laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations.

Title to Properties

The acquisition of title to resource properties is a very detailed and time-consuming process. Title to the mining claims may be disputed or may not be properly recorded with the applicable regulatory authority and may be invalid or void. The Corporation's rights and interest in and to its properties may be subject to prior unregistered agreements or transfers or indigenous land claims and title may be affected by undetected defects. In addition, the Corporation may be unable to operate its properties as permitted or enforce its rights with respect to its properties, and the title to its mineral properties may also be impacted by government or state action.

Dependence on Key Personnel

The Company's development to date has largely depended, and in the future will continue to depend, on the efforts of key management. Loss of any of these people could have a material adverse effect on the Company and its business.

Share Price Fluctuations

In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploration-stage companies such as the Company, have experienced wide fluctuations in price which have not necessarily been related to the underlying asset values or prospects of such companies. Price fluctuations likely will continue to occur in the future.

Risks Associated with Exploration Activities in Foreign Countries

The Company will conduct exploration activities in Chile and Argentina which has, from time to time, experienced political and economic instability. The Company may be materially adversely affected by risks associated with political instability and violence, war and civil disturbance, acts of terrorism, expropriation or nationalization, change in fiscal regimes, fluctuations in currency exchange rates, high rates of inflation, underdeveloped industrial and economic infrastructure; and enforceability of contractual rights.

Uninsured Risks

The Company maintains insurance to cover normal business risks. In the course of exploration and development of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including explosions, rock bursts, cave ins, fire and earthquakes may occur. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could result in significant liabilities to the company and increase costs of projects.

Competition

Arena competes with many other mining companies that have substantially greater resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operation and business.

Dependence on Outside Parties

Arena has relied upon consultants, engineers and others and intends to rely on these parties for development, construction and operating expertise. Substantial expenditures are required to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop processes to extract the commodity from the ore. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on Arena.

Conflicts of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of Arena may have a conflict of interest in negotiating and concluding terms respecting such participation.

Litigation

SCM has entered into legally binding agreements with various third parties on a consulting basis. The interpretation of the rights and obligations that arise from such agreements is open to interpretation and Arena may disagree with the position taken by the various other parties resulting in a dispute that could potentially initiate litigation and cause Arena to incur legal costs in the future. Given the speculative and unpredictable nature of litigation, the outcome of any such disputes could have a material adverse effect on Arena.

SIGNIFICANT ACCOUNTING POLICIES

New and future accounting changes

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on January 1, 2022, or later. Updates that are not applicable or are not consequential to the Company have been excluded. The Company is in the process of evaluating the potential impact of these amendments.

IFRS 10 – Consolidated Financial Statements (“IFRS 10”) and IAS 28 – Investments in Associates and Joint Ventures (“IAS 28”) were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined; however early adoption is permitted.

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets (“IAS 37”) was amended. The amendments clarify that when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e. a full-cost approach. Such costs include both the incremental costs of the contract (i.e. costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g. contract management and supervision, or depreciation of equipment used in fulfilling the contract. The amendments are effective for annual periods beginning on January 1, 2022.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Assets' carrying values and impairment charges

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

Estimation of decommissioning and restoration costs and the timing of expenditure

The cost estimates are updated annually during the life of a mine to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations), and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

Taxes, income taxes and deferred taxes

The Company is subject to income and other taxes in various jurisdictions. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income and other tax liabilities requires interpretation of complex laws and regulations often involving multiple jurisdictions. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax filings are subject to audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made. All estimates for value added and withholding taxes have been included in accounts payable and accrued liabilities.

APPENDIX E

PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER

[Attached]

MOMENTOUS CAPITAL CORP.

Pro Forma Consolidated Financial Statements

(Unaudited)

Momentous Capital Corp.

Pro Forma Consolidated Statement of Financial Position

As at June 30, 2021

(Unaudited)

(Expressed in Canadian Dollars)

	Momentous	Astra	Notes	Pro Forma	Pro Forma
	(\$)	(\$)		Adjustments	Consolidated
ASSETS				(\$)	(\$)
Current assets					
Cash	245,597	1,575,866	4(c) 7	(200,000) 500,000	2,284,136
Accounts receivable	-	5,107	4(b)	162,673	5,107
	245,597	1,580,973		462,673	2,289,243
Current liabilities					
Accounts payable and accrued liabilities	7,881	101,100		-	108,981
	7,881	101,100		-	108,981
Shareholders' equity					
Share capital	323,268	3,598,109	4(b) 4(c) 4(c) 7	162,673 795,000 (323,268) 500,000	5,055,782
Contributed surplus	48,916	-	4(c) 4(c) 4(c)	67,809 20,223 (48,916)	88,032
Deficit	(134,468)	(2,118,236)		(845,316) 134,468	(2,963,552)
Total shareholders' equity	237,716	1,479,873		462,673	2,180,262
Total liabilities and shareholders' equity	245,597	1,580,973		462,673	2,289,243

Momentous Capital Corp.

Pro Forma Consolidated Statement of Loss and Comprehensive Loss

For the three months ended June 30, 2021

(Unaudited)

(Expressed in Canadian Dollars)

	Momentous	Astra	SCM	Notes	Pro Forma Adjustments	Pro Forma Consolidated
	(\$)	(\$)	(\$)		(\$)	(\$)
Expenses						
Project investigation and exploration costs	-	1,761,507	106,962		-	1,868,469
Professional fees	7,500	28,388	-		-	35,888
Management fees	3,000	57,827	-		-	60,827
Filing and regulatory	13,391	-	-		-	13,391
Shareholder communications	-	6,313	-		-	6,313
General and administrative	650	960	852		-	2,462
Exchange loss	-	336	-		-	336
Stock-based compensation	36,914	-	-		-	36,914
	(61,455)	(1,855,331)	(107,814)		-	(2,024,600)
Listing expense	-	-	-	4(c)	(845,316)	(845,316)
Loss and comprehensive loss for the period	(61,455)	(1,885,331)	(107,814)		(845,316)	(2,869,916)

Momentous Capital Corp.

Notes to the Pro Forma Financial Statements

(Unaudited)

(Expressed in Canadian Dollars)

NOTE 1 – BASIS OF PRESENTATION

Momentous Capital Corp. ("Momentous" or the "Company") was incorporated on July 31, 2020 pursuant to the BCBCA. Momentous' registered and head office is located at Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5. Momentous completed the Momentous IPO on May 3, 2021 and commenced trading on the Exchange on May 5, 2021. Momentous is a reporting issuer in the provinces of British Columbia, Alberta and Ontario. Momentous Shares are listed on the Exchange under the trading symbol "MCC.P".

On June 7, 2021, the Company entered into an Amalgamation Agreement pursuant to which the Company will acquire all issued and outstanding shares of Astra Exploration Limited ("Astra") (the "Transaction") which will constitute an arm's length "Qualifying Transaction" for the Company, as such term is defined in Policy 2.4 – Capital Pool Companies ("Policy 2.4") of the Corporate Finance Manual of the TSX Venture Exchange (the "TSXV"). Astra is a privately held company incorporated under the laws of the province of British-Columbia and is in the business of mineral exploration of properties located in Chile.

Upon successful completion of the Transaction, it is anticipated that the Company will be listed as a Tier 2 Mining issuer on the TSXV and will carry on the business of Astra.

The unaudited pro forma consolidated financial statements of the Company have been compiled from the following information and should be read in conjunction with the following:

1. The unaudited financial statements of Momentous as at and for the six month period ended June 30, 2021;
2. The unaudited financial statements of Astra as at and for the three month period ended June 30, 2021;
3. The audited financial statements of SCM Paciencia for the six month period ended June 30, 2021

The unaudited pro forma consolidated statement of financial position is intended to reflect the financial position of the Company as if the transactions had been effected on June 30, 2021. The unaudited pro forma consolidated statement of financial position is not necessarily indicative of the financial position which would have resulted if the transaction had actually occurred on June 30, 2021.

As a result of the Transaction, the former shareholders of Astra will acquire control of the Company, and the Transaction will be accounted for as a reverse take-over that does not constitute a business for accounting purposes, in accordance with IFRS 2, Share-Based Payment. Astra is deemed to be the acquiring company and its assets and liabilities, equity and historical operating results are included at their historical carrying values, and the net assets of Momentous will be recorded at fair value as at the date of the Transaction. Transaction costs incurred in connection with the Transaction, other than costs associated with the financing, have been expensed as incurred.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The unaudited pro forma consolidated statement of financial position has been compiled using the significant accounting policies as set out in the audited financial statements of Astra and the Company as described in Note 2 to their audited financial statements for the year ended December 31, 2020 and March 31, 2021 respectively.

Momentous Capital Corp.

Notes to the Pro Forma Financial Statements

(Unaudited)

(Expressed in Canadian Dollars)

NOTE 3 – PROPOSED TRANSACTION

On June 7, 2021, the Company and Astra entered into an Amalgamation Agreement (the “Agreement”) whereby the Company will acquire all of the issued and outstanding shares of Astra in a reverse takeover transaction by way of a three cornered amalgamation. Under the terms of the Agreement, the following events must occur at closing of the Transaction:

- The Company will incorporate a new whole owned subsidiary (“Momentous Subco”).
- The Company will completed a consolidation of its share capital on a two for one basis.
- The Company will change its name from Momentous capital Corp. to Astra Exploration Inc.
- Momentous Subco will amalgamate with and into Astra, with the amalgamated entity (“Amalco”) becoming a wholly owned subsidiary of the Company.
- Each Astra share shall be exchanged for one common share of the Company.
- Each Momentous Subco Share shall be converted into one Amalco share.

The completion of the Transaction is subject to a number of conditions, including receipt of applicable regulatory and shareholder approvals. There can be no assurance that the Transaction will be completed as proposed or at all.

NOTE 4 – PRO FORMA ASSUMPTIONS AND ADJUSTMENTS

a) Momentous share consolidation

Prior to the Transaction, the common shares of Momentous will be consolidated on a basis of 1 for every 2 common shares issued and outstanding.

b) Share issuance

On August 4, 2021, the Astra issued a total of 575,333 common shares at a price of \$0.30/share for gross proceeds of \$172,600. The Company incurred total share issuance costs of \$9,927.

c) Reverse take-over

The Transaction constitutes a reverse takeover of Momentous so the unaudited pro forma consolidated statement of financial position is presented as a continuation of the financial statements of Astra. Accordingly, the assets and liabilities of Astra are included in the unaudited pro forma consolidated statement of financial position at their historic cost values as at June 30, 2021. The net assets of Momentous are included in the unaudited pro forma consolidated statement of financial position at their fair values as at June 30, 2021.

The historical values of Momentous’ share capital, contributes surplus and deficit are eliminated. Momentous will issue 19,931,418 common shares (after taking into consideration the share issuance per Note 4(b) above) in exchange for voting control of all of the issued and outstanding securities of Astra. The common shares and warrants deemed to be issued by Astra for the acquisition of Momentous are recorded as additional amounts in shareholders' equity and are set out as follows along with a summary of the fair value of net identifiable assets acquired:

NOTE 4 – PRO FORMA ASSUMPTIONS AND ADJUSTMENTS (continued)

The purchase price is allocated as follows:

	Amount
	(\$)
Fair value of Momentous shares (2,650,001 post-consolidated common shares at \$0.30 per share)	795,000
Fair value of 250,000 replacement options ¹	67,809
Fair value of 250,000 replacement warrants ²	20,223
Transaction costs	200,000
	1,083,032
Less: Net assets of the Company	(237,716)
Listing expense	845,316

¹ A fair value of \$67,809 was estimated with respect to the options using the a Black-Scholes model with the following assumptions: share price of \$0.30, exercise price of \$0.20, risk free rate of 0.28%, volatility of 100% expected life of 9.68 years.

² A fair value of \$20,223 was estimated with respect to the replacement warrants using the a Black-Scholes model with the following assumptions: share price of \$0.30, exercise price of \$0.20, risk free rate of 0.28%, volatility of 100% expected life of 1.67 years.

NOTE 5 – PRO FORMA SHARE CAPITAL

The number of common shares issued and outstanding after giving effect to the assumptions and pro forma adjustments discussed in Note 4 is as follows:

	Note	Number of Common Shares	Amount
			(\$)
Momentous post-consolidated common shares issued and outstanding at June 30, 2021	4(a)	2,650,001	323,268
Common shares of Astra as at June 30, 2021	4(c)	19,356,085	-
Share issuance	4(b)	575,333	162,673
Astra common shares issued and outstanding at June 30, 2018		-	3,598,109
Concurrent financing by Astra (Note 7)		1,666,667	500,000
Acquisition of Momentous at fair value		-	795,000
Adjustment for Transaction		-	(323,268)
		24,248,086	5,055,782

NOTE 6 – INCOME TAXES

The pro forma effective statutory Canadian income tax rate applicable to the consolidated operations subsequent to the completion of the Transaction is approximately 27%.

Momentous Capital Corp.

Notes to the Pro Forma Financial Statements

(Unaudited)

(Expressed in Canadian Dollars)

NOTE 7 – CONCURRENT FINANCING

Astra is carrying out a concurrent financing to close, in one or more tranches, of a minimum of 1,666,667 Astra Shares and a maximum of 6,666,667 Astra Shares to raise a minimum of \$500,000 and a maximum of \$2,000,000;

These pro forma assumes gross proceeds of \$500,000 at \$0.30 per share. Expected number of shares to be issued is 1,666,667.

CERTIFICATE OF MOMENTOUS

Dated: November 12, 2021

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

(signed) "Raymond David Harari Benaim"

Raymond David Harari Benaim
Chief Executive Officer

(signed) "Philip Luong"

Philip Luong
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "Darren Collins"

Darren Collins
Director

(signed) "Matt Murphy"

Matt Murphy
Director

CERTIFICATE OF ASTRA

Dated: November 12, 2021

The foregoing as it relates to Astra Exploration Limited constitutes full, true and plain disclosure of all material facts relating to the securities Astra.

(signed) "Brian Miller"

Brian Miller
President

(signed) "Mahesh Liyanage"

Mahesh Liyanage
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "Charles Funk"

Charles Funk
Director

(signed) "Darcy Marud"

Darcy Marud
Director

ACKNOWLEDGEMENT

“Personal Information” means any information about an identifiable individual, and includes information contained in any items in the attached filing statement that are analogous to Items 4.2, 11, 12.1, 15, 17.2, 18.2, 23, 24, 26, 31.3, 32, 33, 34, 35, 36, 37, 38, 40 and 41 of Form 3B2 of the Exchange, as applicable.

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

- (a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to Form 3B2 of the Exchange; and
- (b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6B or as otherwise identified by the Exchange, from time to time.

MOMENTOUS CAPITAL CORP.

(signed) “Raymond David Harari Benaim”

Raymond David Harari Benaim

Chief Executive Officer