The Quarterly Highlights of Bluerock Ventures Corp. (the “Company” or “Bluerock”) provide a summary of the activities, results of operations and financial condition of the Company as at and for the six months ended August 31, 2020. The Quarterly Highlights have been prepared by management as of October 23, 2020 and should be read in conjunction with the condensed interim financial statements and related notes thereto of the Company for the six months ended August 31, 2020 and 2019, the audited financial statements and related notes thereto of the Company for the years ended February 29, 2020 and February 28, 2019, which were prepared in accordance with International Financial Reporting Standards (“IFRS”), and the annual Management Discussion and Analysis (“MD&A”) of the Company prepared by management as of June 26, 2020.

Forward-looking statements

Certain statements contained in the following Quarterly Highlights constitute forward-looking statements. Such forward-looking statements include, but are not limited to statements regarding the Company’s ability to identify and pursue a suitable business opportunity and its ability to raise sufficient financing to continue its operations. These forward-looking statements involve a number of known and unknown risks, uncertainties and other factors including financial, operational, environmental and political risks, general equity and market conditions. The outcome of these factors may cause the actual results and performance of the Company to be materially different from any plans or results expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

The Company was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (British Columbia) on February 3, 2011. The Company’s common shares are listed on the NEX board of the TSX Venture Exchange (“Exchange”) under the symbol BCR.H.

The Company is a Capital Pool Company (“CPC”) as its principal business is the identification and evaluation of companies, assets or businesses with a view to completing a Qualifying Transaction (“QT”) in accordance with Policy 2.4 of the TSX Venture Exchange (“Exchange”).Such a transaction will be subject to shareholder and regulatory approval.

Proposed qualifying transaction

The Company entered into a letter of intent dated August 27, 2020, with Tombill Mines Ltd. (“**Tombill Mines**”) pursuant to which Bluerock proposes to acquire all of the issued and outstanding shares of Tombill Mines in exchange for the issuance of shares of Bluerock (the “**Transaction**”). The Transaction will result in a reverse take-over of Bluerock where the existing shareholders of Tombill Mines will own approximately 90% of the outstanding common shares of Bluerock upon completion of the Transaction but prior to the financing described below. Upon completion of the Transaction, it is anticipated that the Resulting Issuer will be a Tier 2 Resource Issuer.

The current issued and outstanding share capital of Bluerock consists of 7,585,000 common shares. Prior to completing the Transaction, Bluerock will carry out a forward split, resulting in the issuance of four (4) new shares for every three (3) old shares, such that Bluerock will have approximately 10,133,333 common shares outstanding prior to closing the Transaction. It is expected that an aggregate of 93,220,000 Bluerock Shares will be issued to the shareholders of Tombill Mines in exchange for their shares of Tombill Mines (“**Tombill Mines Shares**”) pursuant to the Transaction. There are no other classes of shares, convertible securities, options, warrants or rights outstanding to acquire common shares in the capital of Bluerock.

Tombill Mines currently has 3,000 Class Z shares outstanding, which will be split and re-designated into 93,220,000 Tombill Mines Shares prior to the completion of the Transaction. The subsequent share exchange will be on a one for one basis.

Certain of the shares of the Resulting Issuer ("**Resulting Issuer Shares**") issued to the principals of Tombill Mines who will become management of the Resulting Issuer, will be subject to escrow in accordance with Exchange policies.

The final structure of the Transaction is subject to the receipt of tax, corporate and securities law advice for both Bluerock and Tombill Mines.

No deposit or advance has been made or is anticipated to be made by the Company to Tombill Mines in connection with the Transaction.

About Tombill Mines

Tombill Mines is a private company incorporated under the laws of British Columbia, and has ownership of various mineral exploration and past-producing gold properties in the Geraldton and Beardmore region, Ontario.

Tombill Mines' primary business is mineral exploration, primarily gold. They have 74 claims; of which 60 are owned and patented; 5 leased; and 9 where they own the mineral rights. Of these, Tombill Mines Main Group (the "**Property**") comprises 54 owned patents, and 4 mineral rights.

The Property is located in the Township of Greenstone (population 4,636), about 4 km southwest of Geraldton, Ontario, and is accessible year-round via the TransCanada Highway 11 - which crosses the Property laterally east to west, and vice versa. Closest major city is Thunder Bay located 285 km to the southwest.

The geological setting of the Property is within the Archean-aged Superior geologic Province. The most detailed and up-to-date geological map of the Property was created by the Ontario Department of Mines by Pye, 1951; and Horwood and Pye, 1951; which covered all the producing mines in the Geraldton region at that time.

The majority of surface exploration at Tombill Mines was conducted in the 1930's and 1940's. The last diamond drill-hole conducted within the Property was in 1950. Original records, such as drill logs and assay certificates have not survived, therefore, the historical exploration data is not 43-101 compliant and cannot be relied upon. The historic surface exploration data at the Property was utilized to plan a surface stripping and sampling program. There are also 3D targets that have been created from historic data adjacent to the Property.

Tombill Mines intends to execute a detailed exploration program, including diamond drilling and non-drilling support, on the Property whereby each hole is designed to intersect 3D targets comprised of 5 "parent" drill pads spaced 100 metres apart. If mineralization is intersected, then two accompanying "daughter holes" are planned, wedged off the "parent hole". The program is estimated to take four months to complete, at an approximate investment of $4,500,000.

Insiders of the Resulting Issuer

Upon completion of the Transaction, the board of directors (the "**Board**") and management of the Resulting Issuer will be reconstituted to consist of a minimum of four directors, of which two shall be independent, all of whom shall be appointed and designated by Tombill Mines.

Brief biographies for the anticipated insiders of the Resulting Issuer are set out below:

Adam Horne – President and Director

Mr. Horne is Managing Partner of Caledon Partners, a hedge fund based in London. Prior, he ran the European Media Investment Banking Group at Credit Suisse First Boston in London, and was at Morgan Stanley in New York. At both firms, he executed many equity/debt financings and M&A transactions. He has sat on various other boards, and is a director of a large charitable foundation.

John Alexander – CFO and Director

Mr. Alexander is a qualified accountant with more than 20 years of experience in accounting, international finance and commerce. He graduated from Oxford. He qualified as an accountant with, and worked for PWC.

Ian Stalker – Technical Advisor and Director

Mr. Stalker is a senior international mining executive with over 45 years of experience in resource development. He has directed over 12 major gold, base metal, uranium and industrial minerals projects at various phases, from initial exploration drilling to start-up. Mr. Stalker was President & CEO of LSC Lithium, and is Director of K92 Mining (which Ian founded and was CEO).

Mark Colman – Director

Mr. Colman worked in investment banking and equity capital markets for 25 years with Morgan Stanley (London, NY, Tokyo), Bear Stearns, and Bloomberg before founding his own financial consulting business, Alta Capital. He serves on a number of corporate and philanthropic boards.

Ray Davies – Director

Mr. Davies is CEO of Talmora Diamond Inc. (TAI on CSE) an exploration company exploring for diamonds in Canada's NWT. Previously, he was Director of Corporate Geology for Hudson Bay Mining & Smelting and VP of Lytton Minerals. He has been on the Board and provided consulting services to a number of exploration companies.

Tombill Mines Concurrent Financing

Prior to or concurrent with the completion of the Transaction, Tombill Mines intends to conduct a brokered private placement involving the issuance of 43,333,333 subscription receipts of Tombill Mines (the "**Sub Receipts**") at a price of $0.15 per Sub Receipt (the "**Concurrent Financing**") for aggregate gross proceeds of approximately $6,500,000.

Tombill Mines has entered into an engagement letter with Beacon Securities Limited ("**Beacon**") and Eight Capital ("**Eight Capital**" and together with Beacon, the "**Co-Lead Agents**"), pursuant to which Beacon and Eight Capital have agreed to act as co-lead agents and co-bookrunners, on their own behalf and on behalf of a syndicate of agents (the "**Agents**") which may be formed in connection with the Concurrent Financing Upon closing of the Transaction, all Sub Receipts issued in connection with the Concurrent Financing will automatically convert without additional consideration or further action on behalf of the holder into units of Tombill Mines and immediately exchanged on the same exchange ratio as the Tombill Mines Shares for units of the Resulting Issuer.

Each Resulting Issuer unit will consist of one common share and one-half of one common share purchase warrant of the Resulting Issuer (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder thereof to acquire one Resulting Issuer common share at a price of $0.23 per share for a period of 24 months from the satisfaction of certain escrow release conditions (the "**Release Conditions**"). On closing of the

Concurrent Financing (the "**Sub Receipt Closing**"), the gross proceeds of the Concurrent Financing less the Agents' expenses shall be placed in escrow with a Canadian trust company or other entity acceptable to Tombill Mines and the Co-Lead Agents, to be held in escrow and released either: (i) to Tombill Mines (other than the Agents' fees, which shall be released to the Co-Lead Agents) on satisfaction of the Release Conditions; or (ii) to the holders of the Sub Receipts in the event the Release Conditions have not been met within one hundred and eighty (180) days of the Sub Receipt Closing, or if prior to such date Tombill Mines advises the Agents that it does not intend to satisfy the Release Conditions. In the latter case, the Sub Receipts will be cancelled on return of subscription funds to Sub Receipt investors.

Tombill Mines has agreed to pay a cash commission of eight percent (8%) of the gross proceeds of the Concurrent Financing to the Agents on satisfaction of the Release Conditions. As additional consideration the Agents will be granted on the Sub Receipt Closing non-transferable compensation options ("**Compensation Options**") equal to eight percent (8%) of the number of Sub Receipts issued under the Concurrent Financing. Each Compensation Option will be exchanged into a Resulting Issuer Compensation Option and will be exercisable into one Resulting Issuer common share at an exercise price of $0.15 for a period of 24 months following the date of satisfaction of Release Conditions.

Tombill Mines has also agreed to pay the Co-Lead Agents a work fee of $100,000 (subject to completion of the Concurrent Financing) if the Release Conditions aren't satisfied.

Tombill Mines intends to use the net proceeds from the Concurrent Financing for working capital and general corporate purposes.

Finder's Fees

The Company does not intend to pay a finder's fee in connection with the Transaction.

Significant Conditions to Closing

The completion of the Transaction is subject to the satisfaction of various conditions that are standard for a transaction of this nature, including but not limited to:

(i) execution of a definitive agreement on or prior to October 30, 2020;
(ii) the completion of the Concurrent Financing;
(iii) the approval by the shareholders of each of Bluerock and Tombill Mines to complete the Transaction (if required),
(iv) receipt of all requisite regulatory, stock exchange or applicable corporate or securities laws; and
(v) the completion of satisfactory due diligence by each of the parties.

There can be no assurance that the Transaction will be completed on the terms proposed above or at all. Each of the Company and Tombill Mines will bear their own costs in respect of the Transaction.

Sponsorship

The Company intends to apply to the Exchange for a waiver of the Exchange's sponsorship requirements on the basis that it is not a foreign issuer, the management of the Resulting Issuer will possess appropriate experience and qualifications, the Resulting Issuer will be a mining issuer with a current geological report and the size of the Concurrent Financing. However, there is no assurance that this waiver will be granted.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by the pandemic's impact on its business, results of operations, financial position and cash flows in the future.

Analysis of the Company's financial performance and conditions

During the six months ended August 31, 2020, the Company reported a net loss of $34,581 or $0.007 per share as compared to a net loss of $11,888 or $0.003 per share during the six months ended August 31, 2019, an increase in net loss of $22,693.

The increase in net loss was primarily due to an increase in legal fees related to its QT with Tombill and its cancelled QT with Veraby by $22,758. The Company reported an increase of $323 in transfer agent fees which was offset by a cost savings in office and miscellaneous of $388.

During the three months ended August 31, 2020, the Company reported a net loss of $26,026 or $0.005 per share as compared to a net loss of $7,600 or $0.00 per share during the three months ended August 31, 2019, an increase in net loss of $18,426.

The increase in net loss was primarily due to an increase in legal fees by $18,229. The Company reported an increase of $358 in transfer agent fees which was offset by a cost savings in office and miscellaneous of $161.

The Company reported a working capital of $185,770 at August 31, 2020 compared to a working capital deficiency of $54,224 at February 29, 2020, representing a decrease in working capital deficiency of $239,994 as a result of financing activities.

As at August 31, 2020, the Company had cash on hand of $214,357 compared to $3,388 as at February 29, 2020. The increase in cash was due to cash provided from a non-brokered private placement for a net proceeds of $274,575.

The cash expenditures during the period were strictly related to the general and administrative costs.

Current assets excluding cash as at August 31, 2020 consisted of prepaid regulatory, administrative service fee and AGM mailing costs of $1,007 (February 29, 2020 - $482).

Current liabilities as at August 31, 2020 consisted of trade payables and accrued liabilities of $26,092 (February 29, 2020 - $24,298), and the amounts due to related parties of $3,502 (February 29, 2020 - $33,796). The continuing operations of the Company are dependent upon its ability to evaluate and complete the QT. To date, the Company has not generated any revenues, has incurred losses since its inception and, at August 31, 2020, had an accumulated deficit of $579,886 (February 29, 2020 - $545,305).

During the six months ended August 31, 2020, the Company completed a private placement of 2,500,000 common shares at a price of $0.11 per common share for total gross proceeds of $275,000. The Company paid $425 in share issuance costs in connection to the private placement.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern with a view of completing its QT. The Company will have no revenue, and significant expenses are expected in the process of identification and acquisition of qualifying asset.

The Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing, subject to the Exchange policies and approval.

There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

Transactions with Related Parties

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include executive and non-executive directors and officers.

On March 1, 2011, amended July 1, 2014, the Company entered into an agreement with Varshney Capital Corp. ("VCC"), a company with a director in common, for office administrative services provided to the Company on a month to month basis in exchange for a monthly fee of $500 plus taxes.

During the six months ended August 31, 2020, the Company paid or accrued $3,150 (2019 – $3,150) for administrative services to VCC.

As at August 31, 2020, administrative services fees of $Nil (February 29, 2020 - $10,500) and an operating loan of $Nil (February 29, 2020 - $5,000) were due to VCC. The operating loan bears no interest. As at August 31, 2020, the Company prepaid $525 (February 29, 2020 - $Nil) in administrative fees to VCC.

As at August 31, 2020, $3,502 (February 29, 2020 - $18,296) was due to the CEO of the Company for reimbursement of audit fees paid on behalf of the Company.

Summary of Outstanding Share Data as of October 23, 2020:

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 7,585,000 (including 585,000 held in escrow);

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

On behalf of the Board of Directors, thank you for your continued support.

"Praveen Varshney"

Praveen Varshney
President, CEO, CFO and Director