PITCHBLACK RESOURCES LTD.

INFORMATION CIRCULAR

with respect to a Reverse Takeover by
2513924 Ontario Inc. and 2507868 Ontario Inc.
pursuant to Policy 5.2 of the TSX Venture Exchange

Dated as at November 22, 2017

Neither the TSX Venture Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the Reverse Takeover described in this Information Circular.

PITCHBLACK RESOURCES LTD.
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

You are invited to a special meeting of shareholders (the "**Meeting**") of Pitchblack Resources Ltd. (the "**Issuer**").

When: Tuesday, December 19th, 2017 at 11:00 a.m. (Toronto time)
Where: 65 Queen Street West, 8th floor boardroom, Toronto, Ontario M5H 2M5

The purpose of the Meeting is as follows:

1. **Approval of RTO**. Consider and, if appropriate, receive Disinterested Shareholder Approval (as defined in the management information circular (the "**Circular**") as attached) concerning the proposed amalgamation of a wholly owned subsidiary of the Issuer with two other companies, which shall constitute a reverse takeover of the Issuer;

2. **Approval of Deemed Shares for Debt Transaction**. Consider and, if appropriate, receive disinterested shareholder approval as further described in the Circular as attached concerning the private placement of subscription receipts to Scott Moore and Forbes and Manhattan Inc.; and

3. **Other Business**. Consider other business as may properly come before the Meeting or any postponement(s) or adjournment(s) thereof.

This notice is accompanied by: (i) a form of proxy, and (ii) the Circular.

You may vote your shares by proxy if you are unable to attend the meeting. Please review the enclosed Circular and date, sign and return the enclosed form of proxy to the Corporation's transfer agent by 11:00 a.m. (Toronto time) on Friday, December 15th, 2017.

The directors of the Corporation have fixed the close of business on November 6, 2017 as the record date, and the registered holders entitled to notice and to vote at the Meeting and any postponement(s) or adjournments(s) thereof shall be determined as of such date.

DATED at Toronto, Ontario as of the 22nd day of November, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed*) "G. Scott Moore"*

G. Scott Moore
President and Chief Executive Office

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LIST OF EXHIBITS

EXHIBIT A **FINANCIAL STATEMENTS AND MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE ISSUER**

- Unaudited interim financial statements for the six months ended June 30, 2017
- Financial statements for the fiscal years ended December 31, 2016 and December 31, 2015, with the auditor's reports thereon
- Management's discussion and analysis of the Issuer for the six months ended June 30, 2017
- Management's discussion and analysis of the Issuer for the fiscal year ended December 31, 2016
- Management's discussion and analysis of the Issuer for the fiscal year ended December 31, 2015

EXHIBIT B **FINANCIAL STATEMENTS AND MANAGEMENT'S DISCUSSION AND ANALYSIS OF SULLIDEN SUBSIDIARY**

- Audited annual financial statements for the year ended July 31, 2017 and for the period from March 7, 2016 (the date of incorporation) to July 31, 2016
- Management's discussion and analysis of Sulliden Subsidiary for the year ended July 31, 2017 and
- Management's discussion and analysis of Sulliden Subsidiary for the period from March 7, 2016 (the date of incorporation) to July 31, 2016

EXHIBIT C **FINANCIAL STATEMENTS AND MANAGEMENT'S DISCUSSION AND ANALYSIS OF 2513924 ONTARIO INC.**

- Unaudited quarterly financial statements for the period ended June 30, 2017
- Audited annual financial statements for the period from April 15, 2016 (the date of incorporation) to December 31, 2016
- Management's discussion and analysis of 251 Ontario for the period ended June 30, 2017
- Management's discussion and analysis of 251 Ontario for the period from April 15, 2016 (the date of incorporation) to December 31, 2016

EXHIBIT D **PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER**

- Pro forma financial statements as at June 30, 2017

EXHIBIT E **COPY OF AMALGAMATION AGREEMENT**

EXHIBIT F **CERTIFICATE OF THE ISSUER**

EXHIBIT G **CERTIFICATE OF SULLIDEN MINING CAPITAL INC.**

EXHIBIT H **CERTIFICATE OF 2513924 ONTARIO INC.**

EXHIBIT I **ACKNOWLEDGEMENT – PERSONAL INFORMATION**

GLOSSARY

The following terms have the meanings set out below.

248 Ontario	means 2489243 Ontario Inc.
251 Ontario	means 2513924 Ontario Inc.
251 Option	means the option held by 251 Ontario granted by Sulliden Subsidiary pursuant to an option agreement dated June 2, 2016 whereby Sulliden Subsidiary granted to 251 Ontario an option to acquire a 40% interest in the Troilus Project.
251 Option Payment	means the cash payment 251 Ontario is required to make to Sulliden Subsidiary upon exercise of the 251 Option, which is equal to 40% of the expenditures incurred by Sulliden Subsidiary in connection with the exercise of Sulliden Subsidiary Option plus an additional cash payment to Sulliden Subsidiary equal to 5% of such option expenditures.
251 Shareholders	means all of the holders of the 251 Shares.
251 Shares	means common shares in the capital of 251 Ontario.
Affiliate	means a company that is affiliated with another company as described below: A company is an "Affiliate" of another company if: (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A company is "controlled" by a Person if: (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company. A Person beneficially owns securities that are beneficially owned by: (a) a company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.
Amalco	means the company formed pursuant to the Amalgamation, to be named "TLG Project Inc.".
Amalgamation	means the amalgamation of 251 Ontario, Sulliden Subsidiary and Pitchblack Subco to form Amalco, and which shall constitute a Reverse Takeover.
Amalgamation Agreement	means the amalgamation agreement dated October 31, 2017 between the Issuer, Pitchblack Subco, Sulliden, Sulliden Subsidiary, 251 Ontario and the 251 Ontario Shareholders related to the completion of the Amalgamation in exchange for the Payment Shares.
Amalgamation Resolution	means the resolution to be approved by Disinterested Shareholders at the Special Meeting to approve the Amalgamation as further set out in this Information Circular.
Arm's Length Transaction	means a transaction that is not a Related Party Transaction.
Assignment Agreement	means the assignment agreement dated June 29, 2016 between 251 Ontario and 248 Ontario pursuant to which the Troilus Royalty was assigned to 248 Ontario.

Associate	when used to indicate a relationship with an individual or company, means (a) an issuer of which the individual or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer, (b) any partner of the individual or company, (c) any trust or estate in which the individual or company has a substantial beneficial interest or in respect of which an individual or company serves as trustee or in a similar capacity, (d) in the case of an individual, a relative of that person, including (i) that individual's spouse or child, or (ii) any relative of the individual or of his spouse who has the same residence as that person; but where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D.1.00 in the Exchange Rule Book and Policies with respect to that Member firm, Member corporation or holding company.
Board of Directors	means the board of directors of the Issuer.
Change of Control	includes situations where after giving effect to the contemplated transaction and as a result of such transaction: (a) any one Person holds a sufficient number of the voting shares of the issuer or resulting issuer to affect materially the control of the issuer or resulting issuer, or (b) any combination of Persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding hold in total a sufficient number of the voting shares of the issuer or resulting issuer to affect materially the control of the issuer or resulting issuer; where such Person or combination of Persons did not previously hold a sufficient number of voting shares to affect materially the control of the issuer or resulting issuer. In the absence of evidence to the contrary, any Person or combination of Persons acting in concert by virtue of an agreement, arrangement, commitment or understanding, hold more than 20% of the voting shares of the issuer or resulting issuer is deemed to materially affect the control of the issuer or resulting issuer.
Closing	means the completion of the Transaction.
Closing Date	means the day upon which the Closing occurs.
Common Share	means a common share in the capital of the Issuer or the Resulting Issuer, as the context requires.
company	unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.
Consolidation	means the consolidation of the Common Shares on the basis of one post-Consolidation Common Share for each four pre-Consolidation Common Shares, to occur upon Closing.

Control Person	means any Person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.
Deemed Shares for Debt Transactions	means the participation of Scott Moore and Forbes and Stan Bharti in the Private Placement.
Disinterested Shareholder Approval	means with respect to the Special Meeting, Shareholder approval of the Amalgamation excluding the votes of interested parties, being 4,464,995 Common Shares.
Effective Time	means the effective time of the Amalgamation, being 12:01 am (Toronto time) on the effective date as stated on the certificate of amalgamation issued pursuant to the OBCA.
Escrow Agreement	means the Form 5D Escrow Agreement to be entered into on Closing among the Resulting Issuer, the Escrow Agent, and the holders of the Transaction Escrowed Shares, providing for the escrow of the Transaction Escrowed Shares, as disclosed in "Part VII – Information Concerning the Resulting Issuer – Escrow and Resale Restrictions".
Escrow Agent	means TSX Trust Company.
Escrow Release Conditions	means the satisfaction of the following conditions on or before January 31, 2018: a) the receipt of all shareholder and regulatory approvals (including Exchange approval) required for the RTO; b) written confirmation from each of Sulliden Subsidiary and Pitchblack that all conditions of the RTO have been satisfied to the satisfaction of the Underwriters, and that the RTO shall be completed forthwith upon release of the net proceeds of the Private Placement; c) counsel to Sulliden Subsidiary having delivered an opinion addressed to the Underwriters confirming, among other things, that the common shares of the Resulting Issuer issued to in connection with the RTO shall be free of any statutory hold periods in Canada; d) the Common Shares, including the Common Shares issuable upon the exercise of the Warrants, underlying the Subscription Receipts being conditionally approved for listing on the Exchange; and e) the Company and the Underwriters will have delivered a release notice to the Escrow Agent.
Exchange	means the TSX Venture Exchange Inc.
Exchange Policy 5.4	means "Exchange Policy 5.4 – Escrow, Vendor Consideration and Resale Restrictions", as supplemented by Appendix 3G "Valuation Standards and Guidelines for Mineral Properties", both as set out in the Exchange's Corporate Finance Manual.
Exchange Policy 5.2	means "Exchange Policy 5.2 – Change of Business and Reverse Takeovers", as set out in the Exchange's Corporate Finance Manual.
Exchange Requirements	means the by-laws, policies, circulars, rules, guidelines, orders, notices, rulings, forms, decisions and regulations of the Exchange as from time to time enacted, any instructions, decisions and directions of the Exchange (including those of any committee of the Exchange as appointed from time to time), and all applicable provisions of the securities laws of any other jurisdiction.

Final Exchange Bulletin	means the bulletin which is issued by the Exchange following closing of the Transaction and the submission of all required documentation and that evidences the Exchange's acceptance of the Transaction.
First Quantum	means First Quantum Minerals Ltd.
First Quantum Royalty	means the variable Net Smelter Royalty of 1.5% or 2.5%, depending on the gold price being more or less than US$1,250/ounce during the reference period, to be granted to First Quantum upon the exercise of the Sulliden Subsidiary Option.
Information Circular	means this information circular of the Issuer.
Insider	if used in relation to the Issuer, includes: (a) a director or senior officer of the Issuer; (b) a director or senior officer of a company that is an insider or subsidiary of the Issuer; and (c) a Person that beneficially owns or controls, directly or indirectly, securities carrying more than 10% of the voting rights attached to all outstanding securities of the Issuer.
Issuer or Pitchblack	means Pitchblack Resources Ltd., a corporation continued pursuant to the OBCA.
Letter of Intent	means the letter of intent dated May 2, 2017, between the Issuer and Sulliden relating to the Transaction.
MD&A	means management's discussion and analysis of financial condition and operating results.
Meeting	means the annual general and special meeting of the Shareholders held on October 18, 2017 which approved, among other things, the Name Change and the Consolidation.
Member	means a Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange Requirements.
Member's Agreement	means the Member's agreement among the Exchange and each Person who, from time to time, is accepted as, and becomes a Member of the Exchange.
MI 61-101	means Multilateral Instrument 61-101 "*Protection of Minority Security Holders in Special Transactions*".
Non-Arm's Length Party	in relation to a company, means a promoter, officer, director or other Insider or Control Person of that company (including an issuer) and any Associates or Affiliates of any such Persons, and in relation to an individual, means any Associate of the individual or any company of which the individual is a promoter, officer, director, Insider or Control Person.
Name Change	means a change of the Issuer's name from "Pitchblack Resources Ltd. to "Troilus Gold Inc." or such other name as may be acceptable to the Exchange.
NEX	means the NEX board of the Exchange.
NI 43-101	means National Instrument 43-101- *Standards of Disclosure for Mineral Projects*.
OBCA	means the *Business Corporations Act* (Ontario), as amended, together with its regulations.
Option Plan	means the stock option plan of the Issuer.
Payment Shares	means the 25,000,000 Common Shares on a post-Consolidation basis to be issued by the Issuer to Sulliden (15,000,000 Common Shares) and the 251 Shareholders (an aggregate of 10,000,000 Common Shares) in exchange for the acquisition of the Sulliden Subsidiary and 251 Ontario pursuant to the Amalgamation.
Person	means a company or an individual.

Pitchblack Options	means pre-Consolidation, 825,000 options entitling the holders thereof to purchase Common Shares at a purchase price of $0.10 or $0.30 per share until either November 7, 2021 or April 20, 2022.
Pitchblack Subco	means 2603210 Ontario Inc., a wholly owned subsidiary of the Issuer.
President's List Subscribers	means, with respect to the Private Placement, sales to certain purchasers identified by Sulliden Subsidiary to a maximum aggregate subscription amount of $2,000,000.
Private Placement	means the brokered bought deal private placement of 14,030,000 Subscription Receipts, including the exercise of the Underwriters' Option, of Sulliden Subsidiary at a price of $1.64 per Subscription Receipt for gross proceeds of $23,009,200, to be completed in connection with the Transaction.
Related Party Transaction	has the meaning ascribed to that term in Exchange Policy 5.9, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the issuer with respect to the transaction.
Resulting Issuer	means the Issuer following the Closing.
Reverse Takeover or RTO	means a transaction or series of transactions, involving an acquisition by the issuer or of the issuer, and a securities issuance by an issuer that results in: (a) new shareholders holding more than 50% of the outstanding voting securities of the issuer, and (b) a Change of Control (as defined by the policies of the Exchange) of the issuer. The Exchange may deem a transaction to have resulted in a Change of Control by aggregating the shares of a vendor group and/or incoming management group, but does not include any transaction or series of transactions whereby the newly issued securities are to be issued to shareholders of an issuer listed on Toronto Stock Exchange or another senior exchange under a formal takeover bid made pursuant to Securities Laws, as defined by the policies of the Exchange. A transaction or series of transactions may include an acquisition of a business or assets, an amalgamation, arrangement or other reorganization. Any securities issued pursuant to a private placement effected concurrently, contingent upon, or otherwise linked to a transaction or series of transactions, may be used in order to determine whether a transaction or series of transactions satisfies (a) and/or (b), above.
RPA	means Roscoe Postle Associates Inc., the authors of the Technical Report.
RSU Plan	means the restricted share unit plan that may be adopted by the Resulting Issuer upon the graduation to the TSX.
RSUs	means restricted share units of the Resulting Issuer governed by the RSU Plan.
Shareholders	means Persons holding Common Shares.
Special Meeting	means the special meeting of Shareholders to be held on December 19, 2017 to seek Disinterested Shareholder Approval of the Amalgamation.
Subscription Receipts	means the subscription receipts to be issued by Sulliden Subsidiary under the Private Placement at a price of $1.64 per Subscription Receipt. Each Subscription Receipt will be automatically convertible upon the satisfaction of the Escrow Release Conditions in accordance with the terms of the Subscription Receipt Agreement into a unit, with each unit being comprised of one Common Share (post-Consolidation) and one Warrant.

Subscription Receipt Agent	means TSX Trust Company in its capacity as subscription receipt agent appointed pursuant to the terms of the Subscription Receipt Agreement.
Subscription Receipt Agreement	means the subscription receipt agreement to be entered into between the Subscription Receipt Agent, the Underwriters and Sulliden Subsidiary governing the terms of the Subscription Receipts.
Sulliden	means Sulliden Mining Capital Inc., a corporation incorporated pursuant to the OBCA.
Sulliden Subsidiary	means 2507868 Ontario Inc.
Sulliden Subsidiary Option	means the option granted pursuant to the agreement with First Quantum dated May 2, 2016 whereby Sulliden Subsidiary holds a two-year option to purchase a 100% interest in the Troilus Project. To exercise the Sulliden Subsidiary Option, a minimum of $1,000,000 must be spent on engineering and technical studies to evaluate the economic viability of the project and a final cash payment of $100,000 will be made on the date of exercise of this option along with the grant of the First Quantum Royalty.
Sulliden Subsidiary Shares	means the common shares in the capital of Sulliden Subsidiary.
Technical Report	means the independent qualified persons report dated November 20, 2017 entitled "Technical Report on the Troilus Gold-Copper Mine Mineral Resource Estimate, Quebec, Canada" concerning the Troilus Project that was prepared by RPA in accordance with Form 43-101F1 of NI 43-101.
Transaction	means, collectively, the transactions disclosed herein, including the Amalgamation, the Private Placement, the Name Change and the Consolidation.
Transaction Escrowed Shares	means 25,000,000 Resulting Issuer Common Shares to be escrowed pursuant to Exchange Policy 5.4**.** See "Part VII – Information Concerning the Resulting Issuer – Escrow and Resale Restrictions".
Troilus Project	means the past producing gold mine located approximately 450 kilometers north east of Val-d'Or in Quebec.
Troilus Royalty	means the royalty in respect of the Troilus Project equal to 1.0% of net smelter returns to be granted to 248 Ontario pursuant to the Assignment Agreement by Sulliden Subsidiary upon exercise of the option to acquire the Troilus Project.
TSX	means the Toronto Stock Exchange.
Underwriters	means the syndicate of Underwriters pursuant to the Private Placement, with National Bank Financial Inc. as sole bookrunner and Haywood Securities Inc. and PI Financial Corp. as co-lead underwriters.
Underwriters' Option	means the option of the Underwriters to purchase up to an additional 1,830,000 Subscription Receipts, for additional gross proceeds of up to $3,001,200, pursuant to the Private Placement.
Warrants	means the purchase warrants for Common Shares to be issued upon conversion of the Subscription Receipts, with each Warrant entitling its holder to one Common Share (post-Consolidation) at a price of $2.50, for a period of 36 months from the closing date of the Private Placement.

GLOSSARY OF SCIENTIFIC TERMS

The following technical terms used in the description of the Troilus Project have the meanings set out below:

a	annum
A	ampere
bbl	barrels
btu	British thermal units
°C	degree Celsius
C$	Canadian dollars
cal	calorie
cfm	cubic feet per minute
cm	centimetre
cm^2	square centimetre
d	day
dia	diameter
dmt	dry metric tonne
dwt	dead-weight ton
°F	degree Fahrenheit
ft	foot
ft^2	square foot
ft^3	cubic foot
ft/s	foot per second
g	gram
G	giga (billion)
Gal	Imperial gallon
g/L	gram per litre
Gpm	Imperial gallons per minute
g/t	gram per tonne
gr/ft^3	grain per cubic foot
gr/m^3	grain per cubic metre
ha	hectare
hp	horsepower
hr	hour
Hz	hertz
in.	inch
in^2	square inch
J	joule
k	kilo (thousand)
kcal	kilocalorie
kg	kilogram
km	kilometre
km^2	square kilometre
km/h	kilometre per hour
kPa	kilopascal
kVA	kilovolt-amperes
kW	kilowatt
kWh	kilowatt-hour
L	litre
lb	pound
L/s	litres per second
m	metre
M	mega (million); molar
m^2	square metre
m^3	cubic metre
µ	micron
MASL	metres above sea level
µg	microgram
m^3/h	cubic metres per hour
mi	mile
min	minute
µm	micrometre
mm	millimetre
mph	miles per hour
MVA	megavolt-amperes
MW	megawatt
MWh	megawatt-hour
oz	Troy ounce (31.1035g)
oz/st, opt	ounce per short ton
ppb	part per billion
ppm	part per million
psia	pound per square inch absolute
psig	pound per square inch gauge
RL	relative elevation
s	second
st	short ton
stpa	short ton per year
stpd	short ton per day
t	metric tonne
tpa	metric tonne per year
tpd	metric tonne per day
US$	United States dollar
USg	United States gallon
USgpm	US gallon per minute
V	volt
W	watt
wmt	wet metric tonne
wt%	weight percent
yd^3	cubic yard
yr	year

TECHNICAL INFORMATION

Technical information provided in this Information Circular for the Troilus Project is based upon information contained in the Technical Report.

Luke Evans, M.Sc., P.Eng. and Tudorel Ciuculescu, M.Sc., P.Geo. are the responsible "qualified persons" under NI 43-101. The Technical Report was prepared for Pitchblack in compliance with NI 43-101 and has been submitted to the Exchange, the British Columbia Securities Commission, Alberta Securities Commission and the Ontario Securities Commission in connection with this Information Circular and the Transaction.

CAUTION RELATING TO FORWARD-LOOKING INFORMATION

This Information Circular contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Troilus Project, Pitchblack, Sulliden Subsidiary, 251 Ontario or the Resulting Issuer to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include: the completion of the Transaction, pro-forma presentation of the Resulting Issuer that assumes completion of the Transaction, the intention to grow the business and operations of the Resulting Issuer, fluctuation of mineral prices, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, requirements for additional capital, political risks, statutory and regulatory compliance, changes to laws, regulations and permits governing operations and activities of mining companies, industrial accidents, labour disputes, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage, dependence on key management employees, conflicts of interest, significant and increasing competition in the mining industry, stock price and volume volatility and the Closing Date of the Transaction as well as the stock exchange listing of securities to be issued under the Transaction. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Information Circular. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, the ability of the Issuer to obtain necessary financing including the completion of the Private Placement, satisfy conditions under the Amalgamation Agreement, satisfy the requirements of the Exchange with respect to the Transaction, the economy generally, regulatory hurdles concerning the Troilus Project, competition, and anticipated and unanticipated costs. Such statements could also be materially affected by the impact of environmental risks, environmental regulation, taxation policies, competition, the lack of available and qualified personnel or management, stock market volatility and the ability to access sufficient capital from internal or external sources. Actual results, performance or achievement could differ materially from those expressed herein. While the Issuer anticipates that subsequent events and developments may cause its views to change, the Issuer specifically disclaims any obligation to update these forward-looking statements, except as otherwise required by applicable securities laws. These forward-looking statements should not be relied upon as representing the Issuer's views as of any date subsequent to the date of this Information Circular. Although the Issuer has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect Pitchblack, Sulliden Subsidiary, 251 Ontario or the Resulting Issuer. Additional factors are noted in this Information Circular under "Risk Factors".

SUMMARY OF INFORMATION CIRCULAR

The following is a summary of certain information relating to the Issuer, Sulliden Subsidiary, 251 Ontario and the Resulting Issuer (assuming completion of the Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Information Circular.

GENERAL

The Issuer was incorporated on October 15, 1985 in the province of British Columbia by registration of its Articles and Memorandum pursuant to the *Company Act* (British Columbia) under the name "Silverquest Resources Ltd." The Common Shares were listed on the Vancouver Stock Exchange on January 9, 1987. Effective on December 11, 1991, the Issuer consolidated its outstanding shares on a five for one basis, and changed its name to "Cash Resources Ltd." The Issuer was continued into the province of Ontario pursuant to the provisions of the OBCA on June 14, 2006.

On June 24, 2010, the Issuer subsequently consolidated its Common Shares on a twenty for one basis and changed its name to "Pitchblack Resources Ltd.". Upon its move to the NEX on August 1, 2015, Pitchblack was without active business operations other than resolving a litigation matter that has subsequently been settled and attempting to source a reactivation transaction to become listed for trading on the Exchange.

Sulliden Subsidiary is a private company incorporated in Ontario on March 7, 2016 and wholly owned by Sulliden. Sulliden Subsidiary is a development-stage mineral exploration company that is focused on the further development of the Troilus Project. Sulliden Subsidiary holds the Sulliden Subsidiary Option.

251 Ontario is a private company incorporated in Ontario on April 15, 2016. 251 Ontario holds an option to acquire 40% of the Troilus Project from Sulliden Subsidiary.

SHAREHOLDER MEETING

The Issuer has called a special meeting of Shareholders to be held on December 19, 2017 at 11:00 am (Toronto time) at 65 Queen Street West, Suite 805, Toronto, ON M5H 2M5. Shareholders of record as of November 6, 2017 will be eligible to vote at the Special Meeting. The Transaction and the Deemed Shares for Debt Transactions are to be considered and, if applicable, approved at the Special Meeting, including Disinterested Shareholder Approval.

TERMS OF THE TRANSACTION

Pursuant to the Amalgamation, Pitchblack Subco will amalgamate with Sulliden Subsidiary and 251 Ontario to form Amalco. Amalco will be a wholly owned subsidiary of the Resulting Issuer and will own the Sulliden Subsidiary Option and the 251 Option. As consideration for completing the Amalgamation, the Resulting Issuer will issue 15,000,000 Payment Shares to Sulliden and 10,000,000 Payment Shares to the 251 Shareholders, both on a post-Consolidation basis.

The number of Payment Shares to be issued in connection with the Amalgamation was determined pursuant to arm's length negotiations between management of the Issuer and each of Sulliden (as the sole shareholder of Sulliden Subsidiary) and the 251 Shareholders (as the shareholders of 251 Ontario).

Pursuant to the terms of the Amalgamation Agreement, Sulliden has agreed to fund certain working capital requirements of Pitchblack related to the Troilus Project, up to a maximum of $3 million, following the closing of the Transaction for a period of 18 months. Sulliden's financing obligations shall no longer be applicable upon Pitchblack raising a minimum of $5 million of debt or equity financing concurrently with or following Closing, which includes the Private Placement.

Immediately prior to Closing, the Issuer will affect the Consolidation on the basis of one post-Consolidation Common Share for every four pre-Consolidation Common Shares.

The Transaction is subject to certain conditions, including but not limited to, no material adverse change occurring in Sulliden Subsidiary or 251 Ontario prior to Closing, receiving all necessary regulatory and third party approvals, and the Exchange being satisfied that after completion of the Transaction the Resulting Issuer will satisfy the Exchange's minimum listing requirements for a Tier 2 Mining issuer.

PRIVATE PLACEMENT

In connection with the Transaction, Sulliden Subsidiary completed the Private Placement on November 21, 2017 for gross proceeds of $23,009,200, including the exercise of the Underwriters' Option in full. Pursuant to the Private Placement, Sulliden Subsidiary issued 14,030,000 Subscription Receipts at a price of $1.64 per Subscription Receipt. Upon the closing of the Transaction, each Subscription Receipt will automatically be converted into one Common Share and one Warrant with each Warrant entitling the holder thereof to acquire one additional Common Share at a price of $2.50 for a period of 36 months from the closing date of the Private Placement. The Resulting Issuer will use the proceeds of the Private Placement to fund its working capital and for exploration and development activities on the Troilus Project.

Sulliden Subsidiary has executed an engagement letter dated October 31, 2017 with National Bank Financial Inc. as sole bookrunner in connection with the Private Placement. Under the terms of the Engagement Letter, the Underwriters have been appointed to act in connection with the Private Placement on a bought deal basis. The Underwriters will receive an aggregate cash fee equal to 6% of the gross proceeds of the Private Placement except in respect of sales to the President's List Subscribers for which Sulliden Subsidiary agreed to pay a cash fee equal to 3% of the gross proceeds in respect of Subscription Receipts subscribed for by President's List Subscribers. The conversion of the Subscription Receipts issued under the Private Placement is subject to, and will occur concurrently with, the completion of the Transaction.

THE RESULTING ISSUER

Following the Closing, Amalco will be a wholly owned subsidiary of the Resulting Issuer. The name of the Resulting Issuer will be changed to "Troilus Gold Inc." (or such other name as may be acceptable to the Exchange) and the capital structure of the Issuer will be altered in the manner contemplated by the Transaction. Upon the issuance of the Final Exchange Bulletin, the Resulting Issuer will become a Tier 2 mining issuer on the Exchange.

BUSINESS OF THE RESULTING ISSUER

Following the completion of the Transaction, the Resulting Issuer will continue the business of Sulliden Subsidiary. Sulliden Subsidiary is an exploration stage mineral exploration company which has an option to acquire 100% of the Troilus Project pursuant to the Sulliden Subsidiary Option. Sulliden Subsidiary has granted an option to 251 Ontario to acquire 40% of the Troilus Project from Sulliden Subsidiary pursuant to the 251 Option. The Resulting Issuer will continue the development of the Troilus Project as its business. Upon the exercise of the Sulliden Subsidiary Option and the 251 Option to acquire the Troilus Project, the Troilus Royalty and the First Quantum Royalty will become effective. See "Part IV – Information Concerning Sulliden Subsidiary".

INTERESTS OF INSIDERS, PROMOTERS OR CONTROL PERSONS

Upon completion of the Transaction the existing directors and officers of the Issuer, with the exception of Scott Moore and Tom Olesinski will resign from their respective positions with the Issuer. Justin Reid, Scott Moore, Tom Olesinski, Pierre Pettigrew and Peter Tagliamonte will become the directors of the Resulting Issuer. The officers of the Resulting Issuer will be Justin Reid (President and Chief Executive Officer), Scott Moore (Chairman), Peter Tagliamonte (Executive Director), Denis Arsenault (Chief Financial Officer) and Damian Lopez (Corporate Secretary).

The shareholdings of each current insider, promoter and control person of the Issuer, before and after the Transaction, are set out below:

Insider, Promoter or Control Person of Issuer	Common Shares Owned Before the Transaction		Common Shares Owned After Giving Effect to the Transaction, Including the Private Placement		Common Shares Owned of Sulliden		Common Shares Owned of 251 Ontario	
	Number	Percentage[(1)]	Number	Percentage[(2)]	Number	Percentage	Number	Percentage
2227929 Ontario Inc.	1,505,500	15.3%	5,380,500	12.96%	1,600,000	3.86%	5,000,000	50%
William Clarke[(3)]	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Patrick Gleeson[(3)]	1,005,101	10.13%	251,275	0.61%	Nil	Nil	Nil	Nil
Damian Lopez[(4)]	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Scott Moore[(5)]	388,889	3.92%	127,710	0.31%	89,775	0.22%	Nil	Nil
Tom Olesinski[(3)]	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Calculated on an undiluted basis with 9,922,479 Common Shares being issued and outstanding as at the date of this Information Circular.
(2) Calculated on an undiluted basis assuming 41,510,619 Common Shares are issued and outstanding following Closing and assuming no additional Common Shares are purchased pursuant to the Private Placement.
(3) These individuals are directors of the Issuer.
(4) Mr. Lopez is the corporate secretary of the Issuer.
(5) Mr. Moore is the President and Chief Executive Officer and a director of the Issuer.

The shareholdings of each insider, promoter and control person of the Resulting Issuer, are set out below:

Insider, Promoter or Control Person of Resulting Issuer	Common Shares Owned Before the Transaction		Common Shares Owned After Giving Effect to the Transaction, Including the Private Placement	
	Number	Percentage	Number	Percentage[(1)]
Damian Lopez[(2)]	Nil	Nil	Nil	Nil
Scott Moore[(5)]	388,889	3.92%	127,710	0.31%
Tom Olesinski[(5)]	Nil	Nil	Nil	Nil
Denis Arsenault[(3)]	Nil	Nil	30,488	0.07%
Justin Reid[(4)] [(5)]	Nil	Nil	15,244	0.03%
Sulliden	Nil	Nil	15,150,000	36.50%
Peter Tagliamonte[(5)]	Nil	Nil	30,488	0.07%
Pierre Pettigrew[(5)]	Nil	Nil	Nil	Nil
2227929 Ontario Inc.	1,505,500	15.3%	5,380,500	12.96%

Notes:

(1) Calculated on an undiluted basis assuming 41,510,619 Common Shares are issued and outstanding following Closing and assuming no additional Common Shares are purchased pursuant to the Private Placement.
(2) Mr. Lopez will be the corporate secretary of the Resulting Issuer.
(3) Denis Arsenault will be the Chief Financial Officer of the Resulting Issuer.
(4) Justin Reid will be the President and Chief Executive Officer of the Resulting Issuer.
(5) These individuals will be directors of the Resulting Issuer.

NON- ARM'S LENGTH TRANSACTION

Pursuant to Exchange Policy 5.2, the Transaction is considered a Non Arm's Length transaction.

AVAILABLE FUNDS AND PRINCIPAL PURPOSES

Upon Completion of the Transaction, the Resulting Issuer will have the following funds available to it for the 18 month period following Closing:

Description of Funds	Amount
Net Proceeds of the Private Placement (including the exercise of the Underwriters' Option)	$21,668,378
Expenses related to the Private Placement	($250,000)
Total available funds	**$21,418,378**

The Resulting Issuer will use the funds available to it upon the completion of the Transaction as outlined above to further its business objectives. Specifically, the Resulting Issuer will use the funds available to it upon the completion of the Transaction as follows:

Use of Proceeds	Amount
Costs of the RTO (including professional fees)	$250,000
Final Payment to Exercise Sulliden Subsidiary Option	$100,000
Net Payment of Outstanding Accounts Payable	$976,871
Termination Payment Payable Upon Completion of RTO	$100,000
Completion of Phase I of the Troilus Project as per the Technical Report	$909,458
Completion of Phase II of the Troilus Project as per the Technical Report	$3,600,000
Corporate Overhead for 18 months	$3,480,000
Mine Restoration Obligations on the Troilus Project for 2018	$200,000
General Working Capital for Further Exploration and Development	$11,802,049
TOTAL	**$21,418,378**

There may be circumstances, where for business reasons, a reallocation of funds may be necessary in order for the Resulting Issuer to achieve its stated business objectives. See "Part VII – Information Concerning the Resulting Issuer – Available Funds and Principal Purposes".

SELECTED PRO-FORMA FINANCIAL INFORMATION

The table below sets out certain pro forma financial data for the Resulting Issuer, assuming the completion of the Transaction, in respect of the periods for which financial information is provided elsewhere in this Information Circular. The summary unaudited pro forma consolidated financial information below is derived from the Pro Forma Financial Statements and should be read in conjunction with the Pro Forma Financial Statements, related notes and other financial information appearing elsewhere in this Information Circular. See "Exhibit D – Pro Forma Financial Statements of the Resulting Issuer".

	As at June 30, 2017 (unaudited)
Total Assets	$30,039,989
Total Liabilities	$116,180
Shareholder's Equity	$29,923,809

DETAILS RESPECTING THE ISSUER'S LISTING

On June 25, 2010 the Common Shares resumed trading on the Exchange under the symbol "PIT". The Issuer was subsequently listed under the symbol "PIT.H" upon its listing on NEX. As of the date hereof, the Issuer has 9,922,479 Common Shares and 825,000 Pitchblack Options issued and outstanding.

The Sulliden Subsidiary Shares and the 251 Shares are not listed on any stock exchange.

MARKET PRICE OF THE COMMON SHARES

The closing price of the Common Shares on the Exchange on June 21, 2017 (the last trading day before the announcement of the Transaction) was $0.41. Trading in the Common Shares was halted on the date of the announcement and will remain halted until the closing of the Transaction. See "Part III – Information Concerning the Issuer – Stock Exchange Price".

EXCHANGE APPROVAL

The Exchange has conditionally approved the Transaction as a Reverse Takeover for the Issuer, and the listing of the Resulting Issuer's Common Shares on the Exchange subject to the Issuer fulfilling all of the requirements of the Exchange.

CONFLICTS OF INTEREST

Patrick Gleeson, a director of Pitchblack, also provides legal services to Sulliden pursuant to a consulting agreement. William Clarke is a director of both Sulliden and Pitchblack. In addition, other conflicts of interest may arise as a result of the proposed directors and officers of the Resulting Issuer also holding positions as directors or officers of other companies. Some of those individuals have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Resulting Issuer will be in direct competition with the Resulting Issuer. See "Part VII – Information Concerning the Resulting Issuer – Directors, Officers and Promoters – Conflicts of Interest".

VALUATION

Pursuant to the Exchange Policy 5.4, a valuation of the Resulting Issuer is generally required in conjunction with a Reverse Takeover. The completion of the Private Placement shall result in compliance with the relevant standards and guidelines applicable in Exchange Policy 5.4 with respect to valuation of the Resulting Issuer.

SUMMARY OF RISK FACTORS

An investment in the Resulting Issuer following completion of the Transaction involves a substantial degree of risk and should be regarded as highly speculative due to the nature of the Troilus Project, the proposed business of Pitchblack and the Resulting Issuer. The risks, uncertainties and other factors, many of which may be beyond the control of the Resulting Issuer, that could influence actual results include, but are not limited to: operational risks; uncertainty regarding the calculation of mineral resources; environmental risks; decommissioning and reclamation risks; commodity price fluctuations; substantial competition; uncertainty concerning the development of the Troilus Project; governmental regulations and processing licenses and permits; reliance on management and dependence on key personnel; the existence of a significant shareholder; potential conflicts of interest of management; Sulliden Subsidiary's limited operating history; the need to raise additional capital; and other factors.

For a detailed description of these and other risk factors see "Part II – Risk Factors".

PART I – INFORMATION ABOUT THE MEETING

Solicitation of Proxies

You have received this Information Circular because you owned common shares in the capital of Pitchblack as of November 6, 2017. You are therefore entitled to vote at the special meeting of shareholders to be held on December 19, 2017 at 11:00 am at 65 Queen Street West, 8th floor boardroom, Toronto, Ontario M5H 2M5, and any postponements or adjournments thereof.

The Board of Directors has set the record date for the Special Meeting at November 6, 2017 (the "**Record Date**").

Management is soliciting your proxy for the Special Meeting. The Board of Directors has fixed 11:00 am (Toronto time) on December 15, 2017, or 48 hours (excluding Saturdays, Sundays or holidays) before any adjournment(s) of the Special Meeting, as the time by which proxies to be acted upon at the Special Meeting shall be deposited with the Issuer's transfer agent. The costs of solicitation by management of Pitchblack shall be borne by the Issuer.

These materials are being sent to both registered and non-registered owners of the securities. The Issuer or its agent has obtained information regarding non-registered owners in accordance with the applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Pitchblack shall make a list of all persons who are registered Shareholders on the Record Date and the number of Common Shares registered in the name of each person on that date. Each Shareholder is entitled to one vote on each matter to be acted on at the Special Meeting for each Common Share registered in his name as it appears on the list.

Unless otherwise stated, the information contained in this Circular is as of the date hereof. All dollar amount references in this Information Circular, unless otherwise indicated, are expressed in Canadian dollars.

Voting

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **You may appoint some other person or entity to represent you at the Special Meeting** by inserting such person's name in the blank space provided in that form of proxy or by completing another proper form of proxy and, in either case, depositing the completed proxy at the office of the transfer agent of Pitchblack indicated on the enclosed envelope not later than the times set out above.

In addition to revocation in any other manner permitted by law, a Shareholder may revoke a proxy given pursuant to this solicitation by depositing an instrument in writing (including another proxy bearing a later date) executed by the Shareholder or by an attorney authorized in writing at 65 Queen Street West, Suite 800, Toronto, Ontario M5H 2M5 at any time up to and including the last business day preceding the day of the Special Meeting.

Voting of Proxies

Registered Shareholders

You can vote in person or vote by proxy. Voting by proxy is the easiest way to vote because you can appoint anyone to be your proxyholder to attend the Special Meeting and vote your shares according to your instructions. This person does not need to be a shareholder. The executive officers named in the proxy can act as your proxyholder and vote your shares according to your instructions.

If you appoint the Pitchblack proxyholders and do not indicate your voting instructions, they will vote your shares for the approval of the Amalgamation:

If you want to appoint someone else as your proxyholder print that person's name in the blank space provided in the proxy form (or complete another proxy form) and send the form to the Corporation's transfer agent. Make sure this person is aware that you appointed them as your proxyholder and that they must attend the Special Meeting to vote on your behalf and according to your instructions. If you do not indicate your voting instructions, your proxyholder can vote as he or she sees fit.

The transfer agent must receive the completed proxy form by 11:00am (Toronto time) on December 15, 2017, or 48 hours (excluding Saturdays, Sundays or holidays) before any adjournment(s) of the Special Meeting.

Non-Registered Shareholders

Non-registered Shareholders are those holders who beneficially own Common Shares registered in the name of an intermediary with whom the non-registered holder deals in respect of the Common Shares, such as banks, trust companies, securities dealers (all, an "**Intermediary**") or in the name of a clearing agency such as CDS Clearing and Depository Services Inc. Securities laws require the Issuer to send the meeting materials to the Intermediaries and clearing agencies so they can distribute them to our non-registered shareholders. These materials include the notice of the meeting, the Information Circular, a proxy or voting instruction form, a consent form to receive supplemental mailings and other deliverables if the non-registered Shareholder requested a copy and documents by electronic delivery.

Intermediaries and clearing agencies must forward the meeting materials to non-registered Shareholders unless the shareholder has waived the right to receive them. If you are a non-registered Shareholder and have not waived the right to receive the materials, your package includes either a voting instruction form (not signed by your intermediary), or a proxy form (signed by your intermediary).

Either form instructs your intermediary (the registered shareholder) to vote your shares according to your instructions. Be sure to send back your completed form as soon as possible to ensure your intermediary carries out your voting instructions.

Pitchblack will not be paying for Intermediaries to deliver to non-registered Shareholders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation (who have not otherwise waived their right to receive proxy-related materials). Accordingly, such non-registered Shareholders will not receive copies of the proxy-related materials and related documents unless their Intermediary assumes the costs of delivery

Voting Securities and Principal Holders

The authorized capital of the Corporation consists of an unlimited number of Common Shares and no preferred shares. As of the Record Date, Pitchblack had 9,922,479 Common Shares issued and outstanding and no preferred shares issued and outstanding.

To the knowledge of the directors and officers of the Corporation, as at the Record Date, no person beneficially owns, directly or indirectly, or exercises control or direction over securities carrying more than 10% of the voting rights attached to the Common Shares, other than 2227929 Ontario Inc. (which holds 1,505,500 Common Shares, being 15.2% of the issued and outstanding Common Shares) and Pat Gleeson (who holds 1,005,101 Common Shares, being 10.1% of the issued and outstanding Common Shares).

PART II – RISK FACTORS

The following are certain factors relating to the business of the Resulting Issuer assuming completion of the Transaction, which factors investors should carefully consider when making an investment decision concerning the securities of the Resulting Issuer.

These risks and uncertainties are not the only ones facing the Resulting Issuer. Additional risks and uncertainties not presently known to the Issuer, or that the Issuer currently deems immaterial, may also impair the operations of the Resulting Issuer. If any such risks actually occur, the financial condition, liquidity and results of operations of the Resulting Issuer could be materially adversely affected and the ability of the Resulting Issuer to implement its growth plans could be adversely affected.

An investment in the Resulting Issuer is speculative and subject to certain material risks. Investors should not invest in securities of the Resulting Issuer unless they can afford to lose their entire investment. The following is a description of certain risks and uncertainties that may affect the business of the Resulting Issuer.

Operational Risks

The Resulting Issuer will be subject to a number of operational risks and may not be adequately insured for certain risks, including: environmental pollution, accidents or spills, industrial and transportation accidents, which may involve hazardous materials, labour disputes, catastrophic accidents, fires, blockades or other acts of social activism, changes in the regulatory environment, impact of non-compliance with laws and regulations, natural phenomena such as inclement weather conditions, floods, earthquakes, ground movements, cave-ins, and encountering unusual or unexpected geological conditions and technological failure of exploration methods.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the properties of the Resulting Issuer, personal injury or death, environmental damage or, regarding the exploration or development activities of the Resulting Issuer, increased costs, monetary losses and potential legal liability and adverse governmental action, all of which could have an adverse impact on the Resulting Issuer's future cash flows, earnings, results of operations and financial condition.

Additionally, the Resulting Issuer may be subject to liability or sustain loss for certain risks and hazards against which the Resulting Issuer cannot insure or which the Resulting Issuer may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Resulting Issuer's future cash flows, earnings, results of operations and financial condition.

Calculation of Mineral Resources

There is a degree of uncertainty attributable to the calculation and estimates of resources and the corresponding metal grades to be mined and recovered. Until resources are actually mined and processed, the quantities of mineralization and metal grades must be considered as estimates only. Any material change in the quantity of mineral resources, grades and recoveries may affect the economic viability of the Resulting Issuer's operations.

Environmental, Health and Safety Risks

Mining and exploration companies such as the Resulting Issuer must comply with a complex set of environmental, health and safety laws, regulations, guidelines and permitting requirements (for the purpose of this paragraph, "laws") drawn from a number of jurisdictions. The historical trend toward stricter laws is likely to continue. Mineral production companies are not only subject to the worker health, safety and environmental risks associated with all mining businesses, including potential liabilities to third parties for environmental damage, but also to additional risks uniquely associated with mineral mining and processing. The possibility of more stringent laws or more rigorous enforcement of existing laws exists in the areas of worker health and safety, the disposition of wastes, the decommissioning and reclamation of mining, milling, refining and conversion sites and other environmental matters, each of which could have a material adverse effect on the operations of the Resulting Issuer or the cost or the viability of a particular project.

Decommissioning and Reclamation

Environmental regulators are increasingly requiring financial assurances to ensure that the cost of decommissioning and reclaiming sites is borne by the parties involved, and not by government. It is not possible to predict what level of decommissioning and reclamation (and financial assurances relating thereto) may be required in the future by regulators.

Commodity Prices

Precious metal prices fluctuate widely and are affected by numerous factors beyond the control of the Resulting Issuer. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, national fiscal policies, monetary systems and political developments. The price of gold and silver has fluctuated widely in recent years. Future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Resulting Issuer's business, financial condition and result of operations. Moreover, the ability of the Resulting Issuer to fund its activities and the valuation of investor companies will depend significantly upon the market price of precious metals

Competition for Mineral Transaction Opportunities

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with larger, more established mining companies with substantial capabilities and greater financial and technical resources, the Resulting Issuer may be unable to acquire rights to exploit additional attractive mining properties on terms that the Resulting Issuer considers acceptable. If the Resulting Issuer is not able to acquire such interests, this could have an adverse impact on future cash flows, earnings, results of operations and the financial condition of the Resulting Issuer.

Exploration and Development Activities May Not be Successful

Exploration for, and development of, mineral properties involves significant financial risks which even a combination of careful evaluation, experience and knowledge may not eliminate. The Resulting Issuer cannot ensure that its future exploration and development programs will result in profitable commercial mining operations.

Also, substantial expenses may be incurred on exploration projects which are subsequently abandoned due to poor exploration results or the inability to define reserves which can be mined economically. Development projects have no operating history upon which to base estimates of future cash flow. Estimates of proven and probable reserves and cash operating costs are, to a large extent, based upon detailed geological and engineering analysis.

It is possible that actual costs and economic returns of future mining operations may differ materially from the Resulting Issuer's best estimates. It is not unusual in the mining industry for new mining operations to experience unexpected problems during the start-up phase and to require more capital than anticipated. These additional costs could have an adverse impact on the Resulting Issuer's future cash flows, earnings results of operations and financial condition.

Properties May be Subject to Defects in Title

The Resulting Issuer has investigated its rights to exploit the Troilus Project and, to the best of its knowledge, its rights are in good standing. However, no assurance can be given that such rights will not be revoked, or significantly altered, to its detriment. There can also be no assurance that the Resulting Issuer's rights will not be challenged or impugned by third parties, including aboriginal communities.

Some the Resulting Issuer mineral claims may overlap with other mineral claims owned by third parties which may be considered senior in title to the Resulting Issuer mineral claims. The junior claim is only invalid in the areas where it overlaps a senior claim. The Resulting Issuer has not determined which, if any, of the Resulting Issuer mineral claims is junior to a mineral claim held by a third party.

Although the Resulting Issuer is not aware of any existing title uncertainties with respect to the Troilus Project, there is no assurance that such uncertainties will not result in future losses or additional expenditures, which could have an adverse impact on the Resulting Issuer's future cash flows, earnings, results of operations and financial condition.

Property Commitments

The Resulting Issuer's mining properties may be subject to various land payments, royalties and/or work commitments. Failure by the Resulting Issuer to meet its payment obligations or otherwise fulfill its commitments under these agreements could result in the loss of related property interests.

Dilution

The Resulting Issuer may make future acquisitions or enter into financings or other transactions involving the issuance of securities of the Resulting Issuer which may be dilutive to the holdings of existing shareholders.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and 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. There can be no assurance that continuing 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 Resulting Issuer in creating revenues, cash flows or earnings. The value of the Common Shares will be affected by such volatility. A public trading market in the Common Shares having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of Common Shares at any given time, which, in turn is dependent on the individual decisions of investors over which the Resulting Issuer has no control. There can be no assurance that an active trading market in securities of the Resulting Issuer will be established and sustained. The market price for the Resulting Issuer's securities could be subject to wide fluctuations, due to factors such as commodity prices, government regulation, the demand for precious metals, interest rates, share price movements of the Resulting Issuer's peer companies and competitors, as well as overall market movements, all of which could have an adverse effect on the market price of the Resulting Issuer. The stock market has, from time to time, experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance, net asset values or prospects of particular companies. 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.

Governmental Regulation and Policy Risks

Mining operations and exploration activities, particularly base metal mining, refining, conversion and transport, are subject to extensive laws and regulations. Such regulations relate to production, development, exploration, exports, imports, taxes and royalties, labour standards, occupational health, waste disposal, protection and remediation of the environment, mine decommissioning and reclamation, mine safety, toxic substances, transportation safety and emergency response, and other matters. Compliance with such laws and regulations increases the costs of exploring, drilling, developing, constructing, operating and closing mineral mines and refining and other facilities. It is possible that, in the future, the costs, delays and other effects associated with such laws and regulations may impact decisions of the Resulting Issuer with respect to the exploration and development of properties such as the Troilus Project. The Resulting Issuer will be required to expend significant financial and managerial resources to comply with such laws and regulations. Since legal requirements change frequently, are subject to interpretation and may be enforced in varying degrees in practice, the Resulting Issuer is unable to predict the ultimate cost of compliance with these requirements or their effect on operations. Furthermore, future changes in governments, regulations and policies and practices, such as those affecting exploration and development of the Troilus Project could materially and adversely affect the results of operations and financial condition of the Resulting Issuer in a particular period or in its long term business prospects.

The development of mines and related facilities is contingent upon governmental approvals, licences and permits which are complex and time consuming to obtain and which, depending upon the location of the project, involve multiple governmental agencies. The receipt, duration and renewal of such approvals, licences and permits are

subject to many variables outside the control of the Resulting Issuer, including potential legal challenges from various stakeholders such as environmental groups or non-government organizations. Any significant delays in obtaining or renewing such approvals, licences or permits could have a material adverse effect on the Resulting Issuer.

Key Personnel

The senior officers of the Resulting Issuer will be critical to its success. Recruiting qualified personnel as the Resulting Issuer grows is critical to its success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition, particularly in Quebec, for such persons is intense. As the Resulting Issuer's business activity grows, it will require additional key financial, administrative, regulatory and mining personnel as well as additional operations staff. If the Resulting Issuer is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have an adverse impact on future cash flows, earnings, results of operations and the financial condition of the Resulting Issuer.

Significant Shareholder

Upon the completion of the Transaction, Sulliden will own a significant percentage of the Common Shares and will be able to exercise significant influence over the affairs of the Resulting Issuer. Upon the completion of the Transaction, Sulliden will own approximately 41.58% of the Common Shares. As a result, Sulliden would be able to influence or control matters requiring approval by the Shareholders, including the election of directors and the approval of mergers, acquisitions, changes of control or other extraordinary transactions. They may also have interests that differ from other Shareholders and may vote in a way with which may be adverse to the interests of other Shareholders. This concentration of ownership may have the effect of delaying, preventing or deterring a change of control of the Resulting Issuer, could deprive the Shareholders of an opportunity to receive a premium for their Common Shares as part of a sale of the Resulting Issuer and might ultimately affect the market price of the Common Shares.

Conflicts of Interest

Directors and officers of the Resulting Issuer are or may become directors or officers of other reporting companies or have significant shareholdings in other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Resulting Issuer may participate, the directors and officers of the Resulting Issuer may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The Resulting Issuer and its directors and officers will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the directors of the Resulting Issuer, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Resulting Issuer will establish a special committee of independent directors to review a matter in which one or more directors, or officers, may have a conflict. In determining whether or not the Resulting Issuer will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Resulting Issuer, the degree of risk to which the Resulting Issuer may be exposed and its financial position at that time. Other than as indicated, the Resulting Issuer has no other procedures or mechanisms to deal with conflicts of interest.

Additional Financing Required

The continued operation of the Resulting Issuer will be dependent upon its ability to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained at desirable prices or at all.

Limited Business History

Neither the Issuer nor Sulliden Subsidiary has any history of positive earnings; neither company has paid any dividends and it is unlikely that the Resulting Issuer will pay any dividends in the immediate or foreseeable future.

The success of the Resulting Issuer will depend entirely on the expertise, ability, judgment, discretion, integrity and good faith of its management.

The Issuer has limited financial resources and there is no assurance that additional funding will be available. There is no assurance that the Resulting Issuer can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

The continued operation of the Resulting Issuer 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 Resulting Issuer is unable to generate such revenues or obtain such additional financing, any investment in the Resulting Issuer may be lost. In such event, the probability of a profitable resale of the Common Shares would be diminished.

Additional Financing

The Resulting Issuer will require additional financing in order to make further investments to develop the Troilus Project or take advantage of future opportunities and to grow its business. The ability of the Resulting Issuer to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as upon the business success of the Resulting Issuer. There can be no assurance that the Resulting Issuer will be successful in its efforts to arrange additional financing on terms satisfactory to the Resulting Issuer. If additional financing is raised by the issuance of Common Shares or other forms of convertible securities from treasury, control of the Resulting Issuer may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, the Resulting Issuer may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business. If the Resulting Issuer is unable to generate such revenues or obtain such additional financing, any investment in the Resulting Issuer may be lost. In such event, the probability of resale of the securities of the Resulting Issuer would be diminished

No Revenues

There is no assurance that the Resulting Issuer will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue the Resulting Issuer's business development and marketing activities. If the Resulting Issuer does not have sufficient capital to fund its operations, it may be required to reduce its sales and marketing efforts or forego certain business opportunities.

Management of Growth

The Resulting Issuer may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Resulting Issuer to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Resulting Issuer to deal with this growth may have a material adverse effect on the Resulting Issuer's business, financial condition, results of operations and prospects.

Issuance of Debt

From time to time, the Resulting Issuer may enter into transactions to acquire assets or the shares of other organizations or seek to obtain additional working capital. These transactions may be financed in whole or in part with debt, which may increase the Resulting Issuer's debt levels above industry standards for companies of similar size. Depending on future plans, the Resulting Issuer may require additional equity and/or debt financing that may not be available or, if available, may not be available on favourable terms to the Resulting Issuer. Neither the Issuer's nor Sulliden Subsidiary's constating documents limit the amount of indebtedness that may be incurred and it is not expected that the Resulting Issuer's constating documents will contain such restrictions. As a result, the level of the Resulting Issuer's indebtedness from time to time could impair its ability to operate or otherwise take advantage of business opportunities that may arise.

Potential Joint Ventures

Due to the cost of establishing and operating mining operations, the Resulting Issuer may enter into joint ventures on one or more of its properties. Any failure of such joint venture partners to meet their obligations to the Resulting Issuer or to third parties could have a material adverse effect on the joint ventures and the Resulting Issuer as a result. In addition, the Resulting Issuer may be unable to exert influence over strategic decisions made in respect of such properties.

Dividends

Neither the Issuer nor Sulliden Subsidiary has paid any dividends on its outstanding shares. Any payments of dividends on the Common Shares will be dependent upon the financial requirements of the Resulting Issuer to finance future growth, the financial condition of the Resulting Issuer and other factors which the Resulting Issuer's board of directors may consider appropriate in the circumstance. It is unlikely that the Resulting Issuer will pay dividends in the immediate or foreseeable future.

Transaction May Not Be Approved

The completion of the Transaction is subject to the final acceptance of the Exchange which will be evidenced by the issuance of the Final Exchange Bulletin. There can be no assurance that all of the necessary approvals will be obtained. If the Transaction does not complete, the Issuer will continue to search for other opportunities, however, it will have incurred significant costs associated with the Transaction. In the event that the Transaction is not approved, the Issuer will remain listed on the NEX.

General Economic Conditions May Adversely Affect the Resulting Issuer's Growth

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy in general and the mining industry in particular. Many industries continue to be negatively impacted by these market conditions. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, tax rates may adversely affect the Resulting Issuer's growth and profitability.

PART III – INFORMATION CONCERNING THE ISSUER

NAME AND INCORPORATION

The Issuer was incorporated on October 15, 1985 pursuant to the provisions of the *Company Act* (British Columbia). The Issuer was continued into the province of Ontario pursuant to the provisions of the OBCA on June 14, 2006. The head office of the Issuer is located at 65 Queen Street West, Suite 805, Toronto, ON M5H 2M5.

Pitchblack does not have any subsidiaries with the exception of Signet Minerals Inc., a wholly owned subsidiary incorporated pursuant to the laws of Yukon Territory and Pitchblack Subco, which was incorporated on October 26, 2017 to facilitate the Amalgamation.

GENERAL DEVELOPMENT OF THE BUSINESS

History

The Issuer was incorporated on October 15, 1985 in the province of British Columbia by registration of its Articles and Memorandum pursuant to the *Company Act* (British Columbia) under the name "Silverquest Resources Ltd." The Common Shares were listed on the Vancouver Stock Exchange on January 9, 1987. Effective on December 11, 1991, the Issuer consolidated its outstanding shares on a five for one basis, and changed its name to "Cash Resources Ltd." On June 24, 2010, the Issuer subsequently consolidated its common shares on the basis of one new Common Share for every twenty old Common Shares held and changed its name to "Pitchblack Resources Ltd.". Pitchblack is currently listed on the NEX as of August 1, 2015.

The Issuer is currently without active business operations as it sources a reactivation transaction in order to list for trading on the Exchange. Prior thereto, Pitchblack was in the business of exploration, development and exploitation of mineral resources in Canada.

The Issuer entered into the Letter of Intent on May 2, 2017 and subsequently entered into a share purchase agreement with respect to the Transaction on June 21, 2017, as amended and restated on September 8, 2017. The Issuer also entered into a share purchase agreement on September 8, 2017 with the 251 Shareholders. Both of these share purchase agreements were subsequently superseded by the Amalgamation Agreement. Under the terms of the Amalgamation Agreement, Pitchblack Subco will amalgamate with Sulliden Subsidiary and 251 Ontario to form Amalco in exchange for an aggregate of 25,000,000 Payment Shares as consideration. Amalco will be a wholly owned subsidiary of the Resulting Issuer. The Issuer will also undergo the Consolidation, pursuant to which the Common Shares will be consolidated on a four for one basis and the Name Change. See "Part VI – The Transaction – Amalgamation". Pursuant to the terms of the Amalgamation Agreement, Sulliden has also agreed to fund certain working capital requirements of Pitchblack related to the Troilus Project, up to a maximum of $3 million, following the closing of the Transaction for a period of 18 months. Sulliden's financing obligations shall no longer be applicable upon Pitchblack raising a minimum of $5 million of debt or equity financing concurrently with or following Closing, which includes the Private Placement.

On June 22, 2017, trading in the Common Shares was halted on the Exchange pending the announcement of the Transaction. Trading is expected to be reinstated on the Exchange following the issuance of the Final Exchange Bulletin. On August 21, 2017, the Issuer completed the sale of its Division Mountain coal project for cash consideration of $100,000. At the Meeting, the Shareholders approved the Name Change and the Consolidation pending the completion of the Transaction.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Information

The following table sets out selected historical financial information for the Issuer, for the fiscal years ended December 31, 2016 and December 31, 2015 and for the interim period ended June 30, 2017:

Income Statement Data	Year Ended December 31, 2016	Year Ended December 31, 2015	Six month Period Ended June 30, 2017
Total Assets	$88,346	$27,602	$388,032
Total Liabilities	$971,844	$573,901	$987,191
Net Loss (Income) and Comprehensive Loss (Income) for the Year	$601,294	($35,016)	$258,262
Deferred Costs (financing costs)	$Nil	$Nil	$Nil

MANAGEMENT'S DISCUSSION AND ANALYSIS

Please refer to "Exhibit A – Financial Statements and Management's Discussion and Analysis of the Issuer" for management's discussion and analysis of the Issuer for the years ended December 31, 2016 and December 31, 2015 and for the interim period ended June 30, 2017.

DESCRIPTION OF SECURITIES

The Issuer is authorized to issue an unlimited number of Common Shares without par value. As of the date of this Information Circular, 9,922,479 Common Shares are issued and outstanding as fully paid and non-assessable, and 825,000 Common Shares are reserved for issuance upon exercise of the Pitchblack Options, as described below.

The holders of Common Shares are entitled to dividends, if, as and when declared by the Board of Directors, to one vote per share at meetings of the shareholders of the Issuer and, upon dissolution, to share equally in such assets of the Issuer as are distributable to the holders of Common Shares. All Common Shares to be outstanding after completion of the Transaction will be fully paid and non-assessable, and will not be subject to any pre-emptive rights, conversion or exchange rights, redemption, retraction, purchase for cancellation or surrender provisions, sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities or provisions requiring a holder of Common Shares to contribute additional capital.

WARRANTS

As at the date of this Information Circular, there are no warrants or other securities exercisable to purchase Common Shares outstanding, except for the Pitchblack Options and the Warrants underlying the Subscription Receipts.

OPTION PLAN

The Issuer has adopted the Option Plan, pursuant to which the Board of Directors of the Issuer may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and technical consultants to the Issuer, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to ten years from the date the options are granted. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised the greater of 90 days (30 days if the optionee was engaged in investor relations activities) following cessation of an optionee's position with the Issuer, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

On April 11, 2017, Patrick Gleeson (director) exercised 100,000 Pitchblack Options and Damian Lopez (corporate secretary) exercised 50,000 Pitchblack Options, in each case at an exercise price of $0.10 per Pitchblack Option. Aside from the foregoing, no options have been exercised by the directors and officers of the Issuer as of the date of this Information Circular following the completion of the 2016 fiscal year.

OPTIONS TO PURCHASE SECURITIES

The following table sets out the Pitchblack Options held by directors and officers of the Issuer under the Option Plan as of the date of this Information Circular. The Pitchblack Options will be consolidated as part of the Consolidation.

Name and Position of Holder	Number of Common Shares under Option	Exercise Price	Expiry Date
Scott Moore President, CEO & Director	200,000	$0.10	Nov 7, 2021
Greg Duras CFO	50,000	$0.10	Nov 7, 2021
Damian Lopez Corporate Secretary	100,000	$0.30	Apr 20, 2022
William Clarke Director	100,000 50,000	$0.10 $0.30	Nov 7, 2021 Apr 20, 2022
Patrick Gleeson Director	Nil	Nil	Nil
Thomas Olesinski Director	150,000	$0.30	Apr 20, 2022
Total:	**650,000**		

PRIOR SALES

Pitchblack issued 2,793,990 Common Shares at a deemed issuance price of $0.09 per Common Share to settle outstanding debt obligations of $251,459. Such debts were owed to management and certain directors of the Issuer as well as an unrelated company that administers the costs of the office space that the Issuer shares and were settled on April 12, 2017. On June 1, 2017, Pitchblack closed a non-brokered private placement financing of 571,428 Common Shares at a price of $0.35 per share for gross proceeds of $199,999.80.

Aside from the foregoing and as mentioned above under the heading "Option Plan", no Common Shares of the Issuer have been issued in the 12 months preceding the date of this Information Circular.

STOCK EXCHANGE PRICE

The Issuer's Common Shares have been listed and posted for trading on the Exchange or one of its predecessor entities since January 9, 1987. The following table sets out trading information for the Common Shares for the periods indicated on a quarterly or monthly basis as applicable.

Period[(1)]	High($)	Low($)	Volume
Q3 – 2015	0.01	0.005	4,182,210
Q4 – 2015	0.07	0.005	670,543
Q1 – 2016	0.12	0.05	60,832
Q2 - 2016	0.12	0.055	199,114
Q3 – 2016	0.16	0.085	455,676
Q4 - 2016	0.13	0.07	977,223
Q1 - 2017	0.285	0.085	1,083,121
Q2 - 2017[(2)]	0.46	0.26	1,738,194
July, 2017	n/a	n/a	n/a
August, 2017	n/a	n/a	n/a
September, 2017	n/a	n/a	n/a
October, 2017	n/a	n/a	n/a
November, 2017	n/a	n/a	n/a

Notes:
(1) References to "Q" and a number reflect the financial quarter that the information is derived from.

(2) The Common Shares were halted on the Exchange on June 22, 2017 pending the completion of the Transaction.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The objectives of the Issuer's compensation strategy was to ensure that compensation for its named executive officers, being the chief executive officer, the chief financial officer and each of the three most highly compensated executive officers other than the CEO and CFO at the end of the two most recently completed financial years whose total compensation was individually more than $150,000 for such financial years (the "**NEOs**"), is sufficiently attractive to recruit, retain and motivate high performing individuals to assist Pitchblack in achieving its goals.

The process for determining executive compensation is relatively informal, in view of the size and stage of the Issuer and its operations. Executive officers are involved in the process and make recommendations to the Board of Directors, which considers for approval the discretionary components (e.g. cash bonuses) of the annual compensation of senior management (other than the Chief Executive Officer). Except as otherwise described below, the Issuer does not maintain specific performance goals or use benchmarks in determining the compensation of executive officers. The Board of Directors may at its discretion award either a cash bonus or stock options for high achievement or for accomplishments that the Board of Directors deem as worthy of recognition.

Compensation for the NEOs is composed primarily of three components: base fees, performance bonuses and stock based compensation. In establishing the levels of base fees, performance bonuses and the award of stock options, the Issuer takes into consideration a variety of factors, including the financial and operating performance of the Issuer, and each NEO's individual performance and contribution towards meeting corporate objectives, responsibilities and length of service.

Salary

Amounts paid to executive officers as base salary, including merit salary increases, are determined in accordance with an individual's performance and salaries in the marketplace for comparable positions. Certain of the NEOs provide their services in similar capacities to other reporting issuers, in addition to Pitchblack. There is no mandatory framework that determines which of these factors may be more or less important and the emphasis placed on any of these factors may vary among the executive officers. The determination of base salaries relies principally on negotiations between the respective NEO and the Issuer and is therefore heavily discretionary. There were no material changes to the base compensation of the NEOs during the financial year ended December 31, 2016.

Bonus

Pitchblack's cash bonus awards are designed to reward an executive for the direct contribution which he or she can make to the Issuer. NEOs are entitled to receive discretionary bonuses from time to time as determined or approved by the Board of Directors or the Chief Executive Officer, as applicable. The Issuer does not currently prescribe a set of formal objective measures to determine discretionary bonus entitlements. Rather the Issuer uses informal goals that may include an assessment of an individual's current and expected future performance, level of responsibilities and the importance of his/her position and contribution to the Issuer. Precise goals or milestones are not pre-set by the Board of Directors. There were no performance based bonuses paid to the NEOs during the financial year ended December 31, 2016.

Stock Option Grants

Options are granted pursuant to the Option Plan and in accordance with the rules of the Exchange. The Option Plan is administered by the Board of Directors, which has authority to amend the Option Plan and the terms of the outstanding options, subject to applicable regulatory and shareholder approvals and provided that no amendment may materially impair the rights of existing optionholders in respect of options outstanding prior to the amendment. The table below sets out the outstanding options granted under the Option Plan, being the Issuer's only compensation plan under which Common Shares are authorized for issuance, to the NEOs and directors during the year ended December 31, 2016.

Compensation Securities							
Name and Principal position	**Type of compensation security**	**Number of compensation securities, number of underlying securities and percentage of class**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry Date**
Scott Moore Director, President and CEO	Stock options	200,000 options to purchase 200,000 common shares	Nov. 7, 2016	0.10	0.025	0.025	Nov. 7, 2021
Greg Duras CFO	Stock options	50,000 options to purchase 50,000 common shares	Nov. 7, 2016	0.10	0.025	0.025	Nov. 7, 2021
William Clarke, Director	Stock options	100,000 options to purchase 100,000 common shares	Nov. 7, 2016	0.10	0.025	0.025	Nov. 7, 2021
Patrick Gleeson, Director	Stock options	100,000 options to purchase 100,000 common shares	Nov. 7, 2016	0.10	0.025	0.025	Nov. 7, 2021

Notes:

(1) Mr. Clarke was also granted 50,000 stock options at a strike price of $0.30 on April 20, 2017. The options expire on April 20, 2022.

(2) Thomas Olesinski, a director of the Corporation, was granted 150,000 stock options at a strike price of $0.30 on April 20, 2017. The options expire on April 20, 2022.

In addition, no Pitchblack Options were exercised pursuant the Option Plan during the year ended December 31, 2016. However, Patrick Gleeson exercised 100,000 stock options at an exercise price of $0.10 on April 11, 2017.

Other Compensation Matters

Indebtedness of Directors and Officers

As at the date of this Information Circular, and during the financial year ended December 31, 2016, no director or executive officer of the Issuer (or Nominee and each of their associates and/or affiliates) was indebted, including under any securities purchase or other program, to (i) the Issuer or its subsidiaries, or (ii) any other entity which is, or was at any time during the financial year ended December 31, 2016, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or its subsidiaries.

Directors' and Officers' Insurance and Indemnification

The Issuer maintains insurance for the benefit of its directors and officers against liability in their respective capacities as directors and officers. The Issuer has purchased in respect of directors and officers an aggregate of $1,000,000 in coverage. The approximate amount of premiums paid by the Issuer during the financial year ended December 31, 2016 in respect of such insurance was $5,000.

Summary Compensation Table

The following table summarizes the compensation paid during the two financial years ended December 31, 2016 and December 31, 2015 in respect of the individuals who were carrying out the role of the Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**") of the Issuer during 2016 and 2015 and each of the three most highly compensated executive officers other than the CEO and CFO at the end of the two most recently completed financial years whose total compensation was individually more than $150,000 for such financial years and any other individual who earned more than $150,000 in the two most recently completed financial years who is neither an officer of the Issuer nor acting in a similar capacity. Other than as identified in the table below, no other executive officer received compensation of $150,000 or more in the years ended December 31, 2016 or December 31, 2015.

Table of Compensation Excluding Compensation Securities							
Name and Position	**Year**	**Salary, Consulting Fee, Retainer or Commission ($)[1]**	**Bonus ($)**	**Committee or Meeting Fees[1] ($)**	**Value of Perquisites ($)**	**Value of all other Compensation ($)[2]**	**Total compensation ($)**
Scott Moore [3] President and CEO	2016	180,000	Nil	Nil	Nil	Nil	180,000
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Josh Van Deurzen Former President & CEO	2015	2,500	Nil	Nil	Nil	Nil	2,500
Greg Duras, CFO	2016	60,000	Nil	Nil	Nil	Nil	60,000
	2015	60,000	Nil	Nil	Nil	Nil	60,000

Notes:

(1) Compensation has been paid as consulting fees under the independent contractor agreement with the Named Executive Officer as described under the heading "Executive Compensation – Termination of Employment, Change in Responsibilities and Employment Contracts" of this Information Circular.

(2) Other benefits did not exceed the lesser of $50,000 and 10% of the total annual compensation for the Named Executive Officer.

(3) Josh Van Deurzen was appointed President and CEO on November 12, 2013. Mr. Van Deurzen subsequently stepped down on January 30, 2015 and Scott Moore was appointed President and CEO on January 30, 2015.

Long Term Incentive Plan

The Issuer does not currently have a long term incentive plan.

Defined Benefit or Actuarial Plan

The Issuer does not currently have a defined benefit or actuarial plan under which benefits are determined primarily by final compensation (or average final compensation) and years of services.

Termination of Employment, Change in Responsibilities, and Employment Contracts

The following describes the respective consulting agreements entered into by the Issuer and the NEOs.

Name	**Notice Period**	**Monthly Fees**	**Severance on Termination**	**Severance on Change of Control**
G. Scott Moore President and CEO[1]	30 days	$15,000	12 months' fees	36 months base fees plus aggregate cash bonuses paid in the 36 months prior to the Change in Control.
Greg Duras, CFO	30 days	$5,000	12 months' fees	36 months base fees plus aggregate cash bonuses paid in the 36 months prior to the Change in Control.

Forbes & Manhattan, Inc. (2)	90 days	$10,000	Three months' fees	None

Notes:

(1) Mr. Moore was appointed President and CEO of Pitchblack on January 30, 2015 and his consulting agreement is effective as of January 1, 2016.

(2) The Issuer has entered into an agreement with Forbes & Manhattan, Inc. ("**Forbes**"), of which Stan Bharti is the Executive Chairman, pursuant to which Forbes agreed to provide consulting services to the Issuer through a number of individuals, including administrative, financial and information technology services. Forbes provides various administrative, strategic and technical services to the Issuer through its team of geologists, mining engineers and financial professionals. The nature of services provided includes assistance with strategic planning and development of business plans, development of capital markets strategy, assessment of strategic transactions, including business, technical and geological, and financial due diligence, fostering public and government relationships and fostering relationships with strategic investors and investment banks. The Issuer believes that these services contribute to the success of the Issuer and its ability to complete strategic acquisitions and financings, and the development of its properties.

For the purpose of the agreements set forth above, "Change in Control" is defined as the acquisition by any person or entity of:

(1) shares or rights or options to acquire shares of the Issuer or securities which are convertible into Common Shares or any combination thereof such that after the completion of such acquisition such person would be entitled to exercise 50% or more of the votes entitled to be cast at a meeting of the shareholders of the Issuer;

(2) shares or rights or options to acquire shares, or their equivalent, of any material subsidiary of the Issuer or securities which are convertible into shares of the material subsidiary or any combination thereof such that after the completion of such acquisition such person would be entitled to exercise 50% or more of the votes entitled to be cast a meeting of the shareholders of the material subsidiary; or

(3) more than 50% of the material assets of the Issuer, including the acquisition of more than 50% of the material assets of any material subsidiary of the Issuer.

Upon the completion of the Transaction, the Resulting Issuer is expected to enter into contracts with similar terms (with the exception, in the case of Scott Moore. of a maximum payment upon a Change of Control of 24 months base fees) with both Mr. Moore and Forbes

Summary of Termination Payments

The estimated incremental payments, payables and benefits that might be paid to the NEO`s pursuant to the above noted agreements in the event of termination without cause or after a Change in Control (assuming such termination or Change in Control is effective as of December 31, 2016) are detailed below:

Named Executive Officer	Termination not for Cause	Termination on a Change of Control
Scott Moore		
Salary and Quantified Benefits	180,000	540,000
Bonus	Nil	Nil
Total	180,000	540,000
Greg Duras		
Salary and Quantified Benefits	60,000	180,000
Bonus	Nil	Nil
Total	60,000	180,000
Forbes & Manhattan, Inc.		
Salary and Quantified Benefits	120,000	360,000
Bonus	Nil	Nil
Total	120,000	360,000

Upon the closing of the Transaction, no payment shall be made for termination or in the event of a change of control with the exception of a payment of $100,000 to Greg Duras.

Compensation of Directors

Patrick Gleeson was paid fees as a legal consultant to the Issuer commencing on January 1, 2016. For the year ended December 31, 2016, such fees amounted to $60,000. Aside from Mr. Gleeson, Pitchblack did not pay any cash compensation to its directors in the financial period ended December 31, 2016. The following information details compensation paid in the recently completed financial year.

Directors may receive cash bonuses from time to time, which the Issuer awards to directors for serving in their capacity as a member of the Board of Directors. In addition, directors are entitled to participate in the Option Plan, which is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of his/her position and contribution to the Issuer.

Other than as set out above, executive officers who also act as directors of the Issuer do not receive any additional compensation for services rendered in their capacity as directors.

Other Arrangements

Other than as disclosed below or elsewhere in this Information Circular, none of the directors or officers of the Issuer were compensated by the Issuer during the financial year ended December 31, 2016 pursuant to any other arrangement or in lieu of any standard compensation arrangement:

The Issuer's Option Plan, described below, is the only compensation plan under which equity securities are

authorized for issuance.

The Issuer has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Issuer or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular. The Issuer has a stock option plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options is to assist the Issuer in compensating, attracting, retaining and motivating the directors of the Issuer and to closely align the personal interests of such persons to that of the shareholders.

MANAGEMENT CONTRACTS

Other than the agreements with Forbes and Patrick Gleeson as outlined above, the Issuer has no arrangements, standard or otherwise, pursuant to which directors are compensated for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the most recently completed financial year or subsequently, up to and including the date of this Information Circular. The directors are reimbursed for expenses incurred in carrying out their duties as directors; and directors are eligible to receive options under the Option Plan.

LEGAL PROCEEDINGS

As of the date of this Information Circular, there are no material legal proceedings to which the Issuer is a party or of which any of its property is the subject matter.

NON-ARM'S LENGTH PARTY TRANSACTIONS

Pursuant to Exchange Policy 5.2, the Transaction is considered a Non-Arm's Length transaction.

Except as outlined above and pursuant to the shared costs services agreement dated October 15, 2012 between Pitchblack and 2227929 Ontario Inc., pursuant to which certain general and administrative, promotional, corporate development and consultancy services are provided to Pitchblack and other companies, the Issuer has not acquired any assets or services within the 24 months prior to the date of this Information Circular, nor proposes to acquire any assets or services from any director or officer of the Issuer, any principal security holder of the Issuer, or any Affiliate or Associate of any such person, save and except for the services of its NEOs (and the compensation paid therefor) as described above.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of the Issuer is UHY McGovern Hurley LLP, with its office located at 251 Consumers Road, Suite 800 Toronto, Ontario, M2J 4R3.

Transfer Agent and Registrar

The transfer agent and registrar of the Issuer is TSX Trust Company, with its Toronto office located at 301-100 Adelaide Street West, Toronto ON M5H 4H1.

MATERIAL CONTRACTS

The Issuer has entered into, or will enter into the following material contract prior to the issuance of the Final Exchange Bulletin:

- the Amalgamation Agreement.

A copy of this agreement are available for inspection at the offices of the Issuer at 65 Queen Street West, Suite 805, Toronto, ON M5H 2M5, at any time during ordinary business hours and until 30 days after the completion of the Transaction.

PART IV - INFORMATION CONCERNING SULLIDEN SUBSIDIARY

NAME AND INCORPORATION

Sulliden Subsidiary was incorporated pursuant to the provisions of the OBCA on March 7, 2016. Sulliden Subsidiary`s head office and its registered office are located at 65 Queen Street West, Suite 805, Toronto, ON M5H 2M5.

Sulliden Subsidiary does not have any subsidiaries and is wholly owned by Sulliden.

GENERAL DEVELOPMENT OF THE BUSINESS

Sulliden Subsidiary has primarily been focused on the exploration of the Troilus Project. On May 2, 2016, Sulliden Subsidiary entered into an option agreement with First Quantum to acquire the past-producing Troilus Project, located in the Abitibi mining region of Quebec. Pursuant to the Sulliden Subsidiary Option, Sulliden Subsidiary holds a two-year option to purchase a 100% interest in the Troilus Project. To exercise the Sulliden Subsidiary Option, a minimum of $1,000,000 must be spent on engineering and technical studies to evaluate the economic viability of the project. Upon signing, an initial cash payment of $100,000 was made to First Quantum by Sulliden on behalf of Sulliden Subsidiary. An additional cash payment of $100,000 was made on May 2, 2017, again by Sulliden on Sulliden Subsidiary`s behalf, and a final cash payment of $100,000 will be made on the date of exercise of the option. Additionally, the First Quantum Royalty will be granted to First Quantum upon the exercise of the Sulliden Subsidiary Option.

On June 2, 2016, Sulliden and Sulliden Subsidiary entered into an option agreement with 251 Ontario whereby Sulliden Subsidiary granted 251 Ontario an option to acquire a 40% interest in the Troilus Project, which option is exercisable for a period of 30 days following the exercise by Sulliden Subsidiary of the Sulliden Subsidiary Option. See "Part V- Information Concerning 251 Ontario" for a full description of the terms of the 251 Option.

On May 2, 2017, Sulliden Subsidiary entered into the Letter of Intent and subsequently entered into a share purchase agreement on June 21, 2017, as amended and restated on September 8, 2017, with the Issuer concerning the Transaction, both of which were subsequently superseded by the Amalgamation Agreement. Under the terms of the Amalgamation Agreement, Sulliden Subsidiary will amalgamate with Pitchblack Subco and 251 Ontario to form Amalco in exchange for 15,000,000 Payment Shares to be issued to Sulliden. Following completion of the Transaction, Amalco will be a wholly-owned subsidiary of the Resulting Issuer. See "Part VI – The Transaction – Amalgamation".

SIGNIFICANT ACQUISITIONS AND DISPOSITIONS

Aside from the Sulliden Subsidiary Option and the 251 Option as outlined above and below, Sulliden Subsidiary has not completed any significant acquisitions or dispositions since its incorporation.

NARRATIVE DESCRIPTION OF THE BUSINESS

Sulliden Subsidiary has primarily been focused on the development and production of the Troilus Project and the information provided below has been taken from the Technical Report.

PROPERTY DESCRIPTION AND LOCATION

The Troilus Project is located approximately 650 km north of Montreal and 175 km by road north of Chibougamau in northwestern Quebec within lands administered by the Municipalité de la Baie James. The property is located within NTS map sheets 32J/15 (Lac Troilus), 32J/16 (Lac Bueil), 32O/01 (Lac Miskittenau), and 32O/02 (Lac Montmort). It is approximately centred on UTM coordinates 535,085 mE and 5,649,950 mN (NAD 83, Zone 18), or latitude 51°00' N and longitude 74°30' W.

The Troilus Mine is a past producer. Two open pits, J4 and Z87, operated from 1996 to 2009. Site restoration work began in 2007 and is approximately 80% complete. Environmental monitoring work is on-going and will continue for approximately five years after the site restoration work has been completed.

Land Tenure

The Troilus Project consists of one surveyed mining lease (BM 829) covering 840 ha and 81 map designated claims covering 3,878.6 ha, for a total of 4,718.6 ha. There are essentially no work credits remaining, and exploration work totalling approximately $124,000 will need to be completed by March 2019. Renewal fees totalling approximately $53,000 will be due in March 2018 for the mining lease and $58,000 in March 2019 for the mining lease and the map designated claims.

Map designated claims have pre-established positions and a legal survey of them is not required. All claims are in good standing and are currently 100% owned by First Quantum. First Quantum acquired the Troilus Project as part of the Inmet takeover in March 2013.

In Quebec, a mining lease is initially granted for a 20 year period. The mining lease can be renewed for additional 10 year periods. Mining lease BM 829 is in good standing, with the expiry date of March 3, 2026.

A map designated claim is valid for two years and can be renewed indefinitely, subject to the completion of necessary expenditure requirements. The map designated claims in the Troilus property have an average individual size of approximately 54 ha. Each claim gives the holder the exclusive right to explore for mineral substances, except sand, gravel, clay and other unconsolidated deposits, on the land subject to the claim. The claim also guarantees the holder's right to obtain an extraction right upon the discovery of a mineral deposit. Ownership of the mining rights confers the right to acquire the surface rights.

In addition to the surface rights covering the mining lease, there are surface right leases covering a number of areas. The surface rights renewal fee totals more than $50,000 per year.

Mine Restoration Plan

The site restoration work started in 2007 by Inmet with the re-vegetation of areas no longer used by the Troilus Project. The dismantling, cleaning, and grading work is largely done. Some fertilization and seeding work is on-going, particularly in the tailings area. A water treatment plant has been functional since the end of 1998, after initial operation revealed suspended solid control problems. It uses a new technology (ACTIFLO) based on polymer addition and agitation followed by high speed sand assisted lamellar decantation and reduces suspended solids to concentrations below 15 ppm, the monthly average regulation limit. It is unclear for how long the water treatment plant will be needed.

A first version of the mine restoration plan was filed with the Ministère des Ressources naturelles et de la Faune (MRNF) in 1996, followed by a first revision in 2002 and a second revision five years later (2007). The current mine restoration plan was produced by Genivar Inc. (Genivar) in November 2009 (Genivar, 2009). This restoration plan took into consideration the previous versions, but was a complete re-edition. It considers the recent additional studies updating the information regarding the hydrology and hydrogeology, the acid rock drainage, the phase 1-type site characterization, and the progressive restoration work carried out in 2007, 2008, and 2009. The Mistissini Cree community was consulted throughout the process. The closure plan for the Troilus Project was approved by the Quebec Ministry of Sustainable Development, Environment and Parks (Certificate of Authorization No. 3214-14-025) pursuant to modifications made November 3, 2010 and May 23, 2012.

Surface and groundwater water samples are taken at regular intervals at a number of monitoring sites on the property and annual reports summarizing the results are submitted to the MRNF and the Ministère de l'Environnement et de la Faune (MDDEP). RPA understands that the monitoring work will continue for at least five years after the site restoration work is completed.

Genivar (2009) estimated that the site restoration work would be completed in 2012 and that the post-restoration monitoring program would continue until 2016. RPA notes that the site restoration work is taking longer than expected and recommends that Pitchblack re-assess the timing and costs related to site restoration and monitoring.

RPA is not aware of any significant environmental liabilities on the property but recommends that Pitchblack retain an environmental expert to review the site closure status and monitoring results. RPA is not aware of any other significant factors and risks that may affect access, title, or the right or ability to perform the proposed work program on the property.

ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

Accessibility

The Troilus Project is located within the Municipalité de la Baie James in northwestern Quebec. It can be reached by road from Chibougamau by driving 23 km east along Hwy 167, then north for a distance of 108 km along the Route du Nord, and then northeasterly along the mine access road for a distance of 44 km. All of these roads, with the exception of the mine access road, are well maintained year-round. Chibougamau is serviced by daily flights from Montreal.

Climate

Climate is characterized by short mild summers and long cold winters, with mean temperatures ranging from –17°C in January to 16°C in July. Mean annual precipitation ranges from 40 mm in February to 120 mm in September.

Local Resources

Various limited services are available at Mistissini, a Cree community located about 90 km southeast of the mine. A greater range of industry services is available at Chibougamau, a mining town with a population of about 8,500 established in 1950 and located about two hours by road to the south. It has a well-developed local infrastructure, services, and a mining industry workforce.

The mine is connected to the provincial hydroelectric grid via a 137 km 161 kV power line. Water is plentiful.

Politically, the province is very supportive of mining. The Quebec government has demonstrated a will to encourage the development of natural resources through expeditious permitting, title security, and financial incentives.

Infrastructure

The mine was a conventional open pit that operated on a continuous, year-round basis. The mill had a nominal capacity of 20,000 tpd with a flow sheet consisting of a gravimetric and flotation circuit. The mill was sold and shipped to Mexico. There was a permanent on-site camp with dining, sleeping, and recreational facilities for up to 450 workers. The camp has been dismantled. Security personnel patrol the site on a regular basis. Most of the infrastructure on the mine site has been sold and removed. The key infrastructure remaining includes:

1. Bunkhouse/office building
2. Garage for snow removal and road maintenance contractor
3. Garage for site restoration employees
4. Electrical transformer station
5. Drinking water tank and pump house
6. Tailings water treatment plant
7. A number of tailings water pump houses
8. Outdoor core storage area
9. Gatehouse and gate

Bus transportation was provided for the workforce several times per week to and from Chibougamau and Mistissini.

Physiography

The property area is primarily covered by black spruce forests, swamps, and lakes. The vertical relief in the area is moderate, with a mean altitude of 375 MASL. Overburden consists essentially of a thick layer (>10 m) of fluvio-glacial till. Outcrops are sparse, and very large boulders sitting on surface are common.

HISTORY

Kerr Addison Mines Ltd. (``**Kerr Addison**``) staked two large blocks of claims in 1985 and 1987 that included the Troilus Project area. In 1988, Minnova Inc. (``**Minnova**``) became operator in a 50-50 joint-venture with Kerr Addison. In February 1993, Metall Mining Corporation (``**Metall**``) acquired Minnova's interest and, in May 1993, Metall purchased all of Kerr Addison's mining properties. On May 4, 1995, Metall changed its name to Inmet. Inmet was acquired by First Quantum in March 2013. On April 8, 2014, Copper One entered into a definitive purchase agreement with FQM, a wholly-owned subsidiary of First Quantum, to acquire a 100% interest in the past producing Troilus Project, however, the purchase was not completed.

Exploration and Development History

Initial exploration in the area started in 1958 following the discovery of many erratic blocks containing copper and nickel anomalies. Some occurrences of copper and zinc were discovered between 1958 and 1967, including a massive sulphide deposit at Baie Moléon discovered by Falconbridge Ltd. in 1961.

In 1971, the Lessard deposit was discovered by Selco Mining Corp. near Lac Domergue. Like Baie Moléon, it consisted of massive sulphides. Following this discovery, an electromagnetic (EM) and magnetic geophysical survey was carried out over the Troilus and Frotet Lake area; however, this survey did not lead to any new significant discoveries.

The Baie Moléon and Lessard discoveries, located southwest of the Troilus deposit, improved the geological understanding of the Frotet-Evans greenstone belt and opened the area to further exploration for base metal deposits.

In 1983, the results of a new airborne INPUT survey carried out over a large area of the eastern portion of the Frotet-Evans belt were published by the Government of Quebec. Some exploration work was done following this survey, but no important discoveries were made.

Kerr Addison acquired a large block of claims in 1985, following a mapping program by the Quebec Ministry of Natural Resources that indicated good potential for gold and base metal mineralization. More geochemical, geophysical, and geological work was carried out by Kerr Addison in 1985 and 1986. Drilling began in 1986 with 24 holes totalling 3,590 m, which led to the discovery of Zone 86 (Z86).

In 1987, more claims were added to the property to the north of the Z86 drilling, where the Troilus Project is now located. A large gold float dispersion train was found by prospecting and 26 diamond drill holes totalling 4,413 m were drilled. Hole KN-12, collared immediately up-ice from a glacial float dispersion train, intersected significant gold-copper mineralization over great widths, which turned out to be part of Z87, named after the year of its discovery.

In 1988, 27 diamond drill holes totalling 6,567 m were completed. Initial drill testing of a nearby weak horizontal loop electromagnetic (HEM) anomaly intersected anomalous gold-copper mineralization in what was confirmed to be Zone J4 (J4) in 1991. The J4 name originates from its location on the "J" exploration grid. On October 1, 1988, a 50-50 joint-venture was formed between Kerr Addison and Minnova. Minnova became operator.

Between 1989 and 2005, fourteen drilling programs comprising 887 diamond drill holes for a total of 159,538 m were carried out on the property. The drilling outlined five main areas of gold mineralization (Z87/87S, Z87 Deep, J4, J5, and Southwest) and a number of isolated gold intersections.

In 1991, a semi-permanent camp, which could accommodate 30 to 50 people, was set up between Z87 and J4. During 1991, a bulk sample of approximately 200 tonnes averaging 2.3 g/t Au was taken from the centre of Z87 and

approximately 100 tonnes were treated at the pilot plant of the Centre de Recherche Minérale du Québec (CRM) in Quebec City as part of a pre-feasibility study. The remaining 100 tonnes were treated at the pilot plant of SGS Lakefield Research Limited (Lakefield) as part of the 1993 feasibility study.

In 1992, an orientation Induced Polarization Survey (IP) carried out over Z87 and J4 produced strong IP anomalies. The IP survey covered the entire property and was also useful in a condemnation program in areas where the infrastructure and stockpiles were planned.

Between December 1992 and March 1993, a drilling program comprising 181 holes totalling 24,239 m was carried out to complete the feasibility study. The purpose of the drilling was to define Z87 and J4 as well as to test other IP anomalies.

In February 1993, Metall acquired Minnova's interest and, in May 1993, purchased all of Kerr Addison's mining property interests. In August 1993, a positive feasibility study was completed based on a 10,000 tpd open pit operation (Kilborn, 1993). In September 1993, the Coopers & Lybrand Consulting Group from Toronto, Ontario, audited the feasibility study and found no significant problems.

From August 1994 to April 1995, Mineral Resources Development Inc. from San Mateo, California, reviewed the reserves of both the feasibility and post-feasibility studies for financing purposes. Other kriging parameters were tested and a check assay program was carried out on the 1992-1993 data set.

In May 1995, Metall changed its name to Inmet. Financing of the project was completed in June 1995. Later on during the same year, the refurbishing of the 44 km access road from the Route du Nord and a 137 km power line and two substations were completed.

The construction of the mill complex and all facilities was completed in the fall of 1996, and milling started in November 1996. In April 1997, after some fine tuning, the mill capacity reached 10,000 tpd.

In April 1998, Inmet approved 15,000 tpd mill expansion feasibility by Met-Chem Canada Inc. (``Met-Chem``). Modifications to the mill started in December 1998, and the full 15,000 tpd capacity was reached in 1999.

New sampling and assay protocols for the blastholes and future diamond drilling campaigns were proposed by Francis Pitard in January 1999 (Pitard, 1999). As a result, significant modifications to the Troilus assay laboratory were completed during the fall of 1999 and it became fully operational in May 2000, after a six month implementation and adjustment period.

In 2004, Inmet approved another mill expansion feasibility by Met-Chem to increase mill capacity to 20,000 tpd. Modifications to the mill were completed in December 2004 and the full 20,000 tpd capacity was reached in 2005. In 2010, the mine was shut down as the company direction shifted to other assets.

Past Production

The mine started commercial production in October 1996 and operated continuously up to April 2009 and the mill continued to process stockpile material up to June 29, 2010. From 1995 to 2010, approximately 69.6 million tonnes averaging 1.00 g/t Au and 0.10% Cu of ore was mined and 7.6 million tonnes of lower grade mineralization had been stockpiled. A total of approximately 230.4 million tonnes had been excavated including 18.4 million tonnes of overburden and 134.7 million tonnes of waste rock. The overall mill recovery averaged 83% for gold and 89% for copper. The Troilus Mine produced over 2 million ounces of gold and almost 70,000 tonnes of copper. The production history up to the end of the mine life in 2010 is summarized below. The mill processed the low grade stockpile material from 2009 up until June 29, 2010.

GEOLOGICAL SETTING

Regional Geology

The Troilus gold-copper deposit lies within the eastern segment of the Frotet-Evans Greenstone Belt, in the Opatica Subprovince of the Superior Province in Quebec.

The Frotet-Evans Archean greenstone belt extends for more than 300 km between James Bay and Mistassini Lake, and varies from a few kilometres up to 45 km in width. The belt is divided into two similar volcano-sedimentary domains, west domain and east domain. Half of the west domain consists of tholeiitic basalt and the other half consists of felsic pyroclastic rocks, gabbro, pyroxenite, and peridotite. The east domain is known as the Frotet-Troilus Domain and hosts the Troilus deposit.

Local Geology

The Frotet-Troilus Domain is underlain by a supracrustal sequence of submarine mafic volcanics with intercalated cogenetic mafic intrusions. Felsic volcanic and pyroclastic rocks, minor epiclastic sedimentary rocks, and ultramafic horizons are also present. These supracrustal rocks are intruded by granitoid plutons and dikes, which are the youngest rocks in the area.

The rocks are variably deformed and are affected by a strong regional foliation. Subhorizontal mesoscopic to megascopic folds are common, affecting both regional foliation and primary layering. The metamorphic grade in the Troilus area ranges from greenschist to lower amphibolite facies. The higher metamorphic grade is apparent adjacent to boundaries of intrusions and margins of the greenstone belt.

The Troilus region contains many occurrences of gold, base metal, and molybdenite mineralization. Troilus is the largest gold deposit. The three largest base metal volcanogenic massive sulphide (VMS) occurrences are the Lessard deposit, Tortigny deposit, and Clairy deposit.

Property Geology

The property geology consists of a sequence of intermediate to mafic flows and breccia, locally with felsic volcanic rocks, and comagmatic gabbro and ultramafic sills. The sequence is fault bound to the north by a significant fault and cut internally by smaller scale faults. The gold mineralization at Troilus is hosted in a multiphase gabbro to diorite intrusion, the Troilus Diorite. Interpretation of airborne magnetic data indicates that the Troilus Diorite is an elongate intrusion five kilometres by one kilometre in size, whose long axis has a northeasterly orientation. The Troilus Diorite hosts the two main mineralized zones (Z87 and J4) of the Troilus Mine in its northeast and north margins. Magmatic zircon from the Troilus Diorite yielded a U/Pb age of 2,791±1.6 Ma (D. Davis cited in Goodman et al., 2005), which makes it the oldest age-dated rock unit in the Troilus region. Late porphyritic felsic intrusions intrude the margin of the Troilus Diorite and appear to be more abundant in the mineralized zones. Magmatic zircon from a large felsic dike yielded an age of 2,782±6 Ma (Dion et al., 1998). A large granite-trondhjemite pluton (Parker Pluton) is located northeast of the Troilus Diorite and a smaller granitic pluton (Parker Junior) occurs to the south. Magmatic titanite from the Parker pluton yielded a preliminary U/Pb age of 2,698 Ma (D. Davis, cited in Goodman et al., 2005).

The Troilus Diorite consists of coarse- to medium-grained gabbro and diorite. Despite metamorphic recrystallization to hornblende and epidote aggregates in a matrix of andesine and quartz, magmatic textures are preserved within the intrusion. The margin of the intrusion contains a brecciated unit with centimetre- to decimetre-size leucocratic fragments in a melanocratic matrix. The breccia unit is the main host rock of the Z87 and J4 mineralized zones. The outer margin of the breccia unit grades into fine-grained country rock consisting of massive to strongly foliated amphibolite, depending on the amount of biotite alteration. Fraser (1993) interprets the breccia unit to be hydrothermal in origin, related to ore genesis and indicative of near-surface ore formation. Conversely, Goodman et al. (2005) conclude on the basis of textural and geochemical evidence that the breccia is magmatic in origin.

Three main fracture orientations are mapped in the deposit area. The first set, oriented at 215° and dipping at 63°, is subparallel to the regional foliation and represents the major fracture system in the Z87 pit area. The other two sets

(035°/25° and 320°/85°) cut the regional foliation almost at a right angle. The combined effect of these fractures has induced local instability in the Z87 pit. Faulting is observed locally in the pit. The main orientations are 240°/-55° and 160°/-60°. These two fault orientations do not cause any overall wall stability concerns, but can create problems locally.

The geologic units and alteration patterns were strongly flattened and stretched during regional deformation. In the Z87 pit area, the effects of deformation are manifested as strongly elongated (parallel to the regional foliation) felsic dikes, extensive stretching of breccia fragments, strongly boudinaged mafic dikes, and distorted quartz veins. Mineralized breccia fragments show aspect ratios of up to 20:1 in a foliated biotite enriched matrix, parallel to the north-northwest plunging lineation (Goodman et al., 2005). In contrast, barren breccia in the structural hanging wall consists of more angular, equant fragments in a matrix of weakly foliated amphibolite.

EXPLORATION

At the time of completion of the Technical Report, Sulliden Subsidiary had not yet carried out any exploration programs at the Troilus Project. During the option period under the Sulliden Subsidiary Option, initial desktop and compilation work was done by Sulliden Subsidiary in order to evaluate the economic potential of the Troilus Project and develop an internal feasibility study and to satisfy the criteria of the option agreement. Sulliden Subsidiary enlisted the services of mining contractors, geologic support staff, and engineering consultants in order to gather real time costs, potential project engineering including a full mine model, and geologic evaluation of historical data. Money spent towards fulfilling requirements of the option at the time of writing was approximately $600,000.

Exploration history of the property is directly linked to the history of the discovery and development of the Troilus deposit discussed above under the title ``History``.

A review of all the lithogeochemical data by Inmet indicated that a large halo with gold values greater than 200 ppb occurs around Z87 and J4. Compilation of drill hole data for holes drilled away from the Troilus deposit has shown that there are a number of holes with gold values greater than 200 ppb over 10 m. Systematic drilling of all these zones was undertaken between 1997 and 2004. No zones of economic mineralization having both the size and grade of the Troilus deposit were found. However, a 500 m long anomalous gold envelope, named the Southwest Zone, with similar characteristics to Z87 was discovered in 2000, at the southwest end of the Troilus Diorite. Several holes were drilled in early 2005 using Ingersoll Rand DML downhole hammer drill rigs (DML) to investigate the potential of having near surface mineralized material that could be mined and trucked to the Troilus mill. The thick overburden prevented testing the full extent of the zone. Additional diamond drill holes will be required.

In J4, gold grade contouring suggests that the mineralization is thickening down plunge and that there is a good potential for finding higher grade gold mineralization below a 200 m vertical depth. In 1999 and 2000, drilling confirmed that the gold mineralization extended down plunge, where hole TN-26 intersected a 24 m wide gold-enriched zone averaging 4.95 g/t Au and including a higher grade section that assayed 34.7 g/t Au over three metres.

MINERALIZATION

Two styles of mineralization are recognized at the Troilus Project: 1) disseminated mineralization and 2) vein-hosted mineralization. Disseminated mineralization contributed greater than 90% of the ore, particularly in Z87. This mineralization style consists of disseminated fine-grained chalcopyrite, pyrite, and pyrrhotite and streaks and stringers of these minerals along the foliation and fractures. Copper values are consistently greater than 0.07% Cu. Gold occurs as native gold and electrum grains up to 20 µm in size with up to 15% Ag. The grains are present along sulphide grain boundaries, fractures within sulphides, and as inclusions in silicates. The abundance of biotite alteration in the matrix of the breccia and in the amphibolite at Z87 is interpreted to reflect strong potassic metasomatism during channelized hydrothermal fluid flow through permeable rocks between the felsic dikes in the footwall and hanging wall.

Several generations of gold-bearing veins have been identified and described by Goodman et al. (2005). In terms of grade and abundance, the most significant are quartz-chlorite (±tourmaline) veins. These veins occur in silicified wall rocks to sericitized high strain zones which cut the main foliation and in the margins of felsic dikes. Gold-bearing millimetre- to centimetre-wide veinlets are locally present as swarms parallel or subparallel to spaced

cleavage in the silicified rocks. The veinlets contain free gold and minor amounts of sulphide. Much of the gold is fine grained and contains up to 20% silver, but gold grains can be up to greater than 1,000 µm in size. Locally, a second set of gold bearing quartz veinlets cut the first. These carry fine-grained gold (>95%) and minor pyrite, chalcopyrite, sphalerite, galena and Te- and Bi-bearing minerals, specifically tellurobismuthinite, calaverite, and hessite. Although volumetrically much less significant than the main disseminated mineralization, the veinlets can contain grades of greater than 50 g/t Au over a one metre interval. Coarse-grained gold recovered by a gravity circuit in the mill accounted for about 30% of the gold produced. Presumably much of this coarse gold was derived from the veins. High grade shoots related to the veinlet zones are oriented 40° clockwise from the main disseminated mineralization.

Limited mineralogical and textural studies in the early 1990s of drill core samples from Z87 indicate that 47% of the gold grains are larger than 100 µm in size. Eighty-nine percent occurs as free gold or electrum and inclusions in gangue material, two percent of the gold is associated with chalcopyrite, and nine percent occurs with pyrite and (or) pyrrhotite.

Such detailed mineralogical studies have not been carried out on J4. Core logs indicate that coarse gold is more common and chalcopyrite much less abundant in J4 than Z87. Although coarse gold is present, it is rarely observed in diamond drill core or hand specimens. The J4 and Z87 ore-waste contacts are not visually evident and are defined based on assay data.

Generally, the Z87 and J4 mineralized rocks contain <1% to 3% sulphides. The sulphides are chalcopyrite and pyrrhotite, with subordinate pyrite and rare sphalerite and galena. Sulphide contents of up to 5%-10% have been reported in the matrix of the hydrothermal breccia, coincident with a marked enrichment in potassium and biotite. The breccia fragments are less enriched in sulphide and biotite.

In Z87, the peak of enrichments in gold and copper overlap but are not exactly coincident. From northwest to southeast, Z87 has a relatively gold-rich and copper-poor structural hanging wall, gold-rich and copper-rich centre or core, and gold-poor and copper-rich footwall. The gold and copper enriched core contains a 15 m wide domain with greater than 0.2% Cu. Additional copper-rich sub-zones and lenses occur farther into the footwall outside the pit walls.

Outwards from the gold and copper enriched core, chalcopyrite and pyrrhotite become subordinate to pyrite, particularly in the northwest part of Z87. This domain overlaps the transition between the potassic alteration assemblage and the inner propylitic alteration assemblage, and is characterized by sodic rather than potassic alteration.

DRILLING

At the time of writing of the Technical Report, Sulliden Subsidiary had not yet carried out any drilling at the Troilus Project.

Since 1986, Inmet and its predecessor companies have used similar procedures for drilling. The table below summarizes the drilling programs completed on the property to the end of 2007. There has been no drilling on the property since 2007. The current drill hole database contains 645 drill holes totalling 127,454 m and most of the drill holes targeted Z87 and J4.

SUMMARY OF HISTORICAL DRILLING

Years	Contractor	Core Size
1986-1989	Morissette Diamond Drilling	BQ
1990	Morissette Diamond Drilling	NQ
	Benoit Diamond Drilling	
	Chibougamau Diamond Drilling	
1991-1993	Benoit Diamond Drilling	NQ
	Chibougamau Diamond Drilling	
1995	Benoit Diamond Drilling	NQ ("KN" holes)
	Morissette Diamond Drilling	BQ ("TN" holes)
1997	Chibougamau Diamond Drilling	NQ ("KN" holes)
		BQ ("TN" holes)
1999	Forages Mercier	NQ
2000	Chibougamau Diamond Drilling	NQ (on Z87 and J4 zones)
		BQ (elsewhere)
2002	Chibougamau Diamond Drilling	NQ
2003-2005	Forages Mercier	NQ
2007	Forages Mercier	NQ

Almost all holes were drilled perpendicular to the stratigraphy, towards southeast or mine grid east, and have dips varying from 45° to 90°. In the earlier programs, AQ and BQ size core was used. NQ coring started in the early 1990s. From 1986 to 1996, all casings were left in the ground. From 1997 to 1999, all casings from "KN" holes drilled during that period and located in the immediate Z87 and J4 area were removed, while casings for other "KN" holes and all "TN" holes were left in place. Between 2000 and 2005, all casings for "KN" holes were removed after completion and those for holes starting with "TN" were left in the ground.

From 1986 to 1997, the core was split and half of the core was laid out in wood boxes that were tagged with Dymo tape. The drill core for holes drilled up to 1996 is stored outside in core racks at the Opemiska Mine site in the town of Chapais and the more recent core (post-1997) is stored in racks and pallets at the Troilus Mine site. Some holes were moved from Chapais to Troilus. Core racks are made of steel or wood and steel. There is no roofing to cover the racks and there is no fencing around the core racks. Since the introduction of the new sampling and assay protocol in 1999, whole core has been sent for assay and a 10 cm to 20 cm length of core has been retained.

The older holes (pre-1990) were converted to the metric system and verified by Inmet prior to inserting them into the database. All holes have had some sort of survey test taken downhole. From 1986 to 2002, acid dip tests and Tropari instruments were used systematically. In 2003, a Reflex Multishot digital survey started to be used. All holes drilled in the vicinity of the Troilus deposit were surveyed using the mine grid coordinate system. For exploration holes outside the mine area, cut line grid coordinates were converted to the mine grid system. Elevation for these holes was taken from topographic maps.

All drill holes were used for geological interpretation. Drill holes on the Z87 and J4 zones are generally on cross-sections at 50 m spacing, with some in-fill holes on intermediate sections spaced 25 m apart.

Core logging was done for major and minor lithologies, alteration type, and mineralization. Sample lengths in the earlier programs (pre-1990) were not constant and depended on mineralization and geology (dikes, contacts, etc.). In the subsequent programs, it was found that the mineralization was very diffuse throughout the geological units and thus systematic one-metre long samples were taken, regardless of the geology. Rock Quality Designation (RQD) measurements were systematically taken during the 1991 drilling campaign. In the following drill programs, RQD was done only on a few holes selected on each section drilled. In 2005, RQD measurements were again systematically taken. Core recovery is excellent and averages over 95%.

Lithogeochemical sampling was carried out sporadically throughout the different drilling programs.

A number of geologists have logged the Troilus core. Over the years, the lithological names evolved, generally from volcanic origins to more intrusive origins. The Troilus geology department has assembled a diamond drill core reference suite of the main lithological units and alteration products on the property to standardize the more recent nomenclature.

RPA recommends that Pitchblack scan and build an electronic archive of the historical drill logs and core photographs. RPA also recommends adding a year field to the drill hole database.

SAMPLE PREPARATION AND ANALYSES

During the earlier (pre-1990) drilling programs, core sample intervals were selected based on visible mineralization and geological contacts. After 1990, one-metre samples were taken systematically in the mineralized zones, regardless of the geology. Also, resampling of the pre-1990 holes was carried out to fill in gaps in the sampling and to bring the assay sections as close as possible to one metre. In 1999, a new sampling and metallic sieve based assay protocol was introduced. This protocol included increasing the sample length to three metres and was applied to all samples located within mineralized zones. The sample length for samples located outside the mineralized zones was set at two metres, and these samples used a sampling protocol that involved fire assaying a 30 g sub-sample. Since 1999, most of the Z87 diamond drill core samples were three metres in length and most of the J4 Zone samples were 2.5 m in length. For the 2002 J4 zone drilling, the mine laboratory adjusted the protocol to a 2.5 m length. In 2004, all sample lengths were reduced to two-metre lengths.

Before 1999, drill core samples were split into two parts with a hydraulic splitter: one part for the assay and the other put back in the core boxes for future reference, metallurgical work, or additional check assaying. Since the mineralization consisted essentially of disseminated pyrite and given that there was not a good correlation between pyrite abundance and gold grade, it was impossible to visually estimate gold grades. Consequently, either split half was representative of the sample and no bias could be introduced by selecting one half instead of the other.

In 1999, following the studies and recommendations by Pitard (1999), a new sampling protocol was applied to all subsequent drilling programs. It recommended taking three-metre lengths of whole core instead of one-metre lengths of split core. Again, this was done systematically, without considering geological contacts or dikes. Pitard strongly suggested that this sampling procedure would be more appropriate for the type of mineralization at Troilus than the previous method used, and should significantly reduce the sampling error. Assay data compilation from the 2004 and 2005 diamond drilling programs shows that reducing the sampling length to two metres did not increase the sampling error significantly.

Sample Preparation and Analytical Protocols

Since 1986, a consistent sample preparation protocol has been employed at Troilus prior to shipping samples for analysis. All core samples are marked, tagged, placed in plastic bags, sealed, and temporarily stored in the secure core shack. When sufficient samples are accumulated, they are shipped by truck to the assay laboratory. Prior to 1997, samples were shipped off site to certified assay laboratories. Since 1997, samples have been assayed on-site.

Several laboratories and different assay techniques have been used at Troilus over time. During the first drilling programs (1986 to 1991), several laboratories, including Swastika Laboratories (Swastika), were used for assaying the core samples. Bondar-Clegg and Chimitec used a half assay-ton (AT) fire assay technique with a Direct Coupling Plasma (DCP) finish. Following an extensive assaying comparison program in 1992 between several laboratories using different techniques, Swastika was retained to do most of the analyses from 1992 to 1997, when the Troilus laboratory became operational. It was determined that the one-AT fire assay with gravimetric finish technique used by Swastika was more accurate for assaying gold than the half AT method used at the other laboratories. Consequently, from 1992 to 1999, all samples were assayed for gold by one-AT fire assay with a gravimetric or atomic absorption (AA) finish depending on the size of the "doré bead". If the bead was visually judged too small to be weighed, then the bead was dissolved and an AA finish was used. Copper and silver were analyzed by AA spectrometry.

Prior to assaying, the original one-metre split core sample, weighing approximately 2.7 kg, was entirely crushed down to 0.25 in. Then, 350 g was pulverized to –150 mesh (105 microns) and a one-AT (29.17 g) fire assay was done. The rest of the sample (pulp and reject) was stored for future use.

In 1999, along with the new sampling method, a new assay protocol was introduced, based on the recommendations by Pitard (1999). The new assay protocol involved assaying a much larger sample than that used for the standard fire assay in the previous programs (1,000 g versus 30 g). This protocol was designed to reduce the Fundamental Error (i.e., error generated by sample and sub-sample weights), the Grouping and Segregation Error (i.e., error generated by gold segregation and the way samples and sub-samples are split), the Extraction Error (i.e., error generated by poor sample recovery), and the Preparation Error (i.e., error generated by excessive loss of fines). The "Pitard Protocol" for assaying Troilus diamond drill core is summarized below:

1. Crush the entire 3 m NQ core sample (14 kg) down to 16 mesh (0.04").
2. Split a 1 kg sample using a rotary divider.
3. Pulverize the entire 1 kg sample for no longer than 90 seconds to minimize smearing.
4. Screen the entire 1 kg sample using a 150 mesh screen.
5. Perform one-AT fire assay on the entire +150 mesh fraction, which may need more than one fire assay.
6. Perform two one-AT fire assays on the –150 mesh fraction.
7. The final assay value is the weighted average of the results from both fractions.

Starting in 2004, the Pitard Protocol for diamond drill core was adjusted to two-metre core length (10 kg). The rest of the procedure remains the same.

In RPA's opinion, the assays that support the Mineral Resource estimate are based on sample preparation and analytical protocols that meet or exceed standard industry practice. The mine laboratory was equipped with modern state-of-the-art equipment and staffed with highly qualified personnel. Established assay laboratories were used for the earlier drill programs.

Quality Control and Quality Assurance

Several laboratories and assay methods were used in the course of the different drilling programs, and a number of re-assay and check assay programs were carried out over the years. Also, several studies on the heterogeneity and/or nugget effect of gold were carried out and are listed in Boily et al. (2008).). From 1997 onward, Inmet operated an internal assay laboratory where they reconciled gold and copper grades with head grades from the operating mill.

Prior to 1999, during the assaying process, each laboratory did a systematic check assay every 10 to 15 samples. All samples assaying more than 1.0 g/t Au were re-assayed from a second pulp and all those assaying greater than 2.0 g/t Au were assayed a second time from the rejects. All assay laboratories routinely inserted in-house reference materials and certified standards.

Since 1993, Inmet has inserted in-house reference materials, CANMET Certified Standards and blanks in each shipment to the assay laboratories. Over 20 different in-house reference materials and Certified Standards have been used by Inmet over time. All these in-house control samples are first pulverized and bagged (35 g) and then inserted after every 50 samples using the same sequential numbers as the core samples. After approximately every 10 control samples, a CANMET Certified Standard or a blank was inserted instead of the in-house control sample.

Following the introduction of a new sampling and assay protocol in 1999 (Pitard Protocol), modifications were made to Troilus quality control procedures. In addition to the insertion of reference material and/or Certified

Standards, approximately 10% of all the samples assayed were randomly selected and their rejects sent back to the laboratory to be re-assayed using the same assay protocol (duplicates).

Results from quality control programs (reference samples, standards, re-assays, and duplicate assays) are used to qualify reliable assay data. There are no data on the standards used by the off-site laboratories prior to 1993 and/or the results of their quality control. However, no major problems were reported in the assays from the drilling programs and differences between the original values and the second assays and/or duplicates were judged to be acceptable.

In a report dated March 1994, the Coopers & Lybrand Consulting Group compiled the different studies on the accuracy and precision of the assays carried out by Inmet and concluded that the relative accuracy for the gold grade at Troilus is ±15%. After 1994, a number of tests and studies on the heterogeneity of gold at Troilus were carried out for Inmet by various consulting firms. Pitard (1999) reviewed this work and concluded that a target of ±15% variance in the gold assay results was achievable and that a sampling protocol modification was required to reduce sampling error to this level.

An internal Inmet report (Boily, 2005), based on external check assays and the mine laboratory gold reference standards, concluded that the Troilus laboratory assays were not biased.

In late 1998 and early 1999, some 1,427 m of core from the mineralized zones from 12 holes were re-sampled and assayed in two separate programs. Independent laboratories used for the assaying included SGS Lakefield Research Limited and the Centre de Recherche Minérale. This program was designed to compare the newly introduced 1,000 g screen metallic sampling and assays (Pitard Protocol) with the historical 30 g sampling assay protocol. From this program, Inmet concluded that the relative difference between the two data sets was less than 2% and that there was no overall bias between the two protocols. It was concluded that the 1,000 g screen metallic protocol reduced the sampling error and therefore provided a much better estimate of the gold contained in any given sample and improved the ability to estimate grades locally. This protocol was adopted as the sampling protocol going forward.

In 1997, external check assays at Swastika and Chimitec indicated that the Troilus laboratory was underestimating gold values by approximately 10% to 15%. The Swastika and Chimitec assays were within 5%. The 1997 drilling program targeted Z87 close to the pit limits.

RPA is of the opinion that the check assay data do not reveal any major biases in the historical Troilus drilling program gold assays that could have a significant negative effect on the Troilus Mineral Resource grade estimates. Overall, the production data reconciled well with the resource model.

SECURITY OF SAMPLES

Data Verification

RPA is of the opinion that the drill hole database is acceptable to support the Mineral Resource estimate. In 2003, Inmet and RPA personnel did extensive work together to validate and verify the original Z87 Gemcom diamond drill hole database which was used to estimate the January 2003 open pit Z87 Mineral Resources and Mineral Reserves. Approximately 10% of all of the Z87 assays were verified with the original assay certificates. No significant data entry problems were found.

In January 2004, the Gemcom header, survey, and assay data related to the 50 new drill holes were verified. A number of minor data entry problems in the header, survey, and assay tables were identified and corrected.

Inmet and RPA personnel also worked together to validate and verify the Z87 underground Gemcom diamond drill hole database, which was used for the April 2006 underground Z87 Mineral Resources and Mineral Reserves (Evans, 2006).

Inmet and RPA used a number of queries in MS Access, the Gemcom data validation routine, and 3D visual inspection to validate the drill hole database header, survey, and assay tables. A number of minor data entry problems in the survey and assay tables were identified and corrected.

The lithology table data has not been validated. The rock code nomenclature needs to be standardized and overlapping primary and secondary rock codes in the lithology table should be rectified in the future. RPA believes that the current state of the lithology table will not have a material impact on the Mineral Resource estimates.

Mr. Bernard Boily, Inmet Senior Mine Geologist, verified all of the Troilus UG drill hole database header and survey records, and most of the assay records (Boily, 2005). No significant data entry problems were found. All of the assay results are provided by the mine laboratory in digital format. The downhole survey results are also generated directly in digital format. RPA checked the resource assays in four of the more recent drill holes (KN-653, KN-661, KN-666, and KN-673) and found no errors.

MINERAL PROCESSING AND METALLURGICAL TESTING

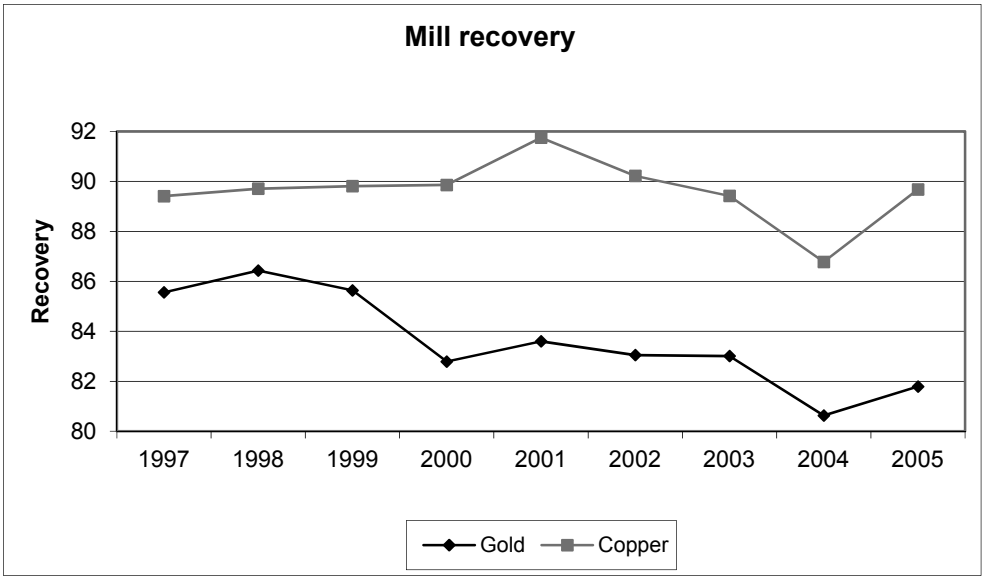
The mill was originally designed to treat gold, copper, and silver at a rate of 10,000 tpd using a flowsheet consisting of a gravimetric, flotation, and cyanidation circuit. Copper concentrate and doré bars were produced on site. The Troilus mill was commissioned in 1996, with commercial production achieved in April 1997 at a rate of 10,000 tpd, with recoveries of 86% Au and 90% Cu and a concentrate grade of 18% Cu. At the end of 1998, the plant reached production of 10,850 tpd with similar metallurgical results.

At the beginning of 1998, a decision was made to increase mill capacity to 15,000 tpd using a coarser grind. A crushing and screening plant was constructed and became operational in early 1999. The objective was to reduce the critical size material in the feed down to less than two inches. The cyanidation portion of the flowsheet was dropped in 1999, since it was found to be uneconomic. Removing the cyanidation circuit decreased the gold recovery by 2%, while coarser grind was responsible for approximately a 1% to 1.5% decrease. Since 1999, the plant has been operational with gold recoveries in the 82.5% to 84% range.

At the end of 2001, after replacement of the pebble crusher and ball mill pump and the successful implementation of instrumentation upgrade and flowsheet changes, the plant reached its target tonnage capacity. Similarly, steps were undertaken in 2000 to improve copper metallurgy, particularly concentrate grade. A column cell was commissioned and modifications were carried out to the copper cleaner and thickening circuit. These changes led to improvements in the concentrate grade by 3% copper and recovery improvements by 1% to 2%. More importantly, this permitted the mill to operate more efficiently in a wider range of copper feed grades.

Plant recoveries in 2005 were approximately 82% for gold and 90% for copper as outlined below. In 2004, the plant reached a new milestone of 18,000 tpd.

HISTORICAL GOLD AND COPPER MILL RECOVERIES



2005 METALLURGY SUMMARY
Pitchblack Resources Ltd. - Troilus Mine

Material	Weight %	Assays		Distribution	
		%Cu	g/t Au	%Cu	%Au
Mill Feed	100	0.07	0.98	100	100
Concentrate	0.40	17.33	128.76	89.68	54.43
Gravity					27.36
Final Tails	99.60	0.008	0.17	10.32	18.21

Crushing

The run-of-mine ore was hauled by 150 t trucks and dumped directly to a 54 in. x 74 in. gyratory AC crusher. Prior to crushing, large blocks were broken by a rock hammer in the crusher chamber to less than 1.2 m. The product from the crusher at 100% -200 mm was temporarily accumulated in a pocket, which is fed to a conveyor through an apron feeder. The dust generated in the crushing area is controlled by three dust collectors. Crushed material was conveyed to a dual deck vibrating screen to remove the +2 in. and –7 in. size fraction for secondary crushing. Pre-crusher discharge was then returned to the screen oversize and undersize fractions and conveyed to the coarse ore stockpile.

Grinding

The reclaim circuit was supplied by three variable speed belt feeders located under the stockpile. The disposition of the belt feeders minimized the segregation effect on the stockpile by feeding the conveyor of the semi-autogenous grinding (SAG) mill with a relatively stable ratio of fine particles.

The SAG mill (30 ft x 13 ft) was driven by a 7000 HP fixed speed synchronous motor, which was operational in a bi-directional mode. The mill was lined with chrome-molybdenum steel.

The mill was typically operated with a 20% to 25% volume using a steel charge of 10% to 12% 5.25 in. grinding balls. Grate discharge at 2.5 in. overflowed on a dual deck vibrating screen. The +12 mm screen oversize was recycled to the pebble crusher by conveyor. Pebble crusher discharge was added to the SAG mill feed conveyor. The –12 mm screen undersize was pumped to the ball mill circuit. This operation was carried out to relieve the mill of critical sized material.

The primary ball mill (18 ft x 28.5 ft) was driven by a 6000 HP synchronous motor that was in closed circuit (450% C.L.) with a cluster of 26 in. cyclones. The primary cyclone overflow fed the secondary ball mill circuit. This ball mill (16 ft by 22 ft), driven by a 4,300 HP synchronous motor, was in closed circuit (250% C.L.) with a cluster of 15 in. cyclones. The product (80% passing 90 μm) fed the flotation circuit.

Gravity Concentration

A 15% bleed of primary ball mill circulating load fed a gravimetric circuit consisting of four 30 in. Knelson concentrators. Screen feed at 2,000 μm was supplied to the Knelson concentrators on three hour cycles. The concentrate from the Knelson concentrators was accumulated in a storage tank to be later fed to a magnetic separator and further upgraded on a Gemini table. Middlings from the Gemini table were fed in a 12 in. closed circuit Knelson. Gold concentrates were produced at 40% to 70% gold and refined in an induction furnace. The gravimetric circuit generally recovered 24% to 32% gold.

Flotation

The overflow from the secondary cyclones went to rougher column flotation before supplying two parallel banks of 43 m³ flotation cells (GL&V). Each bank had seven cells in a 2+2+3 arrangement. The seven cells operated as a bulk sulphide flotation. The collection was done in an alkaline (pH 10.0) circuit.

The floating sulphides containing gold and copper from the flash flotation cell, the rougher column flotation, and the rougher/scavenger cells were further liberated in a regrind mill (10.5 ft x 12 ft). This 600 HP regrind mill was in closed circuit with a cluster of 10 in. cyclones. Cleaner circuit feed was typically 89% passing 40 µm. A Falcon concentrator was fed by one cyclone underflow to recover the fine free gold before feeding the cleaning circuit. Cleaning circuit pH was maintained at 10.5 to 11 to depress pyrite.

The cleaning circuit was comprised of four stages. The first and second stages had five cells of 2.8 m³, the third stage had four cells of 1.4 m³, and the fourth stage was a column flotation. Concentrate from the column was typically 22% and was shipped as final concentrate.

On-Stream Analyzer

At the beginning of 1998, an on-stream analyzer (Courier 30 AP) was purchased in order to improve the flotation control and copper concentrate grade. Six streams were analyzed for process control. Better control permitted an increase of 1% to 2% in concentrate grade.

Filtering

The copper concentrate was filtered by a pressure filter. The filter was a 25 m² Larox that produced a concentrate with less than 8% humidity. It was stored in a 400 t capacity bunker and shipped to Chibougamau by truck and further to the Horne Smelter by rail. Production was typically 2,500 tonnes per month.

Tailings Disposal

The pond was constructed with a 2.5 km till starter dike. Winter discharge was done linearly with a single high spot. Beaches were produced in the summer by spigotting along the dike and were further raised with a granular material on a yearly basis, with follow-up spigotting.

A water treatment plant has been functional since the end of 1998, after initial operation revealed suspended solid control problems. It uses a new technology (ACTIFLO) based on polymer addition and agitation followed by high speed sand assisted lamellar decantation and reduces suspended solids to concentrations below 15 ppm, the monthly average regulation limit.

MINERAL RESOURCE ESTIMATE

Summary

The current open pit and underground resource estimates for the J4 and J5 zones are based on the 2014 5 m by 5 m by 5 m percent block model using Geovia GEMS 6.6. The Z87 underground resources are based on the 2006 10 m by 10 m by 10 m percent underground block model using Gemcom 4.02.

For the Technical Report, RPA re-estimated Mineral Resources for Z87 based on an underground mining scenario only, while Mineral Resource estimates for the J4 and J5 zones remain unchanged. The combined open pit and underground Mineral Resource estimate for the Troilus Mine is summarized below. No Mineral Reserves have been estimated for the Troilus Project.

MINERAL RESOURCE ESTIMATE AS OF JUNE 30, 2016
Pitchblack Resources Ltd. -Troilus Mine

Classification	Tonnage (Mt)	Au (g/t)	Cu (%)	AuEq (g/t)	Contained Gold (000 oz)	Contained Copper (Mlb)	Contained AuEq (000 oz)
Indicated	44.0	1.27	0.120	1.45	1,789	116.5	2,054
Inferred	18.7	1.03	0.084	1.16	622	34.8	701

Notes:

1. CIM definitions were followed for Mineral Resources.
2. Open pit Mineral Resources were estimated at a cut-off grade of 0.3 g/t Au and were constrained by a Whittle pit shell. Underground Mineral Resources were estimated at a cut-off grade of 0.8 g/t Au.
3. Mineral Resources were estimated using long-term metal prices of US$1,500 per ounce gold and US$3.50 per pound copper; and an exchange rate of US$1.00 = C$1.1.
4. AuEq = (34.59 x Au grade + 54.02 x Cu grade)/ 34.59.
5. A recovery of 83% was used for gold and 92% for copper.

The Mineral Resource estimate has an effective date of June 30, 2016. RPA estimates combined underground and open pit Indicated Mineral Resources to total 44.0 Mt grading 1.27 g/t Au and 0.12% Cu containing 1.8 Moz of gold and 116.5 Mlb of copper. In addition, combined underground and open pit Inferred Resources were estimated to be 18.7 Mt grading 1.03 g/t Au and 0.084% Cu containing 0.6 Moz of gold and 35 Mlb of copper.

RPA is not aware of any known environmental, permitting, legal, title, taxation, socio-economic, marketing, political, or other relevant factors that could materially affect the Mineral Resource estimate.

Underground Mineral Resources

The Z87, J4, and J5 underground Mineral Resource estimate as of June 30, 2016, is summarized in Table 14-2. All of the blocks situated within a 0.8 g/t Au wireframe and located below the current topography were included to estimate the Z87 underground resource. The J4 and J5 underground resource estimates are based on reporting all of the blocks situated below the open pit resource Whittle shell at a 0.8 g/t Au cut-off grade. RPA visually confirmed that the underground resource blocks are reasonably continuous.

UNDERGROUND MINERAL RESOURCES - JUNE 30, 2016
Pitchblack Resources Ltd. - Troilus Mine

Classification	Zone	Tonnage (Mt)	Au (g/t)	Cu (%)	AuEq (g/t)	Contained Gold (000 oz)	Contained Copper (Mlb)	Contained AuEq (000 oz)
Indicated	Z87	29.6	1.48	0.157	1.72	1,403	102.2	1,635
	J4	-	-	-	-	-	-	-
	J5	-	-	-	-	-	-	-
Total		**29.6**	**1.48**	**0.157**	**1.72**	**1,403**	**102.2**	**1,635**
Inferred	Z87	7.9	1.19	0.138	1.41	305	24.2	360
	J4	4.4	1.15	0.040	1.21	163	3.9	172
	J5	0.3	0.98	0.045	1.05	10	0.3	11
Total		**12.6**	**1.18**	**0.102**	**1.33**	**478**	**28.4**	**543**

Notes:

1. CIM definitions were followed for Mineral Resources.
2. Mineral Resources were estimated at a cut-off grade of 0.8 g/t Au.
3. Mineral Resources were estimated using long-term metal prices of US$1,500 per ounce gold and US$3.50 per pound copper; and an exchange rate of US$1.00 = C$1.1.
4. AuEq = (34.59 x Au grade + 54.02 x Cu grade)/ 34.59.
5. A recovery of 83% was used for gold and 92% for copper.
6. Numbers may not add due to rounding.

Open Pit Mineral Resources

The J4 and J5 open pit Mineral Resource estimate as of June 30, 2016, is summarized below. The resources are reported at a 0.3 g/t Au cut-off grade and are constrained by a Whittle pit shell.

OPEN PIT MINERAL RESOURCES – JUNE 30, 2016
Pitchblack Resources Ltd. - Troilus Mine

Classification	Zone	Tonnage (Mt)	Au (g/t)	Cu (%)	AuEq (g/t)	Contained Gold (000 oz)	Contained Copper (Mlb)	Contained AuEq (000 oz)
Indicated	Z87	-	-	-	-	-	-	-
	J4	12.2	0.84	0.044	0.91	329	11.8	356
	J5	2.2	0.80	0.052	0.88	57	2.5	63
Total		**14.4**	**0.83**	**0.045**	**0.90**	**386**	**14.3**	**419**
Inferred	Z87	-	-	-	-	-	-	-
	J4	2.9	0.85	0.043	0.92	81	2.8	87
	J5	0.7	0.78	0.059	0.87	18	0.9	20
	J4Low	2.5	0.56	0.049	0.64	45	2.7	51
Total		**6.1**	**0.73**	**0.048**	**0.81**	**144**	**6.4**	**158**

Notes:
1. CIM definitions were followed for Mineral Resources.
2. Mineral Resources were estimated at a cut-off grade of 0.3 g/t Au and were constrained by a Whittle pit shell.
3. Mineral Resources were estimated using long-term metal prices of US$1,500 per ounce gold and US$3.50 per pound copper; and an exchange rate of US$1.00 = C$1.1.
4. AuEq = (34.59 x Au grade + 54.02 x Cu grade)/ 34.59.
5. A recovery of 83% was used for gold and 92% for copper.
6. Numbers may not add due to rounding.

Resource Databases

Z87 Underground Gems Project

In 2006, a separate drill hole database that comprises 101 surface diamond drill holes totalling 48,387 m, 15,999 assay records, and 964 downhole survey records was created to support the Z87 underground resource modelling work (Table 14-4). These drill holes are all located at Z87 and there have been no new drill holes at Z87 since 2006. The drill hole intersections are spaced approximately 50 m to 100 m apart.

GEMS Z87 UNDERGROUND RESOURCE DATABASE

Pitchblack Resources Ltd. - Troilus Mine

Description	Number of Records
Diamond Drill Holes	101
Total Length (m)	48,387
Downhole Surveys	964
Assays	15,999
3 m Composites	1,149

Troilus Mine Gems Project

The Troilus Mine database includes the Z87 drill holes, the J4 and J5 Zone drill holes, as well as a small number of distant exploration drill holes. There are 645 drill holes in the database, with a total length of 127,454 m and a total of 70,435 assays as outlined below.

TROILUS MINE DRILL HOLE DATABASE

Pitchblack Resources Ltd. - Troilus Mine

Description	Number of Records
Diamond Drill Holes	645
Total Length (m)	127,454
Downhole Surveys	2,857
Assays	70,435
Composites	39,667

Geological Interpretation and 3D Solids

The underground resources for Z87 are based on the 0.8 g/t Au mineralized envelope modelled for the 2006 resource estimate.

The J4 mineralized wireframe modelled for the joint Inmet and RPA 2003 resource estimate (Balint et al., 2003) based on an approximately 0.3 g/t Au cut-off grade was adopted for the 2016 estimate and includes some minor mineralized wireframe additions completed by RPA in 2014. The mineralized wireframe based on an approximately 0.3 g/t Au cut-off grade that was built by RPA in 2014 for J5, was retained for the 2016 estimate.

RPA created a low grade domain for the J4-J5 area in 2014. This low grade domain captures a small amount of narrower and less continuous mineralization that is situated outside the modelled mineralized wireframes.

Z87 Underground Mineralized Wireframe

For the 2006 resource estimate, a 0.8 g/t Au grade envelope was used to define mineralization and to construct 3D wireframe models for Z87. RPA found that the 0.8 g/t Au cut-off grade preserved mineralization continuity and ensured the inclusion of all potentially economic underground mineralization.

The Z87 underground model has three lenses compared to 13 lenses in the Z87 open pit model. A minimum 10 m horizontal width criterion was loosely applied.

The wireframes were built using 3D wobbly polylines that were snapped on to the drill hole intervals on 35 sections spaced 25 m apart and extending 875 m from mine grid 13,225N to 14,100N. The polylines were joined together using tie lines. At model extremities, polylines were extrapolated for approximately 12.5 m beyond the last drill

hole sections. All wireframes were validated. The wireframes extend from approximately the 5,200 m elevation to the 4,700 m elevation. Surface is at approximately the 5,370 m elevation. The mineralization is open at depth.

J4 Mineralized Wireframe

In 2003, RPA used a 0.3 g/t Au grade envelope to define mineralization and to construct a 3D wireframe model for J4. The 0.3 g/t Au cut-off grade preserved mineralization continuity and ensured the inclusion of all potentially economic mineralization. A minimum 10 m horizontal width criterion was loosely applied.

RPA constructed 3D wireframe models using 3D wobbly polylines that were snapped on to the drill hole intervals. The polylines were joined together using tie lines. At model extremities, polylines were extrapolated for approximately 12.5 m beyond the last drill hole sections.

The J4 mineralization wireframes were built using 44 sections spaced generally 25 m apart and extend for a 1.2 km strike length from 14,100N to 15,300N and mostly to 300 m below surface. From approximately 14,700N to 15,000N, the J4 wireframes extend to approximately 400 m below surface and the mineralization is open at depth. A deep drilling program targeted this area in 2000. The main corridor of J4 mineralization ranges from approximately 20 m to 100 m in horizontal thickness

For the 2014 estimate, RPA modelled six additional lenses, three at the south end of J4, one parallel to the north end, and two lenses that connected and expanded a splay off the main mineralized corridor. RPA retained these six additional lenses for the current estimate.

J5 Mineralized Wireframe

The J5 mineralized wireframe was modelled on cross sections using 3D polylines that were later joined by tie lines. The J5 wireframes cover an area with drilling density varying from 50 m to 300 m. At extremities, the lenses were projected 50 m beyond the last drill hole.

Low Grade Domain

RPA created a low grade domain for the J4-J5 area in 2014 to capture a small amount of material that is above cut-off grade but not continuous enough to wireframe. The low grade domain was limited by the overburden base at the top and by the block model limits.

Resource Assays

The Troilus Project drill hole database includes all of the Z87, J4, and J5 drill holes, as well as several distant exploration drill holes. The resource assays are related to the samples that are situated inside the mineralization wireframes.

Z87 Underground

The Z87 underground drill hole database contains 15,999 assays, of which 1,955 were assigned mineralization rock code identifiers (Table 14-6). The resource assays are defined as the assays located within the three Z87 mineralization wireframes that were used for the block model (lenses 19, 20, and 21). The lens codes were used for correlation and modelling purposes. Lens 19 represents a local splay or finger off the main Lens 20 footwall. Lens codes increase from east to west and from footwall to hangingwall.

Z87 UG RESOURCE ASSAY STATISTICS
Pitchblack Resources Ltd. - Troilus Mine

Rock Code	Count	Length (m)	Au (g/t)	Cut Au (g/t)	Cu (%)	Ag (g/t)	Minimum Northing (m)	Maximum Northing (m)
Mineralization Assays in Mineral Resources								
19	91	1.88	1.39	1.38	0.11	1.71	13,448	13,835
20	1,700	1.71	1.70	1.60	0.18	2.06	13,224	14,176
21	164	1.56	1.87	1.66	0.18	2.93	13,915	14,101
Total	1,955	1.71	1.70	1.60	0.18	2.12	13,224	14,176
Waste Assays								
0	14,044	1.66	0.29	0.28	0.03	0.85	13,155	14,184

The resource assays average 1.71 m in length, 1.70 g/t Au uncut, 1.60 g/t Au cut, 0.18% Cu, and 2.12 g/t Ag and extend from 13,224N to 14,176N. The grades in Table 14-6 are not length weighted.

J4-J5 Open Pit and Underground

A 0.3 g/t Au wireframe was used to flag J4 and J5 open pit and underground resource assays. The table below presents the descriptive statistics.

J4-J5 RESOURCE ASSAY STATISTICS
Pitchblack Resources Ltd. - Troilus Mine

Description	Length (m)	Au (g/t)	Cut Au (g/t)	Cu (%)
Count	5,205	5,205	5,205	5,205
Mean	1.29	0.969	0.896	0.051
Median	1.00	0.517	0.517	0.037
Standard Deviation	0.60	2.42	0.08	1.27
Minimum	0.10	0.000	0.00	0.000
Maximum	4.00	94.130	10.00	3.910
Coefficient of Variation	0.47	2.50	1.49	1.42

Capping Levels

Since 2003, all high grade gold resource assays at Z87 have been capped to 6 g/t Au before compositing to three-metre lengths. High grade copper assays are rare and copper assays have never been capped at Troilus. Reconciliation work in 2003 and 2004 indicated that the 6 g/t Au capping level was appropriate; however, RPA and Inmet recognized that the 6 g/t Au cutting level was conservative for higher grade areas such as the Z87 pit bottom (Inmet and RPA, 2003). In RPA's opinion, a 10 g/t Au capping level is reasonable and acceptable for the high grade gold resource assays and the copper assays do not need capping.

The 10 g/t Au capping level was applied to Z87 and the J4 and J5 Zones for the current resource estimate.

Compositing

The assays situated within the mineralization wireframe models were composited to three-metre lengths starting at the first mineralization wireframe boundary from the collar and resetting at each new wireframe boundary. The shorter and generally lower grade composites generated adjacent to wireframe boundaries were not excluded. The same compositing procedure had been used in previous resource estimates.

Z87 Underground

The Z87 underground composites average 2.90 m in length. Approximately 6% of the composites have lengths that are less than three metres, including 1% with lengths that are less than one metre. The Z87 composite statistics are shown in below.

Z87 UNDERGROUND COMPOSITE STATISTICS
Pitchblack Resources Ltd. - Troilus Mine

Description	Length (m)	Au (g/t)	Cut Au (g/t)	Cu (%)
Count	1,149	1,149	1,149	1,149
Mean	2.90	1.65	1.56	0.17
Median	3.00	1.25	1.25	0.13
Standard Deviation	0.43	1.87	1.19	0.16
Minimum	0.00	0.00	0.00	0.00
Maximum	3.00	36.36	10.00	1.98
Coefficient of Variation	0.15	1.13	0.76	0.92

J4-J5 Open Pit And Underground

The J4 and J5 composites average 2.83 m in length as outlined in the table below. Approximately 11% of the composites have lengths shorter than three metres, with 1.5% of them being less than one metre.

J4-J5 COMPOSITE STATISTICS
Pitchblack Resources Ltd. -Troilus Mine

	Length (m)	Au (g/t)	Cut Au (g/t)	Cu (%)
Count	2,409	2,409	2,409	2,409
Mean	2.83	0.921	0.860	0.048
Median	3.00	0.607	0.607	0.039
Minimum	0.10	0	0	0
Maximum	3.00	31.590	8.424	0.616
Coefficient of Variation	0.18	1.56	1.00	0.94

Trend Analysis

Z87 Underground

RPA used the wireframe models to confirm that the overall strike direction is mine grid 180° and that most of the mineralization dips at approximately -56° to mine grid west with the exception of the southern part of Lens 20, which dips at approximately -48° to mine grid west.

In order to help guide the variography work, RPA investigated for possible higher grade mineralization plunge directions by contouring the diamond drill hole composite control interval data on longitudinal projections for lenses 19, 20, and 21. There are insufficient data to define plunge directions for lenses 19 and 21; however, as both have limited strike continuity relative to down dip continuity.

The central portion of Lens 20 represents higher grade mineralization ("Central High Grade") that has a strike length of approximately 300 m to 400 m and rakes at approximately -45° to mine grid north. The Central High Grade mineralization is bounded to the north and south by lower grade mineralization, mostly material averaging less than 1.5 g/t Au. The Central High Grade hosted a very high grade shoot of greater than 2 g/t Au mineralization, which was located mostly in the open pit and rakes at approximately -35° to mine grid south. Additional very high grade

shoots are less well defined and may rake moderately to the south and/or north and/or subvertically to the north. The lower grade Lens 20 mineralization to the north ("North Lower Grade") includes several low grade drill hole intersections that are related to poorly mineralized felsic dikes cutting across the upper half of Lens 20 between approximately 13,750N and 13,850N.

The blasthole gold assays were contoured on a number of benches and cross sections. Preliminary gold grade contours on benches confirm that the overall mineralization strike is to mine grid 180°. Most of the higher grade pods also strike at mine grid 180°; however, some appear to be affected by cross-structures striking southwest. These same cross-structures appear to create local bulges and splays of mineralization and may also be responsible for some of the isolated pods of mineralization further in the footwall and hangingwall. Similar observations can be made from the gold grade contours on sections. The cross-structures appear to dip moderately to the mine grid northwest. RPA believes that most of the local fluctuations and jaggedness along the mineralization wireframe boundaries are related to cross-fault and dike effects and are not due to downhole drill hole deviation issues.

Z87 Open Pit

The trend analysis for the 2008 Z87 open pit resource builds on the observations made for the 2003 resource estimate study, when diamond drill hole composite control intervals for zones 20 and 12 were used to contour the cut gold grades on longitudinal projections to help guide the variography (Balint et al., 2003). The Zone 20 gold grade contours delimit higher and lower grade areas that generally rake steeply towards mine grid north. The main higher grade shoots rake steeply to the north and extend from approximately 13,500N to 13, 800N and 13,850N to 14,100N.

A fault ("Faille Sud", or "South Fault") was identified that appears to truncate the southernmost extremities of zones 24 to 30 and hosts the Zone 50 lens Faille Sud, oriented at approximately 138°/-70°. The South Fault may somehow have contributed to the weaker expression of Zone 20 in holes KN-607 and KN-618 on section 13,075N, however, it does not affect zones 12 and 16 on section 13,075N.

J4 and J5

In 2014, a series of isotropic grade shells were created in Leapfrog at cut-off grades of 0.3 g/t Au, 0.8 g/t Au, and 1.2 g/t Au for the J4 and J5 Zones. The 1.2 g/t Au grade shell reveals a northwest-southeast trend (azimuth 130°) overprinting the general north-south mineralized trend. The southern end of the resource wireframe bends towards east, becoming parallel to the overprinting northwest-southeast trend.

Variography

No new variography work has been carried out since the previous resource estimates. The Z87 and J4 variograms can be found in RPA's 2003 and 2006 reports and the results are summarized below. The search ellipses for Z87 and the J4 and J5 Zones followed the orientations determined in 2003 for the J4 Zone open pit resource model and 2006 for the Z87 underground resource model.

Z87 Underground

Lens 20 is by far the biggest underground lens at Z87 and contains 87% of the resource assays. RPA constructed a number of directional variograms for Lens 20 using the three-metre cut gold assay composites and the blasthole data that comprise both five-metre and ten-metre sample lengths with high assays cut to 10 g/t Au.

The initial variograms created from the three-metre cut gold assay composites generally had jagged sawtooth patterns and mostly displayed short-range variances that were higher than the overall variance or sill. These features were mostly eliminated by using a 6 g/t Au upper cut-off grade for all of the three-metre composite variograms. Based on the geology, RPA expected to find longer down dip ranges than along strike; however, the variography work suggests that these ranges are similar. RPA noted that the three-metre variography ranges represent the global ranges for all of Lens 20 and that the Central High Grade had longer ranges of continuity than the global ranges discussed below. On the other hand, the North Lower Grade area may have had shorter ranges of continuity than the global ranges.

Based on all of the three-metre composites, the downhole variogram defines a relative nugget effect of approximately 29% and a 14 m range, which also corresponds approximately to the across strike range. Continuity ranges are approximately 80 m for the along strike variogram based both on all of the three-metre composites and on only the Lens 20 three-metre composites. Continuity ranges are approximately 90 m for the Lens 20 down dip variogram. A smooth down dip variogram could not be created using all of the three-metre composites.

RPA found that the blasthole assay data generated excellent variograms. This is likely because most of the blasthole data are situated within the Lens 20 Central High Grade area. Continuity ranges are approximately 125 m for the along strike variogram and at least 80 m for the down dip variogram. The down dip range may be limited by the vertical extent of the blasthole data used. The number of pairs begins to decrease at the 80 m interval.

RPA also built a series of variograms to test for shallow to steep rakes to the north and south and found that the longest ranges were directly down dip.

The variography suggests that Indicated Mineral Resource classification criteria for the underground mineralization could be based on along strike search radii of approximately 80 m, down dip search radii of approximately 80 m, and across strike search radii of approximately 15 m.

Z87 Open Pit

The variography carried out on the main zones for the 2003 Mineral Resource estimate suggested that Indicated Mineral Resource classification criteria could be based on search radii up to 50 m along strike, up to 80 m down dip, and 10 m across strike, with shorter ranges of continuity for smaller lenses. Based on the Z87 variography results and other geological considerations, it was recommended that the Z87 Indicated Mineral Resources be defined using search radii of 45 m along strike, 60 m down dip, and 10 m across strike.

J4 Open Pit

RPA constructed a number of variograms for J4 using all of the three-metre cut gold composites associated with the mineralized wireframes. For J4, the relative nugget effect based on the downhole variograms ranges from approximately 30% to 60% depending on the model used. The relative nugget effect based on the down dip variograms clearly needs to be closer to 30% and RPA used 28%. RPA noted that using a higher nugget effect will smooth the interpolated grades more and yield slightly lower grade estimates.

RPA notes sawtooth patterns are present in the down dip variograms that do not correspond to hole effects since the number of pairs related to the sawtooth points are numerous and fairly constant. RPA suspects that it could be caused by alternating bands of high and low grade mineralization that are not parallel to the 270°/-65° search orientation used for the down dip variogram.

RPA built a series of variograms to test for shallow to steep rakes to the north and south and found that the longest ranges were directly down dip. RPA interprets the down dip variogram for all of the composites to have a range between 50 m and 80 m. Consequently, RPA has used 65 m as the down dip range of continuity. The along strike variogram for all of the composites is smooth and well defined with a range of approximately 55 m. The across strike variogram has a range of approximately 10 m.

Search Strategy and Grade Interpolation Parameters

RPA used inverse distance squared to interpolate the three metre composites with search ellipse geometries and orientations that varied by domain.

Z87 Underground

A search ellipsoid based on a minimum of two and a maximum of twelve composites was used to interpolate grades into blocks using a two-pass process. The first pass used a search ellipsoid with an 80 m radius along strike, an 80 m radius down dip, and a 15 m radius across strike. The second pass used a search ellipsoid with a 120 m radius along strike, a 120 m radius down dip, and a 30 m radius across strike. A 360° mine grid azimuth was used for the

along strike search direction, and a search dip of -56° was used for Lens 19, Lens 21, and most of Lens 20. A search dip of -48° was used for the part of Lens 20 located south of 13,435N.

A lens identifier was assigned to each composite, and composite target restrictions applied were such that the composites for one lens could not be used to interpolate grades for another lens.

J4-J5 Open Pit and Underground

A search ellipsoid using a minimum of two and a maximum of twelve composites was used to interpolate gold and copper grades into blocks using a two-pass process. The search radii in the second pass were twice the first pass. The first pass used a search ellipsoid with a 65 m radius along strike (360°), a 55 m radius down dip (-65°), and a 10 m radius across strike. All composites were used to interpolate grades within the mineralized envelopes.

J4-J5 Open Pit Low Grade

A search ellipsoid using a minimum of two and a maximum of twelve composites was used to interpolate gold and copper grades into blocks using a single-pass process. The search ellipsoid had same orientation as those of the constrained model, but with reduced radii: 32.5 m radius along strike (360°), a 27.5 m radius down dip (-65°), and a 3 m radius across strike.

Bulk Density

The density values used in the two block models supporting the resource estimate are listed below.

TONNAGE FACTORS
Pitchblack Resources Ltd. - Troilus Mine

Block Model	Zone	Ore (tonnes/m³)	Waste (tonnes/m³)	Overburden (tonnes/m³)
Open Pit and Underground	J4-J5	2.786	2.788	2.20
Underground	Z87	2.860	2.720	2.20

In RPA's opinion, the ore and waste bulk densities are reasonable and acceptable.

Underground Z87

Density testwork was carried out on 2,721 core samples in the 30 deep drill holes (KN-648 to KN-677) by Inmet. The core samples tested were generally whole core pieces ranging in length from approximately 10 cm to 20 cm. Samples were weighed in air and in water by mine personnel, and the density results were adjusted to account for water temperature. Measurements on 496 resource related samples range from 2.57 g/cm³ to 3.42 g/cm³ and average 2.86 g/cm³. The same average is obtained when the lowest ten and highest ten density measurements are excluded.

J4 and J5

The ore and waste tonnage factors are based on density testwork results from 297 samples from Z87. Samples that were generally 5 kg to 10 kg in weight were weighed in air and in water by mine personnel and the density results were also adjusted to account for water temperature. The density testing apparatus comprised an OHAUS digital balance in an enclosed cabinet supported above a large plastic container full of water. The density testing apparatus was checked using two solid steel cylinders and the precision was found to be greater than ±0.1%. Some of the samples and the two steel cylinders were sent to an independent laboratory as an additional check before implementing the tonnage factors.

Block Models

Underground Z87

Gemcom Resource Evaluation Edition Version 4.02 was used to construct a block model for the Z87 underground project. The information for each block in the model includes:

- Interpolated gold, cut gold, and copper grades related to blocks that contain at least 1% mineralization.
- The percentage of the mineralization wireframe model that is in each block.
- The mineralization density.
- Indicated and Inferred identifiers for mineralization blocks.
- The distance to the closest composite used to interpolate block mineralization grades.

The blocks are 10 m by 10 m by 10 m in size, and the model has 90 columns, 160 rows, and 70 levels. The Z87 underground model origin is at 9,800E, 12,800N, and the 5,400 m elevation.

J4 and J5

GEOVIA GEMS 6.6 was used to build a combined open pit block model for Z87, J4, and J5. Previously, RPA had built separate block models for the Z87 and J4 areas. The 2014 block model has been used to report the open pit and underground resources for J4 and J5.

The GEMS model origin (front up left corner) is at 9,000E, 12,600N, and 5,420 m elevation in mine grid coordinates. The blocks are 5 m by 5 m by 5 m in size. The model has 380 columns, 650 rows, and 140 levels

The information contained in the block model includes mineralization domain flagging, percent of mineralization domain in the block, density, classification, as well as interpolated gold, capped gold and copper using inverse distance squared, check estimates for capped gold and copper using ordinary kriging, and a net smelter return (NSR) economic model.

Cut-Off Grade and Whittle Parameters

For the Mineral Resource estimate, RPA estimated an open pit discard cut-off grade of 0.3 g/t Au for mineralization situated within the J4/J5 Whittle pit shell and an underground bulk mining cut-off grade of 0.8 g/t Au was estimated for Z87 mineralization lying below the current topography, which is essentially the same as Inmet's ultimate pit design surface.

Metal prices used are based on consensus, long term forecasts from banks, financial institutions, and other sources. RPA's metal price, operating cost, and recovery assumptions are summarized in the table below.

RPA used the Measured, Indicated, and Inferred resource block NSR values and the input assumptions in the table below to generate an open pit shell in Whittle to provide a constraint for the open pit resource that complies with the CIM (2014) resource definition requirement for "reasonable prospects for economic extraction". RPA converted the gold and copper grade models into to NSR block values using the following equation:

$$NSR (\$/t) = 34.59 \times Au\ grade + 54.02 \times Cu\ grade$$

RPA notes that the discard cut-off grade is only applicable to the resource blocks situated inside the Whittle open pit shell constraint. Mining costs are incorporated in the Whittle process and are not included in the discard cut-off grade calculation.

CUT-OFF GRADE AND WHITTLE ASSUMPTIONS
Pitchblack Resources Ltd. - Troilus Mine

Input Parameter	Units	Value
Gold Price	US$/oz	1,500
Copper price	US$/lb	3.50
Exchange rate	C$/US$	0.90
Recovery - Gold	%	83
Recovery - Copper	%	92
Mining Cost	US$/t	3.00
Processing and G&A Cost	US$/t	12.00
Pit Slopes – J4 and J5 E walls	Degrees	50
Pit Slopes – J4 and J5 N, S, & W walls	Degrees	60

All classified resource blocks located between the current topography surface and the Whittle open pit shell constraint with grades greater than 0.3 g/t Au are included in the resource estimate.

The Z87 underground resource is constrained within a 0.8 g/t Au wireframe, which includes some low grade and waste blocks to preserve continuity. Consequently, approximately 83% of the Z87 underground resource blocks have gold grades above 0.8 g/t Au and the balance is lower grade mineralization that has been included under the assumption that the bulk underground mining method would not permit any mining selectivity.

The J4-J5 underground resource is reported simply using the 0.8 g/t Au block cut-off grade. A small portion of the J4-J5 underground resource, in areas with less continuous resource blocks, might disappear if rough mineable shapes were built to improve reporting this area in the future. The difference, however, on the overall resource estimate would not be significant, in RPA's opinion.

Classification

Definitions for resource categories used in this report are consistent with those defined by CIM (2014) and referenced by NI 43-101. In the CIM classification, a Mineral Resource is defined as "a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction". Mineral Resources are classified into Measured, Indicated, and Inferred categories. A Mineral Reserve is defined as the "economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study". Mineral Reserves are classified into Proven and Probable categories. No Mineral Reserves have been estimated for the Property.

Z87 Underground Block Model

Wireframes were constructed to define continuous areas of Indicated and Inferred Mineral Resources. In RPA's opinion, there is sufficient drilling within the Indicated wireframe to classify all of the mineralization situated within it as Indicated. The Inferred wireframe extends the resources beyond the Indicated wireframe by approximately 100 m along strike to the north and to the south and by 70 m vertically, down to the 4,700 m elevation. Only blocks that have interpolated grades were classified as Indicated or Inferred. Consequently, many of the blocks located in the Inferred wireframe were excluded entirely from the resource estimate.

J4 and J5

The classification criteria developed for the Mineral Resource estimate are based on trend analysis work, variography studies, and geological continuity. The same classification criteria have been applied in earlier estimates. RPA classified the blocks interpolated in the first pass, with search ellipse radii of 65 m by 55 m by 10 m, as Indicated Mineral Resources. Blocks interpolated using the second pass search ellipse radii of 130 m by 110 m by 20 m were classified as Inferred Mineral Resources.

Mineral Resource Validation

Z87 Underground Block Model

RPA used three methods to validate the block model Mineral Resource estimate:

1. Visual inspection and comparison of block grades with composite and assay grades.
2. Statistical comparison of resource assay and block grade distributions.
3. Inspection of resource assay and block grade scatter plots by elevations and northings.

RPA compared the block grades with the composite grades on sections and plans and found good overall visual correlation with some minor low and high grade smearing and banding problems due to local changes in strike and dip. As more data become available in the future from closer spaced underground definition drilling, it may be possible to refine the model by adding more customized search orientations related to smaller structural domains.

The resource assays, composite control intervals, and three-metre composites, all with assays cut to 10 g/t Au, average 1.60 g/t Au, 1.56 g/t Au, and 1.56 g/t Au, respectively. The resource assay average is slightly higher because the assays are not length weighted. The Indicated block model cut grade at a zero cut-off grade averages 1.48 g/t Au. The Inferred block model cut grade at a zero cut-off grade averages 1.18 g/t Au, and the global block model cut grade at a zero cut-off grade averages 1.41 g/t Au. In RPA's opinion, the decrease between the assay and global block model grade is mostly due to a significant number of lower grade blocks that are associated with the lower grade mineralization situated along the north and south flanks and at depth. Most of the lower grade mineralization is located in the Inferred classification solid.

RPA notes that the drill hole data is fairly evenly spaced and that significant higher grade data clustering is not evident. The Indicated Resource cut grade, however, is slightly lower than the resource assays, mostly because of minor data clustering. The declustered resource cut assays average 1.49 g/t Au.

RPA examined the distribution of gold and copper resource assays and block grades on scatter plots by elevations and by northings and found no problems with the block model grades.

RPA considers that the Troilus Z87 underground block model is valid, reasonable, and appropriate for supporting the Mineral Resource estimate.

J4 and J5

The validation of the block model included visual inspection and comparison on plan and section of interpolated grades and composites, statistical comparison of resource assays and interpolated blocks, and swath plots. RPA used ordinary kriging as an alternative interpolation method for gold and copper for verification purposes.
The visual inspection of composite grade and interpolated block values shows good agreement, with occasional smearing and banding associated with local rapid changes in the morphology of the mineralized wireframes.

The descriptive statistics comparison between resource assays, composites, and interpolated block values shows a slight, normal decrease of average grades for both gold and copper. The J4-J5 open pit Indicated Resource block gold and copper grades are very similar to the composite grades.

ASSAY, COMPOSITE AND RESOURCE BLOCK GRADES
Pitchblack Resources Ltd. - Troilus Mine

Data Type	Zone	Average Cut Au (g/t)	Average Cu (%)
Resource assays	J4-J5	0.90	0.051
Composites	J4-J5	0.86	0.048
Indicated Blocks	J4-J5 OP	0.83	0.045

The north-south swath plots using 75 m bins generally show good agreement between composites and interpolated block values. The two interpolation methods generated very similar results. The composite and interpolated block curves cross each other regularly and exhibit similar shapes. One notable exception is at J4 on section 15,000N where three closely spaced high grade intersections are surrounded by lower grades.

RPA considers that the open pit block model is valid, reasonable, and appropriate for supporting the Mineral Resource estimate.

Mineral Resource Reporting

RPA estimated Mineral Resources for the Troilus Project and reported open pit resources at a cut-off grade of 0.3 g/t Au and underground resources at a cut-off grade of 0.8 g/t Au. The resources are reported below at various cut-off values, grouped by class, zone, and resource type.

Z87 UNDERGROUND RESOURCES AT VARIOUS CUT-OFF VALUES
Pitchblack Resources Ltd. - Troilus Mine

Classification	Cut-off Au (g/t)	Tonnage (Mt)	Capped Au (g/t)	Cu (%)
Indicated	2.0	4.54	2.39	0.227
	1.9	5.53	2.31	0.224
	1.8	6.72	2.23	0.219
	1.6	8.46	2.11	0.207
	1.7	10.21	2.05	0.203
	1.5	12.39	1.96	0.193
	1.4	14.48	1.89	0.186
	1.3	16.99	1.81	0.179
	1.2	19.80	1.73	0.175
	1.1	22.41	1.66	0.171
	1.0	24.71	1.60	0.167
	0.9	26.27	1.56	0.164
	0.8	27.70	1.53	0.161
	0.01	**29.57**	**1.48**	**0.157**
Inferred	2.0	0.78	2.39	0.204
	1.9	0.90	2.33	0.212
	1.8	1.09	2.25	0.218
	1.6	1.28	2.16	0.214
	1.7	1.48	2.10	0.215
	1.5	1.80	2.00	0.208
	1.4	2.13	1.92	0.203
	1.3	2.58	1.82	0.199
	1.2	3.19	1.71	0.190
	1.1	3.77	1.62	0.181
	1.0	4.59	1.52	0.171
	0.9	5.00	1.47	0.168
	0.8	5.74	1.39	0.157
	0.01	**7.94**	**1.19**	**0.138**

J4-J5 OPEN PIT RESOURCES AT VARIOUS CUT-OFF VALUES
Pitchblack Resources Ltd. - Troilus Mine

Classification	Cut-off Au (g/t)	Tonnage (Mt)	Capped Au (g/t)	Cu (%)
Indicated	1.00	3.53	1.40	0.041
	0.90	4.56	1.30	0.043
	0.80	5.82	1.20	0.044
	0.70	7.68	1.09	0.045
	0.60	9.88	0.99	0.045
	0.50	12.17	0.91	0.046
	0.45	13.20	0.87	0.045
	0.40	13.87	0.85	0.045
	0.35	14.22	0.84	0.045
	0.30	**14.38**	**0.84**	**0.045**
Inferred	1.00	1.06	1.38	0.038
	0.90	1.39	1.28	0.041
	0.80	1.91	1.16	0.042
	0.70	2.53	1.06	0.044
	0.60	3.47	0.95	0.045
	0.50	4.35	0.87	0.047
	0.45	4.62	0.84	0.047
	0.40	4.95	0.82	0.047
	0.35	5.39	0.78	0.048
	0.30	**6.15**	**0.72**	**0.047**

J4-J5 UNDERGROUND RESOURCES AT VARIOUS CUT-OFF VALUES
Pitchblack Resources Ltd. - Troilus Mine

Classification	Cut-off Au (g/t)	Tonnage (Mt)	Capped Au (g/t)	Cu (%)
Inferred	2.0	0.13	2.49	0.031
	1.9	0.17	2.37	0.033
	1.8	0.22	2.25	0.035
	1.7	0.28	2.14	0.038
	1.6	0.37	2.03	0.041
	1.5	0.50	1.90	0.042
	1.4	0.71	1.77	0.041
	1.3	0.96	1.66	0.041
	1.2	1.36	1.54	0.041
	1.1	2.04	1.41	0.040
	1.0	2.77	1.31	0.040
	0.9	3.69	1.22	0.040
	0.8	**4.73**	**1.14**	**0.040**

RECOMMENDATIONS UNDER THE TECHNICAL REPORT

RPA recommends that Pitchblack continue to evaluate the technical and economic viability of the Troilus Project, and complete dollar work commitment, of which $597,543 has been completed in internal engineering and desktop studies working to outline a feasibility study as set out in the Sulliden Subsidiary Option. Pursuant to this option, no work on the ground at the Troilus Project could be completed by Sulliden Subsidiary during the term of the option. RPA recommends that an initial ground reconnaissance and data compilation program should be completed in the 18 months following closing of the Transaction totalling approximately $500,000 of work. Further, as permitted under the Sulliden Subsidiary Option, exploration drilling, engineering and economic studies, and environmental monitoring are recommended pending successful completion of the 18 month ground reconnaissance program for a total budget of approximately $3.6 million. This work is recommended in a two phase approach, with Phase 2 contingent on positive results from Phase 1.

RECOMMENDED PROGRAM AND BUDGET - PHASE 1
Pitchblack Resources Ltd. - Troilus Mine

Item	Total (C$)
Phase 1	
Internal Data Review and Economic Assessment	409,458
Ground Reconnaissance and Data Compilation	
Till Sampling	250,000
Ground Geophysics	150,000
Data Compilation	50,000
Reporting	25,000
Contingency	25,000
Subtotal	500,000
Total Phase 1	**909,458**

RECOMMENDED PROGRAM AND BUDGET – PHASE 2
Pitchblack Resources Ltd. - Troilus Mine

Item	Total (C$)
Phase 2	
Exploration Drilling, Deep Z87 (10,000 m at $200/m all in)	2,000,000
Geotechnical data and study	500,000
Metallurgical Study	100,000
Troilus Property Topographic Survey	100,000
Environmental Work	200,000
Claims and Mining Lease Renewal Fees	100,000
Contingency (20%)	600,000
Total Phase 2	**3,600,000**

Pursuant to the Technical Report, RPA recommends the following work:

- Complete internal review of the Troilus Project.
- Complete a Pre-feasibility Study and other engineering studies.

- Convert the existing geology and drill hole database for the entire property to the NAD83 grid system for applications in exploration planning.

- Scan all of the drill logs and assay certificates and build an electronic archive of all key documents.

- Conduct an airborne topographic survey of the entire Troilus property for exploration, environmental, and mine planning purposes.

- Assess the potential for mineralized zones on the Troilus property that are outside the present open pits. Defining additional resources could improve project economics. The Southwest Zone is located three kilometres south-southwest of Z87. Previous drilling (TN-80) intersected 56 m grading 0.9 g/t Au from 130 m downhole, including 34 m at 1.3 g/t Au. Additional exploration is warranted.

- Review the site monitoring results and re-assess the site restoration plan timing and cost.

- Investigate the potential to heap leach the waste stockpiles.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following table sets forth selected historical financial information for Sulliden Subsidiary for the fiscal years ended July 31, 2017 and July 31, 2016 expressed in accordance with International Financial Reporting Standards. (See "Exhibit B – Financial Statements of Sulliden Subsidiary"). The following amounts are expressed in Canadian dollars.

	Year Ended July 31, 2016 ($)	Year Ended July 31, 2017 ($)
Cash and cash equivalents	Nil	Nil
Exploration and evaluation assets	188,898	819,594
Intercompany payable liability	188,897	815,601
Other liabilities	Nil	3,992
Shareholders equity	1	1

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management Discussion and Analysis for the years ended July 31, 2017 and July 31, 2016, is set out in "Exhibit B – Financial Statements of Sulliden Subsidiary" to this Information Circular.

DESCRIPTION OF SECURITIES OF SULLIDEN SUBSIDIARY

Sulliden Subsidiary Shares

The authorized capital of Sulliden Subsidiary consists of an unlimited number of common shares. As of the date of this Information Circular, Sulliden Subsidiary has issued 1 Sulliden Subsidiary Share.

The following table sets out Sulliden Subsidiary's consolidated capitalization:

Designation of Security	Amount Authorized	Amount Issued/Outstanding as of the date hereof
Sulliden Subsidiary Shares	Unlimited	1

Sulliden Loan

All corporate actions previously undertaken by Sulliden Subsidiary have been funded by Sulliden through intercompany loans. To date, Sulliden Subsidiary has borrowed $861,689 from Sulliden on a non-interest bearing

basis with no repayment date determined. In addition, Sulliden made a $100,000 payment on behalf of Sulliden Subsidiary on May 2, 2017 to preserve the interest in the Troilus Project.

PRIOR SALES OF SECURITIES

In the 24 months preceding the date of this Information Circular, Sulliden Subsidiary has issued one Sulliden Subsidiary Share as set forth below:

Date Issued	Common Shares	Deemed Issue Price per Share	Aggregate Cash Issue Price
March 7, 2016	1	$1	$1

In addition, Sulliden Subsidiary completed the Private Placement on November 21, 2017 for gross proceeds of $23,009,200, including the exercise of the Underwriters' Option in full. Pursuant to the Private Placement, Sulliden Subsidiary issued 14,030,000 Subscription Receipts at a price of $1.64 per Subscription Receipt. Upon the closing of the Transaction, each Subscription Receipt will automatically be converted into one Common Share and one Warrant with each Warrant entitling the holder thereof to acquire one additional Common Share at a price of $2.50 for a period of 36 months from the closing date of the Private Placement.

The Sulliden Subsidiary Shares are not posted for trading on any stock exchange.

EXECUTIVE COMPENSATION

For the purposes of this section, the Named Executive Officers are the chief executive officer, the chief financial officer and each of the three most highly compensated executive officers who were serving as executive officers at the end of the most recently completed financial year and any additional individuals for whom disclosure would have been provided but for the fact that the individual was not serving as an executive officer of Sulliden Subsidiary at the end of the most recently completed financial year. Based on the above criteria, the only former or current Named Executive Officer for Sulliden Subsidiary is Justin Reid, President and Corporate Secretary.

Compensation Discussion and Analysis

At its present stage of development, Sulliden Subsidiary 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 its board of directors.

Summary Compensation Table

No compensation was paid to the Named Executive Officers for the period from the date of incorporation to the date of this Information Circular.

Incentive Plan Awards

Sulliden Subsidiary does not have an option plan in place and has not granted any options to date.

Pension Plan Benefits

Sulliden Subsidiary does not have any pension benefits.

Termination of Employment and Change of Control Benefits

Sulliden Subsidiary does not have any employment contracts with any of its Named Executive Officers, however it is anticipated that Justin Reid will enter into an executive employment agreement with the Resulting Issuer upon completion of the Transaction.

Director Compensation

The directors of Sulliden Subsidiary have not been paid any compensation for the period from the date of incorporation to the date of this Information Circular.

NON-ARM'S LENGTH PARTY TRANSACTIONS

Sulliden Subsidiary is entirely economically dependent on its parent, Sulliden, to finance its operations. Sulliden Subsidiary has no bank account; instead, all transaction are currently funded by Sulliden through an intercompany account. Related party transactions included a loan payable from Sulliden where the Sulliden Subsidiary borrowed $861,689, which was non-interest bearing with repayment date undermined and the issuance of one share for consideration $1 via the intercompany account. As a wholly owned subsidiary, Sulliden Subsidiary has the same management overseeing its operations as Sulliden.

Pursuant to the terms of the Amalgamation Agreement, the loan to Sulliden Subsidiary as outlined above, all the intercompany debts and advances owing by Sulliden Subsidiary to Sulliden will be contributed to Sulliden Subsidiary as a contribution of capital and otherwise extinguish other existing liabilities owed by Sulliden Subsidiary to Sulliden.

MATERIAL CONTRACTS

The following are the material contracts entered into, or will be entered into prior to the issuance of the Final Exchange Bulletin, by Sulliden Subsidiary:

- Sulliden Subsidiary Option;
- 251 Option;
- Engagement letter with National Bank Financial Inc. concerning the Private Placement;
- The underwriting agreement with the Underwriters concerning the Private Placement;
- Subscription Receipt Agreement; and
- Amalgamation Agreement.

Copies of these agreements will be available for inspection at the offices of Sulliden Subsidiary located at 65 Queen Street West, Suite 805, Toronto, ON M5H 2M5, at any time during ordinary business hours until the completion of the Transaction and for a period of 30 days thereafter.

LEGAL PROCEEDINGS

There are no legal proceedings that are material to Sulliden Subsidiary to which it is a party, or of which any of its assets are subject, which are currently underway or known to Sulliden Subsidiary to be contemplated.

PART V - INFORMATION CONCERNING 251 ONTARIO

NAME AND INCORPORATION

251 Ontario was incorporated pursuant to the provisions of the OBCA on April 16, 2016. 251 Ontario`s head office and its registered office are located at 65 Queen Street West, Suite 805, Toronto, ON M5H 2M5.

251 Ontario does not have any subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

On June 2, 2016 Sulliden and Sulliden Subsidiary entered into an option agreement with 251 Ontario whereby Sulliden Subsidiary granted 251 Ontario an option to acquire a 40% interest in the Troilus Project. As outlined under "Part IV- Information Concerning Sulliden Subsidiary", Sulliden Subsidiary holds a two-year option to purchase a 100% interest in the Troilus Project. Pursuant to the 251 Option, 251 Ontario holds an irrevocable and exclusive option to acquire a 40% interest in the Troilus Project from Sulliden Subsidiary for a period of 30 business days following the exercise by Sulliden Subsidiary of the Sulliden Subsidiary Option. To exercise the 251 Option, 251 Ontario is required to make the 251 Option Payment to Sulliden Subsidiary equal to 40% of the expenditures incurred by Sulliden Subsidiary in connection with the exercise of its option with First Quantum, and an additional cash payment to Sulliden Subsidiary equal to 5% of the 251 Option Payment. In addition, upon exercise of the 251 Option, Sulliden Subsidiary shall grant the Troilus Royalty to 251 Ontario. Pursuant to the Assignment Agreement, 251 Ontario subsequently transferred and assigned all of its right, title and interest in the Troilus Royalty to 248 Ontario, which was a Non-Arm's Length Party transaction as outlined below.

SIGNIFICANT ACQUISITIONS AND DISPOSITIONS

Aside from the option to acquire a 40% interest the Troilus Project pursuant to the 251 Option, 251 Ontario has not completed any significant acquisitions or dispositions since its incorporation.

NARRATIVE DESCRIPTION OF THE BUSINESS

251 Ontario has been inactive except for matters involving the 251 Option and the Transaction.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following table sets forth selected historical financial information for 251 Ontario for the fiscal year ended December 31, 2016 and the interim period ended June 30, 2017 expressed in accordance with International Financial Reporting Standards. (See "Exhibit C – Financial Statements of 2513924 Ontario Inc."). The following amounts are expressed in Canadian dollars.

	Year Ended December 31, 2016 ($)	**Period Ended June 30, 2017 ($)**
Cash and cash equivalents	Nil	Nil
Exploration and evaluation assets	Nil	Nil
Intercompany payable liability	Nil	Nil
Accounts Receivable	1,000	1,000
Shareholders equity	1,000	1,000

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management Discussion and Analysis for the year ended December 31, 2016 and the period ended June 30, 2017, is set out in "Exhibit C – Financial Statements of 2513924 Ontario Inc." to this Information Circular.

DESCRIPTION OF SECURITIES OF 251 ONTARIO

251 Shares

The authorized capital of 251 Ontario consists of an unlimited amount of common shares. As of the date of this Information Circular, 251 Ontario has issued 10,000,000 251 Shares.

The following table sets out 251 Ontario's consolidated capitalization:

Designation of Security	Amount Authorized	Amount Issued/Outstanding as of the date hereof
Common Shares	Unlimited	10,000,000

PRIOR SALES OF SECURITIES

In the 24 months preceding the date of this Information Circular, 251 Ontario has issued 10,000,000 251 Shares as set forth below:

Date Issued	Common Shares	Deemed Issue Price per Share	Aggregate Cash Issue Price
April 15, 2016	10,000,000	$0.0001	$1,000

The 251 Shares are not posted for trading on any stock exchange.

EXECUTIVE COMPENSATION

For the purposes of this section, the Named Executive Officers are the chief executive officer, the chief financial officer and each of the three most highly compensated executive officers who were serving as executive officers at the end of the most recently completed financial year and any additional individuals for whom disclosure would have been provided but for the fact that the individual was not serving as an executive officer of 251 Ontario at the end of the most recently completed financial year. Based on the above criteria, the only former or current Named Executive Officers for 251 Ontario are Peter McCague.

Compensation Discussion and Analysis

At its present stage of development, 251 Ontario 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 its board of directors.

Summary Compensation Table

No compensation was paid to the Named Executive Officers for the period from the date of incorporation to the date of this Information Circular.

Incentive Plan Awards

251 Ontario does not have an option plan in place and has not granted any options to date.

Pension Plan Benefits

251 Ontario does not have any pension benefits.

Termination of Employment and Change of Control Benefits

251 Ontario does not have any employment contracts with any of its Named Executive Officers.

Director Compensation

The directors of 251 Ontario have not been paid any compensation for the period from the date of incorporation to the date of this Information Circular.

NON-ARM'S LENGTH PARTY TRANSACTIONS

251 Ontario has not engaged in any non-arm's length party transactions with the exception of the Assignment Agreement. This agreement was with 248 Ontario, which is wholly owned by Peter McCague, an insider of 251 Ontario. Pursuant to the terms of the Assignment Agreement, 248 Ontario will be eligible to receive the Troilus Royalty.

MATERIAL CONTRACTS

The following are the material contracts entered into by 251 Ontario:

- Assignment Agreement;
- 251 Option; and
- Amalgamation Agreement.

Copies of these agreements will be available for inspection at the offices of 251 Ontario located at 65 Queen Street West, Suite 805, Toronto, ON M5H 2M5, at any time during ordinary business hours until the completion of the Transaction and for a period of 30 days thereafter.

LEGAL PROCEEDINGS

There are no legal proceedings that are material to 251 Ontario to which it is a party, or of which any of its assets are subject, which are currently underway or known to 251 Ontario to be contemplated.

PART VI – THE TRANSACTION

Private Placement

In connection with the Transaction, Sulliden Subsidiary completed the Private Placement on November 21, 2017 for gross proceeds of $23,009,200, including the exercise of the Underwriters' Option in full. Pursuant to the Private Placement, Sulliden Subsidiary issued 14,030,000 Subscription Receipts, at a price of $1.64 per Subscription Receipt. Upon the closing of the Transaction, each Subscription Receipt will automatically be converted into one Common Share and one Warrant with each Warrant entitling the holder thereof to acquire one additional Common Share at a price of $2.50 for a period of 36 months from the closing date of the Private Placement. The Resulting Issuer will use the proceeds of the Private Placement to fund its working capital and to fund exploration and development activities on the Troilus Project.

Sulliden Subsidiary has executed an engagement letter dated October 31, 2017 with National Bank Financial Inc. as sole bookrunner in connection with the Private Placement. Under the terms of the Engagement Letter, the Underwriters have been appointed to act in connection with the Private Placement on a bought deal basis. The Underwriters will receive an aggregate cash fee equal to 6% of the gross proceeds of the Private Placement except in respect of sales to the President's List Subscribers identified by Sulliden Subsidiary to a maximum aggregate subscription amount of $2,000,000 for which Sulliden Subsidiary agreed to pay a cash fee equal to 3% of the gross proceeds in respect of Subscription Receipts subscribed for by President's List Subscribers The conversion of the Subscription Receipts issued under the Private Placement is subject to, and will occur concurrently with, the completion of the Transaction.

Amalgamation

The Issuer will complete the Amalgamation whereby Pitchblack Subco will amalgamate with Sulliden Subsidiary and 251 Ontario to form Amalco, in exchange for the issuance of 15,000,000 Payment Shares to Sulliden and 10,000,000 Payment Shares to the 251 Shareholders, with such shares issued at a deemed value of $0.41 per share, or $41,000,000 in aggregate. All of the Payment Shares will be issued to Sulliden and the 251 Shareholders pursuant to exemptions from the registration and prospectus requirements of applicable securities laws. The Payment Shares will be subject to resale and escrow restrictions as required under the applicable securities legislation and by the Exchange.

In addition, subject to the satisfaction of the Escrow Release Conditions, each Subscription Receipt will automatically be converted into one Common Share and one Warrant with each Warrant entitling the holder thereof to acquire one additional Common Share at a price of $2.50 for a period of 36 months from the closing date of the Private Placement.

Upon completion of the Amalgamation, Amalco will be a wholly-owned subsidiary of the Resulting Issuer. See Part IX- Matters to be Approved by Shareholders- The Amalgamation and the Amalgamation Agreement" for more information with respect to both the Amalgamation and the Amalgamation Agreement.

Funding of Working Capital

Pursuant to the terms of the Amalgamation Agreement, Sulliden has agreed to fund certain working capital requirements of Pitchblack related to the Troilus Project, up to a maximum of $3 million, following the closing of the Transaction for a period of 18 months. Sulliden's financing obligations shall no longer be applicable upon Pitchblack raising a minimum of $5 million of debt or equity financing concurrently with or following Closing, which includes the Private Placement.

Consolidation and Name Change

Prior to the issuance of the Final Exchange Bulletin, the Issuer will complete the Consolidation and Name Change. It is further expected that the Common Shares will trade on the Exchange under the symbol "TLG".

Completion of the Transaction is subject to a number of conditions, including no material adverse change occurring to the business of either the Issuer or Sulliden Subsidiary and regulatory approvals including Exchange approval.

Effect of the Transaction

As a result of the Transaction, the Resulting Issuer will own all the issued securities of Amalco, which will incorporate the businesses of Sulliden Subsidiary and 251 Ontario, Sulliden and the 251 Ontario Shareholders will receive the Payment Shares, the Subscription Receipts will automatically be converted into Common Shares and Warrants and the business of Sulliden Subsidiary will become the business of the Resulting Issuer. Upon the exercise of the Sulliden Subsidiary Option and the 251 Option, the Troilus Royalty and the First Quantum Royalty will also be in effect.

Related Party Transaction Issues

The Amalgamation constitutes a "related party transaction" under MI 61-101 and is therefore subject to the provisions of MI 61-101 including the requirement to receive Disinterested Shareholder Approval. 2227929 Ontario Inc., a company owned by Fred Leigh, is a shareholder of both 251 Ontario and Sulliden and is a non-arm's length party to Pitchblack as it owns approximately 15% of the outstanding Common Shares. In addition, William Clarke, a director Pitchblack, is also a director of Sulliden. The board of directors of each of Sulliden and Pitchblack have approved the Amalgamation and the Amalgamation Agreement, with William Clarke disclosing his interest and abstaining from voting on the resolutions.

PART VII – INFORMATION CONCERNING THE RESULTING ISSUER

CORPORATE STRUCTURE

The Resulting Issuer will be organized under the laws of Ontario. The Resulting Issuer's head and registered office will be located at 65 Queen Street West, Suite 805, Toronto, ON M5H 2M5. Following completion of the Transaction, Sulliden Subsidiary and 251 Ontario will be wholly-owned subsidiaries of the Resulting Issuer.

NARRATIVE DESCRIPTION OF THE BUSINESS

Upon completion of the Transaction, the Resulting Issuer will continue the business of Sulliden Subsidiary with respect to the exploration and development of minerals. The Resulting Issuer will continue to develop the Troilus Project to meet the business objectives and milestones set out in Part IV of this Information Circular. See "Part IV – Information Concerning Sulliden Subsidiary – Narrative Description of the Business- Recommendations Under the Technical Report" for the proposed expenditures and timelines.

First Quantum's site rehabilitation work on the Troilus Project is approximately 90 to 95% complete and is budgeted to be finished by the end of 2017. It is Pitchblack's expectation that, at the time of exercising the Sulliden Subsidiary Option, the only ongoing commitment at the Troilus Project will be continued maintenance such as biology and fish surveys, water treatment and testing and road repairs and maintenance. This ongoing maintenance will run concurrently with the Resulting Issuer's advancement of an underground development plan over the next 3 to 5 years.

DESCRIPTION OF SECURITIES

The share capital structure of the Resulting Issuer will be the same as that of the Issuer. See "Part III – Information Concerning the Issuer – Description of Securities".

PRO FORMA CONSOLIDATED CAPITALIZATION

The following table sets forth the pro forma share capital of the Resulting Issuer, on a consolidated basis, after giving effect to the Transaction, which for greater certainty includes the Consolidation:

Security	Amount Authorized or to be Authorized	Amount Outstanding Prior to Giving Effect to the Transaction	Amount Outstanding After Giving Effect to the Transaction	Amount Outstanding After Giving Effect to the Private Placement[3][4]
Common Shares	Unlimited	9,922,479[1]	27,480,619[2]	41,510,619

Notes:
(1) Excluding 825,000 Common Shares (pre-Consolidation) issuable in connection with the Pitchblack Options granted under the Option Plan (see "Part VII – Information Concerning the Resulting Issuer – Options to Purchase Securities").
(2) Excluding 206,250 Common Shares (post-Consolidation) issuable in connection with Pitchblack Options granted under the Option Plan (post-Consolidation) (see "Part VII – Information Concerning the Resulting Issuer – Options to Purchase Securities").
(3) Including the exercise of the Underwriters' Option.
(4) Excluding the 14,030,000 Common Shares issuable upon the exercise of the Warrants.

Fully-Diluted Share Capital

The following table sets forth the fully-diluted share capital of the Resulting Issuer after giving effect to the Transaction:

	Common Shares Upon Completion of the Transaction [(1)]	Percentage of Class
Common Shares of Pitchblack outstanding	2,480,619	4.45%
Common Shares issuable on exercise of the Pitchblack Options	206,250	0.37%
Payment Shares issued to Sulliden and the 251 Shareholders	25,000,000	44.85%
Common Shares issuable upon the conversion of the Subscription Receipts[(2)]	14,030,000	25.17%
Common Shares issuable upon the exercise of the Warrants underlying the Subscription Receipts	14,030,000	25.17%
Total fully-diluted share capital:	**55,746,869**	**100%**

Notes:
(1) For greater certainty these numbers are represented on a post-Consolidation basis.
(2) Excluding the exercise of the Underwriters' Option.

AVAILABLE FUNDS AND PRINCIPAL PURPOSES

Upon Completion of the Transaction, the Resulting Issuer anticipates that the following funds will be available to it for the 18 month period following Closing:

Description of Funds	Amount
Net Proceeds of the Private Placement (including the exercise of the Underwriters' Option)	$21,688,378
Expenses related to the Private Placement	($250,000)
Total available funds	**$21,418,378**

The Resulting Issuer will use the funds available to it upon the completion of the Transaction as outlined above to further its business objectives. Specifically, the Resulting Issuer will use the funds available to it upon the completion of the Transaction as follows:

Use of Proceeds	Amount
Costs of the RTO (including professional fees)	$250,000
Final Payment to Exercise Sulliden Subsidiary Option	$100,000
Net Payment of Outstanding Accounts Payable	$976,871
Termination Payment Payable Upon Completion of RTO	$100,000
Completion of Phase I of the Troilus Project as per the Technical Report	$909,458
Completion of Phase II of the Troilus Project as per the Technical Report	$3,600,000
Corporate Overhead for 18 months	$3,480,000
Mine Restoration Obligations on the Troilus Project for 2018	$200,000
General Working Capital for Further Exploration and Development	$11,802,049
TOTAL	**$21,418,378**

DIVIDEND POLICY

There will be no restrictions in the Resulting Issuer's articles or elsewhere, other than customary general solvency requirements, which would prevent the Resulting Issuer from paying dividends following the completion of the

Transaction.

It is anticipated that all available funds will be invested to finance the growth of the Resulting Issuer's business and accordingly it is not contemplated that any dividends will be paid on the Resulting Issuer's shares in the immediate or foreseeable future. The directors of the Resulting Issuer will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the relevant time.

PRINCIPAL SECURITY HOLDERS

To the knowledge of management of the Issuer, 251 Ontario and Sulliden Subsidiary, the only persons who will beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attaching to all the outstanding Common Shares upon the completion of the Transaction are:

Name and Municipality of Residence	Number of Common Shares Held	Percentage of Common Shares Held Assuming Completion of the Transaction[1]
Sulliden Mining Capital Inc. Toronto, Ontario	15,150,000	36.50%
2227929 Ontario Inc.[2] Toronto, Ontario	5,380,500	12.96%

Note:
(1) Calculated on an undiluted basis assuming 41,510,619 Common Shares are issued and outstanding upon completion of Transaction.
(2) Fred Leigh is the beneficial shareholder of this entity.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Position and Security Holding

The following table sets out the name, city of residence, position with the Resulting Issuer, and the number and percentage of Common Shares which will be beneficially owned or controlled by each of the Resulting Issuer's directors, officers and promoters following completion of the Transaction:

Name, Age and City of Residence	Positions and Offices to be Held with the Resulting Issuer	Common Shares Beneficially Owned or Controlled upon Completion of the Transaction[1] [4]	
		Number	Percentage Assuming Completion of the Transaction
Justin Reid Age 44 Toronto, Ontario	Chief Executive Officer and Director	15,244	0.04%
Damian Lopez Age 34 Toronto, Ontario	Corporate Secretary	Nil	Nil
Denis Arsenault Age 62 Montreal, Quebec	Chief Financial Officer	30,488	0.07%

Name, Age and City of Residence	Positions and Offices to be Held with the Resulting Issuer	Common Shares Beneficially Owned or Controlled upon Completion of the Transaction[1] [4]	
Peter Tagliamonte Age 55 North Bay, Ontario	Executive Director	30,488	0.07%
Scott Moore[2] Age 52 Toronto, Ontario	Chairman	97,222	0.23%
Tom Olesinski[2][3] Age 49 Toronto, Ontario	Director	Nil	Nil
Pierre Pettigrew[2] Age 66 Montreal, Quebec	Director	Nil	Nil

Notes:

(1) Calculated on an undiluted basis assuming 41,510,619 Common Shares are issued and outstanding upon completion of Transaction.
(2) Member of Audit Committee.
(3) Chairman of the Audit Committee.
(4) Includes Common Shares to be acquired pursuant to the conversion of the Subscription Receipts.

For particulars of the occupations of the directors and officers see "Directors and Officers" below. The directors and officers of the Resulting Issuer, as a group, will own 173,442 Common Shares upon completion of the Transaction, being, on an undiluted basis, approximately 0.42% of the issued and outstanding Common Shares on completion of the Transaction assuming no additional Common Shares are purchased pursuant to the Private Placement.

Directors and Officers

The following is a brief description of the key management of the Resulting Issuer:

Justin Reid, Chief Executive Officer/ Director. Mr. Reid is a geologist and capital markets executive with over 20 years of experience focused exclusively in the resource space. From February 2013 to August 2014, Mr. Reid served as President of Sulliden Gold Corporation Ltd. Since the sale of Sulliden Gold Corporation Ltd. to Rio Alto Mining Limited, Mr. Reid has served as the CEO of Sulliden Mining Capital Inc. Mr. Reid holds a B.Sc from the University of Regina, an M.Sc from the University of Toronto and MBA from the Kellogg School of Management at Northwestern University. Mr. Reid started his career as a geologist with the SGS and Cominco Ltd after which he became a partner and senior mining analyst at Cormark Securities in Toronto. In 2009, Mr. Reid was named Executive General Manager at Paladin Energy responsible for leading all merger and acquisition, corporate and market related activities. He returned to Canada in early 2011 assuming the role of Managing Director Global Mining Sales at National Bank Financial, where he directed the firm's sales and trading in the mining sector**.**

Mr. Reid will spend the time necessary in order to complete his duties and responsibilities as an officer and director of the Resulting Issuer. Mr. Reid has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Peter Tagliamonte, Executive Director. Mr. Tagliamonte is a professional mining engineer and also holds an MBA from the Richard Ivey School of Business at the University of Western Ontario. Mr. Tagliamonte is the current CEO of Belo Sun Mining Corp., a precious metal resource exploration and development company focused on the Volta Grande property in Brazil. He is also an executive director of Sulliden Mining Capital Inc. He is the former President and CEO of Central Sun Mining, Chief Executive Officer of Sulliden Gold Corporation Ltd. and former Chief Operating Officer of Desert Sun Mining where he developed the Jacobina Mine in Brazil into a 4,200-tonne-per-day mining operation. Mr. Tagliamonte has over 25 years of progressive managerial experience building

and operating mines worldwide, notably in Central and South America. In 2005, he received the Mining Journal's "Mine Manager of the Year" award in recognition for his work in the mining sector. Mr. Tagliamonte also serves as a director of several public companies in the resource sector.

Mr. Tagliamonte will spend the time necessary in order to complete his duties and responsibilities as a director and officer of the Resulting Issuer. Mr. Tagliamonte has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Damian Lopez, Corporate Secretary. Mr. Lopez is a corporate and securities lawyer who has provided business and legal consulting to various public and private companies in the resource-based sectors. Mr. Lopez holds a Bachelor of Commerce from the University of Toronto and a Juris Doctor from Osgoode Hall.

Mr. Lopez will spend the time necessary in order to complete his duties and responsibilities as an officer of the Resulting Issuer. Mr. Lopez has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Denis Arsenault, Chief Financial Officer. Mr. Arsenault is a Chartered Professional Accountant with more than 30 years of professional experience who has held senior financial positions in various sectors including the mining industry. Mr. Arsenault has extensive experience with mining companies developing mining projects, negotiating with financial institutions for funding requirements and with managing all aspects and financial reporting for companies with operating mines. Mr. Arsenault was previously the Chief Financial Officer of Sulliden Gold Corporation Ltd., which was acquired by Rio Alto Mining Inc. in August 2014. Prior to working with Sulliden he was the Chief Financial Officer of Central Sun Mining Inc. which was acquired by B2Gold Corp. in March 2009.

Mr. Arsenault will spend the time necessary in order to complete his duties and responsibilities as an officer of the Resulting Issuer. Mr. Arsenault has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Scott Moore, Director. Mr. Moore is a business executive with over 25 years of experience in the resource and durable goods sectors. He is currently the President and Chief Executive Officer of the Issuer, the Chief Executive Officer of Euro Sun Mining Inc., the Chairman of the board of directors of Copper One and Chief Operating Officer of Forbes and is the former President and CEO of Dacha Strategic Metals. Mr. Moore holds a Bachelor of Arts degree from the University of Toronto and an MBA from the Kellogg School of Management.

Mr. Moore will spend the time necessary in order to complete his duties and responsibilities as a director of the Resulting Issuer. Mr. Moore has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Tom Olesinski, Director. Mr. Olesinski, CPA, CMA, has over 20 years of finance and management experience. Mr. Olesinski worked as a managing forensic accountant for BDO Dunwoody, where he earned a Certified Fraud Examiner designation, before moving into the marketing communications industry, where he worked for Cossette Communication Group in various roles, including Director of Finance and Operations. Mr. Olesinski currently serves as Chief Executive Officer of Havas Media Canada as well as Chief Financial Officer of Havas Worldwide Canada.

Mr. Olesinski will spend the time necessary in order to complete his duties and responsibilities as a director of the Resulting Issuer. Mr. Olesinski has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Pierre Pettigrew, Director. From January 1996 to February 2006, the Honourable Pierre Pettigrew served as a member of the Government of Canada where he led a number of senior departments in successive federal Canadian governments. Among other positions, he has served Canada as the Minister of Foreign Affairs, Minister for International Trade and the Minister for International Cooperation. Pierre Pettigrew presently works with Deloitte & Touche, LLP in the role of Executive Advisor, International and he serves as a director of several public companies. Since 2016, Pierre Pettigrew has been the Special Envoy of the Canadian Government to the European Union in

respect of the Comprehensive European Trade Agreement. Pierre Pettigrew is a graduate of Oxford University and has completed the Rotman School of Management Directors Education program, 2007.

The Honourable Pierre Pettigrew will spend the time necessary in order to complete his duties and responsibilities as a director of the Resulting Issuer. The Honourable Pierre Pettigrew has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Key Employees and Consultants

The Resulting Issuer will enter into consulting or employment agreements with the following individuals who have unique skills and educational backgrounds beneficial to the Resulting Issuer's business: Stan Bharti, Joe Milbourne, Stephane Amireault and Blake Hyland. In addition, the existing agreements as described above under the heading Part III- Information Concerning the Issuer- Executive Compensation and Non-Arm's Length Transactions with Forbes, Scott Moore, 2227929 Ontario Inc. and Pat Gleeson will be continued with the Resulting Issuer. The payments under these agreements will remain the same, being monthly fees of $10,000 for Forbes, $15,000 for Mr. Moore, $7,500 for 2227929 Ontario Inc. and $5,000 for Mr. Gleeson. However, in the case of Mr. Moore, potential severance payments shall be reduced to 24 months of fees and bonuses, while his role will be changed to executive chairman with responsibilities including co-ordinating the corporate development activities of the Resulting Issuer, directing and monitoring the activities of the board, co-ordinating the development of a pro-active community and social relations program for the Resulting Issuer in respect of the local community and stakeholders and nurturing a solid relationship with the Quebec government and mining community.

On Closing, in additional to the termination fee of $100,000 payable to Greg Duras, accrued fees payable to Forbes ($437,800), Scott Moore ($337,900) and Pat Gleeson ($45,831.02) shall also be paid out.

Committees

Initially, the only committee of the Board of Directors of the Resulting Issuer will be the Audit Committee.

The Audit Committee will consist of Pierre Pettigrew, Tom Olesinski, and Scott Moore. The mandate of the Audit Committee will be to ensure the Resulting Issuer effectively maintains the necessary management systems and controls to allow for timely and accurate reporting of financial information to safeguard shareholder value, to meet all relevant regulatory requirements and to provide recommendations to the Board of Directors in the areas of management systems and controls.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, no director, officer, Insider or Promoter or a shareholder holding a sufficient number of securities to affect materially the control of the Resulting Issuer is, or within ten years before the date of the Information Circular, has been, a director, officer, Insider or Promoter of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied such issuer access to any statutory exemptions for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

No individual who will be a director, officer or promoter of the Resulting Issuer, or a shareholder holding a sufficient number of securities to affect materially control of the Resulting Issuer, has within the ten years before the date of this Information Circular, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to securities legislation or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulating body, that would be likely to be considered important to a reasonable security holder making a decision about the Transaction.

Individual Bankruptcies

Other than as set out below, no individual who will be a director, officer or promoter of the Resulting Issuer, or a shareholder holding a sufficient number of securities to affect materially the control of the Resulting Issuer, is, or, within the ten years before the date of this Information Circular, has been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Resulting Issuer also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Resulting Issuer have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Resulting Issuer will be in direct competition with the Resulting Issuer. Conflicts, if any, will be subject to the procedures and remedies provided under the OBCA. Directors who are in a position of conflict will abstain from voting on any matters relating to the conflicting company.

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)[(1)]	Position	From	To
Justin Reid	Sulliden Mining Capital Inc.	TSX	Director/Officer	2014-08-11	Current
	Sulliden Gold Corporation Limited	TSX	Director/Officer	2014-08-05	2014-08-05
	Trigon Metals Inc.	TSXV	Director	2013-12-31	Current
	Copper One Inc.	TSXV	Director	2013-02-22	2015-12-10
	Euro Sun Mining Inc.	TSXV	Director	2016-08-04	Current
	Aguia Resources Limited	TSXV	Director/Officer	2017-07-06	Current
	Coastal Gold Corp.	TSXV	Officer	2013-04-17	2015-01-16
Peter Tagliamonte	Crocodile Gold Corp.	TSXV	Director	2010-09-08	2015-07-10
	Belo Sun Mining Corp.	TSX	Director	2010-02-23	Current
	United Silver Corp.	TSXV	Director	2011-08-12	2012-05-14

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)[1]	Position	From	To
	Central Sun Mining Corp.	TSXV	Director/Officer	2006-05-30	2009-03-26
	Goldstream Minerals Inc.	TSXV	Director	2012-10-02	2013-01-28
	Euro Sun Mining Corp.	TSXV	Director	2016-05-19	Current
	Sulliden Mining Capital Inc.	TSX	Director	2014-08-11	Current
	Desert Sun Mining Corp.	TSXV	Officer	2003-11-11	2006-04-17
	B2 Gold Corp.	NYSE/TSXV	Director	2009-03-26	2011-06-10
	Rio Alto Mining Corp.	NYSE/TSXV	Director	2014-08-05	2015-04-11
	Sulliden Gold Corporation Limited	TSX	Director/Officer	2009-04-02	2014-08-05
Damian Lopez	AnalytixInsight Inc.	TSXV	Officer	2016-06-01	Current
	African Gold Group, Inc.	TSXV	Officer	2017-08-01	Current
	Pitchblack Resources Ltd.	NEX	Officer	2017-02-08	Current
	Trius Investments Inc.	TSXV	Director	2017-09-26	Current
	Trigon Metals Inc.	TSXV	Officer	2016-02-08	Current
	Copper One Inc.	TSXV	Officer	2016-08-17	2017-11-14
	Black Iron Inc.	TSX	Officer	2016-03-15	Current
	Fura Gems Inc.	TSXV	Officer	2015-10-21	Current
	Valencia Ventures Inc.	NEX	Officer	2016-05-05	Current
	Routemaster Capital Inc.	TSXV	Officer	2015-10-08	Current
	Emerita Resources Corp.	TSXV	Officer	2015-09-17	Current
Denis Arsenault	AGT Food and Ingredients Inc.	TSXV	Director	2009-09-15	2012-06-15
	Itafos	TSXV	Director	2009-12-24	2015-06-30

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)[1]	Position	From	To
	Central Sun Mining Inc.	TSXV	Officer	2006-12-04	2009-03-26
	Stonegate Agricom Ltd.	TSXV	Director	2010-04-20	2017-07-18
	Murchison Minerals Ltd.	TSX	Director	2014-06-03	Current
	NSP Pharma Corp.	TSX	Director	2004-03-03	2006-05-18
	Metals Creek Resources Corp.	CVE	Director	2005-02-28	2009-06-30
	Thompson Creek Metals Company Inc.	TSXV	Director	2005-05-18	2016-10-20
	Belo Sun Mining Corp.	TSX	Director	2015-05-28	Current
	Sulliden Gold Corporation Limited	TSX	Officer	2010-11-08	2014-11-30
	Alliance Grain Traders Income Fund	TSX	Director	2004-11-30	2012-06-15
	Rockcliffe Resources Inc.	TSX	Director	2006-11-28	2014-02-04
	Orbus Pharma Inc.	TSX	Officer	2003-06-01	2007-12-01
Scott Moore	Sulliden Gold Corporation Limited	TSX	Officer	2008-09-18	2013-02-28
	Dacha Strategic Metals Inc.	TSX	Director	2009-07-13	2012-11-28
	Northern Sun Mining Corp.	TSXV	Director	2013-08-12	2014-10-29
	Aberdeen International Inc.	TSX	Officer	2008-04-30	Current
	Copper One Inc.	TSXV	Officer	2013-02-22	Current
	Avion Gold Corporation	TSX	Director	2007-08-01	2008-05-02
	Euro Sun Mining Inc.	TSXV	Officer	2016-05-19	Current

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)[1]	Position	From	To
	Crocodile Gold Corp.	TSXV	Officer	2008-07-10	2009-11-03
	Mason Graphite Inc.	TSXV	Director	2012-10-15	Current
	Tangelo Games Corp.	TSXV	Director	2014-06-30	Current
	Sagres Energy Inc.	TSXV	Director	2012-09-11	2014-05-01
	Pitchblack Resources Ltd.	NEX	Director	2011-06-10	Current
	ARHT Media Inc.	TSXV	Director	2012-09-11	2014-10-15
	Blue Sky Energy Inc.	TSXV	Director	2012-09-11	Current
Tom Olesinski	Savary Gold Corp.	TSX	Director	2014-07-01	Current
	Pitchblack Resources Ltd.	NEX	Director	2015-01-30	Current
	Copper One Inc.	TSXV	Director	2017-02-09	Current
Pierre Pettigrew	African Gold Group Inc.	TSXV	Officer	2017-07-27	Current
	Eurocontrol Technics Group Inc.	TSXV	Director	2006-10-30	2012-06-20
	Shahuindo Gold Limited	TSXV	Director	2011-10-06	2014-08-05
	Black Iron Inc.	TSX	Director	2010-12-21	Current
	Longford Energy Inc.	TSX	Director	2008-11-06	2012-05-29
	Aberdeen International Inc.	TSX	Director	2007-07-11	2015-01-01
	Avion Gold Corporation	TSX	Director	2008-05-27	2012-10-18
	Sulliden Gold Corporation Limited	TSX	Director	2009-12-01	2009-12-02
	Blue Sky Energy Inc.	TSXV	Director	2017-01-25	Current
	Sulliden Mining Capital Inc.	TSX	Director	2014-08-11	Current

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)[(1)]	Position	From	To
	Alder Resources Ltd.	TSXV	Director	2010-09-02	2015-07-02
	IC Potash Corp.	TSXV	Director	2009-10-26	Current

Note:

(1) "NYSE" means the New York Stock Exchange and "TSXV" means the TSX Venture Exchange.

PROMOTER CONSIDERATION

No person or company will be acting as a promoter of the Resulting Issuer, or has been a promoter of Pitchblack, Sulliden Subsidiary or 251 within the two years preceding the date of this Information Circular.

EXECUTIVE COMPENSATION

For the purposes of this section, the Named Executive Officers are the proposed Chief Executive Officer and Chief Financial Officer of the Resulting Issuer and each of the three most highly compensated executive officers who are proposed to serve as executive officers of the Resulting Issuer for the twelve month period following the Transaction. Based on the above criteria, the Named Executive Officers for the Resulting Issuer will be Justin Reid Chief Executive Officer), Peter Tagliamonte (Executive Director), Stan Bharti (Consultant), Joe Milbourne (Consultant) and Denis Arsenault (Chief Financial Officer).

Compensation Discussion and Analysis

When determining compensation policies and individual compensation levels for the Resulting Issuer's executive officers, a variety of factors, will be considered including: the overall financial and operating performance of the Resulting Issuer, each executive officer's individual performance and contribution towards meeting corporate objectives; each executive officer's level of responsibility and length of service; and industry comparables.

The Resulting Issuer's compensation philosophy for its executive officers will follow three underlying principles: to provide compensation packages that encourage and motivate performance; to be competitive with other companies in the industry in which it operates, which are of similar size and scope of operations, so as to attract and retain talented executives; and to align the interests of its executive officers with the long-term interests of the Resulting Issuer and its shareholders through stock related programs.

Compensation for the NEOs of the Resulting Issuer will be determined following Closing and will be in line with similar development-stage companies.

Stock Options

As of the date hereof there are 825,000 options to purchase Common Shares outstanding at exercise prices of $0.10 and $0.30 per share (following the Consolidation there will be 206,250 options outstanding). See "Part III – Information Concerning the Issuer – Options to Purchase Securities".

The Resulting Issuer will also grant stock options to directors, officers and consultants pursuant to the Option Plan (as noted below under "Options to Purchase Securities") and may make additional grants from time to time. The Resulting Issuer intends to continue the Option Plan upon completion of the Transaction.

Pension Plan Benefits

The Resulting Issuer does not intend to implement any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Termination of Employment and Change of Control Benefits

The Resulting Issuer does not intend to provide any compensation to any Named Executive Officers as a result of a change of control of the Resulting Issuer.

Management Contracts

The Resulting Issuer intends to enter into a management contract with Justin Reid, President and CEO of the Resulting Issuer following Closing, the terms of which have yet to be negotiated. The Resulting Issuer will negotiate and enter into employment agreements with key individuals as the need arises.

Compensation of Directors

After completion of the Transaction it is anticipated that the Resulting Issuer will pay compensation to its directors in the form of annual fees for attending meetings of the Board of Directors. Directors may receive additional compensation for acting as chairs of committees of the Board of Directors. Directors will also be entitled to receive stock options in accordance with the terms of the Option Plan and the Exchange requirements and will be reimbursed for any out-of-pocket travel expenses incurred in order to attend meetings of the Board of Directors, committees of the Board of Directors or meetings of the shareholders of the Resulting Issuer. It is also anticipated that the Resulting Issuer will obtain customary insurance for the benefit of its directors and enter into indemnification agreements with its directors pursuant to which the Resulting Issuer will agree to indemnify its directors to the extent permitted by law.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

As of the completion of the Transaction, no proposed director, executive officer or senior officer of the Resulting Issuer or any associate thereof, will be indebted to the Resulting Issuer or any of its subsidiaries, or has been at any time during the preceding financial year.

INVESTOR RELATIONS ARRANGEMENTS

No written or oral agreement has been reached with any person to provide promotional or investor relations activities for the Resulting Issuer.

OPTIONS TO PURCHASE SECURITIES

OPTION PLAN

Following the closing of the Transaction, the Option Plan as disclosed under the heading "Information Concerning the Issuer – Share Option Plan" will remain in effect. If the Resulting Issuer adopts a new stock option plan following the completion of the Transaction, the same will be subject to Shareholder and Exchange approval.

RESTRICTED SHARE UNIT PLAN

If the Resulting Issuer graduates to the TSX and implement the RSU Plan, the RSU Plan will provide that RSUs may be granted by the Board of Directors and is for the benefit of directors, officers, employees and direct and indirect service providers of the Corporation or its subsidiaries. A RSU is a unit credited by means of an entry on the books of the Corporation to a participant, representing the right to receive one Common Share or cash (at the Board of Directors' discretion) equal to the market price of the Common Share on the vesting date. The number of Common Shares reserved for issuance pursuant to the RSU Plan and all other security-based compensation arrangements of the Corporation and its subsidiaries shall, in the aggregate, not exceed 10% of the number of Common Shares then issued and outstanding, calculated on a non-diluted basis. Any Common Shares subject to a RSU which are cancelled or terminated in accordance with the terms of the RSU Plan without settlement will again be available for issuance under the RSU Plan.

Implementation of the RSU Plan will be subject TSX approval and was approved by the Shareholders at the Meeting. Further information about Pitchblack's proposed RSU Plan is contained in the Issuer's management proxy circular dated September 20, 2017.

ESCROW AND RESALE RESTRICTIONS

The Transaction Escrowed Shares are required to be placed into escrow where they will be released according to a time-lapse release formula over three years.

The following table sets out, on a non-diluted basis, details concerning the ownership of Transaction Escrowed Shares held by directors and officers of the Resulting Issuer:

Name and Municipality of Residence of Security holder	Number of Common Shares Held in Escrow	Percentage of Common Shares Assuming completion of the Transaction[(1)]
2227929 Ontario Inc. Toronto, Ontario	5,380,500	12.05%
Newdene Gold Inc. Toronto, Ontario	2,500,000	6.02%
2489243 Ontario Ltd. Toronto, Ontario	2,500,000	6.02%
Sulliden Mining Capital Inc. Toronto, Ontario	15,150,000	36.14%
Scott Moore Toronto, Ontario	97,222	0.23%
Justin Reid Toronto, Ontario	15,244	0.03%
Denis Arsenault Montreal, Quebec	30,488	0.07%
Peter Tagliamonte North Bay, Ontario	30,488	0.07%
TOTAL	**25,703,942**	**61.92%**

Note:

(1) Calculated on an undiluted basis assuming 41,510,619 Common Shares are issued and outstanding upon completion of Transaction.

Terms of the Escrow for the Transaction Escrowed Shares

The Transaction Escrowed Shares will be subject to the release schedule set out in "Schedule B (2) – Tier 2 Value Security Escrow Agreement" of Exchange Form 5D, which provides for release of 10% of the securities on the date of the Final Exchange Bulletin, and release of an additional 15% every 6 months thereafter, until all of the Transaction Escrowed Shares have been released (36 months following the Final Exchange Bulletin).

The Transaction Escrowed Securities may not be transferred or released from escrow without the approval of the Exchange other than in specified circumstances set out in the escrow agreements.

Where the Transaction Escrowed Securities are held by a non-individual (a "holding company"), each holding company pursuant to the applicable escrow agreement has agreed, or will agree, not to carry out any transactions

during the currency of the escrow agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of the Resulting Issuer will be UHY McGovern Hurley LLP, with its office located at 251 Consumers Road, Suite 800, Toronto, Ontario, M2J 4R3.

Transfer Agent and Registrar

The transfer agent and registrar for the Resulting Issuer will be TSX Trust Company, with its Toronto office located at 301-100 Adelaide Street West, Toronto ON M5H 4H1.

PART VIII - GENERAL MATTERS

VALUATION

Pursuant to Exchange Policy 5.4, a valuation report to establish the valuation of the securities of the Resulting Issuer, and the applicable escrow regime, is generally required in conjunction with a Reverse Takeover. The Private Placement can be used to ascertain valuation on the Troilus Project that is generally in compliance with the relevant standards and guidelines applicable in Exchange Policy 5.4 with respect to valuation of the Resulting Issuer.

EXCHANGE APPROVAL

The Exchange has conditionally accepted the Transaction. The Issuer intends for Closing to occur once Disinterested Shareholder Approval has been received. In order to receive final approval for the Transaction, the Issuer must provide to the Exchange closing confirmations and final required documents. If all of the final Exchange requirements are met, the Exchange will signify final acceptance of the Transaction by the issuance of the Final Exchange Bulletin. Trading will generally be reinstated approximately two days after the issuance of the Final Exchange Bulletin.

EXPERTS

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Information Circular or as having prepared or certified a report or valuation described or included in this Information Circular holds any beneficial interest, direct or indirect, in any securities or property of the Issuer or of an Associate or Affiliate of the Issuer and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Issuer or of an Associate or Affiliate of the Issuer and no such person is a promoter of the Issuer or an Associate or Affiliate of the Issuer.

OTHER MATERIAL FACTS

There are no material facts about the Issuer, Sulliden Subsidiary, 251 Ontario or the Transaction which are not otherwise disclosed in this Information Circular.

BOARD APPROVAL

The Board of Directors of the Issuer has approved this Information Circular. Where information contained in this Information Circular rests particularly within the knowledge of a person other than the Issuer, the Issuer has relied upon information furnished by such person.

PART IX – MATTERS TO BE APPROVED BY SHAREHOLDERS

APPROVAL OF AMALGAMATION AND AMALGAMATION AGREEMENT

At the Special Meeting, the Shareholders will be asked to consider and, if deemed advisable, to approve, with or without variation, the Amalgamation Resolution, the full text of which is set out below, to approve the Amalgamation and the Amalgamation Agreement.

Pitchblack, Pitchblack Subco, Sulliden, Sulliden Subsidiary, 251 Ontario and the 251 Shareholders have entered into the Amalgamation Agreement whereby Pitchblack Subco will amalgamate with Sulliden Subsidiary and 251 Ontario to form Amalco and the Issuer will issue the Payment Shares in the amount of 15,000,000 Payment Shares to Sulliden and 10,000,000 Payment Shares to the 251 Shareholders. Upon completion of the Transaction, it is expected that Sulliden will own approximately 41% of the Common Shares and the former 251 Shareholders will own approximately 19% of the Common Shares, after to giving effect to the Private Placement. Upon completion of the Transaction, Amalco will be a wholly-owned subsidiary of the Resulting Issuer. Completion of the Transaction is subject to the satisfaction of certain closing conditions as set out in the Amalgamation Agreement, including applicable regulatory approval.

It is expected that the Common Shares, including the Payment Shares, will continue to be listed on the Exchange following the completion of the Transaction.

Background to the Transaction and MI 61-101

As outlined above under the heading "The Transaction- Related Party Transaction Issues", the Transaction is subject to the requirements of MI 61-101. MI 61-101 is intended to regulate certain transactions to ensure equality of treatment among shareholders, generally requiring enhanced disclosure, approval by a majority of shareholders excluding interested or related parties, independent valuations when applicable and, in certain instances, approval and oversight of the transaction by a special committee of independent directors. MI 61-101 provides that, in certain circumstances, where a "related party" of an issuer (as defined in MI 61-101) is a party to a transaction with the issuer, such transaction may be considered a "related party transaction" and may be subject to "minority approval" requirements and formal valuation requirements.

The Board of Directors first considered the Transaction on April 19, 2017 and Pitchblack subsequently executed an exclusivity agreement with Sulliden concerning the potential to acquire an option to acquire the Troilus Project. As a result of being a "related party transaction" subject to the requirements of MI 61-101, the Board of Directors subsequently established a special committee on May 24, 2017 consisting of Scott Moore and Tom Olesinski to, among other matters, review, direct and supervise the process to be carried out by the Issuer and its professional advisors in assessing the Transaction, review and consider the proposed structure, terms and conditions of the Transaction and to make a recommendation to the Board with respect thereto. This special committee was formed on May 4, 2017 and met on June 15, 2017 to consider the merits of the Transaction.

MI 61-101 requires that, in addition to any other required securityholder approval, a related party transaction is subject to "minority approval" (as defined in MI 61-101, being a simple majority of the votes (50% + 1) cast by "minority" shareholders of each class of affected securities (as defined in MI 61-101), in each case voting separately as a class), unless an exemption is available or discretionary relief is granted by the applicable securities regulatory authorities. Please see below under the heading "Interest of Certain Persons in the Transaction" for a complete list of the Shareholders, and the number of Common Shares held, that will be unable to vote when seeking majority of the minority approval of the Amalgamation.

MI 61-101 also requires that, unless exempted, an issuer proposing to carry out a related party transaction is required to obtain a formal valuation in respect of the transaction. The Issuer is not required to obtain a formal valuation for the Amalgamation under MI 61-101 as it qualifies for the exemption to the formal valuation requirement set out in Section 4.4(1)(a) of MI 61-101, since no securities of the Issuer are listed on the "specified markets" set forth in MI 61-101. In addition, neither Pitchblack nor any director or senior officer of Pitchblack, after reasonable inquiry, is aware of any "prior valuation" (as defined in MI 61-101) of the Issuer having been prepared in the past 24 months.

Pitchblack has not received any bona fide prior offer during the 24 months before the date of the Amalgamation Agreement that relates to the subject matter of or is otherwise relevant to the Transaction.

Recommendation of the Special Committee

As mentioned above, the Board of Directors established a special committee to assess, review and to make recommendations to the Board regarding the Transaction. Having undertaken a review of, and carefully considered the Transaction and the potential alternatives, this special committee unanimously determined that the Transaction is in the best interests of Pitchblack and accordingly recommended that the Board of Directors approve the Transaction and recommended that the Board of Directors recommend that holders of Common Shares vote in favour of the Amalgamation Resolution.

Principal Steps to the Transaction

The following steps are the principal steps of the Transaction and are qualified in their entirety by the Amalgamation Agreement which is available under the Issuer's profile on SEDAR at www.sedar.com.

1. Following approval of the Amalgamation Resolution by the Shareholders, Pitchblack Subco, Sulliden Subsidiary and 251 Ontario shall jointly complete and file articles of amalgamation giving effect to the Amalgamation subject to the terms of the Amalgamation Agreement.

2. Upon the issue of the certificate of amalgamation by the director, at the Effective Time, Pitchblack Subco Pitchblack Subco, Sulliden Subsidiary and 251 Ontario shall amalgamate and continue as one company, being Amalco, pursuant to the provisions of Section 174 of the OBCA.

3. At the Effective Time and as a result of the Amalgamation:

(a) all of the Sulliden Subsidiary Shares and 251 Shares outstanding immediately prior to the Effective Time shall be cancelled, and Sulliden and the 251 Shareholders, shall receive in exchange for their shares so cancelled, 15,000,000 Payment Shares in the case of Sulliden and 10,000,000 Payment Shares in the case of the 251 Shareholders in each case on a post-Consolidation basis;

(b) all of the common shares of Pitchblack Subco outstanding immediately prior to the Effective Time shall be cancelled and replaced with an equal number of common shares of Amalco issued by Amalco;

(c) Amalco shall add to the stated capital maintained in respect of the Amalco Shares an amount such that the stated capital of the Amalco Shares shall be equal to the aggregate paid-up capital for purposes of the Tax Act of the Pitchblack Subco Shares, the Sulliden Subsidiary Shares and the 251 Ontario Shares immediately prior to the Effective Time; and

(d) Amalco will become a wholly-owned subsidiary of Pitchblack.

Completion of the Transaction is subject to a number of conditions, including that all representations and warranties in the Amalgamation Agreement will be true on Closing, all covenants required to be performed will have been performed on or before Closing, all board of director and shareholder approvals will have been received, no material adverse effect will have occurred with respect to either Pitchblack, Sulliden Subsidiary or 251 Ontario, and all required regulatory approvals, including Exchange approval, will have been received.

Following the completion of the Amalgamation and the completion of the Private Placement, the Common Shares will be owned by the following groups of Shareholders:

Shareholder Group	Number of Common Shares Held	Percentage of Common Shares Held
Former Pitchblack	2,480,619	5.84%

Shareholders		
251 Shareholders	10,000,000	25.31%
Sulliden	15,000,000	37.97%
Subscribers Under the Private Placement	14,030,000	30.88%
Total	**41,510,619**	**100%**

Reasons for the Transaction

In the course of its evaluations of the Transaction, the Board of Directors consulted with senior management, legal counsel and other advisors and reviewed an extensive amount of information and considered a number of factors, including the following:

1. The Issuer is acquiring a significant mineral asset in a jurisdiction, being Quebec, that is supportive of the mining industry.

2. The Transaction will allow the Resulting Issuer to graduate from NEX to the Exchange.

3. The Resulting Issuer's larger market capitalization after the Amalgamation and the Private Placement will enhance access to equity markets in the future to support development of the Troilus Project and other potential activities.

The foregoing summary of the information and factors considered by the Board of Directors is not, and is not intended to be, exhaustive. After consideration of all of the above-noted factors and in light of the Board's collective knowledge of the prospects of the Troilus Project the decision was made to proceed with the Transaction. See "Risk Factors" and "Caution Relating to Forward-Looking Information" elsewhere in this Information Circular for risk and uncertainties with respect to the completion of the Transaction and the operations of the Resulting Issuer.

Amalgamation Agreement

On October 31, 2017, Pitchblack, Pitchblack Subco, Sulliden, Sulliden Subsidiary, 251 Ontario and the 251 Shareholders entered into the Amalgamation Agreement, the full text of which is available under the Issuer's profile on SEDAR at www.sedar.com and attached as Exhibit "E" hereto. Shareholders are encouraged to read the Amalgamation Agreement in its entirety. The Amalgamation Agreement contains representations, warranties and covenants that are qualified and limited, including by information disclosed in connection with the execution of the Amalgamation Agreement and certain information disclosed in public filings with Canadian securities regulatory authorities. These representations may or may not have been accurate as of any specific date and do not purport to be accurate as of the date of this Information Circular. The following is a description of the material terms and conditions of the Amalgamation Agreement, which description is qualified in its entirety by the full text of the Amalgamation Agreement.

Representations and Warranties

The Amalgamation Agreement contains customary representations and warranties of Sulliden and the 251 Shareholders concerning Sulliden Subsidiary and 251 Ontario, respectively, relating to matters that include, among other things: board approval, organization, corporate authority, consents, capitalization, securities laws matters, financial statements, absence of undisclosed liabilities, tax matters, no material adverse effect, compliance with laws, licences, insurance, environmental, title to interests, operational matters, certain employment agreements, litigation, books and records and material contracts,. The Amalgamation Agreement also contains customary representations and warranties of Pitchblack.

Mutual Conditions

The obligations of Pitchblack, Pitchblack Subco, Sulliden Subsidiary, Sulliden 251 Ontario and the 251 Shareholders to complete the Transaction are subject to the satisfaction of the following conditions on or prior to the Effective Time, each of which may be waived only with the consent in writing of the parties to the Amalgamation Agreement:

1. the Disinterested Shareholders shall have approved the Amalgamation Resolution at the Special Meeting and the Amalgamation Resolution (as defined below) shall not have been rescinded or amended;

2. the receipt of all necessary prior regulatory approvals, specifically Exchange approval with respect to Pitchblack; and

3. no injunction or restraining order of any court or administrative tribunal of competent jurisdiction shall be in effect prohibiting the transactions contemplated by the Amalgamation Agreement and no action or proceeding shall have been instituted or be pending before any court or administrative tribunal to restrain or prohibit the transactions between the parties contemplated by the Amalgamation Agreement.

Pitchblack Conditions

The obligations of Pitchblack and Pitchblack Subco to complete the transactions contemplated herein are subject to the fulfilment of the following conditions at or prior to the Effective Time, each of which may be waived only with the consent in writing of Pitchblack and Pitchblack Subco:

1. 251 Ontario will have delivered:

(a) a certificate of good standing or equivalent for 251 Ontario;

(b) such materials from the minute books of 251 Ontario, such as directors resolutions, shareholder ledgers and shareholder registers and such other documents as the Pitchblack's counsel may request, acting reasonably, concerning matters such as the status of the 251 Option and the ownership of the 251 Shares;

(c) audited financial statements of 251 Ontario for the most recently completed financial year, and any other interim financial statements of 251 Ontario requested by the Exchange; and

(d) all information and documentation as may be reasonably required by Pitchblack and all applicable regulatory bodies (including but not limited to the Exchange and applicable provincial security commissions);

2. The representations and warranties of the 251 Shareholders made under the Amalgamation Agreement shall be true and correct at the Closing Time and with the same effect as if made at and as of the Closing Time;

3. The 251 Shareholders shall have performed and complied with all the obligations and covenants contained in the Amalgamation Agreement to be performed and complied with by it, other than those conditions which are waived by Pitchblack;

4. There will have been no material adverse changes, adverse change of material fact or any development that could reasonably result in an adverse material impact on the business, financial results, operations or affairs of 251 Ontario;

5. No event shall have occurred or condition or situation shall have arisen or legislation (whether by statute, rule, regulation, by-law or otherwise) shall have been introduced that might reasonably be expected to have a materially adverse effect upon 251 Ontario or the financial condition, results of operations or business prospects of 251 Ontario;

6. Pitchblack shall have received customary closing documentation from 251 Ontario to give effect to the Transaction, including all such instruments of transfer which in the opinion of Pitchblack acting reasonably are necessary to effect and evidence the transfer of the beneficial interest in and to the 251 Option to Pitchblack free and clear of all encumbrances and such other documents as may be required by Pitchblack, acting reasonably;

7. Sulliden will have delivered:

(a), certificates of good standing or equivalent for Sulliden and the Sulliden Subsidiary;

(b) a NI 43-101 compliant technical report in respect of the Troilus Project;

(c) audited financial statements of the Sulliden Subsidiary for the most recently completed financial year, and any other interim financial statements of the Sulliden Subsidiary requested by the Exchange; and

(d) all information and documentation as may be reasonably required by Pitchblack and all applicable regulatory bodies (including but not limited to the TSX, the Exchange and applicable provincial security commissions);

8. The representations and warranties of Sulliden made under the Amalgamation Agreement shall be true and correct at the Closing and with the same effect as if made at and as of the Closing;

9. Sulliden shall have performed and complied with all the obligations and covenants contained in the Amalgamation Agreement to be performed and complied with by it, other than those conditions which are waived by Pitchblack;

10. There will have been no material adverse changes, adverse change of material fact or any development that could reasonably result in an adverse material impact on the business, financial results, operations or affairs of Sulliden Subsidiary;

11. No event shall have occurred or condition or situation shall have arisen or legislation (whether by statute, rule, regulation, by-law or otherwise) shall have been introduced that might reasonably be expected to have a materially adverse effect upon Sulliden Subsidiary or the financial condition, results of operations or business prospects of Sulliden Subsidiary;

12. Sulliden Subsidiary will not have incurred any liabilities other than those which are: as described in the Amalgamation Agreement, reasonably incurred in the ordinary course of business; or incurred with the consent of Pitchblack.

13. Pitchblack shall have received customary closing documentation from Sulliden to give effect to the Transaction, including all such instruments of transfer which in the opinion of Pitchblack acting reasonably are necessary to effect and evidence the transfer of the beneficial interest in and to the Sulliden Option to Pitchblack free and clear of all encumbrances and such other documents as may be required by Pitchblack, acting reasonably.

<u>251 Ontario and Sulliden Conditions</u>

The obligations of Sulliden and the 251 Shareholders to complete the Transactions is subject to the following conditions on or before the Effective Time or such other time as specified below, each of which may be waived only with the consent in writing of Sulliden or the 251 Shareholders as applicable:

1. The representations and warranties of Pitchblack made under the Amalgamation Agreement shall be true and correct at Closing and with the same effect as if made at and as of Closing;

2. Pitchblack shall have performed and complied with all the obligations and covenants contained in the Amalgamation Agreement to be performed and complied with by it;

3. There will have been no material adverse changes, adverse change of material fact or any development that could reasonably result in an adverse material impact on the business, financial results, operations or affairs of Pitchblack;

4. Sulliden and the 251 Shareholders shall have received customary closing documentation from Pitchblack to give effect to the Transaction, including the issuance of the Payment Shares and such other documents as may be required by Sulliden and the 251 Shareholders, acting reasonably.

Covenants

In the Amalgamation Agreement, the parties agreed to certain customary negative and affirmative covenants relating to the operation of their respective businesses between the date of execution of the Amalgamation Agreement and the Effective Time. The covenants are intended to ensure that the parties carry on business in the ordinary course consistent with past practice.

Non-Solicitation Covenants

Until the earlier of the Closing Date, and the termination of the Amalgamation Agreement as outlined below, Sulliden and the 251 Shareholders covenant that they will not, directly or indirectly, solicit or entertain offers from, negotiate with, or in any manner encourage, discuss, accept or consider any proposal of any other person relating to the acquisition of 251 Ontario or Sulliden Subsidiary, as applicable, or the 251 Option or the Sulliden Subsidiary Option in whole or in part to a third party, including without limitation any single or multi-step transaction or series of related transactions. The 251 Shareholders and Sulliden will immediately (and in any event within 24 hours) notify Pitchblack in writing regarding any contact between any of the 251 Shareholders, Sulliden or their respective representatives and any other person regarding any such offer or proposal or any related inquiry and provide Pitchblack with a copy of any such correspondence or related materials.

Termination of Amalgamation Agreement

The Amalgamation Agreement may be terminated at any time prior to the Effective Time:

(a) by mutual written agreement by the parties;

(b) By the 251 Shareholders or Sulliden if:

(i) the shareholders of Pitchblack have not approved the Transaction on or before December 31, 2017;

(ii) Pitchblack has not received the requisite Exchange approvals with respect to the Transaction on or before December 31, 2017;

(iii) Pitchblack materially breaches any of its representations or warranties or fails to comply with any covenants contained herein, and such default is not remedied within five Business Days of written notice provided to Pitchblack of such default; or

(iv) any of the conditions precedent contained herein for the benefit of the 251 Shareholders have not been complied with, or waived by the 251 Shareholders, by December 31, 2017.

(c) by Pitchblack if:

(i) the 251 Shareholders materially breach any of its representations or warranties or fails to comply with any covenants contained herein, and such default is not remedied within five Business Days of written notice provided to the 251 Shareholders or Sulliden, as applicable, of such default; or

(ii) any of the conditions precedent contained herein for the benefit of Pitchblack have not been complied with, or waived by Pitchblack, by December 31, 2017.

In addition, the Amalgamation Agreement shall terminate automatically in the event that the Transaction has not been completed by January 31, 2017, unless such date has been extended by mutual agreement of the parties in writing.

Interest of Certain Persons in the Transaction

In considering the recommendation of the Board of Directors with respect to the Amalgamation Resolution, Shareholders should be aware that certain directors and officers of Pitchblack have certain relationships with and interests in Sulliden that may present them with actual or potential conflicts of interest in connection with the Transaction. In particular, Pitchblack and Sulliden have a common directors, being William Clarke. Patrick Gleeson, a director of Pitchblack, also provides legal services to Sulliden pursuant to a consulting agreement.

As a group, the Non-Arm's Length Parties own the following Common Shares that will not be included with respect to obtaining Disinterested Shareholder Approval:

Name	**Shares Held**
22227929 Ontario Inc.	1,505,500
Forbes & Manhattan, Inc.	470,000
Kam Gill	60,606
Hannele Bharti	465,000
2051580 Ontario Inc.	95,000
Newdene Gold Inc.	870,000
Sulliden Mining Capital Inc.	600,000
Peter McCague	10,000
Scott Moore	388,889
Total	**4,464,995**

These Non-Arm's Length Parties are excluded from voting due to their respective interests in the shareholders of 251 Ontario and Sulliden Subsidiary. As a group, these interested Shareholders hold an aggregate of 4,464,995 or 45% of the issued and outstanding Common Shares.

Transaction Financing

In connection with the Transaction, the Underwriters have been retained by Sulliden Subsidiary to lead the bought deal Private Placement. The Private Placement closed November 21, 2017, at which time the net proceeds thereof in the amount of $22,238,456.14 were placed in escrow. The release from escrow of the net proceeds raised pursuant to the Private Placement is subject to the Escrow Release Conditions, which is conditional, among other things, on the completion of the Transaction, including the Amalgamation. Please see "Part VI- The Transaction- Private Placement" for further information concerning the Private Placement.

Information Concerning the Troilus Project and the Resulting Issuer

Further detailed information concerning the Troilus Project as obtained from the Technical Report can be found in "Part IV- Information Concerning Sulliden Subsidiary- Narrative Description of the Business" to this Circular. Certain information concerning the Resulting Issuer following completion of the Transaction can be found in Part VII- Information Concerning the Resulting Issuer" In to this Circular and the pro forma financial statements of the Resulting Issuer contained as Exhibit "D" hereto. Shareholders are encouraged to review the information contained therein.

Recommendation of the Board of Directors

Having undertaken a thorough review of, and carefully considered the Amalgamation, as described above, the Board of Directors (with the interested Directors, being Messrs. Gleeson and Clarke, having recused themselves) has concluded that the Amalgamation is in the best interests of Pitchblack and recommends that the Shareholders vote FOR the Amalgamation Resolution. The management representatives named in the enclosed form of proxy intend to vote the Common Shares, represented by such proxy, FOR the approval of the Transaction Resolution, unless a Shareholder specifies in the proxy that their Common Shares are to be voted against the approval of one of the Amalgamation Resolution.

Amalgamation Resolution

The Amalgamation Resolution must be passed by majority of the votes cast by Shareholders represented at the Special Meeting in person or by proxy, excluding the interested Shareholders holding 4,464,995 Common Shares who will be precluded from voting on the Amalgamation Resolution.

At the Special Meeting, Shareholders will be asked to vote on the following Amalgamation Resolution, with or without variation:

"BE IT RESOLVED THAT:

1. The proposed amalgamation of 2603210 Ontario Inc. ("**Subco**"), a wholly owned subsidiary of Pitchblack Resources Ltd. (the "**Company**"), 2507868 Ontario Inc. ("**Sulliden Subsidiary**") and 2513924 Ontario Inc. ("**251 Ontari**o") by way of three-cornered amalgamation (the "**Amalgamation**") under Section 174 of the Business Corporations Act (Ontario) (the "**OBCA**"), as more particularly described and set forth in the management proxy circular of the Company dated November 22, 2017, accompanying the notice of this meeting (as the Amalgamation may be amended, modified or supplemented in accordance with its terms), is hereby authorized, approved and adopted.

2. The amalgamation agreement dated as of October 31, 2017 between the Company, Subco, Sulliden Subsidiary, 251 Ontario and the shareholders of Sulliden Subsidiary and 251 Ontario. (the "**Amalgamation Agreement**") and related transactions, the actions of the directors of the Company in approving the Amalgamation Agreement, and the actions of the directors and officers of the Company in executing and delivering the Amalgamation Agreement, and any amendments, modifications or supplements thereto, are hereby ratified and approved.

3. Notwithstanding that this resolution has been passed by the shareholders of the Company, the directors of the Company are hereby authorized and empowered to, without notice to or approval of the shareholders of the Company, (i) amend, modify or supplement the Amalgamation Agreement to the extent permitted by the Amalgamation Agreement; (ii) approve, on behalf of the Company as the sole shareholder of Subco, any amendment, modification or supplement to the Amalgamation Agreement to the extent permitted by the Amalgamation Agreement; and (ii) subject to the terms of the Amalgamation Agreement, to proceed with the Amalgamation and related transactions.

4. Notwithstanding the passage of this resolution by the shareholders of the Company, the directors of the Company may, without any further notice or approval of the shareholders of the Company, decide not to proceed with the Amalgamation or to otherwise give effect to this resolution at any time prior to the transactions to acquire the Troilus gold project becoming effective and may revoke this resolution without further approval of the shareholders at any time prior to the completion of the transactions authorized by this resolution.

5. Any one officer or director of the Company is hereby authorized and directed for and on behalf of the Company to execute or cause to be executed and to deliver or cause to be delivered all such other documents and instruments and to perform or cause to be performed all such other acts and things as such person determines may be necessary or desirable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or instrument or the doing of any such act or thing."

DEEMED SHARES FOR DEBT TRANSACTION

Pursuant to management and consulting agreements with Scott Moore and Forbes described above under the heading "Part III- Information Concerning the Issuer- Executive Compensation", Mr. Moore and Forbes are entitled to the payment of monthly fees and other consideration. Such fees have not been paid in full and have accrued to the sums of $437,800 in the case of Forbes and $337,900 in the case of Mr. Moore. In addition, Mr. Moore and Stan Bharti, an associate of Forbes, participated in the Private Placement by each purchasing 30,488 Subscription Receipts. The fees owing to both Mr. Moore and Forbes will be paid out of a portion of the proceeds of the Private Placement following the completion of the Transaction as part of the settlement of the outstanding accounts payable of the Resulting Issuer. Consequently, disinterested Shareholder approval as outlined below is required for the subscriptions in the Private Placement by each of Messrs. Moore and Bharti (the "**Deemed Shares for Debt Transactions**").

Shares for Debt Resolution

The shares for debt resolution must be passed by majority of the votes cast by Shareholders represented at the Special Meeting in person or by proxy, excluding the Common Shares beneficially owned by Scott Moore or by his holding corporations, associates, or affiliates (as such terms are defined in the policies of the Exchange) that will not be eligible to vote on this resolution. As at the date hereof, Mr. Moore owns or controls, directly or indirectly, in the aggregate 388,889 Common Shares representing approximately 3.92% of the issued and outstanding Common Shares. As of the date hereof, Forbes owns or controls, directly or indirectly, in the aggregate 1,030,000 Common Shares representing approximately 10.38% of the issued and outstanding Common Shares.

In accordance with the policies of the Exchange and NEX, disinterested shareholders of the Issuer will be asked to approve the following resolution authorizing the Deemed Shares for Debt Transactions:

"BE IT RESOLVED THAT:

1. Subject to the approval of the TSX Venture Exchange, Pitchblack Resources Ltd. (the "**Company**") be and is hereby authorized to complete the private placement of subscription receipts to both Scott Moore and Forbes & Manhattan, Inc. as more particularly described and set forth in the management proxy circular of the Company dated November 22, 2017 (the "**Deemed Shares for Debt Transactions**").

2. Notwithstanding the passage of this resolution by the shareholders of the Company, the directors of the Company may, without any further notice or approval of the shareholders of the Company, decide not to proceed with the Deemed Shares for Debt Transactions or to otherwise give effect to this resolution at any time prior to the transactions to acquire the Troilus gold project becoming effective and may revoke this resolution without further approval of the shareholders at any time prior to the completion of the transactions authorized by this resolution.

3. Any one officer or director of the Company is hereby authorized and directed for and on behalf of the Company to execute or cause to be executed and to deliver or cause to be delivered all such other documents and instruments and to perform or cause to be performed all such other acts and things as such person determines may be necessary or desirable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or instrument or the doing of any such act or thing."

The directors of the Issuer recommend that shareholders vote in favor of the Deemed Shares for Debt Transactions. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the Deemed Shares for Debt Transaction.

Unless a proxy specifies that the shares it represents are to be voted against the Deemed Shares for Debt Transaction resolution or the proxy is from Scott Moore or Forbes or an associate, affiliate, or holding company related thereto, the proxies named in the accompanying form of proxy intend to vote in favour of the Deemed Shares for Debt Transactions resolution.

ADDITIONAL INFORMATION

Additional information relating to the Issuer may be found under the profile of the Issuer on SEDAR at www.sedar.com. Additional financial information is provided in the Issuer's audited financial statements and related management's discussion and analysis for the financial year ended December 31, 2016, which can be found under the profile of the Issuer on SEDAR. Shareholders may also request these documents from the Corporate Secretary of the Issuer by email at dlopez@fmresources.ca or by telephone at 416-861-2269.

Board of Directors Approval

The contents of this Information Circular and the sending thereof to the Shareholders of Pitchblack have been approved by the Board of Directors.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Scott Moore"*

President and Chief Executive Officer

Toronto, Ontario
November 22, 2017

EXHIBIT A

FINANCIAL STATEMENTS AND
MANAGEMENT DISCUSSION AND ANALYSIS OF THE ISSUER

UHY McGovern Hurley LLP
Chartered Professional Accountants

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November 22, 2017

TSX Venture Exchange

Dear Sirs / Mesdames:

Re: Pitchblack Resources Ltd.

We refer to the Information Circular of Pitchblack Resources Ltd. (the "Company") dated November 22, 2017 relating to a reverse takeover by Sulliden Mining Capital Inc.

We consent to being named and to the use in the above-mentioned Information Circular, of our report dated April 28, 2017 to the shareholders of the Company on the following financial statements:

- Consolidated statements of financial position as at December 31, 2015 and 2016;
- Consolidated statements of operations and comprehensive loss (income), cash flows and changes in shareholder's deficiency for the years ended December 31, 2015 and 2016, and a summary of significant accounting policies and other explanatory information.

We report that we have read the Information Circular and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the Information Circular as these terms are described in the CPA Canada Handbook – Assurance.

This letter is provided solely for the purpose of assisting the stock exchange to which it is addressed in discharging its responsibilities and should not be used for any other purpose.

Yours very truly,

UHY McGovern Hurley LLP

UHY McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

PITCHBLACK RESOURCES LTD.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended
June 30, 2017 and 2016
(expressed in Canadian dollars)

Unaudited

PITCHBLACK RESOURCES LTD.

Condensed Interim Consolidated Statements of Financial Position
Unaudited
(Expressed in Canadian Dollars)
As at

	Notes	June 30, 2017	December 31, 2016
ASSETS			
Current assets:			
Cash		**$ 253,072**	$ 46,595
Amounts receivable		**30,864**	40,385
Prepaid expenses		**3,150**	675
Investments	3	**946**	691
Total current assets		**288,032**	88,346
Exploration and evaluation properties	4,11	**100,000**	-
TOTAL ASSETS		**$ 388,032**	$ 88,346
LIABILITIES AND SHAREHOLDERS' (DEFICIENCY)			
Current liabilities:			
Accounts payable and accrued liabilities	7	**$ 987,191**	$ 971,844
Shareholders' (Deficiency):			
Share capital	5	**69,943,805**	69,464,770
Share-based payments reserve	6	**113,871**	50,305
Deficit		**(70,656,835)**	(70,398,573)
Total shareholders' (deficiency)		**(599,159)**	(883,498)
TOTAL LIABILITIES AND SHAREHOLDERS' (DEFICIENCY)		**$ 388,032**	$ 88,346
Nature of operations and going concern	1		
Commitments and contingencies	8		
Subsequent events	11		

APPROVED ON BEHALF OF THE BOARD:

Signed "William Clarke", Director

Signed "G. Scott Moore", Director

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

PITCHBLACK RESOURCES LTD.

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss

Unaudited

(Expressed in Canadian Dollars)

	Note	Three months ended June 30,		Six months ended June 30,	
		2017	2016	2017	2016
Expenses					
Consulting, professional and management fees	7	**$ 124,185**	$ 124,494	**$ 246,703**	$ 222,156
Office and general		**9,400**	2,744	**19,639**	5,055
Shareholder communications and filing fees		**(3,085)**	5,081	**1,939**	7,242
Travel and promotion		**3,549**	-	**5,094**	-
Property maintenance expense		**9,000**	-	**9,000**	-
Reversal of property impairment	4,11	**(100,000)**	-	**(100,000)**	-
Share-based compensation	6	**76,142**	-	**76,142**	-
Recovery of accrued liabilities		**-**	(60,000)	**-**	(60,000)
Unrealized gain on investment	3	**(507)**	(87)	**(255)**	(113)
Net loss for the period		**$ 118,684**	$ 72,232	**$ 258,262**	$ 174,340
Basic and diluted loss per share		**$ 0.01**	$ 0.02	**$ 0.03**	$ 0.04
Weighted average number of common shares outstanding - Basic and diluted		**9,185,215**	4,676,809	**7,803,813**	4,637,212

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

PITCHBLACK RESOURCES LTD.

Condensed Interim Consolidated Statements of Cash Flows

Unaudited

(Expressed in Canadian Dollars)

	Notes	Six months ended June 30,	
		2017	**2016**
Cash (used in) provided by operating activities:			
Net (loss) for the period		**$(258,262)**	$(174,340)
Adjustment for non-cash items			
Unrealized (gain) loss on investment	3	**(255)**	(113)
Reversal of property impairment	4,11	**(100,000)**	-
Share-based compensation	6	**76,142**	-
Net change in working capital		**273,852**	105,400
Net cash (used in) operating activities		**(8,523)**	(69,053)
Financing activities:			
Private placement	5	**200,000**	60,000
Exercise of options		**15,000**	-
Net cash provided by financing activities		**215,000**	60,000
Change in cash		**206,477**	(9,053)
Cash, beginning of the period		**46,595**	10,553
Cash, end of the period		**$ 253,072**	$ 1,500
Supplemental information:			
Shares issued for debt settlement	5	$ 251,459	$ -

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

PITCHBLACK RESOURCES LTD.

Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency

Unaudited

(Expressed in Canadian Dollars)

	Number of shares	Share capital	Share-based payments reserve	Deficit	Total shareholders' deficiency
Balance, December 31, 2016	**6,407,061**	**$ 69,464,770**	**$ 50,305**	**$ (70,398,573)**	**$ (883,498)**
Private placement	571,428	200,000	-	-	200,000
Shares issued for debt	2,793,990	251,459	-	-	251,459
Shares issued on exercise of of options	150,000	15,000	-	-	15,000
Exercise of options - valuation reallocation	-	12,576	(12,576)	-	-
Share-based compensation	-	-	76,142	-	76,142
(Loss) for the period	-	-	-	(258,262)	(258,262)
Balance, June 30, 2017	**9,922,479**	**$ 69,943,805**	**$ 113,871**	**$ (70,656,835)**	**$ (599,159)**
Balance, December 31, 2015	**4,624,061**	**$ 69,250,980**	**$ 175,500**	**$ (69,972,779)**	**$ (546,299)**
Private placement	600,000	60,000	-	-	60,000
Options expired	-	-	(136,500)	136,500	-
(Loss) for the period	-	-	-	(174,340)	(174,340)
Balance, June 30, 2016	**5,224,061**	**$ 69,310,980**	**$ 39,000**	**$ (70,010,619)**	**$ (660,639)**

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

1. Nature of operations and going concern

Pitchblack Resources Ltd. ("Pitchblack" or the "Company") is incorporated under the laws of Ontario, Canada. The Company is primarily engaged in the acquisition, exploration and evaluation of properties located in Canada. There has been no determination whether the Company's interests in exploration and evaluation properties contain mineral reserves. The registered head office of the Company is located at 65 Queen Street West, Suite 815, Toronto, Ontario, Canada, M5H 2M5.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs to the carrying values of the Company's assets. The Company's assets may also be subject to political uncertainty, increases in taxes and royalties, renegotiation of contracts and currency exchange fluctuations and restrictions.

The condensed interim consolidated financial statements of the Company for the periods ended June 30, 2017 were reviewed, approved and authorized for issue by the Board of Directors on August 29, 2017.

Although the Company has taken steps to verify title to the properties on which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, First Nations claims, social licensing requirements, unregistered prior agreements, unregistered claims, and non-compliance with regulatory and environmental requirements.

The Company has a need for equity capital and financing for working capital and exploration and evaluation of its properties. Because of continuing operating losses and a working capital deficiency at June 30, 2017, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations in the longer term. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

On June 21, 2017, the Company announced that it entered into a definitive share purchase agreement (the "Purchase Agreement") with Sulliden Mining Capital Inc. ("Sulliden") to purchase from Sulliden all of the shares of a wholly owned subsidiary of Sulliden which holds an option to acquire 100% of the past producing Troilus Gold Project (the "Troilus Project"), located in Quebec, Canada (the "Transaction"). 2507868 Ontario Inc., a wholly owned subsidiary of Sulliden (the "Sulliden Sub"), is party to an option agreement with First Quantum Minerals Inc. ("First Quantum") pursuant to which the Sulliden Sub has the right to acquire the Troilus Project upon satisfaction of certain conditions. The two year option was signed in May 2016 and the Company intends to exercise the option following completion of the Transaction. The Company will purchase from Sulliden all of the outstanding equity securities of Sulliden Sub, in consideration for the issuance of 100,000,000 common shares of the Company to Sulliden (the "Consideration"). Based on the closing price of the Company's common shares on June 21, 2017, the deemed sale price for the Sulliden Sub shares is $41 million. Completion of the Transaction is subject to a number of conditions, including but not limited to, acceptance of the TSXV and if applicable, disinterested shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained.

2. Significant accounting policies

a) Basis of preparation

These condensed interim consolidated financial statements of the Company and its subsidiary were prepared in accordance with IAS 34 Interim Financial Reporting ("IAS 34") in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). These condensed interim consolidated financial statements have been prepared in accordance with accounting policies based on the IFRS standards and International Financial Reporting Interpretations Committee ("IFRIC") interpretations. The policies set out in the Company's annual consolidated financial statements for the year ended December 31, 2016 were consistently applied to all the periods presented unless otherwise noted below. These condensed interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2016.

The preparation of condensed interim financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies

These condensed interim consolidated financial statements have been prepared on a historical cost basis except for held for trading and available-for-sale investments that are reflected at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

b) New and future accounting policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2018 or later periods. Many announcements issued are not applicable or do not have a significant impact to the Company and have been excluded in these consolidated financial statements. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB as a complete standard in July 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

c) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its wholly-owned subsidiary Signet Minerals Inc.

Subsidiaries
Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

2. Significant accounting policies (continued)

d) Critical judgments and estimation uncertainties

The preparation of consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas that require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Assets' carrying values and impairment charges

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

- Impairment of exploration and evaluation assets

While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation assets.

- Estimation of decommissioning and restoration costs and the timing of expenditure

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

- Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the tax related accruals and deferred income tax provisions in the period in which such determination is made.

- Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment is used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

- Contingencies

Refer to Note 8.

3. Investments

The Company's investments include shares in the following securities:

	Classification	June 30, 2017		December 31, 2016	
		No. held	Value	No. held	Value
Klondike Gold Corp.	Held-for-trading	667	$ 233	667	$ 110
Inform Resources Corp.	Available for sale	7,500	713	7,500	581
			$ 946		**$ 691**

Investments are designated between held-for-trading or available-for-sale based on management intentions with the investment.

The Company has an investment in Klondike Gold Corp. ("Klondike"). These shares are designated as "held for trading". At June 30, 2017, the quoted market value of these shares was $0.35 per share, or $233. The Company also owns common shares of Inform Resources Corp. ("Inform"), which are classified as available for sale. In April 2017, Inform announced a forward share split which resulted in Company holding 7,500 post-split shares. The quoted market value for these shares was $0.095 per share, or $713. Consequently, an unrealized gain of $255 was recorded for the six months ended June 30, 2017.

4. Exploration and evaluation properties

Igor Property, Yukon, Canada

As at June 30, 2017 and December 31, 2016 the Company held a 50% interest in the Igor Property.

The Company has terminated the option with Mega Uranium Ltd. to earn an additional 25% in the Igor Property. The Company will maintain its 50% interest and will continue to be the operator on the property. The Company has previously written down the full amount of the carrying value of the property as it has not done any exploration work on the property in the last five years and does not intend on doing additional work on the property for the foreseeable future.

The Company has allowed certain claims to lapse and will continue to allow certain Igor property claims to lapse as they come up for renewal.

Division Mountain Coal Property, Yukon, Canada

The Company owns the rights to various coal exploration licences and coal leases located in the Whitehorse Mining District and certain coal exploration licences located in the Watson Lake Mining District, Yukon.

The Company has reversed $100,000 of the previously fully impaired carrying value of the property in anticipation of the sale of Division Mountain property. The transaction closed subsequent to June 30, 2017. For more information see Note 11.

Mike Lake Property, Yukon, Canada

The Mike Lake Property was acquired by the Company on May 5, 2009. The Mike Lake Property consists of mining claims in the Tintina Gold Belt, Yukon.

The Company has previously impaired the full amount of the carrying value of the property as it has not done any exploration work on the property in the last four years and does not intend on doing additional work on the property for the foreseeable future.

5. Share capital

Common shares	Number of Shares	Amount
Balance, December 31, 2016	**6,407,061**	**$ 69,464,770**
Exercise of options	150,000	15,000
Exercise of options - valuation reallocation	-	12,576
Shares issued for debt	2,793,990	251,459
Private placement	571,428	200,000
Balance, June 30, 2017	**9,922,479**	**$ 69,943,805**

During the three months ended June 30, 2017, the Company entered into shares for debt agreements with certain directors and officers of the Company and an unrelated company that administers the costs of the office space that the Company shares with other potentially related companies wherein $251,459 worth of debt was settled through the issuance of 2,793,990 shares.

The Company also has some unapproved agreements to the effect that the Company agreed to settle $63,800 of liabilities for shares at $0.09 per share contingent on TSXV approval. As the approval has not yet been received the amounts have remained in payables.

On June 1, 2017, the Company closed a non-brokered private placement financing of 571,428 common shares of the Company at a price of $0.35 per share for gross proceeds of $200,000.

6. Share-based payments reserve

The Company has a stock-option plan whereby the Company may grant to directors, officers, employees and consultants options to purchase shares of the Company. The plan provides for the issuance of stock options to acquire up to 10% of the Company's issued and outstanding capital. The plan is a rolling plan as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. Options granted under the plan will be for a term not to exceed five years.

	No. of options	Weighted average exercise price	Value of options	No. of warrants	Weighted average exercise price	Value of warrants	Total value
December 31, 2016	**600,000**	**$ 0.10**	**$ 50,305**	-	**$ -**	**$ -**	**$ 50,305**
Granted	375,000	0.30	76,142	-	-	-	76,142
Exercised	(150,000)	0.10	(12,576)	-	-	-	(12,576)
June 30, 2017	**825,000**	**$ 0.19**	**$ 113,871**	-	**$ -**	**$ -**	**$ 113,871**

As at June 30, 2017, outstanding options to acquire common shares of the Company were as follows:

Number of options outstanding	Number of options exercisable	Grant date	Expiration date	Exercise price	Grant date				
					Estimated fair value vested	Expected volatility	Expected life (years)	Expected dividend yield	Risk-free interest rate
450,000	450,000	7-Nov-16	7-Nov-21	$ 0.10	$ 37,729	124%	5.00	0.00%	0.71%
375,000	375,000	20-Apr-17	20-Apr-22	$ 0.30	$ 76,142	87%	5.00	0.00%	1.03%
825,000	**825,000**			**$ 0.19**	**$ 113,871**				

The weighted average remaining contractual life of outstanding options as at June 30, 2017 is 4.56 years (June 30, 2016 – 0.75 years). All options were excluded from the computation of diluted income (loss) per share for the periods presented because their effect would be anti-dilutive.

7. Related party disclosures

During the three and six months ended June 30, 2017 and 2016, the Company did not enter into transactions in the ordinary course of business with related parties that are not subsidiaries of the Company. Unless otherwise specified, the period end balances of payables referred to are non-interest bearing, unsecured, payable on demand, and have arisen from the provision of services and expense reimbursements. Below is a summary of key management personnel owed amounts not disclosed elsewhere in these condensed interim consolidated financial statements:

	Amounts owed to related parties	
	June 30, 2017	June 30, 2016
Directors and officers	$ 361,895	$ 130,289

The Company shares its office space with other companies who may have similar officers or directors. The costs associated with this space, including the provision of office equipment and supplies, are administered by 2227929 Ontario Inc, to whom the Company pays a monthly fee. 2227929 Ontario Inc. does not have any officers or directors in common with the Company.

Compensation of key management personnel

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and other members of key management personnel during the three and six months ended June 30, 2017 and 2016 were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Short-term benefits	$ 77,250	$ 75,000	$ 154,500	$ 150,000
Share-based payments	60,914	-	60,914	-
	$ 138,164	**$ 75,000**	**$ 215,414**	**$ 150,000**

The remuneration of directors and key executives is determined by the Board of Directors having regard to the performance of individuals and market trends.

8. Commitments and contingencies

The Company is party to certain management contracts. These contracts require that payments of up to approximately $901,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these financial statements. Additional minimum management contractual commitments remaining under these contracts approximate $331,000 due within one year. It is expected that upon closing the Transaction all change of control and minimum management contractual commitments will be waived.

The Company's exploration and evaluation activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

9. Financial instruments

Financial assets and financial liabilities as at June 30, 2017 and December 31, 2016 were as follows:

June 30, 2017	Cash	Loans and other financial liabilities	Held-for-trading	Available-for-sale	TOTAL
Cash	$ 253,072	$ -	$ -	$ -	$ 253,072
Investments	-	-	233	713	946
Accounts payable and accrued liabilities	-	(987,191)	-	-	(987,191)

December 31, 2016	Cash	Loans and other financial liabilities	Held-for-trading	Available-for-sale	TOTAL
Cash	$ 46,595	$ -	$ -	$ -	$ 46,595
Investments	-	-	110	581	691
Accounts payable and accrued liabilities	-	(971,844)	-	-	(971,844)

The Company's risk exposure and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures for managing risk during the years 2017 and 2016.

The carrying values of cash and accounts payable and accrued liabilities reflected on the consolidated statements of financial position approximate fair value due to the limited terms of these instruments.

Credit risk
The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to these financial instruments is remote.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2017, the Company had a cash balance of $253,072 (December 31, 2016 - $46,595) to settle current liabilities of $987,191 (December 31, 2016 - $971,844). The Company's financial liabilities generally have contractual maturities of less than 30 days.

(a) Interest rate risk

The Company has cash balances subject to fluctuations in the prime rate. The Company's current policy is to invest excess cash in investment-grade deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars.

(c) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. The Company's future operations will be significantly affected by changes in the market prices for commodities. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for commodities, the level of interest rates, the rate of inflation, and stability of exchange rates can all cause significant fluctuations in commodity prices. Such external economic factors may in turn be influenced by changes in international investment patterns, monetary systems and political developments. The Company is also exposed to price risk with respect to its investments.

9. Financial instruments (Continued)

Sensitivity analysis
Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over the year.

- The Company does not hold interest bearing debt at interest rates subject to market fluctuations to give rise to interest rate risk.

The Company does not hold significant cash balances in foreign currencies to give rise to foreign exchange risk.

(d) Fair value

A fair value hierarchy prioritizes the methods and assumptions used to develop fair value measurements for those financial assets where fair value is recognized on the balance sheet. These have been prioritized into three levels:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3: Inputs for the asset or liability that are not based on observable market data.

Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgment.

At June 30, 2017 and December 31, 2016, the Company's financial instruments that are carried at fair value consist of investments that have been classified as Level 1 within the fair value hierarchy.

10. Capital management

The Company manages and adjusts its capital structure based on available funds in order to support its operations and the acquisition, exploration and evaluation of mineral properties. The capital of the Company consists of share capital, warrants and options. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration and evaluation stage; as such the Company is dependent on external financing to fund its activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geological or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body.

11. Subsequent events

On August 21, 2017, the Company, closed the sale of the Division Mountain coal project in consideration for a cash payment of $100,000. The sale of the Division Mountain coal project is part of the Company's strategic review of its assets, strengths and go-forward plan. As the Company had not conducted any exploration work at the Division Mountain project in the past few years, it had previously written off the entire value of the property. Through the sale, the Company received the $100,000 cash payment and will be able to re-focus its management efforts on completion of the Troilus acquisition. On closing, the purchaser assumes all property maintenance payments and obligations and indemnifies the Company against any environmental or reclamation obligations and liabilities. The purchaser is not a related party of the Company, its officers, directors or other insiders; consequently, the sale transaction is an arm's length transaction for the purposes of the policies of the NEX Board of the TSX Venture Exchange. This transaction has been approved by the NEX Board of the TSX Venture Exchange.

PITCHBLACK RESOURCES LTD.

CONSOLIDATED FINANCIAL STATEMENTS

For the years ended
December 31, 2016 and 2015
(expressed in Canadian dollars)

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Chartered Professional Accountants

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Pitchblack Resources Ltd.

We have audited the accompanying consolidated financial statements of Pitchblack Resources Ltd. and its subsidiary, which comprise the consolidated statements of financial position as at December 31, 2016 and 2015, and the consolidated statements of operations and comprehensive loss, consolidated statements of cash flows and consolidated statements of changes in shareholders' deficiency for the years then ended, and a summary of significant accounting policies and other explanatory information.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Pitchblack Resources Ltd. and its subsidiary as at December 31, 2016 and 2015, and their financial performance and cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter
Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which indicates that the Company had continuing losses during the year ended December 31, 2016 and a working capital deficiency as at December 31, 2016. These conditions along with other matters set forth in Note 1 indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

UHY McGovern Hurley LLP

UHY McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

TORONTO, Canada
April 28, 2017

PITCHBLACK RESOURCES LTD.

Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
As at

	Notes	December 31, 2016	December 31, 2015
ASSETS			
Current assets:			
Cash		**$ 46,595**	$ 10,553
Amounts receivable		**40,385**	15,791
Prepaid expenses		**675**	810
Investments	7	**691**	448
TOTAL ASSETS		**$ 88,346**	$ 27,602
LIABILITIES AND SHAREHOLDERS' (DEFICIENCY)			
Current liabilities:			
Accounts payable and accrued liabilities	12	**$ 971,844**	$ 573,901
Shareholders' (Deficiency):			
Share capital	9	**69,464,770**	69,250,980
Share-based payments reserve	10	**50,305**	175,500
Deficit		**(70,398,573)**	(69,972,779)
Total shareholders' (deficiency)		**(883,498)**	(546,299)
TOTAL LIABILITIES AND SHAREHOLDERS' (DEFICIENCY)		**$ 88,346**	$ 27,602
Nature of operations and going concern	1		
Commitments and contingencies	13		
Subsequent event	17		

APPROVED ON BEHALF OF THE BOARD:

Signed "William Clarke", Director

Signed "G. Scott Moore", Director

The accompanying notes form an integral part of these consolidated financial statements.

PITCHBLACK RESOURCES LTD.

Consolidated Statements of Operations and Comprehensive Loss (Income)

(Expressed in Canadian Dollars)

	Note	Year ended December 31, 2016	2015
Expenses			
Consulting, professional and management fees	12	**$ 463,485**	$ 291,403
Office and general		**52,270**	56,700
Shareholder communications and filing fees		**61,168**	48,959
Travel and promotion		**5,162**	6,098
(Gain) on settlement of debt	9	**-**	(459,200)
Property maintenance expense		**29,147**	20,622
Share-based compensation	10	**50,305**	-
Recovery of accrued liabilities		**(60,000)**	-
Unrealized loss (gain) on investment	7	**(243)**	35,652
Net loss for the year		**601,294**	234
Other comprehensive (income)		**-**	(35,250)
Net loss (income) and comprehensive loss (income) for the year		**$ 601,294**	$ (35,016)
Basic and diluted loss (income) per share		**$ 0.11**	$ (0.01)
Weighted average number of common shares outstanding - Basic and diluted		**5,263,539**	3,715,001

The accompanying notes form an integral part of these consolidated financial statements.

PITCHBLACK RESOURCES LTD.

Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year ended December 31, 2016	2015
Cash (used in) provided by operating activities:		
Net (loss) for the year	**$ (601,294)**	$ (234)
Adjustment for non-cash items		
(Gain) on settlement of debt	**-**	(459,200)
Unrealized (gain) loss on investment	**(243)**	35,652
Share-based compensation	**50,305**	-
Net change in working capital	**373,484**	219,287
Net cash (used in) operating activities	**(177,748)**	(204,495)
Financing activities:		
Private placement	**213,790**	-
Net cash provided by financing activities	**213,790**	-
Change in cash	**36,042**	(204,495)
Cash, beginning of the year	**10,553**	215,048
Cash, end of the year	**$ 46,595**	$ 10,553
Supplemental information:		
Shares issued for debt settlement	$ -	$ 196,800

The accompanying notes form an integral part of these consolidated financial statements.

PITCHBLACK RESOURCES LTD.

Consolidated Statements of Changes in Shareholders' Deficiency

(Expressed in Canadian Dollars)

	Number of shares	Share capital	Share-based payments reserve	Accumulated other comprehensive loss	Deficit	Total shareholders' deficiency
Balance, December 31, 2015	**4,624,061**	**$ 69,250,980**	**$ 175,500**	**$ -**	**$ (69,972,779)**	**$ (546,299)**
Private placement	1,783,000	213,790	-	-	-	213,790
Reallocate value of expired options and warrants	-	-	(175,500)	-	175,500	-
Share-based compensation	-	-	50,305	-	-	50,305
(Loss) for the year	-	-	-	-	(601,294)	(601,294)
Balance, December 31, 2016	**6,407,061**	**$ 69,464,770**	**$ 50,305**	**$ -**	**$ (70,398,573)**	**$ (883,498)**
Balance, December 31, 2014	**3,312,415**	**$ 69,054,180**	**$ 786,600**	**$ (35,250)**	**$ (70,583,645)**	**$ (778,115)**
Reallocate value of expired options and warrants	-	-	(611,100)	-	611,100	-
Share issued for debt	1,312,000	196,800	-	-	-	196,800
Adjustment	(354)	-	-	-	-	-
Other comprehensive (loss)	-	-	-	(375)	-	(375)
Impairment of available for sale investment	-	-	-	35,625		35,625
(Loss) for the year	-	-	-	-	(234)	(234)
Balance, December 31, 2015	**4,624,061**	**$ 69,250,980**	**$ 175,500**	**$ -**	**$ (69,972,779)**	**$ (546,299)**

The accompanying notes form an integral part of these consolidated financial statements

1. Nature of operations and going concern

Pitchblack Resources Ltd. ("Pitchblack" or the "Company") is incorporated under the laws of Ontario, Canada. The Company is primarily engaged in the acquisition, exploration and evaluation of properties located in Canada. There has been no determination whether the Company's interests in exploration and evaluation properties contain mineral reserves. The registered head office of the Company is located at 65 Queen Street West, Suite 815, Toronto, Ontario, Canada, M5H 2M5.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs to the carrying values of the Company's assets. The Company's assets may also be subject to political uncertainty, increases in taxes and royalties, renegotiation of contracts and currency exchange fluctuations and restrictions.

The consolidated financial statements of the Company for the year ended December 31, 2016 were reviewed, approved and authorized for issue by the Board of Directors on April 28, 2017.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and evaluation in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, First Nations claims, social licensing requirements, unregistered prior agreements, unregistered claims, and non-compliance with regulatory and environmental requirements.

The Company has a need for equity capital and financing for working capital and exploration and evaluation of its properties. Because of continuing operating losses and a working capital deficiency at December 31, 2016, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations in the longer term. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

2. Basis of preparation

These consolidated financial statements of the Company were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), and have been prepared in accordance with accounting policies based on the IFRS standards and International Financial Reporting Interpretations Committee ("IFRIC") interpretations. The policies set out in Note 3 were consistently applied to all the periods presented unless otherwise noted below.

These consolidated financial statements have been prepared on a historical cost basis except for held for trading and available-for-sale investments that are reflected at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

3. Significant accounting policies

Presentation currency
The Company's functional and presentation currency is the Canadian dollar ("$").

Foreign currency translation
In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences are recognised in operations in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

3. Significant accounting policies (Continued)

Foreign exchange gains and losses are presented in the consolidated statement of operations.

Interest revenue
Interest revenue is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Share-based payments
Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in the share-based payment note.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a graded vesting basis over the period during which the employee becomes unconditionally entitled to equity instruments, based on the Company's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

For those options that expire after vesting, the recorded value is transferred to deficit.

Finance expense
Finance expense comprises interest expense on borrowings calculated using the effective interest rate method.

Income taxes
Current income tax
Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of operations because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax
Deferred income tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3. Significant accounting policies (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off tax assets against tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its tax assets and liabilities on a net basis.

Mineral exploration, evaluation and development expenditures
Exploration and evaluation properties
Once a licence to explore an area has been secured, expenditures on exploration and evaluation activities are capitalized to exploration and evaluation properties. Exploration and evaluation expenditures relate to the initial search for deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential.

Once an economically viable reserve has been determined for an area and the decision to proceed with development has been approved, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to construction in progress within mine properties, plant and equipment.

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If a project does not prove viable, all irrecoverable costs associated with the project net of any impairment provisions are written off.

The costs of removing overburden to access ore are capitalized as stripping costs and classified as a component of mine properties, plant and equipment.

Impairment of non-financial assets
The carrying values of capitalised exploration and evaluation properties and equipment are assessed for impairment when indicators of such impairment exist. If any indication of impairment exists an estimate of the asset's recoverable amount is calculated. The recoverable amount is determined as the higher of the fair value less costs to sell for the asset and the asset's value in use.

Impairment is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. If this is the case, the individual assets of the Company are grouped together into cash generating units ("CGUs") for impairment purposes. Such CGUs represent the lowest level for which there are separately identifiable cash inflows that are largely independent of the cash flows from other assets or other Company's of assets. This generally results in the Company evaluating its non-financial assets on a geographical basis.

If the carrying amount of the asset exceeds its recoverable amount, the asset is impaired and an impairment loss is charged to the consolidated statement of operations so as to reduce the carrying amount to its recoverable amount.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If this is the case, the carrying amount of the asset is increased to its recoverable amount. The increased amount cannot exceed the carrying amount that would have been determined, net of depreciation/amortisation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the consolidated statement of operations.

Financial assets
Financial assets within the scope of IAS 39 Financial Instruments: Recognition and Measurement are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or derivatives. The Company determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus directly attributable transaction costs, except in the case of investments held at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, (i.e., the date that the Company commits to purchase or sell the asset).

3. Significant accounting policies (Continued)

The Company's financial assets include cash and investments.

Subsequent measurement
The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss includes financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognised in finance income and finance costs in the consolidated statement of operations.

Available-for-sale assets are those financial assets that are not classified as held-for-trading, held-to-maturity or loans or receivables, and are carried at fair value. Any gains or losses arising from the change in fair value are recorded as other comprehensive income. Available-for-sale investments are written down to fair value through operations whenever it is necessary to reflect other than temporary impairment. Cumulative gains and losses arising upon the sale of the instrument are included in operations. Investments are designated as either held-for-trading or available-for-sale based on management intentions with the investment. Regular way purchases and sales of financial assets are accounted for at the trade date.

Derecognition
A financial asset is derecognised when:

- The rights to receive cash flows from the asset have expired
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
  (a) the Company has transferred substantially all the risks and rewards of the asset; or
  (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets
The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost, the Company first assesses individually whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the consolidated statement of operations. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income in the consolidated statement of operations. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to finance costs in the consolidated statement of operations.

3. Significant accounting policies (Continued)

Financial liabilities
Initial recognition and measurement
Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

The Company's financial liabilities include accounts payable and accrued liabilities.

Subsequent measurement
The measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss:
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the consolidated statement of operations. The Company has not designated any financial liabilities upon initial recognition as at fair value through profit or loss.

Loans and borrowings
After initial recognition, loans and borrowings are subsequently measured at amortised cost using the effective interest rate ("EIR") method. Gains and losses are recognised in the consolidated statement of operations when the liabilities are derecognised, as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance cost in the statement of comprehensive income. The Company has classified its accounts payable and accrued liabilities as loans and borrowings.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged, is cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the consolidated statement of operations.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Fair value of financial instruments
The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations, without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

3. Significant accounting policies (Continued)

Cash
Cash in the statement of financial position comprise cash at banks and on hand.

For the purpose of the consolidated statement of cash flows, cash consists of cash as defined above, net of outstanding bank overdrafts.

Provisions
General
Provisions are recognised when (a), the Company has a present obligation (legal or constructive) as a result of a past event, and (b), it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the consolidated statement of operations, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Rehabilitation provision
The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, reclamation and re-vegetation of affected areas.

The obligation generally arises when the asset is installed or the ground / environment is disturbed at the production location. When the liability is initially recognised, the present value of the estimated cost is capitalised by increasing the carrying amount of the related assets to the extent that it was incurred prior to the production of related ore. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognised in the consolidated statement of operations as a finance cost. Additional disturbances or changes in rehabilitation costs will be recognised as additions or charges to the corresponding assets and rehabilitation liability when they occur. For closed sites, changes to estimated costs are recognised immediately in the consolidated statement of operations.

Income (Loss) per share
Income (loss) per share is based on the weighted average number of common shares of the Company outstanding during the period. The diluted income (loss) per share reflects the potential dilution of common share equivalents, such as outstanding share options and warrants, in the weighted average number of common shares outstanding during the period, if dilutive.

Flow-through shares
Flow-through shares are a unique Canadian tax incentive. They are the subject of specific guidance under US GAAP, but there is no equivalent IFRS guidance. Therefore, the Company has adopted a policy whereby flow-through proceeds are allocated between the offering of the common shares and the sale of tax benefits when the common shares are offered. The allocation is made based on the difference between the quoted market price of the common shares and the amount the investor pays for the flow-through shares. Initially, a liability is recognized for the premium paid by the investors and is then recognized as a deferred income tax liability in the period of renunciation. If the Company has sufficient unrealized tax losses and deductions, deferred tax assets are applied against the deferred income tax liability and recognized in the consolidated statement of operations.

4. New and future accounting policies

During the year ended December 31, 2016, the Company adopted an amendment to IAS 1. This amendment did not have any material impact on the Company's consolidated financial statements.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2017 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded in these consolidated financial statements. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

4. New and future accounting policies (Continued)

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB as a complete standard in July 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

5. Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its wholly-owned subsidiary Signet Minerals Inc.

Subsidiaries
Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

6. Critical judgments and estimation uncertainties

The preparation of consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Assets' carrying values and impairment charges

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

- Impairment of exploration and evaluation assets

While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation assets.

6. Critical judgments and estimation uncertainties (Continued)

- Estimation of decommissioning and restoration costs and the timing of expenditure

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

- Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

- Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment is used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

- Contingencies

Refer to Note 13.

7. Investments

The Company's investments include shares in the following securities:

	Classification	December 31, 2016		December 31, 2015	
		No. held	Value	No. held	Value
Klondike Gold Corp.	Held-for-trading	667	$ 110	667	$ 73
Inform Resources Corp.	Available for sale	3,750	581	37,500	375
			$ 691		**$ 448**

Investments are designated between held-for-trading or available-for-sale based on management intentions with the investment.

The Company has an investment in Klondike Gold Corp. ("Klondike"). These shares are designated as "held for trading". At December 31, 2016, the quoted market value of these shares was $0.165 per share, or $110. The Company also owns common shares of Inform Resources Corp. ("Inform"), which are classified as available for sale. At December 31, 2016, the quoted market value for these shares was $0.155 per share, or $581. Consequently, an unrealized gain of $243 was recorded for the year ended December 31, 2016. At December 31, 2015, the Company considered the investment to be impaired and consequently, $35,625 was reallocated from other comprehensive income to the statement of operations. See also Note 11.

8. Exploration and evaluation properties

Igor Property, Yukon, Canada

As at December 31, 2015 and December 31, 2016 the Company held a 50% interest in the Igor Property.

The Company has terminated the option with Mega Uranium Ltd. to earn an additional 25% in the Igor Property. The Company will maintain its 50% interest and will continue to be the operator on the property. The Company has written down the full amount of the carrying value of the property as it has not done any exploration work on the property in the last five years and does not intend on doing additional work on the property for the foreseeable future.

The Company has allowed certain claims to lapse and will continue to allow certain claims which make up the Igor property.

Division Mountain Coal Property, Yukon, Canada

The Company owns the rights to various coal exploration licences and coal leases located in the Whitehorse Mining District and certain coal exploration licences located in the Watson Lake Mining District, Yukon.

The Company has written down the full amount of the carrying value of the property as it has not done any exploration work on the property in the last four years and does not intend on doing additional work on the property for the foreseeable future.

Mike Lake Property, Yukon, Canada

The Mike Lake Property was acquired by the Company on May 5, 2009. The Mike Lake Property consists of mining claims in the Tintina Gold Belt, Yukon.

The Company has impaired the full amount of the carrying value of the property as it has not done any exploration work on the property in the last four years and does not intend on doing additional work on the property for the foreseeable future.

9. Share capital

As at December 31, 2016 and December 31, 2015 the Company's authorized capital consisted of an unlimited number of common shares.

Common shares	Number of Shares	Amount
Balance, December 31, 2014	**3,312,415**	**$ 69,054,180**
Share issued for debt (i)	1,312,000	196,800
Adjustment to reflect consolidation	(354)	-
Balance, December 31, 2015	**4,624,061**	**$ 69,250,980**
Private placement (ii)	600,000	60,000
Private placement (iii)	1,183,000	153,790
Balance, December 31, 2016	**6,407,061**	**$ 69,464,770**

(i) On August 28, 2015, the Company entered into a shares for debt agreement with Forbes & Manhattan, Inc. ("Forbes") and 2227929 Ontario Inc. ("2227929") wherein $656,000 worth of debt was settled through the issuance of 1,312,000 shares. The shares issued had an estimated fair market value of $196,800 on the date of issuance. As a result, a gain of $459,200 was recorded on the settlement of debt during the year ended December 31, 2015.

(ii) On June 28, 2016, the Company closed a non-brokered private placement financing of 600,000 common shares of the Company at a price of $0.10 for gross proceeds of $60,000.

(iii) On September 20, 2016, the Company closed a non-brokered private placement financing of 1,183,000 common shares of the Company at a price of $0.13 for gross proceeds of $153,790.

10. Share-based payments reserve

The Company has a stock-option plan whereby the Company may grant to directors, officers, employees and consultants options to purchase shares of the Company. The plan provides for the issuance of stock options to acquire up to 10% of the Company's issued and outstanding capital. The plan is a rolling plan as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. Options granted under the plan will be for a term not to exceed five years.

	No. of options	Weighted average exercise price	Value of options	No. of warrants	Weighted average exercise price	Value of warrants	Total value
December 31, 2014	**195,000**	**$ 3.20**	**$ 532,500**	1,100,000	**$ 2.00**	**$ 254,100**	**$ 786,600**
Expired	(105,000)	4.00	(357,000)	(1,100,000)	2.00	(254,100)	(611,100)
December 31, 2015	**90,000**	**$ 2.32**	**$ 175,500**	-	**$ -**	**$ -**	**$ 175,500**
Granted	600,000	0.10	50,305	-	**-**	**-**	50,305
Expired	(90,000)	2.32	(175,500)	-	-	-	(175,500)
December 31, 2016	**600,000**	**$ 0.10**	**$ 50,305**	-	**$ -**	**$ -**	**$ 50,305**

As at December 31, 2016, outstanding options to acquire common shares of the Company were as follows:

Number of options outstanding	Number of options exercisable	Grant date	Expiration date	Exercise price	Grant date				
					Estimated fair value vested	Expected volatility	Expected life (years)	Expected dividend yield	Risk-free interest rate
600,000	600,000	7-Nov-16	7-Nov-21	$ 0.10	$ 50,305	124%	5.00	0.00%	0.71%
600,000	**600,000**			**$ 0.10**	**$ 50,305**		**-**		

The weighted average remaining contractual life of outstanding options as at December 31, 2016 is 4.85 years (2015 – 0.62 years). All options and warrants were excluded from the computation of diluted income (loss) per share for the periods presented because their effect would be anti-dilutive.

11. Accumulated other comprehensive loss

Items that will be reclassified subsequently to the statement of operations:

December 31, 2014	**$ (35,250)**
Adjustment to "available for sale" investment for changes in fair market value	(375)
Impairment of available for sale of investment	35,625
December 31, 2015	**$ -**
Adjustment to "available for sale" investment for changes in fair market value	(206)
Impairment of available for sale of investment	206
December 31, 2016	**$ -**

12. Related party disclosures

During the years ended December 31, 2016 and 2015, the Company entered into the following transactions in the ordinary course of business with related parties that are not subsidiaries of the Company.

	Purchases of services	
	Year ended December 31,	
	2016	2015
Forbes & Manhattan, Inc	$ 120,000	$ 120,000

	Amounts owed to related parties	
	December 31, 2016	December 31, 2015
Forbes & Manhattan, Inc	$ 324,800	$ 189,200
Apogee Opportunities Inc	7,218	7,218
Directors and officers	$ 313,059	$ 5,085

The Company shares its office space with other companies who may have similar officers or directors. The costs associated with this space, including the provision of office equipment and supplies, are administered by 2227929 Ontario Inc, to whom the Company pays a monthly fee. 2227929 Ontario Inc. does not have any officers or directors in common with the Company.

Forbes & Manhattan, Inc. owns approximately 10% of the outstanding common shares of the corporation. Mr. Stan Bharti is the Executive Chairman of Forbes & Manhattan, Inc. Mr. Bharti was a director of the Company until June 10, 2011.

Greg Duras, an officer of the Company, is a former officer of Apogee Opportunities Inc.

The remuneration of directors and other members of key management personnel during the years ended December 31, 2016 and 2015 were as follows:

Compensation of key management personnel of the Company

	Year ended	
	December 31, 2016	December 31, 2015
Short-term benefits	$ 303,750	$ 77,250
Share-based payments	41,921	-
	$ 345,671	**$ 77,250**

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

See Note 9 (i) and Note 17.

13. Commitments and contingencies

The Company is party to certain management contracts. These contracts require that payments of up to approximately $1,260,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these financial statements. Additional minimum management contractual commitments remaining under these contracts approximate $420,000 due within one year.

The Company's exploration and evaluation activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

14. Income taxes

a) Provision for Income Taxes

Major items causing the Company's income tax rate to differ from the federal statutory rate of 26.5% (2015 – 26.5%) were as follows:

	2016	2015
(Loss) before income taxes	$ (601,294)	$ (234)
Expected income tax recovery based on statutory rate	(159,000)	-
Adjustment to expected income tax benefit:		
Stock Based Compensation	13,000	-
Other	(225,000)	174,000
Change in Benefit of tax assets not recognized	371,000	(174,000)
Deferred income tax provision (recovery)	**$ -**	**$ -**

b) Deductible Temporary Differences

Deferred tax assets have not been recognized in respect of the following items:

	2016	2015
Non-capital loss carry-forwards	$ 8,314,000	$ 7,347,000
Interest in exploration and evaulation properties	20,029,000	19,597,000
Other temporary differences	504,000	504,000
	$ 28,847,000	**$ 27,448,000**

The tax losses expire from 2026 to 2036. The other temporary differences do not expire under current legislation.

The Company has approximately $8,313,000 of non-capital losses in Canada which under certain circumstances can be used to reduce the taxable income of future years. These losses expire in the following periods:

Year	Amount
2026	$ 705,000
2027	180,000
2028	755,000
2029	726,000
2030	849,000
2031	36,000
2033	2,822,000
2034	1,294,000
2035	424,000
2036	522,000
	$ 8,313,000

15. Financial instruments

Financial assets and financial liabilities as at December 31, 2016 and December 31, 2015 were as follows:

December 31, 2016	Cash	Loans and other financial liabilities	Held-for-trading	Available-for-sale	TOTAL
Cash	$ 46,595	$ -	$ -	$ -	$ 46,595
Investments	-	-	110	581	691
Accounts payable and accrued liabilities	-	(971,844)	-	-	(971,844)

December 31, 2015	Cash	Loans and other financial liabilities	Held-for-trading	Available-for-sale	TOTAL
Cash	$ 10,553	$ -	$ -	$ -	$ 10,553
Investments	-	-	73	375	448
Accounts payable and accrued liabilities	-	(573,901)	-	-	(573,901)

The Company's risk exposure and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures for managing risk during the years ended December 31, 2016 and 2015.

The carrying values of cash and accounts payable and accrued liabilities reflected on the consolidated statements of financial position approximate fair value due to the limited terms of these instruments.

Credit risk
The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to these financial instruments is remote.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2016, the Company had a cash balance of $46,595 (December 31, 2015 - $10,553) to settle current liabilities of $971,844 (December 31, 2015 - $573,901). The Company's financial liabilities generally have contractual maturities of less than 30 days.

(a) Interest rate risk

The Company has cash balances subject to fluctuations in the prime rate. The Company's current policy is to invest excess cash in investment-grade deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars.

(c) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. The Company's future operations will be significantly affected by changes in the market prices for commodities. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for commodities, the level of interest rates, the rate of inflation, and stability of exchange rates can all cause significant fluctuations in commodity prices. Such external economic factors may in turn be influenced by changes in international investment patterns, monetary systems and political developments. The Company is also exposed to price risk with respect to its investments.

15. Financial instruments (Continued)

Sensitivity analysis
Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over the year.

- The Company does not hold interest bearing debt at interest rates subject to market fluctuations to give rise to interest rate risk.
- The Company does not hold significant cash balances in foreign currencies to give rise to foreign exchange risk.

(d) Fair value

A fair value hierarchy prioritizes the methods and assumptions used to develop fair value measurements for those financial assets where fair value is recognized on the balance sheet. These have been prioritized into three levels:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3: Inputs for the asset or liability that are not based on observable market data.
Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgment.

At December 31, 2016 and 2015, the Company's financial instruments that are carried at fair value, consist of investments that have been classified as Level 1 within the fair value hierarchy.

16. Capital management

The Company manages and adjusts its capital structure based on available funds in order to support its operations and the acquisition, exploration and evaluation of mineral properties. The capital of the Company consists of share capital, warrants and options. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration and evaluation stage; as such the Company is dependent on external financing to fund its activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geological or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSXV which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of December 31, 2016, the Company may not be compliant with the policies of the TSXV. The impact of this violation is not known and is ultimately dependent on the discretion of the TSXV.

17. Subsequent events

Subsequent to year end, the Company entered into shares for debt agreements with certain directors and officers of the Company and an unrelated company that administers the costs of the office space that the Company shares with other potentially related companies wherein $251,459 worth of debt was settled through the issuance of 2,793,990 shares.

Subsequent to December 31, 2016, 150,000 common stock options were exercised for cash proceeds of $15,000.

Subsequent to December 31, 2016, the Company issued 375,000 common stock options to certain officers, directors and consultants with an exercise price of $0.30 and an expiry date of April 20, 2022. All options have an immediate vesting term.

PITCHBLACK RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Three and six months ended June 30, 2017

Date: August 29, 2017

The following Management's Discussion and Analysis ("MD&A") relates to the financial condition and results of operations of Pitchblack Resources Ltd. ("we", "our", "us", "Pitchblack", or the "Company") for the three and six months ended June 30, 2017 and should be read in conjunction with the condensed interim consolidated financial statements and related notes for the three and six months ended June 30, 2017 and consolidated financial statements and related notes for the year ended December 31, 2016.

References to the first and second quarter of 2017 and the first and second quarter of 2016 or Q1 and Q2 2017 and Q1 and Q2 2016 mean the three months ended March 31 and June 30, 2017 and March 31 and June 30, 2016 respectively. Additional information, including our press releases, have been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") and are available online under our profile at www.sedar.com.

All financial statements discussed in this MD&A have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern and do not reflect the adjustments to the carrying value of assets and liabilities, reported revenue and expenses, and the statement of financial position classifications that would be necessary if the going concern assumption was no longer appropriate. These adjustments could be material.

The Audit Committee of the Company has reviewed this MD&A and the condensed interim consolidated financial statements for the three and six months ended June 30, 2017 and 2016, and Pitchblack's Board of Directors has approved these documents prior to their release.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements under Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the Company's proposed acquisitions and strategy; the Company's ability to raise required funds; litigation expenses and possible liabilities; future mineral prices; mineralization projections; conclusions of economic evaluation; the timing and amount of estimated future exploration and development; costs of development; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of development and exploration activities are based on previous industry experience and advice from experts and recent research. Mineralization projections are based on research of the Company and advice from experts. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to: unexpected events and delays during exploration and development; litigation and other commercial disputes; regulatory risks; government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of minerals; accidents, labour disputes and other risks of the mining industry. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

COMPANY OUTLOOK

The Company continues its strategic review of all of its mineral properties in order to maximize shareholder value. The Company is continuing the process of attempting to vend or joint venture some or all of its properties. In parallel, the Company reviewed acquisition opportunities to identify an asset (or assets) that could serve as the Company's flagship assets in the coming years. Troilus is the culmination of these efforts.

AGREEMENT WITH SULLIDEN MINING CAPITAL INC.

On June 21, 2017, the Company announced that it entered into a definitive share purchase agreement (the "Purchase Agreement") with Sulliden Mining Capital Inc. ("Sulliden") to purchase from Sulliden all of the shares of a wholly owned subsidiary of Sulliden which holds an option to acquire 100% of the past producing Troilus Gold Project (the "Troilus Project"), located approximately 450 kilometers north east of Val-d'Or (the "Transaction"). 2507868 Ontario Inc., a wholly owned subsidiary of Sulliden (the "Sulliden Sub"), is party to an option agreement with First Quantum Minerals Inc. ("First Quantum") pursuant to which the Sulliden Sub has the right to acquire the Troilus Project upon satisfaction of certain conditions. The two year option was signed in May 2016 and the Company intends to exercise the option following completion of the Transaction. The Company will purchase from Sulliden all of the outstanding equity securities of Sulliden Sub, in consideration for the issuance of 100,000,000 common shares of the Company to Sulliden (the "Consideration"). Based on the closing price of the Company's common shares on June 21, 2017, the deemed sale price for the Sulliden Sub shares is $41 million. Completion of the Transaction is subject to a number of conditions, including but not limited to, acceptance of the TSXV and if applicable, disinterested shareholder approval. If required, the Transaction cannot close until shareholder approval is obtained.

Details of the Option Agreement Between Sulliden and First Quantum

In May 2016, First Quantum entered into an option agreement (the "Option Agreement") with the Sulliden Sub pursuant to which the Sulliden Sub was granted a two-year option to purchase a 100% interest in the Troilus Project, with First Quantum retaining a variable net smelter royalty of 1.5% or 2.5% depending on the price of gold.

To exercise the option under the Option Agreement, the Sulliden Sub committed to making three cash payments of $100,000 to First Quantum. Two of these payments have been made, and the last remaining payment is to be completed on the date of exercise of the option. In addition, Sulliden Sub committed to spend a minimum of $1,000,000 on engineering and technical studies to evaluate the economic viability of the Troilus Project. Over the last year, Sulliden has spent more than $700,000 towards the advancement of an internal preliminary economic assessment focusing on an underground mining scenario, which satisfies a significant portion of the expenditure commitment made to First Quantum.

The acquisition of the Troilus Project would include all infrastructure, including roads, power lines, camp buildings, permitted tailings pond and associated water treatment facilities.

Troilus History & Development Strategy

The Troilus Project is located approximately 175 kilometres by road from Chibougamau, Quebec, Canada. The property covers approximately 4,700 hectares. From 1997 to 2010, Inmet Mining Corporation operated the Troilus Project as an open-pit mine, producing more than 2,000,000 ounces of gold and 70,000 tonnes of copper. Following the execution of the Option Agreement with First Quantum, Sulliden engaged Roscoe Postle Associates Inc. to complete an updated mineral resource estimate for the Troilus Project based on the high quality historical drill data of the project. The mineral resource estimate highlighted open-pit and underground Indicated mineral resources of 44.0 million tonnes containing 1.8 million ounces of gold at 1.27 g/t gold and 117 million pounds of copper at a grade of 0.12%, or 2.1 million ounces of gold equivalent at 1.45 g/t (see Sulliden

press release dated May 25, 2017 for details). The Troilus mill, however, was removed from the Troilus Project during the first phase of reclamation.

Financing

In connection with the Transaction, the Company expects that it will also complete an equity financing, the terms of which will be disclosed once they have been determined. Pursuant to the terms of the Purchase Agreement, Sulliden has agreed to fund certain working capital requirements of the Company related to the Troilus Project up to a maximum of $3 million, following the closing of the Transaction for a period of twelve months. Sulliden's obligation to fund shall cease upon the Company raising a minimum of $5 million of debt or equity financing.

PROJECT ACTIVITIES

URANIUM

Igor Property ("Igor")

As at June 30, 2017 and December 31, 2016 the Company held a 50% interest in the Igor Property.

The Company has terminated the option with Mega Uranium Ltd. to earn an additional 25% in the Igor Property. The Company is the operator on the property. The Company has written down the full amount of the carrying value of the property as it has not done any exploration work on the property in the last five years and does not intend to do additional work on the property for the foreseeable future.

The Company has allowed certain claims to lapse and will continue to allow certain Igor property claims to lapse as they come up for renewal.

COAL

Division Mountain

The Company's Division Mountain coal project is located 90 kilometres northwest of Whitehorse, Yukon Territory. The property is 100% owned by the Company and is comprised of 15 territorial coal exploration licences covering approximately 3,000 square kilometres.

The Company has reversed $100,000 of previously fully impaired carrying value of the property in anticipation of the sale of Division Mountain property. See Subsequent Events section of this MD&A for more information.

GOLD

Mike Lake

The Mike Lake property consists of 319 mining claims covering an area of approximately 68 square kilometres located in the Tintina Gold Belt, Yukon Territory, which is primarily prospective for gold.

The Company is assessing its strategic options for the property going forward. The Company believes there are a number of prospective joint venture partners or acquirers for the property.

SUMMARIZED FINANCIAL RESULTS

Selected Quarterly Financial Information

The quarterly results are as follows:

	2017 Q2	2017 Q1	2016 Q4	2016 Q3
Statement of Loss:				
Income/(Loss)	$ (118,684)	$ (139,578)	$ (241,423)	$ (185,532)
Income/(Loss) per share	(0.01)	(0.02)	(0.04)	(0.03)
Statement of Financial Position:				
Working capital [1)]	(699,159)	(1,023,076)	(883,498)	(692,381)
Total assets	$ 388,032	$ 84,687	$ 88,346	$ 145,256
	2016 Q2	**2016 Q1**	**2015 Q4**	**2015 Q3**
Statement of Loss:				
Income/(Loss)	$ (72,232)	$ (102,108)	$ 322,700	$ (112,772)
Income/(Loss) per share	(0.02)	(0.03)	0.09	(0.03)
Statement of Financial Position:				
Working capital [1)]	(660,639)	(648,406)	(546,299)	(445,424)
Total assets	$ 13,164	$ 26,968	$ 27,602	$ 50,734

[1)] See Non-GAAP measures

The general trend of decreasing total assets during 2016 and 2015 resulted from impairment losses on the Company's investments and cash used by operating activities. In all the periods shown above, the Company did not generate any revenues and the net incomes (losses) resulted primarily from corporate overheads, gain on settlement of debt, stock based compensation expense, the write off, and loss from disposal of assets.

LIQUIDITY AND CAPITAL RESOURCES

The Company does not have any operating assets that generate revenues. The Company incurred a net loss of $118,684 and $258,262 respectively for the three and six months ended June 30, 2017 (three and six months ended June 30, 2016: $72,232 and $174,340 respectively).

The Company generated cash in the amount of $231,305 and $206,477 respectively during the three and six months ended June 30, 2017 (three and six months ended June 30, 2016: cash use of $7,844 and $9,053 respectively).

The Company has a need for equity capital and financing for working capital and exploration and evaluation of its properties. Because of continuing operating losses and a working capital deficiency at June 30, 2017, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations in the longer term. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Working Capital

As at June 30, 2017, the Company had a working capital deficiency (see note NON-GAAP MEASURES) of $699,159 compared to a working capital deficiency of $883,498 at December 31, 2016. The Company is reviewing various strategic alternatives in order to rectify its negative working capital position. As a result of the financing obligations of Sulliden with regards to the Troilus transaction, upon closing of the Troilus transaction, this working capital deficiency would be rectified.

CASH FLOWS

Cash flows for the three and six months ended June 30, 2017 and 2016

	For the three months ended June 30,		For the six months ended June 30,	
	2017	2016	2017	2016
Cash provided (used) in operating activities	$ 16,305	$ (67,844)	$ (8,523)	$ (69,053)
Cash provided by financing activities	215,000	60,000	215,000	60,000
Change in cash	$ 231,305	$ (7,844)	$ 206,477	$ (9,053)

During the three months ended June 30, 2017, 150,000 common stock options were exercised for cash proceeds of $15,000.

On June 1, 2017, the Company closed a non-brokered private placement financing of 571,428 common shares of the Company at a price of $0.35 per share for gross proceeds of $200,000.

RESULTS OF OPERATIONS

For the three and six months ended June 30, 2017 and 2016

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Expenses				
Consulting, professional and management fees	$ 124,185	$ 124,494	$ 246,703	$ 222,156
Office and general	9,400	2,744	19,639	5,055
Shareholder communications and filing fees	(3,085)	5,081	1,939	7,242
Travel and promotion	3,549	-	5,094	-
Property maintenance expense	9,000	-	9,000	-
Reversal of property impairment	(100,000)	-	(100,000)	-
Share-based compensation	76,142	-	76,142	-
Recovery of accrued liabilities	-	(60,000)	-	(60,000)
Unrealized gain on investment	(507)	(87)	(255)	(113)
Net loss for the period	$ 118,684	$ 72,232	$ 258,262	$ 174,340

During the three and six months ended June 30, 2017, the Company recorded a net loss of $118,684 and $258,262 respectively, compared to a loss of $72,232 and $174,340 during the same periods of 2016. The increase in net loss during the three and six months ended June 30, 2017 resulted primarily from loss on settlement of debt and share-based compensation expenses.

During the three months ended June 30, 2017, the Company has reversed $100,000 of previously fully impaired carrying value of the property in anticipation of the sale of Division Mountain property. See Subsequent Events section of this MD&A for more information.

During the three months ended June 30, 2017, the Company issued 375,000 common stock options to certain officers, directors and consultants with an exercise price of $0.30 and an expiry date of April 20, 2022. All options have an immediate vesting term.

NEW AND FUTURE ACCOUNTING POLICIES

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2017 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB as a complete standard in July 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

RELATED PARTY DISCLOSURES

During the three and six months ended June 30, 2017 and 2016, the Company did not enter into transactions in the ordinary course of business with related parties that are not subsidiaries of the Company. The following amount are owed to key management personnel and are not disclosed elsewhere in these condensed interim consolidated financial statements:

	Amounts owed to related parties	
	June 30, 2017	June 30, 2016
Directors and officers	$ 361,895	$ 130,289

The Company shares its office space with other companies who may have similar officers or directors. The costs associated with this space, including the provision of office equipment and supplies, are administered by 2227929 Ontario Inc, to whom the Company pays a monthly fee. 2227929 Ontario Inc. does not have any officers or directors in common with the Company.

Compensation of key management personnel

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and other members of key management personnel during the three and six months ended June 30, 2017 and 2016 were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Short-term benefits	$ 77,250	$ 75,000	$ 154,500	$ 150,000
Share-based payments	60,914	-	60,914	-
	$ 138,164	**$ 75,000**	**$ 215,414**	**$ 150,000**

The remuneration of directors and key executives is determined by the Board of Directors having regard to the performance of individuals and market trends.

COMMITMENTS AND CONTINGENCIES

The Company is party to certain management contracts. These contracts require that payments of up to approximately $901,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these financial statements. Additional minimum management contractual commitments remaining under these contracts approximate $331,000 due within one year.

The Company's exploration and evaluation activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

OUTSTANDING SHARE DATA

As at August 29, 2017, 9,922,479 common shares of the Company were outstanding. Of the options to purchase common shares issued to service providers under the share option plan of the Company, 825,000 remained outstanding with exercise prices ranging from $0.10 to $0.30, and expiry dates ranging between November 7, 2021 and April 20, 2022. If exercised, 825,000 common shares of the Company would be issued, generating proceeds of $157,500.

NON-GAAP MEASURES

This MD&A contains the term working capital. The Company believes that, in addition to conventional measures prepared in accordance with GAAP, we and certain investors use this information to evaluate the Company's performance and ability to generate cash, profits and meet financial commitments. These Non-GAAP measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

	June 30, 2017	December 31, 2016
Current assets		
Cash	$ 253,072	$ 46,595
Amounts receivable	30,864	40,385
Prepaid expenses	3,150	675
Investments	946	691
Total current assets	288,032	88,346
Current liabilities		
Accounts payable and accrued liabilities	987,191	971,844
Total liabilities	987,191	971,844
Working capital (current assets less current liabilities)	$ (699,159)	$ (883,498)

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Cash (used in) operating activities before change in working capital items	$ (143,049)	$ (72,319)	$ (282,375)	(174,453)
Cash provided by (used in) change in working capital items	159,354	4,475	273,852	105,400
Net cash provided by (used in) operating activities	$ 16,305	$ (67,844)	$ (8,523)	$ (69,053)

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high-risk nature of its business, which is the acquisition, financing, exploration and development of mining properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward–looking information relating to the Company.

Transaction May Not Be Approved

The Transaction remains subject to a number of conditions precedent, including approval of the TSXV. There can be no assurance that all of the necessary approvals will be obtained. If the Transaction does not complete, the Company will continue to search for other opportunities, however, it will have incurred significant costs associated with the Transaction. In the event that the Transaction is not approved, the Issuer will remain listed on the NEX.

Liquidity Concerns and Future Financings

To remain solvent, the Company will require additional funds. There can be no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets may make it difficult or impossible for the Company to obtain debt financing or equity financing on favorable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone or slow down its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its activities.

Nature of Mining, Mineral Exploration and Development Projects

Mining operations generally involve a high degree of risk. The Company's operations are subject to the hazards and risks normally encountered in mineral exploration, development and production, including environmental hazards, explosions, unusual or unexpected geological formations or pressures and periodic interruptions in both production and transportation due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Exploration and development projects have no operating history upon which to base estimates of future cash operating costs. For development projects, reserve and resource estimates and estimates of cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies, which derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the ore body, expected recovery rates of minerals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, actual production, cash operating costs and economic returns could differ significantly from those estimated. Indeed, there have been a number of mining operations that have ceased or been suspended or delayed because operations cost were greater than projected price of production. Current market conditions are forcing many mining operations to increase capital and operating cost estimates. It is not unusual for new mining operations to experience problems during the start-up phase and delays in the commencement of production often can occur.

No Revenues

To date the Company has recorded no revenues from operations and the Company has not commenced commercial production or development on any property. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years in relation to the engagement of consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Company's properties. The Company expects to continue to incur losses for the foreseeable future. The development of the Company's properties will require the commitment of substantial resources to conduct time-consuming exploration. There can be no assurance that the Company will generate any revenues or achieve profitability.

Mineral Commodity Prices

The profitability of the Company's operations will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of mineral commodities has fluctuated widely in recent years, and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and result of operations.

Foreign Exchange

The Company is subject to foreign exchange risks relating to the relative value of the Canadian dollar as compared to the US dollar. As the Company supports its operation through financing in Canadian dollars, a decline in the US dollar would result in a decrease in the real value of the Company's future revenues and adversely affect its financial performance.

Mineral Resource and Mineral Reserve Estimates May be Inaccurate

There are numerous uncertainties inherent in estimating mineral resources and mineral reserves, including many factors beyond the control of the Company. Such estimates are a subjective process, and the accuracy of any mineral resource or mineral reserve estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. These amounts are estimates only and the actual level of mineral recovery from such deposits may be different. Differences between management's assumptions, including economic assumptions such as metal prices and market conditions, could have a material adverse effect on the Company's financial position and results of operations.

Differences between management's assumptions, including economic assumptions such as metal prices and market conditions, and actual events could have a material adverse effect on the Company's mineral reserve estimates.

Licences and Permits, Laws and Regulations

The Company's exploration and development activities, including mine, mill, road, rail and other transportation infrastructures, require permits and approvals from various government authorities, and are subject to extensive federal, provincial, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. There can be no guarantee that the Company will be able to maintain or obtain all necessary licences,

permits and approvals that may be required to explore and develop its properties, commence construction or operation of mining facilities.

Environmental

The Company's activities are subject to extensive federal, provincial, state and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are also increasingly stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Further, any failure by the Company to comply fully with all applicable laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations.

Conflicts of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting such participation.

Title to Properties

The acquisition of title to resource properties is a very detailed and time-consuming process. The Company holds its interest in certain of its properties through mining claims. Title to, and the area of, the mining claims may be disputed. There is no guarantee that such title will not be challenged or impaired. There may be challenges to the title of the properties in which the Company may have an interest, which, if successful, could result in the loss or reduction of the Company's interest in the properties.

Uninsured Risks

The Company maintains insurance to cover normal business risks. In the course of exploration and development of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including explosions, rock bursts, cave- ins, fire and earthquakes may occur. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could result in significant liabilities to the Company and increased costs of projects.

Competition

The Company competes with many other mining companies that have substantially greater resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operation and business.

Dependence on Outside Parties

The Company has relied upon consultants, engineers and others and intends to rely on these parties for development, construction and operating expertise. Substantial expenditures are required to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract the metal from the ore. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Share Price Fluctuations

The market price of securities of many companies, particularly exploration stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that further fluctuations in the Company's share price will not occur.

CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The capital of the Company consists of share capital, warrants and options. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the 2017 and 2016. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body.

FINANCIAL RISK FACTORS

There have been no changes in the risks, objectives, policies and procedures from the previous period. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

The Company's credit risk is primarily attributable to amounts receivables. The Company has no significant concentration of credit risk arising from operations. Financial instruments included in amounts receivable consist primarily of harmonized sales tax due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to these financial instruments is remote.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2017, the Company had a cash balance of $253,072 (December 31, 2016 - $46,595) to settle current liabilities of $987,191 (December 31, 2016 - $971,844). The Company's financial liabilities generally have contractual maturities of less than 30 days.

Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

Market risk

(a) Interest rate risk
The Company had cash balances at June 30, 2017. The Company's current policy is to invest excess cash in investment-grade term deposit certificates issued by credible banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company considers interest rate risk to be minimal as investments are short term, the Company does not carry interest-bearing debt, and future financing will be primarily secured from private placements.

(b) Price risk
The Company will be exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. The Company's future operations will be significantly affected by changes in the market prices of these commodities. Prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for ore, the level of interest rates, the rate of inflation, investment decisions by large holders of ore and stability of exchange rates can all cause significant fluctuations in prices, such external economic factors may in turn be influenced by changes in international investment patterns and monetary systems and political developments. The Company is also exposed to price risk with respect to its investments.

Fair value hierarchy and liquidity risk disclosure

At June 30, 2017 and December 31, 2016, the Company's financial instruments that are carried at fair value, consist of investments which have been classified as Level 1 within the fair value hierarchy.

Sensitivity analysis

The Company has designated its cash and cash equivalents as held-for-trading, measured at fair value. Amounts receivable are classified as loans and receivables, which are measured at amortized cost. Temporary investments are classified as held-for-trading and measured at their quoted market value. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

As at June 30, 2017, the carrying and fair value amounts of the Company's financial instruments are the same.

The Company does not hold significant balances in foreign currencies to give rise to exposure to foreign exchange risk. Price risk is remote as the Company is not a producing entity.

CRITICAL JUDGMENTS AND ESTIMATION UNCERTAINTIES

The preparation of consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas that require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Assets' carrying values and impairment charges

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

- Impairment of exploration and evaluation assets

While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation assets.

- Estimation of decommissioning and restoration costs and the timing of expenditure

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

- Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the tax related accruals and deferred income tax provisions in the period in which such determination is made.

- Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment is used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

- Contingencies

Refer to Note 8 Commitments and contingencies of the condensed interim consolidated financial statements and notes of the Company as at and for the three and six months ended June 30, 2017 and 2016.

SUBSEQUENT EVENTS

On August 21, 2017, the Company, closed a sale of Division Mountain coal project in consideration for a cash payment of $100,000. The sale of the Division Mountain coal project is the result of the Company's strategic review of its assets, strengths and go-forward plan. As the Company had not conducted any exploration work at the Division Mountain project in the past few years, it had previously written off the entire value of the property. Through the sale, the Company received the $100,000 cash payment and will be able to re-focus its management efforts on completion of Troilus acquisition. On closing, the purchaser assumes all property maintenance payments and obligations and indemnifies the Company against any environmental or reclamation obligations and liabilities. The purchaser is not a related party of the Company, its officers, directors or other insiders; consequently, the sale transaction is an arm's length transaction for the purposes of the policies of the NEX Board of the TSX Venture Exchange. This transaction is approved by the NEX Board of the TSX Venture Exchange.

OFF-BALANCE SHEET ITEMS

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

PITCHBLACK RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Three and twelve months ended December 31, 2016

This Management's Discussion and Analysis ("MD&A") provides a discussion and analysis of the financial condition and results of operations to enable a reader to assess material changes in the financial condition and results of operations as at and for the three and twelve months ended December 31, 2016 and 2015. This MD&A is intended to be read in conjunction with the consolidated financial statements and notes thereto ("Statements") of Pitchblack Resources Ltd. ("Pitchblack" or the "Company") as at and for the years ended December 31, 2016 and 2015.

References to the first, second, third and fourth quarters of 2016 refer to the three, six, nine and twelve months ended March 31, June 30, September 30 and December 31, 2016. References to the first, second, third and fourth quarters of 2015 refer to the three, six, nine and twelve months ended March 31, June 30, September 30 and December 31, 2015.

All amounts included in the MD&A are in Canadian dollars, unless otherwise specified. This MD&A reports the Company's activities through April 28, 2017 unless otherwise indicated. The Company's public filings can be reviewed on the SEDAR website, under the Company's profile at www.sedar.com.

All financial statements discussed in this MD&A have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern and do not reflect the adjustments to the carrying value of assets and liabilities, reported revenue and expenses, and the statement of financial position classifications that would be necessary if the going concern assumption was no longer appropriate. These adjustments could be material.

The Audit Committee of the Company has reviewed this MD&A and the consolidated financial statements for the years ended December 31, 2016 and 2015, and Pitchblack's Board of Directors has approved these documents prior to their release.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements under Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the Company's proposed acquisitions and strategy; the Company's ability to raise required funds; litigation expenses and possible liabilities; future mineral prices; mineralization projections; conclusions of economic evaluation; the timing and amount of estimated future exploration and development; costs of development; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of development and exploration activities are based on previous industry experience and advice from experts and recent research. Capital and operating cost estimates are based on research of the Company and advice from experts. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to: unexpected events and delays during exploration and development; litigation and other commercial disputes; regulatory risks; government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of minerals; accidents, labour disputes and other risks of the mining industry. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

COMPANY OUTLOOK

The Company continues its strategic review of all of its mineral properties in order to maximize shareholder value. The Company is continuing the process of attempting to vend or joint venture some or all of its properties. In parallel, The Company is reviewing acquisition opportunities to identify and asset (or assets) that could serve as the Company's flagship assets in the coming years.

PROJECT ACTIVITIES

URANIUM

Igor Property ("Igor")

As at December 31, 2016 and December 31, 2015 the Company held a 50% interest in the Igor Property.

The Company has terminated the option with Mega Uranium Ltd. to earn an additional 25% in the Igor Property. The Company is the operator on the property. The Company has written down the full amount of the carrying value of the property as it has not done any exploration work on the property in the last five years and does not intend to do additional work on the property for the foreseeable future.

The Company has allowed certain claims that make up the Igor property to lapse and will continue to allow certain claims to lapse as they expire.

COAL

Division Mountain

The Company's Division Mountain coal project is located 90 kilometres northwest of Whitehorse, Yukon Territory. The property is 100% owned by the Company and is comprised of 15 territorial coal exploration licences covering approximately 3,000 square kilometres.

The Company impaired the full amount of the carrying value of the property in the year ended December 31, 2012 as it had not done any exploration work on the property in the previous four years and does not intend on doing additional work on the property for the foreseeable future. The Company is seeking expressions of interest for the potential joint venture or acquisition of the property.

GOLD

Mike Lake

The Mike Lake property consists of 319 mining claims covering an area of approximately 68 square kilometres located in the Tintina Gold Belt, Yukon Territory, which is primarily prospective for gold.

The Company is assessing its strategic options for the property going forward. The Company believes there are a number of prospective joint venture partners or acquirers for the property.

SUMMARIZED FINANCIAL RESULTS

Selected Annual Financial Information

	December 31, 2016	December 31, 2015	December 31, 2014
Revenue	$ -	$ -	$ -
Cash flow (used in) operating activities	(177,748)	(204,495)	(286,540)
Net loss	601,294	234	680,594
Net loss (income) and comprehensive loss (income) for the year	601,294	(35,016)	682,844
Basic and diluted loss (income) per share	0.11	(0.01)	0.21
Total Assets	88,346	27,602	234,074
Working Capital	(883,498)	(546,299)	(778,115)

Selected Quarterly Financial Information

The quarterly results are as follows:

	2016 Q4	2016 Q3	2016 Q2	2016 Q1
Statement of Loss:				
Income/(Loss)	$ (241,423)	$ (185,532)	$ (72,232)	$ (102,107)
Income/(Loss) per share	(0.04)	(0.03)	(0.02)	(0.03)
Statement of Financial Position:				
Working capital [1)]	(883,498)	(692,381)	(660,639)	(648,406)
Total assets	$ 88,346	$ 145,256	$ 13,164	$ 26,968
	2015 Q4	**2015 Q3**	**2015 Q2**	**2015 Q1**
Statement of Loss:				
Income/(Loss)	$ 322,700	$ (112,772)	$ (86,980)	$ (123,182)
Income/(Loss) per share	0.09	(0.03)	(0.02)	(0.04)
Statement of Financial Position:				
Working capital [1)]	(546,299)	(445,424)	(988,277)	(901,297)
Total assets	$ 27,602	$ 50,734	$ 88,218	$ 150,943

[1)] See Non-GAAP measures

The general trend of decreasing total assets during 2016 and 2015 resulted from impairment losses on the Company's investments and cash used by operating activities. In all the periods shown above, the Company did not generate any revenues and the net incomes (losses) resulted primarily from corporate overheads, gain on settlement of debt, stock based compensation expense, the write off, and loss from disposal of assets.

LIQUIDITY AND CAPITAL RESOURCES

The Company does not have any operating assets that generate revenues. The Company incurred a net loss of $241,423 and $601,294 respectively for the three and twelve months ended December 31, 2016 (three and twelve months ended December 31, 2015: net income of $322,700 and a net loss of $234 respectively).

The Company (used) generated cash in the amount of ($61,925) and $36,042 respectively during the three and twelve months ended December 31, 2016 (three and twelve months ended December 31, 2015: cash outflow of ($23,607) and ($204,495) respectively).

The Company has a need for equity capital and financing for working capital and exploration and evaluation of its properties. Because of continuing operating losses and a working capital deficiency at December 31, 2016, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations in the longer term. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Working Capital

As at December 31, 2016, the Company had a working capital deficiency (see note NON-GAAP MEASURES) of $883,498 compared a working capital deficiency of $546,299 at December 31, 2015. The Company is reviewing various strategic alternatives in order to rectify its negative working capital position.

CASH FLOWS

Cash Flows for the three months ended December 31, 2016 and 2015

	For the three months ended December 31,	
	2016	2015
Cash used in operating activities	$ (61,925)	$ (23,607)
(Decrease) in cash	$ (61,925)	$ (23,607)

Cash Flows for the twelve months ended December 31, 2016 and 2015

	For the twelve months ended December 31,	
	2016	2015
Cash used in operating activities	$ (177,748)	$ (204,495)
Cash provided by financing activities	213,790	-
Increase (decrease) in cash	$ 36,042	$ (204,495)

Cash of $177,748 used in operating activities during the twelve months ended December 31, 2015 compared to $204,495 cash used during the twelve months ended December 31, 2015. During the twelve months ended December 31, 2016, the Company paid lower fees and expenses in relation to consulting, professional and management, office and general, and travel and promotion than in the same period in 2015.

On June 28, 2016, the Company closed a non-brokered private placement financing of 600,000 common shares of the Company at a price of $0.10 for gross proceeds of $60,000.

On September 20, 2016, the Company closed a non-brokered private placement financing of 1,183,000 common shares of the Company at a price of $0.13 for gross proceeds of $153,790

RESULTS OF OPERATIONS

For the three and twelve months ended December 31, 2016 and 2015

	Three months ended December 31,		Twelve months ended December 31,	
	2016	2015	2016	2015
Expenses				
Consulting, professional and management fees	$ 108,504	$ 59,536	$ 463,485	$ 291,403
Office and general	44,697	6,042	52,270	56,700
Shareholder communications and filing fees	31,673	18,129	61,168	48,959
Travel and promotion	5,162	-	5,162	6,098
(Gain) on settlement of debt	-	(459,200)	-	(459,200)
Property maintenance expense	750	17,148	29,147	20,622
Share-based compensation	50,305	-	50,305	-
Write off accrued liabilities	-	-	(60,000)	-
Unrealized loss (gain) on investment	332	35,645	(243)	35,652
Net loss (income) for the period	$ 241,423	$ (322,700)	$ 601,294	$ 234

During the three months ended December 31, 2016, the Company recorded a net loss of $241,423 compared to an income of $322,700 during the same period of 2015. The net loss during the three months ended December 31, 2016 resulted primarily from consulting, professional and management fees, office and general and shareholder communications and filing fees and share based compensation expense. The gain during the fourth quarter of 2015 resulted primarily from recognition of the debt settlement gain in the amount 459,200.

During the twelve months ended December 31, 2016, the Company recorded a net loss of $601,294 compared to a net loss of $234 during the same period of 2015. The net loss during the twelve months ended December 31, 2016 resulted primarily from consulting, management and professional fees, office and general and shareholder communications and filing fees and share based compensation offset by gain from write off of certain accruals.

The net loss during the twelve months ended December 31, 2015 resulted primarily from consulting, management and professional fees, office and general and shareholder communications and filing fees and unrealized loss and impairment on investment offset by gain on settlement of debt.

NEW AND FUTURE ACCOUNTING POLICIES

During the year ended December 31, 2016, the Company adopted an amendment to IAS 1. This amendment did not have any material impact of the Company's consolidated financial statements.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2017 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB as a complete standard in July 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair

value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

RELATED PARTY DISCLOSURES

During the years ended December 31, 2016 and 2015, the Company entered into the following transactions in the ordinary course of business with related parties that are not subsidiaries of the Company.

	Purchases of services	
	Year ended December 31,	
	2016	2015
Forbes & Manhattan, Inc	$ 120,000	$ 120,000

	Amounts owed to related parties	
	December 31, 2016	December 31, 2015
Forbes & Manhattan, Inc	$ 324,800	$ 189,200
Apogee Opportunities Inc	7,218	7,218
Directors and officers	$ 313,059	$ 5,085

The Company shares its office space with other companies who may have similar officers or directors. The costs associated with this space, including the provision of office equipment and supplies, are administered by 2227929 Ontario Inc, to whom the Company pays a monthly fee. 2227929 Ontario Inc. does not have any officers or directors in common with the Company.

Forbes & Manhattan, Inc. owns approximately 10% of the outstanding common shares of the corporation. Mr. Stan Bharti is the Executive Chairman of Forbes & Manhattan, Inc. Mr. Bharti was a director of the Company until June 10, 2011.

Greg Duras, an officer of the Company, is a former officer of Apogee Opportunities Inc.

Compensation of key management personnel of the Company

The remuneration of directors and other members of key management personnel during the years ended December 31, 2016 and 2015 were as follows:

	Year ended	
	December 31, 2016	December 31, 2015
Short-term benefits	$ 303,750	$ 77,250
Share-based payments	41,921	-
	$ 345,671	**$ 77,250**

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

COMMITMENTS AND CONTINGENCIES

The Company is party to certain management contracts. These contracts require that payments of up to approximately $1,260,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these financial statements. Additional minimum management contractual commitments remaining under these contracts approximate $420,000 due within one year.

The Company's exploration and evaluation activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

OUTSTANDING SHARE DATA

As at April 28, 2017, 9,351,051 common shares of the Company were outstanding. Of the options to purchase common shares issued to service providers under the share option plan of the Company, 825,000 remained outstanding with exercise prices ranging from $0.10 to $0.30, and expiry dates ranging between November 7, 2021 and April 20, 2022. If exercised, 825,000 common shares of the Company would be issued, generating proceeds of $157,500.

NON-GAAP MEASURES

The MD&A contains the term working capital. The Company believes that, in addition to conventional measures prepared in accordance with GAAP, we and certain investors use this information to evaluate the Company's performance and ability to generate cash, profits and meet financial commitments. These Non-GAAP measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

Current assets	December 31, 2016	December 31, 2015
Cash	$ 46,595	$ 10,553
Amounts receivable	40,385	15,791
Prepaid expenses	675	810
Investments	691	448
Total current assets	88,346	27,602
Current liabilities		
Accounts payable and accrued liabilities	971,844	573,901
Total liabilities	971,844	573,901
Working capital (current assets less current liabilities)	$ (883,498)	$ (546,299)

	Three months ended December 31,		Twelve months ended December 31,	
	2016	2015	2016	2015
Cash (used in) operating activities before change in working capital items	$ (190,785)	$ (100,855)	$ (551,232)	(423,782)
Cash provided by (used in) change in working capital items	128,860	77,248	373,484	219,287
Net cash provided by (used in) operating activities	$ (61,925)	$ (23,607)	$ (177,748)	$ (204,495)

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high-risk nature of its business, which is the acquisition, financing, exploration and development of mining properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward–looking information relating to the Company.

Liquidity Concerns and Future Financings

To remain solvent, the Company will require additional funds. There can be no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets may make it difficult or impossible for the Company to obtain debt financing or equity financing on favorable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone or slow down its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its activities.

Nature of Mining, Mineral Exploration and Development Projects

Mining operations generally involve a high degree of risk. The Company's operations are subject to the hazards and risks normally encountered in mineral exploration, development and production, including environmental hazards, explosions, unusual or unexpected geological formations or pressures and periodic interruptions in both production and transportation due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Exploration and development projects have no operating history upon which to base estimates of future cash operating costs. For development projects, reserve and resource estimates and estimates of cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies, which derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the ore body, expected recovery rates of minerals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, actual production, cash operating costs and economic returns could differ significantly from those estimated. Indeed, there have been a number of mining operations that have ceased or been suspended or delayed because operations cost were greater than projected price of production. Current market conditions are forcing many mining operations to increase capital and operating cost estimates. It is not unusual for new mining operations to experience problems during the start-up phase, and delays in the commencement of production often can occur.

No Revenues

To date the Company has recorded no revenues from operations and the Company has not commenced commercial production or development on any property. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years in relation to the engagement of consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Company's properties. The Company expects to continue to incur losses for the foreseeable future. The development of the Company's properties will require the commitment of substantial resources to conduct time-

consuming exploration. There can be no assurance that the Company will generate any revenues or achieve profitability.

Mineral Commodity Prices

The profitability of the Company's operations will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of mineral commodities has fluctuated widely in recent years, and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and result of operations.

Foreign Exchange

The Company is subject to foreign exchange risks relating to the relative value of the Canadian dollar as compared to the US dollar. As the Company supports its operation through financing in Canadian dollars, a decline in the US dollar would result in a decrease in the real value of the Company's future revenues and adversely affect its financial performance.

Mineral Resource and Mineral Reserve Estimates May be Inaccurate

There are numerous uncertainties inherent in estimating mineral resources and mineral reserves, including many factors beyond the control of the Company. Such estimates are a subjective process, and the accuracy of any mineral resource or mineral reserve estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. These amounts are estimates only and the actual level of mineral recovery from such deposits may be different. Differences between management's assumptions, including economic assumptions such as metal prices and market conditions, could have a material adverse effect on the Company's financial position and results of operations.

Differences between management's assumptions, including economic assumptions such as metal prices and market conditions, and actual events could have a material adverse effect on the Company's mineral reserve estimates.

Licences and Permits, Laws and Regulations

The Company's exploration and development activities, including mine, mill, road, rail and other transportation infrastructures, require permits and approvals from various government authorities, and are subject to extensive federal, provincial, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. There can be no guarantee that the Company will be able to maintain or obtain all necessary licences, permits and approvals that may be required to explore and develop its properties, commence construction or operation of mining facilities.

Environmental

The Company's activities are subject to extensive federal, provincial, state and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are also increasingly stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Further, any failure by the Company to comply fully with all applicable laws

and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations.

Title to Properties

The acquisition of title to resource properties is a very detailed and time-consuming process. The Company holds its interest in certain of its properties through mining claims. Title to, and the area of, the mining claims may be disputed. There is no guarantee that such title will not be challenged or impaired. There may be challenges to the title of the properties in which the Company may have an interest, which, if successful, could result in the loss or reduction of the Company's interest in the properties.

Uninsured Risks

The Company maintains insurance to cover normal business risks. In the course of exploration and development of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including explosions, rock bursts, cave- ins, fire and earthquakes may occur. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could result in significant liabilities to the Company and increased costs of projects.

Competition

The Company competes with many other mining companies that have substantially greater resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operation and business.

Dependence on Outside Parties

The Company has relied upon consultants, engineers and others and intends to rely on these parties for development, construction and operating expertise. Substantial expenditures are required to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract the metal from the ore. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Share Price Fluctuations

The market price of securities of many companies, particularly exploration stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that further fluctuations in the Company's share price will not occur.

Conflicts of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting such participation.

CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The capital of the Company consists of share capital, warrants and options. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended December 31, 2016 or 2015. The Company is not subject to externally imposed capital requirements.

FINANCIAL RISK FACTORS

There have been no changes in the risks, objectives, policies and procedures from the previous period. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk
The Company's credit risk is primarily attributable to amounts receivables. The Company has no significant concentration of credit risk arising from operations. Financial instruments included in amounts receivable consist primarily of harmonized sales tax due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to these financial instruments is remote.

Liquidity risk
The Company's target approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2016, the Company had a cash balance of $46,595 (December 31, 2015 - $10,553) to settle current liabilities of $971,844 (December 31, 2015 - $573,901). The Company's financial liabilities generally have contractual maturities of less than 30 days.

Foreign currency risk
The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

Market risk
(a) Interest rate risk
The Company had cash balances at December 31, 2016. The Company's current policy is to invest excess cash in investment-grade term deposit certificates issued by credible banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company considers interest rate risk to be minimal as investments are short term, the Company does not carry interest-bearing debt, and future financing will be primarily secured from private placements.

(b) Price risk
The Company will be exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. The Company's future operations will be significantly affected by changes in the market prices of these commodities. Prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and

demand for ore, the level of interest rates, the rate of inflation, investment decisions by large holders of ore and stability of exchange rates can all cause significant fluctuations in prices, such external economic factors may in turn be influenced by changes in international investment patterns and monetary systems and political developments. The Company is also exposed to price risk with respect to its investments.

Fair value hierarchy and liquidity risk disclosure
At December 31, 2016 and 2015, the Company's financial instruments that are carried at fair value, consist of investments which have been classified as Level 1 within the fair value hierarchy.

Sensitivity analysis
The Company has designated its cash and cash equivalents as held-for-trading, measured at fair value. Amounts receivable are classified as loans and receivables, which are measured at amortized cost. Temporary investments are classified as held-for-trading and measured at their quoted market value. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

As at December 31, 2016, the carrying and fair value amounts of the Company's financial instruments are the same.

The Company does not hold significant balances in foreign currencies to give rise to exposure to foreign exchange risk.

Price risk is remote as the Company is not a producing entity.

CRITICAL JUDGMENTS AND ESTIMATION UNCERTAINTIES

The preparation of consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas that require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Assets' carrying values and impairment charges

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

- Impairment of exploration and evaluation assets

While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation assets.

- Estimation of decommissioning and restoration costs and the timing of expenditure

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

- Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the tax related accruals and deferred income tax provisions in the period in which such determination is made.

- Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment is used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

- Contingencies

Refer to Note 13 Commitments and contingencies of the consolidated financial statements and notes of the Company as at and for the years ended December 31, 2016 and 2015.

SUBSEQUENT EVENTS

Subsequent to year end, the Company entered into shares for debt agreements with certain directors and officers of the Company and an unrelated company that administers the costs of the office space that the Company shares with other potentially related companies wherein $251,459 worth of debt was settled through the issuance of 2,793,990 shares.

Subsequent to December 31, 2016, 150,000 common stock options were exercised for cash proceeds of $15,000.

Subsequent to December 31, 2016, the Company issued 375,000 common stock options to certain officers, directors and consultants with an exercise price of $0.30 and an expiry date of April 20, 2022. All options have an immediate vesting term.

OFF-BALANCE SHEET ITEMS

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

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the profile of the Company on SEDAR at www.sedar.com.

April 28, 2017

PITCHBLACK RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Year ended December 31, 2015

This Management's Discussion and Analysis ("MD&A") provides a discussion and analysis of the financial condition and results of operations to enable a reader to assess material changes in the financial condition and results of operations as at and for the years ended December 31, 2015 and 2014. This MD&A is intended to be read in conjunction with the consolidated financial statements and notes thereto ("Statements") of Pitchblack Resources Ltd. ("Pitchblack" or the "Company") as at and for the year ended December 31, 2015 and 2014.

References to the first, second, third and fourth quarters of 2015 refer to the three, six, nine and twelve months ended March 31, June 30, September 30 and December 31, 2015. References to the first, second, third and fourth quarters of 2014 refer to the three, six, nine and twelve months ended March 31, June 30, September 30 and December 31, 2014.

All amounts included in the MD&A are in Canadian dollars, unless otherwise specified. This MD&A reports the Company's activities through April 28, 2016 unless otherwise indicated. The Company's public filings can be reviewed on the SEDAR website, under the Company's profile at www.sedar.com.

All financial statements discussed in this MD&A have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern and do not reflect the adjustments to the carrying value of assets and liabilities, reported revenue and expenses, and the statement of financial position classifications that would be necessary if the going concern assumption was no longer appropriate. These adjustments could be material.

The Audit Committee of the Company has reviewed this MD&A and the consolidated financial statements for the years ended December 31, 2015 and 2014, and Pitchblack's Board of Directors has approved these documents prior to their release.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements under Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the Company's proposed acquisitions and strategy; the Company's ability to raise required funds; litigation expenses and possible liabilities; future mineral prices; mineralization projections; conclusions of economic evaluation; the timing and amount of estimated future exploration and development; costs of development; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of development and exploration activities are based on previous industry experience and advice from experts and recent research. Capital and operating cost estimates are based on research of the Company and advice from experts. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to: unexpected events and delays during exploration and development; litigation and other commercial disputes; regulatory risks; government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of minerals; accidents, labour disputes and other risks of the mining industry. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

COMPANY OUTLOOK

The Company continues its strategic review of all of its mineral properties in order to maximize shareholder value. In parallel, the Company is continuing the process of attempting to vend or joint venture some or all of its properties.

PROJECT ACTIVITIES

URANIUM

Igor Property ("Igor")

As at December 31, 2014 and December 31, 2015 the Company holds a 50% interest in the Igor Property.

The Company has terminated the option with Mega Uranium Ltd. to earn an additional 25% in the Igor Property. The Company is the operator on the property. The Company has written down the full amount of the carrying value of the property as it has not done any exploration work on the property in the last four years and does not intend to do additional work on the property for the foreseeable future.

The Company has allowed certain claims that make up the Igor property to lapse and will continue to allow certain claims to lapse as they expire.

COAL

Division Mountain

The Company's Division Mountain coal project is located 90 kilometres northwest of Whitehorse, Yukon Territory. The property is 100% owned by the Company and is comprised of 15 territorial coal exploration licenses covering approximately 3,000 square kilometres.

The Company impaired the full amount of the carrying value of the property in the year ended December 31, 2012 as it had not done any exploration work on the property in the previous four years and does not intend on doing additional work on the property for the foreseeable future. The Company is seeking expressions of interest for the potential joint venture or acquisition of the property.

GOLD

Mike Lake

The Mike Lake property consists of 319 mining claims covering an area of approximately 68 square kilometres located in the Tintina Gold Belt, Yukon Territory which is primarily prospective for gold.

The Company is assessing its strategic options for the property going forward. The Company believes there are a number of prospective joint venture partners or acquirers for the property.

SUMMARIZED FINANCIAL RESULTS

Selected Annual Financial Information

(Expressed in Canadian dollar $)	December 31, 2015	December 31, 2014	December 31, 2013
Revenue	$ -	$ -	$ -
Cash flow (used in) operating activities	(204,495)	(286,540)	(687,674)
Net loss	234	680,594	1,136,771
Net (income) loss and comprehensive (income) loss for the year	(35,016)	682,844	1,151,771
Basic and diluted (income) loss per share	(0.01)	0.21	0.37
Total Assets	27,602	234,074	544,528
Working Capital	(546,299)	(778,115)	(95,271)

Selected Quarterly Financial Information

The quarterly results are as follows:

(Expressed in Canadian dollar $)	2015 Q4	2015 Q3	2015 Q2	2015 Q1
Statement of Loss				
Income/(Loss)	322,700	(112,772)	(86,980)	(123,182)
Income/(Loss) per share	0.09	(0.00)	(0.00)	(0.00)
Balance Sheet				
Working capital	(546,299)	(445,424)	(988,277)	(901,297)
Total assets	27,602	50,734	88,218	150,943
(Expressed in Canadian dollar $)	2014 Q4	2014 Q3	2014 Q2	2014 Q1
Statement of Loss				
Income/(Loss)	(252,177)	(123,597)	(167,709)	(137,111)
Income/(Loss) per share	(0.01)	0.00	(0.01)	0.00
Balance Sheet				
Working capital	(778,115)	525,564	(401,216)	(232,007)
Total assets	234,074	279,973	337,824	434,768

The general trend of decreasing total assets during 2015, 2014 and 2013 resulted from impairment losses on the Company's investments and cash used by operating activities. In all the periods shown above, the Company did not generate any revenues and the net incomes (losses) resulted primarily from corporate overheads, gain on settlement of debt, stock based compensation expense, the write off, and loss from disposal of assets.

LIQUIDITY AND CAPITAL RESOURCES

The Company does not have any operating assets that generate revenues. The Company incurred a net loss of $234 for year ended December 31, 2015 (2014: net loss of $680,594) and generated a net cash outflow of $204,495 from its operating activities (2014: cash outflow of $286,540).

The Company has a need for equity capital and financing for working capital and exploration and evaluation of its properties. Because of continuing operating losses and a working capital deficiency at December 31, 2015, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Working Capital
As at December 31, 2015, the Company had a working capital deficiency (see note NON-GAAP MEASURES) of $546,299 compared to negative working capital of $778,115 at December 31, 2014. The Company is reviewing various strategic alternatives in order to rectify its negative working capital position.

CASH FLOWS

Cash Flows for the years ended December 31, 2015 and 2014

(Expressed in Canadian dollar $)	For the years ended December 31,	
	2015	2014
Cash (used in) operating activities	$ (204,495)	$ (286,540)
Cash provided by financing activities	-	-
Increase (decrease) in cash	$ (204,495)	$ (286,540)

Cash of $204,495 used in operating activities during the year ended December 31, 2015 compared to $286,540 cash used during year ended December 31, 2014. During the year ended December 31, 2015, the Company paid lower fees and expenses in relation to consulting, professional and management, office and general, shareholder communications and filling fees and travel and promotion than in the same period in 2014 coupled with a $459,200 gain on debt settlement through Company's shares issuance completed on August 28, 2015.

RESULTS OF OPERATIONS

For the years ended December 31, 2015 and 2014

	Year ended December 31, 2015	2014
Expenses		
Consulting, professional and management fees	$ 291,403	$ 365,176
Office and general	56,700	92,332
Shareholder communications and filing fees	48,959	160,804
Travel and promotion	6,098	42,063
Loss before the undernoted	403,160	660,375
Other items:		
(Gain) on settlement of debt	(459,200)	-
General exploration expenses	20,622	20,872
Exploration recovery	-	(753)
Unrealized loss and impairment on investment	35,652	100
Net loss for the year	234	680,594
Other comprehensive (income) loss	(35,250)	2,250
Net (income) loss and comprehensive (income) loss for the year	$ (35,016)	$ 682,844

During the year ended December 31, 2015, the Company recorded a net (income) loss and comprehensive (income) loss of $(35,016) compared to a loss of $682,844 during the same period of 2014. The net loss during the year ended December 31, 2015 resulted primarily from consulting, management and professional fees, office and general and shareholder communications and filing fees and unrealized loss and impairment on investment offset by gain on settlement of debt. The loss during 2014 resulted primarily from consulting, management and professional fees, shareholder communications and filling fees and office and general.

NEW AND FUTURE ACCOUNTING POLICIES

During 2015, the Company adopted an amendment to IAS 24. This amendment did not have any material impact on the Company's consolidated financial statements.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2016 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply. The amendments are effective for annual periods beginning on or after January 1, 2016.

RELATED PARTY DISCLOSURES

During the year ended December 31, 2015 and 2014, the Company entered into the following transactions in the ordinary course of business with related parties that are not subsidiaries of the Company.

	Purchases of goods and services Year ended December 31	
	2015	2014
Forbes & Manhattan, Inc.	$ 120,000	$ 120,000

	Amounts owed to related parties Year ended December 31	
	2015	2014
Forbes & Manhattan, Inc.	$ 189,200	$ 381,600
Apogee Silver Ltd.	$ 7,218	$ 7,218

The Company shares its office space with other companies who may have officers or directors in common with the Company. The costs associated with this space, including the provision of office equipment and supplies, are administered by 2227929 Ontario Inc, to whom the Company pays a monthly fee. 2227929 Ontario Inc. does not have any officers or directors in common with the Company.

Mr. Stan Bharti is the Executive Chairman of Forbes & Manhattan, Inc. Mr. Bharti was a director of the Company until June 10, 2011.

Greg Duras, an officer of the Company, is a former officer of Apogee Silver Ltd.

Compensation of key management personnel of the Company

The remuneration of directors and other members of key management personnel during the year ended December 31, 2015 and 2014 were as follows:

	Year ended December 31	
	2015	2014
Short-term benefits	$ 77,250	$ 114,000

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

COMMITMENTS AND CONTINGENCIES

The Company is party to certain management contracts. These contracts require that payments of up to approximately $646,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these financial statements. Additional minimum management contract commitments remaining under these contracts approximate $106,000 due within one year.

The Company's exploration and evaluation activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

OUTSTANDING SHARE DATA

As at April 28, 2016, 4,624,061 common shares of the Company were outstanding. Of the options to purchase common shares issued to service providers under the share option plan of the Company, 90,000 remained outstanding with exercise prices ranging from $1.20 to $2.80, and expiry dates ranging between May 5, 2016 and September 11, 2017. If exercised, 90,000 common shares of the Company would be issued, generating proceeds of $208,500.

NON-GAAP MEASURES

The MD&A contains the term working capital. The Company believes that, in addition to conventional measures prepared in accordance with GAAP, we and certain investors use this information to evaluate the Company's performance and ability to generate cash, profits and meet financial commitments. These Non-GAAP measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

Current assets	December 31, 2015	December 31, 2014
Cash	$ 10,553	$ 215,048
Amounts receivable	15,791	14,186
Prepaid expenses	810	3,990
Investments	448	850
Total current assets	27,602	234,074
Current liabilities		
Accounts payable and accrued liabilities	$ 573,901	$ 1,012,189
Total liabilities	573,901	1,012,189
Working capital (current assets less current liabilities)	$ (546,299)	$ (778,115)

(Expressed in Canadian dollars $)	Year ended December 31, 2015	2014
Cash (used in) operating activities before change in working capital items	$ (423,782)	(680,494)
Cash provided by (used in) change in working capital items	219,287	393,954
Net cash provided by (used in) operating activities	$ (204,495)	$ (286,540)

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high-risk nature of its business, which is the acquisition, financing, exploration and development of mining properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward–looking information relating to the Company.

Liquidity Concerns and Future Financings

To remain solvent, the Company will require additional funds. There can be no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets may make it difficult or impossible for the Company to obtain debt financing or equity financing on favorable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone or slow down its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its activities.

Nature of Mining, Mineral Exploration and Development Projects

Mining operations generally involve a high degree of risk. The Company's operations are subject to the hazards and risks normally encountered in mineral exploration, development and production, including environmental hazards, explosions, unusual or unexpected geological formations or pressures and periodic interruptions in both production and transportation due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Exploration and development projects have no operating history upon which to base estimates of future cash operating costs. For development projects, reserve and resource estimates and estimates of cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies, which derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the ore body, expected recovery rates of minerals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, actual production, cash operating costs and economic returns could differ significantly from those estimated. Indeed, there have been a number of mining operations that have ceased or been suspended or delayed because operations cost were greater than projected price of production. Current market conditions are forcing many mining operations to increase capital and operating cost estimates. It is not unusual for new mining operations to experience problems during the start-up phase, and delays in the commencement of production often can occur.

No Revenues

To date the Company has recorded no revenues from operations and the Company has not commenced commercial production or development on any property. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years in relation to the engagement of consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Company's properties. The Company expects to continue to incur losses for the foreseeable future. The development of the Company's properties will require the commitment of substantial resources to conduct time-consuming exploration. There can be no assurance that the Company will generate any revenues or achieve profitability.

Mineral Commodity Prices

The profitability of the Company's operations will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of mineral commodities has fluctuated widely in recent years, and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and result of operations.

Foreign Exchange

The Company is subject to foreign exchange risks relating to the relative value of the Canadian dollar as compared to the US dollar. As the Company supports its operation through financing in Canadian dollars, a decline in the US dollar would result in a decrease in the real value of the Company's future revenues and adversely affect its financial performance.

Mineral Resource and Mineral Reserve Estimates May be Inaccurate

There are numerous uncertainties inherent in estimating mineral resources and mineral reserves, including many factors beyond the control of the Company. Such estimates are a subjective process, and the accuracy of any mineral resource or mineral reserve estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. These amounts are estimates only and the actual level of mineral recovery from such deposits may be different. Differences between management's assumptions, including economic assumptions such as metal prices and market conditions, could have a material adverse effect on the Company's financial position and results of operations.

Differences between management's assumptions, including economic assumptions such as metal prices and market conditions, and actual events could have a material adverse effect on the Company's mineral reserve estimates.

Licenses and Permits, Laws and Regulations

The Company's exploration and development activities, including mine, mill, road, rail and other transportation infrastructures, require permits and approvals from various government authorities, and are subject to extensive federal, provincial, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. There can be no guarantee that the Company will be able to maintain or obtain all necessary licenses, permits and approvals that may be required to explore and develop its properties, commence construction or operation of mining facilities.

Environmental

The Company's activities are subject to extensive federal, provincial state and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are also increasingly stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Further, any failure by the Company to comply fully with all applicable laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations.

Title to Properties

The acquisition of title to resource properties is a very detailed and time-consuming process. The Company holds its interest in certain of its properties through mining claims. Title to, and the area of, the mining claims may be disputed. There is no guarantee that such title will not be challenged or impaired. There may be challenges to the title of the properties in which the Company may have an interest, which, if successful, could result in the loss or reduction of the Company's interest in the properties.

Uninsured Risks

The Company maintains insurance to cover normal business risks. In the course of exploration and development of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including explosions, rock bursts, cave- ins, fire and earthquakes may occur. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could result in significant liabilities to the Company and increased costs of projects.

Competition

The Company competes with many other mining companies that have substantially greater resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operation and business.

Dependence on Outside Parties

The Company has relied upon consultants, engineers and others and intends to rely on these parties for development, construction and operating expertise. Substantial expenditures are required to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract the metal from the ore. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Share Price Fluctuations

The market price of securities of many companies, particularly exploration stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that further fluctuations in the Company's share price will not occur.

Conflicts of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting such participation.

CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The capital of the Company consists of share capital, warrants and options. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended December 31, 2015 or 2014. The Company is not subject to externally imposed capital requirements.

FINANCIAL RISK FACTORS

There have been no changes in the risks, objectives, policies and procedures from the previous period. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk
The Company's credit risk is primarily attributable to amounts receivables. The Company has no significant concentration of credit risk arising from operations. Financial instruments included in amounts receivable consist primarily of harmonized sales tax due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to these financial instruments is remote.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2015, the Company had a cash balance of $10,553 (December 31, 2014 - $215,048) to settle current liabilities of $573,901 (December 31, 2014 - $1,012,189). The Company's financial liabilities generally have contractual maturities of less than 30 days.

Foreign currency risk
The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

Market risk
(a) Interest rate risk
The Company had cash balances at December 31, 2015. The Company's current policy is to invest excess cash in investment-grade term deposit certificates issued by credible banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company considers interest rate risk to be minimal as investments are short term, the Company does not carry interest-bearing debt, and future financing will be primarily secured from private placements.

(b) Price risk
The Company will be exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. The Company's future operations will be significantly affected by changes in the market prices of these commodities. Prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for ore, the level of interest rates, the rate of inflation, investment decisions by large holders of ore and stability of exchange rates can all cause significant fluctuations in prices, such external economic factors may in turn be influenced by changes in international investment patterns and monetary systems and political developments. The Company is also exposed to price risk with respect to its investments.

Fair value hierarchy and liquidity risk disclosure
At December 31, 2015 and 2014, the Company's financial instruments that are carried at fair value, consist of investments which have been classified as Level 1 within the fair value hierarchy.

Sensitivity analysis
The Company has designated its cash and cash equivalents as held-for-trading, measured at fair value. Amounts receivable are classified as loans and receivables, which are measured at amortized cost. Temporary investments are classified as held-for-trading and measured at their quoted market value. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

As at December 31, 2015, the carrying and fair value amounts of the Company's financial instruments are the same.

The Company does not hold significant balances in foreign currencies to give rise to exposure to foreign exchange risk.

Price risk is remote as the Company is not a producing entity.

CRITICAL JUDGMENTS AND ESTIMATION UNCERTAINTIES

The preparation of consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas that require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Assets' carrying values and impairment charges

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

- Impairment of exploration and evaluation assets

While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation assets.

- Estimation of decommissioning and restoration costs and the timing of expenditure

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration

or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

- Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

- Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment is used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

- Contingencies

Refer to Note 13 Commitments and contingencies of the consolidated financial statements and notes of the Company as at and for the year ended December 31, 2015 and 2014.

OFF-BALANCE SHEET ITEMS

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

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the profile of the Company on SEDAR at www.sedar.com.

April 28, 2016

EXHIBIT B

FINANCIAL STATEMENTS AND
MANAGEMENT DISCUSSION AND ANALYSIS OF SULLIDEN SUBSIDIARY

pwc

November 23, 2017

To: TSX Venture Exchange

We refer to the Information Circular of Pitchblack Resources Ltd. (the company) dated November 22, 2017 relating to a reverse takeover by Sulliden Mining Capital Inc. pursuant to Policy 5.2 of the TSX Venture Exchange.

We consent to being named in and the use in the above-mentioned Information Circular of:

Our report dated November 21, 2017 to the shareholders of 2507868 Ontario Inc. on the following financial statements of 2507868 Ontario Inc.:

- Statements of financial position as at July 31, 2017 and July 31, 2016;
- Statements of operations and comprehensive loss, statements of cash flows, and statements of changes in shareholders' equity for the year ended July 31, 2017 and for the period from March 7, 2016 (date of incorporation) to July 31, 2016; and
- The related notes, which comprise a summary of significant accounting policies and other explanatory information.

We report that we have read the Information Circular and all information included therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements on which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the Information Circular as these terms are described in the CPA Canada Handbook - Assurance.

This letter is provided solely for the purpose of assisting the stock exchange to which it is addressed in discharging its responsibilities and should not be used for any other purpose.

PricewaterhouseCoopers LLP

Chartered Professional Accountants - Licensed Public Accountants

PricewaterhouseCoopers LLP
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PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.

2507868 Ontario Inc.

AUDITED ANNUAL FINANCIAL STATEMENTS

For the year ended July 31, 2017 and
the period from March 7, 2016 (date of incorporation) to July 31, 2016

(expressed in Canadian dollars)

November 21, 2017

Independent Auditor's Report

To the Shareholders of
2507868 Ontario Inc.

We have audited the accompanying financial statements of 2507868 Ontario Inc., which comprise the statements of financial position as at July 31, 2017 and July 31, 2016 and the statements of operations and comprehensive loss, statements of cash flows, and statements of changes in shareholders' equity for the year ended July 31, 2017 and for the period from March 7, 2016 (date of incorporation) to July 31, 2016, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

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

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of 2507868 Ontario Inc. as at July 31, 2017 and July 31, 2016 and its financial performance and its cash flows for the year ended July 31, 2017 and for the period from March 7, 2016 (date of incorporation) to July 31, 2016 in accordance with International Financial Reporting Standards.

(Signed) "PricewaterhouseCoopers LLP"

Chartered Professional Accountants, Licensed Public Accountants

2507868 Ontario Inc.

Statements of Financial Position

(Expressed in Canadian dollars)

As at	Notes	July 31, 2017	July 31, 2016
Assets			
Current assets			
Cash and cash equivalents		$ -	$ -
Total current assets		-	
Non-current assets			
Exploration and evaluation assets	5	819,594	188,898
TOTAL ASSETS		$ 819,594	$ 188,898
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable		$ 3,992	$ -
Intercompany payable	6	815,601	188,897
Total current liabilities		819,593	188,897
SHAREHOLDERS' EQUITY			
Share capital		1	1
Accumulated deficit		-	
Total shareholders' equity		1	1
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$ 819,594	$ 188,898

Approved by the Board of Directors:

"*Justin Reid*", Director

"*Peter Tagliamonte*", Director

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

2507868 Ontario Inc.

Statements of Operations and Comprehensive Loss

(Expressed in Canadian dollars)

	For the year ended July 31, 2017	For the period from March 7 to July 31, 2016
Expenses	-	-
Net income/(loss) for the year	-	-
Net comprehensive income/(loss) for the year	-	-
Income/(loss) per share: Basic and diluted	$0.00	$0.00
Weighted average number of shares outstanding: Basic and diluted	1	1

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

2507868 Ontario Inc.

Statements of Cash Flows

(Expressed in Canadian dollars)

	For the year ended July 31, 2017	For the period from March 7 to July 31, 2016
CASH FLOWS FROM:		
Operating activities		
Net change in non-cash working capital items		
Accounts payable and accrued liabilities[1]	-	-
Cash flows used in operating activities	-	-
Financing activities		
Share capital[1]	-	-
Cash flows from financing activities	-	-
Investing activities		
Exploration and evaluation assets[1]	-	-
Cash flows used in investing activities	-	-
Net changes in cash and cash equivalents	-	-
Cash and cash equivalents, beginning of the year	-	-
Cash and cash equivalents, end of the year	-	-

[1] All activities of the Company are entirely financed by its parent, Sulliden Mining Capital –see Note 1, 6 and 7.

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

2507868 Ontario Inc.

Statement of Changes in Shareholders' Equity

(Expressed in Canadian dollars)

	Share Capital			
	Number of shares	Amount	Retained Earnings	Total
Balance March 7, 2016	-	-	-	-
Share issued on incorporation	1	1	-	1
Balance July 31, 2016	**1**	**1**	-	1
Balance July 31, 2016	1	1	-	1
Balance July 31, 2017	1	1	-	1

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

1 NATURE OF OPERATIONS

2507868 Ontario Inc. (the Company), was incorporated under the Business Corporations Act of Ontario in March 2016) and became a 100% owned subsidiary of the Sulliden Mining Capital Inc. ("Sulliden"). The principal business of the Company will be the exploration and development of mining assets. This subsidiary's registered office is located at 65 Queen Street West, Suite 800, Toronto, Ontario, M5H 2M5.

Although these statements are prepared on a going concern basis, the business of mining and exploration for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, the ability of the Company to raise financing, continued financial support from Sulliden, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

2 BASIS OF PRESENTATION

The annual financial statements of the Company have been prepared by management in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of measurement

The annual financial statements have been prepared under the historical cost convention. These annual financial statements are presented in Canadian Dollars, which is the Company's functional and presentation currency. These financial statements were approved for issuance by the board of directors on November 21, 2017.

b) Exploration and evaluation assets

Exploration and evaluation assets include costs to establish an initial mineral resource and determine whether inferred mineral resources can be upgraded to measured and indicated mineral resources and whether measured and indicated mineral resources can be converted to proven and probable reserves. Costs incurred before the Company has obtained the legal right to explore an area are recognized in the statement of operations and comprehensive income (loss).

Exploration and evaluation relating to the acquisition of, exploration for and development of mineral properties are capitalized and include, but are not restricted to: drilling, trenching, sampling, surveying and gathering exploration data; calculation and definition of mineral resource; test work on geology, metallurgy, mining, geotechnical and geophysical; and conducting geological, geophysical, engineering, environmental, marketing and financial studies.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Exploration and evaluation assets (continued)

Capitalized costs, including general and administrative costs, are only allocated to the extent that these costs can be related directly to operational activities in the relevant area of interest where it is considered likely to be recoverable by future exploitation or sale or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves.

Exploration and evaluation activities involve the search for mineral resources/reserves, the assessment of technical and operational feasibility and the determination of an identified mineral reserve's commercial viability. Once the legal right to explore has been acquired, exploration and evaluation expenditures less recoveries are capitalized by property.

Capitalized exploration and evaluation assets for a project are classified as such until the project demonstrates technical feasibility and commercial viability. Upon demonstrating technical feasibility and commercial viability, and subject to an impairment analysis, capitalized exploration and evaluation assets are transferred to mine development costs. Technical feasibility and commercial viability generally coincides with the establishment of proven and probable reserves and/or a decision to commence construction of a mine; however, this determination may be impacted by management's assessment of certain modifying factors including: legal, environmental, social and governmental factors. All subsequent expenditure on the construction, installation or completion of infrastructure facilities is capitalized within mine development costs.

All capitalized exploration and evaluation assets are monitored for indications of impairment. Indicators of impairment include, but are not limited to:

- the period for which the right to explore is less than one year;
- further exploration expenditures are not anticipated;
- a decision to discontinue activities in a specific area; and
- the existence of sufficient data indicating that the carrying amount of an exploration and evaluation asset is unlikely to be recovered from the development or sale of the asset.

Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that mine development assets are not expected to be recovered, they are charged to operations.

c) Functional currency

Management determines the functional currency of the Company is Canadian dollars based on the economic environment in which it operates. Such judgement is uncertain and will be subject to change if the economic environment changes.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Share capital

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

e) Taxation

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off tax assets against tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its tax assets and liabilities on a net basis.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. During the year, deferred tax assets arose due to the temporary difference related to exploration and evaluation assets. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

f) New and future accounting pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after August 1, 2017 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company has not yet considered the potential impact of the adoption of IFRS 9.

4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

Valuation of exploration and evaluation assets - The Company carries its mineral properties at cost less any impairment losses. The Company capitalizes exploration and evaluation costs, which are related to specific projects, until the commercial feasibility of the project is determinable or the project is determined to be impaired. Costs are charged to operations when a property is abandoned or when impairment in value that is other than temporary has been determined. The Company reviews the carrying values of mining properties and related expenditures whenever events or changes in circumstances indicate that their carrying values may not be recoverable. In undertaking this review, management is required to make significant estimates which are subject to various risks and uncertainties. Estimates may include, but are not limited to estimates of future metal prices, capital and operating costs, the quantities of mineral reserves to be mined and expected recoveries of minerals contained in ore, the ability to convert resources into economically mineable reserves, discount rates and in the case of fair value less costs to sell, the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and development assets.

5 EXPLORATION AND EVALUATION ASSETS

	Troilus project
Balance as at March 7, 2016	$ -
Capitalized expenditures for the year	64,052
Property acquisition and maintenance costs	124,846
Balance as at July 31, 2016	$ 188,898

	Troilus project
Balance as at July 31, 2016	$ 188,898
Capitalized expenditures for the year	501,717
Property acquisition and maintenance costs	128,979
Balance as at July 31, 2017	$ 819,594

On May 2, 2016, the Company entered into an option agreement with First Quantum Minerals Ltd. ("First Quantum") to acquire the past-producing Troilus Mine, located in the Abitibi mining region of Quebec. Pursuant to the agreement, the Company will hold a two-year option to purchase a 100% interest in the Troilus Mine. To exercise the option, a minimum of $1,000,000 must be spent on engineering and technical studies to evaluate the economic viability of the project. Upon signing, an initial cash payment of $100,000 was made to First Quantum by the Company's parent, Sulliden. See Notes 5 and 6. An additional cash payment of $100,000 was made on May 2, 2017 by Sulliden and a final cash payment of $100,000 will be made on the date of exercise of the option. Additionally, a variable Net Smelter Royalty of 1.5% or 2.5% depending on the gold price being more or less than US$1,250/ounce during the reference period will be granted to First Quantum. In connection with this option, the Company entered into an option agreement with 2513924 Ontario Inc. ("251"), granting 251 an irrevocable and exclusive option to acquire a 40% undivided interest in the Troilus project from the Company for a period of 30 days following the Company's exercise of the option with First Quantum. In order for 251 to acquire this 40% interest, 251 will be required to fund $520,000 plus administration charges of exploration expenditures. As well, upon exercise by 251 of the option, the Company shall grant 251 a 1% net smelter return royalty.

5 EXPLORATION AND EVALUATION ASSETS (continued)

In June 2017, Sulliden entered into an agreement with Pitchblack Resources Ltd. ("Pitchblack") to sell the outstanding equity securities of the Company. Subsequent to the end of the year, this agreement was amended such that the Company, Pitchblack Resources Ltd. ("Pitchblack"), 251, and a wholly-owned subsidiary of Pitchblack ("Subco") have entered into an amalgamation agreement (the "Amalgamation Agreement") pursuant to which 251, the Company and Subco will amalgamate and the shareholders of both the Company and 251 will receive an aggregate of 100,000,000 Common Shares of Pitchblack on a pre-Consolidation basis, 60% of which will go to the Company's shareholder and 40% of which will go to the shareholders of 251. The resulting amalgamated corporation will be a wholly-owned subsidiary of Pitchblack. Completion of this transaction will be subject to, among other things, TSX-V approval and Pitchblack shareholder approval.

6 RELATED PARTY TRANSACTIONS

The Company has no bank account. All transactions are currently funded by Sulliden via an intercompany account. Related party transactions included a loan payable, which is non-interest bearing with no fixed repayment date, from Sulliden where the Company borrowed $815,600 as at July 31, 2017, and the issuance of one share for $1 via the intercompany account. Sulliden wholly owns the Company and therefore has the same management overseeing its operations.

Key Management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the company as a whole. The Company has determined that key management personnel consists of the Board of Directors, corporate officers, including the Chief Executive Officer and Chief Financial Officer, as well as the Vice President of Exploration. The key management personnel of the company did not receive any compensation from the Company during the period.

7 ECONOMIC DEPENDENCE

The Company is entirely economically dependent on its parent, Sulliden to finance its operations.

8 CAPITAL MANAGEMENT

The business of mining and exploration for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, and the ability of the Company to raise financing, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

9 SUBSEQUENT EVENTS

In October 2017, the Company entered into an agreement with a syndicate of underwriters, whereby the underwriters have agreed to purchase, on a bought deal private placement basis, 12,200,000 subscription receipts at a price of $1.64 per subscription receipt for aggregate gross proceeds of $20,008,000. Each subscription receipt shall entitle the holder to receive one common share of the Company and one common share purchase warrant upon satisfaction of the escrow release conditions. Each warrant shall entitle the holder to acquire one common share, subject to standard adjustment provisions, at a price of $2.50 per share for a period of 36 months from the date of closing. The Company has also granted to the underwriters an option to purchase up to an additional 1,830,000 subscription receipts for additional gross proceeds of $3,001,200 on the same terms as the offering. On closing of the offering, the gross proceeds will be held in escrow pending the satisfaction of certain escrow release conditions, including the completion of the amalgamation of the Company, 251 and Subco, and the ultimate acquisition of the Troilus project by Pitchblack. The deadline for the satisfaction of the escrow release conditions is January 31, 2018. Upon release of the subscription receipts from escrow, the funds will be released to Pitchblack, and the Company's shares and warrants issued upon the conversion of the subscription receipts will be exchanged for Pitchblack common shares and warrants, on a post consolidation basis.

2507868 Ontario Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the quarter and year ended July 31, 2017
(Expressed in Canadian dollars)

65 Queen Street West, Suite 800
Toronto, ON M5H 2M5

Date: November 20, 2017

INTRODUCTION

The following Management Discussion and Analysis ("MD&A") of 2507868 Ontario Inc. ("we", "our", "us", the "Company" or "2507868") provides a discussion and analysis of the operations, results, and financial condition of the Company for the quarter and year ended July 31, 2017, and should be read in conjunction with the Company's audited annual financial statements for the same period. This discussion covers the period ended July 31, 2017 and the subsequent period up to the date of the filing of this MD&A.

For the purpose of preparing our MD&A, the Company considers the materiality of information. Information is considered material if in the opinion of management: (i) such information results in, or would reasonably be expected to result in, a significant effect in the market price or value of our shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. We evaluate materiality with reference to all relevant circumstances. All dollar amounts are stated in Canadian dollars unless otherwise indicated.

This MD&A contains forward-looking information that also involves numerous risks and uncertainties. Actual results of the Company's business and operations could differ materially from those discussed in such forward-looking information as a result of the risks and uncertainties faced by the Company, including those set forth in this MD&A under "Forward Looking Information and Cautionary Statements", and "Risk and Uncertainties".

Stéphane Amireault, P.Eng (B.Eng; MScA), is the Company's in-house Qualified Person for geology for the purposes of National Instrument 43-101("NI 43-101"). Joseph C. Milbourne, FAusIMM, is the Company's in-house Qualified Person for all technical materials (except geology) for the purposes of NI 43-101. Mr. Amireault and Mr. Milbourne have reviewed and approved the respective scientific and technical disclosure in this MD&A.

UPDATE AND OUTLOOK

The Company was incorporated on March 7, 2016 and is a wholly owned subsidiary of Sulliden Mining Capital Inc. ("Sulliden") On May 2, 2016, the Company entered into an option agreement with First Quantum Minerals Ltd. ("First Quantum") to acquire the past-producing Troilus Mine, located in the Abitibi mining region of Quebec. Pursuant to the agreement, the Company will hold a two-year option to purchase a 100% interest in the Troilus Mine. To exercise the option, a minimum of $1,000,000 must be spent on engineering and technical studies to evaluate the economic viability of the project. Upon signing, an initial cash payment of $100,000 was made to First Quantum by the Company's parent, Sulliden. An additional cash payment of $100,000 was made on May 2, 2017. A final cash payment of $100,000 will be made on the date of exercise of the option. Additionally, a variable Net Smelter Royalty of 1.5% or 2.5% depending on the gold price being more or less than US$1,250/ounce during the reference period will be granted to First Quantum. In connection with this option, the Company entered into an option agreement with 2513924 Ontario Inc. ("251"), granting 251 an irrevocable and exclusive option to acquire a 40% undivided interest in the Troilus project from the Company for a period of 30 days following the Company's exercise of the option with First Quantum.

TROILUS MINE PROJECT

The Troilus property is located approximately 175 km by road from the town of Chibougamau, Quebec, Canada. The property consists of 81 mineral claims and one surveyed mining lease that collectively cover approximately 4,700 hectares. The acquisition will include all infrastructure such as roads, power lines, camp buildings, permitted tailings pond, and associated water treatment facilities. The mill was sold and removed during the first phase of reclamation.

From 1997 to 2010 Inmet Mining Corporation ("Inmet") operated the Troilus Mine, which produced in excess of 2,000,000 ounces of gold and 70,000 tonnes of copper. Inmet commissioned the Troilus mill in 1996 and

achieved commercial production in April 1997 at a rate of 10,000 tonnes per day with recoveries of 86% gold and 90% copper and a concentrate grade of 18% copper, eventually reaching a production milestone of 18,000 tonnes per day. First Quantum acquired the Troilus property through its acquisition of Inmet in 2013.

In May 2016, the Company's parent, Sulliden, announced the completion of a mineral resource estimate for the Troilus Mine, which was completed by Mr. Luke Evans, Executive Vice-President, Geology and Resource Estimation, Principal Geologist at RPA (see press release dated May 25, 2016). The mineral resource estimate was generated with a focus on a potential underground mining scenario. See "Forward-Looking Information and Cautionary Statements".

Table 1 - Underground Mineral Resources (as at April 22, 2016)

Classification	Zone	Tonnage (Mt)	Au (g/t)	Cu%	AuEq (g/t)	Contained Gold (000 oz)	Contained Copper (Mlb)	Contained AuEq (000 oz)
Indicated	**Z87**	29.6	1.48	0.157	1.72	1,403	102.2	1,635
	J4	-	-	-	-	-	-	-
	J5	-	-	-	-	-	-	-
Total Indicated		**29.6**	**1.48**	**0.157**	**1.72**	1,403	102.2	1,635
Inferred	**Z87**	7.9	1.19	0.138	1.41	305	24.2	360
	J4	4.4	1.15	0.040	1.21	163	3.9	172
	J5	0.3	0.98	0.045	1.05	10	0.3	11
Total Inferred		**12.6**	**1.18**	**0.102**	**1.33**	**478**	**28.4**	**543**

Notes:

1. CIM definitions were followed for mineral resources.
2. Mineral resources were estimated at a cut-off grade of 0.8 g/t Au.
3. Mineral resources were estimated using long-term metal prices of US$1,500 per ounce gold and US$3.50 per pound copper; and an exchange rate of US$1.00 = C$1.1.
4. AuEq = (34.59 * Au Grade + 54.02 * Cu grade)/ 34.59
5. A recovery of 83% was used for gold and 92% for copper.
6. Numbers may not add due to rounding.
7. Other than the receipt of necessary permits and ongoing reclamation obligations, Sulliden does not know of any material legal, political, environmental or other factors that could affect the development of the project.

Table 2 - Open Pit Mineral Resources (as at April 22, 2016)

Classification	Zone	Tonnage (Mt)	Au (g/t)	Cu%	AuEq (g/t)	Contained Gold (000 oz)	Contained Copper (Mlb)	Contained AuEq (000 oz)
Indicated	87	-	-	-	-	-	-	-
	J4	12.2	0.84	0.044	0.91	329	11.8	356
	J5	2.2	0.80	0.052	0.88	57	2.5	63
Total Indicated		**14.4**	**0.83**	**0.045**	**0.90**	**386**	**14.3**	**419**
Inferred	Z87	-	-	-	-	-	-	-
	J4	2.9	0.85	0.043	0.92	81	2.8	87
	J5	0.7	0.78	0.059	0.87	18	0.9	20
	J4 Low	2.5	0.56	0.049	0.64	45	2.7	51
Total Inferred		**6.1**	**0.73**	**0.048**	**0.81**	**144**	**6.4**	**158**

Notes:

1. CIM definitions were followed for mineral resources.
2. Mineral resources were estimated at a cut-off grade of 0.3 g/t Au and were constrained by a Whittle pit shell.
3. Mineral resources were estimated using long-term metal prices of US$1,500 per ounce gold and US$3.50 per pound copper; and an exchange rate of US$1.00 = C$1.1.
4. AuEq = (34.59 * Au Grade + 54.02 * Cu grade)/ 34.59
5. A recovery of 83% was used for gold and 92% for copper.
6. Numbers may not add due to rounding.
7. Other than the receipt of necessary permits and ongoing reclamation obligations, Sulliden does not know of any material legal, political, environmental or other factors that could affect the development of the project.

The Company filed a technical report authored by Mr. Evans on July 8, 2016.

RESULTS OF OPERATIONS

The Company's operations relate exclusively to the Troilus project, which is being capitalized. Consequently, there is no activity on the statement of operations and comprehensive loss.

SUMMARY OF QUARTERLY RESULTS

	Three months ended July 31, 2017	Three months ended April 30, 2017	Three months ended January 31, 2017	Three months ended Oct 31, 2016	Three months ended July 31, 2016	March 7 to April 30, 2016
Net income/(loss) and comprehensive income/(loss)	-	-	-	-	-	-
Total assets	819,594	597,543	480,391	339,305	188,898	-

FINANCIAL POSITION

The Company does not have a bank account, and all transactions are currently funded by Sulliden via an intercompany account. As at July 31, 2017, the Company's intercompany balance owing to Sulliden is $815,601 (July 31, 2016: $188,897).

LIQUIDITY AND CAPITAL RESOURCES

The Company will be required to borrow funds from Sulliden to fund the Troilus project. As a result, the Company is entirely economically dependent on Sulliden to finance operations.

CASH FLOWS

All activities are entirely financed by Sulliden, so there are no cash-flows for the Company.

CAPITAL STRUCTURE

Number of:	As at July 31, 2017	As at October 27, 2017
Common Shares	1	1
Options	-	-
Warrants	-	-

SUBSEQEUNT EVENTS

The Company, Pitchblack Resources Ltd. ("Pitchblack"), 251, and a wholly-owned subsidiary of Pitchblack ("Subco") have entered into an amalgamation agreement (the "Amalgamation Agreement") pursuant to which 251, the Company and Subco will amalgamate and the shareholders of both the Company and 251 will receive an aggregate of 100,000,000 Common Shares on a pre-Consolidation basis. The resulting amalgamated corporation will be a wholly-owned subsidiary of Pitchblack.

In October 2017, the Company entered into an agreement with a syndicate of underwriters, whereby the underwriters have agreed to purchase, on a bought deal private placement basis, 12,200,000 subscription receipts at a price of $1.64 per subscription receipt for aggregate gross proceeds of $20,008,000. Each subscription receipt shall entitle the holder to receive one common share of the Company and one common share purchase warrant upon satisfaction of the escrow release conditions. Each warrant shall entitle the holder to acquire one common share, subject to standard adjustment provisions, at a price of $2.50 per share for a period of 36 months from the date of closing. The Company has also granted to the underwriters an option to purchase up to an additional 1,830,000 subscription receipts for additional gross proceeds of $3,001,200 on the same terms as the offering. On closing of the offering, the gross proceeds will be held in escrow pending the satisfaction of certain escrow release conditions, including the completion of the amalgamation of the Company, 251 and Subco, and the ultimate acquisition of the Troilus project by Pitchblack. The deadline for the satisfaction of the escrow release conditions is January 31, 2018. Upon release of the subscription receipts from escrow, the funds will be released to Pitchblack, and the Company's shares and warrants issued upon the conversion of the subscription receipts will be exchanged for Pitchblack common shares and warrants, on a post consolidation basis.

RELATED PARTY DISCLOSURES

The Company has no bank account. All transaction are currently funded by Sulliden via an intercompany account. Related party transactions included a loan payable from Sulliden where the Company borrowed $815,600, non-interest bearing with repayment date undermined and issuance of one share for $1 via the intercompany account. Sulliden wholly owns the Company and therefore has the same management overseeing its operations.

Key Management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the company as a whole. The Company has determined that key management personnel consists of the Board of Directors, corporate officers, including the Chief Executive

Officer and Chief Financial Officer, as well as the Vice President of Exploration. The key management personnel of the company did not receive any compensation from the Company during the period.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION AND CRITICAL ACCOUNTING ESTIMATES and CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company's financial statements are the responsibility of the Company's management. The annual financial statements were prepared by the Company's management in accordance with IFRS. A description of the Company's significant accounting policies can be found in the notes of the Company's audited consolidated financial statements for the period ended July 31, 2017.

The preparation of annual financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the annual consolidated financial statements and related notes. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates. The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Valuation of exploration and evaluation assets - The Company carries its mineral properties at cost less any impairment losses. The Company capitalizes exploration and evaluation costs, which are related to specific projects, until the commercial feasibility of the project is determinable or the project is determined to be impaired. Costs are charged to operations when a property is abandoned or when impairment in value that is other than temporary has been determined. The Company reviews the carrying values of mining properties and related expenditures whenever events or changes in circumstances indicate that their carrying values may not be recoverable. In undertaking this review, management is required to make significant estimates which are subject to various risks and uncertainties. Estimates may include, but are not limited to estimates of future metal prices, capital and operating costs, the quantities of mineral reserves to be mined and expected recoveries of minerals contained in ore, the ability to convert resources into economically mineable reserves, discount rates and in the case of fair value less costs to sell, the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and development assets.

CAPITAL MANAGEMENT

The business of mining and exploration for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, and the ability of the Company to raise financing, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

RISK AND UNCERTAINTIES

The Company is subject to risks and challenges similar to other companies in a comparable stage of development. These risks include dependence on key individuals. The operations of the Company are speculative due to the high-risk nature of its business, which are the acquisition, exploration and development of mining projects. These risks could materially affect the Company's future operating results and could cause actual events to differ materially from those described herein and in forward-looking statements and forward-looking information relating to the Company. The risks of the Company are also described in the Company's AIF, which can be found under the Company's profile at www.sedar.com.

No Revenues

To date, the Company has not recorded any revenues from operations nor has the Company commenced commercial production on any property. There can be no assurance that the Company has sufficient capital resources to continue as a going concern, that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's expenses and capital expenditures will increase as consultants, personnel associated with the exploration, and possible development are advanced. The Company expects to continue to incur losses unless and until such time as it enters into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Company's property will continue to require the commitment of substantial resources. There can be no assurance that the Company will continue as a going concern, generate any revenues or achieve profitability.

Economic Reliance on Sulliden

The Company is entirely economically dependent on its parent, Sulliden, to finance its operations. There can be no assurance that Sulliden will be able to continue to do so.

Nature of Mining, Mineral Exploration and Development Projects

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Corporation towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Mining operations generally involve a high degree of risk. The Corporation's operations are subject to the hazards and risks normally encountered in mineral exploration and development, including environmental hazards, explosions, and unusual or unexpected geological formations or pressures. Such risks could result in damage to, or destruction of, mineral properties, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

Unknown Environmental Risks for Past Activities

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

Foreign Exchange

Mineral commodities and acquisition opportunities are typically sold in U.S. dollars. The Company has also invested in foreign investments, including its investment in associate. The Company's operations are in Canada. As a result, the Company is subject to foreign exchange risks relating to the relative value of the U.S. dollar as compared to the Canadian dollar.

Competition

The Company competes with many other mining companies that have substantially greater resources. Such competition may result in the Company being unable to acquire desired properties, recruit or retain

qualified employees or acquire the capital necessary to fund the Company's operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operations and business.

Dependence on Outside Parties

The Company has relied and will rely upon consultants, geologists, engineers and others and intends to rely on these parties for exploration and development expertise. Substantial expenditures are required to pursue acquisition opportunities and, in the case of new properties, to develop the exploration and plant infrastructure at any particular site. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Conflicts of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other mining companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting such participation.

Income and other taxes

The Corporation is subject to income and other taxes in Canada. Significant judgment is required in determining the provision for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Corporation recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Corporation's income and other tax liabilities requires interpretation of complex laws and regulations. The Corporation's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax filings are subject to audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the income tax and deferred tax provisions in the period in which such determination is made. As of the date of the statement of financial position, no liability in respect of pending tax issues has been recognized in the financial statements.

OFF BALANCE SHEET ITEMS

The Company does not have any off balance sheet terms.

FORWARD LOOKING INFORMATION AND CAUTIONARY STATEMENTS

Except for statements of historical fact relating to the Company certain information contained herein constitutes forward-looking information. Forward-looking information includes, but is not limited to, statements with respect to future economic estimates, including mineral resource estimates; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as ''plans'', ''expects'' or ''does not expect'', ''is expected'', ''budget'', ''scheduled'', ''estimates'', ''forecasts'', ''intends'', ''anticipates'' or ''does not anticipate'', or ''believes'', or variations of such words and phrases or statements that certain actions, events or results ''may'', ''could'', ''would'', ''might'' or ''will be taken'', ''occur'' or ''be achieved''. Forward-looking information is based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward- looking information, including but not limited to risks related to: unexpected events and delays during construction, expansion and start-up; variations in mineral grade and recovery rates; delay or failure to receive government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of gold and other minerals; failure of plant, equipment or processes to operate as anticipated; accidents,

labour disputes; other risks of the mining industry and other risks described herein. Although management of the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward- looking information.

All forward looking statements made in this MD&A are qualified by these cautionary statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable securities law.

LIST OF OFFICERS AND DIRECTORS

Justin Reid,	Director
Peter Tagliamonte,	Director
Deborah Battiston,	Chief Financial Officer

2507868 Ontario Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the period March 7, 2016 (date of incorporation) to July 31, 2016
(Expressed in Canadian dollars)

65 Queen Street West, Suite 800
Toronto, ON M5H 2M5

Date: September 6, 2017

INTRODUCTION

The following Management Discussion and Analysis ("MD&A") of 2507868 Ontario Inc. ("we", "our", "us", the "Company" or "2507868") provides a discussion and analysis of the operations, results, and financial condition of the Company for the period March 7, 2016 (date of incorporation) to July 31, 2016, and should be read in conjunction with the Company's audited annual financial statements for the same period. This discussion covers the period ended July 31, 2016 and the subsequent period up to the date of the filing of this MD&A.

For the purpose of preparing our MD&A, the Company considers the materiality of information. Information is considered material if in the opinion of management: (i) such information results in, or would reasonably be expected to result in, a significant effect in the market price or value of our shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. We evaluate materiality with reference to all relevant circumstances. All dollar amounts are stated in Canadian dollars unless otherwise indicated.

This MD&A contains forward-looking information that also involves numerous risks and uncertainties. Actual results of the Company's business and operations could differ materially from those discussed in such forward-looking information as a result of the risks and uncertainties faced by the Company, including those set forth in this MD&A under "Forward Looking Information and Cautionary Statements", and "Risk and Uncertainties".

Stéphane Amireault, P.Eng (B.Eng; MScA), is the Company's in-house Qualified Person for geology for the purposes of National Instrument 43-101("NI 43-101"). Joseph C. Milbourne, FAusIMM, is the Company's in-house Qualified Person for all technical materials (except geology) for the purposes of NI 43-101. Mr. Amireault and Mr. Milbourne have reviewed and approved the respective scientific and technical disclosure in this MD&A.

UPDATE AND OUTLOOK

The Company was incorporated on March 7, 2016 and is a wholly owned subsidiary of Sulliden Mining Capital Inc. ("Sulliden") On May 2, 2016, the Company entered into an option agreement with First Quantum Minerals Ltd. ("First Quantum") to acquire the past-producing Troilus Mine, located in the Abitibi mining region of Quebec. Pursuant to the agreement, the Company will hold a two-year option to purchase a 100% interest in the Troilus Mine. To exercise the option, a minimum of $1,000,000 must be spent on engineering and technical studies to evaluate the economic viability of the project. Upon signing, an initial cash payment of $100,000 was made to First Quantum by the Company's parent, Sulliden. An additional cash payment of $100,000 was due on May 2, 2017 (and paid subsequent to July 31, 2016). A final cash payment of $100,000 will be made on the date of exercise of the option. Additionally, a variable Net Smelter Royalty of 1.5% or 2.5% depending on the gold price being more or less than US$1,250/ounce during the reference period will be granted to First Quantum. In connection with this option, the Company entered into an option agreement with 2513924 Ontario Inc. ("251"), granting 251 an irrevocable and exclusive option to acquire a 40% undivided interest in the Troilus project from the Company for a period of 30 days following the Company's exercise of the option with First Quantum.

TROILUS MINE PROJECT

The Troilus property is located approximately 175 km by road from the town of Chibougamau, Quebec, Canada. The property consists of 81 mineral claims and one surveyed mining lease that collectively cover approximately 4,700 hectares. The acquisition will include all infrastructure such as roads, power lines, camp buildings, permitted tailings pond, and associated water treatment facilities. The mill was sold and removed during the first phase of reclamation.

From 1997 to 2010 Inmet Mining Corporation ("Inmet") operated the Troilus Mine, which produced in excess of 2,000,000 ounces of gold and 70,000 tonnes of copper. Inmet commissioned the Troilus mill in 1996 and

achieved commercial production in April 1997 at a rate of 10,000 tonnes per day with recoveries of 86% gold and 90% copper and a concentrate grade of 18% copper, eventually reaching a production milestone of 18,000 tonnes per day. First Quantum acquired the Troilus property through its acquisition of Inmet in 2013.

In May 2016, the Company's parent, Sulliden, announced the completion of a mineral resource estimate for the Troilus Mine, which was completed by Mr. Luke Evans, Executive Vice-President, Geology and Resource Estimation, Principal Geologist at RPA (see press release dated May 25, 2016). The mineral resource estimate was generated with a focus on a potential underground mining scenario. See "Forward-Looking Information and Cautionary Statements".

Table 1 - Underground Mineral Resources (as at April 22, 2016)

Classification	Zone	Tonnage (Mt)	Au (g/t)	Cu%	AuEq (g/t)	Contained Gold (000 oz)	Contained Copper (Mlb)	Contained AuEq (000 oz)
Indicated	**Z87**	29.6	1.48	0.157	1.72	1,403	102.2	1,635
	J4	-	-	-	-	-	-	-
	J5	-	-	-	-	-	-	-
Total Indicated		**29.6**	**1.48**	**0.157**	**1.72**	1,403	102.2	1,635
Inferred	**Z87**	7.9	1.19	0.138	1.41	305	24.2	360
	J4	4.4	1.15	0.040	1.21	163	3.9	172
	J5	0.3	0.98	0.045	1.05	10	0.3	11
Total Inferred		**12.6**	**1.18**	**0.102**	**1.33**	**478**	**28.4**	**543**

Notes:

1. CIM definitions were followed for mineral resources.
2. Mineral resources were estimated at a cut-off grade of 0.8 g/t Au.
3. Mineral resources were estimated using long-term metal prices of US$1,500 per ounce gold and US$3.50 per pound copper; and an exchange rate of US$1.00 = C$1.1.
4. AuEq = (34.59 * Au Grade + 54.02 * Cu grade)/ 34.59
5. A recovery of 83% was used for gold and 92% for copper.
6. Numbers may not add due to rounding.
7. Other than the receipt of necessary permits and ongoing reclamation obligations, Sulliden does not know of any material legal, political, environmental or other factors that could affect the development of the project.

Table 2 - Open Pit Mineral Resources (as at April 22, 2016)

Classification	Zone	Tonnage (Mt)	Au (g/t)	Cu%	AuEq (g/t)	Contained Gold (000 oz)	Contained Copper (Mlb)	Contained AuEq (000 oz)
Indicated	87	-	-	-	-	-	-	-
	J4	12.2	0.84	0.044	0.91	329	11.8	356
	J5	2.2	0.80	0.052	0.88	57	2.5	63
Total Indicated		**14.4**	**0.83**	**0.045**	**0.90**	**386**	**14.3**	**419**
Inferred	Z87	-	-	-	-	-	-	-
	J4	2.9	0.85	0.043	0.92	81	2.8	87
	J5	0.7	0.78	0.059	0.87	18	0.9	20
	J4 Low	2.5	0.56	0.049	0.64	45	2.7	51
Total Inferred		**6.1**	**0.73**	**0.048**	**0.81**	**144**	**6.4**	**158**

Notes:

1. CIM definitions were followed for mineral resources.
2. Mineral resources were estimated at a cut-off grade of 0.3 g/t Au and were constrained by a Whittle pit shell.
3. Mineral resources were estimated using long-term metal prices of US$1,500 per ounce gold and US$3.50 per pound copper; and an exchange rate of US$1.00 = C$1.1.
4. AuEq = (34.59 * Au Grade + 54.02 * Cu grade)/ 34.59
5. A recovery of 83% was used for gold and 92% for copper.
6. Numbers may not add due to rounding.
7. Other than the receipt of necessary permits and ongoing reclamation obligations, Sulliden does not know of any material legal, political, environmental or other factors that could affect the development of the project.

The Company filed a technical report authored by Mr. Evans on July 8, 2016.

RESULTS OF OPERATIONS

The Company's operations relate exclusively to the Troilus project, which is being capitalized. Consequently, there is no activity on the statement of operations and comprehensive loss.

SUMMARY OF QUARTERLY RESULTS

	Three months ended July 31, 2016	March 7 to April 30, 2016
Net income/(loss) and comprehensive income/(loss)	-	-
Total assets	188,898	-

FINANCIAL POSITION

The Company does not have a bank account, and all transactions are currently funded by Sulliden via an intercompany account. As at July 31, 2016, the Company intercompany balance owing to Sulliden is $188,897.

LIQUIDITY AND CAPITAL RESOURCES

The Company will be required to borrow funds from Sulliden to fund the Troilus project. As a result, the Company is entirely economically dependent on Sulliden to finance operations.

CASH FLOWS

All activities are entirely financed by Sulliden, so there are no cash-flows for the Company.

CAPITAL STRUCTURE

Number of:	As at July 31, 2016	As at September 27, 2017
Common Shares	1	1
Options	-	-
Warrants	-	-

RELATED PARTY DISCLOSURES

The Company has no bank account. All transaction are currently funded by Sulliden via an intercompany account. Related party transactions included a loan payable from Sulliden where the Company borrowed $188,897, non-interest bearing with repayment date undermined and issuance of one share for $1 via the intercompany account. Sulliden wholly owns the Company and therefore has the same management overseeing its operations.

Key Management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the company as a whole. The Company has determined that key management personnel consists of the Board of Directors, corporate officers, including the Chief Executive Officer and Chief Financial Officer, as well as the Vice President of Exploration. The key management personnel of the company did not receive any compensation from the Company during the period.

SUBSEQUENT EVENTS

Subsequent to the end of the period, the Company's parent Sulliden Mining Capital, made a $100,000 payment on the Troilus project on May 2, 2017 on behalf of the company.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION AND CRITICAL ACCOUNTING ESTIMATES and CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company's financial statements are the responsibility of the Company's management. The annual financial statements were prepared by the Company's management in accordance with IFRS. A description of the Company's significant accounting policies can be found in the notes of the Company's audited consolidated financial statements for the period ended July 31, 2016.

The preparation of annual financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the annual consolidated financial statements and related notes. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates. The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Valuation of exploration and evaluation assets - The Company carries its mineral properties at cost less any impairment losses. The Company capitalizes exploration and evaluation costs, which are related to specific projects, until the commercial feasibility of the project is determinable or the project is determined to be impaired. Costs are charged to operations when a property is abandoned or when impairment in value

that is other than temporary has been determined. The Company reviews the carrying values of mining properties and related expenditures whenever events or changes in circumstances indicate that their carrying values may not be recoverable. In undertaking this review, management is required to make significant estimates which are subject to various risks and uncertainties. Estimates may include, but are not limited to estimates of future metal prices, capital and operating costs, the quantities of mineral reserves to be mined and expected recoveries of minerals contained in ore, the ability to convert resources into economically mineable reserves, discount rates and in the case of fair value less costs to sell, the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and development assets.

CAPITAL MANAGEMENT

The business of mining and exploration for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, and the ability of the Company to raise financing, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

RISK AND UNCERTAINTIES

The Company is subject to risks and challenges similar to other companies in a comparable stage of development. These risks include dependence on key individuals. The operations of the Company are speculative due to the high-risk nature of its business, which are the acquisition, exploration and development of mining projects. These risks could materially affect the Company's future operating results and could cause actual events to differ materially from those described herein and in forward-looking statements and forward-looking information relating to the Company. The risks of the Company are also described in the Company's AIF, which can be found under the Company's profile at www.sedar.com.

No Revenues

To date, the Company has not recorded any revenues from operations nor has the Company commenced commercial production on any property. There can be no assurance that the Company has sufficient capital resources to continue as a going concern, that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's expenses and capital expenditures will increase as consultants, personnel associated with the exploration, and possible development are advanced. The Company expects to continue to incur losses unless and until such time as it enters into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Company's property will continue to require the commitment of substantial resources. There can be no assurance that the Company will continue as a going concern, generate any revenues or achieve profitability.

Economic Reliance on Sulliden

The Company is entirely economically dependent on its parent, Sulliden, to finance its operations. There can be no assurance that Sulliden will be able to continue to do so.

Nature of Mining, Mineral Exploration and Development Projects

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required

to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Corporation towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Mining operations generally involve a high degree of risk. The Corporation's operations are subject to the hazards and risks normally encountered in mineral exploration and development, including environmental hazards, explosions, and unusual or unexpected geological formations or pressures. Such risks could result in damage to, or destruction of, mineral properties, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

Unknown Environmental Risks for Past Activities

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

Foreign Exchange

Mineral commodities and acquisition opportunities are typically sold in U.S. dollars. The Company has also invested in foreign investments, including its investment in associate. The Company's operations are in Canada. As a result, the Company is subject to foreign exchange risks relating to the relative value of the U.S. dollar as compared to the Canadian dollar.

Competition

The Company competes with many other mining companies that have substantially greater resources. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund the Company's operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operations and business.

Dependence on Outside Parties

The Company has relied and will rely upon consultants, geologists, engineers and others and intends to rely on these parties for exploration and development expertise. Substantial expenditures are required to pursue acquisition opportunities and, in the case of new properties, to develop the exploration and plant infrastructure at any particular site. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Conflicts of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other mining companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting such participation.

Income and other taxes

The Corporation is subject to income and other taxes in Canada. Significant judgment is required in determining the provision for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Corporation recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Corporation's income and other tax liabilities requires interpretation of complex laws and regulations. The Corporation's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax filings are subject to audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the income tax and deferred tax provisions in the period in which such determination is made. As of the date of the statement of financial position, no liability in respect of pending tax issues has been recognized in the financial statements.

OFF BALANCE SHEET ITEMS

The Company does not have any off balance sheet terms.

FORWARD LOOKING INFORMATION AND CAUTIONARY STATEMENTS

Except for statements of historical fact relating to the Company certain information contained herein constitutes forward-looking information. Forward-looking information includes, but is not limited to, statements with respect to future economic estimates, including mineral resource estimates; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as ''plans'', ''expects'' or ''does not expect'', ''is expected'', ''budget'', ''scheduled'', ''estimates'', ''forecasts'', ''intends'', ''anticipates'' or ''does not anticipate'', or ''believes'', or variations of such words and phrases or statements that certain actions, events or results ''may'', ''could'', ''would'', ''might'' or ''will be taken'', ''occur'' or ''be achieved''. Forward-looking information is based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward- looking information, including but not limited to risks related to: unexpected events and delays during construction, expansion and start-up; variations in mineral grade and recovery rates; delay or failure to receive government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of gold and other minerals; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes; other risks of the mining industry and other risks described herein. Although management of the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward- looking information.

All forward looking statements made in this MD&A are qualified by these cautionary statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable securities law.

LIST OF OFFICERS AND DIRECTORS

Justin Reid,	Director
Peter Tagliamonte,	Director
Deborah Battiston,	Chief Financial Officer

EXHIBIT C

FINANCIAL STATEMENTS AND MANAGEMENT'S DISCUSSION AND ANALYSIS OF 2513924 ONTARIO INC.

November 22, 2017

TSX Venture Exchange, the “Exchange”

Dear Sir/Madam:

Re: 2513924 Ontario Inc. (the “Company”):

We refer to the filing statement of Pitchblack Resources Ltd. dated November 22, 2017.

We consent to being named and to the use in the above-mentioned filing statement, of our report dated October 30, 2017, to the shareholders of the Company on the following financial statements:

- Statement of financial position as at December 31, 2016,
- Statement of cash flows for the period from incorporation (April 15, 2016) to December 31, 2016; and
- Notes, comprising a summary of significant accounting policies and other information

We report that we have read the filings statement and all information therein have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor’s consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the management information circular as these terms are described in the CPA Canada Handbook – Assurance.

This letter is provided solely for the purpose of assisting the Exchange to which it is addressed in discharging its responsibilities and should not be used for any other purpose.

Yours truly,

MNP LLP

MNP LLP

2513924 Ontario Inc.

Condensed Interim Financial Statements

For the six months ended June 30, 2017

(Unaudited)

2513924 Ontario Inc.
Condensed Interim Statements of Financial Position
(Unaudited)

	June 30, 2017	December 31, 2016
Assets		
Current		
Accounts Receivable	1,000	1,000
Shareholders' Equity		
Share Capital *(Note 3)*	1,000	1,000

Subsequent Event *(Note 6)*

Approved on behalf of the Board:

Director _____

2513924 Ontario Inc.
Condensed Interim Statements of Loss and Comprehensive Loss
(Unaudited)

	For the three months ended June 30, 2017	For the period from April 15, 2016 to June 30, 2016	**For the six months ended June 30, 2017**	For the period from April 15, 2016 to June 30, 2016
Revenue	**-**	-	-	-
Expenses	**-**	-	-	-
Net loss and comprehensive loss	**-**	-	-	-
Basic and diluted loss per share	**-**	-	-	-
Weighted average number of common shares outstanding				
- Basic and diluted	**10,000,000**	10,000,000	**10,000,000**	10,000,000

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

2513924 Ontario Inc.

Condensed Interim Statement of Changes in Shareholders' Equity

For the six months ended June 30, 2017

(Unaudited)

	Number of Shares	*Share Capital*	*Total Shareholders' Equity*
Balance, April 15, 2016	-	-	-
Issuance of common shares	10,000,000	1,000	1,000
Balance, December 31, 2016 and June 30, 2017	**10,000,000**	**1,000**	**1,000**

2513924 Ontario Inc.
Condensed Interim Statements of Cash Flows
(Unaudited)

	For the six months ended June 30, 2017	For the period from April 15, 2016 to June 30, 2016
Cash provided by (used for) the following activities		
Operating activities		
Changes in non-cash working capital accounts		
Accounts receivable	-	(1,000)
Financing activities		
Issuance of common shares	-	1,000
Cash, beginning and end of period	-	-

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

1. Nature of operations

2513924 Ontario Inc. (the “Company”) was incorporated under the Business Corporations Act (Ontario) on April 15, 2016. The Company is domiciled in Canada.

The address of the Company’s registered office is 65 Queen Street West, Suite 815, Toronto, ON.

2. Significant accounting policies

Statement of compliance with International Financial Reporting Standards

The condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements including IAS 34, Interim Financial Reporting. The condensed interim financial statements have been prepared in accordance with all IFRS issued and in effect as at June 30, 2017. These condensed interim financial statements should be read in conjunction with the annual financial statements for period ended December 31, 2016.

These condensed financial statements for the six months ended June 30, 2017 were approved and authorized for issue by the Company's Board of Directors on October 30, 2017.

Significant accounting judgments and estimates

The preparation of these condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the disclosure of contingent assets and liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the reporting periods. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Financial instruments

Loans and receivables

The Company has classified accounts receivable as loans and receivables.

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

2. Significant accounting policies (continued)

Accounting standards effective in future periods

IFRS 9, Financial Instruments: Classification and Measurement, issued in its final form in July 2014, effective for annual periods beginning on or after January 1, 2018, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments. Management anticipates that this standard will be adopted in the Company's financial statements for the period beginning January 1, 2018 and has not yet considered the potential impact of its adoption.

3. Share capital

The authorized share capital of the Company consists of an unlimited number of common shares. As at June 30, 2017, there were 10,000,000 shares outstanding with a par value of $0.0001. During the prior period, 10,000,000 common shares were issued for total proceeds of $1,000.

4. Option agreement

On June 2, 2016, the Company entered into an Option agreement (the "Option Agreement") with Sulliden Mining Capital Inc. ("SMC") and a wholly-owned subsidiary of SMC ("SMC Sub"). SMC Sub has been granted the exclusive right and option (the "SMC Option") to acquire a 100% undivided interest in the Troilus project located in Quebec (the "Property") owned by First Quantum Minerals Ltd. ("FQM"). Pursuant to the Option Agreement, SMC has granted the Company an irrevocable and exclusive option to acquire a 40% undivided interest in the Property from SMC Sub for a period of 30 days following the exercise of the SMC Option by SMC Sub. The Company may, at any time, allow the Option to lapse by failing to make the cash payments required to acquire a 40% undivided interest in the Property. As a result, the Company has no liability or obligation to SMC or SMC Sub by entering into the Option Agreement.

5. Capital disclosures

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide a return to shareholders, benefits for other stakeholders and to ensure sufficient resources are available to meet day to day operating requirements.

The Company considers the items included in shareholders' equity as capital. The Company manages its capital structure and makes adjustments to it, based upon funds available to the Company or in response to changes in economic conditions and the risk characteristics of the underlying assets.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements.

6. Subsequent Event

Subsequent to December 31, 2016, the Company, Pitchblack Resources Ltd. (“Pitchblack”), SMC Sub and a wholly-owned subsidiary of Pitchblack (“Pitchblack Subco”), have entered into an amalgamation agreement (the “Amalgamation Agreement”) pursuant to which the Company, SMC Sub and Pitchblack Subco will amalgamate and the shareholders of both SMC Sub and the Company will receive an aggregate of 100,000,000 Common Shares of Pitchblack on a pre-Consolidation basis. SMC will receive 60,000,000 Common Shares of Pitchblack and the Company will receive 40,000,000 Common Shares of Pitchblack. The resulting amalgamated corporation will be a wholly-owned subsidiary of Pitchblack.

2513924 Ontario Inc.

Financial Statements

December 31, 2016

2513924 Ontario Inc.

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Independent Auditors' Report

To the Shareholders of 2513924 Ontario Inc.:

We have audited the accompanying financial statements of 2513924 Ontario Inc., which comprise the statement of financial position as at December 31, 2016, statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation (April 15, 2016) to December 31, 2016, 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.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of 2513924 Ontario Inc. as at December 31, 2016 and the results of its operations and its cash flows for the period from incorporation (April 15, 2016) to December 31, 2016 in accordance with International Financial Reporting Standards.

MNP LLP

Mississauga, Ontario

October 30, 2017

Chartered Professional Accountants

Licensed Public Accountants

MNP

2513924 Ontario Inc.
Statement of Financial Position
As at December 31, 2016

Assets	
Current	
Accounts receivable	**1,000**
Shareholders' Equity	
Share capital *(Note 3)*	**1,000**

Subsequent Event *(Note 6)*

Approved on behalf of the Board

Director

The accompanying notes are an integral part of these financial statements

2513924 Ontario Inc.

Statement of Loss and Comprehensive Loss

For the period from incorporation (April 15, 2016) to December 31, 2016

Revenue	**-**
Expenses	**-**
Net loss and other comprehensive loss	**-**
Basic and diluted loss per share	**-**
Weighted average number of common shares outstanding - Basic and diluted	**10,000,000**

The accompanying notes are an integral part of these financial statements

2513924 Ontario Inc.
Statement of Changes in Shareholders' Equity
For the period from incorporation (April 15, 2016) to December 31, 2016

	Number of shares	Share capital	Total Shareholders' Equity
Balance, April 15, 2016	-	-	-
Issuance of common shares *(Note 3)*	**10,000,000**	**1,000**	**1,000**
Balance, December 31, 2016	**10,000,000**	**1,000**	**1,000**

The accompanying notes are an integral part of these financial statements

2513924 Ontario Inc.
Statement of Cash Flows
For the period from incorporation (April 15, 2016) to December 31, 2016

Cash provided by (used for) the following activities	
Operating activities	
Changes in non-cash working capital accounts	
Accounts receivable	**(1,000)**
Financing activities	
Issuance of common shares	**1,000**
Cash, beginning and end of period	**-**

The accompanying notes are an integral part of these financial statements

1. Nature of operations

2513924 Ontario Inc. (the "Company") was incorporated under the Business Corporations Act (Ontario) on April 15, 2016. The Company is domiciled in Canada.

The address of the Company's registered office is 65 Queen Street West, Suite 815, Toronto, ON.

2. Significant accounting policies

Statement of compliance with International Financial Reporting Standards

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations Committee ("IFRIC"). The financial statements have been prepared in accordance with all IFRS issued and in effect as at December 31, 2016.

These financial statements for the period ended December 31, 2016 were approved and authorized for issue by the Company's Board of Directors on October 30, 2017.

Share capital

Common shares are classified as equity. Costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding, adjusted for the effects of all potentially dilutive common shares.

Significant accounting judgments and estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the disclosure of contingent assets and liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the reporting periods. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Financial instruments

Loans and receivables

The Company has classified accounts receivable as loans and receivables.

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

2. Significant accounting policies (continued)

Income taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that they relate to items recognized directly in equity other comprehensive loss.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive loss or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Accounting standards effective in future periods

IFRS 9, Financial Instruments: Classification and Measurement, issued in its final form in July 2014, effective for annual periods beginning on or after January 1, 2018, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments. Management anticipates that this standard will be adopted in the Company's financial statements for the period beginning January 1, 2018 and has not yet considered the potential impact of its adoption.

3. Share capital

The authorized share capital of the Company consists of an unlimited number of common shares. As at December 31, 2016, there were 10,000,000 shares outstanding with a par value of $0.0001. During the period, 10,000,000 common shares were issued for total proceeds of $1,000.

4. Option agreement

On June 2, 2016, the Company entered into an Option agreement (the "Option Agreement") with Sulliden Mining Capital Inc. ("SMC") and a wholly-owned subsidiary of SMC ("SMC Sub"). SMC Sub has been granted the exclusive right and option (the "SMC Option") to acquire a 100% undivided interest in the Troilus project located in Quebec (the "Property") owned by First Quantum Minerals Ltd. ("FQM"). Pursuant to the Option Agreement, SMC has granted the Company an irrevocable and exclusive option to acquire a 40% undivided interest in the Property from SMC Sub for a period of 30 days following the exercise of the SMC Option by SMC Sub. The Company may, at any time, allow the Option to lapse by failing to make the cash payments required to acquire a 40% undivided interest in the Property. As a result, the Company has no liability or obligation to SMC or SMC Sub by entering into the Option Agreement.

5. Capital disclosures

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide a return to shareholders, benefits for other stakeholders and to ensure sufficient resources are available to meet day to day operating requirements.

The Company considers the items included in shareholders' equity as capital. The Company manages its capital structure and makes adjustments to it, based upon funds available to the Company or in response to changes in economic conditions and the risk characteristics of the underlying assets.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements.

6. Subsequent Event

Subsequent to December 31, 2016, the Company, Pitchblack Resources Ltd. (“Pitchblack”), SMC Sub and a wholly-owned subsidiary of Pitchblack (“Pitchblack Subco”), have entered into an amalgamation agreement (the “Amalgamation Agreement”) pursuant to which the Company, SMC Sub and Pitchblack Subco will amalgamate and the shareholders of both SMC Sub and the Company will receive an aggregate of 100,000,000 Common Shares of Pitchblack on a pre-Consolidation basis. SMC will receive 60,000,000 Common Shares of Pitchblack and the Company will receive 40,000,000 Common Shares of Pitchblack. The resulting amalgamated corporation will be a wholly-owned subsidiary of Pitchblack.

2513924 Ontario Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the six months ended June 30, 2017
(Expressed in Canadian dollars)

Date: October 30, 2017

INTRODUCTION

The following Management Discussion and Analysis ("**MD&A**") of 2513924 Ontario Inc. ("we", "our", "us", the "**Company**" or "**2513924**") provides a discussion and analysis of the operations, results, and financial condition of the Company for the six months ended June 30, 2017, and should be read in conjunction with the Company's financial statements for the same period. This discussion covers the period ended June 30, 2017 and the subsequent period up to the date of the filing of this MD&A.

For the purpose of preparing our MD&A, the Company considers the materiality of information. Information is considered material if in the opinion of management: (i) such information results in, or would reasonably be expected to result in, a significant effect in the market price or value of our shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. We evaluate materiality with reference to all relevant circumstances. All dollar amounts are stated in Canadian dollars unless otherwise indicated.

This MD&A contains forward-looking information that also involves numerous risks and uncertainties. Actual results of the Company's business and operations could differ materially from those discussed in such forward-looking information as a result of the risks and uncertainties faced by the Company, including those set forth in this MD&A under "Forward Looking Information and Cautionary Statements", and "Risk and Uncertainties".

CORPORATE INFORMATION

The Company was incorporated on April 15, 2016 under the Business Corporations Act (Ontario) to enter the Option Agreement and hold the 251 Option, each as described below. The address of the Company's registered office is 65 Queen Street West, Suite 815, Toronto, Ontario.

UPDATE AND OUTLOOK

On June 2, 2016, the Company entered into an option agreement (the "**Option Agreement**") with Sulliden Mining Capital Inc. ("**SMC**") and a wholly-owned subsidiary of SMC ("**SMC Sub**"). SMC Sub has been granted the exclusive right and option (the "**SMC Option**") to acquire a 100% undivided interest in the Troilus project located in Quebec (the "**Property**") owned by First Quantum Minerals Ltd. ("**FQM**"). Pursuant to the Option Agreement, SMC has granted the Company an irrevocable and exclusive option to acquire a 40% undivided interest in the Property (the "**251 Option**") from SMC Sub for a period of 30 days following the exercise of the SMC Option by SMC Sub. The Company may, at any time, allow the 251 Option to lapse by failing to make the cash payments required to acquire a 40% undivided interest in the Property. As a result, the Company has no liability or obligation to SMC or SMC Sub by entering into the Option Agreement.

RESULTS OF OPERATIONS

There was no activity on the statement of operations and comprehensive loss.

FINANCIAL POSITION

The Company does not have a bank account, as at June 30, 2017, the Company's account receivable and share capital balance were $1,000.

CASH FLOWS

There was no activity on cash flows.

CAPITAL STRUCTURE

Number of:	As at December 31, 2016 and June 30, 2017
Common shares	10,000,000

Critical Accounting Polices and Estimates
The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements are made regarding the assumption that the Company is a going concern and will continue in operation for the foreseeable future and at least one year.

CAUTIONARY NOTE
This document contains or refers to forward-looking information. Such forward-looking information includes, among other things, statements regarding estimates and/or assumptions in respect, of future economic, market and other conditions, and is based on current expectations that involve a number of business risks and uncertainties. Forward-looking statements are subject to significant risks and uncertainties and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and we assume no responsibility to update them or revise them to reflect new events or circumstances, except as required by law.

RISK AND UNCERTAINTIES
The Company is subject to risks and challenges similar to other companies in a comparable stage of development. These risks include dependence on key individuals. The operations of the Company are speculative due to the high-risk nature of its business, which are the acquisition, exploration and development of mining projects. These risks could materially affect the Company's future operating results and could cause actual events to differ materially from those described herein and in forward-looking statements and forward-looking information relating to the Company.

No Revenues
To date, the Company has not recorded any revenues from operations nor has the Company commenced commercial production on any property. There can be no assurance that the Company has sufficient capital resources to continue as a going concern, that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's expenses and capital expenditures will increase as consultants, personnel associated with the exploration, and possible development are advanced. The Company expects to continue to incur losses unless and until such time as it enters into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Company's property will continue to require the commitment of substantial resources. There can be no assurance that the Company will continue as a going concern, generate any revenues or achieve profitability.

Nature of Mining, Mineral Exploration and Development Projects
Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Corporation towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Mining operations generally involve a high degree of risk. The Corporation's operations are subject to the hazards and risks normally encountered in mineral exploration and development, including environmental hazards, explosions, and unusual or unexpected geological formations or pressures. Such risks could result in damage to, or destruction of, mineral properties, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

Unknown Environmental Risks for Past Activities
Exploration and mining operations incur risks of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks, however, such risks have not been eliminated, and significant risk of environmental contamination from present and past exploration or mining activities still exists for mining companies. Companies may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at the Property do not exist.

Income and other taxes
The Corporation is subject to income and other taxes in Canada. Significant judgment is required in determining the provision for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Corporation recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Corporation's income and other tax liabilities requires interpretation of complex laws and regulations. The Corporation's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax filings are subject to audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the income tax and deferred tax provisions in the period in which such determination is made. As of the date of the statement of financial position, no liability in respect of pending tax issues has been recognized in the financial statements.

OFF BALANCE SHEET ITEMS
The Company does not have any off balance sheet terms.

FORWARD LOOKING INFORMATION AND CAUTIONARY STATEMENTS
Except for statements of historical fact relating to the Company certain information contained herein constitutes forward-looking information. Forward-looking information includes, but is not limited to, statements with respect to future economic estimates, including mineral resource estimates; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as ''plans'', ''expects'' or ''does not expect'', ''is expected'', ''budget'', ''scheduled'', ''estimates'', ''forecasts'', ''intends'', ''anticipates'' or ''does not anticipate'', or ''believes'', or variations of such words and phrases or statements that certain actions, events or results ''may'', ''could'', ''would'', ''might'' or ''will be taken'', ''occur'' or ''be achieved''. Forward-looking information is based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during construction, expansion and start-up; variations in mineral grade and recovery rates; delay or failure to receive government approvals; timing and availability of external financing on acceptable terms; actual results of current

2513924 Ontario Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the period April 15, 2016 (date of incorporation) to December 31, 2016

(Expressed in Canadian dollars)

Date: October 30, 2017

INTRODUCTION

The following Management Discussion and Analysis ("MD&A") of 2513924 Ontario Inc. ("we", "our", "us", the "Company" or "2513924") provides a discussion and analysis of the operations, results, and financial condition of the Company for the period April 15, 2016 (date of incorporation) to December 31, 2016, and should be read in conjunction with the Company's audited annual financial statements for the same period. This discussion covers the period ended December 31, 2016 and the subsequent period up to the date of the filing of this MD&A.

For the purpose of preparing our MD&A, the Company considers the materiality of information. Information is considered material if in the opinion of management: (i) such information results in, or would reasonably be expected to result in, a significant effect in the market price or value of our shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. We evaluate materiality with reference to all relevant circumstances. All dollar amounts are stated in Canadian dollars unless otherwise indicated.

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The Company was incorporated on April 15, 2016 under the Business Corporations Act (Ontario) to enter the Option Agreement and hold the 251 Option, each as described below. The address of the Company's registered office is 65 Queen Street West, Suite 815, Toronto, Ontario.

UPDATE AND OUTLOOK

On June 2, 2016, the Company entered into an option agreement (the "Option Agreement") with Sulliden Mining Capital Inc. ("SMC") and a whole-owned subsidiary of SMC (SMC Sub"). SMC Sub has been granted the exclusive right and options (the "SMC Option") to acquire a 100% undivided interest in the Troilus project located in Quebec (the "Property") owned by First Quantum Minerals Ltd. ("FQM"). Pursuant to the option agreement, SMC has granted the Company an irrevocable and exclusive option to acquire a 40% undivided interest in the Property from SMC Sub for a period of 30 days following the exercise of the SMC Option by SMC Sub. The Company may, at any time, allow the Option to lapse by failing to make the cash payments required to acquire a 40% undivided interest in the Property. As a result, the Company has no liability or obligation to SMC or SMC Sub by entering into the Option Agreement.

RESULTS OF OPERATIONS

There was no activity on the statement of operations and comprehensive loss.

FINANCIAL POSITION

The Company does not have a bank account, as at December 31, 2016, the Company's account receivable and share capital balance were $1,000.

CASH FLOWS

The change in non-cash working capital was $1,000 for the period of incorporated on April 15, 2016 to December 31, 2016. The Company issued 10,000,000 common shares with a par value of $0.0001.

CAPITAL STRUCTURE

Number of :	As at December 31, 2016
Common Shares	10,000,000

Critical Accounting Polices and Estimates
The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements are made regarding the assumption that the Company is a going concern and will continue in operation for the foreseeable future and at least one year.

CAUTIONARY NOTE
This document contains or refers to forward-looking information. Such forward-looking information includes, among other things, statements regarding estimates and/or assumptions in respect, of future economic, market and other conditions, and is based on current expectations that involve a number of business risks and uncertainties. Forward-looking statements are subject to significant risks and uncertainties and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and we assume no responsibility to update them or revise them to reflect new events or circumstances, except as required by law.

RISK AND UNCERTAINTIES
The Company is subject to risks and challenges similar to other companies in a comparable stage of development. These risks include dependence on key individuals. The operations of the Company are speculative due to the high-risk nature of its business, which are the acquisition, exploration and development of mining projects. These risks could materially affect the Company's future operating results and could cause actual events to differ materially from those described herein and in forward-looking statements and forward-looking information relating to the Company.

No Revenues
To date, the Company has not recorded any revenues from operations nor has the Company commenced commercial production on any property. There can be no assurance that the Company has sufficient capital resources to continue as a going concern, that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's expenses and capital expenditures will increase as consultants, personnel associated with the exploration, and possible development are advanced. The Company expects to continue to incur losses unless and until such time as it enters into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Company's property will continue to require the commitment of substantial resources. There can be no assurance that the Company will continue as a going concern, generate any revenues or achieve profitability.

Nature of Mining, Mineral Exploration and Development Projects
Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Corporation towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Mining operations generally involve a high degree of risk. The Corporation's operations are subject to the hazards and risks normally encountered in mineral exploration and development, including environmental hazards, explosions, and unusual or unexpected geological formations or pressures. Such risks could result in damage to, or destruction of, mineral properties, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

Unknown Environmental Risks for Past Activities
Exploration and mining operations incur risks of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks, however, such risks have not been eliminated, and significant risk of environmental contamination from present and past exploration or mining activities still exists for mining companies. Companies may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at the Property do not exist.

Income and other taxes
The Corporation is subject to income and other taxes in Canada. Significant judgment is required in determining the provision for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Corporation recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Corporation's income and other tax liabilities requires interpretation of complex laws and regulations. The Corporation's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax filings are subject to audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the income tax and deferred tax provisions in the period in which such determination is made. As of the date of the statement of financial position, no liability in respect of pending tax issues has been recognized in the financial statements.

OFF BALANCE SHEET ITEMS
The Company does not have any off balance sheet terms.

FORWARD LOOKING INFORMATION AND CAUTIONARY STATEMENTS
Except for statements of historical fact relating to the Company certain information contained herein constitutes forward-looking information. Forward-looking information includes, but is not limited to, statements with respect to future economic estimates, including mineral resource estimates; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as ''plans'', ''expects'' or ''does not expect'', ''is expected'', ''budget'', ''scheduled'', ''estimates'', ''forecasts'', ''intends'', ''anticipates'' or ''does not anticipate'', or ''believes'', or variations of such words and phrases or statements that certain actions, events or results ''may'', ''could'', ''would'', ''might'' or ''will be taken'', ''occur'' or ''be achieved''. Forward-looking information is based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during construction, expansion and start-up; variations in mineral grade and recovery rates; delay or failure to receive government approvals; timing and availability of external financing on acceptable terms; actual results of current

EXHIBIT D

PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER

Troilus Gold Inc.

Unaudited Pro Forma Condensed Consolidated Financial Statement
(Expressed in Canadian dollars)

As at June 30, 2017

Troilus Gold Inc.

Pro Forma Condensed Consolidated Statement of Financial Position
As at June 30, 2017
(Unaudited, Expressed in Canadian Dollars)

	Pitchblack	2507868 Ontario Inc.	2513924 Ontario Inc.	Note 4	Pro Forma Adjustments	Pro Forma Consolidated
	30-Jun-17	31-Jul-17	30-Jun-17			
ASSETS						
Current assets						
Cash	$ 253,072	$ -	$ -	c	$ (250,000)	**$ 17,939,581**
				d	100,000	
				g	20,008,000	
				h	(1,200,480)	
				i	(100,000)	
				j	(871,011)	
Amounts receivable	30,864	-	1,000		-	**$ 31,864**
Prepaid expenses	3,150	-	-		-	**$ 3,150**
Investments	946	-	-		-	**946**
Total current assets	288,032	-	1,000		17,686,509	**17,975,541**
Non-current assets						
Exploration and evaluation properties	100,000	819,594	-	b	11,244,854	**12,064,448**
				d	(100,000)	
Total assets	$ 388,032	$ 819,594	$ 1,000		$ 28,831,363	**$ 30,039,989**
LIABILITIES						
Current liabilities						
Accounts payable and accrued liabilities	$ 987,191	$ 819,593	$ -	e	$ (819,593)	**$ 116,180**
				j	$ (871,011)	
SHAREHOLDERS' EQUITY						
Share capital	69,943,805	1	1,000	a	(69,943,805)	**26,932,323**
				a	2,789,668	
				b	11,245,854	
				b	(1,000)	
				g	13,720,000	
				h	(823,200)	
Share-based payments reserve	113,871	-	-	a	(113,871)	**6,092,720**
				a	182,000	
				g	6,288,000	
				h	(377,280)	
Deficit	(70,656,835)	-	-	a	70,656,835	**(3,101,234)**
				a	(3,570,827)	
				c	(250,000)	
				e	819,593	
				i	(100,000)	
Total shareholders' equity	(599,159)	1	1,000		30,521,967	**29,923,809**
Total liabilities and shareholders' equity	$ 388,032	$ 819,594	$ 1,000		$ 28,831,363	**$ 30,039,989**

The accompanying notes are an integral part of the unaudited pro forma condensed consolidated financial statement.

1. BASIS OF PRESENTATION

These unaudited pro forma condensed consolidated financial statement of Troilus Gold Inc. ("Troilus") were prepared by management for illustrative purposes only, to show the effect of the acquisition the Troilus Project by Pitchblack Resources Ltd. ("Pitchblack") through the acquisition of 2507868 Ontario Inc. ("250 Ontario") and 2513924 Ontario Inc. ("251 Ontario") (collectively the "Acquisition"). For accounting purposes, the Acquisition will be recorded as a reverse take-over of Pitchblack by 250 Ontario, and the concurrent acquisition of 251 Ontario.

The unaudited pro forma condensed consolidated statement of financial position has been compiled from and include:

i. The unaudited interim condensed statement of financial position of Pitchblack as at June 30, 2017;
ii. The audited statement of financial position of 250 Ontario as at July 31, 2017; and
iii. The unaudited interim condensed statement of financial position of 251 Ontario as at June 30, 2017.

The unaudited pro forma condensed consolidated statement of financial position has been prepared as if the acquisition described in Note 3 had occurred as of June 30, 2017.

It is management's opinion that the unaudited pro forma condensed consolidated financial statement presents, in all material respects, the acquisition described in Note 3, in accordance with IFRS, applied on a basis consistent with Pitchblack's accounting policies. This unaudited pro forma condensed consolidated financial statement is not intended to reflect the financial position or results of operations of the combined entity which would have actually resulted if the events reflected herein had been in effect at the dates indicated. Actual amounts recorded once the acquisition is completed are likely to differ from those recorded in the unaudited pro forma condensed consolidated financial statement. Any potential synergies that may be realized and integration costs that may be incurred upon consummation of the acquisition have been excluded from the unaudited pro forma condensed consolidated financial statement. Further, this unaudited pro forma condensed consolidated financial statement is not necessarily indicative of the financial position or results of operation that may be obtained in the future.

This unaudited pro forma condensed consolidated financial statement should be read in conjunction with the foregoing financial statements, including the notes thereto, as filed on SEDAR or included in the TSX Venture Exchange filing statement.

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies used in the preparation of this unaudited pro forma condensed consolidated financial statement are those as set out in 250's audited financial statement for the year ended July 31, 2017. In preparing the unaudited pro forma condensed consolidated financial information, a review was undertaken to identify any accounting policy differences between 250 and each of Pitchblack and 251 Ontario where the impact was potentially material and could be reasonably estimated. Upon review, no material differences were noted. Accounting policy differences may be identified after completion of the acquisition.

3. ACQUISITION

The acquisition of Troilus Project by Pitchblack is being completed by way of amalgamation. Pitchblack will create a Subco which will amalgamate with 250 Ontario and 251 Ontario to form Amalco. Amalco will be a wholly owned subsidiary of Pitchblack and will own the 250 Ontario Option and the 251 Ontario Option. As consideration for completing the amalgamation, Pitchblack will issue 15,000,000 common shares to Sulliden and 10,000,000 common shares to the 251 Ontario Shareholders.

The Troilus Project will be subject to a 1% net smelter returns royalty, and variable net smelter returns royalty of 1.5% or 2.5%, depending on the price of gold.

The name of Pitchblack is expected to be changed to Troilus Gold Inc.

The Acquisition is expected to be treated as a reverse acquisition of Pitchblack by 250 Ontario, concurrent with the acquisition of 251 Ontario. The Acquisition is not expected to meet the definition of a business at the time of closing, as defined in IFRS 3, Business Combinations.

In connection with the Acquisition, 250 Ontario, has entered into an agreement to complete, on a bought deal private placement basis, 12,200,000 subscription receipts (the “Subscription Receipts”) at a price of $1.64 per Subscription Receipt for aggregate gross proceeds of $20,008,000 (the “Offering”). Each Subscription Receipt shall entitle the holder thereof to receive one 250 Ontario common share (a “SR Share”) and one common share purchase warrant (a “SR Warrant”) upon satisfaction of the Escrow Release Conditions. Each SR Warrant shall entitle the holder thereof to acquire one SR Share, subject to standard adjustment provisions, at a price of $2.50 per SR Share for a period of 36 months from the date of closing of the Offering. 250 Ontario has also granted an option (the “UW Option”), exercisable up to 48 hours prior to the closing date of the Offering, to purchase up to an additional 1,830,000 Subscription Receipts for additional gross proceeds of up to $3,001,200 on the same terms as those applicable to the Offering.

In connection with the Offering, a cash fee equal to up to 6.0% of the gross proceeds of the Offering is expected to be paid. The Offering and the Acquisition are subject to receipt of all necessary approvals, including regulatory approvals from the TSX Venture Exchange.

The expected gross proceeds of the Offering have been allocated, on a pro forma basis, $13,720,000 to the common shares, and $6,288,000 to the warrants, based on the relative estimated fair value of the shares and warrants. The estimated fair value of the warrants was estimated using a Black-Scholes model with the following assumptions: expected life 3 years, expected volatility 100%, risk free interest rate 1%, expected dividend yield 0%.

These pro forma condensed consolidated financial statement, including the pricing of the Subscription Receipts, reflect the four (4) for one (1) share consolidation of Pitchblack common shares that will be completed concurrent with closing of the Acquisition.

The purchase consideration has been allocated on a preliminary basis to the fair value of assets acquired and liabilities assumed as at June 30, 2017 based on management's best estimate of fair value and taking into account all available information at the time of the share purchase agreements.

Management will continue to review information and perform further analysis with respect to the valuation of the purchase consideration and the net assets acquired, prior to finalizing the allocation of the purchase price.

Acquisition of Pitchblack Preliminary purchase price allocation:		Estimated fair value
Consideration:		
Common Shares issued	$	2,789,668
Stock Options issued		182,000
	$	2,971,668
Allocation of purchase price:		
Current assets	$	388,032
Current liabilities		(987,191)
RTO expense		3,570,827
	$	2,971,668

Acquisition of 251 Ontario Preliminary purchase price allocation:		Estimated fair value
Consideration:		
Common Shares issued	$	11,245,854
Allocation of purchase price:		
Current assets	$	1,000
Exploration and evaluation properties		11,244,854
	$	11,245,854

The actual amounts recorded on the Acquisition will be determined at the date of the Acquisition and may differ materially from the amounts above.

4. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS

The unaudited pro forma condensed consolidated statement of financial position reflect the following assumptions and adjustments to give effect to the Acquisition described in Note 3 as if the Acquisition had occurred as of June 30, 2017:

(a) To record the acquisition of Pitchblack by 250 Ontario by the issuance of a total of 2,480,620 common shares of Troilus to the shareholders of Pitchblack, valued at $1.12 per share, based on the terms of the concurrent financing (Note 3), and the issuance of 206,250 stock options of Troilus to the stock option holders of Pitchblack. The stock options were based on the following weighted average assumptions: exercise price $0.76 per share, expected stock price $1.12 per share, risk free rate 1%, expected volatility 100%, expected life 4.56 years.

The acquisition is expected to be accounted for as an asset acquisition, as the requirements for a business combination in accordance with IFRS3 are not expected to be met.

(b) To record the acquisition of 251 Ontario by the issuance of a total of 10,000,000 common shares of Troilus to the shareholders of 251 Ontario, valued at $1.12 per share, based on the terms of the concurrent financing (Note 3).

The acquisition is expected to be accounted for as an asset acquisition, as the requirements for a business combination in accordance with IFRS3 are not expected to be met.

(c) To record estimated transaction costs of $250,000.

(d) To record the sale of the Division Mountain exploration and evaluation property by Pitchblack in August 2017 for proceeds of $100,000.

(e) To record the acquisition of accounts payable of 250 Ontario by Pitchblack.

(f) To record the share exchange whereby a total of 15,000,000 common shares of Troilus are issued to the shareholder of 250 Ontario.

(g) To record the concurrent financing of 250 Ontario (see Note 3 for details).

(h) To record the Subscription Receipt issuance costs payable to underwriters of the transaction upon completion of the deal at 6% of gross proceeds.

(i) To record the expected obligation related to the provisions of the management contracts.

(j) To record the payment of certain accounts payable in the amount of $871,011.

5. PRO FORMA SHARE CAPITAL

These pro forma condensed consolidated financial statement, including all quantities of shares, options and warrants, and all per share amounts, reflect the four (4) for one (1) share consolidation of Pitchblack common shares that will be completed concurrent with closing of the Acquisition.

	Number of shares	$
Issued to shareholders of Pitchblack common shares	2,480,620	2,789,668
Issued to shareholders of 250 Ontario	15,000,000	1
New share issue of 250 Ontario	12,200,000	12,896,800
Issued to shareholders of 251 Ontario	10,000,000	11,245,854
Pro forma common shares at June 30, 2017	39,680,620	26,932,323

Troilus Gold Inc. has pro forma 206,250 stock options outstanding with a weighted average exercise price of $0.76.

Troilus Gold Inc. has pro forma 12,200,000 warrants outstanding pursuant to the concurrent financing described in Note 3, with an exercise price of $2.50.

6. INCOME TAXES

The effective pro forma income tax rate is approximately 0%.

EXHIBIT E

AMALGAMATION AGREEMENT

AMALGAMATION AGREEMENT

DATED as of October 31, 2017

BETWEEN:

PITCHBLACK RESOURCES LTD., a company existing under the laws of Ontario ("**Pitchblack**")

AND:

2603210 ONTARIO INC., a company existing under the laws of Ontario ("**Pitchblack Subco**")

AND:

SULLIDEN MINING CAPITAL INC., a company incorporated under the laws of Ontario ("**Sulliden**")

AND:

2507868 ONTARIO INC., a company incorporated under the laws of Ontario ("**Sulliden Subsidiary**")

AND:

2513924 ONTARIO INC., a company incorporated under the laws of Ontario ("**251 Ontario**")

AND:

THE SHAREHOLDERS OF 251 ONTARIO LISTED IN SCHEDULE "A" HERETO
(collectively, the "**251 Shareholders**")

WHEREAS:

A. Sulliden Subsidiary holds an option (the "**Sulliden Option**") to acquire a 100% interest in the Troilus Project from First Quantum Minerals Ltd. pursuant to the terms of the Sulliden Option Agreement (as defined herein);

B. The 251 Shareholders are the registered and beneficial owners of all of the shares of 2513924 Ontario Inc. ("**251 Ontario**") in such proportion as set out opposite their respective names in Schedule "A";

C. 251 Ontario holds an option to acquire a 40% interest in the Troilus Project from Sulliden Subsidiary ("**251 Option**") pursuant to the terms and conditions of the 251 Option Agreement (as defined herein);

D. Pitchblack had previously agreed to purchase all of the issued and outstanding shares of Sulliden Subsidiary and 251 Ontario from Sulliden and the 251 Shareholders, respectively, pursuant to the terms and conditions of share purchase agreements dated September 8, 2017; pursuant to which Pitchblack agreed to indirectly acquire the 251 Option and the Sulliden Option (as defined herein); and

E. In order to most efficiently effect the terms of the transaction referred to in recital "D" above, Sulliden Subsidiary, 251 Ontario and Pitchblack Subco have agreed to amalgamate under the provisions of the *Business Corporations Act* (Ontario) on the terms and conditions described in this Agreement and continue as one corporation.

NOW THEREFORE THIS AGREEMENT WITNESSES that in consideration of the mutual agreements and covenants herein contained (the receipt and adequacy of such consideration being mutually acknowledged by each party), the parties covenant and agree as follows:

ARTICLE 1
INTERPRETATION

1.1 **Definitions**: In this Agreement the following words and phrases shall have the following meanings:

(a) "**251 Option**" has the meaning ascribed to it above;

(b) "**251 Option Agreement**" means the option agreement dated June 2, 2016 between 251 Ontario, Sulliden and Sulliden Subsidiary, pursuant to which Sulliden Subsidiary has granted the 251 Option to 251 Ontario;

(c) "**251 Shares**" means common shares in the capital of 251 Ontario;

(d) "**251 Shareholders**" has the meaning ascribed to it above;

(e) "**Amalco**" means TLG Project Inc., the corporation to be formed by the Amalgamation (or such other name as shall be approved by Pitchblack and Sulliden);

(f) "**Amalgamating Corporations**" means, collectively, Pitchblack Subco, Sulliden Subsidiary and 251 Ontario;

(g) "**Amalgamation**" means the amalgamation of Pitchblack Subco, Sulliden Subsidiary and 251 Ontario under Section 174 of the OBCA and in accordance with the terms and conditions of this Agreement;

(h) "**Amalgamation Shares**" means the common shares in the capital of Pitchblack issuable to the 251 Shareholders and Sulliden pursuant to the Amalgamation as further described in Section 2.2 below;

(i) "**Assets**" means all property or assets of any nature or kind, whether real or personal, tangible or intangible, corporeal or incorporeal, and includes any interest therein;

(j) "**Business Day**" means any day other than a Saturday, Sunday or any statutory holiday in the Province of Ontario;

(k) "**Claim**" means (a) any suit, action, proceeding, dispute, investigation, claim, arbitration, order, summons, citation, directive, charge, demand or prosecution, whether legal or administrative; or (b) any appeal or application for review; at law or in equity or by any Governmental Body;

(l) "**Closing**" means the closing of the Transaction;

(m) "**Closing Date**" means such date on or before January 31, 2018, which is three Business Days after the date on which all conditions precedent hereunder have been satisfied or waived and all necessary approvals are received, or waived, by Pitchblack, Sulliden and the 251 Shareholders with respect to the Transaction, to the extent such party has the right hereunder to waive such approval, or such later time or date as may be agreed upon in writing by the parties;

(n) "**Closing Time**" means 5:00 p.m. (Toronto time) on the Closing Date or such other time as agreed to in writing by the parties;

(o) "**Consolidation**" means the consolidation of the Pitchblack Shares on the basis of one post-consolidation Pitchblack Share for each four pre-consolidation Pitchblack Shares, to occur prior to the Amalgamation;

(p) "**Data**" means, with respect to any mineral interest, any and all data, maps, surveys, technical reports and other information in relation to such mineral interest or its Related Rights;

(q) "**Employee Plan**" means, any retirement, pension, bonus, stock purchase, profit sharing, stock option, deferred compensation, severance or termination pay, insurance, medical, hospital, dental, vision care, drug, sick leave, disability, salary continuation, legal benefits, unemployment benefits, vacation, incentive or other employee compensation or benefit plan, arrangement, policy, program or practice (whether provided on a pre- or post-retirement basis) that is maintained, or otherwise contributed to or required to be contributed to, by a legal entity for the benefit of any present or former employees, officers or directors of such legal entity;

(r) "**Effective Date**" means the effective date indicated upon the certificate issued pursuant to the Amalgamation;

(s) "**Effective Time**" means 12:01 a.m. (Toronto Time) on the Effective Date;

(t) "**Encumbrances**" means any lien, claim, charge, pledge, hypothecation, security interest, mortgage, title retention agreement, option, royalty, or encumbrance of any nature or kind whatsoever;

(u) "**Environmental Laws**" means all applicable international, federal, provincial, state, municipal and local treaties, conventions, laws, statutes, ordinances, by-laws, codes, regulations, and all policies, guidelines, standards, orders, directives and decisions rendered or promulgated by any ministry, department or administrative or regulatory agency or body whatsoever (including international organizations formed by or participated in by any national, provincial or state government or representatives thereof) relating to health and safety, the protection or preservation of the environment or the manufacture, processing, distribution, use, treatment, storage, disposal, discharge, transport or handling of Hazardous Substances;

(v) "**Environmental Permits**" means all permits, licences and authorizations required under Environmental Laws in connection with the conduct and operation of business, as currently conducted;

(w) "**First Quantum**" means First Quantum Minerals Ltd.;

(x) "**First Quantum Royalty**" means the variable Net Smelter Royalty of 1.5% or 2.5%, depending on the gold price being more or less than US$1,250 per ounce during the reference period, to be granted to First Quantum upon the exercise of the Sulliden Option;

(y) "**FQM Consent**" means the consent of First Quantum to assign the Sulliden Option Agreement to Pitchblack;

(z) "**Governmental Body**" means any domestic or foreign (a) federal, provincial, state, municipal, local or other government, (b) governmental or quasi-governmental authority of any nature, including any governmental ministry, agency, branch, department, commission, court, board, tribunal, bureau or instrumentality, or (c) body exercising or entitled to exercise any administrative, executive, judicial, legislative, regulatory or taxing authority or power of any nature;

(aa) "**Hazardous Substances**" means any contaminant, pollutant, dangerous substance, liquid waste, industrial waste, hauled liquid waste, toxic substance, special waste, hazardous waste, hazardous material or hazardous substance as defined in or pursuant to any Environmental Laws, law, judgment, decree, order, injunction, rule, statute or regulation of any court, arbitrator or governmental authority;

(bb) "**Indebtedness**" has the meaning ascribed to such term in Section 4.1(m);

(cc) "**Losses**" or "**Loss**" in respect of any matter, means any and all costs, expenses, penalties, fines, losses, damages, liabilities and deficiencies (including all amounts paid in settlement, all interest and penalties and all legal and other professional fees and disbursements, including those incurred in defending any Claim) arising directly or indirectly as a consequence of such matter;

(dd) "**Material Contracts**" means those commitments, contracts, instruments, leases and other agreements, oral or written, entered into by a party hereto, by which a party hereto is bound or to which it or its Assets are subject that have total payment obligations on the part of that party which exceed $50,000 or are for a term of or in excess of twelve months;

(ee) "**MI 61-101**" means Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*;

(ff) "**OBCA**" means the *Business Corporations Act* (Ontario);

(gg) "**Permitted Encumbrances**" means:

(i) Encumbrances for taxes, rates, assessments, charges, penalties, interest or levies imposed by a Governmental Body directly or indirectly that are not yet due or payable or that are being contested in good faith by appropriate proceedings diligently conducted, if adequate reserves with respect thereto are maintained in the financial statements; and in the case of contested taxes, there is no requirement under applicable law that such taxes be paid or secured notwithstanding such contest;

(ii) The right reserved to or vested in any Governmental Body by the terms of any lease, licence, grant or permit or by any statutory or regulatory provision to terminate any lease, licence, grant or permit or to require annual or other periodic payments as a condition of the continuance thereof;

(iii) Encumbrances that are (i) not at the time overdue and (ii) incurred in the ordinary course of business under worker's compensation laws, unemployment insurance or other social security legislation or similar legislation;

(iv) Any reservations, limitations, provisos and conditions expressed in original grants from any Governmental Body;

(v) Encumbrances created explicitly by, and recorded in, the Troilus Mining Licence; and

(vi) Any easements, rights of way, servitudes or other rights in land granted to or reserved by other Persons, rights of way for sewers, electrical lines, telegraph and telephone lines and other similar purposes or zoning or other restrictions for the use of real property.

(hh) "**Person**" includes an individual, corporation, body corporate, partnership, joint venture, association, trust or unincorporated organization or any trustee, executor, administrator or other legal representative thereof;

(ii) "**Pitchblack**" has the meaning ascribed to it above;

(jj) "**Pitchblack Meeting**" means the special meeting, including any adjournments or postponements thereof, of the shareholders of Pitchblack currently scheduled to be held on December 7, 2017 to consider, and, if deemed advisable, to approve, among other things, the Amalgamation;

(kk) "**Pitchblack Shareholders**" means the holders of the Pitchblack Shares;

(ll) "**Pitchblack Shares**" means common shares in the capital of Pitchblack;

(mm) "**Private Placement**" means the brokered bought deal private placement of 12,200,000 Subscription Receipts of Sulliden Subsidiary at a price of $1.64 per Subscription Receipt for gross proceeds of $20,008,000, or for such additional amount as may be determined;

(nn) "**Related Rights**" means, with respect to any mineral interest, all surface, water, access and other non-mineral rights of and to any lands comprising such mineral interest including surface rights held in fee or under lease, licence, easement, right of way or other rights of any kind (and all renewals, extensions and amendments thereof or substitutions therefore), all within the limits of what is legally allowed through the staking of claims on such lands;

(oo) "**Representatives**" means, with respect to any party or 251 Ontario, its directors, employees, accountants, counsel and other agents and representatives;

(pp) "**Royalty**" means the royalty in respect of the Troilus Project equal to 1.0% of net smelter returns to be granted to 2489243 Ontario Ltd. (as assigned to it by 251 Ontario) by Sulliden Subsidiary upon exercise of the Sulliden Option;

(qq) "**Share Split**" means the proposed share split of Sulliden Subsidiary on a 15,000,000 to one basis to occur prior to the Amalgamation;

(rr) "**Subscription Receipts**" means the subscription receipts to be issued by Sulliden Subsidiary under the Private Placement at a price of $1.64 per Subscription Receipt, with each Subscription Receipt automatically convertible upon the satisfaction of certain escrow release conditions into a unit, with each unit being comprised of one Sulliden Subsidiary Share and one Warrant.

(a) "**Sulliden**" has the meaning ascribed to it above;

(b) "**Sulliden Option**" means the option to acquire a 100% interest in the Troilus Project as represented by the Option Agreement;

(c) "**Sulliden Option Agreement**" means the option agreement dated May 2, 2016 between First Quantum Minerals Ltd., Sulliden Subsidiary and Sulliden, as amended on June 1, 2016, pursuant to which Sulliden Subsidiary can acquire a 100% interest in the Troilus Project subject to the First Quantum Royalty, the Royalty and the 251 Option;

(d) "**Sulliden Subsidiary**" has the meaning ascribed to it above;

(e) "**Sulliden Subsidiary Shares**" means common shares in the capital of Sulliden Subsidiary;

(f) "**Transaction**" means the completion of the Amalgamation;

(g) "**Troilus Mining Licence**" means the mining licence to exploit and mine all recovered metals and minerals dissolved on the brines associated with the Troilus Project;

(h) "**Troilus Project**" means all of the mineral interests and rights comprising the project known as the Troilus Project in the Province of Quebec, Canada, including the Troilus Mining Licence, and all Related Rights and Data in relation thereto;

(i) "**TSXV**" means the TSX Venture Exchange; and

(j) "**Warrants**" means the purchase warrants for Sulliden Subsidiary Shares comprising part of the units to be issued upon conversion of the Subscription Receipts, with each Warrant entitling its holder to one Sulliden Subsidiary Share at a price of $2.50, for a period of 36 months from the closing date of the Private Placement.

1.2 **Schedules**: The following are the schedules to this Agreement:

Schedule A	List of 251 Shareholders and parties receiving Amalgamation Shares
Schedule B	Liabilities of Pitchblack, 251 Ontario and Sulliden Subsidiary
Schedule C	Material Contracts of Pitchblack, 251 Ontario and Sulliden Subsidiary
Schedule D	Articles of Amalgamation

1.3 **Interpretation**: For the purposes of this Agreement, except as otherwise expressly provided herein:

(a) "this Agreement" means this Agreement, including the Schedules hereto, as it may from time to time be supplemented or amended;

(b) all references in this Agreement to a designated Article, section, subsection, paragraph, or other subdivision, or to a Schedule, is to the designated Article, section, subsection, paragraph or other subdivision of, or Schedule to, this Agreement unless otherwise specifically stated;

(c) the words "herein", "hereof" and "hereunder" and other words of similar import refer to this Agreement as a whole and not to any particular Article, clause, subsection or other subdivision or Schedule;

(d) "the parties" means the parties to this Agreement, being Pitchblack, Pitchblack Subco, Sulliden, Sulliden Subsidiary, 251 Ontario and the 251 Shareholders, and "a party" means either one of them;

(e) the singular of any term includes the plural and *vice versa* and the use of any term is equally applicable to any gender and where applicable to a body corporate;

(f) the word "including" is not limiting (whether or not non-limiting language such as "without limitation", "but not limited to" and other words of similar import are used with reference thereto);

(g) the headings to the Articles and clauses of this Agreement are inserted for convenience only and do not form a part of this Agreement and are not intended to interpret, define or limit the scope, extent or intent of this Agreement or any provision hereof;

(h) the parties acknowledge that this Agreement is the product of arm's length negotiation between the parties, each having obtained its own independent legal advice, and that this Agreement shall be construed neither strictly for nor strictly against either party irrespective of which party was responsible for drafting this Agreement;

(i) the representations, warranties, covenants and agreements contained in this Agreement shall not merge at the Closing and shall continue in full force and effect from and after the Closing Date for the applicable period set out in this Agreement; and

(j) unless otherwise specifically noted, all references to money in this Agreement are or shall be to lawful money of Canada. If it is necessary to convert money from another currency to lawful money of Canada, such money shall be converted to lawful money of Canada using the exchange rates in effect at the close of business on the Business Day prior to the Closing Date.

ARTICLE 2
THE AMALGAMATION

2.1 Implementation Steps

(a) Pitchblack shall call and convene the Pitchblack Meeting at which the Pitchblack Shareholders will be asked to approve the Amalgamation and any ancillary matters.

(b) Pitchblack covenants in favour of the other parties hereto that it shall, in its capacity as the sole shareholder of Pitchblack Subco, approve and execute a special resolution approving the Amalgamation as soon as reasonably practicable following approval of same at the Pitchblack Meeting.

(c) Sulliden covenants in favour of the other parties hereto that it shall, in its capacity as the sole shareholder of Sulliden Subsidiary, approve and execute a special resolution

approving the Amalgamation as soon as reasonably practicable following approval of the Amalgamation at the Pitchblack Meeting.

(d) Each of the 251 Shareholders covenants in favour of the other parties hereto that it shall, in their capacity as the sole shareholders of 251 Ontario, approve and execute a special resolution approving the Amalgamation as soon as reasonably practicable following approval of the Amalgamation at the Pitchblack Meeting.

(e) The Share Split shall be effected, which for greater certainty will happen prior to the closing of the Private Placement.

(f) The Consolidation shall be effected, which for greater certainty will happen prior to the Effective Time.

(g) Immediately prior to the filing of articles of Amalgamation as contemplated hereunder, each Subscription Receipt will, provided all other escrow release conditions under the terms governing the Subscription Receipts are satisfied or waived, automatically be converted into one Sulliden Subsidiary Share and one Warrant.

(h) Following the approval of this Agreement by the shareholders of the Amalgamating Corporations in accordance with the OBCA and with the terms of this Agreement, and subject to the satisfaction or waiver of all conditions precedent set forth in this Agreement, the Amalgamating Corporations shall jointly file the articles of Amalgamation as set out in Schedule "D" hereto with the director, as provided under the OBCA.

2.2 **Effects of the Amalgamation**

At the Effective Time, the following shall occur and shall be deemed to occur without any further act or formality:

(a) Pitchblack Subco, Sulliden Subsidiary and 251 Ontario shall amalgamate to form Amalco and shall continue as one company under the OBCA in the manner set out in Section 2.5 hereof and with the effect as of the Effective Time;

(b) immediately upon the Amalgamation:

(i) each one (1) Sulliden Subsidiary Share, which for greater certainty includes the Sulliden Subsidiary Shares issued upon the conversion of the Subscription Receipts, shall be exchanged for fully-paid and non-assessable Pitchblack Shares;

(ii) each one (1) Warrant which for greater certainty includes the Warrants issued upon the conversion of the Subscription Receipts, shall be exchanged for one (1) warrant entitling the holders thereof to Pitchblack Shares, with the same terms and exercise price as further set out in the warrant certificates governing the Warrants;

(iii) each one (1) 251 Share, shall be exchanged for fully-paid and non-assessable Pitchblack Shares as further set out in Schedule "A" hereto;

(iv) each common share in the capital of Pitchblack Subco shall be exchanged for one (1) fully-paid and non-assessable common share in the capital of Amalco;

(v) all of the property and assets of each of Pitchblack Subco, Sulliden Subsidiary and 251 Ontario shall be the property and assets of Amalco and Amalco shall be liable for all of the liabilities and obligations of each of Pitchblack Subco, Sulliden Subsidiary and 251 Ontario; and

(vi) Amalco shall be a wholly-owned subsidiary of Pitchblack.

2.3 **Consultation**

Upon execution of this Agreement, Pitchblack and Sulliden shall issue a joint press release which announces that the parties have entered into this Agreement and providing such further information concerning the Transaction as the parties may agree or as is otherwise required by the TSXV. The parties shall consult with each other in respect to issuing any press release or otherwise making any public statement with respect to this Agreement or the Amalgamation, its business or operations and in making any filing with any Governmental Body, securities regulatory authority or stock exchange with respect thereto. Each of Pitchblack and Sulliden shall use commercially reasonable efforts to enable the other party to review and comment on all such press releases, public statements and filings prior to the release or filing, respectively, thereof, provided, however, that the obligations herein shall not prevent a party from making, after consultation with the other party, such disclosure as is required by applicable laws or the rules and policies of any applicable stock exchange. Reasonable consideration shall be given to any comments made by the other party and its counsel.

2.4 **Pitchblack Circular**

(a) As promptly as reasonably practicable following execution of this Agreement, Pitchblack, in consultation with the other parties, shall prepare the information circular for the Pitchblack Meeting together with any other documents required by applicable laws. On the date thereof, the Parties shall each ensure that this information circular complies in all material respects with all applicable laws and that it contains sufficient detail to permit the Pitchblack Shareholders to form a reasoned judgment concerning the matters to be placed before them at the Pitchblack Meeting.

(b) The parties shall also use best efforts to obtain any necessary consents from any of its auditors and any other advisors to the use of any financial, technical or other expert information required to be included in the information circular for the Pitchblack Meeting. The parties shall ensure that any information related to itself does not include any misrepresentation.

(c) The parties shall each promptly notify each other if at any time before the Effective Date either becomes aware that the information circular for the Pitchblack Meeting contains a misrepresentation, or that otherwise requires an amendment or supplement to the information circular and the parties shall co-operate in the preparation of any amendment or supplement as required or appropriate, and Pitchblack shall promptly mail or otherwise publicly disseminate any amendment or supplement to the Pitchblack Shareholders and, if

required by applicable laws, file the same with any Governmental Body or stock exchange and as otherwise required.

2.5 **Amalco**

Following the Amalgamation, Amalco shall be organized as follows:

(a) The name of Amalco shall be "TLG Project Inc." or such other name as may be jointly approved by Sulliden and Pitchblack.

(b) The registered office of Amalco shall be 65 Queen St West, Suite 800, Toronto, ON M5H 2M5.

(c) There shall be no restrictions on the business that Amalco may carry on or on the powers that Amalco may exercise.

(d) The authorized capital of Amalco shall be an unlimited number of common shares.

(e) If Amalco:

(i) is not a reporting issuer or an investment fund within the meaning of applicable securities legislation; and

(ii) has not distributed to the public (excluding accredited investors within the meaning of applicable securities legislation) any of its securities;

then no securities in the capital of Amalco (other than non-convertible debt securities) shall be transferred without either:

(i) the previous consent of the board of directors expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or

(ii) the previous consent of the holders of at least 51% of the securities of that class for the time being outstanding expressed by a resolution passed by the security holders or by an instrument or instruments in writing signed by such security holders.

(f) The stated capital account in the records of Amalco for Amalco Shares shall be equal to the stated capital attributed to the shares of the corporations amalgamating to create Amalco.

(g) The board of directors of Amalco shall consist of not less than one (1) and not more than ten (10) directors, until changed in accordance with the OBCA. Until changed by the shareholders of Amalco, or by the directors of Amalco if authorized by the shareholders of Amalco, the number of directors of Amalco shall be two.

(h) The first directors of Amalco shall be the person whose name and address for service appears below:

Name	Address for Service	Resident
Justin Reid	65 Queen St West, Suite 800, Toronto, ON M5H 2M5	Canada
Denis Arsenault	65 Queen St West, Suite 800, Toronto, ON M5H 2M5	Canada

The first directors named above shall hold office from the Effective Date until the later of the close of the first annual meeting of shareholders of Amalco and the date on which a successor is elected or appointed.

(i) The by-laws of Amalco shall be, to the extent not inconsistent with this Agreement, the by-laws of Pitchblack Subco, unless and until repealed or amended.

(j) The first auditors of Amalco shall be UHY McGovern Hurley LLP, Chartered Accountants. The first auditors of Amalco shall hold office until the first annual meeting of shareholders of Amalco following the Amalgamation, or until their successor is appointed.

(k) The fiscal year end of Amalco shall be December 31.

2.6 **Structuring**

The parties and their advisors shall in good faith consider and investigate whether the transactions contemplated by this Agreement may be effected in a manner which is more tax efficient than that set out herein. If, following such investigation, the parties deem it necessary or advisable, the parties shall amend this Agreement in order to provide for a more tax efficient structure.

ARTICLE 3
251 SHAREHOLDERS' REPRESENTATIONS AND WARRANTIES

3.1 **Representations and Warranties with respect to the 251 Shareholders**: In order to induce the other parties to enter into and to consummate the transactions contemplated hereunder, each 251 Shareholder, as to itself only, hereby severally (and not jointly and severally), represents and warrants as follows:

(a) Capacity: The 251 Shareholder has the necessary power, authority and capacity to execute and deliver this Agreement, documents and instruments to be executed and delivered by such 251 Shareholder pursuant to this Agreement, to perform his obligations hereunder and thereunder and to consummate the transactions contemplated herein and therein.

(b) Execution and Enforceability: This Agreement, documents and instruments to be executed and delivered by the 251 Shareholder pursuant to this Agreement have been or will be duly executed and delivered by the 251 Shareholder and are or will be legal, valid and binding obligations of the 251 Shareholder, enforceable against the 251 Shareholder in accordance with their respective terms except that such

enforceability may be limited by (i) applicable bankruptcy, insolvency, reorganization, moratorium, and similar applicable Laws affecting creditors' rights generally, and (ii) equitable principles which may limit the availability of certain equitable remedies (such as specific performance) in certain instances.

(c) No Conflict. The execution and delivery of and performance by such 251 Shareholder of this Agreement and the consummation of the transactions contemplated hereby:

(i) do not and will not (or would not with the giving of notice, the lapse of time or the happening or any other event or condition) constitute or result in a breach or violation of, or conflict with or allow any other Person to exercise any rights under, any of the terms or provisions of any contracts or instruments to which such 251 Shareholder is a party; and

(ii) do not and will not result in the violation of any Law.

(d) No Proceedings: To the knowledge of the 251 Shareholders, there are no claims, actions, suits, proceedings or governmental investigations pending or threatened against any 251 Shareholder, by or before any Government Authority or by any Person.

(e) Title: The 251 Shareholder is the registered and beneficial owner of the 251 Shares owned by him/her/it as set forth in Schedule "A" hereto, with good and marketable title thereto, free and clear of any and all Encumbrances.

(f) No Other Agreements to Purchase: No Person has any contract, option, warrant, right, call, commitment, conversion right, right of exchange or other agreement or any right or privilege (whether by Law, pre-emptive or contractual) capable of becoming a contract, option, warrant, right, call, commitment, conversion right, right of exchange or other agreement for the purchase or acquisition from the 251 Shareholder of the 251 Shares being sold by him/her/it or any part thereof.

3.2 **Representation and Warranties with respect to 251 Ontario**: In order to induce the other parties to enter into and to consummate the transactions contemplated hereunder, each of the 251 Shareholders, as to 251 Ontario, hereby severally (and not jointly and severally), represents and warrants as follows:

(a) Organization and Good Standing: 251 Ontario is duly incorporated and validly existing under the laws of the Province of Ontario and has all necessary corporate power, authority and capacity to own its Assets and to carry on its business as presently conducted.

(b) Corporate Structure: The authorized capital of 251 Ontario consists of an unlimited number of common shares of which the 10,000,000 251 Shares listed in Schedule "A" hereto are the only issued and outstanding common shares. All of the outstanding 251 Shares have been duly authorized and are validly issued, fully paid and non-assessable.

(c) Authority: 251 Ontario has all necessary corporate power, authority and capacity to enter into this Agreement and to perform its obligations hereunder including to complete the Amalgamation. The execution and delivery of this Agreement has been duly authorized by all necessary corporate action on the part of 251 Ontario and this Agreement has been duly executed and delivered by 251 Ontario and constitutes a valid, binding and enforceable obligation of 251 Ontario, except as such enforceability may be limited by general principles of equity and by bankruptcy, insolvency, reorganization or similar laws and judicial decisions affecting the rights of creditors generally.

(d) Agreement Valid: 251 Ontario is not a party to, bound by or subject to any indenture, mortgage, lease, agreement, instrument, statute, regulation, order, judgment, decree or law which would be violated, contravened or breached by, or under which any default would occur as a result of, the authorization, execution and delivery of this Agreement by 251 Ontario or the performance by it of any of the terms hereof. Neither the authorization, execution or delivery of this Agreement by 251 Ontario, nor the performance of its obligations hereunder will violate, conflict with or breach its articles or by-laws or other organizational documents, or any Material Contract by 251 Ontario or any of its Assets are bound.

(e) Absence of Options: The 251 Shares listed in Schedule "A" hereto represent all of the issued and outstanding shares in the capital of 251 Ontario and no Person has any agreement, right or option, present or future, contingent, absolute or capable of becoming an agreement, right or option or which with the passage of time or the occurrence of any event could become an agreement, right or option to acquire the 251 Shares, 251 Ontario, any of its Assets (including the Troilus Project other than as set out in the Sulliden Option Agreement), or any interest therein, other than the Sulliden Option Agreement.

(f) Financial Statements: The financial statements of 251 Ontario will present fairly the financial position of 251 Ontario as at the date set out therein and the results of such company's operations and the changes in such company's financial position for the period then ended and reflect any reserves that are required to be included under the accounting standards used by 251 Ontario in the preparation of its financial statements. Since December 31, 2016, there has been no material change in respect of 251 Ontario's operations, financial condition or business.

(g) Minute Books: The minute books of 251 Ontario are true and correct in all material respects; contain the duly signed minutes of all meetings of the board of directors, shareholders and board committees of 251 Ontario, as applicable, and all resolutions passed by the board of directors, shareholders and board committees of 251 Ontario, as applicable.

(h) Absence of Undisclosed Liabilities: 251 Ontario does not have any outstanding indebtedness or any liabilities or obligations (whether accrued, absolute, contingent or otherwise) other than those provided for historically in the financial statements or incurred in the ordinary course of business in accordance with past practice.

(i) Material Contracts: Except for the Material Contracts set out in Schedule C, 251 Ontario is not a party to nor bound by any Material Contract, whether oral or written, and the Material Contracts listed in Schedule C are all valid and subsisting, in full force and effect and unamended, no material default exists in respect thereof on the part of 251 Ontario or, to the best of the 251 Shareholder's knowledge, on the part of any of the other parties thereto. The 251 Shareholder is not aware of any intention on the part of any of the other parties thereto to terminate or materially alter any of such Material Contracts.

(j) Absence of Guarantees: Save and except for rights pursuant to the 251 Option Agreement, 251 Ontario is not subject to any guarantees, indemnities or contingent or indirect obligations with respect to the liabilities or obligations of any other Person (including any obligation to service the debt of or otherwise acquire an obligation of another Person or to supply funds to, or otherwise maintain any working capital or other statement of financial position condition of any other Person).

(k) Insurance: 251 Ontario has no insurance.

(l) Absence of Approvals Required: No authorization, approval, order, license, permit or consent of any Governmental Body and no registration, declaration or filing by 251 Ontario with any such Governmental Body is required to be obtained by 251 Ontario in order to consummate the transactions contemplated hereunder, to execute and deliver all of the documents and instruments to be delivered by 251 Ontario under this Agreement, to duly perform and observe the terms and provisions of this Agreement, or to render this Agreement legal, valid, binding and enforceable.

(m) Permits and Licences: 251 Ontario holds all material authorizations, approvals, orders, licences, permits or consents issued by any Governmental Body that are necessary or desirable in connection with the conduct and operation of its business as currently being conducted and the ownership, leasing or use of its Assets as the same are now owned, leased, used, conducted or operated, and 251 Ontario is not in material breach of or in default under any of the terms or conditions thereof. 251 Ontario is not aware of any intention of any Governmental Body to revoke, rescind or terminate any such authorizations, approvals, orders, licenses, permits or consents.

(n) Absence of Contingent Tax Liabilities There are no contingent tax liabilities against 251 Ontario nor to the best of the 251 Shareholder's knowledge, any grounds that could prompt a reassessment.

(o) The Option: The 251 Option is in full force and effect, and there are no outstanding defaults (or events which would constitute a default with the passage of time or giving of notice or both) under the 251 Option. The interest of 251 Ontario under the 251 Option is held by it free and clear of any Encumbrance.

(p) Employment Agreements. 251 Ontario is not a party to any written or oral employment or consulting agreement.

(q) Litigation: There is no suit, action, litigation, investigation, claim, complaint or proceeding before any governmental authority in progress or pending or, to the best of each 251 Shareholder's knowledge, threatened against or relating to 251 Ontario or its assets that, if determined adversely to 251 Ontario, would prevent it from fulfilling all of its obligations set out in this Agreement or arising from this Agreement or which would be expected to have a materially adverse effect upon 251 Ontario or its financial condition, results of operations or business prospects, and, to the best of the 251 Shareholder's knowledge, there are no existing grounds on which any such action, suit, litigation or proceeding might be commenced with any likelihood of success.

(r) Due Diligence: All information provided to Pitchblack in relation to Pitchblack's due diligence of 251 Ontario, including the 251 Option, is, to the best of the 251 Shareholder's knowledge, true and correct in all material respects and does not contain any material omissions as at the respective date as stated therein and has not been amended except as provided to Pitchblack.

(s) Anti-Corruption. Neither 251 Ontario, nor any of its directors, officers, agents, employees or any other Person acting on its behalf has, in connection with the operation of its respective business, used any corporate or other funds for unlawful contributions, payments, gifts or entertainment, or made any unlawful expenditures relating to political activity to government officials, candidates or members of political parties or organizations, or established or maintained any unlawful or unrecorded funds in violation in any material respect of the *Corruption of Foreign Public Officials Act* (Canada) or any other similar applicable law.

3.3 **Survival**: The representations and warranties of the 251 Shareholders hereunder shall survive the Closing for a period of 24 months, notwithstanding the waiver of any condition by the other parties.

3.4 **Reliance**: The 251 Shareholders acknowledge and agree that the other parties have entered into this Agreement relying on the warranties and representations and other terms and conditions of this Agreement notwithstanding any independent searches or investigations that have been or may be undertaken by or on behalf them. The other parties acknowledge that they have had the opportunity to conduct due diligence and investigations with respect to 251 Ontario and in no event shall the 251 Shareholders have any liability to the other parties with respect to a breach of representation, warranty or covenant under this Agreement to the extent that such other party knew of such breach as of the Closing Date.

ARTICLE 4
PITCHBLACK REPRESENTATIONS AND WARRANTIES

4.1 **Representations and Warranties**. In order to induce the other parties to enter into and to consummate the transactions contemplated hereunder, Pitchblack represents and warrants to the other parties as follows:

(a) Organization and Good Standing: Each of Pitchblack and Pitchblack Subco are companies duly incorporated and validly existing under the laws of the province of Ontario.

(b) Corporate Structure: The authorized capital of Pitchblack Subco consists of an unlimited number of common shares. Pitchblack holds a 100% interest in Pitchblack Subco.

(c) Authority: Pitchblack and Pitchblack Subco has all necessary corporate power, authority and capacity to complete the Amalgamation and to perform its obligations hereunder, subject to the receipt of requisite regulatory and shareholder approval, pursuant to the terms thereof. The execution and delivery of this Agreement has been duly authorized by all necessary corporate action on the part of Pitchblack and this Agreement has been duly executed and delivered by Pitchblack and constitutes a valid and binding obligation of Pitchblack, except as such enforceability may be limited by general principles of equity and by bankruptcy, insolvency, reorganization or similar laws and judicial decisions affecting the rights of creditors generally.

(d) Compliance: The execution, delivery and performance of this Agreement and each of the other agreements contemplated or referred to herein by Pitchblack and Pitchblack Subco, and the completion of the transactions contemplated hereby, will not conflict with nor constitute or result in a violation or breach of or material default under or cause the acceleration of any obligations of Pitchblack or Pitchblack Subco under:

(i) any term or provision of any of its notice of articles, articles or other constating documents of Pitchblack or Pitchblack Subco or any director or shareholder minutes;

(ii) the terms of any indenture, agreement (written or oral), instrument or understanding or other obligation or restriction to which Pitchblack is a party or by which it is bound; or

(iii) any term or provision of any licenses, registrations or qualification of Pitchblack or Pitchblack Subco or any order of any court, governmental authority or regulatory body or any applicable law or regulation of any jurisdiction.

(e) Minute Books: The minute books of Pitchblack are true and correct in all material respects; contain the duly signed minutes of all meetings of the board of directors, shareholders and board committees of Pitchblack, as applicable.

(f) Absence of Undisclosed Liabilities: Pitchblack and Pitchblack Subco does not have any outstanding indebtedness or any liabilities or obligations (whether accrued, absolute, contingent or otherwise) other than those provided for historically in the financial statements or incurred in the ordinary course of business in accordance with past practice.

(g) Material Contracts: Except for the Material Contracts set out in Schedule C, Pitchblack is not a party to nor bound by any Material Contract, whether oral or written, and the Material Contracts listed in Schedule C are all valid and subsisting, in full force and effect and unamended, no material default exists in respect thereof on the part of Pitchblack or, to the best of Pitchblack's knowledge, on the part of any of the other parties thereto. Pitchblack is not aware of any intention on the part of any of the other parties thereto to terminate or materially alter any of such Material Contracts.

(h) Absence of Guarantees: Pitchblack is not subject to any guarantees, indemnities or contingent or indirect obligations with respect to the liabilities or obligations of any other Person (including any obligation to service the debt of or otherwise acquire an obligation of another Person or to supply funds to, or otherwise maintain any working capital or other statement of financial position condition of any other Person).

(i) Financial Condition The financial statements of Pitchblack for its most recently completed financial year and its most recently completed interim period contained on its public disclosure record available at www.sedar.com: (i) complied as to form in all material respects with the published rules and regulations under the applicable securities laws; (ii) were reported in accordance with International Financial Reporting Standards; and (iii) present fairly the consolidated financial position of Pitchblack and its subsidiaries, on a consolidated basis, as of the respective dates thereof and the consolidated results of operations of Pitchblack and its subsidiaries, if any, for the periods covered thereby, and there has been no material adverse change to Pitchblack's financial condition since December 31, 2016.

(j) Filings: Pitchblack:

(i) has duly filed in a timely manner all income tax returns and election forms in all jurisdictions where such tax returns or election forms are required to be filed and to the best of Pitchblack's knowledge all such returns and forms have been completed accurately and correctly in all material respects; and

(ii) has paid all taxes and all interest and penalties thereon for all previous years and all required quarterly instalments due for the current fiscal year have been paid;

and there is no agreement, waiver or other arrangement providing for an extension of time with respect to the filing of any tax return, or payment of any tax, governmental charge or deficiency, nor is there any action, suit, litigation, arbitration, proceeding, governmental proceeding, investigation or claim, including

appeals and applications for review, in progress, or to the best of Pitchblack's knowledge, threatened or pending against or in relation to Pitchblack or any of its assets in respect of, or discussions underway with any governmental authority relating to, any such tax or governmental charge or deficiency.

(k) Capitalization: Other than the 9,922,479 Pitchblack Shares and 825,000 stock options to purchase Pitchblack Shares, there are no authorized, outstanding or existing securities of Pitchblack outstanding.

(l) Absence of Options: one common share represents all of the issued and outstanding shares in the capital of Pitchblack Subco and no Person has any agreement, right or option, present or future, contingent, absolute or capable of becoming an agreement, right or option or which with the passage of time or the occurrence of any event could become an agreement, right or option to acquire Pitchblack Subco, or any interest therein.

(m) Indebtedness: Other than $764,684.50 which is owing to certain directors, officers, consultants and creditors of Pitchblack as of September 30, 2017 (the "**Indebtedness**"), Pitchblack is not indebted to any directors, officers, consultants or creditors of Pitchblack or any affiliate or associate of any of them, on any account whatsoever, and Pitchblack covenants not to, unless required to do so by applicable law, make any repayment of the Indebtedness until it has raised a minimum of $5 million in equity, after which the Indebtedness will be repaid in equal instalments over a minimum of six months. If Pitchblack raises an aggregate amount of $15 million or greater in equity, including without limitation pursuant to the Private Placement, Pitchblack shall cause the Indebtedness to be repaid immediately.

(n) Absence of Contingent Tax Liabilities: There are no contingent tax liabilities against Pitchblack or its subsidiaries nor to the best of Pitchblack's knowledge, any grounds that could prompt a reassessment.

(o) Litigation: There is no suit, action, litigation, investigation, claim, complaint or proceeding before any governmental authority in progress or pending or, to the best of Pitchblack's knowledge, threatened against or relating to it, any of its subsidiaries or their respective assets that, if determined adversely to Pitchblack or its subsidiaries, would prevent it from fulfilling all of its obligations set out in this Agreement or arising from this Agreement or which would be expected to have a materially adverse effect upon Pitchblack, its subsidiaries, their respective financial condition, results of operations or business prospects, and, to the best of Pitchblack's knowledge, there are no existing grounds on which any such action, suit, litigation or proceeding might be commenced with any likelihood of success.

(p) Anti-Corruption. Neither Pitchblack nor its subsidiaries, nor any of their respective directors, officers, agents, employees or any other Person acting on its behalf has, in connection with the operation of its respective business, used any corporate or other funds for unlawful contributions, payments, gifts or entertainment, or made any unlawful expenditures relating to political activity to government officials, candidates or members of political parties or organizations, or established or

maintained any unlawful or unrecorded funds in violation in any material respect of the *Corruption of Foreign Public Officials Act* (Canada) or any other similar applicable law.

(q) Reporting Issuer. Pitchblack is a "reporting issuer" as such term is defined under the securities legislation of British Columbia and Alberta and has no reason to believe that it is in default of applicable securities legislation.

4.2 **Survival**: The representations and warranties of Pitchblack hereunder shall survive the Closing for a period of 24 months, notwithstanding the waiver of any condition by the other parties.

4.3 **Reliance**: Pitchblack acknowledges and agrees that the other parties have entered into this Agreement relying on the warranties and representations and other terms and conditions of this Agreement. The other parties acknowledge that it has had the opportunity to conduct due diligence and investigations with respect to Pitchblack and in no event shall Pitchblack have any liability to the other parties with respect to a breach of representation, warranty or covenant under this Agreement to the extent that such other party knew of such breach as of the Closing Date.

ARTICLE 5
SULLIDEN REPRESENTATIONS AND WARRANTIES

5.1 **Sulliden Representations and Warranties**: In order to induce the other parties to enter into and to consummate the transactions contemplated hereunder, Sulliden represents and warrants as follows:

(a) Organization and Good Standing: Each of Sulliden and the Sulliden Subsidiary are duly incorporated and validly existing under the laws of their respective jurisdiction of incorporation and have all necessary corporate power, authority and capacity to own their respective Assets and to carry on their respective business as presently conducted. The Sulliden Subsidiary has not registered to conduct business in any jurisdiction other than the Province of Quebec and Ontario, Canada and neither the nature of the business of the Sulliden Subsidiary, nor the location or character of the respective Assets owned or leased by the Sulliden Subsidiary requires that the Sulliden Subsidiary be registered in any other jurisdiction.

(b) Corporate Structure: The authorized capital of the Sulliden Subsidiary consists of an unlimited number of common shares, of which one Sulliden Subsidiary Shares is currently issued and outstanding. Sulliden holds a 100% interest in the Sulliden Subsidiary.

(c) Share Split: Following the completion of the Share Split and the exercise of the Subscription Receipts and assuming that 12,200,000 Subscription Receipts are issued under the Private Placement, there shall be 27,200,000 Sulliden Subsidiary Shares issued and outstanding.

(d) Title: Sulliden owns and has good marketable title to all of the common shares in the capital of Sulliden Subsidiary as the registered and beneficial owner of 100

common shares, free and clear of all Encumbrances and all of such common shares have been duly and validly issued and are outstanding as fully paid and non-assessable shares in the capital of the Sulliden Subsidiary. Subject to the existence of the 251 Option, the Sulliden Subsidiary owns and has good and marketable title to the Sulliden Option as the legal and beneficial owner thereof, free of all Encumbrances save and except for the Permitted Encumbrances.

(e) Authority: Subject to the receipt of requisite shareholder approval and the approval of the Toronto Stock Exchange (the "**TSX**"), if required, Sulliden has all necessary corporate power, authority and capacity to enter into this Agreement and to perform its obligations hereunder including the completion of the Amalgamation and to perform its obligations hereunder. Subject to the receipt of requisite shareholder and TSX approval, if required, the execution and delivery of this Agreement has been duly authorized by all necessary corporate action on the part of Sulliden and this Agreement has been duly executed and delivered by Sulliden and constitutes a valid, binding and enforceable obligation of Sulliden, except as such enforceability may be limited by general principles of equity and by bankruptcy, insolvency, reorganization or similar laws and judicial decisions affecting the rights of creditors generally.

(f) Tax Status: Sulliden is not a "non-resident" of Canada within the meaning of the *Income Tax Act.*

(g) Agreement Valid: Upon receipt of the FQM Consent and other than the 251 Option, neither Sulliden nor the Sulliden Subsidiary is a party to, bound by or subject to any indenture, mortgage, lease, agreement, instrument, statute, regulation, order, judgment, decree or law which would be violated, contravened or breached by, or under which any default would occur as a result of, the authorization, execution and delivery of this Agreement by Sulliden or the performance by it of any of the terms hereof. Upon receipt of the FQM Consent and other than the 251 Option, neither the authorization, execution or delivery of this Agreement by Sulliden, nor the performance of its obligations hereunder will violate, conflict with or breach its or the Sulliden Subsidiary's articles or by-laws or other organizational documents, or any Permit or Material Contract by which Sulliden, its Sulliden Subsidiary or their respective Assets are bound.

(h) Absence of Options: 100 common shares represent all of the issued and outstanding shares in the capital of the Sulliden Subsidiary and no Person has any agreement, right or option, present or future, contingent, absolute or capable of becoming an agreement, right or option or which with the passage of time or the occurrence of any event could become an agreement, right or option to acquire Sulliden Subsidiary, any of its Assets or securities (including the Troilus Project other than as set out in the Sulliden Option Agreement and the 251 Option), or any interest therein, other than the Sulliden Option Agreement and the 251 Option.

(i) Financial Statements: The financial statements to be delivered by Sulliden on Closing will present fairly the financial position of the Sulliden Subsidiary as at the date set out therein and the results of such company's operations and the changes

in such company's financial position for the period then ended and reflect any reserves that are required to be included under the accounting standards used by the Sulliden Subsidiary in the preparation of its financial statements. Since July 31, 2016, there has been no material change in respect of the Sulliden Subsidiary's operations, financial condition or business.

(j) Minute Books: The minute books of the Sulliden Subsidiary are true and correct in all material respects; contain the duly signed minutes of all meetings of the board of directors, shareholders and board committees of the Sulliden Subsidiary, as applicable, and all resolutions passed by the board of directors, shareholders and board committees of the Sulliden Subsidiary, as applicable.

(k) Absence of Undisclosed Liabilities: Except as disclosed in Schedule B, the Sulliden Subsidiary does not have any outstanding indebtedness or any liabilities or obligations (whether accrued, absolute, contingent or otherwise) other than those provided for historically in the financial statements or incurred in the ordinary course of business in accordance with past practice.

(l) Material Contracts: Except for the Material Contracts set out in Schedule A, the Sulliden Subsidiary is not a party to nor bound by any Material Contract, whether oral or written, and the Material Contracts listed in Schedule A are all valid and subsisting, in full force and effect and unamended, no material default exists in respect thereof on the part of the Sulliden Subsidiary or, to the best of Sulliden's knowledge, on the part of any of the other parties thereto. Sulliden is not aware of any intention on the part of any of the other parties thereto to terminate or materially alter any of such Material Contracts.

(m) Absence of Guarantees: Save and except for rights pursuant to the Sulliden Option Agreement, the 251 Option and the Mining Licence, the Sulliden Subsidiary is not subject to any guarantees, indemnities or contingent or indirect obligations with respect to the liabilities or obligations of any other Person (including any obligation to service the debt of or otherwise acquire an obligation of another Person or to supply funds to, or otherwise maintain any working capital or other statement of financial position condition of any other Person).

(n) Insurance: Sulliden maintains a casual and general liability policy with respect to the Sulliden Subsidiary which provides $1,000,000 in coverage for general liability and environmental matters. All insurance policies maintained in respect of the Sulliden Subsidiary and its Assets are in full force and effect and in good standing, and Sulliden is not default of the payment of any premium or otherwise in respect thereof nor has Sulliden failed to give notice or present any material claim under such insurance in a due and timely fashion or received notice or otherwise become aware of any intent of the insurer to either claim any default on the part of Sulliden or the Sulliden Subsidiary or not to renew the policy of insurance on substantially similar terms.

(o) Copies of Agreements: True, correct and complete copies of all mortgages, leases, agreements, instruments, licenses, permits, authorizations and other documents related to the Troilus Project have been delivered to Pitchblack.

(p) Absence of Approvals Required: Other than the FQM Consent, no authorization, approval, order, license, permit or consent of any Governmental Body and no registration, declaration or filing by the Sulliden Subsidiary with any such Governmental Body is required to be obtained by Sulliden or the Sulliden Subsidiary in order to consummate the transactions contemplated hereunder, to execute and deliver all of the documents and instruments to be delivered by Sulliden or the Sulliden Subsidiary under this Agreement, to duly perform and observe the terms and provisions of this Agreement, or to render this Agreement legal, valid, binding and enforceable.

(q) Permits and Licences: The Sulliden Subsidiary holds all material authorizations, approvals, orders, licences, permits or consents issued by any Governmental Body that are necessary or desirable in connection with the conduct and operation of its business as currently being conducted and the ownership, leasing or use of its Assets as the same are now owned, leased, used, conducted or operated, and the Sulliden Subsidiary is not in material breach of or in default under any of the terms or conditions thereof. Sulliden and the Sulliden Subsidiary are not aware of any intention of any Governmental Body to revoke, rescind or terminate any such authorizations, approvals, orders, licenses, permits or consents.

(r) Filings: The Sulliden Subsidiary:

(i) has duly filed in a timely manner all income tax returns and election forms in all jurisdictions where such tax returns or election forms are required to be filed and to the best of Sulliden's knowledge all such returns and forms have been completed accurately and correctly in all material respects; and

(ii) has paid all taxes and all interest and penalties thereon for all previous years and all required quarterly instalments due for the current fiscal year have been paid;

and there is no agreement, waiver or other arrangement providing for an extension of time with respect to the filing of any tax return, or payment of any tax, governmental charge or deficiency, nor is there any action, suit, litigation, arbitration, proceeding, governmental proceeding, investigation or claim, including appeals and applications for review, in progress, or to the best of Sulliden's knowledge, threatened or pending against or in relation to the Sulliden Subsidiary or any of its Assets (including the Sulliden Option) in respect of, or discussions underway with any governmental authority relating to, any such tax or governmental charge or deficiency.

(s) Absence of Contingent Tax Liabilities Except as disclosed in Schedule B, there are no contingent tax liabilities against the Sulliden Subsidiary nor to the best of Sulliden's knowledge, any grounds that could prompt a reassessment.

(t) The Sulliden Option: The Sulliden Option is in full force and effect, and there are no outstanding defaults (or events which would constitute a default with the passage of time or giving of notice or both) under the Sulliden Option. The interests of each of Sulliden and the Sulliden Subsidiary under the Sulliden Option is held by it free and clear of any Encumbrance other than the 251 Option, and all payments due under the Sulliden Option, if any, have been duly and punctually paid.

(u) Mineral Resources: The most recent estimated mineral resources on the Troilus Project disclosed by Sulliden in its public disclosure documents have been prepared and disclosed in all material respects in accordance with all applicable laws. The information provided by Sulliden or the Sulliden Subsidiary to the qualified persons in connection with the preparation or such estimates was complete and accurate at the time such information was furnished.

(v) Expropriation: No part of the property or assets of the Sulliden Subsidiary have been taken, condemned or expropriated by any Governmental Body nor has any written notice or proceeding in respect thereof been given or, to the knowledge of Sulliden or the Sulliden Subsidiary, commenced nor does Sulliden or the Sulliden Subsidiary know of any intent or proposal to give such notice or commence any such proceeding.

(w) Condition of Assets: All machinery, facilities, equipment and other Assets in connection with the business of the Sulliden Subsidiary are owned by the Sulliden Subsidiary or used by it under valid and subsisting leases, licenses, operating agreements or other arrangements; and all Assets are in good working order subject to standard wear and tear.

(x) Indebtedness to Sulliden: Except as set forth in Schedule B hereto, the Sulliden Subsidiary is not indebted to Sulliden or any directors, officers or employees of Sulliden or any affiliate or associate of any of them, on any account whatsoever.

(y) Employment Agreements.

(i) the Sulliden Subsidiary is not a party to any written or oral policy, agreement, obligation or understanding providing for severance or termination payments to, or any employment or consulting agreement with, any director or officer of the Sulliden Subsidiary that cannot be terminated with payment of no more than one times such individual's monthly salary, recognising that a court of competent jurisdiction in an action for wrongful dismissal or otherwise has the authority to award damages in an amount greater than one times an individual's monthly salary;

(ii) there are no employees or consultants whose employment or contract with the Sulliden Subsidiary cannot be terminated with delivery of less than one months' notice;

(iii) the Sulliden Subsidiary is not: (a) to the best of Sulliden's knowledge, subject to any application for certification or threatened or apparent union organizing campaigns for employees not covered under a collective

bargaining agreement, or (b) subject to any current, or to the best of Sulliden's knowledge, pending or threatened strike or lockout;

(iv) there are no severance payments or termination payments that Sulliden Subsidiary is obligated to pay, including without limitation, to any consultants, directors, officers, employees or agents;

(v) the Sulliden Subsidiary is not subject to any claim for wrongful dismissal, constructive dismissal or any tort claim, actual or, to the best of Sulliden's knowledge, pending or threatened, or any litigation, actual or, to the best of Sulliden's knowledge, pending or threatened, relating to employment or termination of employment of employees or independent contractors; and

(vi) the Sulliden Subsidiary has operated in all material respects in accordance with all applicable Law with respect to employment and labour, including, but not limited to, employment and labour standards, occupational health and safety, employment equity, pay equity, workers' compensation, human rights and labour relations and there are no current, or, to the best of Sulliden's knowledge, pending or threatened, material proceedings before any board or tribunal with respect to any of the above.

(z) Litigation: There is no suit, action, litigation, investigation, claim, complaint or proceeding before any governmental authority in progress or pending or, to the best of Sulliden's knowledge, threatened against or relating to it, the Sulliden Subsidiary or their respective assets that, if determined adversely to Sulliden or the Sulliden Subsidiary, would prevent it from fulfilling all of its obligations set out in this Agreement or arising from this Agreement or which would be expected to have a materially adverse effect upon Sulliden, the Sulliden Subsidiary, their respective financial condition, results of operations or business prospects, and, to the best of Sulliden's knowledge, there are no existing grounds on which any such action, suit, litigation or proceeding might be commenced with any likelihood of success.

(aa) Due Diligence: All information provided to Pitchblack in relation to Pitchblack's due diligence of the Sulliden Subsidiary, including the Troilus Project, is, to the best of Sulliden's knowledge, true and correct in all material respects and does not contain any material omissions as at the respective date as stated therein and has not been amended except as provided to Pitchblack.

(bb) Anti-Corruption. Neither Sulliden nor the Sulliden Subsidiary, nor any of their respective directors, officers, agents, employees or any other Person acting on its behalf has, in connection with the operation of its respective business, used any corporate or other funds for unlawful contributions, payments, gifts or entertainment, or made any unlawful expenditures relating to political activity to government officials, candidates or members of political parties or organizations, or established or maintained any unlawful or unrecorded funds in violation in any material respect of the *Corruption of Foreign Public Officials Act* (Canada) or any other similar applicable law.

5.2 **Survival**: The representations and warranties of Sulliden hereunder shall survive the Closing for a period of 24 months, notwithstanding the waiver of any condition by the other parties.

5.3 **Reliance**: Sulliden acknowledges and agrees that the other parties have entered into this Agreement relying on the warranties and representations and other terms and conditions of this Agreement notwithstanding any independent searches or investigations that have been or may be undertaken by or on behalf of the other parties. The other parties acknowledge that they have had the opportunity to conduct due diligence and investigations with respect to the Sulliden Subsidiary and in no event shall Sulliden have any liability to the other parties with respect to a breach of representation, warranty or covenant under this Agreement to the extent that such other party knew of such breach as of the Closing Date.

ARTICLE 6
INTERIM COVENANTS

6.1 From the date of this Agreement until the earlier of (i) the Closing Date, and (ii) the termination of this Agreement in accordance with Article 12, the parties will use their best commercial efforts to complete the Transaction and take the following steps in furtherance thereof within the following time periods:

(a) Pitchblack shall set the record and meeting dates for a meeting of the shareholders of Pitchblack, which meeting shall occur no later than January 12, 2018;

(b) Pitchblack shall prepare and mail an information circular, in a form mutually acceptable to the parties acting reasonably, to Pitchblack Shareholders seeking approval of the Transaction, such mailing to occur on or before December 15, 2017;

(c) Pitchblack shall recommend that its shareholders vote in favour of the Transaction;

(d) Sulliden Subsidiary shall complete the Private Placement prior to November 30, 2017;

(e) the parties shall obtain the requisite regulatory conditional approvals, including but not limited to Pitchblack obtaining the conditional approval of the TSXV with respect to the Transaction; and

(f) closing of the Transaction will occur on or before January 31, 2017.

6.2 **Exclusivity:** From the date of this Agreement until the earlier of (i) the Closing Date, and (ii) the termination of this Agreement pursuant to Article 12, Sulliden and the 251 Shareholders covenant that they will not, directly or indirectly, solicit or entertain offers from, negotiate with, or in any manner encourage, discuss, accept or consider any proposal of any other person relating to the acquisition of 251 Ontario or Sulliden Subsidiary, as applicable or the 251 Option Agreement or the Sulliden Option Agreement in whole or in part, whether through direct purchase, merger, consolidation or other business combination and whether through disposing, optioning or transferring the rights to the 251 Option Agreement or the Sulliden Option Agreement or the securities of 251 Ontario or Sulliden Subsidiary to a third

party, including without limitation any single or multi-step transaction or series of related transactions. The 251 Shareholders and Sulliden will immediately (and in any event within 24 hours) notify Pitchblack in writing regarding any contact between any of the 251 Shareholders, Sulliden or their respective Representatives and any other person regarding any such offer or proposal or any related inquiry and provide Pitchblack with a copy of any such correspondence or related materials.

ARTICLE 7
CLOSING

7.1 **Closing Date and Location**: The transactions contemplated by this Agreement shall be completed in person or by electronic delivery at 5:00 P.M. (Toronto time) on the Closing Date, or at such other time or at such other location as may be mutually agreed upon in writing by the parties.

ARTICLE 8
CONDITIONS

8.1 **Mutual Conditions**: The respective obligations of the parties hereto to consummate the transactions contemplated hereunder are subject to the satisfaction, on or prior to the Closing Date, of the following conditions, any of which may be waived only by the mutual consent of the parties without prejudice to their rights to rely on any other or others of such conditions:

(a) the receipt of all necessary prior regulatory approvals, specifically TSXV approval with respect to Pitchblack, approvals in accordance with the regulations of the TSXV, if applicable;

(b) Pitchblack having received the approval of its shareholders; and

(c) no injunction or restraining order of any court or administrative tribunal of competent jurisdiction shall be in effect prohibiting the transactions contemplated by this Agreement and no action or proceeding shall have been instituted or be pending before any court or administrative tribunal to restrain or prohibit the transactions between the parties contemplated by this Agreement.

8.2 **Pitchblack's Conditions**: The obligations of Pitchblack to complete the transactions contemplated hereunder shall be subject to the satisfaction of, or compliance with, at or before the Closing Time, each of the following conditions precedent:

(a) Initial Deliveries: 251 Ontario will have delivered:

(i) concurrent with the execution of this Agreement and as at Closing, certificates of good standing or equivalent for 251 Ontario, duly issued by the authorized government corporate registry in the applicable jurisdiction of incorporation dated no later than two days prior to Closing;

(ii) such materials from the minute books of 251 Ontario, such as directors resolutions, shareholder ledgers and shareholder registers and such other

documents as the Pitchblack's counsel may request, acting reasonably, concerning matters such as the status of the 251 Option Agreement and the ownership of the 251 Shares;

(iii) audited financial statements of 251 Ontario for the most recently completed financial year, and any other interim financial statements of 251 Ontario requested by the TSXV; and

(iv) all information and documentation as may be reasonably required by Pitchblack and all applicable regulatory bodies (including but not limited to the TSXV and applicable provincial security commissions).

(b) Truth and Accuracy of Representations: The representations and warranties of the 251 Shareholders made under this Agreement shall be true and correct at the Closing Time and with the same effect as if made at and as of the Closing Time;

(c) Performance of Obligations: The 251 Shareholders shall have performed and complied with all the obligations and covenants contained in this Agreement to be performed and complied with by it, other than those conditions which are waived by Pitchblack;

(d) Absence of Material Adverse Change: There will have been no material adverse changes, adverse change of material fact or any development that could reasonably result in an adverse material impact on the business, financial results, operations or affairs of 251 Ontario;

(e) Absence of Change of Conditions: No event shall have occurred or condition or situation shall have arisen or legislation (whether by statute, rule, regulation, by-law or otherwise) shall have been introduced that might reasonably be expected to have a materially adverse effect upon 251 Ontario or the financial condition, results of operations or business prospects of 251 Ontario;

(f) Closing Documentation: Pitchblack shall have received the following closing documentation:

(i) certificates of good standing (or equivalent) for 251 Ontario duly issued by the Registrar of Companies (Ontario) on the Closing Date dated no later than two days prior to Closing;

(ii) a certified copy of a resolution of the directors of 251 Ontario approving the transactions contemplated hereunder and authorizing the execution of this Agreement;

(iii) all other necessary consents waivers, and authorizations required approve the Amalgamation as provided for in this Agreement;

(iv) all such documents, duly executed, which in the opinion of Pitchblack acting reasonably are necessary to effect and evidence the continuance of

the beneficial interest in and to the 251 Option Agreement to Amalco free and clear of all Encumbrances;

(v) executed resignations effective as of the Closing Date of all the directors and officers of 251 Ontario;

(vi) executed releases effective as at the Closing Date in favour of Pitchblack and 251 Ontario from the resigning directors and officers of 251 Ontario; and

(vii) such other documents as may be required by Pitchblack, acting reasonably;

(g) Initial Deliveries: Sulliden will have delivered:

(i) concurrent with the execution of this Agreement and as at Closing, certificates of good standing or equivalent for Sulliden and the Sulliden Subsidiary, duly issued by the authorized government corporate registry in the applicable jurisdiction of incorporation dated no later than two days prior to Closing;

(ii) a National Instrument 43-101 compliant technical report in respect of the Troilus Project;

(iii) audited financial statements of the Sulliden Subsidiary for the most recently completed financial year, and any other interim financial statements of the Sulliden Subsidiary requested by the TSXV;

(iv) all information and documentation as may be reasonably required by Pitchblack and all applicable regulatory bodies (including but not limited to the TSX, TSXV and applicable provincial security commissions).

(h) Truth and Accuracy of Representations: The representations and warranties of Sulliden made under this Agreement shall be true and correct at the Closing and with the same effect as if made at and as of the Closing;

(i) Performance of Obligations: Sulliden shall have performed and complied with all the obligations and covenants contained in this Agreement to be performed and complied with by it, other than those conditions which are waived by Pitchblack;

(j) Absence of Material Adverse Change: There will have been no material adverse changes, adverse change of material fact or any development that could reasonably result in an adverse material impact on the business, financial results, operations or affairs of Sulliden Subsidiary;

(k) Absence of Change of Conditions: No event shall have occurred or condition or situation shall have arisen or legislation (whether by statute, rule, regulation, by-law or otherwise) shall have been introduced that might reasonably be expected to have a materially adverse effect upon Sulliden Subsidiary or the financial condition, results of operations or business prospects of Sulliden Subsidiary;

(l) Absence of Additional Liabilities: Sulliden Subsidiary will not have incurred any liabilities other than those which are:

(i) described in Schedule "B";

(ii) reasonably incurred in the ordinary course of business; or

(iii) incurred with the consent of Pitchblack.

(m) Closing Documentation: Pitchblack shall have received from Sulliden the following closing documentation:

(i) waiver of the intercompany debt set out in Schedule "B" hereto;

(ii) a qualified corporate opinion of Sulliden's solicitors or other documentation, satisfactory to Pitchblack, acting reasonably, confirming, among other things, the status of Sulliden's title and ownership of the shares of the Sulliden Subsidiary; (the "**Corporate Opinion**");

(iii) certificates of good standing (or equivalent) for each of Sulliden and the Sulliden Subsidiary;

(iv) a certified copy of a resolution of the directors of Sulliden approving the transactions contemplated hereunder and authorizing the execution of this Agreement and the transactions contemplated herein;

(v) a certified resolution of Sulliden, as sole shareholder of the Sulliden Subsidiary, authorizing the Amalgamation;

(vi) confirmation that the commercial and general insurance of Sulliden and/or the Sulliden Subsidiary will be transferred or otherwise continue in place to cover the Sulliden Subsidiary and its activities following Closing at the sole cost of Sulliden Subsidiary or Pitchblack;

(vii) all other necessary consents, waivers and authorizations required to enable the approval of the Amalgamation as provided for in this Agreement;

(viii) all such documents, duly executed, which in the opinion of Pitchblack acting reasonably are necessary to effect and evidence the continuance of all beneficial interest in and to the Sulliden Option Agreement to Amalco free and clear of all Encumbrances other than the 251 Option;

(ix) executed resignations effective as of the Closing Date of all the directors and officers of the Sulliden Subsidiary;

(x) executed releases effective as at the Closing Date in favour of Pitchblack and the Sulliden Subsidiary from the resigning directors and officers of Sulliden Subsidiary; and

(xi) such other documents as may be required by Pitchblack, acting reasonably.

8.3 **Waiver/Survival**: The conditions set forth in Section 8.2 are for the exclusive benefit of Pitchblack and may be waived by Pitchblack in writing in whole or in part on or before the Closing Date. Notwithstanding any such waiver, the completion of the Amalgamation contemplated by this Agreement by Pitchblack shall not prejudice or affect in any way the rights of Pitchblack in respect of the representations and warranties of the 251 Shareholders or Sulliden in this Agreement.

8.4 **251 Shareholders and Sulliden's Conditions**: The obligations of Sulliden and the 251 Shareholders to complete the transactions contemplated hereunder shall be subject to the satisfaction of, or compliance with, at or before the Closing Time, each of the following conditions precedent:

(a) Truth and Accuracy of Pitchblack Representations at Closing: The representations and warranties of Pitchblack made hereunder shall be true and correct at Closing and with the same effect as if made at and as of Closing;

(b) Performance of Obligations: Pitchblack shall have performed and complied with all the obligations and covenants contained in this Agreement to be performed and complied with by it;

(c) Absence of Material Adverse Change: There will have been no material adverse changes, adverse change of material fact or any development that could reasonably result in an adverse material impact on the business, financial results, operations or affairs of Pitchblack;

(d) Closing Documentation: The 251 Shareholders and Sulliden shall have received from Pitchblack the following closing documentation:

(i) a certificate of good standing for Pitchblack and Pitchblack Subco duly issued by the Registrar of Companies (Ontario) on the Closing Date dated no later than two days prior to Closing;

(ii) certificates or other satisfactory evidence of electronic deposit of the Amalgamation Shares registered in the name of the 251 Shareholders and Sulliden as outlined in Schedule "A" hereto;

(iii) evidence in form and substance satisfactory to the 251 Shareholders and Sulliden, acting reasonably, that Pitchblack has acknowledged and has signed a joinder to the Royalty;

(iv) a certified copy of a resolution of the directors of Pitchblack approving the transactions contemplated hereunder and authorizing the execution of this Agreement;

(v) a certified copy of the resolutions of the shareholders of Pitchblack approving the Transaction; and

(vi) such other documents as may be required by the 251 Shareholders or Sulliden, acting reasonably.

8.5 **Waiver/Survival**: The conditions set forth in Section 8.4 are for the exclusive benefit of the 251 Shareholders and Sulliden and may be waived by it in writing in whole or in part on or before the Closing Date. Notwithstanding any such waiver, completion of the Amalgamation contemplated by this Agreement by the 251 Shareholders and Sulliden shall not prejudice or affect in any way the rights of the 251 Shareholders and Sulliden in respect of the warranties and representations of Pitchblack set forth in this Agreement.

ARTICLE 9
CONDUCT OF BUSINESS PRIOR TO CLOSING

9.1 **251 Conduct:** During the period from the date hereof until Closing, the 251 Shareholders shall cause 251 Ontario not to: (i) make any modification to its ordinary course business practices or take any action in respect of, nor make or negotiate to make any commitment which could reasonably be expected to have a material adverse change on 251 Ontario, without the prior written consent of Pitchblack; (ii) amend or propose to amend its articles or by-laws or other constating documents; or, split, consolidate or reclassify, or propose to split, consolidate or reclassify, any of its share capital or undertake or propose to undertake any other capital reorganization or change in its share capital, any other of its securities or its share capital, without the prior written consent of Pitchblack; or (iii) take any other action that would interfere with, or be inconsistent with, the transactions contemplated in this Agreement, or that reasonably may be expected to render any representation or warranty made by the 251 Shareholders in Article 3 untrue in any material respect.

9.2 **Sulliden Conduct**: Except as otherwise contemplated or permitted by this Agreement, during the period from the date of this Agreement to the Closing Time, Sulliden shall and/or shall cause the Sulliden Subsidiary, as applicable, to do the following:

(a) Conduct Business in Ordinary and Usual Course: Conduct the Sulliden Subsidiary business in the ordinary and usual course thereof and not, without the prior written consent of Pitchblack, enter into any transaction which would constitute a breach of any of their respective representations, warranties or agreements contained herein. Without limiting the generality of the foregoing:

(i) Sulliden will cause the Sulliden Subsidiary to not, without Pitchblack's prior consent, acting reasonably, dispose, option, encumber or transfer rights to any assets with a value exceeding US$15,000 or an aggregate of US$40,000;

(ii) Sulliden will cause the Sulliden Subsidiary to not, without Pitchblack's prior consent, acting reasonably, terminate, amend, vary or entering into any Material Agreements other than with respect to the Private Placement;

(iii) Sulliden will cause the Sulliden Subsidiary to not, without Pitchblack's prior consent, grant any bonuses, benefits or other forms of direct or indirect compensation or approve any change of control or other termination benefits to any employee, officer, director or consultant of Sulliden Subsidiary;

(iv) Sulliden will cause the Sulliden Subsidiary to not, without Pitchblack's prior consent, issue any equity securities, from treasury or otherwise, or options, warrants, rights or convertible securities other than with respect to the Private Placement;

(v) Sulliden will cause the Sulliden Subsidiary to not, without Pitchblack's prior consent, pay any dividends, redeem any securities, or otherwise cause assets to be distributed;

(vi) Sulliden will cause the Sulliden Subsidiary to not, without Pitchblack's prior consent, acting reasonably, terminate any employees that Pitchblack has indicated that it desires to retain subsequent to the closing of the Transaction; and

(vii) Sulliden will cause the Sulliden Subsidiary to not, without Pitchblack's prior consent, borrow any funds, under existing credit lines or otherwise, except as specifically contemplated in this Agreement;

(b) Perform Obligations: Sulliden will cause the Sulliden Subsidiary to comply, in all material respects, with all laws affecting the operation of their respective business and pay all required taxes;

(c) Pay Liabilities: Sulliden will cause the Sulliden Subsidiary to pay and discharge all of their respective liabilities or obligations in the ordinary and usual course of business consistent with past business practice, except for such liabilities or obligations as may be contested by each of them in good faith;

(d) No Breach: Not take any action or omit to take any action which would, or would reasonably be expected to, result in a breach of or render untrue any of Sulliden's representations, warranties, covenants, or other obligations contained herein;

(e) Preserve Business: Preserve intact the Sulliden Subsidiary's business and the Assets (including the Troilus Project), and promote and preserve for Pitchblack the goodwill of consultants, suppliers, and others having business relations with the Sulliden Subsidiary and the Assets (including the Troilus Project); and

(f) Discharge of Intercompany Debts: Cause all the intercompany debts and advances owing by the Sulliden Subsidiary to Sulliden to be contributed to the Sulliden Subsidiary as a contribution of capital and otherwise extinguish other existing liabilities owed by Sulliden Subsidiary to Sulliden.

9.3 **Pitchblack Conduct**: Except as otherwise contemplated or permitted by this Agreement, during the period from the date of this Agreement to the Closing Time, Pitchblack shall do the following:

(a) Conduct Business in Ordinary and Usual Course: Conduct the Pitchblack business in the ordinary and usual course thereof and not, without the prior written consent of Sulliden, enter into any transaction which would constitute a breach of any of

their respective representations, warranties or agreements contained herein. Without limiting the generality of the foregoing:

(i) Pitchblack will not, without Sulliden's prior consent, acting reasonably, dispose, option, encumber or transfer rights to any assets with a value exceeding US$25,000 or an aggregate of US$50,000;

(ii) Pitchblack will not, without Sulliden's prior consent, acting reasonably, terminate, amend, vary or enter into any material agreements of which it is a party;

(iii) Pitchblack will not, without Sulliden's prior consent, grant any bonuses, benefits or other forms of direct or indirect compensation or approve any change of control or other termination benefits to any employee, officer, director or consultant of Pitchblack;

(iv) Pitchblack will not, without Sulliden's prior consent, other than the private placement financing related to the Transaction, issue any equity securities, from treasury or otherwise, or options, warrants, rights or convertible securities;

(v) Pitchblack will not, without Sulliden's prior consent, pay any dividends, redeem any securities, or otherwise cause assets to be distributed; and

(vi) Pitchblack will not, without Sulliden's prior consent, borrow any funds, under existing credit lines or otherwise, except as specifically contemplated in this Agreement.

9.4 **Post-Closing Period:** Promptly after the Closing, Pitchblack shall make, or cause to be made, all filings, and shall pay all fees, required to be given or made to the TSXV in order to obtain final approval of the TSXV for the transactions contemplated by this Agreement, including the issuance and listing of the Amalgamation Shares to be issued and delivered to the 251 Shareholders and Sulliden pursuant to Section 2.2. Pitchblack's shall promptly advise the 251 Shareholders and Sulliden if final approval of the TSXV is not granted for any reason whatsoever.

ARTICLE 10
INDEMNITIES

10.1 **Indemnification by the 251 Shareholders**: Each of the 251 Shareholders agrees to:

(a) on a several basis, and not on a joint and several basis, indemnify and hold harmless Pitchblack and Sulliden, together with each officer and director of Pitchblack or Sulliden, from and against any Loss suffered or incurred by Pitchblack or Sulliden arising directly by reason of (i) any incorrectness in or breach of any representation or warranty of such 251 Shareholder concerning the 251 Shares, or (ii) any breach or non-performance by such 251 Shareholder of any covenant to be performed by

it concerning the 251 Shares, in either case, contained herein or any other agreement or instrument delivered by it as contemplated hereunder; and

(b) on a joint and several basis, indemnify and hold harmless Pitchblack and Sulliden, together with each officer and director of Pitchblack and Sulliden, from and against any Loss suffered or incurred by Pitchblack or Sulliden arising directly by reason of (i) any incorrectness in or breach of any representation or warranty of the 251 Shareholders concerning 251 Ontario, or (ii) any breach or non-performance by such 251 Shareholder of any covenant to be performed by it concerning 251 Ontario, in either case, contained herein or any other agreement or instrument delivered by it as contemplated hereunder.

10.2 **Indemnification by Sulliden**: From and after Closing, Sulliden covenants and agrees to indemnify and hold harmless Pitchblack and the 251 Shareholders against any and all Losses (including reasonable legal fees on a solicitor and own client basis) suffered or incurred by Pitchblack, directly by reason of or arising out of:

(a) any incorrectness in or breach of any warranties or representations on the part of Sulliden; or

(b) a breach or non-performance of any agreement, term or covenant on the part of Sulliden made or to be observed or performed under this Agreement or any other agreement or instrument delivered by it as contemplated hereunder.

10.3 **General Indemnification by Pitchblack:** Pitchblack agrees to indemnify and hold harmless the 251 Shareholders and Sulliden from and against any Loss suffered or incurred by the 251 Shareholders or Sulliden in connection with (i) any incorrectness in or breach of any representation or warranty of Pitchblack, or (ii) any breach or non-performance by Pitchblack of any covenant to be performed by it, in either case, contained herein or any other agreement or instrument delivered by it as contemplated hereunder.

10.4 **Sulliden Working Capital Guarantee:** In addition to the indemnity set out in Section 10.2, Sulliden hereby covenants and agrees to fund any reasonable working capital needs of Pitchblack and/or Sulliden Subsidiary up to a maximum of $3,000,000 during the eighteen months following the Closing Date to the extent that such working capital needs directly relate to (i) payments made by Sulliden Subsidiary or expenses incurred by Sulliden Subsidiary, in either case directly in connection with the Sulliden Option Agreement; (ii) fees, salaries, other perquisites (excluding bonus or incentive payments), expenses or amounts paid by Sulliden Subsidiary or Pitchblack to or for the account of any persons, employees or consultants assumed by Sulliden Subsidiary or Pitchblack from Sulliden in connection with the transactions contemplated herein; and (iii) reasonable working capital and general and administrative needs of Pitchblack (including, but not limited to, stock exchange filing fees, audit work and legal fees). Any such funding paid by Sulliden to Pitchblack or Sulliden Subsidiary will be deemed to be additional consideration paid in connection with the Transaction contemplated herein and not as any debt or liability of Pitchblack or Sulliden Subsidiary, as the case may be. The covenant contained in this section 10.4 shall fall away upon the earlier of: (i) 18 months following the closing date; and (ii) immediately upon Pitchblack raising a minimum of $5 million in equity or debt financing.

ARTICLE 11
CONFIDENTIALITY

11.1 **No Disclosure:** No disclosure or announcement, public or otherwise, in respect of this Agreement or the transactions contemplated hereby will be made by either party or any of its representatives without the prior approval of the other party as to timing, content and method, provided that the provisions of this paragraph will not prevent any party from making, after consultation with the other party, such disclosure as its counsel advises is required by applicable law or the rules and policies of the TSXV.

11.2 **Hold Information in Confidence:** Unless and until the transactions contemplated in this Agreement have been completed, or until the termination of this Agreement, except with the prior written consent of the other party, each of the parties and their respective representatives will hold all information received from the other party in the strictest confidence, except such information and documents as are available to the public or as are required to be disclosed by applicable law or regulation.

ARTICLE 12
TERMINATION

12.1 **Termination**: Notwithstanding any other provision in this Agreement, this Agreement may be terminated at any time prior to the Closing Date as follows:

(a) by mutual written agreement by the parties;

(b) By the 251 Shareholders or Sulliden if:

(i) the shareholders of Pitchblack have not approved the Transaction on or before January 12, 2018;

(ii) Pitchblack has not received the requisite TSXV approvals with respect to the Transaction on or before January 12, 2018;

(iii) Pitchblack materially breaches any of its representations or warranties or fails to comply with any covenants contained herein, and such default is not remedied within five Business Days of written notice provided to Pitchblack of such default; or

(iv) any of the conditions precedent contained herein for the benefit of the 251 Shareholders or Sulliden, as the case may be, have not been complied with, or waived by the 251 Shareholders, or Sulliden, as applicable by December 31, 2017.

(c) by Pitchblack if:

(i) the Sulliden, Sulliden Subsidiary, 251 Ontario or the 251 Shareholders materially breach any of its representations or warranties or fails to comply with any covenants contained herein, and such default is not remedied

within five Business Days of written notice provided to each of the other parties, as applicable, of such default; or

(ii) any of the conditions precedent contained herein for the benefit of Pitchblack have not been complied with, or waived by Pitchblack, by December 31, 2017.

Any party desiring to terminate this Agreement pursuant to this Section 12.1 shall give written notice of such termination to the other party.

This Agreement shall terminate automatically in the event that the Transaction has not been completed by January 31, 2017, unless such date has been extended by mutual agreement of the parties in writing (the "**Outside Date**").

12.2 **Post-Termination Obligations**: Upon the termination of this Agreement, the parties shall be released from their obligations hereunder other than as expressly contemplated hereby, excepting those under Article 11, and Section 13.1, provided that nothing herein shall relieve a party from liability arising prior to such termination.

12.3 **Termination of Share Purchase Agreement**: Each of the parties hereto hereby acknowledges and agrees that this Agreement supersedes and replaces the share purchase agreements dated September 8, 2017 between Pitchblack and the 251 Shareholders concerning the purchase and sale of 251 Ontario and Pitchblack and Sulliden concerning the purchase and sale of Sulliden Subsidiary.

ARTICLE 13
DISPUTE RESOLUTION

13.1 **Disputes**: Any dispute, claim or controversy arising out of or relating to this Agreement or the breach, termination, enforcement, interpretation or validity thereof and any claim or request that may be made under any of the provisions of the *Business Corporations Act* (Ontario) shall be determined by arbitration in Toronto before one arbitrator. The parties agree that the arbitrator has the jurisdiction to make any interim or final awards that may be made by a judge of the Ontario Superior Court of Justice. The arbitration shall be conducted in Toronto in accordance with the *Arbitration Act, 1991* (Ontario). The arbitrator's decision will be final and binding on the parties, enforceable in any court of competent jurisdiction, and will not be subject to appeal, except in the circumstances in which a party to an arbitration could appeal to a court under the *Arbitration Act, 1991* (Ontario).

ARTICLE 14
GENERAL

14.1 **Expenses**: All costs and expenses incurred in connection with the preparation of this Agreement and the transactions contemplated by this Agreement shall be paid by the party incurring such expenses.

14.2 **Time**: Time shall be of the essence hereof.

14.3 **Notices**: Any notice or other writing required or permitted to be given hereunder or for the purposes hereof shall be sufficiently given if delivered, telecopied or electronically transmitted to the party to whom it is given or, if mailed, by prepaid registered mail addressed to such party as set out on the first page of this Agreement, or at such other address as the party to whom such writing is to be given shall have last notified to the party giving the same in the manner provided in this clause. Any notice mailed shall be deemed to have been given and received on the fifth Business Day next following the date of its mailing unless at the time of mailing or within five Business Days thereafter there occurs a postal interruption which could have the effect of delaying the mail in the ordinary and usual course, in which case any notice shall only be effectively given if actually delivered or sent by telecopy or electronic transmittal. Any notice delivered, telecopied or electronically transmitted to the party to whom it is addressed shall be deemed to have been given and received on the Business Day next following the day it was delivered, telecopied or electronically transmitted.

14.4 **Governing Law**: This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein and save and except for matters that are subject to binding decision by an expert as contemplated under Article 13 herein the parties submit and attorn to the non-exclusive jurisdiction of the courts of the Province of Ontario.

14.5 **Assignment**: The rights of the parties hereunder may not be assigned by any party without the prior written consent of the other party.

14.6 **Severability**: If a court or other tribunal of competent jurisdiction determines that any one or more of the provisions contained in this Agreement is invalid, illegal or unenforceable in any respect in any jurisdiction, the validity, legality and enforceability of such provision or provisions shall not in any way be affected or impaired thereby in any other jurisdiction and the validity, legality and enforceability of the remaining provisions contained herein shall not in any way be affected or impaired thereby, unless in either case as a result of such determination this Agreement would fail in its essential purpose.

14.7 **Further Assurances**: The parties shall with reasonable diligence, do all such things and provide all such reasonable assurances as may be required to consummate the transactions contemplated hereunder, and each party shall provide such further documents or instruments required by the other party as may be reasonably necessary or desirable to give effect to the purpose of this Agreement and carry out its provisions whether before or after the Closing Date.

14.8 **Enurement**: This Agreement and each of the terms and provisions hereof shall enure to the benefit of and be binding upon the parties and their respective successors and permitted assigns.

14.9 **Amendments and Waiver**: No modification of or amendment to this Agreement will be valid or binding unless set forth in writing and duly executed by all of the parties and no waiver of any breach of any term or provision of this Agreement will be effective or binding unless made in writing and signed by the party purporting to give the same, and unless otherwise provided, will be limited to the specific breach waived.

14.10 **Entire Agreement**: This Agreement constitutes the entire agreement between the parties and supersedes all prior agreements and understandings, oral or written, by and between any of the parties with respect to the subject matter hereof.

14.11 **Counterparts**: This Agreement may be executed in as many counterparts as may be necessary or by facsimile or electronic transmission and each such counterpart agreement or facsimile so executed shall be deemed to be an original and such counterparts and facsimile copies or copies of electronic transmissions together shall constitute one and the same instrument.

[signature pages follow]

IN WITNESS WHEREOF the parties have duly executed this Agreement as of the day and year first above written.

PITCHBLACK RESOURCES LTD.

Per: _____
Authorized Signatory
Name: G. Scott Moore
Title: President and Chief Executive Officer

2603210 ONTARIO INC.

Per: _____
Authorized Signatory
Name: G. Scott Moore
Title: President and Chief Executive Officer

SULLIDEN MINING CAPITAL INC.

Per: _____
Authorized Signatory
Name: C. Justin Reid
Title: Chief Executive Officer

2507868 ONTARIO INC.

Per: _____
Authorized Signatory
Name: C. Justin Reid
Title: Chief Executive Officer

2513924 ONTARIO LTD.

Per: _____
Authorized Signatory
Name: Peter McCague
Title: President

2227929 ONTARIO INC.

Per: _____
Authorized Signatory
Name: Fred Leigh
Title: President

NEWDENE GOLD INC.

Per: _____
Authorized Signatory
Name: Kam Gill
Title: President

2489243 ONTARIO LTD.

Per: _____
Authorized Signatory
Name: Peter McCague
Title: President

SCHEDULE A
TO THE AMALGAMATION AGREEMENT DATED OCTOBER 31, 2017

List of Parties Receiving Amalgamation Shares

NAME OF PARTY	NUMBER OF 251 ONTARIO SHARES HELD	PROPORTIONATE SHARE OF AMALGAMTION SHARES
2227929 Ontario Inc.	5,000,000	5,000,000
Newdene Gold Inc.	2,500,000	2,500,000
2489243 Ontario Ltd.	2,500,000	2,500,000

SCHEDULE B
TO THE AMALGAMATION AGREEMENT DATED OCTOBER 31, 2017

Liabilities of 251 Ontario

None.

Liabilities of Sulliden Subsidiary

Intercompany debt of $861,689 owed by Sulliden Subsidiary to Sulliden.

SCHEDULE C
TO THE AMALGAMATION AGREEMENT DATED OCTOBER 31, 2017

Material Contracts

Pitchblack

1. Consulting agreement dated January 1, 2016 between Pitchblack and Otami Yew Management Corp.
2. Consulting agreement dated January 1, 2016 between Pitchblack and Patrick J. Gleeson Professional Corporation.
3. Consulting agreement dated June 1, 2007, as amended on April 1, 2013, between Pitchblack and Gregory Duras.
4. Independent contractor agreement dated April 1, 2004, as amended on September 1, 2011, between Pitchblack and Forbes & Manhattan, Inc.
5. Shared costs services agreement dated October 2017 between Pitchblack and 2227929 Ontario Inc.

2513924 Ontario Inc.

1. Option and joint venture agreement dated May 2, 2016 between Sulliden, Sulliden Subsidiary and 2513924 Ontario Inc.
2. Assignment agreement dated June 15, 2016 between 2513924 Ontario Inc. and 2489243 Ontario Ltd.

Sulliden Subsidiary

1. Troilus option agreement dated May 2, 2016 between First Quantum Minerals Ltd., Sulliden Subsidiary and Sulliden, as amended on June 1, 2017.
2. Option and joint venture agreement dated May 2, 2016 between Sulliden Subsidiary and 2513924 Ontario Inc.

SCHEDULE D
TO THE AMALGAMATION AGREEMENT DATED OCTOBER 31, 2017

Articles of Amalgamation

For Ministry Use Only
À l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la société en Ontario

Form 4
Business Corporations Act

Formule 4
Loi sur les sociétés par actions

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT) :

T	L	G		P	R	O	J	E	C	T		I	N	C	.											

2. The address of the registered office is:
Adresse du siège social :

65 QUEEN STREET WEST, SUITE 800
Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

TORONTO **ONTARIO** M5H2M5
Name of Municipality or Post Office / Postal Code/Code postal
Nom de la municipalité ou du bureau de poste

3. Number of directors is:
Nombre d'administrateurs :

Fixed number / Nombre fixe:

OR minimum and maximum / OU minimum et maximum: 1 to 10

4. The director(s) is/are: / Administrateur(s) :

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Justin Reid	65 Queen Street West, Suite 800 Toronto, Ontario, M5H 2M5	Yes
Denis Arsenault	65 Queen Street West, Suite 800 Toronto, Ontario, M5H 2M5	Yes

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5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - **Amalgamation Agreement / Convention de fusion :**

☑ The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionnne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - **Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**

☐ The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
2603210 Ontario Inc.	2603210	2017	10	31
2507868 Ontario Inc.	2507868	2017	10	31
2513924 Ontario Ltd.	2513924	2017	10	31

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

An unlimited number of one class of shares to be designated as Common Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

These Articles of Incorporation do not attach any additional rights, privileges, restrictions or conditions to the common shares or to directors' authority with respect to any class of shares which may be issued in series.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No shares may be transferred without either:

(a) the approval of the directors of the Corporation expressed by a resolution passed by the board of directors of the Corporation at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors; or

(b) the approval of the holders of a majority of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of shareholders or by an instrument or instruments in writing signed by the holders of a majority of such shares.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

The number of shareholders of the Corporation exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation were, while in that employment, shareholders of the Corporation, is limited to not more than fifty (50), provided that:

(a) two or more persons who are the joint registered holders of one or more securities of the Corporation are counted as one beneficial owner of those securities; and

(b) a corporation, partnership, trust or other entity is counted as one beneficial owner of securities of the Corporation unless the entity has been created or is being used primarily for the purpose of acquiring or holding securities of the Corporation, in which event each beneficial owner of an equity interest in the entity or each beneficiary of the entity, as the case may be, is counted as a separate beneficial owner of those securities of the Corporation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation. /** Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société**.

2603210 ONTARIO INC.

Names of Corporations / Dénomination sociale des sociétés

By / *Par*

	G. Scott Moore	President and CEO
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

2507868 ONTARIO INC.

Names of Corporations / Dénomination sociale des sociétés

By / *Par*

	C. Justin Reid	CEO
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

2513924 ONTARIO LTD.

Names of Corporations / Dénomination sociale des sociétés

By / Par

	Peter McCague	President
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / *Par*

Signature / *Signature*	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

EXHIBIT F

CERTIFICATE OF THE ISSUER

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of the Issuer assuming completion of the Transaction.

"*G. Scott Moore*"
G, Scott Moore, Chief Executive Officer

"*Greg Duras*"
Greg Duras, Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"*William Clarke*"
William Clarke, Director

"*Thomas Olesinski*"
Thomas Olesinski, Director

EXHIBIT G

CERTIFICATE OF SULLIDEN SUBSIDIARY

The foregoing as it relates to Sulliden Subsidiary constitutes full, true and plain disclosure of all material facts relating to the securities of Sulliden Subsidiary.

"*Justin Reid*"
Justin Reid, President and Chief Executive Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"*Justin Reid*"
Director

EXHIBIT H

CERTIFICATE OF 2513924 ONTARIO INC.

The foregoing as it relates to 2513924 Ontario Inc. constitutes full, true and plain disclosure of all material facts relating to the securities of 2513924 Ontario Inc.

"*Peter McCague*"
Peter McCague, President and Chief Executive Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"*Peter McCague*"
Peter McCague, Director

EXHIBIT I

ACKNOWLEDGEMENT – PERSONAL INFORMATION

"**Personal Information**" means any information about an identifiable individual, and includes information contained in any items in the attached Information Circular that are analogous to Items 4.2, 11, 12.1, 15, 17.2, 18.2, 23, 24, 26, 31.3, 32, 33, 34, 35, 36, 37, 38, 40 and 41 of Exchange Form 3D1/3D2, as applicable.

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

a. the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to Exchange Form 3B1/3B2; and

b. the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6B or as otherwise identified by the Exchange, from time to time.

Dated: November 22, 2017.

PITCHBLACK RESOURCES LTD.

"*G. Scott Moore*"
G. Scott Moore
President and Chief Executive Officer