

FILING STATEMENT

HUFFINGTON CAPITAL CORP.

**REGARDING THE MOHAVE GOLD
PROJECT IN MOHAVE COUNTY, ARIZONA**

October 26, 2020

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

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GLOSSARY

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

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

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

Person. A Company is “**controlled**” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

“**Associate**” when used to indicate a relationship with a person or company, means

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

“**BCBCA**” means the British Columbia Business Corporations Act.

“**Common Shares**” means the common shares, without nominal or par value, in the capital of the Corporation.

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

“**Completion of the Qualifying Transaction**” means the date the Final Exchange Bulletin is issued for the Transaction by the Exchange and the Transaction, Concurrent Financing and Name Change are completed.

“**Concurrent Financing**” means the non-brokered private placement of 11,875,000 units (the “Units”) at \$0.08 per Unit with each Unit comprised of one common share purchase warrant exercisable at \$0.12 for a period of one (1) year from the date of issue being completed concurrently with the Completion of the Qualifying Transaction.

“**Control Person**” means any person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the

control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

“**CPC**” means a corporation:

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

“**CPC Escrow Agreement**” means the escrow agreement between the Corporation, the Escrow Agent, and certain holders of Common Shares to which 500,000 Common Shares are subject;

“**CPC Qualifying Transaction**” as defined in Exchange Policy 2.4 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

“**Definitive Agreement**” means the exploration and option to purchase mining concessions agreement between the Corporation and other parties dated effective July 4, 2020, as amended effective August 30, 2020 and effective October 7, 2020, under which the Corporation may acquire a ninety (90%) percent interest in the Mohave Gold Project on the terms and conditions of that agreement.

“**Discounted Market Price**” has the meaning ascribed to it in Exchange Policy 1.1 – *Interpretation*.

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

“**Effective Date**” means the effective date of the Definitive Agreement, being July 4, 2020.

“**Escrow Agent**” means Computershare Investor Services Inc.

“**Filing Statement**” means this filing statement of the Issuer including the schedules attached hereto.

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

“**Finder**” means Desert Ventures Inc., the finder named in the Underlying Agreement, which is not a non-arm’s length party to the Resulting Issuer.

“**IFRS**” means International Financial Reporting Standards as issued by the International Accounting Standards Board.

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

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

“**Issuer**” or “**Corporation**” means Huffington Capital Corp., a corporation incorporated pursuant to the

BCBCA;

“**IPO**” means the initial public offering of the Common Shares, which closed on April 19, 2016.

“**M3**” or “**M3 Metals**” means M3 Metals Corp., an Exchange listed company which is a party to the Definitive Agreement as a vendor and which is at arm's length to the Corporation and the Resulting Issuer.

“**M3 Metals Nevada**” means the wholly owned Nevada subsidiary of M3 Metals Corp., ML Nevada Corp., M3 Metals Nevada is at arm's length to the Corporation and the Resulting Issuer.

“**Mohave USA**” means means Mohave USA Gold Corp., the Corporation's wholly owned subsidiary incorporated in the State of Nevada.

“**Mohave Gold Project**” means the mining rights, titles, licenses and interests, including certain assets and equipment, situated in Mohave County, Arizona which are the subject of the Definitive Agreement and which are more particularly described in the Technical Report and the appendices thereto.

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

“**Name Change**” means the Corporation's proposed name change to “Black Mountain Gold USA Corp.” which is conditional upon Exchange approval and which is expected to be implemented upon Completion of the Qualifying Transaction.

“**New Principals**” means, collectively, Farhad Abasov, Graham Harris and Peter MacLean, all of whom are expected to join the Resulting Issuer's Board of Directors upon Completion of the Qualifying Transaction and all of whom are at arm's length to the Corporation at the time of the entering into of the Definitive Agreement.

“**NSR**” means the net smelter returns royalty to be granted to the Vendors of the Underlying Agreement and the Finder upon exercise of the Underlying Option.

“**Option**” means the mineral property purchase option granted pursuant to the Definitive Agreement.

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

“**Resulting Issuer**” means the issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin and closing of the Qualifying Transaction.

“**Resulting Issuer Board**” means the board of directors of the Resulting Issuer.

“**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.

“**Sponsor**” has the meaning specified in the Sponsorship Policy.

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

“**Stock Option**” means a non-transferable and non-assignable option to purchase Common Shares;

“**Technical Report**” means the independent technical report on the Mohave Gold Project dated August 10, 2020 and authored by the Technical Report Author.

“**Technical Report Author**” means Robert Johansing, BSc. Geology, MSc. Economic Geology, the author

of the Technical Report, a “qualified person” and considered “independent”, as such terms are defined in NI 43-101. The Technical Report Author is at arm's length to the Corporation and the Resulting Issuer

“**Technical Report Date**” means the date of the Technical Report, being April 30, 2019;

“**Transaction**” means, collectively, the transactions contemplated by the Definitive Agreement.

“**Underlying Agreement**” means that mineral property option agreement between M3 Metals, M3 Metals Nevada, Mohave USA and the Corporation by which M3 Metals and M3 Metals Nevada grant the Underlying Option to the Corporation and Mohave USA. All parties to the Underlying Agreement are at arm's length to the Corporation and the Resulting Issuer.

“**Underlying Option**” mean the mineral property option granted pursuant to Section 2.1(a) of the Underlying Agreement.

“**US**” means the United States of America.

“**Value Escrow Agreement**” means the Tier II Value Securities Escrow Agreement to which are party the Corporation, the Escrow Agent, and the purchasers under the Concurrent Financing and to which 11,875,000 Common Shares are subject.

All dollar amounts referenced herein and in the financial statements of the Corporation are in Canadian dollars unless otherwise specified. The use of USD\$ specifies United States Dollars. Words importing the singular number only include the plural and vice versa, and words importing any gender include all genders.

GLOSSARY OF GEOLOGICAL TERMS

The following geological terms used herein have the following meanings:

@ means at

% means Percent or Percentage as applicable

Ag means Silver

ALS means ALS Global, a geochemistry testing and analysis company

Ar means Argon

As means Arsenic

Au means Gold

BLM means the US Federal Bureau of Land Management

Ca means Calcium

Cu means Copper

DEM means Digital Elevation Model

EPO means Environmental Plan of Operations, a submission made to the BLM to describe planned exploration and development activities on mineral resource properties

feet means US feet

g means gram

Ga means Billion years ago

g/t means grams per tonne

Ha means hectare

Hg means Mercury

km means kilometres

LVS means lower volcanic sequence

m means metre

Ma means Million years ago

MAG means Magnetic Survey

miles or Miles means US miles where 1 mile equals 1.60934 metric kilometres

NSR means Net Smelter Return

° means Degree

opt means ounce(s) per ton

Pb or pb means lead

P.Ge. means Professional Geoscientist or Professional Geologist

ppb means parts per billion

ppm means parts per million

QP means Qualified Person as that term is defined in NI 43-101

RC means reverse circulation

SAT/ASTER means Satellite/Advanced Spaceborne Thermal Emission and Reflection image

TDEM mean Time Domain Electro-Magnetic

Sb means Antimony

Zn means Zinc

SUMMARY OF FILING STATEMENT

The following is a summary of information relating to the Issuer, Significant Assets and 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.

*This Filing Statement contains forward-looking statements and information ("**Forward-looking Statements**"). Often, but not always, Forward-looking Statements can be identified by the use of words such as "plans", "expects", "estimates", "intends", "anticipates" or "believes", or variations of such words and phrases (or the negative form thereof), or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking Statements reflect beliefs of management of the Corporation and are based on information currently available to management of the Corporation (including assumptions relating to general economic and market conditions).*

Forward-looking Statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the Forward-looking Statements, including, without limitation, those listed in "Summary of Filing Statement - Risk Factors". Although the Corporation has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in Forward-looking Statements, there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying Forward-looking Statements prove incorrect, actual results, performance or achievements may vary materially from those expressed or implied by the forward-looking statements contained in this Filing Statement. These factors should be considered carefully and prospective investors should not place undue reliance on Forward-looking Statements. Although the Forward-looking Statements contained in this Filing Statement are based upon what management currently believes to be reasonable assumptions, the Corporation cannot assure prospective investors that actual results, performance or achievements will be consistent with these Forward-looking Statements. The Forward-looking Statements contained in this Filing Statement are made as of the date of this Filing Statement and the Corporation does not intend, and do not assume any obligation, to update or revise these Forward-looking Statements.

General

Prior to the issuance of the Final Exchange Bulletin, the principal business of the Company was the identification and evaluation of assets or businesses with a view to completing a CPC Qualifying Transaction. The Corporation has identified and acquired Significant Assets by acquiring an option ("**Option**") to acquire a 90% undivided interest in the Mohave Gold Project pursuant to the Definitive Agreement. Following Completion of the Qualifying Transaction and upon the issuance of the Final Exchange Bulletin, the Corporation will commence operations as a junior exploration company and its Common Shares will be listed on the Exchange as a Tier 2 Mining Issuer.

Qualifying Transaction

Pursuant to the Definitive Agreement dated effective July 4, 2020 between the Corporation, M3 Metals and their respective subsidiaries, the Corporation has been granted the Option to acquire a ninety (90%) percent right, title and interest in and to the Mohave Gold Project, a mineral resource property located in Mohave Country, Arizona prospective for gold. See "*Information Concerning The Significant Assets - The Mohave Gold Project*".

The Mohave Gold Project is to be explored within the framework of the Definitive Agreement between the

Issuer, its wholly owned Nevada subsidiary Mohave USA Gold Corp. ("Mohave USA"), M3 and the wholly owned Nevada subsidiary of M3, ML Nevada Corp. ("M3 Metals Nevada") executed effective on July 4, 2020 whereby the Issuer and Mohave USA are granted the option (the "Option") to acquire a ninety (90%) percent interest in the Mohave Gold Project. Dollar amounts in the following discussion in Canadian Dollars are denoted by "\$" while dollar amounts denoted by "\$" are in United States Dollars.

To exercise the Option as to a 90% right, title and interest in and to the Mohave Gold Project, the Issuer and Mohave USA must:

- (a) Pay to M3 Metals Nevada the sum of \$300,000 upon closing;
- (b) Pay to M3 Metals Nevada the sum of \$400,000 on the eighteen month anniversary of the Definitive Agreement;
- (c) Pay to M3 Metals Nevada the sum of \$400,000 on the second anniversary of the Definitive Agreement;
- (d) On or before the third anniversary of the Definitive Agreement pay to M3 or to M3 Metals Nevada (at M3's option) \$2million which payment may, at the Issuer's option, be made up to fifty (50%) percent in shares of the Issuer based on those shares' Market Price (as that term is defined in the Definitive Agreement) on the date of their issuance;
- (e) On or before the third anniversary of the Definitive Agreement, make \$1million in aggregate exploration expenditures on the Mohave Gold Project;
- (f) On or before the fourth anniversary of the Definitive Agreement pay to M3 or to M3 Metals Nevada (at M3's option) \$3million which payment may, at the Issuer's option, be made up to fifty (50%) percent in shares of the Issuer based on those shares' Market Price on the date of their issuance; and
- (g) On or before the fourth anniversary of the Definitive Agreement, make an additional \$2million in exploration expenditures (for a total of at least \$3million) on the Mohave Gold Project.

Upon having made the payments and the exploration expenditures above and provided that Mohave USA has fully maintained the Underlying Agreement (as described below) in good standing and exercised the Underlying Option (as described below), Mohave USA will have exercised the Option as to a ninety (90%) percent right, title and interest in and to the Mohave Gold Project.

The Option and the Definitive Agreement are conditional upon regulatory approval and upon the Issuer concurrently closing other transactions.

Upon earning a ninety (90%) interest in the Mohave Gold Project, the Issuer and M3 will form a joint venture. The interest of M3 in this joint venture will be a carried interest until such time as the Issuer has completed a feasibility study on the Mohave Gold Project.

No payments or expenditures have been made under the Definitive Agreement by the Issuer to date.

The Underlying Agreement

On September 21, 2019, M3 Metals Nevada, DDS Resources LLC ("DDS") and Mohave Mine Partnership LLC ("MM") (DDS and MM being, collectively, the "Vendors") entered into a mineral property option agreement, the Underlying Agreement. In the Underlying Agreement, the Vendors grant to M3 Metals Nevada the sole and exclusive right and option (the "Underlying Option") to acquire 100% of the Vendors' interest, being a one-hundred (100%) percent beneficial right, title and interest in and to the Mohave Gold Project, free and clear of any and all encumbrances, in consideration of the making of certain exploration expenditures (the "Expenditures") and certain payments to the Vendors (and to another party, Desert Ventures Inc., a finder defined herein as "DV" or the "Finder"). The Vendors and the Finder are all arm's length parties to the Resulting Issuer.

To date, M3 Metals Nevada has paid to the Vendors and Finder a total of USD\$50,000 under the Underlying

Agreement. M3 Metals Nevada has also reimbursed the Vendors for approximately USD\$24,420 which the Vendors had paid for annual fees to the BLM to maintain the Mohave Gold Project in good standing and which M3 Metals Nevada was required to reimburse the Vendors for pursuant to the Underlying Agreement. The following expenditures and payments (unless otherwise indicated) remain to be made in order for M3 Metals Nevada to exercise the Underlying Option:

Expenditures:

- (i) USD\$50,000 of expenditures (which expenditures have been made) by M3 Metals Nevada on or before the Payment Commencement Date (which term means the earlier of: (i) the receipt of BLM approval of an EPO permit; and (ii) eighteen (18) months after the Effective Date (September 21, 2019) provided that the Payment Commencement Date cannot be less than twelve (12) months from the Effective Date;
- (ii) M3 Metals Nevada is to make \$200,000 in additional expenditures (for total aggregate expenditures of USD\$250,000) after the Payment Commencement Date but on or before the date of the Third Payment;
- (iii) USD\$300,000 in additional Expenditures (for total aggregate Expenditures of USD\$550,000) after the date of the Third Payment but on or before the date of the Fourth Payment;
- (iv) USD\$350,000 in additional Expenditures (for total aggregate Expenditures of USD\$900,000) after the date of the Fourth Payment but on or before the date of the Fifth Payment; and
- (v) USD\$400,000 in additional Expenditures (for total aggregate Expenditures of USD\$1,300,000) after the date of the Fifth Payment but on or before the date of the Final Payment.

Payments:

M3 Metals Nevada will also make the following cash payments (collectively, the "Cash Payments"):

- (i) On or before that day which is ten (10) days after the Payment Commencement (Date), the sum of USD\$75,000 payable as follows: USD\$23,512.50 to MM, USD\$47,737.50 to DR and USD\$3,750.00 to DV (the "Second Payment");
- (ii) On or before that day which is ten (10) days after the first anniversary of the Payment Commencement Date, the sum of USD\$100,000 payable as follows: USD\$31,350.00 to MM, USD\$63,650.00 to DR and USD\$5,000.00 to DV (the "Third Payment");
- (iii) On or before that day which is ten (10) days after the second anniversary date of the Payment Commencement Date, the sum of \$150,000 payable as follows: USD\$47,025.00 to MM, USD\$95,475.00 to DR and USD\$7,500.00 to DV (the "Fourth Payment");
- (iv) On or before that day which is ten (10) days after the third anniversary date of the Payment Commencement Date, the sum of USD\$200,000 payable as follows: USD\$62,700.00 to MM, USD\$127,300.00 to DR and USD\$10,000.00 to DV (the "Fifth Payment"); and
- (v) On or before that day which is ten (10) days after the fourth anniversary date of the Payment Commencement Date, the sum of USD\$3,000,000 payable as follows: USD\$527,250.00 to MM, USD\$2,322,750.00 to DR and USD\$150,000.00 to DV (the "Final Payment").

Upon the payment of the USD\$3,000,000 Final Payment above, M3 Metals Nevada agrees that in the Underlying Agreement that it will grant a royalty which will be a 1.5% net smelter royalty to the Vendors and DV payable as follows: 71.25% to DR, 23.75% to MM and 5% to DV.

Upon M3 Metals Nevada making all of the payments and expenditures above, the Underlying Option will be deemed to be exercised as to a one-hundred (100%) percent right title and interest to the Mohave Gold Project without any further action by the parties and all claims associated with the Mohave Gold Project will be deemed to be quitclaimed to M3 Metals Nevada by the Vendors, whether or not all necessary steps have been performed.

The transactions contemplated by the Definitive Agreement constitute the "Transaction" as defined in the

definitions section of this Filing Statement.

The Transaction will constitute the Corporation's CPC Qualifying Transaction pursuant to Exchange Policy 2.4 — Capital Pool Companies. The Transaction does not constitute a non-arm's length CPC Qualifying Transaction under Exchange policies, and as such, shareholder approval is not expected to be required in connection with the Transaction. Following Completion of the Transaction, it is anticipated that the Corporation will be listed on the Exchange as a Tier 2 mining issuer.

Concurrent Financing

In connection with the Qualifying Transaction, the Corporation will complete the Concurrent Financing, consisting of the sale of 11,875,000 units (the "Units") at \$0.08 per Unit with each Unit comprised of one common share and one common share purchase warrant exercisable at \$0.12 for a period of one (1) year from the date of issue.

The proceeds of the Concurrent Financing will be used to satisfy the Corporation's obligations under the Definitive Agreement, to advance the exploration of the Mohave Gold Project, and for working capital purposes, including to conduct due diligence reviews on additional properties.

Interests of Insiders

Except as otherwise stated herein, none of the Insiders, promoters or Control Persons of the Corporation or any of their respective Associates and Affiliates (before and after giving effect to the Transaction) have any interest in the Transaction, other than that which arises from their holding of Common Shares.

Non-Arm's Length Qualifying Transaction

The proposed Transaction was negotiated by the parties dealing at arm's length with each other and is not a non-arm's length Qualifying Transaction.

Summary of Available Funds

The following is a breakdown of the capital available to the Corporation (the "Available Funds") upon Completion of the Qualifying Transaction.

Source of Funds	Estimated Amount (\$)
Estimated working capital of the Corporation as at September 30, 2020 ⁽¹⁾ , excluding the gross proceeds of the Concurrent Financing	\$84,000
Gross proceeds of Concurrent Financing	\$950,000
Total Available Funds	\$1,034,000

Notes:

(1) Calculated as current assets less current liabilities. A total of \$10,000 has been paid for Exchange filing fees to date in connection with the Qualifying Transaction.

Selected pro forma consolidated financial information

The Resulting Issuer intends to use the Available Funds for the following purposes:

Use of Available Funds	Amount (\$)
Estimated general and administrative expenses ⁽¹⁾	\$24,000
Cash payments owing in connection with the Definitive Agreement ⁽²⁾	\$300,000
Completion of twelve month recommended work program on the Mohave Gold Project ⁽³⁾	\$307,000
Costs of maintaining the Underlying Agreement in good standing for twelve months following Completion of the Qualifying Transaction ⁽⁴⁾ in addition to recommended work program costs above	\$100,000
Costs associated with Completion of the Qualifying Transaction	\$62,000
Costs associated with operating a public company ⁽⁵⁾	\$70,000
Management Salaries ⁽⁶⁾	\$0
BLM Annual Sustaining Fees for Mohave Gold Project ⁽⁷⁾	\$33,000
Third party (public liability) insurance ⁽⁸⁾	\$12,000
Unallocated working capital	\$126,000
TOTAL:	\$1,034,000

Footnotes:

(1) The general and administrative expense are minimal as the Corporation anticipates, for the near future, that it will operate virtually without physical office space until such time as: (i) there are material changes to the impact of the COVID pandemic on the feasibility of operating from physical office space; and (ii) expanded business operations require having physical office space.

(2) Due concurrently with Completion of the Qualifying Transaction.

(3) As recommended in Section 26 of the Technical Report.

(4) A total of USD\$75,000 (\$100,000) will be paid to the Vendors and Finder to maintain the Underlying Agreement in good standing.

(5) Comprised primarily of costs associated with transfer agent fees, quarterly accounting fees related to bookkeeping, annual audit, estimated annual SEDAR and Exchange fees.

(6) Management has agreed not to take salaries or other cash compensation until such time as the earlier of: (i) the Corporation completing a minimum further \$3,000,000 in aggregate equity financing (See "Executive Compensation"); or (ii) the date which is one year from Completion of the Qualifying Transaction.

(7) A total of USD\$24,420 (approximately \$33,000) must be paid to the BLM in September of 2021 to keep the Mohave Gold Project in good standing.

(8) The Resulting Issuer is required, in keeping the Underlying Agreement in good standing, to maintain third party (public liability) insurance on the Mohave Gold Project separate from worker's compensation and similar insurance carried by any contractors employed by it in performing work on the Mohave Gold Project. The Corporation estimates the cost of this insurance at approximately USD\$750 per month or \$1,000 per month / \$12,000 for 12 months. This is an estimate only as the Corporation has not obtained (and cannot until closing of the Qualifying Transaction) obtain this insurance (it has no insurable interest in the Mohave Gold Project until that time).

The Resulting Issuer will spend the required funds available to it on Completion of the Qualifying Transaction to carry out its proposed work program on the Mohave Gold Project, as set out in "Information Concerning The Significant Assets - The Mohave Gold Project - Exploration, Development, and Recommendations". The allocation of funds will be examined on an on-going basis, and there may be circumstances in which, and for sound business reasons, funds are re-allocated, in accordance with the prevailing business and economic conditions. It is difficult at this time to definitively project the total funds necessary to accomplish the business objectives of the Resulting Issuer. For these reasons, management considers it to be reasonable and in the best interests of the Resulting Issuer to permit management a reasonable degree of flexibility with respect to the use of funds. See "Information Concerning the Resulting Issuer - Narrative Description of the Business".

Corporation's Listing on the Exchange

Upon the issuance of the Final Exchange Bulletin, it is contemplated that the Corporation will be listed on the Exchange as a Tier 2 Mining Issuer under the ticker symbol "BMG".

Market Price

On June 10, 2020, the Corporation issued a press release announcing the proposed Transaction. Pursuant to the policies of the Exchange, the trading of the Common Shares was halted prior to the open of trading on June 11, 2020.

The closing price on the last day of trading of the Common Shares prior to the trading halt was \$0.105 per Common Share.

Sponsorship

The Company has applied for an exemption from the Sponsorship Policies of the Exchange under Section 3.4 of Exchange Policy 2.2.

Conflicts of Interest

There are potential conflicts of interest to which the proposed directors, officers, Insiders and promoters of the Resulting Issuer will be subject in connection with the operations of the Corporation. All of the proposed directors, officers, Insiders and promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the Corporation in the search for businesses or assets in the mineral resource industry. Accordingly, situations may arise where some or all of the proposed directors, officers, Insiders and promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the BCBCA.

Interests of Experts

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 securities or property of the Corporation, or an Associate or Affiliate of the Corporation.

Summary of Risk Factors

The securities of the Corporation should be considered highly speculative due to the nature of the Corporation's business and the present stage of its development. A prospective investor should consider carefully the risk factors set out below. In addition, prospective investors should carefully review and consider all other information contained in this Filing Statement before making an investment decision. An investment in securities of the Corporation should only be made by persons who can afford a total loss of their investment.

Readers should carefully consider all such risks, which include the following risk factors: Requisite Approvals and Completion of the Transaction, Limited Operating History, Lack of Operating Cash Flow, Substantial Capital Requirements and Liquidity, Option Risk, Exploration Risk, Additional Requirements for Capital, Reliance on Key Persons, Mining Licences and Permits, Assurance of Title, Environment Risk, Uninsured and Uninsurable Risks, Health and Safety Risks, Competition, Volatility of Commodity Prices / Prices, Markets and Marketing of Natural Resources, Market Perception / Limited Market for Securities, Smaller Companies, Conflicts of Interest, Risks Related to Operations in a Foreign Jurisdiction, Anti-bribery laws (such as the Corruption of Foreign Public Officials Act of Canada ("CFPOA")), Fluctuations in Foreign Currency Exchange Rates, Changes in General Economic Conditions, Dangers Inherent to Mining Activities, Exploration Target / Resources, Operating Hazards and Risks, Infrastructure, Dependence on the Mohave Gold Project, Governmental Regulations, Litigation and Other Proceedings,

Future Sales or Issuances of Equity Securities, Local Resident Concerns, Issuance of Debt, Availability of Equipment and Access Restrictions and COVID Pandemic Concerns.

For more information, see “*Summary of Filing Statement - Risk Factors*”.

Conditional Listing Approval

The Corporation has applied to the Exchange to be listed as a Tier 2 Mining Issuer.

The Exchange has conditionally accepted the Transaction.

Risk Factors

An investment in the Corporation is speculative and involves a high degree of risk. Prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in the Corporation. The directors of the Corporation consider the following risks and other factors to be the most significant for potential investors in the Corporation, but the risks listed do not necessarily comprise all those associated with an investment in the Corporation. Additional risks and uncertainties not currently known to the directors of the Corporation may also have an adverse effect on the Corporation's business.

References to the Corporation in this section include the Resulting Issuer.

Requisite Approvals and Completion of the Transaction

The Completion of the Qualifying Transaction is subject to several conditions precedent, some of which are outside the control of the Corporation. There can be no assurances that the Transaction will be completed on the terms set out in the Definitive Agreement, as negotiated, or at all. In the event that any of the conditions precedent are not satisfied or waived, the Transaction may not be completed. In addition, there is no guarantee that the Corporation will be able to satisfy the requirements of the Exchange such that it will issue the Final Exchange Bulletin.

Limited Operating History

The Corporation has no history of operations, commercial productions, or positive cash flow and expects that it will continue to incur losses for the foreseeable future. The only present source of funds available to the Corporation is the sale of equity. Even if the results of exploration are encouraging, the Corporation may not have sufficient funds to conduct the additional exploration that may be necessary to determine whether or not commercially attractive reserves exist on any property; accordingly, the Corporation may not realize a return on its investment. The Corporation has no history of earnings, and will not generate earnings or pay dividends in the foreseeable future. There is no assurance that it will ever produce revenue, operate profitably or provide a return on investment.

Significant capital investment may be required to achieve commercial production from the Corporation's proposed projects if such commercial production can even be achieved. The Corporation's business operations are at an early stage of development and its success will be largely dependent upon the outcome of the exploration programs that the Corporation proposes to undertake. There is no assurance that the Corporation will be able to raise the required funds to continue these activities.

Lack of Operating Cash Flow

The Corporation currently has no source of operating cash flow and this is expected to continue for the foreseeable future. The Corporation's failure to achieve profitability and positive operating cash flows could

have a material adverse effect on its financial condition and results of operations.

Substantial Capital Requirements and Liquidity

The Corporation anticipates that it will make substantial capital expenditures for the acquisition, exploration, development and production of natural resource properties or operations in the future. The Corporation may have limited ability to expend the capital necessary to undertake or complete its projects or to fulfill the Corporation's obligations under any applicable agreements. There can be no assurance that debt or equity financing, or cash generated by operations, will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Corporation. Moreover, future activities may require the Corporation to alter its capitalization significantly. The inability of the Corporation to access sufficient capital for its operations could have a material adverse effect on the Corporation's financial condition, results of operations or prospects.

Option Risk

The Corporation does not own the Mohave Gold Project and only has an option right to acquire an interest therein pursuant to the Definitive Agreement. If the Corporation does not fulfill its obligations contemplated by the Definitive Agreement, it will not have any interest in the Mohave Gold Project.

Exploration Risk

Resource exploration, development, and operations are highly speculative and characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge may not mitigate or eliminate, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. Few properties that are explored are ultimately developed into producing mines.

Mining investments are also subject to the risks normally associated with any conduct of business in foreign countries, including uncertain political and economic environments, war, terrorism and civil disturbances, changes in laws or policies of particular countries (including those relating to imports, exports, duties and currency), cancellation or renegotiation of contracts, royalty and tax increases or other claims by government entities (including retroactive claims), risk of loss due to disease and other potential endemic health issues, risk of expropriation and nationalization, delays in obtaining or the inability to obtain or maintain necessary governmental permits, currency fluctuations, restrictions on the ability of local operating companies to sell minerals offshore for Canadian dollars, and on the ability of such companies to hold Canadian dollars or other foreign currencies in offshore bank accounts, import and export regulations (including restrictions on the export of gold, copper or other minerals), limitations on the repatriation of earnings and increased financing costs.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs.

Substantial expenditures are required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to extract the metal from mineral resources, and in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. The Corporation will rely in part upon consultants and others for exploration, development, construction and operating expertise.

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. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; mineral prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection.

The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Corporation not receiving an adequate return on invested capital.

The Corporation will carefully evaluate the political and economic environment in considering any properties for acquisition. There can be no assurance that additional significant restrictions will not be placed on the Mohave Gold Project and any other properties the Corporation may acquire or its operations.

Such restrictions may have a material adverse effect on the Corporation's business and results of operation.

Additional Requirements for Capital

Substantial additional financing may be required if the Corporation is to be successful in pursuing its objectives, including acquisition, exploration, and development activities. Commodity prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses, geological results and the political environment are all factors which will have an impact on the amount of additional capital that may be required. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Corporation, if at all. If the Corporation is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, forfeit its interest in some or all of the optioned properties, incur financial penalties, or reduce or terminate its operations.

Reliance on Key Persons

The Corporation's success depends to a significant extent on its ability to identify, attract, hire, train and retain qualified personnel, including at the management level, and their performance in their assigned roles. Competition for such personnel may be intense and there can be no assurance that the Corporation will be successful in identifying, attracting, hiring, training and retaining such personnel in the future. If the Corporation is unable to identify, attract, hire, train and retain qualified personnel in the future, such inability could have a material adverse effect on its business, operating results and financial condition.

The loss of any member of management or key employees could have a material adverse effect on the Corporation. The Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found.

The Corporation does not carry any key man insurance policies, and therefore there is a risk that the death or departure of any member of management or any key employee could have a material adverse effect on the Corporation.

Mining Licences and Permits

Operations of the Corporation will require licenses and permits from various governmental authorities. The Issuer anticipates that it will be able to obtain in the future all necessary licenses and permits to carry on the activities which it intends to conduct, and that it intends to comply in all material respects with the terms of such licenses and permits. However, there can be no guarantee that the Corporation will be able to obtain and maintain, at all times, all necessary licenses and permits required to undertake its proposed exploration and development or to place its properties into commercial production and to operate mining facilities

thereon. In the event of commercial production, the cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or preclude the economic development of the property.

Assurance of Title

While the Corporation has reviewed and is satisfied with the titles to the properties in which it intends to acquire an interest and, to the best of its knowledge, such titles are in good standing, there is no guarantee that title to such claims will not be challenged or impugned.

Environment Risk

All phases of the natural resource business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, state and municipal laws and regulations. The Corporation may be subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products that could occur as a result of its mineral exploration, development, and production. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with operations. Legislation may also require that facility sites and mines be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of tailings or other pollutants into the air, soil or water may give rise to liabilities to domestic or foreign governments and third parties and may require the Corporation to incur costs to remedy such discharge. No assurance can be given that environmental laws will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Corporation's financial condition, results of operations or prospects.

To the extent the Corporation is subject to environmental liabilities, the payment of such liabilities or the costs that it may incur to remedy environmental pollution would reduce funds otherwise available to it and could have a material adverse effect on the Corporation. If the Corporation is unable to fully remedy an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the Corporation.

Many of the regulations require the Corporation to obtain permits for its activities. The Corporation must update and review its permits from time to time, and is subject to environmental impact analyses and public review processes prior to approval of the additional activities. It is possible that future changes in applicable laws, regulations and permits or changes in their enforcement or regulatory interpretation could have a significant impact on some portion of the Corporation's business, causing those activities to be economically re-evaluated at that time.

Governments at all levels may be moving towards enacting legislation to address climate change concerns, such as requirements to reduce emission levels and increase energy efficiency, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. Where legislation has already been enacted, such regulations may become more stringent, which may result in increased costs of compliance. There is no assurance that compliance with such regulations will not have an adverse effect on our results of operations and financial condition. Furthermore, given the evolving nature of the debate related to climate change and resulting requirements, it is not possible to predict the impact on the Corporation's results of operations and financial condition.

Uninsured and Uninsurable Risks

The Corporation's involvement in the exploration for and development of natural resource properties may result in the Corporation becoming subject to liability for certain risks including, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, floods, earthquakes, pollution, blow-outs, property damage, personal injury or other hazards. Although the Corporation may obtain insurance in accordance with industry standards to address such risks, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks may not, in all circumstances, be insurable or, in certain circumstances, the Corporation may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Corporation. The occurrence of a significant event that the Corporation is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Corporation's financial position, results of operations or prospects. No assurance can be given that insurance to cover the risks to which the Corporation's activities will be subject will be available at all or at economically feasible premiums. Insurance against environmental risks (including potential for pollution or other hazards as a result of the disposal of waste products occurring from production) is not generally available to the Corporation or to other companies within the industry. The payment of such liabilities would reduce the funds available to the Corporation. Should the Corporation be unable to fund fully the cost of remedying an environmental problem, the Corporation might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy.

Health and Safety Risks

A violation of health and safety laws, in general or in particular in regards to workplaces, or the failure to comply with the instructions of relevant health and safety authorities, could lead to, among other things, a temporary cessation of activities on its properties or any part thereof, a loss of the right to conduct operations on the properties, or the imposition of costly compliance procedures. This could have a material adverse effect on the Corporation's operations and/or financial condition.

Competition

The Corporation will be in competition for acquisitions, leases, licences, concessions, claims, skilled industry personnel and other related interests with a substantial number of other prospectors and companies, some of which have significantly greater financial resources than the Corporation. The Corporation's ability to successfully bid on and acquire additional property rights, to participate in opportunities and to identify and enter into commercial arrangements with other parties will be dependent upon developing and maintaining close working relationships with its future industry partners and joint operators and its ability to select and evaluate suitable properties and to consummate transactions in a highly competitive environment.

Increased competition could adversely affect the Corporation's ability to attract necessary capital funding, to acquire it on acceptable terms, or to acquire suitable producing properties or prospects for mineral exploration in the future. As a result of this competition, the Corporation may not be able to compete successfully against current and future competitors, and any failure to do so could have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

Volatility of Commodity Prices / Prices, Markets and Marketing of Natural Resources

Factors beyond the control of the Corporation may affect the marketability and price of minerals or natural resources discovered, if any. Resource prices have fluctuated widely in recent years and are affected by numerous factors beyond the control of the Corporation, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional

consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. In addition to establishing markets for its natural resources, the Corporation must also successfully market its natural resources to prospective buyers. The marketability and price of natural resources which may be acquired or discovered by the Corporation will be affected by numerous factors beyond its control. Future production, if any, from the Corporation's mining properties is dependent on mineral prices that are adequate to make these properties economic. A sustained period of declining commodity prices would adversely affect the Corporation's financial performance, financial position, results of operations and trading value of the Common Shares.

Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of natural resources and environmental protection are all factors which may affect the marketability and price of natural resources. The exact effect of these factors cannot be accurately predicted, but any one or a combination of these factors could have a material adverse effect on the operations of the Corporation.

Market Perception / Limited Market for Securities

Market perception of junior exploration and extraction companies may change, potentially affecting the value of investors' holdings and the ability of the Corporation to raise capital.

It is anticipated that upon Completion of the Qualifying Transaction, the Common Shares will be listed on the Exchange, however, there can be no assurance that an active and liquid market for the Common Shares will develop or be maintained.

Smaller Companies

The share price of publicly traded smaller companies can be highly volatile. The value of the publicly traded securities of the Corporation may decrease or increase substantially; the share price may be subject to sudden and large falls in value given the potentially restricted marketability of the Common Shares of the Corporation.

Conflicts of Interest

Certain directors of the Corporation are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interest which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Corporation will participate in any project or opportunity, the director will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at that time.

Risks Related to Operations in a Foreign Jurisdiction

The Corporation's business will operate in a foreign jurisdiction where there are added risks and uncertainties due to the different economic, cultural and political environments. The Corporation's mineral exploration and mining activities may be adversely affected by political instability and changes to government regulation and policy relating to the mining industry. Other risks of foreign operations include political unrest, labour disputes and unrest, invalidation of governmental orders and permits, corruption, war, civil disturbances and terrorist actions, arbitrary changes in law or policies of particular countries (including nationalization of mines), foreign taxation, price controls, delays in obtaining or renewing or the inability to obtain or renew necessary permits, opposition to mining from environmental or other non-

governmental organizations, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on mineral exports and increased financing costs. Local economic conditions can also adversely affect the security of the Corporation's operations and the availability of supplies. In addition, risks of operations in the United States include fluctuations in currency exchange rates, inflation, and significant changes in laws and regulations including but not limited to tax regulations, permitting and expropriation. These risks may limit or disrupt the Corporation's projects, reduce financial viability of local operations, restrict the movement of funds or result in the deprivation of contract rights or the taking of property by nationalization or expropriation without fair compensation. There can be no assurance that changes in the government or laws or changes in the regulatory environment for mining companies or for non-domiciled companies will not be made that would adversely affect the Corporation's business, financial condition, results of operation and prospects.

Anti-bribery laws (such as the Corruption of Foreign Public Officials Act of Canada ("CFPOA"))

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

Fluctuations in Foreign Currency Exchange Rates

Upon Completion of the Qualifying Transaction, the Corporation will be exposed to exchange rate fluctuations in relation to amounts due to services and goods it must purchase in foreign currencies. Management will monitor the Corporation's currency risk. No foreign currency derivative transactions have been undertaken by the Corporation since inception.

The Corporation's revenues, if any, are expected to be in large part derived from the extraction and sale of base metals. The price of commodities fluctuates and is affected by numerous factors beyond the Corporation's control including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, civil unrest, multinational treaties, speculative activities, new discoveries and increased production efficiencies due to technological developments. The combined effect of these factors cannot be determined.

Changes in General Economic Conditions

The Corporation's future performance will be affected by a range of economic, competitive, governmental, operating and other business factors, many of which cannot be controlled, such as general economic and financial conditions in the industry or the economy at large. Many industries, including the base and precious metals mining industry, are impacted by global market conditions. Some of the key impacts of previous financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and metals markets and a lack of market liquidity. A slowdown in the financial markets or other economic conditions, including, but not limited to, reduced consumer spending, increased unemployment rates, deteriorating business conditions, inflation, deflation, volatile fuel and energy costs, increased consumer debt levels, lack of available credit, changes in interest rates and changes in tax rates may adversely affect the Corporation's

growth and profitability potential.

Dangers Inherent to Mining Activities

The Corporation's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of natural resources, including, without limitation, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and other geotechnical instabilities, equipment failure or structural failure, metallurgical and other processing problems and other conditions involved in the mining of minerals, any of which could result in damage to, or destruction of, the Corporation's mines, plants and equipment, personal injury or loss of life, environmental damage, delays in mining, increased production costs, asset write-downs, monetary losses and legal liability. The occurrence of any of these events could result in a prolonged interruption in the Corporation's operations that would have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

Exploration Target / Resources

There can be no assurance that the Corporation's future exploration and development efforts will result in the discovery and development of commercial accumulations of natural resources.

An investment is speculative due to the nature of the Corporation's involvement in the evaluation, acquisition, exploration and, if warranted, development and production of natural resources. Exploration involves a high degree of risk and there is no assurance that expenditures made on future exploration by the Corporation will result in new discoveries in commercial quantities. While the Corporation, upon Completion of the Qualifying Transaction, will have a limited number of specific identified exploration or development prospects, management will continue to evaluate prospects on an ongoing basis in a manner consistent with industry standards. The long-term commercial success of the Corporation depends on its ability to find, acquire, develop and commercially produce reserves. No assurance can be given that the Corporation will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Corporation may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic. The Corporation has no earnings record, no reserves and no producing resource properties.

Operating Hazards and Risks

Mineral exploration and mining involve many operating hazards and risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These hazards include unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour to mitigate these hazards. Operations in which the Corporation will have a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of minerals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Although the Corporation will plan to maintain liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, the nature of the risks associated with the Corporation's activities are such that potential liabilities and hazards might not be insurable, and/or the Corporation might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event the Corporation could incur significant costs that could have a materially adverse effect upon its financial condition.

Infrastructure

Mining, processing, development and exploration activities depend on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important requirements, 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 future operations of the Corporation.

Dependence on the Mohave Gold Project

The Corporation's only material property for the purposes of NI 43-101 is the Mohave Gold Project, which is at an exploration stage and which does not have any defined mineral resources. There is uncertainty relating to defining any mineral resources and there is no assurance that any defined mineral resources will be upgraded to mineral reserves with sufficient geological continuity and extractive characteristics to make them economic.

Governmental Regulations

Natural resource activities may be affected in varying degrees by political and financial instability, inflation and haphazard changes in government regulations relating to this industry. Any changes in regulations or shifts in political or financial conditions are beyond the Corporation's control and may adversely affect the Corporation's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and safety.

Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays as a result of the need to comply with applicable laws, regulations and permits. 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 natural resource exploration and development activities may be required to compensate those suffering loss or damage by reason of its activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws. Amendments to current laws, regulations and permits governing operations and activities of natural resource companies, or more stringent implementation thereof, could have a material adverse impact on the Corporation and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

Litigation and Other Proceedings

All companies are subject to legal claims, with and without merit. The Corporation's operations are subject to the risk of legal claims by employees, unions, contractors, lenders, suppliers, joint venture partners, shareholders, governmental agencies or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. The outcome of litigation and other legal proceedings that the Corporation may be involved in the future, particularly regulatory actions is difficult to assess or quantify. Plaintiffs may seek recovery of very large or indeterminate amounts, and the magnitude of the potential loss relating to such lawsuits may remain unknown for substantial periods of time. Defense and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the litigation process could take away from the time and effort of the Corporation's management and could force the Corporation to pay substantial legal fees. There can be no assurance that the resolution of any particular legal proceeding will not have an adverse effect on the

Corporation's financial position and results of operations.

Future Sales or Issuances of Equity Securities

The Corporation relies primarily on the issuance of securities to fund its operations and shareholders will experience immediate dilution resulting from all Common Share issuances. The Corporation may sell additional equity securities in subsequent offerings (including through the sale of securities convertible into equity securities). The Corporation cannot predict the size of future issuances of equity securities or the size and terms of future issuances of debt instruments or other securities convertible into equity securities or the effect, if any, that future issuances and sales of such securities will have on the market price of the Common Shares.

Additional issuances of such securities may involve the issuance of a significant number of Common Shares at prices less than the current market price for the Common Shares. Issuances of substantial numbers of Common Shares, or the perception that such issuances could occur, may adversely affect prevailing market prices of the Common Shares. Sales of substantial amounts of the Corporation's securities by the Corporation or its existing shareholders, or the availability of such securities for sale, could adversely affect the prevailing market prices for the Common Shares and dilute investors' earnings per share. Exercises of presently outstanding Stock Options or warrants (including the Warrants) may also result in dilution to security holders.

Local Resident Concerns

Exploration, development and mining of the Mohave Gold Project could be subject to resistance from local residents that could either prevent or delay exploration and development of the Mohave Gold Project.

Issuance of Debt

From time to time the Corporation may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed partially or wholly with debt, which may increase the Corporation's debt levels above industry standards. The Corporation's articles do not limit the amount of indebtedness that the Corporation may incur. The level of the Corporation's indebtedness from time to time could impair the Corporation's ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

Availability of Equipment and Access Restrictions

Mineral exploration and development activities are dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment to the Corporation and may delay exploration and development activities.

COVID Pandemic Concerns

The Corporation's Mohave Gold Project is located in the United States and, specifically, the State of Arizona. It is unclear if the COVID pandemic will impact upon resource exploration activities by the Corporation now or in the future.

INFORMATION CONCERNING THE ISSUER

Corporate Structure

Name and Incorporation

The Corporation was incorporated on July 21, 2015 pursuant to the provisions of the BCBCA under the name "Huffington Capital Corp.". The authorized share capital of the Corporation consists of an unlimited number of Common Shares, without nominal or par value.

The head office of the Corporation is located at 1740-1177 West Hastings Street, Vancouver, BC V6E 2K3.

The registered office of the Corporation is located at Suite 1810, 1111 west Georgia Street, Vancouver, BC, V6E 4M3.

General Development of the Business

History

The Corporation was first listed as a CPC and, since its incorporation, has not carried on any business or operations. Prior to its IPO, the Corporation raised \$100,000 in seed capital by issuing 1,000,000 Common Shares.

On April 19, 2016, the Issuer completed its IPO of 1,000,000 Common Shares at an issue price of \$0.20 per Common Share for proceeds of \$200,000. The Common Shares were listed for trading on the Exchange on April 19, 2016 under the symbol "HU.P". On March 29, 2019, the Corporation completed a private placement of 500,000 Common Shares at an issue price of \$0.25. Since the completion of the IPO, the Corporation has only engaged in the business of identifying and evaluating businesses or assets with a view to completing a CPC Qualifying Transaction.

On August 8, 2018, as a result of not completing a qualifying transaction within those time limits prescribed for CPC companies, the Corporation applied to the TSX Venture Exchange to transfer its listing to the NEX Board. The application to transfer its listing to the NEX Board was accepted by the TSX Venture Exchange and on August 8, 2018 the transfer was effective.

On September 12, 2018, the Corporation announced that it intended to complete a qualifying transaction with a proposed acquisition of Nano Graphene Inc. dba GrapheneCA (the "Nano QT").

On September 19, 2019, the Corporation announced that it would not be proceeding with the Nano QT.

Qualifying Transaction

Pursuant to the Definitive Agreement, the Corporation has been granted the Option to acquire up to a ninety (90%) percent interest in and to the Mohave Gold Project. *See "Mohave Gold Project - Property Agreements"*.

On the date of the announcement of the Qualifying Transaction, the Discounted Market Price of the Common Shares was \$0.08 per Common Share (as the closing trading price prior to the announcement was \$0.105 per Common Share)

Following Completion of the Qualifying Transaction, it is anticipated that the Corporation will be listed on the Exchange as a Tier 2 mining issuer.

Financing

In connection with the Qualifying Transaction, the Corporation intends to complete the Concurrent Financing, consisting of the sale of 11,875,000 units (the "Units") at a price of \$0.08 per units for gross proceeds of \$950,000. Each Units is comprised of one Common Share and one share purchase warrant (the "Warrants") exercisable for a period of one (1) year at an exercise price of \$0.12.

The proceeds of the Concurrent Financing will be used to satisfy the Corporation's obligations under the Definitive Agreement, to advance the exploration of the Mohave Gold Project, and for working capital purposes, including to conduct due diligence reviews on additional properties should the Corporation pursue the acquisition of such additional properties (which is not contemplated at this time).

The Common Shares offered under the Concurrent Financing have not been registered under the U.S. Securities Act of 1933, as amended, or applicable state securities laws, and may not be offered or sold to persons in the United States absent registration or an exemption from such registration requirements.

No agent fees, options, discounts or commissions or finder's fees are payable in connection with the Concurrent Financing.

Selected Consolidated Financial Information and Management's Discussion and Analysis

Information from Inception

Since incorporation, the Corporation has had no active commercial operations and incurred expenditures primarily related to identifying potential CPC Qualifying Transactions, Exchange listing and filing requirements, legal and audit services, office facilities, and administrative services.

The following table sets forth selected financial information of the Corporation for the periods indicated. This table should be read in conjunction with the annual financial statements of the Corporation for the year ending August 31, 2019 and the interim financial statements of the Corporation for the nine month period ending May 31, 2020, and the notes thereto, which are set forth in the schedules to this Filing Statement.

	Nine Months Ended May 31, 2020	Year Ended Aug. 31, 2019	Year Ended Aug. 31, 2018	Year Ended Aug. 31, 2017	Year Ended Aug. 31, 2016	Year Ended Aug. 31, 2015
Total Expenses	\$45,228	\$62,346	\$44,894	\$50,273	\$133,234 ⁽¹⁾	\$4,041 ⁽²⁾
Amounts Deferred in Connection with the Transaction	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil

(1) The higher total expenses reflects that the Corporation's listing took place during this financial year end.

(2) The lower expenses reflect that the Corporation did not complete a full financial year.

Financial statements have been prepared in accordance with IFRS and all amounts included therein and in the Management's Discussion and Analysis are in Canadian dollars unless otherwise specified.

Management's Discussion and Analysis

Please refer to *Schedule "D"* for the management's discussion and analysis of the financial condition and results of operations of the Corporation for the nine-month period ended May 31, 2020, which should be read in conjunction with its interim financial statements for the same period, included as *Schedule "C"*.

Please refer to *Schedule "B"* for the management's discussion and analysis of the financial condition and results of operations of the Corporation for the year ended August 31, 2019, which should be read in conjunction with its annual financial statements for the same period, included as *Schedule "A"*.

In the event that the Completion of the Qualifying Transaction does not occur, the Corporation would have limited financial ability to pursue another Qualifying Transaction.

Description of the Securities

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value. As of the date of this Filing Statement 2,075,000 Common Shares are issued and outstanding as fully paid and non-assessable.

The holders of Common Shares are entitled to receive notice of and attend all meetings of the shareholders of the Corporation and are entitled to one vote at such meetings in respect of each Common Share held. In the event of the liquidation, dissolution or winding-up of the Corporation, the holders of Common Shares are entitled to share ratably the assets of the Corporation. There are no pre-emptive rights, dividend rights, conversion or exchange rights, sinking or purchase fund provisions, provisions affecting the issuance of additional Common Shares, or provisions requiring shareholders to make additional capital contributions.

Upon completion of the Qualifying Transaction, it is expected that there will be 13,950,000 Common Shares issued and outstanding together with 11,875,000 Warrants outstanding.

Stock Option Plan

On October 8, 2015, the Corporation's Board of Directors adopted a stock option incentive plan (the "Option Plan") pursuant to which it may from time to time, in its discretion and in accordance with the TSX Venture Exchange (the "Exchange") requirements, grant to "Eligible Persons" (as defined in the Option Plan) non-transferable options to purchase Common Shares exercisable for periods of up to 10 years from the date of grant. A number of changes were made to the Option Plan effective October 8, 2020 to update the plan for certain regulatory requirements.

The Option Plan was accepted by the Exchange concurrent with Exchange approval of listing of the Corporation's Common Shares on the Exchange.

For so long as the Corporation has not completed a Qualifying Transaction, the Option Plan provides that: (i) persons eligible to be granted Options under the Option Plan are restricted to the Corporation's directors, officers or technical consultants (where permitted by applicable securities laws); (ii) the number of Common Shares reserved for issuance under the Option Plan and Common Shares reserved for issuance under any other share compensation arrangement granted or made available by the Corporation from time to time may not exceed in aggregate 10% of the aggregate number of Common Shares issued and outstanding upon completion by the Corporation of its initial public offering; and (iii) the Option Plan is not subject to annual approval by the Corporation's shareholders as it does not reserve for issuance under the Option Plan Common Shares in excess of 10% of the Corporation's issued and outstanding Common Shares and is not at the present time a 10% rolling plan.

Subsequent to Completion of the Qualifying Transaction under the policies of the Exchange, the Option Plan provides that:

(i) persons eligible to be granted Options under the Option Plan include any director, executive officer, employee, consultant, investor relations person or management company employee of the Corporation or any affiliate of the Corporation;

- (ii) the number of Common Shares reserved for issuance under the Option Plan and Common Shares reserved for issuance under any other share compensation arrangement granted or made available by the Corporation from time to time may not exceed in aggregate such number of Common Shares as is equal to 10% of the Corporation's Common Shares issued and outstanding at the time of a grant (i.e. a 10% rolling stock option plan); and
- (iii) the Option Plan must be approved by the Corporation's shareholders and submitted to the Exchange for approval on an annual basis.

Further, for so long as the Corporation has not completed Completion of its Qualifying Transaction, the number of Common Shares reserved for issuance to any individual director or officer cannot exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares.

If an option holder does not carry on as a director, officer or technical consultant of Issuer upon Completion of the Qualifying Transaction, then such option holder's options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement is by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

Any Common Shares acquired pursuant to the exercise of options prior to Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Exchange issues its Final Bulletin in connection with Completion of the Qualifying Transaction.

The Option Plan provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion or exchange of the Common Shares of the Corporation.

Our Board of Directors may, at their discretion at the time of any grant, impose a schedule over which period of time the options will vest and become exercisable by the optionee.

The exercise price of options granted under the Option Plan will be determined by the Board of Directors, but the exercise price must not be less than the Fair Market Value (as such term is defined in the Option Plan) of the option shares on the date of grant of the option.

As the Common Shares of the Corporation are listed on the Exchange, the Fair Market Value (as such term is defined in the Option Plan) is the lowest price permitted by the Exchange. Subsequent to Completion of the Qualifying Transaction:

- (i) Any options granted pursuant to the Option Plan will terminate the 90th day after the option holder ceases to act as a director, officer or employee of, or consultant to, the Corporation or any of its affiliates, unless such cessation is on account of death, disability or termination of employment with cause. If such cessation is on account of disability or death, the options terminate on the first anniversary of such cessation, and if it is on account of termination of employment with cause, the options terminate immediately. Options granted to a person who is engaged in investor relations activities for the Corporation will terminate on the 30th day after the person ceases to be employed to provide investor relations activities;
- (ii) Options to acquire more than 2% of the issued and outstanding Common Shares of the Corporation may not be granted to any one consultant in any 12-month period and options to acquire more than an aggregate of 2% of the issued and outstanding Common Shares of the Corporation may not be granted to persons employed to provide investor relations activities in any 12-month period;
- (iii) Options granted to any one individual in any 12-month period to acquire Common Shares representing more than 5% of the issued and outstanding Common Shares of the Corporation require approval by the Corporation's disinterested shareholders. Disinterested shareholder approval is also required on an annual basis if the aggregate number of Common Shares reserved for issuance under stock options granted to

insiders (as a group) could at any point in time exceed 10% of the Corporation's issued Common Shares at the time of grant; (iv) Subject to the approval of any stock exchange on which the securities of the Corporation are then listed, the Board of Directors may terminate, suspend or amend the terms of the Option Plan, provided that the Board of Directors may not do any of the following without obtaining, within 12 months either before or after the adoption by the Board of Directors of a resolution authorizing such action, shareholder approval, and, where required, disinterested shareholder approval as contemplated by the policies of the Exchange, or by the written consent of the holders of a majority of the securities of the Corporation entitled to vote: (a) increase the aggregate number of Common Shares of the Corporation which may be issued under the Option Plan; (b) materially modify the requirements as to the eligibility for participation in the Option Plan that would have the potential of broadening or increasing insider participation; (c) add any form of financial assistance or any amendment to a financial assistance provision that is more favourable to participants under the Option Plan; and (d) materially increase the benefits accruing to participants under the Option Plan. However, the Board of Directors may amend the terms of the Option Plan to comply with the requirements of any applicable regulatory authority without obtaining shareholder approval, including: (a) amendments to the Option Plan of a housekeeping nature; (b) a change to the vesting provisions of a security or the Option Plan; and (c) a change to the termination provisions of a security or the Option Plan which does not entail an extension beyond the original expiry date.

Prior Sales

Prior Sales

Since the date of incorporation of the Corporation to the date of this Filing Statement, the Corporation has issued Common Shares (none of which were issued to non-arm's length parties of the Corporation) as follows:

Date of Issuance	Quantity	Issue Price per Common Share	Aggregate Issue Price	Form of Consideration
July 5, 2015 ⁽¹⁾	900,000	\$0.10	\$90,000	Cash
August 31, 2015 ⁽¹⁾	100,000	\$0.10	\$10,000	Cash
April 19, 2016	1,000,000	\$0.20	\$200,000	Cash
August 8, 2018 ⁽²⁾	-500,000	-	-	-
January 11, 2017	22,125	\$0.20	\$4,425	Cash from Warrant Exercise
April 16, 2018	52,875	\$0.20	\$10,575	Cash from Warrant Exercise
March 29, 2019	500,000	\$0.25	\$125,000	Cash
Closing of Qualifying Transaction ⁽³⁾	11,875,000	\$0.08	\$950,000	Cash
Total	13,950,000	-	\$1,390,000	-

Notes:

- (1) All Common Shares sold at a price of \$0.10 are held in escrow in accordance with Exchange Policy. See "*Information Concerning the Resulting Issuer - Escrowed Securities*".
- (2) An aggregate of 500,000 Common Shares were cancelled due to failure to complete a CPC Qualifying Transaction in the 2 year time period.
- (3) Common Shares issued pursuant to the Concurrent Financing.

Stock Exchange Price

Common Shares of the Corporation are listed on the Exchange under the symbol “HU.P” and commenced trading on April 21, 2016 (“**Listing Date**”). The following table sets forth trading prices and volumes on a monthly basis for the current quarter and the preceding quarter and on a quarterly basis for the seven quarters prior to those months:

Month / Quarter ⁽¹⁾	High (\$)	Low (\$)	Volume
June, 2020	0.105	0.105	
May, 2020	0.17	0.105	4,000
April, 2020	0.17	0.17	-
March, 2020	0.17	0.17	-
Quarter Ending February 28, 2020	0.17	0.17	-
Quarter Ending November 30, 2019	0.17	0.17	-
Quarter Ending August 31, 2019	0.17	0.17	-
Quarter Ending May 31, 2019	0.17	0.17	-
Quarter Ending February 28, 2019	0.17	0.17	-
Quarter Ending November 30, 2018	0.17	0.17	2,500
Quarter Ending August 31, 2018	0.20	0.20	-

(1) The Corporation's shares did not trade in July, August, September or October, 2020 as trading was halted in June, 2020 in connection with the Transaction.

The trading of shares in the Corporation was halted voluntarily prior to the open of trading on June 11, 2020. The Corporation's shares remain halted as of the date of this Filing Statement. It is anticipated that the Common Shares will resume trading on the Exchange after Completion of the Qualifying Transaction.

Arm's Length Transactions

The proposed Transaction was negotiated by the parties dealing at arm's length with each other. Consequently, approval of the proposed Transaction by the shareholders is not required under the policies of the Exchange.

Legal Proceedings

The Corporation is not currently a party to any actual or pending legal proceedings, nor is the Corporation currently contemplating any legal proceedings, which are material to its business or of which any of its assets are likely to be subject.

Auditor, Transfer Agents, and Registrars

Auditor

The auditor of the Corporation is Dale Matheson Carr-Hilton Labonte LLP of Suite 1500 - 1140 West Pender Street, V6E 4G1.

Transfer Agent and Registrar

The registrar and transfer agent of the Common Shares of the Corporation is Computershare Investor Services Inc., 3rd Floor - 510 Burrard Street, Vancouver, British Columbia V6C 3B9

Material Contracts

The following are the material contracts of the Corporation that are in effect as of the date of this Filing Statement:

- (a) CPC Escrow Agreement dated as of November 26, 2015 between the Corporation, the Escrow Agent and certain shareholders of the Corporation.
- (b) Value Escrow Agreement dated as of October 26, 2020 between the Corporation, the Escrow Agent and the purchasers under the Concurrent Financing including the Principals of the Resulting Issuer that participated in the Concurrent Financing. See “*Escrowed Securities*”.
- (c) Incentive Stock Option Plan dated as of October 8, 2015. See “*Stock Option Plan*”.
- (d) Definitive Agreement dated July 4, 2020, as amended October 7, 2020, between the Corporation and other parties. See “*Information Concerning the Issuer - General Development of the Business - History - Qualifying Transaction*”.

Copies of these agreements will be available for inspection at the office of the Corporation at Suite 1740 - 1177 West Hastings Street, Vancouver, BC V6E 2K3 during ordinary business hours until Completion of the Qualifying Transaction and for a period of 30 days thereafter.

INFORMATION CONCERNING THE SIGNIFICANT ASSETS

Definitive Agreement and Business Objectives

The Corporation entered into the Definitive Agreement effective July 4, 2020. The Definitive Agreement provides for the Corporation to acquire an interest in the Mohave Gold Project.

The Corporation’s interest in the Mohave Gold Project represents the Corporation’s sole material property.

The Corporation's primary business objective following Completion of the Qualifying Transaction is to carry out the exploration activities on the Mohave Gold Project in accordance with the recommendations contained in the Technical Report

The Mohave Gold Project

Filing of NI 43-101F1 Technical Report

The Technical Report was prepared in accordance with the requirements of NI 43-101 and as prescribed by Form 43-101F1 by independent geologist Robert Johansing, BSc. Geology, MSc. Economic Geology (the “**Technical Report Author**”). The Technical Report was commissioned by the Corporation and is intended to support a Qualifying Transaction for public listing on the Exchange. The Technical Report Author is a “qualified person” or QP as that term is defined in NI 43-101.

The following information regarding the Mohave Gold Project has been summarized from and is qualified in its entirety by the Technical Report. The disclosure in this Filing Statement has been prepared with the consent of the Technical Report Author and in most cases, is a direct extract from the Technical Report, a copy of which is available under the Corporation's profile on the SEDAR website at www.sedar.com.

Property Description and Location

The Mohave Gold Project is located about 40 miles northwest of Kingman, Arizona, and is accessed via Arizona State Route 93 by traveling about 40 km (25 miles) north from Kingman, Arizona and then 19 km

(12 miles) west on county maintained Cottonwood Road to the Mohave Gold Project (Figures 1 and 2). The Mohave Gold Project area is located in the Mount Perkins 7.5' topographic quadrangle map, Mohave County, Arizona within portions of Sections 20-21, 27-29, 32-34, Township 25 North, Range 21 West, and Sections 4 and 5, Township 24 North, Range 21 West Gila and Salt River Baseline and Meridian.

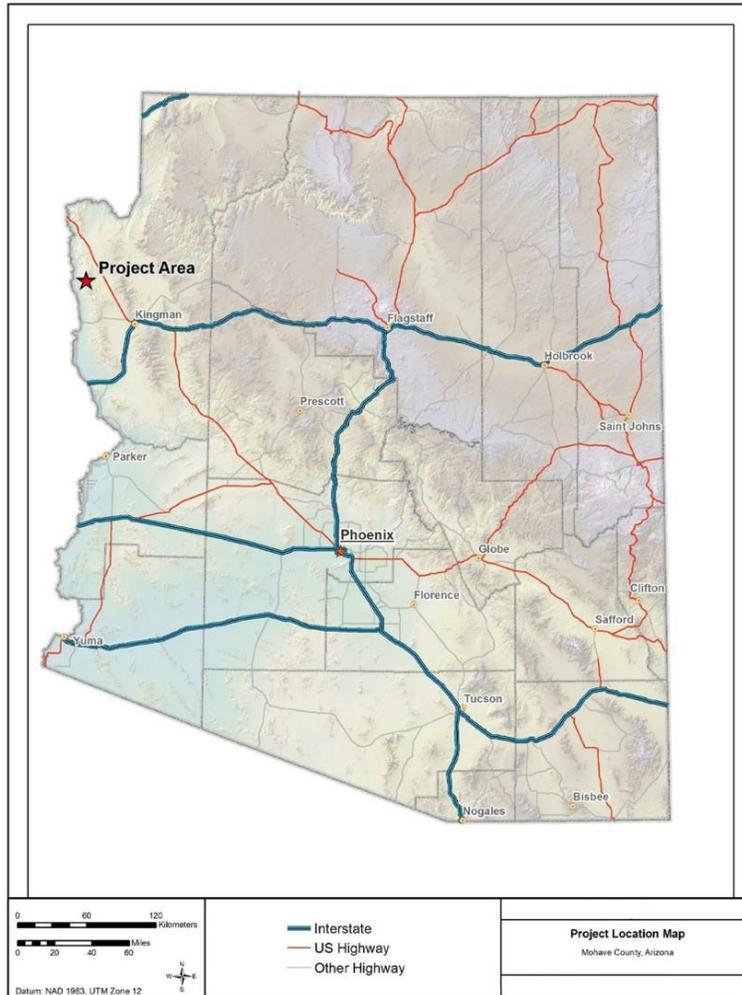


Fig. 1 Location of the Mohave Gold Project, Arizona.

The area within the Mohave Gold Project boundary consists of about 1,177 Ha (2,908 acres) of public lands which are administered by the BLM Kingman Field Office. The lands controlled by M3 Metals Nevada consist of 149 lode claims and 11 mill site claims. All listed claims controlled by M3 Metals Nevada are valid through August 31, 2020, at which time their validity can be extended by payment of annual fees of \$165 US per claim, a total of \$26,400 US. The claims fees payment was made on August 8, 2020.

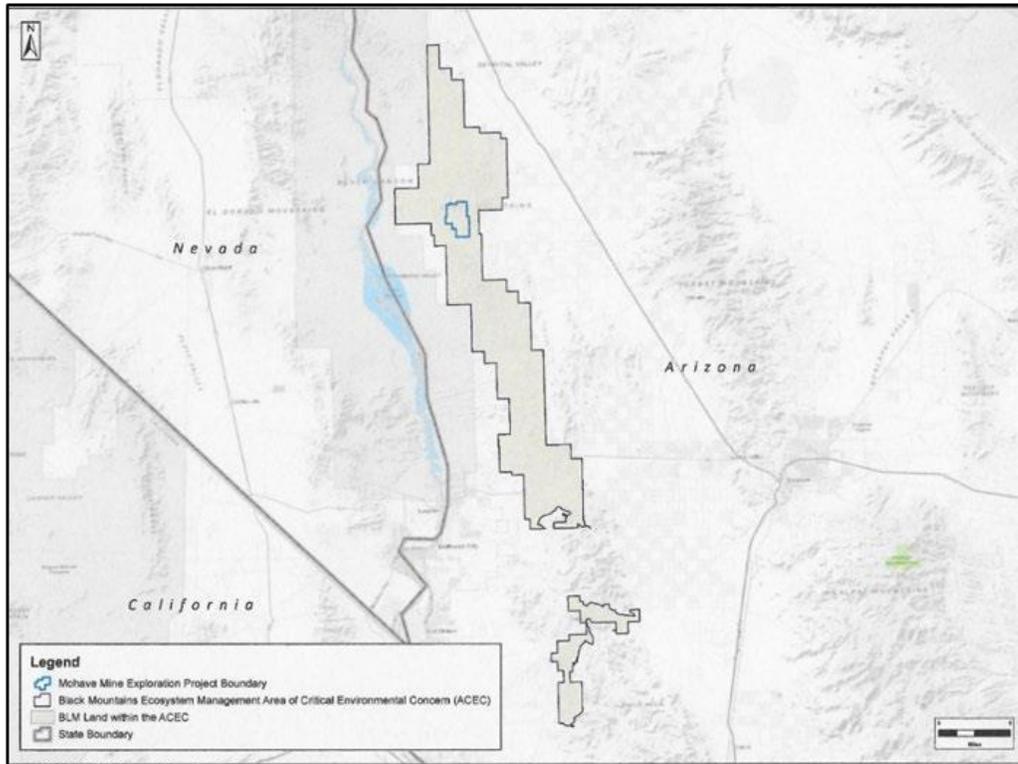


Figure 2. Mohave Gold Project site map showing land status and project boundary (in blue).

Within the Mohave Gold Project boundary, the Issuer has designated a specific exploration program within geologic target areas that will fully contain the proposed disturbance being permitted (Figures 2 and 4) via an Environmental Plan of Operations (EPO).

Exploration work will include new road building, rehabilitation of existing roads, drilling (core and RC) and other exploration activities. The main permit required for this work is the EPO. M3 Metals Nevada submitted an EPO to the BLM in Q1, 2020 and subsequently the BLM requested the completion of additional environmental baseline studies. These studies are in progress and the revised EPO is planned to be submitted to BLM in Q4, 2020. As the permitting process is well advanced, the Issuer is planning to continue the process with the same EPO.

The Project is located entirely on public land administered by the U.S. Department of the Interior, Bureau of Land Management, Kingman Field Office (BLM). Figure 4 shows three (3) non-contiguous geologic target areas (Golden Door, Klondyke, and Dixie Queen), a laydown and/or storage area, plus access corridors (existing roads) within the Project Boundary that form the basis of the EPO disturbance and operational limits. The three geologic targets and the laydown area encompass about 375 Has (926 acres) and the access corridors encompass about 35.6 Has (88 acres; 11.6 km (38,058 feet) long x 30.5 meters (100 feet) wide) for a total area of about 410 Has (1,014 acres). These areas are collectively referred to as the Environmental Baseline Study Area (EBSA), which will be surveyed in its entirety for potentially affected natural resources as determined by the BLM (McGinley & Associates, 2020; Figure 4).

The information from these studies, performed by McGinley & Associates, will be used in the analysis required by the National Environmental Policy Act (NEPA). The entire Project is within the Black Mountain Area of Environmental Concern (ACEC) (see Fig. 3), which is 46,232 Ha (114,242 acres) in size. The ACEC is primarily managed for desert bighorn sheep (*Ovis canadensis nelsoni*), wild burros, Cerbat beardtongue (*Penstemon bicolor* var. *roseus*), and several historic and prehistoric sites. Under BLM

regulations, any level of new disturbance within an ACEC requires a plan of operations and impact analysis pursuant to the NEPA. In order to minimize impacts to the ACEC, prevent any unnecessary or undue degradation, and to avoid any sensitive natural resources under the exploration drilling plans, baseline environmental inventories will be conducted throughout the entire 410.4 Ha (1,014-acre) EBSA. This baseline information will be submitted to the BLM for completeness review prior to conducting NEPA and other regulatory analyses. Disturbance will occur in phases, depending on drilling results. The Phase I exploration program is presented in detail in the EPO (Revision 1, April 28, 2020). In order to follow up on positive drilling results, M3 Metals Nevada is proposing to use discrete “work plans” to describe each phase of exploration operations. Once NEPA has been completed for the area of proposed disturbance in the EPO, subsequent phases of exploration will be submitted to BLM for review. After receipt, BLM will review to determine if sensitive natural resources will be avoided or mitigated prior to authorization for the subsequent exploration phases. A Determination of NEPA Adequacy (DNA) will likely be used for the authorization of subsequent exploration phases.

The Project is located in an area which was been explored and mined for gold beginning in the late 1800s and early 1900s; the last known disturbance occurring in the 1990s with mine planning work continuing through 2009 (Figure 4). Extensive disturbance is present throughout the Project area that includes an open pit, underground adits and shafts, waste rock dumps, and exploration-related disturbance. The area was effectively abandoned in 1999 leaving nearly 35.6 Ha (88 acres) of un-reclaimed disturbance within M3 Metals Nevada’s proposed Project boundary.

The EPO for the Project was prepared by M3 Metals Nevada in accordance with BLM surface management regulations. Pursuant to these regulations, the EPO includes descriptions of proposed exploration activities, baseline environmental information, and the associated reclamation of Project disturbance on affected mining claims controlled by M3 Metals Nevada. Exploration activities proposed in the EPO are focused on determining if there is sufficient mineralization contained within the Project to warrant further advanced project development work. Should additional targets be identified outside of the EPO analysis, an amendment to the EPO will be submitted to the BLM.

The main land use at the Mohave Gold Project is grazing and the closest settlement is 13.5km to the west across Lake Mohave in California. Surface rights are controlled by the BLM and there is no private land in the area.

The Mohave Gold Project has been prospected and explored previously and numerous small showings and prospects have been outlined (see Figure 3). The Property was leased from Claude and Ruby Jolls, on October 21, 1982, by Mohave Mines Limited Partnership (Nevada). Combined Metals Reduction Company (CMR) subsequently gained a majority interest in the Partnership which then exercised a purchase option provision in the lease in October, 1992. According to CMR the Mohave Gold Project was 90% advanced toward production in 1994 or 1995 (current facilities and equipment on site from this era) when Larry Atkinson, the CEO of Combined Metals, was ousted by the Board and legal issues with the IRS followed. An additional company formed by Mr. Atkinson, Tesoro Gold Company, began acquiring the assets of CMR in the late 1990s, via stock exchanges and the purchase of a mortgage loan. In 2002, CMR filed for bankruptcy.

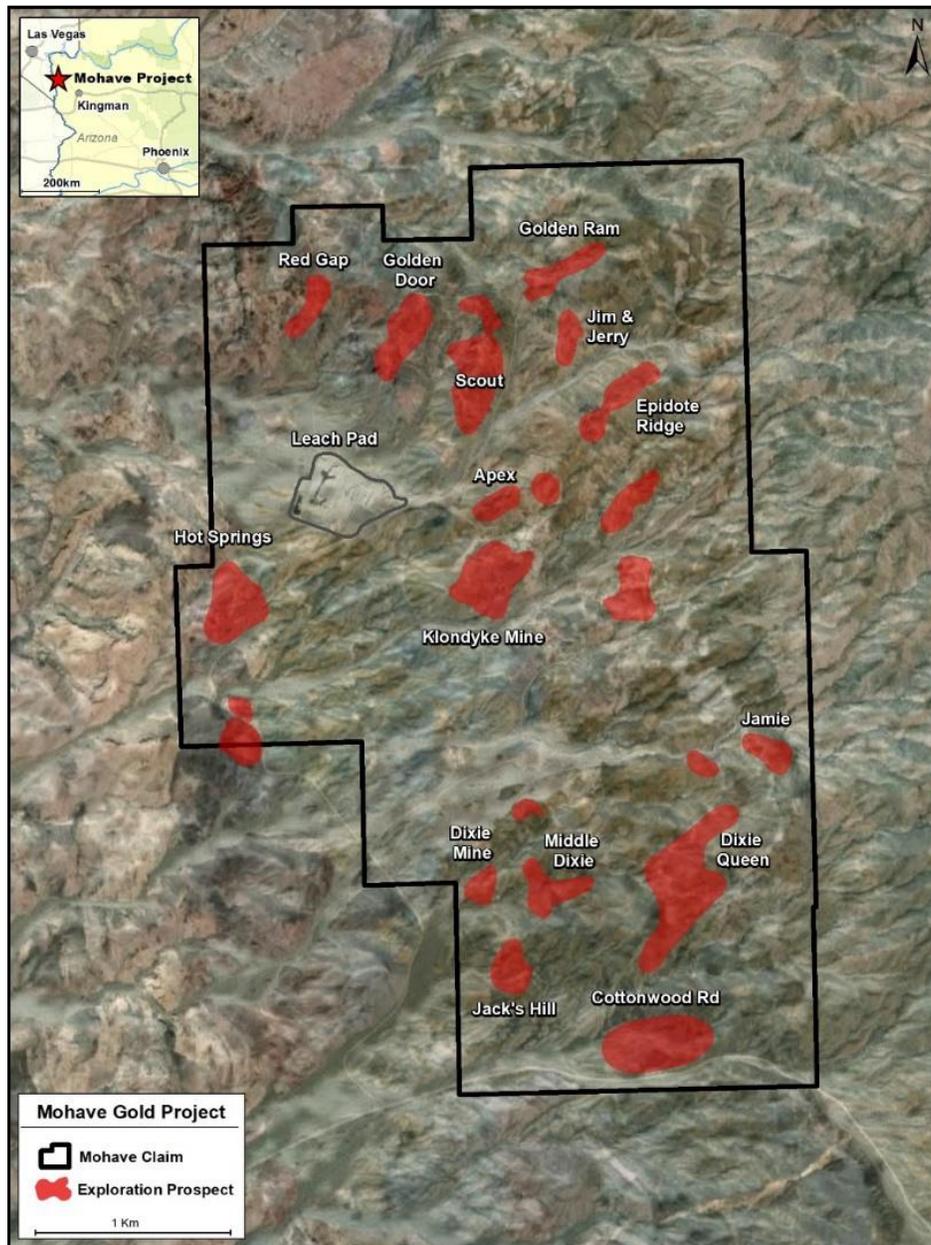


Figure 3 Main prospects at the Mohave Gold Project

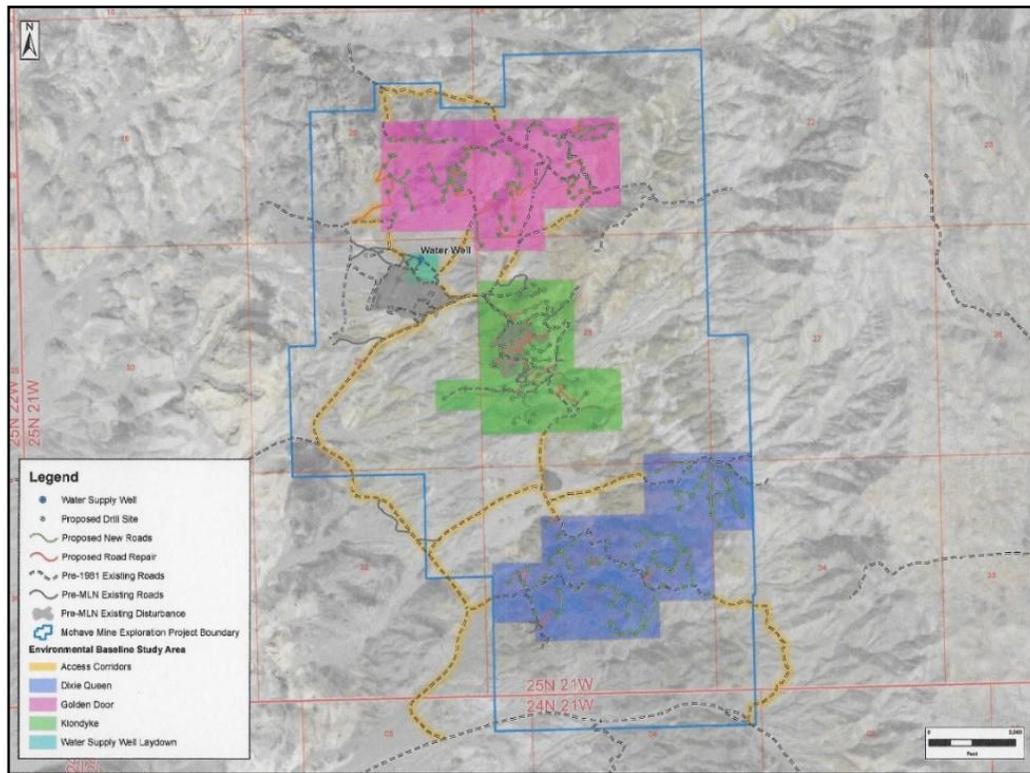


Figure 4. Mohave Gold Project site map showing proposed disturbance (from McGinley & Associates (2020)).

In June, 2004, Tesoro Gold deeded the Mohave Gold Project to Cottonwood Gold Company, a wholly owned subsidiary of Tesoro Gold. In February, 2010, Cottonwood entered into the Amended Mohave Mine Joint Venture Agreement with Windham Resources, Inc., Tesoro Gold Company, Mohave Mines Limited Partnership, and Mohave Partners Limited Partnership. Cottonwood had responsibility, on behalf of the Joint Venture, for the personnel, equipment and management required for developing, mining, processing and further exploring the property, compensation for which was to be paid by the Joint Venture as expenses were incurred. A Plan of Operations for continued work at the Mohave Gold Project in 2015 was prepared along with other permits. In 2017 and 2018, McEwen Mining conducted an extensive rock and soil sampling program over the Mohave Gold Project area but exited due to competing activities.

Property Agreements

The Mohave Gold Project is to be explored within the framework of the Definitive Agreement between the Issuer, its wholly owned Nevada subsidiary Mohave USA Gold Corp. ("Mohave USA"), M3 and the wholly owned Nevada subsidiary of M3, ML Nevada Corp. ("M3 Metals Nevada") executed effective on July 4, 2020 whereby the Issuer and Mohave USA are granted the option (the "Option") to acquire a ninety (90%) percent interest in the Mohave Gold Project. Dollar amounts in the following discussion in Canadian Dollars are denoted by "\$" while dollar amounts denoted by "\$" are in United States Dollars.

To exercise the Option as to a 90% right, title and interest in and to the Mohave Gold Project, the Issuer and Mohave USA must:

- (a) Pay to M3 Metals Nevada the sum of \$300,000 upon closing;
- (b) Pay to M3 Metals Nevada the sum of \$400,000 on the eighteen month anniversary of the Definitive Agreement;

- (c) Pay to M3 Metals Nevada the sum of \$400,000 on the second anniversary of the Definitive Agreement;
- (d) On or before the third anniversary of the Definitive Agreement pay to M3 or to M3 Metals Nevada (at M3's option) \$2million which payment may, at the Issuer's option, be made up to fifty (50%) percent in shares of the Issuer based on those shares' Market Price (as that term is defined in the Definitive Agreement) on the date of their issuance;
- (e) On or before the third anniversary of the Definitive Agreement, make \$1million in aggregate exploration expenditures on the Mohave Gold Project;
- (f) On or before the fourth anniversary of the Definitive Agreement pay to M3 or to M3 Metals Nevada (at M3's option) \$3million which payment may, at the Issuer's option, be made up to fifty (50%) percent in shares of the Issuer based on those shares' Market Price on the date of their issuance; and
- (g) On or before the fourth anniversary of the Definitive Agreement, make an additional \$2million in exploration expenditures (for a total of at least \$3million) on the Mohave Gold Project. **If the Issuer elects to issue the shares as described in (d) or (f) above, it must first obtain Exchange approval to such an issuance.**

Upon having made the payments and the exploration expenditures above and provided that Mohave USA has fully maintained the Underlying Agreement (as described below) in good standing and exercised the Underlying Option (as described below), Mohave USA will have exercised the Option as to a ninety (90%) percent right, title and interest in and to the Mohave Gold Project.

The Option and the Definitive Agreement are conditional upon regulatory approval and upon the Issuer concurrently closing other transactions.

Upon earning a ninety (90%) interest in the Mohave Gold Project, the Issuer and M3 will form a joint venture. The interest of M3 in this joint venture will be a carried interest until such time as the Issuer has completed a feasibility study on the Mohave Gold Project.

No payments or expenditures have been made under the Definitive Agreement by the Issuer to date.

The Definitive Agreement was amended effective August 30, 2020 to extend the time the parties had to close the Transaction from August 31, 2020 to November 30, 2020.

The Definitive Agreement was amended effective October 7, 2020 to extend the date the date of payment of (b) above from fifteen months to eighteen months.

The Underlying Agreement

On September 21, 2019, M3 Metals Nevada, DDS Resources LLC ("DDS") and Mohave Mine Partnership LLC ("MM") (DDS and MM being, collectively, the "Vendors") entered into a mineral property option agreement, the Underlying Agreement. In the Underlying Agreement, the Vendors grant to M3 Metals Nevada the sole and exclusive right and option (the "Underlying Option") to acquire 100% of the Vendors' interest, being a one-hundred (100%) percent beneficial right, title and interest in and to the Mohave Gold Project, free and clear of any and all encumbrances, in consideration of the making of certain exploration expenditures (the "Expenditures") and certain payments to the Vendors (and to another party, Desert Ventures Inc., a finder defined herein as "DV" or the "Finder"). The Vendors and the Finder are all arm's length parties to the Resulting Issuer.

To date, M3 Metals Nevada has paid to the Vendors and Finder a total of USD\$50,000 under the Underlying Agreement. The following expenditures and payments (unless otherwise specified) remain to be made in order for M3 Metals Nevada to exercise the Underlying Option:

Expenditures:

- (ii) USD\$50,000 in expenditures (which have been made) by M3 Metals Nevada on or before the Payment

Commencement Date (which term means the earlier of: (i) the receipt of BLM approval of an EPO permit; and (ii) eighteen (18) months after the Effective Date (September 21, 2019) provided that the Payment Commencement Date cannot be less than twelve (12) months from the Effective Date;

- (ii) M3 Metals Nevada is to make \$200,000 in additional expenditures (for total aggregate expenditures of USD\$250,000) after the Payment Commencement Date but on or before the date of the Third Payment;
- (iii) USD\$300,000 in additional Expenditures (for total aggregate Expenditures of USD\$550,000) after the date of the Third Payment but on or before the date of the Fourth Payment;
- (iv) USD\$350,000 in additional Expenditures (for total aggregate Expenditures of USD\$900,000) after the date of the Fourth Payment but on or before the date of the Fifth Payment; and
- (v) USD\$400,000 in additional Expenditures (for total aggregate Expenditures of USD\$1,300,000) after the date of the Fifth Payment but on or before the date of the Final Payment.

Payments:

M3 Metals Nevada will also make the following cash payments (collectively, the "Cash Payments"):

- (iii) On or before that day which is ten (10) days after the Payment Commencement (Date), the sum of USD\$75,000 payable as follows: USD\$23,512.50 to MM, USD\$47,737.50 to DR and USD\$3,750.00 to DV (the "Second Payment");
- (iv) On or before that day which is ten (10) days after the first anniversary of the Payment Commencement Date, the sum of USD\$100,000 payable as follows: USD\$31,350.00 to MM, USD\$63,650.00 to DR and USD\$5,000.00 to DV (the "Third Payment");
- (iii) On or before that day which is ten (10) days after the second anniversary date of the Payment Commencement Date, the sum of \$150,000 payable as follows: USD\$47,025.00 to MM, USD\$95,475.00 to DR and USD\$7,500.00 to DV (the "Fourth Payment");
- (iv) On or before that day which is ten (10) days after the third anniversary date of the Payment Commencement Date, the sum of USD\$200,000 payable as follows: USD\$62,700.00 to MM, USD\$127,300.00 to DR and USD\$10,000.00 to DV (the "Fifth Payment"); and
- (v) On or before that day which is ten (10) days after the fourth anniversary date of the Payment Commencement Date, the sum of USD\$3,000,000 payable as follows: USD\$527,250.00 to MM, USD\$2,322,750.00 to DR and USD\$150,000.00 to DV (the "Final Payment").

Upon the payment of the USD\$3,000,000 Final Payment above, M3 Metals Nevada agrees that in the Underlying Agreement that it will grant a royalty which will be a 1.5% net smelter royalty to the Vendors and DV payable as follows: 71.25% to DR, 23.75% to MM and 5% to DV.

Upon M3 Metals Nevada making all of the payments and expenditures above, the Underlying Option will be deemed to be exercised as to a one-hundred (100%) percent right title and interest to the Mohave Gold Project without any further action by the parties and all claims associated with the Mohave Gold Project will be deemed to be quitclaimed to M3 Metals Nevada by the Vendors, whether or not all necessary steps have been performed.

Environmental Liabilities and Permitting

To the best of the Technical Report Author's knowledge there are no existing environmental liabilities on the Mohave Project. Previous mine workings are limited in extent and there are no obvious waste dumps in the area. The Technical Report Author encountered no obvious environmental concerns during the literature review or site visit. To the Technical Report Author's knowledge, no mineral processing involving chemicals has been undertaken on the property. Many of the drill sites created previously have been washed clean of cuttings by high rainfall during seasonal downpours.

To the Technical Report Author's knowledge, no mineral exploration permits or surface right holder

agreements were current at time of writing. The Corporation will be required to negotiate land access agreements with surface rights holders and must also apply for work permits to conduct mechanized exploration activities at the Mohave Project.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The general location of the Property is indicated on Figures 1 and 2. The Property may be reached, via U.S. Highway 93, by traveling approximately 2 hours southward from Las Vegas, Nevada or about 1¼ hour northward from Kingman, Arizona. Access from Kingman is as follows: Travel U.S. 93 northward, from I-40 at the west Kingman exit, 40 km towards Las Vegas to the Cottonwood Road sign; turn left (west) on the County maintained, dirt and gravel road for 4.8 km, and continue via the right fork westward towards Lake Mohave for a total of 21 km from the highway; and follow the main road a further 3.7 km into the historic mine infrastructure.

Elevations range from about 670 m to 1,160 m above sea level, and the topography is moderately rugged to severe. The climate is arid, with summertime temperatures commonly in the 38° to 49° C range and wintertime temperatures commonly in the 2° to 21° C range; freezing nighttime temperatures and modest snowfall are usually of short duration. Annual rainfall might total 6 inches during the winter and the summer "monsoon season". Vegetation consists of desert mesquite, creosote, cat's claw, barrel cactus, prickly pear cactus, beaver tail cactus, choya, yucca, occasional juniper trees, and other similar vegetation typical of the Mohave Desert region.

Small surface springs are seasonal, and the numerous washes occasionally run small to large volumes of water following heavy rainstorms. An adequate supply of ground water is present at shallow depths, ranging from approximately 15 m to 24 m below the surface, as demonstrated by pumping tests from the two production wells near the plant site. The hydrologic gradient approximately parallels the average topography westward towards Lake Mohave. In addition to the production wells, three monitor wells are in place to detect any leaks from the leach pad area. Diesel powered electric generators will supply power.

An adequate supply of labor is available from Kingman as well as several small rural communities surrounding the Project area. For an exploration program, all consumable supplies are available in Kingman as well as a broad selection of hotels and restaurants. The Mohave County administrative building and BLM offices are also located in Kingman.

History

The Mohave Gold Project has a long history of exploration and small scale mining dating back to 1865. The Project history has been divided into two main stages, pre-1974 and post 1974 reflecting the onset of modern exploration in 1974.

History: Pre-1974

Production from the Mohave Gold Project is poorly documented because the periodic mining operations were by individual owners, lessees, and small companies mining near surface mineralization from many different areas which was then shipped to custom mills for processing. However, a considerable amount of this historical data has been researched and compiled by M3 and the Company is summarized below.

Gold was known to be present in the region in 1865 when soldiers from Fort Mohave prospected the area, however, conflicts with Native Americans in the area prevented serious prospecting until the 1890s. Gold was discovered at the Dixie Queen mine in 1894, but the first production in the district may have been from the Klondyke and North Klondyke (Apex 2) mines in 1898. The Klondyke mine was developed on two

levels and the Gatewon glory hole, and the North Klondyke (between the Klondyke and the Apex zones; Figure 3) was developed from the Gracey tunnel. Ore was stoped to the surface in both of these mines. It is believed that approximately 4,500 tons averaging 19 g/t Au were processed at a steam-driven, five stamp mill and amalgamation plant located about 9.7 km west to the west and 0.8 km east of the Colorado River. Approximately 3,000 tons of tailings, which assayed about 12 g/t Au were subsequently processed with cyanide in the Chloride district, about 42 km southeast of the mine area. In 1935, a lessor shipped about 1,500 tons averaging 23 g/t Au and 93 g/t Ag to the Tom Reed mill in Oatman.

A 1930 report by E. Ross Housholder, a registered professional engineer, indicates the ore may have averaged about 12.75 g/t Au and 20 g/t Ag over an average mining width of 1.7 m.

The Red Gap mine (Figure 3) was discovered in 1904 as a result of following float up-slope from the Colorado River. It was developed through 4 main tunnels. There is no known record of production but a newspaper account in 1907 placed the ore grade at about 10 g/t Au. A one ton "test shipment" from the No. 2 tunnel in 1926 was reported to have assayed 85 g/t Au and 498 g/t Ag, and 8 tons shipped in 1927 assayed approximately 45 g/t Au. "A few small shipments" made by lessees in 1933 and 1934 averaged about 9 g/t Au. The 25 ton per day Golden Door mill, located about 13 km west and 1.6 km from the Searchlight Ferry (pre-Lake Mohave), included a flotation cell, sluice box, and amalgamation plates; in 1936 about 250 tons of tailings remained at the site. It is unclear from the records whether this mill is the same as that utilized by the Klondyke mine, and this area is now flooded by Lake Mohave.

The Golden Door open pit mine (Figure 3) apparently produced about 20,000 tons averaging 7 g/t Au over a thickness ranging 0.61 m to 2.45 m. This production occurred prior to closure by Federal Law 208, which terminated all nonessential mining in the United States during World War II. Shipments were made to the Producers Mill at Chloride circa 1941. There may have been some production as late as 1949.

The Dixie Queen mine was developed on 3 levels by a 30.5 m shaft, a decline, and adit entries from the surface. Some 4,000 tons were reportedly produced which averaged about 23 g/t Au. Approximately 880 tons averaging 13 g/t Au were shipped to the Producers mill, possibly during the period 1927-1931. Lessors shipped the old tailings, which averaged about 7 g/t Au, to the Producers mill during the period 1933-1934. A study of old underground maps (most of the workings are presently inaccessible due to water) indicates that at least 5,300 tons were mined.

Other mines with unknown past production are the Scout, Jim and Jerry, and Apex in the northern portion of the property, and the Middle Dixie and Dixie Gold mines in the southern portion (Figure 3). In addition, small shipments were probably made from numerous other mines and prospect areas such as the Jamie, Ringboldt, Jack's Hill, and Cottonwood Road areas in the southern portion of the property. Some ore was apparently treated on site, such as at the Dixie Queen and Dixie Gold mines, and some was treated at the two mills on the Colorado River. Shipments to Chloride, Oatman, and Mineral Park are documented, and some ore may have been shipped to the Pilgrim and to the Catherine custom mills to the south. At least some of these mines apparently operated periodically until forced to close by the Federal Law 208.

History: 1974 to Present

Modern exploration in the district began in 1974 when Cypress Resources Ltd. completed surface sampling and 39 air track and rotary drill holes to test for extensions of the Klondyke, Golden Door, and Jim & Jerry mines. Hesca Resources Corporation Ltd. acquired the property based upon the Cypress results, and from 1979 to 1982 they collected a total of 1,349 surface and underground samples, did a limited amount of geologic mapping, and drilled 14 core and 147 rotary holes. At that time, Hesca apparently didn't control the entire property, and in 1981 Black Mist Resources Ltd. drilled 47 reverse circulation holes.

In 1982, Combined Metals confirmed the prior exploration results and potential of the Property which

provided the foundation for future activities on the Project.

Cottonwood Gold Company acquired the Property in 2004, and on February 16, 2010 they entered into an Amended Mohave Mine Joint Venture Agreement with Windham Resources Inc., Tesoro Gold Company, Mohave Mines Limited Partnership, and Mohave Partners Limited Partnership. Cottonwood had responsibility, on behalf of the joint venture, for the personnel, equipment and management required for developing, mining, processing and further exploring the Mohave Gold Project.

Most of the work completed by Combined Metals focused on defining zones of gold mineralization in or near known areas of historical production along with metallurgical testing, mine and processing facilities design, pre-mining development, construction of the processing facilities, and obtaining permits necessary for production. Despite this, exploration proceeded and most of the areas deemed prospective were mapped at a scale of 1 inch = 200 feet on the following base map sheets: Red Gap, Klondyke, Dixie Gold, Southwest, Southeast, Dixie Queen, Calcite, and Epidote. A surface soil geochemical sampling program was completed outside the known areas of gold mineralization and 2,932 surface outcrop and prospect samples were collected and assayed. All sample data is plotted on maps at a scale of 1 inch = 200 feet. The geology, alteration features, and soil geochemical data are respectively summarized on maps at a scale of 1 inch = 500 feet.

Review of the data indicates drilling appears to have been focused on the delineation of mineralized surface exposures and concealed/deeper targets appears to have not been a priority. An exception to this was the 4 holes drilled in the 1970s in the southern half of the property. Essentially all Combined Metals' drilling was focused on zones of exposed gold mineralization or near areas with previously drilled mineralization, specifically the Klondyke, North Klondyke, Golden Door, and Jim & Jerry mine areas. A few holes were drilled in the Scout, Apex, and Calcite Hill areas and only 14 holes have been drilled to depths greater than 60 m.

M3 database files indicate that 619 exploration and delineation holes totaling 23,244 meters (75,930 feet) have been drilled on the Mohave Gold Project. Table 1 reveals that drilling, dominantly rotary, reverse circulation and air-track holes and the average length of these holes is 37.5 meters revealing the shallow disposition of the gold mineralization. All drilling conducted within the Mohave Gold Project are shown in Figure 5 while composite values above 0.3 g/t Au are shown in Figure 6.

Year	Company	Type	Angle	Max TD (m)	# Holes	Meters
1975	Cypress	Rotary	90	21.3	2	39.6
1980	Hesca Resources	Core	45-90	70.1	9	335.6
1980	Hesca Resources	RC	90	60.4	136	6217.6
1981	Black Mist Resources	RC	90	60.4	35	1140.8
1981	Black Mist Resources	Rotary	90	91	12	582.2
1984	Combined Metals	RC	90	<75	8	416
1985	Combined Metals	Rotary	90	18.3	43	691.9
1986	Combined Metals	Rotary	90	18.3	13	202.7
1987	Combined Metals	Rotary	90	35	85	1675
1988	Combined Metals	Rotary	90	35	34	738.7
1989	Combined Metals	Rotary	90	61	57	1679.5
1989	Combined Metals	RC	90	238	30	384.5
1990	Combined Metals	Rotary	90	79	47	2347
1990	Combined Metals	Rotary	90	143	36	4722
1995	Combined Metals	RC	90	37	72	2071

Totals				619	23244.1
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Table 1 Compilation of historic drilling, Mohave Gold Project

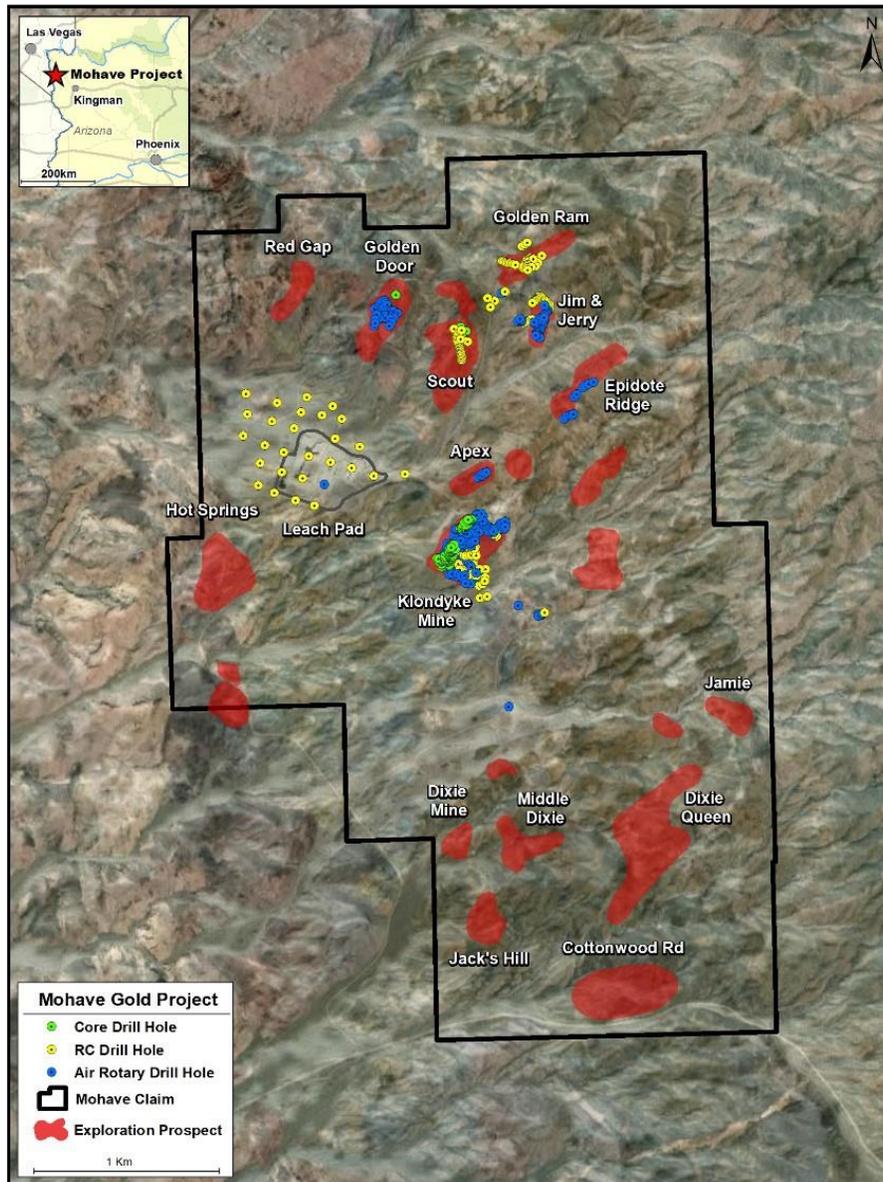


Figure 5. Satellite image of the Mohave Gold Project showing site layout, property limits, prospect areas and historic drill holes (core, RC and air rotary).

All of this work was conducted prior to standards established in NI43-101 and may not be representative of the mineralized material. Additionally, the Company has no knowledge of the quality control measures employed during the drilling and sampling phases. Early drilling at the Mohave Gold Project (1980; Table 1) yielded core but the Company is not aware if this core is available but this is doubtful.

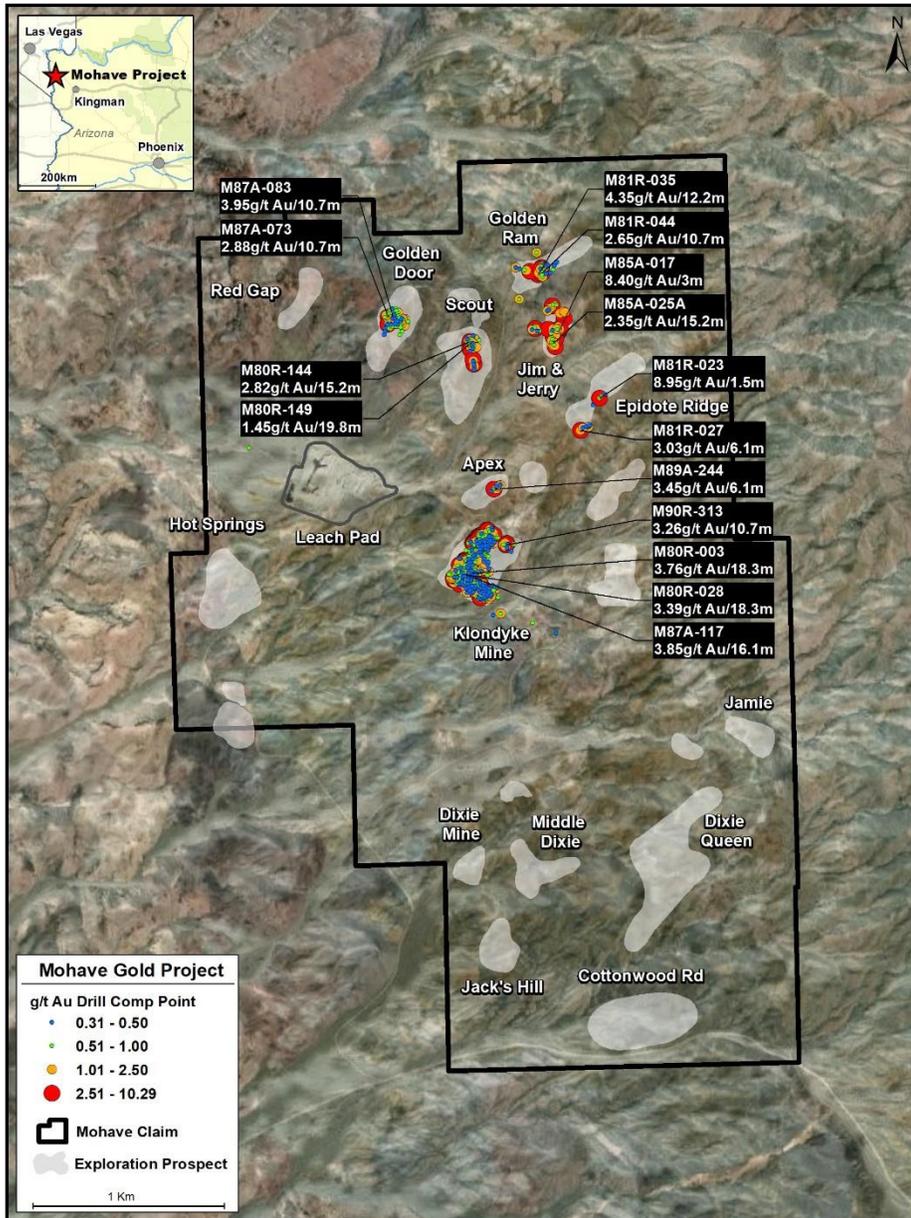


Figure 6. Satellite image of the Mohave Gold Project showing prospect areas and select drill holes with a 0.3 g/t Au composite cut-off (Hole #, grade and width).

Surface outcrop and prospect sampling have been conducted over the Mohave Gold Project and consists of greater than 3,000 samples including the Phase 1 program completed in 2020 (defined as the "2020 Program"). In 2017 and 2018, McEwen Mining completed extensive rock chip sampling and soil sampling on the Project. Approximately 1,000 recon and rock chips samples were taken as well as 35 soil samples and are compiled in Figure 7. This work provided analytical support for the widespread historical mine workings and clearly documented the broad distribution of gold mineralization across the Mohave Gold Project. The limited soil sampling was conducted over a small area between the Jamie and Dixie Queen prospects and identified significant gold-in-soil values associated with surface exposures of quartz-calcite veins.

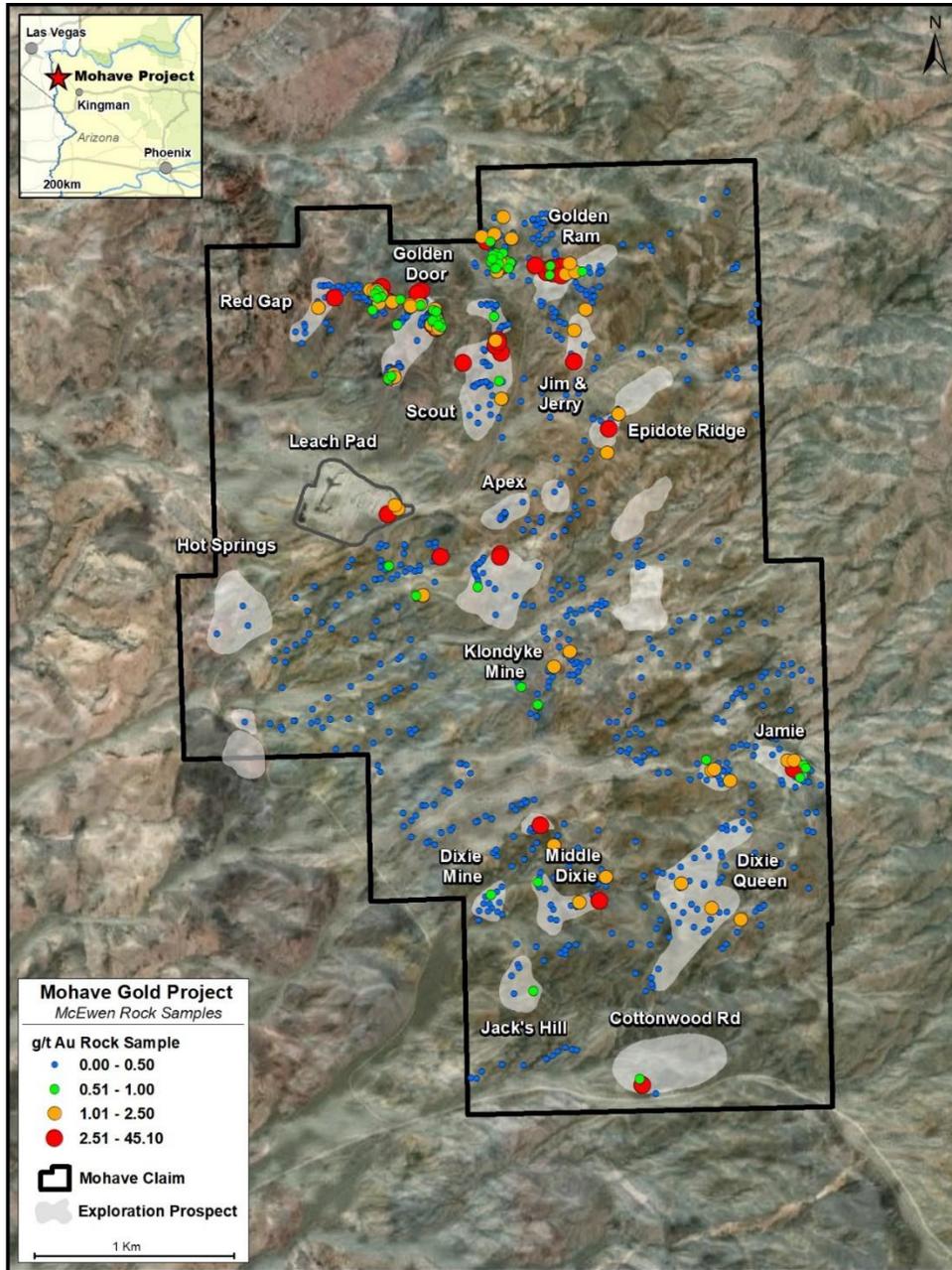


Figure 7. Aerial image of the Mohave Gold project showing prospects with rock sampling results (gold) from the 2017-2018 McEwen Mining surface sampling program.

Geology Setting

Regional Geology

The Mohave Gold Project is situated within the 64 to 97 km-wide Colorado River extensional corridor, which is bounded by the Colorado Plateau on the east and by the Spring Range-Old Woman Mountains region on the west. The corridor is terminated on the north by the left-lateral Lake Mead fault system and the right-lateral Las Vegas Valley shear zone. The generalized geology of the region is shown in Figure 8 and the Property is situated just southwest of the "MPB" designation for the Mount Perkins Block.

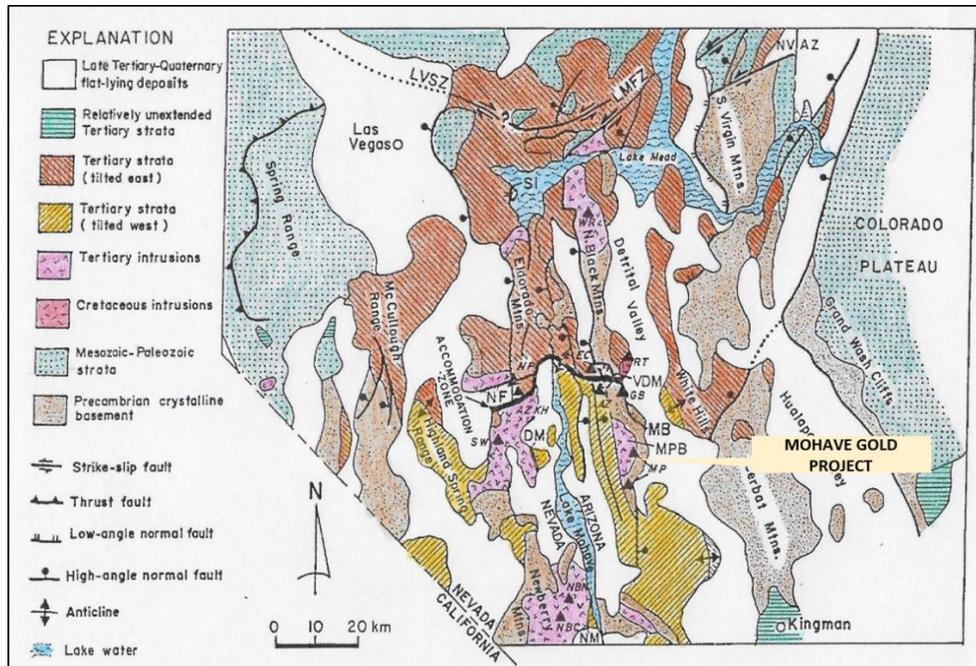


Figure. 8 Generalized geologic map of the northern Colorado River extensional corridor. DM – Dupont Mountain fault; LMFZ – Lake Mead fault zone; LVSZ – Las Vegas Valley shear zone; MB – Mockingbird Mine fault; MPB – Mount Perkins block; NF – Nelson fault; NM – Newberry Mountains detachment; SI – Saddle Island fault; VDM – Van Deemen Mine fault.

This extensional corridor has been recognized for over 60 years and was considered associated with detachment faults overlying metamorphic core complexes. More recently the detachment model has been revised. The belt of metamorphic core complexes is now thought to terminate south of the Mohave property and the associated detachment faulting may not exist below the Property.

The Colorado River extensional corridor was part of the stable North American craton prior to the Mesozoic. The Proterozoic orthogneiss basement, observed in the southeast part of the property, yields U-Pb ages clustered at about 1.7 billion years ago (Ga). These gneisses were locally intruded by 1.4 Ga plutons and 1.1 Ga diabase dikes. Shallow marine strata deposited on the Proterozoic rocks in the Paleozoic but were subsequently eroded from the Colorado River region south of Las Vegas. By the late Paleozoic the west coast of southwestern North America became an active convergent margin, which led to a succession of magmatic and orogenic events through the Mesozoic that migrated eastward as far as the margin of the relatively stable Colorado Plateau province, and large-displacement, east-directed Mesozoic thrusts of the Sevier orogeny were present in the region. Gradual erosion of this thrust belt occurred during the late Cretaceous and early Tertiary and rocks of early Tertiary age are not present in the region. During this time, highlands fed streams that flowed north-easterly towards the Colorado Plateau province. From 8 to 17.7 km of erosion may have affected some portions of the Colorado River corridor prior to the onset of extension in the Miocene.

In the early Miocene, the margin of southwestern North America was in the process of converting from a subduction domain to a transform domain. The "Mendocino triple junction" between these two domains migrated northward with time. South of the Mendocino zone, subduction of the East Pacific Rise is commonly presumed to have resulted in a "no-slab window" under southern California and the Colorado River corridor region, and this coincided with the onset of extension.

Extension along the Colorado River extensional corridor apparently spanned the time interval 6-27 million years ago (Ma), but in the Mount Perkins region it has been bracketed between 11.3 and 15.7 Ma by ⁴⁰Ar/

³⁹Ar dating. Volcanism in the Mount Perkins region (Figure 4) spanned the time approximately 11.1 Ma to 18.5 Ma and hence began prior to the onset of extension, with the early volcanic rocks apparently deposited in large grabens or half-grabens. Volcanic activity peaked slightly earlier than the highest rates of extension about 14.5 Ma. Volcanic rocks throughout the entire extensional corridor reportedly all lie non-conformably on the Proterozoic crystalline basement.

Calc-alkalic magmatism, which began just before extension, migrated along with the extension northward into the southern Basin and Range province, coincident with the northward migration of the Mendocino triple junction. This might be interpreted as extension caused by magmas rather than magmas resulting from de-compressional melting and controlled by detachment faults, and the fundamental causes of the extension and magmatism remain debated. At least 27 volcanic centers and 10 plutons have been documented in the Colorado River extensional corridor.

An extensional accommodation zone is present in the Van Deemen mine (VDM – Figure 4) area approximately 18 km north of the Mohave property. It is characterized by an east-west trending (approximately the direction of extension), 5 km wide, sub-linear zone of variably tilted narrow fault blocks, weak strike-slip faulting, and minor transverse faults that accommodate torsional strain between fault blocks of opposing polarity; it can be described as a zone of intermeshing conjugate normal faults. North of the accommodation zone, in what is referred to as the Lake Mead Tilt Block Domain, approx. 5,000 km² of fault blocks are tilted east. South of the accommodation zone, and including the Mohave property, in the Whipple Tilt Block Domain, nearly 26,000 km² of fault blocks were contemporaneously tilted dominantly west, and are bounded by east-dipping normal faults. The predominant north-northwest strike of both normal faults and the layering in tilted fault blocks, indicate an extensional direction of about N75°W.

Rocks thought to be in the lower plate of a detachment fault outcrop approximately 32 to 48 km north and south of the accommodation zone, but exposed detachment faults have not been recognized in the central Black Mountains. Paleomagnetic data indicates that the extensive exposures of Proterozoic crystalline rocks here represent deep structural levels in steeply tilted fault blocks that were rotated along horizontal axes to their present-day position.

Outcrops south and west of Bullhead City and Laughlin display the ramp-like nature of a detachment fault that dips gently eastward. Geologists working in the region have hypothesized that the Black Mountains volcanic terrane which hosts the Mohave Gold Project has slipped 16-32 km eastward along this detachment fault. If true, volcanic rocks in the Oatman mining district would have originally been emplaced above their Miocene plutonic roots in the Newberry and Dead Mountains to the west in Nevada. Similarly, the plutonic roots of volcanic rocks in the Project area might be in the Searchlight mining district area to the west in Nevada.

Most of the upper plate fault blocks along the Colorado River extensional corridor, as indicated by layering in the volcanic rocks, are tilted in excess of 60°. Dips of the bounding faults range from gentle to steep, with the more steeply dipping faults commonly cutting older, more gently dipping faults. Similar magnitudes of tilting within their hanging and footwalls indicate that most of the low angle normal fault zones originated at steep dips and were subsequently rotated, about north-south, sub-horizontal axes during block tilting, to their present low-angle attitudes. Younger sets of steeply dipping faults were probably generated as the older faults were rotated to inclinations unsuitable for accommodation by normal slip.

Fault-bedding intersection angles (as measured downward from bedding to the fault) generally range from 70-90° but commonly exceed 90° where younger, more steeply dipping faults cut older, highly tilted strata. The angle between fault and stratification surfaces is approximately 90° for almost all major faults encountered in any cross section drawn normal to the strike of the strata. Most normal faults appear as simple, clean breaks devoid of significant drag folds and breccia development although thin resistant zones

of silicified gouge are commonplace, as are sheet-like dacite intrusions along many of the faults. These relations imply that most faults formed at dips in excess of 70° and many were developed after significant tilting had already occurred.

Extension within the corridor is moderate to severe with severe local uplift. The breadth (i.e. the across-strike width) of the steeply tilted exposures suggests that as much as 9 km of crust may be exposed on end within the Mount Perkins tilt block. The entire region at present is for the most part seismically and tectonically inactive.

As a result of the above described extension and magmatism, the Colorado River extensional corridor may be characterized by intrusive and extrusive magmatism and dominated by highly fragmented volcanic piles, up to 3 km thick, which are contained within complex arrays of tilted fault blocks. Listric normal faults, once thought to be prevalent in extensional terranes, may be present locally but mapping in the Black Mountains and elsewhere throughout the region suggest that this Miocene extensional deformation involved progressive tilting of domino-style structural blocks by dip-slip displacements along nearly planar fault arrays. In the Mohave Gold Project vicinity, the normal faults dip east and the fault blocks are tilted west. The concave upward geometries of some of the fault surfaces probably resulted in part from the upward propagation of individual faults with steep dips as deeper, older segments were progressively tilted to more the normal faults dip east and the fault blocks are tilted west. The concave upward geometries of some of the fault surfaces probably resulted in part from the upward propagation of individual faults with steep dips as deeper, older segments were progressively tilted shallow dips.

Local Geology

The Mohave Gold Project lies within the Mount Perkins block which is steeply tilted and reveals a cross section of a magmatic system that evolved through regional extension. Figure 9 outlines the local geology of the Project and Figure 10 is a cross section with the interpretation of the geology at depth. This geologic model is summarized by Faulds (1995a) in the Abstract below:

Abstract. *The steeply tilted Mount Perkins block, northwestern Arizona, exposes a cross section of a magmatic system that evolved through the onset of regional extension. New ⁴⁰Ar/³⁹Ar ages of variably tilted (0-90°) volcanic strata bracket extension between 15.7 and 11.3 Ma. Pre-extensional intrusive activity included emplacement of a composite Miocene laccolith and stock, trachydacite dome complex, and east-striking rhyolite dikes. Related volcanic activity produced an ~18-16 Ma stratovolcano, cored by trachydacite domes and flanked by trachydacite-trachyandesite flows, and ~16 Ma rhyolite flows. Similar compositions indicate a genetic link between the stratovolcano and granodiorite phase of the laccolith. Magmatic activity synchronous with early regional extension (15.7-14.5 Ma) generated a thick, felsic volcanic sequence, a swarm of northerly striking subvertical rhyolite dikes, and rhyolite domes. Field relations and compositions indicate that the dike swarm and felsic volcanic sequence are cogenetic. Modes of magma emplacement changed during the onset of extension from sub-horizontal sheets, east striking dikes, and stocks to northerly striking, subvertical dike swarms, as the regional stress field shifted from nearly isotropic to decidedly anisotropic with an east-west trending, horizontal least principal stress.*

Pre-extensional trachydacite and pre-extensional to syn-extensional rhyolitic magmas were part of an evolving system, which involved the ponding of mantle-derived basaltic magmas and ensuing crustal melting and assimilation at progressively shallower levels. Major extension halted this system by generating abundant pathways to the surface (fractures), which flushed out preexisting crustal melts and hybrid magmas. Remaining silicic melts were quenched by rapid, upper crustal cooling induced by tectonic denudation. These processes facilitated eruption of mafic magmas. Accordingly, silicic magmatism at Mount Perkins ended abruptly during peak extension ~14.5 Ma and gave way to mafic magmatism, which continued until extension ceased.

The generalized geologic map of the Mount Perkins area is presented as Figure 9, encompasses the Mohave Gold Project, and reveals that the 'magma system' is coincidentally positioned relative to the Mohave gold system. Faulds et al (1995) created a geologic section (A-A'; Figure 10) which essentially traverses the northern part of the currently defined low-sulfidation, epithermal gold project. The magma system developed between 16.0 Ma (Mt. Perkins pluton) and 14.3 Ma (Mt. Davis volcanics).

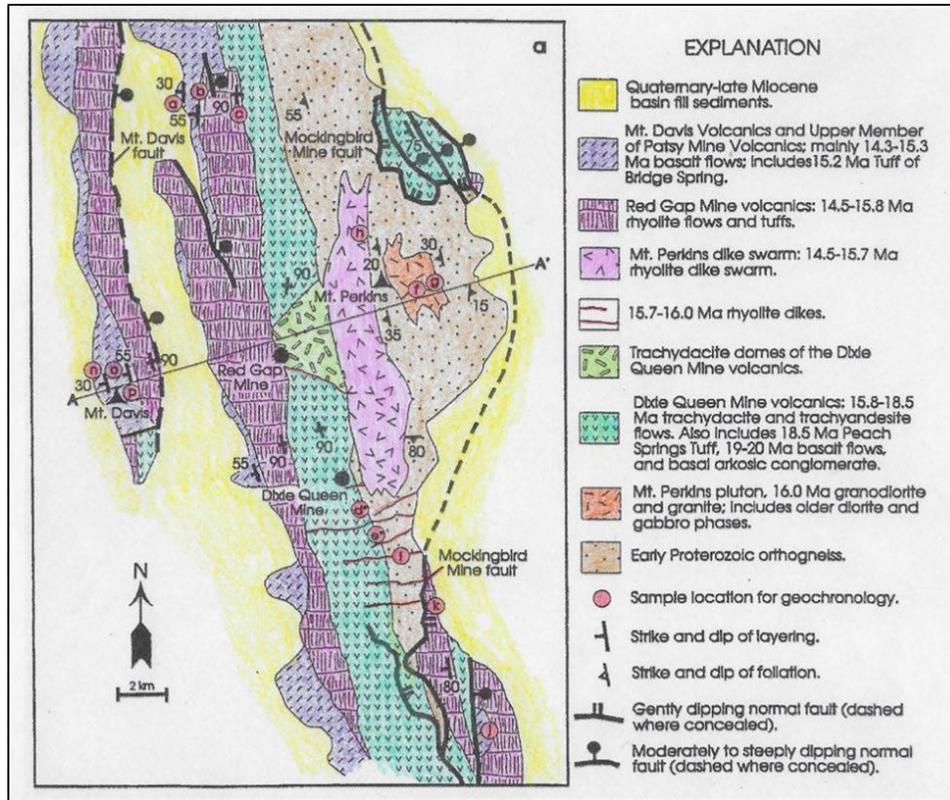


Figure 9. Generalized geologic map (Faulds, et al, 1995) of the Mt. Perkins block.

Recent sampling and examination of the numerous gold occurrences across the Mohave Gold Project has confirmed that vein mineralization is hosted in the Dixie Queen Mine unit, trachydacite domes, Red Gap Mine unit and the rhyolite dikes; it was not observed in the younger Mt. Davis unit. It is likely that mineralization was synchronous with the later stages of felsic volcanism and rhyolite dikes, between 14.5 Ma and 15 Ma. The Oatman district, located 58 km (36 miles) south, has been dated at about 16 Ma.

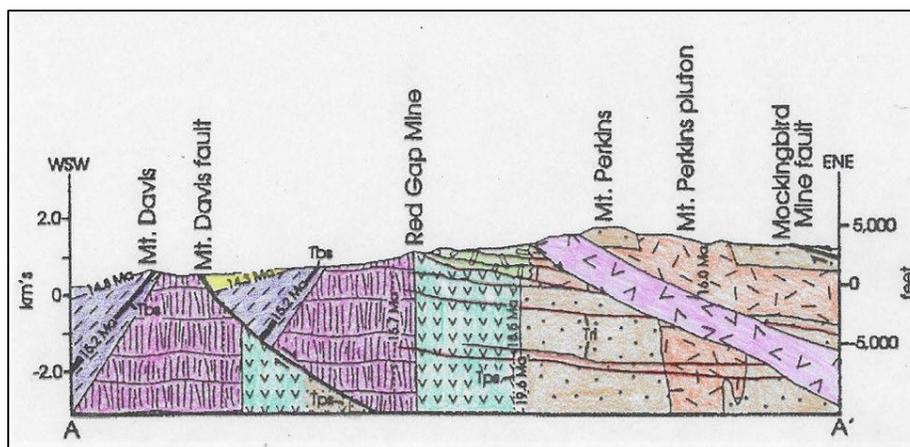


Figure 10. Generalized cross section of the Mt. Perkins block. Thicknesses of stratigraphic units are slightly exaggerated as numerous minor faults have been omitted for clarity (Faulds, et al, 1995).

Figure 10 suggests that rhyolite dikes (15.7-16.0 Ma), now rotated into a horizontal position, and originally rose into the lower Red Gap Mine volcanic sequence confirming a co-genetic relationship. Veining observed in the field commonly parallels the dike/dacite contact and displays pre- and post-mineral brecciation.

The Mohave Gold Project gold system represents a late stage event in the evolution of the Mt. Perkins magma system. Aside from the widespread propylitic event, alteration of the volcanic rocks is highly variable and ranges from quartz-sericite-(pyrite) alteration in the felsic dikes east of the Klondyke mine to clay + hematite (supra-water table) west of the Klondyke mine. Upon first inspection, this suggests deeper levels of erosion to the east. However, this is not consistent with the north-trending, post-mineral, range-front fault shown in Figure 7, the Mockingbird Mine fault. In light of Faulds' proposed syn-extensional rotation of the volcanics and contained veins, is it possible that we are observing a cross section of the Klondyke vein system with the paleo-surface preserved on the west side. If so, it is likely that the veins are synchronous with the tectonic dissection of the volcanic rocks and were formed by fluid flow (and boiling) into a rotating (counter clockwise) block of volcanics.

Faulds et al (1995) work concluded that both the pre-extensional (Dixie Queen Mine volcanics) and syn-extensional (Red Gap Mine unit) volcanics have been equally rotated clockwise from 0 to 90° (Figure 10). Figure 7 reveals that both units north of the Dixie Queen mine are concordant (90°) suggesting that rotation related to extension occurred sometime after the deposition of the Red Gap Mine rhyolite and continued into the deposition of the Mt. Davis volcanic unit. The widespread spatial coincidence between rhyolite dikes and quartz-calcite veining suggest common structural controls.

Additional support for some level of rotation of the volcanic package, at least during and after the mineralizing event(s), is suggested by alteration studies in the district including:

1. Strong sericite replacement (Figure 11; brown unit) in the rhyolite dikes east of gold mineralization observed in the Klondyke and Epidote Ridge areas is suggestive of deeper conditions or higher temperatures. Gold mineralization has not been documented in areas dominated by sericite;

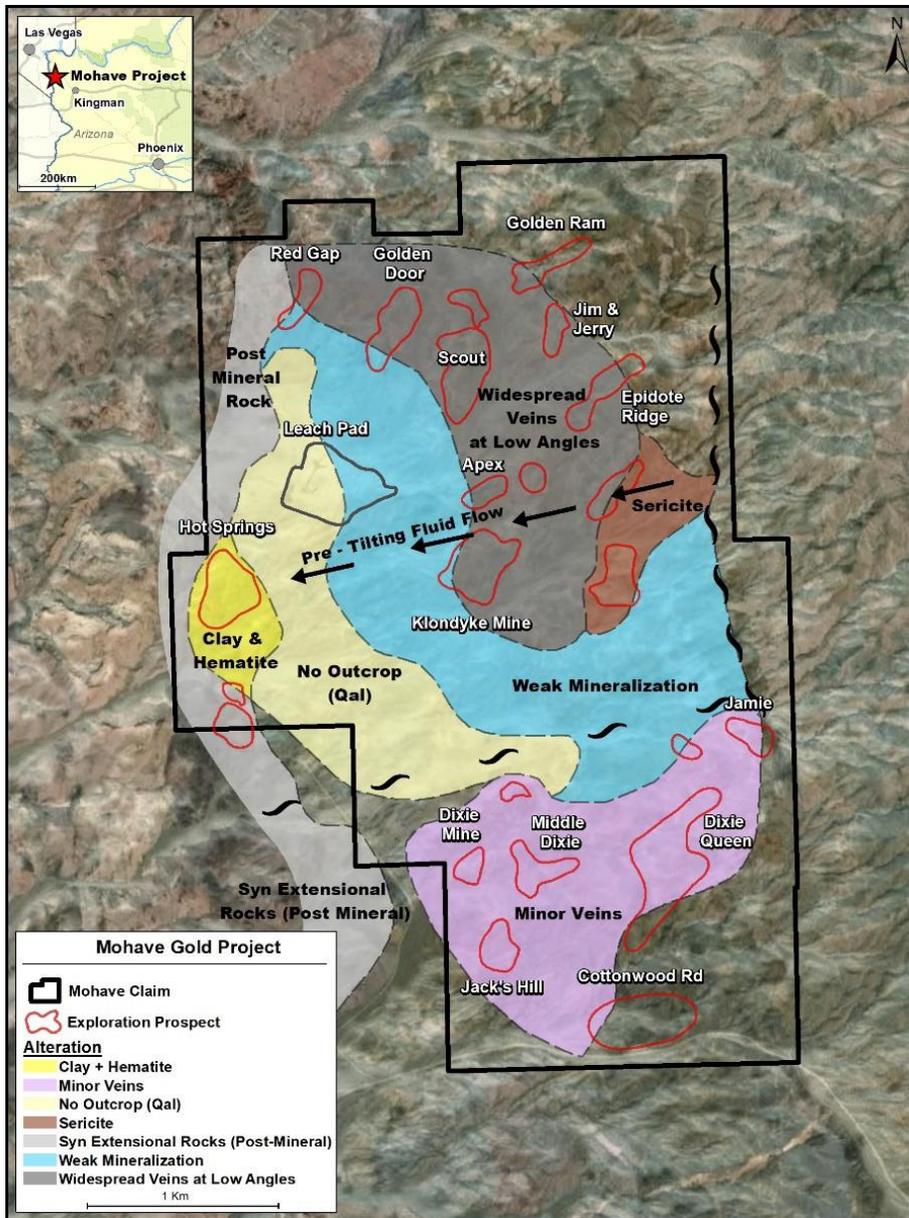


Figure 11. Schematic diagram of the Mohave Gold Project area identifying domains based on degree of mineralization, alteration and relative (to mineralization) age. The arrow presents the suspected vector of fluid flow.

2. The westernmost rocks considered to be part of the pre-extensional volcanic package, and in contact with syn-extensional rocks, have been widely converted to clay + hematite (Figure 12; yellow unit in Figure 11) and suggest a high level in the hydrothermal system and likely formed above the water table;



Figure 12. Volcanics (Red Gap unit) have been widely altered to clay + hematite over a large area west of the Mohave gold zone, Hot Springs area.

3. A large area west of the Klondyke pit is recessive and covered by alluvial deposits (lite yellow unit in Figure 11). Sporadic outcrops reveal strong clay + FeOx alteration suggesting the oxidation of a pyrite-bearing rock. Collectively, this may represent upper level argillic alteration which is commonly present in the higher levels of an epithermal vein system; and
4. Extensive areas of pre-extension volcanics are weakly altered, i.e. propylitic, and void of significant veining but in direct contact (~horizontal) with strongly mineralized rocks of the same unit (green unit in Figure 11). If the volcanic contacts are rotated 90° to vertical, the gold mineralization resembles ‘typical’ epithermal veins. Structural complexities may reflect additional movements during extreme extension and rotation;

Given the above, the strong argillic alteration observed in the western part of the Mohave Gold Project area, i.e. Hot Springs area (Figure 8), may reflect gold mineralization deposited in a distinct structural corridor than the horizon developed in the Klondyke mine. Strong quartz-calcite veining was observed immediately adjacent to these argillically altered rocks but only contained trace gold. Conversely, phyllic alteration observed east of the Klondyke mine may reflect a level below metal deposition and/or fluid boiling and representative of hotter conditions (Figure 11).

Geologic factors limiting the extent of this gold system include post-mineral faults (east side), veins weakening and ‘pinching’ out to the south (Dixie area) or unconformities (west side). The later appears to be dipping moderately to the west (Figure 9) providing additional areas for exploration to the west. The northern limit of the system has not been defined and remains underexplored. The primary exploration potential here are parallel veins systems that can be projected below the historically productive veins/horizons.

This model is not without inconsistencies. The most obvious is that not all volcanic units have been rotated and some contacts observed in the field remain horizontal. Additionally, the mineralized area has been strongly dissected by sub-vertical to sub-horizontal faults (pre- to post-mineral) and age relations are not

always clear. Quartz-calcite veins in the southern part of the property contain equally significant gold values but host rocks are less faulted and altered with, generally, moderate to steep dips. These areas may be situated above the intensely altered and mineralized rocks observed north of the Klondyke mine. Regardless, the north and south lobes (Figure 11) of the Mohave Gold Project property are quite distinct and likely formed under distinct structural conditions.

Exploration

The Issuer has not conducted gold exploration on the Mohave Gold Project.

Early in 2020 M3 completed a comprehensive rock chip surface sampling program over the Mohave Gold Project. Assay results in excess of 3 g/t Au (0.096 opt Au) are presented in Table 2.

In the Phase 1 program M3 took 200 samples: 192 rock samples, 6 blanks and 2 standards (the "2020 Program"). The rock samples were collected from mostly known mineralized zones across the property which are identified in Figure 3 and displayed in Figure 13. All aspects of this 2020 Program sampling program were overseen by the Author as QP and all sample preparation and analytical procedures were in the Author's opinion compliant with accepted QA/QC standards.

The 2020 Program was designed with the following goals:

- a. Characterize mineral styles across the project area and collect representative samples for geochemical analyses.
- b. Document characteristics of the mineralized zones which may guide the design of future work programs; and
- c. Create a data base for the samples and analytical results that will support future exploration activities.

Rock sampling conducted by the Author in the 2020 Program provided some geochemical parameters for the Project's gold mineralization:

- Gold values (192 samples) averaged 3.27 g/t Au and ranged between 5 ppb (LLD) and 78.1 g/t Au;
- Silver values averaged 7.88 ppm with a maximum value of 115 ppm Ag, the Ag: Au is 2.4;
- Cu-Pb-Zn values are consistently low with an average combined value of 72.7 ppm; and
 - Arsenic values average 8.4 ppm and most Sb values as less than 2 ppm.

Aside from gold, additional metal enrichment in the various vein styles is limited. Correlation between the common vein-related metals is poor excluding Au/Ag with a factor of 0.69. Quartz is ubiquitous and varies mostly in texture and granularity while calcite is a characteristic component and has been deposited, along with quartz, in multiple stages. The observation that calcite is the most characteristic mineral in the gold assemblage is suspect owing to the correlation of 0.17 between gold and calcium. Manganese, which is widely apparent as an oxide or a brown coloration in calcite, correlates reasonably well with Ca (40% in calcite) but does not correlate with gold.

As observed in Table 2, higher gold values in the North Lobe are closer to the basal structure confirmed by the widespread mining activity. Areas of quartz-calcite veinlets and stockwork commonly contain in excess of 1 ppm Au and are widely present throughout the North Lobe. Owing to the more subtle nature of the stockwork mineralization (Type 3), numerous areas in the North Lobe need to be considered for additional sampling.

Collectively, the legacy and recent geochemical results indicate a broad area of quartz-calcite veins,

veinlets, stockwork and breccia with significant gold values. These samples, in conjunction with the geologic and alteration mapping provide the preliminary components for the design of a much more comprehensive exploration program to expand the known limits of mineralization.

Sample Number	Prospect	Sample Date	Easting	Northing	Elevation	Sample Type	Sample Width	Sample Description	Au (ppm)	Ag (ppm)
0003	N. Klondyke	2/13/20	723323	3934174	884	Dump		Chalc vn/vn bx; msv chalc + cc	3.23	7.1
0006	Klondyke	2/13/20	723346	3934160	898	Chip	1.5	Pillar; msv chalc > cc vn/bx	78.1	115
0007	Klondyke	2/13/20	723347	3934159	884	Chip	1.5	HW of 0006; hem'd, silic'd Ta; abund chalc vnls	5.43	28.1
0009	Klondyke	2/13/20	723390	3934185	895	Chip	1.0	HW: dom cc w/ qtz+chalc; cc is wh-brn-pink	5.28	1.5
0012	N. Klondyke	2/13/20	723431	3934353	939	Chip	2.0	wh-brn cc cut by qtz-chalc vnls; lattice tex	3.84	20.7
0014	Klondyke	2/14/20	723529	3934124	925	Chip	3.0	Cc vn bx; msv-bx; wk FeMnOx	5.06	1.7
0016	Klondyke	2/14/20	723346	3934143	907	Chip	1.5	HW: 1.5m bnd'd wh-grn chalc-cc; lat tex	5.39	11.9
0017	Klondyke	2/14/20	723346	3934143	907	Chip	1.5	FW vn: 1.5m bnd'd wh-grn chalc-cc; lat tex	4.85	8.6
0018	Jim & Jerry	2/14/20	723619	3933721	890	Chip	2.0	2m cc vn bx w/ minor qtz vnls	8.56	5.2
0020	Jim & Jerry	2/14/20	723707	3935120	1008	Chip	2.0	Silic'd/vn'd flt bx; bx'd wh-grn chalc	10.55	37.5
0021	Jim & Jerry	2/14/20	723723	3935115	1009	Float		Scree below mz'd cc; select gy-grn chalc-qtz; lat tex	21.2	76.4
0023	Jim & Jerry	2/14/20	723729	3935120	1009	Chip	1.5	As above; no cc	12.85	19.4
0029	Scout	2/15/20	723315	3935180	992	Chip	2.0	Multistage qtz/chalc vn bx	3.82	3.9
0030	Scout	2/15/20	723314	3935177	990	Chip	2.0	Chalc tec bx cmt'd by qtz-chalc	3.8	4.7
0031	Scout	2/15/20	723344	3935168	993	Chip	2.0	Tect bx w/ abund qtz-chalc frags & vnls	3.83	3.4
0032	Scout	2/15/20	723342	3935164	995	Chip	1.2	Opposite side of cut: as above; chl stable	3.85	8.4
0042	S. Scout	2/19/20	723256	3934838	942	Chip	1.1	Vn bx: wh chalc frags in suc qtz; tectonic	3.78	15.5
0048	Jim & Jerry	2/19/20	723711	3935102	1005	Dump		Wh-grn chalc w/ 10% wh-brn cc (dump)	13.2	35.4
0054	Jim & Jerry	2/19/20	723757	3935211	1023	Chip	1.6	Sheeted qtz-chalc-cc vns; bnd'd/bx'd; com lat tex	5.87	5
0055	Golden Ram	2/20/20	723710	3935566	1077	Chip	0.9	Flat vn; wh chalc>wh-brn cc vn & bx (HW of 0056)	6.06	8.9
0062	Golden Ram	2/20/20	723644	3935552	1067	Float		Tect bx: chalc-cc frags in chl'd milled rock; at flt	3.34	1.8
0063	Golden Ram	2/20/20	723607	3935590	1049	Dump		Severl mt flat vn; msv to bnd'd qtz-chalc-cc	8.33	4
0065	Golden Ram	2/20/20	723582	3935572	1036	Dump		Hand sorted	4.42	2.8
0068	West Jim & Jerry	2/21/20	723524	3935364	990	Chip	1.5	Tect bx in Tdp; chalc frags & irreg vnls (1.5m)	3.26	8.5
0069	West Jim & Jerry	2/21/20	723524	3935362	990	Chip	2.0	Similar to above (2m)	5.16	13
0079	Scout	2/21/20	723308	3935205	995	Chip	1.0	Vn bx wh chalc w/ local cc; local lat tex	6.73	5.8
0080	Scout	2/21/20	723281	3935236	993	Chip	0.8	Tect bx: chalc-cc lenses as milled rock	3.26	2.2
0084	Orphan	2/23/20	723142	3935133	951	Dump		"High grade" stockpile; multistage vn bx	3.98	3.7
0085	Orphan	2/23/20	723141	3935138	944	Chip	1.6	Mz'd tect bx cut by qtz-chalc-cc vnls	6.66	3.4
0086	Orphan	2/23/20	723156	3935142	952	Chip	1.0	Flat qtz-cc vn bx; early chalc bx cut by cc + suc qtz	8.5	5.7
0087	Orphan	2/23/20	723152	3935144	951	Chip	1.1	Wh-grn chalc w/ var brn cc; band & lattice (HW)	14.2	56.8
0090	Lower Scout	2/23/20	723240	3935156	958	Chip	2.0	Vn bx & sheeted vns; dom chalc w/ lat tex; loc bnd	4.58	31.2
0092	Golden Door	2/23/20	722944	3935241	995	Chip	2.0	Multistage qtz/chalc tect bx w/ minor cc; mine ben	13.1	17.6
0094	Golden Door	2/23/20	722935	3935189	984	Chip	1.5	Multistage vn bx; abund lt grn chalc	18.3	40.8
0097	Golden Door	2/23/20	722845	3935240	983	Chip	1.3	Cc>qtz vn; loc str lat tex; cc is wh-crm-brn	3.68	3.4
0101	Dixie Mine	2/29/20	723314	3932405	819	Chip	0.5	~10cm; severl narrow cc>qtz vns; in stope	9.22	4.8
0112	Dixie Queen	2/29/20	724243	3932409	911	Dump		Select from dump; cc>qtz vnls	6.91	48.7
0113	Dixie Queen	2/29/20	724260	3932441	910	Chip	0.2	15cm cc>qtz vn; low angle; lat tex & bnd'g	4.92	58.4
0116	Middle Dixie	2/29/20	723771	3932385	857	Float		M-S comb-suc qtz vnls in Q-chl at'l'd Taa	4.27	1.6
0119	Dixie Queen	3/1/20	724118	3932521	889	Chip	0.5	Wh>brn cc w/ minor wh-grn qtz	3.42	57.5
0120	Dixie Queen	3/1/20	724119	3932520	889	Dump		Wh-lt grn qtz-cc vn	7.54	31.9
0126	Middle Dixie	3/1/20	723852	3932581	876	Chip	1	Cc>qtz vein; qtz-rich bands; lat tex	3.27	57.8
0129	Jamie	3/1/20	724748	3933184	998	Chip	0.8	Sub-vert qtz-cc vnls to 5cm	5.07	0.8
0131	Jamie	3/1/20	724743	3933184	995	Dump		"High grade" stockpile; multistage vn bx	20.3	14.6
0134	Jamie	3/1/20	724711	3933074	992	Chip	0.5	Low angle qtz-cc vn & vnls	10.05	1.1
0135	Jamie	3/1/20	724702	3933122	990	Chip	1.3	Cc>qtz vn in Tdp; variable dips	8.98	2.3
0136	Jamie	3/1/20	724687	3933133	991	Dump		Pile of vein: ~90% cc: wh-brn	20.5	8.8
0137	Ringbolt	3/2/20	723529	3932791	859	Chip	0.7	Crsly xln wh cc vn w/ minor qtz; minor vnls in HW	8.17	2.8
0144	Klondyke Mine	3/2/20	723308	3933876	859	Chip	1	Str silic'd Tv w/ mult stages wh-gy chalc; wh-brn cc	8.08	8.4
0145	Klondyke Mine	3/2/20	723253	3933904	866	Chip	1	Silic'd Tv w/ low angle qtz-chalc-cc vns; S vns	4.4	6.8
0155		3/3/20	723705	3933605	894	Chip	2	Flat cc vn w/ irreg vnls of chl+qtz	8.16	2.7
0159	N. Apex	3/3/20	723375	3934353	867	Chip	0.6	Wh chalc vn & cc cmt'd bx; cc leached	14.35	23.7
0166	Epidote	3/4/20	723898	3934822	1062	Chip	1.5	M-S cc>qtz vns/vnls in Tdp; var angles	4.85	1.6
0169	Epidote	3/4/20	723953	3934911	1076	Chip	0.9	Cc>qtz vein w/ lat tex	3.65	2.3
0179	Red Gap (lower)	3/5/20	722323	3935251	890	Dump		Olive grn chalc-suc qtz repl bx; M brn cc clots	4	20.8
0183	Red Gap (upper)	3/5/20	722431	3935379	931	Chip	1.2	In HW of 0180; str grn qtz/chalc vnls; M-S FeOx	6.04	27.6
0185	Red Gap (upper)	3/5/20	722486	3935384	926	Chip	1.6	Lg boulders; silic'd Tr; str qtz stkw; S FeOx	8.91	22.3
0192	Cottonwood Rd	3/6/20	724157	3931474	839	Chip	0.5	Qtz-cc bx/vnls in Tdp; 50cm; flat; vnls<10cm	6.26	2
0193	Cottonwood Rd	3/6/20	724074	3931541	839	Dump		Crsly xln wh cc vn & bx cmt	4.97	10.3
0194	Cottonwood Rd	3/6/20	724087	3931557	840	Chip	2.5	Cc>qtz vnls & bx (2.5m)	4.75	8.9
0195	Cottonwood Rd	3/6/20	724123	3931501	844	Dump		Dump: wh xln cc; feint bnd'g; poss tr qtz	34.1	57.4

Table 2. Summary of the Phase I Sampling Program showing gold values >3 ppm & silver.

M3 Metals Corp. - Mohave Mine Gold Project

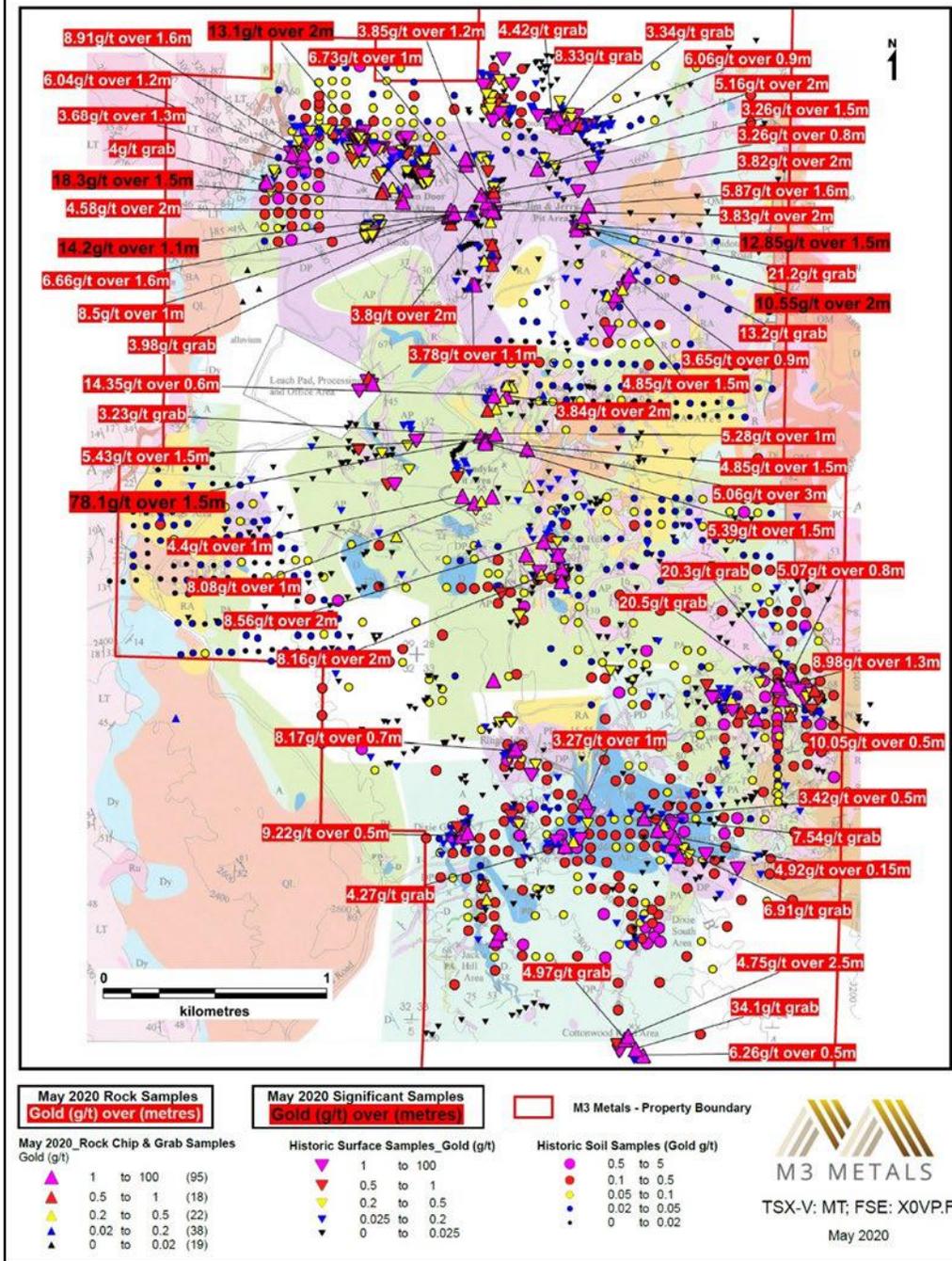


Figure 13. Simplified geologic map of the Mohave Gold Project showing legacy (rock + soil) and Phase 1 2020 gold geochemistry.

Mineralization

M3 has compiled and provided to the Author a large amount of information and first-hand observations to present three possible temporal-structural models for gold mineralization at the Mohave property. From these models, he has arrived at the following conclusions utilizing the low-sulfidation model for gold mineralization. The balance of evidence supports mineralization taking place early in the syn-extensional

tilting episode, following emplacement of the intrusive rocks and before major tilting occurred. These intrusive rocks, which are centered approximately between the Epidote and Jamie Wash latitudes, may have played an important role in the development of the hydrothermal system.

The initial plumbing framework for gold mineralization at Mohave may have been a structural corridor with a sericitic alteration zone on the footwall side. The operating hypothesis is that the mineralizing fluids moved through the broad, (altered) zone with mineral deposition taking place either in a zone of mixing or boiling along dilatant zones, splits and splays in the hanging wall side of the altered zone, adjacent to aquitards such as the rhyolites (which were dikes prior to tilting), or possibly in unrecognized, favorable lithologic units. The country rocks, alteration, and mineralization subsequently were all tilted to their present configuration and affected by post-tilting, normal faulting.

It is possible that the present geologic model could have been achieved either by tilting the entire volcano as proposed by Faulds, or by progressively tilting rigid segments of the volcano by successive penetrative faulting. Either one of these scenarios can be "made to fit" the present-day geologic configuration, but in order to do so several young normal faults, with the west side down, must be invoked. There is very little field evidence that such late normal faults exist.

Geologically, the Mohave Gold Project consists of a large and robust low-sulfidation, epithermal system emplaced into an evolving volcanic/intrusive complex developed in a north-trending corridor of extreme extension. Low-angle faults, widespread and spatially related to gold mineralization, suggest an environment of listric faulting and/or complete rotation of an epithermal district. Similarities in mineralogy and vein textures can be observed across all the prospects sampled to date but continuity cannot be confirmed; this will be the task going forward.

Numerous styles of gold mineralization have been identified. Figure 14 shows mine workings (see Gracey Tunnel in lower right corner) in the North Klondyke area developed along a few to several meter wide vein composed of intra-mineral tectonic breccia a few to several meters wide. The immediate HW contains several meters of strongly quartz veined (damage zone) volcanic rocks. Parallel veins are present further into the HW and composed of banded, quartz-chalcedony-calcite veins up to 1.5 meters (4.9 feet) wide and the entire mineralized package is 15 to 20 meters (50 to 65 feet) wide. Several photos of specific mineral types are provided below.

At least three styles of mineralization have been recorded and are commonly associated: 1.) Compact intra-mineral tectonic breccia developed along low-angle faults (Figures 15); 2.) Low-angle quartz-chalcedony-calcite veins and breccia (banding and lattice texture are widespread) developed in extensional zones (Figures 15 and 16); and 3.) Quartz-chalcedony sheeted veinlets and stockwork (mostly in porphyritic dacite flows) surrounding the above structural lenses or 'damage zones' (Figures 17). In the northern part of the Project area, where mining has occurred and mineralization is crudely defined, mineralization is localized along low-angle structure(s) which may link many, if not all, of the small deposits. For example, the Apex and Epidote zones are likely an up-dip continuations of the Klondyke zone



Figure 14. Looking south at the north side of the Klondyke Mine (Gracey tunnel) area showing mine benches, underground workings, and sample results.

that may be part of a single structural corridor. A critical question to future exploration at Mohave will be the possibility of stacked ‘veins’ or sheets of mineralization.

The temporal relation between the mineral styles is an important component to deciphering the origin of these veins. Figure 15 reveals banded quartz-calcite veins cutting Mn-rich calcite (brown) cemented breccia where fragments are composed of quartz-calcite fragments. These veinlets, as well as some of the wider veins, are symmetrically banded suggesting quartz-calcite were deposited into a sub-vertical structure. If correct, these veins have been rotated into their current sub-horizontal position. The first style of mineralization (compact intra-mineral tectonic breccia developed along low-angle faults) is commonly developed at the base or toe of the mineralized zones and normally sits above fresh to weakly altered rhyolite, dacite or andesite.

These lenses appear to extend laterally over, at least, several hundred meters (Figure 19) and may host several of the prospects discussed below. They have been observed to bend sharply, jump to adjacent structures or terminate abruptly. When all three mineral styles are observed together, the overall mineralized package may attain in excess of 50 meters in width (Figure 14).



Figure 15. Early breccia composed of calcite (brown) cementing chalcidony-quartz fragments; cut by banded quartz-calcite veinlets; Sample No. 0015 – 1.0m @ 2.76 g/t Au.



Figure 16. Sub-horizontal vein breccia composed of massive chalcedony vein and veined, silicified fragments cemented by banded, quartz-calcite veins and veinlets. Sample Nos. 0016 & 0017 – 3.0m @ 5.12 g/t Au.



Figure 17. Lattice texture developed in banded quartz-calcite vein; Sample No. 0097 contained 1.3 meters @ 3.68 ppm Au.



Figure 18. Several meters of strong calcite > quartz sheeted veinlets in Tdp; Sample No. 0166 (lower center of photo) contained 1.5 meters @ 4.85 ppm Au; north side of Epidote Zone.



Figure 19. Looking NW at the Apex zone; the blue lines roughly bracket the primary mineralized zone with the Klondyke fault at the footwall.

The tectonized and mineralized lenses are always sub-horizontal, i.e. $<30^\circ$, and typically reveal post-mineral faulting in their FW (Figure 20). Most of the historical mines in the northern part of the Project area (North Lobe) are hosted in these breccia masses and should be viewed as the ‘robust’ parts of the gold deposit (Figure 21). The physical characteristics considered important here include: 1) mineralized, low-angle tectonic breccia; 2) sub-horizontal to moderately inclined banded quartz-chalcedony veins; 3) widespread lattice texture; and 4) evidence that tectonism and mineralization were, at least in part, synchronous.



Figure 20. Post-mineral tectonic breccia (Klondyke fault) developed at the base of the Apex Zone; fragments in PM breccia are from the mineralized breccia above.



Figure 21. Stope developed along FW chalcedony breccia of the Klondyke fault. Chip sample #00159 (~5m to the right of photo) contained 0.6m @ 14.35 ppm Au.

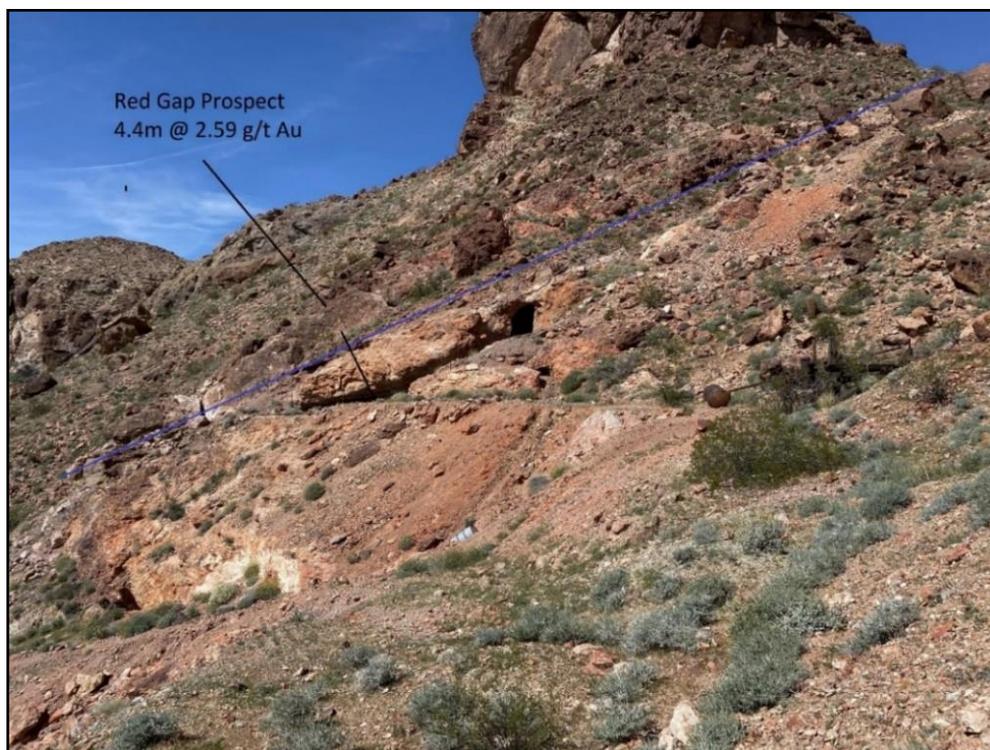


Figure 22. Looking west at the Red Gap mineralized zone. The strongest mineralization is hosted by a low-angle rhyolite dike.

Additional features observed during the sampling program include: 1) widespread post-mineral faulting; 2) spatial relation with felsic rocks, both tuffs and dikes (Figure 22); and 3) apparent zoned alteration across the Mohave hydrothermal system with clay-hematite-(alunite) on the west and increased sericite on the east (Figure 11). Macro-characteristics such as these suggest a complicated hydrothermal and tectonic history.

Drilling

No drilling has been conducted at the Mohave Gold Project by the Issuer. A summary of historic exploration, including drilling, is provided in Section 6.0.

Sampling and Analysis

The Issuer has not collected any samples from the Mohave Gold Project and no sample preparation or analyses have been conducted by it as a result. Details of the M3 sampling program are summarized in sections 18.2.5 (Exploration) and 18.2.6 (Mineralization).

Regarding the 2020 M3 sampling program, all samples were collected and bagged by the Author, stored in the Author's field vehicle in sealed sacks and transported to the ALS facilities in Reno, Nevada. Upon receipt and log in at the ALS facility, the samples were weighed, crushed and pulverized (250 g) to 85% to minus 75 microns. Subsequent analyses for gold consisted of a 30 g Fire Assay – AA finish (ALS code – Au-AA23) with values exceeding 10.0 g/t Au subject to a 30 g Fire Assay-gravimetric finish (ALS code – Au-GR21). All samples were also subjected to 35 element Aqua Regia ICP-AES (ALS code – ME-ICP41) analyses. Silver values exceeding 100 g/t Ag were subject to an Aqua Regia digestion (ALS code Ag-OG46). The results are presented in Appendix B.

The Author has no direct knowledge of the sample preparation, analytical techniques, or security procedures

used prior to the 2020 Sampling Program.

Regarding data verification, as the Issuer has not taken any samples on the Project data verification is not applicable. With respect to the 2020 M3 sampling program, Table 3 provides the results from the QA/QC analysis which consisted of 6 blanks (commercial high silica sand) and 2 standards from Klein. The results do not suggest any serious issues in the sample preparation and analytical procedures; regardless, the blanks should not contain greater than 5 ppb Au. The analytical report from ALS also contains internal blanks (19), standards (37) and duplicates (13) which are presented in Appendix B. Both internal and external blanks, standards and checks have been reviewed and do not suggest quality issues in sample preparation or analyses of these samples. The Author has been responsible for all phases of sample collection, labelling, bagging and transport from the project to Reno, where the samples were analyzed by ALS labs.

Table 3. Analytical results from the blanks and standards utilized in the Phase 1 Mohave project sampling program

Sample Number	Sample Type	Standard	Recvd Wt. (kg)	Au (ppm)
0025	Blank		1.08	0.015
0050	Blank		1.2	0.015
0075	STD	1.76 ppm Au	0.06	1.675
0100	Blank		1.04	0.006
0125	Blank		1.22	0.008
0150	STD	0.556 ppm Au	0.06	0.549
0175	Blank		1.16	<0.005
0200	Blank		1	<0.005

Because of the long history of the Mohave Gold Project and because much of previous exploration and other work, including production, on it preceded NI 43-101, the Author is not able to verify any other historical data on the Mohave Gold Project including historical sampling, analytical and test data underlying the information or opinions contained in this Technical Report including the data from McEwen Mining. Further, the Author cannot confirm what quality assurance programs or quality control measure were applied during the execution of historical work for which records exist and were reviewed.

Security of Samples

The Issuer has not collected any samples from the Mohave Gold Project and no sample preparation or analyses have been conducted by it as a result.

Regarding the 2020 M3 sampling program, all samples were collected and bagged by the Author, stored in the Author's field vehicle in sealed sacks and transported to the ALS facilities in Reno, Nevada.

Mineral Resources and Reserves

There are no current mineral resource or mineral reserve estimates on the Mohave Gold Project.

Mining Operations

There are no current mining operations on the Mohave Gold Project.

Exploration and Development Plans

The Issuer is planning the following exploration activities over the next 12 months:

1. The geologic model, including alteration studies, needs to be digitized and draped onto a DEM.
2. Drilling databases should be reviewed and prepared for modelling and integration with the geologic/topographic model.
3. Three-dimensional modelling of the geologic model, drill holes and surface samples should proceed utilizing a geologic software such as Leapfrog.
4. Analysis of these results can be used to identify priority areas based upon existing mineralization and/or potential for additional mineralization via surface sampling and drilling upon receipt of the required permits.
5. Surface sampling, utilizing portable, gas-powered saws should be done across entire mineralized zones identified in the 2020 Phase 1 program and supported by the above modelling.
6. An airborne geophysical survey (MAG, TDEM) will provide additional data to assist in the targeting of future drilling.
7. Alteration studies utilizing Multispectral Analyses/Terraspec of surface samples should be completed allowing field calibration for SAT/ASTER studies over project area.
8. Complete permitting for the EPO.

The estimated budget for this work program is summarized in Table 4 below:

Table 4. Proposed 12-month budget for exploration activities at the Mohave Gold Project.

Data compilation/digitizing/3D model/SAT	35,000	47,000*
Surface exploration-sampling, mapping etc.	50,000	67,000
Airborne geophysics (MAG, TDEM)	70,000	93,000
Permitting	50,000	67,000
G+A	25,000	35,000
TOTAL	USD\$230,000	\$307,000

*Exchange rate of 1 USD\$=1.33 \$

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INFORMATION CONCERNING THE RESULTING ISSUER

Corporate Structure

Name and Incorporation

The Corporation has not made any changes to its constating documents and has not acquired the shares of any other companies other than Mohave USA. The Corporation does not anticipate making any changes to its constating documents in connection with the Completion of the Qualifying Transaction.

Intercorporate Relationships

The Resulting Issuer will have one subsidiary in which it currently has a 100% interest, Mohave USA, a corporation duly formed according to the applicable laws of the State of Nevada. The registered office of Mohave USA is 711 South Carson Street, Carson City, Nevada, 89701.

Narrative Description of the Business

Stated Business Objectives

Upon Completion of the Qualifying Transaction, the Resulting Issuer will be a junior mining exploration company listed on Tier 2 of the Exchange.

The Resulting Issuer's primary business objective following Completion of the Qualifying Transaction is to carry out the exploration activities on the Mohave Gold Project in accordance with the recommendations contained in the Technical Report. See "*Information Concerning The Significant Assets - Mohave Gold Project- Exploration, Development, and Recommendations*".

Milestones

The Resulting Issuer's primary milestone will be the initiation of the exploration work program on the Mohave Gold Project. See "*Information Concerning The Significant Assets - The Mohave Gold Project - Exploration, Development, and Recommendations*". As described in greater detail in the Technical Report, the estimated cost of the exploration work program will be approximately \$307,000

The Resulting Issuer believes it has the working capital available to fund ongoing operations which will be sufficient to meet its obligations, as currently contemplated, for a minimum of 12 months.

Exploration and Development

The Resulting Issuer intends to explore and develop the Mohave Gold Project in accordance with the recommendation set forth in the Technical Report. See "*Information Concerning The Significant Assets - The Mohave Gold Project - Exploration, Development, and Recommendations*".

Description of the Securities

All of the shares issued by the Resulting Issuer will be Common Shares (“**Resulting Issuer Common Shares**”) and will have the same rights and restrictions as Common Shares of the Corporation. See “*Information Concerning the Issuer - Description of the Securities*”.

Unless they are qualified by a prospectus, Common Shares issued by the Resulting Issuer from treasury in transactions will generally be restricted from trading for a period of 4-months from the date of issuance.

Pro Forma Consolidated Capitalization

Pro Forma Consolidated Capitalization

The following table sets forth the pro forma capitalization of the Resulting Issuer after giving effect to the completion of the Transaction.

Designation of Security	Amount authorized or to be authorized	Amount outstanding after giving effect to the Qualifying Transaction
Pre-Transaction Common Shares	Unlimited	2,075,000
Post-Transaction Resulting Issuer Common Shares	11,875,000	13,950,000
Total Outstanding Post-Transaction Resulting Issuer Common Shares	Unlimited	13,950,000
Total Share Purchase Warrants⁽³⁾	11,875,000	11,875,000
Options granted pursuant to the Stock Option Plan	100,000	100,000 ⁽¹⁾
Total Outstanding Post-Transaction Stock Options	100,000⁽²⁾	100,000

Notes:

- (1) Options to purchase a total of 100,000 Resulting Issuer Common Shares held by certain directors of the Corporation (Robert Meister, Martin Bajic, and Abnoui Hamlet).
- (2) Includes the 100,000 Stock Options issued; the Stock Option Plan is a fixed stock option plan that sets the number of Resulting Issuer Common Shares issuable thereunder at a maximum of 10% of the Resulting Issuer Common Shares issued and outstanding at the time of the IPO. See “*Information Concerning the Issuer - Stock Option Plan*”.
- (3) Upon closing of the Concurrent Financing, a total of 11,875,000 share purchase warrants will be outstanding.

Fully Diluted Share Capital

Issuance	Common Shares	Percentage of Shares of a fully diluted basis⁽²⁾
Issued and Outstanding Capital at the date of this Filing Statement:		
Common Shares issued and outstanding prior to the Concurrent Financing	2,075,000	8.00%
Resulting Issuer Common Shares issued pursuant to the Concurrent Financing	11,875,000	45.805%
Resulting Issuer Share Purchase Warrants issued pursuant to the Concurrent Financing	11,875,000	45.805%
Resulting Issuer Common Shares issuable pursuant to the Definitive Agreement	0	0%
Outstanding Options ⁽¹⁾	100,000	0.39%
Total		100%

- Notes:
- (1) Options to purchase a total of 100,000 Resulting Issuer Common Shares held by certain directors of the Corporation (Robert Meister, Martin Bajic and Abnoui Hamlet).
 - (2) Assumes exercise of all outstanding Options and the 11,875,000 warrants issued pursuant to the Concurrent Financing for total fully diluted issued and outstanding of 25,925,000 on a fully diluted basis

Available Funds and Principal Purposes

Available Funds

The following is a breakdown of the capital available to the Corporation (the “**Available Funds**”) upon Completion of the Qualifying Transaction.

Source of Funds	Estimated Amount (\$)
Estimated working capital of the Corporation as at the date hereof ⁽¹⁾ , excluding the gross proceeds of the Concurrent Financing	\$84,000
Gross proceeds of Concurrent Financing	\$950,000
Total Available Funds	\$1,034,000

Notes:

- (1) Calculated as current assets less the current liabilities of the Corporation.

Dividends

There will be no restrictions on the Resulting Issuer’s ability to pay dividends subsequent to the Completion of the Qualifying Transaction. It is not contemplated that any dividends will be paid in the immediate future following the Completion of the Transaction, as it is anticipated that all available funds will be used to finance the growth and operations of the Resulting Issuer's business. The board of directors of the Resulting Issuer (the “**Resulting Issuer Board**”) will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the relevant time. All of the Resulting Issuer Common Shares are entitled to an equal share in any dividends declared and paid.

Principal Purposes of Funds

The Resulting Issuer intends to use the Available Funds for the following purposes:

Use of Available Funds	Amount (\$)
Estimated general and administrative expenses ⁽¹⁾	\$24,000
Cash payments owing in connection with the Definitive Agreement ⁽²⁾	\$300,000
Completion of twelve month recommended work program on the Mohave Gold Project ⁽³⁾	\$307,000
Costs of maintaining the Underlying Agreement in good standing for twelve months following Completion of the Qualifying Transaction ⁽⁴⁾	\$100,000
Costs associated with Completion of the Qualifying Transaction	\$62,000
Costs associated with operating a public company ⁽⁵⁾	\$70,000
Management Salaries ⁽⁶⁾	\$0
Unallocated working capital	\$171,000
TOTAL:	\$1,034,000

Footnotes:

(1) The general and administrative expense are minimal as the Corporation anticipates, for the near future, that it will operate virtually without physical office space until such time as: (i) there are material changes to the impact of the COVID pandemic on the feasibility of operating from physical office space; and (ii) expanded business operations require having physical office space.

(2) Due concurrently with Completion of the Qualifying Transaction.

(3) As recommended in Section 26 of the Technical Report.

(4) A total of USD\$75,000 (\$100,000) will be paid to maintain the Underlying Agreement in good standing.

(5) Comprised primarily of costs associated with transfer agent fees, quarterly accounting fees related to bookkeeping, annual audit, estimated annual SEDAR and Exchange fees.

(6) Management has agreed not to take salaries until such time as the earlier of: (i) the Corporation completing a minimum further \$3,000,000 in aggregate equity financing (See "*Executive Compensation*"); or (ii) the date which is one year from Completion of the Qualifying Transaction.

The Resulting Issuer will spend the funds available to it on Completion of the Qualifying Transaction to carry out its proposed work program on the Mohave Gold Project, as set out in "*Information Concerning The Significant Assets - The Mohave Gold Project - Exploration, Development, and Recommendations*". The allocation of funds will be examined on an on-going basis, and there may be circumstances in which, and for sound business reasons, funds are re-allocated, in accordance with the prevailing business and economic conditions. It is difficult at this time to definitively project the total funds necessary to accomplish the business objectives of the Resulting Issuer. For these reasons, management considers it to be reasonable and in the best interests of the Resulting Issuer to permit management a reasonable degree of flexibility with respect to the use of funds. See "*Information Concerning the Resulting Issuer - Narrative Description of the Business*".

Principal Securityholders

The following table sets forth those persons who will own 10% or more of the issued and outstanding Common Shares of the Resulting Issuer after giving effect to the Transaction:

				Percentage of Common Shares Owned After Giving Effect to the Transaction

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares Owned, Directed, or Controlled	Percentage of Common Shares Owned Prior to Giving Effect to The Transaction ⁽¹⁾	Percentage Assuming No Exercise of Shareholder's Warrants	Percentage Assuming Full Exercise of Shareholder's Warrants Only ⁽⁴⁾
Graham Harris North Vancouver, BC	Record and Beneficial	2,600,000	18.7%	18.7%	31.5% ⁽²⁾
Farhad Abasov, Dubai, UAE	Record	2,500,000	18.0%	18.0%	30.53%
Total	-		34.9%	34.9%	62.03%

Notes:

- (1) Based on Issued and Outstanding Common Shares of 13,875,000 upon closing of the Concurrent Financing. No shares are issuable in connection with the Definitive Agreement.
- (2) Graham Harris will own, upon closing of the Concurrent Financing, of record and beneficially, 2,600,000 share purchase warrants in addition to commons shares (1,600,000 held by GKM Holdings Inc., a company he owns all of the issued and outstanding shares of, 750,000 held personally and 250,000 held by his spouse, Karen Harris). He has no stock options.
- (3) Farhad Abasov will own, upon closing of the Concurrent Financing, of record only, 2,500,000 share purchase warrants in addition to common shares. He has no stock options.
- (4) Based on Issued and Outstanding Common Shares of 13,875,000 plus number of shares to be issued upon full exercise of shareholders' warrants.

Directors, Officers and Promoters

Name, Address, Occupation and Security Holdings

The following is a list of proposed officers and directors of the Resulting Issuer, their municipalities of residence, their proposed positions with the Resulting Issuer, principal occupation during the past five years and number and percentage of Common Shares which will be beneficially owned, directly or indirectly, or over which control or direction will be exercised, by each of the Resulting Issuer's directors, officers and promoters following the Completion of the Qualifying Transaction.

Name and Municipality of Residence	Position or Office to be held within the Resulting Issuer	Principal Occupation During Past 5 Years	Date first became a director of the Issuer ⁽²⁾⁽³⁾	Number and Percentage of Resulting Issuer Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽⁴⁾	
				Number	Percentage
Graham Harris West Vancouver, BC	President, CEO, Director	Self-Employed Consultant, Chair / Director of Millennial Lithium Corp.	Upon Completion	2,600,000	18.7%
Robert Meister ⁽¹⁾ North Vancouver, BC	CFO, Corporate Secretary, Director	President / CEO of Auralite Investments, Inc. President / CEO of Cloudbreak Discovery Corp. Partner, Caymus Advisors	July, 2015	25,000	0.2%

		Inc.			
Farhad Abasov ⁽¹⁾ Dubai, UAE	Director	President and CEO of Millennial Lithium Corp., President and CEO of Allana Potash Corp.	Upon Completion	2,500,000	18.0%
Peter MacLean ⁽¹⁾ Milton, Ontario	Director	VP Technical Services, Millennial Lithium Corp.	Upon Completion	400,000	2.9%

Notes:

(1) Member of Audit Committee of Resulting Issuer

(2) "Upon Completion" refers to "Upon Completion of the Qualifying Transaction"

(3) All Directors hold their position until the next Annual General Meeting of Shareholders. The officers of the Company hold their positions at the pleasure of the Board of Directors.

(4) Percentage assumes issued and outstanding at closing of 13,950,000 and excludes warrants held by each person.

Management

The following are summaries of the proposed directors and principal management of the Resulting Issuer, including their respective proposed positions with the Resulting Issuer and relevant work and educational background. No member of senior management is currently a party to, or proposes to enter into, a formal non-competition or confidentiality agreement with the Resulting Issuer. It is expected that all of the proposed members of management will be management consultants of the Resulting Issuer. Each of the proposed members of management will work for the Resulting Issuer on a part-time basis and will maintain employment and activities outside of the Resulting Issuer.

Graham Harris - West Vancouver, BC Age: 58

It is anticipated that Graham Harris will be appointed Director, President and CEO of the Corporation upon Completion of the Transaction. He will replace Robert Meister who currently holds the positions of President and CEO.

Mr. Harris has over 40 years' experience in the finance industry, including as a senior VP of Canaccord Genuity Corp. (1999-2004) and as a senior VP and partner of Yorkton Securities (1989-1999). He has directly raised over \$400 million in development and venture capital for public and private companies. He was a founder of Cap-Ex Iron Ore Ltd., a founding director of M2 Cobalt Corp which recently merged with ASX listed Jervois Mining Ltd. and is the founder of Millennial Lithium Corp. Mr. Harris currently serves as Chair and a Director of Millennial Lithium Corp. Mr. Harris holds a BA Econ from the University of British Columbia.

Dr. Peter J. MacLean - Milton, Ontario Age: 59

It is anticipated that Peter MacLean will be appointed Director of the Corporation upon Completion of the Qualifying Transaction.

Dr. MacLean has over 25 years of resource exploration and development experience in North America, South America and Africa. Currently Dr. MacLean is SVP, Technical Services for Millennial Lithium Corp. and involved in all aspects of Millennial's lithium brine project in Argentina. Previously Dr. MacLean was SVP, Exploration, for Allana Potash Corp., and directed all exploration and development activities on its Danakhil potash project in Ethiopia. Dr. MacLean has also worked extensively on base metal and precious metal projects throughout the Americas with Aur Resources, Monarch Resources, Newmont Gold, and Hecla Mining and is fluent in Spanish. Dr. MacLean holds a PhD in Geology from the University of Western Ontario and is a professional geologist (P.Geo).

Farhad Abasov - Dubai, UAE Age: 49

Mr. Abasov will be appointed Director of the Corporation upon Completion of the Qualifying Transaction.

Mr. Abasov has over 15 years of experience founding and managing natural resource companies. He is the Chair of Automotive Finance Corp. Most recently, Mr. Abasov served as President & CEO of Allana Potash Corp., a potash development company which was sold to Israel Chemical Ltd. for \$170M in 2015. Mr. Abasov was also the Executive Chair of Rodinia Lithium, a company developing lithium brine assets in Argentina, and was a co-founder of Potash One which was acquired by German potash company K+S for \$430M in 2010. Prior to Potash One, Mr. Abasov was Senior Vice President, Strategy at Energy Metals which was acquired by Uranium One for \$1.8B in 2007. Mr. Abasov has an MBA from International University of Japan. He is currently President and CEO of Millennial Lithium Corp., a Tier I TSX Issuer.

Robert Meister - North Vancouver, BC Age: 48

Robert Meister brings a unique skill set gained from his experience of working with public and private companies of the past 25 years. His experience and entrepreneurial nature have allowed him to manage and develop numerous business and management activities including all aspects of business development, marketing and finance at institutional and retail levels at Senior Officer and Executive leadership roles. He is currently the President and CEO of Myconic Capital Corp. (formerly Auralite Investments Inc.) and Cloudbreak Discovery Corp. Mr. Meister is also a director of Moovly Media Inc. and Castlebar Capital Corp.

Corporate Cease Trade Orders or Bankruptcies

No proposed director, officer or promoter of the Resulting Issuer or a securityholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, within 10 years before the date of this Filing Statement, has been, a director, officer or promoter of any person or company that, while that person was acting in that capacity: (a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities law, for a period of more than 30 consecutive days; or (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

No proposed director, officer, or promoter of the Resulting Issuer, or a securityholder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has: (a) 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) 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

securityholder making a decision about the Qualifying Transaction.

Personal Bankruptcies

No proposed director, officer or promoter of the Resulting Issuer, or a securityholder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal holding company of any such persons has, within the 10 years before the date of the filing statement/information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or promoter.

Conflicts of Interest

There are potential conflicts of interest to which the proposed directors, officers, Insiders and promoters of the Resulting Issuer will be subject in connection with the operations of the Resulting Issuer. All of the proposed directors, officers, Insiders and promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Resulting Issuer for businesses or assets. Accordingly, situations may arise where some or all of the proposed directors, officers, Insiders and promoters will be in direct competition with the Resulting Issuer. Conflicts, if any, will be subject to the procedures and remedies as provided under company law and securities laws, rules and regulations.

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 of Director, Officer, or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
Farhad Abasov	Millennial Lithium Corp.	TSXV	Officer / Director	May 2017	Present
	Automotive Finco Corp.	TSXV	Chair / Director	August 2011	Present
	Allana Potash Corp.	TSX	Director / Officer	Oct. 2008	June 2015
Graham Harris	Millennial Lithium Corp.	TSXV	Chair / Officer / Director	Nov. 2006	Present
	M2 Cobalt Corp.	TSXV	Director	Oct. 2017	June 2019
	ML Gold Corp.	TSXV	Officer / Director	Oct. 2009	June 2017
Robert Meister	Huffington Capital Corp.	TSX.V	President, CEO	July 2015	Present
	MyconicCapital Corp.	TSX.V	President, CEO	Sept. 2018	Present
	Moovly Media Inc	TSX.V	Director	June 2018	Present
	Castlebar Capital Corp.	TSX.V	Director	Feb. 2019	Present
	NetCents Technology Inc.	CSE	Director	May 2015	Oct. 2017

	Cameo Cobalt Corp. Navy Resources Corp. CloudBreak Discovery Corp.	CSE TSX.V None	Director President, CEO President, CEO	Sept 2018 May 2011 Feb. 2020	Dec. 2018 Sept. 2018 Present
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Executive Compensation

Executive Compensation

No compensation was earned by, or paid to, or accrued or payable to, the Issuer's Named Executive Officers during the fiscal years ending August 31, 2019, 2018 and 2017. The Issuer is a Capital Pool Company Listed on the NEX.

Upon Completion of the Qualifying Transaction, the Resulting Issuer intends to enter into management consulting agreements with its directors, management and named executive officers (collectively, the "Resulting Issuer Management") which will provide that the Resulting Issuer Management agree not to take salaries until such time as the earlier of: (i) the Corporation completing a minimum further \$3,000,000 in aggregate equity financing; or (ii) the date which is one year from the Completion of the Qualifying Transaction. At that point, the Corporation will determine compensation to the Resulting Issuer Management.

At this time, the Issuer has not agreed to pay any compensation to any of the Resulting Issuer Management in compensation securities or otherwise.

The following table sets forth the particulars of the Stock Options that will be outstanding upon Completion of the Qualifying Transaction.

Compensation securities							
Name and position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (August 31, 2019) (\$)	Expiry date
Robert Meister, <i>Director, CFO, Corporate Secretary</i>	Stock Options	50,000	April 18, 2016	\$0.20	\$0.20	\$0.17	April 18, 2026

Stock option plan

See "Information Concerning the Issuer - Stock Option Plan".

Employment, Consulting and Management Agreements

As at the time of this Filing Statement, the Resulting Issuer has not entered into any employment, consulting, or management agreements in which compensation was provided or is payable in respect of services provided to the Resulting Issuer or any of its subsidiaries that were: (a) performed by a director or named executive officer; or (b) performed by any other party but are services typically provided by a director or a named executive officer.

Upon Completion of the Qualifying Transaction, the Resulting Issuer intends to enter into management consulting agreements with its directors, management and named executive officers (collectively, the "Resulting Issuer Management") which will provide that the Resulting Issuer Management agree not to take salaries until such time as the earlier of: (i) the Corporation completing a minimum further \$3,000,000 in aggregate equity financing; or (ii) the date which is one year from the Completion of the Qualifying Transaction. At that point, the Corporation will determine compensation to the Resulting Issuer Management.

At this time, the Issuer has not agreed to pay any compensation to any of the Resulting Issuer Management in compensation securities or otherwise.

Any future compensation to the Resulting Issuer Management will be determined in keeping with the procedures and considerations outlined below.

Oversight and Description of Director and Named Executive Officer Compensation

The Resulting Issuer expects that compensation will play an important role in achieving short and long-term business objectives that ultimately drive business success. The Resulting Issuer's compensation philosophy will be to foster entrepreneurship at all levels of the organization through, among other things, the future granting of Stock Options, which may be a significant component of executive compensation. This approach is based on the assumption that the performance of the Resulting Issuer Common Share price over the long term is an important indicator of long-term performance.

The Resulting Issuer's compensation philosophy is based on the following fundamental principles:

- *Compensation programs align with shareholder interests* – the Resulting Issuer aligns the goals of executives with maximizing long-term shareholder value;
- *Performance sensitive* – compensation for executive officers should be linked to operating and market performance of the Resulting Issuer and fluctuate with the performance; and
- *Offer market competitive compensation to attract and retain talent* – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives and to attract new individuals of the highest caliber.

The objectives of the compensation program in compensating all NEOs will be developed based on the above-mentioned compensation philosophy and will be as follows:

- to attract and retain highly qualified executive officers;
- to align the interests of executive officers with shareholders' interests and with the execution of the Resulting Issuer's business strategy;
- to evaluate executive performance on the basis of key measurements that correlate to long-term

shareholder value; and

- to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

The Resulting Issuer believes that transparent, objective and easily verified corporate goals, combined with individual performance goals, play an important role in creating and maintaining an effective compensation strategy for NEOs. The Resulting Issuer's objective is to establish benchmarks and targets for its NEOs that will enhance shareholder value if achieved.

Aggregate compensation for each NEO shall be designed to be competitive. Once formed, it is anticipated that the compensation committee of the Resulting Issuer (the "RICC") will review from time to time the compensation practices of similarly situated companies when considering the Resulting Issuer's executive compensation practices. The RICC will review each element of compensation for market competitiveness, and although it may weigh a particular element more heavily based on the NEO's role within the Resulting Issuer, it is primarily focused on remaining competitive in the market with respect to total compensation.

From time to time, on an ad hoc basis, the RICC will review data related to compensation levels and programs of various companies that are similar in size to the Resulting Issuer and operate within the mining exploration and development industry. The Compensation Committee will also rely on the experience of its members as officers and/or directors at other companies in similar lines of business as the Resulting Issuer in assessing compensation levels.

Compensation Governance

The RICC will be responsible for ensuring that the Resulting Issuer has in place an appropriate plan for executive compensation and for making recommendations to the Resulting Issuer Board with respect to the compensation of the Resulting Issuer's executive officers. The RICC will ensure that total compensation paid to all NEOs is fair, reasonable, and consistent with the Resulting Issuer's compensation philosophy.

From time to time the RICC shall make, and the Resulting Issuer Board shall review and may approve, recommendations regarding compensation to executive officers and directors. A combination of fixed and variable compensation will be used to motivate executive officers to achieve overall corporate goals. The two basic components of the Resulting Issuer's executive officer compensation program are:

- base salary; and
- annual incentive (bonus) payments.

Base salaries shall be paid in cash, and constitute the fixed portion of the total compensation paid to executive officers. Annual incentives comprise the remainder, and represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on: (i) whether the executive officer is able to meet or exceed his or her applicable performance targets; and (ii) market performance of the Common Shares. To date, no specific formula has been developed to assign a specific weighting to each of these components. Instead, the Resulting Issuer Board shall consider each performance target and the Resulting Issuer's performance and assigns compensation based on this assessment and the recommendations of the RICC.

Base Salary

The RICC and the Resulting Issuer Board shall approve the salary ranges for the NEOs. The base salary review for each NEO is based on assessment of factors such as current competitive market conditions, compensation levels and practices of similarly situated companies and particular skills, such as leadership

ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. The Resulting Issuer may consider comparative data for the Resulting Issuer's peer group, which are accumulated from a number of external sources including independent consultants. The Resulting Issuer's policy for determining salary for executive officers will be consistent with the administration of salaries for all other employees.

Periodic Incentive (Cash Bonus) Payments

Periodic incentive awards shall be based on various personal and company-wide achievements. Performance goals for incentive payments are subjective and include achieving individual and corporate targets and objectives, as well as general performance in day-to-day corporate activities.

The Resulting Issuer Board will approve target incentive amounts for each NEO at the beginning of each financial year or at such other time as seems reasonable to it. The RICC will determine target amounts based on a number of factors, including comparable compensation of similar companies. Funding of the incentive awards will be capped at the company level and the distribution of funds to the executive officers will be at the discretion of the RICC. Each NEO may receive partial or full payment of the target incentive amount set by the RICC at the beginning of each financial year, depending on the number of the predetermined targets met, and the assessment of such NEO's overall performance by the RICC and the Resulting Issuer Board and the assessment of their collective accomplishments and contributions. Persons other than NEO such as other employees, directors, officers or consultants may also receive incentive or milestone achievement compensation or payments.

In order to develop a recommendation to the Resulting Issuer Board regarding incentive payments, the RICC will assess NEO performance subjectively, considering each NEO's respective success in achieving his or her individual objectives, contributions to the achievement of the Resulting Issuer's goals, and contributions to meeting the needs of the Resulting Issuer that arise on a day-to-day basis. If the RICC cannot unanimously agree on a recommendation in respect of an NEO's incentive payment, the matter is referred to the full Board for decision.

The Resulting Issuer Board will rely heavily on the recommendations of the RICC in granting incentives. However, the Resulting Issuer Board reserves ultimate discretion in determining whether each NEO has met his or her targets, and has the right make positive or negative adjustments to any incentive payment recommended by the RICC that it deems appropriate. The RICC of the Resulting Issuer will set targets and objectives in mind of milestones typically achieved by resource companies of a similar stage of development to the Resulting Issuer such as completing equity or other fundraising activities, developing a resource property to a stage at which a resource (if any) may be estimated or entering a construction, test production or commercial production phase (should the Resulting Issuer ever meet or advance to these milestones). Payments are unlikely, except in the case of those NEOS and others whose work is unrelated to such milestone, to be on an annual or calendar basis.

Option-Based Compensation

Stock Options may be granted to directors, management, employees and certain service providers as long-term incentives to align the individual's interests with those of the Resulting Issuer. Stock Options shall be awarded to directors and employees, including NEOs, at the Resulting Issuer Board's discretion, on the recommendation of the RICC. Decisions with respect to Stock Options granted are based upon the individual's level of responsibility and their contribution towards the Resulting Issuer's goals and objectives, and additionally may be awarded in recognition of the achievement of a particular goal or extraordinary service. The RICC considers outstanding Stock Options granted under the Stock Option Plan and held by management in determining whether to make any new grants of Stock Options, and the quantum or terms of any Stock Options grant.

Pension disclosure

The Resulting Issuer has not established a pension plan or a deferred compensation plan and has no current plans to establish them.

Indebtedness of Directors and Officers

No proposed director or officer of the Resulting Issuer, or associate thereof, is indebted to the Resulting Issuer or another entity that is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Resulting Issuer, nor are any of the foregoing individuals expected to be indebted to the Resulting Issuer following the Completion of the Qualifying Transaction.

Investor Relations Arrangements

The Resulting Issuer does not have any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Resulting Issuer. The Resulting Issuer may make such arrangements, subject to the rules and policies of the Exchange.

Options to Purchase Securities

The Resulting Issuer has adopted the Stock Option Plan and has granted the Stock Options in accordance with the policies of the Exchange according to the following terms:

Name	Number of Common Shares underlying Stock Options to be granted After Giving Effect to the Offering	Exercise or Base Price (\$/Security)	Expiry Date
Robert Meister ⁽²⁾	50,000	\$0.20	April 18, 2026
Martin Bajic	25,000	\$0.20	April 18, 2026
Hamlet Absnoui	25,000	\$0.20	April 18, 2026
TOTAL	100,000	-	-

Notes:

- (1) As the Resulting Issuer Common Shares were not listed on the Exchange at the date of the grant, the market value of the securities underlying the Stock Options on the date of grant is not available.
- (2) Director and officer of the Resulting Issuer.

There are no assurances that the Stock Options described above will be exercised in whole or in part. See “*Information Concerning the Issuer - Stock Option Plan*”.

Escrowed Securities

CPC Escrow

The following includes the name and municipality of residence of each security holder, and the number of Common Shares that are held in escrow (the “**CPC Escrow Securities**”) under the CPC Escrow Agreement. The escrowed securities are held and administered by Computershare Investor Services Inc. pursuant to the terms of the CPC Escrow Agreement.

Name and Municipality of Residence of Shareholder	Prior to Giving Effect to the Qualifying Transaction ⁽¹⁾		After Giving Effect to the Qualifying Transaction ⁽²⁾	
	Number of Common Shares Held in Escrow	Percentage of Common Shares Held in Escrow	Number of Common Shares Held in Escrow	Percentage of Common Shares
Steve Bajic Burnaby, BC	400,000	19.28%	360,000	2.58%
Martin Bajic Burnaby, BC	50,000	2.41%	45,000	0.32%
Robert Meister North Vancouver, BC	25,000	1.20%	22,500	0.16%
Hamlet Abnousi Vancouver, BC	25,000	1.20%	22,500	0.16%
TOTAL		24.09%	450,000	3.22%

Notes:

- (1) Based on the pre-Transaction number of Common Shares outstanding of 2,075,000.
- (2) Based on the post-Transaction Resulting Issuer number of Common Shares outstanding of 13,950,000.
- (3) Assumes 10% of escrow shares released in the Initial Release.

Under the CPC Escrow Agreement, 10% of the escrowed Resulting Issuer Common Shares will be released on the issuance of the Final Exchange Bulletin (the “**Initial Release**”), and an additional 15% will be released on each of the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release. The Common Shares released from escrow upon the Initial Release are reflected in the above table.

If the Resulting Issuer meets the Exchange’s Tier 1 minimum listing requirements subsequent to the issuance of the Final Exchange Bulletin, the release of the CPC Escrow Securities will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for listing as a Tier 1 Company and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Corporation on Tier 1 of the Exchange. The Exchange's prior consent must be obtained before a transfer within escrow of the Escrowed Shares.

Value Escrow of securities pursuant to the Concurrent Financing

The following includes the name and municipality of residence of each Principal of the Resulting Issuer, and the number of Common Shares they or their Affiliates or Associates (as that term is defined in the policies of the Exchange) which will be held in escrow (the “**Value Escrow Securities**”) under the Value Escrow Agreement. The escrowed securities are held and administered by Computershare Investor Services Inc. pursuant to the terms of the Value Escrow Agreement.

Name and Municipality of Residence of Shareholder	Prior to Giving Effect to the Qualifying Transaction ⁽¹⁾		After Giving Effect to the Qualifying Transaction ⁽²⁾	
	Number of Common Shares Held in Escrow	Percentage of Common Shares Held in Escrow	Number of Common Shares Held in Escrow ⁽³⁾	Percentage of Common Shares Held in Escrow
Farhad Abasov, Dubai, UAE	0	0%	2,250,000	16.13%

Graham Harris, ⁽⁴⁾ West Vancouver, BC	0	0%	2,340,000 -	16.77%
Peter MacLean, Milton, Ontario	0	0%	360,000	2.58%
TOTAL			4,950,000	35.48%

Notes:

- (1) Based on the pre-Transaction number of Common Shares outstanding of 2,075,000
- (2) Based on the Post-Transaction Resulting Issuer number of Common Shares Outstanding of 13,950,000
- (3) Assumes that 10% of the shares issued to each of the persons is released from escrow upon receipt of the Final Exchange Bulletin.
- (4) The shares shown as being held by Graham Harris include shares held by his spouse as well as his company, GKM Holdings Inc.

The subscribers under the Concurrent Financing other than the Principals of the Resulting Issuer have agreed that their purchases of securities under the Concurrent Financing will be subject to the Value Escrow Agreement.

Under the Value Escrow Agreement, 10% of the escrowed Resulting Issuer Common Shares will be released on the issuance of the Final Exchange Bulletin (the “**Initial Release**”), and an additional 15% will be released on each of the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release. The Common Shares released from escrow upon the Initial Release are reflected in the above table.

If the Resulting Issuer meets the Exchange’s Tier 1 minimum listing requirements subsequent to the issuance of the Final Exchange Bulletin, the release of the Value Escrowed Securities will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for listing as a Tier 1 Company and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Corporation on Tier 1 of the Exchange. The Exchange's prior consent must be obtained before a transfer within escrow of the Escrowed Shares.

Auditor, Transfer Agent, and Registrar

Auditor

The auditor of the Resulting Issuer will be Dale Matheson Carr-Hilton Labonte LLP of Suite 1500 - 1140 West Pender Street, V6E 4G1.

Transfer Agent and Registrar

The registrar and transfer agent of the Common Shares of the Resulting Issuer will be Computershare Investor Services Inc., 3rd Floor - 510 Burrard Street, Vancouver, British Columbia V6C 3B9

GENERAL MATTERS

Sponsorship and Agent Relationship

The Company has applied for an exemption from the Sponsorship Policies of the Exchange under Section 3.4 of

Exchange Policy 2.2. No agent has been engaged to provide services in connection with the Qualifying Transaction.

Experts

Opinions

The following persons or companies are named in this Filing Statement as having prepared or certified a report, valuation, statement, or opinion in this Filing Statement.

- A. The Corporation engaged the Technical Report Author to prepare the Technical Report. The Technical Report Author is a “qualified person” and considered “independent”, as such terms are defined in National Instrument 43-101. All of the scientific and technical disclosure contained in this Filing Statement regarding the Mohave Gold Project has been reviewed and approved by the Technical Report Author. The material under the heading “*Information Concerning The Significant Assets – The Mohave Gold Project*” is an extract from the Technical Report.
- B. Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, prepared the audit reports for the Corporation relating to the annual financial statements of the Corporation for the year ended August 31, 2019.

Interest of Experts

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 securities or property of the Corporation or Resulting Issuer, or an Associate or Affiliate of the Corporation or Resulting Issuer.

Expert Reports

See “*Information Concerning The Significant Assets - The Mohave Gold Project*” for a summary of the Technical Report for which the Technical Report Author is responsible.

Other Material Facts

To the Corporation’s knowledge, there are no other material facts about the Corporation, Resulting Issuer, or Qualifying Transaction that are not disclosed under the preceding items and are necessary in order for the Filing Statement to contain full, true and plain disclosure of all material facts relating to the Resulting Issuer or Qualifying Transaction.

Board Approval

The contents of this Filing Statement have been approved by the board of directors of the Corporation.

Schedule "A"
Annual Financial Statements of Huffington Capital Corp.
Year Ended August 31, 2019

HUFFINGTON CAPITAL CORP.

Financial Statements

August 31, 2019

Presented in Canadian dollars



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Huffington Capital Corp.

Opinion

We have audited the financial statements of Huffington Capital Corp. (the "Company"), which comprise the statements of financial position as at August 31, 2019 and 2018, and the statements of comprehensive loss, changes in shareholders' equity and cash flows 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 August 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. 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 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.

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 Matthew Gosden.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

December 20, 2019



An independent firm
associated with Moore
Global Network Limited

HUFFINGTON CAPITAL CORP.

Statements of Financial Position
(Expressed in Canadian dollars)

	Note	August 31, 2019	August 31, 2018
Assets			
Current assets			
Cash and equivalents		\$ 155,782	\$ 91,186
Interest receivable		591	139
Prepaid expenses		433	1,733
<hr/>			
Total assets		\$ 156,806	\$ 93,058
<hr/>			
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities	3, 8	\$ 13,168	\$ 4,984
<hr/>			
Shareholders' equity			
Share capital	4	399,179	282,591
Stock option reserve		35,584	35,584
Deficit		(291,125)	(230,101)
<hr/>			
Total shareholders' equity		143,638	88,074
<hr/>			
Total liabilities and shareholders' equity		\$ 156,806	\$ 93,058
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Nature and continuance of operations (Note 1)

Approved on behalf of the Board:

"Steve Bajic"
Steve Bajic, Director

"Hamlet Abnousi"
Hamlet Abnousi, Director

The accompanying notes are an integral part of these financial statements

HUFFINGTON CAPITAL CORP.

Statements of Comprehensive Loss
(Expressed in Canadian dollars)

	Note	Year-ended August 31, 2019	Year-ended August 31, 2018
Administrative expenses (income):			
General and administrative	8	\$ 28,610	\$ 21,386
Transfer agent and filing fees		15,611	14,020
Professional fees		18,125	9,488
Interest income		(1,322)	(878)
Net and comprehensive loss		\$ (61,024)	\$ (44,016)
Weighted average number of outstanding shares		1,787,329	1,522,125
Basic and diluted loss per share		\$ (0.03)	\$ (0.03)

The accompanying notes are an integral part of these financial statements

HUFFINGTON CAPITAL CORP.Statement of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

	Share capital		Share based payment reserve	Deficit	Total shareholders' equity
	Number of Common Shares	Amount			
Balance, August 31, 2017	2,022,125	\$ 266,482	\$ 41,118	\$ (186,085)	\$ 121,515
Issuance of stock pursuant to warrant exercise	52,875	16,109	(5,534)	-	10,575
Cancellation of seed shares	(500,000)	-	-	-	-
Net and comprehensive loss	-	-	-	(44,016)	(44,016)
Balance, August 31, 2018	1,575,000	282,591	35,584	(230,101)	88,074
Shares issued for cash	500,000	125,000	-	-	125,000
Less: share issuance costs	-	(8,412)	-	-	(8,412)
Net and comprehensive loss	-	-	-	(61,024)	(61,024)
Balance, August 31, 2019	2,075,000	\$ 399,179	\$ 35,584	\$ (291,125)	\$ 143,638

The accompanying notes are an integral part of these financial statements

HUFFINGTON CAPITAL CORP.

Statements of Cash Flows

(Expressed in Canadian dollars)

	Year-ended August 31, 2019	Year-ended August 31, 2018
Cash provided by (used in):		
Operating activities		
Net loss	\$ (61,024)	\$ (44,016)
Changes in non-cash working capital items:		
Interest receivable	(452)	353
Prepaid expenses	1,300	-
Accounts payable and accrued liabilities	8,184	(2,339)
Cash used in operating activities	(51,992)	(46,002)
Financing activity		
Proceeds from issuance of shares, net of issuance costs	116,588	10,575
Cash from financing activities	116,588	10,575
Increase in cash and equivalents	64,596	(35,427)
Cash and equivalents, beginning	91,186	126,613
Cash and equivalents, ending	\$ 155,782	\$ 91,186
Cash and equivalents consists of the following:		
Cash at bank	\$ 5,782	\$ 11,186
Guaranteed investment certificate - redeemable	150,000	80,000
Cash and equivalents	\$ 155,782	\$ 91,186

The accompanying notes are an integral part of these financial statements

HUFFINGTON CAPITAL CORP.

Notes to the Financial Statements
For the year ended August 31, 2019
(Expressed in Canadian dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Huffington Capital Corp. (the "Company") was incorporated in British Columbia under the Business Corporations Act on July 21, 2015 and its head office is located at 1177 West Hastings Street, Suite 1740, Vancouver, British Columbia, V6E 2K3.

The Company was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange (the "Exchange") as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the Exchange. As a CPC, the Company's principal business would be to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with Policy 2.4 of the Exchange ("Qualifying Transaction"). The Company completed its IPO on April 19, 2016. A CPC has 24 months from when the shares are listed on the Exchange to complete a Qualifying Transaction. Such a transaction will be subject to shareholder and regulatory approval. Until completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. The Company did not complete a Qualifying Transaction within the 24 month period and therefore the listing of the Company's common shares was transferred to NEX under symbol HU.H.

These financial statements have been prepared on the basis that the Company will continue as a going concern. The proposed business of the Company involves a high degree of risk and there is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment within the requisite time period. Additional funds will be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

The financial statements of the Company have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The financial statements have been prepared on a historical cost basis, modified where applicable. The financial statements are presented in Canadian dollars, which is the Company's functional currency.

The financial statements were approved by the board of directors on December 20, 2019.

(b) Use of estimates and judgments

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. 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 and in any future periods affected. Significant areas requiring the use of estimates include the fair value of stock-based compensation, and the recognition of deferred income tax assets. Actual results may differ from these estimates. Significant areas requiring the use of judgment in applying the Company's accounting policies include the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

HUFFINGTON CAPITAL CORP.

Notes to the Financial Statements
For the year ended August 31, 2019
(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) *Income taxes*

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(d) *Financial instruments*

Effective September 1, 2018, the Company has adopted IFRS 9:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

HUFFINGTON CAPITAL CORP.

Notes to the Financial Statements
For the year ended August 31, 2019
(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) *Financial instruments (Continued)*

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net (loss) income in the period in which they arise.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

HUFFINGTON CAPITAL CORP.

Notes to the Financial Statements
For the year ended August 31, 2019
(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) *Financial instruments (Continued)*

(iv) Derecognition (Continued)

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are recognized in profit or loss.

(e) *Share Capital*

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity, net of any tax effects.

(f) *Loss per share*

Basic loss per share is calculated by dividing net loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is determined by adjusting the net loss attributable to common shares and the weighted average number of common shares outstanding, for the effects of all dilutive potential common shares.

(g) *Share-based payments*

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instrument issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is credited to the share-based payment reserve. The fair value of options is determined using the Black-Scholes Option Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted, shall be based on the number of equity instruments that eventually vest.

(h) *Cash and equivalents*

Cash and equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

(i) *New standards not yet adopted*

IFRS 16, Leases ("IFRS 16") In January 2016, the IASB issued this standard which is effective for periods beginning on or after January 1, 2019, which replaces the current guidance in IAS 17, Leases ("IAS 17"), and is to be applied either retrospectively or using the modified retrospective approach. Early adoption is permitted, but only in conjunction with IFRS 15, Revenue from Contracts with Customers. Under IAS 17, lessees were required to make a distinction between a finance lease (on balance sheet) and an operating lease (off balance sheet). IFRS 16 now requires lessees to recognize a lease liability reflective of future lease payments and a "right-of-use asset" for virtually all lease contracts, which will cause, with limited exceptions, most leases to be recorded on the statement of financial position. The Company does not expect the adoption of this new standard will impact its financial statements.

HUFFINGTON CAPITAL CORP.

Notes to the Financial Statements
For the year ended August 31, 2019
(Expressed in Canadian dollars)

3. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	August 31, 2019	August 31, 2018
Accounts payable	\$ 7,668	\$ 4,984
Accrued liabilities	5,500	-
	<u>\$ 13,168</u>	<u>\$ 4,984</u>

4. SHARE CAPITAL

Common shares

The Company has authorized an unlimited number of common and preferred shares without par value.

1,000,000 of the Company's common shares originally issued to its founders were on deposit with a trustee under an escrow agreement pursuant to Policy 2.4 of the Exchange. As a consequence of the Company not completing a Qualifying Transaction within 24 months of its IPO, 500,000 of those common shares were returned to treasury and cancelled for no consideration. 10% of the remaining 500,000 common shares will be released from escrow on the issuance on the final Exchange bulletin on the closing of a Qualifying Transaction and an additional 15% will be released every six months following the initial release over a period of thirty-six months.

On April 16, 2018, 52,875 warrants were exercised at \$0.20 per warrant for proceeds of \$10,575.

On March 29, 2019, the Company issued 500,000 common shares at \$0.25 per share for proceeds of \$116,588, net of share issuance costs of \$8,412.

Loss per share

Outstanding stock options have been excluded from the calculation of diluted loss per share as the effect would be anti-dilutive.

Stock Options

The Company has adopted a stock option plan, pursuant to which the board of directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares exercisable for a period of up to five years from the date the common shares are listed on the Exchange. The number of common shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

No options were granted, exercised or forfeited during the years ended August 31, 2019 or 2018.

HUFFINGTON CAPITAL CORP.

Notes to the Financial Statements
For the year ended August 31, 2019
(Expressed in Canadian dollars)

4. SHARE CAPITAL (Continued)

Stock Options (Continued)

The following table summarizes information about stock options outstanding and exercisable at August 31, 2019:

Number of Shares	Exercise Price	Expiry Date	Exercisable
200,000	\$0.20	April 19, 2026	200,000

5. INCOME TAXES

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	Year-ended August 31, 2019	Year-ended August 31, 2018
Net loss before income tax	\$ (61,024)	\$ (44,016)
Statutory tax rate	27%	26%
Expected income tax recovery at the statutory tax rate	(16,476)	(11,444)
Change in tax rates	(3,323)	-
Deferred tax assets not recognized	19,799	11,444
Income tax recovery	\$ -	\$ -

The Company has the following deductible temporary differences for which no deferred tax asset has been recognized:

	August 31, 2019
Non-capital losses	\$ 284,010
Share issue costs	\$ 20,278

The non-capital losses expire in the years 2035 – 2039.

6. FINANCIAL INSTRUMENTS AND RISKS

(a) Fair values

The fair values of cash, accounts payable approximate their carrying values due to the short-term to maturities of these financial instruments.

(b) Interest rate

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

HUFFINGTON CAPITAL CORP.

Notes to the Financial Statements
For the year ended August 31, 2019
(Expressed in Canadian dollars)

6. FINANCIAL INSTRUMENTS AND RISKS (Continued)

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash on hand to meet its financial obligations.

(d) 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 exposure to credit risk is on its cash held in bank accounts. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

(e) Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's is not exposed to currency risk.

7. CAPITAL MANAGEMENT

The Company's capital structure consists of cash and share capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to complete a Qualifying Transaction. 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. In order to carry out the planned activities and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management since inception. The Company is not subject to externally imposed capital requirements.

8. RELATED PARTY TRANSACTIONS

For the year ended August 31, 2019, the Company incurred rent expense of \$15,500 (2018 - \$18,000) to a company controlled by officers of the Company. At August 31, 2019, included in accounts payable is \$3,150 (2018 - \$1,575) due to this company.

Schedule "B"
Management Discussion and Analysis
For The Year Ended August 31, 2019

HUFFINGTON CAPITAL CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the year ended August 31, 2019

This Management Discussion and Analysis ("MD&A") of Huffington Capital Corp. ("Huffington" or the "Company") has been prepared by management as of December 27, 2019 and should be read together with the audited financial statements and related notes for the year ended August 31, 2019 which are prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information regarding the Company can be found on SEDAR at www.sedar.com. All of the following amounts are expressed in Canadian dollars unless otherwise stated.

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Issuer to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Overall Performance

The Company was incorporated under the Canada Business Corporations Act on July 21, 2015.

The Company was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange ("Exchange") as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the Exchange. As a CPC, the Company's principal business would be to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with Policy 2.4 of the Exchange ("Qualifying Transaction").

On April 19, 2016, the Company completed its IPO issued 1,000,000 common shares at \$0.20 per share for total proceeds of \$200,000. The Company paid to the agent a corporate finance fee of \$7,500 and a cash commission of \$15,000, being 7.5% of the gross proceeds. The Company also issued to the agent an option to acquire 75,000 common shares of the Company at a price of \$0.20 per share. These agent options were exercised in full during the fiscal periods ended August 31, 2017 and 2018.

On August 8, 2018, the Company cancelled 500,000 common shares, leaving 500,000 shares in escrow.

The Company received notice from the Exchange notifying the Company that it had been suspended for failure to complete a Qualifying Transaction within 24 months of listing on the Exchange in accordance with Policy 2.4. On August 8, 2018, the Company's shares were listed on the NEX Board of the Exchange under the symbol MXC.H.

The proposed business of the Company and the completion of a Qualifying Transaction involves a high degree of risk and there is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment within the requisite time period. Additional funds will be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast doubt about the Company's ability to continue as a going concern. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

HUFFINGTON CAPITAL CORP.

MANAGEMENT DISCUSSION & ANALYSIS

For the year ended August 31, 2019

Selected Annual Information

	Year Ended August 31,	Year Ended August 31,	Year Ended August 31,
	2019	2018	2017
Total revenue	\$ -	\$ -	\$ -
Net and comprehensive loss for the year	\$ (61,024)	\$ (44,016)	\$ (49,466)
Total assets	\$ 156,806	\$ 93,058	\$ 128,838
Weighted average number of shares outstanding	1,787,329	1,522,125	1,512,684
Loss per share, basic and diluted	\$ (0.03)	\$ (0.03)	\$ (0.03)

Results of Operations

Year ended August 31, 2019 compared to year ended August 31, 2018

For the year ended August 31, 2019, the Company reported a net loss of \$61,024 (2018 - \$44,016) comprised of general and administrative fees of \$28,610 (2018 - \$21,386), transfer agent and filing fees of \$15,611 (2018 - \$14,020) and professional fees of \$18,125 (2018 - \$9,488). The Company reported \$1,322 of interest income for the year-ended August 31, 2019 (2018 - \$878).

Generally, expenses have remained consistent from period to period as the Company continued to evaluate potential Qualifying Transactions. Professional fees increased \$8,637 as a result of legal fees incurred as the Company pursued a qualifying transaction.

Summary of Quarterly Results

	Q4 2019	Q3 2019	Q2 2019	Q1 2019	Q4 2018	Q3 2018	Q2 2018	Q1 2018
Net Loss for the Period	\$ (8,129)	\$ (28,218)	\$ (13,235)	\$ (11,442)	\$ (15,725)	\$ (11,074)	\$ (10,259)	\$ (6,958)
Loss per Share	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)

Liquidity and Capital Resources

The Company reported working capital of \$143,638 at August 31, 2019 (2018 - \$88,074) and cash of \$155,782 (2018 - \$91,186).

Current liabilities as at August 31, 2019 consisted of accounts payable of \$13,168 (2018 - \$4,984).

Pursuant to subscription agreements, 2,000,000 common shares at \$0.05 per share were issued to directors of the Company for gross proceeds of \$100,000. On January 25, 2016, the directors of the Company approved the repurchase of 1,000,000 of the Company's issued and outstanding common shares for no consideration from its shareholders on a pro rata basis. Consequently, the number of issued and outstanding common shares has been reduced to 1,000,000 common shares. On August 8, 2018, the Company cancelled 500,000 common shares, leaving 500,000 shares in escrow. All 500,000 common shares are held in escrow and have been deposited with a trustee under an escrow agreement. Under the escrow agreement, 10% of the escrowed common shares will be released from escrow on the issuance of the final Exchange bulletin on the closing of a Qualifying Transaction and an additional 15% will be released every six months following the initial release over a period of thirty six months.

On April 19, 2016, the Company completed its IPO issued 1,000,000 common shares at \$0.20 per share for total proceeds of \$200,000. Issuance costs of \$33,875 were incurred on the IPO reducing the net proceeds to \$166,125.

HUFFINGTON CAPITAL CORP.

MANAGEMENT DISCUSSION & ANALYSIS

For the year ended August 31, 2019

On January 11, 2017, 22,125 warrants were exercised at \$0.20 per warrant for proceeds of \$4,425.

On April 16, 2018, 52,875 warrants were exercised at \$0.20 per warrant for proceeds of \$10,575.

On March 29, 2019, the Company issued 500,000 common shares at \$0.25 per share for gross proceeds of \$125,000.

The Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Transactions with Related Parties

For the year ended August 31, 2019, the Company incurred rent expense of \$15,500 (2018 - \$18,000) to NW Capital Corp., a company controlled by officers of the Company. At August 31, 2019, included in accounts payable is \$3,150 (2018 - \$1,575) due to this company.

Fourth Quarter

The Company had a net loss of \$8,129 (2018 - \$15,725) during the quarter ended August 31, 2019. Expenses included:

	Three months ended August 31, 2019	Three months ended August 31, 2018
Transfer agent and filing fees	\$ 2,828	\$ 2,619
General and administrative	7,948	5,854
Professional fees	(2,231)	7,253
Interest income	(416)	(1)
	<u>\$ 8,129</u>	<u>\$ 15,725</u>

The loss has remained consistent from period to period. Individual expenditures fluctuate based on the Company's requirements. The recovery of professional fees is a result of the Company recording an adjustment to reallocate professional fees to share issuance costs.

Proposed Transactions

None.

Critical Accounting Estimates

Not applicable for Venture Issuers.

HUFFINGTON CAPITAL CORP.

MANAGEMENT DISCUSSION & ANALYSIS

For the year ended August 31, 2019

Recent Accounting Policies Not Yet Adopted

IFRS 16, Leases (“IFRS 16”) In January 2016, the IASB issued this standard which is effective for periods beginning on or after January 1, 2019, which replaces the current guidance in IAS 17, Leases (“IAS 17”), and is to be applied either retrospectively or using the modified retrospective approach. Early adoption is permitted, but only in conjunction with IFRS 15, Revenue from Contracts with Customers. Under IAS 17, lessees were required to make a distinction between a finance lease (on balance sheet) and an operating lease (off balance sheet). IFRS 16 now requires lessees to recognize a lease liability reflective of future lease payments and a “right-of-use asset” for virtually all lease contracts, which will cause, with limited exceptions, most leases to be recorded on the statement of financial position. The Company does not expect the adoption of this new standard will impact its financial statements.

Financial Instruments and Other Instruments

The carrying amounts of cash and accounts payable approximate fair value because of the short-term maturity of these items.

Other Requirements

Summary of Outstanding Securities as at December 27, 2019

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 2,075,000 Shares (including 500,000 Shares held in escrow)

Warrants: None

Stock options: 200,000 @ \$0.20 per share.

Additional disclosures pertaining to the Company’s technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

Schedule "C"
Interim Financial Statements of Huffington Capital Corp.
For The Nine Months Ending May 31, 2020

HUFFINGTON CAPITAL CORP.

Condensed Interim Financial Statements

May 31, 2020

Presented in Canadian dollars - Unaudited

HUFFINGTON CAPITAL CORP.Condensed Interim Statements of Financial Position
(Expressed in Canadian dollars – Unaudited)

	Note	May 31, 2020	August 31, 2019
<hr/>			
Assets			
Current assets			
Cash		\$ 105,407	\$ 155,782
Interest receivable		-	591
Prepaid expenses		-	433
<hr/>			
Total assets		\$ 105,407	\$ 156,806
<hr/>			
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable		\$ 6,444	\$ 13,168
<hr/>			
Shareholders' equity			
Share capital	3	399,179	399,179
Share based payment reserve		35,584	35,584
Deficit		(335,800)	(291,125)
<hr/>			
Total shareholders' equity		98,963	143,638
<hr/>			
Total liabilities and shareholders' equity		\$ 105,407	\$ 156,806
<hr/>			

Nature and continuance of operations (Note 1)
Subsequent events (Note 4)

Approved on behalf of the Board:

"Robert Meister"

Robert Meister, Director

"Hamlet Abnoui"

Hamlet Abnoui, Director

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

HUFFINGTON CAPITAL CORP.Condensed Interim Statements of Comprehensive Loss
(Expressed in Canadian dollars – Unaudited)

	Three Months Ended May 31, 2020	Three Months Ended May 31, 2019	Nine Months Ended May 31, 2020	Nine Months Ended May 31, 2019
Administrative expenses				
General and administrative	\$ 2,442	\$ 9,379	\$ 12,780	\$ 20,662
Transfer agent and filing fees	4,422	6,762	11,377	12,783
Professional fees	10,314	12,448	21,071	20,356
Interest income	-	(371)	(553)	(906)
Net and comprehensive loss	\$ (17,178)	\$ (28,218)	\$ (44,675)	\$ (52,895)
Weighted average number of outstanding shares	2,075,000	1,917,391	2,075,000	1,689,815
Basic and diluted loss per share	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.03)

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

HUFFINGTON CAPITAL CORP.

Condensed Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars – Unaudited)

	Share capital		Share based payment reserve	Deficit	Total shareholders' equity
	Number	Amount			
Balance, August 31, 2018	1,575,000	\$ 282,591	\$ 35,584	\$ (230,101)	\$ 88,074
Shares issued for cash	500,000	125,000	-	-	125,000
Net loss	-	-	-	(52,895)	(52,895)
Balance, May 31, 2019	2,075,000	\$ 407,591	\$ 35,584	\$ (282,996)	\$ 160,179
Balance, August 31, 2019	2,075,000	\$ 399,179	\$ 35,584	\$ (291,125)	\$ 143,638
Net loss	-	-	-	(44,675)	(44,675)
Balance, May 31, 2020	2,075,000	\$ 399,179	\$ 35,584	\$ (335,800)	\$ 98,963

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

HUFFINGTON CAPITAL CORP.Condensed Interim Statements of Cash Flows
(Expressed in Canadian dollars – Unaudited)

	Nine Months Ended May 31, 2020	Nine Months Ended May 31, 2019
<hr/>		
Cash provided by (used in):		
Operating activities		
Net loss	\$ (44,675)	\$ (52,895)
Changes in non-cash working capital items:		
Interest receivable	591	(36)
Prepaid expenses	433	1,300
Accounts payable and accrued liabilities	(6,724)	15,453
Cash used in operating activities	(50,375)	(36,178)
<hr/>		
Financing activity		
Proceeds from private placement	-	125,000
Cash provided by financing activity	-	125,000
<hr/>		
Increase (decrease) in cash	(50,375)	88,822
Cash, beginning	155,782	91,186
Cash, ending	\$ 105,407	\$ 180,008

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

HUFFINGTON CAPITAL CORP.

Notes to Condensed Interim Financial Statements

For the nine months ended May 31, 2020

(Expressed in Canadian dollars – Unaudited)

1. NATURE AND CONTINUANCE OF OPERATIONS

Huffington Capital Corp. (the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on July 21, 2015 and its head office is located at 1177 West Hastings Street, Suite 1740, Vancouver, British Columbia, V6E 2K3.

The Company was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange ("Exchange") as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the Exchange. As a CPC, the Company's principal business would be to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with Policy 2.4 of the Exchange ("Qualifying Transaction").

The proposed business of the Company and the completion of a Qualifying Transaction involves a high degree of risk and there is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment within the requisite time period. Additional funds will be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast doubt about the Company's ability to continue as a going concern. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

The condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" using accounting policies consistent with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The condensed interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's August 31, 2019 annual financial statements and are presented in Canadian dollars, which is the Company's functional currency.

These unaudited condensed interim financial statements were authorized for issue by the Board of Directors on July 30, 2020.

(b) Use of estimates and judgments

The preparation of the Company's condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. 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 and in any future periods affected. Significant areas requiring the use of estimates include the fair value of stock-based compensation, and the recognition of deferred income tax assets. Actual results may differ from these estimates. Significant areas requiring the use of judgment in applying the Company's accounting policies include the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

HUFFINGTON CAPITAL CORP.

Notes to Condensed Interim Financial Statements

For the nine months ended May 31, 2020

(Expressed in Canadian dollars – Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) *Accounting standards issued but not yet effective*

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's condensed interim financial statements.

3. SHARE CAPITAL

Common shares

The Company has authorized an unlimited number of common shares without par value.

On March 29, 2019, the Company issued 500,000 common shares at \$0.25 per share for proceeds of \$125,000.

Stock Options

The Company has adopted a stock option plan, pursuant to which the board of directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares exercisable for a period of up to five years from the date the common shares are listed on the Exchange. The number of common shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

On April 19, 2016, the Company issued 200,000 stock options at a price of \$0.20 per share, expiring April 18, 2026. The estimated fair value of the options was \$35,583 which was determined using the Black-Scholes option pricing model with the following assumptions: an annualized volatility of 100%; an expected life of 10 years; a dividend yield rate of 0%; and a risk-free interest rate of 0.61%.

HUFFINGTON CAPITAL CORP.

Notes to Condensed Interim Financial Statements
For the nine months ended May 31, 2020
(Expressed in Canadian dollars – Unaudited)

3. SHARE CAPITAL (continued)

Stock Options

The weighted average remaining life of options at May 31, 2020 was 5.88 years.

The following table summarizes changes in stock options for the periods ended May 31, 2020 and 2019:

	May 31, 2020		May 31, 2019	
	Number Outstanding	Weighted Average Exercise Price	Number Outstanding	Weighted Average Exercise Price
Outstanding at the beginning of period	200,000	\$0.20	200,000	\$0.20
Cancelled	(100,000)	\$0.20	-	\$0.20
Outstanding at the end of period	100,000	\$0.20	200,000	\$0.20

The following table summarizes information about stock options outstanding and exercisable at May 31, 2020:

Number of Shares	Exercise Price	Expiry Date	Exercisable
100,000	\$0.20	April 19, 2026	100,000

4. SUBSEQUENT EVENTS

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting 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. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

On June 10, 2020, the Company announced that it had entered into a non-binding Letter of Intent effective June 9, 2020 with ML Nevada Corp. ("M3 Metals Nevada"), a wholly owned Nevada incorporated subsidiary of M3 Metals Corp. ("M3 Metals"), a TSX Venture Exchange listed company.

Under the terms of the Letter of Intent, M3 Metals would, through M3 Metals Nevada, grant to the Company an option (the "Option") under the terms of a mineral property option agreement (the "Definitive Option Agreement") to acquire up to a 90% interest in a mineral project which is the subject of a mineral property option and purchase agreement (the "Underlying Agreement") under which M3 Metals has the right and option (the "Underlying Option") to acquire up to a 100% interest in certain mineral properties (the "Mohave Project") in Mohave County, Arizona.

HUFFINGTON CAPITAL CORP.

Notes to Condensed Interim Financial Statements

For the nine months ended May 31, 2020

(Expressed in Canadian dollars – Unaudited)

4. SUBSEQUENT EVENTS (CONTINUED)

On June 10, 2020, the Company also announced it was engaging in a private placement (the "Private Placement") for gross proceeds of \$800,000 and that three persons (the "New Principals") would join the Company as directors and officers upon, and conditional upon, closing of the Definitive Option Agreement and the Private Placement. The private placement is to be comprised of 10,000,000 units at a price of \$0.08 per unit with each unit comprised of one common share and one share purchase warrant exercisable for a period of one (1) year at \$0.12 per share.

The Private Placement, the Definitive Option Agreement and the addition of the New Principals to the Company would collectively constitute the Company's qualifying transaction (the "Qualifying Transaction"). Closing (the "Closing") of the Qualifying Transaction, and all transactions constituting it, is subject to TSX Venture Exchange approval.

On June 16, 2020, the Company incorporated a wholly owned Nevada subsidiary, Mohave USA Gold Corp.

Effective July 4, 2020, the Definitive Option Agreement was executed by the Company, M3 Metals, M3 Metals Nevada and the Company's subsidiary, Mohave USA Gold Corp.

Under the Definitive Option Agreement, to exercise the Option as to a ninety (90%) percent interest in and to the Mohave Project, the Company (directly or through Mohave USA Gold Corp.) must:

- (a) Pay to M3 Metals Nevada the sum of CDN\$300,000 upon Closing of the Qualifying Transaction;
- (b) Pay to M3 Metals Nevada the sum of CDN\$400,000 on the fifteen month anniversary of the Definitive Option Agreement;
- (c) Pay to M3 Metals Nevada the sum of CDN\$400,000 on the second anniversary of the Definitive Option Agreement;
- (d) On or before the third anniversary of the Definitive Option Agreement pay to M3 Metals or to M3 Metals Nevada (at M3 Metals' option) CDN\$2million which payment may, at the Company's option, be made up to fifty (50%) percent in common shares of the Company (the "Shares") based on those Shares' market price on the date of their issuance;
- (e) On or before the third anniversary of the Definitive Option Agreement, make CDN\$1million in aggregate exploration expenditures on the Mohave Project;
- (f) On or before the fourth anniversary of the Definitive Option Agreement pay to M3 Metals or to M3 Metals Nevada (at M3 Metals' option) CDN\$3million which payment may, at the Company's option, be made up to fifty (50%) percent in Shares based on those Shares' market price on the date of their issuance; and
- (g) On or before the fourth anniversary of the Definitive Option Agreement, make an additional CDN\$2million in exploration expenditures (for a total of at least CDN\$3million) on the Mohave Project.

Upon having made the payments and the exploration expenditures in (a)-(g) above the Company will have exercised the Option as to a ninety (90%) percent interest in the Mohave Project.

HUFFINGTON CAPITAL CORP.

Notes to Condensed Interim Financial Statements

For the nine months ended May 31, 2020

(Expressed in Canadian dollars – Unaudited)

4. SUBSEQUENT EVENTS (CONTINUED)

It is a condition of the Definitive Option Agreement that the Company assume the obligations of M3 Metals under the Underlying Agreement. To meet these obligations, the Company must:

- (a) On or before that day which is ten (10) days after the Payment Commencement Date, pay the sum of USD\$75,000 to the vendors and finder (the "Vendors") under the Underlying Agreement;
- (b) On or before that day which is ten (10) days after the first anniversary of the Payment Commencement Date, pay the sum of USD\$100,000 to the Vendors;
- (c) On or before that day which is ten (10) days after the second anniversary date of the Payment Commencement Date, pay the sum of USD\$150,000 to the Vendors;
- (d) On or before that day which is ten (10) days after the third anniversary date of the Payment Commencement Date, pay the sum of USD\$200,000 to the Vendors; and
- (e) On or before that day which is ten (10) days after the fourth anniversary date of the Payment Commencement Date, pay the sum of USD\$3,000,000 to the Vendors.

"Payment Commencement Date" above means the earlier of: (i) the receipt of BLM (US Federal Bureau of Land Management) approval of further permits to conduct work on the Mohave Project; and (ii) March 21, 2021. The Payment Commencement Date cannot be before September 21, 2020. The Company expects receipt of these permits in early 2021.

The Underlying Agreement also contains requirements for exploration expenditures on the Mohave Project which expenditures are expected to be met (and exceeded) by the Company making the expenditures detailed above.

On July 14, 2020, the Company announced that it would be changing its name to "Black Mountain Gold USA Corp." concurrently with Closing of the Qualifying Transaction. The proposed name change is subject to the approval of the TSX Venture Exchange.

Schedule "D"
Management Discussion and Analysis
For The Nine Months Ending May 31, 2020

HUFFINGTON CAPITAL CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the Nine Months Ended May 31, 2020

This Management Discussion and Analysis ("MD&A") of Huffington Capital Corp. ("Huffington" or the "Company") has been prepared by management as of July 30, 2020 and should be read together with the unaudited condensed interim financial statements and related notes for the period ended May 31, 2020 which are prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information regarding the Company can be found on SEDAR at www.sedar.com. All of the following amounts are expressed in Canadian dollars unless otherwise stated. The reader should also refer to the annual audited financial statements for the period ended August 31, 2019.

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Overall Performance

The Company was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on July 21, 2015.

The Company was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange ("Exchange") as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the Exchange. As a CPC, the Company's principal business would be to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with Policy 2.4 of the Exchange ("Qualifying Transaction").

On April 19, 2016, the Company completed its IPO issued 1,000,000 common shares at \$0.20 per share for total proceeds of \$200,000. The Company paid to the agent a corporate finance fee of \$7,500 and a cash commission of \$15,000, being 7.5% of the gross proceeds. The Company also issued to the agent an option to acquire 75,000 common shares of the Company at a price of \$0.20 per share, expiring April 18, 2018.

On August 8, 2018, the Company cancelled 500,000 common shares, leaving 500,000 shares in escrow.

The Company received notice from the Exchange notifying the Company that it had been suspended for failure to complete a Qualifying Transaction within 24 months of listing on the Exchange in accordance with Policy 2.4. On August 8, 2018, the Company's shares were listed on the NEX Board of the Exchange under the symbol HU.H.

On March 29, 2019, the Company issued 500,000 common shares at \$0.25 per share for proceeds of \$125,000.

The proposed business of the Company and the completion of a Qualifying Transaction involves a high degree of risk and there is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment within the requisite time period. Additional funds will be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast doubt about the Company's ability to continue as a going concern. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

HUFFINGTON CAPITAL CORP.

MANAGEMENT DISCUSSION & ANALYSIS

For the Nine Months Ended May 31, 2020

Results of Operations

For the three months ended May 31, 2020 and 2019, the Company reported a net loss of \$17,178 and \$28,218 comprised of general and administrative fees of \$2,442 and \$9,379, professional fees of \$10,314 and \$12,448, transfer agent and filing fees of \$4,422 and \$6,762 and interest income of \$Nil and \$371, respectively. Expenditures have remained relatively consistent from period to period.

For the nine months ended May 31, 2020 and 2019, the Company reported a net loss of \$44,675 and \$52,895 comprised of general and administrative fees of \$12,780 and \$20,662, professional fees of \$21,071 and \$20,356, transfer agent and filing fees of \$11,377 and \$12,783 and interest income of \$553 and \$906, respectively. Expenditures have remained relatively consistent from period to period.

Summary of Quarterly Results

	Q3 2020	Q2 2020	Q1 2020	Q4 2019	Q3 2019	Q2 2019	Q1 2019	Q4 2018
Net Loss for the Period	\$ (17,178)	\$ (18,480)	\$ (9,017)	\$ (8,129)	\$ (28,218)	\$ (13,235)	\$ (11,442)	\$ (15,725)
Loss per Share	\$ (0.02)	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)

Liquidity and Capital Resources

The Company reported working capital of \$989,963 at May 31, 2020 and cash of \$105,407.

Current liabilities as at May 31, 2020 consisted of accounts payable of \$6,444.

Pursuant to subscription agreements, 2,000,000 common shares at \$0.05 per share were issued to directors of the Company for gross proceeds of \$100,000. On January 25, 2016, the directors of the Company approved the repurchase of 1,000,000 of the Company's issued and outstanding common shares for no consideration from its shareholders on a pro rata basis. Consequently, the number of issued and outstanding common shares has been reduced to 1,000,000 common shares. On August 8, 2018, the Company cancelled 500,000 common shares, leaving 500,000 shares in escrow. All 500,000 common shares are held in escrow and have been deposited with a trustee under an escrow agreement. Under the escrow agreement, 10% of the escrowed common shares will be released from escrow on the issuance of the final Exchange bulletin on the closing of a Qualifying Transaction and an additional 15% will be released every six months following the initial release over a period of thirty six months.

On April 19, 2016, the Company completed its IPO issued 1,000,000 common shares at \$0.20 per share for gross proceeds of \$200,000.

On January 11, 2017, 22,125 warrants were exercised at \$0.20 per warrant for proceeds of \$4,425.

On April 16, 2018, 52,875 warrants were exercised at \$0.20 per warrant for proceeds of \$10,575.

On March 29, 2019, the Company issued 500,000 common shares at \$0.25 per share for proceeds of \$125,000.

The Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Transactions with Related Parties

None.

HUFFINGTON CAPITAL CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the Nine Months Ended May 31, 2020

Proposed Transactions

On June 10, 2020, the Company announced that it had entered into a non-binding Letter of Intent effective June 9, 2020 with ML Nevada Corp. ("M3 Metals Nevada"), a wholly owned Nevada incorporated subsidiary of M3 Metals Corp. ("M3 Metals"), a TSX Venture Exchange listed company.

Under the terms of the Letter of Intent, M3 Metals would, through M3 Metals Nevada, grant to the Company an option (the "Option") under the terms of a mineral property option agreement (the "Definitive Option Agreement") to acquire up to a 90% interest in a mineral project which is the subject of a mineral property option and purchase agreement (the "Underlying Agreement") under which M3 Metals has the right and option (the "Underlying Option") to acquire up to a 100% interest in certain mineral properties (the "Mohave Project") in Mohave County, Arizona.

On June 10, 2020, the Company also announced it was engaging in a private placement (the "Private Placement") for gross proceeds of \$800,000 and that three persons (the "New Principals") would join the Company as directors and officers upon, and conditional upon, closing of the Definitive Option Agreement and the Private Placement. The private placement is to be comprised of 10,000,000 units at a price of \$0.08 per unit with each unit comprised of one common share and one share purchase warrant exercisable for a period of one (1) year at \$0.12 per share.

The Private Placement, the Definitive Option Agreement and the addition of the New Principals to the Company would collectively constitute the Company's qualifying transaction (the "Qualifying Transaction"). Closing (the "Closing") of the Qualifying Transaction, and all transactions constituting it, is subject to TSX Venture Exchange approval.

On June 16, 2020, the Company incorporated a wholly owned Nevada subsidiary, Mohave USA Gold Corp.

Effective July 4, 2020, the Definitive Option Agreement was executed by the Company, M3 Metals, M3 Metals Nevada and the Company's subsidiary, Mohave USA Gold Corp.

Under the Definitive Option Agreement, to exercise the Option as to a ninety (90%) percent interest in and to the Mohave Project, the Company (directly or through Mohave USA Gold Corp.) must:

- (a) Pay to M3 Metals Nevada the sum of CDN\$300,000 upon Closing of the Qualifying Transaction;
- (b) Pay to M3 Metals Nevada the sum of CDN\$400,000 on the fifteen month anniversary of the Definitive Option Agreement;
- (c) Pay to M3 Metals Nevada the sum of CDN\$400,000 on the second anniversary of the Definitive Option Agreement;
- (d) On or before the third anniversary of the Definitive Option Agreement pay to M3 Metals or to M3 Metals Nevada (at M3 Metals' option) CDN\$2million which payment may, at the Company's option, be made up to fifty (50%) percent in common shares of the Company (the "Shares") based on those Shares' market price on the date of their issuance;
- (e) On or before the third anniversary of the Definitive Option Agreement, make CDN\$1million in aggregate exploration expenditures on the Mohave Project;
- (f) On or before the fourth anniversary of the Definitive Option Agreement pay to M3 Metals or to M3 Metals Nevada (at M3 Metals' option) CDN\$3million which payment may, at the Company's option, be made up to fifty (50%) percent in Shares based on those Shares' market price on the date of their issuance; and
- (g) On or before the fourth anniversary of the Definitive Option Agreement, make an additional CDN\$2million in exploration expenditures (for a total of at least CDN\$3million) on the Mohave Project.

Upon having made the payments and the exploration expenditures in (a)-(g) above the Company will have exercised the Option as to a ninety (90%) percent interest in the Mohave Project.

HUFFINGTON CAPITAL CORP.

MANAGEMENT DISCUSSION & ANALYSIS

For the Nine Months Ended May 31, 2020

It is a condition of the Definitive Option Agreement that the Company assume the obligations of M3 Metals under the Underlying Agreement. To meet these obligations, the Company must:

- (a) On or before that day which is ten (10) days after the Payment Commencement Date, pay the sum of USD\$75,000 to the vendors and finder (the "Vendors") under the Underlying Agreement;
- (b) On or before that day which is ten (10) days after the first anniversary of the Payment Commencement Date, pay the sum of USD\$100,000 to the Vendors;
- (c) On or before that day which is ten (10) days after the second anniversary date of the Payment Commencement Date, pay the sum of USD\$150,000 to the Vendors;
- (d) On or before that day which is ten (10) days after the third anniversary date of the Payment Commencement Date, pay the sum of USD\$200,000 to the Vendors; and
- (e) On or before that day which is ten (10) days after the fourth anniversary date of the Payment Commencement Date, pay the sum of USD\$3,000,000 to the Vendors.

"Payment Commencement Date" above means the earlier of: (i) the receipt of BLM (US Federal Bureau of Land Management) approval of further permits to conduct work on the Mohave Project; and (ii) March 21, 2021. The Payment Commencement Date cannot be before September 21, 2020. The Company expects receipt of these permits in early 2021.

The Underlying Agreement also contains requirements for exploration expenditures on the Mohave Project which expenditures are expected to be met (and exceeded) by the Company making the expenditures detailed above.

On July 14, 2020, the Company announced that it would be changing its name to "Black Mountain Gold USA Corp." concurrently with Closing of the Qualifying Transaction. The proposed name change is subject to the approval of the TSX Venture Exchange.

Critical Accounting Estimates

Not applicable for Venture Issuers.

Recent Accounting Policies Not Yet Adopted

IFRS 16, Leases (effective January 1, 2019) introduced new requirements for the classification and measurement of leases. Under IFRS 16, a lessee no longer classifies leases as operating or financing and records all leases on the condensed consolidated statement of financial position, unless the lease term is 12 months or less or the underlying asset has a low value. The Company has applied a modified retrospective transition approach. The Company does not have any leases, and as a result, this standard had no impact on the Company's financial statements on adoption.

IFRIC 23, Uncertainty over Income Tax Treatments (effective January 1, 2019) provides guidance when there is uncertainty over income tax treatments including, but not limited to, whether uncertain tax treatments should be considered separately; assumptions made about the examination of tax treatments by tax authorities; the determination of taxable profit, tax bases, unused tax losses, unused tax credits, and tax rates; and, the impact of changes in facts and circumstances. This interpretation did not have an impact on the Company's financial statements.

The Company has not early adopted this revised standard and is currently assessing the impact that this standard will have on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Financial Instruments and Other Instruments

The carrying amounts of cash and accounts payable approximate fair value because of the short-term maturity of these items.

HUFFINGTON CAPITAL CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the Nine Months Ended May 31, 2020

Other Requirements

Summary of Outstanding Securities as at July 30, 2020

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 2,075,000 Shares (including 500,000 Shares held in escrow)

Stock options: 100,000 @ \$0.20 per share.

Warrants: None

Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

**Schedule “E”
CERTIFICATE**

Certificate of the Issuer

Date: October 26, 2020

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

"Robert Meister"

Robert Meister, President / CEO

"Martin Bajic"

Martin Bajic, CFO

ON BEHALF OF THE BOARD OF DIRECTORS

"Robert Meister"

Robert Meister, Director

"Martin Bajic"

Martin Bajic, Director

"Hamlet Abnoui"

Hamlet Abnoui, Director

Acknowledgement – Personal Information

"Personal Information" means any information about an identifiable individual, and includes information contained in any Items in the attached filing statement that are analogous to Items 4.2, 11, 12.1, 15, 17.2, 18.2, 23, 24, 26, 31.3, 32, 33, 34, 35, 36, 37, 38, 40 and 41 of the Exchange Form 3B2 – *Information Required in a Filing Statement for a Qualifying Transaction* ("**Form 3B2**"), as applicable.

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

- (a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to Form 3B2; 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.

"Robert Meister"

Robert Meister, President and CEO