December 12, 2018

VIA SEDAR

To: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority, Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Prince Edward Island Securities Registry
Securities Commission of Newfoundland and Labrador

Dear Sirs/Mesdames:

Re: Firefox Gold Corp. – Re-filing of Long Form Final Prospectus

FireFox Gold Corp. has re-filed the final long form prospectus dated December 6, 2018 (the "**Prospectus**"), to cure certain errors that occurred upon the conversion from Word format to PDF format, which were related to underlying coding in the Prospectus document.

The corrections pertain to the current assets, current liabilities and shareholders' equity figures as at and for the nine month period ended September 30, 2018, which appear on pages 12, 18, 68 and 71 of the Prospectus.

The SEDAR project number for the Prospectus is 2829969.

Yours truly,

FireFox Gold Corp.

(Signed) Andrew MacRitchie

Andrew MacRitchie
Chief Financial Officer

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws. Accordingly, these securities may not be offered or sold in the United States (as defined herein) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States. See "Plan of Distribution".*

PROSPECTUS

Initial Public Offering December 6, 2018

FIREFOX GOLD CORP.

MINIMUM OFFERING: $2,000,000 (5,000,000 OFFERED UNITS)

MAXIMUM OFFERING: $5,000,000 (12,500,000 OFFERED UNITS)

Price: $0.40 per Offered Unit

This prospectus (the "**Prospectus**") qualifies the distribution (the "**Offering**") of a minimum of 5,000,000 units and up to a maximum of 12,500,000 units of FireFox Gold Corp. (the "**Company**" or "**FireFox**") at a price of $0.40 per unit (the "**Offering Price**"). Each unit of the Company (each, an "**Offered Unit**") consists of one common share in the capital of the Company (each, a "**Unit Share**") and one-half of one common share purchase warrant (each whole common share purchase warrant, a "**Warrant**") of the Company. Each Warrant will entitle the holder thereof to acquire, subject to adjustment in accordance with the Warrant Indenture (as defined herein), one common share (each, a "**Warrant Share**") of the Company at an exercise price of $0.60 at any time prior to 5:00 p.m. (Vancouver time) on the date that is 24 months following their date of issue. The Warrants will be governed by a warrant indenture (the "**Warrant Indenture**") to be entered into on or before the Closing Date between the Company and TSX Trust Company, as warrant agent (the "**Warrant Agent**").

The Offering is being made pursuant to an agency agreement (the "**Agency Agreement**") dated December 6, 2018, between the Company and PI Financial Corp. (the "**Lead Agent**"), as sole bookrunner and lead agent, Canaccord Genuity Corp. and M Partners Inc. (collectively with the Lead Agent, the "**Agents**") on a best efforts agency basis. The Offering Price was determined by negotiation between the Company and the Lead Agent. See "*Plan of Distribution*".

There is currently no market through which the Unit Shares and Warrants may be sold and purchasers may not be able to resell Offered Units purchased under this Prospectus. This may affect the pricing of the Unit Shares and Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Unit Shares and Warrants, and the extent of issuer regulation. See "*Risk Factors*".

The TSX Venture Exchange (the "TSX-V") has conditionally approved the listing of the Unit Shares and Warrants as well as the Company's existing issued and outstanding Common Shares on the TSX-V. Listing is subject to the Company's fulfilling all of the requirements of the TSX-V.

$0.40 per Offered Unit				
	Price to the Public[(1)]	**Agents' Fee[(2)]**	**Net Proceeds under Minimum Offering[(3)]**	**Net Proceeds under Maximum Offering[(3)]**
Per Offered Unit	$0.40	$0.028 per Offered Unit plus a flat fee described in Note (2)	$0.367 per Offered Unit assuming the minimum flat fee described in Note (2)	$0.366 per Offered Unit assuming the maximum flat fee described in Note (2)
Minimum Offering[(4)(5)]	$2,000,000	$165,000	$1,835,000	
Maximum Offering[(4)(5)]	$5,000,000	$425,000		$4,575,000

Notes:

(1) The Offering Price has been determined by arm's length negotiation between the Company and the Lead Agent. The Company intends to allocate $0.37 of the Offering Price as consideration for the issue of each Unit Share and $0.03 of the Offering Price as consideration for the issue of each one-half of one Warrant comprising each Offered Unit.

(2) Pursuant to the terms and conditions of the Agency Agreement, the Agents will receive a cash fee (the "**Agents' Fee**") equal to 7.0% of the gross proceeds of the Offering (other than for the Offered Units sold to friends, family, business associates and other nominees of management and directors of the Company (the "**President's List**"), for which the cash fee will be 2.0% of gross proceeds), plus (i) in the event that the Offering is completed for aggregate gross proceeds between $2,000,000 and $2,999,999, $25,000 in cash and 50,000 Offered Units; (ii) in the event that the Offering is completed for aggregate gross proceeds between $3,000,000 and $3,999,999, $40,000 in cash and 80,000 Offered Units; (iii) in the event that the Offering is completed for aggregate gross proceeds between $4,000,000 and $4,999,999, $50,000 in cash and 100,000 Offered Units; and (iv) in the event that the Offering is completed for aggregate gross proceeds equal to or in excess of $5,000,000, $75,000 in cash and 150,000 Offered Units. The above table assumes no Offered Units are sold to the President's List. See below and "*Plan of Distribution*".

(3) Before deducting expenses of the Offering, estimated to be $250,000. The Company will pay all the expenses associated with the Offering other than the Agents' Fee, which will be paid by the Company based on the number of Offered Units sold by the Agents pursuant to the Offering. See "*Plan of Distribution*".

(4) The Company has granted the Agents an over-allotment option (the "**Over-Allotment Option**") exercisable, in whole or in part, at the sole discretion of the Agents, on or before the 30th day following the Closing Date (as defined below) (the "**Over-Allotment Deadline**"), to offer additional Offered Units (the "**Over-Allotment Units**") for sale to the public in an amount equal to a further 15% of the base Offering at a price per Over-Allotment Unit equal to the Offering Price, to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option may be exercised to acquire (i) up to an additional 750,000 to 1,875,000 Over-Allotment Units at the Offering Price; (ii) up to 750,000 to 1,875,000 additional Unit Shares (the "**Over-Allotment Shares**") at a price of $0.37 per Over-Allotment Share (the "**Over-Allotment Share Price**"); (iii) up to 375,000 to 937,500 additional Warrants (the "**Over-Allotment Warrants**") at a price of $0.06 per Over-Allotment Warrant (the "**Over-Allotment Warrant Price**"); or (iv) any combination of Over-Allotment Units at the Offering Price, Over-Allotment Shares at the Over-Allotment Share Price, and Over-Allotment Warrants at the Over-Allotment Warrant Price, provided that the aggregate number of Over-Allotment Shares and Over-Allotment Warrants which may be issued under the Over-Allotment Option do not exceed 750,000 to 1,875,000 and 375,000 to 937,500, respectively. The Over-Allotment Option is exercisable by the Lead Agent giving notice to the Company prior to the Over-Allotment Deadline, which notice shall specify the number of Over-Allotment Units, Over-Allotment Shares and/or Over-Allotment Option Warrants to be offered for sale to the public. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units, Over-Allotment Option Shares and/or Over-Allotment Option Warrants issuable upon exercise of the Over-Allotment Option. See "*Plan of Distribution*".

(5) The Company has granted to the Agents broker warrants (the "**Broker Warrants**") exercisable to acquire that number of Common Shares as is equal to 7.0% of the aggregate number of Offered Units issued pursuant to the Offering (other than pursuant to the President's List) and 2.0% of the aggregate number of Offered Units issued pursuant to the President's List, at the Offering Price for a period of 24 months following their date of issue. See "*Plan of Distribution*".

This Prospectus also qualifies the distribution of the Over-Allotment Units issuable upon the exercise of the Over-Allotment Option. A purchaser who acquires Over-Allotment Units forming part of the Agents' over-allotment position acquires those Over-Allotment Units under this Prospectus, regardless of whether the over-allotment position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

The following table sets out the maximum number of securities issuable to the Agents assuming the Over-Allotment Option is exercised in full and that no Offered Units are sold pursuant to the President's List.

Agents' Position	Maximum Size or Number of Securities Available	Exercise Period	Exercise Price
Over-Allotment Option	1,875,000 Over-Allotment Units	For a period of 30 days from and including the Closing Date	$0.40 per Over-Allotment Unit
Broker Warrants	Broker Warrants to acquire up to 1,006,250 Common Shares	For a period of 24 months from their date of issue	$0.40 per Common Share
Offered Units	150,000 Offered Units	N/A	N/A

Note:

(1) This Prospectus qualifies the Common Shares underlying the Broker Warrants, the Common Shares and Warrants underlying the Over-Allotment Units and the Offered Units granted to the Agents as consideration. See "*Plan of Distribution*".

Unless the context otherwise requires, when used herein, all references to "Units" include the Over-Allotment Units issuable upon exercise of the Over-Allotment Option, all references to "Warrants" include the warrants issuable upon exercise of the Over-Allotment Option and all references to "Warrant Shares" include the Common Shares issuable upon exercise of Warrants underlying the Over-Allotment Units.

Investing in the Offered Units is speculative, involves significant risks, and should only be made by persons who can afford the total loss of their investment. Prospective investors should carefully review and evaluate certain risk factors contained in this Prospectus before purchasing the Offered Units. See "*Statement Regarding Forward-Looking Information*" and "*Risk Factors*".

After a best effort has been made to sell all of the Offered Units at the price stated above, the Agents may offer the Offered Units at a price lower than that stated above. Any such reduction will not affect the net proceeds to be received by the Company under the Offering. See "*Plan of Distribution*".

Subscriptions for the Offered Units will be received subject to rejection or allotment, in whole or in part, and the Agents reserve the right to close the subscription books at any time without notice. All subscription funds received by the Agents will be held in trust, pending the closing of the Offering (the "**Closing**"). It is expected that the Closing will take place on or about December 12, 2018 or such other date as the Company and the Agents may agree, but in any event, on or before a date that is not later than 90 days after the date of the receipt for the (final) prospectus (the date on which Closing occurs being the "**Closing Date**"), unless an amendment to this Prospectus is filed and a receipt has been issued for such amendment.

It is anticipated that the Company will arrange for one or more instant deposits of the Offered Units issued and sold hereunder with CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee through the non-certificated inventory system administered by CDS on the Closing Date, or will otherwise duly and validly deliver the Offered Units as directed by the Agents on the Closing Date. Except in limited circumstances, no certificates will be issued to purchasers of the Offered Units and a purchaser will receive only a customer confirmation from a registered dealer that is a CDS participant and from or through which the Offered Units are purchased. See "*Plan of Distribution*".

The Company's head office and registered office are both located at Suite 650, 1021 West Hastings Street, Vancouver, British Columbia, Canada, V6E 0C3.

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GLOSSARY

In this Prospectus, the following capitalized terms have the following meanings, in addition to other terms defined elsewhere in this Prospectus.

"**Agency Agreement**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Agents**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Agents' Fee**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Anacott Service Agreement**" has the meaning ascribed to such term under "*Director and Executive Compensation - External Management Companies*".

"**Annual MD&A**" means management's discussion and analysis of the Company for the period from the Company's incorporation on June 16, 2017 to the Company's financial year ended December 31, 2017, contained in this Prospectus.

"**Articles**" means the Articles of Incorporation of the Company dated June 15, 2017.

"**Audit Committee"** means the Audit Committee of the Board.

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended.

"**Board**" means the board of directors of the Company.

"**BOT**" has the meaning ascribed to such term under "*Mustajärvi Technical Report – Exploration – Till Geochemistry*".

"**Broker Warrants**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**CDS**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**CLGB**" means the Central Lapland Greenstone Belt in Northern Finland.

"**Closing**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Closing Date**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Code**" means the Code of Business Conduct and Ethics of the Company adopted by the Board on September 14, 2018.

"**Common Share**" means a common share in the capital of the Company, as currently constituted.

"**Compensation Committee**" means the Compensation Committee of the Board.

"**DPSP**" means a deferred profit sharing plan within the meaning of the Tax Act.

"**Employment Agreements**" has the meaning ascribed to such term under "*Director and Executive Compensation – Executive Compensation Discussion and Analysis – Elements of Executive Compensation*".

"**FireFox**" or the "**Company**" means FireFox Gold Corp., a company formed under the laws of British Columbia.

"**IFRS**" means the International Financial Reporting Standards as issued by the International Accounting Standards Board and the interpretations thereof by the International Financial Reporting Interpretations Committee and the former Standing Interpretations Committee.

"**Interim MD&A**" means management's discussion and analysis of the Company for the period ended September 30, 2018 contained in this Prospectus.

"**Jeesiö Technical Report**" has the meaning ascribed to such term under "*Scientific and Technical Information*".

"**Lead Agent**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**MD&A**" means, collectively, the Annual MD&A and the Interim MD&A.

"**Mineral Exploration Service Agreement**" has the meaning ascribed to such term under "*Material Contracts*".

"**Mustajärvi Purchase Agreement**" has the meaning ascribed to it under "*General Development and Business of the Company – General Development of the Company – Significant Acquisitions – Mustajärvi Property*".

"**Mustajärvi Technical Report**" has the meaning ascribed to such term under "*Scientific and Technical Information*".

"**NEO**" means "named executive officer", as such term is defined in NI 51-102.

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

"**NI 51-102**" means National Instrument 51-102 – *Continuous Disclosure Obligations*.

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

"**NSR**" means a royalty based on net smelter returns.

"**Offered Unit**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Offering**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Offering Price**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Option**" means an option of the Company to purchase a Common Share issued pursuant to the Stock Option Plan.

"**Order**" has the meaning ascribed to such term under "*Directors and Executive Officers – Cease Trade Orders, Bankruptcies, Penalties or Sanctions*".

"**Over-Allotment Deadline**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Over-Allotment Option**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Over-Allotment Share Price**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Over-Allotment Shares**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Over-Allotment Units**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Over-Allotment Warrant Price**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Over-Allotment Warrants**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**President's List**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Qualifying Jurisdictions**" means the securities regulatory authorities in each of the provinces of Canada, other than Québec.

"**RDSP**" means a registered disability savings plan within the meaning of the Tax Act.

"**Registered Plan**" means a TFSA, RRSP, RRIF, RESP or DPSP.

"**Regulations**" means the regulations under the Tax Act.

"**RESP**" means a registered education savings plan within the meaning of the Tax Act.

"**RJY Option Agreement**" has the meaning ascribed to it under "*General Development and Business of the Company – General Development of the Company – Significant Acquisitions – Riikonkoski, Jeesiö and Ylöjärvi Properties*".

"**RRSP**" means a registered retirement savings plan within the meaning of the Tax Act.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval.

"**Seuru Property Option Agreement**" has the meaning ascribed to it under "*General Development and Business of the Company – General Development of the Company – Significant Acquisitions – Seuru Property*".

"**Stock Option Plan**" means the stock option plan of the Company adopted by the Board on October 5, 2017, as amended from time to time.

"**STZ**" has the meaning ascribed to such term under "*Mustajärvi Technical Report – Geological Setting and Mineralization – Local Geology*".

"**Tax Act**" means the *Income Tax Act* (Canada), as amended from time to time.

"**TFSA**" means a tax free savings account within the meaning of the Tax Act.

"**TOB**" has the meaning ascribed to such term under "*Mustajärvi Technical Report – Exploration – Till Geochemistry*".

"**TSX-V**" or "**TSX-Venture**" means the TSX Venture Exchange.

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

"**Unit Share**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**US dollars**" or "**US$**" means the currency of the United States.

"**U.S. Securities Act**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**VTZ**" has the meaning ascribed to such term under "*Mustajärvi Technical Report – Geological Setting and Mineralization – Local Geology*".

"**Warrant**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Warrant Agent**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Warrant Indenture**" means the warrant indenture to be entered into between the Company and the Warrant Agent on the Closing Date.

"**Warrant Share**" has the meaning ascribed to such term on the cover page of this Prospectus.

"**Whistleblower Policy**" means the Whistleblower Policy of the Company adopted by the Board on September 14, 2018.

ABOUT THIS PROSPECTUS

An investor should rely only on the information contained in this Prospectus and is not entitled to rely on parts of the information contained in this Prospectus to the exclusion of others. The Company has not, and the Agents have not, authorized anyone to provide investors with additional, different or inconsistent information. If anyone provides investors with additional, different or inconsistent information, including information or statements in media articles about the Company, investors should not rely on it.

The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated, regardless of the time of delivery of this Prospectus or any sale of the Offered Units. The Company's business, financial condition, operating results and prospects may have changed since the date of this Prospectus.

The Company and the Agents are not offering to sell the Offered Units in any jurisdiction where the offer or sale of such securities is not permitted. For investors outside the Qualifying Jurisdictions, neither the Company nor the Agents have done anything that would permit the Offering or possession or distribution of this Prospectus in any jurisdiction where action for that purpose is required, other than in the Qualifying Jurisdictions. Investors are required to inform themselves about, and to observe any restrictions relating to, the Offering and the possession or distribution of this Prospectus.

The information contained on the Company's corporate website is not intended to be included in or incorporated by reference into this Prospectus and investors should not rely on such information when deciding whether or not to invest in the Offered Units.

Any graphs, tables or other information demonstrating the historical performance or current or historical attributes of the Company or any other entity contained in this Prospectus are intended only to illustrate historical performance or current or historical attributes of the Company or such entities and are not necessarily indicative of future performance of the Company or such entities.

This Prospectus includes summary descriptions of certain material agreements of the Company (see "*Material Contracts*"). The summary descriptions disclose provisions that the Company considers to be material, but are not complete and are qualified by reference to the terms of the material agreements, which will be filed with the Canadian securities regulatory authorities and will be available under the Company's profile on SEDAR at www.sedar.com. Investors are encouraged to read the full text of such material agreements.

MEANING OF CERTAIN REFERENCES

Unless otherwise noted or the context otherwise indicates, "FireFox" or the "Company" refers to FireFox Gold Corp. and its subsidiaries as constituted on the date of this Prospectus. Where the context requires, all references in this Prospectus to "Offered Units" include the additional units that may be issued pursuant to the exercise of the Over-Allotment Option. Unless otherwise indicated, all information in this Prospectus assumes that none of the Broker Warrants have been exercised.

STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains "forward-looking information" within the meaning of applicable Canadian securities laws. Forward-looking information includes statements that use forward-looking terminology such as "may", "could", "would", "will", "should", "intend", "target", "plan", "expect", "budget", "estimate", "forecast", "schedule", "anticipate", "believe", "continue", "potential", "view" or the negative or grammatical variation thereof or other variations thereof or comparable terminology. Such forward-looking information includes, without limitation, statements with respect to the Company's expectations, strategies and plans for the Mustajärvi Property and the Jeesiö Property (as defined below), including the Company's planned exploration; the results of future exploration, estimated completion dates for certain milestones and the Company's plans with respect to the Mustajärvi Property and the Jeesiö Property; the costs and timing of future exploration and development; expectations regarding consumption, demand and future price of gold; future financial or operating performance and condition of the Company and its business, operations and properties, including expectations regarding liquidity, capital structure, competitive

position and payment of dividends; the Offering and the terms and anticipated timing thereof, including the anticipated Offering Price and gross proceeds; the intended use of the net proceeds of the Offering; the adequacy of funds from the Offering to support the Company's business objectives, including with respect to its exploration, development and production activities; the possibility of entering judgments outside of Canada; expectations regarding future currency exchange rates; the Offered Units, or the components of the Offered Units, being "qualified investments" under the Tax Act and the Regulations; entering into lock-up agreements with existing securityholders of the Company in respect of the Offering and the estimated number of securities that will be subject to such lock-up agreements; plans regarding the Company's compensation policy and practices; plans regarding the future composition of the Board; and any other statement that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, performance or achievements.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this Prospectus including, without limitation, assumptions about: favourable equity and debt capital markets; the ability to raise any necessary additional capital on reasonable terms to advance the exploration and development of the Company's properties and assets; future prices of gold and other metal prices; the timing and results of exploration and development programs; the accuracy of any mineral reserve and mineral resource estimates; the geology of the Mustajärvi Property and the Jeesiö Property being as described in the Mustajärvi Technical Report and the Jeesiö Technical Report, respectively (as defined below); production costs; the accuracy of budgeted exploration and development costs and expenditures; the price of other commodities such as fuel; future currency exchange rates and interest rates; operating conditions being favourable such that the Company is able to operate in a safe, efficient and effective manner; political and regulatory stability; the receipt of governmental, regulatory and third party approvals, licenses and permits on favourable terms; obtaining required renewals for existing approvals; requirements under applicable laws; sustained labour stability; stability in financial and capital goods markets; availability of equipment; positive relations with local groups and the Company's ability to meet its obligations under its agreements with such groups; the Company's ability to acquire and retain key personnel; and the Company's plans regarding social and environmental policies and practices. While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

Furthermore, such forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Company to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking information. Such risks include, without limitation:

- gold prices are volatile and may be lower than expected;
- mining operations are risky;
- resource exploration and development is a speculative business;
- uncertainty of mineral reserve and mineral resource estimates;
- the construction and start-up of new mines is subject to a number of factors and the Company may not be able to successfully complete new construction projects;
- currency fluctuations can result in unanticipated losses;
- the successful operation of exploration activities at the Mustajärvi Property and the Jeesiö Property depend on the skills of the Company's management and teams;
- operations during mining cycle peaks are more expensive;
- title to the Mustajärvi Property and the Jeesiö Property may be disputed;
- the Company may fail to comply with the law or may fail to obtain or renew necessary permits and licenses;
- compliance with environmental regulations can be costly;
- social and environmental activism can negatively impact exploration, development and mining activities;
- the mining industry is intensely competitive;
- inadequate infrastructure may constrain mining operations;

- the Company may incur losses and experience negative operating cash flow for the foreseeable future;
- although regularly maintained, FireFox's infrastructure could lead to increased costs or reduced production;
- fluctuations in the market prices and availability of commodities and equipment affect the Company's business;
- a failure to maintain satisfactory labour relations can adversely impact the Company;
- the Company's insurance coverage may be inadequate to cover potential losses;
- it may be difficult to enforce judgments and effect service of process on directors and officers;
- the directors and officers may have conflicts of interest with the Company;
- the future acquisitions may require significant expenditures and may result in inadequate returns;
- failures of information systems or information security threats can be costly;
- the Company may be subject to costly legal proceedings;
- the Company will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers;
- the Mustajärvi Property and the Jeesiö Property are located in an underdeveloped rural area;
- product alternatives may reduce demand for the Company's products;
- changes in climate conditions may affect the Company's operations;
- the Company may not use the proceeds from the Offering as described in this Prospectus;
- the Company may not be able to obtain sufficient capital to pursue all of its intended exploration activities or continue on a going concern basis;
- the Company's Finnish operations are subject to political and other risks associated with operating in a foreign jurisdiction;
- the Company may be negatively impacted by changes to mining laws and regulations;
- increased regulation of greenhouse gas emissions and climate change issues may adversely affect the Company's operations;
- corruption and fraud in Finland relating to ownership of real property may adversely affect the Company's business;
- the Company is exposed to the possibility that applicable taxing authorities could take actions that result in increased tax or other costs that might reduce the Company's cash flow;
- inflation in Finland, along with Finnish governmental measures to combat inflation, may have a significant negative effect on the Finnish economy and also on the Company's financial condition and results of operations;
- exchange rate instability may have a material adverse effect on the Finnish economy;
- the Company's operations may be impaired as a result of restrictions to the acquisition or use of rural properties by foreign investors or Finnish companies under foreign control;
- the Company relies on international advisors and consultants;
- disruptions in international and domestic capital markets may lead to reduced liquidity and credit availability for the Company;
- the Company may expand into other geographic areas, which could increase the Company's operational, regulatory and other risks;
- the Company may be responsible for corruption and anti-bribery law violations;
- investors may lose their entire investment;
- there is no existing public market for the Common Shares and Warrants;
- dilution from equity financing could negatively impact holders of Common Shares;
- a purchaser of the Offered Units under the Offering will purchase such Offered Units at a premium to the current book value per Offered Unit;
- the stock exchange on which the Company proposes to be listed may delist the Company's securities from its exchange, which could limit investors' ability to make transactions in the Company's securities and subject the Company to additional trading restrictions;
- equity securities are subject to trading and volatility risks;
- sales by existing shareholders can reduce share prices;
- the Company is not likely to pay dividends for an extended period of time;
- public companies are subject to securities class action litigation risk;

- if securities or industry analysts do not publish research or publish inaccurate or unfavourable research about the Company's business, the price and trading volume of the Common Shares and Warrants could decline; and
- global financial conditions can reduce the price of the Common Shares and Warrants.

Although the Company has attempted to identify important factors that could cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in forward-looking information, there may be other factors that cause actions, events, conditions, results, performance or achievements to differ from those anticipated, estimated or intended. See "*Risk Factors*" for a discussion of certain factors investors should carefully consider before deciding to invest in the Offered Units.

The Company cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking information contained herein. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

Forward-looking information contained herein is made as of the date of this Prospectus and the Company disclaims any obligation to update or revise any forward-looking information, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

EXCHANGE RATE AND CURRENCY INFORMATION

The following table sets forth, for each period indicated, the exchange rate of the Canadian dollar to the US dollar at the end of such period and the average, high and low exchange rates for such period (such rates, which are expressed in Canadian dollars, are based on the daily exchange rate for US dollars reported by the Bank of Canada).

	Nine months ended September 30, 2018	**Year ended December 31, 2017**
	($)	**($)**
Low for the period	1.2288	1.2128
High for the period	1.3310	1.3743
Rate at the end of the period	1.2945	1.2545
Average rate for the period	1.2876	1.2986

On December 5, 2018, the last business day before the date of this Prospectus, the Bank of Canada daily exchange rate for the purchase of one US dollar using Canadian dollars was $1.3353 ($1.00 = US$0.7489).

The following table sets forth, for each period indicated, the exchange rate of the Canadian dollar to the Euro at the end of such period and the average, high and low exchange rates for such period (such rates, which are expressed in Canadian dollars, are based on the daily exchange rate for Euros reported by the Bank of Canada).

	Nine months ended September 30, 2018	**Year ended December 31, 2017**
	($)	**($)**
Low for the period	1.4853	1.3832
High for the period	1.6124	1.5330
Rate at the end of the period	1.5020	1.5052
Average rate for the period	1.5378	1.4650

On December 5, 2018, the last business day before the date of this Prospectus, the Bank of Canada daily exchange rate for the purchase of one Euro using Canadian dollars was $1.5150 ($1.00 = €0.6601).

All dollar amounts in this Prospectus are expressed in Canadian dollars, except as otherwise indicated. References to "$" or "dollars" are to Canadian dollars, references to "US$" are to US dollars. The Company presents its financial statements in Canadian dollars.

SCIENTIFIC AND TECHNICAL INFORMATION

Except as otherwise disclosed, scientific and technical information relating to the Mustajärvi Property contained in this Prospectus is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedures set out in, the technical report entitled "2018 Technical (N.I. 43-101) Report on the Mustajärvi Property" with an effective date of July 15th, 2018, an issue date of September 3, 2018 and an amended and restated date of November 23, 2018 (the "**Mustajärvi Technical Report**"). Except as otherwise disclosed, scientific and technical information relating to the Jeesiö Property contained in this Prospectus is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedures set out in the technical report entitled "2018 Technical (N.I. 43-101) Report on the Jeesiö Property" with an effective date of April 10th, 2018 (the "**Jeesiö Technical Report**"). Henry Awmack, P.Eng., reviewed and approved the scientific and technical information relating to the Mustajärvi Property and to the Jeesiö Property contained in this Prospectus and is a "qualified person" and "independent" of the Company within the meanings of NI 43-101. Reference should be made to the full text of the Mustajärvi Technical Report and the Jeesiö Technical Report, each of which is available for review under the Company's profile on SEDAR at www.sedar.com.

THIRD PARTY INFORMATION

This Prospectus includes market, industry and economic data which was obtained from various publicly available sources and other sources believed by the Company to be true. Although the Company believes it to be reliable, neither the Company nor the Agents have independently verified any of the data from third party sources referred to in this Prospectus, or analyzed or verified the underlying reports relied upon or referred to by such sources, or ascertained the underlying economic and other assumptions relied upon by such sources. The Company believes that its market, industry and economic data are accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market, industry and economic data used throughout this Prospectus are not guaranteed and the Company and the Agents do not make any representation as to the accuracy or completeness of such information.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

Certain of the directors and officers of the Company reside outside of Canada and have appointed as agent for service of process, the following:

Name of Person or Company	Name and Address of Agent
Carl Löfberg, Chief Executive Officer and Director	Borden Ladner Gervais LLP, Centennial Place, East Tower, 520 3rd Avenue S.W., Suite 1900, Calgary, AB, Canada, T2P 0R3
Patrick Highsmith, Chairman and Director	Borden Ladner Gervais LLP, Centennial Place, East Tower, 520 3rd Avenue S.W., Suite 1900, Calgary, AB, Canada, T2P 0R3
Joseph Mullin, Director	Borden Ladner Gervais LLP, Centennial Place, East Tower, 520 3rd Avenue S.W., Suite 1900, Calgary, AB, Canada, T2P 0R3

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

MARKETING MATERIALS

Any "template version" of any "marketing materials" (as such terms are defined in National Instrument 41-101 – *General Prospectus Requirements*) that are utilized by the Agents in connection with the Offering will be incorporated by reference into the (final) prospectus to which this Prospectus relates. However, any such "template version" of "marketing materials" will not form part of the (final) prospectus to the extent that the contents of the "template version" of "marketing materials" are modified or superseded by a statement contained in the (final) prospectus. Any

"template version" of "marketing materials" filed under the Company's profile on SEDAR after the date of the (final) prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, any "template version" of any "marketing materials") will be deemed to be incorporated into the (final) prospectus.

NON-IFRS MEASURES

Financial results of the Company are prepared in accordance with IFRS. The Company utilizes certain non-IFRS measures such as working capital. The Company believes that these measures, together with measures determined in accordance with IFRS, provide investors with an improved ability to evaluate the underlying performance of the Company. Non-IFRS measures do not have any standardized meaning prescribed under IFRS, and therefore they may not be comparable to similar measures employed by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

Working Capital

Working capital is determined based on current assets and current liabilities as reported in the Company's consolidated financial statements. The Company uses working capital as a measure of the Company's short-term financial health and operating efficiency. The following table provides a calculation of working capital based on amounts presented in the Company's condensed interim consolidated financial statements as at September 30, 2018 and December 31, 2017.

	September 30, 2018	**December 31, 2017**
Current Assets	108,467	660,536
Less: Current Liabilities	163,804	46,070
Working Capital	**(55,337)**	**614,466**

ELIGIBILITY FOR INVESTMENT

In the opinion of Borden Ladner Gervais LLP, legal counsel to the Company, and Cassels Brock & Blackwell LLP, legal counsel to the Agents, based on the current provisions of the Tax Act and the Regulations, the Unit Shares, Warrants, and Warrant Shares, if issued on the date hereof, would be qualified investments for trusts governed by a Registered Plan or a DPSP, provided that:

(i) in the case of the Unit Shares and Warrant Shares, such shares are listed on a "designated stock exchange" for the purposes of the Tax Act (which currently includes the TSX-V) or the Company qualifies as a "public corporation" (as defined in the Tax Act); and

(ii) in the case of the Warrants, the Warrant Shares are qualified investments as described in (i) above and the Company is not, and deals at arm's length with each person who is, an annuitant, a beneficiary, an employer or a subscriber under or a holder of such Registered Plan or DPSP.

Notwithstanding the foregoing, the holder of, subscriber or annuitant under, a Registered Plan (the "**Controlling Individual**") will be subject to a penalty tax in respect of Unit Shares, Warrant Shares or Warrants acquired by the Registered Plan if such securities are a prohibited investment for the particular Registered Plan. A Unit Share, Warrant Share or Warrant generally will be a "prohibited investment" for a Registered Plan if the Controlling Individual does not deal at arm's length with the Company for the purposes of the Tax Act or the Controlling Individual has a "significant interest" (as defined in subsection 207.01(4) the Tax Act) in the Company. In addition, the Unit Shares, Warrant Shares and Warrants will not be a prohibited investment if such securities are "excluded property" (as defined in the Tax Act for purposes of the prohibited investment rules) for a Registered Plan.

Prospective purchasers who intend to invest through a Registered Plan should consult their own tax advisors with respect to whether Unit Shares, Warrants, or Warrant Shares would be a prohibited investment having regard to their particular circumstances.

PRESENTATION OF FINANCIAL INFORMATION AND ACCOUNTING PRINCIPLES

The Company presents its financial statements in Canadian dollars. The financial statements of the Company as at December 31, 2017 and for the year then ended have been prepared in accordance with IFRS, and the financial statements of the Company as at September 30, 2018 and for the nine month period then ended have been prepared in accordance with International Accounting Standard No. 34, *Interim Financial Reporting* and in accordance with IFRS as issued by the International Accounting Standards Board. Certain financial information set out in this Prospectus is derived from such financial statements.

PROSPECTUS SUMMARY

The following is a summary of the principal features of the Offering and is qualified in its entirety by, and should be read together with, the more detailed information, financial data and statements and MD&A contained elsewhere in this Prospectus. This summary does not contain all of the information a potential investor should consider before investing in the Offered Units. Please refer to the "Glossary" for a list of defined terms used herein.

FIREFOX GOLD CORP.

FireFox Gold Corp. was incorporated under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") on June 16, 2017. FireFox is a non-listed reporting issuer in British Columbia and Alberta, focused entirely on gold exploration in Finland. The Company has entered into option agreements with Magnus Minerals Ltd. ("**Magnus**"), a private prospect generator company in Finland, through which it has options to acquire 100% interests in several projects (subject to an NSR royalty) that encompass approximately 104,000 hectares, in addition to approximately 4,000 hectares of exploration reservations and ore prospecting permits held directly by the Company in Finland. In order to complete the combined options, the Company must invest $4.0 million in exploration on the properties and make cash payments to Magnus totaling up to $450,000 over the course of the two separate three-year option periods.

Finland is one of the top mining jurisdictions in the world as indicated by its 1st ranking in the 2017 Fraser Institute Survey of Mining Companies. Having a strong mining law and long base metals mining tradition, the Company believes Finland remains underexplored for gold. Recent exploration results in the country have highlighted its prospectivity, and FireFox has a Finland based CEO and technical team.

The Mustajärvi Property and the Jeesiö Property are the mineral projects material to FireFox for the purposes of NI 43-101. FireFox also controls other properties at earlier stages of exploration. These include the Seuru group of properties in Lapland and the Ylojärvi Property in southern Finland.

See "*Corporate Structure*" and "*General Development and Business of the Company*".

INVESTMENT HIGHLIGHTS

A balance of financial and technical strengths contribute to a competitive advantage intended to make new gold discoveries.

FireFox was conceived from the recognition that Finland has a strong mining law and a long tradition of base metal mining, yet remains underexplored for gold. The Company was tailor-built to bring together seasoned gold industry leadership and deep expertise in Finland exploration.

The technical operations are led by an experienced Finnish exploration manager, who works with the contracted geological team from Magnus, a highly motivated private Finnish mineral prospect generator. Magnus has more than one hundred years of combined local geological expertise, plus a deep understanding of the social, environmental and logistical needs of working in Finland.

The management and board of FireFox are comprised of contemporary leaders with a passion for innovation, teamwork and success. Collectively, the group is accomplished in precious metals exploration and development, economics, capital markets, and the start-up and operation of public companies.

A focus on the underexplored but potentially prospective jurisdiction of Northern Finland.

The Central Lapland Greenstone Belt (the "**CLGB**") in Northern Finland is comparable in size to many of the world's great gold-hosting greenstone belts. However, despite recent emerging discoveries, the CLGB remains immature for gold exploration and discovery. FireFox has amassed one of the largest land holdings of the approximately ten companies actively exploring the belt. Access and infrastructure for exploration is excellent in the area with a network of paved roads accessing the nearby towns, airport, and other mining operations.

The Mustajärvi Property consists of a single exploration permit and exploration reservations covering 1,518.53 hectares (15.19 km^2) of flat, glacial till-covered terrain in the CLGB, 17 km east of the town of Kittilä, with road and power on the property. The observed gold mineralization, structural setting and work to date support the potential for a high-grade orogenic gold deposit. The property is fully permitted for drilling.

The Jeesiö Gold Property consists of several exploration reservations and two exploration permits covering approximately 46,257 hectares (463 km^2) of the CLGB. The Jeesiö properties are positioned along major regional structures that control the emplacement of the majority of the orogenic gold deposits in Lapland. The properties have seen very limited exploration work, yet there are several targets with anomalous gold, arsenic and copper identified for high-priority follow-up work.

THE OFFERING

Issuer:	FireFox Gold Corp.
Offering:	A minimum of 5,000,000 Offered Units and a maximum of 12,500,000 Offered Units (not including the Over-Allotment Option, and 14,375,000 Offered Units if the Over-Allotment Option is exercised in full).
Offering Price:	$0.40 per Offered Unit.
Agents' Fee:	Pursuant to the terms and conditions of the Agency Agreement, the Company has agreed to pay the Agents' Fee equal to 7.0% of the gross proceeds of those Offered Units sold pursuant to the Offering (other than pursuant to the President's List) payable to the Agents. In respect of the President's List, the Company will pay to the Agents a cash fee equal to 2.0% of the gross proceeds of such Offered Units. In addition, a fixed fee of $25,000 to $75,000 in cash, and 50,000 to 150,000 Offered Units will be paid depending on the number of Offered Units sold under the Offering. See "*Plan of Distribution*".
Broker Warrants:	The Company has granted to the Agents the Broker Warrants exercisable to acquire that number of Common Shares as is equal to 7.0% of the aggregate number of Offered Units issued pursuant to the Offering (other than pursuant to the President's List) and 2.0% of the aggregate number of Offered Units issued pursuant to the President's List, at the Offering Price for a period of 24 months following their date of issue. See "*Plan of Distribution*".
Over-Allotment Option:	The Company has granted the Agents the Over-Allotment Option, exercisable, in whole or in part, at the sole discretion of the Agents, on or before the Over-Allotment Deadline, to offer the Over-Allotment Units for sale to the public in an amount equal to a further 15% of the base Offering at a price per Over-Allotment Unit equal to the Offering Price, to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option may be exercised to acquire (i) up to an additional 750,000 to 1,875,000 Over-Allotment Units at the Offering Price; (ii) up to 750,000 to 1,875,000 Over-Allotment Shares at the Over-Allotment Share Price; (iii) up to 375,000 to 937,500 Over-Allotment Warrants at the Over-Allotment Warrant Price; or (iv) any combination of Over-Allotment Units at the Offering Price, Over-Allotment Shares at the Over-Allotment Share Price, and Over-Allotment Warrants at the Over-Allotment Warrant Price, provided that the aggregate number of Over-Allotment Shares and Over-Allotment Warrants which may be issued under the Over-Allotment Option do not exceed 750,000 to 1,875,000 and 375,000 to 937,500, respectively. See "*Plan of Distribution*".
Use of Proceeds:	Assuming the Over-Allotment Option is not exercised and there are no sales under the President's List, the minimum net proceeds to the Company from the Offering will be $1,585,000, after deducting the Agents' Fee of $165,000 and estimated expenses of the Offering of $250,000; and the maximum net proceeds to the Company will be $4,325,000, after deducting the Agents' Fee of $425,000 and estimated expenses of the Offering of $250,000.

The Company intends to use the net proceeds from the Offering (i) to fund exploration and development activities on the Mustajärvi and Jeesiö Properties, (ii) to complete Phase I of the work program recommended pursuant to the Mustajärvi Technical Report (see "*Mustajärvi Technical Report – Exploration Program*"), (iii) to conduct the portions of the work program recommended pursuant to the Jeesiö Technical Report (see "*Jeesiö Technical Report – Exploration Program*"), and (iv) for general and administrative purposes, option payments and working capital requirements, as indicated in the following table:

Principal Purposes	**Net Proceeds under Minimum Offering**	**Net Proceeds under Maximum Offering**
Funding exploration and development activities of current or future properties	$50,000	$1,500,000
Completing Phase I of the $593,725 work program recommended pursuant to the Mustajärvi Technical Report	$593,725	$593,725
Beginning the $1,988,250 work program recommended pursuant to the Jeesiö Technical Report	$200,000	$750,000
General and Administrative Costs	$300,000	$470,000
Option payments for the next 12 month period	$190,000	$190,000
Working Capital deficit as at September 30, 2018	$55,337	$55,337
Working Capital	$195,938	$765,938
Total	**$1,585,000**	**$4,325,000**

While the Company intends to spend the net proceeds from the Offering as stated above, there may be circumstances where, for sound business reasons, funds may be re-allocated at the discretion of the Board or management. See "*Use of Proceeds*".

Proceeds raised pursuant to the exercise of the Over-Allotment Option, if any, are intended to be allocated to general and administrative purposes and working capital requirements.

Risk Factors:

FireFox is a mining company and as such is subject to a number of significant risks due to the nature of its business. See "*Risk Factors*" for a discussion of certain factors investors should carefully consider before deciding to invest in the Offered Units.

Risks related to the Company include, without limitation:

- gold prices are volatile and may be lower than expected;
- mining operations are risky;
- resource exploration and development is a speculative business;
- uncertainty of mineral reserve and mineral resource estimates;
- the construction and start-up of new mines is subject to a number of factors and the Company may not be able to successfully complete new construction projects;
- currency fluctuations can result in unanticipated losses;
- the successful operation of exploration activities at the Mustajärvi Property and the Jeesiö Property depend on the skills of the Company's management and teams;
- operations during mining cycle peaks are more expensive;
- title to the Mustajärvi Property and the Jeesiö Property may be disputed;
- the Company may fail to comply with the law or may fail to obtain or renew necessary permits and licenses;

- compliance with environmental regulations can be costly;
- social and environmental activism can negatively impact exploration, development and mining activities;
- the mining industry is intensely competitive;
- inadequate infrastructure may constrain mining operations;
- the Company may incur losses and experience negative operating cash flow for the foreseeable future;
- although regularly maintained, FireFox's infrastructure could lead to increased costs or reduced production;
- fluctuations in the market prices and availability of commodities and equipment affect the Company's business;
- a failure to maintain satisfactory labour relations can adversely impact the Company;
- the Company's insurance coverage may be inadequate to cover potential losses;
- it may be difficult to enforce judgments and effect service of process on directors and officers;
- the directors and officers may have conflicts of interest with the Company;
- the future acquisitions may require significant expenditures and may result in inadequate returns;
- failures of information systems or information security threats can be costly;
- the Company may be subject to costly legal proceedings;
- the Company will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers;
- the Mustajärvi Property and the Jeesiö Property are located in an underdeveloped rural area;
- product alternatives may reduce demand for the Company's products;
- changes in climate conditions may affect the Company's operations;
- the Company may not use the proceeds from the Offering as described in this Prospectus;
- the Company may not be able to obtain sufficient capital to pursue all of its intended exploration activities or continue on a going concern basis;
- the Company's Finnish operations are subject to political and other risks associated with operating in a foreign jurisdiction;
- the Company may be negatively impacted by changes to mining laws and regulations;
- increased regulation of greenhouse gas emissions and climate change issues may adversely affect the Company's operations;
- corruption and fraud in Finland relating to ownership of real property may adversely affect the Company's business;
- the Company is exposed to the possibility that applicable taxing authorities could take actions that result in increased tax or other costs that might reduce the Company's cash flow;
- inflation in Finland, along with Finnish governmental measures to combat inflation, may have a significant negative effect on the Finnish economy and also on the Company's financial condition and results of operations;
- exchange rate instability may have a material adverse effect on the Finnish economy;
- the Company's operations may be impaired as a result of restrictions to the acquisition or use of rural properties by foreign investors or Finnish companies under foreign control;
- the Company relies on international advisors and consultants;
- disruptions in international and domestic capital markets may lead to reduced liquidity and credit availability for the Company;
- the Company may expand into other geographic areas, which could increase the Company's operational, regulatory and other risks;
- the Company may be responsible for corruption and anti-bribery law violations;
- investors may lose their entire investment;
- there is no existing public market for the Common Shares and Warrants;
- dilution from equity financing could negatively impact holders of Common Shares;
- a purchaser of the Offered Units under the Offering will purchase such Offered Units at a premium to the current book value per Offered Unit;

- the stock exchange on which the Company proposes to be listed may delist the Company's securities from its exchange, which could limit investors' ability to make transactions in the Company's securities and subject the Company to additional trading restrictions;
- equity securities are subject to trading and volatility risks;
- sales by existing shareholders can reduce share prices;
- the Company is not likely to pay dividends for an extended period of time;
- public companies are subject to securities class action litigation risk;
- if securities or industry analysts do not publish research or publish inaccurate or unfavourable research about the Company's business, the price and trading volume of the Common Shares and Warrants could decline; and
- global financial conditions can reduce the price of the Common Shares and Warrants.

SUMMARY OF SELECTED HISTORICAL FINANCIAL INFORMATION

The following table sets out certain selected historical consolidated financial information of the Company for the periods and as at the dates indicated. This information has been derived from the audited and unaudited financial statements and related notes thereto included in this Prospectus. The Company prepares its financial statements in accordance with IFRS. Investors should read the following information in conjunction with those financial statements and related notes thereto, along with the MD&A. See *"Selected Historical Financial Information"*.

	As at and for the nine month period ended September 30, 2018	**As at and for the year ended December 31, 2017**
Current assets	108,467	660,536
Working capital[(1)]	(55,337)	614,466
Mineral property, plant and equipment	717,124	600
Current liabilities	163,804	46,070
Shareholder's equity	661,787	615,066
Gross profit	N/A	N/A
Net income (loss)	(1,407,291)	(869,674)
Basic net income (loss) per share	(0.07)	(0.06)
Diluted net income (loss) per share	(0.07)	(0.06)

Note:
(1) Working capital is the measure of current assets less current liabilities.

CORPORATE STRUCTURE

FireFox Gold Corp. was incorporated under the BCBCA on June 16, 2017 under the name Silverstone Resources Corp. The Company's name was changed to FireFox Gold Corp. on August 23, 2017. The Company's head and registered office is located at Suite 650, 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3. The Company has one wholly-owned subsidiary, FireFox Gold Oy, a company incorporated under the laws of Finland.

GENERAL DEVELOPMENT AND BUSINESS OF THE COMPANY

General Development of the Company

History

FireFox Gold Corp. was incorporated in the Province of British Columbia on June 16, 2017. The Company is a reporting issuer in British Columbia and Alberta. The Company was a wholly-owned subsidiary of Anacott Resources Corp. ("**Anacott**") until a plan of arrangement was completed on July 28, 2017 under which the Company's common shares were distributed to shareholders of Anacott on a pro-rata basis.

Since its inception FireFox has completed two private placement financings, raising a total of $2,221,031 through the sale of shares. The funds raised have been used to complete the Company's business to date and to cover the costs associated with the Offering.

FireFox was tailor-built to focus entirely on gold exploration in Finland. Finland is one of the top mining jurisdictions in the world as indicated by its 1st ranking in the 2017 Fraser Institute Survey of Mining Companies. Having a strong mining law and long mining tradition, Finland remains underexplored for gold, while recent exploration results in the country have highlighted its prospectivity. The Company has built a team that includes seasoned mining industry leadership and deep expertise in Finland exploration, balancing financial and technical strengths to create a company with the maximum competitive advantage to make significant new gold discoveries.

The Company has entered into option agreements with Magnus, a private prospect generator company in Finland, through which it has options to acquire 100% interests in several projects (subject to an NSR royalty) that currently encompass approximately 104,000 hectares, in addition, to approximately 4,000 hectares of exploration reservations and ore prospecting permits held directly by the Company. In order to complete the combined options, the Company must invest $4.0 million in exploration on the properties and make cash payments to Magnus totaling up to $450,000 over the course of the two separate three-year option periods. FireFox has undertaken several exploration programs on its projects since their acquisition, including data base compilation, geological mapping, rock sampling, till sampling, geophysical surveying, and base-of-till sampling in order to advance the knowledge of the properties and delineate and prioritize targets.

Significant Acquisitions

Riikonkoski, Jeesiö and Ylöjärvi Properties

On August 1, 2017, FireFox entered into an option agreement with Magnus (the "**RJY Option Agreement**"), a company incorporated under the laws of Finland, whereby Magnus granted FireFox an exclusive right and option to earn and acquire a 100% interest in each of the Riikonkoski (East and West), Jeesiö (including Jeesiö West) and Ylöjarvi (including Oks) projects (the "**Projects**"), which are located in Finland and currently owned by Magnus. Pursuant to the RJY Option Agreement, FireFox is required to (among other things):

(i) issue 6,000,000 Common Shares to Magnus (issued);

(ii) incur and fund $2.5 million in exploration expenditures on the Projects as follows:

a. $300,000 by August 31, 2018 (fully spent as at December 31, 2017);

b. $600,000 by August 31, 2019 (fully spent as at June 30, 2018); and

c. $1,600,000 by August 31, 2020 ($507,000 spent as at September 30, 2018);

(iii) grant Magnus a 1.5% net smelter return royalty, which may be reduced to 1% by the payment to Magnus of 1,000 troy ounces of gold within 90 days of publishing a positive feasibility study; and

(iv) make an aggregate amount of $250,000 in cash payments to Magnus as follows:

a. $30,000 by December 20, 2018;

b. $60,000 by August 31, 2019; and

c. $160,000 by August 31, 2020.

The RJY Option Agreement also provides that if FireFox exercises the Option, FireFox will be obligated to pay Magnus an additional payment equal to the value of 1,000 troy ounces of gold, within 12 months of the commencement of commercial production. Pursuant to the RJY Option Agreement, Magnus has agreed to provide mineral exploration services to FireFox. At any time, FireFox may elect to stop making payments under the RJY Option Agreement, which would result in the termination of the RJY Option Agreement. Upon termination of the RJY Option Agreement, FireFox would forego all of its rights to the Projects and any payments (including the issuance of shares) already made to Magnus or expended on the Projects.

Carl Löfberg, Managing Director of Magnus, is a director and the President and CEO of FireFox.

Under the RJY Option Agreement, FireFox acquired 100% of the exploration rights to three distinct gold tenement packages, namely "Ylöjärvi" located in Southern Finland, and "Riikonkoski" and "Jeesiö" both within the CLGB in Northern Finland. Subsequent to June 30, 2018, the Company allowed the rights to explore most of the Riikonkoski Property to lapse in order to prioritize exploration on Ylöjärvi and Jeesiö.

Mustajärvi Property

On December 14, 2017, the Company entered into an agreement with Aurora Exploration Oy ("**Aurora**") and Petri Peltonen to purchase 100% of the 146.53 hectare Mustajärvi exploration permit in the CLGB in Northern Finland (the "**Mustajärvi Purchase Agreement**"). The Company paid a total of €30,000 and issued 400,000 Common Shares to Aurora. The purchase is subject to a 1% NSR royalty payable to Aurora, half of which can be purchased for US$500,000. The exploration permit allows for detailed work, including drilling.

Seuru Property

On August 21, 2018, the Company entered into an agreement with Magnus (the "**Seuru Property Option Agreement**") to acquire a 100% interest in approximately 46,039 hectares of mineral exploration reservations in the CLGB of Northern Finland. The new properties are comprised of four separate reservations, collectively referred to as the "Seuru Properties". The Seuru Property Option Agreement gives FireFox the ability to earn a 100% interest in the Seuru Properties by making payments of up to $200,000 in cash and the issuance of 1,500,000 Common Shares to Magnus over a three-year period, while investing $1,500,000 in mineral exploration on the Seuru Properties. Magnus will retain a 1.5% NSR royalty on production from the Seuru Properties, 0.5% of which can be purchased for 1,000 troy ounces of gold. On September 13, 2018, 1,500,000 Common Shares were issued to Magnus in connection with the Seuru Property Option Agreement. A payment of $50,000 is due on December 20, 2018 in respect of this property.

Business of the Company

Principal Operations

The principal business of FireFox is the exploration and development of mineral properties in Finland. Finland was chosen due to its reputation as a prime exploration jurisdiction, its strong mining law, long base metal mining tradition,

excellent public geologic database, and its underexplored nature for gold. Recent exploration results by several companies in the country have highlighted Finland's prospectivity for gold.

The Company owns or controls five exploration stage projects in the country. The Mustajärvi Property and the Jeesiö Property are the mineral projects material to FireFox for the purposes of NI 43-101. Both properties are in the CLGB in northern Finland. This geologic belt is comparable in size to many of the world's great gold-hosting greenstone belts. However, despite recent emerging discoveries, the CLGB remains immature for gold exploration and discovery. FireFox has amassed one of the largest land holdings of the approximately ten companies actively exploring the belt. Access and infrastructure for exploration is excellent in the area with a network of paved roads accessing the nearby towns, airport, and other mining operations. The Company is actively exploring its CLGB properties, including activities such as: data base compilation, geological mapping, rock sampling, till sampling, geophysical surveying, and base-of-till sampling designed to advance the knowledge of the properties and delineate and prioritize targets.

Competitive Conditions

The Company's primary business is the exploration and development of mineral properties, with a primary focus on gold exploration in Finland. FireFox has made every effort to create a competitive advantage through its selection of management and technical team. In particular, the Company's in-country CEO and technical team provide local geological expertise and a deep understanding of the social, environmental and logistical needs of working in Finland.

The exploration industry is competitive, and the Company competes with many exploration and mining companies possessing similar or greater financial and technical resources for the acquisition of mineral claims and other mineral interests. The Company also competes with other exploration and mining companies and other third parties for equipment and supplies in connection with its exploration activities, as well as for skilled and experienced personnel. See "*Risk Factors – Risks Related to the Company - The mining industry is intensely competitive*".

Specialized Skills and Knowledge

The nature of the Company's business requires specialized skills, knowledge and technical expertise in the areas of geology, environmental compliance, and mineral resource estimation and economic assessment. In addition to the specialized skills listed above, the Company also relies on staff members, contractors and consultants with specialized knowledge of logistics and operations in Finland and local community relations. In order to attract and retain personnel with the specialized skills and knowledge required for the Company's operations, the Company maintains competitive remuneration and compensation packages. To date, the Company has been able to meet its staffing requirements.

Employees

Carl Löfberg, in his role as President and Chief Executive Officer, is the sole employee of the Company and its subsidiary. The Company has an external management contract with Anacott for the provision of CFO and administrative services. Patrick Highsmith provides geological, marketing and finance services to the Company under a consulting contract. Mineral exploration services are provided under a contract with Magnus. See "*Director and Executive Compensation – External Management Companies*" and "*Interests of Management and Others in Material Transactions*".

Foreign Operations

FireFox is fully dependent on its foreign operations as all of FireFox's mineral properties are located in Finland.

Social and Environmental Policies

The Company places great emphasis on providing a safe and secure working environment for all of its employees, contractors and consultants, and recognizes the importance of operating in a sustainable manner. The Company has adopted the Code, that sets out the standards which guide the conduct of its business and the behavior of its directors, officers, employees and consultants. All new employees must read and acknowledge that they will abide by the Code when hired. The Code, among other things, sets out standards in areas relating to the Company's commitment to health

and safety in its business operations and the identification, elimination or control of workplace hazards; promotion and provision of a work environment in which individuals are treated with respect, provided with equal opportunity and is free of all forms of discrimination and abusive and harassing conduct; and ethical business conduct and legal compliance.

The Company has also adopted a Whistleblower Policy for individuals to report complaints and concerns regarding, among other things, accounting, internal accounting controls and auditing matters.

MATERIAL PROPERTIES

MUSTAJÄRVI PROPERTY

Except as otherwise disclosed, scientific and technical information relating to the Mustajärvi Property contained in this Prospectus is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedures set out in, the Mustajärvi Technical Report entitled "2018 Technical (N.I. 43-101) Report on the Mustajärvi Property" with an effective date of July 15th, 2018, an issue date of September 3, 2018 and an amended and restated date of November 23, 2018. Such assumptions, qualifications and procedures are not fully described in this Prospectus and the following summary does not purport to be a complete summary of the Mustajärvi Technical Report. Reference should be made to the full text of the Mustajärvi Technical Report, which is available for review under the Company's profile on SEDAR at www.sedar.com.

Property Description and Location

The Mustajärvi Property consists of a single exploration permit and exploration reservations covering 1,518.53 hectares (15.19 km^2) within the Kittilä municipality of northern Finland (Figure 1). It is centred at 67˚ 36' N latitude and 25˚ 18' E longitude (WGS84, Zone 35N: 427600E 7500000N) within the Lapland region.

As at the effective date of the Mustajärvi Technical Report, the Mustajärvi Property covered 146.53 hectares (1.47 km^2). Subsequent to the effective date of the Mustajärvi Technical Report, the Company added additional exploration reservations bringing the Mustajärvi Property to its present size. No exploration activity has been carried out by the Company at the additional exploration reservations, the Company is not aware of any significant historical technical data pertaining to the additional exploration reservations and the addition of these exploration reservations is not viewed by the Company to be material. As such, scientific and technical information pertaining to the Mustajärvi Property disclosed in this Prospectus relates only to the 146.53-hectare Mustajärvi Property as it was at the effective date of the Mustajärvi Technical Report.

The Mustajärvi exploration permit ("**malminetsintälupa**"), with Permit ID ML2017:0045, was granted on December 13, 2017 to Aurora. The exploration permit is valid for four years (expires December 13, 2021) but Finnish law allows it to be extended for up to an additional 11 years (December 13, 2032). Exploration permit boundaries are specified in the corresponding application. The Mustajärvi exploration permit is divided into three segments since Finnish law does not grant exploration permits within 150 m of a house, under a highway or under a high-voltage power-line (Figure 2). However, Henry Awmack, P.Eng., author of the 2018 technical reports on the Mustajärvi and Jeesiö Properties (the "**Author**"), reported that he was informed that any eventual mining permit could extend under these excluded areas.

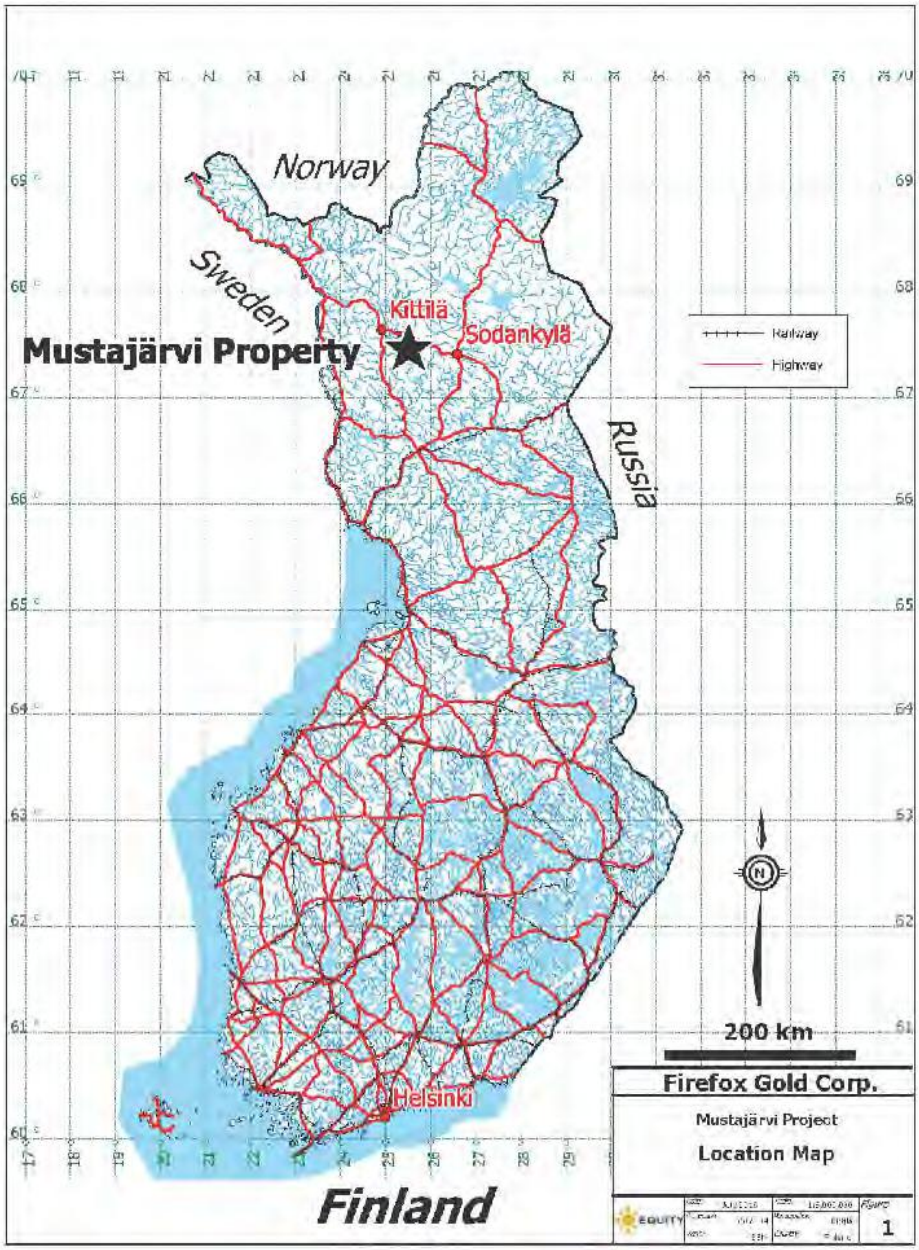
In Finland, exploration permits confer rights to mineral exploration only. Mine development requires conversion of an exploration permit to a mining permit; the exploration permit holder is given priority in granting a mining permit. Surface rights over the Mustajärvi Property are owned by private landowners (~70%) and the state (~30%), as administered by Metsähallitus, Finland's state forestry department. The ownership of other rights (timber, water, trapping, reindeer herding, etc.) over the Mustajärvi Property has not been investigated by the Author.

The terms of the exploration permit require the holder to pay the landowners (surface-right holders):

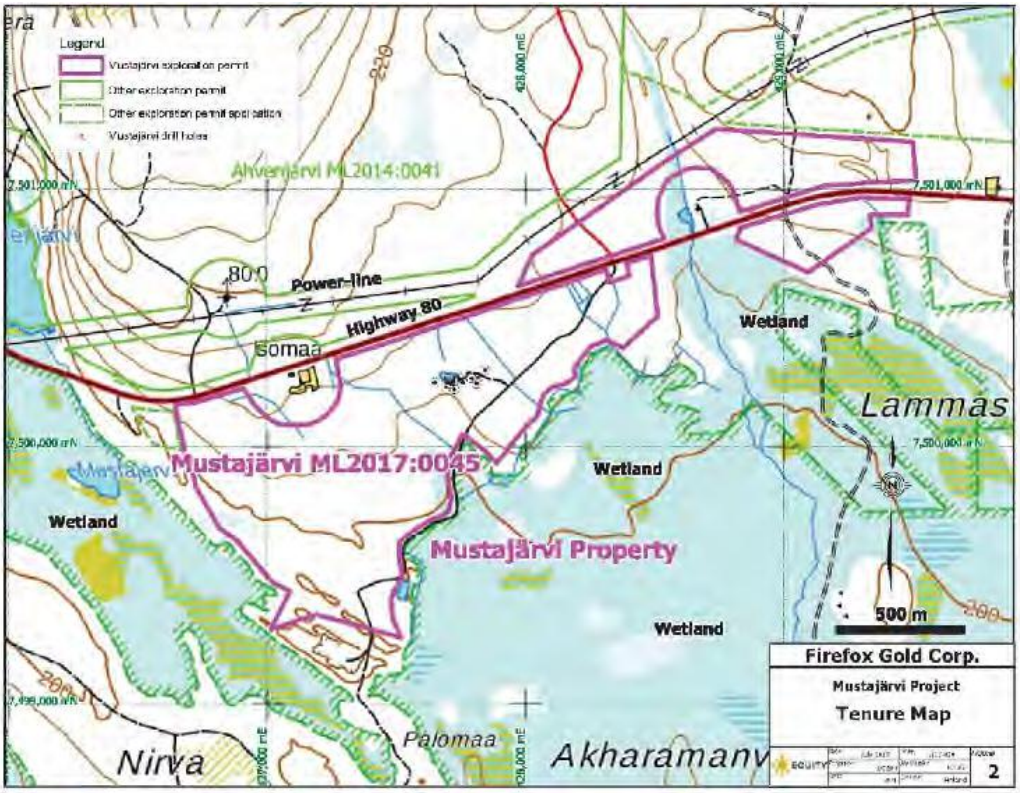
1) €20/hectare for each of the first four years of the exploration permit;
2) €30/hectare per year for the fifth, sixth, and seventh year of the exploration permit;

3) €40/hectare per year for the eighth, ninth, and tenth year of the exploration permit; and
4) €50/hectare for the eleventh and subsequent years of the exploration permit.

For the Mustajärvi exploration permit, this landowner payment amounts to €2,930.60/year until December 13, 2021, the first year of which (until December 13, 2018) has already been paid. In addition, the permit holder is required to submit an annual exploration report to the Geological Survey of Finland ("**GTK**").



Mustajärvi Figure 1: Location Map



Mustajärvi Figure 2: Tenure Map

FireFox acquired a 100% interest in the Mustajärvi exploration permit, subject to a 1% NSR, pursuant to a purchase/sale agreement with Aurora dated December 14, 2017. This purchase was effected by payment of €30,000 and issuance of 400,000 FireFox shares to Aurora. FireFox can purchase half of the NSR (0.5%) for US$500,000 (FireFox Gold Corp., 2017).

In addition to the 1% NSR held by Aurora, Finnish law stipulates that after an exploration permit is converted to a mining permit, the land-owners (surface-right holders) will be paid a 0.15% gross royalty on the value of material mined under their property and paid an annual "excavation fee" of €50/hectare for the mining permit area. The Author is not aware of any other royalties, back-in rights, payments or other agreements and encumbrances to which the property is subject.

There is a small pit measuring approximately 20 m wide by 70 m long by 2-5 m deep excavated by a previous operator on the Mustajärvi prospect. Otherwise, the Author is not aware of any significant environmental liabilities on the Mustajärvi property.

Permits are not required for mechanized exploration on exploration permits so FireFox may carry out the proposed exploration program. Compensation must be paid to landowners for any damages incurred during exploration.

The Author is not aware of any other significant factors and risks that may affect access, title, or the right or ability to perform work on the property.

Accessibility, Climate, Local Resources, Infrastructure, and Physiography

Accessibility

Highway 80, which is part of the paved Finnish national highway grid, passes through the northern part of the Mustajärvi claim between the towns of Sodankylä and Kittilä (Figure 3). A network of tertiary roads provides good

access to the remainder of the Mustajärvi Property. Kittilä, which is 17 km west of Mustajärvi, is a winter travel destination with daily flights to Helsinki and several other European cities through the winter, although fewer flights would be expected in other seasons.

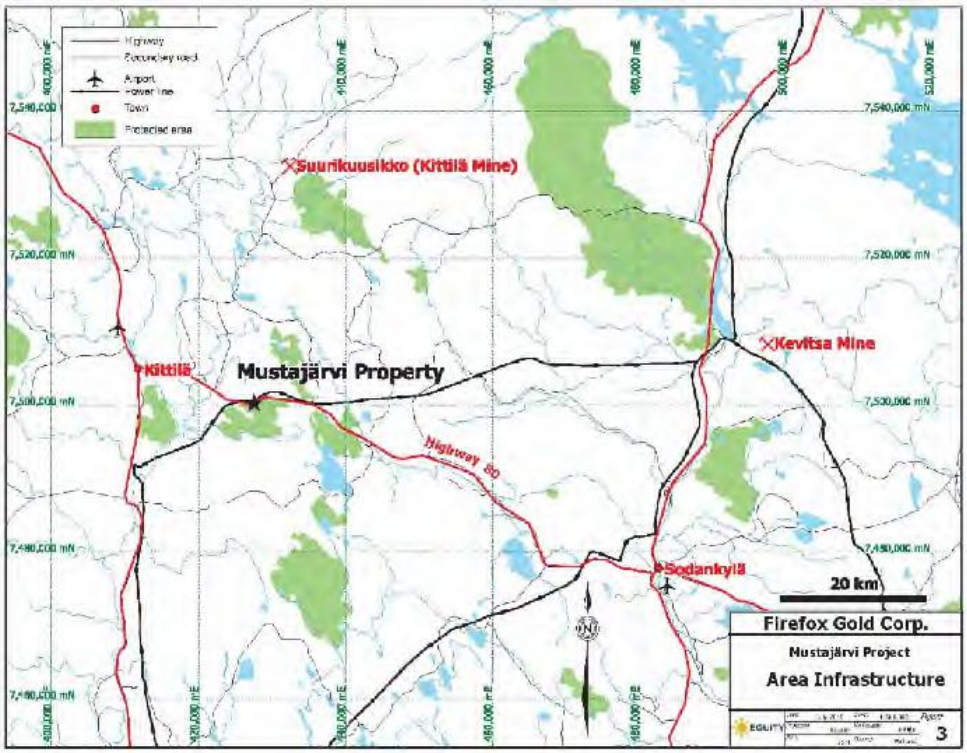
Local Resources and Infrastructure

Sodankylä and Kittilä, each with a population of 6,000-9,000 people, are located about 80 km apart on Highway 80 (Figure 3). Agnico Eagle's Kittilä mine, which extracts 5,000 tonnes/day of underground gold ore, is located 35 km north of Kittilä. Boliden's Kevitsa mine, which produces 22,000 tonnes/day of Ni-Cu ore from an open pit, is located 35 km north of Sodankylä. These mines support a local mining and exploration infrastructure; most of their workers live in Kittilä and Sodankylä, respectively. Each of the towns offers a full range of services and supplies for mineral exploration, including skilled and unskilled labour, freight, heavy equipment, accommodation, groceries and hardware. In addition, ALS Laboratories has a sample preparation lab in Sodankylä.

Surface rights over the Mustajärvi Property are owned by private landowners (~70%) and the state (~30%). State lands are administered by Metsähallitus, Finland's state forestry department. Finnish law provides that surface rights will be made available for any eventual mining operation, subject to payment of an excavation fee and gross royalty as previously detailed in this section. Surface rights are returned to the land-owner upon completion of mining and reclamation. A high-voltage power-line passes through the Mustajärvi exploration permit. There is abundant water in the area and water rights could likely be obtained for milling. It is still too early to determine potential tailings storage areas, potential waste disposal areas, and potential processing plant sites.

Physiography and Climate

Mustajärvi lies within the northern boreal vegetation zone, which is characterized by spruce/pine/ birch forests, marshes and bogs. On the property, vegetation consists almost entirely of an open pine and birch forest, although it is flanked to the south by marshy wetlands. The property is almost flat, with elevations ranging between 195 and 210 m above sea level (Plate 1, Figure 2).



Mustajärvi Figure 3**: Area Infrastructure**

The entire property is covered by glacial overburden, the depth of which is minimal. Till sampling has shown that much of the property is covered by <5 m of till, although a gravel pit immediately south of the western part of the property contains thicker gravels believed to be glacio-fluvial. A few people live in scattered houses along the highway, either working in town or as reindeer herders.

A. Looking west in flat terrain along Highway 80, flanked by open pine and birch forest.

B. Looking west at the eastern end of the artisanal mining pit. Snow is about 1 m deep. Vegetation consists of pine and birch trees.

Mustajärvi Plate 1: Mustajärvi Topography and Vegetation

The region experiences a typical continental-style climate with cold winters and warm summers. In Kittilä, the daily average temperature ranges from -15°C in January to +14°C in July. The coldest months are December to March, with Kittilä the site of Finland's record cold temperature of -51°C. Kittilä has 48 cm of annual precipitation, spread fairly evenly through the year. Beginning in November, about a metre of snow accumulates and generally covers the ground until May or early June. Drilling and mechanized exploration can be conducted year-round on the property with the exception of spring thaw from mid-April through May.

History

The exploration potential of Mustajärvi was first recognized when a GTK regional till survey in the late 1980's returned anomalous Au values (Eilu and Nykänen, 2011, p. 24). Outokompu Oy investigated this anomaly in 1990-91 with 23 N-S lines of till samples; samples were taken at 10 or 20 metre intervals along lines spaced 50-300 m apart. Elevated Au values were returned from ten consecutive lines (Hugg, 1996). Where possible, samples were taken from bedrock at the bedrock/till interface; otherwise, samples were taken from as deep as possible (generally 2-7 m depth) from the till.

In 1991, Outokompu excavated seven trenches of 72.5 m aggregate length; they reported "short intervals containing high, in the best cases a few tens of ppms Au", but did not report assay intervals (Hugg, 1996). In 1991-92, Outokompu carried out a heavy mineral till survey and ran a small magnetic/IP survey (Hugg, 1996). Between December 1991 and December 1992, Outokompu drilled 12 short holes totaling 706.0 m. The holes were drilled towards 315° along eight parallel sections generally spaced 20 m apart within their Au-in-till geochemical anomaly. All but one of the holes encountered mineralization grading >1 g/t Au with intersections ranging from 1.0 m @ 1.57 g/t Au (MJ-3) to 2.7 m @ 14.58 g/t Au (MJ-1) and 12.0 m @ 2.68 g/t Au (MJ-4) (Anttonen, 1993). Core from seven holes is preserved at the GTK's Loppi core library but mineralized intervals are absent from these holes, apparently sampled in their entirety. Outokompu allowed their mineral tenure to lapse in 1995.

Gold Mine Siitonen & Saiho AY ("Siitonen & Saiho") held the claim covering the Mustajärvi prospect in 2002-2010 and 2013-2016. Siitonen & Saiho excavated a 20 x 70 x 2-5 metre deep pit along the surface trace of mineralization in the drilled area, apparently guided by Outokompu trench maps. They processed the mineralized material at their rudimentary concentrator in Kittilä but no production data have been reported.

Agnico Eagle apparently drilled three holes on the Mustajärvi Property in the early 2010's but encountered drilling problems and dropped their option without releasing any information (M. Mueller, pers. comm., 2018).

There have been no historical mineral resource or mineral reserve estimates for the Mustajärvi Property and there has been no significant production from it.

Geological Setting and Mineralization

Regional Geology

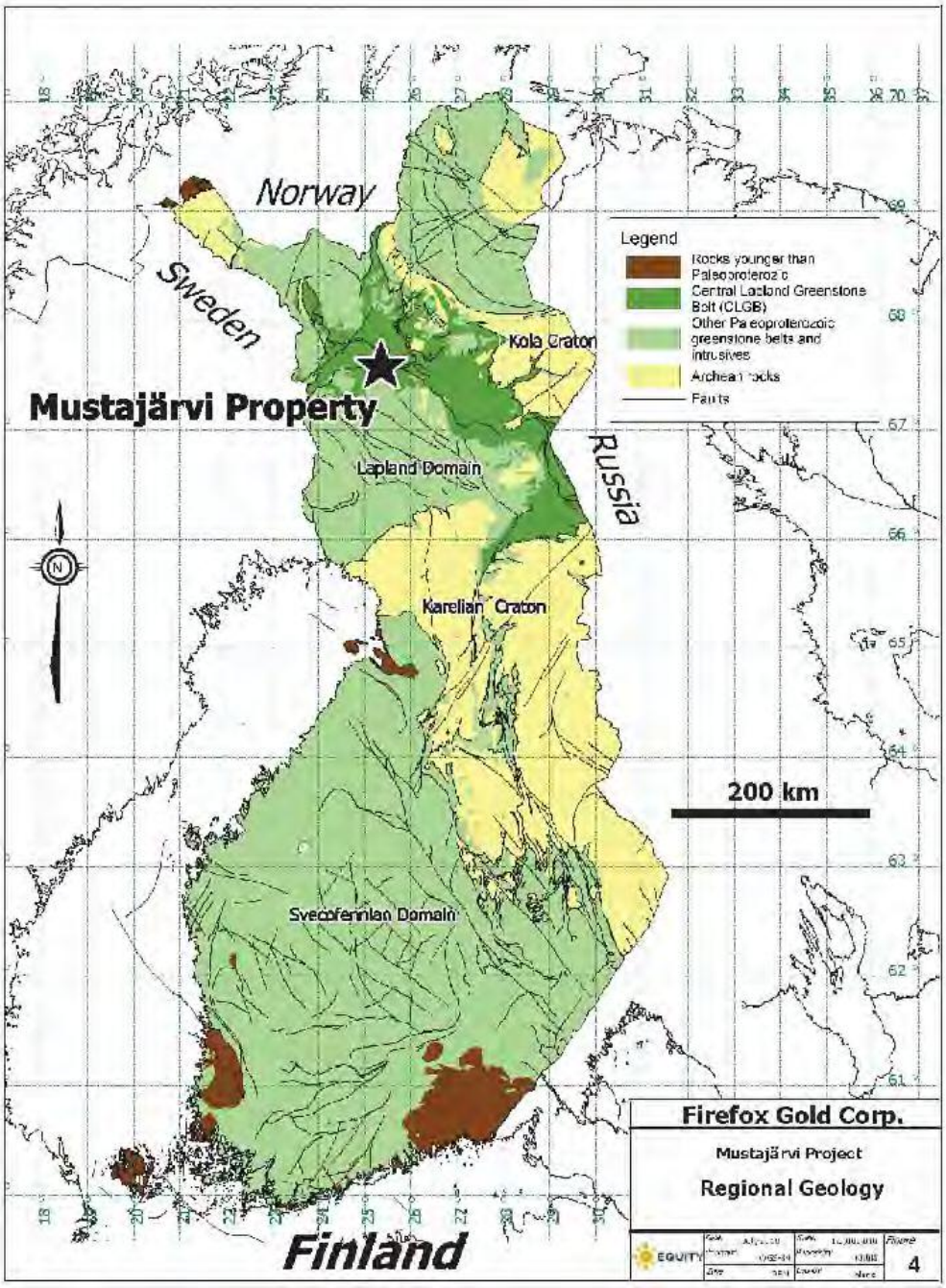
Finland lies within the predominantly late Archean and Paleoproterozoic Fennoscandian Shield; its bedrock can be broadly subdivided into three domains that have shared a common history since about 1.8 Ga. These three crustal units essentially comprise a late Archean nucleus (Karelian craton) flanked on both sides by Paleoproterozoic mobile belts (Figure 4). The Mustajärvi Property lies within the Lapland domain, which records the amalgamation of several distinct crustal units of both Proterozoic and Archean age to the northeast margin of the Karelian craton at around 1.9 Ga. In contrast, the Svecofennian domain, to the southwest of the Karelian craton, is entirely Paleoproterozoic in age, with a history of relatively rapid formation and accretion of new crust between about 1.97 and 1.86 Ga. Extensive crustal reworking between 1.84 and 1.80 Ga is recorded in all three domains, represented mainly by potassic monzogranitic magmatism and low-pressure, high-temperature metamorphism (Eilu et al., 2003).

Local Geology

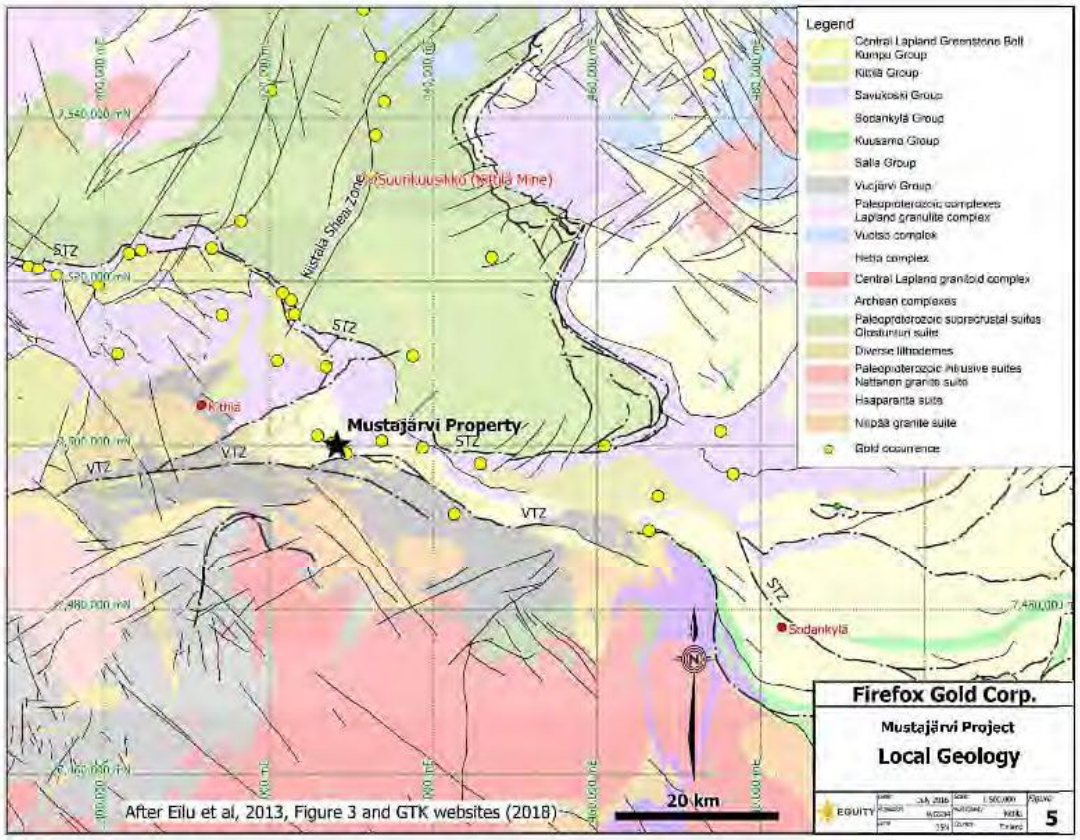
Within the Lapland domain, the Mustajärvi Property and the majority of known gold deposits and prospects are hosted by the CLGB, which is the largest mafic volcanic-dominated province preserved in Finland (Figures 4 and 5). Eilu et al (2013) divided the CLGB into seven stratigraphic groups (Table 1, Figure 6).

Mustajärvi Table 1: CLGB Stratigraphy

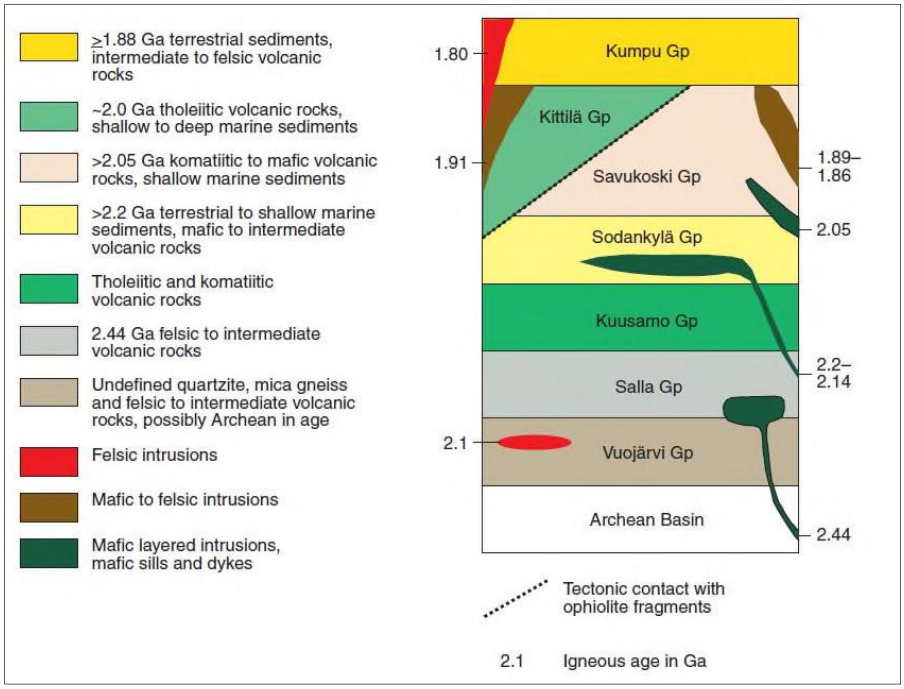
Group	Dominant Rock Types
Kumpu	Quartzite, siltstone, conglomerate, intermediate to felsic volcanic rocks
Kittilä	Tholeiitic volcanic rocks, graphite- and sulphide-bearing tuffite, BIF, phyllite, mica schist, greywacke
Savukoski	Tholeiitic and komatiitic volcanic rocks, phyllite, graphite and sulphide-bearing schist, tuffite, dolomite
Sodankylä	Quartzite, mica schist, mica gneiss, mafic volcanic rocks
Kuusamo	Tholeiitic and komatiitic volcanic rocks
Salla	Intermediate to felsic volcanic rocks
Vuojärvi	Quartzite, mica gneiss, possibly volcanic in origin



Mustajärvi Figure 4: Regional Geology of Finland



Mustajärvi Figure 5: Local Geology



Mustajärvi Figure 6: CLGB Stratigraphic Section (Eilu et al., 2013, Figure 4)

Structural deformation within the CLGB can be divided into three ductile compressional events followed by one or more brittle stages. The earliest mapped deformation stages (D1 and D2) relate to SW-directed thrusting and N-directed thrusting from the northeastern and southern margins of the CLGB, respectively. The SW-directed thrusting relates to the collision of the Kola and Karelian cratons and the thrusting of the Lapland Granulite belt and adjacent Vuotso complex onto CLGB successions. The north directed thrusting was driven by Svecofennian orogenic events, taking place along the Sirkka Thrust Zone (the "**STZ**") and the Venejoki Thurst Zone (the "**VTZ**"). The D3 deformation stage relates to thrusting from SW or W along the western margin of the CLGB. Based on indirect evidence, D1 (SW-directed thrusting) is dated at 1.92-1.90 Ga, D2 (N-directed thrusting) at 1.91-1.86 Ga, and D3 (E/NE-directed thrusting) at 1.86-1.79 Ga (Niiranen, 2015).

Clear overprinting features are absent, so the first two deformation events are generally referred to as D1-D2. The earliest foliation (S1) is bedding-parallel and can locally be seen in F2 fold hinges and as inclusion trails in andalusite, garnet and staurolite porphyroblasts. The main deformation features consist of flat-lying to gently-dipping S2 foliation and recumbent or reclined F3 folding. The orientation of F3 folds is highly variable with east and north striking axial traces dominating. The ductile deformation features are overprinted by brittle faulting related to the latest deformation stage D4.

The >100 km long STZ is a rheological boundary between the Savukoski Group volcano-sedimentary sequence in the south and the Kittilä Group in the north (Figure 5). It consists of a series of vertical to sub-vertical shear zone segments and closely-spaced thrusts which dip about 40 degrees to the south to a depth of at least 9 km. The subparallel VTZ, also >100 km long, has been mapped 5-25 km to the south of the STZ. The D3 stage resulted in the development of a set of north to north-east striking strike-slip shear zones which intersect and, in some places, displace the early thrust zones. There are also clear indications of reactivation of early thrust structures during D3. A number of gold occurrences are spatially correlated to the D3 structures, including Agnico Eagle's Suurikuusikko deposit, in addition to those associated with the STZ and VTZ. Abrupt changes in metamorphic grade are associated with D3 shear zones suggesting that they were active after the peak of metamorphism, which ranges from lower greenschist to upper amphibolites facies (Eilu et al., 2013).

Local Mineralization

Eilu et al (2013) reported that more than 30 orogenic gold deposits and prospects were indicated by drilling at that time within the STZ and along its subsidiary faults. By far the most significant of the known deposits is Suurikuusikko, located 33 km north of the Mustajärvi Property along the N to NE striking Kiistala Shear Zone (KiSZ) related to D3 deformation (Figure 5). Agnico Eagle Mines Limited's Kittilä Mine has been producing ~200,000 oz/year from the Suurikuusikko deposit since 2009; proven and probable mineral reserves were reported as 27 million tonnes grading 4.74 g/t Au (4.1 Moz) as of December 31, 2017 (Agnico-Eagle, 2018a). These mineral reserves are located along a 4.5 km segment of the KiSZ although mineralization has been encountered along more than 25 km of it (Agnico-Eagle, 2018b).

The Suurikuusikko deposit is hosted by greenschist-facies metavolcanic rocks of the Kittilä Group, which has a maximum thickness of 6-7 km in the deposit area. The ore is mostly hosted by the transitional Porkonen Formation (mafic tuffs, graphitic metasedimentary rocks, black chert and banded iron formation) which separates two thick mafic lava sequences and which coincides with the KiSZ. The structurally disrupted Porkonen Formation separates Kautoselka Formation Fe-rich tholeiitic basalts to the west from Vesmajärvi Formation Mg-rich tholeiitic basalt, coarse volcaniclastic units, graphitic schist and minor chemical sedimentary rocks to the east (Doucet et al., 2010). In the Suurikuusikko area, the KiSZ is subvertical or dips steeply to the east; it is a complex structure, recording several phases of movement. Mineralisation occurs within N-striking and less frequently NE-striking shear zone segments. Orebody envelopes trend north and have a moderate northerly plunge; controls on orebody plunge remain unknown. Much of the geometry of shear structures, formation of many shear zones and their complex kinematic history could be explained by flattening of a layered stratigraphy. Gold is refractory, occurring as lattice substitutions or submicroscopic inclusions within arsenopyrite and arsenian pyrite, accompanied by intense carbonate and albite alteration (Patison et al., 2013). The Author has been unable to verify information concerning Suurikuusikko and the information is not necessarily indicative of the mineralization at Mustajärvi.

Property Geology

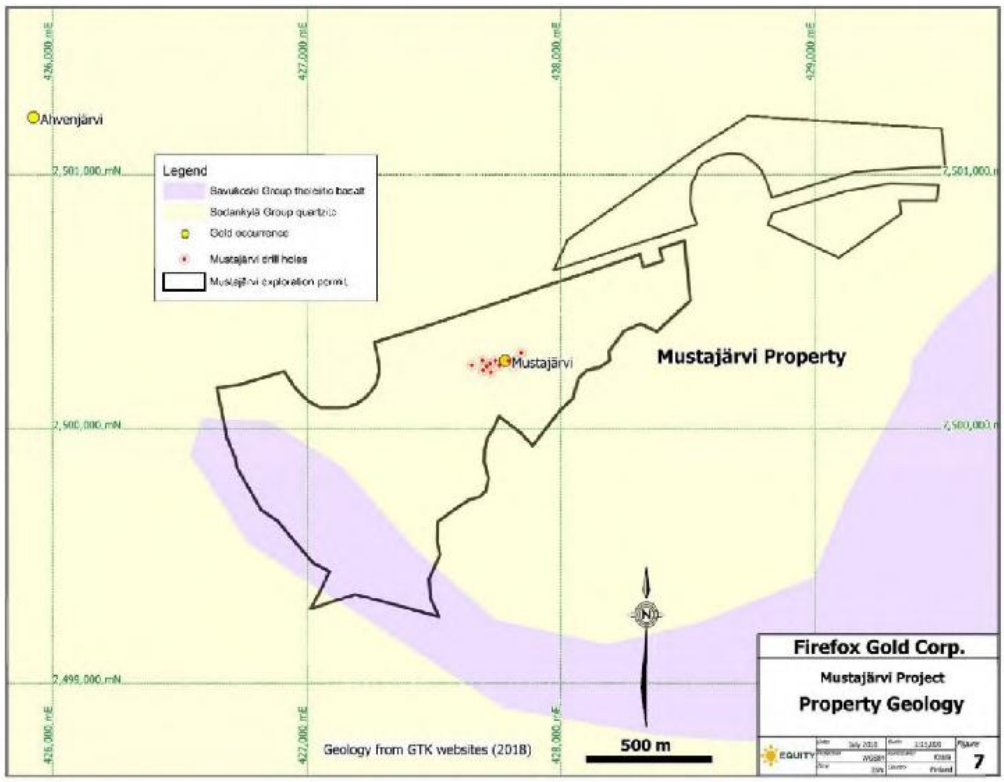
No property mapping has been reported at Mustajärvi. Most of the property is covered by a few metres of glacial till and outcrop is scarce or non-existent. Regional mapping, largely based on geophysical interpretation, indicates that most of the property is underlain by Honkavaara Formation quartzite of the Sodankylä Group, with a tongue of Linkupalo Formation tholeiitic basalt of the Savukoski Group extending easterly from the southwestern end of the property (Figure 7).

This geophysical interpretation, at least for the Sodankylä Group quartzite, does not appear correct. In the area of drilling and the small-scale pit, underlain by quartzite on the regional mapping, the dominant lithology appears to be a volcaniclastic rock although extensive albitization makes identification tenuous. Less-altered mafic volcanic rock was also noted in core, identified at least in part as komatiitic from its trace element geochemistry (M. Mueller, pers. comm., 2018).

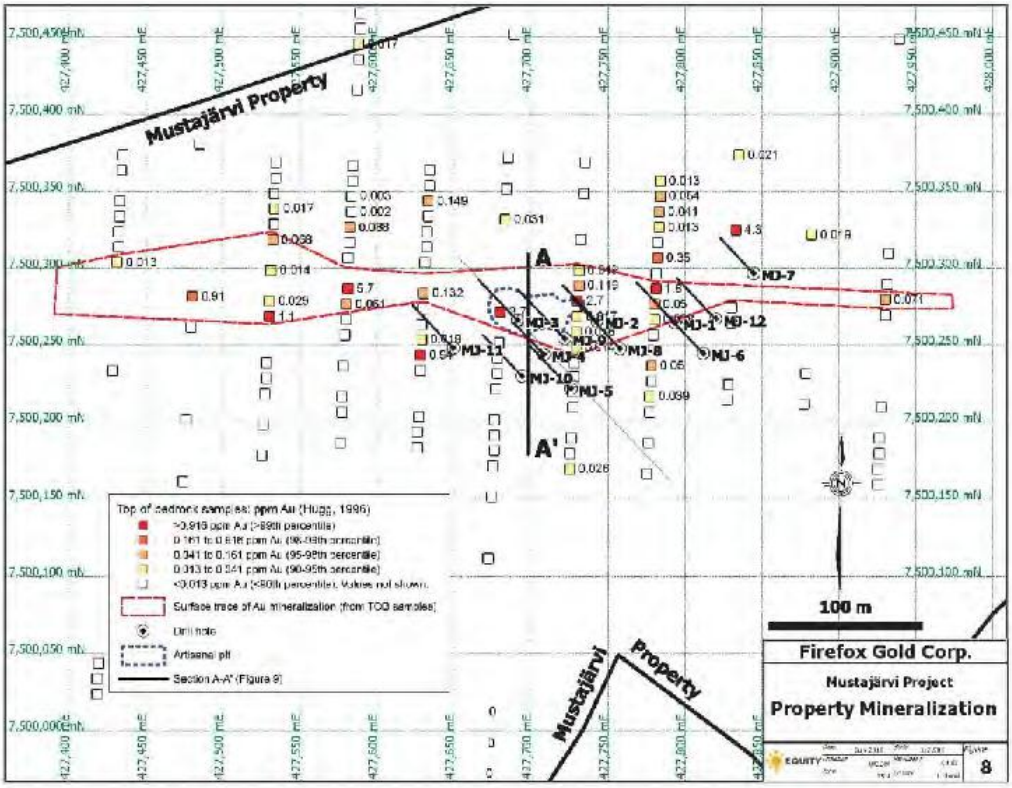
Property Mineralization

Mineralization on the Mustajärvi Property is known only from TOB analyses done by Outokompu in the course of their 1990-91 till survey, their 1991-92 follow-up drilling within a 100 x 175 metre area and a 20 x 70 metre pit excavated in the early 2000's to expose and mine the surface trace of the zone encountered by drilling (Figure 8).

Outokompu collected 483 TOB samples during their 1991 till sampling (Hugg, 1996). Several of these samples exceeded 1 ppm Au and were used to target Outokompu's 1991-92 trenching and drilling program. These TOB samples were probably similar to the gossanous material reported in the pit, produced by surface weathering of orogenic gold mineralization at the bedrock/surface interface. Hugg (1996) did not report lithologies, alteration or mineralization for Outokompu's TOB samples, although multi-element analyses and depth information were provided to FireFox by the GTK.



Mustajärvi Figure 7: Property Geology



Mustajärvi Figure 8: Property Mineralization and Drill Holes

Outokompu's TOB samples indicate a gold-bearing mineralized zone, or gold-bearing envelope surrounding a mineralized zone, which strikes east-west for approximately 500 m with a width of 10-60 m (Figure 8). This mineralized envelope is defined by TOB samples exceeding 0.013 ppm Au (90th percentile), with a maximum of 5.7 ppm Au. These TOB samples were taken at 10 m spacings along lines spaced 50 m apart so the zone indicated by gold-bearing samples is only coarsely indicated but appears to correspond to the major zone of faulting/shearing and gold mineralization in Outokompu's subsequent drilling. It should be noted that several other TOB samples, particularly north of the main zone, contained elevated gold contents (maximum 4.3 ppm Au); it is believed that these sampled isolated veins.

All but one of Outokompu's 12 short drill holes intersected intervals grading >1 g/t Au. However, mineralized intervals are not well described in Outokompu's drill logs and all mineralized core has been removed during successive sampling campaigns (Plate 2C). From the wall rock core, which is preserved in good condition, and from a small amount of fine material left behind in mineralized intervals (Plate 2D), it appears probable that most of the mineralized intervals are associated with quartz-pyrite±tourmaline veining (Plate 2B) in a fault or shear zone localized within albitized and carbonatized volcaniclastic(?) rocks (Plate 2A). Narrower isolated gold-bearing intervals were noted along lithologic contacts and with local specularite-pyrite and quartz-pyrite-tourmaline veining.

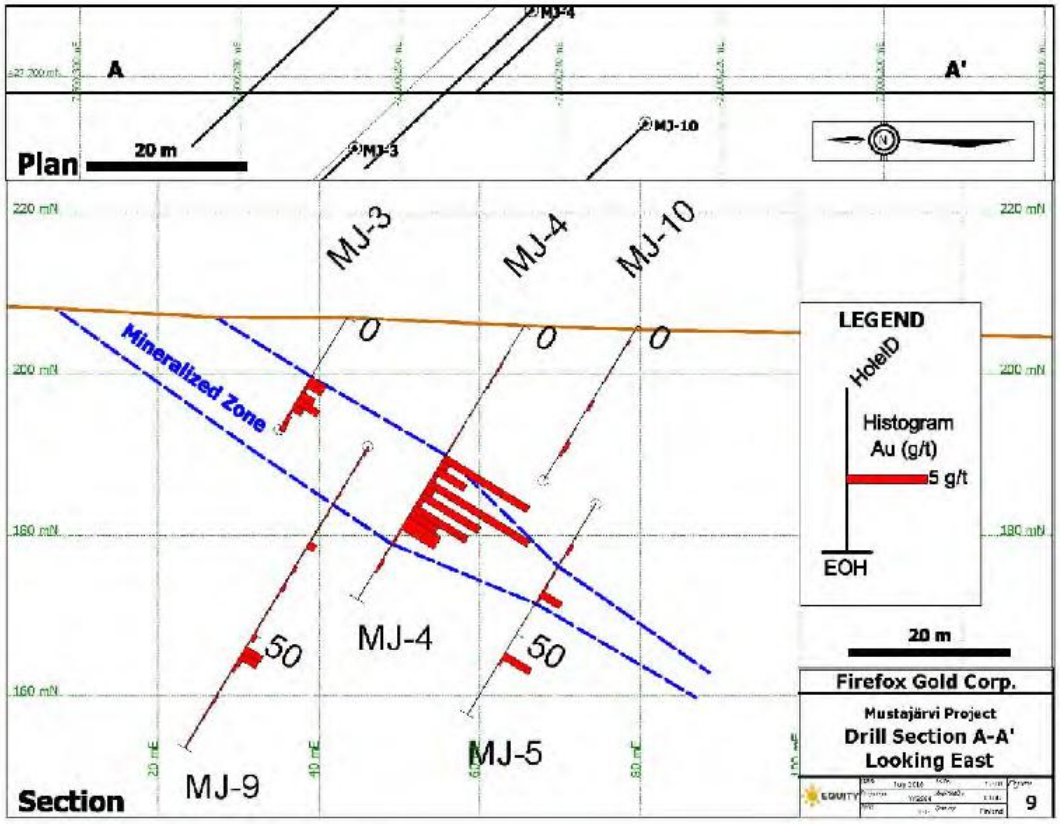
It appears that the main fault or shear zone drilled to date at Mustajärvi strikes approximately 090° and dips approximately 35° to the south (Figure 9). It is variably mineralized, with 1.0 m sections grading from 0.06-7.25 g/t Au; the best intersection was 12.0 m @ 2.68 g/t Au (hole MJ-4). The zone appears to be >10 m wide in places, but not mineralized throughout. Hole MJ-7 was collared north of the zone and drilled entirely in its footwall (Figure 8). The bottom of hole MJ-6 appears similar to the main zone in the other holes, characterized by lost core and minor quartz veining; this hole may have been lost as it was entering the main fault or shear zone. Given the limited drilling, the absence of mineralized core for inspection and the rudimentary drill logs, it is not yet possible to determine controls on gold mineralization or whether there are ore-shoots of better grade within the mineralized zone.

In the early 2000's, small-scale miners excavated a 20 x 70 metre pit, 2-5 m deep, along the surface trace of the main mineralized zone (Figure 8, Plate 1B). It was snow-covered when visited by the Author but samples of gossanous material were reported from this pit by the property vendor with up to 17.4 and 79.8 g/t Au (Aurora, 2017). The Author examined sawn sections of other well-mineralized boulders reportedly from the pit; they consisted of quartz-carbonate-pyrite±tourmaline veins with abundant goethite (Plate 2E, 2F).

A. Hole MJ-6 (38.0-41.5 m). Strongly albitized and weakly carbonatized volcaniclastic(?) rock.

B. Hole MJ-3 (33.3 m). 1 cm quartz-tourmaline vein cutting more diffuse quartz vein in strong silicification. Part of a barren metre (0.06 g/t Au) within a Au-bearing section (5.7 m @ 0.52 g/t Au)

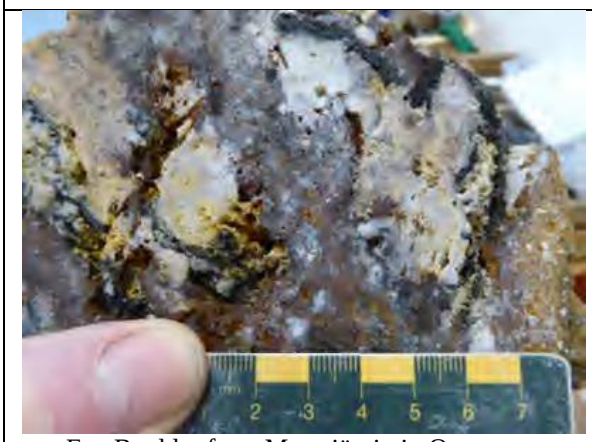
Mustajärvi Plate 2: Mustajärvi Alteration and Mineralization



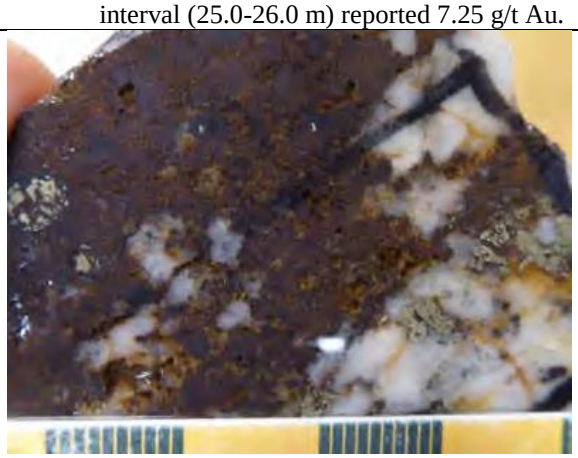
Mustajärvi Figure 9: Section (MJ-3, MJ-4 and MJ-5)

C. Hole MJ-4. Core has been entirely sampled from Au-bearing intervals (19.0-25.8 m in this photo).

D. Hole MJ-4 (25.7 m). This is a close-up within the previous photo, showing a little fine material left unsampled: vein quartz and goethitic rubble (fault? shear?). This sample interval (25.0-26.0 m) reported 7.25 g/t Au.



E. Boulder from Mustajärvi pit. Quartz-carbonate vein with 5% pyrite (partially replaced by goethite) and 1% tourmaline (<1 mm).



F. Boulder from Mustajärvi pit. Quartz-pyrite vein (pyrite largely replaced by goethite).

Mustajärvi Plate 2: Mustajärvi Alteration and Mineralization (cont'd)

Deposit Types

Exploration on the Mustajärvi Property is targeted at discovering an orogenic gold deposit. This class of deposit includes some of the largest gold deposits and districts in the world (e.g. Kalgoorlie in Australia, Timmins in Ontario, and Ashanti in Ghana). Their name reflects the recognition that these deposits have temporal and spatial associations with late stages of orogenesis (Dubé and Gosselin, 2007; Goldfarb et al., 2005; Goldfarb et al., 2001; Groves et al., 1998). Formation of most orogenic gold mineralization was concentrated during the time intervals of 2.8 to 2.55 Ga (Archean), 2.1 to 1.8 Ga (Early Proterozoic) and 600 to 50 Ma (Phanerozoic); these periods coincide with major orogenic events. An important subtype of orogenic gold deposits is dominantly hosted by mafic metamorphic rocks in granite-greenstone terranes, and is referred to here as greenstone-hosted orogenic gold.

Greenstone-hosted orogenic gold deposits are structurally controlled, complex epigenetic deposits that are hosted in deformed and regionally metamorphosed terranes. They consist of simple to complex networks of gold-bearing, laminated quartz-carbonate fault-fill veins in moderately to steeply dipping, compressional brittle-ductile shear zones and faults, with locally associated extensional veins and hydrothermal breccias. They are dominantly hosted by mafic metamorphic rocks of greenschist to locally lower amphibolite facies and formed at intermediate depths (5-10 km). The relative timing of mineralization is syn- to late-deformation and typically post-peak greenschist-facies or syn-

peak amphibolite facies metamorphism. They are formed from low salinity, H_2O-CO_2-rich hydrothermal fluids with typically anomalous concentrations of CH_4, N_2, K, and S. Gold is mainly confined to the quartz-carbonate vein networks but may also be present in significant amounts within iron-rich sulphidized wall rock.

Greenstone-hosted orogenic gold deposits were formed during compressional to transpressional deformation processes at convergent plate margins in accretionary and collisional orogens. Orogenic gold systems are typically associated with deep-crustal fault zones that usually mark the convergent margins between major lithological blocks, such as volcano-plutonic and sedimentary domains. Furthermore, some of the largest greenstone-hosted orogenic gold deposits are spatially associated with fluvio-alluvial conglomerate (e.g. Timiskaming conglomerate) distributed along these crustal fault zones (e.g. Destor Porcupine Fault), suggesting an empirical space-time relationship between large-scale deposits and regional unconformities (Dubé and Gosselin, 2007).

Large gold camps are commonly associated with curvatures, flexures, and dilational jogs along major compressional fault zones which have created dilational zones that increase migration of hydrothermal fluids. Ore shoots can be localized by dilational jogs or various intersections between a structural element (e.g. a fault, shear or vein) and a favourable lithological unit, such as a competent gabbroic sill, an iron formation or a particularly reactive rock, or by the intersection between different structural elements active at the time of vein formation. Individual vein thickness varies from just a few cm to over 10 m, even though entire deposits may be wider than 1 km and extend along strike for as much as 2 to 5 km. Some deposits have been economically mined to depths of 1-3 km.

The main ore mineral is native gold that occurs with, in order of decreasing abundance, pyrite, pyrrhotite, and chalcopyrite, along with trace amounts of molybdenite and telluride in some deposits. Arsenopyrite commonly represents the main sulphide phase in amphibolite-facies rocks, and in deposits hosted by clastic sediments. Sulphide minerals generally constitute less than 10% and typically less than 5% of the volume of the ore bodies and exhibit little vertical zoning. The main gangue minerals are quartz and carbonate (calcite, dolomite, ankerite, and siderite), with variable amounts of white mica, chlorite, tourmaline and, locally, scheelite.

Gold-bearing veins are typically enveloped by alteration halos that, in greenschist-facies rocks, grade outwards from iron-carbonate + sericite + sulphide (pyrite ± arsenopyrite) assemblages to various amounts of chlorite, calcite and, locally, magnetite. The dimensions of these alteration haloes vary with the composition of the host rocks and may envelop entire deposits hosted by mafic and ultramafic rocks. Pervasive chromium- or vanadium-rich green micas (fuchsite and roscoelite) and ankerite with zones of quartz-carbonate stockwork are common in sheared ultramafic rocks. Hydrothermal assemblages associated with gold mineralization in amphibolite-facies rocks include biotite, amphibole, pyrite, pyrrhotite, and arsenopyrite, and, at higher grades, biotite/phlogopite, diopside, garnet, pyrrhotite and/or arsenopyrite, with variable proportions of feldspar, calcite, and clinozoisite. The variations in alteration styles have been interpreted as a direct reflection of the depth of formation of the deposits (Dubé and Gosselin, 2007).

Exploration

Since its acquisition of the Mustajärvi Property in December 2017, FireFox has: (a) completed a property-wide ground magnetic survey; (b) collected till samples across the entire property; and (c) carried out an IP survey over a portion of the property. For completeness, the following discussion covers exploration carried out by previous operators as well as by FireFox.

Till Geochemistry

In 1991, Outokompu reported “till” samples from north-south lines over the Mustajärvi Property (Hugg, 1996). Where it was possible, samples were taken from bedrock at the bedrock/till interface; these 483 top-of-bedrock (TOB) samples are discussed above in Section 7.5. Where it was not possible to reach bedrock, till samples were collected from the greatest depth possible (614 samples; Figure 10).

In early 2018, FireFox collected 598 till samples from 325 sites at 20 m intervals along north-south lines on the Mustajärvi Property (FireFox Gold Corp., 2018). Two samples were generally collected at each site, a lower one at the bedrock/till interface and an upper one from till 0.5 metres above the interface. FireFox’s lower samples, considered as bottom-of-till (BOT) samples since they consist of a mixture of till and weathered bedrock, were taken

at depths of 1.5-9.0 metres and are plotted on Figure 10. Percentile levels for the Outokompu BOT and FireFox BOT samples are quite similar, and areas with anomalous till samples in one survey are commonly anomalous in the other (Figure 10).

The glacial divide between ice flowing southwards and northwards was located over Lapland during the Pleistocene glaciation. The shifting local direction of ice flow and the possibility that different till samples could have been collected from different till beds complicates any interpretation of till geochemistry in the region. It is not obvious by inspection how far and in which direction metals in the till samples have been displaced from their bedrock source, but it appears to be in the order of a few metres or tens of metres, possibly to the northeast.

Several gold-bearing till samples were taken from the northeastern corner of the Mustajärvi Property. Their significance is unknown at present; outcrop is absent and TOB samples are scarce in this area. A few till samples with elevated gold content are located along a NE-striking magnetic low inferred to be a D3 fault or shear connecting the VTZ and STZ, see previous discussion in this section. A poorly-defined east-west trend of gold-bearing till samples extends for 600 m to the west of the inferred D3 structure, 300 m to the south of the mineralized fault or shear zone drilled by Outokompu (Figure 10); it may indicate another mineralized zone in bedrock.

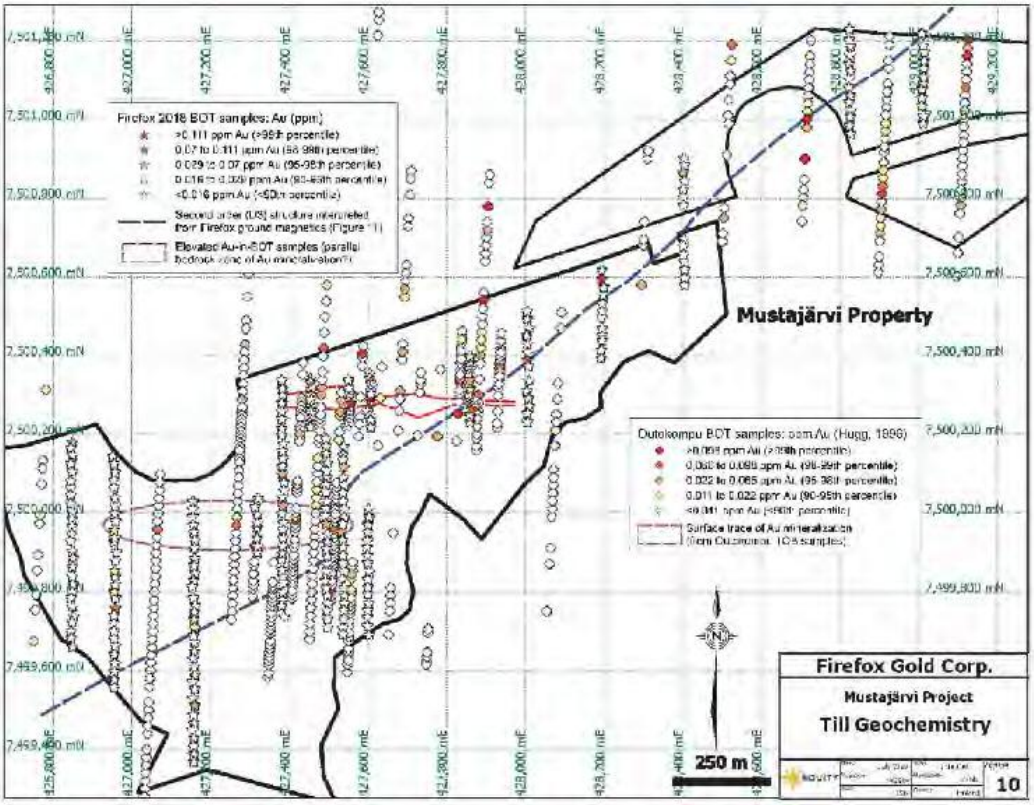
Ground Magnetic Geophysics

In 1991 and 1992, Outokompu carried out a ground magnetic survey over a 500 x 1,000 metre area which included their drilling. Readings were taken at 10 m intervals along lines spaced 50 m apart; survey equipment and protocol was not described and only a single magnetic (presumably total magnetic field) plan was submitted (Hugg, 1996).

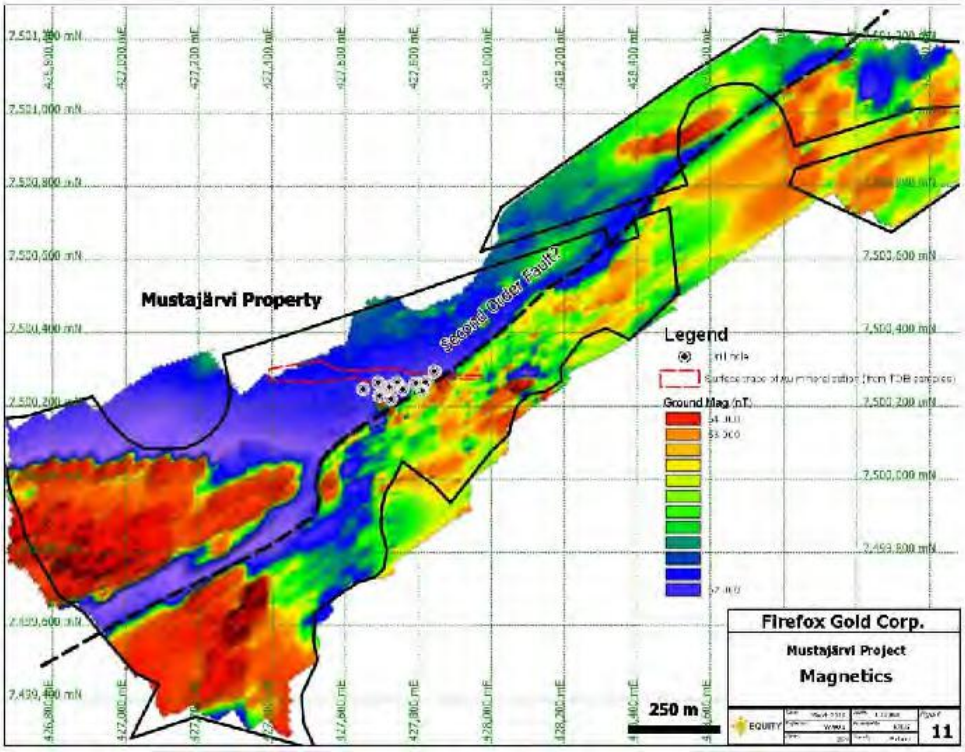
In 2017, M. Mueller covered the Mustajärvi Property with a walking ground magnetic survey as part of his M.Sc. thesis, taking readings on lines ~50 m apart over most of the property and ~25 m apart in the drilled area (Figure 11). This survey shows a marked linear NE-striking low which extends for 2,600 m along the entire length of the long axis of the Mustajärvi property. No outcrop or drilling provides information about the bedrock under this linear low, but it appears to be a second-order structure related to the crustal-scale VTZ and STZ thrusts. Its orientation suggests that it is a D3 fault or shear, sub-parallel to the Kiistala Shear Zone which hosts the major Suurikuusikko orogenic gold deposit.

Interestingly, the east-west mineralized shear or fault indicated by Outokompu's TOB sampling and drilling extends westward from the NE-striking magnetic low (second-order structure). Orientations suggest that they may be conjugate structures. No exploration has been done to determine whether the east-west mineralized zone is truncated by the NE-striking structure.

The NE-striking magnetic low (second-order structure) exhibits a sharp flexure approximately 500 m southwest of the Outokompu drilling. TOB sampling has not been reported over this flexure, which could be an interesting structural target for more orogenic gold mineralization.



Mustajärvi Figure 10: Till Geochemistry



Mustajärvi Figure 11: Magnetics

IP Geophysics

In 1991-92, Outokompu carried out an IP survey over an area of 320 x 620 m which included their drill area (Hugg, 1996). Hugg provided no information on the line spacing, the dipole spacing or even whether it was a pole-dipole or dipole-dipole survey. Hugg presented plan maps for resistivity and chargeability without specifying what they represented. The resistivity and chargeability patterns appear somewhat related to the drill hole pattern but the lack of information makes any interpretation moot.

In April, 2018, FireFox commenced a 5.85 line-km dipole-dipole IP survey (a=50 m) in the vicinity of Outokompu's drilling. The IP survey was carried out over eight NW-SE lines spaced 100-200 m apart. Subsequent to the date of the Mustajärvi Technical Report, the Company completed the IP survey. The results are not viewed by the Company to be new material scientific or technical information concerning the Mustajärvi Property. Results of the IP survey are included in this Prospectus to give readers a timeline of continued exploration activity by the Company at the Mustajärvi Property. The results, as disclosed in the Company's news release titled "FireFox Gold Identifies Four New Gold Targets from IP Survey on Mustajärvi Property in Northern Finland" dated September 25, 2018 (the "**September 25 News Release**"), are set out below.

The 5.85 line-kilometre survey identified four high-chargeability targets along a previously defined fault structure that also hosts historic gold mineralization identified by sampling and drilling by the GTK and Outokumpu Oyj.

The IP survey delineated chargeability anomalies (Chargeability +20Mv/V) that are coincident with shallow historical gold mineralization as well as a prominent magnetic low that has been designated the Mustajärvi Fault Zone. The IP anomalies extend to a depth of at least 200 metres. This is significantly deeper than historical core drilling (~40 metres vertical depth) that targeted the Central Zone. The most significant chargeability anomalies are located southwest and northeast from the historical drilling along the strike of the Mustajärvi Fault Zone.

Discussion of IP Anomalies (Refer to map below for locations):

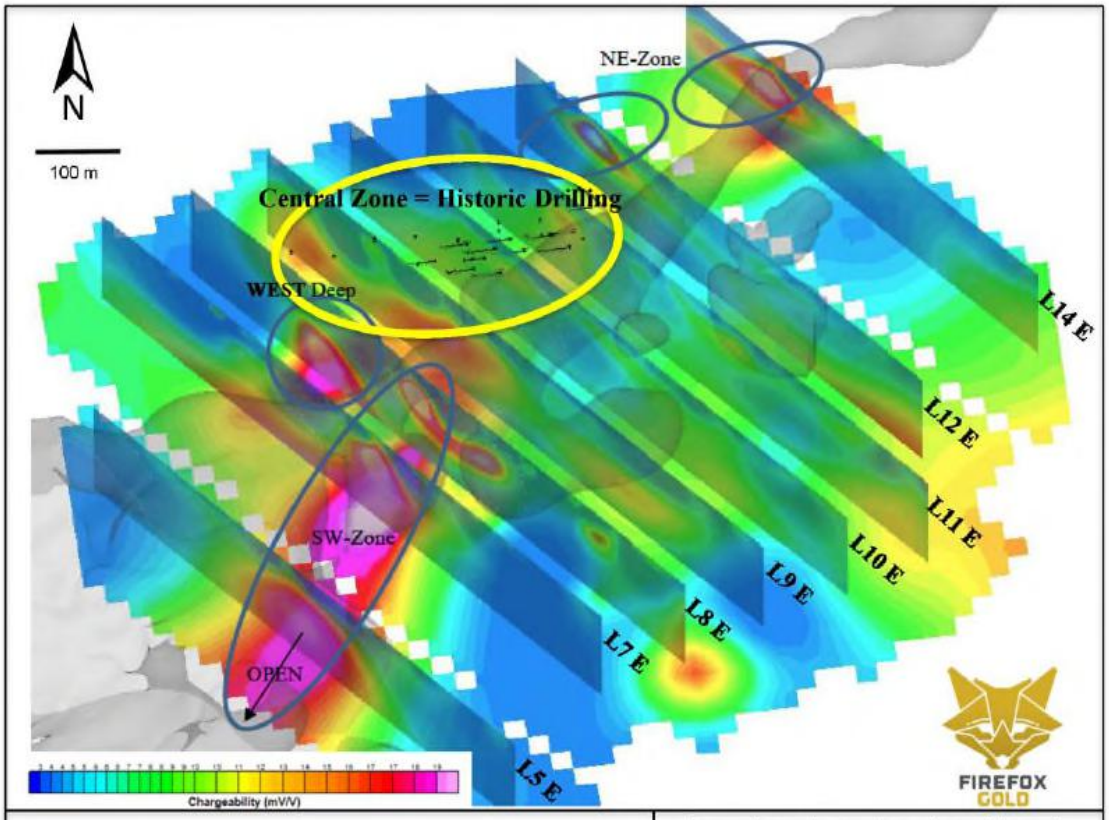
1) *SW Zone Anomaly*: This target is spatially associated with a bend in the Mustajärvi Fault Zone and is characterized by high chargeability, low resistivity, and high magnetism. The chargeability of this feature is consistent with that of other sulfide systems in Finland on which the FireFox team has worked. The SW Zone Anomaly can be detected down to 220 metres and dips towards the SE. This is the same dip direction as that of the known gold mineralization identified at the Central Zone. The axis of the SW Zone plunges to the SW and is open down plunge.

2) *Central Anomaly*: Very shallow historical core drilling traced the Mustajärvi mineralization to only 40 metres vertical depth. The Central Anomaly appears to be the continuation to depth of the known mineralization. The IP survey suggests that the chargeability anomaly associated with historical mineralization has roots at significant depth (up to 200 metres).

3) *West Deep Anomaly*: This is a chargeability anomaly that was detected clearly on one survey line with some weaker responses on two adjacent lines. It is a high chargeability response associated with low resistivity and low magnetics. This anomaly also appears to be dipping southeast.

4) *NE-Zone Anomaly*: In the NE-Zone a high chargeability response was detected on two survey lines. These are also located in lower resistivity areas. The anomaly remains open towards the northeast.

This IP Survey detected chargeabilities that are consistent with the presence of sulphide minerals such as pyrite or pyrrhotite. For instance, anomalies that are associated with a chargeability high, resistivity low and magnetic high, could be caused by magnetic pyrrhotite.



Mustajärvi IP Survey Summary: Vertical sections of chargeability together with horizontal chargeability section from 200 m depth. In addition, 3D-magnetic inversion bodies (grey) and shallow historical drill holes are shown.

Line	X-start	Y-Start	X-end	Y-end	Length
L5	427657,	7499575	427239,	7500073	650m
L7	427781,	7499738	427267,	7500351	800m
L8	427891,	7499762	427377,	7500375	800m
L9	427989,	7499802	427477,	7500415	800m
L10	428093,	7499832	427580,	7500446	800m
L11	428190,	7499871	427676,	7500485	800m
L12	428205,	7500010	427787,	7500509	650m
L14	428362,	7500135	428008,	7500556	550m

IP Line Coordinates (ETRS89, TM35FIN)

Mustajärvi Figure 12: IP Chargeability Summary

Patrick Highsmith, Certified Professional Geologist (AIPG CPG # 11702) and a director of the Company, is a qualified person as defined by NI 43-101. Mr. Highsmith approved the written disclosure above that was derived from the September 25 News Release.

Drilling

FireFox has not carried out any drilling on the Mustajärvi Property since acquiring it in December 2017.

Outokompu drilled 12 short holes totalling 706.0 m of NQ core in 1991-92 (Anttonen, 1993; Hugg, 1996). A T-76 drill was used because of broken ground and poor drilling conditions. No other information is available on drilling and core handling procedures. Core recovery was not reported in the rudimentary drill logs but blocks were placed in the core to indicate intervals of lost core. Although recovery was excellent in the unmineralized sections of core, core loss was pronounced in the mineralized fault/shear zone. For instance, Outokompu's record of core loss would indicate 75% recovery for the interval 21.0-33.0 m in hole MJ-4 (12.0 m @ 2.68 g/t Au). This poor core recovery materially impacts the accuracy and reliability of the drill results; it cannot be determined whether there are other drilling or sampling factors which could also affect the results.

Table 2 summarizes the collar location and orientation data for the Mustajärvi drill holes (Figure 8); no downhole surveys were reported. Table 3 lists all intersections with >1 g/t Au in the drilling.

Mustajärvi Table 2: Mustajärvi Drill Hole Location/Orientation Data

Hole	Easting[1]	Northing[1]	Azimuth	Dip	Length (m)
MJ-1	427793	7500264	315	-50	56.5
MJ-2	427743	7500265	315	-50	50.0
MJ-3	427691	7500266	315	-50	57.7
MJ-4	427708	7500244	315	-50	44.4
MJ-5	427726	7500221	315	-50	63.1
MJ-6	427812	7500244	315	-50	68.2
MJ-7	427844	7500296	315	-50	49.8
MJ-8	427758	7500248	315	-50	72.4
MJ-9	427722	7500254	315	-50	68.5
MJ-10	427694	7500230	315	-50	58.2
MJ-11	427649	7500248	315	-50	60.2
MJ-12	427820	7500267	315	-50	57.2
					706.0

[1]WGS84, Zone 35N

Mustajärvi Table 3: Mustajärvi Drill Hole Intervals with >1 g/t Au

Hole	Zone	From (m)	To (m)	Interval (m)	Au (g/t)
MJ-1	???	20.70	23.40	2.70	14.58
MJ-1	???	37.10	37.50	0.40	3.99
MJ-2	???	22.00	23.00	1.00	12.20
MJ-3	Main F/S	9.60	11.20	1.60	1.11
MJ-3	Main F/S	13.00	14.00	1.00	1.57
MJ-3	???	30.50	31.70	1.20	1.21
MJ-4	Main F/S	21.00	33.00	12.00	2.68
MJ-5	Main F/S	43.00	44.00	1.00	1.42
MJ-5	???	53.00	54.00	1.00	1.92
MJ-6	???	27.85	29.05	1.20	5.45
MJ-7	???	23.50	24.90	1.40	6.02
MJ-9	Main F/S	6.00	7.00	1.00	4.78
MJ-9	???	52.00	54.00	2.00	1.20
MJ-10	???	41.00	42.00	1.00	18.80
MJ-11	???	34.80	36.50	1.70	1.80
MJ-12	???	48.10	49.40	1.30	1.08

All but one of the 12 Mustajärvi drill holes had at least one interval grading >1 g/t Au (Table 3). The main fault or shear zone ("Main F/S" in Table 3) appears to dip ~35° to the south (Figure 9), whereas all drilling was directed at -50° to the northwest, so the true thickness of mineralization hosted by this fault/shear will be approximately 70% of the core interval. The other gold-bearing intervals appear to be related to isolated veins and contacts and it is not possible at this time to determine the relationship between sample interval and true thickness of the mineralization.

Sample Preparation, Analyses and Security

Outokompu did not report their sample preparation methods, their quality control measures employed before dispatch of core samples to an analytical laboratory, their process for sample splitting or their security measures employed to ensure the validity and integrity of samples. No information was provided regarding sample preparation and assaying procedures at the analytical laboratory, the name of the laboratory which analyzed the samples or the particulars of any certification of that laboratory. No analytical certificates are available. Nor is there any record of the nature, extent and results of quality control procedures employed or quality assurance actions taken, if any (Anttonen, 1993; Hugg, 1996).

The Author does not believe that sample preparation, security and analytical procedures, as currently known, were adequate for the 1990-1992 Outokompu exploration work on the Mustajärvi Property.

Data Verification

The Author examined core from the Mustajärvi Property in the GTK's Loppi core facility on February 21, 2018; it is a requirement in Finland that exploration companies offer any core drilled to the GTK for storage at Loppi and subsequent re-examination. On February 23, 2018, he inspected the Mustajärvi Property in the field. During his examinations, the Author performed a number of checks to verify historic data and information provided by FireFox.

- the Author located one of Outokompu's drill collars (MJ-5) in the field (Plate 3A, 3B) and compared the coordinates he obtained from a hand-held GPS and the orientation of the drill plug with those in the drill database;
- he compared descriptions in the drill logs from five holes (MJ-4, MJ-5, MJ-6, MJ-7 and MJ-9) with the corresponding core;

- he compared sample intervals and sample numbers on Outokompu's hand-written logs with markings in the core boxes for two holes (MJ-3 and MJ-4);
- he compared sample intervals and Au assays noted on Outokompu's hand-written logs with those reported by Anttonen (1993) for two holes (MJ-3 and MJ-4);
- he collected two duplicate core samples by quartering Au-bearing core intervals from hole MJ-9 and compared the sample results to those reported by Anttonen (1993);
- he calculated weighted averages for all intervals grading >1 g/t Au and compared them to those calculated by Anttonen (1993).

A. Looking southwest at the drill plug for hole MJ-5.

B. Close-up of the drill plug for hole MJ-5 (2" x 2" wooden plug, painted red near the top, no visible markings remaining, oriented at approximately -50°→316°)

Mustajärvi Plate 3: Verification of Outokompu Drill Collars

The result of these verification checks were:

- a drill plug was located for hole MJ-5, inclined at approximately 50° towards 316° (Plate 3A, 3B), matching the reported collar orientation very well;
- the Author's handheld GPS showed coordinates of 427727E 7500230N (WGS84, Zone 35N) for the collar of hole MJ-5, matching those in the database (427726E 7500221N) to within the limit of handheld GPS accuracy;
- core lithologies and alteration matched the rudimentary drill log descriptions for the examined holes well, although no comparison could be made in mineralized zones where all core was missing;
- sample intervals and sample numbers noted on Outokompu's hand-written logs for holes MJ-3 and MJ-4 were the same as those marked on the core-boxes;
- sample intervals and Au assays noted on Outokompu's hand-written logs were identical to those reported by Anttonen (1993) for holes MJ-3 and MJ-4;
- weighted averages calculated by the Author for all drill intervals grading >1 g/t Au were similar to those calculated by Anttonen (1993); the differences were due to Anttonen including a few samples with 0.1-1.0 g/t Au and the Author's weighted averages were the same for the expanded intervals;
- Table 4 below compares sample assays reported by Anttonen (1993) to those of the Author's check samples. The Author's samples were analyzed by ALS Minerals at their Loughrea Ireland lab (ISO 17025:2005 accredited) with Au analysis by fire assay with AA finish (Au-AA23). Au assays in both check samples were anomalous but lower than those reported by Anttonen, although 932623 is within 5% of the Anttonen's reported grade. The check samples indicate that gold is present in the core, although apparently not at the reported levels. Unfortunately, all of the core for higher-grade intervals was missing and these two sample intervals were the ones with highest reported Au content which could be check sampled. Regardless of how they compare to the reported results, it should not be assumed that intervals reporting >1 g/t Au would behave similarly in check assays.

Mustajärvi Table 4: Author's Check Sampling

Hole	From (m)	To (m)	**Anttonen** Sample	**Anttonen** Au (g/t)	Author Sample	Author Au (g/t)
MJ-9	14.0	15.0	9217210	0.20	932622	0.052
MJ-9	50.0	51.0	9217246	0.28	932623	0.268

Despite the inability to confirm Au grades reported for drill core, the Author believes that the data is adequate for the purposes of this technical report.

Exploration Program

A two-phase exploration program is recommended for the Mustajärvi Property, consisting of geophysical surveying, mechanized trenching and diamond drilling. Advancement to the second phase is contingent upon favourable results from Phase I.

Phase I Exploration Program

Data from FireFox's ground magnetic survey should be processed by a geophysicist to: (a) determine data quality; (b) produce other useful products (e.g. first vertical derivative, inversions, etc.); (c) interpret lithologies, alteration and structure; and (d) define structural targets for TOB sampling and drilling.

The IP survey commenced by FireFox in April 2018 over the area drilled by Outokompu should be extended over the remainder of the property with lines spaced 200 m apart and oriented parallel to the ones already surveyed. Technical specifications should be identical to those of the spring 2018 survey and data should be processed and interpreted jointly.

Trenches should be excavated to expose bedrock where high Au values have been received from FireFox's lower till samples and in other areas where targets have been developed from the magnetic and IP interpretations. Trenching should be limited to those areas where till sampling has shown the till/bedrock interface to be sufficiently shallow. Trenches should be carefully mapped and sampled.

A program of 1,450 metres of diamond drilling is recommended, focusing primarily on the main mineralized fault or shear zone from Outokompu's work (Figure 13). Special attention must be paid to improving on the poor core recovery from Outokompu's NQ drilling; this could probably be achieved by drilling HQ core and implementing a modern mud program. Holes on the main zone should be drilled at -55° towards 360°, roughly perpendicular to its apparent orientation. The drilling in Table 5 has been allocated as follows:

a) **Corroborate Outokompu intersections:** Two holes should be directed at Outokompu's best intersections in holes MJ-1 (20.7-23.4 m: 2.7 m @ 14.58 g/t Au) and MJ-4 (21.0-33.0 m: 12.0 m @ 2.68 g/t Au). The purpose of these holes would be to: (1) validate the reported intersections if possible, and; (2) understand the nature of this mineralization and its controls.
b) **Systematically test main mineralized fault/shear zone:** Holes should be drilled on sections 50 m apart along 300 m of the main zone's strike length from 427525E to 427825E (Outokompu reported a TOB sample with 1.1 g/t Au on section 427525E; holes MJ-6, MJ-12 and MJ-7 lie on section 427825E). One hole should be drilled on each section, designed to intersect the main zone at 50 m downdip from surface or from the deepest Outokompu intersection.
c) **Test new targets:** A further 650 m of drilling in 8-12 holes has been allocated to follow up on the results of the excavator trenching and geophysical targets. This drilling will test significant mineralization uncovered by excavator trenching and targets suggested by the IP and magnetic surveys.

Mustajärvi Table 5: Recommended Phase I Drilling

Target	Holes	Length/Hole (m)	Total Metres
a) Twin MJ-1 and MJ-4	2	50	100
b) Main zone - 50 m downdip	7	100	700
c) New targets	8-12	50-100	650
Total proposed drilling	17-21	50-100	1,450

Phase II Exploration Program

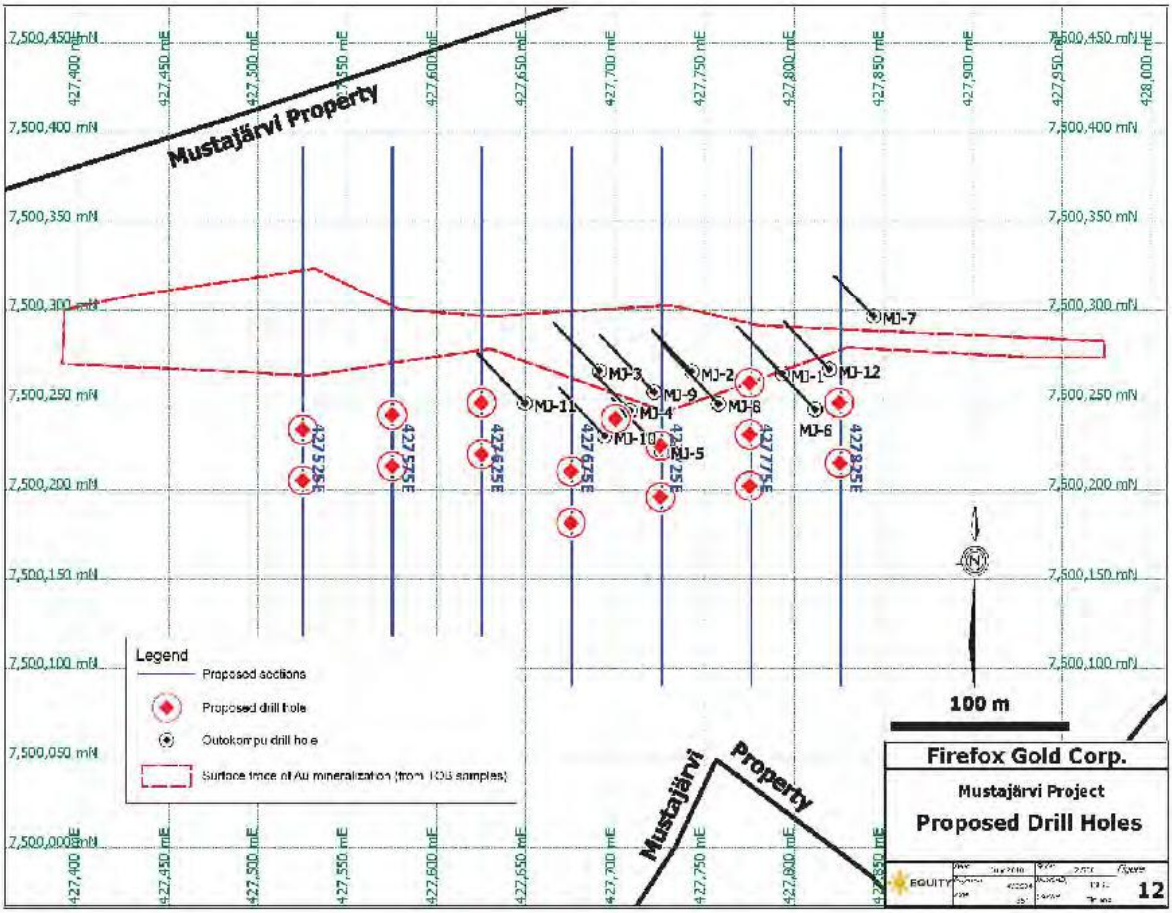
Advancement to the second phase of exploration on the Mustajärvi property is contingent upon favourable results from the Phase I program. If warranted, the second phase of exploration would consist of further geophysical surveying, trenching and drilling.

Additional IP lines would be surveyed within the IP survey commenced by FireFox in April 2018 and surveyed during Phase I; these would decrease the line spacing to 100 m. Technical specifications should be identical to those of the previous surveys and data should be processed and interpreted jointly.

More trenches should be excavated to test near-surface targets developed from Phase I geophysical surveying and trenching. If warranted by Phase I results, a second line of holes should be drilled beneath the Phase I holes on the main mineralized fault or shear zone from Outokompu's work (Figure 13), designed to intersect the zone a further 50 m downdip. Another 850 m of drilling in 5-10 holes has been allocated to bracketing previously-drilled Au-bearing intervals to better understand the extent and plunge of ore-shoots (Table 6).

Mustajärvi Table 6: Recommended Phase II Drilling (contingent)

Target	Holes	Length/Hole (m)	Total Metres
a) Main zone - 100 m downdip	7	150	1,050
b) Infill and new targets	5-10	50-200	850
Total proposed drilling	12-17	50-200	1,900



Mustajärvi Figure 13: Proposed Drilling

JEESIÖ PROPERTY

The scientific and technical information in this section relating to the Jeesiö Property is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedures set out in, the Jeesiö Technical Report entitled "2018 Technical (N.I. 43-101) Report on the Jeesiö Property" with the effective date of April 10th, 2018. Such assumptions, qualifications and procedures are not fully described in this Prospectus and the following summary does not purport to be a complete summary of the Jeesiö Technical Report. Reference should be made to the full text of the Jeesiö Technical Report, which is available for review under the Company's profile on SEDAR at www.sedar.com.

Property Description and Location

The Jeesiö Property consists of two reservations, a portion of a third reservation, an exploration permit and an exploration permit application which cover a total of 462.5 km^2 (Table 1) within the Kittilä and Sodankylä municipalities of northern Finland (Figures 1 and 2). It is centred at 67˚ 28' N latitude and 25˚ 54' E longitude (WGS84, Zone 35N: 454000E 7483000N) within the Lapland region.

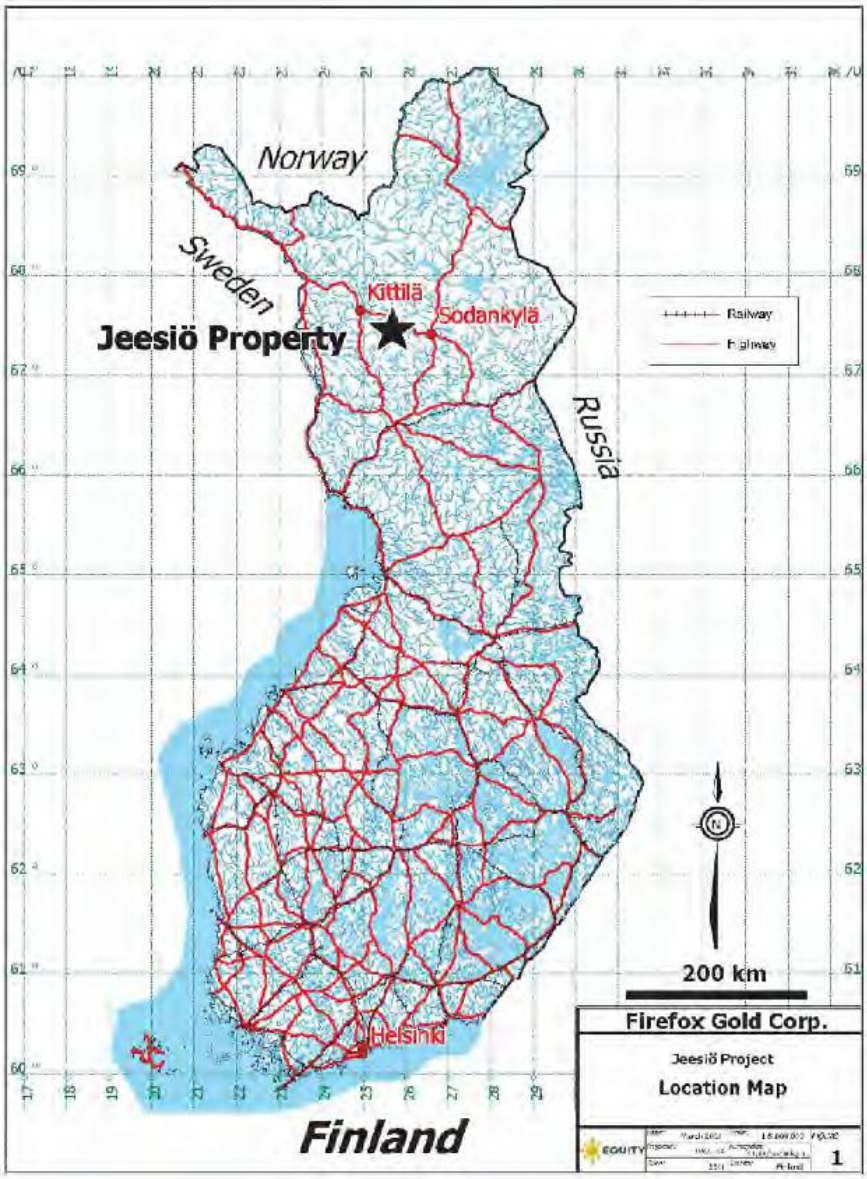
Jeesiö Table 1: Jeesiö Tenure

Name	Number	Owner	Mineral Tenure Type	Issue Date	Expiry date	Area (km^2)
Jeesiö W	VA2017:0022	Magnus[3]	Reservation	July 20 2017	March 22 2019	313.50
Jeesiönjoki	VA2017:0009	Magnus[3]	Reservation	June 8 2017	Feb 1 2019	83.18
Kiistala[1]	VA2017:0066	Magnus[3]	Reservation	Oct 18 2017	Aug 15 2019	55.96
Jeesiö NE	ML2017:0125	Magnus[3]	Exploration permit	Feb 13 2018	Feb 13 2022	13.64
Jeesiö	ML2017:0013	Magnus[3]	Explo. permit application	N/A[4]	N/A[4]	3.90
						470.18[2]

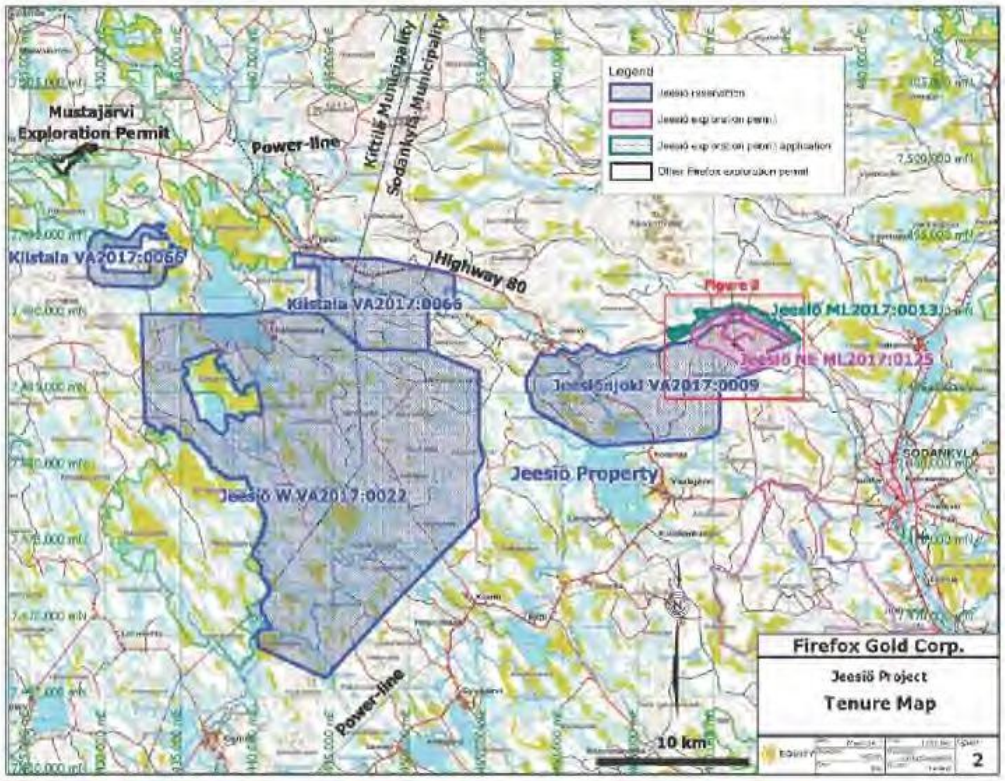
[1] The Kiistala reservation consists of four separate blocks; only the southern two are included within the Jeesiö Property.
[2] The Jeesiö NE exploration permit was largely carved out of the Jeesiönjoki reservation so the total area covered by the Jeesiö Property is only 462.5 km^2.
[3] Magnus
[4] This exploration permit was applied for on Feb 3 2017 but has not yet been granted. As the oldest exploration permit application, it has priority over any application which might subsequently be made for that ground.

In Finland, reservations do not confer any rights to mineral tenure and no mechanized exploration (e.g. trenching or drilling) can be carried out on them. However, the holder of a valid reservation is given priority in granting an exploration permit ("**malminetsintälupa**"). The Jeesiö NE exploration permit is an example of an exploration permit which was largely carved out of the Jeesiönjoki reservation. An exploration permit is valid for four years but Finnish law allows it to be extended for up to an additional 11 years.

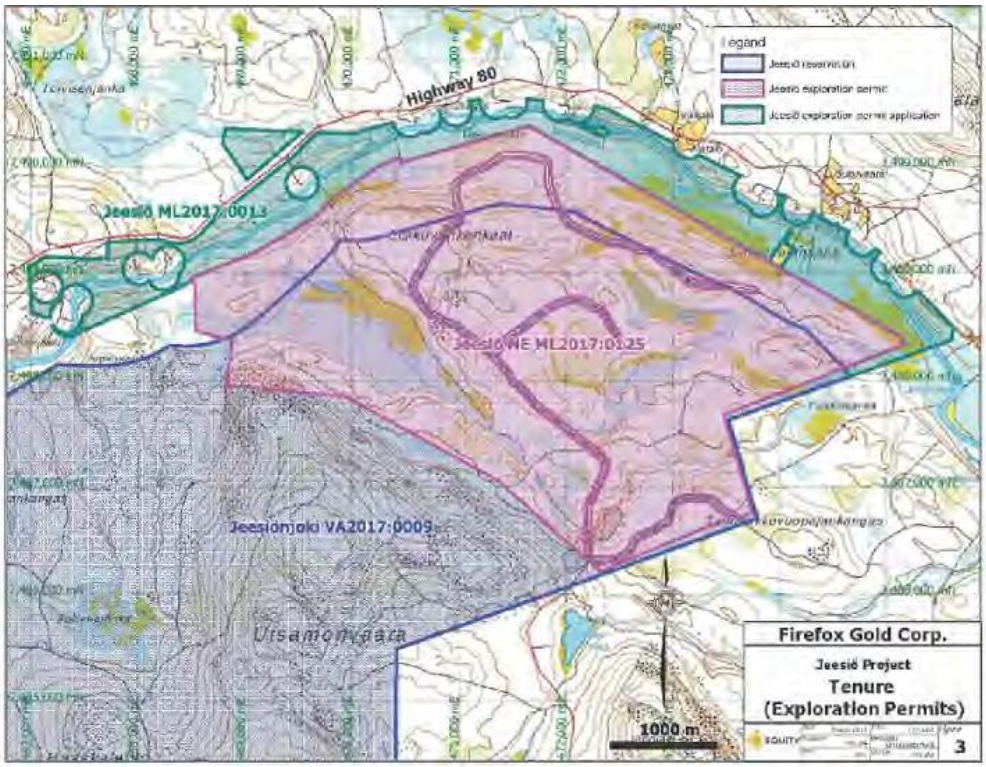
Finnish exploration permits confer rights to mineral exploration only. Mine development requires conversion of an exploration permit to a mining permit; the exploration permit holder is given priority in granting a mining permit. A mining permit may be issued for a renewable 10-year period or may be issued for an indefinite period, depending upon the quality of the mineral resource and the applicant (Finland, 2018). Reservation and exploration permit boundaries are specified in the corresponding application and shown on the GTK website (http://gtkdata.gtk.fi/mdae/index.html). Finnish law does not grant exploration permits within 150 metres of a house or under a highway, so there are several areas excluded from both the Jeesiö NE exploration permit and the Jeesiö exploration permit application (Figure 3). However, the Author has been informed that any eventual mining permit could extend under these excluded areas.



Jeesiö Figure 1: Location Map



Jeesiö Figure 2: Tenure Map.



Jeesiö Figure 3: Tenure (Exploration Permit)

Surface rights over the Jeesiö Property are owned by private landowners (~10%) and the state (~90%), as administered by Metsähallitus, Finland's state forestry department. The ownership of other rights (timber, water, trapping, reindeer herding, etc.) over the Jeesiö Property has not been investigated by the Author.

Holders of exploration permits are required to pay the landowners (surface-right holders), whether private or state:

1) €20/hectare for each of the first four years of the exploration permit;
2) €30/hectare per year for the fifth, sixth, and seventh year of the exploration permit;
3) €40/hectare per year for the eighth, ninth, and tenth year of the exploration permit; and
4) €50/hectare for the eleventh and subsequent years of the exploration permit.

For the Jeesiö NE exploration permit, this landowner payment amounts to €27,285.20/year until February 13, 2022. For 99.5% of the exploration permit, FireFox has paid the first year (until February 13, 2019) of the landowner payment; the remainder will be paid when the corresponding landowners can be located. In addition, the permit holder is required to submit an annual exploration report to the GTK. No landowner payments or exploration report filings are necessary for reservations or exploration permits which are still at the application stage.

On August 1, 2017, Magnus granted Silverstone Resources Corp. ("Silverstone") an option to acquire 100% interest in three Finnish exploration properties including Jeesiö (comprising the Jeesiö W and Jeesiönjoki reservations). Subsequently, Silverstone changed its name to FireFox (FireFox Gold Corp., 2017b). The option allows FireFox to earn 100% interest, subject to a 1.5% NSR royalty, in the three properties by:

a) issuing Magnus 6,000,000 shares in the capital of FireFox;
b) paying Magnus $250,000 in stages before August 31, 2020; and
c) carrying out $2.5 million in exploration expenses before August 31, 2020 (SilverstoneResourcesCorp, 2017).

The NSR royalty may be reduced to 1.0% by payment of 1,000 troy ounces of gold within 90 days of receipt of a positive feasibility study.

Later in 2017, the Kiistala reservation was added to the RJY Option Agreement at no additional cost (FireFox Gold Corp., 2017a). Application for the Jeesiö and Jeesiö NE exploration permits was made in accordance with the terms of the RJY Option Agreement and they now form part of the Jeesiö Property.

If the option is exercised, then FireFox must pay Magnus the value of 1,000 oz gold within the first 12 months of commercial production. In addition to the 1.5% NSR held by Magnus, Finnish law stipulates that after an exploration permit is converted to a mining permit, the land-owners (surface-right holders) will be paid a 0.15% gross royalty on the value of material mined from under their property and paid an annual "excavation fee" of €50/hectare for the mining permit area. The Author is not aware of any other royalties, back-in rights, payments or other agreements and encumbrances to which the property is subject.

The Author is not aware of any significant environmental liabilities on the Jeesiö Property.

Basic exploration which can be done with man-portable equipment and which has negligible surface impact (such as mapping, rock sampling, ground magnetics, till sampling with hand-held drills and similar surveys) can be carried out anywhere in Finland, including not only on reservations and ungranted exploration permits but even on tenure owned by others. Mechanized exploration can be carried out on an exploration permit, so that FireFox may carry out the proposed mechanized TOB/BOT sampling, trenching and drilling on the Jeesiö NE exploration permit and on other targets once exploration permits have been granted. Compensation must be paid to landowners for any damages incurred during exploration. Legal access is guaranteed by Finnish law for both basic exploration, which is subject to notification of land-owners, and mechanized exploration on an exploration permit.

The Author is not aware of any other significant factors and risks that may affect access, title, or the right or ability to perform work on the property.

Accessibility, Climate, Local Resources, Infrastructure, and Physiography

Accessibility

Highway 80, which is part of the paved Finnish national highway grid, passes through the Jeesiö Property between the towns of Sodankylä and Kittilä (Figures 2 and 4). A network of secondary and tertiary roads provides good access to the remainder of the Jeesiö Property. Kittilä, which is 19-65 km west of Jeesiö, is a winter travel destination with daily flights to Helsinki and several other European cities throughout the winter, although fewer flights should be expected in other seasons.

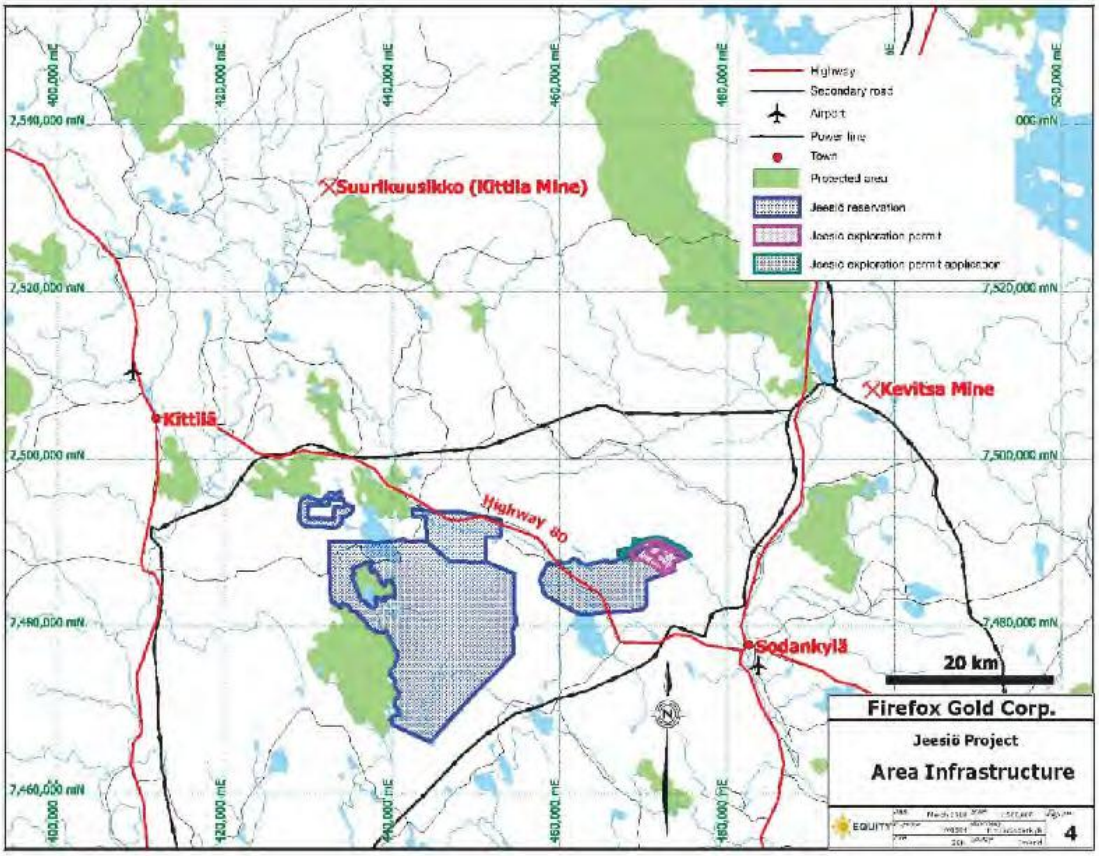
Local Resources and Infrastructure

Sodankylä and Kittilä, each with a population of 6,000-9,000 people, are located about 80 kilometres apart on Highway 80 (Figure 4). Agnico-Eagle Mines Limited's ("Agnico-Eagle") Kittilä Mine, which extracts 4,500 tonnes/day of underground Au ore, is located 35 kilometres north of Kittilä. Boliden's Kevitsa Mine produces 22,000 tonnes/day of Ni-Cu ore from an open pit located 35 kilometres north of Sodankylä. These mines support a local mining and exploration infrastructure and most of their workers live in Kittilä and Sodankylä, respectively. Each of the towns offers a full range of services and supplies for mineral exploration, including skilled and unskilled labour, freight, heavy equipment, accommodation, groceries and hardware. In addition, ALS Laboratories has a sample preparation lab in Sodankylä.

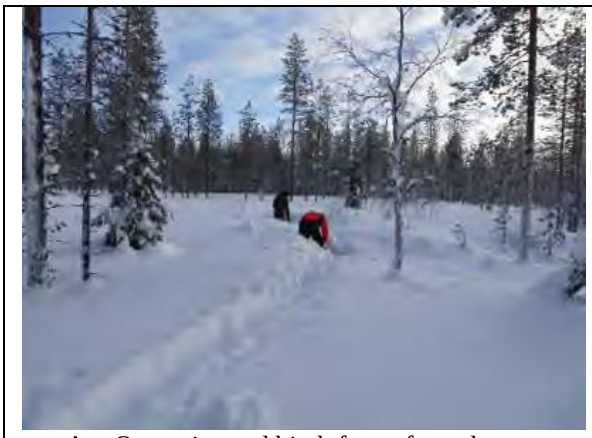
Surface rights over the Jeesiö Property are owned by private landowners (~10%) and the state (~90%). State lands are administered by Metsähallitus, Finland's state forestry department. Finnish law provides that surface rights will be made available for any eventual mining operation, subject to payment of an excavation fee and gross royalty as detailed previously in this section. Surface rights are returned to the land-owner upon completion of mining and reclamation. A high-voltage power-line passes within 6 km of the Jeesiö Property. There is abundant water in the area and water rights could likely be obtained for milling. It is still too early to determine potential tailings storage areas, potential waste disposal areas, and potential processing plant sites.

Physiography & Climate

Jeesiö lies within the northern boreal vegetation zone, which is characterized by spruce/pine/birch forests, marshes and bogs. Drier areas are predominantly covered by pine and birch, while spruce trees are generally restricted to wetter areas. The property is almost flat, with most elevations ranging between 185 and 220 metres above sea level (Plate 1, Figures 2 and 3) although a few rounded hills rise up to a maximum of 340 m elevation. Most of the property is covered by glacial overburden; elsewhere in the area much of the glacial cover is <5 m thick. Outcrop is sparse to non-existent. A few small villages and households are scattered across the property.



Jeesiö Figure 4: Area Infrastructure



A. Open pine and birch forest from the Kotalampi target at the southern part of Jeesiönjoki reservation.

B. Same location, showing flat terrain. Snow is ~1 metre deep.

Jeesiö Plate 1: Jeesiö Topography and Vegetation

The region experiences a typical continental-style climate with cold winters and warm summers. In Kittilä, the daily average temperature ranges from -15°C in January to +14°C in July. The coldest months are December to March, with Kittilä the site of Finland's record cold temperature of -51°C. Kittilä has 48 cm of annual precipitation, spread fairly evenly through the year. Beginning in November, about a metre of snow accumulates and generally covers the ground

until May or early June. Drilling and mechanized exploration can be conducted year-round on the property with the exception of spring thaw from mid-April through May.

History

The Jeesiö Property has received very little mineral exploration to date. The GTK covered this area with their Finland-wide reconnaissance till sampling between 1983 and 1991 at a sample density of 4 km^2/sample. Eleven samples on the Jeesiö Property exceeded the 95th percentile for Au contents in the Finland-wide survey but no follow-up work has been reported on them.

The GTK counted gold nuggets within another set of 8,447 more irregularly-distributed till samples. Several samples on the Jeesiö Property exceeded the 95th percentile for nugget count. The Kotalampi area on the Jeesiönjoki reservation had three nugget-in-till samples which exceeded the 99th percentile. Outokompu drilled four holes totalling 419.5 m in 1990 within the Kotalampi anomaly, intersecting narrow zones of strong fuchsite alteration but reporting no samples with more than 0.3 g/t Au.

Between 1972 and 2007, the GTK covered the Jeesiö Property in the course of Finland-wide low-level airborne magnetic, EM and radiometric surveys along lines spaced 200 m apart.

The GTK drilled 33 short (all of them <51 m long and many of them <10 m long) holes on the Jeesiö reservation between 1999 and 2006, presumably to verify bedrock lithology.

FireFox acquired the Jeesiö Property in August 2017. Since then, FireFox has embarked on reconnaissance till sampling using a handheld Cobra drill, and at the time of this writing, a base-of-till sampling program is underway in selected target areas.

There have been no historical mineral resource or mineral reserve estimates for the Jeesiö Property and there has been no significant production from it.

Geological Setting and Mineralization

Regional Geology

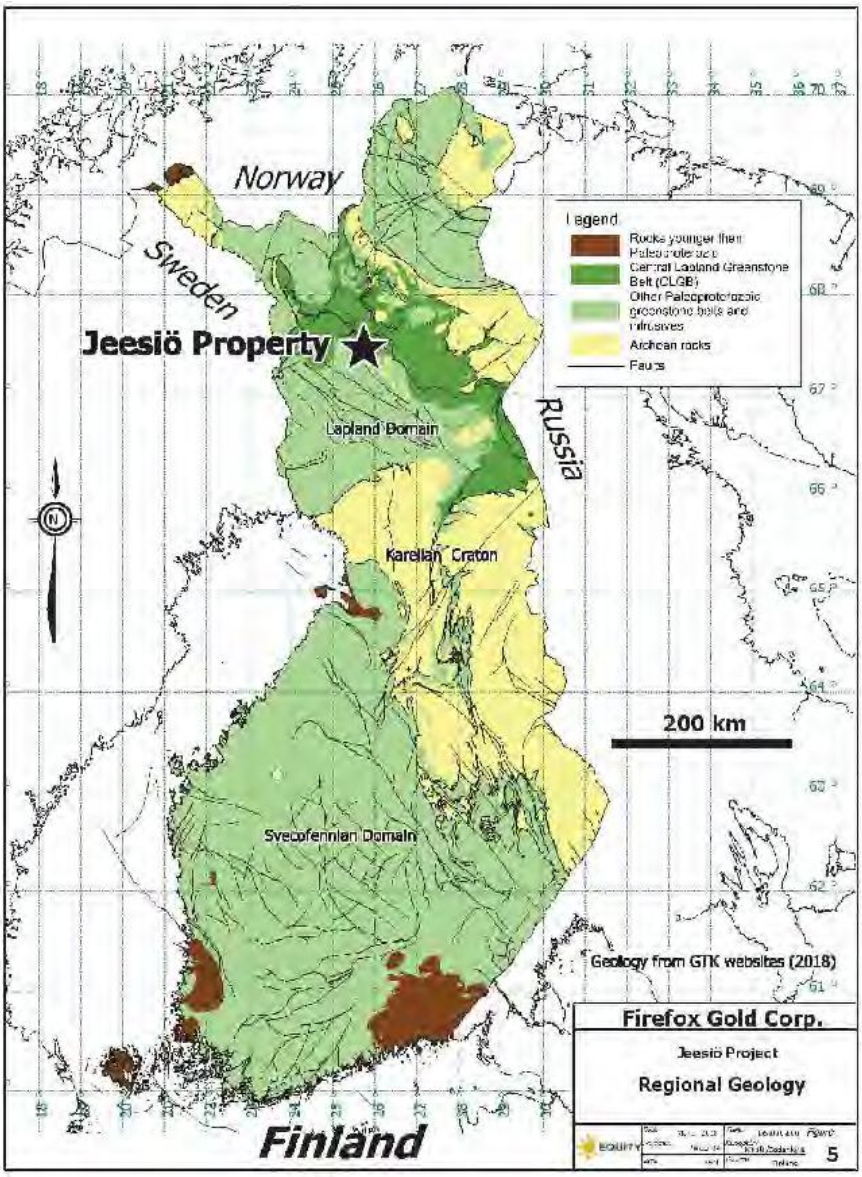
Finland lies within the predominantly late Archean and Paleoproterozoic Fennoscandian Shield; its bedrock can be broadly subdivided into three domains that have shared a common history since about 1.8 Ga. These three crustal units essentially comprise a late Archean nucleus (Karelian craton) flanked on both sides by Paleoproterozoic mobile belts (Figure 5). The Jeesiö Property lies within the Lapland domain, which records the amalgamation of several distinct crustal units of both Proterozoic and Archean age to the northeast margin of the Karelian craton at around 1.9 Ga. In contrast, the Svecofennian domain, to the southwest of the Karelian craton, is entirely Paleoproterozoic in age, with a history of relatively rapid formation and accretion of new crust between about 1.97 and 1.86 Ga. Extensive crustal reworking between 1.84 and 1.80 Ga is recorded in all three domains, represented mainly by potassic monzogranitic magmatism and low-pressure, high-temperature metamorphism (Eilu et al., 2003).

Local Geology

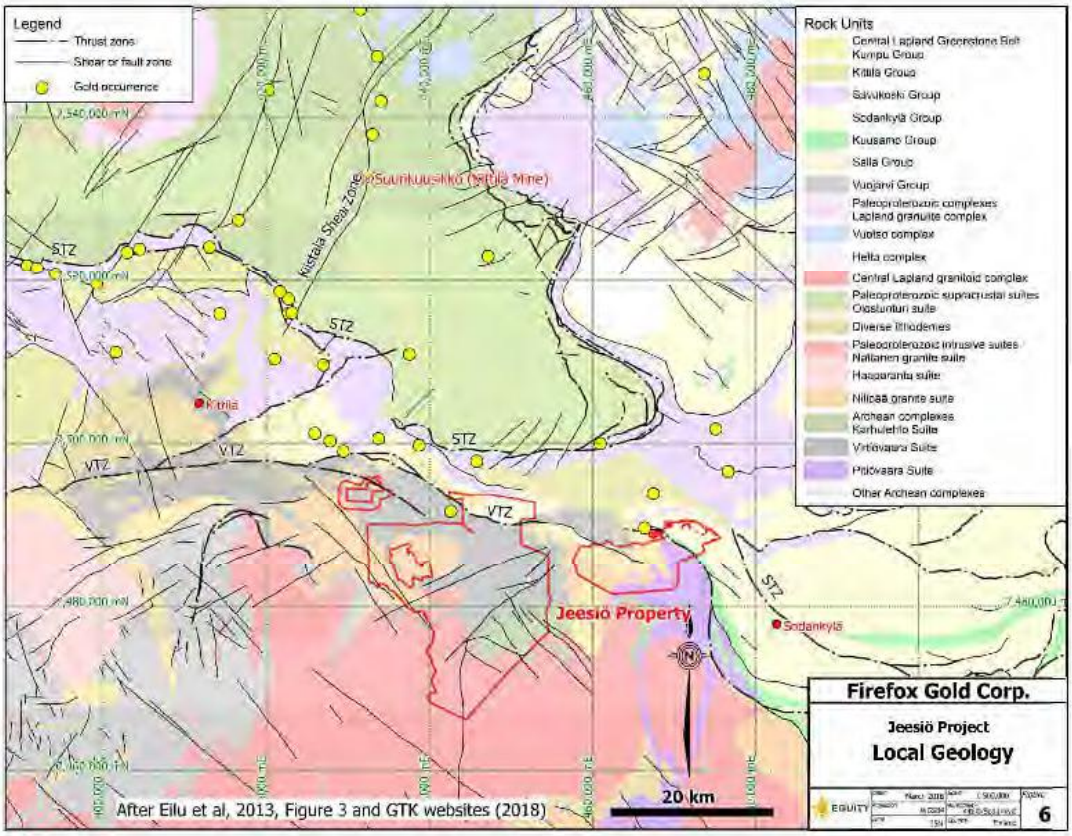
Within the Lapland domain, the majority of known gold deposits and prospects are hosted by the Paleoproterozoic CLGB, which is the largest mafic volcanic-dominated province preserved in Finland (Figures 5 and 6). Eilu et al (2013) divided the CLGB into seven stratigraphic groups (Table 2, Figures 6 and 7).

Jeesiö Table 2: CLGB Stratigraphy

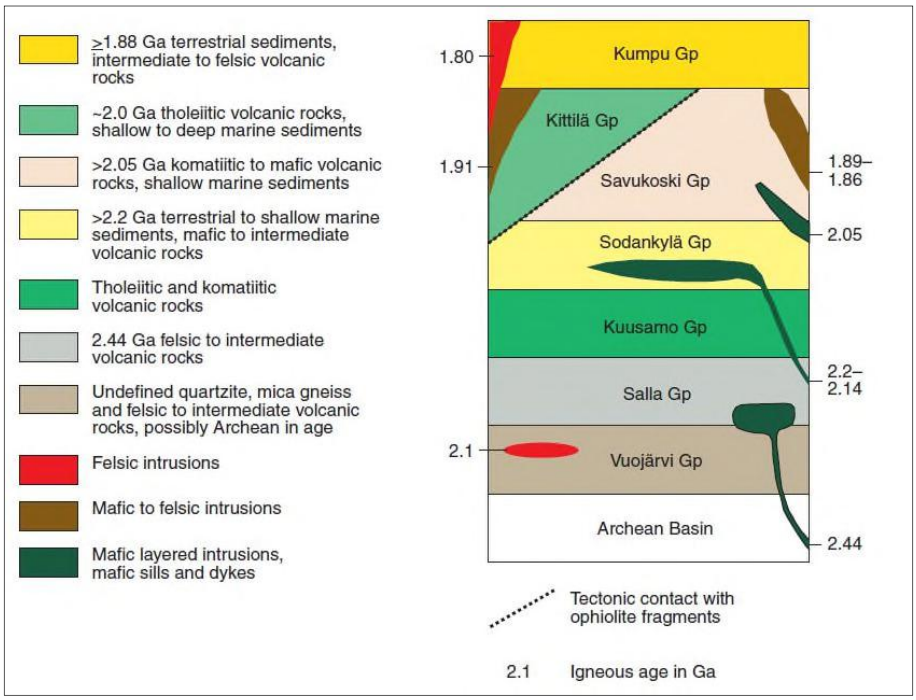
Group	Dominant Rock Types
Kumpu	Quartzite, siltstone, conglomerate, intermediate to felsic volcanic rocks
Kittilä	Tholeiitic volcanic rocks, graphite- and sulphide-bearing tuffite, BIF, phyllite, mica schist, greywacke
Savukoski	Tholeiitic and komatiitic volcanic rocks, phyllite, graphite and sulphide-bearing schist, tuffite, dolomite
Sodankylä	Quartzite, mica schist, mica gneiss, mafic volcanic rocks
Kuusamo	Tholeiitic and komatiitic volcanic rocks
Salla	Intermediate to felsic volcanic rocks
Vuojärvi	Quartzite, mica gneiss, possibly volcanic in origin



Jeesiö Figure 5: Regional Geology of Finland



Jeesiö Figure 6: Local Geology



Jeesiö Figure 7: CLGB Stratigraphic Section (Eilu et al., 2013, Figure 4)

Structural deformation within the CLGB can be divided into three ductile compressional events followed by one or more brittle stages. The earliest mapped deformation stages (D1 and D2) relate to SW-directed thrusting and N-directed thrusting from the northeastern and southern margins of the CLGB, respectively. The SW-directed thrusting relates to the collision of the Kola and Karelian cratons and the thrusting of the Lapland Granulite belt and adjacent Vuotso complex onto CLGB successions. The N-directed thrusting was driven by Svecofennian orogenic events, taking place along the STZ and VTZ. The D3 deformation stage relates to thrusting from SW or W along the western margin of the CLGB. Based on indirect evidence, D1 (SW-directed thrusting) is dated at 1.92-1.90 Ga, D2 (N-directed thrusting) at 1.91-1.86 Ga, and D3 (E/NE directed thrusting) at 1.86-1.79 Ga (Niiranen, 2015).

Clear overprinting features are absent, so the first two deformation events are generally referred to as D1-D2. The earliest foliation (S1) is bedding-parallel and can locally be seen in F2 fold hinges and as inclusion trails in andalusite, garnet and staurolite porphyroblasts. The main deformation features consist of flat-lying to gently-dipping S2 foliation and recumbent or reclined F3 folding. The orientation of F3 folds is highly variable with east and north striking axial traces dominating. The ductile deformation features are overprinted by brittle faulting related to the latest deformation stage D4.

The >100 km long STZ is a rheological boundary between the Savukoski Group volcano-sedimentary sequence in the south and the Kittilä Group in the north (Figure 6). It consists of a series of vertical to sub-vertical shear zone segments and closely-spaced thrusts which dip about 40 degrees to the south to a depth of at least 9 km. The subparallel VTZ, also >100 km long, has been mapped 5-25 kilometres to the south of the STZ; diverse Paleoproterozoic lithodemes and Archean complexes have been thrust northward over the CLGB along the VTZ. The D3 stage deformation resulted in the development of a set of north to north-east striking strike-slip shear zones which intersect and, in some places, displace the early thrust zones. There are also clear indications of reactivation of early thrust structures during D3. A number of gold occurrences are spatially related to the D3 structures, including Agnico-Eagle's Suurikuusikko deposit, in addition to those associated with the STZ and VTZ. Abrupt changes in metamorphic grade are associated with D3 shear zones suggesting that they were active after the peak of metamorphism, which ranges from lower greenschist to upper amphibolite facies (Eilu et al., 2013).

Local Mineralization

Eilu et al (2013) reported that more than 30 orogenic gold deposits and prospects were indicated by drilling at that time within the STZ and along its subsidiary faults. Most of the known gold occurrences are located within rocks of the CLGB north of the VTZ. However, current regional mapping locates the Kiekerömaa gold occurrence within an Archean complex less than two kilometres south of the VTZ (Figures 6 and 8). Limited drilling of Kiekerömaa has intersected spotty pyritic gold mineralization near the contact between diabase and sedimentary rocks which have been strongly altered by albite, carbonate, fuchsite, tourmaline and quartz veining. The best recent intersection at Kiekerömaa graded 3.62 g/t Au over a core-length of 4.55 m (Tertiary Minerals Plc, 2011).

By far the most significant of the known gold deposits in the CLGB is Suurikuusikko, located 37 km north of the Kiistala reservation along the N to NE striking Kiistala Shear Zone (KiSZ) related to D3 deformation (Figure 6). Agnico-Eagle's Kittilä Mine has been producing ~200,000 oz/year from the Suurikuusikko deposit since 2009; proven and probable mineral reserves were reported as 30.0 million tonnes grading 4.64 g/t Au (4.5 Moz) as of December 31, 2016 (Agnico-Eagle, 2018). These mineral reserves are located along a 4.5 km segment of the KiSZ although mineralization has been encountered along more than 25 km of it.

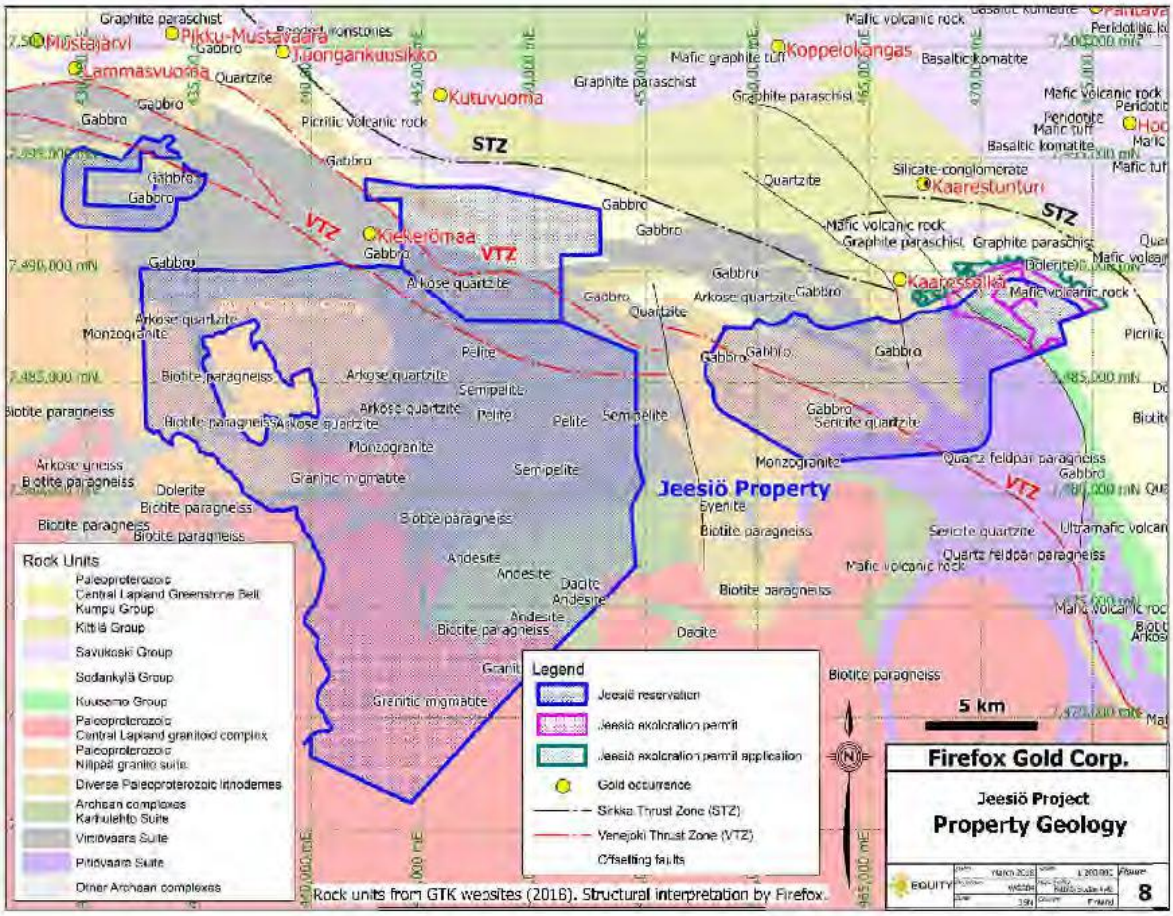
The Suurikuusikko deposit is hosted by greenschist-facies metavolcanic rocks of the Kittilä Group, which has a maximum thickness of 6-7 km in the deposit area. The ore is mostly hosted by the transitional Porkonen Formation (mafic tuffs, graphitic metasedimentary rocks, black chert and banded iron formation) which separates two thick mafic lava sequences and which coincide with the KiSZ. The structurally disrupted Porkonen Formation separates Kautoselka Formation Fe-rich tholeiitic basalts to the west from Vesmajärvi Formation Mg-rich tholeiitic basalt, coarse volcaniclastic units, graphitic schist and minor chemical sedimentary rocks to the east (Doucet et al., 2010). In the Suurikuusikko area, the KiSZ is subvertical or dips steeply to the east; it is a complex structure, recording several phases of movement. Mineralization occurs within N-striking and less frequently NE-striking shear zone segments. Orebody envelopes trend north and have a moderate northerly plunge; controls on orebody plunge remain unknown. Much of the geometry of shear structures, formation of many shear zones and their complex kinematic history could be explained by flattening of a layered stratigraphy. Gold is refractory, occurring as lattice substitutions or

submicroscopic inclusions within arsenopyrite and arsenian pyrite, accompanied by intense carbonate and albite alteration (Patison et al., 2013). The Author has been unable to verify information concerning Suurikuusikko and the information is not necessarily indicative of the mineralization at the Jeesiö Property.

Property Geology

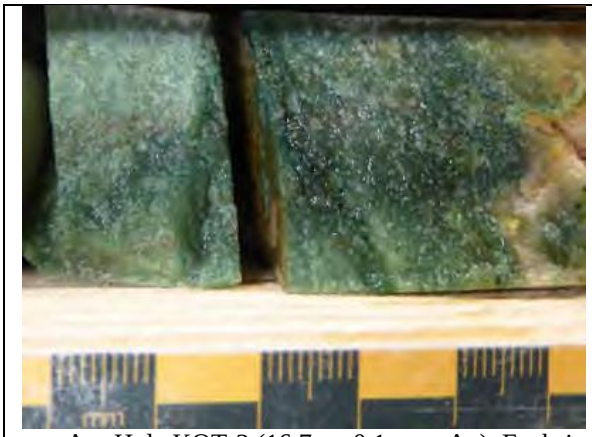
No property mapping has been reported at Jeesiö. Most of the property is covered by a few metres of glacial till and outcrop is very scarce, so regional mapping is largely based on geophysical interpretation. Figure 8 is derived from the GTK's interpretation of rock units and FireFox's structural interpretation. As interpreted by FireFox, the VTZ and STZ are 2-11 km apart and strike southeasterly, with the VTZ bisecting the Jeesiö Property and the STZ passing a few kilometres to the north of the property. Kiistala, Jeesiö, Jeesiö NE and Jeesiönjoki lie mainly or entirely between the VTZ and STZ; Jeesiö W is almost entirely south of the VTZ. Locally, the VTZ comprises several strands over a width of three kilometres and a number of interpreted dextral faults displace both the VTZ and STZ.

As interpreted by the GTK, the northeastern part of the Jeesiö Property is underlain by Sodankylä Group quartzite, biotite paraschist, mafic volcanic rocks and arkosic quartzite, Kuusamo Group mafic volcanic rocks and a Paleoproterozoic gabbro sill. Farther southwest, the GTK interpreted Archean Virtiövaara Suite clastic sedimentary rocks and Karhulehto Suite volcanic rocks intruded by Paleoproterozoic gabbro sills, Nilipää monzogranite and the Central Lapland granitoid complex (Figure 8).



Jeesiö Figure 8: Property Geology

The Author examined one drill hole (KOT-2) from the Kotalampi area of the southern part of the Jeesiönjoki reservation. GTK rock unit interpretation shows this area to be underlain by Virtiövaara Suite clastic sedimentary rocks and by sedimentary-derived gneisses of the Archean Pitiövaara Suite, all intruded by Nilipää monzogranite and Paleoproterozoic gabbro sills. FireFox's structural interpretation shows the VTZ to pass near this drill hole. Most of hole KOT-2 consists of light green quartzite with <1% disseminated pyrite, locally with heavy fuchsite alteration over 1-5 cm (Plate 2A); presumably this quartzite forms part of the Pitiövaara Suite. Unaltered pink granite, presumably of the Nilipää suite, is present at the top of the hole and forms a 10-metre wide dyke beginning at 42.2 m depth. Boulders of light green quartzite are present near the collar of hole KOT-2; the greenish colour may be due to weaker fuchsite alteration (Plate 2B). The fuchsite alteration may be related to the nearby VTZ.



A. Hole KOT-2 (16.7 m; 0.1 ppm Au). Fuchsite-altered quartzite.

B. Quartzite near collar of hole KOT-2. Faint greenish cast may be due to weak fuchsite alteration.

Jeesiö Plate 2: Jeesiö Lithologies and Alteration

Stratigraphic interpretations are still in a state of flux in the vicinity of the Jeesiö Property. For instance, the GTK's mapping from 2007 assigned much of the area now interpreted as underlain by the Archean Virtiövaara Suite to the CLGB's Paleoproterozoic Sodankylä Group (GTK, 2018a, p. 5). Even today, the GTK's 1:1,000,000 mapping indicates that most of the Jeesiö W reservation south of the VTZ is underlain by Paleoproterozoic units (Figure 5) whereas their 1:200,000 mapping (Figure 8) assigns most of it to the Archean.

Property Mineralization

No significant mineralization has yet been reported on the Jeesiö Property.

Deposit Types

Exploration on the Jeesiö Property is targeted at discovering an orogenic gold deposit. This class of deposit includes some of the largest gold deposits and districts in the world (e.g. Kalgoorlie in Australia, Timmins in Ontario, and Ashanti in Ghana). Their name reflects the recognition that these deposits have temporal and spatial associations with late stages of orogenesis (Dubé and Gosselin, 2007; Goldfarb et al., 2005; Goldfarb et al., 2001; Groves et al., 1998). Formation of most orogenic gold mineralization was concentrated during the time intervals of 2.8 to 2.55 Ga (Archean), 2.1 to 1.8 Ga (Early Proterozoic) and 600 to 50 Ma (Phanerozoic); these periods coincide with major orogenic events. An important subtype of orogenic gold deposits is dominantly hosted by mafic metamorphic rocks in granite-greenstone terranes, and is referred to here as greenstone-hosted orogenic gold.

Greenstone-hosted orogenic gold deposits are structurally controlled, complex epigenetic deposits that are hosted in deformed and regionally metamorphosed terranes. They consist of simple to complex networks of gold-bearing, laminated quartz-carbonate fault-fill veins in moderately to steeply dipping, compressional brittle-ductile shear zones and faults, with locally associated extensional veins and hydrothermal breccias. They are dominantly hosted by mafic metamorphic rocks of greenschist to locally lower amphibolite facies and formed at intermediate depths (5-10 km). The relative timing of mineralization is syn- to late-deformation and typically post-peak greenschist-facies or syn-

peak amphibolite facies metamorphism. They are formed from low salinity, H_2O-CO_2-rich hydrothermal fluids with typically anomalous concentrations of CH_4, N_2, K, and S. Gold is mainly confined to the quartz-carbonate vein networks but may also be present in significant amounts within iron-rich sulphidized wall rock.

Greenstone-hosted orogenic gold deposits were formed during compressional to transpressional deformation processes at convergent plate margins in accretionary and collisional orogens. Orogenic gold systems are typically associated with deep-crustal fault zones that usually mark the convergent margins between major lithological blocks, such as volcano-plutonic and sedimentary domains. Furthermore, some of the largest greenstone-hosted orogenic gold deposits are spatially associated with fluvio-alluvial conglomerate (e.g. Timiskaming conglomerate) distributed along these crustal fault zones (e.g. Destor Porcupine Fault), suggesting an empirical space-time relationship between large-scale deposits and regional unconformities (Dubé and Gosselin, 2007).

Large gold camps are commonly associated with curvatures, flexures, and dilational jogs along major compressional fault zones which have created dilational zones that increase migration of hydrothermal fluids. Ore shoots can be localized by dilational jogs or various intersections between a structural element (e.g. a fault, shear or vein) and a favourable lithological unit, such as a competent gabbroic sill, an iron formation or a particularly reactive rock, or by the intersection between different structural elements active at the time of vein formation. Individual vein thickness varies from just a few centimetres to over 10 m, even though entire deposits may be wider than 1 km and extend along strike for as much as 2 to 5 km. Some deposits have been economically mined to depths of 1-3 km.

The main ore mineral is native gold that occurs with, in order of decreasing abundance, pyrite, pyrrhotite, and chalcopyrite, along with trace amounts of molybdenite and telluride in some deposits. Arsenopyrite commonly represents the main sulphide phase in amphibolite-facies rocks, and in deposits hosted by clastic sediments. Sulphide minerals generally constitute less than 10%, and typically less than 5%, of the volume of the ore bodies and exhibit little vertical zoning. The main gangue minerals are quartz and carbonate (calcite, dolomite, ankerite, and siderite), with variable amounts of white mica, chlorite, tourmaline and, locally, scheelite.

Gold-bearing veins are typically enveloped by alteration halos that, in greenschist-facies rocks, grade outwards from iron-carbonate + sericite + sulphide (pyrite ± arsenopyrite) assemblages to various amounts of chlorite, calcite and, locally, magnetite. The dimensions of these alteration haloes vary with the composition of the host rocks and may envelop entire deposits hosted by mafic and ultramafic rocks. Pervasive chromium- or vanadium-rich green micas (fuchsite and roscoelite) and ankerite with zones of quartz-carbonate stockwork are common in sheared ultramafic rocks. Hydrothermal assemblages associated with gold mineralization in amphibolite-facies rocks include biotite, amphibole, pyrite, pyrrhotite, and arsenopyrite, and, at higher grades, biotite/phlogopite, diopside, garnet, pyrrhotite and/or arsenopyrite, with variable proportions of feldspar, calcite, and clinozoisite. The variations in alteration styles have been interpreted as a direct reflection of the depth of formation of the deposits (Dubé and Gosselin, 2007).

Exploration

Till Geochemistry

The GTK collected 82,062 till samples from 1.5-2.0 m depth over all of Finland between 1983 and 1991 at a sample density of 4 km^2/sample. Multi-element analysis was carried out on the <0.06 mm fraction (GTK, 2018c). The Au contents for eleven of these till samples from the Jeesiö Property exceeded the 95th percentile for the entire data-set (Figure 9).

The GTK provided a second set of till data to FireFox which consists of nugget counts for 8,447 till samples; the source of this data and its sampling protocol are not known to the Author. Samples comprising the nugget count data are more irregularly distributed than for the till geochemical samples, with most of them clustered on the Kiistala and northwestern half of the Jeesiö reservations (Figure 9). Highly anomalous (>95th percentile) till nugget counts form several clusters, primarily in the NW corner of the Jeesiö reservation but also in the Kotalampi area of the Jeesiönjoki reservation which was subsequently drilled by Outokompu.

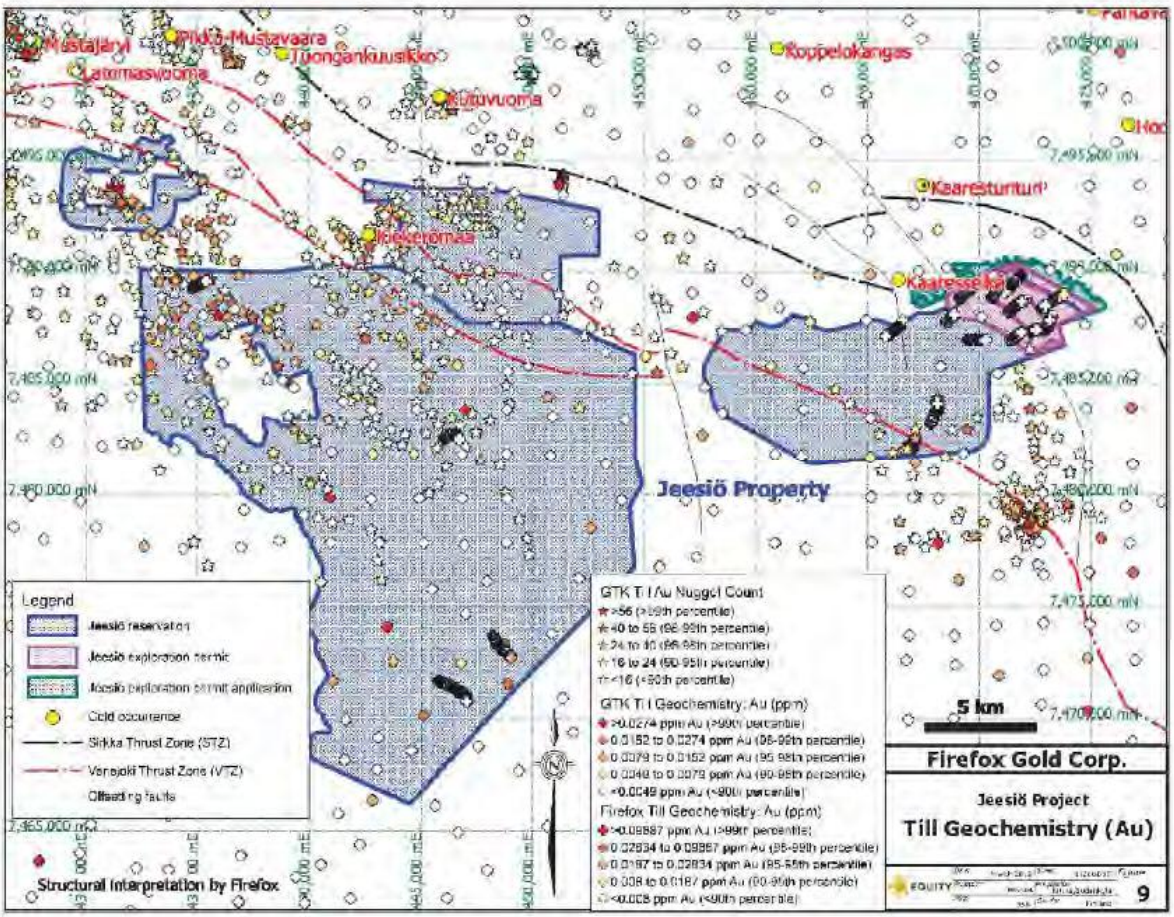
Since its acquisition of the Jeesiö Property in August 2017, FireFox has collected 284 till samples from depths of 0.2-6.0 m using a handheld Cobra drill (Figure 9). The <0.18 mm fraction of the till samples was analyzed for 51 elements

using an aqua regia digestion with ICP-MS finish (ALS code AuME-TL43). In March 2018, FireFox commenced mechanized TOB/BOT sampling on the Jeesiö NE exploration permit.

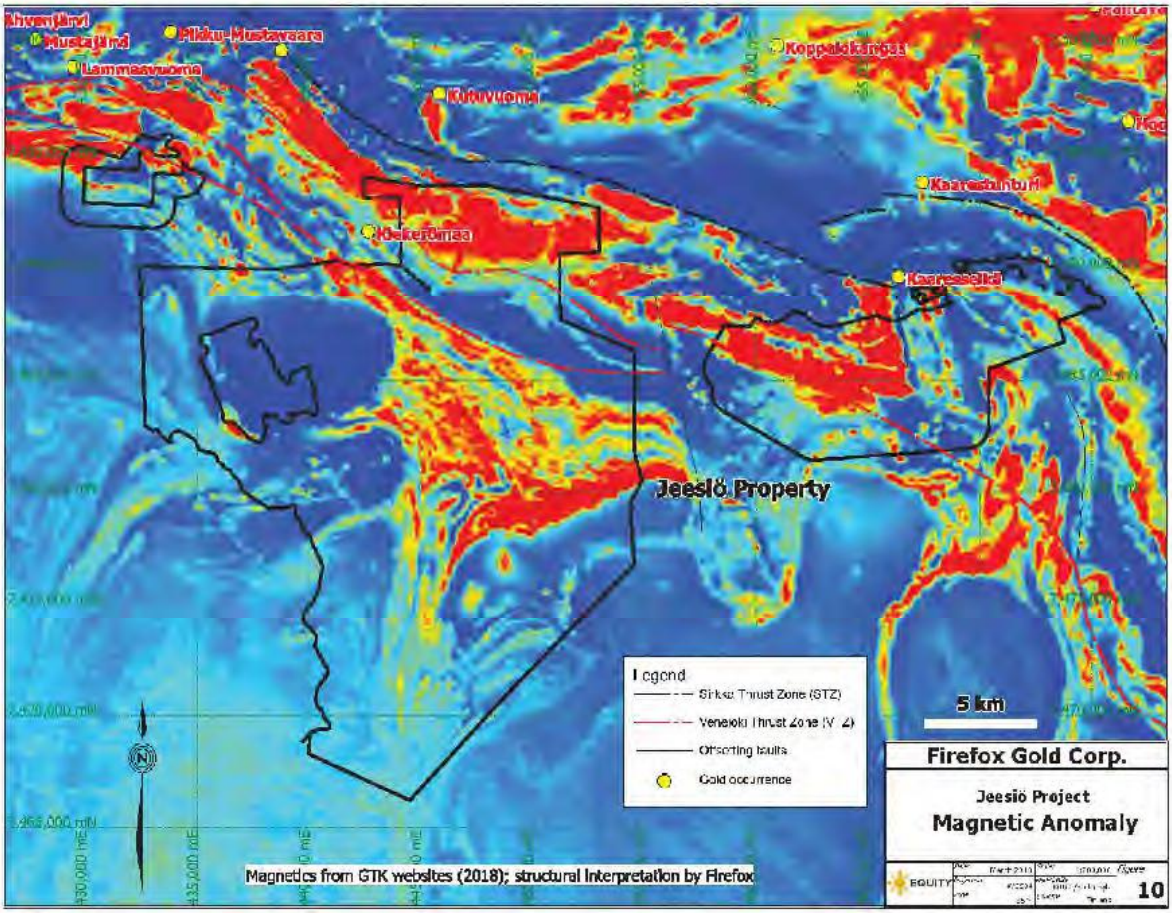
The glacial divide between ice flowing southwards and northwards was located over Lapland during the Pleistocene glaciation. The shifting local direction of ice flow and the possibility that different till samples could have been collected from different till beds complicates any interpretation of till geochemistry in the region. At the Mustajärvi Property a few kilometres northwest of Jeesiö, it appears that till anomalies have not moved far from their bedrock source, only a few metres or tens of metres (Awmack, 2018). If this applies to Jeesiö as well, then the high nugget counts and high Au-in-till geochemistry should indicate nearby bedrock Au mineralization.

Airborne Geophysics

Between 1972 and 2007, the GTK covered all of Finland with low-level (30-40 m ground clearance) airborne geophysical (magnetic, EM and radiometric) surveys along lines spaced 200 m apart; results of these surveys are available on GTK websites. Figure 10 shows their "Magnetic Anomaly" map over the Jeesiö Property. There does not appear to be any particular correlation between gold occurrences and the magnetic anomaly pattern.



Jeesiö Figure 9: Till Geochemistry



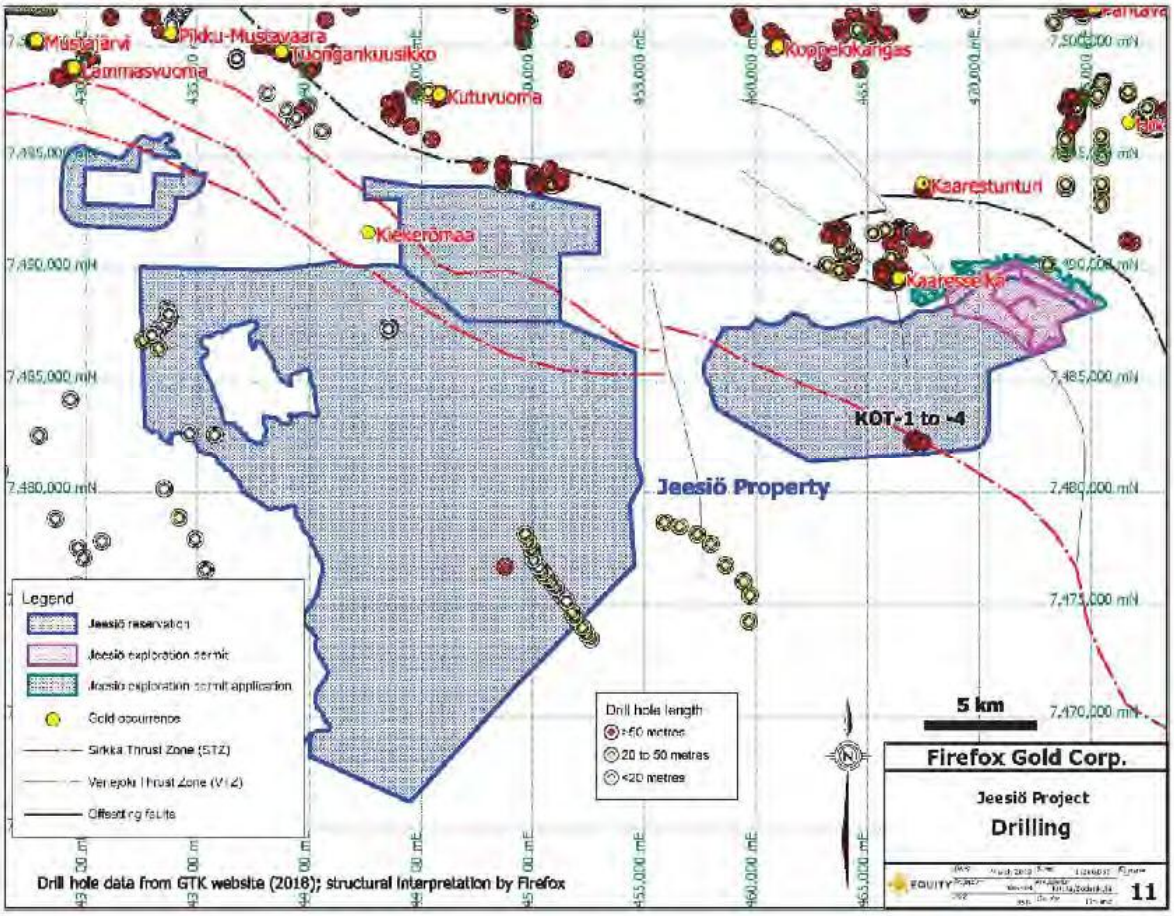
Jeesiö Figure 10: Magnetic Anomaly

Drilling

FireFox has not carried out any drilling on the Jeesiö Property since acquiring it in August 2017.

The GTK drilled 33 short holes on the Jeesiö reservation between 1999 and 2006 (Figure 11). Most of them were stopped a few metres into bedrock below till. All were <51 metres in length and were presumably drilled by the GTK to verify bedrock lithology.

Outokompu drilled 4 holes (KOT-1 to -4) totalling 419.5 metres of AQ core in 1990 on their Kotalampi target in the southern portion of the Jeesiönjoki reservation (GTK, 2018b). The Kotalampi target was indicated by several >99th percentile nugget-in-till counts (till samples with 59, 81 and 115 nuggets) and boulders of pale greenish quartzite believed to be fuchsite-altered. Drill grades were low; the highest assay reported was 0.3 ppm Au over 2.07 metres in hole KOT-2 (78.13-80.20 m). Table 3 summarizes the collar location and orientation data for the Kotalampi drill holes (Figure 11); no downhole surveys were reported.



Jeesiö Figure 11: Drilling

Jeesiö Table 3: Kotalampi Drill Hole Location/Orientation Data

Hole	Year	Easting[1]	Northing[1]	Azimuth (°)	Dip (°)	Length (m)
KOT-1	1990	466971	7482353	200	-43.7	105.75
KOT-2	1990	467141	7482323	200	-44.8	106.90
KOT-3	1990	467121	7482503	200	-44.4	102.55
KOT-4	1990	467461	7482313	200	-44.1	104.30
						419.50

[1]WGS84, Zone 35N

Available data from the Outokompu drilling is limited to rudimentary hand-written logs with hand-written Au assays. Core recovery was not reported and no documentation of sampling or analytical procedures is available. Hole KOT-2 can be examined at GTK's Loppi core facility but the higher-grade intervals are absent. The orientation of mineralization is unknown and it cannot be determined from the available information whether there were drilling or sampling factors which could affect the results.

Sample Preparation, Analysis and Security

Outokompu did not report their sample preparation methods, their quality control measures employed before dispatch of core samples to an analytical laboratory, their process for sample splitting or their security measures employed to ensure the validity and integrity of samples. No information was provided regarding sample preparation and assaying procedures at the analytical laboratory, the name of the laboratory which analyzed the samples or the particulars of any certification of that laboratory. No analytical certificates are available. Nor is there any record of the nature, extent and results of analytical quality control procedures employed or quality assurance actions taken, if any.

The Author does not believe that sample preparation, security and analytical procedures, as currently known, were adequate for the 1990 Outokompu drilling on the Jeesiö property.

Data Verification

The Author examined core from the Jeesiö Property (hole KOT-2) in the GTK's Loppi core facility on February 21, 2018; it is a requirement in Finland that exploration companies offer any core drilled to the GTK for storage at Loppi and subsequent re-examination. On February 24, 2018, he inspected the Jeesiö Property in the field. During his examinations, the Author performed a number of checks to verify historic data and information provided by FireFox:

- the Author compared descriptions in the drill logs from hole KOT-2 with the corresponding core;
- he examined quartzite boulders in the Kotalampi area of the Jeesiönjoki reservation and compared them to quartzite in hole KOT-2, which had been reportedly drilled in the vicinity;
- he collected two duplicate core samples by quartering reportedly Au-bearing core intervals from hole KOT-2 and compared the sample results to those reported by Outokompu.

The result of these verification checks were:

- core lithologies and alteration fit the rudimentary drill log descriptions for the examined hole;
- the quartzite in hole KOT-2 appears similar to the quartzite boulders in the Kotalampi area, supporting the likelihood that it was drilled in that area;
- Table 4 below compares sample assays hand-written on Outokompu's drill log for hole KOT-2 to those of the Author's check samples. The Author's samples were analyzed by ALS Minerals at their Loughrea Ireland lab (ISO 17025:2005 accredited) with Au analysis by fire assay with AA finish (Au-AA23). Au assays in both check samples were anomalous but roughly one-quarter the grade reported by Outokompu, suggesting that the Outokompu assays may be skewed high and should not be relied upon.

Jeesiö Table 4: Author's Check Sampling

Hole	From (m)	To (m)	Outokompu Sample	Outokompu Au (ppm)	Author Sample	Author Au (ppm)
KOT-2	13.00	14.50	20274	0.2	932624	0.053
KOT-2	38.73	39.70	20286	0.2	932625	0.047

Despite the inability to confirm Au grades reported for drill core, the Author believes that the data is adequate for the purposes of this technical report.

Exploration Program

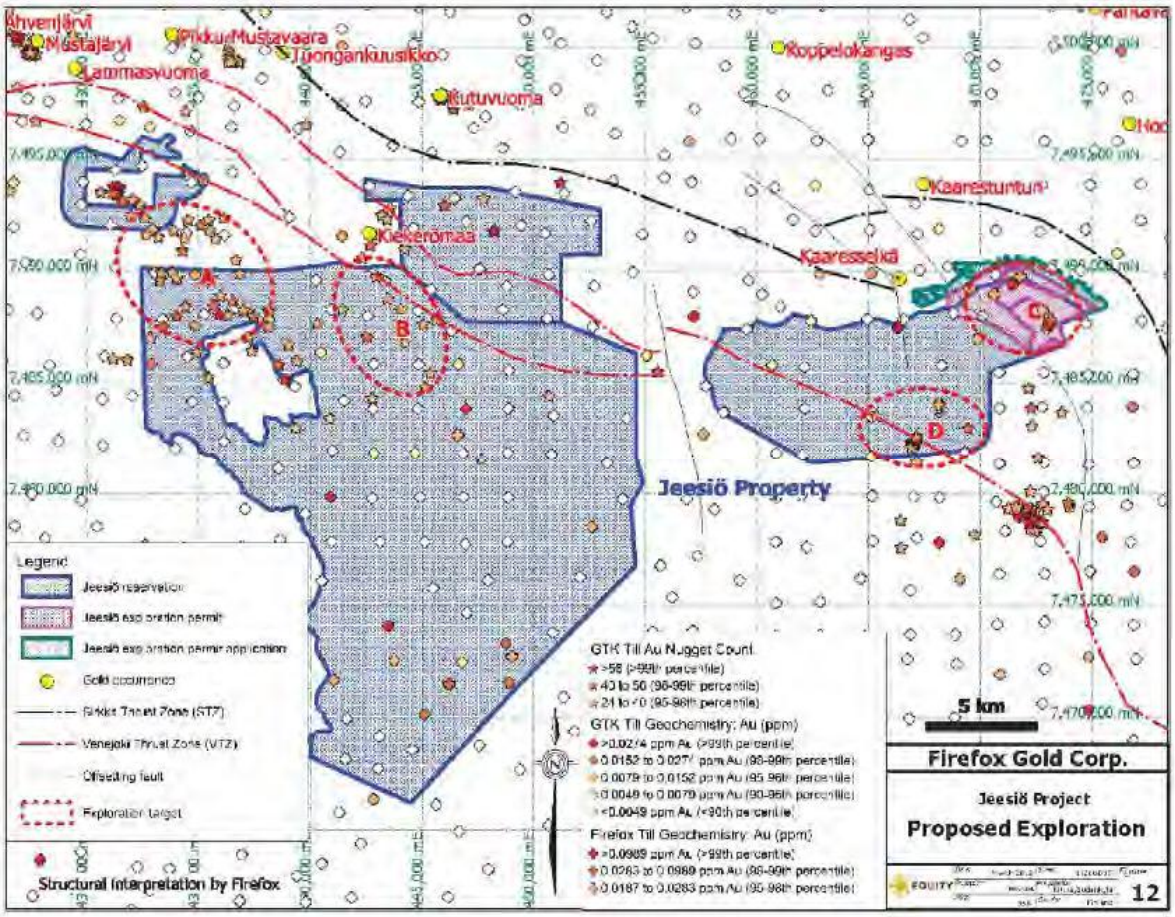
A two-phase exploration program is recommended for the Jeesiö Property. The first phase will consist of converting parts of the reservations to exploration permits, ground magnetics and TOB/BOT sampling with an overburden drill. Contingent upon favourable results from Phase I, the second phase will consist of excavator trenching and diamond drilling to test bedrock gold mineralization from TOB sampling and a continuation of the TOB/BOT sampling from Phase I.

Phase I Exploration Program

Exploration permits should be acquired over Targets A, B and D in Figure 12, allowing mechanized exploration in these areas. Target C overlies the existing Jeesiö NE exploration permit where mechanized exploration is already allowed.

Ground magnetic surveys should be run over each of the targets with lines 50 m apart and oriented perpendicular to the perceived dominant structural trend in the target area. The resulting data should be processed by a geophysicist to: (a) determine data quality; (b) produce useful products (e.g. first vertical derivative, inversions, etc.); (c) interpret lithologies, alteration and structure; and (d) define structural targets for infill TOB sampling.

Once exploration permits have been obtained, TOB/BOT sampling should be carried out over each of the five targets at 50 metre intervals along initial lines spaced 200 metres apart. Samples should be taken at 10 or 20 metre intervals along infill lines where the reconnaissance TOB or BOT samples show an elevated gold content and over structural targets. The sampling should be done with a small overburden drill with enough power to penetrate at least 5 m of glacial till. A TOB sample should be taken wherever it is possible



Jeesiö Figure 12: Proposed Exploration

to reach bedrock with the drill; once the TOB sample has been collected, a BOT sample should be collected 0.5 m above the bedrock/till interface. If bedrock cannot be reached, just a BOT sample should be taken at the maximum depth possible. Both TOB and BOT samples should be analyzed for a complete multi-element geochemical suite; lithology, alteration and mineralization should be noted from binocular microscope examination of coarse fragments

from each. This will allow preparation of an initial property-scale lithology/alteration map for each of the targets and identify Au mineralization in bedrock.

The program of till sampling with hand-held Cobra drills should be continued on parts of the reservations outside the Targets A-D exploration permits, where mechanized exploration is not permitted. Reconnaissance till sampling lines, with samples at 50 m intervals, should be run: (a) where isolated >95th percentile Au-in-till or nugget-in-till samples were reported by the GTK; and (b) across prospective structures identified from the airborne magnetics.

Phase II Exploration Program

Advancement to Phase II is contingent upon receipt of favourable results from the Phase I till sampling program.

Trenches should be excavated to expose bedrock where high Au values have been received from Phase I TOB samples. Trenches should be carefully mapped and sampled.

Twenty drill holes, averaging 100 m in length, have been allocated to test beneath Au-bearing trenches. If the main direction and extent of glacial transport can be better understood through correlation between TOB and BOT results, drilling could also test Au-in-till anomalies in areas where bedrock could not be reached.

Exploration permits should be obtained over any clusters of highly anomalous Au-in-till samples returned from the Phase I reconnaissance Cobra-supported till sampling. These new exploration permits should be advanced with ground magnetics and overburden drill-supported TOB/BOT sampling as for Targets A-D in Phase I.

OTHER PROPERTIES

YLÖJÄRVI PROPERTY

The Company's Ylöjärvi Property (106.65 km^2 in total size) includes areas secured by either a valid exploration permit or a reservation. Ylöjärvi is located in the western branch of the Tampere Schist Belt, a volcano-sedimentary belt well-known for its historical and active gold mining.

The now closed Haveri Gold Mine, located only 200 meters from the Company's reservation boundary, produced approximately 142,000 ounces gold and 6,000 tonnes copper before being closed in 1960. Remaining mineral resources at Haveri are estimated to be 24.7Mt @ 0.89 g/t Au (reported in compliance with NI43-101 by a previous operator). Also, FireFox´s reservation surrounds the area of the historical Ylöjärvi Mine that produced small amounts of Cu, Au, Ag and W between 1943-1966. Some 30 kilometers east from Ylöjärvi, along the same sericite-altered volcanic sequence, Dragon Mining Ltd. (ASX: DRA) is operating its Orivesi Gold Mine that has produced in excess of 500,000 ounces gold.

FireFox cautions that being near a past-producing mine, with a resource, does not indicate that mineralization will occur on FireFox's property, and if mineralization does occur, that it will occur in sufficient quantity or grade that would result in an economic extraction scenario. These facts were simply used to help prioritize the acquisition of these mineral rights.

In-house exploration targeting work emphasised the strong similarities in the chemical composition, style of alteration and structures of the volcanic sequences, and till and soil geochemistry of the Company's property with those features observed near the gold mines of the region. In addition, the presence of numerous high-grade glacial erratics and gold anomalies in till or soil imply the general prospectivity of the area. Additional exploration work will have to be performed in order to ascertain whether there is significant mineralization associated with these initial indicators.

The area of the Ylöjärvi tenement has seen only minor exploration work in the past. During the 2017 field season the Company conducted reconnaissance geological mapping, till sampling and Self Potential (SP) line surveys on selected targets. New grab samples assayed up to 7 g/t Au (7 samples exceeded 1g/t Au, and 17 samples had > 0.1 ppm Au), and FireFox was able to verify the extension of one of the historical drilled

prospects (Oks) by another 1,000 meters along strike. Geological teams returned to these areas during the spring of 2018 to conduct additional sampling and geophysics, results from which will be reported upon receipt.

The Company conducted additional mapping and percussion drill BOT sampling in order to further delineate these anomalies before finalizing details for a diamond core drill testing program. The total number of new samples was 179.

RIIKONKOSKI PROPERTY

Riikonkoski has been secured by two valid reservations totalling 109.2 km^2 in size. This tenement consists of three separate reservation blocks, all within or adjacent to the STZ (the "**Riikonkoski Property**"). The most recently added of these reservation blocks, "Saattopora," is further described below. The STZ is a pronounced Au-deposition controlling structure within the Central Lapland Greenstone Belt. In the immediate vicinity of the Riikonkoski Property, two closed mines, Saattopora Au-Cu mine and Sirkka Cu-Ni-Co-Au-Ag mine, have been operated in the past. Further away, 22 kilometers northeast, Agnico Eagle Ltd. (TSE:AEM) is currently operating its Kittilä Gold Mine, with mineral resource of approximately 4.5 million ounces of gold.

The main exploration target within this property is the Riikonkoski Cu-Au deposit. The Riikonkoski deposit has seen extensive historical exploration work in the past including approximately 20 kilometers of diamond drilling, that has been converted into a historic mineral resource estimate. FireFox has so far compiled much of the historical Riikonkoski data into a coherent data-base and has assayed and re-assayed some of the historical Riikonkoski core in order to better understand the distribution of gold in the deposit. The Company has evaluated the drilling data in a three-dimensional model and noted that certain of the historical drill intercepts for gold and copper are open at depth.

In December 2017, the Company added a new tenement block ("Saattopora") into the Riikonkoski Property. The Saattopora reservation is located further west along the STZ, relative to the Company's two other reservation blocks, and is 16.9 km^2 in size. The new reservation block partially surrounds the historic Saattopora Mine, held by Outokumpu Oyj. The now-idled Saattopora Mine produced approximately 220,000 oz Au and 5,650 t Cu between 1988-1995. The newly acquired tenement near Saattopora includes data from 39 historical diamond drill holes.

FireFox cautions that being near a past-producing mine, or a historical mineral resource or reserve, does not indicate that mineralization will occur on FireFox's property, and if mineralization does occur, that it will occur in sufficient quantity or grade that would result in an economic extraction scenario. These facts were simply used to help prioritize the acquisition of these mineral rights.

The Company elected to allow its largest exploration reservation at Riikonkoski to lapse without making application for further exploration permits. After reviewing the project thoroughly, conducting significant sampling of historic drill core, and evaluating possible drill targets in three dimensions, the technical team concluded that its near-term potential did not rise to the level of the Company's other projects. The smaller reservation near the Saattopora Mine remains active.

SEURU PROPERTY

During Q3 2018, the Company executed the Seuru Property Option Agreement with Magnus to acquire a 100% interest in approximately 46,039 hectares of mineral exploration reservations in the CLGB of Northern Finland. The new properties are comprised of four separate reservations, collectively referred to as the "Seuru Properties". The Seuru Property Option Agreement gives FireFox the ability to earn a 100% interest in the Seuru Properties by making payments of up to $200,000 in cash and the issuance of 1,500,000 Common Shares to Magnus over a three-year period, while investing $1,500,000 in mineral exploration on the Seuru Properties. Magnus will retain a 1.5% NSR royalty on production from the Seuru Properties, 0.5% of which can be purchased for 1,000 troy ounces of gold. On September 13, 2018, 1,500,000 Common Shares were issued to Magnus in connection with the Seuru Property Option Agreement. A payment of $50,000 is due on December 20, 2018 in respect of this property.

USE OF PROCEEDS

Assuming the Over-Allotment Option is not exercised, the minimum net proceeds to the Company from the Offering will be $1,585,000, after deducting the Agents' Fee of $165,000 and estimated expenses of the Offering of $250,000; and the maximum net proceeds to the Company will be $4,325,000, after deducting the Agents' Fee of $425,000 and estimated expenses of the Offering of $250,000.

The Company intends to use the net proceeds from the Offering (i) to fund exploration and development activities on the Mustajärvi and Jeesiö Properties, (ii) to complete Phase I of the work program recommended pursuant to the Mustajärvi Technical Report (see "*Mustajärvi Technical Report – Exploration Program*"), (iii) to conduct the portions of the work program recommended pursuant to the Jeesiö Technical Report (see "*Jeesiö Technical Report – Exploration Program*"), and (iv) for general and administrative purposes, option payments and working capital requirements, as indicated in the following table:

Principal Purposes	**Net Proceeds under Minimum Offering**	**Net Proceeds under Maximum Offering**
Funding exploration and development activities of current or future properties	$50,000	$1,500,000
Completing Phase I of the $593,725 work program recommended pursuant to the Mustajärvi Technical Report	$593,725	$593,725
Beginning the $1,988,250 work program recommended pursuant to the Jeesiö Technical Report	$200,000	$750,000
General and Administrative Costs	$300,000	$470,000
Option payments for the next 12 month period	$190,000	$190,000
Working Capital deficit as at September 30, 2018	$55,337	$55,337
Working Capital	$195,938	$765,938
Total	**$1,585,000**	**$4,325,000**

The Company's anticipated general and administrative costs are outlined in the table below.

General and Administrative Costs	**Net Proceeds under Minimum Offering**	**Net Proceeds under Maximum Offering**
Audit Fees	$30,000	$75,000
Filing and Listing Fees	$60,000	$60,000
Legal Fees	$50,000	$100,000
Office Costs	$45,000	$100,000
Regulatory Fees	$15,000	$15,000
Shareholder Communications	$100,000	$120,000
Total	**$300,000**	**$470,000**

Unutilized net proceeds of the Offering, if any, will be invested by the Company in an interest-bearing account with a major Canadian bank and used for working capital requirements.

While the Company intends to spend the net proceeds from the Offering as stated above, there may be circumstances where, for sound business reasons, funds may be re-allocated at the discretion of the Board or management. See "*Risk Factors – Risks Related to the Company – The Company may not use the proceeds from the Offering as described in this Prospectus*".

The Company is an exploration stage company and has not generated cash flow from operations. As at December 31, 2017 and during the nine months ended September 30, 2018, the Company had negative cash flow from operating activities. The Company expects to continue to incur negative consolidated operating cash flow and losses until such time as it achieves commercial production at a particular project.

Business Objectives and Milestones

The primary business objectives that the Company expects to accomplish by using the net proceeds from the Offering are to conduct exploration programs on the Mustajärvi and Jeesiö Properties in order to assess the economic viability of advancing to development and production on the properties. The Company's objectives for each of the Mustajärvi Property and the Jeesiö Properties are set out in the Mustajärvi Technical Report and Jeesiö Technical Report, respectively.

The Company expects to begin Phase I of the work program recommended pursuant to the Mustajärvi Technical Report during Q4 2018. The net proceeds of the Offering allocated to Phase I of the Mustajärvi work program are expected to advance Phase I of the work program to completion, which is expected during Q4 2019, and includes magnetic interpretation, geological and geophysical interpretation, expanded IP surveys, excavator trenching and diamond drilling on the Mustajärvi Property. Commencement of Phase II of the work program recommended pursuant to the Mustajärvi Technical Report will be contingent on results from the Phase I program and would consist of further geophysical surveying, excavator trenching and diamond drilling.

The Company expects to begin the work program recommended pursuant to the Jeesiö Technical Report during Q4 2018. The net proceeds of the Offering allocated to the Jeesiö work program are expected to advance phase I of the work program through to Q4 2019, and is expected to include the permit applications, landowner payments, ground magnetic surveys and TOB/BOT sampling to be completed on the Jeesiö Property.

Over the next 12 months, the Company must make payments of $90,000 to Magnus in order to maintain the option agreement on the Riikonkoski (East and West), Jeesiö (including Jeesiö West) and Ylöjärvi (including Oks) projects. No further payments are required to maintain the Mustajärvi project. Option payments due on the Seuru property over the next 12 months include: a payment of $50,000 due on December 20, 2018 and a payment of $50,000 due on April 1, 2019.

The net proceeds of the Offering will allow the Company to complete Phase I of the recommended exploration program on the Mustajärvi Property and to commence the recommended exploration program on the Jeesiö Property. Depending on the outcome of the initial work performed on the recommended exploration programs, funds in the category "exploration and development activities of current or future properties" may be used to fund exploration on properties which appear to hold the most promise as evaluated by the exploration team and the Board, which may include commencement of Phase II of the recommended exploration program on the Mustajärvi Property. These funds will provide the flexibility to continue to undertake exploration at other current or future properties. Should the funds be used to commence Phase II of the recommended exploration program on the Mustajärvi Property or continue to advance the recommended exploration program on the Jeesiö Property, then Henry Awmack, P. Eng, would remain the qualified person. It is also anticipated that Mr. Awmack would be the qualified person recommending exploration programs on properties other than Mustajarvi and Jeesiö, should he be available to make recommendations to the Company.

Working Capital

The working capital of the Company is comprised primarily of net proceeds received from prior sales of Common Shares. The Company's working capital is a deficit of $55,337 as at September 30, 2018.

Working Capital as at September 30, 2018	
Current assets	$108,467
Current liabilities	$163,804
Total	**$(55,337)**

PLAN OF DISTRIBUTION

The Offering consists of a minimum of 5,000,000 and a maximum of 12,500,000 Offered Units at a price of $0.40 per Offered Unit. In addition, the Offering includes up to an additional 1,875,000 Offered Units issuable upon the Agents' exercise of the Over-Allotment Option in full. The Offered Units will be sold to the public on the Closing Date pursuant to the Agency Agreement. For a summary of the material attributes and characteristics of the Offered Units and certain rights attaching thereto, see "*Description of Securities Being Distributed*".

Pursuant to the Agency Agreement, the Company has appointed the Agents to offer for sale to the public, on a best efforts basis, an aggregate of up to 12,500,000 Offered Units (assuming the Over-Allotment Option is not exercised) at the Offering Price for aggregate gross proceeds to the Company of $2,000,000 in the case of a minimum Offering and $5,000,000 in the case of a maximum Offering, subject to compliance with all legal requirements and the terms and conditions contained in the Agency Agreement.

The Offering Price has been determined by arm's length negotiation between the Company and the Lead Agent based on several factors, such as prevailing market conditions; the capital structure of the Company; estimates of the Company's business potential and earnings prospects; an overall assessment of the Company's management; and the consideration of these factors in relation to market valuations of companies in related businesses, and may bear no relationship to the price that will prevail in the public market.

In connection with the Offering, the Company has agreed to grant the Broker Warrants to the Agents, exercisable to acquire in aggregate that number of Common Shares as is equal to 7.0% of the aggregate number of Offered Units issued pursuant to the Offering (other than pursuant to the President's List) and 2.0% of the aggregate number of Offered Units issued pursuant to the President's List, at the Offering Price for a period of 24 months following their date of issue.

The Company has granted the Agents the Over-Allotment Option, exercisable, in whole or in part, at the sole discretion of the Agents, on or before the Over-Allotment Deadline, to offer the Over-Allotment Units for sale to the public in an amount equal to a further 15% of the base Offering at a price per Over-Allotment Unit equal to the Offering Price, to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option may be exercised to acquire (i) up to an additional 750,000 to 1,875,000 Over-Allotment Units at the Offering Price; (ii) up to 750,000 to 1,875,000 Over-Allotment Shares at the Over-Allotment Share Price; (iii) up to 375,000 to 937,500 Over-Allotment Warrants at the Over-Allotment Warrant Price; or (iv) any combination of Over-Allotment Units at the Offering Price, Over-Allotment Shares at the Over-Allotment Share Price, and Over-Allotment Warrants at the Over-Allotment Warrant Price, provided that the aggregate number of Over-Allotment Shares and Over-Allotment Warrants which may be issued under the Over-Allotment Option do not exceed 750,000 to 1,875,000 and 375,000 to 937,500, respectively. The Over-Allotment Option is exercisable by the Lead Agent giving notice to the Company prior to the Over-Allotment Deadline, which notice shall specify the number of Over-Allotment Units, Over-Allotment Shares, and/or Over-Allotment Warrants to be offered for sale to the public. If the Agents exercise the Over-Allotment Option in full, the gross proceeds raised under the Offering will be $5,750,000, the Agents' Fee will be $477,500, and the net proceeds to the Company will be $5,272,500 (before deducting expenses of the Offering). This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units, Over-Allotment Shares and/or Over-Allotment Warrants issuable upon exercise of the Over-Allotment Option.

The obligations of the Agents under the Agency Agreement are several (and not joint or joint and several), are subject to certain closing conditions, and may be terminated at the Agents' discretion at any time before Closing on the basis of "material change out", "market out", "disaster out", "regulatory out" "breach out", and "due diligence out" clauses in the Agency Agreement, in addition to termination upon the occurrence of certain other stated events. As the Agents

have agreed to use their best efforts to sell the Offered Units, the Agents are not obligated to purchase any Offered Units not sold under the Offering. The Company has agreed in the Agency Agreement to indemnify each of the Agents and their respective affiliates and their respective directors, officers, employees, agents, partners and shareholders against certain liabilities and expenses or will contribute to payments that the Agents or such other parties may be required to make in respect thereof.

In consideration for the Agents' services in connection with the Offering, the Agency Agreement provides that the Company will pay the Agents' Fee to the Agents, which is equal to 7.0% of the gross proceeds of those Offered Units sold pursuant to the Offering (other than pursuant to the President's List) payable to the Agents, plus the variable flat fee payable to the Lead Agent: (i) in the event that the Offering is completed for aggregate gross proceeds between $2,000,000 and $2,999,999, $25,000 in cash and 50,000 Offered Units; (ii) in the event that the Offering is completed for aggregate gross proceeds between $3,000,000 and $3,999,999, $40,000 in cash and 80,000 Offered Units; (iii) in the event that the Offering is completed for aggregate gross proceeds between $4,000,000 and $4,999,999, $50,000 in cash and 100,000 Offered Units; and (iv) in the event that the Offering is completed for aggregate gross proceeds equal to or in excess of $5,000,000, $75,000 in cash and 150,000 Offered Units. In respect of the President's List, the Company will pay to the Agents a cash fee equal to 2.0% of the gross proceeds of such Offered Units.

The Warrants will be created and issued pursuant to the terms of the Warrant Indenture to be entered into between the Company and the Warrant Agent. Each Warrant will entitle the holder thereof to purchase one Warrant Share at a price of $0.60 at any time prior to 5:00 p.m. (Vancouver time) on the date that is 24 months following their date of issue, after which time the Warrants will expire and be void and of no value. The Warrant Indenture will contain provisions designed to protect the holders of Warrants against dilution upon the happening of certain events. No fractional Warrant Shares will be issued upon the exercise of any Warrants. There is currently no market through which the Warrants may be sold and purchasers may not be able to resell such securities. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of such securities, and the extent of issuer regulation.

The Agents propose to offer the Offered Units initially at the Offering Price stated on the cover page of this Prospectus. After the Agents have made a best effort to sell all of the Offered Units offered by this Prospectus at the Offering Price, the initially stated Offering Price may be decreased, and further changed from time to time, by the Agents to an amount not greater than the initially stated Offering Price and, in such case, the compensation realized by the Agents will be decreased by the amount that the aggregate price paid by the purchasers for the Offered Units is less than the gross proceeds paid by the Agents to the Company for the Offered Units. Such reduced price sales will not affect the net proceeds to be received by the Company under the Offering.

Subscriptions for the Offered Units will be received subject to rejection or allotment, in whole or in part, and the Agents reserve the right to close the subscription books at any time without notice. All subscription funds received by the Agents will be held in trust, pending the Closing. It is expected that the Closing will take place on or about December 12, 2018 or such other date as the Company and the Agents may agree, but in any event, on or before a date that is not later than 90 days after the date of the receipt for the (final) prospectus, unless an amendment to this Prospectus is filed and a receipt has been issued for such amendment.

Pursuant to the rules and policy statements of certain Canadian securities regulators, the Agents may not, at any time during the period of distribution, bid for or purchase the Company's securities for their own account or for accounts over which they exercise control or direction. The foregoing restrictions are subject to certain exceptions on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in or raising the price of the Offered Units. These exceptions include a bid for or purchase of the Company's securities: (i) made through the facilities of the TSX-V, in accordance with the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities; (ii) made for or on behalf of a client, provided that the client's order was not solicited during the distribution period; and (iii) to cover a short position entered into prior to the commencement of the distribution period. Subject to applicable laws and in connection with the Offering, the Agents may engage in market stabilization or market balancing activities on the TSX-V where the bid for or purchase of the Company's securities is for the purpose of maintaining a fair and orderly market in such securities, subject to price limitations applicable to such bids or purchases. Such transactions, if commenced, may be discontinued at any time.

The Offered Units are being offered for sale to the public in all of the provinces of Canada, except Québec, by way of this Prospectus and in the United States and internationally by way of private placement pursuant to private placement or available exemptions.

There is currently no market through which the Offered Units may be sold, and purchasers may not be able to resell the Offered Units purchased under this Prospectus. This may affect the pricing of the Offered Units in the secondary market, the transparency and availability of trading prices, the liquidity of the Offered Units, and the extent of issuer regulation. See "*Risk Factors*".

The Company proposes to list the Unit Shares and the Warrants distributed under this Prospectus as well as its existing issued and outstanding Common Shares on the TSX-V. The TSX-V has conditionally approved the listing of the Units Shares and Warrants as well as the Company's existing issued and outstanding Common Shares on the TSX-V. Listing is subject to the Company's fulfilling all of the requirements of the TSX-V.

It is anticipated that the Company will arrange for one or more instant deposits of the Offered Units issued and sold hereunder with CDS or its nominee through the non-certificated inventory system administered by CDS on the Closing Date, or will otherwise duly and validly deliver the Offered Units as directed by the Agents on the Closing Date. Except in limited circumstances, no certificates will be issued to purchasers of the Offered Units and a purchaser will receive only a customer confirmation from a registered dealer that is a CDS participant and from or through which the Offered Units are purchased.

The Offered Units have not been and will not be registered under the U.S. Securities Act or any securities laws of any state of the United States, and may not be offered or sold within the United States except in transactions exempt from the registration requirements of the U.S. Securities Act and all applicable state securities laws. The Agents have agreed that they will not offer or sell the Offered Units within the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and pursuant to similar exemptions under applicable state securities laws. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any Offered Units in the United States. The Agents may also offer and sell Offered Units outside the United States in accordance with Regulation S under the U.S. Securities Act. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Offered Units within the United States by a dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act unless such offer is made pursuant to an exemption from the registration requirements of the U.S. Securities Act.

Pursuant to the Agency Agreement, the Company has agreed not to, directly or indirectly, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or agree to or announce any intention to, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, any Common Shares or any securities convertible or exchangeable into Common Shares, other than pursuant to (i) the Offering; (ii) the exercise of the Over-Allotment Option; (iii) the grant or exercise of stock options and other similar issuances pursuant to any stock option plan or similar share compensation arrangements in place prior to the Closing Date; (iv) the issuance of Common Shares or securities convertible or exchangeable into Common Shares as part of the consideration payable to a vendor in connection with an acquisition by the Company of assets or an equity interest in a third party; or (v) the issuance of Common Shares upon the exercise of convertible securities, warrants or options outstanding prior to the Closing Date, for a period commencing on the Closing Date and ending 90 days from the Closing Date, without the prior written consent of the Lead Agent, such consent not to be unreasonably withheld or delayed.

The Company has also agreed to use its commercially reasonable efforts to cause all of the Company's directors, officers and holders of more than 10% of the issued and outstanding Common Shares to enter into lock-up agreements, to be executed in favour of the Agents, requiring them not to offer or sell, agree to offer or sell, enter into an arrangement to offer or sell, grant any option to purchase, make any short sale, or otherwise dispose of, or transfer, or announce any intention to do so, or enter into any transaction or arrangement that has the effect of transferring, in whole or in part, any of the economic consequences of ownership of any Common Shares or other securities of the Company, or securities convertible into, exchangeable for, or otherwise exercisable to acquire any securities of the Company in connection with financing transactions at any time unless: (i) they first obtain the written consent of the Lead Agent, such consent not to be unreasonably withheld or delayed; or (ii) there occurs a take-over bid, change of control or similar transaction, for a period commencing on the Closing Date and ending 90 days from the Closing Date.

The minimum funds to be raised in respect of the Offering is $2,000,000. The Company must appoint a registered dealer authorized to make the distribution, a Canadian financial institution, or a lawyer who is a practicing member in good standing with a law society of a jurisdiction in which the securities are being distributed, to hold in trust all funds received from the subscriptions until the minimum amount of funds of $2,000,000 has been raised. If this minimum amount of funds is not raised within the distribution period, the trustee must return the funds to the subscribers without any deduction.

SELECTED HISTORICAL FINANCIAL INFORMATION

The following table sets out certain selected historical consolidated financial information of the Company for the periods and as at the dates indicated. This information has been derived from the audited and unaudited financial statements and related notes thereto included in this Prospectus. The Company prepares its financial statements in accordance with IFRS. Investors should read the following information in conjunction with those financial statements and related notes thereto, along with the MD&A.

	As at and for the nine month period ended September 30, 2018	**As at and for the year ended December 31, 2017**
Current assets	108,467	660,536
Working capital[(1)]	(55,337)	614,466
Mineral property, plant and equipment	717,124	600
Current liabilities	163,804	46,070
Shareholder's equity	661,787	615,066
Gross profit	N/A	N/A
Net income (loss)	(1,407,291)	(869,674)
Basic net income (loss) per share	(0.07)	(0.06)
Diluted net income (loss) per share	(0.07)	(0.06)

Note:
(1) Working capital is the measure of current assets less current liabilities.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Attached to this Prospectus at pages "F-19" and "F-44", are the management's discussion and analysis for: (i) the period from incorporation on June 16, 2017 to December 31, 2017; and (ii) the nine month period ended September 30, 2018. Copies are also available on SEDAR under FireFox's corporate profile at www.sedar.com.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

The Company's authorized share capital consists of an unlimited number of Common Shares without par value. As at December 6, 2018, there were 24,062,498 Common Shares issued and outstanding, and 2,880,574 Common Shares issuable pursuant to outstanding Options and Warrants.

Common Shares

All of the Common Shares rank equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company and entitlement to any dividends declared by the Company. The holders of the Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of shareholders (other than meetings at which only holders of another class or series of shares are entitled to vote). Each Common Share carries the right to one vote. In the event of the liquidation, dissolution or winding-up of the Company, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the payment by the Company of all of its liabilities. The holders of Common Shares are entitled to receive dividends as and when declared by the Board in respect of the Common Shares on a pro rata basis. The Common Shares do not have pre-emptive rights, conversion rights or exchange rights and are not subject to redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which

are capable of requiring a security holder to contribute additional capital. For a description of the Company's dividend policy, see "*Dividend Policy*".

Any alteration of the rights, privileges, restrictions and conditions attaching to the Common Shares under the Company's Articles must be approved by at least two-thirds of the Common Shares voted at a meeting of the Company's shareholders.

Warrants

The Warrants are governed by the Warrant Indenture. Under the Warrant Indenture, each Warrant will entitle the holder thereof to acquire one Warrant Share at an exercise price of $0.60 (subject to adjustment in accordance with the Warrant Indenture) at any time prior to 5:00 p.m. (Vancouver time) on the date that is 24 months following the date of issue.

The following summary of certain provisions of the Warrant Indenture does not purport to be complete and is subject in its entirety to the detailed provisions of the Warrant Indenture. Reference is made to the Warrant Indenture for the full text of the attributes of the Warrants which, upon the qualification of the Common Shares and Warrants pursuant to this Prospectus: (i) will be filed on SEDAR under the issuer profile of the Company at www.sedar.com; and (ii) may be obtained on request without charge from the secretary of the Company at Suite 650, 1021 West Hastings Street, Vancouver, British Columbia, Canada, V6E 0C3, telephone (604) 558-7687. A register of holders of Warrants will be maintained at the principal offices of the Warrant Agent.

No fractional Common Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid *in lieu* of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Indenture. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Common Shares.

The Warrant Indenture provides that the number of Warrant Shares which may be acquired by a holder of Warrants upon the exercise thereof will be subject to anti-dilution provisions governed by the Warrant Indenture, including provisions for the appropriate adjustment of the class, number and price of the securities issuable under the Warrant Indenture upon the occurrence of certain events including:

(a) the subdivision, re-division or change of the outstanding Common Shares into a greater number of Common Shares;

(b) the reduction, combination or consolidation of the outstanding Common Shares into a lesser number of Common Shares;

(c) the issuance of Common Shares or securities exchangeable for, or convertible into, Common Shares to all or substantially all of the holders of Common Shares by way of stock dividend or other distribution (other than a distribution of Common Shares upon the exercise of Warrants or any outstanding options);

(d) the issuance of rights, options or warrants to all or substantially all the holders of its outstanding Common Shares entitling them, for a period expiring not more than 45 days after such record date, to subscribe for or purchase Common Shares (or securities convertible or exchangeable into Common Shares) at a price per Common Share (or having a conversion or exchange price per Common Share) less than 95% of the "current market price", as defined in the Warrant Indenture, of Common Shares on such record date; and

(e) the distribution to all or substantially all the holders of its outstanding Common Shares of (i) securities of any class, whether of the Company or any other entity (other than Common Shares), (ii) rights, options or warrants to subscribe for or purchase Common Shares (or other securities convertible into or exchangeable for Common Shares), other than pursuant to a rights offering; (iii) evidences of its indebtedness or (iv) any property or other assets.

The Warrant Indenture provides that no adjustment in the exercise price will be required to be made unless the cumulative effect of such adjustment or adjustments would result in a change of at least 1% in the exercise price.

The Warrant Indenture provides that in the event that there is a reclassification of the Common Shares, capital reorganization, consolidation, amalgamation, arrangement or merger of the Company or a sale or conveyance of the property and assets of the Company as an entirety or substantially as an entirety, the holders of the Warrants will generally be entitled to receive upon exercise of the Warrants the kind and amount of Common Shares or other securities or property that the holders would have received had they exercised the Warrants immediately prior to such event.

The Warrant Indenture also contains provisions making binding upon all holders of Warrants resolutions passed at meetings of such holders in accordance with such provisions or by instruments in writing signed by holders of Warrants holding a specified percentage of the Warrants. Any amendment or supplement to the Warrant Indenture is subject to approval by an "Extraordinary Resolution", which is defined in the Warrant Indenture as a resolution either: (i) passed at a meeting of the holders of Warrants at which there are present in person or by proxy holders of Warrants holding at least 10% of the aggregate number of all the then outstanding Warrants and passed by the affirmative votes of holders of Warrants holding not less than 66 2/3% of the Warrants present in person or by proxy at the meeting and voted on a poll upon such resolution; or (ii) in writing signed by holders of at least 66 2/3% of the then outstanding Warrants.

DIVIDEND POLICY

The Company has not, since the date of its incorporation, declared or paid any dividends or other distributions on the Common Shares, and does not currently have a policy with respect to the payment of dividends or other distributions. The Company does not currently pay dividends and is not likely to pay dividends for an extended period of time as the Company does not have near term prospects of generating revenue. The declaration and payment of any dividends in the future is at the discretion of the Board and will depend on a number of factors, including compliance with applicable laws, financial performance, working capital requirements of the Company and its subsidiaries and such other factors as its directors consider appropriate. There can be no assurance that the Company will pay dividends under any circumstances. See "*Risk Factors – Risks Related to the Offered Units – The Company is not likely to pay dividends for an extended period of time*".

CONSOLIDATED CAPITALIZATION

As at September 30, 2018 and as of the date of this Prospectus, the Company had 24,062,498 Common Shares outstanding. On completion of the Offering, the Company will have up to 36,712,498 Common Shares issued and outstanding (38,587,498 Common Shares issued and outstanding if the Over-Allotment Option is exercised in full). There will be no material change to the Company's loan capital that will result from the completion of the Offering.

The following table sets forth the consolidated share capitalization of the Company as at December 6, 2018 on an actual basis and on a pro forma basis as adjusted to give effect to the completion of the Offering. Investors should read the following information in conjunction with the Company's audited and unaudited consolidated financial statements and related notes thereto, along with the associated MD&A, included in this Prospectus.

Common Shares	Minimum offering size	Maximum offering size(1),(2)	Maximum offering size(1),(3)
Pre-Offering	24,062,498	24,062,498	24,062,498
Offering	5,050,000	12,650,000	14,525,000
Pro-forma	29,112,498	36,712,498	38,587,498

Notes:

(1) Including the Agents' Fee payable in Offered Units.
(2) Assuming no exercise of the Over-Allotment Option.
(3) Assuming full exercise of the Over-Allotment Option.

OPTIONS TO PURCHASE SECURITIES

Options

As at the date of this Prospectus, there are 1,745,000 Options issued and outstanding under the Stock Option Plan. The Board adopted the Stock Option Plan on October 5, 2017, subject to shareholder approval at the next general meeting of shareholders, which has not yet occurred. The purpose of the Stock Option Plan is to provide an incentive to the directors, officers, employees, consultants and other personnel of the Company or any of its subsidiaries to achieve the longer-term objectives of the Company; to give suitable recognition to the ability of such persons who contribute materially to the success of the Company; and to attract to and retain in the employment of the Company or any of its subsidiaries, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company.

The Stock Option Plan has not been approved by the shareholders of the Company at this time, however, the Board intends to put forth the Stock Option Plan for approval by its shareholders at the next annual and general meeting of the shareholders of the Company. Until such time as the Stock Option Plan is approved by the shareholders of the Company, no options shall vest and accordingly cannot be exercised by the holder.

The Stock Option Plan is summarized in the table below.

Key Terms	Summary
Administration	The Stock Option Plan is administered by the Board or by a special committee of directors appointed from time to time by the Board.
Stock Exchange Rules	All Options granted pursuant to the Stock Option Plan are subject to applicable rules and policies of any stock exchange or exchanges on which the Common Shares are listed and any other regulatory body having jurisdiction.
Common Shares Subject to Plan	The aggregate number of Common Shares issuable upon the exercise of all Options granted under the Stock Option Plan are not to exceed 10% of the issued and outstanding Common Shares from time to time. If any Option granted under the Stock Option Plan expires for any reason without being exercised, the unpurchased Common Shares are available for the purpose of the Stock Option Plan.
Eligibility	Directors, officers, consultants and employees of the Company or its subsidiaries, and employees of a person or company which provides management services to the Company or its subsidiaries are eligible to participate in the Stock Option Plan. Subject to compliance with requirements of the applicable regulators, participants may elect to hold Options granted to them in an incorporated entity wholly owned by them and such entity is bound by the Stock Option Plan in the same manner as if the Options were held by the participant.
Number of Optioned Shares	No single participant may be granted Options to purchase a number of Common Shares equalling more than 5% of the issued Common Shares in any 12 month period unless the Company has obtained disinterested

shareholder approval in respect of such grant and meets applicable regulatory requirements.

Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares in any 12 month period to a consultant of the Company (or any of its subsidiaries).

Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares in any 12 month period to persons employed to provide investor relations activities. Options granted to consultants performing investor relations activities will contain vesting provisions such that vesting occurs over a minimum of 12 months with no more than 1/4 of the Options vesting in any three month period.

Exercise Price

The exercise price of the Common Shares subject to each Option shall be determined by the Board, subject to approval by the regulators (if applicable), at the time any Option is granted.

Vesting and Exercise Period

Each Option and all rights thereunder shall expire on the date set out in an Option agreement, provided that in no circumstances shall the duration of an Option exceed the maximum term permitted by the applicable regulators.

If any Options expire during a period when trading of the Company's securities by certain persons as designated by the Company is prohibited or within ten business days after the end of such a period, the term of those Options will be extended to ten business days after the end of the prohibited trading period, unless such extension is prohibited by any applicable law or the policies of the applicable regulators.

Cessation of Employment

If a participant ceases to be a director, officer, consultant or employee of the Company, or its subsidiaries, or ceases to be a management company employee, for any reason (other than death), such participant may exercise their Option to the extent that the participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the participant ceases to be a director, officer, consultant or employee, or a management company employee, unless such participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the participant's services to the Company.

Death of Participant

In the event of the death of a participant, the Option previously granted shall be exercisable only within 12 months after such death and only if and to the extent that such participant was entitled to exercise the Option at

	the date of death.
Effective Date of Plan	The Stock Option Plan has been adopted by the Board subject to the approval of the applicable regulators and, if so approved, subject to the discretion of the Board, the Stock Option Plan will become effective upon approval at the next general meeting of the shareholders of the Company.

The following table sets forth the aggregate number of Options which are anticipated, as at the date of this Prospectus, to be outstanding immediately prior to, and upon completion of the Offering.

Holder of Options	Number of Optionees	Common Shares Underlying Options[1]	Exercise Price	Expiry Date
Executive Officers	2	400,000	$0.10	October 5, 2022
Directors (other than those who are also executive officers)	2	400,000	$0.10	October 5, 2022
	1	250,000	$0.30	January 23, 2023
Consultants	18	695,000	$0.10	October 5, 2022
TOTAL	**23**	**1,745,000**		

Note:
(1) Following approval of the Stock Option Plan at next general meeting of shareholders of the Company.

Warrants

As at the date of this Prospectus, there are 1,135,574 Warrants issued and outstanding. Each Warrant entitles the holder thereof to acquire one Common Share. The following table sets forth the aggregate number of Warrants, on a combined basis, which are anticipated, as at the date of this Prospectus, to be outstanding immediately prior to, and upon completion of, the Offering.

Issue Date	Number of Warrants Prior to the Offering	Number of Warrants upon Completion of the Offering[1]	Exercise Price ($ per Warrant)[2]	Expiry Date
May 31, 2018	470,936	470,936	$0.45	May 31, 2020
May 31, 2018	31,818	31,818	$0.35	May 31, 2020
June 15, 2018	411,179	411,179	$0.45	June 15, 2020
June 15, 2018	46,641	46,641	$0.35	June 15, 2020
July 9, 2018	175,000	175,000	$0.45	July 9, 2020
Closing Date	NIL	2,525,000 to 6,325,000	$0.60	24 months following their date of issue
TOTAL	**1,135,574**	**3,660,574 to 7,460,574**		

Notes:
(1) Assuming no exercise of the Over-Allotment Option.
(2) In all instances, the market value of the Common Shares underlying the Warrants is the Offering Price.

PRIOR SALES

The following table summarizes the issuances of Common Shares and securities that are convertible or exchangeable into Common Shares since the incorporation of the Company to the date of this Prospectus.

Issue Date	Type of Security	Number Issued	Issue Price	Exercise Price	Description of Issuance
June 16, 2017	Common Shares	7,113,010	$0.00001	N/A	Incorporation
July 28, 2017	Common Shares	(1,579)	N/A	N/A	Adjustment to share capital on plan of arrangement
August 1, 2017	Common Shares	6,000,000	$0.0001	N/A	Issued for mineral property
September 20, 2017	Common Shares	800,000	$0.0001	N/A	Private placement
October 2, 2017	Common Shares	1,200,000	$0.0001	N/A	Private placement
November 1, 2017	Common Shares	3,815,669	$0.30	N/A	Private placement
November 7, 2017	Common Shares	1,121,168	$0.30	N/A	Private placement
February 1, 2018	Common Shares	400,000	N/A	N/A	Issued for mineral property
May 31, 2018	Common Shares	941,872	$0.35	N/A	Private placement
June 15, 2018	Common Shares	822,358	$0.35	N/A	Private placement
July 9, 2018	Common Shares	350,000	$0.35	N/A	Private placement
September 13, 2018	Common Shares	1,500,000	N/A	N/A	Issued for mineral property
May 31, 2018	Warrants	470,936	N/A	$0.45	Private placement
May 31, 2018	Warrants	31,818	N/A	$0.35	Private placement, broker warrants
June 15, 2018	Warrants	411,179	N/A	$0.45	Private placement
June 15, 2018	Warrants	46,641	N/A	$0.35	Private placement, broker warrants
July 9, 2018	Warrants	175,000	N/A	$0.45	Private placement
October 5, 2017	Options	1,495,000	N/A	$0.10	Option grant
January 23, 2018	Options	250,000	N/A	$0.30	Option grant
July 1, 2018	Options	(30,000)	N/A	$0.10	Option expiry
July 1, 2018	Options	30,000	N/A	$0.10	Option grant

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

As at the date of this Prospectus, the securities expected to be subject to escrow upon completion of the listing of the Common Shares on the TSX-V, assuming the minimum Offering size, are shown in the following table:

Designation of Class	Total Number of securities held in escrow or that are subject to a contractual restriction on transfer[(5)]	Percentage of Class at the date of this Prospectus
Common Shares	15,993,764[(1)(2)]	66.47%[(4)]
Options	1,050,000[(3)]	60.17%[(5)]

Notes:

(1) 8,733,334 Common Shares are subject to escrow requirements pursuant to NP 46-201 (as defined below), an additional 8,221,861 Common Shares are subject to escrow requirements pursuant to TSX-V Policy 5.4 (as defined below) and an additional 50,000 Common Shares are subject to contractual transfer restrictions.

(2) 400,000 Options are subject to escrow requirements and an additional 650,000 Options are subject to contractual transfer restrictions.

(3) Based on 24,062,498 outstanding Common Shares at the date of this Prospectus.

(4) Based on 1,745,000 outstanding Options at the date of this Prospectus.

Section 3.5 of National Policy 46-201 – *Escrow for Initial Public Offerings* ("**NP 46-201**") provides that all shares of a company owned or controlled by a Principal (as defined in NP 46-201) will be escrowed at the time of the Company's initial listing, unless the shares held by the Principal or issuable to the Principal upon conversion of convertible securities held by the Principal collectively represent less than 1% of the total issued and outstanding shares of the Company after giving effect to the initial public offering.

Common Shares of the Company that are issued to non-principals of the Company prior to completion of the Offering may be subject to escrow restrictions or hold periods imposed by TSXV Policy 5.4 - *Escrow, Vendor Considerations and Resale Restrictions* ("**TSX-V Policy 5.4**"). The purchase price of such shares and the time of their purchase relative to the date of the TSX-V granting conditional listing approval, determine which, if any, escrow restrictions or hold periods apply.

At the time of its initial public offering, an issuer will be classified for the purposes of escrow as either an "exempt issuer", an "established issuer" or an "emerging issuer", as those terms are defined in NP 46-201.

Uniform terms of automatic timed release apply to the escrowed securities of exchange listed issuers, differing only according to the classification of the issuer. The Company anticipates that it will be classified as an "emerging issuer". As such, the Company anticipates that the following automatic timed releases will apply to the escrowed securities listed in the table above:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the date the Company's securities are listed on a Canadian exchange	5% of the escrow securities
6 months after the listing date	5% of the remaining escrow securities
12 months after the listing date	10% of the remaining escrow securities
18 months after the listing date	10% of the remaining escrow securities
24 months after the listing date	15% of the remaining escrow securities
30 months after the listing date	15% of the remaining escrow securities
36 months after the listing date	The remaining escrow securities

PRINCIPAL SHAREHOLDERS

The following table sets forth information regarding ownership of the Common Shares as at the date of this Prospectus by each person or company who, to the Company's knowledge, beneficially owns, or controls or directs, directly or indirectly, Common Shares carrying 10% or more of the voting rights attaching to all issued and outstanding Common Shares.

	Prior to the Offering				Following the Offering	
Name	**Number and Type of Securities Owned**	**Percentage of Outstanding Common Shares**	**Type of Ownership**	**Common Shares to be Sold Pursuant to the Offering**	**Percentage of Outstanding Common Shares (2)**	**Percentage of Outstanding Common Shares on a Fully Diluted Basis (3)**
Magnus Minerals Ltd.(1)	7,500,000 Common Shares	31.17%	Beneficial and of Record	Nil	20.43%	16.33%

Notes:
(1) Carl Löfberg is the Managing Director and the principal security holder of Magnus Minerals Ltd.
(2) Based on 36,712,498 outstanding Common Shares on a non-diluted basis following the completion of the Offering, assuming the maximum Offering size (and no exercise of the Over-Allotment Option).
(3) Based on 45,918,072 outstanding Common Shares on a fully diluted basis following the completion of the Offering, assuming the maximum Offering size (and no exercise of the Over-Allotment Option) and the exercise of 1,745,000 outstanding Options and 7,460,574 Warrants (including Warrants comprising part of the Offered Units), each on a one to one basis.

DIRECTORS AND EXECUTIVE OFFICERS

To the Company's knowledge as at the date of this Prospectus, following completion of the Offering, its directors and executive officers as a group (excluding the purchase of any Offered Units by any directors and executive officers under the Offering) will beneficially own, or control or direct, directly or indirectly, 1,283,334 Common Shares, representing approximately 5.33% of the outstanding Common Shares on a non-diluted basis as of the date of this Prospectus.

Director and Executive Officer Profiles

The following table sets forth the name of each director and executive officer of the Company as at the date of this Prospectus, their province or state and country of residence, their position(s) and office(s) held with the Company, their principal occupation(s) during the preceding five years, the date they became a director of the Company, if applicable, and the number and percentage of Common Shares they beneficially own, or control or direct, directly or indirectly. Each director's term will expire immediately prior to the first annual meeting of shareholders of the Company.

Name and Residence	Position	Principal Occupation(s) During Past Five Years	Director Since	Number and Percentage of Common Shares Held
Patrick Highsmith(1) Colorado, United States	Chairman & Director	Executive roles leading exploration, operations, and business development for various public companies, most recently as Group Manager Business Development at Fortescue Metals Group Ltd.	August 1, 2017	1,033,334 or 4.29%
Carl Löfberg Pirkanmaa, Finland	President, CEO & Director	Managing Director of Magnus Minerals Ltd.	August 1, 2017	200,000 or 0.83%
Joseph Mullin(1)(2) New York, United States	Director	Various C-level executive roles, currently Partner and Director of Mount Arvon Partners, which provides consulting and restructuring services.	June 16, 2017	50,000 or 0.21%
Julie Lassonde(1)(2) Ontario, Canada	Director	Executive and director roles for several junior mining companies.	January 15, 2018	Nil
Andrew MacRitchie British Columbia, Canada	CFO and Corporate Secretary	CFO of a number of TSX-Venture listed exploration companies, including Skeena Resources Ltd.	N/A	Nil

Notes:
(1) Member of the Audit Committee
(2) Member of the Compensation Committee

Executive Officer and Director Biographies

Patrick Highsmith, M.Sc., CPG, *Chairman and Director*

A professional geologist and mining executive with 29 years of experience in exploration, operations, business development & leadership roles for companies, including: Rio Tinto, BHP Billiton, Newmont, Lithium One, Pure Energy Minerals Ltd. and Fortescue Metals Group Ltd. Mr. Highsmith has worked on more than 250 projects around the world, leading teams through major engineering & development milestones, including new discoveries, scoping, and prefeasibility studies. He is experienced in the capital markets, having been associated with all manner of financings and transactions. Patrick has been targeting gold in Finland since 2005, and he has been integral in building FireFox. He is currently Group Manager Business Development at Fortescue Metals Group Ltd.

Carl Löfberg, M.Sc., *President, Chief Executive Officer and Director*

Mr. Löfberg has a Master's degree in Industrial Economics and broad experience in business consulting, project management, company start-ups and financing. As an economist and precious metals investor, he is an expert in hard currency and contrarian business strategy. Mr. Löfberg is a founding member of FinnAust Mining Plc, a JV company with Australian nickel miner Western Areas NL, which is now listed on the AIM-exchange in London. He has been Managing Director for Magnus Minerals since 2006.

Joseph Mullin*, Director*

Mr. Mullin is a corporate finance and restructuring professional. Early in his career, he was a financial analyst in the investment banking division at Goldman Sachs, where he worked on the privatization of Vale SA, among other corporate finance and merger transactions. He was also a private equity research analyst at WL Ross/Invesco Ltd. and a portfolio manager at Millennium Global Investments Ltd. Since 2011, he has served in a variety of executive and restructuring roles for a number of companies. Currently, he is a Partner and Director of 5P Investment Partners LLC, and he is a Partner of Mount Arvon Partners (Joseph E. Mullin LLC), which provides consulting and restructuring services. He has an A.B. from Harvard University.

Julie Lassonde*, Director*

Ms. Lassonde has more than twenty years' experience in the banking and mining industries, including roles in foreign exchange and financial analysis with Macquarie Bank and executive and director roles for several junior mining companies. Through her experience in executive management at Takara Resources, Garson Gold Corp., and Shear Diamonds, she has a track record of action and corporate transactions across the resource sectors. Ms. Lassonde is also active on several charitable boards and foundations. She holds a bachelor's degree in civil engineering from Queen's University.

Andrew MacRitchie, CPA, CA, *Chief Financial Officer and Corporate Secretary*

Mr. MacRitchie is a Chartered Professional Accountant who has held management roles in a number of TSX Venture-listed mining companies over his 18-year career. During that period, he has assisted those companies in raising more than $100 million. He began his career with PricewaterhouseCoopers and has since gathered experience working on gold, silver, diamond, energy and base-metals projects in North America, South America, and Africa.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as described below, none of the Company's directors or executive officers is, as at the date hereof, or was within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant issuer access to any exemption under securities legislation, that was in effect for a period or

more than 30 consecutive days (an "**Order**") that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such issuer, or (b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Highsmith was a director of Alhambra Resources Ltd. ("**ALH**") from October 2012 to August 2014. The Alberta Securities Commission issued a Management Cease Trade Order (a "**MCTO**") against ALH on May 2, 2014 for failure to file its audited financial statements, management's discussion and analysis, and certifications for the 2014 fiscal year. The MCTO was revoked as of July 3, 2014 when ALH filed its financials and related documentation.

Ms. Lassonde was the President, Chief Executive Officer and a director of Shear Diamonds Ltd. ("**Shear**"), a reporting issuer in Alberta and British Columbia which was listed on the TSX Venture Exchange. On October 30, 2012 Shear, as a result of a lack of financial resources, was unable to prepare and file its Q3 interim financial statements and management discussion & analysis for the period ended August 31, 2012. As a result, a cease trade order was issued by the Alberta Securities Commission on November 1, 2012 and by the British Columbia Securities Commission on November 6, 2012, which cease trade orders have not been revoked as of the date hereof. As a result, Shear was demoted from the TSX Venture Exchange to the NEX on May 15, 2013 and delisted from NEX on May 10, 2017. Ms. Lassonde resigned as a director and officer of Shear in mid-2013.

Except as described below, none of the Company's directors or executive officers, nor, to its knowledge, any shareholder holding a sufficient number of its securities to affect materially the control of the Company (a) is, as at the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (b) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such director, executive officer or shareholder.

Mr. Mullin served as an independent director of KIT digital, Inc. ("**KIT**"), a NASDAQ listed company, from August 2010 to August 2012. On April 25, 2013, KIT filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code. On August 7, 2013, the United States Bankruptcy Court approved KIT's plan of reorganization, pursuant to which KIT was renamed Piksel, Inc.

None of the Company's directors or executive officers, nor, to its knowledge, any shareholder holding a sufficient number of its securities to affect materially the control of the Company, has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the best of the Company's knowledge, there are no existing or potential material conflicts of interest between the Company and any of its directors or officers as of the date hereof. However, certain of the Company's directors and officers are, or may become, directors or officers of other companies with businesses which may conflict with its business. Accordingly, conflicts of interest may arise which could influence these individuals in evaluating possible acquisitions or in generally acting on the Company's behalf. See "*Risk Factors – Risks Related to the Company – The directors and officers may have conflicts of interest with the Company*".

Pursuant to the BCBCA, directors and officers of the Company are required to act honestly and in good faith with a view to the best interests of the Company. As required under the BCBCA and the Company's Articles:

- a director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer of the Company, must promptly disclose the nature and extent of that conflict; and

- a director who holds a disclosable interest (as such term is defined under the BCBCA) in a contract or transaction into which the Company has entered or proposes to enter may generally not vote on any directors' resolution to approve such contract or transaction.

Generally, as a matter of practice, directors who have disclosed a material interest in any contract or transaction that the Board is considering will not take part in any board discussion respecting that contract or transaction. If on occasion such directors do participate in the discussions, they will refrain from voting on any matters relating to matters in which they have disclosed a material interest. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which directors or officers may have a conflict.

See "*Statement on Corporate Governance – Ethical Business Conduct*" for the steps taken by the Company in monitoring compliance with the Code. See also "*Risk Factors – Risks Related to the Company – The directors and officers may have conflicts of interest with the Company*".

Directors' and Officers' Liability Insurance and Indemnification

The Articles provide for the indemnification of each director and officer against all costs, charges and expenses reasonably incurred by him or her in respect of any action or proceeding to which he or she is made a party by reason of being a director or officer of the Company, subject to the limitations contained in the Articles and in the BCBCA.

On November 21, 2017, the Company obtained directors' and officers' liability insurance policies for the period from November 21, 2018 to November 21, 2019, with coverage in the amount of up to $5 million per year.

DIRECTOR AND EXECUTIVE COMPENSATION

The following section describes the significant elements of the Company's executive and director compensation programs, with particular emphasis on the compensation payable to the Chairman, Chief Executive Officer and Chief Financial Officer, and other officers that were determined to be "Named Executive Officers" or "NEOs" within the meaning of NI 51-102.

Compensation Governance

Responsibilities of the Compensation Committee

The Board has established the Compensation Committee to assist it in fulfilling its responsibilities pertaining to compensation matters including the Company's compensation policies and practices. The Compensation Committee is responsible for determining the overall compensation strategy of the Company and administering the Company's executive compensation program. As part of its mandate, the Compensation Committee approves the appointment and remuneration of the Company's executive officers, including the Company's Named Executive Officers identified in the Summary Compensation Table below. The Compensation Committee is also responsible for reviewing the Company's compensation policies and guidelines generally.

The Compensation Committee is comprised of Joseph Mullin and Julie Lassonde, both of whom are independent directors within the meaning of NI 52-110. Each of the members of the Compensation Committee has business and other experience which is relevant to their work on the Compensation Committee. By virtue of their differing professional backgrounds, business experience, knowledge of the Company's industry, knowledge of corporate governance practices and, where appropriate, service on compensation committees of other reporting issuers and experience interacting with external consultants and advisors, the members of the Compensation Committee are able to make decisions on the suitability of the Company's compensation policies and practices.

Executive Compensation-Related Fees

From the date of incorporation of the Company until the financial year ended December 31, 2017, no fees were billed to the Company by any consultant or advisor, or any of its affiliates, for services related to determining compensation for any of the Company's directors and executive officers or for any other services.

Executive Compensation Discussion and Analysis

Compensation Philosophy

It is the objective of the Company's executive compensation program to attract and retain highly qualified executives and to link incentive compensation to performance and shareholder value, while at the same time keeping in mind that the Company currently has limited financial resources. It is the goal of the Compensation Committee to endeavour to ensure that the compensation of executive officers is sufficiently competitive to achieve the objectives of the executive compensation program. The Compensation Committee gives consideration to the Company's long-term interests and quantitative financial objectives, as well to the qualitative aspects of the individual's performance and achievements. The Company's primary compensation policy is to pay for performance and accordingly, the performance of the Company and of the executive officers as individuals are both examined by the Compensation Committee.

When determining compensation, management and the Compensation Committee review the compensation practices of companies in its selected peer group. Together with this comparative information, the Chief Executive Officer annually assesses the individual performance and development of each executive officer and recommends to the Compensation Committee the appropriate salary, annual incentive and long-term incentive for each individual. The Compensation Committee then reviews those recommendations in conjunction with its own review of the Company's performance, executive performance and comparative data and discusses and approves the compensation package.

The Compensation Committee does not set specific performance objectives in assessing the performance of the Chief Executive Officer and other executive officers; rather the Compensation Committee uses its experience and judgment in determining an overall compensation package for the Chief Executive Officer and other executive officers. The Compensation Committee assesses the performance of the Company and its executive officers relative to the Company's goals and objective and in relation to the performance of the Company's industry peer group.

Elements of Executive Compensation

The Company's executive compensation is comprised of three principal components: base salaries, stock option plan, and incentive bonus compensation which are designed to provide compensation to effectively retain and motivate the executive officers to achieve the corporate goals and objectives. Other components of executive compensation include perquisites and other personal benefits. Each component of the executive compensation program is addressed separately below. The fixed element of compensation provides a competitive base of secure compensation required to attract and retain executive talent. The variable performance based compensation is designed to encourage both short-term and long-term performance of the Company.

Base Salaries

The base salary component is intended to provide a fixed level of competitive pay that reflects each executive officer's primary duties and responsibilities and the level of skills and experience required to successfully perform his or her role. The Company intends to pay base salaries to its executive officers, including the Chief Executive Officer, that are competitive with those for similar positions within the Company's selected peer group. Salaries for executive officers are reviewed annually based on corporate and personal performance and on individual levels of responsibility. Salaries of the executive officers are not determined based on benchmarks or a specific formula. The Compensation Committee determines the salary of the Chief Executive Officer. The Compensation Committee considers, and, if thought appropriate, approves salaries recommended by the Chief Executive Officer for the other executive officers of the Company.

Incentive Bonus Compensation

In addition to base salaries, the Company can award discretionary bonuses to executive officers. The bonus element of the Company's executive compensation program is designed to retain top quality talent and reward both corporate and individual performance during the Company's last completed financial year. To determine bonus awards for executive officers, including the Named Executive Officers, the Compensation Committee considers both the executive's personal performance and the performance of the Company relative to its peers. Named Executive Officers are eligible for discretionary bonus compensation payable should the Company reach certain revenue and/or net-income targets. The proposed bonus amounts and targets for executive officers are recommended by the Chief Executive Officer for review, discussion and approval by the Compensation Committee.

Stock Option Plan

The Board has adopted the Stock Option Plan to provide an incentive to the directors, officers, employees, consultants and other personnel of the Company or any of its subsidiaries to achieve the long-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract to and retain in the employ of the Company or any of its subsidiaries, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company. See "*Options to Purchase Securities – Stock Option Plan*" for a summary of the Stock Option Plan.

The executive compensation policy of the Company is determined with a view to securing the best possible talent to run the Company. Options may be awarded to executive officers in lieu of higher salaries. The grant of stock options under the Company's existing stock option plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term and to reward employees for both past and future performance. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of his position with and contribution to the Company.

Executive officers, along with all of the Company's officers, directors, employees, contractors and other service providers, are eligible to participate in the Stock Option Plan. The Stock Option Plan provides a long-term incentive designed to focus and reward eligible participants for enhancing total Shareholder return over the long-term both on an absolute and relative basis. Participation in the Stock Option Plan rewards overall corporate performance, as measured through the price of the Common Shares. In addition, the Stock Option Plan enables executives to develop and maintain a significant ownership position in the Company. This results in a significant portion of executive compensation being "at risk" and directly linked to the achievement of business results and long-term value creation.

Options are normally recommended by management and approved by the Board upon the commencement of an individual's employment with the Company based on the level of their respective responsibility within the Company. Additional grants may be made periodically, generally on an annual basis, to ensure that the number of options granted to any particular individual is commensurate with the individual's level of ongoing responsibility within the Company. In considering additional grants, a number of factors are considered including the number of options held by such individual, the exercise price and implied value of the options, the term remaining on those options and the total number of options the Company has available for grant under the Stock Option Plan.

Perquisites and Other Components

Other components of compensation include perquisites and personal benefits as determined by the Compensation Committee that are consistent with the overall compensation strategy. There is no formula for how perquisites or personal benefits are utilized in the total compensation package.

The Company does not provide any pension or retirement benefits to its executive officers.

Compensation Benchmarking

Salaries of the executive officers are not determined based on benchmarks or a specific formula.

Managing Compensation Risk

The oversight and administration of the Company's compensation program requires the Compensation Committee to consider risks associated with the Company's compensation policies and practices. Potential risks associated with compensation policies and compensation awards are considered at annual meetings of the Compensation Commission at which compensation related recommendations to the Board are formulated.

The Company's executive compensation policies and practices are intended to align management incentives with the long-term interests of the Company and its shareholders. In each case, the Company seeks an appropriate balance of risk and reward. Practices that are designed to avoid inappropriate or excessive risks include (i) the Company's operating strategy and related compensation philosophy, (ii) the effective balance, in each case, between cash and equity mix, near-term and long-term focus, corporate and individual performance, and financial and non-financial performance; and (iii) a multi-faceted approach to performance evaluation and compensation that does not reward an executive for engaging in risky behavior to achieve one objective to the detriment of other objectives.

Based on this review, the Compensation Committee believes that the Company's total compensation program does not encourage executive officers to take unnecessary or excessive risk.

The Company does not prohibit the Named Executive Officers (as defined below) or the Directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by such person. The Named Executive Officers and Directors have advised the Company that they have not entered into any such arrangements. To the extent that they subsequently enter into an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, their economic exposure to the Company, insider reporting laws in Canada provide that they must file a report disclosing the existence and material terms of the agreement, arrangement or understanding within five days of the event.

Share-based and Option-based Awards

The Company does not grant share-based awards. For information on option-based awards, please see "*Options to Purchase Securities*".

Summary Compensation Table

The following table contains information about the compensation to, or earned by, individuals who were, as at the financial year ended December 31, 2017, "Named Executive Officers" or "NEOs" within the meaning of NI 51-102. No compensation was awarded to, earned by, paid to, or payable to the Company's officers during the financial year ended December 31, 2016, as the Company was formed during 2017. The NEOs of the Company as at December 31, 2017, were Carl Löfberg, President and Chief Executive Officer of the Company; and Andrew MacRitchie, Chief Financial Officer and Corporate Secretary of the Company.

Name and Principal Position	Year	Salary, Consulting Fees	Bonus	Committee or meeting fees	Value of Perquisites	Value of All Other Compensation	Total Compensation
Carl Löfberg *President, Chief Executive Officer and Director*	2017	$30,000[(1)]	Nil	Nil	Nil	Nil	$30,000
Andrew MacRitchie *Chief Financial Officer and Corporate Secretary*	2017	$30,000[(2)]	Nil	Nil	Nil	Nil	$30,000

Patrick Highsmith *Chairman and Director*	2017	$18,000[3]	Nil	Nil	Nil	Nil	$18,000
Joseph Mullin *Director*	2017	Nil	Nil	Nil	Nil	Nil	Nil
Julie Lassonde *Director, appointed in 2018*	2017	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Salary payable from October 1, 2017 to December 31, 2017. Based on an annual salary of $120,000.

(2) Fees charged to the Company for CFO services under the Anacott Service Agreement (as defined below) performed during 2017.

(3) Fees earned indirectly for consulting services provided through Highsmith Consulting. Fees payable from October 1, 2017 to December 31, 2017.

External Management Companies

Andrew MacRitchie provides CFO and Corporate Secretary services to the Company under a contract with Anacott, which provides for a full suite of corporate, technical, logistical and professional services (the "**Anacott Service Agreement**"). Services attributable to Mr. MacRitchie under the Anacott Service Agreement were valued at $30,000 during 2017.

Option-Based Awards

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class[1]	Date of Issue or grant	Issue, conversion or exercise price	Expiry date
Carl Löfberg *President, Chief Executive Officer and Director*	Options to purchase Common Shares	200,000 (0.83% of Common Shares)	October 5, 2017	$0.10	October 5, 2022
Andrew MacRitchie *Chief Financial Officer and Corporate Secretary*	Options to purchase Common Shares	200,000 (0.83% of Common Shares)	October 5, 2017	$0.10	October 5, 2022
Patrick Highsmith *Chairman and Director*	Options to purchase Common Shares	200,000 (0.83% of Common Shares)	October 5, 2017	$0.10	October 5, 2022
Joseph Mullin *Director*	Options to purchase Common Shares	200,000 (0.83% of Common Shares)	October 5, 2017	$0.10	October 5, 2022
Julie Lassonde *Director*	Options to purchase Common Shares	250,000 (1.04% of Common Shares)	January 23, 2018	$0.30	January 23, 2023

Notes:

(1) Based on 24,062,498 outstanding Common Shares at the date of this Prospectus.

(2) Options do not vest until the Stock Option Plan is approved at the next annual meeting of the shareholders of the Company.

Exercise of Compensation Securities by Directors and NEOs

There have been no securities exercised by directors of the Company or NEOs for the year to the date of the filing of this Prospectus.

Termination and Change of Control Benefits

The Company has entered into an employment agreement with its CEO (the "**Employment Agreement**"). The Employment Agreement includes termination provisions, including upon a "Change of Control" (as defined in the Employment Agreement).

In addition, the Chairman has entered into a consulting agreement to provide geological, marketing, and finance services, which requires two weeks of written notice or compensation due in the event of the termination of the agreement, which would be an amount of $3,000. There are no other severance or change of control provisions included in the Chairman's consulting agreement.

Andrew MacRitchie provides CFO and Corporate Secretary services to the Company under the Anacott Service Agreement, which may be terminated upon 90 days written notice. In the event of termination, FireFox is required to pay for all reasonable charges for work performed to the termination date, transfer of files and knowledge from Anacott, and demobilization by Anacott of any staff and equipment, if necessary. There are no other severance or change of control provisions included in the Anacott Service Agreement.

Chief Executive Officer

In the event of termination without cause, the CEO is entitled to a lump-sum severance payment equal to six months of salary ($60,000) and the highest monthly bonus (highest annual bonus of three previous years, divided by 12). The CEO is also entitled to an additional lump-sum bonus payment equal to the highest monthly bonus (as described above) multiplied by the number of months worked in the current year prior to the termination date. The CEO is entitled to receive benefits for the duration of the severance period.

In the event of termination subsequent to a change of control or a resignation for good reason within 12 months of a change of control, the CEO is entitled to a lump-sum severance payment equal to 12 months of salary ($120,000) and bonus during the first year of the Employment Agreement and 24 months' salary and bonus thereafter. The CEO is also entitled to an additional lump-sum bonus payment equal to the highest monthly bonus (as described above) multiplied by the number of months worked in the current year prior to the termination date. The CEO is entitled to receive benefits for the duration of the severance period unless alternate coverage is obtained.

The Employment Agreement also contains non-solicitation, non-competition and confidentiality provisions which will apply on a termination of employment with the Company. Non-competition and non-solicitation restrictions apply for a period of one year from the date the executive's employment with the Company ceases, and the confidentiality provisions apply, subject to certain exceptions, for an indefinite period of time following the termination of employment of an executive.

Estimated Incremental Payments

The estimated amounts payable under various termination scenarios are outlined in the table below, which estimates assume: (i) a termination date of December 31, 2017; and (ii) that the relevant agreement was entered into on October 1, 2017. In the event that the Stock Option Plan is approved at the next general meeting of the shareholders of the Company, and subsequently the Company is subject to a Change of Control with Termination, all of the CEO's unvested options will become vested.

Name	Disability/Death	Resignation	Termination with Cause	Termination without Cause	Change of Control with Termination
Carl Löfberg, CEO	Nil	Nil	Nil	$60,000	$240,000
Patrick Highsmith, Chairman	Nil	Nil	Nil	$3,000	$3,000
Andrew MacRitchie, CFO and Corporate Secretary	Nil	Nil	Nil	$5,000	$5,000

Director Compensation

During the financial year ended December 31, 2017, no base annual retainer or fees for attendance at Board and Board committee meetings were awarded to, earned by, paid to, or payable to the directors.

As officers of the Company, Messrs. Löfberg and Highsmith did not and will not receive compensation for their service as directors and their compensation information is presented in the section relating to executive compensation above.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers or employees of the Company or former directors, executive officers or employees of the Company or its subsidiary had any indebtedness outstanding to the Company or its subsidiary as at the date hereof and no indebtedness of these individuals to another entity is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiary as at the date hereof. Additionally, no individual who is, or at any time during the Company's last financial year was, a director or executive officer of the Company, proposed management nominee for director of the Company or associate of any such director, executive officer or proposed nominee is as at the date hereof, or at any time since the beginning of the Company's last financial year has been, indebted to the Company or its subsidiary or to another entity where the indebtedness to such other entity is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiary, including indebtedness for security purchase or any other programs.

AUDIT COMMITTEE

The Audit Committee provides assistance to the Board in fulfilling its obligations relating to the integrity of the internal financial controls and financial reporting of the Company. The external auditors of the Company report directly to the Audit Committee. The Audit Committee's primary duties and responsibilities include: (i) reviewing and reporting to the Board on the annual audited financial statements (including the auditor's report thereon) and unaudited interim financial statements and any related management's discussion and analysis, if any, and other financial disclosure related thereto that may be required to be reviewed by the Audit Committee pursuant to applicable legal and regulatory requirements; (ii) reviewing material changes in accounting policies and significant changes in accounting practices and their impact on the financial statements; (iii) overseeing the audit function, including engaging in required discussions with the Company's external auditor and reviewing a summary of the annual audit plan at least annually, overseeing the independence of the Company's external auditor, overseeing the Company's internal auditor, and pre-approving any non-audit services to the Company; (iv) reviewing and discussing with management the appointment of key financial executives and recommending qualified candidates to the Board; (v) reviewing with management and the Company's external auditors, at least annually, the integrity of the internal controls over financial reporting and disclosure; (vi) reviewing management reports related to legal or compliance matters that may have a material impact on the Company and the effectiveness of the Company's compliance policies; and (vii) establishing whistleblowing procedures and investigating any complaints or concerns it deems necessary. The full text of the Audit Committee charter is attached to this Prospectus as Appendix "A".

Composition of the Audit Committee

The Audit Committee is composed of Joseph Mullin, Patrick Highsmith and Julie Lassonde, two of whom are independent directors and all of whom are financially literate, in each case within the meaning of NI 52-110. Mr.

Highsmith is not considered to be an independent director as he provides consulting services to the Company and he is also a promoter of the Company.

Relevant Education and Experience

Each of the members of the Audit Committee has extensive education and experience relevant to the performance of their responsibilities as members of the Audit Committee. Please see "*Directors and Executive Officers – Executive Officer and Director Biographies*".

Pre-Approval Policies and Procedures

The Audit Committee charter requires that the Audit Committee pre-approve any retainer of the auditor of the Company to perform any non-audit services to the Company that it deems advisable in accordance with applicable legal and regulatory requirements and policies and procedures of the Board. The Audit Committee is permitted to delegate pre-approval authority to one of its members; however, the decision of any member of the Audit Committee to whom such authority has been delegated must be presented to the full Audit Committee at its next scheduled meeting.

External Auditor Service Fees

Fees billed by the Company's external auditor, D&H Group LLP, during the financial year ended December 31, 2017 were as follows:

Fiscal Year Ending	Audit Fees(1)	Audit Related Fees(2)	Tax Fees(3)	All Other Fees(4)
December 31, 2017	$15,096	NIL	$500	NIL

Notes:
(1) Fees for audit services.
(2) Fees for assurance and related services not included in audit services above.
(3) Fees for tax compliance, tax advice and tax planning.
(4) All other fees not included above.

There were no audit fees, audit-related fees, tax fees or any other fees billed by, paid to or payable to, D&H Group LLP during the financial year ended December 31, 2016 as the Company was incorporated on June 16, 2017.

Reliance on Exemptions

The Company is relying upon the exemption in section 6.1 of NI 52-110 for venture issuers which allows for an exemption from Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110 and allows for the short form of disclosure of audit committee procedures set out in Form 52-110F2.

STATEMENT ON CORPORATE GOVERNANCE

The Company and the Board recognize the importance of corporate governance to the effective management of the Company and to the protection of its employees and shareholders. The Company's approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Company are effectively managed so as to enhance shareholder value. The Board fulfills its mandate directly and through its committees at regularly scheduled meetings or at meetings held as required. Frequency of meetings may be increased and the nature of the agenda items may be changed depending upon the state of the Company's affairs and in light of opportunities or risks which the Company faces. The directors are kept informed of the Company's business and affairs at these meetings as well as through reports and discussions with management on matters within their particular areas of expertise.

The Board

The Board currently consists of four directors, two of whom are independent based upon the test for director independence set out in NI 52-110. As such, half of FireFox's directors are independent. Joseph Mullin and Julie Lassonde are the independent directors of the Company. Carl Löfberg is the CEO of the Company and engages in the management of day-to-day operations of the Company. As such, Mr. Löfberg is not an independent director. Patrick Highsmith provides consulting services to the Company and he is a promoter of the Company. As such, Mr. Highsmith is not an independent director.

Directorships

Some of the directors of the Company serve on the boards of directors of other reporting issuers (or the equivalent) in Canada or foreign jurisdictions. The following table lists the directors of the Company who serve on boards of directors of other reporting issuers (or the equivalent) and the identities of such reporting issuers (or the equivalent).

Name of Director	Reporting Issuers (or the Equivalent)
Patrick Highsmith	Pure Energy Minerals Limited
Julie Lassonde	Calibre Mining Corp.

The Board has determined that these directorships do not adversely impact the effectiveness of these directors on the Board or create any potential for unmanageable conflicts of interest.

Orientation and Continuing Education

New members of the Board are provided with: (i) information respecting the functioning of the Board and its committees and a copy of the Company's corporate governance documents; (ii) access to all documents of the Company, including those that are confidential; and (iii) access to management.

Each new director participates in the Company's initial orientation program and each director participates in the Company's continuing director development programs, both of which are reviewed annually by the Board.

Board members are encouraged to: (i) communicate with management and auditors; (ii) keep themselves current with industry trends and developments and changes in legislation with management's assistance; (iii) attend related industry seminars; and (iv) visit the Company's operations.

Ethical Business Conduct

The Board has adopted the Code for the directors, officers, employees and consultants of the Company and its subsidiaries. All new employees must read the Code when hired and acknowledge that they will abide by the Code.

The Board is responsible for monitoring compliance with the Code. In accordance with the Code, directors, officers, employees and consultants of the Company and its subsidiaries should raise questions regarding the application of any requirement under the Code, and report a possible violation of a law or the Code, promptly to their superior or manager. If reporting a concern or complaint to a superior or manager is not possible or advisable, or if reporting it to such person does not resolve the matter, the matter should be addressed with the Chief Financial Officer of the Company.

The Board monitors compliance with the Code by, among other things, obtaining reports from the Chief Executive Officer regarding breaches of the Code. The Board also reviews investigations and any resolutions of complaints received under the Code. In addition, the Board approves changes to the Code it considers appropriate, at least annually. The Code will be available under the Company's profile on SEDAR at www.sedar.com.

The Board takes steps to ensure that directors, officers and other employees exercise independent judgment in considering transactions and agreements in respect of which a director, officer or other employee of the Company has a material interest, which include ensuring that directors, officers and other employees are thoroughly familiar with

the Code and, in particular, the rules concerning reporting conflicts of interest and obtaining direction from their superior or manager or the Chief Financial Officer regarding any potential conflicts of interest.

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to directors, officers and other employees to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct.

The Board has also adopted a Whistleblower Policy for individuals to report complaints and concerns regarding, among other things, violations of the Code.

Audit Committee

See "*Audit Committee*" for further details.

Compensation Committee

The Board has established the Compensation Committee, comprised of Joseph Mullin and Julie Lassonde, both of whom are independent directors within the meaning of NI 52-110.

The Compensation Committee is responsible for determining the overall compensation strategy of the Company and administering the Company's executive compensation program. As part of its mandate, the Compensation Committee approves the appointment and remuneration of the Company's executive officers, including the Company's Named Executive Officers identified in the Summary Compensation Table above. The Compensation Committee is also responsible for reviewing the Company's compensation policies and guidelines generally.

Please see "*Director and Executive Compensation*" above, which summarizes, among other things, the process by which the Compensation Committee and Board determines the compensation for the Company's directors and officers.

Director Assessment

The Board is responsible for ensuring that an appropriate system is in place to evaluate the effectiveness of the Board as a whole, the individual committees of the Board, and the individual members of the Board and such committees with a view of ensuring that they are fulfilling their respective responsibilities and duties. In connection with such evaluations, each director is required to provide his or her assessment of the effectiveness of the Board and each committee as well as the performance of the individual directors, annually. Such evaluations take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Borden Ladner Gervais LLP, legal counsel to the Company, and Cassels Brock & Blackwell LLP, legal counsel to the Agents, the following summary describes the principal Canadian federal income tax considerations under the Tax Act generally applicable as of the date hereof to a person who acquires Common Shares and Warrants comprising the Offered Units as beneficial owner pursuant to the Offering, who, for the purposes of the Tax Act and at all relevant times: (a) deals at arm's length with the Company; (b) is not affiliated with the Company; and (c) acquires and holds the Common Shares and Warrants as capital property (a "**Holder**").

Generally, the Common Shares and Warrants will be capital property to a Holder provided the Holder does not acquire or hold those Common Shares or Warrants, as the case may be, in the course of carrying on a business of trading or dealing in securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Holders resident in Canada whose Common Shares might not otherwise constitute capital property may be entitled to make, in certain circumstances, an irrevocable election, in accordance with subsection 39(4) of the Tax Act, to have their Common Shares and every other "Canadian security", as defined in

subsection 39(6) of the Tax Act, held by them deemed to be capital property for the purposes of the Tax Act. Holders contemplating such an election should first consult with their own tax advisors. The subsection 39(4) election is not applicable to the Warrants.

This summary is not applicable to a Holder: (a) that is a "financial institution", as defined in subsection 142.2(1) of the Tax Act, for the purposes of the mark-to-market rules; (b) that is a "specified financial institution", as defined in subsection 248(1) of the Tax Act; (c) an interest in which is a "tax shelter", as defined in subsection 237.1(1) of the Tax Act, or a "tax shelter investment", as defined in subsection 143.2(1) of the Tax Act; (d) that reports its "Canadian tax results", as defined in subsection 261(1) of the Tax Act, in a currency other than Canadian currency; (e) who has entered into or will enter into, in respect of the Common Shares or Warrants, as the case may be, a "derivative forward agreement", or a "synthetic disposition arrangement", as defined in subsection 248(1) of the Tax Act; (f) that is a partnership; (g) that receives dividends on Common Shares under or as part of a "dividend rental arrangement" as defined in subsection 248(1) of the Tax Act; or (h) that is exempt from tax under Part I of the Tax Act. Such holders should consult their own tax advisors to determine the tax consequences to them of the acquisition, holding and disposition of the Common Shares and Warrants. In addition, this summary does not address the deductibility of interest by a purchaser who has borrowed money to acquire Common Shares or Warrants.

This summary is based on the current provisions of the Tax Act in force as of the date hereof, all specific proposals to amend the Tax Act and the Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**") and counsel's understanding of the current administrative policies and assessing practices of the Canada Revenue Agency ("**CRA**") made publicly available prior to the date hereof. Except for the Proposed Amendments, this summary does not take into account or anticipate any changes in law, whether by legislative, governmental or judicial action, or changes in the CRA's administrative policies and assessing practices, nor does it take into account or consider any other federal tax considerations or any provincial, territorial or foreign tax considerations, which may differ materially from those discussed herein. This summary assumes that the Proposed Amendments will be enacted as currently proposed, although no assurance can be given that the Proposed Amendments will be enacted in their current form or at all. There can be no assurance that the CRA will not change its administrative policies or assessing practices.

This summary is of a general nature only and is not exhaustive of all possible Canadian federal income tax considerations. This summary is not intended to be, nor should it be construed to be, legal or tax advice or representations to any particular Holder. Accordingly, Holders should obtain independent advice regarding the income tax consequences of investing in Common Shares or Warrants, with reference to the Holder's particular circumstances.

Allocation of Purchase Price

In acquiring the Offered Units, Holders will be acquiring ownership of the Common Shares and Warrants represented by such Offered Units. The Common Shares and Warrants represented by Offered Units are separate property and, accordingly, Holders will be required to allocate the purchase price paid for each Offered Unit between the Common Share and the one-half Warrant on a reasonable basis in order to determine their respective cost for the purposes of the Tax Act. The Company intends to allocate approximately $0.37 of the $0.40 offering price of each Offered Unit as consideration for the issue of each Common Share and $0.03 of the $0.40 offering price of each Offered Unit as consideration for the issue of each one-half Warrant. While the Company considers this allocation to be reasonable, it is not binding on the CRA or the Holder. Counsel expresses no opinion as to such allocation. The Holder's adjusted cost base of the Common Share comprising a part of each Offered Unit will generally be determined by averaging the cost allocated to the Common Share with the adjusted cost base to the Holder of all other Common Shares owned be the Holder as capital property immediately prior to such acquisition.

Residents of Canada

The following part of the summary is applicable to a Holder who, at all relevant times, is or is deemed to be a resident of Canada for the purposes of the Tax Act and any applicable income tax treaty (a "**Canadian Holder**").

Exercise or Expiry of Warrants

No gain or loss will be realized by a Canadian Holder upon the exercise of a Warrant to acquire a Common Share. When a Warrant is exercised, the Canadian Holder's cost of the Common Share acquired thereby will be the aggregate of the Canadian Holder's adjusted cost base of such Warrant and the exercise price paid for the Common Share. The Canadian Holder's adjusted cost base of the Common Share so acquired will be determined by averaging the cost of this Common Share with the adjusted cost base to the Canadian Holder of all Common Shares owned by the Canadian Holder as capital property immediately prior to such acquisition.

In the event of the expiry of an unexercised Warrant, the Canadian Holder will realize a capital loss equal to the Canadian Holder's adjusted cost base of such Warrant immediately before its expiry. The tax treatment of capital gains and capital losses is discussed in greater detail below under the subheading "*Taxation of Capital Gains and Capital Losses*".

Disposition of Common Shares and Warrants

A Canadian Holder who disposes of or is deemed for the purposes of the Tax Act to have disposed of a Common Share (other than upon a disposition of a Common Share to the Company other than a disposition to the Company in the open market where the Company acquires such shares in the manner in which shares would normally be purchased by any member of the public in the open market) or Warrant (other than upon the exercise or expiry of a Warrant), will generally realize a capital gain (or capital loss) in the taxation year of the disposition equal to the amount by which the proceeds of disposition are greater (or less) than the total of: (a) the adjusted cost base, as defined in the Tax Act, to the Canadian Holder of the Common Share or Warrant, as the case may be, immediately before the disposition or deemed disposition; and (b) any reasonable costs of disposition. Any such capital gain (or capital loss) will be subject to the treatment described under the subheading "*Taxation of Capital Gains and Capital Losses*".

Taxation of Capital Gains and Capital Losses

A Canadian Holder will generally be required to include in computing its income, for the taxation year of disposition, one-half of the amount of any capital gain ("**taxable capital gain**") realized in such year. Subject to and in accordance with the provisions of the Tax Act, a Canadian Holder will generally be required to deduct one-half of the amount of any capital loss ("**allowable capital loss**") realized in the taxation year of disposition against taxable capital gains realized in the same taxation year. Allowable capital losses in excess of taxable capital gains for the taxation year of disposition generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years to the extent and under the circumstances specified in the Tax Act.

If a Canadian Holder is a corporation, any capital loss realized on a disposition or deemed disposition of Common Shares (or a share for which the Common Share has been substituted) may, in certain circumstances prescribed by the Tax Act, be reduced by the amount of any dividends which have been received or which are deemed to have been received on such Common Shares. Similar rules may apply where a Canadian Holder that is a corporation is a member of a partnership or a beneficiary of a trust that directly or indirectly owns Common Shares. Canadian Holders to whom these rules may be relevant should consult their own tax advisors.

A Canadian Holder that is, throughout the relevant taxation year, a Canadian-controlled private corporation may be liable to pay an additional tax, which may be refundable under certain circumstances, of 10 2/3% on its "aggregate investment income", as defined in the Tax Act, for the year, which include taxable capital gains.

Dividends

A Canadian Holder will be required to include in computing its income for a taxation year any dividend received or deemed to be received on the Common Shares. In the case of a Canadian Holder that is an individual (other than certain trusts), such dividend will be subject to the gross-up and dividend tax credit rules normally applicable under the Tax Act to dividends received from taxable Canadian corporations. Dividends that are designated by the Company as "eligible dividends" will be subject to an enhanced gross-up and tax credit regime, pursuant to the rules in the Tax

Act. There may be limitations on the ability of the Company to designate dividends as eligible dividends. In the case of a Canadian Holder that is a corporation, the amount of any such dividend that is included in its income for a taxation year will generally be deductible in computing its taxable income for that taxation year. In certain circumstances, subsection 55(2) of the Tax Act will treat a dividend received or deemed to be received by a Canadian Holder that is a corporation as proceeds of disposition or a capital gain. Canadian Holders that are corporations should consult their own tax advisors having regard to the potential application of this provision in their own particular circumstances.

A Canadian Holder that is a "private corporation" or a "subject corporation", as defined in the Tax Act, will generally be liable to pay a tax, which may be refundable under certain circumstances, of 38 1/3% under Part IV of the Tax Act on dividends received or deemed to be received on the Common Shares, to the extent such dividends are deductible in computing the Holder's taxable income for the year.

Alternative Minimum Tax

Capital gains and dividends received or deemed to be received by a Canadian Holder who is an individual (other than certain trusts) may result in such Canadian Holder being liable for alternative minimum tax under the Tax Act. Such Canadian Holders should consult their own tax advisors in this regard.

Non-Residents of Canada

The following part of the summary is generally applicable to a Holder who, for the purposes of the Tax Act and any applicable income tax treaty, at all relevant times: (a) is not a resident or deemed to be resident in Canada; and (b) does not use or hold, and is not deemed to use or hold, the Common Shares or Warrants in connection with carrying on a business in Canada (a "**Non-Resident Holder**"). Special rules, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer that carries on an insurance business in Canada and elsewhere or is an "authorized foreign bank" (as defined in the Tax Act).

Exercise or Expiry of Warrants

No gain or loss will be realized by a Non-Resident Holder upon the exercise of a Warrant to acquire a Common Share. When a Warrant is exercised, the Non-Resident Holder's cost of the Common Share acquired thereby will be the aggregate of the Non-Resident Holder's adjusted cost base of such Warrant and the exercise price paid for the Common Share. The Non-Resident Holder's adjusted cost base of the Common Share so acquired will be determined by averaging such cost with the adjusted cost base to the Non-Resident Holder of all Common Shares owned by the Non-Resident Holder as capital property immediately prior to such acquisition.

In the event of the expiry of an unexercised Warrant, the Non-Resident Holder will realize a capital loss equal to the Non-Resident Holder's adjusted cost base of such Warrant. Such capital loss will not be recognized under the Tax Act, unless the Warrant constitutes "taxable Canadian property" (discussed under the subheading "*Non-Residents of Canada – Dispositions of Common Shares and Warrants*") to the Non-Resident Holder thereof for purposes of the Tax Act, and the Non-Resident Holder is not entitled to relief under the terms of an applicable tax treaty.

Dividends

Dividends paid or credited, or deemed to be paid or credited, to a Non-Resident Holder by the Company will be subject to Canadian withholding tax at the rate of 25% on the gross amount of the dividend, subject to any reduction in the rate of withholding to which the Non-Resident Holder is entitled under any applicable income tax treaty between Canada and the country in which the Non-Resident Holder is resident. For example, where the Non-Resident Holder is a resident of the United States ("**U.S. Holder**"), is entitled to full benefits under the *Canada-United States Tax Convention* (1980) and is the beneficial owner of the dividends, the applicable rate of Canadian withholding tax is generally reduced to 15% of the gross amount of the dividend (or 5% in the case of a U.S. Holder that is a company beneficially owning at least 10% of the Company's voting shares). Non-Resident Holders are urged to consult their own tax advisors to determine their entitlement to relief under an applicable income tax treaty.

Dispositions of Common Shares and Warrants

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition or deemed disposition of a Common Share or Warrant unless the Common Share or Warrant as applicable is, or is deemed to be, "taxable Canadian property" of the Non-Resident Holder for the purposes of the Tax Act and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty between Canada and the country in which the Non-Resident Holder is resident.

Generally, Common Shares or Warrants will not be taxable Canadian property to a Non-Resident Holder at the time of disposition provided that the Common Shares are listed on a designated stock exchange (as defined in the Tax Act, which currently includes the TSX-V) at the time of disposition, unless at any time during the 60-month period immediately preceding the disposition the following two conditions are met concurrently: (a) 25% or more of the issued shares of any class or series of shares in the Company were owned by one or any combination of: (i) the Non-Resident Holder; (ii) persons with whom the Non-Resident Holder did not deal at arm's length; and (iii) partnerships in which the Non-Resident Holder or a person described in (ii) holds an interest directly or indirectly through one or more partnerships; and (b) more than 50% of the fair market value of the Common Shares was derived directly or indirectly from one or any combination of real or immovable property situated in Canada, "Canadian resource property" (as defined in the Tax Act), "timber resource property" (as defined in the Tax Act), or any option in respect of, or interest in, or for civil law rights in, such properties, whether or not the property or properties exist. Notwithstanding the foregoing, in certain limited circumstances set out in the Tax Act, Common Shares and Warrants could be deemed to be taxable Canadian property to a Non-Resident Holder. Non-Resident Holders should consult their own tax advisors for advice as to whether their Common Shares and Warrants constitute taxable Canadian property having regard to their own particular circumstances.

Even if a Common Share or Warrant is taxable Canadian property to a Non-Resident Holder, any capital gain realized upon the disposition of such Common Share or Warrant may not be subject to tax under the Tax Act if such capital gain is exempt from Canadian tax pursuant to the provisions of an applicable income tax treaty. If a Non-Resident Holder to whom Common Shares or Warrants are taxable Canadian property is not exempt from tax under the Tax Act by virtue of a tax treaty, the consequences described under the subheading "*Resident Holders – Taxation of Capital Gains and Capital Losses*" should generally apply as though the Non-Resident Holder were a Canadian Holder. Such Non-Resident Holders should consult with their own tax advisors.

RISK FACTORS

Investing in the Offered Units is speculative and involves a high degree of risk due to the nature of the Company's business. An investment in the Offered Units should only be made by persons who can afford the total loss of their investment. The following risks, as well as risks currently unknown to the Company, could adversely affect the Company's current or future business, properties, operations, results, cash flows, financial condition and prospects and could cause future results, cash flows, financial condition, prospects, events or circumstances to differ materially from those currently expected, including the estimates and projections contained in this Prospectus. Investors should carefully consider the risks described below and elsewhere in this Prospectus. The risks described below and elsewhere in this Prospectus do not purport to be an exhaustive summary of the risks affecting the Company and additional risks and uncertainties not currently known to the Company or not currently perceived as being material may have an adverse effect on the Company. Please see "Management's Discussion and Analysis" for a description of additional risks affecting the Company.

Risks Related to the Company

Gold prices are volatile and may be lower than expected

The Company's business and its ability to sustain operations are dependent on, amongst other things, the market price of gold. The prices of gold realized by the Company will affect future development decisions, production levels, earnings, cash flows, the financial condition and prospects of the Company. If the world market prices of gold were to drop and the prices realized by the Company on gold sales were to decrease significantly and remain at such level for any substantial period, the Company's business, financial condition, results of operations, cash flows and prospects would be negatively affected.

Some factors that affect the price of gold include: industrial demand; forward or short sales of gold by producers and speculators; future levels of gold production; and rapid short-term changes in supply and demand due to speculative or hedging activities by producers, individuals or funds. Gold prices are also affected by macroeconomic factors including: confidence in the global economy; expectations of the future rate of inflation; the availability and attractiveness of alternative investment vehicles; the strength of, and confidence in, the US dollar, the currency in which the price of gold is generally quoted, and other major currencies; global political or economic events; and costs of production of other gold producing companies. All of the above factors can, through their interaction, affect the price of gold by increasing or decreasing the demand for or supply of gold.

The price of gold has fluctuated widely in recent years, and future material price declines could cause commercial production from the Mustajärvi and Jeesiö Properties or the development of, and commercial production from, the Mustajärvi and Jeesiö Properties to be less profitable than expected and could render such properties uneconomic. Conducting mining in a low gold price environment would have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects. Depending on the current and expected price of gold, projected cash flows from future mining operations may not be sufficient to warrant commencing mining, and the Company could be forced to discontinue exploration or development. The Company may be forced to sell one or more portions of the Mustajärvi and Jeesiö Properties to generate cash. Future production from Mustajärvi and Jeesiö Properties will be dependent on a price of gold that is adequate to make a deposit economically viable. Furthermore, future mine plans using significantly lower gold prices could result in material write-downs of the Company's investment in the Mustajärvi and Jeesiö Properties, and in reductions in mineral reserve and mineral resource estimates. The occurrence of any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

A declining or sustained low price of gold could negatively impact the profitability of the Mustajärvi and Jeesiö Properties, and could affect the Company's ability to finance the exploration and development of other properties in the future. In addition, a declining or sustained low price of gold could require a reassessment of the feasibility of the Mustajärvi or Jeesiö Property. Although the price of gold is only one of the several factors that the Company will consider in making a development and production decision on the Mustajärvi and Jeesiö Properties, if the Company determines from a reassessment that the Mustajärvi or Jeesiö Property is not economically viable in whole or in part, then operations may cease or be curtailed and the Mustajärvi or Jeesiö Property may never be fully developed or developed at all. The occurrence of any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

Mining operations are risky

The Company's current business, and any future development or mining operations, involve various types of risks and hazards typical of companies engaged in the mining industry. Such risks include, but are not limited to: (i) industrial accidents; (ii) unusual or unexpected rock formations; (iii) structural cave-ins or slides and pitfall, ground or slope failures and accidental release of water from surface storage facilities; (iv) fire, flooding and earthquakes; (v) rock bursts; (vi) metal losses in handling and transport; (vii) periodic interruptions due to inclement or hazardous weather conditions; (viii) environmental hazards; (ix) discharge of pollutants or hazardous materials; (x) failure of processing and mechanical equipment and other performance problems; (xi) geotechnical risks, including the stability of the underground hanging walls and unusual and unexpected geological conditions; (xii) unanticipated variations in grade and other geological problems, water, surface or underground conditions; (xiii) labour disputes or slowdowns; (xiv) work force health issues as a result of working conditions; and (xv) force majeure events, or other unfavourable operating conditions.

These risks, conditions and events could result in: (i) damage to, or destruction of, the value of, the Mustajärvi Property, the Jeesiö Property or their facilities; (ii) personal injury or death; (iii) environmental damage to the Mustajärvi Property, the Jeesiö Property, surrounding lands and waters, or the properties of others; (iv) delays or prohibitions on mining or the transportation of minerals; (v) monetary losses; and (vi) potential legal liability and any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operation, cash flows or prospects. In particular, underground refurbishment and exploration activities present inherent risks of injury to people and damage to equipment. Significant mine accidents could occur, potentially resulting in a complete shutdown of the Company's operations at the Mustajärvi Property or the Jeesiö Property which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

There are also risks related to the reliance on the reliability of current and new or developing technology; the reliance on the work performance of outside consultants, contractors, and manufacturers; changes to project parameters over which the Company does not have complete control such as the gold, gold and silver prices or labour or material costs; unknown or unanticipated or underestimated costs or expenses; unknown or unanticipated or underestimated additions to the scope of work due to changing or adverse conditions encountered as a mine is refurbished and redeveloped; unexpected variances in the geometry or quality of ore zones; unexpected reclamation requirements or expenses; permitting time lines; unexpected or unknown ground conditions; unexpected changes to estimated parameters utilized to estimate past timelines, projections, or costs; and liquidity risks. An adverse change in any one of such factors, hazards and risks may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Resource Exploration and Development is a Speculative Business

Resource exploration and development is a speculative business and involves a high degree of risk, 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 size to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, and government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. The majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

Uncertainty of Mineral Reserve and Mineral Resource Estimates

There are numerous uncertainties inherent in estimating quantities of mineral reserves and grades of mineralization, including many factors beyond the Company's control. In making determinations about whether to advance any projects to development, the Company must rely upon estimated calculations as to the mineral reserves and grades of mineralization on the Company's properties. Until ore is actually mined and processed, mineral reserves and grades of mineralization must be considered as estimates only. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling which may prove to be unreliable. We cannot assure you that mineral reserves, mineral resources or other mineralization estimates will be accurate, or that mineralization can be mined or processed profitably. Any material changes in mineral reserves estimates and grades of mineralization will affect the economic viability of placing a property into production and a property's return on capital. The estimates of mineral reserves and mineral resources have been determined and valued based on various assumptions including future prices, cut-off grades and operating costs and various geological and lithographical interpretations that may prove to be inaccurate.

The construction and start-up of new mines is subject to a number of factors and the Company may not be able to successfully complete new construction projects

The success of construction projects and the start-up of new mines by the Company is subject to a number of factors including the availability and performance of engineering and construction contractors, mining contractors, suppliers and consultants, the receipt of required governmental approvals and permits in connection with the construction of mining facilities and the conduct of mining operations (including environmental and regulatory permits), the successful completion and operation of mining stopes, processing plants and conveyors to move ore, among other operational elements. Any delay in the performance of any one or more of the contractors, suppliers, consultants or other persons on which the Company is dependent in connection with its construction activities, a delay in or failure to receive the required governmental approvals and permits in a timely manner or on reasonable terms, or a delay in or failure in connection with the completion and successful operation of the operational elements in connection with new mines could delay or prevent the construction and start-up of new mines as planned. There can be no assurance that current or future construction and start-up plans implemented by the Company will be successful, that the Company will be able to obtain sufficient funds to finance construction and start-up activities, that personnel and equipment will be available in a timely manner or on reasonable terms to successfully complete construction projects, that the Company will be able to obtain all necessary governmental approvals and permits or that the completion of the construction, the start-up costs and the ongoing operating costs associated with the development of new mines will

not be significantly higher than anticipated by the Company. Any of the foregoing factors could adversely impact the Company's business, financial condition, results of operations, cash flows and prospects.

The capital expenditures and time required to develop new mines or other projects are considerable and changes in costs or construction schedules can affect project economics. Thus, it is possible that actual costs may change significantly and economic returns may differ materially from the Company's estimates.

Commercial viability of a new mine or development project is predicated on many factors. Mineral reserves and Mineral Resources projected by feasibility studies and technical assessments performed on the Company's projects may not be realized, and the level of future metal prices needed to ensure commercial viability may not materialize. Consequently, there is a risk that start-up of new mine and development projects may be subject to write-down and/or closure as they may not be commercially viable.

Any uncertainty and inability in the estimation, recalculation or replacement of mineral reserves and mineral resources could materially affect the Company's results of operations, cash flows and financial position.

To ensure the continued operation of the business and realize the Company's growth strategy, it is essential that the Company continues to realize its existing identified mineral reserves, convert mineral resources into mineral reserves, increase the Company's mineral resource base by adding new mineral resources from areas of identified mineralized potential and otherwise successfully undertaking exploration, and/or acquire new mineral reserves and mineral resources. The LOM estimates included herein may not be correct.

Currency fluctuations can result in unanticipated losses

Currency fluctuations may affect the Company's capital costs and the costs that the Company incurs at its operations. Gold is sold throughout the world based principally on a US dollar price, but a portion of the Company's operating and capital expenses are incurred in Euro and Canadian dollars. The appreciation of foreign currencies, particularly the Euro against the US dollar would increase the costs of gold production at such mining operations, which could materially and adversely affect the Company's earnings and financial condition. As at the date of this Prospectus, the Company has not hedged its exposure to Euro/US dollar exchange rate fluctuations, or any other exchange rate fluctuations applicable to its business, and is therefore exposed to currency fluctuation risks.

The successful exploration and development of the Mustajärvi Property and the Jeesiö Property depend on the skills of the Company's management and teams

The Company's business is dependent on retaining the services of its key management personnel with a variety of skills and experience, including in relation to the exploration and development of mineral projects. The success of the Company is, and will continue to be, dependent to a significant extent on the expertise and experience of its directors and senior management. Failure to retain, or loss of, one or more of these people could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects. The Company's success will also depend to a significant degree upon the contributions of qualified technical personnel and the Company's ability to attract and retain highly skilled personnel. Competition for such personnel is intense, and the Company may not be successful in attracting and retaining qualified personnel, or in obtaining the necessary work permits to hire qualified expatriates. The Company's inability to attract and retain these people could have a material adverse effect on its business, financial condition, results of operations, cash flows or prospects.

Operations during mining cycle peaks are more expensive

During times of increased demand for metals and minerals, price increases may encourage expanded mining exploration, development and construction activities. These increased activities may result in escalating demand for and cost of contract exploration, development and construction services and equipment. Increased demand for and cost of services and equipment could cause exploration, development and construction costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and increased potential for scheduling difficulties and cost increases due to the need to coordinate the availability of

services or equipment, any of which could materially increase project exploration, development or construction costs, result in project delays, or increase operating costs.

Title to the Mustajärvi Property or the Jeesiö Property may be disputed

There is no guarantee that title to the Mustajärvi Property or the Jeesiö Property will not be challenged or impugned. The Company's claims may be subject to prior unregistered agreements or transfers and title may be affected by unidentified or unknown defects. The Company has conducted an investigation on the title of properties that it has acquired to confirm that there are no claims or agreements that could affect its title to its mineral tenure or surface rights. There is no guarantee that such title will not be challenged or impaired. If title to the Company's properties is disputed, it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company. Title insurance generally is not available for mineral tenure or surface rights and the Company's ability to ensure that it has obtained secure claim to title may be constrained.

The Company may fail to comply with the law or may fail to obtain or renew necessary permits and licenses

The Company's operations are subject to extensive laws and regulations governing, among other things, such matters as environmental protection, management and use of toxic substances and explosives, health, exploration and development of mines, commercial production and sale of by-products, ongoing and post-closure reclamation, construction and operation of tailings dams, safety and labour, taxation and royalties, maintenance of mineral tenure, and expropriation of property. The activities of the Company require licenses and permits from various governmental authorities.

The costs associated with compliance with these laws and regulations and of obtaining licenses and permits are substantial, and possible future laws and regulations, changes to existing laws and regulations and more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expenses, capital expenditures, restrictions on or suspensions of the Company's operations and delays in the development of its properties. There is no assurance that future changes in such laws and regulations, if any, will not adversely affect the Company's operations. Moreover, these laws and regulations may allow governmental authorities and private parties to bring lawsuits based upon damages to property and injury to persons resulting from the environmental, health and safety practices of the Company's past and current operations, or possibly even the actions of former property owners, and could lead to the imposition of substantial fines, penalties or other civil or criminal sanctions. The Company may fail to comply with current or future laws and regulations. Such non-compliance can lead to financial restatements, civil or criminal fines, penalties, and other material negative impacts on the Company.

The Company is required to obtain or renew further government permits and licenses for its current and contemplated operations. Obtaining, amending or renewing the necessary governmental permits and licenses can be a time-consuming process potentially involving a number of regulatory agencies, involving public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain, amend and renew permits and licenses are contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the relevant permitting or licensing authority. The Company may not be able to obtain, amend or renew permits or licenses that are necessary to its operations, or the cost to obtain, amend or renew permits or licenses may exceed what the Company believes it can ultimately recover from a given property once in production. Any unexpected delays or costs associated with the permitting and licensing process could impede ongoing operations at the Mustajärvi Property or the Jeesiö Property. To the extent necessary permits or licenses are not obtained, amended or renewed, or are subsequently suspended or revoked, the Company may be curtailed or prohibited from proceeding with planned development, commercialization, operation and exploration activities. Such curtailment or prohibition may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Compliance with environmental regulations can be costly

The Company's exploration operations at the Mustajärvi Property and the Jeesiö Property are subject to environmental regulation. Regulations cover, among other things, water quality standards, land reclamation, the generation, transportation, storage and disposal of hazardous waste, the construction and operation of tailings dams, and general

health and safety matters. There is no assurance that the Company has been or will at all times be in full compliance with all environmental laws and regulations or hold, and be in full compliance with, all required environmental and health and safety approvals and permits. The potential costs and delays associated with compliance with such laws, regulations, approvals and permits could prevent the Company from economically operating or proceeding with the further exploration of the Mustajärvi Property or the Jeesiö Property, and any non-compliance with such laws, regulations, approvals and permits could result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Environmental approvals and permits are currently, and may in the future be, required in connection with the Company's current and planned operations. To the extent such environmental approvals and permits are required and not obtained, the Company's plans and the operation of mines may be curtailed or it may be prohibited from proceeding with planned exploration or development of additional mineral properties. Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions, 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.

There is no assurance that any future changes in environmental regulation will not adversely affect the Company's operations. Changes in government regulations have the potential to significantly increase compliance costs and thus reduce the profitability of current or future operations.

Environmental hazards may also exist on the properties on which the Company holds interests that are unknown to the Company at present and that have been caused by previous or existing owners or operators of the properties and for which the Company may be liable for remediation. Parties engaged in mining operations, including the Company, may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable environmental laws or regulations, regardless of whether the Company actually caused the loss or damage. The costs of such compensation, fines or penalties could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Social and environmental activism can negatively impact exploration, development and mining activities

There is an increasing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While the Company seeks to operate in a socially responsible manner and believes it has good relationships with local communities in the regions in which it operates, NGOs or local community organizations could direct adverse publicity against and/or disrupt the operations of the Company in respect of one or more of its properties, regardless of its successful compliance with social and environmental best practices, due to political factors, activities of unrelated third parties on lands in which the Company has an interest or the Company's operations specifically. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The mining industry is intensely competitive

The mining industry is intensely competitive. The Company competes with other mining companies, many of which have greater resources and experience. Competition in the mining industry is primarily for: (i) properties which can be developed and can produce economically; (ii) the technical expertise to find, develop, and operate such properties; (iii) labour to operate such properties; and (iv) capital to fund such properties. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees and consultants or to acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Many competitors not only explore for and mine minerals, but conduct refining and marketing operations on a worldwide basis. In the future, the Company may also compete with such mining companies in refining and marketing its products to international markets. Any inability to compete with established competitors could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Inadequate infrastructure may constrain exploration and future development operations

Exploration operations depend on adequate infrastructure. In particular, reliable power sources, water supply, transportation and surface facilities are necessary to explore and develop mineral projects. Failure to adequately meet these infrastructure requirements or changes in the cost of such requirements could affect the Company's ability to carry out exploration and future development operations and could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may incur losses and experience negative operating cash flow for the foreseeable future

For the financial year ended December 31, 2017, the Company had a net loss of approximately $869,674. For the nine months ended September 30, 2018, the Company had a net loss of $1,407,291. The Company has incurred various expenses in recent periods and plans to incur further expenses as cash flows allow. The planned increases in expenses may result in larger losses in future periods.

The exploration, development and operation of the Company's mineral properties will require the commitment of substantial financial resources that may not be available. The amount and timing of expenditures will depend on a number of factors, including the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners and the acquisition of additional property interests, some of which are beyond the Company's control. The Company's business strategies may not be successful and it may not be profitable in any future period. The Company's operating results have varied in the past and they may continue to fluctuate in the future. In addition, the Company's operating results may not follow any past trends.

Fluctuations in the market prices and availability of commodities and equipment affect the Company's business

The cash flows and profitability of the Company's business will also be affected by the market prices and availability of commodities and equipment that are consumed or otherwise used in connection with the Company's operations and development projects. Prices of such commodities and resources are also subject to volatile price movements, which can be material and can occur over short periods of time due to factors beyond the Company's control.

If there is a significant and sustained increase in the cost of certain commodities, the Company may decide that it is not economically feasible to continue certain exploration activities and this could have an adverse effect on future profitability. Higher worldwide demand for critical resources like input commodities, mining equipment, mobile mining equipment, tires and skilled labour could affect the Company's ability to acquire them and lead to delays in delivery and unanticipated cost increases, which could have an effect on the Company's operating costs, capital expenditures and development schedules. The occurrences of one or more of these events may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company's insurance coverage may be inadequate to cover potential losses

The Company's business is subject to a number of risks and hazards (as further described in this Prospectus). Although the Company maintains insurance and intends, upon completion of the Offering, to obtain certain additional insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its activities. The Company may also be unable to obtain or maintain insurance to cover its risks at economically feasible premiums, or at all. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration, development or production may not be available to the Company on acceptable terms. The Company might also become subject to liability for pollution or other hazards which it is not currently insured against and/or in the future may not insure against because of premium costs or other reasons. Losses from

these events may cause the Company to incur significant costs which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

It may be difficult to enforce judgments and effect service of process on directors and officers

Some of the directors and officers of the Company reside outside of Canada, therefore, it may not be possible for investors to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian securities laws against such persons. Moreover, it may not be possible for investors to effect service of process within Canada upon such persons.

The directors and officers may have conflicts of interest with the Company

Certain directors and officers of the Company are or may become associated with other mining and/or mineral exploration and development companies which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve such a contract. In addition, directors and officers are required to act honestly and in good faith with a view to the best interests of the Company. Some of the directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these directors and officers. Further, any failure of the directors or officers of the Company to address these conflicts in an appropriate manner or to allocate opportunities that they become aware of to the Company could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Future acquisitions may require significant expenditures and may result in inadequate returns

The Company may seek to expand through future acquisitions; however, there can be no assurance that the Company will locate attractive acquisition candidates, or that the Company will be able to acquire such candidates on economically acceptable terms, if at all, or that the Company will not be restricted from completing acquisitions pursuant to the terms and conditions from time to time of arrangements with third parties, such as the Company's creditors. Future acquisitions may require the Company to expend significant amounts of cash, resulting in the Company's inability to use these funds for other business or may involve significant issuances of equity or debt. Future acquisitions may also require substantial management time commitments, and the negotiation of potential acquisitions and the integration of acquired operations could disrupt the Company's business by diverting management and employees' attention away from day-to-day operations. The difficulties of integration may be increased by the necessity of coordinating geographically diverse organizations, integrating personnel with disparate backgrounds and combining different corporate cultures.

Any future acquisition involve potential risks, including, among other things: (i) mistaken assumptions and incorrect expectations about mineral properties, existing or potential mineral resources, mineral reserves and costs; (ii) an inability to successfully integrate any operation the Company acquired or acquires, as applicable; (iii) an inability to recruit, hire, train or retain qualified personnel to manage and operate the operations acquired; (iv) the assumption of unknown liabilities; (v) mistaken assumptions about the overall cost of equity or debt; (vi) unforeseen difficulties operating acquired projects, which may be in geographic areas new to the Company; and (vii) the loss of key employees and/or key relationships at the acquired project. In addition, competition for assets sometimes requires that acquisitions be completed on an "as is where is" basis, and therefore the Company would have no rights of recourse and indemnities against the sellers. Future acquisition candidates may have liabilities or adverse operating issues that the Company failed or fails to discover through due diligence prior to the acquisition. If the Company consummates any future acquisitions with, unanticipated liabilities or adverse operating issues or if acquisition-related expectations are not met, the Company's business, results of operations, cash flows, financial condition or prospects may be materially adversely affected. The potential impairment or complete write-off of goodwill and other intangible assets related to any such acquisition may reduce the Company's overall earnings and could negatively affect the Company's balance sheet.

Failures of information systems or information security threats can be costly

The Company has entered into agreements with third parties for hardware, software, telecommunications and other information technology ("**IT**") services in connection with its operations. Such operations depend, in part, on how well the Company and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, hacking, computer viruses, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation, results of operations, cash flows and financial condition.

Although to date the Company has not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that it will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Any of these factors could have a material adverse effect on the Company's results of operations, cash flows and financial position.

The Company may be subject to costly legal proceedings

The Company may be subject to regulatory investigations, civil claims, lawsuits and other proceedings in the ordinary course of its business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in regulatory actions and litigation, the difficulty of predicting decisions of regulators, judges and juries and the possibility that decisions may be reversed on appeal. Defense and settlement costs of legal disputes can be substantial, even with claims that have no merit. Management is committed to conducting business in an ethical and responsible manner, which it believes will reduce the risk of legal disputes. However, if the Company is subject to legal disputes, there can be no assurances that these matters will not have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Additionally, the legal system in Finland has inherent uncertainties that could limit the legal protections available to the Company, which include: (i) inconsistencies between and within laws; (ii) limited judicial and administrative guidance on interpreting Finnish legislation, particularly that relating to business, corporate and securities laws; (iii) substantial gaps in the regulatory structure due to a delay or absence of enabling regulations; (iv) a lack of judicial independence from political, social and commercial forces; (v) corruption; and (vi) bankruptcy procedures that are subject to abuse, any of which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects. Furthermore, it may be difficult to obtain swift and equitable enforcement of a Finnish judgement, or to obtain enforcement of a judgement by a court of another jurisdiction, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers

As a public issuer, the Company will be subject to the reporting requirements and rules and regulations under the applicable Canadian securities laws and rules of any stock exchange on which the Company's securities may be listed from time to time. Additional or new regulatory requirements may be adopted in the future. The requirements of existing and potential future rules and regulations will increase the Company's legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on its personnel, systems and resources, which could adversely affect its business and financial condition.

In particular, as a result of the Offering, the Company will become subject to reporting and other obligations under applicable Canadian securities laws, including National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, which requires annual management assessment of the effectiveness of the Company's internal controls over financial reporting. Effective internal controls, including financial reporting and disclosure controls and procedures, are necessary for the Company to provide reliable financial reports, to effectively reduce the risk of fraud and to operate successfully as a public company. These reporting and other obligations will place significant demands on the Company as well as on the Company's management, administrative, operational and accounting resources.

The Mustajärvi Property and the Jeesiö Property are located in an underdeveloped rural area

The Mustajärvi Property and the Jeesiö Property are located in an underdeveloped rural area, resulting in technical challenges for conducting mineral exploration and development and any potential mining activities at the property. The Company benefits from modern mining transportation skills and technologies for exploring and operating in such areas. Nevertheless, the Company may sometimes be unable to overcome problems related to underdevelopment or unseasonable weather at a commercially reasonable cost, which could negatively affect the Company's mineral exploration and development and any potential mining activities at the property and have a material adverse effect on the Company. The rural location of the Mustajärvi Property and the Jeesiö Property also results in increased costs associated with land access and infrastructure, including powerlines, water pipelines and transportation.

Product alternatives may reduce demand for the Company's products

Gold has a number of different applications, including being used in wiring and cable products, gold tubing and the transportation industry. Alternative technologies are continually being investigated and developed with a view to reducing production costs or for other reasons, such as minimizing environmental or social impact. If competitive technologies emerge that use other materials in place of gold, demand and price for gold might fall, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Changes in climate conditions may affect the Company's operations

A number of governments have introduced or are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Regulation relating to emission levels (such as carbon taxes) and energy efficiency is becoming more stringent. If the current regulatory trend continues, this may result in increased costs at the Company's operations. In addition, the physical risks of climate change may also have an adverse effect on the Company's operations. These risks include the following:

- changes in sea levels could affect ocean transportation and shipping facilities that are used to transport supplies, equipment and workforce and products from the Company's operations to world markets;
- extreme weather events (such as prolonged drought) have the potential to disrupt operations at the Company's mines and may require the Company to make additional expenditures to mitigate the impact of such events; and
- the Company's facilities depend on regular supplies of consumables (diesel, tires, reagents, etc.) to operate efficiently. In the event that the effects of climate change or extreme weather events cause prolonged disruption to the delivery of essential commodities, productivity at the Company's operations may be reduced.

There can be no assurance that efforts to mitigate the risks of climate change will be effective and that the physical risks of climate change will not have an adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may not use the proceeds from the Offering as described in this Prospectus

The Company currently intends to use the net proceeds received from the Offering as described under "*Use of Proceeds*". However, the Board and/or management will have discretion in the actual application of the net proceeds, and may elect to allocate net proceeds differently from that described under "*Use of Proceeds*" if they believe it would

be in the Company's best interests to do so. Shareholders may not agree with the manner in which the Board and/or management chooses to allocate and spend the net proceeds. The failure by the Board and/or management to apply these funds effectively could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may not be able to obtain sufficient financing to pursue all of its intended exploration activities or continue on a going concern basis

The Company's primary sources of capital resources are comprised of cash and cash equivalents and the issuance of securities. The Company will continuously monitor its capital structure and, based on changes in operations and economic conditions, may adjust the structure by issuing new shares as necessary. The Company's ability to continue as a going concern in the short-term is dependent on the continued support of its creditors and obtaining additional financing to settle its current liabilities. In the long-term, the Company's ability to continue as a going concern is dependent on maintaining profitable operations. The recoverability of the carrying values of the Company's assets is dependent upon the ability of the Company to obtain the necessary financing to complete exploration activities.

While the Company has been successful in securing financing to date, there are no guarantees that it will be able to secure such financing in the future on terms acceptable to the Company, if at all. If the Company is unable to raise sufficient capital to fund all of its intended exploration activities, expenditures may be limited to the recommended work program on the Mustajärvi Property. In the event that the Company is unable to fulfill its commitments under its various option agreements as a result of lack of funds or otherwise, the Company may lose its rights and interests in some or all of its properties. This could, in turn have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Risks Related to the Company's Foreign Operations

The Company's Finnish operations are subject to political and other risks associated with operating in a foreign jurisdiction

The Mustajärvi Property and the Jeesiö Property are located in Finland, exposing the Company to the socioeconomic conditions as well as the laws governing the mining industry in the country. Inherent risks with conducting foreign operations include, but are not limited to: high rates of inflation; fluctuations in currency exchange rates; war or civil war; social and labour unrest; organized crime; violent crime; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political norms, currency controls and governmental regulations.

The Finnish government frequently intervenes in the Finnish economy and occasionally makes significant changes in policies and regulations. Changes, if any, in mining or investment policies or shifts in political attitude in Finland may adversely affect the Company's operations or profitability. Operations may be affected in varying degrees by government regulations with respect to, but not limited to price controls, export controls, currency remittance, importation of parts and supplies, income and other taxes, royalties, the repatriation of profits, expropriation of property, foreign investment, maintenance of concessions, licenses, approvals and permits, environmental matters, land use, land claims of local people, water use and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

In addition, uncertainty over whether the Finnish government will implement changes in policy or regulation may contribute to economic uncertainty in Finland. Historically, Finnish politics have affected the performance of the Finnish economy. Past political crises have affected the confidence of investors and the public, generally resulting in an economic slowdown.

Global economic crises could negatively affect investor confidence in Finland's economy. Such events could materially and adversely affect the Company's business, financial condition, results of operations, cash flows or prospects.

The Company continues to monitor developments and policies in Finland and the impact thereof on its operations; however they cannot be accurately predicted and could have an adverse effect on the Company's operations or profitability.

The Company may be negatively impacted by changes to mining laws and regulations

The Company's activities are subject to various laws governing prospecting, exploration, development, production, taxes, labour standards and occupational health, mine safety, toxic substances and other matters. Mining, exploration and development activities are also subject to various laws and regulations relating to the protection of the environment. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail production or development of the Company's properties. Amendments to current laws and regulations governing the Company's operations and activities or more stringent implementation of such laws and regulations could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Increased regulation of greenhouse gas emissions and climate change issues may adversely affect the Company's operations

The Company operates in jurisdictions where regulatory requirements have taken effect, or are proposed, to monitor, report and/or reduce greenhouse gas emissions. Increased regulation of greenhouse gas emissions and climate change issues may adversely affect the Company's operations. Finland is a signatory to the Paris Agreement, which aims to strengthen the global response to the threat of climate change by keeping a global temperature rise this century well below 2 degrees Celsius above pre-industrial levels and to pursue efforts to limit the temperature increase even further to 1.5 degrees Celsius. Finland's Climate Change Act establishes a greenhouse gas reduction target of at least 80% by 2050, compared to 1990. While the evolving regulatory requirements in respect of greenhouse gases and the additional costs required to comply are not expected to have a material adverse effect on the Company's operations, such requirements may not be adopted as currently proposed, may be amended or may have unexpected effects on the Company and, as a result, may have a material adverse effect on the Company's financial performance and its results of operations.

Corruption and fraud in Finland relating to ownership of real property may adversely affect the Company's business

Under Finnish law, real property ownership is normally transferred by means of a transfer deed, and subsequently registered at the appropriate real property registry office under the corresponding real property record. There are uncertainties, corruption and fraud relating to title ownership of real property in Finland, mostly in rural areas. In certain cases, a real property registry office may register deeds with errors, including duplicate and/or fraudulent entries, and, therefore, deed challenges frequently occur, leading to judicial actions. Property disputes over title ownership are frequent in Finland, and, as a result, there is a risk that errors, fraud or challenges could adversely affect the Company's ability to operate, although ownership of mining rights are separate from ownership of land.

The Company is exposed to the possibility that applicable taxing authorities could take actions that result in increased tax or other costs that might reduce the Company's cash flow

The Company pays or is subject to, a variety of taxes, fees and other governmental charges in connection with the operation of the Company's business, including income taxes, mining royalties, ad valorem property taxes, sales and use taxes, social security contributions and various assessments. These taxes, fees and other charges are assessed by a variety of taxing authorities pursuant to applicable laws, regulations and rules. The Finnish tax regime is complex and subject to a variety of interpretations by government authorities. Such complexity may expose the Company to unpredicted challenges to day to day practices in bookkeeping, accounting and payment of taxes. From time to time, the Company may enter into specific agreements with such taxing authorities that provide for the reduction, abatement or deferral of such taxes, fees or charges in exchange for certain payments or undertakings on the Company's part. If the Company enters into any such arrangements, the Company can give no assurance that any such reduction, abatement or deferral arrangements will be honored or that the applicable taxing authorities will not take actions that materially increase the amount of such taxes, fees or other governmental charges that the Company is required to pay.

In addition, the Company may incur additional and unanticipated costs and expenses in connection with the Company's efforts to resist any proposed increases in such taxes, fees or other charges or in connection with the Company's efforts to enforce any reduction, abatement or deferral arrangements that the Company has previously put in place.

The Finnish government may implement changes to the Finnish tax regime that may affect the Company. These changes could include changes in prevailing tax rates and the imposition of new or temporary taxes, the proceeds of which are earmarked for designated government purposes. Some of these changes may result in increases in the Company's tax payments, which could have an adverse effect on the Company's operations or profitability. The Company cannot provide assurance that it will be able to be profitable following any increases in Finnish taxes applicable to the Company and the Company's operations.

Exchange rate instability may have a material adverse effect on the Finnish economy

The Euro has experienced frequent and substantial variations in relation to the US dollar and other foreign currencies during the last decades. Depreciation of the Euro against the US dollar could create inflationary pressures in Finland and cause increases in interest rates, which could negatively affect the growth of the Finnish economy as a whole and harm the Company's financial condition and results of operations. On the other hand, appreciation of the Euro relative to the US dollar and other foreign currencies could lead to a deterioration of the Finnish foreign exchange current accounts, as well as dampen export-driven growth. Depending on the circumstances, either depreciation or appreciation of the Euro could have a material adverse effect on the Finnish economy.

The Company relies on international advisors and consultants

The Company holds mining properties in Finland. The legal and regulatory requirements in this country with respect to conducting mineral exploration and mining activities, banking system and controls, as well as local business culture and practices are different from those in Canada and the United States. The officers and directors of the Company must rely, to a great extent, on the Company's local legal counsel and local consultants retained by the Company in order to keep abreast of material legal, regulatory and governmental developments as they pertain to and affect the Company's business operations, and to assist the Company with its governmental relations. The Company must rely, to some extent, on those members of management and the Board who have previous experience working and conducting business in Finland in order to enhance its understanding of and appreciation for the local business culture and practices. The Company also relies on the advice of local experts and professionals in connection with current and new regulations that develop in respect of banking, financing, labour, litigation and tax matters in this jurisdiction. Any developments or changes in such legal, regulatory or governmental requirements or in local business practices are beyond the control of the Company. The impact of any such changes may adversely affect the business of the Company.

Disruptions in international and domestic capital markets may lead to reduced liquidity and credit availability for the Company

Disruptions experienced in international and domestic capital markets may lead to reduced liquidity and increased credit risk premiums for certain market participants and may result in a reduction of available financing. Companies located in a single country may be particularly susceptible to these disruptions and reductions in the availability of credit or increases in financing costs, which could result in them experiencing financial difficulty.

The Company may expand into other geographic areas, which could increase the Company's operational, regulatory and other risks

While currently all of the Company's mining and exploration activities are in Finland, the Company may in the future expand into other geographic areas, which could increase the Company's operational, regulatory, compliance, reputational and foreign exchange rate risks. The failure of the Company's operating infrastructure to support such expansion could result in operational failures and regulatory fines or sanctions. Future international expansion could require the Company to incur a number of up-front expenses, including those associated with obtaining regulatory approvals, as well as additional ongoing expenses, including those associated with infrastructure, staff and regulatory

compliance. The Company may not be able to successfully identify suitable acquisition and expansion opportunities, or integrate such operations successfully with the Company's existing operations.

Risks Related to the Offered Units

Investors may lose their entire investment

An investment in the Offered Units is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Company.

There is no existing public market for the Common Shares or the Warrants

There is currently no existing public market for the Offered Units, the Common Shares or the Warrants. The Common Shares and Warrants are not currently listed or quoted on any stock exchange or market in Canada or elsewhere. If an active trading market does not develop, the trading price of the Common Shares and Warrants may decline, and investors may have difficulty selling any of the Offered Units that they purchase or acquire by way of the Offering.

Prior to the Offering, there has been no public trading market for the Common Shares and Warrants, and the Company cannot offer assurances that one will develop or be sustained after the Offering. The Company cannot predict the prices at which the Common Shares and Warrants will trade. The Offering Price has been determined by arm's length negotiation between the Company and the Lead Agent and may not bear any relationship to the market price at which the Common Shares and Warrants will trade after the Offering, or to any other established criteria of the Company's value. Shares of companies often trade at a discount to the initial offering price due to sales loads, underwriting discounts and related offering expenses.

Dilution from equity financing could negatively impact holders of Offered Units

The Company may from time to time raise funds through the issuance of Common Shares or the issuance of debt instruments or other securities convertible into Common Shares. The Company cannot predict the size or price of future issuances of Common Shares or the size or terms of future issuances of debt instruments or other securities convertible into Common Shares, or the effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares. Sales or issuances of substantial numbers of Common Shares, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices of the Common Shares and Warrants. With any additional sale or issuance of Common Shares, or securities convertible into Common Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earnings per share.

A purchaser of the Offered Units under the Offering will purchase such Offered Units at a substantial premium to the current book value per Offered Unit

The Offering Price of $0.40 per Offered Unit is substantially higher than the current book value per share of the Common Shares issued prior to the completion of the Offering. As a result, purchasers of Offered Units pursuant to the Offering will experience immediate dilution.

The Company proposes to list the Common Shares and Warrants distributed under this Prospectus as well as its existing issued and outstanding Common Shares on the TSX-V. Such listing will be subject to the Company fulfilling all the listing requirements of the TSX-V. If the Company fails to list the Common Shares and Warrants on the TSX-V, the liquidity for its Common Shares and Warrants would be significantly impaired, which may substantially decrease the trading price of the Common Shares and Warrants.

In addition, in the future, FireFox's securities may fail to meet the continued listing requirements to be listed on the TSX-V. If the TSX-V delists the Common Shares and Warrants from trading on its exchange, the Company could face significant material adverse consequences, including:

- a limited availability of market quotations for the Common Shares and Warrants;
- a determination that the Common Shares are a "penny stock" which will require brokers trading in the Common Shares and Warrants to adhere to more stringent rules and possibly resulting in a reduced level of trading activity in the secondary trading market for the Common Shares and Warrants;
- a limited amount of news and analyst coverage for the Company; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

Equity securities are subject to trading and volatility risks

The securities of publicly traded companies can experience a high level of price and volume volatility and the value of the Company's securities can be expected to fluctuate depending on various factors, not all of which are directly related to the success of the Company and its operating performance, underlying asset values or prospects. These include the risks described elsewhere in this Prospectus. Factors which may influence the price of the Company's securities, including the Common Shares and Warrants, include, but are not limited to:

- worldwide economic conditions;
- changes in government policies;
- investor perceptions;
- movements in global interest rates and global stock markets;
- variations in operating costs;
- the cost of capital that the Company may require in the future;
- metals prices;
- the price of commodities necessary for the Company's operations;
- recommendations by securities research analysts;
- issuances of equity securities or debt securities by the Company;
- operating performance and, if applicable, the share price performance of the Company's competitors;
- the addition or departure of key management and other personnel;
- the expiration of lock-up or other transfer restrictions on outstanding Common Shares;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors;
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related industry and market issues affecting the mining sector;
- litigation;
- publicity about the Company, the Company's personnel or others operating in the industry;
- loss of a major funding source; and
- all market conditions that are specific to the mining industry.

There can be no assurance that such fluctuations will not affect the price of the Company's securities, and consequently purchasers of Offered Units may not be able to sell Offered Units at prices equal to or greater than the price or value at which they purchased the Offered Units or acquired them, or their components, by way of the secondary market.

Sales by existing shareholders can reduce share prices

Sales of a substantial number of Common Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Common Shares and Warrants intend to sell, could reduce the market price of the Common Shares and Warrants. If this occurs and continues, it could impair the Company's ability to raise additional capital through the sale of securities.

It is anticipated that a majority of the Common Shares issued and outstanding prior to completion of the Offering will be subject to post-Closing resale restrictions. See "*Plan of Distribution*" and "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*" for descriptions of these resale restrictions. Upon expiration of the resale restrictions to which they are subject, such Offered Units will be freely tradable in the public market, subject to the provisions of applicable securities laws.

In addition, the Company has a number of shareholders who have held the Company's securities since June 16, 2017, during which time there has not been a public market for the Company's securities. There is a risk that future sales of Common Shares held by such holders will have an adverse impact on the market price of the Common Shares and Warrants prevailing from time to time. The Agents have attempted to mitigate this risk through certain of the resale restrictions described under "*Plan of Distribution*" and "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*"; however, the future sale of a substantial number of Common Shares and Warrants by such holders or the perception that such sales could occur, could have a material adverse effect on the market price of the Common Shares and Warrants.

The Company is not likely to pay dividends for an extended period of time

The Company has not, since the date of its incorporation, declared or paid any dividends or other distributions on its Common Shares. The Company anticipates that, for the foreseeable future, it will retain its cash resources for the operation and development of its business. The declaration and payment of any dividends in the future is at the discretion of the Board and will depend on a number of factors, including compliance with applicable laws, financial performance, working capital requirements of the Company and such other factors as its directors consider appropriate, and the Company may never pay dividends.

Public companies are subject to securities class action litigation risk

In the past, securities class action litigation has often been brought against a company following a decline in the market price of its securities. If the Company faces such litigation, it could result in substantial costs and a diversion of management's attention and resources, which could materially harm its business.

If securities or industry analysts do not publish research or publish inaccurate or unfavourable research about the Company's business, the price and trading volume of the Common Shares and Warrants could decline

The trading market for the Common Shares and Warrants will depend on the research and reports that securities or industry analysts publish about the Company and its business. The Company does not have any control over these analysts. The Company cannot assure that analysts will cover it or provide favourable coverage. If one or more of the analysts who cover the Company downgrade its stock or reduce their opinion of the value of the Common Shares and Warrants, the price of Common Shares and Warrants would likely decline. If one or more of these analysts cease coverage of the Company or fail to regularly publish reports, the Company could lose visibility in the financial markets, which could cause the price and trading volume of the Common Shares and Warrants to decline.

Global financial conditions can reduce the price of the Common Shares and Warrants

Following the onset of the credit crisis in 2008, global financial conditions were characterized by extreme volatility and several major financial institutions either went into bankruptcy or were rescued by governmental authorities. While global financial conditions subsequently stabilized, there remains considerable risk in the system given the extraordinary measures adopted by government authorities to achieve that stability. Global financial conditions could suddenly and rapidly destabilize in response to future economic shocks, as government authorities may have limited resources to respond to future crises. Future economic shocks may be precipitated by a number of causes, including a rise in the price of oil, geopolitical instability and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favourable to the Company. Additionally, any such occurrence could cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. Further, in such an event, the Company's operations and financial condition could be adversely impacted.

Furthermore, general market, political and economic conditions, including, for example, inflation, interest and currency exchange rates, structural changes in the global mining industry, global supply and demand for commodities, political developments, legislative or regulatory changes, social or labour unrest and stock market trends will affect the Company's operating environment and its operating costs, profit margins and share price. Any negative events in the global economy could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

PROMOTERS

Mr. Patrick Highsmith, the Chairman and a director of FireFox, may be considered to be a promoter of the Company in that he took the initiative in organizing the business of the Company. The following table sets out the number and percentage of each class of voting securities and equity securities of FireFox beneficially owned, or controlled or directed, directly or indirectly by Mr. Highsmith.

Designation of Class	Number of Securities	Percentage of Class
Common Shares	1,033,334	4.3%
Options exercisable at $0.10 until October 5, 2022	200,000	11.5%

Additional information about Mr. Highsmith is disclosed elsewhere in this Prospectus in connection with his capacity as a director of the Company. See "*Directors and Executive Officers*" and "*Director and Executive Compensation*" for further details.

Mr. Carl Löfberg, the Chief Executive Officer and a director of FireFox, may be considered to be a promoter of the Company in that he took the initiative in organizing the business of the Company. The following table sets out the number and percentage of each class of voting securities and equity securities of FireFox beneficially owned, or controlled or directed, directly or indirectly by Mr. Löfberg.

Designation of Class	Number of Securities	Percentage of Class
Common Shares	200,000	0.8%
Options exercisable at $0.10 until October 5, 2022	200,000	11.5%

Additional information about Mr. Löfberg is disclosed elsewhere in this Prospectus in connection with his capacity as a director and officer of the Company. See "*Directors and Executive Officers*" and "*Director and Executive Compensation*" for further details.

Other than as disclosed in this Prospectus, neither Mr. Highsmith, nor Mr. Löfberg have received, directly or indirectly, anything of value, including money, property, contracts, options or rights of any kind from FireFox or its subsidiaries, and neither FireFox nor its subsidiaries have received any assets, services or other consideration from Mr. Highsmith or Mr. Löfberg in return.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings or regulatory actions to which the Company is a party, or has been a party to, or of which any of its property is the subject matter of, or was the subject matter of, since its incorporation, and no such proceedings or actions are known by the Company to be contemplated.

There have been no penalties or sanctions imposed against the Company by a court or regulatory authority, and the Company has not entered into any settlement agreements before any court relating to provincial or territorial securities legislation or with any securities regulatory authority, since its incorporation.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed below and elsewhere in this Prospectus, no director, executive officer or shareholder that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the issued Common Shares, or any of their respective associates or affiliates, has any material interest, direct or indirect, in any transaction since the incorporation of the Company which has materially affected or is reasonably expected to materially affect the Company or a subsidiary of the Company.

FireFox has contracted with Magnus to provide mineral exploration services (the "**Mineral Exploration Service Agreement**"). During the period ended December 31, 2017, Magnus provided exploration and property investigation

services valued at $552,500. During the period ended September 30, 2018, Magnus provided exploration and property investigation services valued at $773,310.

The Company was a wholly-owned subsidiary of Anacott until a plan of arrangement was completed on July 28, 2017, under which the Common Shares were distributed to shareholders of Anacott on a pro-rata basis. During the period ended December 31, 2017, under the Anacott Service Agreement, Anacott provided administrative and property investigation services to the Company valued at $25,000, and CFO and administrative services valued at $31,750. During the period ended September 30, 2018, Anacott provided administrative, CFO and property investigation services valued at $48,360.

FireFox issued 1,000,000 Common Shares to Patrick Highsmith and 200,000 Common Shares to Carl Löfberg on September 29, 2017 in exchange for gross proceeds of $120.

Andrew MaRitchie and Carl Löfberg, will subscribe for 25,000 Units and 125,000 Units, respectively, under the Offering. Of the 125,000 Units subscribed for by Carl, 12,500 Units will be subscribed for by Carl in his personal capacity and 112,500 Units will be subscribed for by Magnus, for which Carl is the Managing Director and the principal security holder.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The Company's auditor is D&H Group LLP, Chartered Professional Accountants, having an address at 10th Floor, 1333 West Broadway, Vancouver, BC, V6H 4C1.

The transfer agent and registrar for the Common Shares is TSX Trust Company, having an office at 650 West Georgia Street, Suite 2700, Vancouver, BC, V6B 4N9.

The warrant agent for the Warrants is TSX Trust Company, having an office at 650 West Georgia Street, Suite 2700, Vancouver, BC, V6B 4N9.

MATERIAL CONTRACTS

Except for material contracts entered into in the ordinary course of business, set out below are material contracts to which the Company or any of its subsidiaries are a party entered into prior to or since the date of incorporation of the Company and which still remain in effect and are considered to be material to the Company. Copies of such material contracts will be filed with the Canadian securities regulatory authorities and will be available for review under the Company's profile on SEDAR at www.sedar.com.

- Agency Agreement;
- Warrant Indenture;
- Anacott Service Agreement;
- Mineral Exploration Service Agreement;
- Mustajärvi Purchase Agreement;
- RJY Option Agreement; and
- Seuru Property Option Agreement.

EXPERTS

Information of a scientific or technical nature in respect of the Jeesiö Property is included in this Prospectus based upon the 2018 technical report on the Jeesiö Property, dated August 30, 2018 with an effective date of April 10, 2018, prepared by Henry Awmack, P.Eng., of Equity Exploration Consultants, who is an independent "qualified person" under NI 43-101. To the best of the Company's knowledge, after reasonable inquiry, as of the date hereof, the aforementioned individual and his firm does not beneficially own, directly or indirectly, any Common Shares.

Information of a scientific or technical nature in respect of the Mustajärvi Property is included in this Prospectus based upon the 2018 technical report on the Mustajärvi Property, with an effective date of July 15, 2018, an issue date of

September 3, 2018 and an amended and restated date of November 23, 2018, prepared by Henry Awmack, P.Eng., of Equity Exploration Consultants, who is an independent "qualified person" under NI 43-101. To the best of the Company's knowledge, after reasonable inquiry, as of the date hereof, the aforementioned individual and his firm does not beneficially own, directly or indirectly, any Common Shares.

D&H Group LLP, the auditor of the annual financial statements of FireFox included in this Prospectus, has advised the Company that it is independent of the Company in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Certain legal matters related to the Offering will be passed upon on the Company's behalf by Borden Ladner Gervais LLP and on behalf of the Agents by Cassels Brock & Blackwell LLP. To the best of the Company's knowledge, after reasonable inquiry, as of the date hereof, the aforementioned partnerships (and their partners and associates) each beneficially own, directly or indirectly, in the aggregate, less than 1% of the outstanding Common Shares.

PURCHASERS' STATUTORY RIGHTS OF RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

In an offering of Warrants, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the Warrant is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal advisor.

APPENDIX "A"
FIREFOX GOLD CORP.
AUDIT COMMITTEE CHARTER

1. **Mandate**

The primary function of the audit committee (the "**Committee**") is to assist the board of directors (the "**Board**") of Silverstone Resources Corp. (the "**Company**") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

(a) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;

(b) review and appraise the performance of the Company's external auditor;

(c) provide an open avenue of communication among the Company's auditor, financial and senior management and the Board; and

(d) report regularly to the Board the results of its activities.

2. **Composition**

The Committee shall be comprised of a minimum three directors as determined by the Board, a majority of whom shall not be officers or employees of the Company or any of its affiliates. If the Company ceases to be a "venture issuer" (as that term is defined in Multilateral Instrument 52 - 110 – *Audit Committees),* then all of the members of the Committee shall be free from any material relationship with the Company that, in the opinion of the Board, would interfere with the exercise of their independent judgment as a member of the Committee.

If the Company ceases to be a venture issuer then all members of the Committee shall also have accounting or related financial management expertise. All members of the Committee should have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting or until their successors are duly elected. Unless a chairperson ("**Chair**") is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

3. **Meetings**

The Committee shall meet a least once quarterly, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer of the Company and the external auditor of the Company in separate sessions.

4. **Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

A. <u>Documents/Reports Review</u>

(a) review and update this Audit Committee Charter annually;

(b) review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditor; and

(c) review regular summary reports of directors and officers expense account claims at least annually, establish and review approval policies for expense reports and, as required, request audits of expense claims and policies for expense approval and reimbursements. The Chair of the Committee will be responsible for approving the expense reports of the President and the Chief Executive Officer of

the Company, and the Chief Executive Officer of the Company will be responsible for approving the expense reports of the directors and officers of the Company.

B. External Auditor

(a) review annually, the performance of the external auditor who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;

(b) obtain annually, a formal written statement of the external auditor setting forth all relationships between the external auditor and the Company;

(c) review and discuss with the external auditor any disclosed relationships or services that may impact the objectivity and independence of the external auditor;

(d) take, or recommend that the Board, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;

(e) recommend to the Board the selection and, where applicable, the replacement of the external auditor nominated annually for shareholder approval;

(f) recommend to the Board the compensation to be paid to the external auditor;

(g) at each meeting, where desired, consult with the external auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;

(h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;

(i) review with management and the external auditor the audit plan for the year-end financial statements; and

(j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:

i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditor during the fiscal year in which the non-audit services are provided,

ii. such services were not recognized by the Company at the time of the engagement to be non-audit services, and

iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

C. Financial Reporting Processes

(a) in consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external;

(b) consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;

(c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management;

(d) review significant judgments made by management in the preparation of the financial statements

and the view of the external auditor as to appropriateness of such judgments;

(e) following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;

(f) review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements;

(g) review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;

(h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;

(i) review certification process;

(j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;

(k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and

(l) on at least an annual basis, review with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or government agencies.

D. Authority

(a) The Committee will have the authority to:

i. review any related-party transactions;

ii. engage independent counsel and other advisors as it determines necessary to carry out its duties;

iii. set and pay compensation for any independent counsel and other advisors employed by the Committee;

iv. communicate directly with the auditors; and

v. conduct and authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel and other professionals to assist in the conduct of any investigation.

INDEX TO FINANCIAL STATEMENTS
AND MANAGEMENT'S DISCUSSION & ANALYSIS

The following financial statements and management discussion & analysis for FireFox Gold Corp. are included in this Prospectus:

1.	Audited annual consolidated financial statements for the period from incorporation on June 16, 2017 to December 31, 2017	F-2
2.	Management Discussion & Analysis for the period from incorporation on June 16, 2017 to December 31, 2017	F-19
3.	Unaudited interim consolidated financial statements for the nine month period ended September 30, 2018	F-30
4.	Management Discussion & Analysis for the nine month period ended September 30, 2018	F-44

FireFox Gold Corp.

(formerly Silverstone Resources Corp.)

Financial Statements

For the period from incorporation
on June 16, 2017 to December 31, 2017
(Expressed in Canadian dollars)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The accompanying financial statements of FireFox Gold Corp. are the responsibility of the Company's management and are prepared in accordance with International Financial Reporting Standards and reflect management's best estimates and judgment based on information currently available.

Management has developed and maintains a system of internal controls to ensure that the Company's assets are safeguarded, transactions are authorized and properly recorded, and financial information is reliable.

The Board of Directors is responsible for ensuring management fulfills its responsibilities for financial reporting and internal controls through an audit committee, which is comprised primarily of non-management directors. The Audit Committee reviews the financial statements prior to their submission to the Board of Directors for approval.

"Carl Löfberg"

Carl Löfberg
Chief Executive Officer

"Andrew MacRitchie"

Andrew MacRitchie
Chief Financial Officer

Vancouver, British Columbia
April 30, 2018

D&H Group LLP
Chartered Professional Accountants
10th Floor, 1333 West Broadway
Vancouver, BC V6H 4C1

Independent Auditor's Report

To the Shareholders of FireFox Gold Corp. (formerly Silverstone Resources Corp.)

We have audited the accompanying financial statements of FireFox Gold Corp. (formerly Silverstone Resources Corp.), which comprise the statement of financial position as at December 31, 2017 and the statement of loss and comprehensive loss, statement of changes in equity and statement of cash flows for the period from incorporation on June 16, 2017 to December 31, 2017, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of FireFox Gold Corp. (formerly Silverstone Resources Corp.) as at December 31, 2017, and its financial performance and its cash flows for the period from incorporation on June 16, 2017 to December 31, 2017 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about FireFox Gold Corp. (formerly Silverstone Resources Corp.) ability to continue as a going concern.

"D&H Group LLP"

Vancouver, B.C.
April 30, 2018

Chartered Professional Accountants

FireFox Gold Corp. (formerly Silverstone Resources Corp.)

Statement of Financial Position

As at December 31, 2017

(Expressed in Canadian Dollars)

	$
Assets	
Current assets	
Cash	646,995
Prepaid expenses	4,079
Accounts receivable	9,462
	660,536
Mineral property acquisition costs (Note 3)	600
	661,136
Liabilities	
Current liabilities	
Accounts payable	18,153
Due to related parties	21,417
Accrued liabilities	6,500
	46,070
Shareholders' equity	
Share capital (Note 4)	1,469,890
Contributed surplus	14,850
Deficit	(869,674)
	615,066
	661,136

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

Nature of operations and going concern (Note 1)
Subsequent events (Note 8)

These financial statements were approved for issue by the Board of Directors on April 30, 2018 and are signed on its behalf by:

"Carl Löfberg", **Director** ***"Patrick Highsmith"***, **Director**

FireFox Gold Corp. (formerly Silverstone Resources Corp.)

Statement of Loss and Comprehensive Loss

Period from incorporation on June 16, 2017 to December 31, 2017

(Expressed in Canadian Dollars)

	$
Expenses	
Mineral property exploration costs	585,272
Audit and tax compliance	8,964
Filing and listing fees	7,651
Legal	96,463
Office costs	5,303
Property investigation	50,000
Personnel	91,750
Share based payments	9,089
Shareholder communications	15,182
Net loss and comprehensive loss	(869,674)
Basic and diluted loss per share	(0.06)
Weighted average number of shares outstanding	13,989,912

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

FireFox Gold Corp. (formerly Silverstone Resources Corp.)

Statement of Changes in Equity

Period from incorporation on June 16, 2017 to December 31, 2017

(Expressed in Canadian Dollars)

	Share capital				
	Number of shares	Amount	Contributed Surplus	Deficit	Shareholders' equity
		$	$	$	$
Balance at June 16, 2017	-	-	-	-	-
Common shares issued:					
- on incorporation	7,113,010	71	-	-	71
- mineral property acquisition costs	6,000,000	600	-	-	600
- private placements	6,936,837	1,481,251	-	-	1,481,251
Less share issue costs	-	(12,032)	-	-	(12,032)
Adjustment from spin-off transaction	(1,579)	-	-	-	-
Share-based compensation	-	-	14,850	-	14,850
Net loss and comprehensive loss for the period	-	-	-	(869,674)	(869,674)
Balance at December 31, 2017	20,048,268	1,469,890	14,850	(869,674)	615,066

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

FireFox Gold Corp. (formerly Silverstone Resources Corp.)

Statement of Cash Flows

Period from incorporation on June 16, 2017 to December 31, 2017

(Expressed in Canadian Dollars)

	$
Cash flows from (used in) operating activities	
Loss for the period	(869,674)
Non-cash items	
Share based payments	14,850
Changes in non-cash working capital:	
Prepaid expenses	(4,079)
Accounts receivable	(9,462)
Accounts payable	18,153
Due to related parties	21,417
Accrued liabilities	6,500
	(822,295)
Cash flows from financing activities	
Issuance of common shares	1,481,322
Share issuance costs	(12,032)
	1,469,290
Increase in cash during the period, being cash at end of period	646,995

SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Non-cash transactions and other supplemental disclosures:		
Issuance of shares under mineral property option (Note 3(a))	$	600
Interest paid	$	-
Income taxes paid	$	-

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

1. Nature of operations and going concern

FireFox Gold Corp. (the "Company" or "FireFox") was incorporated under the *Business Corporations Act* (British Columbia) on June 16, 2017 under the name Silverstone Resources Corp. The Company's name was changed to FireFox Gold Corp. on August 23, 2017. The Company's registered place of business is located at 650 - 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3, Canada.

The Company is in the start-up phase, and its primary activity is exploring for economic gold mineralization in Finland.

The financial statements were prepared on a going concern basis with the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company has limited cash resources, has incurred significant operating losses and negative cash flows from operations in the period, and will require additional financing in order to continue operations. While the Company has been successful in obtaining funding in the past, through the issuance of additional equity, there is no assurance that such funding will be available in the future. An inability to raise additional funds would adversely impact the future assessment of the Company as a going concern. 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.

The Company is dependent upon its ability to finance its operations and exploration programs through financing activities that may include issuances of additional debt or equity securities. The recoverability of the carrying value of exploration projects and, ultimately, the Company's ability to continue as a going concern, is dependent upon the existence and economic recovery of reserves, the ability to raise financing to complete the exploration and development of the properties, and upon future profitable production or, alternatively, upon the Company's ability to dispose of its interest on an advantageous basis, all of which are uncertain. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

2. Summary of significant accounting policies

Basis of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

Basis of measurement

The financial statements have been prepared on the historical cost basis except for the revaluation of certain financial assets and financial liabilities to fair value.

Critical judgements and sources of estimation uncertainty

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

2. Summary of significant accounting policies - continued

Critical judgments

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

(i) The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

(ii) The assessment of evidence of impairment in respect of exploration and evaluation assets (capitalized mineral property acquisition costs) requires management to make judgments regarding the status of each project and the future exploration plans. The triggering events for an impairment test are defined in IFRS 6. The nature of exploration and evaluation activities is such that only a proportion of projects are ultimately successful and some assets are likely to become impaired in future periods. Management has determined that there were no triggering events as defined in IFRS 6 with respect to the Company's properties.

(iii) Although the Company takes steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

(iv) The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.

Estimation Uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year:

a) Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

b) The fair value of share-based payments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

2. Summary of significant accounting policies - continued

Cash and cash equivalents
Cash and cash equivalents consist of cash on deposit with banks or highly liquid short-term interest-bearing securities that are readily convertible to known amounts of cash and those that have maturities of three months or less or are fully redeemable without penalty when acquired. As at December 31, 2017, the Company did not have any cash equivalents.

Mineral property interests
The acquisition costs of mineral properties are capitalized as mineral property acquisition costs on a project-by-project basis, pending determination of the technical feasibility and the commercial viability of each project. Acquisition costs include cash or shares paid, liabilities assumed, and associated legal costs paid to acquire the interest, whether by option, purchase, staking, or otherwise. Costs of investigation incurred before the Company has obtained the legal right to explore an area are recognized in the statement of loss.

Exploration and evaluation expenses are comprised of costs that are directly attributable to:

- researching and analyzing existing exploration data;
- conducting geological studies, exploratory drilling and sampling;
- examining and testing extraction and treatment methods; and
- evaluating the technical feasibility and commercial viability of extracting a mineral resource.

All exploration and evaluation expenditures are expensed until properties are determined to contain economically viable reserves. When economically viable reserves have been determined, technical feasibility has been determined and the decision to proceed with development has been approved, the capitalized mineral property interest for that project, and subsequent costs incurred for the development of that project, are capitalized as mining properties, a component of property, plant and equipment.

Option-out agreements, where the Company is the operator, are accounted for by deducting the proceeds from the optionee from the expenditures made by the Company once title has been properly registered in the optionor's name. Until title has been registered in the optionee's name, the Company shows the amounts received as exploration advances liability.

Income taxes
Deferred income taxes are provided in full, using the liability method, on temporary differences arising between the income tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income taxes are determined using income tax rates and income tax laws that have been enacted at the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the temporary differences can be utilized.

2. Summary of significant accounting policies - continued

Impairment of long-lived assets
At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit ("CGU") to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Financial instruments

Financial assets
All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans and receivables and at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized in comprehensive income (loss). Cash is classified as FVTPL.

Financial assets classified as loans and receivables and held-to -maturity are measured at amortized cost. Accounts receivable are classified as loans and receivables.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value that are considered other than temporary.

Transaction costs associated with financial assets at FVTPL are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities
All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are measured at amortized cost. Accounts payable, due to related parties and accrued liabilities are classified as other financial liabilities.

Financial liabilities classified as FVTPL are measured at fair value with unrealized gains and losses recognized in comprehensive income (loss).

2. Summary of significant accounting policies - continued

Foreign currencies

The Company has determined the Canadian dollar to be its functional and reporting currency. Accordingly, monetary assets and liabilities denominated in foreign currencies are recorded in Canadian dollars, translated at the exchange rate in effect at the statement of financial position date and non-monetary assets and liabilities are translated at the exchange rates in effect at the transaction date. Revenues and expenses are translated at rates approximating the exchange rates in effect at the time of the transactions. All exchange gains and losses are included in profit or loss.

Share capital

Common shares issued by the Company are classified as equity. Costs directly attributable to the issue of common shares, share purchase warrants and share options are recognized as a deduction from equity, net of any related income tax effects.

Share-based payments

The Company has a stock option plan that is described in Note 4. Share-based payments to employees are measured at the fair value of the instruments issued on the date of grant, and are amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments 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 amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to option reserve. Consideration received on the exercise of stock options is recorded as share capital and the related option reserve is transferred to share capital.

Loss per share

Basic earnings (loss) per share is calculated using the weighted average number of common shares outstanding during the year. The Company uses the treasury stock method for calculating diluted loss per share. Under this method the dilutive effect on loss per share is calculated on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to purchase common shares at the average market price during the year. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

2. Summary of significant accounting policies - continued

New standards and interpretations not yet adopted

The following is an overview of accounting standard changes that the Company will be required to adopt in future years. The Company does not expect to adopt any of these standards before their effective dates. The Company does not expect the new standards to have a material impact on the Company's financial statements.

(a) IFRS 9 - *Financial Instruments*. This standard partially replaces IAS 39 - *Financial Instruments: Recognition and Measurement*. IFRS 9 measures financial assets, after initial recognition, at either amortized cost or fair value. Existing IAS 39 classifies financial assets into four measurement categories. The standard is effective for annual periods beginning on or after January 1, 2018. In the year of adoption, the Company is required to provide additional disclosures relating to the reclassified financial assets and liabilities. The Company may, but is not required to, apply the standard retroactively. In and after the year of adoption, certain disclosures relating to financial assets will change to conform to the new categories.

(b) IFRS 15 - *Revenue from Contracts with Customers*. The standard is effective for annual periods beginning on or after January 1, 2018. IFRS 15 specifies how and when to recognize revenue as well as requires entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18 - *Revenue*, IAS 11 - *Construction Contracts*, and a number of revenue-related interpretations. The new standard will apply to nearly all contracts with customers; the main exceptions are leases, financial instruments and insurance contracts.

(c) IFRS 16 - *Leases.* This standard specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. IFRS 16 was issued in January 2016 and applies to annual reporting periods beginning on or after January 1, 2019.

3. Mineral properties

(a) **Riikonkoski (East and West), Jeesiö (including Jeesiö West) and Ylöjärvi (including Oks) projects:**

On August 1, 2017 FireFox announced an agreement with Magnus Minerals Ltd. ("Magnus"), a company incorporated under the laws of Finland, whereby Magnus granted FireFox an exclusive right and option to earn and acquire a 100% interest in each of the Riikonkoski (East and West), Jeesiö (including Jeesiö West) and Ylöjärvi (including Oks) projects (the "Projects"), which are located in Finland and currently owned by Magnus (the "Option").

Pursuant to the Option Agreement, FireFox is required to:

(i) issue 6,000,000 common shares to Magnus (issued, Note 4(b));
(ii) incur $2.5 million in exploration expenditures on the Projects as follows:
  a. $300,000 by August 31, 2018 (fully spent as at December 31, 2017);
  b. an additional $600,000 by August 31, 2019 ($285,000 spent at December 31, 2017); and
  c. an additional $1,600,000 by August 31, 2020;
(iii) grant Magnus a 1.5% net smelter return royalty ("NSR"), which may be reduced to 1% by the payment to Magnus of 1,000 troy ounces of gold within 90 days of publishing a positive feasibility study; and
(iv) make an aggregate amount of $250,000 in cash payments to Magnus as follows:
  a. $30,000 by August 31, 2018;
  b. $60,000 by August 31, 2019; and
  c. $160,000 by August 31, 2020.

The Option Agreement also provides that if FireFox exercises the Option, FireFox will be obligated to pay Magnus an additional payment, equal to the value of 1,000 troy ounces of gold, within 12 months of the commencement of commercial production. Magnus is a related party (Note 6).

3. Mineral properties - continued

(b) **Mustajärvi project:**

FireFox will pay a total of €30,000 (paid subsequent to year-end) and issue 400,000 common shares (issued subsequent to year end) to a Finnish junior exploration company, Aurora Exploration Ltd. ("Aurora"), in order to acquire a 100% interest in the Mustajärvi Project. Aurora retains a 1% Net Smelter Royalty ("NSR") on all metals sold from the Mustajärvi Project, 50% of which can be repurchased by Firefox for US $500,000. The repurchase right is exercisable at any point within 180 days of the Company's receipt of a positive feasibility study for the Mustajärvi Project.

See also Note 8.

4. Share capital

(a) **Authorized**

The Company's authorized share capital consists of an unlimited number of common shares without par value.

(b) **Equity financings**

On incorporation, the Company issued 7,113,010 for cash of $71. This share figure was reduced by 1,579 shares through the plan of arrangement.

On August 1, 2017, the Company issued 6,000,000 shares to Magnus Minerals Ltd. (Note 3(a) & Note 6) in exchange for an option to earn a 100% interest in each of the Riikonkoski (East and West), Jeesiö (including Jeesiö West) and Ylöjärvi (including Oks) projects, which are located in Finland.

In September, October, and November 2017, the Company issued 6,936,837 shares at various prices in exchange for gross cash proceeds of $1,481,251, less share issuance costs of $12,032 (Note 6).

See also Note 8.

(c) **Share option plan**

The Company has implemented an incentive share option plan (the "plan") which is subject to approval by the shareholders at the next general meeting. Under the plan, the Company may issue options to purchase common shares, at prices determined by the Board of Directors on the date of award, for periods of not more than five years. Share options awarded under the plan vest immediately upon plan-approval at the next general meeting. Subsequent to plan-approval, options awarded will vest immediately upon issue unless vesting is modified by the Board of Directors at the time of grant. The total number of common shares that may be reserved for issue under the share option plan is limited to 10% of the number of issued common shares.

The Company uses the Black-Scholes option pricing model in order to calculate a value for share options issued to employees. The Black-Scholes option pricing model was developed for use in estimating the fair value of share options that have no vesting provisions and are fully transferable. Also, option pricing models require the use of estimates and assumptions, including expected volatility rates. The Company uses expected volatility rates which are based upon historical experience and or market comparables. Changes in the underlying assumptions used on the Black-Scholes option pricing model could materially affect the fair value estimates.

4. Share capital – continued

(c) **Share option plan** - continued

Share options transactions during the year ended December 31, 2017 are as follows:

	Number of shares	Weighted average exercise price $
Outstanding, June 16, 2017	-	-
Awarded	1,495,000	0.10
Forfeited	-	-
Expired	-	-
Outstanding, December 31, 2017	1,495,000	0.10

The following is a summary of share options outstanding and exercisable at December 31, 2017:

Expiry date	Number of options	Exercise price $
October 2022	1,495,000	0.10

The fair value of stock options awarded during 2017 was estimated on the dates of award using the Black-Scholes option pricing model with the following assumptions:

	2017
Risk-free interest rate	1.75%
Expected volatility	187.36%
Expected lives	5 years
Estimated forfeiture rate	-

The average fair value of stock options awarded during the year ended December 31, 2017 was $ 0.04.

5. Risk management and financial instruments

Categories of financial assets and financial liabilities
Financial instruments are classified into one of the following five categories: fair value through profit or loss ("FVTPL"); held-to-maturity investments; loans and receivables; available-for-sale; and other financial liabilities. The carrying values of the Company's financial instruments are classified into the following categories:

Financial instrument	**Category**	**December 31, 2017 $**
Cash	FVTPL	646,995
Accounts receivable	loans and receivables	9,462
Accounts payable	other financial liabilities	18,153
Due to related parties	other financial liabilities	21,417
Accrued liabilities	other financial liabilities	6,500

5. Risk management and financial instruments - continued

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

Credit risk
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and accounts receivable are exposed to credit risk. Management believes that credit risk with respect to cash is minimal as it is held with major financial institutions. The Company manages credit risk, in respect of accounts receivable, by monitoring the age of receivables and pursuing those that are not due from government. Management believes that credit risk with respect to receivables is minimal, as the majority consists of amounts due from Canadian governmental agencies.

Market risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk consists of interest rate risk, foreign currency risk and other price risk. As at December 31, 2017, the Company is not exposed to significant market risk.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to attempt to ensure that it will have sufficient cash or credit available to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities, and by maintaining its lending arrangement with a related party. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of December 31, 2017.

6. Related party disclosures

Key management compensation:

Key management personnel are the directors and officers of the Company. The remuneration of key management personnel during the period is as follows:

		Period ended December 31, 2017
Director remuneration[1]	$	18,000
Officer remuneration[1]	$	61,750
Share-based payments	$	7,946

[1] Remuneration consists exclusively of salaries, bonuses, health benefits if applicable and consulting fees or director's fees for key management personnel.

Other than the amounts disclosed above, there were no short-term employee benefits or share-based payments granted to key management personnel during the period ended December 31, 2017.

6. Related party disclosures - continued

During the period ended December 31, 2017, mineral exploration services valued at $552,500, and administrative services valued at $56,750 were provided by companies with an officer in common with FireFox. At December 31, 2017, $14,366 remained owing to a related party in relation to administrative services provided, and $7,051 was owing to several related parties in relation to reimbursements of expenditures incurred on FireFox's behalf.

FireFox issued 1,200,000 shares to two directors on October 2, 2017 in exchange for gross cash proceeds of $120.

FireFox entered into a mineral property option agreement with Magnus, further described in Note 3(a).

7. Income Taxes

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 26.00% to income before income taxes. The reasons for the differences are as follows:

Loss for the year	$	(869,674)
Statutory income tax rate		26.00%
Expected income tax benefit		(226,115)
Items not deductible for income tax purposes and other		733
Unrecognized benefit of deferred tax assets		225,383
Income tax expense	$	-

The Company recognizes a deferred tax asset on unused tax losses or other deductible amounts only when the Company expects to have future taxable profit against which the amounts could be utilised. The Company's deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following unrecognized asset amounts:

Share issuance costs	$	2,787
Eligible capital property		11,541
Exploration and evaluation expenditures		152,171
Non-capital losses carried forward		58,884
Unrecognized deductible temporary differences	$	225,383

The Company has non-capital losses of approximately $226,477 and accumulated pools of $585,272, both of which are available to deduct against future taxable Canadian income. The non-capital losses carried forward will expire in 2037 if unused. The tax pools can be carried forward indefinitely.

8. Subsequent Events

On February 1, 2018, €30,000 ($46,254) was paid and 400,000 shares were issued to Aurora as part of the agreement to acquire a 100% interest in the Mustajärvi Project (see Note 3(b)).

On January 23, 2018, FireFox issued 250,000 stock options to a director of the Company. The options have an exercise price of $0.30 per share, and are valid until January 23, 2023.

FireFox Gold Corp.

(formerly Silverstone Resources Corp.)

Management Discussion and Analysis

For the period from June 16, 2017 to December 31, 2017

(Expressed in Canadian dollars)

MANAGEMENT DISCUSSION AND ANALYSIS

PERIOD ENDED DECEMBER 31, 2017

INTRODUCTION

The Management Discussion & Analysis has been prepared by management and reviewed and approved by the Board of Directors on April 30, 2018. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited annual financial statements and the related notes thereto for the period ended December 31, 2017. The information provided herein supplements but does not form part of the financial statements. This discussion covers the period ended December 31, 2017 and the subsequent period up to April 30, 2018, the date of issue of this MD&A. Monetary amounts in the following discussion are in Canadian dollars unless otherwise noted.

Additional information regarding the Corporation can be found on the Corporation's page at www.sedar.com.

The technical information presented herein has been reviewed by Dr. Petri Peltonen Ph.D., Chartered Professional of Australian Institute of Mining and Metallurgy (AusIMM), European Geologist (EurGeol), a consultant to the Company, and a qualified person as defined by National Instrument 43-101.

This MD&A contains Forward Looking Information.
Please read the Cautionary Statements on page F-21 carefully.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements or forward-looking information within the meaning of applicable Canadian securities laws. All statements and information, other than statements of historical fact, included in or incorporated by reference into this MD&A are forward-looking statements and forward-looking information, including, without limitation, statements regarding activities, events or developments that we expect or anticipate may occur in the future. Such forward-looking statements and information can be identified by the use of forward-looking words such as "will", "expect", "intend", "plan", "estimate", "anticipate", "believe" or "continue" or similar words and expressions or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which such forward-looking statements and information are based will occur or, even if they do occur, will result in the performance, events or results expected.

The forward-looking statements and forward-looking information reflect the current beliefs of the Corporation, 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 Corporation to be materially different from any future results, performance or achievements expressed in or implied by the forward-looking statements. This forward-looking information includes estimates, forecasts, plans, priorities, strategies and statements as to the Corporation's current expectations and assumptions concerning, among other things, ability to access sufficient funds to carry on operations, compliance with current or future regulatory regimes, particularly in the case of ambiguities, financial and operational performance and prospects, collection of receivables, anticipated conclusions of negotiations to acquire projects or investments, our ability to attract and retain skilled staff, expectations of market prices and costs, expansion plans and objectives, requirements for additional capital, the availability of financing, and the future development and costs and outcomes of the Corporation's projects or investments. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause actual results to vary materially.

We caution readers of this MD&A not to place undue reliance on forward-looking statements and information contained herein, which are not a guarantee of performance, events or results and are subject to a number of risks, uncertainties and other factors that could cause actual performance, events or results to differ materially from those expressed or implied by such forward-looking statements and information. These factors include: unanticipated future operational difficulties (including cost escalation, unavailability of materials and equipment, industrial disturbances or other job action and unanticipated events related to health, safety and environmental matters); social unrest; failure of counterparties to perform their contractual obligations; changes in priorities, plans, strategies and prospects; general economic, industry, business and market conditions; disruptions or changes in the credit or securities markets; changes in law, regulation, or application and interpretation of the same; the ability to implement business plans and strategies, and to pursue business opportunities; rulings by courts or arbitrators, proceedings and investigations; inflationary pressures; and various other events, conditions or circumstances that could disrupt the Corporation's priorities, plans, strategies and prospects including those detailed from time to time in the Corporation's reports and public filings with the Canadian securities administrators, filed on SEDAR.

This information speaks only as of the date of this MD&A. The Corporation undertakes no obligation to revise or update forward-looking information after the date of this document, nor to make revisions to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws or the policies of the TSX-V exchange.

FIREFOX GOLD CORP.
Management Discussion and Analysis
December 31, 2017

THE CORPORATION

The principle business of FireFox Gold Corp ("FireFox" or "the Company") is the exploration and development of mineral properties in Finland. The Company owns or controls several exploration-stage properties in the country, further described in the following pages.

FireFox Gold Corp. ("FireFox" or "the Corporation") was incorporated in the Province of British Columbia on June 16, 2017. The Corporation is a reporting issuer in British Columbia, and Alberta, but does not trade on a stock exchange.

RECENT EVENTS

Plan of arrangement

The Corporation was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Corporation's common shares were distributed to shareholders of Anacott on a pro-rata basis.

Finland exploration properties

On August 1, 2017 FireFox announced an agreement with Magnus Minerals Ltd. ("Magnus"), a company incorporated under the laws of Finland, whereby Magnus granted FireFox an exclusive right and option to earn and acquire a 100% interest in each of the Riikonkoski (East and West), Jeesiö (including Jeesiö West) and Ylöjärvi (including Oks) projects (the "Projects"), which are located in Finland and currently owned by Magnus (the "Option").

Pursuant to the Option Agreement, FireFox is required to (among other things):

(i) issue 6,000,000 common shares to Magnus (issued);

(ii) incur and fund $2.5M in exploration expenditures on the Projects as follows:

  a. $300,000 by August 31, 2018 ($260,000 spent at Sept 30, 2017);
  b. $600,000 by August 31, 2019; and
  c. $1,600,000 by August 31, 2020;

(iii) grant Magnus a 1.5% net smelter return royalty (the "NSR"), which may be reduced to 1% by the payment to Magnus of 1,000 troy ounces of gold within 90 days of publishing a positive feasibility study; and

(iv) make an aggregate amount of $250,000 in cash payments to Magnus as follows:

  a. $30,000 by August 31, 2018;
  b. $60,000 by August 31, 2019; and
  c. $160,000 by August 31, 2020.

The Option Agreement also provides that if FireFox exercises the Option, FireFox will be obligated to pay Magnus an additional payment equal to the value of 1,000 troy ounces of gold, within 12 months of the commencement of commercial production. Pursuant to the Option Agreement, Magnus has agreed to provide mineral exploration services to FireFox. At any time, FireFox may elect to stop making payments under the Option Agreement, which would result in the termination of the Option Agreement. Upon termination of the Option Agreement, FireFox would forego all of its rights to the Projects and any payments (including the issuance of shares) already made to Magnus or expended on the Projects.

Carl Löfberg, Managing Director of Magnus, is a director and the President and CEO of FireFox.

Under the option agreement with Magnus, FireFox currently holds 100% exploration rights to three distinct gold tenement packages, namely "Ylöjärvi" located in Southern Finland, and "Riikonkoski" and "Jeesiö" both within the Central Lapland Greenstone Belt in Northern Finland.

Ylöjärvi property

The Company´s Ylöjärvi property (106.65 km^2 in total size) includes areas secured by either a valid exploration permit or a reservation. Ylöjärvi is located in the western branch of the Tampere Schist Belt, a volcano-sedimentary belt well-known for its historical and active gold mining.

The now closed Haveri Gold Mine, located only 200 meters from the Company´s reservation boundary, produced approximately 142,000 ounces gold and 6,000 t copper before being closed in 1960. Remaining mineral resources at Haveri are estimated to be 24.7Mt @ 0.89 g/t Au (reported in compliance with NI43-101 by a previous operator). Also, FireFox´s reservation surrounds the area of the historical Ylöjärvi Mine that produced small amounts of Cu, Au, Ag and W between 1943-1966. Some 30 kilometers west from Ylöjärvi, along the same sericite-altered volcanic sequence, Dragon Mining Ltd. (ASX: DRA) is operating its Orivesi Gold Mine that has produced in excess of 500,000 ounces gold.

FireFox cautions that being near a past-producing mine, with a resource, does not indicate that mineralization will occur on FireFox's property, and if mineralization does occur, that it will occur in sufficient quantity or grade that would result in an economic extraction scenario. These facts were simply used to help prioritize the acquisition of these mineral rights.

In-house exploration targeting work emphasised the strong similarities in the chemical composition, style of alteration and structures of the volcanic sequences, and till and soil geochemistry of the Company´s property with those features observed near the gold mines of the region. In addition, the presence of numerous high grade glacial erratics and gold anomalies in till or soil imply the general prospectivity of the area. Additional exploration work will have to be performed in order to ascertain whether there is significant mineralization associated with these initial indicators.

The area of the Ylöjärvi tenement has seen only minor exploration work in the past. During the 2017 field season the Company conducted reconnaissance geological mapping, till sampling and Self Potential (SP) line surveys on selected targets. New grab samples assayed up to 7 g/t Au (7 samples exceeded 1g/t Au, and 17 samples had > 0.1 ppm Au), and FireFox was able to verify the extension of one of the historical drilled prospects ("Oks") by another 1,000 meters along strike.

The Company plans to conduct additional mapping and percussion drill bottom-of-till sampling in order to further delineate these anomalies before finalizing details for a diamond core drill testing program.

Riikonkoski property

The second property, Riikonkoski, has been secured by a valid reservation 91.48 km^2 in size. This tenement consists of two separate, eastern and western reservation blocks. The western block is located along, and the eastern block is located 6 km south of the Sirkka Gold Line. The Sirkka Gold Line is a pronounced Au-deposition controlling structure within the Central Lapland Greenstone Belt). In the immediate vicinity of the Riikonkoski tenement, two closed mines, Saattopora Au-Cu Mine and Sirkka Cu-Ni-Co-Au-Ag mine, have been operated in the past. Further away, 22 kilometers northeast, Agnico Eagle Ltd. (TSE:AEM) is currently operating its Kittilä Gold Mine, with mineral resource of approximately 5 million ounces of gold.

The main exploration target within this property is the Riikonkoski Cu-Au deposit. The Riikonkoski deposit has seen extensive historical exploration work in the past including approximately 20 kilometers of diamond

drilling, that has been converted into a historic mineral resource estimate. FireFox has so far compiled much of the historical Riikonkoski data into a coherent data base and has assayed and re-assayed some of the historical Riikonkoski core in order to better understand the distribution of gold in the deposit. The Company has evaluated the drilling data in a three dimensional model and noted that certain of the historical drill intercepts for gold and copper are open at depth. FireFox may proceed with the preparation of an updated mineral resource for copper and gold, which would be reported in accordance with NI 43-101.

Jeesiö property

The third property, Jeesiö, consists of three distinct tenement blocks, two of which are valid reservations and two have the status of exploration permit applications. The total size of the Jeesiö tenements is 409.29 km^2. Jeesiö was the Company´s primary exploration target during the summer 2017 field season.

The northern boundary of the Jeesiö exploration permit application is only 2 km south from the recent Aamurusko gold-in-boulders discovery by Aurion Resources Ltd (TSX-V:AU), and 12 kilometers SSW from the Pahtavaara Gold Mine (350,000 oz. produced), currently being recommissioned by Rupert Resources Ltd (TSE:RUP). Numerous smaller drilled prospects and deposits are located in the vicinity of Jeesiö.

FireFox again cautions that being near a discovery, or past-producing mine with a resource, does not indicate that mineralization will occur on FireFox's property, and if mineralization does occur, that it will occur in sufficient quantity or grade that would result in an economic extraction scenario. These facts were simply used to help prioritize the acquisition of these pieces of property.

Portions of the Jeesiö property straddle the Sirkka Gold Line. Despite its location along the important controlling structure, Jeesiö area has seen only limited exploration work. Therefore, Jeesiö is considered a greenfield exploration target. The Jeesiö area has been covered by governmental regional till sampling programs, but only one small gold prospect, Homelampi, has been drill tested with 4 shallow holes. These holes returned low grades of the order of 0.1-0.3 g/t Au but over intervals tens of meters long. As the prospect is also associated with a pronounced geochemical till anomaly, the Company will allocate some resources for further study of the Homelampi target.

During the 2017 summer field season, the Company conducted reconnaissance geological mapping, till sampling and Self Potential (SP) surveys on selected targets that were highlighted by early targeting work. Altogether, 37 grab and 281 till samples were collected and assayed for Au and multielement trace element package, and approximately 150 line kilometers was surveyed by the SP method. The work identified zones anomalous in gold, arsenic and copper, some of them associated with SP anomalies. These will be followed up by bottom-of-till percussion drill sampling in Phase 2 exploration during the 2017-2018 winter season.

FireFox has purchased and reprocessed governmental low-altitude airborne geophysical survey data. This project covers the entire Central Lapland Greenstone Belt and will allow further targeting of land to acquire outside the Company´s current land package. FireFox is also in the process of changing the tenement status of the Northeastern part of Jeesiö from a reservation into an ore prospecting permit, which will allow the use of mechanical percussion and diamond core drill rigs in the next phase of exploration.

SUMMARY OF QUARTERLY RESULTS

The Corporation was incorporated under the laws of the Province of British Columbia on June 16, 2017. As such, it has been in existence for only two of the past eight quarters.

Quarter ended		31-Dec-17		30-Sep-17		30-Jun-17		31-Mar-17
Revenue [1]		-		-		-		-
Loss for the quarter	$	(539,548)	$	(330,126)	$	N/A	$	N/A
Loss per share	$	(0.04)	$	(0.02)	$	(0.00)	$	N/A

Quarter ended		31-Dec-16		30-Sep-16		30-Jun-16		31-Mar-16
Revenue [1]		-		-		-		-
Loss for the quarter	$	N/A	$	N/A	$	N/A	$	N/A
Loss per share	$	N/A	$	N/A	$	N/A	$	N/A

[1] this being a corporation without a revenue-generating business, there are no revenues from operations or investments;

Loss for the quarter ended December 31, 2017

Losses of $539,548 in the three months ended December 31, 2017 ("Q417") are not comparable to a prior year's quarter as 2017 was the first year of operations. The largest cost in Q417 was for mineral property exploration costs of $325,272, incurred on FireFox's new exploration properties. This compares with exploration costs of $260,000 in the three months ended September 30, 2017 ("Q317"). The increase was due to increased exploration activity in Q417 to perform exploration work, as the projects were acquired partly into Q317. Other significant costs in Q417 included staff costs, which increased to $82,250 as a result of hiring a President, CEO and CFO (Q317 - $9,500). In addition, property investigation costs of $50,000 were incurred in Q417 to investigate mineral properties not yet owned by FireFox (Q317 – nil). Finally, legal costs of $51,463 (Q317 - $45,000) were incurred in Q417 for a variety of reasons, but primarily related to reviewing and establishing new contractual agreements between parties.

Loss for the period from establishment on June 16, 2017 to December 31, 2017

Losses of $869,674 in the period from June 16, 2017 to December 31, 2017 ("YE17") are not comparable to a prior year as 2017 was the first year of operations. The largest cost in YE17 was for mineral property exploration costs of $585,272, incurred on FireFox's new exploration properties. Other significant costs in YE17 included legal costs of $96,463, incurred for a variety of reasons, but primarily to establish the Corporation, to draft and enact the plan of arrangement in order to distribute the Corporation to shareholders of Anacott, and to review and establish new contractual agreements between parties. Personnel costs of $91,750 were incurred in YE17 as a result of hiring a President, CEO and CFO. Finally, property investigation costs of $50,000 were incurred in Q417 to investigate mineral properties not yet owned by FireFox.

Cash flows for the period from June 16, 2017 to December 31, 2017

The Corporation's operating cashflow approximated its loss for the period, with minor adjustments. This $822,295 cash-expenditure was financed via the issuance of common shares, raising $1,469,290 net of share issuance costs, resulting in an increase in cash of $646,995 over the period.

LIQUIDITY AND CAPITAL RESOURCES

The Corporation had working capital[1] of $614,466 as of December 31, 2017. The Corporation does not have revenues from operations, and relies on outside funding for its continuing financial liquidity. The Corporation will need additional financing in order to continue operations.

Management cautions that the Corporation's ability to raise additional funding is not certain, and additional funds will be required in order to pursue the Corporation's current business plans. An inability to raise additional funds would adversely impact the future assessment of the Corporation as a going concern.

CHANGES IN ACCOUNTING POLICIES

Accounting policies used in the period are as set out in the audited annual financial statements of the Company for the period ended December 31, 2017.

The following new standards, and amendments to standards and interpretations, have been announced, but were not yet effective and have not been applied in preparing the financial statements for the period ended December 31, 2017.

Accounting standards issued and effective January 1, 2018

IFRS 9, Financial Instruments, which contains accounting requirements for financial instruments, replaces IAS 39 Financial Instruments: Recognition and Measurement. The standard contains requirements for classification and measurement of financial liabilities; impairment of financial assets; hedge accounting; and derecognition of financial assets and liabilities carried forward from IAS 39. The Corporation has concluded that this new standard will not have a material impact on its financial statements.

IFRS 15, Revenue from Contracts with Customers, specifies how and when to recognize revenue as well as requires entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18 - Revenue, IAS 11 - Construction Contracts, and a number of revenue-related interpretations. The new standard will apply to nearly all contracts with customers; the main exceptions are leases, financial instruments and insurance contracts. The Corporation has concluded that the new standard will not have a material impact on its statements.

Accounting standards issued and effective January 1, 2019

IFRS 16, Leases replaces IAS 17 Leases. The new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. This standard is effective for annual reporting periods beginning on or after January 1, 2019. The Corporation is in the process of determining the impact of IFRS 16 on its financial statements. The Corporation has concluded that the new standard will not have a material impact on its statements.

FINANCIAL INSTRUMENTS

The Corporation's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities. It is management's opinion that the Corporation is not exposed to significant interest risk arising from the financial

[1] Working capital, a non-GAAP-measure is defined as current assets net of current liabilities.

instruments. The Corporation is exposed to credit risk in relation to the receivables balances, however, most receivables are in relation to sales tax due from the Canadian government. Credit risk is managed for receivables by seeking prompt payment, monitoring the age of receivables, and making follow up inquiries when receivables are not paid in a timely manner. The Corporation does not engage in any hedging activities. Financial instruments do not generally expose the Corporation to risk that is significant enough to warrant reducing via purchasing specific insurance or offsetting financial instruments.

RELATED PARTY TRANSACTIONS

Key management compensation

Key management personnel at the Corporation are the directors and officers of the Corporation. The remuneration of key management personnel during the periods is as follows:

	Period ended December 31, 2017	
Director remuneration[1]	$	18,000
Officer remuneration[1]	$	61,750
Share-based payments	$	7,946

[1] Remuneration consists exclusively of salaries, bonuses, health benefits if applicable and consulting fees for key management personnel.

Other than the amounts disclosed above, there were no short-term employee benefits or share-based payments granted to key management personnel during the period ended December 31, 2017.

In accordance with Item 1.9 of Part 2 of Form 51-102.F1 the Corporation has no ongoing contractual commitments with related parties, apart from those established under the employee-employer or service-provider relationship, and the mineral property option agreement with Magnus, further described in Note 3(a) of the audited financial statements for the period ended December 31, 2017. Amounts are recorded at the exchange amount agreed between the parties.

Magnus (Note 3(a)) and Anacott Resources Corp. are each considered related parties to FireFox by virtue of having an officer in common with FireFox. FireFox has contracted with Magnus to provide mineral exploration services, and with Anacott to provide CFO and administrative services. During the period ended December 31, 2017, Anacott Resources Corp. provided administrative and property investigation services valued at $56,750, Carl Löfberg provided management services valued at $30,000, Highsmith Consulting provided management services valued at $18,000 while Magnus provided exploration and property investigation services valued at $552,500.

FireFox issued 1,000,000 shares to Patrick Highsmith and 200,000 shares to Carl Löfberg on October 2, 2017 in exchange for gross proceeds of $120.

Accounts payable and accrued liabilities

Included in accounts payable and accrued liabilities at December 31, 2017 is $64,935 due to Anacott, a company with a common officer. These amounts are owed in relation to key management compensation as well as costs paid to third parties on the Corporation's behalf.

Plan of arrangement

The Corporation was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Corporation's common shares were distributed to shareholders of Anacott on a pro-rata basis.

RISK FACTORS AND MANAGEMENT'S RESPONSIBILITY OVER FINANCIAL REPORTING

Risk Factors

Early-stage entities face a variety of risks and, while unable to eliminate all of them, the Corporation aims to manage and reducing such risks as much as possible.

Exploring for minerals is a highly technical and complicated process. As FireFox is a new company, it has not built a large technical team. The Corporation has entrusted, and is reliant upon the experienced and dedicated team at Magnus to conduct the exploration programs on behalf of FireFox.

The risks that management considers most important in the context of the Company's business are listed in this section. They are not listed in order of importance, nor are they inclusive of all the risks to which the Company may be subject. Sources of risk to the Company and its businesses include: reliance on key personnel; substantial capital requirements, exploration and development uncertainties, property commitments, operational risks associated with mineral exploration and development, environmental risks, commodity price fluctuations, economic and financial market instability, governmental regulation and policy, changes to government laws and regulations, risk related to the cyclical nature of the mining business, risk of title defects in mineral properties, lack of revenue and negative cash flow, legal and litigation risk, insurance risk, currency risk, conflicts of interest, time and cost estimates, consumables availability and costs, mineral resource uncertainties, and taxation.

The following risk factors should be given special consideration when evaluating an investment in any of the Company's securities:

a) the Company has had no profitable business activity and has not acquired any material assets since its incorporation other than cash;

b) the Company does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends in the foreseeable future;

c) the Company has only limited funds with which to continue its exploration and development opportunities and there can be no assurance that the Company will be successful in discovering economically recoverable minerals;

d) the exploration and development opportunities being pursued may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Company;

e) there can be no assurance that an active and liquid market for the common shares will develop and an investor may find it difficult to resell its common shares; and

f) if the Company fails to progress its exploration and development opportunities, an interim cease trade order may be issued against the Company's securities by an applicable securities commission.

OFF BALANCE SHEET ARRANGEMENTS

The Corporation has not entered into any off-balance sheet arrangements.

OUTSTANDING COMMON SHARES DATA

The following section updates the outstanding share data provided in the audited financial statements for the period ended December 31, 2017.

Common shares:	
Common shares outstanding at December 31, 2017 and April 30, 2018	20,048,268
Stock options:	
Stock options outstanding at December 31, 2017 and April 30, 2018	1,495,000
Warrants:	
Warrants outstanding at December 31, 2017 and April 30, 2018	nil

FireFox Gold Corp.

(formerly Silverstone Resources Corp.)

Condensed Interim Consolidated Financial Statements

For the nine months ended September 30, 2018
and from June 16, 2017 to September 30, 2017
(Expressed in Canadian dollars)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The accompanying condensed interim consolidated financial statements of FireFox Gold Corp. are the responsibility of the Company's management and are prepared in accordance with International Financial Reporting Standards and reflect management's best estimates and judgment based on information currently available.

Management has developed and maintains a system of internal controls to ensure that the Company's assets are safeguarded, transactions are authorized and properly recorded, and financial information is reliable.

The Board of Directors is responsible for ensuring management fulfills its responsibilities for financial reporting and internal controls through an audit committee, which is comprised primarily of non-management directors. The Audit Committee reviews the financial statements prior to their submission to the Board of Directors for approval.

"Carl Löfberg"

Carl Löfberg
Chief Executive Officer

"Andrew MacRitchie"

Andrew MacRitchie
Chief Financial Officer

Vancouver, British Columbia
November 29, 2018

FireFox Gold Corp. (formerly Silverstone Resources Corp.)

Condensed Interim Consolidated Statement of Financial Position

As at September 30, 2018

(Expressed in Canadian Dollars)

	Note	September 30, 2018	December 31, 2017
ASSETS			
Current			
Cash and cash equivalents		$ 94,587	$ 646,995
Receivables		13,138	4,079
Prepaid expenses		742	9,462
		108,467	660,536
Mineral properties	4	717,124	600
		$ 825,591	$ 661,136
LIABILITIES			
Current			
Accounts payable		$ 76,039	$ 18,153
Due to related parties	6	59,718	21,417
Accrued liabilities		28,047	6,500
		163,804	46,070
SHAREHOLDERS' EQUITY			
Capital stock	5	2,806,913	1,469,890
Reserves		131,839	14,850
Deficit		(2,276,965)	(869,674)
		661,787	615,066
		$ 825,591	$ 661,136

Nature of operations and going concern (Note 1)
Subsequent events (Note 7)

These financial statements were approved for issue by the Board of Directors on November 29, 2018 and are signed on its behalf by:

"Carl Löfberg", **Director** ***"Patrick Highsmith"***, **Director**

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

FireFox Gold Corp. (formerly Silverstone Resources Corp.)

Condensed Interim Consolidated Statement of Loss and Comprehensive Loss

Nine months ended September 30, 2018 and from June 16, 2017 to September 30, 2017*

(Expressed in Canadian Dollars)

		For the three months ended September 30		For the period ended September 30	
	Note	2018	2017	2018	2017*
Expenses					
Mineral property exploration		**$ 5,374**	$ 260,000	**$ 866,268**	$ 260,000
Audit and tax compliance		**6,007**	9,464	**24,603**	9,464
Filing and listing fees		**1,624**	2,317	**7,861**	2,317
Legal		**59,731**	45,000	**86,080**	45,000
Office costs		**6,569**	-	**16,125**	-
Personnel		**89,306**	9,500	**246,131**	9,500
Regulatory fees		**43**	-	**1,822**	-
Share based payments		**27,828**	-	**77,237**	-
Shareholder communications		**33,107**	3,845	**81,164**	3,845
Net loss and comprehensive loss		**(229,589)**	(330,126)	**(1,407,291)**	(330,126)
Basic and diluted loss per share		$ **(0.01)**	$ (0.03)	**$ (0.07)**	$ (0.03)
Weighted average number of shares outstanding		**22,805,433**	10,526,525	**21,344,424**	10,526,525

**The Company was incorporated on June 16, 2017, and therefore the 2017 comparable period is from June 16, 2017 until September 30, 2017.*

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

FireFox Gold Corp. (formerly Silverstone Resources Corp.)

Condensed Interim Consolidated Statement of Changes in Equity

Nine months ended September 30, 2018 and from June 16, 2017 to September 30, 2017

(Expressed in Canadian Dollars)

	Share capital				
	Number of shares	Amount	Contributed Surplus	Deficit	Shareholders' equity
		$	$	$	$
Balance at June 16, 2017	-	-	-	-	-
Issuance of common shares	13,913,010	751	-	-	751
Net loss and comprehensive loss for the period	-	-	-	(330,126)	(330,126)
Balance at September 30, 2017	13,913,010	751	-	-	(329,375)
Balance at December 31, 2017	20,048,268	1,469,890	14,850	(869,674)	615,066
Private placement	2,114,230	739,981	-	-	739,981
Less share issue costs	-	(47,958)	22,469	-	(25,489)
Common shares issued for mineral properties	1,900,000	645,000	-	-	645,000
Share-based compensation	-	-	94,520	-	94,520
Net loss and comprehensive loss for the period	-	-	-	(1,407,291)	(1,407,291)
Balance at September 30, 2018	24,062,498	2,806,913	131,839	(2,276,965)	661,787

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

FireFox Gold Corp. (formerly Silverstone Resources Corp.)

Condensed Interim Consolidated Statement of Cash Flows

Nine months ended September 30, 2018 and from June 16, 2017 to September 30, 2017*

(Expressed in Canadian Dollars)

	For the three months ended September 30		For the nine months ended September 30	
	2018	**2017**	**2018**	**2017***
Cash from operating activities				
Net income (loss) for the period	**$ (229,589)**	$ (330,126)	**$ (1,407,291)**	$ (330,126)
Add back non-cash items:				
Share based payments	**33,589**	-	**94,520**	-
Changes in non-cash working capital:				
Accounts receivable	**4,583**	(3,734)	**(9,059)**	(3,734)
Prepaid expenses	**1,111**	-	**8,720**	-
Accounts payable	**71,698**	64,935	**57,886**	64,935
Due to related parties	**(454,047)**	-	**38,301**	-
Accrued liabilities	**18,023**	268,925	**21,547**	268,925
Cash from (used in) operating activities	**(554,632)**	-	**(1,195,376)**	-
Investing activities				
Mineral property acquisition (Note 4(b))	**(25,000)**	-	**(71,524)**	-
Cash from (used in) investing activities	**(25,000)**	-	**(71,524)**	-
Financing activities				
Private placement (Note 5(b))	**122,500**	151	**714,492**	151
Cash from financing activities	**122,500**	151	**714,492**	151
Increase (decrease) in cash during the period	**(457,132)**	151	**(552,408)**	151
Cash and cash equivalents, beginning of the period	**551,719**	-	**646,995**	-
Cash and cash equivalents, end of the period	**$ 94,587**	$ 151	**$ 94,587**	$ 151
Supplemental Cash Flow Information				
Issuance of shares under mineral property option (Note 4(b) and (c))	**$ 120,000**	$ 600	**$ 645,000**	$ 600

**The Company was incorporated on June 16, 2017, and therefore the 2017 comparable period is from June 16, 2017 until September 30, 2017.*

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

1. Nature of operations and going concern

FireFox Gold Corp. (the "Company" or "FireFox") was incorporated under the *Business Corporations Act* (British Columbia) on June 16, 2017 under the name Silverstone Resources Corp. The Company's name was changed to FireFox Gold Corp. on August 23, 2017. The Company's registered place of business is located at 650 - 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3, Canada. The Company is in the start-up phase, and its primary activity is exploring for economic gold mineralization in Finland.

The condensed interim consolidated financial statements were prepared on a going concern basis under the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company has limited cash resources, has incurred significant operating losses and negative cash flows from operations in the period, and will require additional financing in order to continue operations. While the Company has been successful in obtaining funding in the past, through the issuance of additional equity, there is no assurance that such funding will be available in the future. An inability to raise additional funds would adversely impact the future assessment of the Company as a going concern. 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.

The Company is dependent upon its ability to finance its operations and exploration programs through financing activities that may include issuances of additional debt or equity securities. The recoverability of the carrying value of exploration projects and, ultimately, the Company's ability to continue as a going concern, is dependent upon the existence and economic recovery of reserves, the ability to raise financing to complete the exploration and development of the properties, and upon future profitable production or, alternatively, upon the Company's ability to dispose of its interest on an advantageous basis, all of which are uncertain. The condensed interim consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

2. Summary of significant accounting policies

Basis of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting, are in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and are consistent with interpretations by the International Financial Reporting Interpretations Committee ("IFRIC"). These condensed interim consolidated financial statements have been prepared using the accounting policies as set out in the audited annual financial statements for the year ended December 31, 2017, with the adoption of updated policies described later in Note 2. The disclosures which follow do not include all disclosures required for the annual financial statements.

Basis of measurement

The condensed interim consolidated financial statements have been prepared on the historical cost basis except for the revaluation of certain financial assets and financial liabilities to fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

2. Summary of significant accounting policies - continued

Principles of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, FireFox Gold Oy, incorporated in Finland.

Significant accounting estimates and judgments

The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses and recoveries during the reporting periods. Actual outcomes could differ from these estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

New standards, amendments and interpretations

The following new standards, and amendments to standards and interpretations, were not yet effective and have not been applied in preparing these condensed interim consolidated financial statements.

IFRS 16 Leases

A finalized version of IFRS 16 *Leases* replaces IAS 17 *Leases*. The new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. The Company is in the process of determining the impact of IFRS 16 on its financial statements. This standard is effective for

Changes in accounting policies

Several amendments to existing accounting standards became effective January 1, 2018 and were first adopted by the Company in the nine-month period ended September 30, 2018:

IAS 12 Income Taxes- Recognition of Deferred Tax Assets for Unrealized Losses
The amendments clarify how to account for deferred tax assets related to debt instruments measured at fair value. As the Company has no debt instruments measured at fair value, this change had no impact on the financial statements.

IFRS 15 Revenue from Contracts with Customers
IFRS 15 provides a single, principles based five-step model to be applied to all contracts with customers. As the Company does not have any revenue from customers, this change had no impact on the financial statements.

IFRS 9 Financial Instruments
IFRS 9 *Financial Instruments* replaces IAS 39 *Financial Instruments: Recognition and Measurement*. The new standard utilizes a revised model for recognition and measurement of financial instruments and a single, forward looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively for assets that continued to be recognized at the date of initial application. One of the classifications of assets under IAS 39 was fair value through profit and loss ("FVTPL"). A description of this classification and of other classifications of financial instruments under IAS 39 is available in the audited financial statements for the year ended December 31, 2017.

2. Summary of significant accounting policies - continued
IFRS 9 Financial Instruments - continued

	Original under IAS 39		New under IFRS	
	Classification	Carrying amount	Classification	Carrying amount
Cash	FVTPL	646,995	FVTPL	646,995
Accounts receivable	Loans and receivables	4,079	Amortized costs	4,079
Accounts payable	Loans and receivables	76,039	Amortized costs	76,039
Due to related parties	Loans and receivables	59,718	Amortized costs	59,718
Accrued liabilities	Loans and receivables	28,047	Amortized costs	28,047

As the standard permits on transition to IFRS 9, the Company has not restated prior periods with respect to the new amortized cost measurement for financial assets and impairment requirements. The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit on January 1, 2018.

3. Risk management and financial instruments

Classification

Financial instruments are agreements between two parties that give rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company classifies its financial instruments as follows: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income ("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.

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. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise.

Financial assets and liabilities at FVOCI. Financial assets and liabilities carried at FVOCI are initially recorded at fair value. Unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVOCI are included in compressive income or loss in the period in which they arise. On recognition, communicative gains and losses of financial assets in other comprehensive income or loss are reclassified to profit or loss.

3. Risk management and financial instruments - (continued)

Impairment of Financial assets at Amortised 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. Regardless of whether credit risk has increased significant, the loss allowance for trade receivables without a significant financing component classified at amortized cost, are measured using the lifetime expected credit loss approach. 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.

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. Gains and losses on derecognition are generally recognized in the statements of net (loss) income.

Risk management

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

Credit risk
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and accounts receivable are exposed to credit risk. Management believes that credit risk with respect to cash is minimal as it is held with major financial institutions. The Company manages credit risk, in respect of accounts receivable, by monitoring the age of receivables and pursuing those that are not due from government. Management believes that credit risk with respect to receivables is minimal, as the majority consists of amounts due from Canadian governmental agencies.

Market risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk consists of interest rate risk, foreign currency risk and other price risk. As at September 30, 2018, the Company is not exposed to significant market risk.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to attempt to ensure that it will have sufficient cash or credit available to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of September 30, 2018.

4. Mineral properties

(a) Riikonkoski (East and West), Jeesiö (including Jeesiö West) and Ylöjärvi (including Oks) projects:

On August 1, 2017 FireFox announced an agreement with Magnus Minerals Ltd. ("Magnus"), a company incorporated under the laws of Finland, whereby Magnus granted FireFox an exclusive right and option to earn and acquire a 100% interest in each of the Riikonkoski (East and West), Jeesiö (including Jeesiö West) and Ylöjärvi (including Oks) projects (the "Projects"), which are located in Finland and currently owned by Magnus (the "Option").

Pursuant to the Option Agreement, FireFox is required to:

(i) issue 6,000,000 common shares to Magnus (issued, Note 4(b));
(ii) incur $2.5 million in exploration expenditures on the Projects as follows:
  a. $300,000 by August 31, 2018 (fully spent as at December 31, 2017);
  b. an additional $600,000 by August 31, 2019 (fully spent at June 30, 2018); and
  c. an additional $1,600,000 by August 31, 2020 ($507,000 spent at September 30, 2018);
(iii) grant Magnus a 1.5% net smelter return royalty ("NSR"), which may be reduced to 1% by the payment to Magnus of 1,000 troy ounces of gold within 90 days of publishing a positive feasibility study; and
(iv) make an aggregate amount of $250,000 in cash payments to Magnus as follows:
  a. $30,000 by December 1, 2018 (extension granted);
  b. $60,000 by August 31, 2019; and
  c. $160,000 by August 31, 2020.

The Option Agreement also provides that if FireFox exercises the Option, FireFox will be obligated to pay Magnus an additional payment, equal to the value of 1,000 troy ounces of gold, within 12 months of the commencement of commercial production. Pursuant to the Option Agreement, Magnus has agreed to provide mineral exploration services to FireFox. At any time, FireFox may elect to stop making payments under the Option Agreement, which would result in the termination of the Option Agreement. Upon termination of the Option Agreement, FireFox would forego all of its rights to the Projects and any payments (including the issuance of shares) already made to Magnus or expended on the Projects. Magnus is a related party (Note 6).

(b) Mustajärvi project:

FireFox will pay a total of €30,000 (paid at September 30, 2018) and issue 400,000 common shares (issued at September 30, 2018) to a Finnish junior exploration company, Aurora Exploration Ltd. ("Aurora"), in order to acquire a 100% interest in the Mustajärvi Project. Aurora retains a 1% Net Smelter Royalty ("NSR") on all metals sold from the Mustajärvi Project, 50% of which can be repurchased by Firefox for US $500,000. The repurchase right is exercisable at any point within 180 days of the Company's receipt of a positive feasibility study for the Mustajärvi Project.

(c) Seuru Properties:

On August 21, 2018, the Company announced that it has executed a definitive option agreement with Magnus (the "Seuru Option Agreement") to acquire a 100% interest in approximately 46,039 hectares of mineral exploration reservations in the Central Lapland Greenstone Belt of Northern Finland. The new properties are comprised of four separate reservations, collectively referred to as the Seuru Properties. The Agreement gives FireFox the ability to earn a 100% interest in the Properties by making payments of up to CAD $200,000 in cash ($25,000 due upon execution, extension granted to December 1, 2018) and the issuance of 1,500,000 shares (issued on September 13, 2018) of the Company to Magnus over a three-year period, while investing CAD $1,500,000 in mineral exploration on the Properties. Magnus will retain a 1.5% NSR royalty on production from the Properties, 0.5% of which can be purchased for 1,000 troy ounces of gold.

5. Share capital

(a) Authorized

The Company's authorized share capital consists of an unlimited number of common shares without par value.

(b) Equity financings

On incorporation, the Company issued 7,113,010 for cash of $71. This share figure was reduced by 1,579 shares through the plan of arrangement.

On August 1, 2017, the Company issued 6,000,000 shares to Magnus Minerals Ltd. (Note 4(a)) in exchange for an option to earn a 100% interest in each of the Riikonkoski (East and West), Jeesiö (including Jeesiö West) and Ylöjärvi (including Oks) projects, which are located in Finland.

In September, October, and November 2017, the Company issued 6,936,837 shares at various prices in exchange for gross cash proceeds of $1,481,251, less share issuance costs of $12,032.

On February 1, 2018, 400,000 shares valued at $120,000 were issued to Aurora as part of the agreement to acquire a 100% interest in the Mustajärvi Project (see Note 4(b)).

In May and June 2018, the Company closed the first two tranches of a private placement by having issued 1,764,230 Units of the Company for gross proceeds of $617,481, less share issuance costs of $47,958. Each Unit consists of 1 common share of the Company, and 1 half warrant to purchase an additional common share in the Company for the price of $0.45 for 2 years. Included in share issuance costs are 78,459 broker warrants, exercisable at $0.35 for 2 years.

On July 9, 2018, the Company closed the third and final tranche of the May and June 2018 private placement, by issuing 350,000 Units of the Company for gross proceeds of $122,500. Each Unit consists of one common share of the Company, and one half-warrant to purchase an additional common share in the Company for the price of $0.45 for 2 years.

On September 13, 2018, the Company issued 1,500,000 common shares, valued at $525,000, to Magnus pursuant to the Seuru Option Agreement (see Note 4(c)).

(c) Share option plan

The Company has implemented an incentive share option plan (the "plan") which is subject to approval by the shareholders at the next general meeting. Under the plan, the Company may issue options to purchase common shares, at prices determined by the Board of Directors on the date of award, for periods of not more than five years. Share options awarded under the plan vest immediately upon plan-approval at the next general meeting. Subsequent to plan-approval, options awarded will vest immediately upon issue unless vesting is modified by the Board of Directors at the time of grant. The total number of common shares that may be reserved for issue under the share option plan is limited to 10% of the number of issued common shares.

The Company uses the Black-Scholes option pricing model in order to calculate a value for share options issued to employees. The Black-Scholes option pricing model was developed for use in estimating the fair value of share options that have no vesting provisions and are fully transferable. Also, option pricing models require the use of estimates and assumptions, including expected volatility rates. The Company uses expected volatility rates which are based upon historical experience and or market comparables. Changes in the underlying assumptions used on the Black-Scholes option pricing model could materially affect the fair value estimates.

5. Share capital – continued

(c) **Share option plan** - continued

Share options transactions during the period ended September 30, 2018 are as follows:

	Number of shares	Weighted average exercise price $
Outstanding, June 16, 2017	-	-
Awarded	1,495,000	0.10
Forfeited	-	-
Expired	-	-
Outstanding, December 31, 2017	1,495,000	0.10
Awarded	280,000	0.28
Forfeited	(30,000)	0.10
Outstanding, September 30, 2018	1,745,000	0.13

The following is a summary of share options outstanding and exercisable at September 30, 2018:

Expiry date	Number of options	Exercise price $
October 5, 2022	1,495,000	0.10
January 23, 2023	250,000	0.30

The fair value of stock options awarded during 2018 and 2017 was estimated on the dates of award using the Black-Scholes option pricing model with the following assumptions:

	2018	**2017**
Risk-free interest rate	1.89%	1.75%
Expected volatility	120%	187.36%
Expected lives	5 years	5 years
Estimated forfeiture rate	-	-

The average fair value of stock options awarded during the period ended September 30, 2018 was $0.22. (December 31, 2017 - $ 0.04).

6. Related party disclosures

Key management compensation:

Key management personnel are the directors and officers of the Company. The remuneration of key management personnel during the period was as follows:

	Period ended September 30, 2018	Period ended September 30, 2017
Director remuneration[1]	$ 54,000	$ -
Officer remuneration[1]	$ 124,476	$ 9,500
Share-based payments	$ 73,810	$ -

[1] Remuneration consists exclusively of salaries, bonuses, health benefits if applicable and consulting fees or director's fees for key management personnel.

Other than the amounts disclosed above, there were no short-term employee benefits or share-based payments granted to key management personnel during the period ended September 30, 2018.

During the period ended September 30, 2018, mineral property exploration services valued at $773,310 (September 30, 2017 - $260,000), and personnel services valued at $48,360 (September 30, 2017 - $9,500) were provided by companies with an officer in common with FireFox. At September 30, 2018, $24,675 (December 31, 2017 - $14,366) remained owing to a related party in relation to personnel services provided, $6,000 (December 31, 2017 - $nil) was owed to a related party for director fees, shown as personnel costs on the statement of loss and comprehensive loss, and $25,000 (December 31, 2017 - $7,051) was owed to a related party in relation to mineral property exploration services.

7. Subsequent Events

On October 12, 2018, the Company announced that it had filed a preliminary prospectus for a proposed initial public offering, the terms of which were subsequently amended. The Company currently plans to issue between 5 and 12.5 million Units of the Company at $0.40 per Unit to raise gross proceeds of between $2 million and $5 million. Each Unit consists of one common share of the Company, and one half-warrant. Each whole warrant shall permit the holder to purchase one additional common share in the Company for the price of $0.60 for 2 years. The Company has applied to list the shares and the warrants to be distributed under the prospectus, as well as its existing issued and outstanding common shares on the TSX-Venture Exchange ("TSX-V"). Listing will be subject to the Company fulfilling all the listing requirements of the TSX-V.

FireFox Gold Corp.

(formerly Silverstone Resources Corp.)

Management Discussion and Analysis

For the nine months ended September 30, 2018

(Expressed in Canadian dollars)

MANAGEMENT DISCUSSION AND ANALYSIS

ENDED SEPTEMBER 30, 2018

INTRODUCTION

The Management Discussion & Analysis has been prepared by management and reviewed and approved by the Board of Directors on November 29, 2018. The following discussion of performance, financial condition and future prospects should be read in conjunction with the unaudited quarterly condensed interim consolidated financial statements and the related notes thereto for the quarter ended September 30, 2018, and the audited financial statements for the period from inception to December 31, 2017. The information provided herein supplements but does not form part of the financial statements. This discussion covers the period ended September 30, 2018 and the subsequent period up to November 29, 2018, the date of issue of this MD&A. Monetary amounts in the following discussion are in Canadian dollars unless otherwise noted.

Additional information regarding the Corporation can be found on the Corporation's page at www.sedar.com.

The technical information presented herein has been reviewed by Dr. Petri Peltonen Ph.D., Chartered Professional of Australian Institute of Mining and Metallurgy (AusIMM), European Geologist (EurGeol), a consultant to the Company, and a qualified person as defined by National Instrument 43-101.

This MD&A contains Forward Looking Information.
Please read the Cautionary Statements on page F-46 carefully.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements or forward-looking information within the meaning of applicable Canadian securities laws. All statements and information, other than statements of historical fact, included in or incorporated by reference into this MD&A are forward-looking statements and forward-looking information, including, without limitation, statements regarding activities, events or developments that we expect or anticipate may occur in the future. Such forward-looking statements and information can be identified by the use of forward-looking words such as "will", "expect", "intend", "plan", "estimate", "anticipate", "believe" or "continue" or similar words and expressions or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which such forward-looking statements and information are based will occur or, even if they do occur, will result in the performance, events or results expected.

The forward-looking statements and forward-looking information reflect the current beliefs of the Corporation, 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 Corporation to be materially different from any future results, performance or achievements expressed in or implied by the forward-looking statements. This forward-looking information includes estimates, forecasts, plans, priorities, strategies and statements as to the Corporation's current expectations and assumptions concerning, among other things, ability to access sufficient funds to carry on operations, compliance with current or future regulatory regimes, particularly in the case of ambiguities, financial and operational performance and prospects, collection of receivables, anticipated conclusions of negotiations to acquire projects or investments, our ability to attract and retain skilled staff, expectations of market prices and costs, expansion plans and objectives, requirements for additional capital, the availability of financing, and the future development and costs and outcomes of the Corporation's projects or investments. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause actual results to vary materially.

We caution readers of this MD&A not to place undue reliance on forward-looking statements and information contained herein, which are not a guarantee of performance, events or results and are subject to a number of risks, uncertainties and other factors that could cause actual performance, events or results to differ materially from those expressed or implied by such forward-looking statements and information. These factors include: unanticipated future operational difficulties (including cost escalation, unavailability of materials and equipment, industrial disturbances or other job action and unanticipated events related to health, safety and environmental matters); social unrest; failure of counterparties to perform their contractual obligations; changes in priorities, plans, strategies and prospects; general economic, industry, business and market conditions; disruptions or changes in the credit or securities markets; changes in law, regulation, or application and interpretation of the same; the ability to implement business plans and strategies, and to pursue business opportunities; rulings by courts or arbitrators, proceedings and investigations; inflationary pressures; and various other events, conditions or circumstances that could disrupt the Corporation's priorities, plans, strategies and prospects including those detailed from time to time in the Corporation's reports and public filings with the Canadian securities administrators, filed on SEDAR.

This information speaks only as of the date of this MD&A. The Corporation undertakes no obligation to revise or update forward-looking information after the date of this document, nor to make revisions to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws or the policies of the TSX-V exchange.

THE CORPORATION

The principle business of FireFox Gold Corp ("FireFox" or "the Company") is the exploration and development of mineral properties in Finland. The Company owns or controls several exploration-stage properties in the country, further described in the following pages.

FireFox Gold Corp. ("FireFox" or "the Corporation") was incorporated in the Province of British Columbia on June 16, 2017. The Corporation is a reporting issuer in British Columbia, and Alberta, and does not trade on a stock exchange but has applied for listing on the TSX-Venture Exchange.

Plan of arrangement

The Corporation was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Corporation's common shares were distributed to shareholders of Anacott on a pro-rata basis.

PROPERTY DESCRIPTIONS

Finland exploration properties

On August 1, 2017 FireFox announced an agreement with Magnus Minerals Ltd. ("Magnus"), a company incorporated under the laws of Finland, whereby Magnus granted FireFox an exclusive right and option to earn and acquire a 100% interest in each of the Riikonkoski (East and West), Jeesiö (including Jeesiö West) and Ylöjärvi (including Oks) projects (the "Projects"), which are located in Finland and currently owned by Magnus (the "Option").

Pursuant to the Option Agreement, FireFox is required to (among other things):

(i) issue 6,000,000 common shares to Magnus (issued);

(ii) incur and fund $2.5M in exploration expenditures on the Projects as follows:

a. $300,000 by August 31, 2018 (fully spent as at December 31, 2017);
b. $600,000 by August 31, 2019 (fully spent as at June 30, 2018); and
c. $1,600,000 by August 31, 2020 ($507,000 spent at September 30, 2018);

(iii) grant Magnus a 1.5% net smelter return royalty (the "NSR"), which may be reduced to 1% by the payment to Magnus of 1,000 troy ounces of gold within 90 days of publishing a positive feasibility study; and

(iv) make an aggregate amount of $250,000 in cash payments to Magnus as follows:

a. $30,000 by December 1, 2018 (extension granted);
b. $60,000 by August 31, 2019; and
c. $160,000 by August 31, 2020.

The Option Agreement also provides that if FireFox exercises the Option, FireFox will be obligated to pay Magnus an additional payment equal to the value of 1,000 troy ounces of gold, within 12 months of the commencement of commercial production. Pursuant to the Option Agreement, Magnus has agreed to provide mineral exploration services to FireFox. At any time, FireFox may elect to stop making payments under the Option Agreement, which would result in the termination of the Option Agreement. Upon termination of the Option Agreement, FireFox would forego all of its rights to the Projects and any payments (including the issuance of shares) already made to Magnus or expended on the Projects.

Carl Löfberg, Managing Director of Magnus, is a director and the President and CEO of FireFox.

Under the option agreement with Magnus, FireFox acquired 100% exploration rights to three distinct gold tenement packages, namely "Ylöjärvi" located in Southern Finland, and "Riikonkoski" and "Jeesiö" both within the Central Lapland Greenstone Belt in Northern Finland. During the quarter ended September 30, 2018, the Company allowed the rights to explore Riikonkoski to lapse in order to prioritize exploration on Ylöjärvi and Jeesiö.

Ylöjärvi property

The Company´s Ylöjärvi property (106.65 km^2 in total size) includes areas secured by either a valid exploration permit or a reservation. Ylöjärvi is located in the western branch of the Tampere Schist Belt, a volcano-sedimentary belt well-known for its historical and active gold mining.

The now closed Haveri Gold Mine, located only 200 meters from the Company´s reservation boundary, produced approximately 142,000 ounces gold and 6,000 t copper before being closed in 1960. Remaining mineral resources at Haveri are estimated to be 24.7Mt @ 0.89 g/t Au (reported in compliance with NI43-101 by a previous operator). Also, FireFox´s reservation surrounds the area of the historical Ylöjärvi Mine that produced small amounts of Cu, Au, Ag and W between 1943-1966. Some 30 kilometers east from Ylöjärvi, along the same sericite-altered volcanic sequence, Dragon Mining Ltd. (ASX: DRA) is operating its Orivesi Gold Mine that has produced in excess of 500,000 ounces gold.

FireFox cautions that being near a past-producing mine, with a resource, does not indicate that mineralization will occur on FireFox's property, and if mineralization does occur, that it will occur in sufficient quantity or grade that would result in an economic extraction scenario. These facts were simply used to help prioritize the acquisition of these mineral rights.

In-house exploration targeting work emphasised the strong similarities in the chemical composition, style of alteration and structures of the volcanic sequences, and till and soil geochemistry of the Company´s property with those features observed near the gold mines

of the region. In addition, the presence of numerous high grade glacial erratics and gold anomalies in till or soil imply the general prospectivity of the area. Additional exploration work will have to be performed in order to ascertain whether there is significant mineralization associated with these initial indicators.

The area of the Ylöjärvi tenement has seen only minor exploration work in the past. During the 2017 field season the Company conducted reconnaissance geological mapping, till sampling and Self Potential (SP) line surveys on selected targets. New grab samples assayed up to 7 g/t Au (7 samples exceeded 1g/t Au, and 17 samples had > 0.1 ppm Au), and FireFox was able to verify the extension of one of the historical drilled prospects ("Oks") by another 1,000 meters along strike. Geological teams returned to these areas during the spring of 2018 to conduct additional sampling and geophysics, results from which will be reported upon receipt.

The Company conducted additional mapping and percussion drill bottom-of-till ("BOT") sampling in order to further delineate these anomalies before finalizing details for a diamond core drill testing program. The total number of new samples was 179.

Riikonkoski property

The second property, Riikonkoski, has been secured by two valid reservations totalling 109.2 km^2 in size. This tenement consists of three separate reservation blocks, all within or adjacent to the Sirkka Gold Line. The most recently added of these reservation blocks, "Saattopora," is further described below. The Sirkka Gold Line is a pronounced Au-deposition controlling structure within the Central Lapland Greenstone Belt. In the immediate vicinity of the Riikonkoski tenement, two closed mines, Saattopora Au-Cu mine and Sirkka Cu-Ni-Co-Au-Ag mine, have been operated in the past. Further away, 22 kilometers northeast, Agnico Eagle Ltd. (TSE:AEM) is currently operating its Kittilä Gold Mine, with mineral resource of approximately 5 million ounces of gold.

The main exploration target within this property is the Riikonkoski Cu-Au deposit. The Riikonkoski deposit has seen extensive historical exploration work in the past including approximately 20 kilometers of diamond drilling, that has been converted into a historic mineral resource estimate. FireFox has so far compiled much of the historical Riikonkoski data into a coherent data-base and has assayed and re-assayed some of the historical Riikonkoski core in order to better understand the distribution of gold in the deposit. The Company has evaluated the drilling data in a three-dimensional model and noted that certain of the historical drill intercepts for gold and copper are open at depth. FireFox may proceed with the preparation of an updated mineral resource for copper and gold, which would be reported in accordance with NI 43-101.

In December 2017, the Company added a new tenement block ("Saattopora") into the Riikonkoski Project. The Saattopora reservation is located further west along the Sirkka Gold Line, relative to the Company's two other reservation blocks, and is 16.9 km^2 in size. The new reservation block partially surrounds the historic Saattopora Mine, held by Outokumpu Oyj. The now-idled Saattopora Mine produced approximately 220,000 oz Au and 5,650 t Cu between 1988-1995. The newly acquired tenement near Saattopora includes data from 39 historical diamond drill holes, which the Company intends to review in the near future.

FireFox cautions that being near a past-producing mine, or a historical mineral resource or reserve, does not indicate that mineralization will occur on FireFox's property, and if mineralization does occur, that it will occur in sufficient quantity or grade that would result in an economic extraction scenario. These facts were simply used to help prioritize the acquisition of these mineral rights.

Subsequent to the end of the reporting period, the Company elected to allow its largest exploration reservation at Riikonkoski to lapse without making application for further exploration permits. After reviewing the project thoroughly, conducting significant sampling of historic drill core, and evaluating possible drill targets in three dimensions, the technical team concluded that its near-term potential did not rise to the level of the Company's other projects. The smaller reservation near the Saattopora Mine remains active.

Jeesiö property

The third property, Jeesiö, presently consists of six distinct tenement blocks, four of which are valid reservations and two have the status of valid exploration permits. The total size of the Jeesiö tenements is 464.19 km^2. Jeesiö was the Company´s primary exploration target during the summer 2018 field season.

The northern boundary of the Jeesiö exploration permit application is only 2 km south from the recent Aamurusko gold-in-boulders discovery by Aurion Resources Ltd (TSX-V:AU), and 12 kilometers SSW from the Pahtavaara Gold Mine (350,000 oz. produced), currently being recommissioned by Rupert Resources Ltd (TSE:RUP). Numerous smaller drilled prospects and deposits are located in the vicinity of Jeesiö.

FireFox again cautions that being near a discovery, or past-producing mine with a resource, does not indicate that mineralization will occur on FireFox's property, and if mineralization does occur, that it will occur in sufficient quantity or grade that would result in an economic extraction scenario. These facts were simply used to help prioritize the acquisition of these pieces of property.

Portions of the Jeesiö property straddle the Sirkka Shear Zone or related regional scale structures. Despite its location along these important controlling structures, the Jeesiö area

has seen only limited exploration work. Therefore, Jeesiö is considered a greenfield exploration target. The Jeesiö area has been covered by governmental regional till sampling programs, but only one small gold prospect, Homelampi, has been drill tested with 4 shallow holes. These holes returned low grades of the order of 0.1-0.3 g/t Au but over intervals several meters long, with the best intersection returning 0.3 ppm Au over 2.07 metres. After completion of the Company´s 2018 BOT sampling program, the anomalous gold zone at Homelampi now measures approximately 1,300 by 400 metres (defined by gold grades in excess of 100 ppb Au in till). A single till sample containing 1.04 ppm Au suggests that Homelampi contains higher grade mineralized domains that were not intersected by historical drilling. The Company believes that, due to its large size, intense hydrothermal alteration, and extensive area of gold enrichment, Homelampi could represent a distal, low-grade manifestation of a nearby orogenic gold system.

During the 2018 summer field season, the Company conducted geological mapping, till sampling and in-house magnetic surveys on selected targets that were highlighted by early targeting work. Altogether, 552 till samples were collected and assayed for Au and multielement trace element package, and approximately 17.7 line kilometers was surveyed by the magnetometer. The work identified zones anomalous in gold, arsenic and copper, some of them associated with SP anomalies.

FireFox purchased and reprocessed governmental low-altitude airborne geophysical survey data. This project covers the entire Central Lapland Greenstone Belt and will allow further targeting of land to acquire outside the Company´s current land package.

The Company´s gold assay database for the Jeesiö Project now includes 3,469 samples with Au assays. The database includes 837 new analyses of till samples yielded by the Company´s now-completed BOT sampling programs, and 785 gold and multi-element analyses of historical samples that were not previously analyzed for gold. Furthermore, the database includes 1,867 unpublished Au assays purchased from the Geological Survey of Finland (GTK).

The STZ bends south within the Company´s Jeesiö NE tenement area. Along this trend the Company has identified a new zone of highly anomalous gold-in-till values, called the Utsamo target. Anomalous till samples range from 21 to 454 ppb Au and are coincident with a 2.8 kilometre-long trend that follows the contact between diabase/gabbro and metasediments. This is a similar geological setting as the Kiekerömaa gold prospect owned by Aurion Resources. Historic drill intercepts from limited drilling by Outokumpu and Tertiary Minerals on that property included 5.8 g/t Au over 5.0 m, 7.4 g/t Au over 2.0 m and 3.6 g/t Au over 4.6 metres.

The Company will continue its exploration activities at the Jeesiö Project, including additional till sampling, trenching, and ground magnetic surveys with the goal of identifying priority drill targets by later this year.

Mustajärvi property

During Q4 2017, the Company entered into an Agreement to purchase 100% of the "Mustajärvi" gold exploration project in Central Lapland Greenstone Belt, Finland. The Vendor was Aurora Exploration Ltd, a junior exploration company based in Finland. Initially, Mustajärvi was managed as part of the nearby Jeesiö project, but realizing its standalone potential, it is now managed separately as its own project.

Mustajärvi (146.53 ha in size) is located adjacent to a southern splay of the "Sirkka Shear Zone", which is termed the Venejoki Thrust Zone. Together, these are deep crustal-scale structures that have controlled the emplacement of more than 40 gold deposits in the region. The mineralization at Mustajärvi is typical of an orogenic gold deposit hosted by albitized schists and volcaniclastic rocks, gold being associated with pyrite-bearing quartz and quartz-carbonate-tourmaline veins. Only the topmost 50 meters of the bedrock, has been drill tested. Drilling by Outokumpu Oy. yielded high grade intersections including 2.7m @ 14.6 g/t Au (from 20.7 meters), 12.0m @ 2.7 g/t Au (from 21.0 meters), 1.0m @ 18.8 g/t Au (from 41.0 meters). Mustajärvi was the main target during Company´s winter 2017-2018 exploration program. Percussion drill till sampling program has now been completed and an induced polarization survey is in progress. These will provide a solid basis on which to plan the diamond drilling program to be executed in the next phase of exploration, subject to the availability of financing.

Ground magnetic surveys conducted by the company delineated a previously unknown demagnetized zone at the contact of the host units, which is interpreted to be a second order splay from the major transcrustal structure. The interpreted fault zone stretches for approximately 2 kilometers within the Company's exploration claim. During the first quarter of 2018, an extensive BOT sampling program, consisting of 598 samples and traversing approximately 6 line kilometers was conducted. The results significantly expanded the extent of the previously known mineralization, with the maximum gold value identified in the survey of 2,540 ppb. Furthermore, several new targets were identified, with multiple anomalies over 100ppb Au being spatially closely associated with the interpreted Mustajärvi fault zone. In the second quarter of the year, the company conducted an Induced Polarization (IP) survey, testing a total of 5.85 line kilometers along the newly characterized fault zone. The IP survey shows a strong correlation with the ground magnetic data and further delineates the fault zone. Additional to a high chargeability anomaly at the known mineralization, the results show multiple chargeability anomalies along the fault zone, with the strongest anomaly being close to a bend in the structure indicating a clear target for mineralization.

The Mustajärvi project comprises a full array of available data including historical till and drill data, a detailed ground magnetic survey, an extensive BOT program and an IP survey, all defining several targets for potential gold mineralization. At the current stage of exploration, the Mustajärvi project is entirely drill ready.

Seuru Properties

On August 21, 2018, the Company announced that it has executed a definitive option agreement with Magnus Magnus (the "Seuru Option Agreement") to acquire a 100% interest in approximately 46,039 hectares of mineral exploration reservations in the Central Lapland Greenstone Belt of Northern Finland. The new properties are comprised of four separate reservations, collectively referred to as the Seuru Properties. The Agreement gives FireFox the ability to earn a 100% interest in the Properties by making payments of up to CAD $200,000 in cash ($25,000 due upon execution, extension granted to December 1, 2018) and the issuance of 1,500,000 shares (issued on September 13, 2018) of the Company to Magnus over a three-year period, while investing CAD $1,500,000 in mineral exploration on the Properties. Magnus will retain a 1.5% NSR royalty on production from the Properties, 0.5% of which can be purchased for 1,000 troy ounces of gold.

SUMMARY OF QUARTERLY RESULTS

The Corporation was incorporated under the laws of the Province of British Columbia on June 16, 2017. As such, it has been in existence for only six of the past eight quarters.

Quarter ended		30-Sep-18		30-Jun-18		31-Mar-18		31-Dec-17
Revenue [1]		-		-		-		-
Loss for the quarter	$	(229,589)	$	(617,049)	$	(560,653)	$	(539,548)
Loss per share	$	(0.01)	$	(0.03)	$	(0.03)	$	(0.04)

Quarter ended		30-Sep-17		30-Jun-17		31-Mar-17		31-Dec-16
Revenue [1]		-		-		-		-
Loss for the quarter	$	(330,126)	$	N/A	$	N/A	$	N/A
Loss per share	$	(0.02)	$	(0.00)	$	N/A	$	N/A

[1] this being a corporation without a revenue-generating business, there are no revenues from operations or investments;

Loss for the quarter ended September 30, 2018

Losses of $229,589 in the three months ended September 30, 2018 ("Q3-2018") are significantly lower than in the two previous quarters, as exploration activities were curtailed sharply impacting all of Q3-2018. By contrast, the quarter ended September 30, 2017 was the Company's first full quarter of operations. The largest expenditure in Q3-2018 was for personnel costs. One of the key tasks for all personnel in Q3-2018 was to advance the Company's listing process. As such, legal costs were also a significant component of Q3-18 expenditures. Legal costs in Q3-17 were also significant as the Company had completed its plan of arrangement and initial property acquisition during Q3-17. Share based payments increased in Q3-18 (from nil in Q3-17) due to the granting of stock options which are anticipated to be approved at the next meeting of shareholders. No options had been granted at September 30, 2017. In addition, shareholder communications costs have increased in Q3-18 when compared with Q3-17 as the Company has sought to expand its capabilities in this area.

Loss for the nine months ended September 30, 2018

The Company was incorporated on June 16, 2017 and had no revenue or expenses prior to that point; therefore, a comparison to a nine month period from the 2017 fiscal year is not possible.

Losses of $1,407,291 in the nine months ended September 30, 2018 (YTD-18) consisted primarily of mineral exploration costs and personnel expenses.

All categories of expenditures in YTD-18 are significantly higher than in the period from June 16, 2017 to September 30, 2017 ("YTD-17") due, in part, to the longer period of activity in YTD-18 (9 months vs 3 ½ months).

Several categories of expenditures increased by more than the ratio of time covered. Share based payments increased in YTD-18 (from nil in YTD-17) due to the granting of stock options which are anticipated to be approved at the next meeting of shareholders. No options had been granted at September 30, 2017. In addition, shareholder communications costs and personnel costs have both increased in YTD-18 when compared with the nominal amounts shown in YTD-17. This is a natural impact of the Company building its team, which it did in early 2018.

Cash flows for the period ending September 30, 2018

The Company was incorporated on June 16, 2017 and had no cash flows prior to that point; therefore, a comparison to a nine month period from the 2017 fiscal year is not possible.

The Corporation's operating cash flow for the nine month period in 2018 was negative, and slightly lower than the loss for the period, due primarily to growth in short-term liabilities. In addition, financing activities generated $714,492 in cash inflow during YTD-18. By contrast, the Company's operations in YTD-17 were financed exclusively by a growth in short-term liabilities as the Company had virtually no cash at September 30, 2017.

EVENTS SUBSEQUENT TO THE REPORTING PERIOD

On October 12, 2018, the Company announced that it had filed a preliminary prospectus for a proposed initial public offering, the terms of which were subsequently amended. The Company currently plans to issue between 5 and 12.5 million Units of the Company at $0.40 per Unit to raise gross proceeds of between $2 million and $5 million. Each Unit consists of one common share of the Company, and one half-warrant. Each whole warrant shall permit the holder to purchase one additional common share in the Company for the price of $0.60 for 2 years. The Company has applied to list the shares and the warrants to be distributed under the prospectus, as well as its existing issued and outstanding common shares on the

TSX-Venture Exchange ("TSX-V"). Listing will be subject to the Company fulfilling all the listing requirements of the TSX-V.

LIQUIDITY AND CAPITAL RESOURCES

The Corporation had a working capital[1] deficit of $55,337 as of September 30, 2018. The Corporation does not have revenues from operations, and relies on outside funding for its continuing financial liquidity. The Corporation will need additional financing in order to continue operations.

The Company raised gross proceeds of $739,981 during the period in a private placement (Note 5.(b) of the accompanying unaudited quarterly condensed interim financial statements for the period ended September 30, 2018).

Management cautions that the Corporation's ability to raise additional funding is not certain, and additional funds will be required in order to pursue the Corporation's current business plans. An inability to raise additional funds would adversely impact the future assessment of the Corporation as a going concern.

CHANGES IN ACCOUNTING POLICIES

Accounting policies used in the quarter are as set out in the audited financial statements of the Company for the period ended December 31, 2017, with the adoption of updated policies to comply with evolving International Financial Reporting Standards, which are described in Note 2 of the unaudited condensed interim consolidated financial statements for the quarter ended September 30, 2018.

FINANCIAL INSTRUMENTS

The Corporation's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities. It is management's opinion that the Corporation is not exposed to significant interest risk arising from the financial instruments. The Corporation is exposed to credit risk in relation to the receivables balances, however, most receivables are in relation to sales tax due from the Canadian government. Credit risk is managed for receivables by seeking prompt payment, monitoring the age of receivables, and making follow up inquiries when receivables are not paid in a timely manner. The Corporation does not engage in any hedging activities. Financial instruments do not generally expose the Corporation to risk that is significant enough to warrant reducing via purchasing specific insurance or offsetting financial instruments. Further discussion of these risks is presented in Note 4 of the Company's audited financial statements for the period ended December 31, 2017.

[1] Working capital, a non-GAAP-measure is defined as current assets net of current liabilities.

RELATED PARTY TRANSACTIONS

Key management compensation

Key management personnel at the Corporation are the directors and officers of the Corporation. The remuneration of key management personnel during the periods is as follows:

	Period ended September 30, 2018	Period ended September 30, 2017
Director remuneration[1]	$ 54,000	$ -
Officer remuneration[1]	$ 124,476	$ 9,500
Share-based payments	$ 73,810	$ -

[1] Remuneration consists exclusively of salaries, bonuses, health benefits if applicable and consulting fees or director's fees for key management personnel.

Other than the amounts disclosed above, there were no short-term employee benefits or share-based payments granted to key management personnel during the period ended September 30, 2018.

In accordance with Item 1.9 of Part 2 of Form 51-102.F1 the Corporation has no ongoing contractual commitments with related parties, apart from those established under the employee-employer or service-provider relationship, and the mineral property option agreement with Magnus, further described in Note 4 of the unaudited condensed interim consolidated financial statements for the period ended September 30, 2018. Amounts are recorded at the exchange amount agreed between the parties.

Magnus and Anacott Resources Corp. ("Anacott") are each considered related parties to FireFox by virtue of having an officer in common with FireFox. FireFox has contracted with Magnus to provide mineral exploration services, and with Anacott to provide CFO and administrative services. During the period ended September 30, 2018, Anacott Resources Corp. provided administrative, CFO and property investigation services valued at $48,360 (2017 - $9,500). Carl Löfberg provided management services valued at $76,116 (2017 – nil), Highsmith Consulting provided management services valued at $54,000 (2017 – nil) while Magnus provided exploration and property investigation services valued at $773,310 (2017 - $260,000).

Accounts payable and accrued liabilities

Included in accounts payable and accrued liabilities at September 30, 2018 is $24,675 due to Anacott, in relation to key management compensation as well as costs paid to third parties on the Corporation's behalf. In addition, $25,000 is due to Magnus in relation to mineral exploration services, and $6,000 to Highsmith Consulting in relation to management services.

Plan of arrangement

The Corporation was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Corporation's common shares were distributed to shareholders of Anacott on a pro-rata basis.

RISK FACTORS AND MANAGEMENT'S RESPONSIBILITY OVER FINANCIAL REPORTING

Risk Factors

Early-stage entities face a variety of risks and, while unable to eliminate all of them, the Corporation aims to manage and reduce such risks as much as possible.

Exploring for minerals is a highly technical and complicated process. As FireFox is a new company, it has not built a large technical team. The Corporation has entrusted, and is reliant upon the experienced and dedicated team at Magnus to conduct the exploration programs on behalf of FireFox.

The risks that management considers most important in the context of the Company's business are listed in this section. They are not listed in order of importance, nor are they inclusive of all the risks to which the Company may be subject. Sources of risk to the Company and its businesses include: reliance on key personnel; substantial capital requirements, exploration and development uncertainties, property commitments, operational risks associated with mineral exploration and development, environmental risks, commodity price fluctuations, economic and financial market instability, governmental regulation and policy, changes to government laws and regulations, risk related to the cyclical nature of the mining business, risk of title defects in mineral properties, lack of revenue and negative cash flow, legal and litigation risk, insurance risk, currency risk, conflicts of interest, time and cost estimates, consumables availability and costs, mineral resource uncertainties, and taxation.

The following risk factors should be given special consideration when evaluating an investment in any of the Company's securities:

a) the Company has had no profitable business activity and has not acquired any material assets since its incorporation other than cash;

b) the Company does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends in the foreseeable future;

c) the Company has only limited funds with which to continue its exploration and development opportunities and there can be no assurance that the Company will be successful in discovering economically recoverable minerals;

d) the exploration and development opportunities being pursued may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Company;

e) there can be no assurance that an active and liquid market for the common shares will develop and an investor may find it difficult to resell its common shares; and

f) if the Company fails to progress its exploration and development opportunities, an interim cease trade order may be issued against the Company's securities by an applicable securities commission.

OFF BALANCE SHEET ARRANGEMENTS

The Corporation has not entered into any off-balance sheet arrangements.

OUTSTANDING COMMON SHARES DATA

The following section updates the outstanding share data provided in the unaudited condensed interim consolidated financial statements for the period ended September 30, 2018.

Common shares:	
Common shares outstanding at September 30, 2018 and November 29, 2018	24,062,498
Stock options:	
Stock options outstanding at September 30, 2018 and November 29, 2018	1,745,000
Warrants:	
Warrants outstanding at September 30, 2018 and November 29, 2018	1,135,574

CERTIFICATE OF THE COMPANY

Dated: December 6, 2018

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of all provinces of Canada, other than Québec.

(Signed) Carl Löfberg

CARL LÖFBERG
President and Chief Executive Officer

(Signed) Andrew MacRitchie

ANDREW MACRITCHIE
Chief Financial Officer and Corporate Secretary

On Behalf of the Board of Directors

(Signed) Patrick Highsmith

PATRICK HIGHSMITH
Director

(Signed) Joseph Mullin

JOSEPH MULLIN
Director

CERTIFICATE OF THE PROMOTERS

Dated: December 6, 2018

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of all provinces of Canada, other than Québec.

PROMOTERS

(Signed) Carl Löfberg

CARL LÖFBERG
Promoter

(Signed) Patrick Highsmith

PATRICK HIGHSMITH
Promoter

CERTIFICATE OF THE AGENTS

Dated: December 6, 2018

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of all provinces of Canada, other than Québec.

PI FINANCIAL CORP.

(Signed) Dan Barnholden

DAN BARNHOLDEN
Managing Director & Co-Head of Investment Banking

CANACCORD GENUITY CORP.

(Signed) Earle McMaster

EARLE MCMASTER
Director, Investment Banking

M PARTNERS INC.

(Signed) Steven Isenberg

STEVEN ISENBERG
Chief Executive Officer