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No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "U.S. Securities Act") and, may not be reoffered, resold or transferred to, or for the account or benefit, of a U.S. Person (as that term is defined in Regulation S of the U.S. Securities Act) except pursuant to an effective registration statement under the U.S. Securities Act, and any applicable state securities laws, or pursuant to an available exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities offered hereby in the United States to, or for the account or benefit, of a U.S. Person. See "Plan of Distribution".

PRELIMINARY PROSPECTUS INITIAL PUBLIC OFFERING

December 5, 2018

STUHINI EXPLORATION LTD.

105-1245 West Broadway
Vancouver, BC Canada
V6C 3E8

4,000,000 Common Shares at a price of \$0.20 per Common Share

Stuhini Exploration Ltd. (the "**Company**") is offering (the "**Offering**") to purchasers resident in British Columbia, Alberta and Ontario, through its agent, **Haywood Securities Inc.**, (the "**Agent**") who will act as Agent on commercially reasonable efforts agency basis, for the offering of 4,000,000 common shares (the "**Common Shares**") of the Company at a price of \$0.20 per Common Share for gross proceeds of \$800,000. The Offering price was determined by negotiation between the Agent and the Company. See "Plan of Distribution".

	Price to Public	Agent's Commission ⁽¹⁾	Net Proceeds to the Company ⁽³⁾
Per Common Share Agent Sold	\$0.20	\$0.016	\$0.184
Per Common Share President's List	\$0.20	\$0.008	0.192
Total Offering	\$800,000.00	\$48,000.00 ⁽²⁾	\$752,000.00 ⁽³⁾

Notes:

- (1) The Company has agreed to pay the Agent a cash commission equal to 8% of the gross proceeds for any Common Shares sold except those Common Shares sold pursuant to a list of purchasers provided to the Agent by the Company (the "**President's List**"), on which the Agent will receive a cash commission of 4% of the gross proceeds. The Company has further agreed to issue to the Agents Compensation Options on the Closing Date entitling the Agent to purchase that number of Common Shares equal to 8.0% of the aggregate number of Offered Common Shares sold by the Company under the IPO except those Common Shares sold pursuant to the President's List on which the Agent will be issued Compensation Options on the Closing Date entitling the Agent to purchase that number of Common Shares equal to 4.0% of the aggregate number of Offered Common Shares sold by the Company under the IPO. The exercise price of the Agent's Compensation Options is \$0.20 and expires 24 months from Closing. The Company has further agreed to pay the Agent a cash corporate finance fee of \$20,000 plus applicable taxes (the "**Corporate Finance Fee**"). In addition, the Company has also agreed to pay the expenses reasonably incurred by the Agent in connection with the Offering. See "Plan of Distribution".
- (2) The Company and the Agent anticipate that President's List purchasers will subscribe for up to fifty percent (50%) of the Offering. These figures assume such level of participation to show the expected amount of Agent's cash compensation and the net proceeds to the Company. Therefore the average Agent's Commission will be \$0.012 per Common Share.
- (3) Net Proceeds to the Company are shown before deducting the balance of the costs of this issue, estimated at \$123,000, which includes legal and audit fees and other expenses of the Company, the Agent's expenses including its legal fees, the Corporate Finance Fee, the listing fee payable to the TSX Venture Exchange (the "**Exchange**") and the filing fees payable to the Securities Regulatory Authorities. See "Use of Proceeds".

The Company has granted an over-allotment option (the "**Agent's Over-allotment Option**") to allow the Agent to sell up to an additional 600,000 Common Shares, at the Offering Price. The Agent's Over-allotment Option is exercisable in whole or in part at any time until two business days prior to Closing. The Agent's Over-allotment Option may only be exercised by the Agent to cover over-allotted subscriptions received from subscribers. If the Agent's Over-allotment Option is exercised in full in conjunction with

completion of the Offering, the total price to the public, Agent's Commission and net proceeds to the Company (before payment of the expenses of the Offering) will be increased by \$120,000, \$9,600, and \$110,400, respectively. This prospectus qualifies for distribution the Common Shares as well as the grant of the Agent's Over-allotment Option and the issuance of the Common Shares on exercise of the Agent's Over-allotment Option, the grant of Compensation Options and the issuance of Common Shares on the exercise of the Compensation Options, the grant of the options issued pursuant to the Stock Option Plan and the issuance of Common Shares on the exercise of such options.

A purchaser who requires Common Shares forming part of the underwriters' over-allocation position acquires those securities under this prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the over-allotment option or secondary market purchases.

The Agent is conditionally offering the Common Shares on a "commercially reasonable efforts agency" basis and subject to prior sale, if, as and when issued by the Company and accepted by the Agent in accordance with the terms and conditions contained in the Agency Agreement and subject to the approval of certain legal matters on behalf of the Company by Koffman Kalef LLP and on behalf of the Agent by Getz Prince Wells LLP. For more information see "*Plan of Distribution*".

Subscriptions for the Common Shares will be received subject to rejection or allotment in whole or in part by the Company and the right is reserved by the Company to close the subscription books at any time without notice. It is expected that the Closing of the Offering will occur on a date agreed upon by the Company and the Agent, but not later than the date that is 90 days after a receipt is issued for the final prospectus or if a receipt has been issued for an amendment to the final prospectus, within 90 days of issuance of such receipt and in any event not later than 180 days from the date of receipt of the final prospectus. It is expected that the Common Shares will be delivered in electronic book-entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee upon Closing unless the Agent elects for physical share certificates which would be available for delivery upon Closing. If delivered in book-entry form, purchasers of Common Shares will receive only a customary confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

The completion of the Offering is subject to a minimum subscription of 4,000,000 Common Shares for aggregate gross proceeds of \$800,000. The Offering will not be completed and no subscription funds will be advanced to the Company unless and until the minimum subscription of \$800,000 has been raised. In the event that such subscription is not attained by the end of the period of the Offering, all subscription funds that subscribers may have advanced to the Agent in respect of the Offering will be refunded to the subscribers without interest or deduction.

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

The Company has applied to list its Common Shares on the Exchange. Listing of the Common Shares is subject to the Company fulfilling all of the listing requirements of the Exchange.

As at the date of this prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America.

An investment in the Common Shares should be considered highly speculative due to the nature of the Company's business, its present stage of development and other risk factors. Investments in natural resource issuers involve a significant degree of risk. The degree of risk increases substantially where the issuer's properties are in exploration as opposed to the development stage. The Company's property is in the exploration stage and is without a known body of commercial ore. Investors should not invest any funds in this Offering unless they can afford to lose their entire investment. See "Risk Factors".

Investors should consider an investment in the securities of the Company to be speculative and should review the risk factors outlined on page 33 of this prospectus.

The Company is not a related or connected issuer to the Agent (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*). See "Relationship between the Company and Agent".

The Agent's Position is as follows:

Agent's Position	Maximum Size or Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Agent's Over-allotment Option ⁽¹⁾	15% of Common Shares offered	Exercised before 2 days from Closing	\$0.20 ⁽²⁾

Agent's Compensation Options	8% of Common Shares offered ⁽³⁾	24 months from the Closing Date	\$0.20
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Note:

- (1) The Agent's Over-allotment Option and all securities issuable upon exercise are qualified under this prospectus. For more information see "*Plan of Distribution*".
- (2) The Company has agreed to pay the Agent a cash commission equal to 8% of the gross proceeds for any Common Shares sold under the Agent's Over-allotment Option, such that the net proceeds to the Company from the sale of each Common Share (excluding non-commission expenses of the Offering) under the Agent's Over-allotment Option will be \$0.184.
- (3) The Agent is entitled to such number of Agent's Compensation Options as is equal to 4% of the gross proceeds of funds raised under President's list up to half the Offering.

No person is authorized by the Company or the Agent to provide any information or to make any representations other than those contained in this prospectus in connection with the issue and sale of the securities offered pursuant to this prospectus.

**HAYWOOD SECURITIES INC.
WATERFRONT CENTRE
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VANCOUVER, BC V6C 3A6
PHONE (604) 697-7100
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GLOSSARY OF DEFINED TERMS

The following definitions and terms apply throughout this document unless the context otherwise requires. Expressions used in this prospectus and other terms and expressions may be defined throughout this prospectus.

“Agency Agreement”	the agency agreement dated ◆ 2018 between the Company and the Agent, providing that the Agent, on behalf of the Company, conditionally offers the Common Shares, on a commercially reasonable efforts agency basis.
“Agent’s Commission”	8% of the gross proceeds for any Common Shares sold except those Common Shares sold pursuant to the President’s List, on which the Agent will receive a 4% cash commission.
“Agent’s Compensation Options”	an option granted to the Agent to purchase that number of Common Shares equal to 8% of the Common Shares issued by the Company under the IPO except for the Common Shares issued to those on the President’s list for which the option shall equal 4% of those issued Common Shares with an exercise price per Compensation Option that is equal to the Issue Price. All Agent’s Compensation Options shall have a term of 24 months from the Closing Date.
“Agent’s Over-allotment Option”	the over-allotment option granted to the Agent to sell up to an additional 600,000 Common Shares at a price of \$0.20 per Common Share any time up to two business days prior to Closing.
“Agent”	Haywood Securities, Inc.
“Articles”	the articles of the Company.
“BCA”	the <i>Business Corporations Act</i> (British Columbia).
“Bridge Loan”	the unsecured \$50,000 demand bridge loan that David O’Brien (CEO, Co-founder and Director of the Company) extended to the Company on September 14 th , 2018.
“CDS”	CDS Clearing and Depository Services Inc.
“Closing”	closing of the Offering.
“CSE”	Canadian Securities Exchange.
“Common Shares”	the common shares in the capital of the Company without par value.
“Company”	Stuhini Exploration Ltd.
“Corporate Finance Fee”	means that \$20,000 plus applicable taxes fee payable to the Agent.
“Directors” or “Board of Directors”	the board of Directors of the Company.
“Escrow Agent”	TSX Trust Company
“Escrow Agreement”	the escrow agreement dated ◆, 2018 among the Company, Transfer Agent, as escrow agent, and the holders of the Escrowed Securities, being David O’Brien, Barry Hanslit, Charles Kamimura, Yanika Silina and Kazuki Nohdomi.
“Escrow Securities”	the securities that are subject to the terms of an escrow agreement as more particularly described in the section entitled “ <i>Escrowed Securities</i> ”.
“Exchange” or “TSX-V”	the TSX Venture Exchange.
“Founding Shareholders Agreement”	the shareholders agreement dated July 4 th , 2017 as amended and restated on February 1 st , 2018 between Barry Hanslit and David O’Brien as co-founders of the Company which will terminate effective the day the Company is listed on the Exchange.
“Geotech”	Geotech Ltd.
“IFRS”	International Financial Reporting Standards.
“Issue Price”	\$0.20 per Common Share
“Listing Date”	the date on which the Common Shares are listed for trading on the Exchange.
“Metla Purchase Agreement”	the Purchase and Sale Agreement Dated July 7, 2017 between Barry Hanslit and the Company whereby the Company purchased the Metla Property from Mr. Hanslit in exchange for 833,333 Common Shares at a deemed value of \$0.06 per Common Share.
“Metla” or the “Metla Property”	seven (7) contiguous mining claims covering approximately 6457.33 hectares in the Chechilda Range of the Coast Mountains in Northwestern British Columbia approximately 150 kilometres south of the town of Atlin, BC and 150 kilometers west of the town of Dease Lake, BC.

“NI 43-101”	National Instrument 43-101 – <i>Standards of Disclosure for Mineral Projects</i> .
“NP 46-201”	National Policy 46-201 – <i>Escrow for Initial Public Offerings</i> .
“Offering”	the offering of a minimum of 4,000,000 Common Shares at a price of \$0.20 per Common Share pursuant to this prospectus.
“OTCQB”	over-the-counter bulletin board.
“Preferred Shares”	the preferred shares of the Company holding such special rights and restrictions as more particularly described in the section entitled “ <i>Description of the Securities Distributed – Preferred Shares</i> ”.
“President’s List”	a list of purchasers provided to the Agent by the Company comprising aggregate gross subscription proceeds of up to \$400,000.
“Qualified Person”	a “qualified person” as such term is defined in National Instrument 43-101 <i>Standards of Disclosure for Mineral Projects</i> .
“Securities Regulatory Authorities”	the securities commissions (or equivalent) of British Columbia, Alberta and Ontario.
“SEDAR”	System for Electronic Document Analysis and Retrieval.
“Stock Option Plan”	the stock option plan adopted by the sole Director on November 10, 2017.
“Technical Report”	the report titled “Technical Report on the Metla Property, Atlin Mining Division, Northwestern British Columbia”, dated October 20, 2018, which was prepared by Andrew Wilkins, a Qualified Person and Lucia Maria Theny, MSc. GIT, under the guidelines of NI 43-101.
“Transfer Agent”	TSX Trust Company.
“VTEM™”	Versatile Time Domain Electromagnetic System

GLOSSARY OF GEOLOGICAL DEFINED TERMS

The following definitions and terms apply throughout this document unless the context otherwise requires:

All costs contained in the Technical Report and this Prospectus are denominated in Canadian dollars. Distances are primarily reported in metres (m) and km (kilometers) and in feet (ft) when reporting historical data. The annotation 020°/55°E refers to an azimuth of 020°, dipping 55° to the east. GPS refers to global positioning system. DDH refers to diamond drill hole. VLF-EM refers to a very low frequency electromagnetic type of geophysical survey. Minfile showing refers to documented mineral occurrences on file with the British Columbia Geological Survey.

The term ppm refers to parts per million, which is equivalent to grams per metric tonne (gpt) and ppb refers to parts per billion. The abbreviation oz/ton refers to troy ounces per imperial short ton and oz/t to troy ounces per metric tonne. The symbol % refers to weight percent unless otherwise stated.

Elemental abbreviations used in this report include: gold (Au), silver (Ag), copper (Cu), cadmium (Cd), iron (Fe), lead (Pb), zinc (Zn), arsenic (As), antimony (Sb), bismuth (Bi) and sulphide (S). Minerals found on the Metla property include pyrite (iron sulphide), arsenopyrite (iron, arsenic sulphide), chalcopyrite (copper sulphide), galena (lead sulphide), sphalerite (zinc sulphide) magnetite (iron oxide), tetrahedrite (copper antimony sulfosal), pyrrhotite (iron sulphide), gold/electrum, bournonite (lead, copper, antimony sulfosal), niccolite (nickel arsenide), gersdorffite (nickel arsenic sulfide), hematite (iron oxide), stibnite (antimony sulphide), and boulangerite (lead antimony sulfide).

CURRENCY

All dollar amounts in this prospectus are in Canadian dollars unless otherwise indicated, and all references to \$ in this prospectus are to Canadian dollars unless otherwise indicated.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This prospectus contains “forward-looking information” which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company and its projects, the acquisition of interests in mineral properties, the timing of completion and success of exploration activities and programs on the Metla Property, the Company’s proposed Metla exploration program, the future price of gold, silver or other metal prices, exploration expenditures, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and regulatory matters.

Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, and competitive uncertainties; lack of production; limited operating history of the Company; the actual results of current exploration activities; ability to obtain prospecting licenses or permits; proper title to the concession that comprises the Metla Property; ability to retain qualified personnel; the ability to obtain adequate financing for exploration and development; volatility of commodity prices; environmental risks of mining operations; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses as well as those factors discussed in the section entitled "Risk Factors" in this prospectus.

Forward-looking statements are based on a number of material factors and assumptions, including the determination of mineral reserves or resources, if any, the results of exploration and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration and drilling activities, that contracted parties provide goods and/or services on the agreed timeframes, the equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual environmental, geological or technical problems occur. While the Company considers these assumptions may be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this prospectus. See “Risk Factors”.

These forward-looking statements are made as of the date of this prospectus. Following Closing of the Offering and listing on the Exchange, the Company intends to discuss in its quarterly and annual reports referred to as the Company’s Management’s Discussion and Analysis documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this prospectus. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. The Company will file an amended prospectus if material changes occur between the date of this prospectus and the Closing of the Offering.

Investors are cautioned against placing undue reliance on forward-looking statements.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus.

The Company

Stuhini Exploration Ltd. (previously defined as the “Company”) was incorporated in British Columbia on July 7, 2017. Since incorporation, the Company has been engaged in the acquisition and exploration of its mineral property located in the Atlin Mining Division in Northwestern British Columbia. The Company currently holds a one hundred percent (100%) undivided interest in the Metla Property situated approximately 150 km south of the town of Atlin and 150 km west of the town of Dease Lake.

The Metla Property is comprised of seven contiguous mineral claims covering approximately 6,457 hectares and is located in the Province of British Columbia, Canada. For more information see “*Business of the Company*” and “*Metla Property*”.

A geological report (the “**Technical Report**”) prepared by Andrew L. Wilkins, BSc, P Geo., who is a Qualified Person, was completed on the Metla Property on October 20, 2018.

The Technical Report recommends that the Company conduct a two phase exploration program: Phase one will consist of VTEM™ interpretation and detailed mapping of selected targets. It is anticipated phase two will consist of a diamond drill program and follow-up sampling. The estimated budget for phase one is \$228,900 and the estimated budget for the phase two is \$445,500.

The Offering

Offering: The Company is offering 4,000,000 Common Shares at a price of \$0.20 per Common Share for gross proceeds of \$800,000. The prospectus qualifies the distribution of the Common Shares, including any Common Shares sold as a result of the Agent’s exercise of the Agent’s Over-allotment Option. For more information see “*Plan of Distribution*”.

Agent’s Commission: Under the terms of the Agency Agreement, the Company will pay the Agent’s Commission equal to 8% of the gross proceeds for any Common Shares sold except those Common Shares sold pursuant to the President’s List, on which the Agent will receive a cash commission equal to 4% of the gross proceeds for any such Common Shares sold. The Company granted the Agent’s Over-allotment Option to the Agent to sell up to an additional 600,000 Common Shares at a price of \$0.20 per Common Share any time up to two business days prior to Closing. The Company agreed to pay to the Agent the Corporate Finance Fee of \$20,000, plus applicable taxes and to pay for all reasonable expenses of the Agent in connection with the Offering. The Company also agreed to pay the Agent’s Compensation Options which options allow the Agent to purchase at the Issue Price of \$0.20 per Common Share an additional 8% of the Common Shares sold except those Common Shares sold pursuant to the President’s List, on which the Agent will receive an option to purchase an additional 4% of the Common Shares sold. The Compensation Options have a term of 24 months from the Closing Date. For more information see “*Plan of Distribution*”.

Use of Proceeds – Offering: After deducting the estimated balance of the expenses of the Offering of \$92,190 and the expected Agent’s Commission of \$48,000, the estimated net proceeds of the Offering will be \$659,810, and will be used to implement the recommended work program on the Metla Property and for general working capital purposes. As at October 31, 2018, the Company had a working capital deficit of \$90,450. Accordingly, the Company anticipates having available funds of approximately \$569,360 following Closing of the Offering. For more information see “*Use of Proceeds*”.

Use of Available Funds

	Amount (\$)
Exploration program on the Metla Property	228,900
Estimated general and administrative expenses for the 12 months following the Offering	150,700
Unallocated working capital to fund ongoing operations	189,760
Total	569,360

Risk Factors

An investment in the Company is highly speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider and evaluate all risk and uncertainties involved in an investment in the Company, including risks related to: (i) exploration and development; (ii) Potential Profitability Depends Upon Factors Beyond the Control of the Company; (iii) Consent from First Nations; (iv) Aboriginal Title; (v) Title Matters; (vi) Environmental Risks and Other Regulatory Requirements; (vii) Governmental Permits and Licensing; (viii) Requirement for Additional Funds; (ix) Uninsurable Risks; (x) Operating Hazards and Risks; (xi) Securities of the Company and Potential for Future Equity Dilution and Poor Share Liquidity; (xii) Use of Proceeds; (xiii) Key Personnel; (xiv) Infrastructure; (xv) Conflicts of Interest; (xvi) No History of Earnings; (xvii) Negative Operating Cash Flow; (xviii) Acquisition of Additional Mineral Properties, (xix) Competition; (xx) Volatility of Commodity Prices; (xxi) Stock Market and Share Price Volatility; (xxii) Early Exploration Success; (xxiii) Health and Safety Risks; (xxiv) Tax Issues; (xxv) Political Regulatory. See "Risk Factors" on page 33.

Selected Financial Information

The following table summarizes selected financial information for the periods indicated and should be read in conjunction with the financial statements and MD&A:

	Period from March 1 to August 31, 2018(unaudited)	Period from inception July 7, 2017 to February 28, 2018 (audited)
Revenue	\$ Nil	\$ Nil
Net Loss	(51,312)	(47,271)
Loss per share (Basic and Diluted)	(0.01)	(0.02)
Working Capital	(54,449)	189,517
Assets		
Current assets	\$ 37,351	\$ 248,503
Exploration and evaluation assets	393,161	158,612
Reclamation bond and PP&E	43,802	
Total Assets	<u>\$ 474,314</u>	\$ 407,115
Liabilities		
Current liabilities	\$ 91,800	\$ 58,986
Shareholders' Equity	382,514	348,129
Total Liabilities and Shareholders' Equity	<u>\$ 474,314</u>	\$ 407,115

CORPORATE STRUCTURE

Stuhini Exploration Ltd. was incorporated under the *Business Corporations Act* (British Columbia) on July 7, 2017. The Company's head office and registered office is located at 105-1245 West Broadway, Vancouver, BC Canada, V6C 3E8. The Company does not have any subsidiaries.

On October 17th, 2018, the Company's shareholders approved an amendment to the Company's articles to adopt a share capital and governance structure typical for a British Columbia Company.

BUSINESS OF THE COMPANY

Description of Business

The Company is engaged in the acquisition and exploration of mineral properties. The Company currently holds a one hundred percent (100%) undivided interest in the Metla Property. The Metla Property is comprised of seven mining claims covering approximately 6457 hectares in the Northwestern portion of British Columbia approximately 150 km south of the town of Atlin and 150 km west of the town of Dease Lake. The Company's exploration program will be primarily focused on base and precious metal exploration. For more information, please see "*Metla Property*".

Company History

Since incorporation on July 7, 2017, the Company's activities have focused on the acquisition and exploration of the Metla Property. The Company has taken the following steps to develop its business:

- (a) acquired and explored the Metla Property in British Columbia;
- (b) recruited directors, officers, technical advisors and consultants with the skills required to operate a publicly listed mineral exploration company;
- (c) privately raised the capital required to carry on the Company's business to date, and to cover the costs associated with the Offering. For more information, please see "*Prior Sales*"; and
- (d) engaged the Agent to assist the Company in making an application for listing on the TSXV, and to complete the Offering.

Acquisition of the Metla Property

On July 7, 2017, the Company entered into the Metla Purchase Agreement, with Barry Hanslit, a co-founder of the Company who sold the Company a 100% undivided interest in the Metla Property along with all information, core samples, logs, data, documents, maps, and other documentation in exchange for issuing Mr. Hanslit 833,333 Common Shares at a deemed value of \$0.06 per Common Share. Since acquiring the Metla Property the Company has methodically advanced exploration. The results have paved the way for a recommended two phase exploration program. For more information about the Company's past exploration and proposed exploration of the Metla Property during the current financial year, please refer to "*Metla Property*".

To carry out initial exploratory work, the Company raised funds through private financing arranged into several tranches as well as through borrowing funds from its director and CEO, who advanced the Company the \$50,000 Bridge Loan. For more information, see "*Prior Sales*" and "*Interest of Management and Others in Material Transactions*."

Government Mining Regulations

The Company will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to the exploration of minerals in British Columbia.

The Company believes that British Columbia has numerous advantages as a jurisdiction for exploration and mining that include:

1. attractive tax incentives with a 20% tax credit on expenses incurred;
2. low geopolitical risk in a stable jurisdiction with excellent infrastructure and an established permitting regime;
3. ease of export with multiple shipping ports with railway and road networks;
4. advanced geoscience data with high-quality ongoing geoscientific research and robust digital geoscience datasets (e.g. Geoscience BC);

5. hydroelectric power where electricity rates are among the lowest in North America. Recent improvements to capacity include the Northwest Transmission Line; and
6. favourable geology within the Western Cordillera with many past and producing mines in the area.

Employees

As of the date of this prospectus, the Company has no employees and seven consultants. The officers of the Company provide their services as consultants. All other services, including but not limited to geological, prospector, corporate communication and administrative services, are provided to the Company by independent consultants on an “as-needed” basis.

Specialized Skills and Knowledge

All aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge currently include the areas of geology, management, asset acquisition, logistical planning, exploration programs, finance and accounting. The Company has retained qualified board members, management and consultants to conduct business equal to, or exceeding, industry standards.

The Company retains a highly experienced board of technical advisors to assist the Board of Directors, committees of the Board of Directors and the Company's Executives in fulfilling their respective mandates. The Board of technical advisors is comprised of:

James Dawson, QP. Mr. Dawson is a P.Eng. (BC), Geologist and also a Qualified Person. Mr. Dawson is President of Dawson Geological consulting and is experienced as a professional consulting geologist and over 20 years of experience as a director or advisor to a number of publicly traded mineral exploration companies, including New Dimension Resources Ltd., iMetal Resources, Inc., Minefinders Corporation Ltd. and Kivalliq Energy Inc. and was a member of the Technical Advisory Board of Kaminak Gold Corp. In addition to managing his own consulting geological firm for many years, as a partner with Kerr, Dawson and Associates Ltd., from 1972 to 1985, Mr. Dawson participated in the discovery of the Blackdome Mine, Frasergold and Taurus Properties in BC and the Big Horn Mine in Arizona. He was also part of the original Pan Ocean team, which in 1975 made the discovery of the Lac Cinquante uranium occurrence in Nunavut. Mr. Dawson was a partner in Aspinall Dawson, a partnership which restaked the Metla Property in May 2002 and subsequently sold the Metla Property to Mr. Barry Hanslit in 2016.

Barry Hanslit, Co-Founder and Consultant. Mr. Hanslit is a prospector and driller with an intimate knowledge of the British Columbia and Yukon exploration landscape. His understanding of exploration frugality coupled with his ability to identify opportunities makes him an invaluable member of the Company.

Janet Miller, Project Manager and Geologist. Ms. Miller served as project manager for Stuhini during the 2017 field season whereby the Company collected 134 samples for assay analysis and had 6 different geologists visit and help explore the Metla Project. Ms. Miller also supervised the field operations during the 2018 field season including oversight and support for the VTEM™ survey, the collection of 36 samples and the construction of a base camp. Ms. Miller obtained her geology degree from UBC and has over 15 years' experience as a geologist.

Competitive Conditions

The Company competes with other exploration companies for the acquisition of mineral claims and other mineral interests, as well as for the recruitment and retention of qualified consultants. There is significant competition for the limited number of acquisition opportunities and, as a result, the Company may be unable to acquire precious and base metal mineral exploration properties in the future on terms it considers acceptable for all its stakeholders.

Intangible Property

The Company does not have any need for nor does it use any brand names, circulation lists, patents, copyrights, trademarks, franchises, licenses, software (other than commercially available software), subscription lists, or other intellectual property in its business.

Business Cycle and Seasonality

The Company's business is not cyclical but is restricted by seasonal changes to the extent that it may be unable to carry out exploration due to onerous seasonal conditions.

Economic Dependence

The Company's business is currently substantially dependent on the results of its exploration program at the Metla Property. The Company will consider acquisitions of other properties depending on market and financial factors.

Changes to Contracts

No part of the Company's business is reasonably expected to be affected in the current financial year by either the renegotiation or termination of any contract.

Environmental Protection

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which requires increasingly strict standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for corporations and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations, including its exploration expenditures and competitive position.

Foreign Operations

All of the Company's business and operations are carried on in Canada.

Lending

The Company does not engage in any lending activities.

Bankruptcy and Similar Procedures

There are no bankruptcies, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceedings by the Company since its inception on July 7th, 2017.

Reorganizations

The Company has not completed any material reorganization since its inception and no reorganization is proposed for the current financial year.

Social or Environmental Policies

Given the early stage of its business and operations and the "grass-roots" nature of its exploration activities, the Company has not yet implemented social or environmental policies that are fundamental to its operations.

Trends

There is significant competition for the acquisition of promising properties, as well as for hiring qualified personnel. The Company's competitors may have more substantial financial and technical resources for the acquisition of mineral concessions, claims or mineral interests, as well as for the recruitment and retention of qualified personnel.

The present and future activities of the Company may be influenced to some degree by factors such as the availability of capital, governmental regulations, including environmental regulation, territorial claims and security on mining sites. The influence of such factors cannot be predicted.

To the knowledge of the Company, other than what is described in this prospectus, there is no current trend or event that could reasonably influence, in a significant manner, the activities, financial situation or operating results of the Company for the current fiscal year. For more information see "*Risk Factors*".

METLA PROPERTY

The following represents information summarized from the Technical Report on the Metla Property dated October 20, 2018 (previously defined as "**Technical Report**"), prepared by Andrew L. Wilkins B.Sc., P.Geo., a Qualified Person and Lucia Maria They, M.Sc., G.I.T., prepared in accordance with the requirements of NI 43-101. Note that not all of the figures and tables from the Technical Report are reproduced in and form part of this prospectus. The remaining figures are contained in the Technical Report which is available under the Company's profile on the SEDAR website at www.sedar.com.

PROJECT DESCRIPTION, LOCATION AND ACCESS

The Metla Property is a gold-silver-base metal prospect located in the Chechilda Range of the Coast Mountains in northwestern British Columbia. It is approximately 150 km south of town of Atlin and 150 km west of the town of Dease Lake. The Metla Property is centred at 58°23' north latitude and -132°37' west longitude. Access is by helicopter from Atlin or Dease Lake. The Metla Property consists of 7 contiguous mineral claims and covers an area of 6,457.33 hectares. The claims are 100 percent owned by Stuhini Exploration Ltd. of Vancouver, B.C. and the Metla Property is not subject to any royalties, back-in rights or other similar obligations.

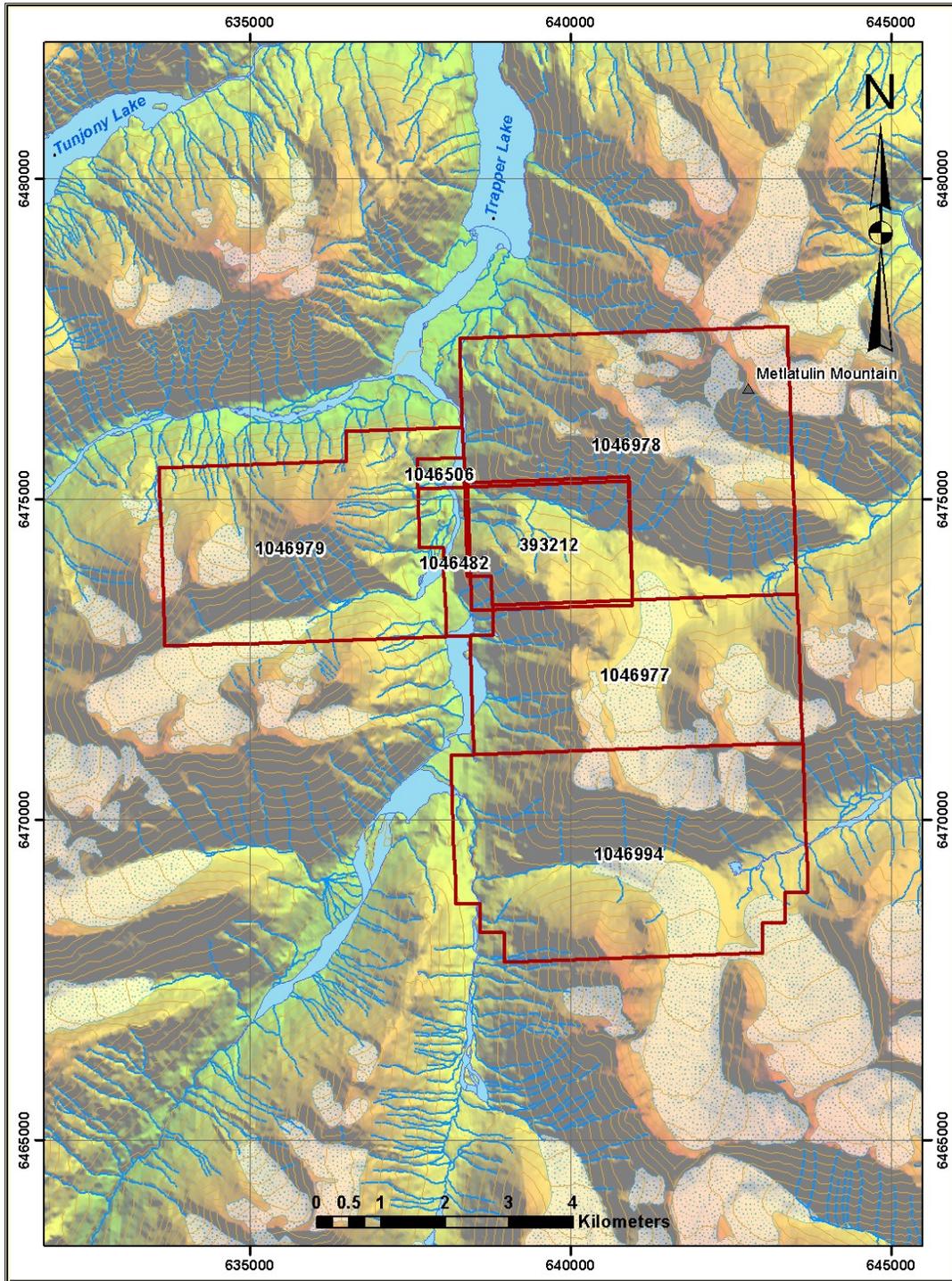
In British Columbia, mineral titles must be maintained in good standing with the BC Ministry of Energy, Mines and Petroleum Resources by timely performance and recording of physical work or by payment of cash in lieu of work. Failure to record work or pay cash in lieu of work before the expiry date of tenure will result in immediate forfeiture of that tenure. Work requirements are \$5.00 per hectare per year in years one and two, \$10.00 per hectare per year in years three and four, \$15.00 per hectare per year in years five and six, and \$20.00 per hectare per year thereafter. Payments instead of exploration and development work are double the value of the corresponding work requirement. All the Metla tenures are currently in good standing to March 31st, 2019. To extend the claims for one year to March 31st, 2020, expenditures of \$69,574 are required. To extend the claims for a second year to March 31st, 2021, expenditures of \$84,546 are required. The Company plans on extending the good standing date forward another year to March 31st, 2020 when it files the relevant assessment reports before March 31st, 2019.

There are no known environmental liabilities on the Metla Property. BC's reclamation laws aim to ensure that land, watercourses and cultural heritage resources are returned to a safe and environmentally sound state. A Mineral and Coal Exploration Activities & Reclamation Permit Act is required for any work that disturbs the surface with mechanical equipment. Such a permit will include an approval of the exploration program and mine plan, a program for protection of the land and watercourses, and a reclamation program. Mining companies must also place a reclamation security bond with the Province of British Columbia to ensure reclamation obligations are kept. This security is only returned once the mine site has been reclaimed to a satisfactory level and there is no ongoing monitoring or maintenance requirements.

The Company received a Mineral & Coal Exploration Activities & Reclamation Permit from the BC Ministry of Energy, Mines and Petroleum Resources. In order to receive the permit, the Company conducted initial consultations with First Nations Groups and posted a \$42,000 reclamation security bond. The current BC Mines Act requires an operator to advise and/or conduct consultations with First Nations persons or their representatives to inform them of mineral exploration activities that may take place on and impact lands that may have cultural and heritage significance to such persons.

The first illustration below shows the location of the Metla Property in British Columbia. The second illustration sets out the location of each of the seven claims that make up the Metla Property.





HISTORY

The table below summarizes the work history on the Metla Property

Summary of Work History

Year	Owner	Operator	AR Number	Work Performed
1957	Cominco	Cominco		Regional prospecting.
1983	Chevron Canada Ltd	Chevron Canada Ltd	11819	115 soil samples and 28 rock samples collected and analyzed.
1988	Cominco	Cominco	19226	6.7 line km of grid control; 197 rock samples collected and analyzed; geological mapping; 17 trenches blasted and sampled
1989	Cominco	Cominco		Detailed prospecting, geological mapping, trenching and sampling of outcrop and float.
1991	Cominco	Galico Resources Inc.	21757	370 line km of airborne geophysics (VLF-EM, electromagnetic and magnetic); 1,075 metres of drilling; results from the drilling were never reported.
2002	Aspinall-Dawson partnership	Aspinall-Dawson partnership	27145	Galico drill core partially re-logged; 5 rock samples collected and analyzed.
2005	Aspinall-Dawson partnership	Solomon Resources Ltd.	27771	Geological mapping and prospecting; 202 chip, grab and float rock samples, 234 contour soil and 18 stream sediment samples collected and analyzed; identification and re-logging of Galico's 1991 drill core with select samples analyzed.
2006	Aspinall-Dawson partnership	Indico Technologies Ltd.	29058	129 rock samples collected and analyzed; 10 rock samples for petrographic analysis; commissioning of 1:2000 and 1:5000 satellite photos for base map purposes.
2008	Aspinall-Dawson partnership	Aspinall-Dawson partnership	30661	90 soil, 10 silt, 11 float and 8 rock grab samples collected and analyzed.
2011	Aspinall-Dawson partnership	Aspinall-Dawson partnership	32184	5 rock and 10 silt samples collected and analyzed.
2011	Aspinall-Dawson partnership	Aspinall-Dawson partnership	32511	14 rock and 20 silt samples collected and analyzed.
2011	Aspinall-Dawson partnership	Ocean Park Inc.	33489	Geological mapping and prospecting; 25 float and 51 grab rock samples collected and analyzed.
2012	Aspinall-Dawson partnership	Ocean Park Inc.	34047	Geological mapping and prospecting; 7 float, 55 grab, and 10 composite or chip rock samples collected and analyzed.

Year	Owner	Operator	AR Number	Work Performed
2013	Aspinall-Dawson partnership	Aspinall-Dawson partnership	34596	Ground truthing future grid suitable for a ground geophysical IP survey, potential drill sites and camp location; prospecting; 15 float rock samples collected and analyzed.
2015	Aspinall-Dawson partnership	Aspinall-Dawson partnership	35751	Evaluating a proposed aircraft landing strip; examination of Zone D of the MCA zone; fossiliferous rock sample collected for geochronology.
2016	Barry Hanslit			Barry Hanslit purchased the claims from the Aspinall-Dawson partnership.
2017	Stuhini Exploration Ltd.			Stuhini Exploration Ltd. purchased the claims from Barry Hanslit

Note:

- (1) As part of the founding of the Company, Barry Hanslit sold the Metla Property to the Company pursuant to the Metla Purchase Agreement on July 7, 2017. The Company applied for and received a Free Miner Certificate from the BC Ministry of Energy, Mines and Petroleum Resources, such Certificate being a necessary precondition to any transfer of mineral claims in BC, and such Ministry Recorded the Completion of the Mineral Title Bill of Sale on September 07, 2017. Although Global Drilling Solutions Ltd was the operator of the 2017 exploration program described in the Technical Report, it was conducted on behalf of the Company and the Company paid all costs.

GEOLOGICAL SETTING, MINERALIZATION AND DEPOSIT TYPES

Regional Geology

The Metla Property straddles the Coast and Intermontane Geomorphologic Belts, with the southwest portion of the claims within the Coast Belt and the northeast part of the claims within the Intermontane Belt. The Metla Property occurs in the Stikinia island arc terrane, which accreted to the western margin of Laurentia between Early to Late Jurassic, and was subsequently deformed during Cretaceous and older orogenesis. Stikinia is comprised of well stratified Lower Devonian to Middle Jurassic volcanic and sedimentary rock packages which include Asitka, Stikine, Lewis River, Hazelton and Takwahoni Assemblages. These rocks are underlain by volcanic and sedimentary rocks of the Stuhini Group which are in contact with intrusive rocks of the Coast Range Batholith. The Stuhini Group is comprised of andesite and basalt flows, pillow lavas, green augite-phyric pillowed flows, volcanic breccias, lapilli tuffs, feldspar phyric flows, massive Norian limestones, argillites and siltstones. Included in the Stuhini Group is the Sinwa Formation limestones and their accompanying minor sedimentary rocks.

Local and Property Geology

The north part of the Metla Property is believed to be underlain by mostly volcanics belonging to the Upper Triassic Stuhini Group and lesser sediments and volcanics belonging to the older Paleozoic Stikine Assemblage. The south part of the property is underlain by mostly Middle to Late Triassic quartz diorite belonging to the Coast Range Complex. This basement has been intruded by small intrusive stocks that are believed to be part of the Late Cretaceous continental volcanoplutonic arc of northwestern B.C. At the Metla Property, Cretaceous subaerial volcanic and sedimentary rocks are rare; however, they make up important strata from the other volcanic centres located elsewhere in the area including Lisadele Lake and the Thorn Property. The volcanic and plutonic rocks are part of a northwesterly trending magmatic belt with associated hydrothermal alteration and sulphide mineralization including epithermal, porphyry and replacement type deposits.

EXPLORATION

2017 Exploration Program

During the summer of 2017, the Company conducted a small exploration project with the intent of evaluating the historic work on the property and to design an exploration program for the property going forward. A total of 32 field man-days were spent on the claims.

Prospecting and mapping traverses were conducted throughout the property. The main showings in the Metla Creek Area were also revisited. A total of 134 rock grab samples were collected. Results confirmed the presence of multi-element Au-Ag-Cu-Pb-Zn-As

mineralization as noted in previous exploration programs, however no chip or channel samples were collected so assay values do not represent any true widths of mineralization.

Samples from the Metla tenures were submitted to Bureau Veritas Mineral Laboratories Ltd. in Vancouver, B. C. for 53 element analyses by Aqua Regia digestion and ultra-trace induced coupled plasma mass spectrometer methods. Overlimits were analysed by 4 acid digest and induced coupled plasma emission spectrometry methods. Bureau Veritas Mineral Laboratories Ltd. is an ISO 9001-certified facility that is independent of the Company.

A total of 4.6 kilometres of ground magnetics was also conducted during this time using a GEM systems GSM 19GW – walking gradiometer. The magnetic highs match mapped diorite and more complete coverage would help in the mapping and targeting of the Metla Creek Zones.

2018 Exploration Program

In the spring of 2018, Geotech was contracted to fly a Helicopter-borne VTEM™ and Aeromagnetic Survey. The survey consisted of 419 line kilometers covering an area of 76 km². Geotech geophysicists recognize one anomalous zone observed in the electromagnetic profiles. The zone is approximately 1500 metres wide by 5000 metres long and is oriented in a NW-SE direction. A formal interpretation of the data has not been done at this point.

In August of 2018, a camp was constructed on the Metla Project. During this time, the Company did some 1:2,000 scale geological mapping of the Metla Creek Zone and collected a total of 36 rock samples. The rock samples from 2018 have not been sent in for assay at this time.

DRILLING

A 1075 m BTW (BQ thin wall) diamond drill program was conducted on the Metla Property in 1991 by Galico Resources. The drill holes targeted geophysical electromagnetic targets generated in 1991. Results from the drill program were never reported. In 2004 Solomon crews re-logged the core that was stored at Trapper Lake. Through re-logging the core, it was established that the entirety was split for assays. Several, if not all potentially mineralized lithologies were tested and based on visual estimates of the Solomon crew, no significant mineralization was intersected. The locations of the drill holes were located in most cases, although only hole M91-01 was identified based on a collar ID tag. Five samples from three holes were taken for analyses in 2004; sample from M91-08 had the only anomaly in any elements. The sample consisted of a hydrothermal breccia with argillite clasts and 2.5% coarse blebby pyrite, sample M04D-R20 assayed 106 ppb gold, 5.6 g/t silver and 585 ppm copper. In 2013 the drill core was re-boxed and moved to Atlin for safe storage.

SAMPLING, ANALYSIS AND DATA VERIFICATION

During the 2007 exploration program, all geological and geochemical field stations and sample locations were recorded using a hand-held Garmin GPS. Rock and chip samples were collected from outcrop or float, which were placed in individual plastic bags and sealed with zap straps. Sample tags were placed in the bags before sealing. Samples were flown back to Atlin at the end of the day and were placed in rice bags. Samples were then delivered by truck to the Bureau Veritas Mineral Laboratories Ltd. prep lab in Whitehorse. Once prepped, the samples were sent to Vancouver for analysis.

The data that forms the basis of the technical information contained in the Technical Report were obtained from government publications, assessment reports, field observations by qualified persons, and from independent ISO 9001-certified analytical laboratories. The Metla Property is still an early stage exploration play and no further data verification is necessary at this point; however, drilling is warranted and recommended and QA/QC protocols, including blanks, standards and duplicates would be appropriate in future drill programs and more focused technical surveys.

MINERAL PROCESSING AND METALLURGICAL TESTING

No metallurgical work has been carried out to date on material from the Metla Property.

MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

No mineral resource estimates have been made to date on material from the Metla Property.

EXPLORATION, DEVELOPMENT AND PRODUCTION

The Company is setting up the infrastructure required to move forward with its exploration program and completed the construction of a seasonal camp at the Metla Property in 2018 (“**Metla Camp**”).

The following first phase of exploration is recommended for the Metla Property in 2019:

1. Interpretation and Maxwell Plate modeling of the acquired 2018 Airborne Variable Time Domain Electromagnetic (VTEM™) data.
2. 1:10,000 mapping of the Metla Property with a focus on alteration and structure.
3. More detailed 1:500 and 1:2000 scale mapping of selected target areas and airborne geophysical anomalies.

Once Phase 1 is completed the following Phase 2 program is recommended (subject to Phase 1 results and funding). The likely program would be as follows:

1. Drilling of identified geological and geophysical targets.
2. Continued property wide prospecting.

The proposed budget for Phase 1 and Phase 2 is shown in the table below. Current logistics involve the following:

1. Completing the establishment of the Metla Camp which is located in the meadow above Metla Creek.
2. Mobilizing equipment by plane to the airstrip located on the Sutlahine River 30 kilometres to the northwest and then by helicopter to the Metla Camp.
3. To reduce costs, groceries and personnel may be mobilized by float plane to Trapper Lake and then by helicopter to the Metla Camp.

2018/19 Phase 1 VTEM™ Interpretation and Geological Mapping					
Complete Camp Setup					\$15,000
VTEM™ Interpretation					\$20,000
4 Man Geological Crew (geologist, assistant)	17	days	\$3,000	per day	\$51,000
Helicopter Support (3 hours per day minimum)	17	days	\$6,000	per day	\$102,000
Fixed Wing Support	8	days	\$2,000	per day	\$16,000
Camp Costs (4 main geological crew, cook, pilot)	102	man-days	\$200	per man-day	\$20,400
Assays	100	samples	\$45	per sample	\$4,500
Total Phase I - Geophysics/Mapping					\$228,900
2019/20 Phase 2 – Drilling					
Drilling	1500	metres	\$100	per metre	\$150,000
3 Man Geological Crew (geologist, assistant, core cutter)	25	days	\$2,000	per day	\$50,000
Helicopter Support (3 hours per day minimum)	25	days	\$6,000	per day	\$150,000
Fixed Wing Support	14	days	\$2,000	per day	\$28,000
Camp Costs (4 man drill crew, 3 man geology crew, cook pilot)	225	man-days	\$200	per man-day	\$45,000
Assays	500	samples	\$45	per sample	\$22,500
Total Phase 2 - Drilling					\$445,500
Total Phase 1 and Phase 2 Exploration Program					\$674,400

USE OF PROCEEDS

Funds Available

After deducting the estimated balance of the expenses of the Offering of \$92,190 and the expected Agent's Commission of \$48,000, the estimated net proceeds of the Offering will be \$659,810. As of October 31, 2018, the Company had a working capital deficit of \$90,450. Accordingly, the Company anticipates having available funds of approximately \$569,360 following Closing of the Offering.

Principal Purposes

The funds available will be used for the purposes listed below:

	Amount (\$)	
	Minimum Offering	Offering including the Over-allotment
Exploration program on the Metla Property	228,900	228,900
Estimated general and administrative expenses for the 12 months following the Offering	150,700	150,700
Unallocated working capital to fund ongoing operations	189,760	300,160
Total	569,360¹	679,760¹

1. The Bridge Loan has been included in working capital deficit and therefore is excluded from the above table.

As such, the Company expects to incur approximately \$150,700 in general and administrative costs on an annual basis to cover the expenses of operating as a public company over the next 12 months. A breakdown of the estimated general and administrative costs for that period is as follows:

	Monthly Amount (\$)	Annual Amount (\$)
Audit and accounting expenses	n/a	10,000
Legal	833	10,000
Management and consulting	8000	96,000
Regulatory filing fees	1,183	14,200
Rent and office staff	-	-
Miscellaneous	1,667	20,500
Total	11,683	150,700

The Company intends to spend its available funds as stated in this prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary.

Negative Operating Cash Flow

Since inception, the Company has had negative operating cash flow and incurred losses. The Company's negative operating cash flow and losses are expected to continue for the foreseeable future. The Company cannot predict when it will reach positive operating cash flow, if ever. Due to the expected continuation of negative operating cash flow, the Company will be reliant on future financings in order to meet its cash needs. There is no assurance that such future financings will be available on acceptable terms or at all. For more information see "Risk Factors".

Business Objectives and Milestones

The principal business of the Company is the acquisition, exploration and development of mineral properties. The Metla Property is currently the Company's only mineral property and is at the exploration stage. Over the next twelve months, the Company's business objectives are to complete the Offering and concurrently obtain a listing on the Exchange. The Company plans to expend existing working capital using the net proceeds from the Offering and use such proceeds to pay the balance of the estimated costs from the Offering, to pay for a Phase 1 work program, to pay for administrative costs over the next twelve months and for unallocated working capital.

The Company's business objectives of completing the Offering and listing on the Exchange will occur on and around the Closing Date of the Offering and the date the Company lists on the Exchange. The sequence of listing and closing is impacted by certain tax considerations. For more information see "*Eligibility for Investment*".

The cost of covering administrative costs for the first 12 months following listing is estimated at \$150,700, while the cost of completing Phase 1 of the exploration program is estimated at \$228,900. It is possible that it will take more than 12 months for the Company to complete and analyze Phase 1 of the exploration program.

DIVIDENDS

The Company has never declared, nor paid, any dividends since its incorporation and does not foresee paying any dividend in the near future. Any future payment of dividends will depend on the financing requirements and financial condition of the Company and other factors which the Board of Directors, in its sole discretion, may consider appropriate and in the best interests of the Company.

Under the BCA, the Company is prohibited from declaring or paying dividends if there are reasonable grounds for believing that the Company is insolvent or the payment of dividends would render the Company insolvent.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's audited financial statements and MD&A for the year ended February 28, 2018 are included as schedules "A" and "B" respectively. The Company's financial statements and MD&A for the six months ended August 31, 2018 are included as schedules "C" and "D" respectively.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Authorized Capital

The authorized capital of the Company consists of an unlimited number of authorized Common Shares, of which 5,700,000 Common Shares were issued and outstanding as at the date of this prospectus, and an unlimited number of Preferred Shares, of which none are issued and outstanding.

Common Shares

The holders of the Company's Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company, and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board of Directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions or provisions permitting or restricting the issuance of additional securities. All Common Shares are issued as fully-paid and non-assessable.

Preferred, Shares

The holders of the Company's Preferred Shares are not entitled to receive notice of and not entitled to vote at all meetings of the shareholders of the Company. The Board of Directors have broad discretion to create a number of different series of Preferred Shares. They may attach special rights or restrictions to the Preferred Shares of any such series, including, the rate or amount of dividends (whether cumulative, non-cumulative or partially cumulative), the dates and places of payment thereof, the consideration for, and the terms and conditions of, any purchase for cancellation or redemption thereof (including redemption after a fixed term or at premium), conversion or exchange rights, the terms and conditions of any share purchase plan or sinking fund, restrictions respecting payment of dividends on, or the repayment of capital in respect of, any other shares of the Company and voting rights and restrictions; or alter any such special rights or restrictions. The Board of Directors of the Company may at any time declare and authorize the payment of such dividends exclusively to the registered holders of the Preferred Shares without declaring any corresponding dividends to the registered holders of Common Shares. In the event of the liquidation, dissolution or winding up of the Company or other distribution of the assets of the Company among its members for the purpose of winding up the affairs of the Company, whether voluntary or involuntary, the registered holders of the Preferred Shares shall be entitled to receive the amount paid up with respect to each Preferred Share together with the fixed premium (if any) thereon, all accrued and unpaid cumulative dividends (if any and if

preferential) thereon, which for such purpose shall be calculated as if such dividends were accruing on a day-to-day basis up to the date of such distribution, whether or not earned or declared, and all declared and unpaid non-cumulative dividends (if any and if preferential) thereon. After payment to the registered holders of the Preferred Shares of the amount payable to them as provided for above, they shall not, as such, be entitled to share in any further distribution of the property or assets of the Company. The Preferred Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions or provisions permitting or restricting the issuance of additional securities. All Preferred Shares are issued as fully-paid and non-assessable. There are no Preferred Shares issued at this time.

CONSOLIDATED CAPITALIZATION

The following table summarizes changes in the Company's capitalization as at August 31, 2018 and as of the date of this prospectus, and following completion of the Offering:

	August 31, 2018	As at the date hereof	After giving effect to the Maximum Offering ¹
Common Shares	(5,700,000 Common Shares)	(5,700,000 Common Shares)	(10,300,000 Common Shares)
Options	490,000	490,000	1,158,000 ³
Long Term Liabilities	Nil	Nil ²	Nil

Notes:

- (1) Assumes the exercise of the Over Allotment Option
- (2) Does not include the \$50,000 Bridge Loan which is recorded as a current liability as it is due on demand.
- (3) Includes grant of 288,000 Agent's Compensation Options, 490,000 pre-existing options and 380,000 stock options to be granted to officers, consultants and directors which grant is contingent on the closing of the Offering.

OPTIONS TO PURCHASE SECURITIES

The Directors of the Company adopted a stock option plan on November 10, 2017 (the "**Stock Option Plan**") and such plan was confirmed by the unanimous written consent of the Shareholders on November 10, 2017. The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging the directors, officers, employees, management company employees and consultants of the Company, and of its subsidiaries and affiliates, if any, to acquire Common Shares in the share capital of the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs. The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of the Company's Common Shares issued and outstanding at the time such options are granted. The Stock Option Plan will be administered by the Company's Board of Directors, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such directors, officers, employees, management or consultants of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise price of option grants will be determined by the Board of Directors, but after listing on the Exchange will not be less than the greater of \$0.10 and the closing market price of the Common Shares on the Exchange less allowable discounts at the time of grant.

The Stock Option Plan provides that the number of Common Shares that may be reserved for issuance to any one optionee upon exercise of all stock options held by such optionee, including all other stock options granted to the optionee in the preceding 12 months, may not exceed (i) 5% of the issued Common Shares, unless the Company has obtained disinterested shareholder approval or the Common Shares are listed on the Toronto Stock Exchange; (ii) 2% of the issued Common Shares, if the optionee is a consultant; and (iii) in the event the optionee is providing investor relations services to the Company, 2% of the issued Common Shares, including all other Common Shares under option to optionees providing investor relations activities, on a yearly basis.

All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate prior to their original expiry dates as follows: (i) immediately in the event of dismissal with cause; (ii) immediately upon an option holder committing an act of bankruptcy or any proceeding being commenced against an option holder under the *Bankruptcy and Insolvency Act* (Canada) or other applicable bankruptcy or insolvency legislation in force at the time of such bankruptcy and such proceeding remains un-dismissed for a period of 30 days; (ii) 90 days from the date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. All options granted under the Stock Option Plan are unassignable.

Options Granted

As of the date hereof, the Company has granted 490,000 options under the Stock Option Plan. The table below sets out details of such a grant.

Optionee ⁽¹⁾	Number of Options	Exercise Price	Grant Date	Expiry Date
Executive officers (2 person)	145,000	\$0.10	April 15, 2018	July 15, 2019
Directors (non-executives) (2 persons)	160,000	\$0.10	April 15, 2018	July 15, 2019
Employees and past employees	Nil	N/A	N/A	N/A
Consultants (3 persons)	185,000	\$0.10	April 15, 2018	July 15, 2019
Total:	490,000			

Notes:

(1) The Company does not have any ex executives or directors.

The Company has committed to issue a further 380,000 stock options which grant is contingent upon successful closing of the Offering and the issuance of at least 4,000,000 Common Shares thereunder. The Table below sets out the proposed terms of issuance:

Optionee	Number of Options	Exercise Price	Grant Date ⁽¹⁾	Expiry Date
Executive officers (3 persons)	100,000	\$0.20	TBD	24 months from date of issue
Directors (non-executives) (4 persons)	240,000	\$0.20	TBD	24 months from date of issue
Employees and past employees	Nil	N/A	N/A	N/A
Consultants (2 persons)	40,000	\$0.20	TBD	24 months from date of issue

Notes:

(1) Options are anticipated to be granted shortly following the Closing Date.

PRIOR SALES

Since inception on July 7, 2017, the Company has completed the following distributions of its securities:

- (a) On July 7, 2017, the Company issued one Common Share at a price of \$0.06. On July 20, 2017, the Company issued 1,249,999 Common Shares at a price of \$0.06 per share. On August 14, 2017, the Company issued 366,667 Common Shares at a price of \$0.06 per share. On September 7, 2017, the Company issued 883,333 Common Shares at a deemed price of \$0.06 per share in accordance with the terms of the Metla Purchase Agreement. All of the Common Shares issued above are subject to the terms of the Escrow Agreement.
- (b) On December 1, 2017, the Company issued 200,000 Common Shares at a deemed price of \$0.10 per share to an officer of the Company in accordance with a consulting agreement with said officer for total of \$20,000 for total proceeds of \$20,000. 200,000 of these Common Shares will be escrowed in accordance with the terms of the Escrow Agreement.
- (c) On December 22, 2017, the Company issued 500,000 Common Shares at a price of \$0.10 per share for total proceeds of \$50,000.

- (d) On January 15, 2017, the Company issued 970,000 Common Shares at a price of \$0.10 per share for total proceeds of \$97,000.
- (e) On February 8, 2017, the Company issued 884,000 Common Shares at a price of \$0.10 per share for total proceeds of \$88,400. An officer of the Company bought 20,000 and a director nominee at the time and now a current director of the Company bought 150,000 of these Common Shares. 170,000 of these Common Shares will be escrowed in accordance with the terms of the Escrow Agreement.
- (f) On March 2, 2017, the Company issued 576,000 Common Shares at a price of \$0.10 per share for total proceeds of \$57,600.
- (g) On March 22, 2017, the Company issued 70,000 Common Shares at a price of \$0.10 per share for total proceeds of \$7,000.

ESCROWED SECURITIES

In accordance with National Policy 46-201 - *Escrow for Initial Public Offerings* (previously defined as “NP 46-201”), all shares of an issuer owned or controlled by its principals are required to be placed in escrow at the time of the issuer’s initial public offering, 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 voting rights attaching to the total issued and outstanding securities of the issuer after giving effect to the initial public offering, except for any non-transferable incentive stock options issued to principals of the issuer to purchase securities solely for cash at a price equal to or greater than the IPO price. Upon completion of the Offering, the Company anticipates being an “emerging issuer” as defined in NP 46-201.

The following Escrowed Securities of the Company are held by, and are subject to the terms of the Escrow Agreement:

Designation of Class	Number of Securities	Percentage of Issued Shares Prior to Completion of the Offering	Percentage of Issued Shares on Completion of the Offering	Percentage of Issued Shares on Completion of the Offering if all Over-allotment Options are exercised
Common Shares	2,870,000	50.35%	29.59%	27.86%
Stock Options	225,000	3.80%	2.27%	2.14%

These Common Shares will be held by the Transfer Agent pending their release in accordance with the schedule below.

As the Company anticipates being an “emerging issuer” as defined in NP 46-201, the following automatic timed releases will apply to the Common Shares held by its principals who are subject to escrow:

On the Listing Date	1/10 of the escrow securities
6 months after the Listing Date	1/6 of the remaining escrow securities
12 months after the Listing Date	1/5 of the remaining escrow securities
18 months after the Listing Date	1/4 of the remaining escrow securities
24 months after the Listing Date	1/3 of the remaining escrow securities
30 months after the Listing Date	1/2 of the remaining escrow securities
36 months after the Listing Date	the remaining escrow securities

The following table sets out information on the number of Shares that are subject to the terms of the Escrow Agreement among the Company, the Escrow Agent, and each of the escrow holders who hold securities of the Company that are subject to escrow:

Name and Position of Escrow Holder	Number of Escrowed Shares	Number of Options subject to Escrow	Percentage of Class
David Bruce O’Brien President, Chief Executive Officer, Co-Founder and Promoter.	1,250,000	0	12.89%
Barry Arthur Hanslit Co-Founder and	1,250,000	0	12.89%

Promoter			
Kazuki Nohdomi Director	150,000	80,000	2.35%
Charles Kamimura Corporate Secretary	200,000	65,000	2.71%
Yanika Silina Chief Financial Officer	20,000	80,000	1.02%
Total	2,850,000	225,000	31.86%

Notes:

(1) Per the rules of NP 46-201 and based on 9,700,000 issued and outstanding Shares post-offering assuming the Over-allotment Option is not exercised and only the option belonging to the subject escrow holder is used for dilution purposes; all percentages are rounded to the nearest hundredth.

Assuming there are no changes to the escrow securities initially deposited, and no additional escrow securities are deposited, this will result in a 10% release on the listing date (as defined by NP 46-201), with the remaining escrow securities being released in 15% tranches every 6 months thereafter.

PRINCIPAL SHAREHOLDERS

The following table lists the persons who beneficially own, control, direct or will own, control or direct on closing of the Offering, directly or indirectly, 10% or more of the issued and outstanding Common Shares:

Name ²	Number and Class of Shares Owned	Number and Class of Shares Owned After Offering	Type of Ownership	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering ⁽¹⁾	Percentage of Common Shares Owned After Giving Effect to exercise of full Over-allotment Option ⁽¹⁾
David Bruce O'Brien	1,250,000	1,250,000 Common Shares	Direct	21.93 %	12.89 %	12.14 %
Barry Arthur Hanslit	1,250,000	1,250,000 Common Shares	Direct	21.93%	12.89%	12.14%

(1) Assumes that no Common Shares are purchased under the Offering.

(2) On a fully diluted basis, assuming the exercise of the Overallotment Option, exercise of all stock options, issuance and exercise of the conditional options, issuance and exercise of the Agent's Options, Mr. O'Brien and Mr. Hanslit would own approximately the following percentage of Common Shares after giving effect to the Offering: Mr. O'Brien 11.58% and Mr. Hanslit 10.96%.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth, for each of the Directors and executive officers of the Company, the name, province of residence, age, principal occupation, position held with the Company and the date on which the person became a Director or Officer.

Name, Jurisdiction of Residence and Age	Principal Occupations during past five years	Position with the Company	Director and/or Officer Since	Securities Held	Percentage of Securities Held
David Bruce O'Brien, British Columbia, 55	President and Director since July 2017 and CEO since February 5, 2018, Stuhini Exploration Ltd. Owner, President and Director since 1990. Michael & Young Fly Shop	President, CEO and Director ¹	President and Director since July 7, 2017, CEO since February 5, 2018	1,250,000	21.93

Yanika Silina, British Columbia, 40	Since 2008 a senior accountant at Da Costa Management Corp.	CFO	CFO since December 1, 2017	20,000	0.35
Charles Kamimura, British Columbia, 57	Corporate Secretary, Stuhini Exploration Ltd., President and Director 460962 BC Ltd. since 1995. Provides consulting services through an unincorporated, sole proprietorship since 1999.	Corporate Secretary and Executive	Corporate Secretary since July 7, 2017 and Executive since March 22, 2018	200,000	3.51
Anthony (Tony) Fogarassy British Columbia, 58	Principal Dunbar Law Corporation since 1999	Non-Executive Chair and Director ^{1,2,3}	Non- Executive Chair and Director since June 28, 2018	Nil	0
Fioravante (Fiore) Aliperti, British Columbia, 54	CEO and President since 2013 and Director since 2012 Metallis Resources Inc., President Avanti Consulting Ltd since 2009.	Director ²	Director since June 28, 2018	Nil	0
Gary Thompson, British Columbia, 54	Director and Chairman since 2009 and CEO since 2011, Brixton Metals Corporation	Director	Director since June 28, 2018	Nil	0
Kazuki Nohdomi, British Columbia, 45	Portfolio Manager, Nicola Wealth Management since 2012	Director ^{1,2,4}	Director since June 28, 2018	150,000	2.63
All Directors				1,620,000	28.4

Notes:

- (1) Member of the Audit Committee.
- (2) Member of Corporate Governance and Compensation Committee.
- (3) Chair of Audit Committee.
- (4) Chair of Corporate Governance and Compensation Committee.

Term of Office

The Directors are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

The following is a brief description of the background of the Directors and executive officers of the Company.

David O'Brien – Age 55, President, Chief Executive Officer and Director

Mr. O'Brien has been the President, a director and the majority shareholder of Michael & Young Fly Shop since 1990. It is a private company which Mr. O'Brien grew into 2 locations in British Columbia. Mr. O'Brien received a Bachelor of Sciences Degree (Math – Statistics) from the University of British Columbia and completed the Canadian Securities Course in 1990. Mr. O'Brien's employment agreement specifies he will devote approximately 20% of his time, not including time preparing and attending Board and committee meetings, to the Company or such greater amount of time as is necessary. Mr. O'Brien is not an independent director by virtue of his position as Director, President and CEO of the Company but will sit on the audit committee. For more information see "*Employment and Consulting Agreements*"

Yanika Silina – Age 40, Chief Financial Officer

Ms. Silina has been a Chartered Professional Accountant since 2016 and received a Diploma in Management Studies from Thompson Rivers University in 2011. Ms. Silina is currently a senior accountant at Da Costa Management Corp where she has worked since 2008. Ms. Silina has been Director of Cell MedX Corp. a reporting issuer listed on the OTCQB since September 2016 and CFO since November 2014, a Director of Kesselrun Resources Ltd., a reporting issuer listed on the TSX Venture Exchange since December 2014 and Director of LifeStyle Delivery Systems Inc., a CSE listed issuer since January 2018 and CFO since November 2015. Ms. Silina was also CFO of the CSE listed Enfield Resources Corp. from November 2013 to January 2014. Ms. Silina expects to devote approximately 10% of her time to the Company. For more information see "*Employment and Consulting Agreements*"

Charles Kamimura – Age 57, Corporate Secretary

Mr. Kamimura is a businessman and international business consultant. He is currently President and Director of a private land, forestry and development company operating in the Cariboo region of British Columbia. He has experience in BC Environmental regulations, road and cut block engineering, land use, forestry, land clearing and road building operations in remote regions of BC. He is the former President and Director of another private logging and forestry company. Mr. Kamimura is a former corporate securities and banking attorney with experience representing public and private companies in New York as well as enforcing and interpreting US Environmental Laws and regulations. He worked for Baer Marks & Upham, a law firm in New York as well as for the United States Department of Justice before becoming a consultant and business advisor. Mr. Kamimura received a Juris Doctor from New York University School of Law in 1987, was a member of the NY Bar from 1988-1999 and received a Bachelor of Arts (Honours Economics) from the University of British Columbia in 1983. Mr. Kamimura's consulting agreement contains standard non-competition and non-disclosure terms. Mr. Kamimura's consulting agreement contains non-compete provisions which restrict Mr. Kamimura's ability to provide services or products similar to the Company's for a period of one year following the date he ceases to act for the Company. Mr. Kamimura has not entered into a non-disclosure agreement; however he owes the Company a fiduciary duty and must comply with the Company's disclosure policy which prohibits the disclosure of confidential information. Mr. Kamimura expects to devote approximately 10% of his time to the Company.

Josef Anthony (Tony) Fogarassy – Age 58, Non-Executive Chair and Director

Mr. Fogarassy has been a principal with Dunbar Law Corporation since 1999. Mr. Fogarassy is a Barrister and Solicitor admitted to the Bar of British Columbia since 1993 and primarily practices in the areas of aboriginal, corporate, and natural resources law. He has been Chair and a Director of Deer Horn Capital Inc., a CSE reporting issuer since 2009. Deer Horn Capital is a mineral exploration company. Mr. Fogarassy received a Bachelor (Honours) in 1983 and Masters of Science in 1989 in Geology from the University of British Columbia. He also received a LL.B in 1992 from the University of British Columbia and a LL.M in 1998 from the University of London, London School of Economics and Political Science. Mr. Fogarassy is an independent director and will serve as a member of the audit and corporate governance and compensation committees. Mr. Fogarassy is chair of the audit committee.

Kazuki Nohdomi – Age 45, Director

Mr. Nohdomi has been a Chartered Financial Analyst (“CFA”) since 2002 and has been a Portfolio Manager at a Vancouver-headquartered wealth management firm, Nicola Wealth Management since 2012. Mr. Nohdomi received a Master of Business Administration from the Stern School of Business at New York University (2002) and a Bachelor of Commerce degree from the Sauder School of Business at the University of British Columbia (1995). Mr. Nohdomi was from 2002-2008 a sector portfolio manager and equity research analyst at TIAA in New York. Mr. Nohdomi is an independent director and will serve as a member of the audit and corporate governance and compensation committees. Mr. Nohdomi is chair of the corporate governance and compensation committee.

Gary Robert Thompson – Age 54, Director

Mr. Thompson is a P. Geo (2005) and was a P. Geol. (2006-2017) Co-founder, and current Chair, President and CEO of Brixton Metals Corporation, a TSX-V listed precious metals exploration and development company focused on advancing its wholly-owned gold and silver projects. Mr. Thompson has over 25 years of project management and resource exploration experience in precious-base metals including oil & gas and geothermal power. Mr. Thompson also currently serves as a director of TSX-V listed Omni Commerce Corp. Mr. Thompson's Cayley Geothermal went public in 2006 through the acquisition of Sierra Geothermal Power where he was CEO until it was acquired by Ram Power in 2010. Mr. Thompson received a Bachelor of Science (Honours Geology), from the University of British Columbia in 2000. Mr. Thompson is an independent director.

Fioravante (Fiore) Aliperti – Age 54, Director

Mr. Aliperti is a senior mining industry professional with experience in Sales, Marketing and Operations. In 2011 Mr. Aliperti was appointed Country Manager, Corporate Development for Coltstar Ventures (now Metallis Resources Inc.), a role that saw him solely responsible for the company's Italian subsidiary which was involved in the exploration for gold and base metal mineral properties. He was appointed to the board in 2012 and was pivotal in restructuring of Coltstar into the TSX-V listed Metallis Resources Inc. (“Metallis”). Mr. Aliperti was appointed President and CEO and elected as Director of Metallis. He also currently serves as a director of TSX-V listed Datinvest International Ltd. and is Executive Chair of Etruscus Resources Corp. a company currently seeking a CSE listing. Mr. Aliperti is an independent director and will serve as a member of the corporate governance and compensation committee.

Cease Trade Orders

Except as set forth below, no director or executive officer of the Company is or has been, within the 10 years preceding the date of this prospectus, a director, chief executive officer or chief financial officer of any company that: (a) was subject to 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; 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.

For the purposes of this prospectus, an “order” means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to an exemption under securities legislation, and such order was in effect for a period of more than 30 consecutive days.

Fiori Aliperti was a director of Metallis Resources, Inc. (formerly Coltstar Ventures Inc.) when it became subject to a cease trade order (“CTO”) issued by the British Columbia Securities Commission on May 9, 2012 for failure to file interim and annual financial statements in a timely manner. A CTO was issued by the Ontario Securities Commission on May 30, 2012 and subsequently by the Alberta Securities Commission on August 10, 2012. Metallis Resources Inc. filed its late annual and interim period filings and addressed all issues raised by the respective securities commissions and the TSX-V. As such, the CTO’s were revoked on June 14, 2013.

Tony Fogarassy, was a director of Deer Horn Capital Inc. when a CTO was issued by the British Columbia Securities Commission, the Ontario Securities Commission and the Alberta Securities Commission on January 30, 2017 for failure to file Management’s Discussion and Analysis and financial statements. The cease trade orders were revoked in January 25, 2018 after Deer Horn Capital Inc. filed the necessary continuous disclosure documents.

Bankruptcies

No director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been, within the 10 years preceding the date of this prospectus:

- (a) a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 made a proposal under any legislation relating to bankruptcies or insolvency; or
- (b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Penalties or Sanctions

Except as set out below, no director or executive officer of the Company or any shareholder holding a sufficient number of securities of the Company to materially affect the control of the Company has:

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

Personal Bankruptcies

No director or executive officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company or a personal holding company of any such persons has, within the 10 years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of the Company may be subject to, specifically Msrs. Fogarassy, Aliperti and Thompson hold positions with Deer Horn Capital, Metallis Resources, Inc. and Brixton Metals Inc., respectively, and other listed and unlisted companies in which they may serve as directors, officers, insiders, promoters or have significant shareholdings therein either individually or through private companies they may control.

Each of these companies or individuals explores and develops mineral resource properties in the northern portion of BC and in the case of Brixton Metals immediately adjoining the claims of the Company. Some of the directors, officers, insiders and promoters are engaged and will continue to be engaged, directly or indirectly, with corporations or businesses which may be in competition with the Company for companies, businesses, employees, contractors or assets, including potential mineral claims identified in the area of operations of the Company. Accordingly, situations may arise where some of the directors, officers, insiders and promoters will be in direct competition with the Company.

Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* (British Columbia) under the section “Interests of Directors, Officers and Others in Material Transactions (“**Conflicts Section**”) Directors and officers of the Company may serve as directors and/or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, certain Directors of the Company may have a conflict of interest in negotiating and conducting terms in respect of any transaction involving such companies. In the event that such conflict of interest arises at a meeting of the Board, a Director who has such a conflict is required to disclose such conflict and abstain from voting for or against the approval of such transaction. The Board of Advisors to the Company and other consultants also have interests in companies, partnerships, proprietorships or on an individual basis explore for and develop mineral resources claims in BC and each have been advised of the Conflicts Section of the Act. The Board of Directors has adopted a Code of Business Conduct and Ethics for the Company that is applicable to all advisors, employees, directors and consultants of the Company.

The directors of the Company will not be devoting all of their time to the affairs of the Company as they all have employment outside of the Company and some of them are directors and officers of other companies, some of which are in the same business as the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

The information as to ownership of securities of the Company, corporate cease trade orders or bankruptcies, penalties or sanctions, personal bankruptcies or insolvencies and existing or potential conflicts of interest has been provided by each insider of the Company individually in respect of himself or herself and is not within the knowledge of management.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company’s executive compensation program during the most recently completed financial year ended February 28, 2018, was administered by the Board of Directors. The Board of Directors was solely responsible for determining the compensation to be paid to the Company’s executive officers and evaluating their performance. The Board of Directors has not adopted any specific policies, goals or objective for determining the amount or extent of compensation for directors or officers. Given the straight forward nature of the Company’s compensation policies, the Board of Directors has not considered the risks associated therewith. There are no specific restrictions on any executive from purchasing financial instruments designed to hedge or offset a decrease in the market value of any equity compensation granted.

Significant Elements

The significant elements of compensation for the Company’s “Named Executive Officers”, being the Chief Executive Officer, the Chief Financial Officer and the three other most highly compensated executive officers whose total compensation exceeds \$150,000, will be a cash salary and stock options. The Company does not presently have a long-term incentive plan for its Named Executive Officers. There is no policy or target regarding allocation between cash and non-cash elements of the Company’s compensation program. The Board of Directors annually reviews the total compensation package of each of the Company’s executives on an individual basis.

Cash Salary

The Company’s compensation payable to the Named Executive Officers is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each Named Executive Officer and varies with the amount of time spent by each Named Executive Officer in carrying out his or her functions on behalf of the Company.

In particular, the President and Chief Executive Officer’s (“CEO”) compensation will be determined by time spent on: (i) coordinating the operations of the Company with the rest of the executive and consulting teams; (ii) the Company’s current mineral property; (iii) reviewing potential mineral properties that the Company may acquire and negotiating, on behalf of the Company; and (iv) raising

capital and investor awareness of the Company. David O'Brien the President and CEO agreed not to take any salary until the "completion of the Offering and listing on the Exchange" and \$2000 a month as a consultant to the Company thereafter. The Chief Financial Officer is an independent contractor and her compensation is primarily determined by time spent in preparing and reviewing the Company's financial statements and has been negotiated as a fee of \$50 per hour. There are no other named Executive Officers.

Stock Options

The Company's Stock Option Plan is intended to emphasize management's commitment to the growth of the Company. The grant of stock options, as a key component of the executive compensation package, enables the Company to attract and retain qualified executives. Stock option grants are based on the total of stock options available under the Stock Option Plan. In granting stock options, the Board of Directors reviews the total of stock options available under the Stock Option Plan and recommends grants to newly retained executive officers at the time of their appointment, and considers recommending further grants to executive officers from time to time thereafter. The amount and terms of outstanding options held by an executive are taken into account when determining whether and how new option grants should be made to the executive. The exercise periods are to be set at the date of grant. The stock option grants may contain vesting provisions in accordance with the Company's Stock Option Plan.

As of the date hereof, the Company has granted and has outstanding 490,000 options to its directors, officers and consultants. See "Options to Purchase Securities" above. The Company plans on issuing an additional 380,000 options to its directors, officers and consultants upon successful completion of this Offering.

Employment and Consulting Agreements

The Company entered into an executive compensation and consulting agreement with David O'Brien, its Chief Executive Officer and President, dated March 30, 2018. Under the terms of the consulting agreement, the Company will not pay Mr. O'Brien any compensation other than the reimbursement of necessary and proper expenses prior to the closing of the Offering. The terms of the consulting agreement provide that the Company will pay \$2,000 per month for the services of David O'Brien as President and Chief Executive Officer of a mineral exploration company listed on the Exchange. The agreement contemplates that Mr. O'Brien would spend up to 20%, not including time preparing for and attending Board and committee meetings, of his time providing services to the Company as President and CEO. If Mr. O'Brien's duties necessitate work beyond this amount the employment agreement contemplates the compensation and corporate governance committee of the Board of Directors negotiating additional compensation. The consulting agreement contains non-compete provisions which restrict Mr. O'Brien's ability to provide services or products similar to the Company's for a period of one year following the date he ceases to act for the Company. Mr. O'Brien has not entered into a non-disclosure agreement; however he owes the Company a fiduciary duty and must comply with the Company's disclosure policy which prohibits the disclosure of confidential information.

The Company entered into a consulting agreement with Yanika Silina, its Chief Financial Officer, dated March 30, 2018. Under the terms of the consulting agreement, the Company agreed to pay \$50 per hour for the services of Ms. Silina providing the services customarily provided by a Chief Financial Officer of a mineral exploration company listed on the Exchange. The consulting agreement contains non-compete provisions which restrict Ms. Silina's ability to provide services or products similar to the Company's for a period of one year following the date she ceases to act for the Company. Ms. Silina's consulting agreement also contains provisions which prohibit the disclosure of confidential information. Ms. Silina must also comply with the Company's disclosure policy which also prohibits the disclosure of confidential information. All employees, consultants, advisors, officers and directors of the Company have been advised of the Company's Share Trading Policy, Disclosure Policy and Code of Business Conduct and Ethics.

Summary Compensation Table

The following table sets forth information about compensation paid to or earned by, the Company's Named Executive Officers during the period from Inception to February 28, 2018.

Name and Principal Position	Year	Salary (\$)	Share Based Awards (\$)	Option Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long Term Incentive Plans (\$)			
David O'Brien President	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Yanika Silina Chief Financial Officer	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Incentive Plan Awards

The following table sets forth all outstanding share based and option based awards to the Named Executive Officers as at the fiscal year ended February 28, 2018.

Name	Option Based Awards				Share Based Awards	
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option Expiration Date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
David O'Brien President and Chief Executive Officer	Nil	N/A	N/A	N/A	N/A	N/A
Yanika Silina Chief Financial Officer	Nil	N/A	N/A	N/A	N/A	N/A

As of the date of this prospectus, the Company has granted 490,000 share based or option based awards to the Named Executive Officers.

Director Compensation

The following table sets forth the compensation paid to the Company's Directors for the period from Inception to February 28, 2018. Directors currently do not receive any compensation outside of options granted however the Company may revisit this in the future.

Name(s)	Fees Earned (\$)	Share-Based Awards (\$)	Option Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
David O'Brien	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- Compensation arrangements for Directors is determined by the Board on a case by case basis and negotiated between the Board and the Director to be compensated.
- Tony Fogarassy, Fiore Aliperti, Kazuki Nohdomi and Gary Thompson were all appointed to the Board of Directors subsequent to the February 28, 2018 year end.

Termination and Change of Control Benefits

None of the agreements with the officers contain termination or change of control benefits.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is not as of the date of this prospectus, nor has there been since inception on July 7, 2017, any indebtedness of any Director, executive officer, senior officer, employee or any former director, executive officer, employee or senior officer or any associate of any of them, to or guaranteed or supported by the Company either pursuant to an employee stock purchase program of the Company or otherwise, and no such individual is or has been indebted to any other entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit, or similar arrangement or understanding by the Company.

AUDIT COMMITTEES AND CORPORATE GOVERNANCE

Audit Committee

Audit Committee Charter

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board of Directors and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations.

On June 28, 2018, the Board of Directors adopted a charter delineating the Audit Committee's responsibilities. The Audit Committee Charter is attached to this prospectus as Schedule "E".

Composition of Audit Committee

The following persons are members of the Company's Audit Committee:

David O'Brien	Not Independent	Financially Literate
Kazuki Nohdomi	Independent	Financially Literate
Tony Fogarassy	Independent	Financially Literate

To be considered independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Company. A material relationship is a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment. David O'Brien is not considered to be independent as he is the Co-Founder, Promoter, Chief Executive Officer and President of the Company. Tony Fogarassy is the Chair of the Audit Committee.

To be considered financially literate, a member of the Audit Committee must 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.

Relevant Education and Experience

All members of the Audit Committee have the ability to read, analyze and understand the complexities surrounding the issuance 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, and have an understanding of internal controls. The members of the Audit Committee intend to maintain their currency by periodically taking continuing education courses.

The education and experience of each Audit Committee member that is relevant to the performance of his/her responsibilities as an Audit Committee member is as follows:

Kazuki Nohdomi is a CFA and holds a BComm and an MBA and through his work as a Portfolio Manager at a major wealth management company has the requisite experience and education.

David O'Brien has a BSc. (Math) and is Director and President of a private company where he is primarily responsible for financial management and through his investments in the markets has the requisite experience and education.

Tony Fogarassy has a BSc (Hon Geo) and MSc (Geo), an LLB and LLM in Law and is a member of the British Columbia Bar and has the requisite experience and education.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the following exemptions:

- (a) the exemption in section 2.4 of National Instrument 52-110 (*De Minimis Non-audit Services*);
- (b) the exemption in subsection 6.1.1(4) of National Instrument 52-110 (*Circumstance Affecting the Business or Operations of the Venture Issuer*);
- (c) the exemption in subsection 6.1.1(5) of National Instrument 52-110 (*Events Outside Control of Member*);
- (d) the exemption in subsection 6.1.1(6) of National Instrument 52-110 (*Death, Incapacity or Resignation*); or
- (e) an exemption from National Instrument 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110 (*Exemption*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. However, the Company's Audit Committee Charter states that Audit Committee must pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

External Auditor Fees

The aggregate fees billed to the Company for the services provided by the external auditor for the fiscal year ended February 28, 2018 are as follows:

	Period from Inception to February 28, 2018
Audit Fees	\$7,140
Audit-Related Fees	-
Tax Fees	-
All Other Fees	-
Total	\$7,140

Exemption

The Company has relied upon the exemption provided by section 6.1 of NI 52-110, which exempts a venture issuer from the requirement to comply with the restrictions on the composition of its Audit Committee and the disclosure requirements of its Audit Committee in an annual information form as prescribed by NI 52-110.

Corporate Governance

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day-to-day management of the Company. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

The Company's corporate governance practices are summarized below:

Board of Directors

The Board of Directors is currently comprised of 5 members. The rules of the Exchange require the Company to have at least two independent directors. An "independent" director is a director who has no direct or indirect material relationship with the Company.

A material relationship is a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a director's independent judgment. Messrs. Tony Fogarassy, Gary Thompson, Fiore Aliperti and Kazuki Nohdomi are independent directors of the Company, as aside from Common Shares or options, if any, held by them they have no ongoing interest or relationship with the Company other than serving as directors, or in the case of Mr. Fogarassy as non-Executive Chair in addition to director. Mr. David O'Brien is a non-independent director because of his positions as Chief Executive Officer and President of the Company.

Directorships

The following Directors of the Company are directors of other reporting issuers:

Name of Director	Name of Reporting Issuer	Exchange
Gary Thompson	Brixton Metals Corporation	TSX-V
	Omni Commerce Corp.	TSX-V
Fiore Aliperti	Metallis Resources, Inc.	TSX-V
	Datinvest International Ltd.	TSX-V
Tony Fogarassy	Deer Horn Capital Inc.	CSE

Orientation and Continuing Education

The Board of Directors provides an overview of the Company's business activities, systems and business plan to all new directors. New director candidates have free access to any of the Company's records, employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Company. The Directors are encouraged to update their skills and knowledge by taking courses and attending professional seminars.

Ethical Business Conduct

The Board of Directors believes good corporate governance is an integral component to the success of the Company and to meet responsibilities to shareholders. Generally, the Board of Directors has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Company.

The Board of Directors adopted a Board Mandate and a Corporate Governance and Compensation Committee Charter. In order to more fully delineate lines of communication and expectations regarding conduct of activities, on the recommendation of the Corporate Governance and Compensation Committee, the Board of Directors adopted a Share Trading Policy, Disclosure Policy, and a Code of Business Conduct and Ethics all of which are applicable not only to the members of the Board of Directors, but also any officers, consultants, employees, or advisors.

The Board of Directors is also responsible for applying governance principles and practices, and tracking development in corporate governance, and adapting "best practices" to suit the needs of the Company. Certain of the Directors of the Company are also directors and officers of other companies, and conflicts of interest may arise between their duties. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as applicable under the BCA. For more information see "*Conflict of Interest*".

Nomination of Directors

The Board of Directors has not formed a nominating committee or similar committee to assist the Board of Directors with the nomination of directors for the Company. The Board of Directors considers itself too small to warrant the creation of such a committee, and each of the Directors has contacts he can draw upon to identify new members of the Board of Directors as needed from time to time.

The Board of Directors will continually assess its size, structure and composition, taking into consideration its current strengths, skills and experience, proposed retirements and the requirements and strategic direction of the Company. As required, directors will recommend suitable candidates for consideration as members of the Board of Directors.

Compensation

The Board of Directors upon the advice and recommendations of its Corporate Governance and Compensation Committee reviews the compensation of its directors and executive officers annually. The Directors will determine the compensation of directors and

executive officers taking into account the Company’s business ventures and the Company’s financial position. For more information see “*Executive Compensation*”.

Other Board Committees

The following table shows the members of the Company’s board-appointed Audit Committee and its Corporate Governance and Compensation Committee. Any directors who have a material conflict excuse themselves and do not participate in discussions or votes on matters in which they have a material conflict. The Board will periodically assess the needs of the Company and appoint additional committees on an as needed basis.

Audit Committee	Corporate Governance and Compensation Committee
Kazuki Nohdomi	Kazuki Nohdomi¹
Tony Fogarassy²	Tony Fogarassy
David O’Brien	Fiore Aliperti

¹Kazuki Nohdomi is chair of the Corporate Governance and Compensation Committee

²Tony Fogarassy is chair of the Audit Committee

The purpose of the Corporate Governance and Compensation Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to corporate governance in general, and specifically to ensure that the requirements for the Board of Directors and its activities conform to the Company’s corporate governance policy, the requirements of the BCA and all relevant regulatory bodies. Although constituted of a single committee, the committee has 2 charters which will allow the committee to be split into separate corporate governance and compensation committees as the size, stage of development and complexity of issues facing the committee evolves.

Assessments

The Board of Directors has not implemented a process for assessing its effectiveness. As a result of the Company’s small size and the Company’s stage of development, the Board of Directors considers a formal assessment process to be inappropriate at this time. The Board of Directors plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board of Directors does not formally assess the performance or contribution of individual Board members or committee members.

PLAN OF DISTRIBUTION

Offering

Under an Agency Agreement, the Company has appointed the Agent on a commercially reasonable efforts basis to offer for sale 4,000,000 Common Shares of the Company at a price of \$0.20 per Common Shares for gross proceeds of \$800,000. The Issue Price of \$0.20 per Common Share was determined by negotiation between the Company and the Agent in accordance with the policies of the Exchange. The Company has granted the Agent’s Over-allotment Option to allow the Agent to sell up to an additional 600,000 Common Shares, at the Offering Price. The Agent’s Over-allotment Option is exercisable in whole or in part at any time until two business days prior to Closing. The Agent’s Over-allotment Option may only be exercised by the Agent to cover over-allotted subscriptions received from subscribers. If the Agent’s Over-allotment Option is exercised in full, the total price to the public, Agent’s Commission and net proceeds to the Company (before payment of the expenses of the Offering) will be increased by \$120,000, \$9,600, and \$110,400, respectively. This prospectus qualifies for distribution the Common Shares, the grant of the Agent’s Over-allotment Option and the issuance of the Common Shares on exercise of the Agent’s Over-allotment Option, the grant of Agent’s Compensation Options, the issuance of Common Shares on the exercise of the Agent’s Compensation Options, the grant of the options issued pursuant to the Stock Option Plan and the issuance of Common Shares on the exercise of such options.

The completion of the Offering is subject to a minimum subscription of 4,000,000 Common Shares. The Offering will not be completed and no subscription funds will be advanced to the Company unless and until the minimum subscription of \$800,000 has been raised. The Agent will hold in trust all funds received from the Offering until the minimum funds are raised. In the event that the Minimum Offering is not attained by the end of the period of the Offering, all subscription funds that subscribers may have advanced to the Agent in respect of the Offering will be refunded to the subscribers without interest or deduction.

The Company has agreed not to, directly or indirectly, issue, sell or grant or agree to announce any intention to issue, sell or grant, any additional equity or quasi-equity securities for a period of 90 days after the Closing of the Offering without the prior written consent of the Agent, such consent not to be unreasonably withheld, except in conjunction with: (i) the grant or exercise of stock options and other similar issuances pursuant to the share incentive plan of the Company and other share compensation arrangements; (ii) obligations in respect of existing mineral property agreements; and (iii) the issuance of securities in connection with property or share acquisitions in the normal course of business.

Subscriptions for Common Shares will be received subject to rejection or allotment in whole or in part, and the right is reserved by the Company to close the subscription books at any time without notice. It is expected that the Closing of the Offering will occur on a date agreed upon by the Company and the Agent, but not later than the date that is 90 days after a receipt is issued for the final prospectus or if a receipt has been issued for an amendment to the final prospectus, within 90 days of issuance of such receipt and in any event not later than 180 days from the date of receipt of the final prospectus. It is expected that share certificates evidencing the Common Shares will be available for delivery on the Closing unless the Agent elects for delivery in electronic book-entry form through CDS Clearing and Depository Services Inc. (“CDS”) or its nominee. If delivered in book-entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

There is currently no market through which any of the securities of the Company, including the Common Shares, may be sold and purchasers and holders thereof may not be able to resell or dispose of any of the securities purchased, distributed or qualified under this prospectus.

The Company has agreed to indemnify the Agent and its directors, officers, employees, shareholders and agents against all liabilities arising directly or indirectly from the Agency Agreement. Notwithstanding the above, the indemnity does not include claims arising from gross negligence, dishonesty, or wilful misconduct of the Agent.

The obligations of the Agent under the Agency Agreement may be terminated at the Agent’s discretion upon the occurrence of certain stated events. The Agent is not obligated to purchase any of the Common Shares under the Offering.

Agent’s Commission

The Company has agreed to pay to the Agent a cash commission equal to 8% of the aggregate gross proceeds of any Common Shares sold, other than those sold to President’s List purchasers in which case the Agent will receive a cash commission equal to 4% of the aggregate gross proceeds of any Common Shares sold. Such commission, together with all other expenses of the Offering, will be paid by the Company out of the proceeds of the Offering. The Company has also agreed to pay to the Agent the Corporate Finance Fee of \$20,000, plus applicable taxes upon Closing of the Offering. The Company has granted the Agent’s Over-allotment Option to the Agent to sell up to an additional 600,000 Common Shares, at the Offering Price. The Agent’s Over-allotment Option is exercisable in whole or in part at any time on two days’ notice to the Company. The Agent’s Over-allotment Option may only be exercised by the Agent to cover over-allotted subscriptions received from subscribers. If the Agent’s Over-allotment Option is exercised in full in conjunction with completion of the Offering, the total price to the public, Agent’s Commission and net proceeds to the Company (before payment of the expenses of the Offering) will be increased by \$120,000, \$9,600, and \$110,400, respectively. This prospectus qualifies for distribution the Common Shares, the grant of the Agent’s Over-allotment Option and the issuance of the Common Shares on exercise of the Agent’s Over-allotment Option and the payment of the Agent’s Compensation Options and the issuance of Common Shares on the exercise of the Agent’s Compensation Options.

United States

The securities offered under this prospectus have not been registered under the U.S. Securities Act or registered or qualified under the securities laws of any state of the United States. Such securities may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (within the meaning of Regulation S promulgated under the U.S. Securities Act), except pursuant to an exemption from the registration requirements of the U.S. Securities Act. Accordingly, such securities may only be offered and sold: (i) within the United States to “qualified institutional buyers” as defined in and pursuant to Rule 144A under the U.S. Securities Act, or to “accredited investors” as defined in Rule 501 of Regulation D under the U.S. Securities Act in transactions exempt from the registration requirements of the U.S. Securities Act; and (ii) outside the United States in compliance with Regulation S. The Agent has agreed not to offer or sell the securities offered under this prospectus except as set forth above. In addition, until 40 days after the commencement of the Offering, an offer or sale of such securities in the United States by any dealer, whether or not participating in the Offering, may violate the registration requirements of the U.S. Securities Act unless made pursuant to an exemption from the registration requirements of the U.S. Securities Act and in compliance with applicable state securities laws.

Listing of Common Shares on the Exchange

The Company has applied to list its Common Shares on the Exchange. Listing of the Common Shares is subject to the Company fulfilling all of the listing requirements of the Exchange.

As of the date of this prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities on the Toronto Stock Exchange, CSE, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America.

RISK FACTORS

An investment in the Company is highly speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in the Company. The Directors consider the following risks and other factors to be the most significant for potential investors in the Company, but the risks listed do not necessarily comprise all those associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business. If any of the following risks actually occur, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected. In such a case, the price of the Common Shares could decline, and investors may lose all or part of their investment.

Exploration and Development

Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. In particular, exploration for base and precious metals is highly speculative in nature.

The Company does not have an interest in any mineral property that presently contains any commercial ore. The Company's proposed exploration programs for the Metla Property are exploratory searches for mineralized zones, resources and, if successful, ore reserves. Should any ore reserves exist, substantial expenditures will be required to confirm ore reserves which are sufficient to justify commercial mining and to obtain the required environmental approvals and permitting required to commence commercial operations. Should any mineral resource be defined on a property in which the Company has an interest there can be no assurance that the mineral resource on any such properties can be commercially mined or that the metallurgical processing will produce economically viable saleable products. Furthermore, there is no assurance that any estimated mineral resources are accurately defined. Mineral resource estimates are imprecise and depend on geological analysis based partly on statistical inferences drawn from drilling, and assumptions about operating costs and metal prices, all of which may prove unreliable. As resource estimates may not be accurate, there can be no assurance that the indicated quantities of metals on the Metla Property will be recovered if commercial production is commenced. Any future production could differ significantly from such estimates for the following reasons: actual mineralization or formations could be different from those predicted by drilling, sampling and similar examinations; declines in the market price of gold may render the mining of some or all of the resources uneconomic; and the grade of material may vary dramatically from time to time and the Company cannot give any assurances that any particular quantity of metal will be recovered from the resources. The occurrence of any of these events may cause Company to adjust resource estimates (if any) or change its mining plans, which could negatively affect the Company's financial condition and results of operations.

The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (1) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (2) availability and costs of financing; (3) ongoing costs of production; (4) market prices for the minerals to be produced; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) political climate and/or governmental regulation and control.

In addition, the grade of material ultimately mined may differ from that indicated by drilling results. Short term factors relating to mineral resources or mineral reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. There can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or in production scale process applications. Material changes in mineral resources or reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

The ability of the Company to sell, and profit from the sale of any eventual production from any property in which the Company has an interest will be subject to the prevailing conditions in the marketplace at the time of sale. Many of these factors are beyond the control of the Company and therefore represent a market risk which could impact the long term viability of the Company and its operations.

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

Potential Profitability Depends Upon Factors Beyond the Control of the Company

The potential profitability of mineral properties is dependent upon many factors beyond the Company's control. For instance, world prices of and markets for gold and other minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of mined ore may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, water environmental compliance or other production inputs. Such costs will fluctuate in ways the Company cannot predict and are beyond the Company's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of the Company.

Consents from First Nations

Approval from local First Nations communities is also required to carry out the proposed work programs on the Company's mineral properties. As part of the Company's application for a Mineral & Coal Exploration Activities & Reclamation Permit, (Drill Permit), the Company was required to notify relevant First Nations of its application. This past year, the Company was successful in obtaining its Drill Permit, but there is no guarantee that the Company will be able to obtain future approval from the local First Nations. The failure to obtain First Nations support for the development of the Metla Property will have a material adverse effect on the Company.

Aboriginal Title

The Supreme Court of Canada decision of June 26, 2014 in *Tsilhqot'in Nation v. British Columbia* (the "**Tsilhqot'in Decision**"), which declares aboriginal title for the first time in a certain area in Canada and outlines the rights associated with aboriginal title, could potentially have a significant impact on the Company's mineral property.

While the Company's property is not located within the areas involved in the *Tsilhqot'in Decision*, there is a risk that the *Tsilhqot'in Decision* may lead other communities or groups to pursue similar claims in areas where the Company's property is located. Although the Company relies on the Crown to adequately discharge its obligations in order to preserve the validity of its actions in dealing with public rights, including the grant of mineral titles and associated rights, the Company cannot accurately predict whether aboriginal claims will have a material adverse effect on the Company's ability to carry out its intended exploration and work programs on its property.

Title Matters

While the Company has reviewed title to the claims comprising the Metla Property in the mineral titles online registry maintained by the British Columbia Ministry of Energy, Mines and Petroleum Resources and, to the best of the Company's knowledge, such title is in good standing, there is no guarantee that title to such claims will not be challenged or impugned. The Metla Property may be subject to prior unregistered agreements of transfer or aboriginal land claims, and title may be affected by undetected defects.

Environmental Risks and Other Regulatory Requirements

The current or future operations of the Company, including exploration and development activities and commencement of production on the Metla Property or any other mineral properties in which it might acquire an interest require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land and water use, environmental protection, mine safety and other matters.

There can be no assurance that all necessary government approvals, which the Company may require for future exploration activities or any construction of mining facilities or conduct of mining operations will be obtainable on reasonable terms or at all, or that the terms of such applicable laws and regulations will not have an adverse effect on any exploration or mining project which the Company might undertake.

Failure to comply with applicable 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. Parties engaged in mining operations 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 upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or

production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

There can also be unknown environmental risks for past activities on the property. Exploration and mining operations involve a potential risk of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated, and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies. Companies may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. However, no assurance can be given that potential liabilities for such contamination or damages caused by past activities at the Metla property do not exist.

Governmental Permits and Licensing

In the ordinary course of business, the Company and any other entities through which the Company may obtain an interest in mineral properties will be required to obtain and renew governmental permits and licenses for the operation and expansion of existing operations or for the commencement of new operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process. The duration and success of the efforts to obtain and renew permits and licenses are contingent upon many variables not within the control of the Company including the interpretation of applicable requirements implemented by the permitting or licensing authority. Permits and licenses or the renewals thereof that are necessary to the operations in which the Company has an interest, or the cost to obtain or renew permits and licenses, may exceed what the Company expects. Any unexpected delays or costs associated with the permitting and licensing process could delay the exploration and development or impede the operation of the Metla Property or any other projects in which the Company acquires an interest.

Requirement for Additional Funds

The Company will require additional funds to fund further exploration and to develop the Metla Property and to acquire, explore and develop any other properties in which the Company may acquire an interest. The Company has limited financial resources, has no source of operating cash flow, and has no assurance that additional funding will be available to the Company to carry out the completion of future property acquisitions or for the substantial capital that is typically required in order to place a property into development and commercial production. There can be no assurance that the Company will be able to obtain adequate additional financing or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Metla Property and any other properties in which the Company may acquire an interest.

While, upon completion of the Offering, the Company will have sufficient financial resources to fund Phase 1 of the currently recommended exploration program in respect of the Metla Property, the Company will require additional funds to fund Phase 2 of the currently recommended exploration program as well as any further exploration required to develop the Metla Property.

Uninsurable Risks

In the course of exploration, development and production of mineral properties involves numerous risks, including from unexpected or unusual geological or operating conditions, may occur. It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Such risks may result in liabilities that reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of the Company.

The Company is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate their available funds or could exceed the funds available to pay such liabilities and result in bankruptcy. Should the Company be unable to fund fully the remedial cost of an environmental problem it might be required to enter into interim compliance measures pending completion of the required remedy.

Operating Hazards and Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. It is not always possible to fully insure against such risks and the Company may decide not to insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Securities of the Company and Potential for Future Equity Dilution and Poor Share Liquidity

The price at which the seed rounds of securities were sold was arbitrarily determined by the Company and the price of the Common Shares offered under this Prospectus was determined by negotiation between the Company and the Agent and bears no relationship to earnings, book value or other valuation criteria. The Company may require funds in addition to the proceeds of the Offering to execute its future plans and it is likely that to obtain the necessary funds, the Company will have to sell additional securities including, but not limited to, its Common Shares and convertible securities, the effect of which would result in a dilution of the equity interests of the Company's then existing shareholders.

The Company has an unlimited number of Common Shares that may be issued by the Board of Directors without further action or approval of the Company's shareholders. Further, the Company has an authorized class of Preferred shares issuable in series, each series of which the Board of Directors may create and issue with such rights and restrictions as the Board of Directors may approve, without further action or approval of the Company's shareholders. While the Board of Directors is required to fulfil its fiduciary obligations in connection with the issuance of such shares, the shares may be issued in transactions with which not all shareholders agree, and the issuance of such shares will cause dilution to the ownership interests of the Company's shareholders.

There is currently no market for the Company's Common Shares and there can be no assurance that an active market will develop or be sustained after this Offering. The lack of an active public market could have a material adverse effect on the price of the Company's Common Shares. This Offering should be considered highly speculative due to the fact that the Company was only recently incorporated.

The financial risk of the Company's future activities will be borne to a significant degree by the purchasers of the offered shares and the purchase price of the Common Shares offered hereunder exceeds the net tangible book value per Common Share and accordingly investors will suffer immediate and substantial dilution of their investment. Upon completion of the offering, shareholders will incur an immediate and substantial dilution of 70% - and this assumes no exercise of the agents' over-allotment option and no exercise of stock options that are or may be granted.

Use of Proceeds

The Company proposes to use the net proceeds from the Offering as described in "Use of Proceeds". In allocating the proceeds, the Company will have broad discretion in the application of the proceeds and could spend the proceeds in ways that are not described under "Use of Proceeds" and do not improve the Company's business prospects or enhance the value of the Common Shares. The failure to apply these funds effectively could result in financial losses that could have a material adverse effect on the Company's business, cause the price of the Common Shares to decline and delay the development and productivity of the Company's mining operations.

Key Personnel

The Company's future success depends, in significant part, upon the continued service and performance of its senior management. The experience and ability of these individuals will be a factor contributing to the Company's success and growth. The loss of the services of one or more of these individuals could have a material adverse effect on the Company's business prospects. The Company has not obtained key man insurance with respect to any of its senior management.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. The Metla Property lies in a remote area with limited infrastructure. In addition, unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect operations on the Metla Property and the Company's operations, financial condition and results of operations.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company, and the Company's interests may be adversely affected. See also "Directors and Executive Officers – Conflicts of Interest".

No History of Earnings

The Company has no history of earnings, and there is no assurance that the Metla Property or any other mineral properties in which it might acquire an interest will generate earnings, operate profitably or provide a return on investment in the future. The Company expects to incur losses and negative operating cash flow for the foreseeable future as it conducts its exploration activities on the Metla Property. The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future. The future dividend policy of the Company will be determined by its directors.

Negative Operating Cash Flow

Since commencing its operations on July 7, 2017, the Company has had negative operating cash flow and incurred losses. The negative operating cash flow and losses are expected to continue for the foreseeable future. The Company may never achieve positive operating cash flow.

Acquisition of Additional Mineral Properties

If the Company loses or abandons or loses its interest in the Metla Property, there is no assurance that the Company will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange or applicable regulatory authorities. There is also no guarantee that the Exchange will approve the acquisition of any additional mineral property interests by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional property interests.

Competition

Significant and increasing competition exists for mining opportunities internationally. There are a number of large established mining companies with substantial capabilities and far greater financial and technical resources than the Company and there are no assurances that the Company will be able to compete successfully with its competition in acquiring additional projects. Additionally, the Company may be unable to acquire additional attractive mining properties on terms it considers acceptable and there can be no assurance that the Company's exploration and acquisition programs will yield any new reserves or result in any commercial mining operation.

Volatility of Commodity Prices and Currencies

The market prices of commodities, including gold and silver, are volatile and are affected by numerous factors which are beyond the Company's control. These factors include international supply and demand, consumer product demand, international economic trends, currency exchange rate fluctuations, interest rates, inflation, global or regional political events, as well as a range of other market forces. Most commodity prices are sold in US dollars whereas the Company's costs are incurred primarily in Canadian dollars. Sustained downward movements in commodity prices, including gold or silver, as well as currency volatility could render less economic, or uneconomic, some or all of the exploration activities to be undertaken by the Company.

Stock Market and Share Price Volatility

There have been times in the recent past when stock market price and volume volatility has become so extreme that the market prices of the securities of many companies have experienced large price fluctuations which have not necessarily reflected the operating performance, underlying asset values or prospects of such companies. In particular for junior mining companies, there have been times when the availability of capital for all junior mining companies becomes almost non-existent, regardless of the quality of the underlying company's assets or prospects. For example, just after the financial crisis in 2008, nearly all junior mining stocks experienced sharp declines in their share prices and temporarily there was no capital available. Events such as these are unpredictable and beyond the Company's control.

Additionally, the market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Company's Common Shares on the Exchange in the future cannot be predicted and these affects are beyond the Company's control.

Early Exploration Success

A significant factor for any start-up junior mining company is whether or not the Company has early exploration success. If the Company experiences exploration success soon after becoming public, it's near term ability to raise money in a less dilutive fashion is increased significantly. If on the other hand the start-up company has poor early exploration results, then access to capital can be

difficult if not impossible, and even if capital is available, successfully obtaining the capital can be at terms that are much more dilutive to the share structure.

Health and Safety Risks

A violation of health and safety laws, or the failure to comply with the instructions of relevant health and safety authorities, could lead to, among other things, a temporary cessation of activities on the Metla Property or any part thereof, a loss of the right to prospect for minerals, or the imposition of costly compliance procedures. This could have a material adverse effect on the Company's operations and/or financial condition.

Tax Issues

Income tax consequences in relation to the securities offered will vary according to the circumstances of each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisers prior to subscribing for the securities.

Political Regulatory Risks

Any changes in government policy may result in changes to laws affecting ownership of assets, mining policies, monetary policies, taxation, rates of exchange, environmental regulations, labour relations, repatriation of income and return of capital. This may affect both the Company's ability to undertake exploration and development activities in respect of present and future properties in the manner currently contemplated, as well as its ability to continue to explore, develop and operate those properties in which it has an interest or in respect of which it has obtained exploration and development rights to date. The possibility that future governments may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

General

Although management believes that the above risks fairly and comprehensively illustrate all material risks facing the Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks.

Although the Directors will seek to minimise the impact of the risk factors, an investment in the Company should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specialises in investments of this nature before making any decision to invest.

PROMOTERS

David O'Brien, the Company's Co-founder, President, CEO and Director, took the initiative in the primary organization of the Company and accordingly is a promoter of the Company. Mr. O'Brien owns 1,250,000 Common Shares, which is 21.93% of the Common Shares outstanding prior to giving effect to the Offering. For more information see "*Principal Shareholders*", "*Directors and Executive Officers*" and "*Executive Compensation*".

Barry Hanslit is the Company's Co-founder and was involved in the organization of the Company and accordingly is a promoter of the Company. Mr. Hanslit owns 1,250,000 Common Shares, which is 21.93% of the Common Shares outstanding prior to giving effect to the Offering. The Company purchased the Metla Property from Mr. Hanslit pursuant to the Metla Purchase Agreement. For more information see "*Business of the Company*" and "*Acquisition of the Metla Property*".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings that the Company is or was a party to, or that any of the Company's property is or was the subject of, since July 7, 2017 that were or are material to the Company, and there are no such material legal proceedings that the Company knows of.

There were no: (i) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority since inception on July 7, 2017, (ii) other penalties or sanctions imposed by a court or regulatory body against the Company that the Company believes must be disclosed for this prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares; or (iii) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority since inception on July 7, 2017.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the Directors or executive officers of the Company, nor any person or company that beneficially owns or controls more than the percent (10%) of the Common Shares and no associate or affiliate of the foregoing persons has or has had, any material interest, direct or indirect, in any transaction or in any proposed transaction that has materially affected or will materially affect the Company except as disclosed hereafter.

Barry Hanslit, a shareholder who holds more than ten percent (10%) of the Common Shares, transferred the Metla Property to the Company in exchange for 833,333 Common Shares of the Company pursuant to the Metla Purchase Agreement as more fully described in “*Business of the Company*”.

David O’Brien, (co-founder, CEO and Director) and Barry Hanslit (co-founder and shareholder) were parties to the Founders Shareholders Agreement. Mr. Hanslit and Mr. O’Brien each subscribed for 1,250,000 Common Shares at a deemed price of \$0.06 per Common Share. Mr. O’Brien paid \$75,000 cash for the Common Shares while Mr. Hanslit contributed a 100% interest in the Metla Property and \$22,000 cash for the Common Shares. The terms of the Founders Shareholder Agreement included restrictions on share transfers while the Company was a private company, terms related to board nominations and corporate governance, work program parameters, and certain rights and restrictions surrounding salaries. The Founders Shareholders Agreement will terminate upon listing the Common Shares on the Exchange.

On September 14th, 2018, David O’Brien (Co-Founder, CEO and Director) provided the Company with the \$50,000 Bridge Loan for working capital purposes. The Bridge Loan accrues interest at 0.5% per month payable when the Bridge Loan becomes due. The Bridge Loan is not convertible and no securities were granted to Mr. O’Brien in connection with providing the Bridge Loan. The Company anticipates paying the Bridge Loan and accrued interest from the use of proceeds of the Offering.

RELATIONSHIP BETWEEN COMPANY AND AGENT

The Company is not a “related issuer” or a “connected issuer” of or to the Agent (as such terms are defined in National Instrument 33-105 – Underwriter Conflicts).

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Dale Matheson Carr-Hilton Labonte, LLP, Chartered Professional Accountants, located at 1500-1140 W. Pender Street, Vancouver, BC V6E 4G1. TSX Trust Company, through its offices at 650 West Georgia St., Suite 2700, Vancouver B.C., V6B 4N9 is the Transfer Agent and registrar for the Common Shares.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only contracts which have been entered into by the Company as of the date hereof or which will be entered into prior to the Closing of this Offering and which are regarded presently as material are:

1. Metla Purchase Agreement dated July 7, 2017, as amended on February 1, 2018, between the Company and Barry Arthur Hanslit. For more information see “*Business of the Company*”.
2. Stock Option Plan adopted November 10, 2017. For more information see “*Description of the Securities Distributed*”.
3. Escrow Agreement dated ◆, 2018 among the Company, Transfer Agent and those individuals subject to the escrow requirements. For more information see “*Escrowed Securities*”.
4. Agency Agreement dated ◆, 2018 between the Company the Agent. For more information see “*Plan of Distribution*”.

EXPERTS

The following persons or companies whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company are named in this prospectus as having prepared or certified a report, valuation, statement or opinion in this prospectus:

- (f) Andrew L. Wilkins B.Sc., P.Geo., is an independent consulting geologist and is a Qualified Person, and is one of the authors responsible for the preparation of the Technical Report on the Metla Property.
- (g) The audited financial statements included in this prospectus have been subject to audit by Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, 1500-1140 W. Pender Street, Vancouver, BC V6E 4G1, and their audit report is included herein. Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants is independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

In addition, certain legal matters relating to the Offering will be passed upon on behalf of the Company by Koffman Kalef LLP, and on behalf of the Agent by Getz Prince Wells LLP.

None of the foregoing persons or companies have held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when such person or company prepared the report, valuation, statement or opinion aforementioned or thereafter.

ELIGIBILITY FOR INVESTMENT

In the opinion of Koffman Kalef LLP, tax counsel to the Company, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “Tax Act”) and any proposal to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, if the Common Shares were issued on the date hereof and listed on a “designated stock exchange” as defined in the Tax Act (which includes the Exchange) or if the Company was otherwise a “public company” (as defined in the Tax Act) on the date hereof, then the Common Shares would at that time be a “qualified investment” under the Tax Act for a trust governed by a RRSP, RRIF, “tax-free savings account” (“TFSA”), “registered education savings plan” (“RESP”), “deferred profit sharing plan” or “registered disability savings plan” (“RDSP”), as those terms are defined in the Tax Act (collectively the “Plans”).

The Common Shares are not currently listed on a designated stock exchange and the Company is not currently a “public company”, as that term is defined in the Tax Act. The Company has applied to list the Common Shares on the Exchange as of the day before the Closing Date, followed by an immediate halt in trading of the Common Shares in order to allow the Company to satisfy the conditions of the Exchange and to have the Common Shares listed and posted for trading prior to the issuance of the Common Shares on the Closing Date. The Company must rely on the Exchange to list the Common Shares on the Exchange and have them posted for trading prior to the issuance of the Common Shares on the Closing Date and to otherwise proceed in such manner as may be required to result in the Common Shares being listed on the Exchange at the time of their issuance on Closing. If the Common Shares are not listed on the Exchange at the time of their issuance on the Closing Date and the Company is not otherwise a “public company” at that time, the Common Shares will not be qualified investments for the Plans at that time.

Notwithstanding that the Common Shares may be qualified investments for a Plan, if the Common Shares are a “prohibited investment” within the meaning of the Tax Act for a Plan, the holder or annuitant of the Plan, as the case may be, will be subject to penalty taxes as set out in the Tax Act. The Common Shares will generally not be a prohibited investment for a Plan if the holder or annuitant, as the case may be, (a) deals at arm’s length with the Company for the purposes of the Tax Act, and (b) does not have a “significant interest” (as defined in the Tax Act) in the Company. Holders and annuitants should consult their own tax advisors with respect to whether the Common Shares would be a “prohibited investment” as defined in the Tax Act.

Purchasers who intent to hold Common Shares in their Plans, should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

RIGHTS OF WITHDRAWAL AND RESCISSION

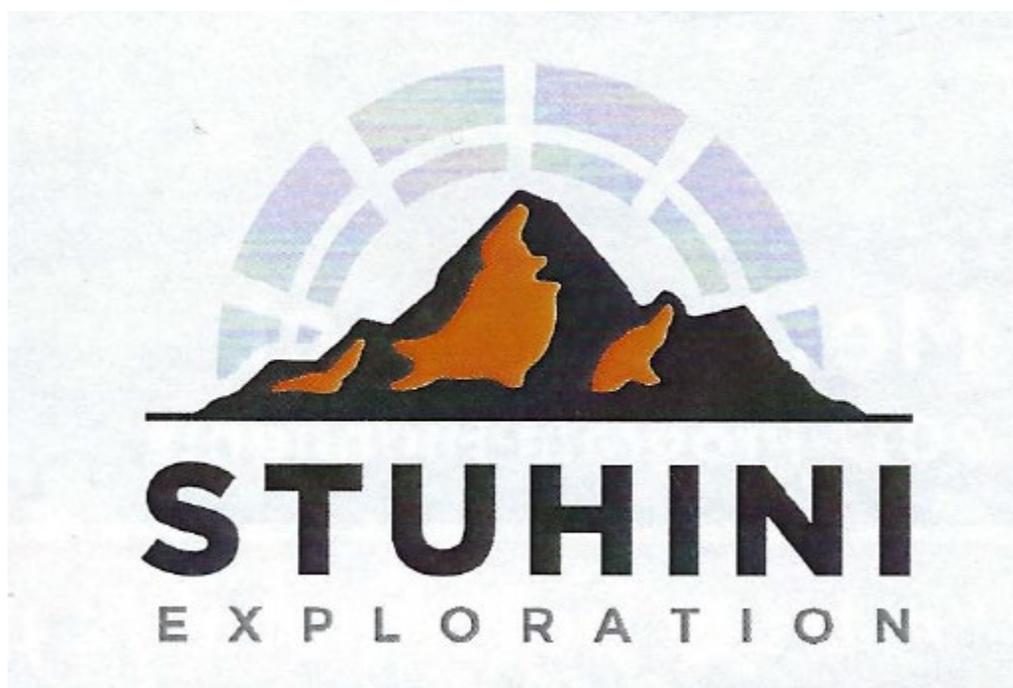
Securities legislation in certain provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities 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 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 adviser.

FINANCIAL STATEMENTS

Audited financial statements of the Company for the period from inception on July 7, 2017 to fiscal year end February 28, 2018 and for the six-month period ended August 31, 2018, are included in this prospectus.

SCHEDULE A

**Audited Financial Statements for the Fiscal Year Ended
February 28, 2018**



**STUHINI EXPLORATION LTD.
FINANCIAL STATEMENTS
(expressed in Canadian Dollars)
FOR THE PERIOD FROM
JULY 7, 2017 (INCEPTION) TO
FEBRUARY 28, 2018**



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Directors of Stuhini Exploration Ltd.

We have audited the accompanying financial statements of Stuhini Exploration Ltd., which comprise the statement of financial position as at February 28, 2018, and the statements of net and comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation on July 7, 2017 to February 28, 2018, 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 have 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 Stuhini Exploration Ltd. as at February 28, 2018, and its financial performance and its cash flows for the period from incorporation on July 7, 2017 to February 28, 2018 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 certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about Stuhini Exploration Ltd.'s ability to continue as a going concern.

DALE MATHESON CARR-HILTON LABONTE, LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada
October 24, 2018

STUHINI EXPLORATION LTD.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

As at	Note	February 28, 2018
ASSETS		
Current		
Cash		\$ 236,598
GST receivable		3,944
Prepaid expenses		7,961
Total current		248,503
Exploration and evaluation assets	6	158,612
Total assets		\$ 407,115
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable		\$ 989
Accrued liabilities		17,789
Due to related parties	8	40,208
Total liabilities		58,986
Shareholders' equity		
Share capital	7	395,400
Deficit		(47,271)
Total shareholders' equity		348,129
Total liabilities and shareholders' equity		\$ 407,115

Nature and continuance of operations (Note 1)

Subsequent events (Note 10)

Approved and authorized for issuance on behalf of the Board of Directors October 24, 2018:

"David O'Brien"
David O'Brien

"Josef Anthony Fogarassy"
Josef Anthony Fogarassy

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

STUHINI EXPLORATION LTD.
STATEMENT OF NET AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Note	Period from July 7, 2017 (inception) to February 28, 2018
Expenses:		
Advertising and promotion		\$ 236
Professional fees	7,8	42,678
Regulatory and filing fees		589
Travel, meals and entertainment		597
Office expenses		171
Project investigation costs		3,000
Net and comprehensive loss for the period		\$ 47,271
Loss per share, basic and diluted		\$ (0.02)
Weighted average number of common shares outstanding, basic and diluted		2,619,042

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

STUHINI EXPLORATION LTD.
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Deficit	Total
Balance, July 7, 2017 (inception)	-	\$ -	\$ -	\$ -
Private placements (Note 7)	3,970,667	332,400	-	332,400
Acquisition of exploration and evaluation assets (Notes 6 and 7)	883,333	53,000	-	53,000
Shares issued for services (Notes 7 and 8)	200,000	20,000	-	20,000
Share issuance costs	-	(10,000)	-	(10,000)
Net and comprehensive loss for the period	-	-	(47,271)	(47,271)
Balance, February 28, 2018	5,054,000	\$ 395,400	\$ (47,271)	\$ 348,129

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

STUHINI EXPLORATION LTD.
STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)

	Period from July 7, 2017 (inception) to February 28, 2018
Cash flows used in operating activities	
Loss for the period	\$ (47,271)
Items not affecting cash used in operations	
Shares issued for service	20,000
Changes in non-cash working capital items	
GST receivable	(3,944)
Prepaid expenses	(7,961)
Accounts payable	989
Accrued liabilities	17,789
Net cash used in operating activities	(20,398)
Cash flows used in investing activities	
Exploration and evaluation assets	(105,612)
Net cash used in investing activities	(105,612)
Cash flows provided by financing activities	
Issuance of common shares for cash	322,400
Due to related parties	40,208
Net cash provided by financing activities	362,608
Increase in cash	236,598
Cash, beginning	-
Cash, ending	\$ 236,598

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



1. NATURE AND CONTINUANCE OF OPERATIONS

Stuhini Exploration Ltd. (the “Company”), was incorporated under the *Business Corporations Act* (British Columbia) on July 7, 2017. The Company is focused on acquisition, exploration, and development of mineral properties in British Columbia.

The Company’s head office and principal address is 1245 Broadway W. Unit 105, Vancouver, BC V6C 3E8.

These financial statements have been prepared with the going concern assumption, which assumes that the Company will continue in operation for the foreseeable future and, accordingly, will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company’s ability to realize its assets and discharge its liabilities is dependent upon the Company obtaining the necessary financing and ultimately upon its ability to achieve profitable operations. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern.

Failure to arrange adequate financing on acceptable terms and/or achieve profitability may have an adverse effect on the financial position, results of operations, cash flows and prospects of the Company. These financial statements do not give effect to adjustments to assets or liabilities that would be necessary should the Company be unable to continue as a going-concern. These adjustments could be material.

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

a) Statement of Compliance and Basis of Presentation

These financial statements have been prepared in accordance with accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

b) Basis of Measurement and Use of Estimates

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs except for cash flow information. All amounts are expressed in Canadian dollars, the Company’s functional currency.

The preparation of financial statements in compliance with IFRS 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 the reported expenses during the period. Actual results could differ from these estimates. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

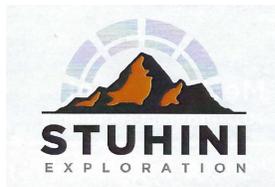
3. SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

The Company recognizes its financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. At initial recognition, the financial assets and liabilities are recorded at fair value plus transaction costs, except for those carried at fair value through profit or loss, which are initially measured at fair value.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires.

Financial assets and financial liabilities are measured subsequently as described below.



3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets

For the purpose of subsequent measurement, the Company's financial assets are classified into the following categories upon initial recognition:

- Loans and receivables;
- Financial assets at fair value through profit or loss.

All financial assets, except for those at fair value through profit and loss, are reviewed for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial reorganization.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortized cost using the effective interest method, less a provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and GST receivable fall into this category of financial instruments.

Held-to-maturity investments

These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of comprehensive loss. The Company has no financial assets classified as held-to-maturity investments.

Available-for-sale

Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive income. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of comprehensive loss. The Company has no financial assets classified as available-for-sale.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred or acquired:

Fair value through profit or loss

This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing such financial liabilities in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss. The Company has no financial liabilities classified as fair value through profit or loss.



3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Other financial liabilities

This category includes accounts payable, accrued liabilities, and amounts due to related parties, all of which are recognized initially at fair value and subsequently at amortized cost.

Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying option. Costs incurred before the Company has obtained the legal rights to explore an area are expensed as incurred. Costs incurred once the Company has obtained the legal rights to explore an area are capitalized.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

From time-to-time, the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As such options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded at the time of the agreement. Option payments are recorded as property costs or recoveries when the payments are made or received.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Although the Company has taken steps that it considers adequate to verify title to exploration and evaluation assets which it has an interest in, these procedures do not guarantee the Company's title.



3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

As at February 28, 2018, the Company had not recognized any provisions for restoration and environmental obligations.

Income taxes

Income tax is recognized in net loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Share-based payment transactions

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity 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 corresponding amount is recorded to the share-based payment reserve. The fair value of options is determined using the Black-Scholes Option pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.



3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets

The Company assesses at the end of each reporting period whether a financial asset is impaired.

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the assets carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment. The amount of the loss is recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in profit or loss.

Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and value in use. 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.

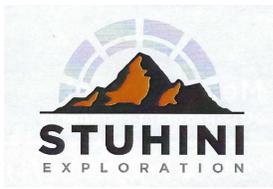
If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, however the increased carrying amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

New accounting standards and interpretations

IFRS 9, Financial Instruments – Classification and Measurement: Effective for annual periods on or after January 1, 2018. IFRS 9 is a new standard on financial instruments that will replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is measured at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is measured at fair value through profit or loss.

IFRS 15, Revenue from Contracts with Customers: This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.



3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New accounting standards and interpretations (continued)

IFRS 16, Leases: This new standard replaces IAS 17 “Leases” and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 15.

Management is currently assessing the impact of these new standards on the Company’s accounting policies and financial statement presentation.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical judgments in applying accounting policies:

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:

- the classification/allocation of expenses as exploration and evaluation expenditures or operating expenses;
- the determination that the Company will continue as a going concern for the next year; and
- the determination whether there have been any events or changes in circumstances that indicate the impairment of its exploration and evaluations assets.

Key sources of estimation uncertainty include the following:

- the recoverability of the carrying value of exploration and evaluation assets;
- provisions for restoration and environmental obligations and contingent liabilities; and
- measurement of share-based transactions.

5. FINANCIAL INSTRUMENTS AND RISKS

The Company uses the following hierarchy for determining and disclosing fair value of financial instruments:

Level 1 — quoted prices in active markets for identical assets and liabilities.

Level 2 — observable inputs other than quoted prices in active markets for identical assets and liabilities.

Level 3 — unobservable inputs in which there is little or no market data available, which require the reporting entity to develop its own assumptions.

The Company has classified its cash as measured at fair value in the statement of financial position using level 1 inputs. Accounts payable and amounts due to related parties are classified as other liabilities, and their fair values approximate their carrying values due to the short terms to maturity.



5. FINANCIAL INSTRUMENTS AND RISKS (CONTINUED)

Risk management

The Company has exposure to the following risks from its use of financial instruments: credit risk, market risk and liquidity risk. Management, the Board of Directors and the Audit Committee monitor risk management activities and review the adequacy of such activities.

Credit risk:

Credit risk is the risk of potential loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is limited to the carrying amount on the statement of financial position and arises from the Company's cash, which is held with a high-credit quality financial institution and amounts receivable from the Government of Canada. As such, the Company's credit risk exposure is minimal.

Market risk:

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i. Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has minimal interest rate risk as it has no interest accumulating financial assets that may become susceptible to interest rate fluctuations.

ii. Currency risk:

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company has minimal financial risk arising from fluctuations in foreign exchange rates as the Company does not own foreign currency denominated financial assets or liabilities.

iii. Equity price risk:

Equity price risk is the risk that the fair value of equities decreases as a result of changes in the levels of equity indices and the value of individual stocks. The Company is not exposed to equity price risk as it has no investments in marketable equity securities.

Liquidity risk:

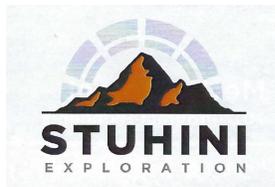
Liquidity risk is managed by ensuring sufficient financial resources are available to meet obligations associated with financial liabilities. The Company manages liquidity risk through the management of its capital structure. As at February 28, 2018, the Company had cash of \$236,598 to settle current financial liabilities of \$58,986. The Company will need to source funds from either loans or private placements to meet other obligations as they arise.

6. EXPLORATION AND EVALUATION ASSETS

Metla Project

On July 7, 2017, the Company entered into a purchase and sale agreement (the "Agreement") with Barry Arthur Hanslit, a director of the Company (the "Vendor") whereby the Company agreed to issue to the Vendor 883,333 common shares in exchange for title to the Metla Creek Claims (the "Project"). The Project consists of 7 contiguous mineral claims, located south of the town of Atlin, BC.

The mineral claims were registered in the Company's name on September 7, 2017, at which time the Company issued the Vendor 883,333 common shares as contemplated under the Agreement, which were valued at \$53,000 (Note 7).



STUHINI EXPLORATION LTD.
NOTES TO THE FINANCIAL STATEMENTS
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(Expressed in Canadian Dollars)

6. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Metla Project (continued)

During the period ended February 28, 2018, the Company incurred the following acquisition and deferred exploration costs in association with the Property:

	February 28, 2018
Acquisition costs (883,333 shares at \$0.06 per share)	\$ 53,000
Deferred exploration costs:	
Assaying	5,177
Camp and travel	7,628
Equipment use / rental	45,540
Geology	47,267
Sub-total, deferred exploration costs	105,612
Total exploration and evaluation assets, February 28, 2018	\$ 158,612

7. SHARE CAPITAL

Authorized share capital

- Unlimited number of common shares without par value.

Share issuances

During the period from July 7, 2017 (inception) to February 28, 2018, the Company had the following transactions that resulted in issuance of its common stock:

- On July 20, 2017, the Company issued 1,250,000 shares to the President for proceeds of \$75,000.
- On August 14, 2017, the Company issued 366,667 shares to the Vendor of the Metla Property, for proceeds of \$22,000.
- On September 7, 2017, the Company issued 883,333 shares to acquire Metla Property (Note 6) pursuant to the Agreement dated July 7, 2017. The Company recorded \$53,000 as the fair value of these shares.
- On December 1, 2017, the Company issued 200,000 shares to its corporate secretary in exchange for his services. The Company recorded \$20,000 as the fair value of these shares. (Note 8).
- On December 22, 2017, the Company issued 500,000 common shares at a price of \$0.10 per share for proceeds of \$50,000.
- On January 15, 2018, the Company issued 970,000 common shares at a price of \$0.10 per share for proceeds of \$97,000.
- On February 8, 2018, the Company issued 884,000 common shares at a price of \$0.10 per share for proceeds of \$88,400. Of the total amount issued, 20,000 shares were issued to the Company's CFO.

In connection with the above share issuances the Company incurred \$10,000 in share issuance costs for legal fees.

Stock purchase option compensation plan

The Company has adopted a Rolling Stock Option Plan (the "Plan") pursuant to which options may be granted to directors, officers, employees and consultants of the Company. Under the terms of the Plan, the Company can issue a maximum of 10% of the issued and outstanding common shares at the time of the grant. Options granted under the Plan, including vesting and the term, are determined by, and at the discretion of, the Board of Directors.

During the period ended February 28, 2018, no stock options were granted.



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8. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, officers, key management personnel, close family members and enterprises that are controlled by these individuals. Key management personnel are those having authority and directors (executive and non-executive) of the Company.

The Company incurred the following transactions with related parties, including key management personnel:

	February 28, 2018
Professional fees paid or accrued to the Company's corporate secretary	\$ 30,000
Project acquisition costs incurred to the Company's co-founder	\$ 53,000
Exploration and evaluation expenditures incurred to the common-law spouse of the Company's co-founder	\$ 35,639

Amounts due to related parties consist of amounts owed directly to the officers and directors of the Company. These amounts are unsecured, non-interest bearing and due on demand. At February 28, 2018, the amount payable to related parties was \$40,208.

9. INCOME TAXES

A reconciliation of income taxes at statutory rate is as follows:

	February 28, 2018
Net loss before tax	\$ (47,271)
Statutory income tax rate	26%
Expected income tax recovery	(12,290)
Non-deductible expenditures	26
Share issuance costs	(2,600)
Change in unrecognized deductible temporary differences	14,864
Income tax recovery	\$ -

The significant components of deferred tax assets that have not been included on the statements of financial position are as follows:

	February 28, 2018
Deferred tax assets:	
Non-capital losses available for future period	\$ 12,784
Share issuance costs	2,080
	14,864
Unrecognized deferred tax assets	(14,864)
	\$ -

The Company has approximately \$49,000 of non-capital losses which expire in 2038.

Tax attributes are subject to review, and potential adjustment by tax authorities.



STUHINI EXPLORATION LTD.
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10. SUBSEQUENT EVENTS

On April 15, 2018, the Company granted options to acquire up to 490,000 common shares to its officers and consultants. The options are exercisable for a period expiring on July 15, 2019, at \$0.10 per share.

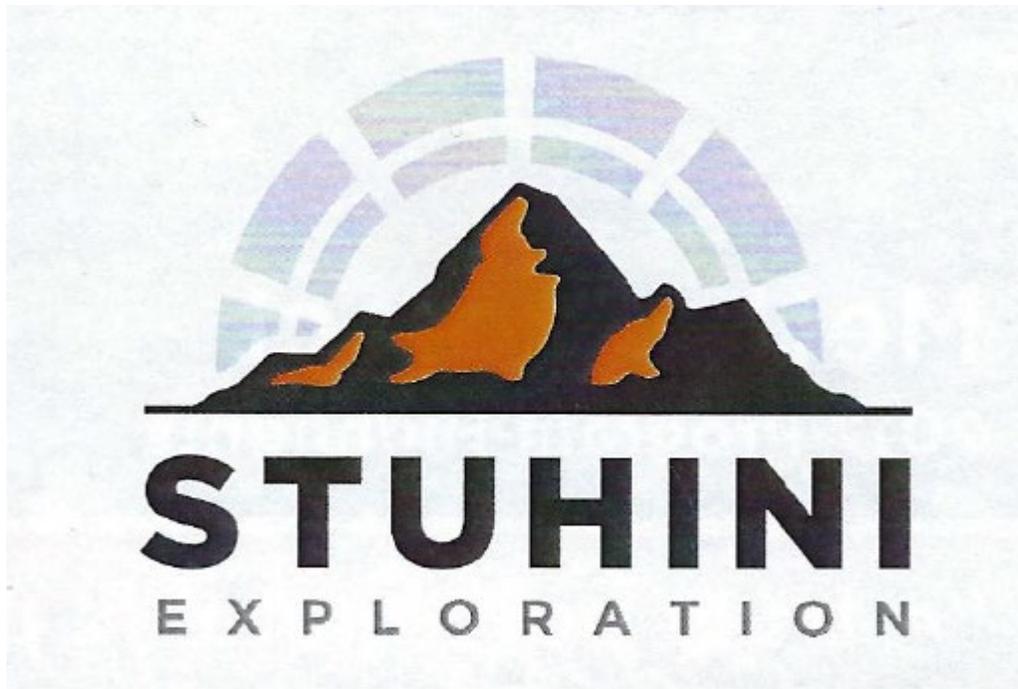
On June 15, 2018, the Company resolved to grant to the officers, directors and consultants of the Company options to acquire up to 400,000 common shares. The grant of options is contingent upon the successful closing of the IPO of a total of at least 4,000,000 common Shares. Once granted, the options will be exercisable at \$0.20 per share and will expire two years after the grant date.

Subsequent to the period ended February 28, 2018, the Company issued 646,000 common shares at a price of \$0.10 per share for proceeds of \$64,600.

Subsequent to the period ended February 28, 2018, the Company borrowed \$50,000 from its Director (the “Bridge Loan”). The Bridge Loan accrues interest at 0.5% per month, is unsecured and payable on demand.

SCHEDULE B

**Management's Discussion and Analysis of the Financial Condition and Results of Operations
for the Year Ended February 28, 2018**



**STUHINI EXPLORATION LTD.
MANAGEMENT DISCUSSION AND
ANALYSIS FOR
THE PERIOD FROM
JULY 7, 2017 (INCEPTION) TO
FEBRUARY 28, 2018**



INTRODUCTION

Stuhini Exploration Ltd. (the “Company” or “Stuhini”), is a private company with plans to list on the TSX Venture Exchange (the “Exchange”) upon closing of its proposed initial public offering (“IPO”). Until a receipt is issued for a final prospectus in connection with the proposed IPO, the Company is not a reporting issuer.

The Company is engaged in the acquisition and exploration of mineral properties and currently holds an undivided interest in the Metla Property located in Northwestern British Columbia. The Company’s exploration program is primarily focused on base and precious metals. The Company does not have any assets or mineral properties that are in production.

The following Management Discussion and Analysis (“MD&A”) of Stuhini has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of November 30, 2018, and should be read in conjunction with audited financial statements for the period from July 7, 2017 (inception) to February 28, 2018, and the related notes contained therein which have been prepared under International Financial Reporting Standards (“IFRS”). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of the Company’s management as well as assumptions made by and information currently available to the management. When used in this document, the words “anticipate”, “believe”, “estimate”, “expect” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of the Company’s exploration properties. Such statements reflect the current views of the management with respect to future events and are subject to certain risks, uncertainties and assumptions.

Forward-looking statements used in this MD&A are subject to various risks, uncertainties and other factors, most of which are difficult to predict and are generally beyond the control of the Company. These risks, uncertainties and other factors may include, but are not limited to: unavailability of financing; failure to identify commercially viable mineral reserves; fluctuations in the market valuation for commodities; difficulties in obtaining required approvals for the development of a mineral project; and other potential factors. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks, uncertainties and other factors, including the risks, uncertainties and other factors identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company hereby disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.

COMPANY OVERVIEW

Background

Stuhini is a Canadian mineral exploration company based in Vancouver, British Columbia and incorporated on July 7, 2017, under the Business Corporations Act (British Columbia). The Company’s head office and registered records office is located at 105-1245 West Broadway, Vancouver, BC Canada, V6C 3E8.

The Company is engaged in the acquisition and exploration of mineral properties and currently holds a one hundred percent (100%) undivided interest in the Metla Property, comprised of seven contiguous mining claims covering approximately 6,457 hectares in Northwestern British Columbia. The Company’s exploration program is primarily focused on base and precious metals. The Company does not have any assets or mineral properties that are in production.



Key Events for the Period from July 7, 2017 (Inception) to February 28, 2018

Acquisition of the Metla Property

On July 7, 2017, the Company entered into the Metla Purchase Agreement, with Barry Hanslit a co-founder of the Company, who sold the Company a 100% undivided interest in the Metla Property along with all information, core samples, logs, data, documents, maps, and other documentation in exchange for 883,333 Common Shares of the Company at a deemed value of \$53,000.

Exploration Work

During the summer of 2017, the Company conducted a small exploration program with the intent of evaluating the historic work on the Metla Property and to design an exploration program for the property going forward. A total of 4.6 kilometres of ground magnetics was conducted using a walking gradiometer, and 134 rock grab samples were collected. For further information see “*Current Exploration Activities.*”

In September 2017, the Company commissioned Andrew L. Wilkins B.Sc., P.Ge., an independent consulting geologist, to prepare a NI 43-101 compliant technical report on the Metla Property (the “Technical Report”) which was completed on October 20, 2018.

Adoption of a Stock Option Plan

On November 10, 2017, the sole director of the Company adopted a stock option plan (the “Stock Option Plan”) which was confirmed by the unanimous written consent of the Shareholders on November 10, 2017. Under the terms of the Stock Option Plan, the Company may reserve up to 10% of the Company’s issued and outstanding Common Shares for grant to directors, officers, employees, management, advisory board members or consultants of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The Stock Option Plan will be administered by the Company’s Board of Directors, which will have full and final authority with respect to the granting of all options thereunder.

Seed Financing

On September 5, 2017, the sole director of the Company approved a private placement financing (the “Seed Financing”) for up to 3,000,000 common shares of the Company at \$0.10 per share for a total proceeds of \$300,000. During the period from July 7, 2017 to February 28, 2018, the Company issued 2,354,000 common shares for gross proceeds of \$235,400 as part of the Seed Financing.

Events Subsequent to the Year Ended February 28, 2018

Seed Financing

In March 2018 the Company closed its \$300,000 Seed Financing by raising the final \$64,600 through the issuance of 646,000 Common Shares at a price of \$0.10 per share.

Grant of Stock Options

On April 15, 2018, the Company granted options to acquire up to 490,000 Common Shares of the Company to its officers and consultants. The options are exercisable for a period expiring on July 15, 2019, at \$0.10 per share.

On June 15, 2018, the Company resolved to grant to the officers, directors and consultants of the Company options to acquire up to 400,000 common shares. The grant of options is contingent upon the successful closing of the IPO. Once granted, the options will be exercisable at \$0.20 per share and will expire two years after the grant date.



Initial Public Offering

On June 12, 2018, the Company signed an engagement letter (the “LOI”) with Haywood Securities Inc. (the “Agent”) to act as lead manager and sole bookrunner in connection with the proposed IPO of securities of the Company and concurrent listing of the common shares of the Company on the TSX-V. The Agent agreed on a best efforts and commercially reasonable efforts agency basis, market 4,000,000 common shares of the Company at a price of \$0.20 per Common Share for gross proceeds of \$800,000 (the “Offering”). The Company agreed to pay the Agent a cash commission equal to 8% of the gross proceeds for any Common Shares sold except those Common Shares sold pursuant to a list of purchasers provided to the Agent by the Company (the “President’s List”), on which the Agent agreed to receive a cash commission of 4% of the gross proceeds. The Company has further agreed to issue to the Agent Compensation Options on the Closing Date entitling the Agent to purchase that number of Common Shares equal to 8% of the aggregate number of Common Shares sold by the Company under the IPO except those Common Shares sold pursuant to the President’s List on which the Agent will be issued Compensation Options on the Closing Date entitling the Agent to purchase that number of Common Shares equal to 4 % of the aggregate number of Offered Common Shares sold by the Company under the IPO. The exercise price of the Agent’s Compensation Options is \$0.20 and expires 24 months from the closing of the IPO. The Company has further agreed to pay the Agent a cash corporate finance fee of \$20,000 plus applicable taxes (the “Corporate Finance Fee”). In addition, the Company has also agreed to pay the expenses reasonably incurred by the Agent in connection with the Offering.

Appointments of New Directors

On June 28, 2018, the shareholders of the Company appointed Kazuki Nohdomi, Josef Anthony Fogarassy, Gary Thompson and Fiore Aliperti to the board of directors bringing the total number of directors to five.

Exploration Work

In May 2018, the Company successfully completed a 419 line km Airborne VTEM geophysical survey on the entire Metla Property. The cost of the survey was \$159,727 and as of the date of this MD&A, preliminary results have been received, however not yet interpreted by a qualified geophysicist.

On July 27, 2018, the Company received a Mineral & Coal Exploration Activities & Reclamation Permit (the “Drill Permit”), for the Metla Property expiring on March 31, 2023. In order to receive approval for the Drill Permit, the Company was required to post a \$42,000 reclamation bond with the province of British Columbia. For further information see “*Property Location and General Description.*”

To facilitate the future exploratory work and to cut down on helicopter costs, in August 2018 the Company constructed a five-unit base camp on the meadow above Metla Creek. At the same time the Company conducted a small reconnaissance sampling program on the Metla Property and did 1:2,000 scale mapping over the proposed drill hole areas. A total of 36 samples were collected and at the time of this report the samples have not been sent to assay labs for analysis.

Bridge Financing

On September 14, 2018, the Company borrowed \$50,000 from its Director (the “Bridge Loan”). The Bridge Loan accrues interest at 0.5% per month, is unsecured and payable on demand.

EXPLORATION PROJECT

As of the date of this MD&A the Company's interest in exploration and evaluation assets consists of the Metla Property (Figure 1).

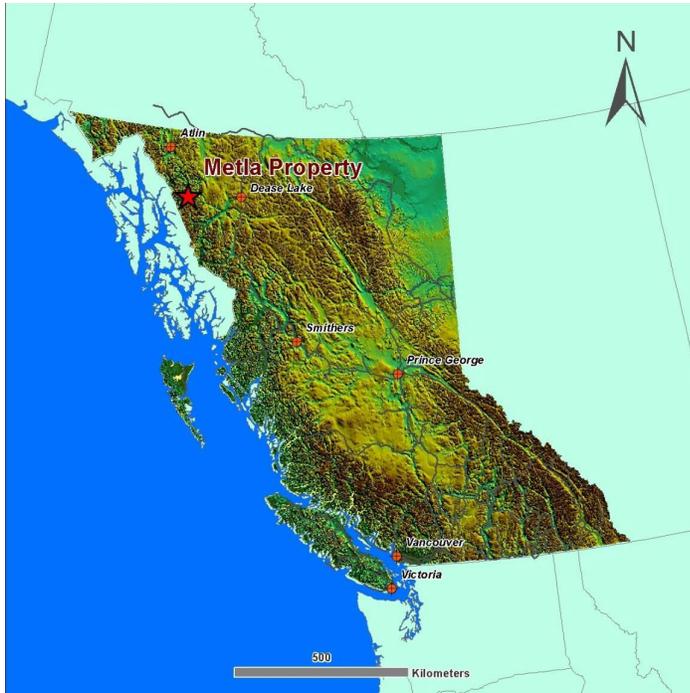


Figure 1. Project Location

Acquisition of the Metla Property

On July 7, 2017, the Company entered into a Purchase and Sale Agreement, (the “Agreement”) with Barry Hanslit, the Company’s co-founder, whereby Mr. Hanslit sold the Company a 100% undivided interest in the Metla Property along with all information, core samples, logs, data, documents, maps, and other documentation in exchange for 883,333 Common Shares at a deemed value of \$53,000.

Table 1. Metla Property acquisition and exploration costs

	February 28, 2018
Shares issued for the Metla Property	\$ 53,000
Deferred exploration expenditures	
Assaying	5,177
Camp and travel	7,627
Equipment use / rental	45,540
Geology	47,268
Sub-total, deferred exploration expenditures	105,612
Balance, end of period	\$ 158,612

Property Location and General Description

The Metla Property is a gold-silver-base metal prospect located in the Chechilda Range of the Coast Mountains in northwestern British Columbia. It is approximately 150 km south of town of Atlin and 150 km west of the town of Dease Lake. The Metla Property is centred at 58°22’ north latitude and -132°35’ west longitude. Access is by helicopter from Atlin or Dease Lake. The Metla Property consists of seven contiguous mineral claims and covers an area of 6,457 hectares.

The claims are 100% owned by the Company and the Metla Property is not subject to any royalties, back-in rights or other similar obligations.

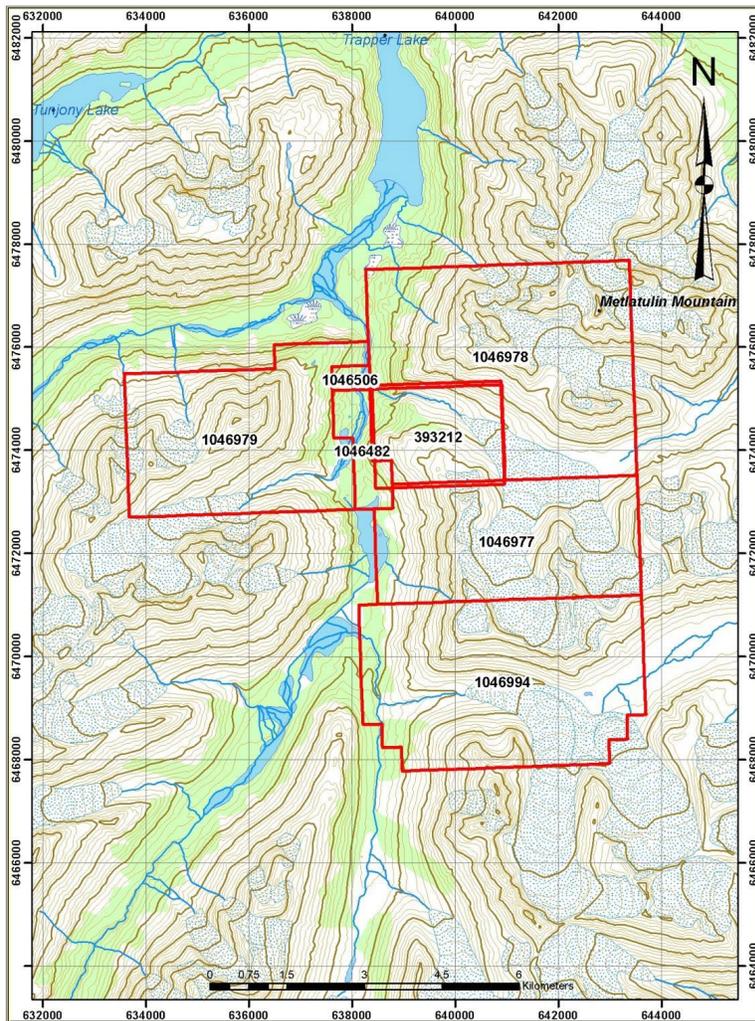


Figure 2. Metla Claim Map, drawn by Andrew Wilkins. Metla Claims in red outline

In British Columbia, mineral titles must be maintained in good standing with the Ministry of Energy and Mines (the “Ministry”) by timely performance and recording of physical work or by payment of cash in lieu of work. Failure to record work or pay cash in lieu of work before the expiry date of tenure will result in immediate forfeiture of that tenure. Annual work requirements are \$5.00 per hectare in years one and two, \$10.00 per hectare in years three and four, \$15.00 per hectare in years five and six, and \$20.00 per hectare thereafter. Payments in lieu of exploration and development work are double the value of the corresponding work requirement. All Metla tenures are in good standing to March 31, 2019. To extend the claims for one year to March 31, 2020, expenditures of \$69,574 are required. To extend the claims for a second year to March 31, 2021, expenditures of \$84,546 are required. The Company plans on extending the good standing date forward another year to March 31, 2020, when it files the relevant assessment reports with the Ministry before March 31, 2019.

BC’s reclamation laws aim to ensure that land, watercourses and cultural heritage resources are returned to a safe and environmentally sound state. A Drill Permit is required for any work that disturbs the surface with mechanical equipment, as would be the case with a drill program or construction of a camp. Such a Drill Permit includes an approval of the



exploration program and mine plan, a program for protection of the land and watercourses, and a reclamation program. In addition, mining companies are required to place a reclamation security (a “Bond”) with the Province of British Columbia to ensure reclamation obligations are kept. The Bond is only returned once the mine site has been reclaimed to a satisfactory level and there is no ongoing monitoring or maintenance requirements.

As of the date of this MD&A and to the best of the Company’s knowledge, there are no known environmental liabilities on the Metla Property.

On July 27, 2018, the Company received its Drill Permit for its work program on the Metla Property. The Drill Permit expires on March 31, 2023. In order to receive the Drill Permit, the Company was required to post a \$42,000 Bond and to notify the local First Nations, namely the Tahltan First Nation and the Tlingit First Nation, of the application for the Drill Permit. The Company is required to contact these First Nations on an annual basis to receive further approvals on the work programs for the coming year. Even though the Company was successful in obtaining its Drill Permit, there is no guarantee that the Company will be able to obtain future approval from the local First Nations – see “*Consents from First Nations*” and “*Aboriginal Title*” discussions on pages 15-16 included as part of the Company’s risk factors.

Geology

The Metla Property straddles the Coast and Intermontane Geomorphologic Belts, with the southwest portion of the Metla Property claims within the Coast Belt and the northeast part of the claims within the Intermontane Belt. The Metla Property occurs in the Stikinia island arc terrane, which accreted to the western margin of Laurentia between Early to Late Jurassic and was subsequently deformed during Cretaceous and older orogenesis. The Stikinia Terrane is host to many major polymetallic massive sulphide, gold and copper-gold porphyry deposits in the region.

The Metla Property lies in the middle of an identified continental arc metallogenic belt that hosts significant mineralization and includes the past producing Golden Bear Mine as well as the Thorn and Trapper prospects. Different styles of mineralization have been identified in this belt including both high and intermediate multi-element epithermal sulphidation deposits, porphyry copper-molybdenum and replacement skarn. The Metla Property is also underlain by the Stikine Assemblage and Stuhini Group, which is part of an accreted volcanic arc that is host to numerous deposit types throughout northwestern B.C., including volcanogenic massive sulphide, porphyry copper-gold and epithermal deposits.

Past Drill Programs

A 1075 metre diamond drill program was conducted on the Metla Property in 1991 by Galico Resources. The drill holes targeted geophysical electromagnetic targets generated in 1991. Results from the drill program were never reported. In 2004 Solomon crews re-logged the core that was stored at Trapper Lake. Through re-logging the core, it was established that the entirety was split for assays. Several, if not all potentially mineralized lithologies were tested and based on visual estimates of the Solomon crew, no significant mineralization was intersected. The locations of the drill holes were marked in most cases, although only hole M91-01 was identified based on a collar ID tag. Five samples from three holes were taken for analyses in 2004; sample from M91-08 had the only anomaly in any elements. The sample consisted of a hydrothermal breccia with argillite clasts and 2.5% coarse blebby pyrite, sample M04D-R20 assayed 106 ppb gold, 5.6 g/t silver and 585 ppm copper. In 2013 the drill core was re-boxed and moved to Atlin for safe storage.

The locations of the holes are shown in Table 2.

Table 2 - Drill Hole Locations

Hole ID	Easting NAD83	Northing NAD83	Elevation (meters)	Zone	Azimuth	Dip	Depth (meters)
M91-01	639846	6474631	1134	A	072°	-47	95.1
M91-02	639896	6474569	1153	A	107°	-45	98.2
M91-03	639813	6474657	1139	A	070°	-46	104.6
M91-04	639800	6474711	1102	A	070°	-45	99.7
M91-05?	639436	6474812	1097	C	084°	-47	144.2
M91-06?	639648	6474667	1142	B	068°	-45	95.1

Hole ID	Easting NAD83	Northing NAD83	Elevation (meters)	Zone	Azimuth	Dip	Depth (meters)
M91-07?	639630	6474713	1120	B	095°	-46	98.4
M91-08	640213	6474501	1114	E	210°	-45	129.9
M91-09	640533	6474164	1155	F	209°	-44	95.4

Current Exploration Activities

During the summer of 2017, the Company conducted a small exploration campaign with the intent to evaluate the historic work on the Metla Property and to design an exploration program for the Metla Property going forward. A total of 32 field man-days were spent on the Metla Property claims.

Prospecting and mapping traverses were conducted throughout the Metla Property. The main showings in the Metla Creek Area were also revisited. A total of 134 rock grab samples were collected. Results confirmed the presence of multi-element Au-Ag-Cu-Pb-Zn-As mineralization as noted in previous exploration programs, however no chip or channel samples were collected, so assay values do not represent any true widths of mineralization.

All rock samples from the Metla Property claims were submitted to Bureau Veritas Mineral Laboratories Ltd. in Vancouver, B.C. for 53 element analyses by Aqua Regia digestion and ultra-trace induced coupled plasma mass spectrometer (ICP/MS) methods. Overlimits were analysed by four acid digest and induced coupled plasma emission spectrometry (ICP/ES) methods. Bureau Veritas Mineral Laboratories Ltd. is an ISO 9001-certified facility that is independent of the Company.

A total of 4.6 kilometres of ground magnetics was also conducted during this time using a GEM systems GSM 19GW – walking gradiometer. Figure 3 shows the results of the survey. The magnetic highs match mapped diorite and more complete coverage would help in the mapping and targeting of the Metla Creek Zones.

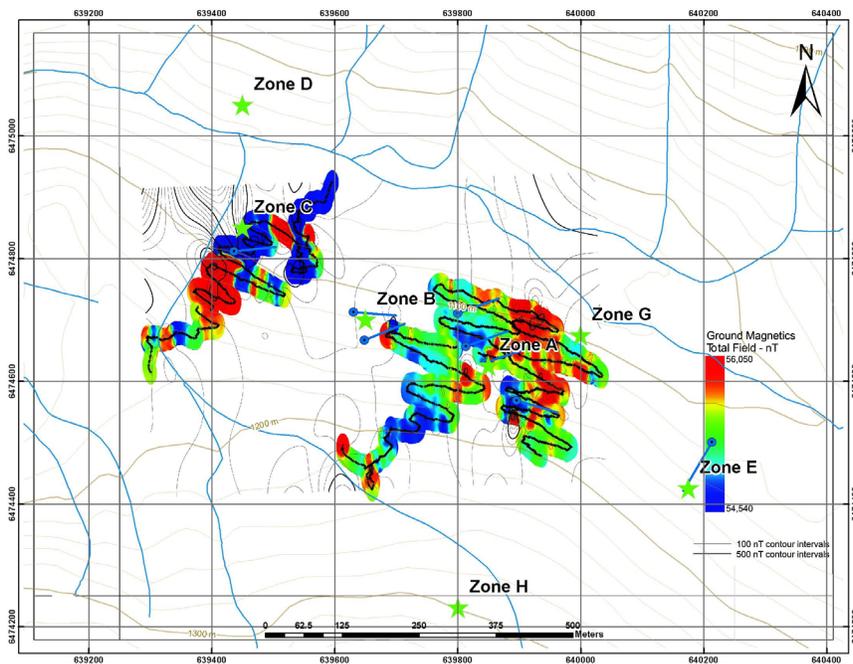
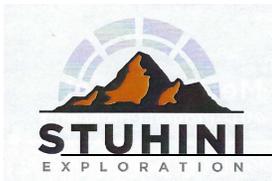


Figure 3. Metla Property, Ground Magnetics, drawn by Andrew Wilkins.

2018 Exploration Program

In the spring of 2018, the Company contracted Geotech Ltd. to fly a Helicopter-borne VTEM™ and Aeromagnetic Survey. The survey consisted of 419 line kilometers covering an area of 76 km². Geotech geophysicists recognized one anomalous



zone observed in the electromagnetic profiles. The zone is approximately 1500 metres wide by 5000 metres long and is oriented in a NW-SE direction. As of the date of this MD&A, a formal interpretation of the data has not been finalized.

To facilitate the future exploratory work and to cut down on helicopter costs, in August 2018 the Company constructed a five-unit base camp on the meadow above Metla Creek. At the same time the Company conducted a small reconnaissance sampling program on the Metla Property and did a 1:2,000 scale mapping over the proposed drill hole areas. A total of 36 samples were collected. As of the date of this MD&A the samples have not been sent to assay labs for analysis.

Sampling, Analysis and Data Verification

All geological and geochemical field stations and sample locations were recorded using a hand-held Garmin GPS. Rock and chip samples were collected from outcrop or float, which were placed in individual plastic bags and sealed with zap straps. Sample tags were placed in the bags before sealing. Samples were flown back to Atlin at the end of the day and were placed in rice bags. Samples were then delivered by truck to the Bureau Veritas prep lab in Whitehorse. Once prepped, the samples were sent to Vancouver for analysis.

COMMITMENTS

As more thoroughly discussed in the Property Location and General Description section of this MD&A, in British Columbia, mineral titles must be maintained in good standing with the Ministry by timely performance and recording of physical work or by payment of cash in lieu of work. Annual work requirements are \$5.00 per hectare in years one and two, \$10.00 per hectare in years three and four, \$15.00 per hectare in years five and six, and \$20.00 per hectare thereafter. Payments in lieu of exploration and development work are double the value of the corresponding work requirement. All Metla tenures are in good standing to March 31, 2019. To extend the claims for one year to March 31, 2020, expenditures of \$69,574 are required. To extend the claims for a second year to March 31, 2021, expenditures of \$84,546 are required. The Company plans on extending the good standing date forward another year to March 31, 2020, when it files the relevant assessment reports with the Ministry before March 31, 2019.

QUALIFIED PERSON

Andrew L. Wilkins B.Sc., P.Geo., co-author of the Technical Report on the Metla Property dated October 20, 2018, (the "Metla Technical Report") prepared in accordance with the requirements of National Instrument 43-101 is the Qualified Person responsible for the Metla Property project as defined by NI 43-101 and has approved the technical information contained herein. For more information on the Metla Property please see the Metla Technical Report which is available at www.sedar.com

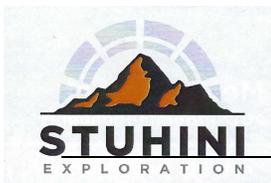
SELECTED ANNUAL INFORMATION

Table 3. Selected Annual Information

	February 28, 2018
Working capital	\$ 189,517
Current assets	\$ 248,503
Exploration and evaluation assets	\$ 158,612
Total liabilities	\$ 58,986
Share capital	\$ 395,400
Deficit	\$ (47,271)

RESULTS OF OPERATIONS

During the period from July 7, 2017 (inception) to February 28, 2018, the Company recorded a net loss of \$47,271. The largest expense item that contributed to the net loss was associated with professional fees, of which \$12,000 was associated with estimated cost of the audit of the Company's financial statements, and \$30,678 was associated with legal and consulting fees. Other expenses that increased net loss included \$3,000 in project investigation costs, \$597 in travel, meals and entertainment costs, \$589 in regulatory and filing fees, and \$236 in advertising and promotion and \$171 in office expenses.



Liquidity and Capital Resources

As at February 28, 2018, the Company had \$236,598 in cash, current assets of \$248,503 and current liabilities of \$58,986, with working capital of \$189,517. Other current assets consisted of GST receivable totalling \$3,944, and \$7,961 in prepaid expenses, which consisted of \$2,961 associated with prepaid PDAC membership fees and \$5,000 retainer the Company paid for legal fees.

During the period ended February 28, 2018, the Company's operations were supported by \$97,000 the Company received from its President and the vendor of Metla Property who subscribed to a total of 1,616,667 shares of the Company's common stock at \$0.06 per share, and \$235,400 the Company received from subscriptions to 2,354,000 common shares of the Company at \$0.10 per share. The Company incurred \$10,000 in share issuance costs for legal fees in connection with the above financing activities. In addition, at February 28, 2018, the Company owed \$40,208 to its related parties for services provided during the period ended February 28, 2018, which were repaid subsequent to the reporting date.

Transactions with Related Parties

During the period from July 7, 2017 (inception) to February 28, 2018, the Company had the following transactions with related parties:

Table 5. Related Party Transactions

	Period from July 7, 2017 (inception) to February 28, 2018
Professional fees paid or accrued to the Company's corporate secretary	\$ 30,000
Project acquisition costs incurred to the Company's co-founder	\$ 53,000
Project management fees incurred to the common-law spouse of the Company's co-founder, recorded as part of exploration and evaluation assets	\$ 15,750
Reimbursable exploration and evaluation expenditures due to the common-law spouse of the Company's co-founder	\$ 19,889

Amounts due to related parties consist of amounts owed directly to the officers and directors of the Company. These amounts are unsecured, non-interest bearing and due on demand. At February 28, 2018, the amount payable to related parties was \$40,208.

Outstanding Share Data

As at the date of this MD&A, the following securities were outstanding:

Table 6. Share Data

Type	Amount	Conditions
Common shares	5,700,000	Issued and outstanding
Stock options	490,000	Exercisable into 490,000 common shares at a price of \$0.10 per share expiring on July 15, 2019
	6,190,000	Total shares outstanding (fully diluted)

The Company has committed to grant a further 380,000 stock options to its executive officers, directors and consultants, which grant is contingent upon successful closing of the Company's IPO of a minimum of 4,000,000 Common Shares at a price of \$0.20 per Common Share. When granted, the options will be exercisable at \$0.20 per share for a period of 24 months from the grant date.



Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

The Company recognizes its financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. At initial recognition, the financial assets and liabilities are recorded at fair value plus transaction costs, except for those carried at fair value through profit or loss, which are initially measured at fair value.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires.

Financial assets and financial liabilities are measured subsequently as described below.

Financial assets

For the purpose of subsequent measurement, the Company's financial assets are classified into the following categories upon initial recognition:

- Loans and receivables;
- Financial assets at fair value through profit or loss.

All financial assets, except for those at fair value through profit and loss, are reviewed for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial reorganization.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortized cost using the effective interest method, less a provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and GST receivable fall into this category of financial instruments.

Held-to-maturity investments

These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of comprehensive loss. The Company has no financial assets classified as held-to-maturity investments.

Available-for-sale

Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive income. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of comprehensive loss. The Company has no financial assets classified as available-for-sale.



All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred or acquired:

Fair value through profit or loss

This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing such financial liabilities in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss. The Company has no financial liabilities classified as fair value through profit or loss.

Other financial liabilities

This category includes accounts payable, accrued liabilities, and amounts due to related parties, all of which are recognized initially at fair value and subsequently at amortized cost.

Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying option. Costs incurred before the Company has obtained the legal rights to explore an area are expensed as incurred. Costs incurred once the Company has obtained the legal rights to explore an area are capitalized.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

From time-to-time, the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As such options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded at the time of the agreement. Option payments are recorded as property costs or recoveries when the payments are made or received.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.



Although the Company has taken steps that it considers adequate to verify title to exploration and evaluation assets which it has an interest in, these procedures do not guarantee the Company's title.

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

As at February 28, 2018, the Company had not recognized any provisions for restoration and environmental obligations.

Income taxes

Income tax is recognized in net loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Share-based payment transactions

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity 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 corresponding amount is recorded to the share-based payment reserve. The fair value of options is determined using the Black-Scholes Option pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

Impairment of financial assets

The Company assesses at the end of each reporting period whether a financial asset is impaired.

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the assets carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment. The amount of the loss is recognized in profit or loss.



If, in a subsequent period, the amount of the impairment loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in profit or loss.

Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and value in use. 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 (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, however the increased carrying amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

New accounting standards and interpretations

IFRS 9, Financial Instruments – Classification and Measurement: Effective for annual periods on or after January 1, 2018. IFRS 9 is a new standard on financial instruments that will replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is measured at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is measured at fair value through profit or loss.

IFRS 15, Revenue from Contracts with Customers: This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

IFRS 16, Leases: This new standard replaces IAS 17 “Leases” and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 15.

The Company intends to adopt the new IFRS standards when they become effective. Management is currently assessing the impact of these new standards on the Company’s accounting policies and financial statement presentation.



RISKS AND UNCERTAINTIES

An investment in the Company is highly speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in the Company. The Directors consider the following risks and other factors to be the most significant for potential investors in the Company, but the risks listed do not necessarily comprise all those associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business. If any of the following risks occur, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected. In such a case, the price of the Common Shares could decline, and investors may lose all or part of their investment.

Exploration and Development

Mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines. In particular, exploration for base and precious metals is highly speculative in nature.

The Company does not have an interest in any mineral property that presently contains any commercial ore. The Company's proposed exploration programs for the Metla Property are exploratory searches for mineralized zones, resources and, if successful, ore reserves. Should any ore reserves exist, substantial expenditures will be required to confirm ore reserves which are sufficient to justify commercial mining and to obtain the required environmental approvals and permitting required to commence commercial operations. Should any mineral resource be defined on a property in which the Company has an interest there can be no assurance that the mineral resource on any such properties can be commercially mined or that the metallurgical processing will produce economically viable saleable products. Furthermore, there is no assurance that any estimated mineral resources are accurately defined. Mineral resource estimates are imprecise and depend on geological analysis based partly on statistical inferences drawn from drilling, and assumptions about operating costs and metal prices, all of which may prove unreliable. As resource estimates may not be accurate, there can be no assurance that the indicated quantities of metals on the Metla Property will be recovered if commercial production is commenced. Any future production could differ significantly from such estimates for the following reasons: actual mineralization or formations could be different from those predicted by drilling, sampling and similar examinations; declines in the market price of gold may render the mining of some or all of the resources uneconomic; and the grade of material may vary dramatically from time to time and the Company cannot give any assurances that any particular quantity of metal will be recovered from the resources. The occurrence of any of these events may cause Company to adjust resource estimates (if any) or change its mining plans, which could negatively affect the Company's financial condition and results of operations.

The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (1) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (2) availability and costs of financing; (3) ongoing costs of production; (4) market prices for the minerals to be produced; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) political climate and/or governmental regulation and control.

In addition, the grade of material ultimately mined may differ from that indicated by drilling results. Short term factors relating to mineral resources or mineral reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. There can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or in production scale process applications. Material changes in mineral resources or reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

The ability of the Company to sell, and profit from the sale of any eventual production from any property in which the Company has an interest will be subject to the prevailing conditions in the marketplace at the time of sale. Many of these



factors are beyond the control of the Company and therefore represent a market risk which could impact the long-term viability of the Company and its operations.

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

Potential Profitability Depends Upon Factors beyond the Control of the Company

The potential profitability of mineral properties is dependent upon many factors beyond the Company's control. For instance, world prices of and markets for gold and other minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of mined ore may vary from the rate experienced in tests. Reduction in the recovery rate may adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labor, equipment, electricity, water environmental compliance or other production inputs. These costs may fluctuate in ways the Company cannot predict and are beyond the Company's control; such fluctuations may reduce or eliminate the profitability of a project. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of the Company.

Consents from First Nations

Approval from local First Nations communities is required to carry out the proposed work programs on the Company's mineral properties. As part of the Company's application for a Drill Permit, the Company was required to notify relevant First Nations of its application. As of the date of this MD&A the Company was successful in obtaining its Drill Permit, however there is no guarantee that the Company will be able to obtain future approval from the local First Nations. The failure to obtain First Nations support for the development of the Metla Property will have a material adverse effect on the Company.

Aboriginal Title

The Supreme Court of Canada decision of June 26, 2014, in *Tsilhqot'in Nation v. British Columbia* (the "Tsilhqot'in Decision"), which declares aboriginal title for the first time in a certain area in Canada and outlines the rights associated with aboriginal title, could potentially have a significant impact on the Company's mineral properties.

While the Metla Property is not located within the areas involved in the *Tsilhqot'in Decision*, there is a risk that the *Tsilhqot'in Decision* may lead other communities or groups to pursue similar claims in areas where the Metla Property is located. Although the Company relies on the Crown to adequately discharge its obligations in order to preserve the validity of its actions in dealing with public rights, including the grant of mineral titles and associated rights, the Company cannot accurately predict whether aboriginal claims will have a material adverse effect on the Company's ability to carry out its intended exploration and work programs on the Property.

Title Matters

While the Company has reviewed title to the claims comprising the Metla Property in the mineral titles online registry maintained by the Ministry and, to the best of the Company's knowledge, such title is in good standing, there is no guarantee that title to such claims will not be challenged or impugned. The Metla Property may be subject to prior unregistered agreements of transfer or aboriginal land claims, and title may be affected by undetected defects.

Environmental Risks and Other Regulatory Requirements

The current or future operations of the Company, including exploration and development activities and commencement of production on the Metla Property or any other mineral properties in which it might acquire an interest require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land and water use, environmental protection, mine safety and other matters.



There can be no assurance that all necessary government approvals, which the Company may require for future exploration activities or any construction of mining facilities or conduct of mining operations will be obtainable on reasonable terms or at all, or that the terms of such applicable laws and regulations will not have an adverse effect on any exploration or mining project which the Company might undertake.

Failure to comply with applicable 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. Parties engaged in mining operations 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 upon them for violation of applicable laws or regulations.

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

There can also be unknown environmental risks for past activities on the property. Exploration and mining operations involve a potential risk of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated, and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies. Companies may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. However, no assurance can be given that potential liabilities for such contamination or damages caused by past activities at the Metla property do not exist.

Governmental Permits and Licensing

In the ordinary course of business, the Company and any other entities through which the Company may obtain an interest in mineral properties will be required to obtain and renew governmental permits and licenses for the operation and expansion of existing operations or for the commencement of new operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process. The duration and success of the efforts to obtain and renew permits and licenses are contingent upon many variables not within the control of the Company including the interpretation of applicable requirements implemented by the permitting or licensing authority. Permits and licenses or the renewals thereof that are necessary to the operations in which the Company has an interest, or the cost to obtain or renew permits and licenses, may exceed what the Company expects. Any unexpected delays or costs associated with the permitting and licensing process could delay the exploration, development of the Metla Property or any other projects in which the Company acquires an interest.

Political Regulatory Risks

Any changes in government policy may result in changes to laws affecting ownership of assets, mining policies, monetary policies, taxation, rates of exchange, environmental regulations, labour relations, repatriation of income and return of capital. This may affect both the Company's ability to undertake exploration and development activities in respect of present and future properties in the manner currently contemplated, as well as its ability to continue to explore, develop and operate those properties in which it has an interest or in respect of which it has obtained exploration and development rights to date. The possibility that future governments may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

Requirement for Additional Funds

The Company will require additional funds to fund further exploration and to develop the Metla Property and to acquire, explore and develop any other properties in which the Company may acquire an interest. The Company has limited financial resources, has no sources of operating cash flow, and has no assurance that additional funding will be available to the Company to carry out the completion of future property acquisitions or for the substantial capital that is typically required in order to place a property into development and commercial production. There can be no assurance that the Company will be able to obtain adequate additional financing or that the terms of such financing will be favorable. Failure



to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Metla Property and any other properties in which the Company may acquire an interest.

While, upon completion of the IPO, the Company will have sufficient financial resources to fund the first phase of the exploration program in respect of the Metla Property, the Company will require additional funds to continue exploration of the Metla Property beyond the first phase.

Uninsurable Risks

Exploration, development and production of mineral properties involves numerous risks, including unexpected or unusual geological or operating conditions. It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Such risks may result in increased costs as well as liabilities, which may reduce or eliminate any future profitability and cause decline in value of the securities of the Company.

The Company is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate funds available to the Company or could exceed the funds available to pay such liabilities and result in bankruptcy. Should the Company be unable to fund fully the remedial cost of an environmental problem it might be required to enter into interim compliance measures pending completion of the required remedy.

Operating Hazards and Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. It is not always possible to fully insure against such risks and the Company may decide not to insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Securities of the Company and Potential for Future Equity Dilution and Poor Share Liquidity

The price at which the seed rounds of securities were sold was arbitrarily determined by the Company and the price of the Common Shares offered under this Prospectus was determined by negotiation between the Company and the Agent and bears no relationship to earnings, book value or other valuation criteria. The Company may require funds in addition to the proceeds of the Offering to execute its future plans and it is likely that to obtain the necessary funds, the Company will have to sell additional securities including, but not limited to, its Common Shares and convertible securities, the effect of which would result in a dilution of the equity interests of the Company's then existing shareholders.

The Company has an unlimited number of Common Shares that may be issued by the Board of Directors without further action or approval of the Company's shareholders. Further, the Company has an authorized class of Preferred shares issuable in series, each series of which the Board of Directors may create and issue with such rights and restrictions as the Board of Directors may approve, without further action or approval of the Company's shareholders. While the Board of Directors is required to fulfil its fiduciary obligations in connection with the issuance of such shares, the shares may be issued in transactions with which not all shareholders agree, and the issuance of such shares will cause dilution to the ownership interests of the Company's shareholders.

There is currently no market for the Company's Common Shares and there can be no assurance that an active market will develop or be sustained after this Offering. The lack of an active public market could have a material adverse effect on the price of the Company's Common Shares.

Key Personnel

The Company's future success depends, in significant part, upon the continued service and performance of its senior management. The experience and ability of these individuals will be a factor contributing to the Company's success and growth. The loss of the services of one or more of these individuals could have a material adverse effect on the Company's business prospects. The Company has not obtained key man insurance with respect to any of its senior management.



Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. The Metla Property lies in a remote area with limited infrastructure. In addition, unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect operations on the Metla Property and the Company's operations, financial condition and results of operations.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company, and the Company's interests may be adversely affected.

No History of Earnings

The Company has no history of earnings, and there is no assurance that the Metla Property or any other mineral properties in which the Company might acquire an interest will generate earnings, operate profitably or provide a return on investment in the future. The Company expects to incur losses and negative operating cash flow for the foreseeable future as it conducts its exploration activities on the Metla Property. The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future. The future dividend policy of the Company will be determined by its directors.

Negative Operating Cash Flow

Since commencing its operations on July 7, 2017, the Company has had negative operating cash flow and incurred losses. The negative operating cash flow and losses are expected to continue for the foreseeable future. The Company may never achieve positive operating cash flow.

Acquisition of Additional Mineral Properties

If the Company loses or abandons its interest in the Metla Property, there is no assurance that the Company will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange or applicable regulatory authorities. There is also no guarantee that the Exchange will approve the acquisition of any additional mineral property interests by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional property interests.

Competition

Significant and increasing competition exists for mining opportunities internationally. There are a number of large established mining companies with substantial capabilities and far greater financial and technical resources than the Company and there are no assurances that the Company will be able to compete successfully with its competition in acquiring additional projects. Additionally, the Company may be unable to acquire additional attractive mining properties on terms it considers acceptable and there can be no assurance that the Company's exploration and acquisition programs will yield any new reserves or result in any commercial mining operation.

Volatility of Commodity Prices and Currencies

The market prices of commodities, including gold and silver, are volatile and are affected by numerous factors which are beyond the Company's control. These factors include international supply and demand, consumer product demand, international economic trends, currency exchange rate fluctuations, interest rates, inflation, global or regional political events, as well as a range of other market forces. Most commodity prices are sold in US dollars whereas the Company's costs are incurred primarily in Canadian dollars. Sustained downward movements in commodity prices, including gold or silver, as well as currency volatility could render less economic, or uneconomic, some or all of the exploration activities to be undertaken by the Company.

Stock Market and Share Price Volatility

There have been times in the recent past when stock market price and volume volatility has become so extreme that the market prices of the securities of many companies have experienced large price fluctuations which have not necessarily



reflected the operating performance, underlying asset values or prospects of such companies. In particular for junior mining companies, there have been times when the availability of capital for all junior mining companies becomes almost non-existent, regardless of the quality of the underlying company's assets or prospects. For example, just after the financial crisis in 2008, nearly all junior mining stocks experienced sharp declines in their share prices and temporarily there was no capital available. Events such as these are unpredictable and beyond the Company's control.

Additionally, the market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Company's Common Shares on the Exchange in the future cannot be predicted and these affects are beyond the Company's control.

Early Exploration Success

A significant factor for any start-up junior mining company is whether or not a company has early exploration success. If a company experiences exploration success soon after becoming public, its near term ability to raise money in a less dilutive fashion is increased significantly. If on the other hand a start-up company has poor early exploration results, then access to capital can be difficult if not impossible, and even if capital is available, successfully obtaining the capital can be at terms that are much more dilutive to the share structure.

Health and Safety Risks

A violation of health and safety laws, or the failure to comply with the instructions of relevant health and safety authorities, could lead to, among other things, a temporary cessation of activities on the Metla Property or any part thereof, a loss of the right to prospect for minerals, or the imposition of costly compliance procedures. This could have a material adverse effect on the Company's operations and/or financial condition.

Tax Issues

Income tax consequences in relation to the securities offered will vary according to the circumstances of each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisers prior to subscribing for the securities.

General

Although management believes that the above risks fairly and comprehensively illustrate all material risks facing the Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks.

Although the Directors will seek to minimize the impact of the risk factors, an investment in the Company should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specializes in investments of this nature before making any decision to invest.

Financial Instruments

Fair Value

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

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of cash and marketable securities is measured based on Level 1 inputs of the fair value hierarchy.



The estimated fair value of financial liabilities approximates their carrying values due to the short-term nature of these instruments.

Capital Management

The Company manages its capital to safeguard the Company's ability to continue as a going concern, to ensure future benefits to stakeholders, and to have sufficient funds on hand for business opportunities as they arise.

The Company considers the items included in share capital as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through short-term prospectuses, private placements, sell assets, incur debt, or return capital to shareholders. As at the date of this MD&A, the Company does not have any debt that is subject to externally imposed capital requirements.

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, and market risk. Where material, these risks are reviewed and monitored by the Board of Directors.

a) **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due or can only do so at excessive cost. The Company maintains sufficient cash balances to meet current working capital requirements. The Company is considered to be in the exploration stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration and evaluation programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash is invested in business accounts with quality financial institutions, is available on demand for the Company's programs, and is not invested in any asset backed commercial paper.

b) **Credit risk**

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, prepaid expenses and GST receivable. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and other assets with high-credit quality financial institutions.

c) **Market risk**

Market risk is the risk of loss that may arise from changes in market factors such as foreign exchange rates, interest rates, and commodity and equity prices.

i. **Currency risk**

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company is not exposed to foreign currency risk.

ii. **Interest rate risk**

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. In order to maintain liquidity the Company plans to invest its cash at floating rates of interest in cash equivalents. There is a minimal risk that the Company would recognize a loss as a result of a decrease in the fair value of any guaranteed bank investment certificates included in cash, restricted cash and reclamation bond as they are generally held with large financial institutions.

iii. **Price risk**

Equity price risk is the risk that the fair value of equities decreases as a result of changes in the levels of equity indices and the value of individual stocks. The Company is not exposed to equity price risk.



CONTINGENCIES

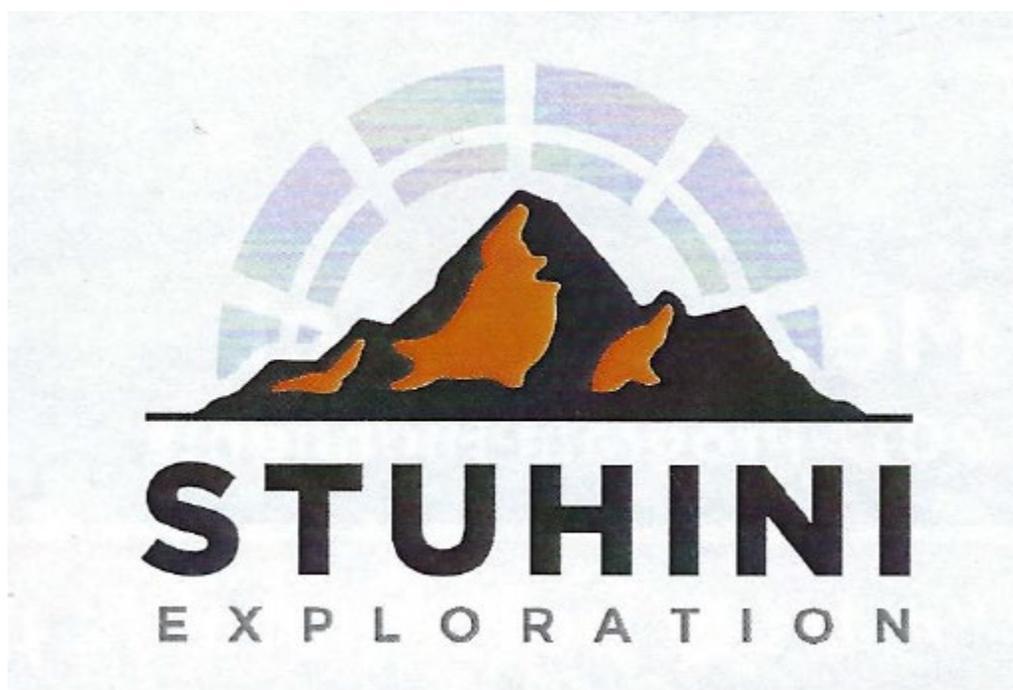
There are no contingent liabilities.

ADDITIONAL INFORMATION

Additional information concerning the Company and its operations is available on SEDAR at www.sedar.com.

SCHEDULE C

**Financial Statements for the Six Months Ended
August 31, 2018**



**STUHINI EXPLORATION LTD.
CONDENSED INTERIM
FINANCIAL STATEMENTS
(expressed in Canadian Dollars)
FOR THE SIX MONTHS
ENDED AUGUST 31, 2018**

STUHINI EXPLORATION LTD.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

As at	Note	August 31, 2018	February 28, 2018
		(Unaudited)	
ASSETS			
Current			
Cash		\$ 15,146	\$ 236,598
GST receivable		14,244	3,944
Prepaid expenses		7,961	7,961
Total current		37,351	248,503
Exploration and evaluation assets	3	393,161	158,612
Reclamation bond	3	42,000	-
Property, plant and equipment	4	1,802	-
Total assets		\$ 474,314	\$ 407,115
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Accounts payable		\$ 35,731	\$ 989
Accrued liabilities		15,567	17,789
Due to related parties	6	40,502	40,208
Total liabilities		91,800	58,986
Shareholders' equity			
Share capital	5	460,000	395,400
Reserves	5	21,097	-
Deficit		(98,583)	(47,271)
Total shareholders' equity		382,514	348,129
Total liabilities and shareholders' equity		\$ 474,314	\$ 407,115

Nature and continuance of operations (Note 1)
Subsequent event (Note 7)

Approved and authorized for issuance on behalf of the Board of Directors on October 24, 2018:

"David O'Brien"
David O'Brien

"Josef Anthony Fogarassy"
Josef Anthony Fogarassy

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

STUHINI EXPLORATION LTD.
STATEMENT OF NET AND COMPREHENSIVE LOSS
(UNAUDITED)
(Expressed in Canadian Dollars)

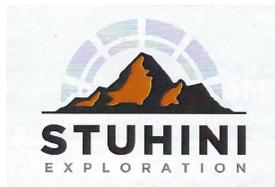
	Note	Three months ended August 31, 2018	Six months ended August 31, 2018
Expenses:			
Advertising and promotion		\$ -	\$ 3,907
Amortization	4	133	133
Professional fees	6	14,356	21,203
Travel, meals and entertainment		58	3,949
Office expenses		823	1,023
Share-based compensation	5, 6	-	21,097
Net and comprehensive loss for the period		\$ 15,370	\$ 51,312
Loss per share, basic and diluted		\$ (0.00)	\$ (0.01)
Weighted average number of common shares outstanding, basic and diluted		5,700,000	5,692,978

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

STUHINI EXPLORATION LTD.
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(UNAUDITED)
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Reserves	Deficit	Total
Balance, February 28, 2018	5,054,000	\$ 395,400	\$ -	\$ (47,271)	\$ 348,129
Private placements (Note 5)	646,000	64,600	-	-	64,600
Reserves (Note 5)	-	-	21,097	-	21,097
Net and comprehensive loss for the period	-	-	-	(51,312)	(51,312)
Balance, August 31, 2018	5,700,000	\$ 460,000	\$ 21,097	\$ (98,583)	\$ 382,514

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



STUHINI EXPLORATION LTD.
NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS
SIX MONTHS ENDED AUGUST 31, 2018
(Expressed in Canadian Dollars)

	Six months ended August 31, 2018
Cash flows used in operating activities	
Loss for the period	\$ (51,312)
Items not affecting cash used in operations	
Amortization	133
Share-based compensation	21,097
Changes in non-cash working capital items	
GST receivable	(10,300)
Accounts payable	34,742
Accrued liabilities	(2,222)
Net cash used in operating activities	(7,862)
Cash flows used in investing activities	
Exploration and evaluation assets	(234,549)
Reclamation bond	(42,000)
Acquisition of property, plant and equipment	(1,935)
Net cash used in investing activities	(278,484)
Cash flows provided by financing activities	
Issuance of common shares for cash	64,600
Due to related parties	294
Net cash provided by financing activities	64,894
Decrease in cash	(221,452)
Cash, beginning	236,598
Cash, ending	\$ 15,146

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



STUHINI EXPLORATION LTD.
NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS
SIX MONTHS ENDED AUGUST 31, 2018
(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Stuhini Exploration Ltd. (the “Company”), was incorporated under the *Business Corporations Act* (British Columbia) on July 7, 2017. The Company is focused on acquisition, exploration, and development of mineral properties in British Columbia.

The Company’s head office and principal address is 1245 Broadway W. Unit 105, Vancouver, BC V6C 3E8.

These interim condensed financial statements have been prepared with the going concern assumption, which assumes that the Company will continue in operation for the foreseeable future and, accordingly, will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company’s ability to realize its assets and discharge its liabilities is dependent upon the Company obtaining the necessary financing and ultimately upon its ability to achieve profitable operations. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern.

Failure to arrange adequate financing on acceptable terms and/or achieve profitability may have an adverse effect on the financial position, results of operations, cash flows and prospects of the Company. These financial statements do not give effect to adjustments to assets or liabilities that would be necessary should the Company be unable to continue as a going-concern. These adjustments could be material.

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

a) Statement of Compliance and Basis of Presentation

These unaudited condensed interim financial statements have been prepared in accordance with accounting policies consistent with International Financial Reporting Standards (“IFRS”) IAS 34 – Interim Financial Reporting as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). The unaudited condensed interim financial statements, prepared in conformity with accounting policies consistent with IAS 34, follow the same accounting principles and methods of application as the most recent audited annual financial statements. Since the unaudited condensed interim financial statements do not include all disclosures required by the International Financial Reporting Standards (“IFRS”) for annual financial statements, they should be read in conjunction with the Company’s audited annual financial statements for the reporting period ended February 28, 2018.

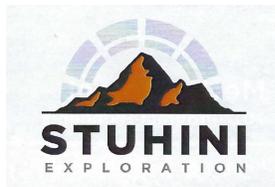
b) Basis of Measurement and Use of Estimates

The unaudited condensed financial statements of the Company have been prepared on an accrual basis and are based on historical costs except for cash flow information. All amounts are expressed in Canadian dollars, the Company’s functional currency.

The preparation of financial statements in compliance with IFRS 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 the reported expenses during the period. Actual results could differ from these estimates.

c) Accounting standards issued but not yet effective

IFRS 9, Financial Instruments – Classification and Measurement: Effective for annual periods on or after January 1, 2018. IFRS 9 is a new standard on financial instruments that will replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is measured at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is measured at fair value through profit or loss.



STUHINI EXPLORATION LTD.
NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS
SIX MONTHS ENDED AUGUST 31, 2018
(Expressed in Canadian Dollars)

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION (CONTINUED)

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

IFRS 15, Revenue from Contracts with Customers: This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

IFRS 16, Leases: This new standard replaces IAS 17 “Leases” and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 15.

Management is currently assessing the impact of these new standards on the Company’s accounting policies and financial statement presentation.

3. EXPLORATION AND EVALUATION ASSETS

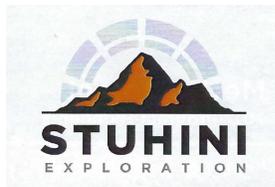
Metla Project

On July 7, 2017, the Company entered into a purchase and sale agreement (the “Agreement”) with Barry Arthur Hanslit, a director of the Company (the “Vendor”) whereby the Company agreed to issue to the Vendor 883,333 common shares in exchange for title to the Metla Creek Claims (the “Project”). The Project consists of 7 contiguous mineral claims, located south of the town of Atlin, BC.

The mineral claims were registered in the Company’s name on September 7, 2017, at which time the Company issued the Vendor 883,333 common shares as contemplated under the Agreement, which were valued at \$53,000 (Note 7).

During the six-month period ended August 31, 2018 and for the period ended February 28, 2018, the Company incurred the following acquisition and deferred exploration costs in association with the Property:

	Balance, February 28, 2018	Additions During the period	Balance, August 31, 2018
Acquisition costs	\$ 53,000	\$ -	\$ 53,000
Deferred exploration costs:			
Assaying	5,177	-	157,298
Camp and travel	7,628	61,013	68,641
Equipment use / rental	45,540	5,785	51,325
Geology	47,267	167,751	62,897
Sub-total, deferred exploration costs	105,612	234,549	340,161
Total exploration and evaluation assets	\$ 158,612	\$ 234,549	\$ 393,161



STUHINI EXPLORATION LTD.
NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS
SIX MONTHS ENDED AUGUST 31, 2018
(Expressed in Canadian Dollars)

In connection with the Project, the Company was required to deposit \$42,000 reclamation bond with the Ministry of Energy, Mines & Petroleum Resources of British Columbia. The Company expects to recover the full amount of the reclamation bond after the Project is completed.

4. PROPERTY, PLANT AND EQUIPMENT

Amortization schedule for the equipment at August 31, 2018:

	August 31, 2018	
Book value, beginning of the period	\$	-
Changes during the period		1,935
Amortization		(133)
Book value, end of the period	\$	1,802

5. SHARE CAPITAL

Authorized share capital

- Unlimited number of common shares without par value.

Share issuances

During the six-month period ended August 31, 2018, the Company issued 646,000 common shares at a price of \$0.10 per share for proceeds of \$64,600.

Stock purchase option compensation plan

The Company has adopted a Rolling Stock Option Plan (the "Plan") pursuant to which options may be granted to directors, officers, employees and consultants of the Company. Under the terms of the Plan, the Company can issue a maximum of 10% of the issued and outstanding common shares at the time of the grant. Options granted under the Plan, including vesting and the term, are determined by, and at the discretion of, the Board of Directors.

On April 15, 2018, the Company granted options to acquire up to 490,000 common shares to its officers and consultants (Note 6). The options are exercisable for a period expiring on July 15, 2019, at \$0.10 per share. The Company recorded \$21,097 as share-based compensation associated with these options, which was determined using the Black-Scholes Option pricing model using the following assumptions:

	April 15, 2018
Expected Life of the Option	15 months
Average Risk-Free Interest Rate	1.87%
Expected Dividend Yield	Nil
Average Expected Stock Price Volatility	100%

On June 15, 2018, the Company resolved to grant to the officers, directors and consultants of the Company options to acquire up to 400,000 common shares. The grant of options is contingent upon the successful closing of the IPO of a total of at least 4,000,000 common Shares. Once granted, the options will be exercisable at \$0.20 per share and will expire two years after the grant date.

6. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, officers, key management personnel, close family members and enterprises that are controlled by these individuals. Key management personnel are those having authority and directors (executive and non-executive) of the Company.



STUHINI EXPLORATION LTD.
NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS
SIX MONTHS ENDED AUGUST 31, 2018
(Expressed in Canadian Dollars)

6. RELATED PARTY TRANSACTIONS (CONTINUED)

The Company incurred the following transactions with related parties, including key management personnel:

	August 31, 2018
Professional fees and reimbursable expenses accrued to the Company's CFO	\$ 3,350
Share-based compensation for options granted to directors and officers	\$ 13,129
Reimbursable expenses due to the Company's corporate secretary	\$ 2,542
Reimbursable expenses due to the Company's CEO	\$ 2,013
Reimbursable exploration and evaluation expenditures due to the common-law spouse of the Company's co-founder	\$ 10,647

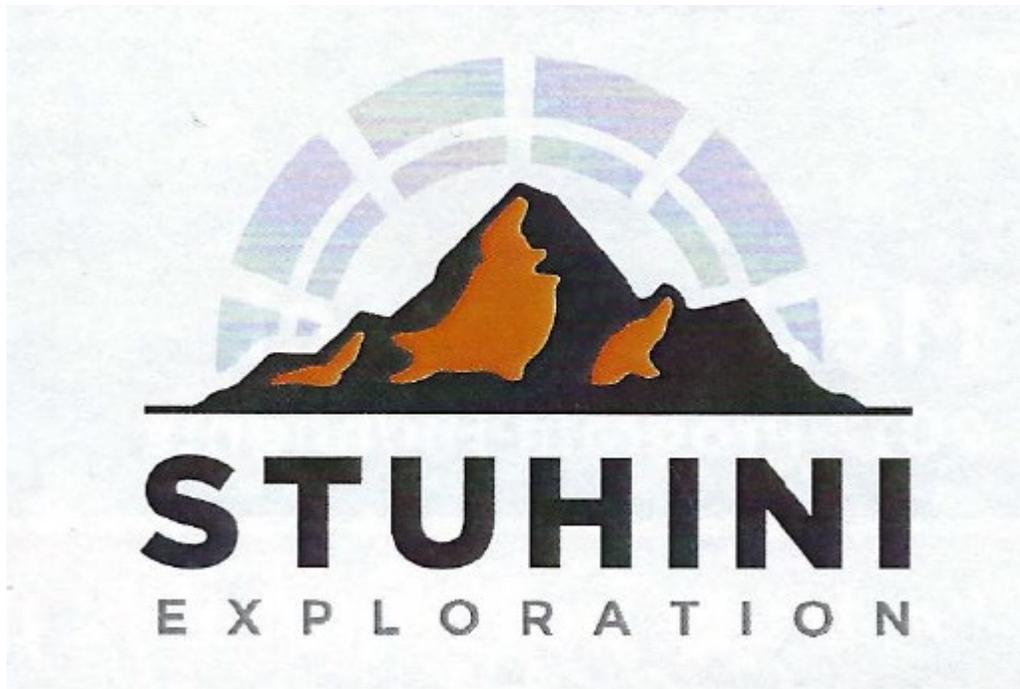
Amounts due to related parties consist of amounts owed directly to the officers and directors of the Company for the professional services or for the expenses incurred on behalf of the Company. These amounts are unsecured, non-interest bearing and due on demand. At August 31, 2018 the amount payable to related parties was \$40,502 (February 28, 2018 - \$40,208), of which 15,570 represented reimbursable expenses.

7. SUBSEQUENT EVENT

Subsequent to August 31, 2018, the Company borrowed \$50,000 from its Director (the "Bridge Loan"). The Bridge Loan accrues interest at 0.5% per month, is unsecured and payable on demand.

SCHEDULE D

**Management's Discussion and Analysis of the Financial Condition and Results of Operations
for the Six Months Ended August 31, 2018**



**STUHINI EXPLORATION LTD.
MANAGEMENT DISCUSSION AND
ANALYSIS FOR
THE SIX MONTHS
ENDED AUGUST 31, 2018**



INTRODUCTION

Stuhini Exploration Ltd. (the “Company” or “Stuhini”), is a private company with plans to list on the TSX Venture Exchange (the “Exchange”) upon closing of its proposed initial public offering (“IPO”). Until a receipt is issued for a final prospectus in connection with the proposed IPO, the Company is not a reporting issuer.

The Company is engaged in the acquisition and exploration of mineral properties and currently holds an undivided interest in the Metla Property located in Northwestern British Columbia. The Company’s exploration program is primarily focused on base and precious metals. The Company does not have any assets or mineral properties that are in production.

The following Management Discussion and Analysis (“MD&A”) of Stuhini has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of November 30, 2018, and should be read in conjunction with condensed interim financial statements and related notes for the six-months period ended August 31, 2018, and the audited financial statements and related notes for the period from July 7, 2017 (inception) to February 28, 2018, which have been prepared under International Financial Reporting Standards (“IFRS”). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of the Company’s management as well as assumptions made by and information currently available to the management. When used in this document, the words “anticipate”, “believe”, “estimate”, “expect” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of the Company’s exploration properties. Such statements reflect the current views of the management with respect to future events and are subject to certain risks, uncertainties and assumptions.

Forward-looking statements used in this MD&A are subject to various risks, uncertainties and other factors, most of which are difficult to predict and are generally beyond the control of the Company. These risks, uncertainties and other factors may include, but are not limited to: unavailability of financing; failure to identify commercially viable mineral reserves; fluctuations in the market valuation for commodities; difficulties in obtaining required approvals for the development of a mineral project; and other potential factors. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks, uncertainties and other factors, including the risks, uncertainties and other factors identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company hereby disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.

COMPANY OVERVIEW

Background

Stuhini is a Canadian mineral exploration company based in Vancouver, British Columbia and incorporated on July 7, 2017, under the Business Corporations Act (British Columbia). The Company’s head office and registered records office is located at 105-1245 West Broadway, Vancouver, BC Canada, V6C 3E8.

The Company is engaged in the acquisition and exploration of mineral properties and currently holds a one hundred percent (100%) undivided interest in the Metla Property, comprised of seven contiguous mining claims covering approximately 6,457 hectares in Northwestern British Columbia. The Company’s exploration program is primarily focused on base and precious metals. The Company does not have any assets or mineral properties that are in production.



Key Events for the Six-Month Period Ended August 31, 2018

Seed Financing

In March 2018 the Company closed its \$300,000 private placement financing (the “Seed Financing”) by raising final \$64,600 through the issuance of 646,000 Common Shares at a price of \$0.10 per share.

Grant of Stock Options

On April 15, 2018, the Company granted options to acquire up to 490,000 Common Shares of the Company to its officers and consultants. The options are exercisable for a period expiring on July 15, 2019, at \$0.10 per share.

On June 15, 2018, the Company resolved to grant to the officers, directors and consultants of the Company options to acquire up to 400,000 common shares. The grant of options is contingent upon the successful closing of the IPO. Once granted, the options will be exercisable at \$0.20 per share and will expire two years after the grant date.

Initial Public Offering

On June 12, 2018, the Company signed an engagement letter (the “LOI”) with Haywood Securities Inc. (the “Agent”) to act as lead manager and sole bookrunner in connection with the proposed IPO of securities of the Company and concurrent listing of the common shares of the Company on the TSX-V. The Agent agreed on a best efforts and commercially reasonable efforts agency basis, market 4,000,000 common shares of the Company at a price of \$0.20 per Common Share for gross proceeds of \$800,000. The Company agreed to pay the Agent a cash commission equal to 8% of the gross proceeds for any Common Shares sold except those Common Shares sold pursuant to a list of purchasers provided to the Agent by the Company (the “President’s List”), on which the Agent agreed to receive a cash commission of 4% of the gross proceeds. The Company has further agreed to issue to the Agent Compensation Options on the Closing Date entitling the Agent to purchase that number of Common Shares equal to 8% of the aggregate number of Common Shares sold by the Company under the IPO except those Common Shares sold pursuant to the President’s List on which the Agent will be issued Compensation Options on the Closing Date entitling the Agent to purchase that number of Common Shares equal to 4 % of the aggregate number of Offered Common Shares sold by the Company under the IPO. The exercise price of the Agent’s Compensation Options is \$0.20 and expires 24 months from the closing of the IPO. The Company has further agreed to pay the Agent a cash corporate finance fee of \$20,000 plus applicable taxes (the “Corporate Finance Fee”). In addition, the Company has also agreed to pay the expenses reasonably incurred by the Agent in connection with the Offering.

Appointments of New Directors

On June 28, 2018, the shareholders of the Company appointed Kazuki Nohdomi, Josef Anthony Fogarassy, Gary Thompson and Fiore Aliperti to the board of directors bringing the total number of directors to five.

Exploration Work

In May 2018, the Company successfully completed a 419 line km Airborne VTEM geophysical survey on the entire Metla Property. The cost of the survey was \$159,727 and as of the date of this MD&A, preliminary results have been received, however not yet interpreted by a qualified geophysicist.

On July 27, 2018, the Company received a Mineral & Coal Exploration Activities & Reclamation Permit (the “Drill Permit”), for the Metla Property expiring on March 31, 2023. In order to receive approval for the Drill Permit, the Company was required to post a \$42,000 reclamation bond with the province of British Columbia. For further information see “*Property Location and General Description.*”

To facilitate the future exploratory work and to cut down on helicopter costs, in August 2018 the Company constructed a five-unit base camp on the meadow above Metla Creek. At the same time the Company conducted a small reconnaissance sampling program on the Metla Property and did 1:2,000 scale mapping over the proposed drill hole areas. A total of 36 samples were collected and at the time of this report the samples have not been sent to assay labs for analysis.

Events Subsequent to the Six-Month Period Ended August 31, 2018

Bridge Financing

On September 14, 2018, the Company borrowed \$50,000 from its Director (the “Bridge Loan”). The Bridge Loan accrues interest at 0.5% per month, is unsecured and payable on demand.

EXPLORATION PROJECT

As of the date of this MD&A the Company's interest in exploration and evaluation assets consists of the Metla Property (Figure 1).



Figure 1. Project Location

Acquisition of the Metla Property

On July 7, 2017, the Company entered into a Purchase and Sale Agreement, (the “Agreement”) with Barry Hanslit, the Company’s co-founder, whereby Mr. Hanslit sold the Company a 100% undivided interest in the Metla Property along with all information, core samples, logs, data, documents, maps, and other documentation in exchange for 883,333 Common Shares at a deemed value of \$53,000.

Table 1. Metla Property acquisition and exploration costs

	August 31, 2018	February 28, 2018
Balance, beginning of period	\$ 158,612	\$ -
Shares issued for the Metla Property	-	53,000
Deferred exploration expenditures		
Assaying	-	5,177
Camp and travel	61,013	7,627
Equipment use / rental	5,785	45,540
Geology	167,751	47,268
Sub-total, deferred exploration expenditures	234,549	105,612
Balance, end of period	\$ 393,161	\$ 158,612

Property Location and General Description

The Metla Property is a gold-silver-base metal prospect located in the Chechilda Range of the Coast Mountains in northwestern British Columbia. It is approximately 150 km south of town of Atlin and 150 km west of the town of Dease Lake. The Metla Property is centred at 58°22' north latitude and -132°35' west longitude. Access is by helicopter from Atlin or Dease Lake. The Metla Property consists of seven contiguous mineral claims and covers an area of 6,457 hectares. The Company retains a 100% interest in the claims comprising the Metla Property without being subject to any royalties, back-in rights or other similar obligations.

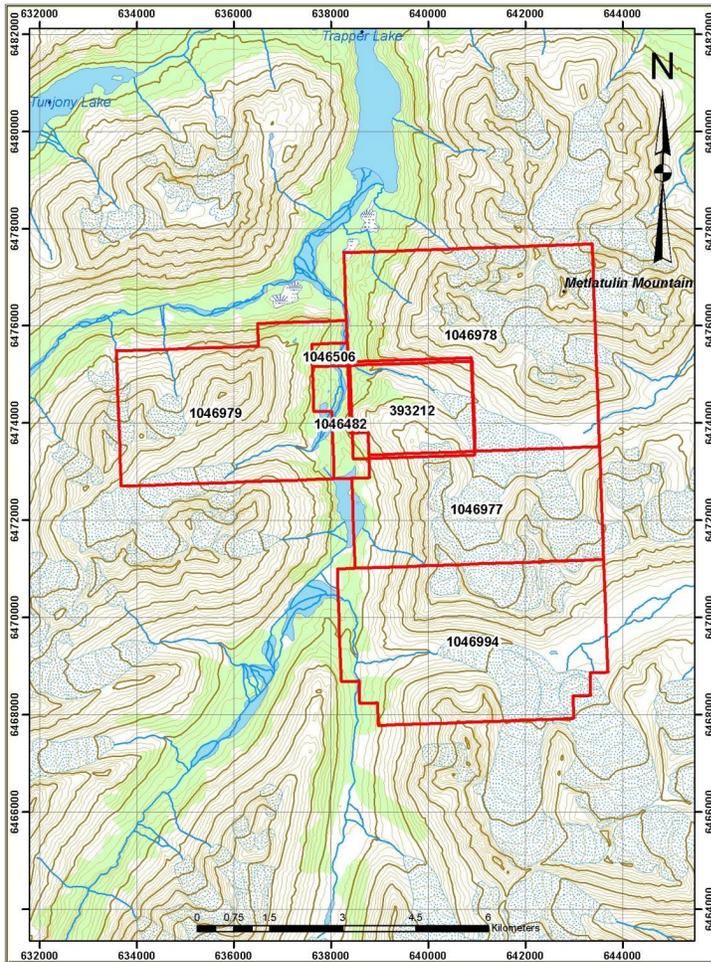
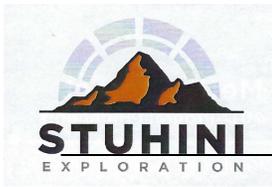


Figure 2. Metla Claim Map, drawn by Andrew Wilkins. Metla Claims in red outline

On July 27, 2018, the Company received its Drill Permit for its work program on the Metla Property. The Drill Permit expires on March 31, 2023. In order to receive the Drill Permit, the Company was required to post a \$42,000 Bond and to notify the local First Nations, namely the Tahltan First Nation and the Tlingit First Nation, of the application for the Drill Permit.

Exploration Activities During the Six-Month Period Ended August 31, 2018

In the spring of 2018, the Company contracted Geotech Ltd. to fly a Helicopter-borne VTEM™ and Aeromagnetic Survey. The survey consisted of 419 line kilometers covering an area of 76 km². Geotech geophysicists recognized one anomalous zone observed in the electromagnetic profiles. The zone is approximately 1500 metres wide by 5000 metres long and is oriented in a NW-SE direction. As of the date of this MD&A, a formal interpretation of the data has not been finalized.



To facilitate the future exploratory work and to cut down on helicopter costs, in August 2018 the Company constructed a five-unit base camp on the meadow above Metla Creek. At the same time the Company conducted a small reconnaissance sampling program on the Metla Property and did a 1:2,000 scale mapping over the proposed drill hole areas. A total of 36 samples were collected. As of the date of this MD&A the samples have not been sent to assay labs for analysis.

COMMITMENTS

In British Columbia, mineral titles must be maintained in good standing with the Ministry of Energy and Mines (the “Ministry”) by timely performance and recording of physical work or by payment of cash in lieu of work. Annual work requirements are \$5.00 per hectare in years one and two, \$10.00 per hectare in years three and four, \$15.00 per hectare in years five and six, and \$20.00 per hectare thereafter. Payments in lieu of exploration and development work are double the value of the corresponding work requirement. All Metla tenures are in good standing to March 31, 2019. To extend the claims for one year to March 31, 2020, expenditures of \$69,574 are required. To extend the claims for a second year to March 31, 2021, expenditures of \$84,546 are required. The Company plans on extending the good standing date forward another year to March 31, 2020, when it files the relevant assessment reports with the Ministry before March 31, 2019.

QUALIFIED PERSON

Andrew L. Wilkins B.Sc., P.Geo., co-author of the Technical Report on the Metla Property dated October 20, 2018 (the “Metla Technical Report”), prepared in accordance with the requirements of National Instrument 43-101 is the Qualified Person responsible for the Metla Property project as defined by NI 43-101 and has approved the technical information contained herein. For more information on the Metla Property please see the Metla Technical Report which is available at www.sedar.com

SELECTED FINANCIAL INFORMATION

Table 2. Comparison of financial condition

	August 31, 2018	February 28, 2018
Working capital (deficit)	\$ (54,449)	\$ 189,517
Current assets	\$ 37,351	\$ 248,503
Exploration and evaluation assets	\$ 393,161	\$ 158,612
Total liabilities	\$ 91,800	\$ 58,986
Share capital	\$ 460,000	\$ 395,400
Deficit	\$ (98,583)	\$ (47,271)

RESULTS OF OPERATIONS

During the six-month period ended August 31, 2018, the Company recorded a net loss of \$51,312. The largest expense item that contributed to the net loss was associated with \$21,203 the Company incurred in professional fees. In addition to professional fees, the Company recorded \$21,097 in share-based compensation associated with the options to acquire up to 490,000 Common Shares of the Company, the Company granted on April 15, 2018 to its officers and consultants. Other expenses that increased net loss included \$3,949 in travel, meals and entertainment costs, \$3,907 in advertising and promotion which were mainly associated with the Company exhibiting at Prospectors & Developers Association of Canada 2018 Convention (“PDAC”), and \$1,023 in office expenses.

During the six-month period ended August 31, 2018, the Company acquired office equipment for a total of \$1,903, which resulted in \$133 amortization expense.



Liquidity and Capital Resources

As at August 31, 2018, the Company had \$15,146 in cash (February 28, 2018 - \$236,598), current assets of \$37,351 (February 28, 2018 - \$248,503) and current liabilities of \$91,800 (February 28, 2018 - \$58,986), with working capital deficit of \$54,449 (February 28, 2018 – working capital of \$189,517). Other current assets consisted of GST receivable totalling \$14,244 (February 28, 2018 - \$3,944), and \$7,961 in prepaid expenses (February 28, 2018 - \$7,961).

During the six-month period ended August 31, 2018, the Company's operations were supported by \$64,600 the Company received on subscriptions to 646,000 common shares of the Company at \$0.10 per share. In addition, during the six months ended August 31, 2018, the Company's indebtedness to its related parties increased by \$294.

Transactions with Related Parties

During the six-month period ended August 31, 2018, the Company had the following transactions with related parties:

Table 4. Related Party Transactions

	Six Months ended August 31, 2018
Professional fees and reimbursable expenses accrued to the Company's CFO	\$ 3,350
Share-based compensation for options granted to directors and officers	\$ 13,129
Reimbursable expenses due to the Company's corporate secretary	\$ 2,542
Reimbursable expenses due to the Company's CEO	\$ 2,013
Reimbursable exploration and evaluation expenditures due to the common-law spouse of the Company's co-founder	\$ 10,647

Amounts due to related parties consist of amounts owed directly to the officers and directors of the Company. These amounts are unsecured, non-interest bearing and due on demand. At August 31, 2018, the amount payable to related parties was \$40,502.

Outstanding Share Data

As at the date of this MD&A, the following securities were outstanding:

Table 5. Share Data

Type	Amount	Conditions
Common shares	5,700,000	Issued and outstanding
Stock options	490,000	Exercisable into 490,000 common shares at a price of \$0.10 per share expiring on July 15, 2019
	6,190,000	Total shares outstanding (fully diluted)

The Company has committed to grant a further 380,000 stock options to its executive officers, directors and consultants, which grant is contingent upon successful closing of the Company's IPO of a minimum of 4,000,000 Common Shares at a price of \$0.20 per Common Share. When granted, the options will be exercisable at \$0.20 per share for a period of 24 months from the grant date.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.



SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

The Company recognizes its financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. At initial recognition, the financial assets and liabilities are recorded at fair value plus transaction costs, except for those carried at fair value through profit or loss, which are initially measured at fair value.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires.

Financial assets and financial liabilities are measured subsequently as described below.

Financial assets

For the purpose of subsequent measurement, the Company's financial assets are classified into the following categories upon initial recognition:

- Loans and receivables;
- Financial assets at fair value through profit or loss.

All financial assets, except for those at fair value through profit and loss, are reviewed for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial reorganization.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortized cost using the effective interest method, less a provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and GST receivable fall into this category of financial instruments.

Held-to-maturity investments

These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of comprehensive loss. The Company has no financial assets classified as held-to-maturity investments.

Available-for-sale

Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive income. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of comprehensive loss. The Company has no financial assets classified as available-for-sale.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of



financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred or acquired:

Fair value through profit or loss

This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing such financial liabilities in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss. The Company has no financial liabilities classified as fair value through profit or loss.

Other financial liabilities

This category includes accounts payable, accrued liabilities, and amounts due to related parties, all of which are recognized initially at fair value and subsequently at amortized cost.

Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying option. Costs incurred before the Company has obtained the legal rights to explore an area are expensed as incurred. Costs incurred once the Company has obtained the legal rights to explore an area are capitalized.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

From time-to-time, the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As such options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded at the time of the agreement. Option payments are recorded as property costs or recoveries when the payments are made or received.

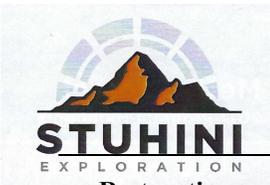
Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Although the Company has taken steps that it considers adequate to verify title to exploration and evaluation assets which it has an interest in, these procedures do not guarantee the Company's title.



Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

As at August 31, 2018, the Company had not recognized any provisions for restoration and environmental obligations.

Income taxes

Income tax is recognized in net loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Share-based payment transactions

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity 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 corresponding amount is recorded to the share-based payment reserve. The fair value of options is determined using the Black-Scholes Option pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

Impairment of financial assets

The Company assesses at the end of each reporting period whether a financial asset is impaired.

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the assets carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment. The amount of the loss is recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent



that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in profit or loss.

Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and value in use. 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 (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, however the increased carrying amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

New accounting standards and interpretations

IFRS 9, Financial Instruments – Classification and Measurement: Effective for annual periods on or after January 1, 2018. IFRS 9 is a new standard on financial instruments that will replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is measured at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is measured at fair value through profit or loss.

IFRS 15, Revenue from Contracts with Customers: This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

IFRS 16, Leases: This new standard replaces IAS 17 “Leases” and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 15.

The Company intends to adopt the new IFRS standards when they become effective. Management is currently assessing the impact of these new standards on the Company’s accounting policies and financial statement presentation.

RISKS AND UNCERTAINTIES

An investment in the Company is highly speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in the Company. The Directors consider the following risks and other factors to be the most significant for potential investors in the Company, but the risks listed do not necessarily comprise



all those associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business. If any of the following risks occur, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected. In such a case, the price of the Common Shares could decline, and investors may lose all or part of their investment.

Exploration and Development

Mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines. In particular, exploration for base and precious metals is highly speculative in nature.

The Company does not have an interest in any mineral property that presently contains any commercial ore. The Company's proposed exploration programs for the Metla Property are exploratory searches for mineralized zones, resources and, if successful, ore reserves. Should any ore reserves exist, substantial expenditures will be required to confirm ore reserves which are sufficient to justify commercial mining and to obtain the required environmental approvals and permitting required to commence commercial operations. Should any mineral resource be defined on a property in which the Company has an interest there can be no assurance that the mineral resource on any such properties can be commercially mined or that the metallurgical processing will produce economically viable saleable products. Furthermore, there is no assurance that any estimated mineral resources are accurately defined. Mineral resource estimates are imprecise and depend on geological analysis based partly on statistical inferences drawn from drilling, and assumptions about operating costs and metal prices, all of which may prove unreliable. As resource estimates may not be accurate, there can be no assurance that the indicated quantities of metals on the Metla Property will be recovered if commercial production is commenced. Any future production could differ significantly from such estimates for the following reasons: actual mineralization or formations could be different from those predicted by drilling, sampling and similar examinations; declines in the market price of gold may render the mining of some or all of the resources uneconomic; and the grade of material may vary dramatically from time to time and the Company cannot give any assurances that any particular quantity of metal will be recovered from the resources. The occurrence of any of these events may cause Company to adjust resource estimates (if any) or change its mining plans, which could negatively affect the Company's financial condition and results of operations.

The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (1) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (2) availability and costs of financing; (3) ongoing costs of production; (4) market prices for the minerals to be produced; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) political climate and/or governmental regulation and control.

In addition, the grade of material ultimately mined may differ from that indicated by drilling results. Short term factors relating to mineral resources or mineral reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. There can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or in production scale process applications. Material changes in mineral resources or reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

The ability of the Company to sell, and profit from the sale of any eventual production from any property in which the Company has an interest will be subject to the prevailing conditions in the marketplace at the time of sale. Many of these factors are beyond the control of the Company and therefore represent a market risk which could impact the long-term viability of the Company and its operations.

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



Potential Profitability Depends Upon Factors beyond the Control of the Company

The potential profitability of mineral properties is dependent upon many factors beyond the Company's control. For instance, world prices of and markets for gold and other minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of mined ore may vary from the rate experienced in tests. Reduction in the recovery rate may adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labor, equipment, electricity, water environmental compliance or other production inputs. These costs may fluctuate in ways the Company cannot predict and are beyond the Company's control; such fluctuations may reduce or eliminate the profitability of a project. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of the Company.

Consents from First Nations

Approval from local First Nations communities is required to carry out the proposed work programs on the Company's mineral properties. As part of the Company's application for a Drill Permit, the Company was required to notify relevant First Nations of its application. As of the date of this MD&A the Company was successful in obtaining its Drill Permit, however there is no guarantee that the Company will be able to obtain future approval from the local First Nations. The failure to obtain First Nations support for the development of the Metla Property will have a material adverse effect on the Company.

Aboriginal Title

The Supreme Court of Canada decision of June 26, 2014, in *Tsilhqot'in Nation v. British Columbia* (the "Tsilhqot'in Decision"), which declares aboriginal title for the first time in a certain area in Canada and outlines the rights associated with aboriginal title, could potentially have a significant impact on the Company's mineral properties.

While the Metla Property is not located within the areas involved in the *Tsilhqot'in Decision*, there is a risk that the *Tsilhqot'in Decision* may lead other communities or groups to pursue similar claims in areas where the Metla Property is located. Although the Company relies on the Crown to adequately discharge its obligations in order to preserve the validity of its actions in dealing with public rights, including the grant of mineral titles and associated rights, the Company cannot accurately predict whether aboriginal claims will have a material adverse effect on the Company's ability to carry out its intended exploration and work programs on the Property.

Title Matters

While the Company has reviewed title to the claims comprising the Metla Property in the mineral titles online registry maintained by the British Columbia Ministry of Energy, Mines and Petroleum Resources and, to the best of the Company's knowledge, such title is in good standing, there is no guarantee that title to such claims will not be challenged or impugned. The Metla Property may be subject to prior unregistered agreements of transfer or aboriginal land claims, and title may be affected by undetected defects.

Environmental Risks and Other Regulatory Requirements

The current or future operations of the Company, including exploration and development activities and commencement of production on the Metla Property or any other mineral properties in which it might acquire an interest require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land and water use, environmental protection, mine safety and other matters.

There can be no assurance that all necessary government approvals, which the Company may require for future exploration activities or any construction of mining facilities or conduct of mining operations will be obtainable on reasonable terms or at all, or that the terms of such applicable laws and regulations will not have an adverse effect on any exploration or mining project which the Company might undertake.

Failure to comply with applicable 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. Parties



engaged in mining operations 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 upon them for violation of applicable laws or regulations.

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

There can also be unknown environmental risks for past activities on the property. Exploration and mining operations involve a potential risk of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated, and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies. Companies may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. However, no assurance can be given that potential liabilities for such contamination or damages caused by past activities at the Metla property do not exist.

Governmental Permits and Licensing

In the ordinary course of business, the Company and any other entities through which the Company may obtain an interest in mineral properties will be required to obtain and renew governmental permits and licenses for the operation and expansion of existing operations or for the commencement of new operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process. The duration and success of the efforts to obtain and renew permits and licenses are contingent upon many variables not within the control of the Company including the interpretation of applicable requirements implemented by the permitting or licensing authority. Permits and licenses or the renewals thereof that are necessary to the operations in which the Company has an interest, or the cost to obtain or renew permits and licenses, may exceed what the Company expects. Any unexpected delays or costs associated with the permitting and licensing process could delay the exploration, development of the Metla Property or any other projects in which the Company acquires an interest.

Political Regulatory Risks

Any changes in government policy may result in changes to laws affecting ownership of assets, mining policies, monetary policies, taxation, rates of exchange, environmental regulations, labour relations, repatriation of income and return of capital. This may affect both the Company's ability to undertake exploration and development activities in respect of present and future properties in the manner currently contemplated, as well as its ability to continue to explore, develop and operate those properties in which it has an interest or in respect of which it has obtained exploration and development rights to date. The possibility that future governments may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

Requirement for Additional Funds

The Company will require additional funds to fund further exploration and to develop the Metla Property and to acquire, explore and develop any other properties in which the Company may acquire an interest. The Company has limited financial resources, has no sources of operating cash flow, and has no assurance that additional funding will be available to the Company to carry out the completion of future property acquisitions or for the substantial capital that is typically required in order to place a property into development and commercial production. There can be no assurance that the Company will be able to obtain adequate additional financing or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Metla Property and any other properties in which the Company may acquire an interest.

While, upon completion of the IPO, the Company will have sufficient financial resources to fund the first phase of the exploration program in respect of the Metla Property, the Company will require additional funds to continue exploration of the Metla Property beyond the first phase.



Uninsurable Risks

Exploration, development and production of mineral properties involves numerous risks, including unexpected or unusual geological or operating conditions. It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Such risks may result in increased costs as well as liabilities, which may reduce or eliminate any future profitability and cause decline in value of the securities of the Company.

The Company is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate funds available to the Company or could exceed the funds available to pay such liabilities and result in bankruptcy. Should the Company be unable to fund fully the remedial cost of an environmental problem it might be required to enter into interim compliance measures pending completion of the required remedy.

Operating Hazards and Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. It is not always possible to fully insure against such risks and the Company may decide not to insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Securities of the Company and Potential for Future Equity Dilution and Poor Share Liquidity

The price at which the seed rounds of securities were sold was arbitrarily determined by the Company and the price of the Common Shares offered under this Prospectus was determined by negotiation between the Company and the Agent and bears no relationship to earnings, book value or other valuation criteria. The Company may require funds in addition to the proceeds of the Offering to execute its future plans and it is likely that to obtain the necessary funds, the Company will have to sell additional securities including, but not limited to, its Common Shares and convertible securities, the effect of which would result in a dilution of the equity interests of the Company's then existing shareholders.

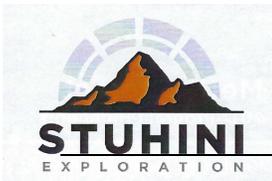
The Company has an unlimited number of Common Shares that may be issued by the Board of Directors without further action or approval of the Company's shareholders. Further, the Company has an authorized class of Preferred shares issuable in series, each series of which the Board of Directors may create and issue with such rights and restrictions as the Board of Directors may approve, without further action or approval of the Company's shareholders. While the Board of Directors is required to fulfil its fiduciary obligations in connection with the issuance of such shares, the shares may be issued in transactions with which not all shareholders agree, and the issuance of such shares will cause dilution to the ownership interests of the Company's shareholders.

There is currently no market for the Company's Common Shares and there can be no assurance that an active market will develop or be sustained after this Offering. The lack of an active public market could have a material adverse effect on the price of the Company's Common Shares. This Offering should be considered highly speculative due to the fact that the Company was only recently incorporated.

The financial risk of the Company's future activities will be borne to a significant degree by the purchasers of the offered shares and the purchase price of the Common Shares offered hereunder exceeds the net tangible book value per Common Share and accordingly investors will suffer immediate and substantial dilution of their investment. Upon completion of the offering, shareholders will incur an immediate and substantial dilution of 70% - and this assumes no exercise of the agents overallotment option and no exercise of stock options that are or may be granted.

Key Personnel

The Company's future success depends, in significant part, upon the continued service and performance of its senior management. The experience and ability of these individuals will be a factor contributing to the Company's success and growth. The loss of the services of one or more of these individuals could have a material adverse effect on the Company's business prospects. The Company has not obtained key man insurance with respect to any of its senior management.



Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. The Metla Property lies in a remote area with limited infrastructure. In addition, unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect operations on the Metla Property and the Company's operations, financial condition and results of operations.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company, and the Company's interests may be adversely affected.

No History of Earnings

The Company has no history of earnings, and there is no assurance that the Metla Property or any other mineral properties in which the Company might acquire an interest will generate earnings, operate profitably or provide a return on investment in the future. The Company expects to incur losses and negative operating cash flow for the foreseeable future as it conducts its exploration activities on the Metla Property. The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future. The future dividend policy of the Company will be determined by its directors.

Negative Operating Cash Flow

Since commencing its operations on July 7, 2017, the Company has had negative operating cash flow and incurred losses. The negative operating cash flow and losses are expected to continue for the foreseeable future. The Company may never achieve positive operating cash flow.

Acquisition of Additional Mineral Properties

If the Company loses or abandons its interest in the Metla Property, there is no assurance that the Company will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange or applicable regulatory authorities. There is also no guarantee that the Exchange will approve the acquisition of any additional mineral property interests by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional property interests.

Competition

Significant and increasing competition exists for mining opportunities internationally. There are a number of large established mining companies with substantial capabilities and far greater financial and technical resources than the Company and there are no assurances that the Company will be able to compete successfully with its competition in acquiring additional projects. Additionally, the Company may be unable to acquire additional attractive mining properties on terms it considers acceptable and there can be no assurance that the Company's exploration and acquisition programs will yield any new reserves or result in any commercial mining operation.

Volatility of Commodity Prices and Currencies

The market prices of commodities, including gold and silver, are volatile and are affected by numerous factors which are beyond the Company's control. These factors include international supply and demand, consumer product demand, international economic trends, currency exchange rate fluctuations, interest rates, inflation, global or regional political events, as well as a range of other market forces. Most commodity prices are sold in US dollars whereas the Company's costs are incurred primarily in Canadian dollars. Sustained downward movements in commodity prices, including gold or silver, as well as currency volatility could render less economic, or uneconomic, some or all of the exploration activities to be undertaken by the Company.



Stock Market and Share Price Volatility

There have been times in the recent past when stock market price and volume volatility has become so extreme that the market prices of the securities of many companies have experienced large price fluctuations which have not necessarily reflected the operating performance, underlying asset values or prospects of such companies. In particular for junior mining companies, there have been times when the availability of capital for all junior mining companies becomes almost non-existent, regardless of the quality of the underlying company's assets or prospects. For example, just after the financial crisis in 2008, nearly all junior mining stocks experienced sharp declines in their share prices and temporarily there was no capital available. Events such as these are unpredictable and beyond the Company's control.

Additionally, the market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Company's Common Shares on the Exchange in the future cannot be predicted and these affects are beyond the Company's control.

Early Exploration Success

A significant factor for any start-up junior mining company is whether or not a company has early exploration success. If a company experiences exploration success soon after becoming public, it's near term ability to raise money in a less dilutive fashion is increased significantly. If on the other hand a start-up company has poor early exploration results, then access to capital can be difficult if not impossible, and even if capital is available, successfully obtaining the capital can be at terms that are much more dilutive to the share structure.

Health and Safety Risks

A violation of health and safety laws, or the failure to comply with the instructions of relevant health and safety authorities, could lead to, among other things, a temporary cessation of activities on the Metla Property or any part thereof, a loss of the right to prospect for minerals, or the imposition of costly compliance procedures. This could have a material adverse effect on the Company's operations and/or financial condition.

Tax Issues

Income tax consequences in relation to the securities offered will vary according to the circumstances of each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisers prior to subscribing for the securities.

General

Although management believes that the above risks fairly and comprehensively illustrate all material risks facing the Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks.

Although the Directors will seek to minimize the impact of the risk factors, an investment in the Company should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specializes in investments of this nature before making any decision to invest.

Financial Instruments

Fair Value

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

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.



The fair value of cash and marketable securities is measured based on Level 1 inputs of the fair value hierarchy.

The estimated fair value of financial liabilities approximates their carrying values due to the short-term nature of these instruments.

Capital Management

The Company manages its capital to safeguard the Company's ability to continue as a going concern, to ensure future benefits to stakeholders, and to have sufficient funds on hand for business opportunities as they arise.

The Company considers the items included in share capital as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through short-term prospectuses, private placements, sell assets, incur debt, or return capital to shareholders. As at the date of this MD&A, the Company does not have any debt that is subject to externally imposed capital requirements.

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, and market risk. Where material, these risks are reviewed and monitored by the Board of Directors.

a) **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due or can only do so at excessive cost. The Company maintains sufficient cash balances to meet current working capital requirements. The Company is considered to be in the exploration stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration and evaluation programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash is invested in business accounts with quality financial institutions, is available on demand for the Company's programs, and is not invested in any asset backed commercial paper.

b) **Credit risk**

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, prepaid expenses and GST receivable. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and other assets with high-credit quality financial institutions.

c) **Market risk**

Market risk is the risk of loss that may arise from changes in market factors such as foreign exchange rates, interest rates, and commodity and equity prices.

i. **Currency risk**

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company is not exposed to foreign currency risk.

ii. **Interest rate risk**

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. In order to maintain liquidity the Company plans to invest its cash at floating rates of interest in cash equivalents. There is a minimal risk that the Company would recognize a loss as a result of a decrease in the fair value of any guaranteed bank investment certificates included in cash, restricted cash and reclamation bond as they are generally held with large financial institutions.

iii. **Price risk**

Equity price risk is the risk that the fair value of equities decreases as a result of changes in the levels of equity indices and the value of individual stocks. The Company is not exposed to equity price risk.



CONTINGENCIES

There are no contingent liabilities.

ADDITIONAL INFORMATION

Additional information concerning the Company and its operations is available on SEDAR at www.sedar.com.

SCHEDULE E

Audit Committee Charter

STUHINI EXPLORATION LTD.
(the “Company”)

Audit Committee Charter

Mandate

The primary function of the audit committee (the “Committee”) is to assist the Board of Directors (“Board”) 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:

- 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;
- review and appraise the performance of the Company’s external auditor; and
- provide an open avenue of communication among the Company’s auditor, financial and senior management and the Board.

Composition

The Committee shall be comprised of at least three directors as determined by the Board, all of whom shall be “independent” directors except as permitted by applicable securities regulatory guidelines (including applicable exemptions while the Company is a “venture issuer” within the meaning of applicable securities legislation). A quorum of the Committee shall be a majority of the members. Each member of the Committee will be a member of the Board. In the event of an equality of votes, the Chair of the Committee shall not have a second casting vote.

The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least once annually, 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 and the external auditor in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports
 - (a) review and update, if applicable or necessary, this Audit Committee Charter annually;
 - (b) review with management and the independent auditor the Company’s annual and interim financial statements, management’s discussion and analysis, any annual and interim earnings press releases and any reports or other financial information to be submitted to

any governmental and/or regulatory body, or the public, including any certification, report, opinion, or review rendered by the external auditor for the purpose of recommending their approval to the Board prior to their filing, issue or publication. The Chair of the Committee may represent the entire Committee for purposes of this review in circumstances where time does not allow the full Committee to be available;

- (c) review analyses prepared by management and/or the external auditor setting forth significant financial reporting issues and judgements made in connection with the preparation of the financial statements, including analyses of the effects of alternative IFRS methods on the financial statements;
- (d) review the effect of regulatory and accounting initiatives, as well as off balance sheet structures, on the financial statements of the Company;
- (e) review policies and procedures with respect to directors' and officers' expense accounts and management perquisites and benefits, including their use of corporate assets and expenditures related to executive travel and entertainment, and review the results of the procedures performed in these areas by the external auditor, based on the terms of reference agreed upon by the external auditor and the Committee;
- (f) review expenses of the Board Chair, President, Chief Executive Officer and Chief Financial Officer annually; and
- (g) ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, as well as review any financial information and earnings guidance provided to analysts and rating agencies, and periodically assess the adequacy of those procedures.

2. 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 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 have an impact on the objectivity and independence of the external auditor;
- (d) take, or recommend that the Board take, 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 authority to pre-approve non-audit services may be delegated by the Committee to one or more independent members of the Committee, provided that such pre-approval must be presented to the Committee's first scheduled meeting following such pre-approval. Pre-approval of non-audit services is satisfied if:
 - (i) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than 5% of the total amount of fees paid by the Company and subsidiaries to the Company's external auditor during the fiscal year in which the services are provided;
 - (ii) the Company or a subsidiary did not recognize the services as non-audit services at the time of the engagement; and
 - (iii) the services are promptly brought to the attention of the Committee and approved, prior to completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.

3. 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; and
- (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4. Other

- (a) review any material related party transactions;
- (b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- (c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.

CERTIFICATE OF THE COMPANY

Dated: December 5, 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 British Columbia, Alberta and Ontario.

(signed) "*David O'Brien*"
David O'Brien
President and Chief Executive Officer

(signed) "*Yanika Silina*"
Yanika Silina
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "*Tony Fogarassy*"
Tony Fogarassy
Director

(signed) "*Fiore Aliperti*"
Fiore Aliperti
Director

CERTIFICATE OF PROMOTERS

Dated: December 5, 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 British Columbia, Alberta and Ontario.

(signed) "*David O'Brien*"
David O'Brien
President, CEO & Director

(signed) "*Barry Hanslit*"
Barry Hanslit

CERTIFICATE OF THE AGENT

Dated: December 5, 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 British Columbia, Alberta and Ontario.

HAYWOOD SECURITIES INC.

(signed) *"Don Wong"*

Don Wong

Vice President, Investment Banking