

A copy of this preliminary prospectus has been filed with the securities regulatory authority in British Columbia but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authority in British Columbia.

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

This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly in the United States of America, its territories or possessions. See "Plan of Distribution".

INITIAL PUBLIC OFFERING

December 5, 2017

PRELIMINARY PROSPECTUS

RIDGESTONE MINING INC.

**2,646,000 Common Shares on Exercise or Deemed Exercise of
2,646,000 Outstanding Special Warrants**

This prospectus (the "**Prospectus**") qualifies the distribution of 2,646,000 common shares (the "**Qualified Shares**") of Ridgestone Mining Inc. (the "**Company**") issuable for no additional consideration upon exercise or deemed exercise of 2,646,000 special warrants (the "**Special Warrants**") of the Company issued on September 20, 2017 and September 27, 2017 at a price of \$0.42 (the "**Offering Price**") per Special Warrant to purchasers in jurisdictions outside of Canada (the "**Offering**"). The Special Warrants were purchased by subscribers in jurisdictions outside of Canada in compliance with prospectus exemptions under applicable securities legislation and laws applicable to each such subscriber, respectively. The Special Warrants will be deemed to be exercised on the Deemed Exercise Date (as defined below).

The Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Qualified Shares upon the exercise or deemed exercise of the Special Warrants.

Each Special Warrant entitles the holder thereof to acquire, upon voluntary exercise prior to, or deemed exercise on, the Deemed Exercise Date, one Qualified Share, subject to adjustment in certain circumstances, without payment of any additional consideration.

Two of the Company's directors reside outside of Canada and have appointed the following agent for service of process in Canada. See "Agent for Service of Process".

<u>Name of Person</u>	<u>Name and Address of Agent</u>
William Macdonald	Macdonald Tuskey Suite 409 – 221 West Esplanade, North Vancouver, British Columbia, V7M 3J3

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

The Special Warrants will be deemed to be exercised on the first business day (the "**Deemed Exercise Date**") after the date on which a receipt for the final prospectus of the Company qualifying the distribution of the Qualified Shares issuable on exercise of the Special Warrants (the "**Final Receipt**" or the "**Qualification Date**") has been issued at which time each Special Warrant shall be automatically exercised for one Qualified Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without any further action on the part of the holder.

In the event that a holder of Special Warrants exercises such securities prior to the Qualification Date, the Common Shares issued upon exercise of such Special Warrants will be subject to statutory hold periods under applicable securities legislation and shall bear such legends as required by securities laws.

	Price	Net Proceeds to the Company ⁽¹⁾
Per Special Warrant	\$0.42	\$0.42
Total	\$1,111,320	\$1,091,320

(1) After deducting the legal, accounting and administrative expenses of the Company in connection with the Offering estimated to be \$20,000.

There is currently no market through which the Special Warrants or Common Shares may be sold and holders of the Special Warrants may not be able to resell the Special Warrants or the Qualified Shares. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares, and the extent of issuer regulation. See "Risk Factors" and "Cautionary Note Regarding Forward-Looking Information".

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted on any stock exchange or quotation service. The Company intends to apply to list the Common Shares on the TSX Venture Exchange. The listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the TSX Venture Exchange which cannot be guaranteed.

An investment in securities of the Company involves a high degree of risk and must be considered speculative due to the nature of the Company's business and the present stage of exploration of its mineral property. The risks outlined in this Prospectus should be carefully reviewed and considered by investors in connection with an investment in the Company's securities. See "Risk Factors".

Investors are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding, or disposing of Qualified Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires Qualified Shares.

Prospective investors should rely only on the information contained in this Prospectus. The Company has not authorized anyone to provide you with different information. Readers should assume that the information appearing in this Prospectus is accurate only as of its date, regardless of its time of delivery. The Company's business, financial condition, results of operations and prospects may have changed since that date.

The Company's head office is located at 8F, No 38, Lane 38, Jin-Xi Street, Da Tong District, Taipei, Taiwan. The Company's registered office is located at Suite 409, 221 West Esplanade, North Vancouver, British Columbia V7M 3J3.

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GLOSSARY OF NON-TECHNICAL TERMS

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the financial statements of the Company may be defined separately and the terms defined below may not be used therein.

"**Author**" means Derrick Strickland, P. Geo the author of the Technical Report;

"**Assignment Agreement**" means the agreement dated May 17, 2017 with 1082223 B.C. Ltd. for the assignment of the Underlying Option Agreement to the Company;

"**Board**" means the Board of Directors of the Company;

"**Cimarron Gold Property**" means the property consisting of 13 unpatented lode claims totalling approximately 74.41 hectares located approximately 32 kilometres north of Tonopah in the San Antonio Mountains, Nye County, Nevada, USA;

"**Common Shares**" means the common shares in the capital of the Company and "**Common Share**" means any one of them;

"**Company**" means Ridgestone Mining Inc.;

"**Escrow Agent**" means AST Trust Company (Canada);

"**Escrow Agreement**" means the NP 46-201 escrow agreement dated December ♦, among the Company, the Escrow Agent and various Principals and shareholders of the Company;

"**Exchange**" means the TSX Venture Exchange;

"**Listing Date**" means the date on which the Common Shares of the Company are listed for trading on the Exchange;

"**Named Executive Officers**" means the following individuals:

- (a) the Company's Chief Executive Officer;
- (b) the Company's Chief Financial Officer (CFO);
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose individual total compensation exceeds \$150,000 for that financial year; and
- (d) each individual who would be an Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year;

"**NI 41-101**" means National Instrument 41-101 *General Prospectus Requirements* of the Canadian Securities Administrators;

"**NI 43-101**" means National Instrument 43-101 *Standards of Disclosure for Mineral Properties* of the Canadian Securities Administrators;

"**NI 52-110**" means National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators;

"**NI 58-101**" means National Instrument 58-101 *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators;

"**NP 46-201**" means National Policy 46-201 *Escrow for Initial Public Offerings* of the Canadian Securities Administrators;

"**NP 58-201**" means National Policy 58-201 *Corporate Governance Guidelines* of the Canadian Securities Administrators;

"**Offering**" means the issuance on September 20 and September 27, 2017 of 2,646,000 special warrants by the Company at the Offering Price;

"**Offering Price**" means \$0.42 per Special Warrant;

"**Option Plan**" means the Company's stock option plan adopted on November 15, 2017, by the Board, and providing for the granting of incentive options to the Company's directors, officers, employees and consultants in accordance with the rules and policies of the Exchange;

"**Principal**" of an issuer means:

- (a) a person or company who acted as a promoter of the issuer within two years before the prospectus;
- (b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the prospectus;
- (c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's initial public offering; or
- (d) a 10% holder – a person or company that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's initial public offering, and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries;

"**Prospectus**" means this prospectus dated December 5, 2017;

"**Qualified Person**" means an individual who:

- (a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these;
- (b) has experience relevant to the subject matter of the Cimarron Gold Property and of the Technical Report; and
- (c) is in good standing with a professional association and, in the case of a foreign association listed in Appendix A of NI 43-101, has the corresponding designation in Appendix A of NI 43-101;

"**Securities Commission**" means the British Columbia Securities Commission;

"**Technical Report**" means the report on the Cimarron Gold Property entitled "Technical Report on the Cimarron Gold Property" prepared for the Company by the Author, in accordance with NI 43-101; and

"**Underlying Option Agreement**" means the option agreement dated May 17, 2017 between Ely Gold & Minerals Inc. and 1082223 B.C. Ltd. for the option to acquire the Cimarron Gold Property.

GLOSSARY OF TECHNICAL TERMS

Alluvium	Sediment deposited by flowing water, as in a riverbed, flood plain, or delta
Allochthonous	Geological material, deposits, terrane, that have been transported and then accumulates elsewhere (opposite of autochthonous)
Anomaly, Anomalous	A deviation from a normal value, suggestive of buried mineralization
Anticline	An arched fold of stratified rock from whose central axis the strata slope downward in opposite directions
Argillite	A highly compacted sedimentary or slightly metamorphosed sedimentary rock consisting primarily of particles of clay or silt
Arsenopyrite	A silvery grey metallic mineral consisting of a sulphide of iron and arsenic, FeAsS ₂ ; a mineral commonly associated with gold mineralization
Autochthonous	Rocks, deposits, etc. found where they and their constituents were formed (opposite of allochthonous)
Back arc basin	Back-arc basins are geologic features, submarine basins associated with island arcs and subduction zones. They are found at some convergent plate boundaries, presently concentrated in the Western Pacific ocean.
Barite	A mineral consisting of barium sulfate (BaSO ₄)
Basalt	A common extrusive volcanic rock, fine grained, grey to black in colour, formed from the rapid cooling of basaltic lava
Breccia	A rock composed of broken fragments of minerals or rock cemented together by a fine-grained matrix, that can be either similar to or different from the composition of the fragments
Chalcopyrite	A mineral consisting of copper, iron and sulfur (Cu ₂ FeS ₄)
Chlorite, Chloritized	A group of usually greenish, soft minerals, (Mg,Al,Fe)(Si,Al)O(OH), that break into thin, flexible, mica like sheets and are usually found in metamorphic rocks
cm	Centimetre, one hundredth of a metre, which is the International System of Units (SI) base unit of length
Conglomerate	A sedimentary rock consisting of individual rounded fragments within a finer-grained matrix that have become cemented together
Conductor	Term used to describe a group of anomalously high conductivity results from electromagnetic surveys, measured in units of Siemens or milli Siemens
Craton	The term craton is used to distinguish the stable portion of the continental crust from regions that are more geologically active and unstable.
Cretaceous	A geologic period and system from about 145 to 66 million years (Ma) ago
Cryptodome	A lava dome is a roughly circular mound-shaped protrusion resulting from the slow extrusion of viscous lava from a volcano.
Dacite	A fine grained light gray volcanic rock containing a mixture of plagioclase and other crystalline minerals
Diamond Drilling	Rotary drilling using diamond-set or diamond-impregnated bits, to produce a solid continuous core of rock sample
Dip	The angle that a structural surface, a bedding or fault plane, makes with the horizontal, measured perpendicular to the strike of the structure
Dike, dyke	A sheet of rock that formed in a crack in a pre-existing rock body. It is a type of tabular or sheet intrusion, that either cuts across layers in a planar wall rock structures, or into a layer or unlayered mass of rock.
EM, Electromagnetic Survey	Measurement of the apparent conductivity or resistivity of the sub-surface by recording the response of a secondary electrical field induced by the pulsing of a current through a fixed or mobile loop
Fault	A surface or zone of rock fracture along which there has been displacement

Facies	Facies refers to a body of rock with specified characteristics. Ideally, a facies is a distinctive rock unit that forms under certain conditions of sedimentation, reflecting a particular process or environment.
Feldspar	A group of rock-forming tectosilicate minerals that make up as much as 60% of the Earth's crust, comprised of potassium, calcium, aluminum, silicon and oxygen.
Felsic	Refers to igneous rocks that are relatively rich in elements that form feldspar and quartz
Flow dome	In volcanology, a roughly circular mound-shaped protrusion resulting from the slow extrusion of viscous lava from a volcano. The characteristic dome shape is attributed to high viscosity that prevents the lava from flowing very far.
Footwall	The two sides of a non-vertical fault or vein are known as the hanging wall and footwall. By definition, the hanging wall occurs above the fault plane and the footwall occurs below the fault or vein.
Formation	A distinct layer of sedimentary rock of similar composition
g/t	1 gram per (metric) tonne = 1 ppm = 1000 ppb = 0.0292 troy ounce per short ton
Galena	A mineral consisting of lead and sulfur (PbS)
Geochemical	The distribution and amounts of the chemical elements in minerals, ores, rocks, solids, water, and the atmosphere
Geophysical	The mechanical, electrical, gravitational and magnetic properties of the earth's crust
Geophysical Surveys	Survey methods used primarily in the mining industry as an exploration tools, applying the methods of physics and engineering to the earth's surface
Granite	A common, coarse-grained, light-colored, hard igneous rock consisting chiefly of quartz, orthoclase or microcline, and mica
Greenstone	Any of various altered basic igneous rocks colored green by chlorite, hornblende, or epidote
Greywacke	Any dark sandstone or grit having a matrix of clay minerals
Hanging wall	The two sides of a non-vertical fault or vein are known as the hanging wall and footwall. By definition, the hanging wall occurs above the fault plane and the footwall occurs below the fault or vein.
Host Rock	The rock in which a mineral or an ore body may be contained
Hyaloclastite	A hydrated tuff-like breccia rich in black volcanic glass, formed during volcanic eruptions under water, under ice or where subaerial flows reach the sea or other bodies of water. It has the appearance of angular flat fragments sized between a millimeter to few centimeters. The fragmentation occurs by the force of the volcanic explosion, or by thermal shock during rapid cooling.
Hydrothermal	The products of the actions of heated water, such as a mineral deposit precipitated from a hot solution
Igneous	Rocks that have solidified from magma
IP	Induced Polarization – to map anomalous ground chargeability which is often related to disseminated type sulphide deposits
Isocline	A geologic fold that has two parallel limbs
ISO 9001	ISO 9001:2008 sets out the criteria for a quality management system and is the only standard in the family that can be certified to (although this is not a requirement). It can be used by any organization, large or small, regardless of its field of activity. In fact ISO 9001:2008 is implemented by over one million companies and organizations in over 170 countries.
Jurassic	A geologic period and system that extends from 201.3 Ma (million years ago) to 145 Ma
km	Kilometre
Lapilli	Small rounded or irregularly shaped pieces of lava between the size of a pea and a walnut, ejected together with volcanic bombs and ash during volcanic eruptions

Lithosphere	The brittle uppermost shell of the earth, broken into a number of tectonic plates. The lithosphere consists of the heavy oceanic and lighter continental crusts, and the uppermost portion of the mantle.
Lithostratigraphic	Stratigraphy based on the physical and petrographic properties of rocks
m	Metre; 1 metre is equal to 1000 mm (millimetre), or 1000000 μm (micrometre)
M	Million
Ma	Million years
Mafic	Containing or relating to a group of dark-colored minerals, composed chiefly of magnesium and iron, which occur in igneous rocks
Magnetic Survey	One of the tools used by exploration geophysicists in their search for mineral-bearing ore bodies; the essential feature is the measurement of the magnetic-field intensity. Geologists and geophysicists also routinely use it to tell them where certain rock types change and to map fault patterns.
Magmatism	The formation of igneous rock from magma
Mesozonal	Zone of development of mineralization or magmatism at moderate depth (7-16 km) in the earth's crust
Metamorphic, metamorphism	Change in structure or composition of a rock as a result of heat and pressure
μm	A micrometre, μm is an SI unit of length equal to one millionth of a metre, or about a tenth of the size of a droplet of mist or fog.
Mineral	A naturally occurring inorganic crystalline material having a definite chemical composition
Mineralization	A natural accumulation or concentration in rocks or soil of one or more potentially economic minerals, also the process by which minerals are introduced or concentrated in a rock
mm	Millimetre, one thousandth of a metre, the International System of Units (SI) base unit of length
National Instrument 43-101 or NI 43-101	Standards of disclosure for mineral projects prescribed by the Canadian Securities Administration
Nugget effect	The often complex, erratic, and localized nature of gold is a common feature of many vein-style gold deposits. This style of mineralization is often referred to as being nuggety or possessing a high-nugget effect.
Ore	Mineral bearing rock that can be mined and treated profitably under current or immediately foreseeable economic conditions
Ore body	A mostly solid and fairly continuous mass of mineralization estimated to be economically mineable
Orogenic	The formation of mountain ranges by intense upward displacement of the earth's crust, usually associated with folding, thrust faulting, and other compressional processes
Pelite, pelitic	A sediment or sedimentary rock composed of fine fragments, as of clay or mud
Peperite	A sediment or sedimentary rock composed of fine fragments, as of clay or mud
Phyllite	A compact lustrous metamorphic rock, rich in mica, derived from a shale or other clay-rich rock
Plutonic	Pertaining to igneous rocks derived from magma that has cooled and solidified below the surface of the earth
ppb	Parts per billion, a measurement of concentration
ppm	Parts per million, a measurement of concentration. 1 ppm = 1000 ppb = 1 gram per tonne

Porphyry, porphyritic, phytic	The texture of a rock in which relatively large phenocrysts with regular crystal faces are set in a generally fine-grained groundmass
Pumice	A volcanic glass formed by the solidification of lava that is permeated with gas bubbles. Usually found at the surface of a lava flow, it is colorless or light gray and has the general appearance of a rock froth.
Pyrite	A mineral composed of iron and sulfur (FeS ₂)
Pyroclastic	Pyroclastic flow, turbulent, fluidized mixture of rock, volcanic ash, and hot gas that moves like an avalanche away from a volcanic eruption
QA/QC	Quality Assurance/Quality Control is the process of controlling and assuring data quality for assays and other exploration and mining data
Qualified Person	The term “qualified person” refers to an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these, has experience relevant to the subject matter of the mineral project and the technical report and is a member in good standing of a recognized professional association.
Resistivity	The inverse of a conductivity, expressed in units of ohm metres
Rhyolite	A fine-grained light-colored acidic volcanic rock. Rhyolite is chemically the equivalent of granite, and is thus composed primarily of quartz and orthoclase feldspar with subordinate amounts of plagioclase feldspar, biotite mica, amphiboles, and pyroxenes.
Rock	Indurated naturally occurring mineral matter of various compositions
RTP	Reduction to pole. The simplification of the interpretation of magnetic anomalies by modifying the anomaly pattern to that which it would be in a vertical field, i.e. if the locality were at the north (or south) magnetic pole; induced magnetic effects would then be symmetrical.
Sericite, sericitization	A variety of white mica, usually muscovite, KAl ₂ [AlSi ₃ O ₁₀](OH) ₂ ; a hydrothermal or metamorphic process involving the introduction of or replacement by sericite
Shale	A fine-grained laminated or fissile sedimentary rock made up of silt- or clay-size particles
Silicification	Introduction of, or replacement by, silica (SiO ₂ naturally occurring silicon dioxide)
Sill	A sill is a tabular sheet intrusion that has intruded between older layers of sedimentary rock, beds of volcanic lava or tuff, or even along the direction of foliation in metamorphic rock.
Sphalerite	A mineral composed of zinc, iron and sulfur ([Zn,Fe]S)
Stockwork	A mineral deposit in the form of a network of veinlets diffused in the country rock
Strike	The direction or trend that a structural surface, e.g. a bedding or fault plane, takes as it intersects the horizontal
Subduction	Subduction is the process that takes place at convergent boundaries by which one tectonic plate moves under another tectonic plate and sinks into the mantle as the plates converge.
Sulfide, sulphide	A mineral including sulfur (S) and iron (Fe) as well as other elements
Tectonic	Relating to the forces that produce movement and deformation of the Earth's crust
Tectonostratigraphic	Relating to the correlation of rock formations with each other in terms of their connection with a tectonic event
Terrane	A terrane in geology is a shorthand term for a tectonostratigraphic terrane, which is a fragment of crustal material formed on, or broken off from, one tectonic plate and accreted or "sutured" to crust lying on another plate.
Triassic	A geologic period and system that extends from about 250 to 200 Ma (252.2 ± 0.5 to 201.3 ± 0.2 million years ago).
Tuff	A type of rock consisting of consolidated volcanic ash ejected from vents during a volcanic eruption.

Tonne	Metric ton = 1000 kilograms = 1.102311 tons (short)
Turbidite	A sedimentary deposit formed by a turbidity current
Vein	A thin, sheet-like crosscutting body of hydrothermal mineralization, principally quartz
Volcanic Arc	A usually arc-shaped chain of volcanoes located on the margin of the overriding plate at a convergent plate boundary
Volcaniclastic	Clastic rock containing volcanic material in any proportion
VMS, VHMS	Volcanogenic massive sulphide; Volcanic hosted massive sulphide. A type of metal sulfide ore deposit, mainly Cu-Zn associated with and created by volcanic-associated hydrothermal events in submarine environments.
VTEM	A proprietary deep sensing airborne geophysical survey system that identifies electrical conductivity of rock units

CURRENCY

In this Prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to \$ are to Canadian dollars.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact relating to the Company, certain statements in this Prospectus may constitute forward-looking information, future oriented financial information, or financial outlooks (collectively, "forward looking information") within the meaning of Canadian securities laws. Forward-looking information may relate to this Prospectus, the Company's future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to commodity prices, mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates, the timing and amount of future production, the timing of construction of any proposed mine and process facilities, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. In particular, this Prospectus contains forward-looking statements pertaining to the following:

- Proposed expenditures for exploration work, and general and administrative expenses and the intended use of the available funds (see "Property Description and Location" and "Use of Available Funds" for further details);
- The intention to complete the listing of the Common Shares on the Exchange and all transaction related thereto; and
- Treatment under applicable governmental regimes for permitting and approvals (see "Risk Factors").

Such forward-looking statements are based on a number of material factors and assumptions, and include the ultimate determination of mineral reserves, if any, the availability and final receipt of required approvals, licenses and permits, sufficient working capital to develop and operate any proposed mine, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified work force, and the ultimate ability to mine, process and sell mineral products on economically favourable terms. While the Company considers these assumptions to 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". Forward-looking statements are based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Company does not intend, and undertakes no obligation to update any forward looking information to reflect, among other things, new information or future events.

Upon becoming a reporting issuer, the Company intends to discuss in its quarterly and annual reports referred to as the Company's Management's Discussion & 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 the 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.

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.

Principal Business of the Company: The Company is currently engaged in the business of exploration of mineral properties in North America. The Company holds the right to acquire a 100% in thirteen (13) unpatented mining claims in Nye County, Nevada, USA, known as the Cimarron Gold Property, subject to certain royalties. The Company's objective is to explore and, if warranted, develop the Cimarron Gold Property. See "Description of the Business".

Management, Directors & Officers:

Hsin-Chen (Ted) Liu	President and Director
Erwin Wong	Chief Financial Officer and Director
Ron Birch	Director
Hung Chieh (Odie) Ou	Director

See "Directors and Executive Officers".

One of the Company's directors resides outside of Canada and have appointed an agent for service of process in Canada. See "Agent for Service of Process".

The Property: The Cimarron Gold Property is an exploration stage property that consists of thirteen (13) unpatented mining claims in Nye County, Nevada. See "Property Description and Location".

Special Warrants: This Prospectus is being filed to qualify the distribution in British Columbia of 2,646,000 Qualified Shares issuable for no additional consideration upon exercise or deemed exercise of 2,646,000 Special Warrants issued on September 20, 2017 and September 27, 2017 at the Offering Price per Special Warrant.

Each Special Warrant entitles the holder thereof to acquire, upon voluntary exercise prior to, or deemed exercise on, the Deemed Exercise Date, one Qualified Share, subject to adjustment in certain circumstances, without payment of any additional consideration.

The Special Warrants will be deemed to be exercised on the Deemed Exercise Date being one business day after the date on which a Final Receipt has been issued by the Securities Commission at which time each Special Warrant shall be automatically exercised for one Qualified Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without any further action on the part of the holder.

Listing: The Company has applied to receive conditional approval for the listing of its Common Shares on the Exchange. Listing is subject to the Company fulfilling all of the requirements of the Exchange, including minimum public distribution requirements. See "Plan of Distribution".

Use of Proceeds: The Company has used, or intends to use, the total funds available to the Company of \$1,344,787, consisting of an estimated working capital of \$253,467 as at November 30, 2017 and the net proceeds from the Offering of \$1,091,320, as follows:

To pay for the exploration program on the Cimarron Gold Property ⁽¹⁾⁽²⁾	\$242,220
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To provide funding sufficient to meet administrative, legal, consulting fees, audit and office overhead costs for 12 months ⁽³⁾	\$185,000
To pay for option and advance royalty payments due under the Underlying Option Agreement for the Cimarron Gold Property	\$51,200 (US\$40,000)
To pay for Prospectus costs and Exchange listing fees and expenses	\$60,000
Unallocated working capital	<u>\$806,367</u>
TOTAL:	<u>\$1,344,787</u>

- (1) See "Property Description and Location – Exploration and Development".
- (2) The option and advance royalty payments due under the Underlying Option Agreement in the next twelve (12) months are denominated in US dollars in the aggregate amount of US\$40,000. The Canadian dollar amount shown above is for illustrative purposes only and will vary depending on the prevailing exchange rates of the Canadian dollar to the U.S. dollar at Closing. The amount shown assumes an exchange rate equal to US\$1.00 = CAD\$1.27, being the Bank of Canada exchange rate on December 4, 2017.
- (3) Comprised of \$75,000 allocated for consulting fees, \$60,000 for legal, accounting and auditing fees, and \$50,000 for general and administrative expenses

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. See "Use of Proceeds".

Risk Factors:

An investment in the Common Shares of the Company should be considered highly speculative and investors may incur a loss on their investment. The Company has no history of earnings and has negative cash flows from operations. Resource exploration is a speculative business, characterized by a number of significant risks, including among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. If the Company loses its interest in the Cimarron Gold Property there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. The Cimarron Gold Property is in the exploration stage only and is without a known body of commercial ore. The Company and its assets may become subject to uninsurable risks. The Company's future operations may require permits which may not be granted to the Company. Additional Common Shares may be issued which will cause dilution to the ownership interests of the Company's shareholders. Environmental laws and regulations may affect the operations of the Company. The Company does not maintain key person insurance on any of its directors or officers. There is also no guarantee of the Company's title to the Cimarron Gold Property. The Cimarron Gold Property may in the future be the subject of claims by the underlying property owners. The Company holds a right to acquire a 100% interest in the Cimarron Gold Property and failure to keep its property interest in good standing could result in the partial or total loss of the Company's interest in the Cimarron Gold Property. The economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices. The Company competes with other companies with greater financial resources and technical facilities. The Company is currently largely dependent on the performance of its directors and there is no assurance the Company can maintain their services. There is no assurance that additional funding will be available to the Company. There is currently no market for the Company's Common Shares and there can be no assurance that an active, liquid and orderly trading market for the Common Shares will develop or be sustained. Furthermore, in recent years, the price of publicly traded securities prices has fluctuated widely. There are also increased costs and regulatory burden associated with being a public company. Situations may arise where directors and officers who are engaged and will continue to be engaged in the search for additional business

opportunities on behalf of other corporations, will be in direct competition with the Company. See "Risk Factors".

**Summary
of Financial
Information:**

The following selected financial information is subject to and more fully explained in the detailed information contained in the financial statements of the Company and notes thereto incorporated into this Prospectus. The selected financial information is derived from the audited financial statements of the Company. The Company has established September 30 as its fiscal year end.

Statement of Operations, Comprehensive Loss and Deficit Data

	Period from Incorporation until September 30, 2017 (\$) (audited)
Revenue	Nil
Total Expenses	169,069
Net income (loss) for the period	(169,069)
Income (loss) per share (basic and diluted)	(0.04)

Balance Sheet Data

	As at September 30, 2017 (\$) (audited)
Current Assets	752,954
Total Assets	1,066,564
Current Liabilities	11,853
Long Term Debt	Nil
Shareholders' Equity	1,066,564

See "Selected Financial Information" and "Management's Discussion and Analysis".

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated under the *Business Corporations Act* (British Columbia) on March 30, 2017 under the name of 1113414 B.C. Ltd. and subsequently changed its name to Ridgestone Mining Inc. on May 1, 2017. The Company's registered and records office is located at Suite 409 – 221 W. Esplanade, North Vancouver, BC V7M 3J3. The Company's head office is located at 8F, No 38, Lane 38, Jin-Xi Street, Da Tong District, Taipei, Taiwan.

Inter-corporate Relationships

The Company has no subsidiaries.

DESCRIPTION OF THE BUSINESS

The Company is engaged in the business of mineral exploration and its objective is to locate and, if warranted, develop economic mineral properties.

The Company holds an option to acquire a 100% interest (the "Option"), subject to certain royalty interests as further described below, in the Cimarron Gold Property.

The Cimarron Gold Property is located approximately 32 kilometres north of Tonopah in the San Antonio Mountains in Nye County, Nevada, USA and is comprised of thirteen (13) unpatented mining claims totaling approximately 74.41 hectares.

The Cimarron Gold Property is the sole material property of the Company at this time, and the Company seeks to list its Common Shares on the Exchange with the Cimarron Gold Property as its qualifying property.

The Option was acquired by the Company by way of an assignment (the "Assignment") pursuant to the terms of an Assignment Agreement dated May 17, 2017 (the "Assignment Agreement") between the Company and 1082223 B.C. Ltd., a British Columbia company (the "Option Assignor"). The Option Assignor originally obtained the Option through an option agreement dated May 17, 2017 (the "Underlying Option Agreement") entered into with Nevada Select Royalty Inc. ("Nevada Select") as optionor (the "Optionor"), a wholly-owned subsidiary of Ely Gold & Minerals Inc. The Option Assignor is jointly owned by Erwin Wong, the Chief Financial Officer and a director of the Company and Ron Birch, also a director of the Company.

As consideration for the Assignment, the Company issued an aggregate of 2,000,000 Common Shares and paid a total of \$100,000 to the Option Assignor.

Pursuant to the terms of the Underlying Option Agreement and the Assignment Agreement, the Option may be exercised by the Company through payment of the following cash payments:

- US\$10,000 on May 17, 2017 (the "Effective Date")(paid);
- US\$15,000 on the six-month anniversary of the Effective Date (paid);
- US\$25,000 cash on the one-year anniversary of the Effective Date;
- US\$25,000 on the second anniversary of the Effective Date;
- US\$25,000 on the third anniversary of the Effective Date; and
- US\$150,000 on the fourth anniversary of the Effective Date.

In addition, the Underlying Option Agreement provides for the payment to the Optionor of a 2.5% net smelter returns royalty (the "NSR"), without buy-back provisions, in respect of all products produced from the Cimarron Gold

Property upon the commencement of commercial production, as well as an advance royalty (the "Advance Royalty") payable as follows:

- US\$15,000 on the first anniversary;
- \$15,000 on the second anniversary;
- \$15,000 on the third anniversary; and
- \$25,000 on the fourth anniversary and each anniversary thereafter.

Stated Business Objectives

The Company's property, the Cimarron Gold Property is in the exploration stage. The Company intends to use its available funds, comprised of the net proceeds raised under the Offering and its working capital on hand, to carry out the exploration program for the Cimarron Gold Property which is budgeted for \$242,220. See "Property Description and Location" and "Use of Available Funds".

The exploration, and if warranted, development of the Cimarron Gold Property may depend on specialized skills and knowledge possessed by directors and officers of the Company that are applicable to the mining industry. As at the most recent financial year, the Company did not have any employees. Ted Liu, Chief Executive Officer, President and Director and Erwin Wong, Chief Financial Officer and Director are consultants to the Company. The mineral exploration and development industry is very competitive. As an emerging issuer, the Company is subject to numerous competitive conditions such as need for additional capital and commercial viability of the Cimarron Gold Property.

THREE-YEAR HISTORY

Following incorporation, the Company was capitalized by completing private placement financings which funds have been used for the acquisition of the Cimarron Gold Property and for exploration activities and for general working capital. From April 1, 2017 through August 31, 2017, the Company closed five private placements of common shares for aggregate proceeds of \$600,000 and on September 20, 2017 and September 27, 2017, the Company completed the Offering.

PROPERTY DESCRIPTION AND LOCATION

The Cimarron Gold Property

The information in this Prospectus with respect to the Cimarron Gold Property is derived from a National Instrument 43-101 compliant report entitled "Technical Report on the Cimarron Gold Property" prepared by Derrick Strickland, P. Geo, dated September 5, 2017 (the "Technical Report"). Mr. Strickland is an independent and "Qualified Person" for purposes of National Instrument 43-101. The full text of the Technical Report is available for review at the registered office of the Company at Suite 409 – 221 W. Esplanade, North Vancouver, BC V7M 3J3, and may also be accessed online, under the Company's SEDAR profile at www.sedar.com.

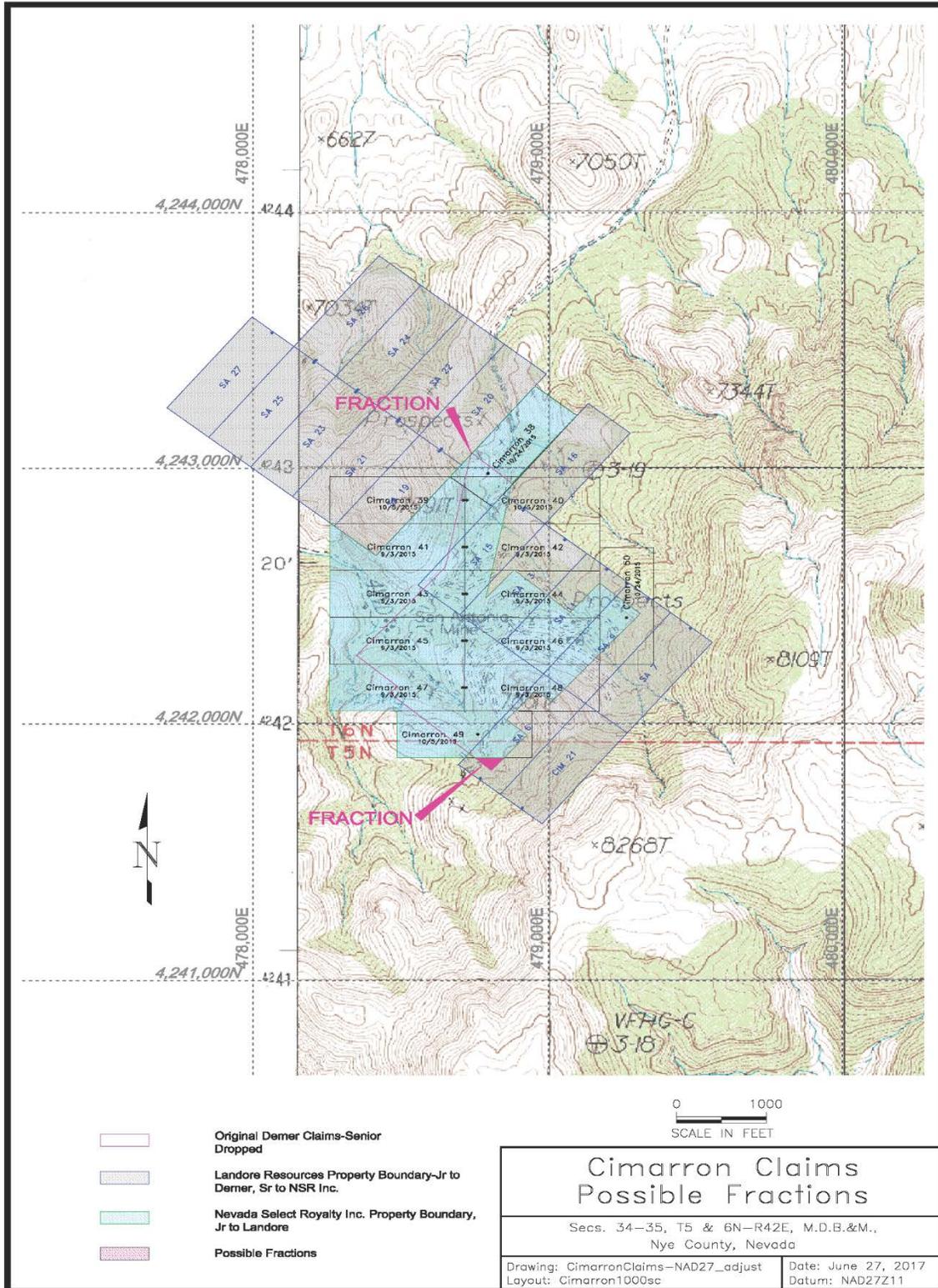
The Cimarron Gold Property, which is located approximately 32 km north of Tonopah in the San Antonio Mountains, Nye County. The Cimarron Gold Property is located in Sections 34-35, Township 5 and 6 North, Range 42 East. The Property consists of 13 unpatented lode claims totalling approximately 74.41 ha, centred at 38° 20' 18" North Latitude and -117° 14' 29" West Longitude more particularly described as follows:

BLM Serial No.	Claim Name	County
NMC1115852	Cimarron 38	Nye
NMC1115853	Cimarron 39	Nye
NMC1115854	Cimarron 40	Nye
NMC1115855	Cimarron 41	Nye
NMC1115856	Cimarron 42	Nye
NMC1115857	Cimarron 43	Nye
NMC1115858	Cimarron 44	Nye
NMC1115859	Cimarron 45	Nye
NMC1115860	Cimarron 46	Nye
NMC1115861	Cimarron 47	Nye
NMC1115862	Cimarron 48	Nye
NMC1115863	Cimarron 49	Nye
NMC1115864	Cimarron 50	Nye

Property Description and Location

The Cimarron Gold property is located about 32 km north of Tonopah in the San Antonio Mountains, Nye County. The Cimarron Gold Property is located in Sections 34-35, Township 5 and 6 North, Range 42 East. The Property consists of 13 unpatented lode claims totalling approximately 74.41 ha, centred at 38° 20' 18" North Latitude and - 117° 14' 29" West Longitude, as described above. All unpatented claims are 100% controlled by Nevada Select Royalty Inc., a wholly owned subsidiary of Ely Gold & Minerals Inc. The individual claim notices and the detailed map showing their locations are on file with the central BLM office located in Reno, Nevada, and with the Nye County Recorder's office in Tonopah, Nevada.

Property Claim Map



Historical Exploration and Mineralization Summary

The Cimarron area was reported to have about 10 tons of ore grading \$45/ton gold during the 1930's. Modern exploration activities began when Newmont leased the property in 1980 and drilled the first 61 holes totalling 57,464 metres. Consolidated Goldfields drilled seven (totalling 1,193.3 metres) unsuccessful deep angle holes at an IP target in 1985. A.F. Budge Mining and Nevada Resources continued drilling (3,214.1 metres) in 1986 and early 1987 with an additional 62 holes on four target areas. Ninety-eight reverse circulation drill holes were completed by Echo Bay Exploration in 1987 totalling 5,913.4 metres. In 1991 ten drill holes were drilled by Budge, the exact locations and depths of all the drill holes are not known. Romarco drilled 26 drill holes from 1996 to 1997 totalling 4,998.7 metres. BRGC drilled 5 drill holes in 2004 totalling 2,286 metres.

The Author of the Report noted that he had not reviewed the drill logs or the assays sheets for all the historical drilling due to such information not being available. The Author was provided several excel tables with drill collar locations, year drilled, company that did the work and ounces per ton gold. As a result, the Author was unable to speak as to the validity of this data due given the lack of core or reverse circulation chips that remain to be resampled for check assays. There was inadequate data from these drill programs to document the drilling properly.

The Cimarron Gold Property project lies within the regional, northwest-trending Walker Lane mineral belt, which contains a number of volcanic-hosted gold deposits with locally significant silver mineralization. The Property lies along the northeastern margin of the belt, a structural boundary which has localized productive gold-silver mineralization.

The Cimarron Gold Property is underlain by a thick pile of heterogeneous Tertiary volcanic rocks and hypabyssal intrusives. Gold mineralization is primarily hosted in a complex sequence of variably silicified and argillitized "epiclastic" breccias and tuffaceous sediments, pumice lapilli tuff, and rhyolite flows. These rocks range up to over 90 metres in thickness within the main prospect area and dip to the southeast at 30° to 45° degrees. Footwall lithologies include both fine-grained basaltic andesite, and eutaxitic vitrophyric tuff. The hanging wall consists of a coarse-grained feldspar porphyry termed 'latite porphyry' by previous workers. North- to northwest-trending dikes of intermediate composition intrude the section and locally host narrow zones of ore-grade mineralization. Numerous northwest-trending structures are accompanied by weak to rarely pervasive silicification, argillization and/or brecciation. Although there are local steep structurally controlled zones of mineralization, the bulk of the deposit has a strong stratigraphic component.

In order to continue to evaluate the economic potential of the Cimarron Gold Property, an exploration program has been recommended, consisting of compiling all known data into a digital database; clay alteration mapping; surveying and sampling the surface historical workings; undertaking of an extensive mapping program; and a planned five diamond drill hole program to test the historical zones. The estimated cost of the recommended program is \$242,220 CDN.

Accessibility, Climate, Physiography, Local Resources and Infrastructure

The Cimarron Gold Property is accessible just north of Tonopah, NV. Access from can be gained by heading 6 km west on highway 96 until highway 89, then travel 20 km north then turn right to the Liberty Mine for 9.5 km, follow the gravel road for 13 km. Primary means of travel in the general area is by vehicle. A public airstrip is located approximately 5 miles west of Tonopah.

Climate is typical for the high-desert regions of Nevada with hot, dry summers and cold, snowy winters. Summer high temperatures range from 30° to 38°C and winter temperature lows are typically -20° to -10°C with winter high temperatures of 0° to 5°C. Most of the precipitation in the region falls as snow in the winter months, with lesser precipitation as rain in the spring and thunderstorms during the late summer. Winter storms can deposit several metres of snow, with elevations above 2,100 metres being continually snow covered from November through April.

In the absence of all-weather road access to drill sites, a typical exploration-operating season for project is from mid-May through early November. Improved road access and road maintenance/snow removal equipment could extend the exploration operating season through the winter months if necessary, although winter operations must comply with winter mule deer habitat protection requirements. The Town of Tonopah (32 km distant) offers some of the necessary

amenities required to base and carry-out an exploration program (accommodations, communications, equipment and supplies). Larger or specialized equipment can be acquired in the City of Las Vegas lying 340 km by paved road (Highway 95) to the south of Tonopah. Infrastructure such as highways and secondary roads, communications, accommodations and basic supplies that are essential to carrying-out an exploration program are at hand in Tonopah-Silver Peak area, with other materials available in Reno and Las Vegas.

The Cimarron Gold Property, sloping terrain that occurs within the area includes, with many broad open valleys and sharp mountain ridges, hosts sagebrush and other desert plants on the low hill slopes. Juniper and pinon grow above 1,900 m with pinon becoming more dominant at higher elevations. The area is arid. Many intermittent, old north draining water courses traverse the area, but drilling water would have to be trucked in. The claim area ranges in elevation from 2,100 m to 2,500 m above sea level. The Cimarron Gold Property is situated in open desert within a series of north draining, dry watercourses that traverse the general area.

History

Production from the Cimarron area was reported to have been about 10 tons of ore grading \$45/ton gold during the 1930's. Modern exploration activities began when Newmont leased the Cimarron Gold Property in 1980 and drilled the first 61 holes totalling 57,464 metres. Consolidated Goldfields drilled seven (totalling 1,193.3 metres) unsuccessful deep angle holes at an IP target in 1985. A.F. Budge Mining and Nevada Resources continued drilling (3,214.1 metres) in 1986 and early 1987 with an additional 62 holes on four target areas (Brewer, 1988). Ninety-eight reverse circulation drill holes were completed by Echo Bay Exploration in 1987 totalling 5,913.4 metres (Brewer, 1988). In 1991 ten drill holes were drilled by Budge, the exact location and depth of all the drill hole is not known. Romarco drilled 26 drill holes from 1996 to 1997 totalling 4,998.7 metres. BRGC drilled 5 drill holes from 2004 totalling 2,286 metres.

As noted above, the Author of the Report noted that he had not reviewed the drill logs or the assays sheets for all the historical drilling due to such information not being available. The Author was provided several excel tables with drill collar locations, year drilled, company that did the work and ounces per ton gold. As a result, the Author was unable to speak as to the validity of this data due given the lack of core or reverse circulation chips that remain to be resampled for check assays. There was inadequate data from these drill programs to document the drilling properly. All the historical drilling locations and meterages come from these excel tables. The only data available to the Author were the PDF drill logs and assays for the 98-reverse circulation drilling done by Echo Bay Exploration in 1987 and select drill logs and assays from the Newmont era drilling.

In 1974 James Knox collected 17 samples which included grab and chip samples. The exact locations of these samples are not known. No maps accompanied the report. However, the samples are believed to be within the current claim boundaries. In the data set proved to the Author were a set of underground drawings, circa 1979, that illustrated structure and select gold values in the East and West adits. It is unknown whom generated these maps and what company undertook the work. At the time of the Authors' inspection both adits appear to have collapsed and therefore the Author was unable to inspect them.

Goldfields Mining Corp. acquired the Cimarron Gold Property early in 1985 by staking. They drilled seven angle reverse circulation drill holes, total 1,193.3 metres, on an Induced Polarization anomaly north of the Cimarron East Adit. The IP survey apparently detected strongly responsive carbonaceous-pyritic shale beneath the volcanic rocks, a unit which does not crop out on the Cimarron Gold Property. Thereafter the Budge-NRI venture was formed. The 1986 work at Cimarron Gold Property included: Modification and improvement of Newmont's 200-scale geologic map; collection and analysis of about 120 surface samples; and drilling of 54 reverse circulation holes in July and September of 3,753.61 metres total. Collection of a 317 kg metallurgical sample underground in the West Adit, and bottle roll and barrel cyanide tests at Dawson Labs.

Echo Bay Exploration undertook an exploration/evaluation program that began in October 1987 and consisted of 17,690 T (19,500 t) of Reverse Circulation Drilling RCD drilling in 98 holes and 1,814 kg (4,000 pounds) of underground samples for metallurgical tests. The drilling program was designed to test both the peripheral potential as well as confirm the size and grade of the three mineralized zones. The drilling program was completed in 8 weeks using two RCD rigs contracted from Gustin Corporation of Elko, Nevada. Samples were collected on five foot intervals in large 10" x 18" bags and assayed for 1 assay-ton gold at Bonder-Clegg in Reno. Selected intervals have been checked with 5 assay-ton analyses at Barringer Lab with no significant overall variation in assay results. Four

metallurgical samples were collected from the three edits and shipped in 55 gallon barrels to McClelland Laboratory in Reno. Three of these samples were used for standard column leach tests using a 1/2-inch feed and 60-day leach time. One sample intended to be a run-of-mine test apparently contained too much fine material. Instead, two "ROM" leach tests were set up, one of agglomerated material and the other "as received". Agitated cyanidation tests were conducted on crushed (1/ 2") samples Met 2 through 4. The overall metallurgical results from these tests showed that the initial extraction rate at this feed size was rapid with approximately 80 percent of the recoverable values being extracted after 10 hours. The subsequent extraction rates were, relatively slow but fairly constant through 96 hours of cyanidations. Total gold recoveries ranged from 45.8 to 54.8%.

Column percolation leach tests were conducted on the as-received Met 1 sample. Both agglomerated and non-agglomerated tests were run at the nominal 6" feed side-on duplicate splits of the Met 1 sample. The sample was readily amenable to heap leach cyanidation treatment with and without agglomeration. The agglomerated sample achieved 76.9% recovery of gold in 64 days of leaching. The non-agglomerated sample achieved an 84.8% gold recovery in 64 days. Gold extraction began to level off after the 34-day initial leach period. After a 16-day rest period, an additional 7 to 8 percent extraction was obtained in two additional weeks of leaching.

In 1988, manual resource calculations were made for the three ore zones using a suite of 1"=50' scale cross-sections. Three separate pits were manually designed to estimate a waste-to-ore ratio.

A qualified person has not done sufficient work to classify any historical estimate as current mineral resources (or mineral reserves); and Ridgestone is not treating the historical estimate as current mineral resources or mineral reserves; and therefore, should not be relied upon. The estimate is not comparable to current CIM definitions, and should only be compared to a potential target requiring further exploration drilling to define an initial resource. There is no recent verifiable drill information on the Cimarron Gold Property, and further drilling will be required to attempt to upgrade and verify the historical estimate to a current mineral resource, and there is no certainty that this can be accomplished. This historic data set and model is not available for the project.

The 1996 Romarco Minerals Inc.'s exploration program at Cimarron consisted of a ground magnetic surveying, surface and underground geologic mapping, soil and rock chip sampling and reverse circulation drilling. A total of 35 holes were completed to test mineralization within 5 target areas (East zone, West zone, COS, San Antonio Area and North Breccia zone). Mineralization was expanded in all target areas except on the San Antonio zone. The best intersection of this program was from hole RCM 254 (59.5- 6S.6, 9.1 metres at 4.1 g/tonne Au). The information above is provided as background material for the reader and has not been independently verified contained. The information is not necessarily indicative of the mineralization on the Cimarron Gold Property.

Geological Setting and Mineralization

The Cimarron Gold Property is located in the western andesite assemblage which is composed dominantly of lava flows of intermediate composition, breccias, and hypabyssal intrusions that formed mostly along the northwestern edge of the Great Basin in western Nevada and eastern California (Figure 6). This assemblage is part of the continental margin arc that was active in and west of the modern Cascade Range and extended north into Canada and discontinuously south from southern Nevada into northern Mexico. The arc formed in response to subduction of oceanic crust beneath the continental margin of North America and was nearly continuous from north to south across the western Great Basin in the early Miocene. The arc gradually retreated northward as the Mendocino fracture zone migrated north, shutting off subduction and forming the San Andreas transform boundary to the south. In the northern Great Basin, most rocks of this assemblage range in age from about 22 to 4 Ma, and the youngest parts of the assemblage are along the northwestern edge of the Great Basin. The western andesite assemblage is a high potassium calc-alkaline series. Coarsely and abundantly porphyritic hornblende-pyroxene andesite and biotite-hornblende dacite are the most common rock types; small rhyolite intrusions and minor amounts of basalt also are widely distributed. In western Nevada and northeastern California, most of the western andesite assemblage erupted within the Walker Lane belt. The Cimarron Gold Property is located on the northeast edge of the Walker Lane structural zone, a zone of sub-parallel, right lateral strike slip faults that separate the Sierra Nevada batholith from the Basin and Range province. The project area is situated in western San Antonio Mountain. The San Antonio Mountains are regionally capped by Miocene Red Mountain trachyandesite flows, which can reach thicknesses of up to nearly 1,000 ft.

Property Geology and Mineralization

The Cimarron Gold Property is underlain by a thick pile of heterogeneous Tertiary volcanic rocks and hypabyssal intrusives. Gold mineralization is primarily hosted in a complex sequence of variably silicified and argillitized "epiclastic" breccias and tuffaceous sediments, pumice lapilli tuff, and rhyolite flows. These rocks range up to over 90 metres in thickness within the main prospect area and dip to the southeast at 30° to 45° degrees. Footwall lithologies include both fine-grained basaltic? andesite, and eutaxitic vitrophyric tuff. The hanging wall consists of a coarse-grained feldspar porphyry termed 'latite porphyry' by previous workers. North- to northwest-trending dikes of intermediate composition intrude the section and locally host narrow zones of ore-grade mineralization. Numerous northwest-trending structures are accompanied by weak to rarely pervasive silicification, argillization and/or brecciation. Although there are local steep structurally controlled zones of mineralization, the bulk of the deposit has a strong stratigraphic component.

The most favourable host is a moderately silicified coarse fragmental unit of pumice lapilli tuff which has many similarities to the Type II ore at Round Mountain. These rocks are complexly intercalated with stratified fine- to very coarse-grained heterolithic breccias and sediments, and thin rhyolite flows.

Gold values are erratic and mineralized zones in excess of 6 metres feet thick are uncommon. There is a coarse gold problem but assays greater than 3 g/t (0.10 opt) Au are relatively rare. Important mineralization is concentrated in three pods associated with silicified knobs and prominent northwest-trending structures.

The West Zone contains about 60% of the known mineralization and is localized on the hanging wall (east) side of a large clay-altered latite porphyry dike. Erratic zones of highgrade gold mineralization occur along dike contacts and in fractures within the dike. Results of Echo Bay Exploration drilling show little significant gold mineralization west of the dike. In the Central Zone a complex footwall and structural setting has isolated a relatively thin "scab" of low-grade mineralized host rock. Drill intercepts of silicified breccia in the footwall vitrophyric tuff identified a previously unknown lower mineralized zone. The East Zone is situated on a prominent~ northwest-trending, regional linear and comprises a number of strongly silicified rubble-filled structural zones. These structures exhibit textural evidence for multiple episodes of brecciation and silicification. Several of the 1987 drill holes intersected a relatively thick zone of mineralized rock of up to 30 metres which is still open down dip to the east. All of the known mineralization at Cimarron is oxidized and the original sulphide pyrite content was probably quite low. Brewer in 1988 reports the silver content is negligible and no base metals are present. Elsewhere on the property~ numerous structures containing silicified breccia, druzy quartz and adularia carry anomalous gold values. Three of these areas were briefly drilled in 1986.

Deposit Types

Epithermal gold-silver deposits are important sources of gold and silver worldwide. They form at less than 1.5 km depth and less than 300°C in mainly subaerial hydrothermal systems. These hydrothermal systems developed in association with calcalkaline, alkaline, and less frequently, tholeiitic magmatism, most commonly in volcanic arcs at convergent plate margins, but also in intra-arc, back-arc, and post-collisional rift settings. In addition, some non-magmatically heated epithermal deposits that are formed by deep circulation of meteoric water along steep extensional faults are present in northern Nevada. Epithermal gold-silver deposits have highly variable characteristics, including ore and alteration mineralogy and gold, silver, and base metal (Cu, Pb, Zn) contents, and formed in diverse geologic environments (Hedenquist and others, 2000; Sillitoe and Hedenquist, 2003; Simmons and others, 2005). Two principal types of deposits are low sulphidation (also called quartz-adularia or adularia-sericite) and high-sulphidation (also called quartzalunite or acid-sulfate). In northern Nye County, isotopically dated epithermal gold-silver deposits range in age from about 26 to 17 Ma. High-sulphidation deposits generally form in or near eruptive/intrusive centers and have a larger magmatic component than low sulphidation deposits. Their formation is related to degassing of shallow, oxidized magma bodies and the circulation of acidic hydrothermal fluids released from these magmas.

In northern Nye County and other parts of the western Great Basin, high sulphidation deposits are related to calcalkaline, intermediate composition (dacite/andesite) eruptive centers. Paradise Peak is the only significant high-sulphidation deposit in the study area, but several other large deposits occur nearby in Esmeralda and Mineral Counties. Paradise Peak differs from most high-sulphidation deposits with an unusually low Au to Ag ratio (1:15), a low copper content, and the absence of enargite. Low-sulphidation deposits are formed at a greater distance from

causative magma bodies than high-sulphidation deposits, and their ore fluids generally contain a smaller magmatic component. Low-sulphidation deposits are common in the western half of northern Nye County and are widespread throughout much of the northern Great Basin. Tonopah and Round Mountain are the two largest low-sulphidation epithermal deposits in the study area. Tonopah formed in a large intermediate-composition to silicic volcanic complex that contains ash-flow tuffs, possibly erupted from an underlying caldera forming magma source (Bonham and Garside, 1979); lava flows and breccias; and shallow intrusions. Because of this complex igneous history, the rocks responsible for mineralization are uncertain. The ore at Tonopah is contained mostly in banded and brecciated quartz \pm calcite \pm adularia veins, locally with high copper, lead, and zinc contents. In contrast, Round Mountain formed along the margin of a rhyolitic ash-flow caldera, where ore is mostly disseminated in non-welded tuff, has sub equal gold and silver contents, and contains very low concentrations of base metals. A third type of epithermal gold-silver deposit is non-magmatically heated (extensional) gold deposits that are present elsewhere in northern Nevada (Coolbaugh and others, 2005). Although no known deposits of this type are present in the study area, the geologic environment suitable for their genesis (high heat flow and late Cenozoic faults) may be present in the western part of the study area.

Exploration

Ridgestone undertook an exploration program on the Cimarron Gold Property from June 18, 2017 to July 11, 2017. The program consisted of the collection of 1,022 soil samples, 106 rock samples, and 88 line-kilometres of ground magnetic survey. Ridgestone engaged the services of Rangefront Geological to collect soils for its soil sampling program. The soil survey was performed from June 18th through July 10th, 2017.

The goal of the survey was to collect soil samples to gather geochemical data in the survey area the Cimarron Property is located. The survey is a grid of 50 feet between sites and 200 feet between lines. The sample number sequence for the survey is CIMS-0001 through CIMS-1050.

There were 1,050 proposed sample sites. A total of 1,022 of the proposed sites were sampled. The remaining proposed sites were in areas of cliffs, talus chutes, no soil nearby, or extreme road contamination. Rangefront delivered the samples to Bureau Veritas Minerals' preparation facility in Elko, NV on June 27th and July 11th, 2017. The rock sampling program consisted of the collection of 103 rock samples on the property from June 18, 2017 to July 11, 2017. The sample sequence is CIMR17-001 to CIMR17-109. Ridgestone engaged the services of Magee Geophysical Services LLC to undertake a 88 line kilometre ground magnetic survey on the Cimarron Gold Property, during the period of June 24 through June 29, 2017. The total of 88-line kilometers of magnetic data were acquired using Geometrics Model G-858 magnetometers. Real-time differentially corrected GPS was used for positioning. Measurements of the total magnetic intensity were taken in the continuous mode at two-second intervals along northeast-southwest lines spaced 75 feet (26 m) in the central project area and 150 feet (48 m) apart surrounding the central area. A base magnetometer was operated during all periods of data acquisition and recorded readings every two seconds. The field operations were based out of Tonopah, NV.

Drilling

Ridgestone Mining Ltd. has not performed drilling on the Cimarron Gold Property to date.

Sampling Preparation, Analysis and Security

Aside from the due diligence sampling carried out by the Author and described above, the Author has not been able to verify independently all the data derived by others described in the Report. However, the past reports by Brewer and McClelland are believed to be reliable. The due diligence samples described previously demonstrate that gold is present. While there may be additional historical information in existence, the Author was satisfied that the information contained in the Report is adequate for the purposes of the Report. As noted previously, a number of drill holes are known to exist on the Property, for which locations and assays are not all available; for this reason, the Author has not verified all the data. Existing data has been reviewed for reasonability and relevance. There was no bias in the sampling program completed by the Author during the property visit, which was undertaken to test the repeatability of sample results obtained from previous sampling campaigns. The Author designed the program solely as a quality control measure.

2017 Sampling Program

Soil Sample sites were located using handheld GPS with the sample site coordinates preloaded as waypoints. At each sample site, a soil pit was excavated to a depth of greater than 10 inches. If bedrock or regolith was encountered less than 10 inches below surface an adequate amount of fine material was collected at the bottom of the hole and the shallower depth of the sample was detailed in the sample notes. After a sample pit was excavated, it was scraped for sample material from the bottom and the sides of the pit near the bottom. Sample material was sieved to -¼” to remove rocks and gravel. The material was sieved onto a paper plate and from the plate the sample was poured into a 5 x 8½” poly-fiber bag. Approximately 2 lbs were collected at each site. At this point the sample data was collected. At site sample numbers ending in 5 or 0, the site was marked with an aluminum tag engraved with the sample number and fastened to vegetation nearest to the soil sample pit. Finally, a new GPS waypoint was made at each sample site and named after the sample number. Data collected at each site was recorded by the sampler in their own notebooks then transferred to the digital Soil Sample Data Spreadsheet. In addition to Sample ID, Actual Easting and Actual Northing, each sample had the following data fields:

- Date Taken – the date the sample was taken.
- Sampler – the name of the person who took the sample.
- Depth – the depth below surface at which the sample was taken.
- Color – the color of the color of the sample, with a modifier.
- Notes – any comments or additional details about the sample site were recorded in this column.

These generally refer to shallow samples, contamination if any, or if a sample was moved any significant distance from the proposed waypoint due to impeding outcrops, drainages, roads, trails, etc. There were 1,050 soil sample were delivered to Bureau Veritas Mineral Laboratories USS in Sparks Nevada, United States, (an accredited analytical laboratory). All samples were Dry at 60C sieve 100 g to -80 mesh and underwent assay package FA330-Au Fire assay fusion Au by ICP-ES. The author is unable comment or discuss the sample preparation, and security for 2017 rock sampling exploration program due to the fact there was no documentation provided for the field collection portion.

The rocks from the 2017 sampling program were shipped to Bureau Veritas Mineral Laboratories USS in Sparks Nevada, United States, (an accredited analytical laboratory). All samples were crushed, split, pulverize to 250 g rock to 200 mesh and underwent assay package FA430, Au Fire assay with AAS Finish. Sample numbers CIM17-035 to CIMR- 109 the over limits were done using FA530 5 Lead collection fire assay 30G fusion – Grav finish 30. Three samples, namely CIM17-102, 103 and 104, were lost in the field and were not submitted to the laboratory for analysis.

At the current stage of exploration, the geological controls and true widths of mineralized zones are not known and the occurrence of any significantly higher-grade intervals within lower grade intersections has not been determined.

At this prospective stage of the project, rigorous quality control was not required by the company. The laboratories used for sample analysis are accredited and have their own Quality Control and Quality Assurance protocols for sample preparation and assaying.

Data Verification

The Author has stated satisfaction with adequacy of sample preparation, security, and the analytical procedures used in the collection of the four samples on the Property. The Author is of the opinion that the description of sampling methods and details of location, number, type, nature, and spacing or density of samples collected, and the size of the area covered are all adequate for the current stage of exploration for the Property. There was no bias in the sampling program completed during the Property visit that was undertaken to test the repeatability of sample results obtained from previous sampling campaigns. The Author designed the program as a quality control measure. The Author examined the Property on July 6, 2017 and examined several locations on the property to determine the overall geological setting. The Author took samples on the visit from four locations and these were delivered to Bureau Veritas Mineral Laboratories USS in Sparks Nevada, United States, (an accredited analytical laboratory pursuant to NI 43-101). All samples underwent assay package AQ300 which includes 33 elements Aqua Regia digestion ICP-ES analysis and Gold Fire Assay ICP-ES code FA330-Au1A2-ICP.

There was a large amount of exploration data generated by Newmont Mining (1980-1981), Gold Fields (1985), Echo Bay (1987-1988) and other parties. Much of this data was not located during the current phase of qualifying exploration work and was captured in a digital database. The location and status of this database is not known. While it may contain additional relevant information, the Author does not have access to it. The Company is recommended to investigate whether the database could be obtained.

Mineral Processing and Metallurgical Testing

The Company has not undertaken metallurgical testing on the Cimarron Gold Property.

Adjacent Properties

Investors are cautioned that the information below is provided as background material for the reader. The Company has not been able to independently verify the information and such information is not necessarily indicative of the mineralization on the Cimarron Gold Property.

a) *Liberty Molybdenum Project.*

Approximately 3 km west of the property is the Liberty project, which is currently owned by General Moly, Inc., was identified in the 1950s. It also has been known in the past as the Hall, Nevada Moly, and Cyprus Tonopah deposit. Anaconda Minerals Company and later Cyprus Metals Company conducted open-pit mining operations on the property between 1982 and 1991. During that time, about 45,000,000 tons of ore were processed at an average grade of 0.11 percent molybdenum (copper was not recovered during these earlier mining operations). The grade and tonnage of the remaining material is estimated at 607,000,000 tons at 0.064 percent molybdenum and 0.078 percent copper (proven and probable reserves plus measured, indicated, and inferred resources) (M3 Engineering and Technology, 2008). General Moly, Inc. has created a NI 43-101 Technical Report Pre-Feasibility Study for the Liberty Molybdenum Project. Marker et al 2014 report that the Liberty deposit is hosted by a multistage Cretaceous quartz monzonite stock (the Hall stock) that intruded Devonian- to Triassic-age metasedimentary rocks. The hydrothermal alteration mineralogy is typical for porphyry deposits and is characterized by K-feldspar and biotite in selvages along ore veins. The B&C Springs deposit, known in the past as UV Industries and Buzzard Peak and currently under option to Adanac Moly Corporation, is a porphyry prospect in which skarn-type mineralization has been primarily explored in the past. Exploration began here in 1968, and the property was explored intensely by U.V. Industries from 1978 until the early 1980s. Most of the mineralized rock is in the subsurface, but at relatively shallow depths. An indicated mineral resource has been identified of about 96,100,000 tons at 0.048 percent Mo and 0.068 percent Cu (both recoverable). The mineralized rock lies above a buried Cretaceous pluton—the Buzzard Peak stock. Important prospects of this type are present both in and near the study area.

b) *Midway Gold Project*

Located approximately 16 km the south east of the Cimarron Gold Property. The Midway gold deposit is a high grade, epithermal quartz-gold vein system hosted by Tertiary volcanic and Ordovician sedimentary rocks in the Basin and Range Province of central Nevada. Midway is located in a discrete block of the Walker Lane structural zone, with north-south trending dilatational fractures associated with regional strike-slip movement. Gold veins occur in a series of parallel northwest trending vein clusters in host rocks that are commonly overlain by volcanic flows and thick alluvial deposits. The Midway property contains a low-sulphidation epithermal gold system with near vertical quartz-adularia-gold veins hosted by Ordovician black argillite of the Palmetto Formation and Tertiary rhyolitic volcanics. Gold bearing veins occur in a series of enechelon clusters along a 1.5-mile northwest-trending band of mineralization. The main altered and mineralized zones are overlain by alluvial gravels, sand dunes, and playa deposits. Structural geology significantly influences the distribution of mineralization and alteration at Midway. The Rye Patch fault system is a complex, oblique-slip fault system with numerous northwest trending splays. Subordinate steeply dipping, north-south striking extension fractures developed between the two bounding strike slip faults. A large number of north-south oriented veins have been identified at the Midway property along a northnorthwest Walker Lane trend, covering an area 10,300 feet long and 1,500 feet wide. Vein structures and orientation are best defined in the Discovery Zone, at the center of the project site.

Alteration and mineralization at the Midway property are typical of low-sulphidation, volcanic hosted epithermal gold deposits found elsewhere in Nevada and around the world. The deposit type is characterized by overall low original sulfide content, and quartzadularia and clay-sericite alteration assemblages, among others. Vein textures are indicative of high level, near surface emplacement and include void fills, crustiform coatings, colloform banding, and comb structures. Gold mineralization and associated alteration has been outlined in a west-northwest trending series of zones, including, from east to west, the Dauntless and Discovery Zones. Gold mineralization in the Dauntless, Discovery and occurs in zones of massive quartzadularia alteration in volcanic and volcanoclastic rocks of the Tombstone Formation and in veins, breccias, and silicified faults in both the Tombstone Formation and the underlying Palmetto Formation. Quartz-adularia alteration and associated gold mineralization in the Discovery Zone tends to extend laterally in the Tombstone Formation immediately above and parallel to non-conformable contact with the Palmetto Formation. In the Dauntless Zone, the quartz-adularia forms a funnel-shaped zone that expands upward into the Tombstone Formation above the moderately dipping nonconformity.

Other Relevant Data and Information

There was a large amount of exploration data generated by Newmont Mining (1980-1981), Gold Fields (1985), Echo Bay (1987-1988) and Romarco (1995-1997) and other parties. The location and status of this all this data is not known.

Interpretation and Conclusions

Historically three zones of gold mineralization were identified, West, Central and East zones. The West Zone contains about 60% of the known mineralization and is localized on the hanging wall (east) side of a large clay-altered latite porphyry dike. In the Central Zone, a complex footwall and structural setting has isolated a relatively thin "scab" of lowgrade mineralized host rock. The East Zone is a prominent~ northwest-trending, regional linear and comprises a number of strongly silicified rubble-filled structural zones. These zones represent the company's area of interest.

The Cimarron Gold Property appears to be a low-sulphidation, volcanic-hosted epithermal system containing high-grade gold mineralization within quartz veins, vein stockworks and rhyolite breccias along northwest-trending structures. Historically the strongest mineralization in the main resource area occurs where high-angle NW- and N-trending structures intersect a gently-dipping coarse-grained tuff, resulting in stratiform, gently dipping mineralization within the tuff marginal to the structures. Ridgestone undertook an exploration program on the Cimarron Gold Property from June 18, 2017 to July 11, 2017. The program consisted of the collection of 1,022 soil samples, 106 rock samples, and 88-line kilometres of ground magnetic survey. In order to continue to evaluate the economic potential of the Cimarron Gold Property, a program consisting of compiling all known geological data into a digital database; clay alteration mapping; surveying and sampling the surface historical workings; undertaking a mapping program; and plan five diamond drill holes to test the historical zones. The estimated cost of the program is CDN\$242,220.

Recommendations

The character of the Cimarron Gold Property is sufficient to merit the following work program described below. The suggested work program includes a compilation of all historical geological, geophysical, and geochemical data available for the Cimarron Gold Property, and the rendering of this data into a digital database in GIS formats for further interpretation. This work will include georeferencing historical survey grids, samples, trenches, geophysical survey locations, and detailed property geological maps. A satellite based digital orthophoto and topographic map should be prepared to cover all the claims and adjacent land. This would include Aster clay alteration mapping. The area should be surveyed, with any claim posts, boundaries, workings, dumps, drill holes and relevant features mapped.

Examine the tailings from the past mining and test for gold content; past recoveries are not known; carefully integrate the on-hand information of past sampling and determine the value of additional test work. Following the initial recommended mapping, sampling surveys, surveys etc., to drill up to 5 holes (2,000 feet) to test the historical values.

DESCRIPTION	DETAILS/DAYS	RATE	AMOUNT CAD\$*
Geological supervision	30	700	\$21,000
Assistant	30	400	\$12,000
Geotechnical assistant	30	350	\$10,500
Map compilation, base-map preparation, Reporting			\$20,000
Formal claim survey, adits, trenches, pit benches etc.			\$7,500
Vehicles	30	150	\$4,500
Misc., fuel, supplies	60	100	\$6,000
Food and Lodging	90	100	\$9,000
Bond (BLM) + Plan of Operation, site inspection	For disturbance	Combined	\$20,000
Assays, shipping	125	50	\$6,250
Diamond drilling	5 holes total 2000 ft.	\$50/ft. all incl.	\$100,000
Supplies, markers, bags			\$1,450
Field equipment, radios, cell phones, computers etc/			\$2,000
SUBTOTAL			\$220,200
CONTINGENCY 10%			\$22,020
TOTAL COST			\$242,220

USE OF PROCEEDS

The gross proceeds from the sale of the Special Warrants pursuant to the Offering were \$1,111,320 and the net proceeds received by the Company from the Offering (after deducting the costs to complete the Offering of \$20,000) were \$1,091,320. The Company will not receive any additional proceeds from the Offering upon the exercise or deemed exercise of the Special Warrants. As at November 30, 2017, the Company had estimated current working capital of \$253,467 which combined with the net proceeds of the Offering of \$1,091,320, provides the Company with total available funds of \$1,344,787.

The Company has used, or intends to use, the total available funds of \$1,381,650 as follows:

To pay for the exploration program on the Cimarron Gold Property ⁽¹⁾⁽²⁾	\$242,220
To provide funding sufficient to meet administrative, legal, consulting fees, audit and office overhead costs for 12 months ⁽³⁾	\$185,000
To pay for option and advance royalty payments due under the Underlying Option Agreement for the Cimarron Gold Property	\$51,200 (US\$40,000)
To pay for Prospectus costs and Exchange listing fees and expenses	\$60,000
Unallocated working capital	\$806,367
TOTAL:	\$1,344,787

Notes:

- (1) See "Property Description and Location – Exploration and Development".
- (2) The option and advance royalty payments due under the Underlying Option Agreement in the next twelve (12) months are denominated in US dollars in the aggregate amount of US\$40,000. The Canadian dollar amount shown above is for illustrative purposes only and will vary depending on the prevailing exchange rates of the Canadian dollar to the U.S. dollar at Closing. The amount shown assumes an exchange rate equal to US\$1.00 = CAD\$1.27, being the Bank of Canada exchange rate on December 4, 2017.
- (3) Comprised of \$75,000 allocated for consulting fees, \$60,000 for legal, accounting and auditing fees, and \$50,000 for general and administrative expenses

Business Objectives and Milestones

The Company's sole intended business objective and milestone following the Offering is to complete the exploration program on the Cimarron Gold Property as described herein. Based upon the recommendations of the Author in the

Technical Report, the Company intends to carry out the exploration program with respect to the Cimarron Gold Property as set out below.

DESCRIPTION	DETAILS/DAYS	RATE	AMOUNT CAD\$*
Geological supervision	30	700	\$21,000
Assistant	30	400	\$12,000
Geotechnical assistant	30	350	\$10,500
Map compilation, base-map preparation, Reporting			\$20,000
Formal claim survey, adits, trenches, pit benches etc.			\$7,500
Vehicles	30	150	\$4,500
Misc., fuel, supplies	60	100	\$6,000
Food and Lodging	90	100	\$9,000
Bond (BLM) + Plan of Operation, site inspection	For disturbance	Combined	\$20,000
Assays, shipping	125	50	\$6,250
Diamond drilling	5 holes total 2000 ft.	\$50/ft. all incl.	\$100,000
Supplies, markers, bags			\$1,450
Field equipment, radios, cell phones, computers etc/			\$2,000
SUBTOTAL			\$220,200
CONTINGENCY 10%			\$22,020
TOTAL COST			\$242,220

The Company intends to spend a significant portion of the funds available to it for the Cimarron Gold Property as stated in this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary. The Company intends to complete the exploration program by December 31, 2018.

The Company had negative operating cash flow for the period ended September 30, 2017. To the extent the Company has negative cash flows in future periods, the Company may use a portion of its general working capital to fund such negative cash flow. See "Risk Factors"

DIVIDENDS OR DISTRIBUTIONS

Dividends

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion of the operating results and financial position of the Company should be read in conjunction with the audited financial statements and related notes as at and for the period ending September 30, 2017, forming part of this Prospectus. The Company's financial statements have been prepared in accordance with International Financial Reporting Standards. The information below is as at September 30, 2017 (unless otherwise specified below).

Overview

The Company is engaged in the business of mineral exploration in Canada and its objective is to locate and, if warranted, develop economic mineral properties. The Company holds an option to acquire a 100% interest in the Cimarron Gold Property located approximately 32 kilometres north of Tonopah in the San Antonio Mountains in Nye

County, Nevada, USA and is comprised of thirteen (13) unpatented mining claims totaling approximately 74.41 hectares.

The Cimarron Gold Property is the sole property of the Company at this time, and the Company seeks to list its Common Shares on the Exchange.

Overall Performance

Following incorporation on March 30, 2017, the Company capitalized itself through the issuance of securities on a private placement basis prior to the Offering. The Company raised an aggregate of \$600,000 through the issuance of its securities and incurred approximately \$126,365 in expenditures with respect to the exploration of the Cimarron Gold Property. The Company holds an option to acquire a 100% interest in the Cimarron Gold Property an exploration stage property, and has not generated revenues to date. Management anticipates that it will incur considerably more expenses following the listing of the Common Shares on the Exchange. These funds will include increased professional fees necessary to comply with applicable securities rules and increased exploration costs as the Company carries out expenditures on the Cimarron Gold Property.

Selected Financial Information

The following table sets out selected financial information for the Company for the fiscal period ended September 30, 2017. The selected financial information should only be read in conjunction with the Company's financial statements, including the notes thereto, included elsewhere in this Prospectus.

Statement of Operations, Comprehensive Loss and Deficit Data

	Period from Incorporation until September 30, 2017 (\$) (audited)
Revenue	Nil
Total Expenses	169,069
Net income (loss) for the period	(169,069)
Income (loss) per share (basic and diluted)	(0.04)

Balance Sheet Data

	As at September 30, 2017 (\$) (audited)
Current Assets	752,954
Total Assets	1,066,564
Current Liabilities	11,853
Long Term Debt	Nil
Shareholders' Equity	1,066,564

As an exploration stage company, the Company has not generated revenue from its property interest and does not anticipate it will do so for the foreseeable future. The Company currently owns only one mineral property. Management anticipates that expenses related to mineral exploration and administration of the Company will materially increase following closing of the Offering. Management anticipates that such expenses will include

increased exploration expenditures with respect to the Cimarron Gold Property and increased professional fees, and other costs associated with compliance with applicable securities laws following closing of the Offering.

Results of Operations

For period from incorporation (March 30, 2017) to September 30, 2017

During the period from incorporation (March 30, 2017) to September 30, 2017, the Company generated no revenues and incurred total expenses of \$169,069. Expenses consisted primarily of mineral exploration costs of \$126,365. The net loss for the period from incorporation to September 30, 2017 was \$169,069. Management anticipates that expenses will materially increase following the Listing Date including mineral exploration costs, administration costs and professional fees. Following the Listing Date, the Company intends to carry out the exploration program as set out in the Technical Report, incur increased administrative costs as set out in the heading "Use of Proceeds" and incur increased professional fees as the Company complies with applicable securities laws.

Liquidity

For period from incorporation (March 30, 2017) to September 30, 2017

As at September 30, 2017, the Company had current assets of \$752,954 and current liabilities of \$11,853. Working capital of \$741,101 at September 30, 2017. Equity at September 30, 2017 was \$1,066,564.

At September 30, 2017, there were 7,000,000 issued and fully paid common shares, consisting of an aggregate of 5,000,000 Shares issued for gross proceeds of \$600,000 and 2,000,000 Shares issued pursuant to the Assignment Agreement.

As the Company will not generate funds from operations for the foreseeable future, the Company is primarily reliant upon the sale of equity securities in order to fund operations. Since inception, the Company has funded limited operations through the issuance of equity securities on a private placement basis. This has permitted the Company to carry out limited exploration on its Cimarron Gold Property and address preliminary costs associated with the Offering. The Company anticipates that its cash on hand of \$1,381,650 will be sufficient to satisfy the Company's cash requirements during the next 12 month period.

Capital Resources

As set out under the heading "Use of Proceeds", the Company anticipates spending \$242,220 to carry out the exploration program on the Cimarron Gold Property, \$110,000 to cover anticipated general and administrative costs and legal, audit and office overhead expenses, and \$75,000 for consulting fees for the next 12 month period. The Company will have approximately \$806,367 for unallocated general working capital for the next 12 month period. The Company cannot offer any assurance that expenses will not exceed management's expectations. The Company will require additional funds and will be dependent upon its ability to secure equity and/or debt financing, the availability of which cannot be assured.

Although the Company currently has limited capital resources, management currently believes that, the Company will not have to rely upon the sale of its equity and/or debt securities for cash required to fund operations for the next 12 month period, other than as disclosed in this Prospectus.

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Significant Accounting Policies

A detailed summary of all of the Company's significant accounting policies is included in Note 2 to the financial statements included in and forming part of this Prospectus.

Future Changes in Accounting Standards

Standards, Amendments, and Interpretations Not Yet Effective

The International Accounting Standards Board has issued new and amended standards and interpretations which have not yet been adopted by the Company. The Company has not yet begun the process of assessing the impact that the new and amended standards and interpretations will have on its financial statements or whether to early adopt any of the new requirements. The following is a brief summary of the new and amended standards and interpretations:

IFRS 9 – ‘Financial Instruments’

The effective date of this standard is for annual periods beginning on or after January 1, 2018. This standard introduces new classification and measurement models for financial assets, using a single approach to determine whether a financial asset is measured at amortized cost or fair value. To be classified and measured at amortized cost, assets must satisfy the business model test for managing the financial assets and have certain contractual cash flow characteristics. All other financial instrument assets are to be classified and measured at fair value. This standard allows an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income, with dividends as a return on these investments being recognized in profit or loss. In addition, those equity instruments measured at fair value through other comprehensive income would no longer have to apply any impairment requirements nor would there be any ‘recycling’ of gains or losses through profit or loss on disposal. The accounting for financial liabilities continues to be classified and measured in accordance with IAS 39, with one exception, being that the portion of a change of fair value relating to the entity’s own credit risk is to be presented in other comprehensive income unless it would create an accounting mismatch.

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Estimates have been applied in the following areas

Rehabilitation Provisions

No rehabilitation provisions have been created based on the Company’s activity to date. Based upon the prevailing economic environment, assumptions will be made which management believes are reasonable upon which to estimate the future liability. These estimates will take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs which will reflect the market condition at the time the rehabilitation costs are actually incurred. The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for.

The areas in which the Company has exercised critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Exploration and Evaluation Expenditures

The application of the Company’s accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure has been capitalized, information becomes available suggesting that the

recovery of the expenditure is unlikely, the amount capitalized is written off to the profit or loss in the period the new information becomes available.

Title to Mineral Property Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

Financial Instruments and Other Instruments

Financial instruments of the Company consist of cash, accounts payable. Unless otherwise noted, management believes that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The carrying amounts of cash, due to/from a related party, and accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these instruments.

Disclosure of Outstanding Security Data

Common Shares

As at the date of this Prospectus, the Company had 7,000,000 (non-diluted) Common Shares issued and outstanding.

Stock Options

The Company has not granted any stock options as at the date of this Prospectus.

Share Purchase Warrants

As at the date of this Prospectus other than the Special Warrants, the Company does not have any share purchase warrants outstanding.

Additional Disclosure for Junior Issuers

The Company anticipates that its estimated working capital of \$741,101 as at September 30, 2017 will fund operations for the next 12-month period. Management estimates that the total operating costs necessary for the Company to achieve its stated business objective during the next 12-month period will be \$538,240 leaving unallocated working capital of \$843,230. The operating costs necessary for the Company to achieve its stated business objectives consist of \$242,220 to carry out aspects of the exploration program on the Cimarron Gold Property, \$60,000 to cover Prospectus costs and Exchange listing fees and expenses, \$51,200 in property option and Advance Royalty payments and \$185,000 to cover anticipated administrative costs for the next 12 month period. Other than the costs stated above the Company does not anticipate incurring any other material capital expenditures during the next 12 month period.

DESCRIPTION OF SHARE CAPITAL

Our authorized capital consists of an unlimited number of Common Shares, of which 7,000,000 are issued and outstanding as at the date of this Prospectus.

Holders of the Common Shares are entitled to vote at all meetings of the holders of our common shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Shares, to participate rateably in any distribution of our property or assets upon liquidation or wind-up.

The Board is authorized to issue additional Common Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further security holder action.

DESCRIPTION OF SECURITIES BEING QUALIFIED FOR DISTRIBUTION

The Company is authorized to issue an unlimited number of Common Shares, of which as at the date of this Prospectus, 7,000,000 Common Shares were issued and outstanding. This Prospectus is being filed for the purpose of qualifying the distribution of 2,646,000 Qualified Shares, issuable upon the exercise or deemed exercise of the Special Warrants.

The Qualified Shares issuable upon the exercise or deemed exercise of the Special Warrants will have the same rights as the Common Shares. See "Description of Share Capital" for a description of the attributes of the Common Shares.

Options

The Board has approved a Stock Option Plan, designed for our selected employees, officers, directors, consultants and contractors, to incentivize such individuals to contribute toward our long-term goals, and to encourage such individuals to acquire Shares as long-term investments. Our Stock Option Plan is administered by the Board and authorizes the issuance of stock options not to exceed a total of 10% of the number of Shares issued and outstanding from time to time. The terms of any award are determined by the Board, provided that no options may be granted at less than the fair market value of Shares as of the date of the grant. As of the date of this Prospectus, there are no outstanding options to purchase Shares under the Stock Option Plan. See "*Options to Purchase Securities*".

CONSOLIDATED CAPITALIZATION

The following table sets out the share capitalization of the Company as at the dates specified below.

Description	Authorized	Outstanding as at September 30, 2017	Outstanding as at the date of this Prospectus ⁽¹⁾⁽²⁾
Common Shares	Unlimited	7,000,000	7,000,000

Notes:

- (1) See "Prior Sales".
 (2) On an undiluted basis.

Fully Diluted Share Capitalization

Common Shares		
	Amount of Securities	Percentage of Total
Issued and outstanding as at the date of this Prospectus	7,000,000	72.6%
Common Shares reserved for issuance upon the exercise of the Special Warrants	2,646,000	27.4%

Common Shares		
	Amount of Securities	Percentage of Total
Common Shares reserved for issuance upon exercise of the options	Nil	Nil
Total Fully Diluted Share Capitalization after the Offering	9,646,000	100%

OPTIONS TO PURCHASE SECURITIES

Outstanding Options

The following table summarizes the options of the Company that will be outstanding as of the Listing Date.

Name of Optionee	Designation of Securities under Option	Number of Common Shares under Option	Exercise price per Common Share	Expiry Date
Executive officers of the Company as a group (2 persons)	Common Shares	Nil	\$N/A	N/A
Directors of the Company who are not also executive officers as a group (2 persons)	Common Shares	Nil	\$N/A	N/A
TOTAL:		Nil		

The Option Plan was adopted by the Company's board of directors on November 15, 2017. The purpose of the Option Plan is to advance the interests of the Company and its shareholders by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high caliber and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its stock. The Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Option Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of granting of options (including all options granted by the Company to date). The number of Common Shares which may be reserved in any 12-month period for issuance to any one individual upon exercise of all stock options held by that individual may not exceed 5% of the issued and outstanding Common Shares of the Company at the time of the grant. The number of Common Shares which may be reserved in any 12-month period for issuance to any one consultant may not exceed 2% of the issued and outstanding Common Shares and the maximum number of Common Shares which may be reserved in any 12-month period for issuance to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding Common Shares of the Company. The Option Plan provides that options granted to any person engaged in investor relations activities will vest in stages over 12 months with no more than ¼ of the stock options vesting in any three-month period.

The Option Plan will be administered by the Board or a special committee of directors, either of which will have full and final authority with respect to the granting of all stock options thereunder. Stock options may be granted under the Option Plan to such directors, officers, employees or consultants of the Company, as the board of directors may from time to time designate.

The exercise price of any stock options granted under the Option Plan shall be determined by the Board, but may not be less than the market price of the Common Shares on the Exchange on the date of the grant (less any discount permissible under Exchange rules). The term of any stock options granted under the Option Plan shall be determined by the Board at the time of grant but, subject to earlier termination in the event of termination or in the event of death, the term of any stock options granted under the Option Plan may not exceed ten years. Options granted under the Option Plan are not to be transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. Subject to certain exceptions, in the event that a director or officer ceases to hold office, options

granted to such director or officer under the Option Plan will expire 90 days after such director or officer ceases to hold office.

Subject to certain exceptions, in the event that an employee, or consultant ceases to act in that capacity in relation to the Company, stock options granted to such employee, consultant or management company employee under the Option Plan will expire 30 days after such individual or entity ceases to act in that capacity in relation to the Company.

Stock options granted to optionees engaged in investor relations activities on behalf of the Company expire 30 days after such optionees cease to perform such investor relations activities for the Company. In the event of death of an option holder, options granted under the Option Plan expire the earlier of one year from the date of the death of the option holder and the expiry of the term of the option.

PRIOR SALES

The following table summarizes all sales of securities of the Company since the date of incorporation:

Date of Issue	Price per Security	Number and Type of Securities
March 30, 2017	\$0.01	1 Common Share ⁽¹⁾
April 1, 2017	\$0.015	1,000,000 Common Shares ⁽²⁾
April 26, 2017	\$0.035	1,000,000 Common Shares ⁽²⁾
May 18, 2017	\$0.10	500,000 Common Shares ⁽²⁾
May 18, 2017	N/A	2,000,000 Common Shares ⁽³⁾
May 23, 2017	\$0.20	1,000,000 Common Shares ⁽²⁾
August 31, 2017	\$0.20	1,500,000 Common Shares ⁽²⁾
September 20, 2017	\$0.42	955,000 Special Warrants ⁽⁴⁾
September 27, 2017	\$0.42	1,691,000 Special Warrants ⁽⁴⁾

(1) Issued at incorporation, subsequently cancelled.

(2) Issued pursuant to a private placement undertaken by the Corporation.

(3) Issued pursuant to the terms of the Assignment Agreement to 1082223 B.C. Ltd., a private company.

(4) The Corporation issued an aggregate of 2,646,000 Special Warrants in connection with the Offering. See "Plan of Distribution".

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

As at the date of this Prospectus, the Common Shares subject to contractual restriction and escrow are as shown in the following table:

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
Common Shares	6,000,000 ⁽¹⁾	62% ⁽²⁾

Notes:

(1) These Common Shares are held under the Escrow Agreement in accordance with NP 46-201. The Escrow Agent is AST Trust Company (Canada).

(2) Based on 7,000,000 Common Shares issued and outstanding as at the date of this Prospectus and issuance of the 2,646,000 Qualified Shares.

Escrow Agreement

NP 46-201 provides that all shares of an issuer owned or controlled by its Principals will be escrowed at the time of the issuer's initial public offering. Also certain shareholders have entered into the escrow agreement.

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

Uniform terms of automatic timed release escrow apply to Principals of exchange listed issuers, differing only according to the classification of the issuer. As the Company anticipates that its Common Shares will be listed on the Exchange, it will be classified as an "emerging issuer". As such, the following automatic timed releases will apply to the securities held by its Principals:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	1/10 of the escrowed securities
6 months after the Listing Date	1/6 of the remaining escrowed securities
12 months after the Listing Date	1/5 of the remaining escrowed securities
18 months after the Listing Date	1/4 of the remaining escrowed securities
24 months after the Listing Date	1/3 of the remaining escrowed securities
30 months after the Listing Date	1/2 of the remaining escrowed securities
36 months after the Listing Date	The remaining escrowed securities

Assuming there are no changes to the escrowed securities initially deposited and no additional escrowed securities are deposited, automatic timed release escrow applicable to the Company will result in a 10% release on the Listing Date, with the remaining escrowed securities being released in 15% tranches every six months thereafter.

The automatic timed release provisions under NP 46-201 pertaining to "established issuers" provide that 25% of each Principal's and shareholder's escrowed securities are released on the Listing Date, with an additional 25% being released in equal tranches at six month intervals over eighteen months. If, within eighteen months of the Listing Date, the Company meets the "established issuer" criteria as set out in NP 46-201, the escrowed securities will be eligible for accelerated release available for established issuers. In such a scenario, that number of escrowed securities that would have been eligible for release from escrow if the Company had been an "established issuer" on the Listing Date will be immediately released from escrow. The remaining escrowed securities would be released in accordance with the timed release provisions for established issuers, with all escrowed securities being released eighteen months from the Listing Date.

Pursuant to the terms of the Escrow Agreement, 600,000 Common Shares will be released from escrow on the Listing Date.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Common Shares except for the following:

Name	Number of Common Shares Held and Type of Ownership	Percentage of Common Shares Held ⁽¹⁾
1082223 B.C. Ltd ⁽²⁾	2,000,000	20.7%
Hsin Chen (Ted) Liu	1,000,000	10.4%
Hung Chieh (Odie) Ou	1,000,000	10.4%
Extreme Diamond GP Master Fund	1,000,000	10.4%
Extreme Diamond Asset Management LP	1,000,000	10.4%

Notes:

- (1) Based on 9,646,000 Common Shares issued and outstanding on the date of this Prospectus and upon conversion of the Special Warrants.
 (2) 1082223 B.C. Ltd. is a private British Columbia corporation that is held 50% by Erwin Wong, the Chief Financial Officer and a director of the Company, and 50% by Ron Birch, a director of the Company.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table provides the names, municipalities of residence, position, principal occupations and the number of voting securities of the Company that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation	Number and Percentage of Common Shares Beneficially Owned or Controlled, Directly or Indirectly ⁽¹⁾
Hsin Chen (Ted) Liu Taipei, Taiwan <i>Chief Executive Officer, President, and Director</i>	March 30, 2017	Financial Analyst/Advisor	1,000,000 (Direct) 10.4%
Erwin Wong ⁽²⁾ Vancouver, Canada <i>Chief Financial Officer and Director</i>	Chief Financial Officer since June 20, 2017 and Director since August 25, 2017	Accountant, Management Consultant	1,000,000 (Indirect) 10.4%
Ron Birch ⁽²⁾⁽³⁾ Vernon, Canada <i>Director</i>	October 31, 2017	Self-employed business consultant	1,000,000 (Indirect) 10.4%
Hung Chieh (Odie) Ou ⁽²⁾⁽³⁾ Hong Kong Director	October 31, 2017	Managing Director of Brighten Management Ltd, a Hong Kong based asset management company	1,000,000 (Direct) 10.4%

Notes:

- (1) Percentage is based on 7,000,000 Common Shares issued and outstanding as of the date of this Prospectus and including the issuance of Qualified Shares, and does not include Options to purchase Common Shares held by directors and executive officers. See "Options to Purchase Securities".
 (2) Denotes a member of the Audit Committee of the Company.
 (3) Denotes an independent director.

The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of office of the executive officers expires at the discretion of the Company's directors. None of the Company's directors or executive officers have entered into non-competition or non-disclosure agreements with the Company.

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 4,000,000 Common Shares of the Company, which is equal to 57.14% of the Common Shares issued and outstanding as at the date hereof, prior to the issuance of the Qualified Shares.

Background

The following is a brief description of each of the directors and executive officers of the Company, including their names, ages, positions and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date hereof, experience in the Company's industry and the amount of time intended to be devoted to the affairs of the Company:

Hsin Chen (Ted) Liu – Director, President, and Chief Executive Officer, 53 years old. Mr. Liu obtained a Bachelor of Financial Engineering and Actuarial Science from Soochow University and has a Private Equity Investment Management License issued by the Asset Management Association of China. From 1992-2003 he was the Managing Director at YongFu Investment Advisory Inc. and provided corporate clients advice and services related to strategic corporate and trade finance, mergers and acquisitions, and private equity investments. From 2003-2005 Mr. Liu was the Managing Director at ChuangJi Fintech Co Ltd., and developed and implemented fintech solutions for mainly institutional investors, including financial information data and service portal and financial trading platform solutions. From 2008-2010 Mr. Liu was the Senior Board Advisor for CenturyPeak Metals Holdings Corp., and advised on strategic sale of metal ore and concentrates along with operating mine resources located in the Philippines to strategic Mainland Chinese buyers and investors. From 2013 to present Mr. Liu has been the Managing Director at HongXin Investment Management Inc. and advised Taiwan financial securities firms on East Asia market development as well as on the development and implementation of new futures ETF products. From 2014 to present Mr. Liu was a Senior Board Advisor at Capital Futures Corp. and advised the CEO of Capital Futures Corp on Mainland Chinese/Hong Kong market development. From 2015 to present Mr. Liu was a Director at ZheJiang Fuchun Investment Management Ltd and also a member of the Investment Management Committee in regards to its private equity fund.

As the Chief Executive Officer of the Company, Mr. Liu is responsible for the day-to-day operations, outside contractors and service providers, acquisitions and project development, and of the financial operations of the Company in conjunction with the Chief Financial Officer and with outside accounting, tax and auditing firms. Mr. Liu anticipates devoting approximately 50% of his working time for the benefit of the Company. Mr. Liu is not an employee but is an independent consultant.

Erwin Wong – Chief Financial Officer, 49 years old – Mr. Wong serves as a Management Consultant for private and public companies and is a founder of Smallcap Administration Inc., which multi-disciplined team services micro and small-cap companies with their listing, corporate governance and regulatory compliance/reporting needs. Mr. Wong served as the Chief Financial Officer of Big Bar Resources Corporation, an Exchange listed company and is the current CFO and Board Director for its successor company, CVR Medical Corp. Previously, Mr. Wong worked in the Investment Banking division as the Director of Asian operations for a national institutional brokerage house focused on the small to mid-cap market, and has also acted as the Vice President of Finance for a publicly-listed Asian based group with interests in real estate and telecommunications. Mr. Wong has also acted as a director for various Mainland Chinese based enterprises, including a China-based transportation/logistics group and a Hebei Province based industrial chemicals concern. Mr. Wong has been a Director of Big Bar Resources Corporation/CVR Medical Corp since September 18, 2006. Mr. Wong attained his Chartered Accountant designation in 1994, after articling with Cooper's & Lybrand. He earned his Bachelor's of Commerce degree at the University of British Columbia in 1990.

As the Chief Financial Officer of the Company, Mr. Wong is responsible for coordination of the financial operations of the Company in conjunction with the President and with outside accounting, tax and auditing firms. Mr. Wong will devote the time necessary to fulfill his function. Mr. Wong anticipates devoting approximately 50% of his working time for the benefit of the Company. Mr. Wong is not an employee but is an independent consultant of the Company.

Ron Birch – Director, 70 years old – Mr. Birch has been a director of CVR Medical Corp. (formerly Big Bar Resources Corporation) since November 2008. Mr. Birch served as President and Chief Executive Officer of Okana Ventures Inc. from May 9, 2005 to June 2008. Mr. Birch has 17 years of experience with the Bank of Nova Scotia in various positions and locations throughout the Province of British Columbia, lastly as Branch Manager in Prince Rupert, B.C. He worked for 7 years as a retail stock broker with CM Oliver & Co., Ltd. and Pacific International Securities Inc. in Vancouver. During this time, Mr. Birch also took courses for Options and Commodities and was successful in completing these courses and obtaining certificates and licenses for each. Mr. Birch has been providing consulting services through Janron Consulting Inc. since 1991 and services of a Public Relations Coordinator through Bircress Corporate Relations since 1993. From 1985 to 1991, he was a licensed Stock, Commodities and Options Broker. He has been a Director of Big Bar Resources Corporation since November 14, 2008. Mr. Birch served as a Director of Okana Ventures Inc. from May 9, 2005 to June 2008 and Jupiter Enterprises Inc. since March 12, 1999.

As a director of the Company, Mr. Birch will advise the officers and the Board of Directors with regard to the corporate development of the Company. Mr. Birch anticipates devoting approximately 10% of his working time for the benefit of the Company.

Hung Chieh (Odie) Ou – *Director, 42 years old* – Mr. Ou serves as the Managing Director of Brighten Management Ltd., a subsidiary of a Hong Kong listed company, in a Hong Kong based multi-family office established to provide clients seeking unconventional source of investments. Mr. Ou is responsible for developing portfolio strategies, overseeing the performance of the individual assets and directing the operations of the management division. Previously, Odie joined Polaris Securities Co. Ltd. Hong Kong in 2000 and left the company as Investment Director of Asset Management Department in 2011. Mr. Ou has over 15 years of experience in investment management including corporate strategies, investment management and operations, setting up private equity funds and developing Capital Investment Entrant Scheme (Hong Kong), an immigration linked investment scheme undertaken by the Hong Kong government. Mr. Ou received his EMBA and MBA degrees from National Chengchi University and holds a Type 1, 4 and 9 Hong Kong Securities Licenses.

As a director of the Company, Mr. Ou will advise the officers and the Board of Directors with regard to the corporate development of the Company. Mr. Ou anticipates devoting approximately 10% of his working time for the benefit of the Company.

Corporate Cease Trade Orders or Bankruptcies

No director or executive officer of the Company is, as at the date of this Prospectus, or was within ten years before the date hereof, a director, Chief Executive Officer or Chief Financial Officer of any company, including the Company, that:

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

Penalties or Sanctions

No director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

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

Bankruptcies

No director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (i) is, as at the date of this Prospectus, or has been within the ten years before the date hereof, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made

a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (ii) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Company's knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. The directors and officers of the Company are directors and officers of other companies, some of which are in the same business as the Company. In particular, Mr. Liu will be devoting 50% of his time to the affairs of the Company, Mr. Wong will be devoting 50% of his time to the affairs of the Company and the remaining directors will be devoting 20% of their respective time to the affairs of 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 obligations 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.

EXECUTIVE COMPENSATION

The Company was not a reporting issuer at any time during the period from incorporation until September 30, 2017. Accordingly, and in accordance with Form 51-102F6 *Statement of Executive Compensation* ("**Form 51-102F6**"), the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to Named Executive Officers of the Company, once the Company becomes a reporting issuer, to the extent this compensation has been determined.

For the purposes hereof, the term Named Executive Officer, or NEO, means each Chief Executive Officer, each Chief Financial Officer and each of the Company's three most highly compensated executive officers, other than the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers during the period from incorporation until September 30, 2017, and whose total salary and bonus exceeds \$150,000 and any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the Company's most recently completed financial year.

Compensation Discussion and Analysis

At its present stage of development, the Company does not have any formal objectives, criteria and analysis for determining the compensation of its Named Executive Officers and primarily relies on the discussions and

determinations of the board of directors. With a view to minimizing its cash expenditures not directed at the exploration of the Cimarron Gold Property the emphasis in compensating the Named Executive Officers is expected to be the grant of incentive stock options. The type and amount of future compensation to be paid to NEOs and directors has not been determined.

Option Based Awards

On November 15, 2017, the Company implemented the Option Plan in order to provide effective incentives to directors, officers, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's shareholders. The Company has no equity incentive plans other than the Option Plan. The size of stock option grants is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such officer's long-term contribution to the Company will be key to its long-term success.

During the period from incorporation to September 30, 2017, the Company did not grant any Options to its NEOs. See "Options to Purchase Securities".

Defined Benefit Plans

The Company does not have any defined benefit or actuarial plan.

Termination And Change Of Control Benefits

The Company does not have any contracts, agreements, plans or arrangements in place with any NEOs that provides for payment following or in connection with any termination (whether voluntary, involuntary or constructive) resignation, retirement, a change of control of the Company or a change in a NEO's responsibilities.

Director Compensation

The Company does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts. As with the Named Executive Officers, the Board intends to compensate directors primarily through the grant of stock options and reimbursement of expenses incurred by such persons acting as directors of the Company.

During the period from incorporation to September 30, 2017, the Company did not grant any Options to directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

Other than as disclosed herein and other than routine indebtedness, as that term is defined in paragraph 10.3(c) of Form 51-102F5 *Information Circular* ("Form 51-102F5"), no directors, executive officers and employees and no former directors, executive officers and employees of the Company are or were indebted to the Company in connection with a purchase of securities and all other indebtedness as at the date of this Prospectus.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

Other than as disclosed herein, or other than routine indebtedness, as that term is defined in paragraph 10.3(c) of Form 51-102F5, no directors or executive officers of the Company, and associates of such directors or executive officers are or were indebted to the Company as at the date of this Prospectus.

AUDIT COMMITTEE

Audit Committee

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52-110F2 require the Company, as an IPO venture issuer, to disclose certain information relating to the Company's audit committee and its relationship with the Company's independent auditors.

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule "A" to this Prospectus.

Composition of Audit Committee

The members of the Company's Audit Committee are:

Erwin Wong	Not Independent ⁽¹⁾	Financially literate ⁽²⁾
Ron Birch	Independent ⁽¹⁾	Financially literate ⁽²⁾
Hung Chieh (Odie) Ou	Independent ⁽¹⁾	Financially literate ⁽²⁾

Notes:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Mr. Wong is not independent as he is the Chief Financial Officer of the Company.
- (2) An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth 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

Each member of the Company's present Audit Committee has adequate education and experience that is relevant to his performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

See "Directors and Executive Officers" for further details.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not 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 exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The fees billed by the Company's external auditors in each of the last two fiscal years for audit and non-audit related services provided to the Company or its subsidiaries (if any) are as follows:

Financial Year End	Audit Fees	Audit Related Fees ⁽¹⁾	Tax Fees ⁽²⁾	All other Fees ⁽³⁾
September 30, 2017	\$6,000	Nil	Nil	Nil

Notes:

- (1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Fees for services other than disclosed in any other column.

Exemption

The Company has relied upon the exemption provided by section 6.1 of NI 52-110, which states that the Company, as an IPO Venture Issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. NP 58-201 provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, NI 58-101 prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board will facilitate its exercise of independent supervision over the Company's management through frequent meetings of the Board. The Board is comprised of four (4) directors: Hsin Chen (Ted) Liu, Erwin Wong, Ron Birch and Hung Chieh (Odie) Ou. As the size of the Board is small, the Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Company.

Mr. Liu is not independent as he is the Chief Executive Officer and President of the Company. Mr. Wong is not independent as he is the Chief Financial Officer of the Company. Both Ron Birch and Hung Chieh (Odie) Ou are independent.

Directorships

Currently, the following directors have been or are also directors of the following other reporting issuers:

Erwin Wong	CVR Medical Corp. (formerly Big Bar Resources Corporation) since September 2006
Ron Birch	CVR Medical Corp. (formerly Big Bar Resources Corporation) since November 2008

Orientation and Continuing Education

New Board members will receive an orientation package includes reports on operations, and any public disclosure filings by the Company, as may be applicable. Board meetings may be held at the Company's offices and, from time to time, may be combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company will make itself available for discussion with all Board members.

Ethical Business Conduct

The Board 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 in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board will consider its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the directors of the Company to ensure it reflects the responsibilities and risks of being a director of a public company.

Other Board Committees

The Board has no committees, other than the Audit Committee.

Assessments

Due to the minimal size of the Board, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

PLAN OF DISTRIBUTION

This Prospectus is being filed in British Columbia to qualify the distribution of 2,646,000 Qualified Shares, issuable upon the exercise or deemed exercise of 2,646,000 Special Warrants.

On September 20, 2017 and September 27, 2017, the Company completed the Offering pursuant to prospectus exemptions under applicable securities legislation. An aggregate of 2,646,000 Special Warrants were issued in the Offering for gross proceeds of \$1,111,320 and net proceeds of \$1,091,320. The Company issued the Special Warrants in certain jurisdictions outside of Canada on a private placement basis at a price of \$0.42 per Special Warrant which price was determined by negotiation between the Company and the investors.

The Qualified Shares and the Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the qualification for distribution of the securities under this Prospectus.

The Special Warrants will be deemed to be exercised on the second business day after the Deemed Exercise Date, at which time each Special Warrant shall be automatically exercised for one Qualified Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without any further action on the part of the holder.

In the event that a holder of Special Warrants exercises such securities prior to the Qualification Date, the Qualified Shares issued upon exercise of such Special Warrants will be subject to statutory hold periods under applicable securities legislation and shall bear such legends as required by securities laws.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities qualified for distribution hereunder within the United States or to U.S. persons (as such terms are defined in Regulation S under the United States Securities Act of 1933, as amended).

The securities offered under this Prospectus have not been, and will not be, registered under the U.S. Securities Act, or any state securities laws, and except pursuant to an exemption from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, a U.S. Person. This Prospectus does not constitute an offer to sell or solicitation of an offer to buy any of the securities offered hereby within the United States.

Listing of Common Shares

The Company intends to apply to list the Common Shares on the Exchange. Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange, including distribution requirements, which cannot be guaranteed.

IPO Venture Issuer

As at the date of the 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, a U.S. marketplace, or a marketplace outside of Canada and the United States of America. See "Risk Factors".

RISK FACTORS

General

The Company is in the business of exploring and, if warranted, developing mineral properties, which is a highly speculative endeavor. A purchase of any of the securities offered hereunder involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities offered hereunder should

not constitute a significant portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective Subscribers should evaluate carefully the following risk factors associated with an investment in the Company's securities prior to purchasing any of the securities offered hereunder.

Limited Operating History

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on any properties optioned by the Company. The purpose of the Offering was to raise funds to carry out exploration and, if thought appropriate, development with the objective of establishing economic quantities of mineral reserves. There is no guarantee that economic quantities of mineral reserves will be discovered on any properties optioned by the Company in the near future or at all. If the Company does not generate revenue, it may be unable to sustain its operations in which case it may become insolvent and you may lose your investment.

Speculative Nature of Mineral Exploration

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Acquisition Of Additional Mineral Properties

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

Commercial Ore Deposits

The Cimarron Gold Property is in the exploration stage only and is without a known body of commercial ore. Development of this property would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

Uninsurable 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 take out insurance 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.

Permits And Government Regulations

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Cimarron Gold Property.

Environmental And Safety Regulations And Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

Key Person Insurance

The Company does not maintain key person insurance on any of its directors or officers, and as result the Company would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Company from such loss of any director or officer.

Mineral Titles

The Company is satisfied that evidence of title to the Cimarron Gold Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Cimarron Gold Property. The Company may face challenges to the title of the Cimarron Gold or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of the Company's business plan.

Loss of Interest In Properties

The Company's ability to maintain an interest in the properties optioned or owned by the Company will be dependent on its ability to raise additional funds by equity financing.

Failure to obtain additional financing may result in the Company being unable to complete the required work required to keep the property interests in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the Cimarron Gold Property.

Fluctuating Mineral Prices

The Company's revenues in the future, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals, which in turn depend on the results of the Company's exploration on these properties and whether development will be commercially viable or even possible. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

Competition

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Financing Risks

The Company has no history of significant earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its securities. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the properties owned by the Company. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of the property owned by the Company, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to purchasers under the Offering. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Negative Cash Flows From Operations

The Company had negative operating cash flow for the period from incorporation to September 30, 2017. To the extent that the Company has negative cash flow in future periods, the Company may need to allocate a portion of its cash reserves to fund such negative cash flow.

The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Company.

Resale of Common Shares

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of Common Shares distributed hereunder will be affected by such

volatility. There is no public market for the Common Shares. An active public market for the Common Shares might not develop or be sustained after the Offering. The initial public offering price of the Common Shares has been determined by the Company and this price will not necessarily reflect the prevailing market price of the Common Shares following the Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial public offering price.

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the British Columbia *Business Corporations Act*. Some of the directors and officers of the Company are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Company and their duties to the other companies on whose boards they serve, the directors and officers of the Company have agreed to the following:

- Participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;
- No commissions or other extraordinary consideration will be paid to such directors and officers; and business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to circumstances of each investor. Investors should seek independent advice from their own tax and legal advisers prior to investing in Common Shares of the Company.

Dividends

The Company does not anticipate paying any dividends on its Common Shares in the foreseeable future.

PROMOTER

Hsin Chen (Ted) Liu may be considered to be the Promoter of the Company in that he took the initiative in organizing the business of the Company.

Other than as disclosed above, no person who was a Promoter of the Company:

1. received anything of value directly or indirectly from the Company;
2. sold or otherwise transferred any asset to the Company within the last 2 years;
3. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days while that person was acting in the capacity as director, CEO or CFO;
4. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the person ceased to be a director, CEO or CFO and which

resulted from an event that occurred while the person was acting in the capacity as director, CEO or CFO;

5. is at of the date hereof, or was within 10 years before the date hereof, a director or executive officer of any person or 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 or receiver manager or trustee appointed to hold its assets;
6. has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the person;
7. has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;
8. has 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; or
9. has within the past 10 years 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 or receiver manager or trustee appointed to hold its assets.

CERTAIN FEDERAL INCOME TAX CONSIDERATIONS

The Company encourages each security holder to consult with its own tax or professional advisor to understand the tax considerations generally applicable with purchasing or owning the Qualified Shares.

LEGAL PROCEEDINGS

Legal Proceedings

The Company is not currently a party to any legal proceedings, nor is the Company currently contemplating any legal proceedings, which are material to its business. Management of the Company is not currently aware of any legal proceedings contemplated against the Company.

Regulatory Actions

From incorporation to the date of this Prospectus, management knows of 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;
- (ii) other penalties or sanctions imposed by a court or regulatory body against the Company necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and
- (iii) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as noted in this Prospectus, from incorporation on March 30, 2017 to the date of this Prospectus, none of the following persons or companies has had any material interest, direct or indirect, in any transaction which has materially affected or is reasonably expected to materially affect the Company:

- (a) any director or executive officer of the Company;
- (b) any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the Company's outstanding voting securities; and
- (c) any associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b).

As noted in the sections entitled "Material Contracts" and "Directors and Executive Officers", the directors and executive officers have entered into subscription agreements and stock option agreements with respect to the issuance of Common Shares and Options, respectively. See "Material Contracts".

AUDITORS

The auditor of the Company is Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants, at Suite 1500, 1140 West Pender Street, Vancouver, British Columbia V6E 4G1.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Company is AST Trust Company (Canada) at 1066 West Hastings Street, Suite 1600 | Vancouver, British Columbia V6E 3X1.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company from incorporation to the date of this Prospectus which are currently in effect and considered to be currently material:

1. The Registrar and Transfer Agent Agreement dated November 22, 2017;
2. The Escrow Agreement dated December ◆, 2017;
3. The Underlying Option Agreement dated May 17, 2017; and
4. The Assignment Agreement dated May 17, 2017.

A copy of any material contract and the Technical Report may be inspected during normal business hours at the Company's registered offices at Suite 409, 221 West Esplanade, North Vancouver, British Columbia V7M 3J3.

EXPERTS

Names of 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:

The Technical Report on the Cimarron Gold Property was prepared by Derrick Strickland, P.Geo, of Vancouver, British Columbia. Mr. Strickland has no interest in the Company, the Company's securities or the Cimarron Gold Property.

Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants, auditor of the Company, who prepared the independent auditor's report on the Company's audited financial statements included in and forming part of this Prospectus, and have informed the Company that it is independent of the Company within the meaning of the rules of professional conduct of the Chartered Professional Accountants of British Columbia (CPABC).

Interests of Experts

Other than as disclosed herein, none of the persons set out under the heading "Experts – Names of Experts" 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 prepared the report, valuation, statement or opinion aforementioned or thereafter.

OTHER MATERIAL FACTS

Other than as disclosed in this Prospectus, there are no other material facts about the securities being distributed pursuant to this Offering that are not disclosed under any other items and are necessary in order for this Prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares to be distributed.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

CONTRACTUAL RIGHT OF RESCISSION

The Company has granted to each holder of a Special Warrant a contractual right of rescission of the prospectus-exempt transaction under which the Special Warrants were initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who acquires Qualified Shares on the exercise or deemed exercise of the Special Warrants as provided for in this Prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of this Prospectus or an amendment to this Prospectus containing a misrepresentation,

- (a) the holder is entitled to rescission of both the holder's exercise or deemed exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired,

- (b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Company on the acquisition of the Special Warrants, and
- (c) if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.

AGENT FOR SERVICE OF PROCESS

Two of the directors of the Company, Hsin-Chen (Ted) Liu and Hung Chieh (Odie) Ou reside outside of Canada. Both directors have appointed the following agent for service of process: William Macdonald, C/O Macdonald Tuskey, Suite 409 – 221 West Esplanade, North Vancouver, British Columbia, V7M 3J3.

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

FINANCIAL STATEMENTS

Audited financial statements of the Company for the fiscal year ended September 30, 2017, are included in this Prospectus.

RIDGESTONE MINING INC.

Financial Statements

For the Period from Incorporation on March 30, 2017, to

September 30, 2017

(Expressed in Canadian dollars)



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Directors of Ridgestone Mining Inc.:

We have audited the accompanying financial statements of Ridgestone Mining Inc., which comprise the statement of financial position as at September 30, 2017, and the statements of operations, changes in equity and cash flows for the period from inception on March 30, 2017 to September 30, 2017, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audit 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 Ridgestone Mining Inc. as at September 30, 2017, and its financial performance and its cash flows for the period from inception on March 30, 2017 to September 30, 2017 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about Ridgestone Mining Inc's ability to continue as a going concern.

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada
December __, 2017

RIDGESTONE MINING INC.Statements of financial position
(Expressed in Canadian dollars)

	September 30, 2017 \$
ASSETS	
Current assets	
Cash	326,883
Restricted cash (Note 5)	423,780
Prepaid expenses	2,291
Total current assets	752,954
Non-current assets	
Exploration and evaluation assets (Note 3)	313,610
Total assets	1,066,564
LIABILITIES AND SHAREHOLDERS' EQUITY	
Current liabilities	
Accounts payable and accrued liabilities	11,853
Total liabilities	11,853
Shareholders' equity	
Share capital (Note 4)	800,000
Special warrants (Note 5)	349,860
Subscriptions received (Note 5)	73,920
Deficit	(169,069)
Total shareholders' equity	1,054,711
Total liabilities and shareholders' equity	1,066,564

Nature of operations and continuance of business (Note 1)
Subsequent event (Note 9)

Approved and authorized for issuance on behalf of the Board of Directors on December __, 2017:

/s/ "Hsin-Chen Liu"

Hsin-Chen Liu, Director

(The accompanying notes are an integral part of these financial statements)

RIDGESTONE MINING INC.

Statements of operations

(Expressed in Canadian dollars)

	Period from March 30, 2017 (date of incorporation) to September 30, 2017 \$
Expenses	
General and administrative	21,363
Mineral exploration costs (Note 3)	126,365
Professional fees	21,341
Total expenses	169,069
Net loss and comprehensive loss for the period	(169,069)
Loss per share, basic and diluted	(0.04)
Weighted average shares outstanding	4,628,000

(The accompanying notes are an integral part of these financial statements)

RIDGESTONE MINING INC.Statement of changes in equity
(Expressed in Canadian dollars)

	Share capital		Special Warrants \$	Subscriptions Received \$	Deficit \$	Total shareholders' equity \$
	Number of shares	Amount \$				
Balance, March 30, 2017 (date of incorporation)	–	–	–	–	–	–
Shares issued for cash (Note 4)	5,000,001	600,000	–	–	–	600,000
Share repurchased (Note 4)	(1)	–	–	–	–	–
Special Warrants issued (Note 5)	–	–	349,860	–	–	349,860
Shares issued pursuant to mineral property assignment agreement (Notes 3 and 4)	2,000,000	200,000	–	–	–	200,000
Subscriptions received (Note 5)	–	–	–	73,920	–	73,920
Net loss for the period	–	–	–	–	(169,069)	(169,069)
Balance, September 30, 2017	7,000,000	800,000	349,860	73,920	(169,069)	1,054,711

(The accompanying notes are an integral part of these financial statements)

RIDGESTONE MINING INC.

Statements of cash flows

(Expressed in Canadian dollars)

	Period from March 30, 2017 (date of incorporation) to September 30, 2017 \$
Operating activities	
Net loss for the period	(169,069)
Changes in non-cash operating working capital:	
Prepaid expenses	(2,291)
Accounts payable and accrued liabilities	11,853
Net cash used in operating activities	(159,507)
Investing activities	
Acquisition of exploration and evaluation assets	(113,610)
Net cash used in investing activities	(113,610)
Financing activities	
Proceeds from issuance of common shares	600,000
Proceeds from issuance of special warrants	349,860
Share subscriptions received	73,920
Net cash provided by financing activities	1,023,780
Change in cash	750,663
Cash, beginning	–
Cash, ending	750,663
Non-cash investing and financing activities	
Shares issued pursuant to mineral property assignment agreement	200,000
Supplemental disclosures:	
Interest paid	–
Income taxes paid	–
Cash consists of:	
Cash	326,883
Restricted cash	423,780
	750,663

(The accompanying notes are an integral part of these financial statements)

1. Nature of Operations and Continuance of Business

Ridgestone Mining Inc., (the "Company"), was incorporated in British Columbia, Canada on March 30, 2017 under the name 1113414 B.C. Ltd. On March 30, 2017, the Company changed its name to Ridgestone Mining Inc. The Company's principal business plan is to acquire, explore and develop mineral properties and ultimately seek earnings by exploiting mineral claims. The Company's registered office is Suite 409, 221 West Esplanade, North Vancouver, British Columbia, V7M 3J3.

These financial statements have been prepared on a going concern basis which assumes that the Company will realize the carrying value of its assets and discharge its liabilities in the normal course of business. As at September 30, 2017, the Company has not generated any revenue and has accumulated losses of \$169,069 since inception. There is no guarantee that the Company will be able to complete any of the above objectives. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Summary of Significant Accounting Policies

(a) Statement of Compliance and Basis of Presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These financial statements have been prepared on a historical cost basis. These financial statements are presented in Canadian dollars, which is the Company's functional currency.

(b) Use of Estimates and Judgments

The preparation of these financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Significant areas requiring the use of estimates include fair value of share-based payments, recoverability of exploration and evaluation assets, and unrecognized deferred income tax assets. Actual results could differ from those estimates.

Judgments made by management include the factors used to determine the assessment of whether the going concern assumption is appropriate. The assessment of the going concern assumption requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

(b) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

(c) Financial instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

2. Summary of Significant Accounting Policies (continued)

(c) Financial instruments (continued)

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary financial assets.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

All financial liabilities are initially recorded at fair value and designated upon inception as fair value through profit or loss or other financial liabilities. The Company has not classified any financial liabilities as fair value through profit or loss.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. The effective interest rate method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's trade payables and accrued liabilities are classified as other financial liabilities.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

2. Summary of Significant Accounting Policies (continued)

(d) Exploration and Evaluation Assets

The Company records its interests in mineral properties and areas of geological interest at cost. All direct and indirect costs related to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold or management has determined there to be an impairment in value. These costs will be depleted using the unit-of-production method based on the estimated proven and probable reserves available on the related property following commencement of production.

The amounts shown for mineral properties represent acquisition costs and option payments, and do not necessarily reflect present or future value. Recoverability of these amounts will depend upon the existence of economically recoverable reserves, the ability of the Company to obtain financing necessary to complete development, and future profitable production. The Company reviews the carrying values of mineral properties when there are any events or change in circumstances that may indicate impairment. Where estimates of future cash flows are available, an impairment charge is recorded if the estimated undiscounted future net cash flows expected to be generated by the property is less than the carrying amount. An impairment charge is recognized by the amount by which the carrying amount of the property exceeds the fair value of the property exceeds the fair value of the property.

(e) Mineral Exploration and Development Costs

Exploration costs are charged to operations as incurred. When it has been established that a mineral deposit is commercially mineable and a decision has been made to formulate a mining plan (which occurs upon completion of a positive economic analysis of the mineral deposit), the costs subsequently incurred to develop the mine on the property prior to the start of the mining operations are capitalized. Exploration costs that are incurred before the Company has obtained the legal rights to explore and develop a property are expensed.

(f) Impairment of Non-Current Assets

At each reporting date, the Company reviews the carrying amounts of its tangible assets to determine whether there are any indications of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit ("CGU") to which the asset belongs. The recoverable amount is determined as the higher of fair value less direct costs to sell and the asset's value in use. In assessing value in use, the estimated future cash flows are discounted to their present value. Estimated future cash flows are calculated using estimated recoverable reserves, estimated future commodity prices and the expected future operating and capital costs. The pre-tax discount rate applied to the estimated future cash flows reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted.

If the carrying amount of an asset or CGU exceeds its recoverable amount, the carrying amount of the asset or CGU is reduced to its recoverable amount through an impairment charge to the statement of operations.

Assets that have been impaired are tested for possible reversal of the impairment whenever events or changes in circumstance indicate that the impairment may have reversed. When an impairment subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but only so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of depreciation, depletion and amortization) had no impairment loss been recognized for the asset or CGU in prior periods. A reversal of impairment is recognized as a gain in the statement of operations.

2. Summary of Significant Accounting Policies (continued)

(g) Reclamation and Remediation Provisions

The Company recognizes a provision for statutory, contractual, constructive or legal obligations associated with decommissioning of mining operations and reclamation and rehabilitation costs arising when environmental disturbance is caused by the exploration or development of mineral properties, plant and equipment. Provisions for site closure and reclamation are recognized in the period in which the obligation is incurred or acquired, and are measured based on expected future cash flows to settle the obligation, discounted to their present value. The discount rate used is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability including risks specific to the countries in which the related operation is located.

When an obligation is initially recognized, the corresponding cost is capitalized to the carrying amount of the related asset in mineral properties, plant and equipment. These costs are depreciated using either the unit of production or straight line method depending on the asset to which the obligation relates.

The obligation is increased for the accretion and the corresponding amount is recognized as a finance expense. The obligation is also adjusted for changes in the estimated timing, amount of expected future cash flows, and changes in the discount rate. Such changes in estimates are added to or deducted from the related asset except where deductions are greater than the carrying value of the related asset in which case, the amount of the excess is recognized in the statement of operations.

Due to uncertainties concerning environmental remediation, the ultimate cost to the Company of future site restoration could differ from the amounts provided. The estimate of the total provision for future site closure and reclamation costs is subject to change based on amendments to laws and regulations, changes in technology, price increases and changes in interest rates, and as new information concerning the Company's closure and reclamation obligations becomes available.

(h) Share capital

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

(i) Foreign Currency Translation

The Company's functional currency, being the currency of the primary economic environment in which the Company operates, is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or at an average rate. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Foreign exchange gains and losses are included in the statement of operations.

(j) Income Taxes

Current income tax

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

2. Summary of Significant Accounting Policies (continued)

(j) Income Taxes (continued)

Deferred income

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

(k) Comprehensive Loss

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in the statement of operations. As at September 30, 2017, the Company had no items that represent comprehensive income or loss.

(l) Loss Per Share

Basic loss per share is computed using the weight average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share, whereby all "in the money" stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, basic and diluted loss per share are the same as the exercise of stock options and share purchase warrants is considered to be anti-dilutive. As at September 30, 2017, the Company had no potentially dilutive shares outstanding.

(m) Share-based Payments

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity 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 stock option 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.

(n) Accounting Standards Issued But Not Yet Effective

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for annual periods beginning after January 1, 2018 or later periods.

The following new IFRSs that have not been early adopted in these financial statements will not have a material effect on the Company's future results and financial position:

- i) IFRS 9, *Financial Instruments* (New; to replace IAS 39 and IFRIC 9)
- ii) New standard IFRS 15, "*Revenue from Contracts with Customers*"; and
- iii) New standard IFRS 16, "*Leases*".

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

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

3. Exploration and Evaluation Assets

Mineral property acquisition costs:

	Cimarron Property \$
Balance, March 30, 2017 (date of incorporation)	–
Additions	313,610
Balance, September 30, 2017	313,610

Mineral exploration costs:

	Period from March 30, 2017 (date of incorporation) to September 30, 2017 \$
General exploration	50,214
Geological and geophysics	28,380
Samplings and assays	47,023
Meals and accommodations	748
	126,365

On May 17, 2017, the Company entered into an Assignment Agreement with 1082223 B.C. Ltd. (the "Assignor") and Nevada Select Royalty Inc. ("Nevada Select"), to acquire the Assignor's interest in an Option Agreement between the Assignor and Nevada Select, in respect of certain mineral claims, known as the Cimarron property, located in NYE County, Nevada. The Assignor is a private company controlled by an individual who became the Chief Financial Officer of the Company subsequent to the signing of the Assignment Agreement. In consideration for the assignment, the Company agreed to issue 2,000,000 shares of common stock (issued with a fair value of \$200,000) (Note 4) and pay cash consideration of \$100,000, of which, \$25,000 is due upon execution of the Assignment Agreement (paid) and \$75,000 is due by July 15, 2017 (paid).

Upon closing of the Assignment Agreement, the Company assumed all of the Assignor's rights and obligations under the Option Agreement dated May 16, 2017 ("Effective Date"). Under the Option Agreement, the Company is required to make the following payments to Nevada Select during the option period as follows:

- i) US\$10,000 cash within three business days from the Effective Date (paid \$13,610);
- ii) US\$15,000 cash on the six-month anniversary of the Effective Date;
- iii) US\$25,000 cash on the first-year anniversary of the Effective Date;
- iv) US\$25,000 cash on the second-year anniversary of the Effective Date;
- v) US\$25,000 cash on the third-year anniversary of the Effective Date; and
- vi) US\$150,000 cash on the fourth-year anniversary of the Effective Date.

Once the above payments have been made, the Company can exercise the option and acquire 100% of the right, title and interest in and to the Cimarron property. Upon execution of the option, Nevada Select will be granted a 2.5% net smelter royalty in respect of all products produced from the property.

4. Share Capital

Authorized: Unlimited common shares without par value

Share transactions for the period ended September 30, 2017:

- (a) On March 30, 2017, the Company issued 1 share at \$0.01 per share. The share was subsequently repurchased by the Company.

4. Share Capital (continued)

- (b) On April 1, 2017, the Company issued 1,000,000 shares at \$0.015 per share for gross proceeds of \$15,000.
- (c) On April 26, 2017, the Company issued 1,000,000 shares at \$0.035 per share for gross proceeds of \$35,000.
- (d) On May 18, 2017, the Company issued 2,000,000 common shares with a fair value of \$200,000 pursuant to the Assignment Agreement (Note 3).
- (e) On May 18, 2017, the Company issued 500,000 shares at \$0.10 per share for gross proceeds of \$50,000.
- (f) On May 23, 2017, the Company issued 1,000,000 shares at \$0.20 per share for gross proceeds of \$200,000.
- (g) On August 31, 2017, the Company issued 1,500,000 shares at \$0.20 per share for gross proceeds of \$300,000.

5. Special Warrants

The Company is offering for sale by way of a private placement (the "Offering") up to 3,000,000 Special Warrants at a price of \$0.42 per Special Warrant. Each warrant entitles the holder to acquire, for no additional consideration, one common share (a "Special Warrant Share"). The Special Warrants are exercisable by the holders thereof at any time after the closing date of the Offering for no additional consideration and all unexercised Special Warrants will be deemed to be exercised on the first business day after the date on which a receipt for a final prospectus of the Company qualifying the distribution of the Special Warrant Shares issuable on exercise of the Special Warrants has been issued by the securities regulatory authority in British Columbia at which time each Special Warrant shall be automatically exercised for one Special Warrant Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without any further action on the part of the holder. All subscription funds received will be held in trust pending the closing of the Offering.

The holders of common shares are entitled to one vote at meetings of shareholders for each share held and all common shares rank equally with respect to the payment of dividends and on any distribution of the assets of the Issuer on dissolution or winding up.

- (a) On September 20, 2017, the Company issued 833,000 Special Warrants at \$0.42 per warrant for gross proceeds of \$349,860. Each Special Warrant entitles the holder to acquire, for no additional consideration, one common share of the Company.
- (b) During the period ended September 30, 2017, the Company received subscription proceeds of \$73,920 for 176,000 Special Warrants issuable at \$0.42 per warrant. As at September 30, 2017, the Special Warrants had not been issued.

The following table summarizes information about the issued and outstanding Special Warrants as at September 30, 2017:

	Special Warrants	
	Number of warrants	Weighted average exercise price
Outstanding, beginning	-	\$ -
Issued	833,000	0.42
Exercised	-	-
Cancelled	-	-
Outstanding, September 30, 2017	833,000	\$ 0.42

6. Financial Instruments

- (a) Categories of Financial Instruments and Fair Value Measurements

The Company classifies cash as fair value through profit and loss and accounts payable as other liabilities.

6. Financial Instruments (continued)

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at September 30, 2017, as follows:

	Fair Value Measurements Using			Balance, September 30, 2017 \$
	Quoted prices in active markets for identical instruments (Level 1) \$	Significant other observable inputs (Level 2) \$	Significant unobservable inputs (Level 3) \$	
Cash	750,663	–	–	750,663

The fair values of other financial instruments, which consists of cash and accounts payable at approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. Management monitors the amount of credit extended to the parties for expense recoveries. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

Foreign exchange rate risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in the currencies that differ from the respective functional currency. The Company operates in Canada and United States. Future exploration programs and option payments may be denominated in U.S. dollars. Foreign exchange risk arises from purchase transactions as well as financial assets and liabilities denominated in these foreign currencies.

The Company does not use derivative instruments to hedge exposure to foreign exchange rate risk. However, management of the Company believes there is no significant exposure to foreign currency fluctuations.

(d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

(e) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

7. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged during the period ended September 30, 2017.

8. Income Taxes

The tax effect (computed by applying the Canadian federal and provincial statutory rate) of the significant temporary differences, which comprise deferred income tax assets and liabilities, are as follows:

	2017 \$
Statutory income tax rate	26%
Income tax recovery at statutory rate	(43,958)
Temporary differences	32,855
Change in valuation allowance	11,103
Deferred income taxes recovered	–

The significant components of deferred income tax assets and liabilities are as follows:

	2017 \$
Non-capital loss	11,103
Exploration and evaluation assets	32,855
Valuation allowance	(43,958)
Deferred income tax assets	–

As of September 30, 2017, the Company has non-capital tax losses of approximately \$42,700 that may be offset against future Canadian and United States taxable income. This loss expires commencing 2037.

9. Subsequent Event

Subsequent to the period ended September 30, 2017, the Company received the remaining balance of \$1,111,320 for a total of 2,646,000 Special Warrants issuable at \$0.42 per warrant.

Schedule "A"

Audit Committee Charter

The following Audit Committee Charter was adopted by the Audit Committee of the Board of Directors and the Board of Directors of Ridgestone Mining Inc. (the "Company")

Mandate

The primary function of the audit committee (the "Committee") is to assist the Company's Board of Directors 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. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. 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 auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all of the members of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is 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 presumably be expected to be raised by the Company's financial statements.

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

Meetings

The Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

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

External Auditors

- review annually, the performance of the external auditors who shall be ultimately accountable to the Company's Board of Directors and the Committee as representatives of the shareholders of the Company;
- obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1;
- review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- take, or recommend that the Company's full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- recommend to the Company's Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- recommend to the Company's Board of Directors the compensation to be paid to the external auditors;
- at each meeting, consult with the external auditors, 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;
- review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- 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 auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,
 - such services were not recognized by the Company at the time of the engagement to be non-audit services, and
 - such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
- consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;

- consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- review certification process;
- establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

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

CERTIFICATE OF THE COMPANY AND PROMOTER

Date: December 5, 2017

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.

(signed) Hsin Chen (Ted) Liu

Hsin Chen (Ted) Liu
Chief Executive Officer and President

(signed) Erwin Wong

Erwin Wong
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) Ron Birch

Ron Birch
Director

(signed) Hung Chieh (Odie) Ou

Hung Chieh (Odie) Ou
Director

PROMOTER

(signed) Hsin Chen (Ted) Liu

Hsin Chen (Ted) Liu