



Alchemist Mining Incorporated

**Suite 2380 – 1055 West Hastings Street
Vancouver, British Columbia
V6E 2E9**

**CSE FORM 2A
LISTING STATEMENT**

**DATE: January 29, 2023
(except as otherwise indicated)**

NOTE TO READER

This Canadian Securities Exchange (“**CSE**”) Form 2A – *Listing Statement* has been prepared in connection with a securities exchange transaction which constitutes a “fundamental change” within the meaning of CSE Policy 8 – *Fundamental Changes and Changes of Business*. As such, the disclosure that follows relates to the business of Alchemist Mining Incorporated, whose common shares must be requalified for listing on the CSE.

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DEFINITIONS

The following is a glossary of certain definitions used in this Listing Statement (as defined herein). Terms and abbreviations used in this Listing Statement and also appearing in the documents attached as schedules to the Listing Statement (including the financial statements) are defined separately if the terms and abbreviations defined below are not used therein, except where otherwise indicated. Any capitalized term used but not defined in this Listing Statement have the meanings ascribed thereon in the policies of the CSE (as defined herein). Words below importing the singular, where the context requires, include the plural and *vice versa*, and words importing any gender include all genders.

"1282112"	means 1282112 B.C. Ltd., a company incorporated under the laws of the Province of British Columbia and wholly-owned subsidiary of the Company.
"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;
"Alinea"	has the meaning ascribed to such term under the heading " <i>General Development of the Business – Three-Year History – The Company</i> ".
"All Nations"	has the meaning ascribed to such term under the heading " <i>General Development of the Business – Three-Year History – The Company</i> ".
"Associate"	has the meaning ascribed to such term in the <i>Securities Act</i> (British Columbia), as amended.
"Audit Committee"	means the audit committee of the Company.
"Author"	means Chris M. Healey, P. Geo., Principal Geologist for Healex Consulting Ltd., and author of the Technical Report.
"BCBCA"	means the <i>Business Corporations Act</i> (British Columbia), and the regulations thereunder, as amended from time to time.
"BCSC"	British Columbia Securities Commission;
"BLM"	means US Bureau of Land Management.
"Board"	means the board of directors of the Company.

"Cashless Exercise"	has the meaning ascribed to such term under the heading " <i>Executive Compensation – Equity Incentive Plans and Other Incentive Plans Key Terms of the Equity Incentive Plan – Key Terms of the Equity Incentive Plan – Shares Subject to the Equity Incentive Plan – Options</i> ".
"CEO"	means chief executive officer.
"CFO"	means chief financial officer.
"Closing"	means the closing of the Transaction pursuant to the terms of the Share Exchange Agreement.
"Common Share"	means a common share in the capital of the Company.
"company"	unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.
"Company" or "Alchemist"	means Alchemist Mining Incorporated, a company incorporated under the laws of the Province of British Columbia.
"Consideration Securities"	means, together, the Consideration Shares and the Consideration Warrants.
"Consideration Shares"	means, collectively, the 7,499,999 fully paid and non-assessable Common Shares issued <i>pro rata</i> to the Target Vendors at the Closing, and "Consideration Share" means any one of them.
"Consideration Warrants"	means, collectively, the 3,749,999 Warrants issued to the Target Vendors at the Closing, with each Warrant entitling the holder to purchase one Common Share at an exercise price of \$0.20 per Common Shares for a period of two years after the date of issuance, and "Consideration Warrant" means any one of them.
"Consolidation"	means the consolidation of Common Shares effective November 19, 2021 on the basis of 20 pre-consolidation Common Shares for each 1 post-consolidation Common Share.
"Consolidation Ratio"	has the meaning ascribed to such term under the heading " <i>General Development of the Business – Three-Year History – The Company</i> ".
"CSE"	means the Canadian Securities Exchange, operated by CNSX Markets Inc.
"Director Fees"	has the meaning ascribed to such term under the heading " <i>Executive Compensation – Equity Incentive Plans and Other Incentive Plans Key Terms of the Equity Incentive Plan – Key Terms of the Equity Incentive Plan – Shares Subject to the Equity Incentive Plan – Deferred Share Units</i> ".

“DSUs”	means deferred share units.
“Equity Incentive Plan”	means the equity incentive plan adopted by the Board on November 22, 2022, and as ratified by shareholders of the Company on December 23, 2022, as more particularly described under the heading “ <i>Options to Purchase Securities</i> ”.
“Escrow Agreement”	means the NP 46-201 escrow agreement dated January 29, 2023 among the Company, Endeavor Trust Corporation and certain insiders of Alchemist.
“Escrowed Securities”	has the meaning ascribed to such term under the heading “ <i>General Development of the Business – Three-Year History – The Company</i> ”.
“IFRS”	means International Financial Reporting Standards as adopted by the Canadian Accounting Standards Board, applied on a consistent basis with prior periods.
“Incumbent Board”	has the meaning ascribed to such term under the heading “ <i>Executive Compensation – Equity Incentive Plans and Other Incentive Plans Key Terms of the Equity Incentive Plan – Key Terms of the Equity Incentive Plan – Shares Subject to the Equity Incentive Plan – Change in Control</i> ”.
“In-the-Money Amount”	has the meaning ascribed to such term under the heading “ <i>Executive Compensation – Equity Incentive Plans and Other Incentive Plans Key Terms of the Equity Incentive Plan – Key Terms of the Equity Incentive Plan – Shares Subject to the Equity Incentive Plan – Options</i> ”.
“Iron Forge”	means Iron Forge Holdings (I) Ltd., a company incorporated under the laws of the Province of British Columbia and wholly-owned subsidiary of the Company.
“Iron Forge Securities”	means the Iron Forge Shares and any other securities or other indebtedness of Iron Forge convertible or exercisable into, or exchangeable for, Iron Forge Shares.
“Iron Forge Shares”	means all of the issued and outstanding shares in the capital of Iron Forge, being 9,800,000 common shares in the capital of Iron Forge.
“Listing Statement”	means this Form 2A – <i>Listing Statement</i> dated effective January 29, 2023.
“LOI”	means the letter of intent dated January 24, 2022 between the Company and Iron Forge setting out the fundamental terms of the Transaction.
“Market Price”	has the meaning ascribed to such term under the heading “ <i>Executive Compensation – Equity Incentive Plans and Other Incentive Plans Key Terms of the Equity Incentive Plan – Key Terms of the Equity Incentive Plan – Shares Subject to the Equity Incentive Plan – Options</i> ”.

"MD&A"	means From 51-102F1 – <i>Management's Discussion & Analysis</i> .
"NI 43-101"	means National Instrument 43-101 – <i>Standards of Disclosure for Mineral Projects</i> .
"NI 51-102"	means National Instrument 51-102 – <i>Continuous Disclosure Obligations</i> of the Canadian Securities Administrators.
"NI 52-110"	means National Instrument 52-110 – <i>Audit Committees</i> of the Canadian Securities Administrators.
"NP 46-201"	means National Policy 46-201 – <i>Escrow for Initial Public Concurrent Financings</i> of the Canadian Securities Administrators.
"NPOM"	means Net Proceeds of Mines.
"Options"	means options to purchase Common Shares.
"Person"	is to be construed broadly and includes any individual, company, partnership, joint venture, association, trust, trustee, executor, administrator, unincorporated association, governmental entity or other entity, whether or not having legal status.
"Policy 8"	means CSE Policy 8 – <i>Fundamental Changes and Changes of Business</i> .
"PSUs"	means performance share units.
"PSU Service Year"	has the meaning ascribed to such term under the heading " <i>Executive Compensation – Equity Incentive Plans and Other Incentive Plans Key Terms of the Equity Incentive Plan – Key Terms of the Equity Incentive Plan – Shares Subject to the Equity Incentive Plan – Performance Share Units</i> ".
"Qualified Person"	has the meaning ascribed to such term in NI 43-101.
"Related Person"	has the meaning ascribed to such term in CSE Policy 1 – <i>Interpretation</i> .
"Reporting Issuer"	has the meaning ascribed to such term in the <i>Securities Act</i> (British Columbia), as amended.
"Rhodes Marsh Project"	means the exploration property comprised of 46 placer leases, covering a total area of 947 acres (383 hectares) located in portions of Sections 11 and 23 of Township 5 North - Range 35 East, Mount Diablo Meridian, Mineral County, West-central Nevada.
"RSUs"	means restricted share units.

"RSU Service Year"	has the meaning ascribed to such term under the heading " <i>Executive Compensation – Equity Incentive Plans and Other Incentive Plans Key Terms of the Equity Incentive Plan – Key Terms of the Equity Incentive Plan – Shares Subject to the Equity Incentive Plan – Restricted Share Units</i> ".
"SEDAR"	means the System for Electronic Document Analysis and Retrieval.
"Share Exchange Agreement"	means the share exchange agreement dated April 8, 2022, as amended, among the Company, Iron Forge and the Target Vendors.
"Target Vendors"	means, from time to time, the shareholders of Iron Forge, and " Target Vendor " means any one of them.
"Technical Report"	means the technical report of the Author dated December 1, 2022 entitled " <i>Rhodes Marsh Lithium Brine Project, Mineral County, Nevada, NI 43-101 Technical Report</i> " prepared in accordance with the requirements of NI 43-101.
"Transaction"	means the acquisition by the Company of all the Iron Forge Securities from the Target Vendors and all other transactions contemplated by the Share Exchange Agreement in order to effect the business combination to combine the businesses of the Company and Iron Forge.
"TSXV"	means the TSX Venture Exchange Inc.
"United States", "USA" or "US"	means, collectively, the United States of America, its territories and possessions.
"Warrants"	means Common Share purchase warrants of the Company.

CURRENCY

Unless otherwise indicated, all references to "dollars" and "\$" are to Canadian dollars and all references to "USD", "USD\$" or "US\$" are to United States dollars.

FORWARD-LOOKING STATEMENTS

Certain statements in this Listing Statement may constitute “forward-looking” statements that involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievement or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such statements can be identified by the use of words such as “may”, “will”, “expect”, “should”, “believe”, “intend”, “plan”, “anticipate”, “potential” and other similar terminology. These forward-looking statements reflect current expectations of management regarding future events and speak only as of the date of this Listing Statement. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under “*Risk Factors*”. Forward-looking statements in this Listing Statement include, but are not limited to, statements with respect to:

- expectations as to future operations of the Company;
- the Company’s dependence on management;
- the Company’s plans in respect of development and operations;
- the cost and timing of the Company’s services;
- potential environmental issues and liabilities associated with exploration, development and mining activities;
- title risks, and the obtaining and renewing of material licences and/or permits;
- the Company’s capital and funding requirements;
- the ability of the Company to obtain future financing on acceptable terms or at all;
- the Company’s risks associated with economic conditions, including those related to ongoing COVID-19 pandemic; and
- other statements under the heading “*Management’s Discussion and Analysis*”.

These forward-looking statements are based upon certain material factors, assumptions and analyses that were applied in drawing a conclusion or making a forecast or projection, including management’s experience and perceptions of historical trends, current market conditions and expected future developments, the timing and amount of capital and other expenditures, and other factors believed to be reasonable in the circumstances.

By their nature, forward-looking statements are subject to inherent risks and uncertainties which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct, and that objectives, strategic goals and priorities will not be achieved. A variety of material factors, many of which are beyond the control of the Company, could cause actual results to differ materially from current

expectations of estimated or anticipated events or results. The risks, uncertainties and other factors that could influence actual results include, but are not limited to:

- the Company's inability to efficiently manage its operations;
- general economic and business conditions, including those resulting from the effects of the ongoing COVID-19 pandemic;
- the Company's negative operating cash flow;
- the Company's ability to obtain additional financing to fund the activities stated in this Listing Statement;
- increases in the Company's capital and operating costs;
- volatility of commodity prices and the Company's Common Shares;
- general risks associated with mineral exploration industry;
- the ability to comply with applicable governmental regulations and standards;
- risks relating to regulatory changes or actions;
- competition within the mineral exploration industry;
- general risks relating to the ongoing COVID-19 pandemic; and
- other factors as more particularly described under the heading "*Risk Factors*".

Readers are cautioned that the foregoing list of factors is not exhaustive and that other factors may emerge from time to time. It is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of the Company, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement. Readers are also cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements. Although the forward-looking statements contained in this Listing Statement are based upon what management of the Company currently believe to be reasonable assumptions, actual results, performance or achievements could differ materially from those expressed in, or implied by, the forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur. The forward-looking statements contained herein are made as of the date of this Listing Statement and, other than as specifically required by law, the Company does not assume any obligation to update or revise any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

MARKET AND INDUSTRY DATA

This Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications. We believe that this industry data is accurate and

that the estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, we have not independently verified any of the data from third party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

TECHNICAL INFORMATION

This Listing Statement contains disclosure of scientific or technical information for the Company's mineral projects that is based the Technical Report for the Company's material mineral property, the Rhodes Marsh Project. The Technical Report is identified under "*Narrative Description of the Business – Mineral Projects*". The Technical Report was prepared in accordance with NI 43-101, by or under the supervision of a Qualified Person.

Any mineral reserve or resource figures, and scientific, technical or projected economic information or estimates referred to in this Listing Statement are estimates, and no assurances can be given that the information will materialize. Such information is based on expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While the Company believes that the information included in this Listing Statement is well established, the information by its nature is imprecise and depends, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such estimates of such information are inaccurate or are reduced in the future, this could have a material adverse impact on the Company.

Reference should be made to the full text of the Technical Report which has been filed with Canadian securities regulatory authorities pursuant to NI 43-101 and are available for review under the Company's profile on [SEDAR](#).

2. CORPORATE STRUCTURE

2.1 Corporate Name and Head and Registered Office

The Company's name is "Alchemist Mining Incorporation". The head and principal business office of the Company is located at Suite 2380 - 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9, and its registered office is located at Clark Wilson LLP of 800 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1.

The Company is a Reporting Issuer in the provinces of British Columbia, Alberta and Ontario, and trades on the CSE under the trading symbol "AMS.X".

2.2 Jurisdiction of Incorporation

The Company was incorporated on October 22, 2010 pursuant to the provisions of the BCBCA under the name "NY85 Capital Inc.". On October 16, 2012, the Company filed articles of amendment changing its name from "NY85 Capital Inc." to "Alchemist Mining Incorporated".

Effective November 19, 2021, the Company completed the Consolidation; a consolidation of the Common Shares of the Company on the basis of 20 per-Consolidation Common Shares for every one post-Consolidation Common Share.

2.3 Inter-corporate Relationships

As of the date of this Listing Statement, the Company has the following subsidiaries:

Subsidiary	Jurisdiction of Incorporation	Ownership Percentage
1282112 B.C. Ltd.	British Columbia	100%
Iron Forge Holdings (I) Ltd.	British Columbia	100%

Prior to the Closing, the Company had one wholly-owned subsidiary, namely "1282112 B.C. Ltd.". 1282112 was incorporated on December 31, 2020 pursuant to the laws of the provisions of the BCBCA. The head office of 1282112 is located at Suite 142 – 757 West Hastings Street, Vancouver, British Columbia, V6C 1A1, and its registered office is located at Clark Wilson LLP of 800 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1.

Iron Forge was incorporated on August 23, 2021 pursuant to the provisions of the BCBCA under the name "Iron Forge Holdings (I) Ltd.". The head of Iron Forge is located at Suite 142 – 757 West Hastings Street, Vancouver, British Columbia, V6C 1A1, and its registered office is located at Clark Wilson LLP of 800 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1. Following completion of the Transaction, Iron Forge became the Company's second wholly owned subsidiary.

2.4 Fundamental Change

The Company is requalifying for listing on the CSE following the Transaction, which constituted a "fundamental change" under Policy 8. Following the Closing, Iron Forge is a wholly-owned subsidiary of the Company.

On January 24, 2022, the Company and Iron Forge entered into the LOI setting out the essential terms and conditions by which the Company and Iron Forge proposed to complete a business combination and, in connection therewith, the Company proposed to acquire all of the issued and outstanding Iron Forge Shares from the Target Vendors in exchange for the issuance of the Consideration Securities.

The Company entered into the Share Exchange Agreement on April 8, 2022, as amended, which replaced and superseded the LOI. On January 9, 2023, a majority of the Company's shareholders approved the Transaction by way of written consent resolution, and on January 27, 2023 the CSE conditionally approved the Transaction including the continued listing of the Common Shares on the CSE following completion of the Transaction.

Following the Closing, which occurred on January 27, 2023, the Company acquired all of the issued and outstanding Iron Forge Shares (which represented all the of Iron Forge Securities outstanding at the Closing) from the Target Vendors in exchange for the issuance by the Company, to the Target Vendors, on a *pro rata* basis, the Consideration Shares at a deemed price of \$0.145 per Consideration Share as well as the issuance the Consideration Warrants. Each Consideration Warrant entitles the holder to purchase one Common Share at an exercise price of \$0.20 per Common Share for a period of two years.

The Company relied upon the exemption provided under Section 2.15 of National Instrument 45-106 – *Prospectus Exemptions* for an exemption from the prospectus requirements for the issuance of the Consideration Securities to the former Iron Forge shareholders.

Following completion of the Transaction, the principal business of the Company remained the identification, evaluation and acquisition of mineral exploration properties located in Canada and once acquired, the exploration of those properties. As a result of the Transaction, the Company is engaged in the exploration of the Rhodes Marsh Project, its principal property, through its wholly-owned subsidiary, Iron Forge.

2.5 Incorporation Outside Canada

This Section 2.5 is not applicable to the Company.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 General Development of the Business

The Company is a Reporting Issuer in the provinces of British Columbia, Alberta and Ontario. The Common Shares trade on the CSE under the stock symbol "AMS.X". On May 31, 2012, the Company completed its Qualifying Transaction (as defined in the policies of the TSXV) on the TSXV. On August 19, 2014, the Common Shares were de-listed from the TSXV and commenced trading on the CSE on August 20, 2014.

The principal business of the Company is the identification, evaluation and acquisition of mineral exploration properties located in Canada and the United States and once acquired, the exploration of those properties. Currently the Company is engaged in the exploration of the Rhodes Marsh Project through its wholly-owned subsidiary, Iron Forge. The Company has a limited operating history and no history of business or mining operations, revenue generations or production history.

Three-Year History

The Company

On September 2, 2020 the Company announced that it had entered a non-binding letter of intent, dated August 31, 2020, for the acquisition of All Nations Cannabis Corporation (“**All Nations**”), a company that was in the final stages of receiving a Health Canada License for the cultivation and processing of cannabis and associated products. The Company and All Nations signed an asset purchase agreement on December 7, 2020 which was then amended on March 1, 2021. In August 2021, the Company terminated the asset purchase agreement with All Nations.

On August 23, 2021, Company entered into a letter of intent for the acquisition of all of the assets of Alinea Cannabis Inc., a Health Canada licensed, federally registered corporation (“**Alinea**”). On September 16, 2021, the Company entered into a share exchange agreement respecting the acquisition of all of the issued and outstanding shares of Alinea. On November 1, 2021, the Company terminated the share exchange agreement with Alinea.

On November 10, 2021, the Board approved a consolidation of the Company’s issued share capital on the basis of twenty (20) Common Shares for one (1) new Common Share (the “**Consolidation Ratio**”). The Company had 76,610,714 Common Shares outstanding prior to the consolidation and had 3,830,536 Common Shares outstanding after completion of the consolidation on November 19, 2022. The number of outstanding stock options and Warrants of the Company was adjusted by the Consolidation Ratio, and the exercise prices were adjusted accordingly.

On December 21, 2021, the Company announced a non-brokered private placement of up to 20,000,000 units at a price of \$0.075 per unit for gross proceeds of up to \$1,500,000. Each unit was comprised of one Common Share and one non-transferable Warrant. Each Warrant entitling the holder to purchase one additional Common Share for a period of four years from the closing date at an exercise price of \$0.20 per Common Share. On January 13, 2022, the Company completed its non-brokered private placement and issued an aggregate of 11,983,333 units at a price of \$0.075 per unit for aggregate gross proceeds of \$898,750. Proceeds from the offering were to be used for payment of current payables and for general working capital purposes. All securities issued in connection with the offering were subject to a statutory hold period expiring four months and one day from the closing date.

On February 18, 2022, the Company issued 2,497,080 Common Shares at a deemed price of \$0.12 per Common Share in settlement of an aggregate of \$299,650 debt owing to Kwanokeng Holdings Ltd., OIG Overseas Investment Group Ltd., Gang3 Capital Ltd., Nickel Arriere Inc. and Winsight Technology Canada Ltd., a company controlled by Paul Mann, the former President, CEO and a director of the Company. Accordingly, a \$100,000 of the \$299,650 in debt was settled with Winsight Technology Canada Ltd. The Common Shares were subject to a statutory hold period expiring four months and one day after closing of the debt settlement.

On February 24, 2022, the Company closed a non-brokered private placement of 150,000 Common Shares at a price of \$0.70 per Common Share for gross proceeds of \$105,000, and which subscription was to be included in a pre-consolidation private placement undertaken by the Company. Accordingly, the \$0.70 Common Share issuance price was the result of the adjustment caused by the Consolidation Ratio. Proceeds from the offering were to be used for general working capital purposes.

On March 29, 2022 the Company paid \$32,000 in settlement of a \$60,000 debt to Sukh Sandhu, a former director of the Company.

On March 30, 2022, Paul Mann resigned as President, CEO and a director of the Company and Brian Clay resigned as a director of the Company. The Company appointed Eric Boehnke as the CEO and a director to replace Mr. Mann and appointed Jennie Choboter, the Company's CFO, as a director to replace Mr. Clay.

On March 31, 2022, Zeta Ceti and Awet Kidane resigned as directors of the Company. Effective March 31, 2022, the Company appointed James Carter as a director.

On June 8, 2022, the Company issued 648,706 units of the Company at a deemed price of \$0.145 per unit in settlement of \$94,062.50 debt owing to Gang3 Capital Ltd., an arm's length creditor. Each unit was comprised of one Common Share and one non-transferable Warrant. Each Warrant entitling the holder to purchase one additional Common Share for a period of four years from the closing date at an exercise price of \$0.145 per Common Share.

On January 20, 2023, the Company closed a non-brokered private placement of 5,860,853 Common Shares at a price of \$0.145 per Common Share for gross proceeds of \$849,824. Proceeds from the offering were to be used for general working capital purposes and to fund the Company's Phase 1 exploration program on the Rhodes Marsh Project.

Please refer to Section 2.4 – *Fundamental Change* above for a description of the Transaction.

Target

Iron Forge's principal business activity is the acquisition and exploration of resource properties. Iron Forge presently has no proven or probable reserves, and on the basis of information to date, it has not yet determined whether these properties contain economically recoverable ore reserves. Consequently, Iron Forge considers itself to be an exploration stage company.

In December 2021, Iron Forge staked 46 unpatented mining claims (383 ha, 947 acres) which comprise the Rhodes Marsh Project. The Rhodes Marsh Project is an early-stage exploration project located in Mineral County, Nevada, USA. The project is comprised of two separate claim blocks within the Rhodes Marsh area, within the Spring Valley, approximately 350km northwest of Las Vegas.

Please refer to Section 4.3 – Companies with Mineral Projects for a description of the Rhodes Marsh Project.

3.2 Significant Acquisition and Disposition

Please refer to Section 2.4 – *Fundamental Change* and Section 3.1 – *General Development of the Business* above.

3.3 Trends, Commitments, Events or Uncertainties

As a junior mining issuer, the Company is subject to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

The Company's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond the Company's direct control could materially affect its financial performance. For a detailed discussion of these risk factors, refer to Section 17 – *Risk Factors* in this Listing Statement.

4. NARRATIVE DESCRIPTION OF BUSINESS

4.1 General

Overview

The principal business of the Company is the identification, evaluation and acquisition of mineral exploration properties located in Canada and the United States and once acquired, the exploration of those properties. Accordingly, the Company is currently engaged in the exploration of the Rhodes Marsh Project through its wholly-owned subsidiary, Iron Forge. The Company has a limited operating history and no history of business or mining operations, revenue generations or production history.

Until the Company attains profitability, it will be necessary to raise additional financings for, amongst other things, general working capital and for exploration costs on the Rhodes Marsh Project. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. For a detailed discussion of these risk factors, refer to Section 17 – *Risk Factors* in this Listing Statement.

Business Objectives

The Company's business objectives for the forthcoming 12 months are as follows:

- Objective #1 – Conduct the Phase 1 exploration program on the Rhodes Marsh Project recommended in the Technical Report; and
- Objective #2 – Identify and potentially acquire additional property interests and conduct exploration and evaluation to assess their potential.

Milestones

The following table lists significant events and milestones that must be initiated or completed over the forthcoming 12 months for the Company's business objectives to be accomplished:

Anticipated Timeframe	Milestone	Estimated Costs (\$)
0 to 6 months from Listing	Completion of Phase 1 exploration program on the Rhodes Marsh Project recommended in the Technical Report	110,000
0 to 12 months from Listing	Identify and potentially acquire additional property interests and conduct exploration and evaluation to assess their potential	N/A

Available Funds and Principal Purposes

The Company estimates that it will have sufficient cash flow to carry out its business plan as currently contemplated for the 12-month period following requalification for listing on the CSE. Accordingly, the Company had a working capital deficit of approximately \$36,395 as at December 31, 2022 and combined working capital of approximately \$813,429 after taking into account the closing of the Company's non-brokered private placement on January 20, 2023.

The estimated administration costs of the Company to achieve its stated business objectives for the 12-month period following Listing are an aggregate of \$278,500, with an average monthly cost of approximately \$23,208.34. An estimated breakdown of these costs is as follows:

	Monthly (\$)	Yearly (\$)
Phase 1 program on Rhodes Marsh Project ⁽¹⁾	9,166.67	110,000
Management fees ⁽²⁾	1,041.67	12,500
General and administrative expenses ⁽³⁾	10,000	120,000
CSE and transfer agent fees	3,000	36,000
SUBTOTAL:	23,208.34	278,500
Unallocated working capital	44,577.42	534,929
TOTAL:	67,785.75	813,429

⁽¹⁾ If such expensed were incurred in monthly increments.

⁽²⁾ Represents fees payable to Jennie Choboter in her role as CFO of the Company.

⁽³⁾ Estimated general and administrative expenses for the next 12 months comprised of: \$12,000 for transfer agent fees; \$43,000 for legal and accounting fees; \$20,000 for CSE and regulatory fees \$20,000 for consulting fees, \$10,000 for travel related expenses; \$10,000 for office related expenses; and \$5,000 for miscellaneous expenses.

The Company intends to spend the funds available to it as stated in this Listing Statement. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary.

Principal Products or Services

The Company is a mineral exploration issuer engaged in the business of the acquisition, exploration and, if warranted, development of mineral properties. The Company does not currently generate any revenues nor does it expect to generate revenues in the foreseeable future. The Company expects to continue to incur expenses as work is conducted to explore the Rhodes Marsh Project.

See Section 3.1 "General Development of the Business – Mineral Properties" for more information.

Production and Sales

This section is not applicable to the Company.

Competitive Conditions and Position

The mineral exploration industry is competitive, with many companies competing for the limited number of precious and base metals acquisition and exploration opportunities that are economic under current or foreseeable metals prices, as well as for available investment funds. Competition is also high for the recruitment of qualified personnel and equipment. Significant and increasing competition exists for mineral opportunities in Canada and in the State of Nevada in the United States. There are a number of large established mineral exploration companies in these jurisdictions with substantial capabilities and greater financial and technical resources than the Company.

Lending and Investment Policies and Restrictions

This is not applicable to the Company.

Bankruptcy and Receivership

The Company has not been the subject of any bankruptcy or any receivership or similar proceedings against the Company or any voluntary bankruptcy, receivership or similar proceedings by the Company, within the three most recently completed financial years or the current financial year.

Material Restructuring

The Company has not undertaken a material restructuring as of the date of this Listing Statement.

Social and Environmental Policies

This section is not applicable to the Company.

Employees

As at the date of this Listing Statement, the Company has no employees.

4.2 Asset Backed Securities

This Section 4.2 is not applicable to the Company as it does not have any asset backed securities.

4.3 Companies with Mineral Projects

Rhodes Marsh Project

Nature and Extent of Title

The Rhodes Marsh Project is an early exploration stage project located Soda Spring Valley in Mineral County, west-central Nevada, USA. The project is located within and immediately adjacent to a playa in a closed basin which has a geologic setting similar to the Clayton Valley, the site of the only current active lithium production in the USA, which is located approximately 70 air kilometers (45 miles) southeast. The project area is located about 65 kilometers (40 miles) by road south of Hawthorne, Nevada, the County Seat of Mineral County. Hawthorne,

which has a population of 3,300 and provides all basic services. The mineral tenure consists of 46 unpatented placer mining claims (383 ha, 947 acres) which were located in December 2021 by Rangefront Mining Services on Federal land (Bureau of Land Management). The claims are shown in the BLM as being registered in the name of Cronin Capital (US) Corp. (formerly CT Corporation Systems), who is the bare trustee for Iron Forge, the beneficial owner of the Rhodes Marsh Project. See Section 2.4 “*Corporate Structure – Fundamental Change*” and Section 3.1 “*General Development of the Business*” for more information.

The following represents information summarized from the Technical Report on the Rhodes Marsh Project by the Author, a Qualified Person, prepared in accordance with the requirements of NI 43-101. All figures and tables from the Technical Report are reproduced in and form part of this Listing Statement; a complete copy of the Technical Report is available for review on [SEDAR](#).

Property Description and Location

Location and Description

The total area of the Rhodes Marsh Project is approximately 920 acres (372 hectares). It is located in portions of Sections 11, 14 and 23 of Township 5 North - Range 35 East, Mount Diablo Meridian, Mineral County, west-central Nevada. The Rhodes Marsh Project area is located approximately 65 kilometers (40 miles) by road south of Hawthorne, Nevada (Figure 1.1).

Tenure and Ownership

Tenure

The Rhodes Marsh Project consists of 46 unpatented placer mining claims at a nominal 20 acres each. The claim block covers the eastern and southern margins of a well-developed playa in the eastern part of a large closed sedimentary basin. Maps of the claims are shown as Figures 1.2 and 1.3, and individual claims and identifications are listed Table 4.1. An annual maintenance fee (currently US \$165 per claim) must be paid to the Nevada State Office of BLM by September 1 of each year and is current as of the effective date of this Technical Report.

Table 4.1: List of Rhodes Marsh Claims

Claim Name	Location Date	Area (acres)	Section	Township	Range	County document #	BLM Serial #
RM01	2021-12-09	20	11	T5N	R35E	180582	NV105296900
RM02	2021-12-09	20	11	T5N	R35E	180583	NV105296901
RM03	2021-12-09	20	11	T5N	R35E	180584	NV105296902
RM04	2021-12-09	20	11	T5N	R35E	180585	NV105296903
RM05	2021-12-09	20	11	T5N	R35E	180586	NV105296904
RM06	2021-12-09	20	11	T5N	R35E	180587	NV105296905
RM07	2021-12-09	20	11	T5N	R35E	180588	NV105296906
RM08	2021-12-09	20	11	T5N	R35E	180589	NV105296907
RM09	2021-12-09	20	11	T5N	R35E	180590	NV105296908
RM10	2021-12-09	20	11	T5N	R35E	180591	NV105296909

Claim Name	Location Date	Area (acres)	Section	Township	Range	County document #	BLM Serial #
RM11	2021-12-09	20	11	T5N	R35E	180592	NV105296910
RM12	2021-12-09	20	11	T5N	R35E	180593	NV105296911
RM13	2021-12-09	20	11	T5N	R35E	180594	NV105296912
RM14	2021-12-09	20	11	T5N	R35E	180595	NV105296913
RM15	2021-12-09	20	11	T5N	R35E	180596	NV105296914
RM16	2021-12-09	20	11	T5N	R35E	180597	NV105296915
RM17	2021-12-09	20	11	T5N	R35E	180598	NV105296916
RM18	2021-12-09	20	11	T5N	R35E	180599	NV105296917
RM19	2021-12-09	20	11	T5N	R35E	180600	NV105296918
RM20	2021-12-09	20	11	T5N	R35E	180601	NV105296919
RM21	2021-12-09	20	11	T5N	R35E	180602	NV105296920
RM22	2021-12-09	20	11	T5N	R35E	180603	NV105296921
RM23	2021-12-09	20	11	T5N	R35E	180604	NV105296922
RM24	2021-12-09	20	11	T5N	R35E	180605	NV105296923
RM25	2021-12-09	20	11	T5N	R35E	180606	NV105296924
RM26	2021-12-09	20	11	T5N	R35E	180607	NV105296925
RM27	2021-12-09	20	11	T5N	R35E	180608	NV105296926
RM28	2021-12-09	20	11	T5N	R35E	180609	NV105296927
RM29	2021-12-09	20	14	T5N	R35E	180610	NV105296928
RM30	2021-12-09	20	14	T5N	R35E	180611	NV105296929
RM31	2021-12-09	20	23	T5N	R35E	180612	NV105296930
RM32	2021-12-09	20	23	T5N	R35E	180613	NV105296931
RM33	2021-12-09	20	23	T5N	R35E	180614	NV105296932
RM34	2021-12-09	20	23	T5N	R35E	180615	NV105296933
RM35	2021-12-09	20	23	T5N	R35E	180616	NV105296934
RM36	2021-12-09	20	23	T5N	R35E	180617	NV105296935
RM37	2021-12-09	20	23	T5N	R35E	180618	NV105296936
RM38	2021-12-09	20	23	T5N	R35E	180619	NV105296937
RM39	2021-12-09	20	23	T5N	R35E	180620	NV105296938
RM40	2021-12-09	20	23	T5N	R35E	180621	NV105296939
RM41	2021-12-09	20	23	T5N	R35E	180622	NV105296940
RM42	2021-12-09	20	23	T5N	R35E	180623	NV105296941
RM43	2021-12-09	20	23	T5N	R35E	180624	NV105296942
RM44	2021-12-09	20	23	T5N	R35E	180625	NV105296943
RM45	2021-12-09	20	23	T5N	R35E	180626	NV105296944
RM46	2021-12-09	20	23	T5N	R35E	180627	NV105296945

The Author has verified by a search of BLM records that the mining claims are considered active by the BLM. Annual payments for 2022 have been made and the mining claims will remain valid until September 1, 2023, when the next annual payment is due.

Ownership

On April 8, 2022, Alchemist entered into the Share Exchange Agreement with Iron Forge and the Target Vendors, pursuant to which Alchemist agreed to acquire from the Target Vendors all of the issued and outstanding Iron Forge Shares, being 9,800,000 Iron Forge Shares, in exchange for the issuance by Alchemist of up to 7,500,000 Common Shares at a deemed price of \$0.145 per Common Share and up to 3,750,000 Warrants of Alchemist, exercisable for a period of two years at a price of \$0.20 per Common Share. Accordingly, Iron Forge is the underlying beneficial owner of the claims which comprise the Rhodes Marsh Project, and there are no other underlying interests to which claims comprising the Rhodes Marsh Project are subject. The claims are shown in the BLM as being registered in the name of Cronin Capital (US) Corp. (formerly CT Corporation Systems), who is the bare trustee for Iron Forge.

Permitting, Environmental Liabilities and Other Issues

The Rhodes Marsh Project is located entirely on public land that is administered by the BLM. Surface access to the placer claims and work involving “casual use” such as surface geologic mapping, geochemical sampling and geophysical surveys is right associated with mining claims. Permits are required for motorized work and surface disturbances such as road building, drilling and/or trenching. The type of permit required is dependent upon the nature and extent of the surface disturbance in accordance with BLM’s 3809 regulations. A Notice of Intent to explore is required for exploration activities, including drilling, which disturb less than 5 acres. A Plan of Operations is required for disturbance exceeding 5 acres and all mine extraction operations.

An environmental assessment has not been completed for the Rhodes Marsh Project but will be required prior to development activities. The Author is not aware of any specific environmental issues or liabilities related to the Rhodes Marsh Project.

State and Local Taxes and Royalties

At this time, no royalty is payable to the Federal Government for minerals produced from the claims. There are no underlying royalties payable from production on the Rhodes Marsh Project. There is no mineral severance tax in place on mining operations in Nevada.

Mining companies in Nevada pay three kinds of state and county taxes in addition to federal taxes, including:

- The NPOM Tax (Nevada Revised Statutes NRS 362.110), which has existed for decades and was increased from 3.65 percent to 5 percent in 1989. Mining is one of only four industries in Nevada with an industry-specific tax that must be paid in addition to conventional business taxes. More than half of NPOM tax revenue goes to the Nevada General Fund and is distributed on a per capita basis throughout the state. The remainder goes to the county in which the minerals were produced.
- Property taxes, which are paid on property, plants, and facilities, stay almost exclusively in the counties and special tax districts where mines are located.
- Sales and use taxes are primarily distributed throughout the state on a per capita basis, while a small amount goes to the state’s General Fund and to school districts statewide on a per pupil basis. Because modern mining is a capital-intensive business that spends

significant amounts on sophisticated equipment and supplies, sales taxes are the largest tax obligation for the industry.

- Lithium production is exempt from the new additions to the NPOM tax enacted in May 2021.

Surface Rights

Surface use on mining claims on BLM lands for the purposes of mineral development is allowed subject to CFR 3809 regulations but require permits depending on the type of use and area of disturbance. Additional surface rights would be required for the development of project infrastructure as the Rhodes Marsh Project develops.

Encumbrances and Risks

The unpatented placer mining claims will remain valid provided the filing and annual payment requirements with Mineral County and the BLM are kept current. Legal surveys of unpatented lode mining claims are not required and as of this writing the county records do not show any lode mining claims registered on the property. All of the unpatented lode mining claims have annual filing requirements (\$165 per claim) with the BLM, to be paid on or before September 1 of each year. The 2022 payments have been made and the mining claims are valid until September 1, 2023, when the next annual payment is due. Mining claims are subject to the Mining Law of 1872. In addition, a Notice of Intent to Hold is required to be filed each year with the Mineral County Recorder's Office at a cost of \$12 per claim and \$12 per document.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Mineral County is a large area with a small population. According to the 2010 census the 9,880 km² area had a population of 4,772. Hawthorne, the county seat, with a population of about 3,300, is located approximately 65 kilometers (45 miles) by road north of the Rhodes Marsh Project. Drilling and exploration services, supplies and contractors are available in Reno and Elko, Nevada and Salt Lake City, Utah.

Access

There is good road access to the Rhodes Marsh Project. The Rhodes Marsh Project is located 10 km (6 miles) south of Mina, which is a "census-designated place" with a population of 155 in 2010. There is an air-strip at Mina, suitable for small aircraft (runway length 1402 m, 4600 ft). US Highway 95 passes just west of the Rhodes Marsh Project. Direct access to the playa is by a dirt road from US 95.

Climate

Climate conditions allow for year-round operations. The Köppen Climate System classifies the climate for Mina as semi-arid (*BSk*) with an average precipitation of about 110 mm (4.5 inches) annually. The annual average high temperature is 21°C (70° F), and the average low is 4°C (39° F). July is the hottest month, with average high temperatures 36°C (96° F) and January and December have the coldest temperatures, with lows averaging -6°C (21° F). The formation of the playa development in the basin is highly suggestive of a high evapotranspiration rate as compared to the recharge rate for the basin.

Table 5.1 summarizes climatic data for Mina, Nevada located approximately 30 miles to the north.

Table 5.1 Climate Data for Mina, Nevada

Climate data for Mina, Nevada													[hide]
Month	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Year
Average high °C (°F)	8 (46)	11 (52)	15 (59)	19 (67)	24 (76)	31 (87)	36 (96)	34 (93)	29 (85)	22 (72)	14 (57)	8 (47)	21 (70)
Average low °C (°F)	-6 (21)	-4 (25)	-1 (30)	2 (36)	7 (45)	12 (54)	16 (61)	14 (58)	9 (48)	3 (38)	-2 (28)	-6 (21)	4 (39)
Average precipitation mm (inches)	10 (0.4)	10 (0.4)	10 (0.4)	13 (0.5)	15 (0.6)	10 (0.4)	7.6 (0.3)	7.6 (0.3)	7.6 (0.3)	10 (0.4)	7.6 (0.3)	7.6 (0.3)	110 (4.5)
Source: Weatherbase ^[9]													

https://en.wikipedia.org/wiki/Mina,_Nevada

Property Infrastructure

There is no existing infrastructure on the Rhodes Marsh Project. The basic transportation network necessary to support exploration activity is located close to the Rhodes Marsh Project. Water is scarce and would be required to support lithium production facilities, including evaporation ponds.

Physiography and Vegetation

The Rhodes Marsh Project is located in Soda Spring Valley within the Great Basin physiographic province in a closed sedimentary basin. The area is a low, flat-lying plain including a large playa. The elevation of the area is about 1340 meters (4400 feet) and topographic relief is very low. Vegetation is sparse and consists of hardy, low-growing grasses and sage that are able to survive in high salinity soils and arid conditions. There is no vegetation growing on the playa.



Plate 5.1 View of the Rhodes Marsh

Flora and Fauna

Detailed vegetation and wildlife surveys of the Rhodes Marsh Project area have not been completed. There is no vegetation on the playa itself.

A review of published maps and data by the US Fish and Wildlife (US Fish and Wildlife Service, Environmental Conservation Online System) indicates that the area is not critical habitat for any listed threatened or endangered species. The Author is not aware of any Federal or State species of interest which would hinder development of the Rhodes Marsh Project.

Surface Rights and Local Resources

As discussed under Section 4.3 “*Companies with Mineral Projects – Property Description and Location*”, Alchemist has sufficient surface access rights for exploration and development activities. By virtue of rights held by placer claims, access for “casual use” is in place, and drilling, bulk sampling, trenching, etc. can be done through the permitting process which is regulated by the BLM.

History

The site of past salt and borate production facilities are located on the western side of the playa, west of the mining claims. No lithium production has been reported in the district. No historical mineral estimates are known for the Rhodes Marsh Project.

Historic Mining Activities

There has been historic production of borax minerals from Rhodes Marsh (USGS Mineral Resources Data System ID M035426). Salt was first produced in 1862, followed by borates around 1872. Initially salt was shipped by camel to Virginia City for use in extracting silver and gold from the Comstock area mines. With the discovery of borax in the early 1870s, cotton ball ulexite ($(\text{NaCaB}_5\text{O}_6(\text{OH})_6 \cdot 5\text{H}_2\text{O})$), hydrated sodium calcium borate hydroxide, was recovered until the discovery of more easily recovered deposits in Death Valley, California. The marsh was also prospected for potash, but the content of the brines was too low to be economic. In the late 1920s and early 1930s, sodium sulphate was produced from mirabilite ($\text{Na}_2\text{SO}_4 \cdot 10\text{H}_2\text{O}$), hydrous sodium sulphate, and thenardite (Na_2SO_4), sodium sulphate.

Halite is most pure in the central part of the playa. Cottonball ulexite was the main borate ore and occurs in soft sediments within 30 to 60 cm of the surface along the west and north margins of the marsh. The ulexite areas partially surround the central halite area. Thenardite occurs in lenses 1.0 to 1.5 m thick, lying 0.6 to 2.0 m below the surface. Borax/tincalconite ($\text{Na}_2(\text{B}_4\text{O}_7)5\text{H}_2\text{O}$), hydrous sodium borate, is widely distributed as a crust 2 to 10 cm thick in the southern part of the playa and as crystals up to 2.5 cm on diameter in the near-surface mud to the west, SW and SE of the main halite area.

The thenardite lenses occur principally in a band that encircles most of the central halite area and mirabilite occurs mostly as disseminated crystals beneath the thenardite. A near surface layer of mirabilite up to 5 m thick has been reported in one area. Sodium carbonate has been reported as a surface crust in the SE part of the playa.

Ownership History of the Rhodes Marsh Project

Alchemist conducted a regional literature survey for lithium brines in Nevada and selected the Rhodes Marsh as a prime exploration target. On December 9, 2021, a total of 46 placer mining claims (RM 01 to RM 46) were located by Cronin Capital (US) Corp. (formerly CT Corporation Systems) on behalf of Iron Forge. On April 8, 2022, Alchemist entered into a Share Exchange Agreement with Iron Forge and the Target Vendors, pursuant to which Alchemist agreed to acquire from the Target Vendors all of the issued and outstanding Iron Forge Shares in exchange for the issuance by Alchemist of up to 7,500,000 Common Shares of Alchemist at a deemed price of \$0.145 per Common Share and up to 3,750,000 Warrants of Alchemist, exercisable for a period of two years at a price of \$0.20 per Common Share. The claim locations are shown in figures 1.2 and 1.3.

Exploration and Development Work Undertaken

Prior to the May 2022 soil sampling program, there had been no recent exploration activities on the Rhodes Marsh Project.

Geological Setting and Mineralization

Rhodes Marsh lies within the Basin and Range Province, a vast physiographic region covering much of the inland Western United States and northwestern Mexico. The province is characterized by north-south oriented mountain ranges formed by block-faulting that are separated by broad valleys. This province also includes the Great Basin which is the largest area of closed drainage basins in the United States.

The topography and geology of the Basin and Range Province is the result of the extension and pulling apart of the North American Tectonic Plate. Mountain ranges have been uplifted along north-trending faults and valleys have dropped down. The rocks exposed in the mountain ranges consist of sedimentary, igneous and metamorphic rocks that range in age from Precambrian to Tertiary. The valleys are filled with younger (Quaternary and Tertiary aged) sediments which are often unconsolidated. Weathering and erosion have filled the valleys with alluvium and products of volcanism to depths of several thousand feet (Cannon, et al, 1975). Basins such as Rhodes Marsh are filled with Pleistocene and Holocene sediments interbedded with volcanic tuffs.

Surrounding Rhodes Marsh are Pilot Peak to the east, the Excelsior Mountains to the west and Candelaria Hill to the south. The bedrock of these uplifted areas to the west and south of the Flat consists of significant exposures of volcanic tuff and ash that could be a source of lithium brine deposits. A similar geologic setting occurs in the Clayton Valley where lithium is produced from subsurface brines, as discussed herein.

Regional Geological Setting

The regional geology is typical of the basin and range terrane of Nevada. The basins are typically alluvium filled with frequent dry lake beds or playas. The range rocks include a variety of Phanerozoic units, as described below, from oldest to youngest.

Golconda Terrane (Permian to upper Devonian)

The Golconda terrane is composed of deformed and imbricated thrust slices of upper Paleozoic rocks including deep-marine, pelagic and turbiditic, carbonate, terrigenous clastic and volcanoclastic rocks, radiolarian chert and argillite, and pillow basalt (Silberling, Jones, and others, 1992). While the terrane is characterized by a great diversity of rock types, all rocks are strongly deformed with an east-vergent fabric, a distinguishing characteristic of this terrane (Brueckner and Snyder, 1985; Jones, 1991a; Miller, Kanter, and others, 1982; Murchey, 1990; Stewart, Murchey, and others, 1986). It crops out in a long sinuous belt, up to 100 mi wide in places. Southwest of Mina, the belt trends east from the California border to just north of Tonopah, and then bends north-south to the west of Longitude 117° to about 50 mi north of Winnemucca, where it bends again, sharply to the east-north of Tuscarora with significant exposures eastward and to the northern border of the State.

Luning formation (Upper Triassic)

The Luning Formation is an allochthonous sequence of predominantly shallow marine volcanogenic-carbonate rocks. These include the full range of limestone-dolomite. The Luning also contains siliciclastic units. The allochthon consists of numerous, far-travelled thrust nappes, most of which are composed of single formations. It is deformed in polyphase folds.

Dunlap Formation (Lower Jurassic)

Dunlap clastic sedimentary rocks are a heterogeneous mixture of four types: (1) easterly derived pure quartz sandstone, texturally and compositionally like the Navajo and Aztec sandstones; (2) shallow marine and intertidal carbonates; (3) locally derived "orogenic" breccias, conglomerates and sandstone; and (4) volcanoclastic sediments derived from local Lower Jurassic and Triassic eruptive volcanics, principally andesitic flows and coarse pyroclastics.

Gold Range Assemblage (late Triassic to middle Jurassic)

This assemblage consists of mainly nonmarine, terrigenous clastic, and volcanogenic rocks. It is lying with angular unconformity over the Golconda Terrane. The oldest rocks are interbedded subaerial and shallow-marine terrigenous clastic, volcanoclastic, and minor carbonate rocks overlain by shelf carbonates containing Early Jurassic pelecypods. Unfossiliferous quartz arenite and coarse clastic rocks disconformably overlie the shelf carbonate and grade upward into poorly sorted volcanogenic sandstone and coarse clastic rocks. The assemblage is deformed by northeast-trending folds associated with the overlying Luning thrust as well as younger northwest-trending folds. They were originally mapped as the Luning Formation and in a few cases, the Excelsior Formation by early workers. Speed (1977) later modified the definition of the Gold Range Formation. Oldow (1981) included some of these rocks in the Water Canyon assemblage. Since the basement rocks are here included with the Golconda terrane, the term "Gold Range assemblage" is used only for the Mesozoic rocks unconformably overlying the Permian basement.

Ultramafic Rocks: (Triassic?)

Ultramafic rocks are present in very small belts or lenses in a few places across the State. In the Candelaria Hills along the Mineral-Esmeralda County boundary, they crop out in a thrust complex that overlies the Candelaria Formation.

Mafic and felsic phaneritic intrusive rocks (Miocene? to Jurassic?)

Poorly dated mafic intrusions are concentrated in two regions of Nevada, northwestern and west-central to southwestern parts of the State. They outcrop in northern Nye, Mineral, Esmeralda, Eureka, Humboldt, and Lander Counties, and include rocks described on the county maps as dioritic to andesitic rocks, diorite and related rocks, and granodiorite. Felsic phaneritic intrusions are widespread in Nevada. They are poorly dated, and comprise granitic rocks, granite porphyry, granodiorite, quartz monzonite and many undivided plutonic rocks.

Intermediate volcanics, silicic ash flow tuff, younger andesite, and intermediate flows and breccias (lower Miocene and Oligocene)

The intermediate silicic flows comprise mainly welded and nonwelded silicic ash flow tuffs. Aside from alluvium, this unit covers more of Nevada than any other rock. It is principally exposed in the central regions of the State. It locally includes thin units of air fall tuff and sedimentary rocks. The andesites include units mapped as pyroxene, hornblende phenoandesite, and phenodacite.

Esmeralda Formation (Miocene)

The Miocene rocks of the Esmeralda Formation consist of volcanic flows and breccias, as well as fluvio-lacustrine sedimentary rocks. The lower part of the formation contains small lacustrine claystone deposits that interfinger with volcanic breccias and flows. The main fluvio-lacustrine sequence is above the flows (Clausen, 1983).

Playa, lake bed, and flood plain deposits (Holocene and Pleistocene)

This map unit occurs in all counties in Nevada for recent lake beds, playas, and undivided alluvium, generally in flood plains.

Local Geology

The surface of Rhodes Marsh is composed of alluvial deposits of Quaternary age which were formed by the erosion of the surrounding mountain ranges. The playa is a salt flat and the underlying valley fill consists of gravel, sand, silt and clay, and some volcanic units. No drilling has been done to determine the thickness and water-bearing characteristics of the valley fill sediments. Locally the playa may be covered by wind-blown sand.

The surrounding hills exhibit a variety of rock types. To the southeast is Candelaria Hill area which is underlain mainly by the lower Miocene and Oligocene intermediate silicic ash flow tuff with younger andesitic flow and breccia unit. This is a potential source for lithium in the area. Immediately to the west lie the Excelsior Mountains, underlain by the Permian to upper Devonian Golconda Terrane and younger (lower Miocene and Oligocene) andesitic and intermediate flows. This is also a potential source for lithium. Immediately to the east lies Pilot Peak which is underlain mainly by rocks of the Golconda Terrane and the Gold Range Assemblage.

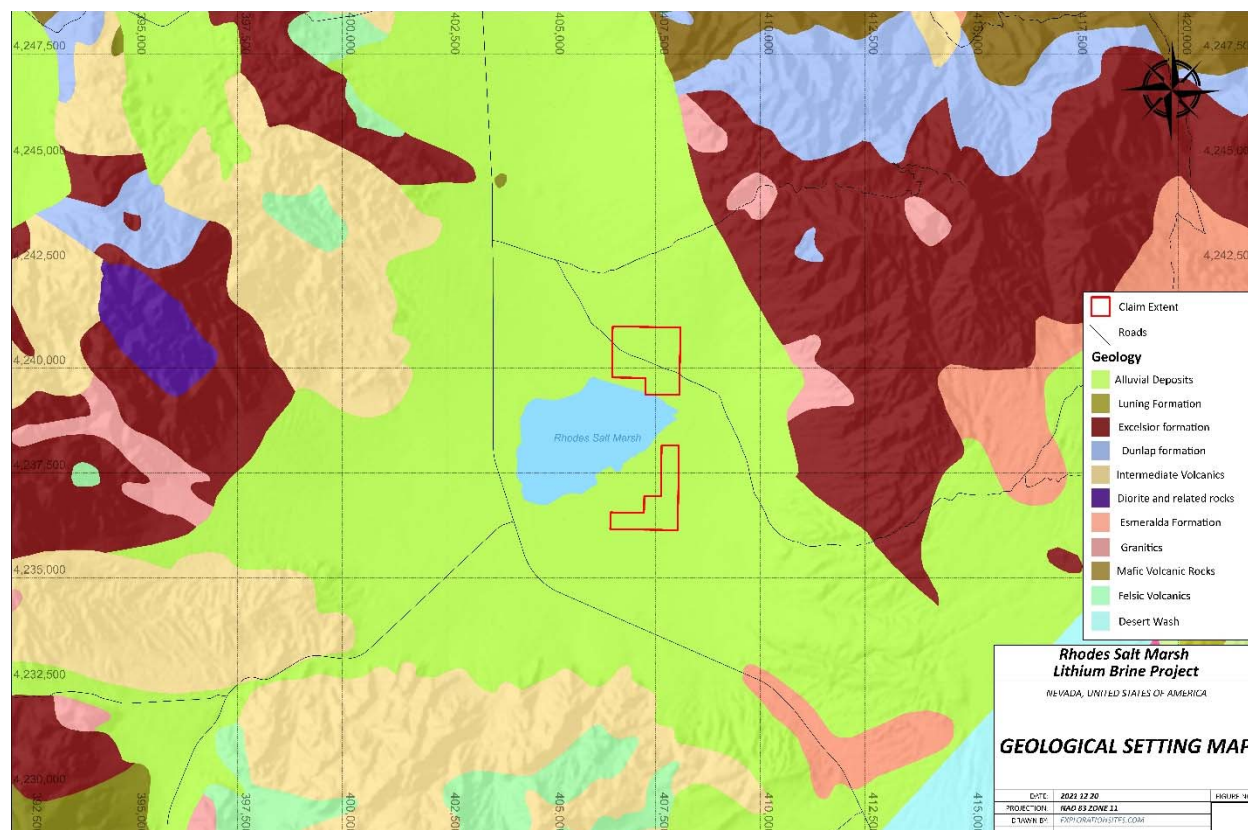


Figure 7.1 Geology

Structural Geology

As is common in the Basin and Range terrane of Nevada, the area has undergone a highly complex structural history. The northern Pilot Mountains, which are located immediately to the east of the property, consist of a complexly deformed terrane of imbricate thrust sheets composed of rocks of Mesozoic and possible late Palaeozoic ages. The major Soda spring Valley fault forms the western boundary of the Pilot Mountains, immediately adjacent to the Rhodes Marsh Project. Thrust nappes within the allochthonous terrane, named the Luning allochthon, are principally constituted by the Upper Triassic Luning formation. Locally, nappes contain numerous imbricate thrust slices, some of which are composed of undifferentiated Triassic and Jurassic rocks and unnamed volcanic-carbonate assemblages of probable Permian or Triassic age.

Three episodes of folding and thrusting are recognized on the basis of folded thrusts and thrust folds, and deformation and emplacement of the allochthon is constrained as late Mesozoic. Folds apparently formed coevally with thrust faults and old geometry can be used to determine approximate directions of thrust transport. Thrust displacements are responsible for 35 to 40 km of an estimated 70 km of intra-allochthon contraction which is inferred from lithofacies analysis of rocks juxtaposed by thrust nappes and from the structural overlap of imbricate thrusts (Oldow, 1981).

The history of thrust displacement is complex and involves three directions of motion on a regionally extensive detachment surface, the Luning thrust. First motion, from NW to SE,

resulted in the major component of stratal contraction and is the probable result of NW-SE regional compression. The final two episodes of motion are NE-SW followed by east to west. They resulted in small displacements and are possibly the product of gravity sliding of the thrust sheets into a depression formed beneath part of the allochthon within the autochthon. The site of downward in the autochthon may have formed by wither load-induced subsidence or regional compression.

Geothermal Activity in Rhodes Marsh Area

Bradley et al, 2013, Davis et al, 1986 and others discuss the importance of igneous and/or geothermal activity as a key factor in the leaching of lithium of adjacent source rocks in the formation of lithium bearing brines within the playa environments. Figure 7.3 shows hydrothermal activity within and in the vicinity of Rhodes Marsh (Penfield, et al, 2010).

Figure 7.2 shows a general area of thermal springs and wells along the eastern edge of Rhodes Marsh. This area contains >10 warm springs (20-37° C) on the east side of Rhodes Marsh, adjacent to Iron Forge's claims. In addition, a hot spring is located approximately 5 km (3 miles) north of the Rhodes Marsh Project, at Sodaville Springs.

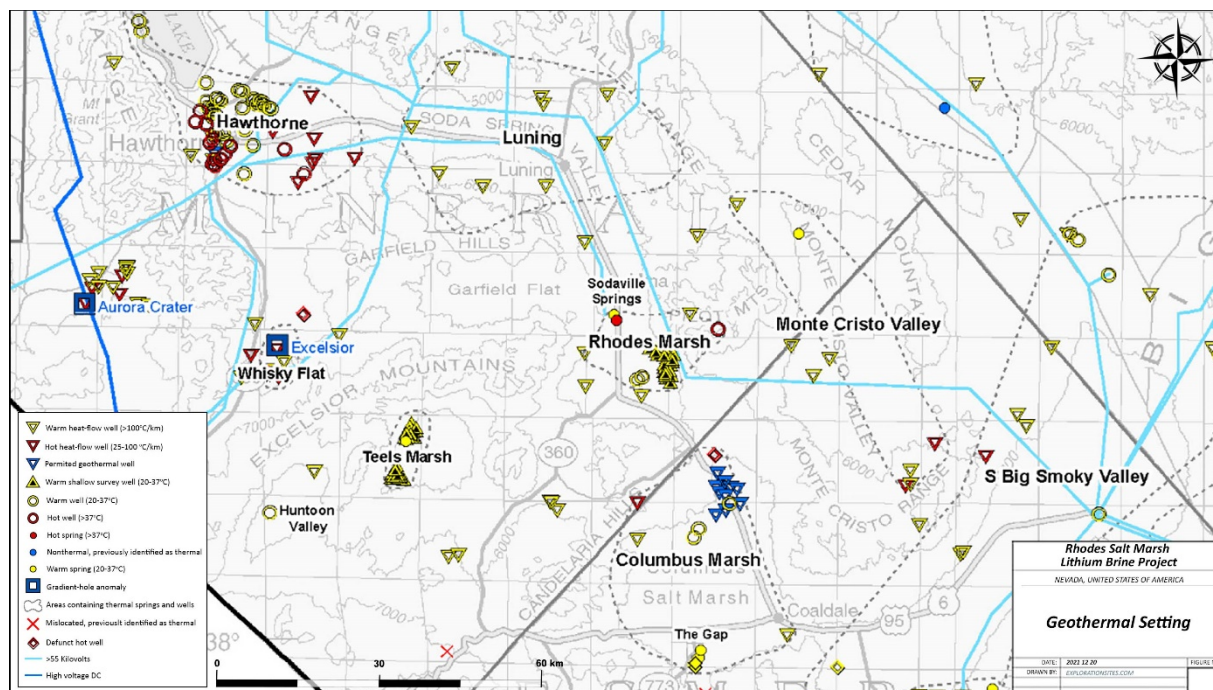


Figure 7.2 Geothermal Activity in Rhodes Marsh Area

Lithium Source Rocks

Regionally, Tertiary volcanic rocks surrounding the closed basins are considered to be the likely source rock for lithium within salt brines within closed basins playas including the Clayton Valley (Davis et al, 1986). More recent research (Munk, 2011) concludes that the source rocks for the lithium brine deposits are a combination the Tertiary volcanic rocks surrounding the basins and lithium rich clays which formed in the ancient lake beds which formed from volcanic ash deposited in the basins. These potential source rocks, Tertiary volcanic and lacustrine deposits, are leached either by low temperature terrestrial waters, geothermal waters, or both then

transported through the subsurface and concentrated through evapotranspiration in the playas (Munk, 2011).

As shown on Table 7.1 lithium is preferentially concentrated in closed basins where water is discharged predominantly by evapotranspiration. Cyclic processes of wetting and drying in the arid environment present in the region has resulted in the concentration of salts, including lithium in brines and in sediments within the closed basins (Cannon et al, 1975).

Table 7.1 Lithium Concentration in Closed and Open Basins (weight %)

Closed basins, discharged by evapotranspiration	
Amargosa Desert, Nye County, Nev., and Inyo County, Calif.....	0.15
Big Smoky Valley, Nye County, Nev.....	.01
Bristol Lake, San Bernardino County, Calif.....	.03
Clayton Valley, Esmeralda County, Nev.....	.05
Columbus Salt Marsh, Esmeralda County, Nev.....	.023
Death Valley, Inyo County, Calif.....	.03
Fourmile Flat, Churchill County, Nev.....	.007
Hector, Mohave Desert, San Bernardino County, Calif.....	.20
Oasis Valley, Nye County, Nev.....	.015
Owens Lake, Inyo County, Calif.....	.08
Railroad Valley, Nye County, Nev.....	.015
Sarcobatus Flat, Nye County, Nev.....	.03
Median.....	0.03
Open basins, discharged by underflow	
Cactus Flat, Nye County, Nev.....	0.004
Dry Lake Valley, Clark County, Nev.....	.005
Frenchman Flat, Nye County, Nev.....	.015
Gold Flat, Nye County, Nev.....	.008
Kawich Valley, Nye County, Nev.....	.008
Silver Lake, San Bernardino County, Calif.....	.008
Stonewall Flat, Nye County, Nev.....	.007
Yucca Flat, Nye County, Nev.....	.007
Median.....	0.0075

Rhodes Marsh and the Clayton Valley basins are similar in origin resulting from repetitive tectonic down-warping of the basins followed by erosion and deposition of sediments within the basins during Palaeozoic and Mesozoic times.

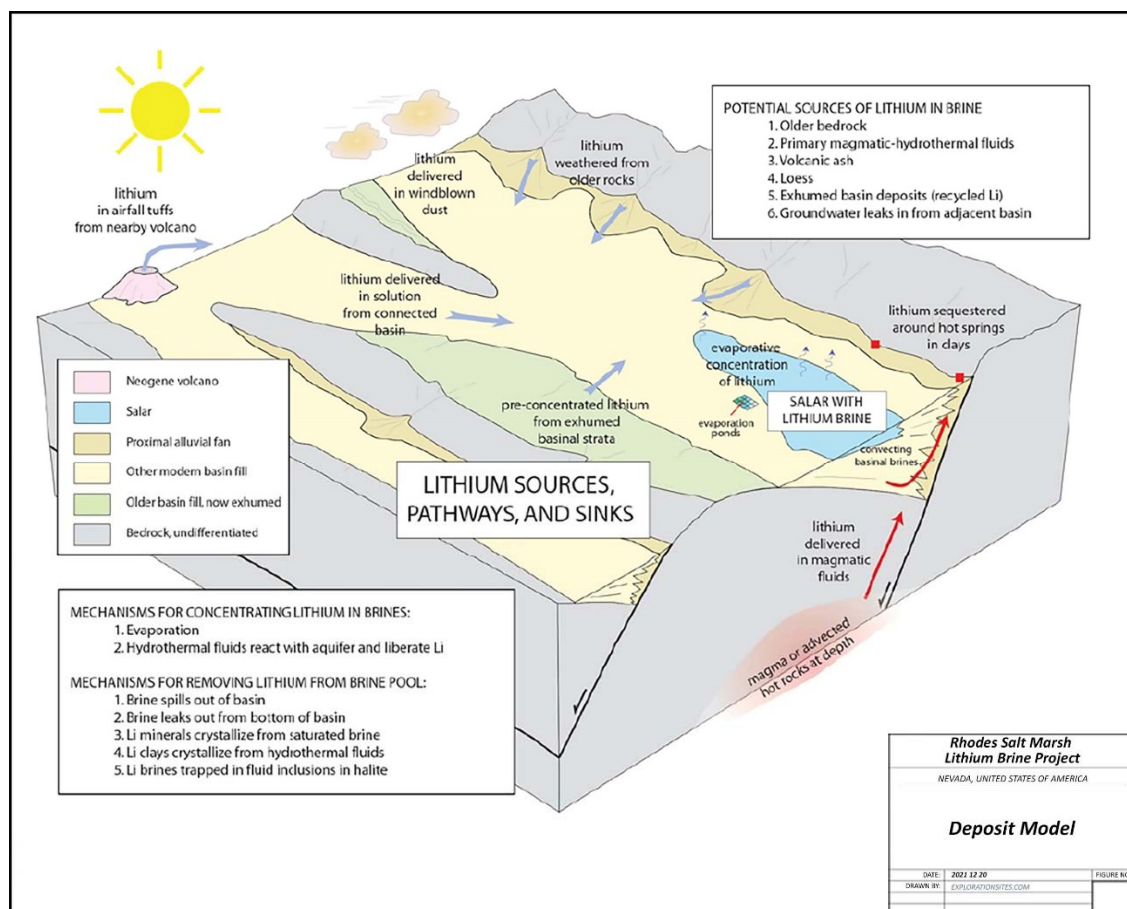
Lithium Brines

Currently available data relative to lithium brines is limited to the Clayton Valley. USGS Bulletin 1622 (Davis et al, 1986) provides analytical data from 8 wells the Silver Peak mine ranging from 26 to 283 ppm Lithium. Additional data from the Silver Peak mine is generally not available as the company is privately held and thus not required to release data publicly. Additional analytical data is available from an adjacent property, the Clayton Valley South Project, Pure Energy Minerals. The NI 43-101 technical report which states an inferred mineral resource for this project states average Lithium brine concentrations ranging from 37 to 370 ppm (Spanjers, 2015). There is no guarantee that similar results will be found on the Rhodes Marsh Project.

There is no current lithium brine data available for Rhodes Marsh.

Deposit Types

Lithium brine deposits result from the accumulation of saline groundwater. Typically, this occurs in closed structural sedimentary basins within arid environments. A preliminary geologic model for lithium brine deposits has been proposed (Bradley et al, 2013). Figure 8.1 from Bradley et al, 2013, shows a schematic diagram of the geologic model. Bradley noted that “all producing lithium brine deposits share a number of first-order characteristics: (1) arid climate; (2) closed basin containing a playa or solar; (3) tectonically driven subsidence; (4) associated igneous or geothermal activity; (5) suitable lithium source rocks; (6) one or more adequate aquifers; and (7) sufficient time to concentrate a brine.” As detailed in Section 4.3 “*Companies with Mineral Projects – Geological Setting and Mineralization*”, the Rhodes Marsh Project located in Rhodes Marsh reasonably conforms to this geologic model.



From Bradley, et al. 2013

Figure 8.1 Schematic Deposit Model for Lithium Brines

Exploration

Historic Exploration and Production

The Rhodes Marsh Project is a grassroots exploration project with no previous historical exploration. The mineral rights for the Rhodes Marsh Project were acquired following geologic investigations based on the geologic model for Lithium Brines as suggested in USGS Open File report 2013-1006 (D. Bradley et al, 2013). Historic production of borates and salt has been documented from Rhodes Marsh (see Section 4.3 “Companies with Mineral Projects – History – Historic Mining Activities”).

Recent Exploration

Alchemist completed a soil sampling program over the Rhodes Marsh Project in May 2022. In total, 276 samples were collected by a hand-held power auger, drilling to a depth of approximately 60-75 cm. The program was operated by Rangefront Mining Services, under contract to Alchemist. The Author was present during the program and observed the collection of the samples. He also provided guidance to the samplers to ensure best industry practices were followed. Results were very encouraging. Of the 276 samples collected, 100 returned analytical results of >50 ppm Li, of which 36 were >100 ppm Li (maximum value = 210 ppm Li).

These results are presented in table 9.1 and summarized in table 9.2. Figure 9.1 shows the sample locations and figure 9.2 shows the lithium results.

The high values occur in the southern part of the north claim block and in the northern part of the south claim block. These two areas are where the claim blocks extend out on to the playa. To the north of the north block, the ground is covered with increasing thicknesses of pediment sediments, such that the auger was not able to penetrate to the underlying salt deposits. Similarly, in the southern extents of the south claim block, the salt pan is covered with variable thicknesses of wind-blown sand deposits.



Plate 9.1 Collection of soil samples



Plate 9.2 Sample material placed in sieve

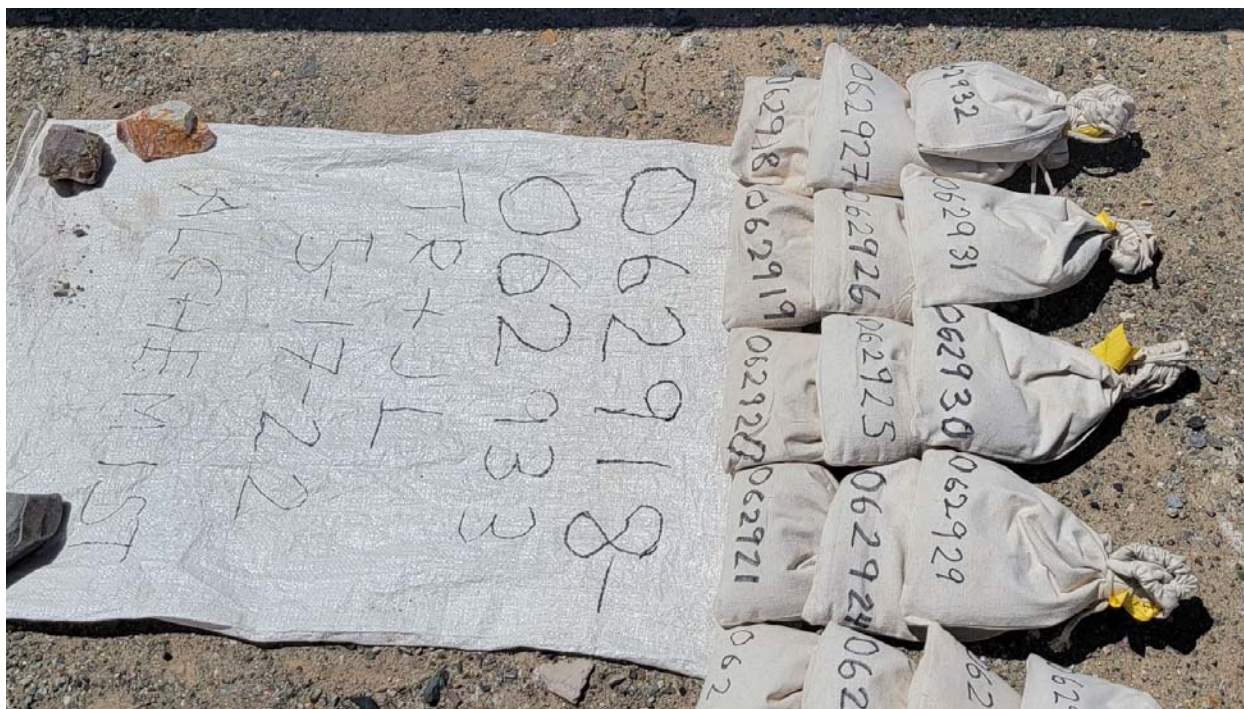


Plate 9.3 Bagged samples ready for packaging.

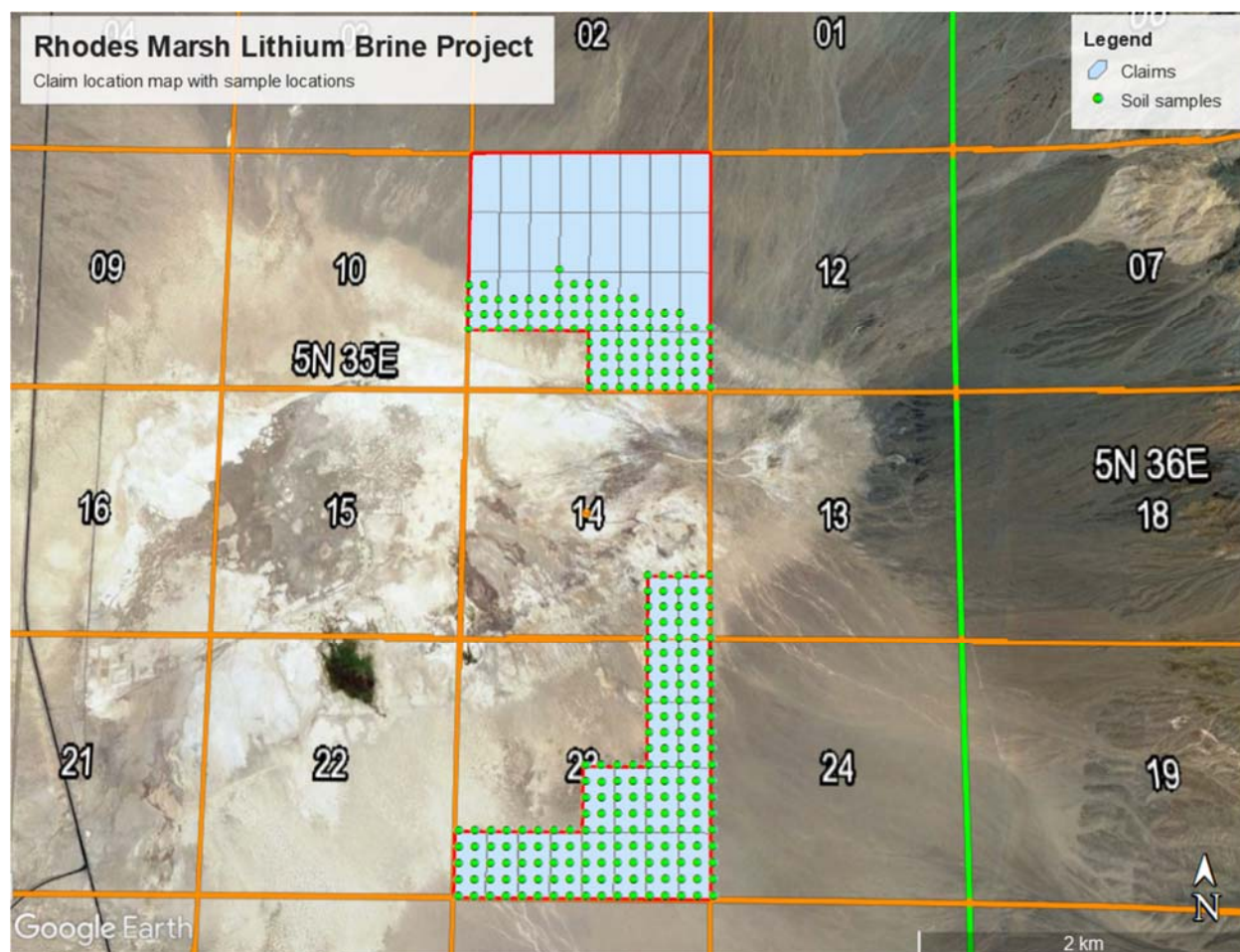


Figure 9.1 Soil sample locations

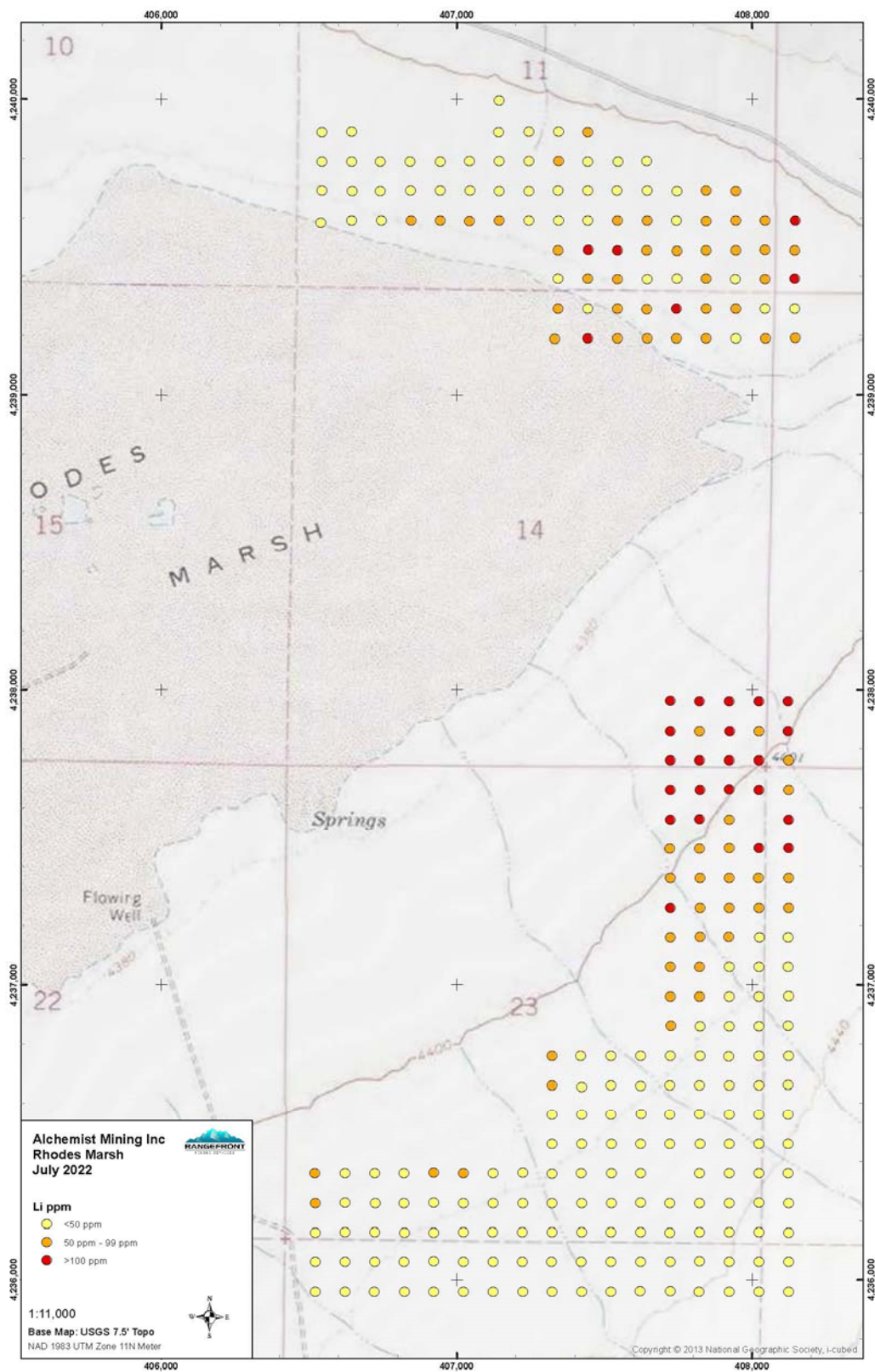


Figure 9.2 Lithium values from soil sampling program

Table 9.1 Analytical results of soil sampling program

Rhodes Marsh soil sampling 2022-05										
WETLAB report	Sample #	Site #	UTM			Li	B	Mg	K	
			East	North	Elevation	ppm	ppm	ppm	ppm	
22050492	55801	RM43 8	408120.33	4235959.5 4	1353.02	17	<9.3	5300	1900	
22050492	55802	RM42 1	408120.51	4236059.5 2	1353.67	15	<9.3	5200	1700	
22050492	55803	RM42 0	408020.50	4236059.2 2	1351.68	19	20	4500	2200	
22050492	55804	RM43 7	408020.32	4235958.7 9	1349.39	20	17	5000	2500	
22050492	55805	RM43 6	407919.79	4235958.7 1	1353.97	23	30	4700	2600	
22050492	55806	RM41 9	407920.76	4236059.0 2	1355.38	27	47	5900	3000	
22050492	55807	RM41 8	407819.99	4236060.4 0	1349.58	19	<9.0	5200	2100	
22050492	55808	RM43 5	407818.49	4235958.9 9	1355.35	23	37	5300	2700	
22050492	55809	RM43 4	407721.03	4235959.8 7	1352.32	20	26	5100	2200	
22050492	55810	RM41 7	407720.60	4236060.2 0	1347.35	24	51	6300	2900	
22050492	55811	RM41 6	407620.16	4236059.9 0	1347.94	20	23	5100	2400	
22050492	55812	RM43 3	407618.84	4235960.2 6	1349.80	25	25	4600	3200	
22050492	55813	RM43 2	407519.71	4235959.7 3	1348.13	18	<9.2	4600	2500	
22050492	55814	RM41 5	407520.34	4236059.8 3	1346.85	48	120	8200	5300	
22050492	55815	RM41 4	407419.54	4236058.8 7	1344.99	34	40	5300	4000	
22050492	55816	RM43 1	407420.31	4235958.6 5	1346.52	21	25	4800	2900	
22050492	55817	RM43 0	407320.41	4235959.1 2	1342.70	23	38	4100	2600	
22050492	55818	RM41 3	407318.41	4236059.4 7	1344.08	30	45	5200	3400	
22050492	55819	RM41 2	407219.81	4236060.1 5	1343.75	28	46	5600	3000	
22050492	55820	RM39 5	407219.82	4236159.9 2	1339.70	35	82	5800	4000	
22050492	55822	RM37 8	407221.32	4236259.5 7	1340.01	17	36	4000	2100	
22050492	55823	RM37 7	407121.84	4236258.7 1	1337.09	24	56	4300	2300	
22050492	55824	RM39 4	407120.00	4236159.7 4	1345.25	23	44	3600	2400	
22050492	55825	RM41 1	407120.77	4236059.3 0	1346.34	23	55	4100	2500	
22050492	55826	RM42 8	407120.41	4235958.9 8	1346.90	18	26	3900	2300	
22050492	55827	RM42 9	407221.11	4235959.1 6	1347.65	21	40	4000	2300	
22050492	55828	RM39 6	407319.99	4236159.1 1	1337.82	24	54	5000	2800	
22050492	55829	RM39 7	407420.43	4236159.4 0	1343.48	20	46	4400	2200	
22050492	55830	RM38 0	407420.70	4236259.5 0	1341.97	23	63	4000	2100	
22050492	55831	RM37 9	407320.79	4236259.6 5	1345.50	18	35	4700	2000	
22050492	55832	RM39	407518.77	4236159.3	1346.83	20	37	3700	1700	

		8			8					
22050492	55834	RM41 6		407620.85	4236058.5 7	1349.06	14	21	4100	1700
22050492	55835	RM39 9		407620.17	4236159.8 9	1347.38	18	44	4500	2000
22050492	55836	RM40 0		407719.54	4236158.7 5	1351.06	12	29	3400	1300
22050492	55837	RM38 1		407521.13	4236259.3 5	1345.09	16	37	4100	1600
22050492	55838	RM38 2		407620.27	4236260.4 3	1346.43	19	44	4600	2000
22050492	55839	RM38 3		407719.64	4236259.0 7	1352.49	22	45	4800	2100
22050492	55840	RM38 4		407820.06	4236258.4 9	1349.21	21	46	4500	2100
22050492	55841	RM40 1		407819.46	4236159.1 7	1353.12	15	22	4100	1600
22050492	55843	RM40 2		407919.20	4236159.7 0	1354.36	14	26	4000	1400
22050492	55844	RM38 5		407920.68	4236259.6 7	1349.93	17	35	4900	1700
22050492	55845	RM38 6		408021.03	4236259.9 7	1351.22	15	22	4300	1600
22050492	55846	RM40 3		408020.50	4236159.2 1	1352.16	18	35	4900	1800
22050492	55847	RM40 4		408120.41	4236158.8 5	1353.55	17	28	5000	1700
22050492	55848	RM36 3		407419.21	4236358.6 2	1346.15	18	38	4300	2000
22050492	55849	RM36 2		407320.95	4236357.3 0	1344.53	25	61	4500	2400
22050492	55850	RM36 1		407221.34	4236360.6 6	1345.92	17	41	4000	1700
22050595	55851	RM36 0		407120.54	4236359.2 7	1343.65	28	66	4400	2300
22050595	55852	RM35 9		407019.76	4236359.2 1	1344.49	58	160	6200	4300
22050595	55853	RM35 8		406919.78	4236360.3 6	1344.16	59	170	6400	4500
22050595	55854	RM35 7		406819.85	4236358.9 5	1341.00	36	85	4900	3400
22050595	55855	RM35 6		406720.65	4236359.3 2	1339.73	37	84	5400	3600
22050595	55856	RM35 5		406619.60	4236359.8 2	1340.59	48	100	6500	4600
22050595	55857	RM35 4		406518.30	4236359.6 6	1339.26	96	160	1000 0	8400
22050595	55858	RM37 1		406520.20	4236259.5 4	1341.60	63	210	7700	5800
22050595	55859	RM37 2		406620.64	4236259.7 1	1338.93	43	130	5800	4200
22050595	55860	RM37 3		406721.86	4236259.5 4	1339.07	31	90	4500	3000
22050595	55861	RM37 4		406819.84	4236259.1 9	1339.56	<9.6	27	1200	730
22050595	55862	RM37 5		406920.11	4236259.7 0	1341.56	<8.4	17	1200	760
22050595	55863	RM37 5	DUPLICAT E	406920.11	4236259.7 0	1341.56	<9.5	13	960	530
22050595	55864	RM37 6		407020.18	4236258.8 7	1342.31	<9.0	14	990	510
22050595	55865	RM39 3		407020.17	4236159.2 2	1340.65	<8.8	12	1000	590
22050595	55866	RM39 2		406920.08	4236159.0 4	1341.20	8.8	26	1400	980
22050595	55867	RM39 1		406820.61	4236159.0 7	1336.77	<8.3	14	1100	630

22050595	55868	RM39 0	406720.35	4236159.3 5	1338.70	<9.1	24	1300	760
22050595	55869	RM38 9	406620.18	4236159.7 2	1338.01	11	49	1600	1100
22050595	55870	RM38 8	406519.74	4236158.8 9	1336.95	31	93	4600	3300
22050595	55871	RM40 5	406519.62	4236058.5 7	1335.99	42	150	6000	4400
22050595	55872	RM40 6	406620.16	4236059.5 1	1345.47	19	54	4200	2300
22050595	55873	RM40 7	406720.51	4236059.5 7	1345.00	35	85	5100	3300
22050595	55874	RM40 8	406819.81	4236059.7 7	1341.71	33	87	5300	3500
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22050595	55876	RM41 0	407020.78	4236059.5 6	1346.13	20	53	4000	2600
22050595	55877	RM42 2	406519.96	4235959.2 4	1343.64	37	130	5400	3800
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22050595	55881	RM42 6	406920.58	4235959.0 6	1348.84	21	45	4000	2400
22050595	55882	RM42 7	407019.53	4235959.0 3	1346.10	20	37	4600	2500
22050595	55883	RM36 4	407520.79	4236359.0 1	1341.46	19	39	3900	1600
22050595	55885	RM36 5	407620.86	4236358.9 7	1345.21	23	39	5500	2600
22050595	55887	RM36 7	407820.34	4236359.0 3	1346.00	15	20	4900	1500
22050595	55888	RM36 8	407920.25	4236360.1 1	1345.49	13	13	4000	1500
22050595	55889	RM36 9	408019.98	4236359.0 8	1348.81	17	16	5700	2000
22050595	55890	RM37 0	408119.02	4236359.4 0	1354.11	13	<9.8	5600	1500
22050595	55891	RM38 7	408120.32	4236258.9 5	1352.58	16	10	5500	1700
22050595	55892	RM35 3	408119.89	4236459.4 9	1347.71	19	<9.5	5800	1800
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22050595	55894	RM35 1	407919.55	4236459.4 4	1349.76	16	14	5300	1400
22050595	55895	RM35 0	407820.78	4236459.3 4	1348.85	20	24	4600	1500
22050595	55896	RM34 9	407718.87	4236460.0 6	1342.32	35	61	7300	2200
22050595	55897	RM34 8	407619.57	4236459.6 4	1344.89	29	44	5700	1800
22050595	55898	RM34 7	407521.25	4236460.5 4	1345.20	27	43	4200	1400
22050595	55899	RM34 6	407420.20	4236460.0 3	1345.72	32	64	5100	2100
22050595	55900	RM34 5	407320.28	4236459.0 7	1341.06	16	34	3800	1400
22050595	61301	RM33 6	407320.81	4236558.7 2	1340.08	36	170	6800	3200
22050595	61302	RM33 7	407420.37	4236559.2 4	1344.09	43	76	5200	2300
22050595	61303	RM33 8	407519.84	4236559.0 0	1339.01	35	65	5600	2600

22050595	61304	RM33 9		407621.50	4236559.9 4	1340.45	34	80	4700	1900
22050595	61305	RM34 0	DUPLICAT E	407719.66	4236559.4 9	1346.69	28	76	5200	2000
22050595	61306	RM34 0		407719.66	4236559.4 9	1346.69	29	67	4700	2000
22050595	61307	RM34 1		407819.65	4236560.0 1	1343.66	21	21	6000	1800
22050595	61308	RM34 2		407920.95	4236558.7 5	1346.01	20	29	4600	1700
22050595	61309	RM34 3		408021.12	4236559.1 6	1351.92	26	36	6700	2200
22050595	61310	RM34 4		408120.23	4236558.7 0	1350.17	19	14	7100	1800
22050595	61311	RM33 5		408118.41	4236660.2 6	1351.94	15	30	4800	1400
22050595	61312	RM33 4		408020.25	4236659.3 8	1347.24	21	24	6600	2100
22050595	61313	RM33 3		407919.65	4236659.6 4	1348.22	27	62	6500	2000
22050595	61314	RM33 2		407820.25	4236658.5 5	1349.47	14	9.1	6100	1300
22050595	61315	RM33 1		407719.65	4236658.4 8	1342.63	26	69	5000	1700
22050595	61316	RM33 0		407620.18	4236658.1 7	1346.01	19	41	4200	1200
22050595	61317	RM32 9		407520.20	4236659.2 0	1339.49	19	42	4200	1300
22050595	61318	RM32 0		407519.85	4236759.1 9	1333.86	32	41	5200	1900
22050595	61319	RM31 9		407417.94	4236759.2 5	1337.17	39	100	6100	2800
22050595	61320	RM31 8		407320.58	4236759.6 0	1337.65	75	55	7900	4100
22050595	61321	RM32 7		407319.43	4236659.5 0	1340.18	59	170	7700	4400
22050595	61322	RM32 8		407421.63	4236653.7 8	1345.78	14	16	3700	1700
22050595	61323	RM32 1		407620.02	4236759.4 9	1336.55	22	31	4200	1600
22050595	61324	RM32 2		407721.42	4236760.0 0	1336.43	36	100	5500	2000
22050595	61325	RM32 3		407821.14	4236759.1 9	1338.00	36	150	7100	3500
22050595	61327	RM32 4		407918.05	4236757.9 8	1339.06	27	59	5300	2000
22050595	61328	RM32 5		408020.34	4236759.4 8	1340.56	21	50	4500	1700
22050595	61329	RM32 6		408122.08	4236759.4 3	1342.11	25	58	7800	2600
22050595	61330	RM31 7		408119.90	4236860.3 4	1341.79	18	28	6000	1400
22050595	61331	RM31 2		408120.42	4236960.2 0	1339.21	40	76	6900	2400
22050595	61332	RM30 7		408119.88	4237059.0 9	1337.04	50	150	7200	2900
22050595	61333	RM30 2		408120.24	4237159.1 8	1338.37	37	120	7500	1900
22050595	61334	RM29 7		408121.11	4237259.1 7	1336.34	59	60	7200	2400
22050595	61335	RM29 2		408120.32	4237359.1 6	1336.13	97	56	9500	3800
22050595	61336	RM28 7		408120.68	4237460.0 4	1336.05	110	61	1200 0	4700
22050595	61337	RM28 2		408120.94	4237559.8 0	1335.31	130	59	1100 0	5100
22050595	61338	RM27 7		408120.50	4237659.1 3	1335.37	92	59	8300	4300

22050595	61339	RM27 2		408120.68	4237759.6 7	1333.54	100	62	1100 0	5400
22050595	61340	RM26 7		408119.80	4237859.5 6	1330.44	130	270	7900	5100
22050595	61341	RM26 2		408119.98	4237959.6 6	1330.48	130	160	1100 0	5900
22050595	61342	RM31 3		407722.04	4236860.2 1	1336.62	55	180	6800	3000
22050595	61343	RM31 4		407821.40	4236858.4 0	1337.92	34	150	5100	1900
22050595	61344	RM31 5		407920.52	4236859.1 6	1337.70	33	160	5200	1800
22050595	61345	RM31 6		408019.90	4236859.0 3	1337.65	29	57	6500	1900
22050595	61346	RM31 1		408020.15	4236958.8 0	1334.75	28	69	6000	1500
22050595	61347	RM31 1	DUPLICAT E	408020.15	4236958.8 0	1334.75	38	110	7100	2500
22050595	61348	RM31 0		407919.48	4236959.5 0	1336.08	43	160	7700	2600
22050595	61349	RM30 9		407820.18	4236958.9 6	1335.55	69	240	8000	3300
22050595	61350	RM30 8		407721.42	4236959.6 4	1334.35	78	150	7500	3800
22050595	61401	RM30 3		407721.26	4237059.8 6	1339.02	81	37	7200	3800
22050595	61402	RM30 4		407820.02	4237059.1 7	1340.49	72	78	8900	3600
22050595	61403	RM30 5		407920.17	4237059.1 5	1338.62	40	82	6700	1900
22050595	61404	RM30 6		408021.47	4237058.9 9	1339.88	42	180	7000	2300
22050595	61405	RM30 1		408022.26	4237159.0 8	1339.71	48	150	6000	2300
22050595	61406	RM30 0		407918.61	4237159.9 2	1338.12	76	40	9100	3700
22050595	61407	RM29 9		407820.63	4237159.6 0	1337.95	69	22	9500	3600
22050595	61408	RM29 8		407720.99	4237159.2 9	1337.23	69	22	9500	3600
22050595	61409	RM29 3		407720.38	4237258.8 5	1332.34	110	51	9900	4900
22050595	61410	RM29 4		407821.51	4237259.3 6	1342.20	100	52	9400	4500
22050595	61411	RM29 5		407920.53	4237259.9 0	1338.54	100	42	8900	3800
22050595	61412	RM29 6		408019.98	4237258.7 6	1340.78	82	71	9500	4000
22050595	61413	RM29 1		408018.85	4237359.4 3	1339.02	88	110	9700	4100
22050595	61414	RM29 0		407920.10	4237359.7 8	1338.63	82	69	9700	4200
22050595	61415	RM28 9		407820.83	4237360.2 5	1345.15	78	37	7700	4200
22050595	61416	RM28 8		407719.88	4237360.0 6	1336.38	98	64	1400 0	6300
22050595	61417	RM28 3		407719.70	4237459.1 6	1331.87	79	33	8100	4100
22050595	61419	RM28 4		407820.11	4237458.5 8	1334.86	100	58	9800	4600
22050595	61420	RM28 5		407919.93	4237459.7 7	1336.29	99	84	1000 0	5000
22050595	61421	RM28 6		408019.82	4237459.6 3	1336.90	120	54	1200 0	5600
22050595	61423	RM28 0		407919.84	4237559.0 9	1336.88	100	51	1000 0	4800
22050595	61424	RM27 9		407820.13	4237559.8 9	1334.97	110	49	9900	4700

22050595	61425	RM27 8		407721.10	4237559.0 3	1334.42	170	170	1100 0	7000
22050595	61426	RM27 3		407720.84	4237659.0 2	1330.77	140	68	1200 0	5100
22050595	61427	RM27 4		407820.65	4237659.7 7	1331.05	120	110	1100 0	5400
22050595	61428	RM27 5		407919.24	4237660.5 3	1332.06	130	73	9900	5400
22050595	61429	RM27 6		408020.43	4237659.2 7	1330.32	170	120	9700	6600
22050595	61430	RM27 1		408020.80	4237760.4 7	1330.16	110	37	9700	4400
22050595	61431	RM27 0		407920.63	4237759.2 9	1338.42	170	65	9100	5500
22050595	61432	RM26 9		407820.22	4237759.5 4	1332.83	190	68	8800	4100
22050595	61433	RM26 8		407720.33	4237759.7 9	1330.54	130	75	1200 0	4900
22050595	61434	RM26 3		407720.41	4237859.1 2	1330.82	170	82	9700	5600
22050595	61435	RM26 4		407819.78	4237858.8 7	1330.17	98	36	9500	4100
22050595	61436	RM26 5		407921.42	4237859.3 7	1331.11	170	70	8000	4200
22050595	61437	RM26 6		408019.99	4237858.4 7	1332.12	77	28	8800	4100
22050595	61438	RM26 1		408021.23	4237959.2 3	1328.33	120	49	7500	4100
22050595	61439	RM26 0	DUPLICAT E	407920.10	4237958.6 0	1330.15	120	59	7800	4600
22050595	61440	RM26 0		407920.10	4237958.6 0	1330.15	130	94	7100	4200
22050595	61441	RM25 9		407819.87	4237959.1 9	1327.15	170	85	7600	4600
22050595	61442	RM25 8		407720.18	4237961.1 1	1332.62	210	78	1300 0	7100
22050595	61443	RM25 7		408143.08	4239190.8 9	1334.77	60	27	6000	3100
22050595	61444	RM25 6		408042.85	4239189.4 8	1333.02	55	33	6100	3100
22050595	61445	RM25 5		407941.57	4239189.8 5	1333.07	50	38	7700	4000
22050595	61446	RM25 4		407842.14	4239189.9 9	1330.05	55	47	8600	4300
22050595	61447	RM25 3		407741.22	4239190.5 9	1331.19	69	100	7300	4700
22050595	61448	RM25 2		407642.22	4239190.1 6	1332.05	54	68	6500	3900
22050595	61449	RM25 1		407542.77	4239189.2 0	1337.06	63	85	8400	4800
22050595	61450	RM25 0		407441.94	4239190.0 2	1329.03	200	140	1200 0	6900
22050594	61451	RM24 9		407329.66	4239186.9 3	1329.24	60	47	7400	4600
22050594	61452	RM24 0		407341.29	4239289.6 1	1334.10	57	53	9500	5000
22050594	61453	RM24 1		407442.21	4239289.3 4	1330.57	49	44	8700	4300
22050594	61454	RM24 2		407542.53	4239290.2 9	1330.23	69	54	9300	4700
22050594	61455	RM24 3		407640.73	4239289.1 7	1328.30	86	77	9300	5600
22050594	61456	RM24 4		407741.66	4239290.0 2	1334.11	150	82	6500	3400
22050594	61457	RM24 5		407842.06	4239290.7 6	1332.84	76	45	9000	4600
22050594	61458	RM24 6		407941.49	4239290.2 9	1335.62	77	37	9700	3800

22050594	61459	RM24 7		408041.80	4239290.0 4	1334.43	36	19	6200	2300
22050594	61461	RM24 8		408141.33	4239290.6 8	1334.49	40	22	7200	2300
22050594	61462	RM23 9		408141.76	4239390.1 0	1335.68	140	40	7800	2800
22050594	61463	RM23 8		408041.97	4239389.3 6	1337.05	99	71	6700	4300
22050594	61464	RM23 7		407941.40	4239389.6 1	1334.54	50	68	6300	2700
22050594	61465	RM23 6		407842.06	4239390.0 9	1330.70	91	37	7600	2900
22050594	61466	RM23 5		407742.54	4239390.2 2	1332.72	37	59	7800	2200
22050594	61467	RM23 4		407642.40	4239389.5 9	1331.80	39	100	6600	2700
22050594	61468	RM23 3		407541.48	4239389.8 6	1333.36	63	82	7600	3300
22050594	61469	RM23 2		407440.74	4239390.0 1	1333.94	59	1000	7500	3800
22050594	61470	RM23 1		407341.31	4239390.3 7	1331.38	32	92	6100	2200
22050594	61471	RM22 2		407340.97	4239490.1 4	1332.48	54	710	7700	4200
22050594	61472	RM22 3		407442.77	4239490.7 5	1332.75	190	290	1500 0	8200
22050594	61473	RM22 4		407541.05	4239489.8 5	1330.62	120	91	9300	4400
22050594	61474	RM22 5		407641.53	4239489.3 7	1335.16	100	59	8800	4200
22050594	61475	RM22 6		407742.26	4239488.5 5	1330.50	97	79	9900	5200
22050594	61476	RM22 7		407841.98	4239489.8 5	1337.00	81	52	7700	4100
22050594	61477	RM22 8		407941.76	4239489.3 8	1334.38	73	47	7200	4100
22050594	61478	RM22 9		408041.55	4239490.6 8	1340.05	70	64	9900	5100
22050594	61479	RM23 0		408142.28	4239489.8 7	1339.65	54	62	7500	4000
22050594	61480	RM22 1		408143.60	4239589.9 5	1339.60	47	32	7400	3400
22050594	61481	RM22 1	DUPLICAT E	408143.60	4239589.9 5	1339.60	200	69	9600	6000
22050594	61482	RM22 0		408041.81	4239590.1 2	1342.13	55	25	6900	2700
22050594	61483	RM21 9		407941.95	4239591.0 3	1334.97	68	32	6000	2500
22050594	61484	RM21 8		407841.88	4239588.8 4	1334.54	63	41	7100	3400
22050594	61485	RM20 2		407942.90	4239689.5 6	1338.86	59	50	6800	3700
22050594	61486	RM20 1		407842.60	4239690.1 6	1338.99	66	71	8600	4900
22050594	61487	RM20 0		407742.29	4239689.7 5	1340.48	48	44	8500	4100
22050594	61488	RM21 7		407741.41	4239589.5 4	1334.18	46	57	6700	3800
22050594	61489	RM21 6		407642.16	4239589.7 9	1337.48	79	76	8800	5400
22050594	61490	RM21 5		407541.50	4239590.0 5	1336.93	87	65	1000 0	6000
22050594	61491	RM21 4		407441.89	4239589.8 6	1337.08	47	62	8600	4500
22050594	61492	RM21 3		407341.85	4239589.7 9	1335.58	35	60	6900	3400
22050594	61493	RM21 2		407242.15	4239589.2 7	1336.71	50	60	8400	4100

22050594	61494	RM21 1		407140.88	4239589.4 4	1337.72	91	110	1000 0	5900
22050594	61495	RM21 0		407040.65	4239588.2 6	1338.85	71	76	1000 0	5300
22050594	61496	RM20 9		406942.03	4239590.1 7	1338.72	71	76	1300 0	5800
22050594	61497	RM20 8		406842.78	4239590.0 9	1338.49	69	98	1100 0	5700
22050594	61498	RM20 7		406743.26	4239590.0 2	1336.21	46	110	8000	4000
22050594	61499	RM20 6		406642.08	4239590.4 2	1338.45	44	65	1000 0	5100
22050594	61500	RM20 5		406537.18	4239583.1 7	1337.20	38	78	8500	4400
22050595	62901	RM18 8		406541.72	4239691.4 5	1332.37	46	57	1000 0	5500
22050595	62903	RM18 9		406643.66	4239689.5 0	1331.82	22	130	6500	2900
22050595	62904	RM19 0		406739.59	4239689.6 1	1333.55	21	28	6400	3300
22050595	62905	RM19 1		406841.56	4239689.9 9	1338.76	44	76	9000	4400
22050595	62906	RM19 2		406942.66	4239690.1 5	1335.60	41	44	9200	4600
22050595	62907	RM19 3		407042.09	4239690.3 4	1333.52	48	280	7500	4200
22050595	62908	RM19 4		407142.11	4239688.8 5	1335.44	40	150	7100	3800
22050595	62909	RM19 5		407242.52	4239689.4 8	1333.65	27	110	5800	2800
22050595	62910	RM19 6		407341.43	4239690.1 2	1339.14	42	110	1200 0	2700
22050595	62911	RM19 7		407441.38	4239689.8 6	1333.16	22	51	5500	2800
22050595	62912	RM19 8		407540.90	4239690.2 8	1338.22	23	39	5900	2500
22050595	62913	RM19 9		407641.91	4239690.7 9	1335.38	33	74	6800	2500
22050595	62914	RM18 2		407641.22	4239791.0 0	1336.87	37	290	6000	3300
22050595	62915	RM18 1		407543.01	4239789.5 7	1334.28	32	100	6200	2900
22050595	62916	RM18 0		407442.01	4239790.1 8	1336.74	33	98	6300	2700
22050595	62917	RM16 3		407441.03	4239888.1 8	1339.83	86	200	8300	5500
22050595	62918	RM14 3		407141.97	4239995.0 5	1342.38	29	120	7100	5400
22050595	62919	RM16 0		407140.31	4239888.9 7	1342.22	25	57	7300	3300
22050595	62920	RM16 1		407241.31	4239889.5 8	1339.14	19	13	6100	2100
22050595	62921	RM16 2		407342.15	4239890.3 1	1338.71	42	250	6000	2800
22050595	62922	RM17 9		407342.06	4239790.7 7	1335.78	56	72	7300	2500
22050595	62923	RM17 8	DUPLICAT E	407241.58	4239790.9 2	1335.72	25	150	6200	3100
22050595	62924	RM17 8		407241.58	4239790.9 2	1335.72	32	160	7000	4000
22050595	62925	RM17 7		407141.28	4239790.7 5	1340.33	31	98	6800	2900
22050595	62926	RM17 6		407040.97	4239790.6 7	1336.06	23	130	7100	2600
22050595	62927	RM17 5		406941.62	4239789.8 3	1333.97	22	63	7400	2300
22050595	62928	RM17 4		406840.27	4239790.3 2	1335.30	26	240	7400	3200

22050595	62929	RM17 3	406739.43	4239789.0 5	1332.90	21	91	5600	2600
22050595	62930	RM17 2	406642.19	4239789.2 8	1334.00	30	97	7100	3000
22050595	62931	RM17 1	406542.15	4239789.6 7	1335.01	28	55	6400	3000
22050595	62932	RM15 4	406541.29	4239888.4 4	1339.81	38	100	9000	4500
22050595	62933	RM15 5	406642.31	4239889.8 2	1333.70	19	53	6800	2800

Table 9.2 Summary of soil sampling analytical results

Summary of analytical results					
Element	n	Average	Minimum	Maximum	Median
Li	276	53	ND	210	37
B	276	77	ND	1000	59
Mg	276	6726	960	15000	6500
K	276	3240	510	8400	2900
values reported as parts per million					

Drilling

There has been no drilling on the Rhodes Marsh Project.

Sample Preparation, Security and Analysis

All the soil samples were collected using a small hand-held power auger at depths typically between 60 and 75 cm. Individual samples were placed in kraft paper bags marked with the sample tag number and packaged in rice bags. The Author then personally transported the samples to WETLAB in Reno, Nevada.

Samples preparation was by the EPA 200.2 method. After extraction, the solubilized analytes are diluted to specified volumes with ASTM Type 1 water, mixed and either centrifuged or allowed to settle overnight before analysis.

Metal concentrations were made using the EPD 200.7 method, which is the determination of metals and trace elements in water and wastes by inductively coupled plasma-atomic emission spectrometry (ICP-AES).

Elements tested were lithium, boron, magnesium and potassium.

Data Verification

The Author observed the collection of the soil samples, and so no additional “data verification” samples were required. Since the objective of the sampling program was to “indicate” the presence of lithium, rather than to “quantify” the lithium content, no QA/QC samples were added to the sample stream. The Author considers that the laboratory’s internal QA/QC program was

sufficient at this stage. In the opinion of the Author, the results of the internal QA/QC program were satisfactory.

Mineral Processing and Metallurgical Testing

No mineral processing or metallurgical testing has been carried on the Rhodes Marsh Project.

Mineral Resource Estimate

There are current Mineral Resources on the Rhodes Marsh Project.

Mineral Reserve Estimates

There are no current Mineral Reserves on the Rhodes Marsh Project.

Mining Method

The Rhodes Marsh Project is not an “advanced property” as defined by NI 43-101, therefore this section is not applicable.

Recovery Methods

The Rhodes Marsh Project is not an “advanced property” as defined by NI 43-101, therefore this section is not applicable.

Project Infrastructure

The Rhodes Marsh Project is not an “advanced property” as defined by NI 43-101, therefore this section is not applicable.

Market Studies and Contracts

The Rhodes Marsh Project is not an “advanced property” as defined by NI 43-101, therefore this section is not applicable.

Environmental Studies, Permitting and Social or Community Impact

The Rhodes Marsh Project is not an “advanced property” as defined by NI 43-101, therefore this section is not applicable.

Capital and Operating Costs

The Rhodes Marsh Project is not an “advanced property” as defined by NI 43-101, therefore this section is not applicable.

Economic Analysis

The Rhodes Marsh Project is not an “advanced property” as defined by NI 43-101, therefore this section is not applicable.

Adjacent Properties

Caeneus Minerals Ltd. has acquired 78 placer claims covering portions of the Rhodes Marsh. There is no publicly available technical information on these claims.

Mineral claims immediately adjacent to the Rhodes Marsh Project are shown on Figure 23.1

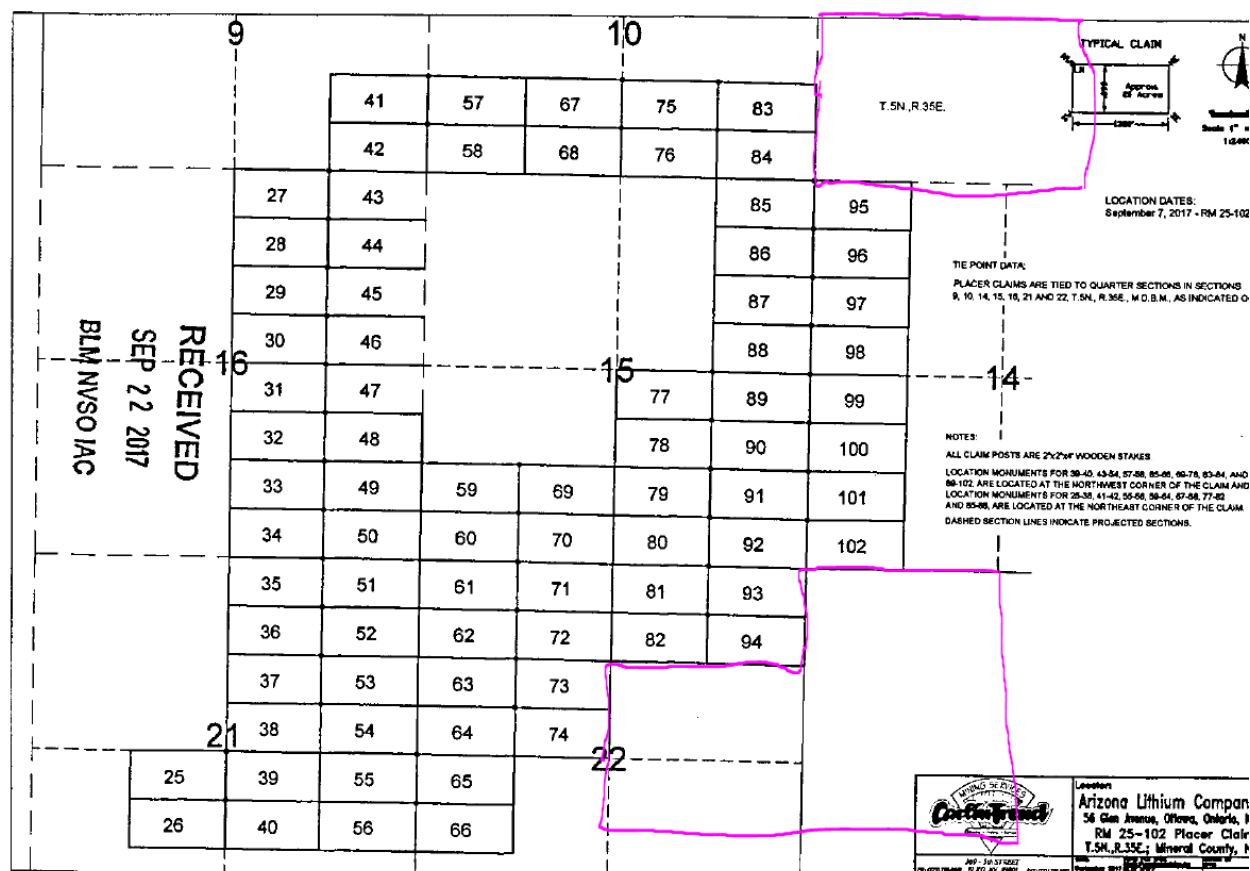


Figure 23.1 Adjacent Claims

Other Relevant Data and Information

No additional information or explanation is necessary to make this Technical Report understandable and not misleading.

Interpretation and Conclusions

The Author considers the data available to be reliable for the purposes of this Technical Report. There is a risk that additional exploration will not result in discovery of an economic mineral lithium brine resource within the project area.

The soil sampling program carries out in May 2022 clearly indicates the presence of highly anomalous lithium on the property, which is, in the Author's opinion, indicative of the potential presence of a lithium-rich brine at depth.

The exploration model for Lithium brine deposits includes the following key geologic and climatological parameters (Bradley et al, 2013).

1. Arid climate
2. Closed basin containing a playa or salar
3. Tectonically driven subsidence
4. Associated igneous or geothermal activity
5. Suitable lithium source rocks
6. One or more adequate aquifers
7. Sufficient time to concentrate a brine

In comparison to these key parameters the geologic and climatological setting for the Rhodes Marsh Project, as discussed in Sections 7 and 5, respectively, is summarized as follows:

1. *Arid Climate:* The average annual precipitation is approximately 5 inches annually.
2. *Closed basin containing a playa or salar:* Published topographic maps and Google Earth clearly indicate the presence of a playa on and immediately adjacent to the property.
3. *Tectonically driven subsidence:* The basin formation at Rhodes Marsh as with other basins in the region are similar in origin resulting from repetitive tectonic down-warping of the basins followed by erosion and deposition of sediments within the basins during the Paleozoic and Mesozoic (Davis et al, 1986).
4. *Associated igneous or geothermal activity:* Geothermal springs and wells are known within Rhodes Marsh particularly along the eastern margin (Penfield, et al, 2010).
5. *Suitable lithium source rocks:* Possible source rocks for the lithium brine deposits include both the volcanic rocks surrounding the basins and lithium rich clays which formed in the ancient lake beds (Munk, 2011). Published geologic mapping shows Rhodes Marsh to be surrounded by frequent occurrences of felsic to intermediate ash flows.
6. *One or more adequate aquifers:* There is no direct evidence of the presence of a suitable aquifer on the property; however, the presence of multiple geothermal wells on the property indicates that there is a realistic probability of the presence of such an aquifer.
7. *Sufficient time to concentrate the brine:* The geologic history and age of the basin/playa at Rhodes Marsh is similar to the Clayton Valley, 45 air miles to the SE, which produces lithium from brines.

In addition, the Rhodes Marsh Project does have risks that are similar in nature to other mineral exploration projects in general and lithium exploration projects specially, i.e., risks common to exploration and mining projects include:

- future commodity demand and pricing;
- environmental and political acceptance of the Rhodes Marsh Project;
- variance in capital and operating costs;
- mine and mineral processing recovery;

The Rhodes Marsh Project area reasonably conforms to the Preliminary Deposit Model for Lithium Brines as developed by the US Geological Survey (Bradley, et al, 2013).

Recommendations

It is recommended that exploration and development of the Rhodes Marsh Project be continued, and that exploration be conducted in phases with each successive phase being dependent upon the results of the previous phase. The following budget is recommended for the first two phases of detailed exploration:

Table 26.1 Recommended Budget

Phase 1	
Gravity survey	\$75,000.00
Permitting	\$5,000.00
Consulting geologist	\$6,000.00
Technical Report update	\$5,000.00
subtotal	\$91,000.00
Contingency @ 10%	\$9,100.00
Total	\$100,100.00

Phase 2	
CSAMT Magnetotellurics survey	\$125,000.00
Drilling (3 holes at 1500 ft each)	\$675,000.00
Hydrologic testing, water testing and analyses	\$100,000.00
Field geologist	\$25,000.00
Permitting	\$10,000.00
Technical Report update	\$20,000.00
subtotal	\$955,000.00
Contingency @ 10%	\$95,500.00
Total	\$1,050,500.00

The first phase of exploration should be a gravity survey to determine aquifer characteristics.

Contingent upon successful results from phase 1, a controlled source audio magnetotellurics (“**CSAMT**”) is recommended to better define any aquifer that may be present, followed by a program of drilling, aquifer testing and hydrogeological studies should be planned. Standard operating procedures for drilling lithium brines are as follows:

Sampling and analysis of sedimentary units and encountered groundwater aquifers should be accomplished during the drilling. Drill cuttings should be collected for each five-foot (1.5 meter) interval drilled. Samples should be packaged and labeled according to a predetermined sample labeling plan. Discrete samples of water from each water-bearing unit should be collected, stored and labeled. The Equity Incentive Plan should also include the insertion of quality control and quality assurance samples for both solids and ground water sample sets and should include field blanks, field duplicates and standards. Once packaged and labeled, samples should be delivered to the selected project laboratory for analysis under chain-of-custody procedures to ensure sample integrity.

Depending upon the results of the drilling and sampling program, aquifer testing and hydrogeological studies should be completed to determine the characteristics of any lithium-bearing aquifers underlying the property. Variables such as porosity, specific yield, permeability, brine volume, aquifer geometry and chemical composition all must be determined in order to demonstrate the feasibility of economic extraction of the lithium-bearing brines. Pumping tests conducted over an extended period of time will be necessary to determine aquifer parameters and characteristics.

References

For a complete list of references used in the Technical Report, reference should be made to the full text of the Technical Report which has been filed with Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company’s profile on [SEDAR](#).

4.4 Companies with Oil and Gas Operations

This Section 4.4 is not applicable to the Company as it does not have any oil and gas operations.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Consolidated Financial Information – Annual Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Company and related notes thereto appearing elsewhere in this Listing Statement. This information should only be read in conjunction with the financial statements, and accompanying notes, included elsewhere in this Listing Statement. The selected financial information is derived from the audited financial statements of the Company for the fiscal years ended April 30, 2022, April 30, 2021, and April 30, 2020 and the auditor reviewed six month interim financial statements for the period ended October 31, 2022. This information should only be read in conjunction with the audited financial statements for the fiscal years ended April 30, 2022, April 30, 2021, and April 30, 2020 and the auditor reviewed six month interim financial statements for the period ended October 31, 2022, and accompanying notes, which are attached hereto as Schedule B.

	Six Month Period Ended October 31, 2022 (unaudited)	For the Year Ended April 30 (audited)		
		2022 (\$)	2021 (\$)	2020 (\$)
Revenue	Nil	Nil	Nil	Nil
Total Expenses	284,917	545,517	443,134	453,824
Net and comprehensive income (loss)	(386,220)	(1,035,206)	(1,025,348)	(435,360)
Income (Loss) per Common Share – Basic and diluted	(0.02)	(0.13)	(0.29)	(0.15)
Balance Sheet Data:		April 30, 2022 (\$)	April 30, 2021 (\$)	April 30, 2020 (\$)
Total Assets	147,383	412,822	64,751	650,380
Total Liabilities	139,422	213,253	448,762	566,339
Total Current Assets	147,383	412,822	64,445	50,220
Total Current Liabilities	139,422	213,253	208,762	566,339
Shareholders' Equity (deficit)	7,961	199,569	(384,011)	84,041

5.2 Consolidated Financial Information – Quarterly Information

The results of the Company for each of the eight most recently completed quarters ending at the end of the most recently completed fiscal year, namely April 30, 2022, are summarized below:

Fiscal 2022 (unaudited and prepared in accordance with GAAP)				
	April 30, 2022 (\$)	January 31, 2022 (\$)	October 31, 2021 (\$)	July 31, 2021 (\$)
Revenue	Nil	Nil	Nil	Nil
Net and Comprehensive Income and (Loss)	(556,777)	(243,994)	(116,021)	(118,414)
Income (Loss) per Common Share – Basic and diluted	(0.07)	(0.05)	(0.03)	(0.03)

Fiscal 2021 (unaudited and prepared in accordance with GAAP)				
	April 30, 2021 (\$)	January 31, 2021 (\$)	October 31, 2020 (\$)	July 31, 2020 (\$)
Revenue	Nil	Nil	Nil	Nil
Net and Comprehensive Income and (Loss)	(118,684)	(698,305)	(92,659)	(115,700)
Income (Loss) per Common Share – Basic and diluted	(0.04)	(0.21)	(0.04)	(0.04)

5.3 Dividends

The Company does not have a dividend policy and, as of the date of this Listing Statement, has not paid any dividends on its Common Shares to its shareholders.

5.4 Foreign Generally Accepted Accounting Principles (GAAP)

This Section 5.4 is not applicable to the Company.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

The MD&A of the Company for the fiscal years ended April 30, 2022, April 30, 2021, and April 30, 2020 and the six month interim financial statements for the period ended October 31, 2022 are attached hereto as Schedule C.

The MD&A of Iron Forge for the period from incorporation on August 23, 2021 to February 28, 2022, and the six month interim financial statements for the period ended August 31, 2022 are attached hereto as Schedule D.

7. MARKET FOR SECURITIES

The Common Shares are currently listed on the CSE under the symbol "AMS.X".

8. CONSOLIDATED CAPITALIZATION

The following table sets forth the capitalization of the Company as of October 31, 2022. This table should be read in conjunction with the Section 6 – "Management's Discussion and Analysis" of this Listing Application and the consolidated financial statements and related notes appearing elsewhere in this Listing Application.

Designation of Security	Number of Authorized	Number of Shares Issued and Outstanding
Common Shares	Unlimited number without par value	19,109,655 ⁽¹⁾⁽²⁾

⁽¹⁾ Does not include Common Shares reserved for issuance pursuant to outstanding stock options or other convertible securities of the Company.

⁽²⁾ Calculated on a post-Consolidation basis.

Except as disclosed below, there have been no material changes in the Company's share and loan capital since October 31, 2022.

On January 20, 2023, the Company closed a non-brokered private placement of 5,860,853 Common Shares at a price of \$0.145 per Common Share for gross proceeds of \$849,824. Proceeds from the offering were to be used for general working capital purposes and to fund the Company's Phase 1 exploration program on the Rhodes Marsh Project.

On January 27, 2023, the Company issued 7,499,999 Common Shares at a deemed price of \$0.145 per Common Share and 3,749,999 Warrants to the Target Vendors, due to rounding, in connection with the Closing. Each Warrant entitles the holder to purchase one Common Share at an exercise price of \$0.20 per Common Share for a period of two years.

As of the date of this Listing Statement, the outstanding capital of the Company consists of:

Designation of Security	Authorized	Number of Securities Issued or Reserved	Percentage of Fully Diluted Issued and Outstanding
Common Shares ⁽¹⁾	Unlimited	32,470,507	66.47%
Stock Options ⁽²⁾⁽³⁾	-	-	0.00%
Warrants ⁽³⁾⁽⁴⁾	-	16,382,038	33.53%
Total:		48,852,545	100%

(1) Includes the 7,499,999 Consideration Shares issued to the Target Vendors, due to rounding, in connection with the Transaction.

(2) See "Options to Purchase Securities" and for more information.

(3) See "Capitalization – Convertible Securities" for more information.

(4) Includes the 3,749,999 Consideration Warrants issued to the Target Vendors, due to rounding, in connection with the Transaction.

9. OPTIONS TO PURCHASE SECURITIES

On November 22, 2022, the Board adopted and approved the Equity Incentive Plan. The Equity Incentive Plan provides flexibility to the Company to grant equity-based incentive awards in the form of Options, RSUs, PSUs and DSUs. The purpose of the Company's Plan is to, among other things, provide the Company with a share related mechanism to attract, retain and motivate qualified directors, officers, employees and consultants of the Company and its subsidiaries, to reward such of those directors, officers, employees and consultants as may be granted awards under the Equity Incentive Plan by the Board from time to time for their contributions toward the long-term goals and success of the Company and to enable and encourage such directors, officers, employees and consultants to acquire Shares as long-term investments and proprietary interests in the Company.

The Equity Incentive Plan is a rolling plan which, subject to the adjustment provisions provided for therein (including a subdivision or consolidation of Shares), provides that the aggregate maximum number of Shares that may be issued upon the exercise or settlement of awards granted under the Equity Incentive Plan shall not exceed 20% of the Company's issued and outstanding Shares from time to time. The Equity Incentive Plan is considered an "evergreen" plan, since the Common Shares covered by awards that have been exercised, settled or terminated shall be available for subsequent grants under the Equity Incentive Plan and the

number of awards available to grant increases as the number of issued and outstanding Shares increases.

As at the date of this Listing Statement, there are no Options, RSUs, PSUs or DSUs outstanding.

A copy the Equity Incentive Plan is attached as Schedule H to this Listing Statement and filed on [SEDAR](#) on January 27, 2023.

10. DESCRIPTION OF THE SECURITIES

10.1 Description of Company's Securities

Common Shares

The Company is authorized to issue an unlimited number of Common Shares without par value, which, as of the date of this Listing Statement, there are 32,470,507 fully paid and non-assessable Common Shares issued and outstanding.

The holders of Common Shares are entitled to dividends if, as and when declared by the Board. The holders of the Common Shares shall be entitled to vote at all meetings of shareholders of the Company and at all such meetings each such holder has one (1) vote for each Common Share held. Each holder of Common Shares is, upon liquidation, entitled to share equally in such assets of the Company as are distributable to the holders of Common Shares.

In the event of a liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or other distribution of assets or property of the Company amongst its shareholders for the purpose of winding up its affairs, shareholders will be entitled to receive all property and assets of the Company properly distributable to the shareholders.

There are no pre-emptive rights, no conversion or exchange rights, no redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital.

10.2 Debt Securities

This Section 10.2 is not applicable to the Company.

10.3 Other Securities

This Section 10.3 is not applicable to the Company.

10.4 Modification Terms

This Section 10.4 is not applicable to the Company.

10.5 Other Attributes

This Section 10.5 is not applicable to the Company.

10.7 Prior Sales of Common Shares

In the 12 months prior to the date of this Listing Statement, the Company issued the following securities:

Date of Issue	Type of Security	Price	Number
January 13, 2022	Common Shares ⁽¹⁾	\$0.075	11,983,333
January 13, 2022	Warrants ⁽²⁾	-	11,983,333
February 18, 2022	Common Shares ⁽³⁾	\$0.12	2,497,080
February 24, 2022	Common Shares ⁽⁴⁾	\$0.70	150,000
June 8, 2022	Common Shares ⁽⁵⁾	\$0.145	648,706
June 8, 2022	Warrants ⁽⁶⁾	-	648,706
January 20, 2023	Common Shares ⁽⁷⁾	\$0.145	5,860,853
January 27, 2023	Common Shares ⁽⁸⁾	\$0.145	7,499,999
January 27, 2023	Warrants ⁽⁸⁾	-	3,749,999

(1) These Common Shares were issued pursuant to a private placement of 11,983,333 units at \$0.075 per unit.

(2) These Warrants were issued pursuant to a private placement of 11,983,333 units at \$0.075 per unit. Each Warrant entitles the holder to purchase one additional Common Share of the Company at an exercise price of \$0.20 per Common Share until January 13, 2026.

(3) These Common Shares were issued in settlement of outstanding debt in the amount of \$299,650.01 at a deemed price of \$0.12 per Common Share.

(4) These Common Shares were issued pursuant to a private placement of 150,000 Common Shares at \$0.70 per Common Share.

(5) These Common Shares were issued in settlement of outstanding debt in the amount of \$94,062.50 via the issuance of units of the Company at a deemed price of \$0.145 per Unit to Gang3 Capital Ltd., an arm's length creditor. Each unit was comprised of one Common Share and one non-transferable Warrant, with each Warrant entitling the holder to purchase one additional Common Share for a period of four years from the closing date at an exercise price of \$0.145 per Common Share.

(6) These Warrants were issued in connection with the settlement of outstanding debt in the amount of \$94,062.50 via the issuance of units of the Company at a deemed price of \$0.145 per Unit. Each unit was comprised of one Common Share and one non-transferable Warrant, with each Warrant entitling the holder to purchase one additional Common Share for a period of four years from the closing date at an exercise price of \$0.145 per Common Share.

(7) These Common Shares were issued pursuant to a private placement of 5,860,853 Common Shares at \$0.145 per Common Shares.

(8) Issued pursuant to the terms of the Share Exchange Agreement in connection with the closing of the Transaction. See "Narrative Description of Business – General" for a description of the Share Exchange Agreement and more information on the Transaction.

10.8 Stock Exchange Price

The Common Shares are currently listed on the CSE under the symbol "AMS.X". Previously, the Common Shares traded on the CSE under the symbol "AMX". The CSE determined that the Company did not meet the continued listing requirements as set out in CSE Policy 2, Appendix A section 2.9, therefore the .X extension was added to the symbol.

The following table sets out the high, low and closing trading prices and total trading volume of the Common Shares on the CSE on a monthly basis for each month of the current quarter, for each month of the quarter immediately preceding the current quarter, and on a quarterly basis for the next preceding seven quarters:

Period	CSE			
	High (\$)	Low (\$)	Close (\$)	Volume Traded (#)
January 1 to January 29, 2023 ⁽¹⁾	No trades			
Month ended December 31, 2022 ⁽¹⁾	No trades			
Month ended November 30, 2022 ⁽¹⁾	No trades			
Quarter ended October 31, 2022 ⁽¹⁾	No trades			
Quarter ended July 31, 2022 ⁽¹⁾	No trades			
Quarter ended April 30, 2022 ⁽¹⁾	0.30	0.21	0.30	63,870
Quarter ended January 31, 2022	0.355	0.10	0.155	866,421
Quarter ended October 31, 2021 ⁽²⁾	No trades			
Quarter ended July 31, 2021	No trades			
Quarter ended April 30, 2021	No trades			
Quarter ended January 31, 2021	0.90	0.40	0.50	438,285
Quarter ended October 31, 2020	0.90	0.40	0.60	1,400,551

⁽¹⁾ The Common Shares were halted at the request of the Company on April 8, 2022 in connection with the Transaction.

⁽²⁾ The Common Shares were halted at the request of the Company on September 21, 2021 in connection with the transaction with Alinea which the Company did not proceed with.

11. ESCROWED SECURITIES

Upon the listing of its Common Shares on the CSE, an aggregate of 1,103,448 Common Shares and 1,000,000 Warrants will be held in escrow (collectively, the “**Escrowed Securities**”) as required by Policy 8, pursuant to the terms of the Escrow Agreement among the Company, Capital Transfer and the holders of the Escrow Securities. The following table sets out the number of Escrowed Securities.

Name and Municipality of Residence of Securityholder	Designation of Securities	Number of Escrowed Securities (#)	Percentage (%) ⁽¹⁾
Canaccord Genuity Corp. ITF Eric Boehnke <i>Vancouver, British Columbia</i>	Common Shares	1,000,000	3.08%
	Warrants	1,000,000	N/A
Eric Boehnke ITF Roark Boehnke ⁽²⁾ <i>Vancouver, British Columbia</i>	Common Shares	103,448	0.32%
Total:		2,103,448	3.40%

(1) Based on 32,470,507 Common Shares outstanding as at the date hereof.

(2) The shares are held in a trust account for Roark Boehnke controlled by Eric Boehnke.

The Escrowed Securities are subject to the following release schedule as set out in the form of escrow required by CSE pursuant to NP 46-201:

Date of Automatic Timed Release	Common Shares Released
On the Listing Date	1/10 of the Escrowed Securities held
6 months after the Listing Date	1/6 of the remainder of the Escrowed Securities held
12 months after the Listing Date	1/5 of the remainder of the Escrowed Securities held
18 months after the Listing Date	1/4 of the remainder of the Escrowed Securities held
24 months after the Listing Date	1/3 of the remainder of the Escrowed Securities held
30 months after the Listing Date	1/2 of the remainder of the Escrowed Securities held
36 months after the Listing Date	The remainder of the Escrowed Securities held

12. PRINCIPAL SHAREHOLDERS

12.1 Principal Shareholders

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares of the Company carrying more than 10% of the voting rights attached to all outstanding common shares of the Company.

13. DIRECTORS AND OFFICERS

13.1 Directors and Officers

The following table sets the name, residence and principal occupation of each director and executive officer of the Company. In addition, the table shows the date on which each individual first became a director and/or officer and the number of Common Shares of the Company that each individual beneficially owns, or exercises control or direction over, directly or indirectly, as of the date of this Listing Statement. The information as to Common Shares owned beneficially, not being within the knowledge of the Company, has been forwarded by the directors and officers individually.

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years ⁽¹⁾	Director and/or Officer Since	No. of Common Shares Owned ⁽¹⁾	Percentage of Common Shares ⁽²⁾
Eric Boehnke Vancouver, BC ⁽³⁾ <i>CEO and Director</i>	Mr. Boehnke is the CEO and a director of Trenchant Capital Corp., an investment issuer, listed on the Exchange, the CEO and a director of Alt House Cannabis Inc., a cannabis company, not listed on any exchange, the CEO, President and a director of Vinza Capital Management Inc., finance company, not listed on any exchange, and a director of Power Group Projects Corp., a mineral resource company listed on the TSXV. He is a former CEO, Executive Vice-Chairman and director of Terrace Energy Corp., an oil and gas exploration and production company with projects in the United States listed on the TSXV. He has served as director and on the audit committees of a number of Toronto Stock Exchange and TSXV listed companies. Mr. Boehnke is also the President and a director of Big Sky Management Ltd., a private company principally involved with providing corporate finance services to private and public companies. Mr. Boehnke holds a Bachelor of Science from the University of Toronto.	Since March 30, 2022	1,000,000 ⁽⁴⁾	3.08%
Jennie Choboter ⁽³⁾ Mission, BC <i>CFO and Director</i>	Ms. Choboter holds CPA-CA designations in the provinces of British Columbia and Alberta. She has been the CFO of the British Columbia Innovation Council since December 2012. Ms. Choboter is currently a director and the CFO of Trenchant Capital Corp., an investment issuer, listed on the Exchange, the CFO and Corporate Secretary of Open Daily Technologies Inc., a private company, the CFO, Corporate Secretary and a director of Vinza Capital Management Corp., a reporting company not listed on any exchange, and the CFO and a director of Alt House Cannabis Inc., a reporting cannabis company not listed on any exchange. Previously, she served as CFO of Sunward Resources Inc. from March 2010 to February 2012 and has served as a director and/or officer of numerous other public companies. Ms. Choboter holds a Bachelor of Commerce degree from the University of Calgary.	CFO since December 15, 2021 Director since March 30, 2022	Nil	N/A

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years ⁽¹⁾	Director and/or Officer Since	No. of Common Shares Owned ⁽¹⁾	Percentage of Common Shares ⁽²⁾
James Carter ⁽³⁾ Surrey, BC <i>Director</i>	Mr. Carter was a Vice President of MFC Bancorp Ltd., a merchant banking company listed on the New York Stock Exchange, from January 1998 to February 2017. He has been a director of Aloro Mining Corp., a junior mining company listed on the TSXV since April 2, 2018, a director of International Iconic Gold Corp., a junior mining company listed on the TSXV since June 25, 2021 and a director of Open Daily Technologies Inc., a private company, since March 28, 2022. He was a director of CurrencyWorks Inc., a technology blockchain pioneer, NFT, and digital payment provider, listed on the Exchange and the OTCQB, from May 17 2018 to June 14, 2021. He is currently retired.	Director since March 31, 2022	Nil	N/A

* Means less than 1%.

(1) Information has been furnished by the respective officers/directors individually.

(2) Based on 32,470,507 Common Shares outstanding as at the date hereof.

(3) Member of the Audit Committee.

(4) Does not include the 103,448 Common Shares held in trust by Eric Boehnke for Roark Boehnke and 1,000,000 Common Shares issuable upon the due exercise of 1,000,000 Warrants at a price of \$0.20 per Common Share until January 13, 2026 held indirectly by Mr. Boehnke through Canaccord Genuity Corp. ITF Eric Boehnke.

See “*Directors and Officers – Other Directorships*” and “*Directors and Officers – Management*” for more details on the principal occupation, business and employment of each director and officer of the Company over the last five years.

As of the date of this Listing Statement, the directors and executive officers of the Company beneficially own, directly or indirectly, as a group 1,000,000 Common Shares representing 3.08% of all outstanding Common Shares on a non-dilutive basis.

13.2 Board Committees

Audit Committee

The Company’s only committee is the Audit Committee. The Audit Committee’s role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52-110F1 require the Company to disclose certain information relating to the Company’s Audit Committee and its relationship with the Company’s independent auditors.

Audit Committee Charter

Pursuant to NI 52-110, the Company’s Audit Committee is required to have a charter. The Company’s Audit Committee Charter is attached hereto as Schedule G to this Listing

Statement. The Audit Committee fulfills its responsibilities primarily by carrying out the activities enumerated in the Audit Committee charter.

Composition of Audit Committee

The members of the Company's Audit Committee are:

Name	Independent ⁽¹⁾	Financially Literate ⁽²⁾
Eric Boehnke	No	Yes
Jennie Choboter	No	Yes
James Carter	Yes	Yes

⁽¹⁾ A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

⁽²⁾ An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The Company is exempt from the Audit Committee composition requirements of NI 52-110 which require all Audit Committee members to be independent. However, pursuant to subsection 6.1.1(3) of NI 52-110 and the policies of the CSE, a majority of the members of the Audit Committee must not be executive officers, employees or Control Persons of the Company. Given this, the Company has not complied with the requirements of section 6.1.1 of NI 52-110 since March 30, 2022, as a majority of the Company's Audit Committee members are also executive officers of the Company. Since this time, the Company has undertaken efforts to recruit an additional independent director to its Board and Audit Committee; however, these efforts have been unsuccessful to date. The Company has been unable to identify a suitable candidate who can provide the range of accounting experience and expertise required by the Company's business activities and operations within management's business and industry contacts.

While the Company continues to pursue a suitable candidate to join its Board and Audit Committee, the Company believes it is nevertheless imperative that such an individual be knowledgeable and conversant in the language of finance and accounting as well as be well versed in the business of the Company. That said, the Company intends to expand its recruitment efforts to individuals outside the Company's current talent pool and look to find suitable individuals from related industries. In the interim, the Board has determined that the lack of a majority of independent directors on the Audit Committee will not materially adversely affect the ability of the Audit Committee to act independent and to satisfy the other requirements of NI 52-110.

Relevant Education and Experience

The education background or experience of the following Audit Committee members has enabled each to perform his responsibilities as an Audit Committee member and has provided the member with an understanding of the accounting principles used by the Company to prepare its financial statements, the ability to assess the general application of such accounting

principles in connection with the accounting for estimates, accruals and reserves as well as experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities and an understanding of internal controls and procedures for financial reporting:

Eric Boehnke

Mr. Boehnke is a former CEO, Executive Vice-Chairman and director of Terrace Energy Corp., a TSXV listed oil and gas exploration and production company with projects in the United States. He has served as director and on the audit committees of a number of Toronto Stock Exchange and TSXV listed companies. Mr. Boehnke is also the President and a director of Big Sky Management Ltd., a private company principally involved with providing corporate finance services to private and public companies. Mr. Boehnke holds a Bachelor of Science from the University of Toronto.

Jennie Choboter

Ms. Choboter holds CPA-CA designations in the provinces of British Columbia and Alberta. She has been the CFO of the British Columbia Innovation Council since December 2012. Ms. Choboter currently serves as a director or CFO of various publicly listed companies.

James Carter

Mr. Carter is a Chartered Professional Accountant with over 45 years' experience in both the private and public business sectors, and was Vice President of a NYSE listed company focused on merchant banking activities from 1998 to 2017.

See "*Directors and Officers – Management*" for more information with respect to the members of the Audit Committee.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Sections 2.4, 6.1.1(4), 6.1.1(5), or 6.1.1(6) or Part 8 of NI 52-110. Section 2.4 (*De Minimis Non-audit Services*) provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Sections 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), 6.1.1(5) (*Events Outside Control of Member*) and 6.1.1(6) (*Death, Incapacity or Resignation*) provide exemptions from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons

of the Company or of an affiliate of the Company. Part 8 (*Exemptions*) permits a company to apply to a securities regulatory authority or regulator for an exemption from the requirements of NI 52-110 in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Audit Committee on a case-by-case basis.

External Auditor Service Fees

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year.

The aggregate fees billed by the Company’s external auditor in the last two fiscal years ended April 30, 2022 and April 30, 2021 by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees ⁽¹⁾	Tax Fees ⁽²⁾	All Other Fees ⁽³⁾
April 30, 2022	\$17,500	Nil	1,000	Nil
April 30, 2021	\$15,000	3,000	Nil	3,000

(1) Audit-related fees are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company’s financial statements.

(2) Tax fees are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning.

(3) All other fees are fees billed by the auditor for products and services not included in the foregoing categories.

Other Directorships

The following directors are currently directors of other reporting issuers as set out below:

Name of Director	Names of Other Reporting Issuers
Eric Boehnke	Power Group Projects Corp. Trenchant Capital Corp. Vinza Capital Management Inc. Alt House Cannabis Inc.
Jennie Choboter	Trenchant Capital Corp. Vinza Capital Management Inc. Alt House Cannabis Inc.
James Carter	Aloro Mining Corp International Iconic Gold Exploration Corp.

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education. That said, Board members are encouraged to communicate with management, auditors and

technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance and to attend related industry seminars and visit the Company's operations.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board has adopted a Code of Conduct and has instructed its management and employees to abide by the Code of Conduct.

In addition to the Code of Conduct, the Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the Company's industry are consulted for possible candidates.

Compensation

To determine compensation payable, the independent directors review compensation paid for directors and executive officers of companies of similar size and stage of development in the mineral exploration industry and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation, the independent directors annually review the performance of the President, CEO and CFO in light of the Company's objectives and consider other factors that may have impacted the success of the Company in achieving its objectives.

Other Board Committees

As the directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of directors, the Board has determined that additional committees beyond the Audit Committee are not necessary at this stage of the Company's development. See "*Board Committees – Audit Committee*" for more details with respect to the Audit Committee.

Assessments

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and each of its committees. To assist in its review, the Board conducts informal surveys of its directors.

Nomination and Assessment

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and CEO. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions.

Expectations of Management

The Board expects management to operate the business of the Company in a manner that enhances Shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives

13.3 Director and Officer Principal Occupations

The principal occupation of the Company's directors and officers is disclosed in the table above.

13.4 Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, to the knowledge of the Company, no director, officer or promoter of the Company, or a securityholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been, within 10 years before the date of this Listing Statement, a director, officer or promoter of any person or company that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order, or an order that denied the issuer access to any exemptions under applicable securities laws, for a period of more than 30 consecutive days; or
- (b) 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.

In August 2015, when Eric Boehnke and Jennie Choboter were directors and/or officers of Trenchant Capital Corp. ("**Trenchant**"), the BCSC issued a cease trade order against Trenchant for failure to file its annual audited financial statements and management discussion and analysis for the year ended March 31, 2015, and trading in the common shares of Trenchant was halted by the TSXV. In January 2016, the BCSC issued a partial revocation order in respect of the cease trade order, pursuant to which Trenchant was permitted to undertake a \$600,000 private placement, in order to enable the company to complete its delinquent filings. The BCSC revoked the cease trade order on April 25, 2016, when the outstanding filings were completed, and the TSXV reinstated trading in the common shares of Trenchant on the NEX board of the TSXV on May 3, 2016.

13.5 Penalties or Sanctions

To the knowledge of the Company, no proposed director, officer or promoter of the Company, or a securityholder anticipated to hold sufficient securities of the Company to affect materially the control of the Company, has

- (c) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (d) been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable securityholder making a decision about the Transaction.

13.6 Settlement Agreements

This Section 13.7 is not applicable to the Company.

13.7 Personal Bankruptcies

To the knowledge of the Company, no proposed director, officer or promoter of the Company, or a securityholder anticipated to hold sufficient securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons, has, within the 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or promoter.

13.8 Existing or Potential Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests with they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, that director will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as described in “*Interest of Management and Others in Material Transactions*” below, to the knowledge of the Company, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management, as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promotes and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

13.9 Management

The following is a brief description of the proposed key members of management of the Company. In addition to the information below, see the table in Section 13.1 – *Directors and Officers – Name, Occupation and Security Holding* for more information.

***Eric Boehnke, Age 57, CEO and Director
Vancouver, BC***

Mr. Boehnke has served as the CEO and a director of the Company since March 30, 2022.

Mr. Boehnke is the CEO and a director of Trenchant Capital Corp., an investment issuer, listed on the Exchange, the CEO and a director of Alt House Cannabis Inc., a cannabis company, not listed on any exchange, the CEO, President and a director of Vinza Capital Management Inc., finance company, not listed on any exchange, a director of Dragonfly Capital Corp, a capital pool company listed on the NEX Board of the TSXV, and a director of Power Group Projects Corp., a mineral resource company listed on the TSXV. He is a former CEO, Executive Vice-Chairman and director of Terrace Energy Corp., an oil and gas exploration and production company with projects in the United States listed on the TSXV. He has served as director and on the audit committees of a number of Toronto Stock Exchange and TSXV listed companies. Mr. Boehnke is also the President and a director of Big Sky Management Ltd., a private company principally involved with providing corporate finance services to private and public companies. Mr. Boehnke holds a Bachelor of Science from the University of Toronto.

Mr. Boehnke devotes approximately 15% of his time to perform the work required in connection with acting as CEO and as a director of the Company. Mr. Boehnke has not entered into any formal agreement with respect to his positions as CEO and as a director of the Company, nor has he entered into any non-competition or non-disclosure agreement with the Company. See “*Executive Compensation – Employment, Consulting and Management Agreements*” for more information.

***Jennie Choboter, Age 77, CFO and Director
Mission, BC***

Ms. Choboter has served as the CFO of the Company since December 15, 2021 and as a director of the Company since March 30, 2022.

Ms. Choboter holds CPA-CA designations in the provinces of British Columbia and Alberta. She has been the CFO of the British Columbia Innovation Council since December 2012. Ms. Choboter is currently a director and the CFO of Trenchant Capital Corp., an investment issuer, listed on the Exchange, the CFO and Corporate Secretary of Open Daily Technologies Inc., a private company, the CFO, Corporate Secretary and a director of Vinza Capital Management Corp., a reporting company not listed on any exchange, and the CFO and a director of Alt House Cannabis Inc., a reporting cannabis company not listed on any exchange. Previously, she served as CFO of Sunward Resources Inc. from March 2010 to February 2012 and has served as a director and/or officer of numerous other public companies. Ms. Choboter holds a Bachelor of Commerce degree from the University of Calgary.

Ms. Choboter devotes approximately 10% of her time to perform the work required in connection with acting as CFO and as a director of the Company. Ms. Choboter has not entered into any formal agreement with respect to her positions as CFO and as a director of the

Company, nor has she entered into any non-competition or non-disclosure agreement with the Company. See “*Executive Compensation – Employment, Consulting and Management Agreements*” for more information.

**James Carter, Age 76, Director
Surrey, BC**

Mr. Carter has served as a director of the Company since March 31, 2022.

Mr. Carter is a Chartered Professional Accountant with over 45 years’ experience in both the private and public business sectors, and was Vice President of a NYSE listed company focused on merchant banking activities from 1998 to 2017. He specialized in conducting corporate evaluations, due diligence reviews, analysis and related negotiations for corporate acquisitions, as well as designing, negotiating, managing and implementing corporate and debt restructurings and risk management programs. He was based in Europe from 1998 to 2005, and has extensive domestic and international experience encompassing both North American and European capital markets with particular expertise gained in emerging markets and the natural resources sector. During his career, he has served as an officer and director of a number of private and publicly traded companies in various industries in both North America and Europe.

He has been a director of Aloro Mining Corp., a junior mining company listed on the TSXV since April 2, 2018. a director of International Iconic Gold Corp., a junior mining company listed on the TSXV since June 25, 2021 and a director of Open Daily Technologies Inc., a private company, since March 28, 2022. He was a director of CurrencyWorks Inc., a technology blockchain pioneer, NFT, and digital payment provider, listed on the Exchange and the OTCQB, from May 17 2018 to June 14, 2021. He is currently retired.

Mr. Carter devotes approximately 5% of his time to perform the work required in connection with acting as a director of the Company. Mr. Carter has not entered into any formal agreement with respect to his position as a director of the Company, nor has he entered into any non-competition or non-disclosure agreement with the Company. See “*Executive Compensation – Employment, Consulting and Management Agreements*” for more information.

14. CAPITALIZATION

14.1 Issued Capital

The following tables provide information about the capitalization of the Company as of the date of this Listing Statement:

Issued Capital ⁽¹⁾	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total Outstanding (A)	32,470,507	48,852,545	100%	100%
Held by Related Persons or employees of the Company or Related Person of the Company, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Company (or who would	6,725,274	8,777,570	20.71%	17.97%

beneficially own or control, directly or indirectly, more than a 5% voting position in the Company upon exercise or conversion of other securities held) (B)				
Total Public Float (A-B)	25,745,233	40,074,975	79.29%	82.03%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in shareholder agreement and securities held by control block holders (C)	1,103,448	2,103,448	3.40%	4.31%
Total Tradeable Float (A-C)	31,470,507	46,852,545	96.60%	95.69%

(1) Figures are reported to the best of the knowledge of management of the Company.

Public Securityholders (Registered)

The following table sets forth information regarding the number of registered “public securityholders” of the Company, being persons other than persons enumerated in section (B) of the *Issued Capital* table above:

Size of Holding	Number of Holders	Total Number of Securities
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	3	3,500
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	3	10,250
4,000 – 4,999 securities	-	-
5,000 or more securities	31	25,731,483
TOTAL:	37	25,745,233

Public Securityholders (Beneficial)

The following table sets forth information regarding the number of beneficial “public securityholders” of the Company⁽¹⁾, being persons other than persons enumerated in section (B) of the *Issued Capital* table above who either: (i) hold securities in their own name as registered shareholders; or (ii) hold securities through an intermediary where the Company has been given written confirmation of shareholdings:

Size of Holding	Number of Holders	Total Number of Securities
1 – 99 securities	231	9,137
100 – 499 securities	272	63,612
500 – 999 securities	89	53,787
1,000 – 1,999 securities	89	116,189

2,000 – 2,999 securities	36	87,184
3,000 – 3,999 securities	20	69,197
4,000 – 4,999 securities	14	59,930
5,000 or more securities	126	25,286,197
TOTAL:	877	25,745,233

(1) The amounts included in this table are based on a share range report dated May 12, 2022 and a registered shareholders list dated August 24, 2022. The Company may have other beneficial holders of its securities that it is not aware of. Certain of the shareholders in this table may be insiders of the Company, however such information is not distinguished in the share range report and accordingly is outside the knowledge of the Company.

Non-Public Securityholders (Registered)

For the purposes of this chart, “non-public securityholders” are persons enumerated under (B) in the Issued Capital table above.

Size of Holding	Number of Holders	Total Number of Securities
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	-	-
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-
5,000 or more securities	4	6,725,274
TOTAL:	4	6,725,274

14.2 Convertible Securities

The following table summarizes the outstanding securities convertible into common shares in the Company’s authorized capital as of the date of this Listing Statement:

Description of Security (include conversion/exercise terms, including conversion/exercise price)	Number of convertible/exchangeable securities outstanding⁽¹⁾	Number of listed securities issuable upon conversion/exercise⁽¹⁾
Options	-	-
Warrants ⁽²⁾	16,382,038	16,382,038

(1) Calculated on a post-Consolidation basis.

(2) Consists of 11,983,333 Warrants exercisable into one additional Common Share at an exercise price of \$0.20 until January 13, 2026, 648,706 Warrants exercisable into one additional Common Share at an exercise price of \$0.145 until June 8, 2026, and 3,749,999 Warrants exercisable into one additional Common Share at an exercise price of \$0.20 until January 27, 2025.

14.3 Other Listed Securities

The Company has no other listed securities reserved for issuance that are not included in Section 14.2.

15. EXECUTIVE COMPENSATION

For the purposes of this Section 15:

“Compensation Securities” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted share units granted or issued by a company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to a company or any of its subsidiaries (if any).

“NEO” means, in relation to a company, each of the following individuals:

- (a) any individual who acted as CEO of the company, or acted in a similar capacity, for any part of the most recently completed financial year,
- (b) any individual who acted as CFO of the company, or acted in a similar capacity, for any part of the most recently completed financial year,
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 – *Statement of Executive Compensation – Venture Issuers*, for that financial year, and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year; and

“plan” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“underlying securities” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out details of all payments, grants, awards, gifts and benefits paid or awarded to each director and NEO in the two most recently completed financial years:

Name and Position	Year Ended April 30	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites ⁽¹⁾ (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Eric Boehnke ⁽²⁾ <i>CEO and Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Jennie Choboter ⁽³⁾ <i>CFO and Director</i>	2022	12,500	Nil	Nil	Nil	Nil	12,500
	2021	Nil	Nil	Nil	Nil	Nil	Nil
James Carter ⁽⁴⁾ <i>Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Paul Mann ⁽⁵⁾ <i>Former President, CEO and Director</i>	2022	82,500	Nil	Nil	Nil	Nil	82,500
	2021	200,475	Nil	Nil	Nil	Nil	200,475
Nashirudeen Meghji ⁽⁶⁾ <i>Former CFO</i>	2022	19,000	Nil	Nil	Nil	Nil	19,000
	2021	30,000	Nil	Nil	Nil	Nil	30,000
Brian Clay ⁽⁷⁾ <i>Former Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Awet Kidane ⁽⁸⁾ <i>Former Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Zeta Ceti ⁽⁹⁾ <i>Former Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil

(1) "Perquisites" include perquisites provided to a NEO or director that are not generally available to all employees and that, in aggregate, are: (a) \$15,000, if the NEO or director's total salary for the financial year is \$150,000 or less, (b) 10% of the NEO or director's salary for the financial year if the NEO or director's total salary for the financial year is greater than \$150,000 but less than \$500,000, or (c) \$50,000 if the NEO or director's total salary for the financial year is \$500,000 or greater.

(2) Eric Boehnke was appointed as CEO and as a director of the Company on March 30, 2022.

(3) Jennie Choboter was appointed as CFO of the Company on December 15, 2021 and as a director of the Company on March 31, 2022.

(4) James Carter was appointed as a director of the Company on March 31, 2022.

(5) Paul Mann was appointed as President of the Company on August 26, 2019, as CEO of the Company on December 10, 2018 and as a director of the Company on July 16, 2018 and resigned from these positions on March 30, 2022.

(6) Nashirudeen Meghji was appointed as CFO of the Company on December 12, 2018 and resigned from the position on December 15, 2021.

(7) Brian Clay was appointed as a director of the Company on December 26, 2018 and resigned from the position on March 30, 2022.

(8) Awet Kidane was appointed as a director of the Company on April 2, 2019 and resigned from the position on March 31, 2022.

(9) Ceti Zeta was appointed as a director of the Company on August 9, 2019 and resigned from the position on March 31, 2022.

Stock Options and Other Compensation Securities

During the financial year ended April 30, 2022, there were no Options or other compensation securities outstanding.

Exercise of Compensation Securities by Directors and NEOs

During the financial year ended April 30, 2022, no NEO or directors of the Company exercised compensation securities.

Equity Incentive Plans and Other Incentive Plans

On November 22, 2022, the Board adopted and approved the Equity Incentive Plan. The Equity Incentive Plan provides flexibility to the Company to grant equity-based incentive awards in the form of Options, RSUs, PSUs and DSUs. The purpose of the Equity Incentive Plan is to, among other things, provide the Company with a share related mechanism to attract, retain and motivate qualified directors, officers, employees and consultants of the Company and its subsidiaries, to reward such of those directors, officers, employees and consultants as may be granted awards under the Equity Incentive Plan by the Board from time to time for their contributions toward the long-term goals and success of the Company and to enable and encourage such directors, officers, employees and consultants to acquire Common Shares as long-term investments and proprietary interests in the Company.

The Equity Incentive Plan is a rolling plan which, subject to the adjustment provisions provided for therein (including a subdivision or consolidation of Shares), provides that the aggregate maximum number of Common Shares that may be issued upon the exercise or settlement of awards granted under the Equity Incentive Plan shall not exceed 20% of the Company's issued and outstanding Common Shares from time to time. The Equity Incentive Plan is considered an "evergreen" plan, since the Common Shares covered by awards that have been exercised, settled or terminated shall be available for subsequent grants under the Equity Incentive Plan and the number of awards available to grant increases as the number of issued and outstanding Common Shares increases.

The Equity Incentive Plan provides flexibility to the Company to grant equity-based incentive awards in the form of Options, RSUs, PSUs and DSUs, as described in further detail below. The purpose of the Equity Incentive Plan is to, among other things, provide the Company with a share related mechanism to attract, retain and motivate qualified directors, officers, employees and consultants of the Company and to reward such of those directors, officers, employees and consultants as may be granted awards under the Equity Incentive Plan by the Board from time to time for their contributions toward the long-term goals and success of the Company and to enable and encourage such directors, employees and consultants to acquire Common Shares as long-term investments and proprietary interests in the Company.

Key Terms of the Equity Incentive Plan

Shares Subject to the Equity Incentive Plan

The Equity Incentive Plan is a rolling plan which, subject to the adjustment provisions provided for therein (including a subdivision or consolidation of Common Shares), provides that the aggregate maximum number of Common Shares that may be issued upon the exercise or settlement of awards granted under the Equity Incentive Plan shall not exceed 20% of the Company's issued and outstanding Common Shares from time to time. The Equity Incentive Plan is considered an "evergreen" plan, since the Common Shares covered by awards which have been exercised, settled or terminated shall be available for subsequent grants under the Equity Incentive Plan and the number of awards available to grant increases as the number of issued and outstanding Common Shares increases.

Administration of the Equity Incentive Plan

The Plan Administrator (as defined in the Equity Incentive Plan) is determined by the Board, and is initially the Board. The Equity Incentive Plan may in the future continue to be administered by the Board itself or delegated to a committee of the Board. The Plan Administrator determines which directors, officers, consultants and employees are eligible to receive awards under the Equity Incentive Plan, the time or times at which awards may be granted, the conditions under which awards may be granted or forfeited to the Company, the number of Common Shares to be covered by any award, the exercise price of any award, whether restrictions or limitations are to be imposed on the Common Shares issuable pursuant to grants of any award, and the nature of any such restrictions or limitations, any acceleration of exercisability or vesting, or waiver of termination regarding any award, based on such factors as the Plan Administrator may determine.

In addition, the Plan Administrator interprets the Equity Incentive Plan and may adopt guidelines and other rules and regulations relating to the Equity Incentive Plan, and make all other determinations and take all other actions necessary or advisable for the implementation and administration of the Equity Incentive Plan.

Eligibility

All directors, officers, employees and consultants are eligible to participate in the Equity Incentive Plan. The extent to which any such individual is entitled to receive a grant of an award pursuant to the Plan will be determined in the sole and absolute discretion of the Plan Administrator.

Types of Awards

Awards of Options, RSUs, PSUs and DSUs may be made under the Equity Incentive Plan. All of the awards described below are subject to the conditions, limitations, restrictions, exercise price, vesting, settlement and forfeiture provisions determined by the Plan Administrator, in its sole discretion, subject to such limitations provided in the Equity Incentive Plan, and will generally be evidenced by an award agreement. In addition, subject to the limitations provided in the Equity Incentive Plan and in accordance with applicable law, the Plan Administrator may accelerate or defer the vesting or payment of awards, cancel or modify outstanding awards, and waive any condition imposed with respect to awards or Common Shares issued pursuant to awards.

Options

An Option entitles a holder thereof to purchase a prescribed number of treasury Common Shares at an exercise price set at the time of the grant. The Plan Administrator will establish the exercise price at the time each Option is granted, which exercise price must in all cases be the greater of the closing market price of the Common Shares on (i) the trading day prior to the date of grant and (ii) the date of grant, and as otherwise required pursuant to the policies of the any stock exchange on which the Common Shares are listed (the “**Market Price**”), unless otherwise permitted by applicable securities laws or the policies of a stock exchange on which the Common Shares are listed. Subject to any accelerated termination as set forth in the Equity Incentive Plan, each Option expires on its respective expiry date, provided such expiry date does not exceed 10 years. The Plan Administrator will have the authority to determine the vesting terms applicable to grants of Options. Once an Option becomes vested, it shall remain vested and shall be exercisable until expiration or termination of the Option, unless otherwise

specified by the Plan Administrator or as otherwise set forth in any written employment agreement, award agreement or other written agreement between the Company or a subsidiary of the Company and the participant. The Plan Administrator has the right to accelerate the date upon which any Option becomes exercisable. The Plan Administrator may provide at the time of granting an Option that the exercise of that Option is subject to restrictions, in addition to those specified in the Equity Incentive Plan, such as vesting conditions relating to the attainment of specified performance goals.

Unless otherwise specified by the Plan Administrator at the time of granting an Option and set forth in the particular award agreement, an exercise notice must be accompanied by payment of the exercise price. Subject to the policies of any stock exchange on which the Common Shares are listed, a participant may, in lieu of exercising an Option pursuant to an exercise notice, elect to surrender such Option to the Company (a “**Cashless Exercise**”) in consideration for an amount from the Company equal to (i) the Market Price of the Common Shares issuable on the exercise of such Option (or portion thereof) as of the date such Option (or portion thereof) is exercised, less (ii) the aggregate exercise price of the Option (or portion thereof) surrendered relating to such Common Shares (the “**In-the-Money Amount**”) by written notice to the Company indicating the number of Options such participant wishes to exercise using the Cashless Exercise, and such other information that the Company may require. Subject to the provisions of the Equity Incentive Plan and the policies of any stock exchange on which the Common Shares are listed, the Company will satisfy payment of the In-the-Money Amount by delivering to the participant such number of Common Shares having a fair market value equal to the In-the-Money Amount.

Restricted Share Units

An RSU is a unit equivalent in value to a Common Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive one Common Share (or the value thereof) for each RSU after a specified vesting period. The Plan Administrator may, from time to time, subject to the provisions of the Equity Incentive Plan and such other terms and conditions as the Plan Administrator may prescribe, grant RSUs to any participant in respect of a bonus or similar payment in respect of services rendered by the applicable participant in a taxation year (the “**RSU Service Year**”).

The number of RSUs (including fractional RSUs) granted at any particular time under the Equity Incentive Plan will be calculated by dividing (a) the amount of any bonus or similar payment that is to be paid in RSUs, as determined by the Plan Administrator, by (b) the greater of (i) the Market Price of a Common Share on the date of grant and (ii) such amount as determined by the Plan Administrator in its sole discretion. The Plan Administrator shall have the authority to determine any vesting terms applicable to the grant of RSUs, provided that the terms comply with Section 409A of the U.S. Internal Revenue Code, to the extent applicable.

Upon settlement, holders will redeem each vested RSU for the following at the election of such holder but subject to the approval of the Plan Administrator: (a) one fully paid and non-assessable Common Share in respect of each vested RSU, (b) a cash payment or (c) a combination of Common Shares and cash. Any such cash payments made by the Company shall be calculated by multiplying the number of RSUs to be redeemed for cash by the Market Price per Common Share as at the settlement date. Subject to the provisions of the Equity Incentive Plan and except as otherwise provided in an award agreement, no settlement date for any RSU shall occur, and no Common Share shall be issued or cash payment shall be made in

respect of any RSU any later than the final business day of the third calendar year following the applicable RSU Service Year.

Performance Share Units

A PSU is a unit equivalent in value to a Common Share credited by means of a bookkeeping entry in the books of the Company, which entitles the holder to receive one Common Share (or the value thereof) for each PSU after specific performance-based vesting criteria determined by the Plan Administrator, in its sole discretion, have been satisfied. The performance goals to be achieved during any performance period, the length of any performance period, the amount of any PSUs granted, the effect of termination of a participant's service and the amount of any payment or transfer to be made pursuant to any PSU will be determined by the Equity Incentive Plan Administrator and by the other terms and conditions of any PSU, all as set forth in the applicable award agreement. The Plan Administrator may, from time to time, subject to the provisions of the Equity Incentive Plan and such other terms and conditions as the Equity Incentive Plan Administrator may prescribe, grant PSUs to any participant in respect of a bonus or similar payment in respect of services rendered by the applicable participant in a taxation year (the "**PSU Service Year**").

The Plan Administrator shall have the authority to determine any vesting terms applicable to the grant of PSUs. Upon settlement, holders will redeem each vested PSU for the following at the election of such holder but subject to the approval of the Plan Administrator: (a) one fully paid and non-assessable Common Share in respect of each vested PSU, (b) a cash payment, or (c) a combination of Common Shares and cash. Any such cash payments made by the Company to a participant shall be calculated by multiplying the number of PSUs to be redeemed for cash by the Market Price per Common Share as at the settlement date. Subject to the provisions of the Equity Incentive Plan and except as otherwise provided in an award agreement, no settlement date for any PSU shall occur, and no Common Share shall be issued or cash payment shall be made in respect of any PSU any later than the final business day of the third calendar year following the applicable PSU Service Year.

Deferred Share Units

A DSU is a unit equivalent in value to a Common Share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive one Common Share (or, at the election of the holder and subject to the approval of the Plan Administrator, the cash value thereof) for each DSU on a future date. The Board may fix from time to time a portion of the total compensation (including annual retainer) paid by the Company to a director in a calendar year for service on the Board (the "**Director Fees**") that are to be payable in the form of DSUs. In addition, each director is given, subject to the provisions of the Equity Incentive Plan, the right to elect to receive a portion of the cash Director Fees owing to them in the form of DSUs.

Except as otherwise determined by the Plan Administrator or as set forth in the particular award agreement, DSUs shall vest immediately upon grant. The number of DSUs (including fractional DSUs) granted at any particular time will be calculated by dividing (a) the amount of Director Fees that are to be paid in DSUs, as determined by the Plan Administrator, by (b) the Market Price of a Common Share on the date of grant. Upon settlement, holders will redeem each vested DSU for: (a) one fully paid and non-assessable Common Share issued from treasury in respect of each vested DSU, or (b) at the election of the holder and subject to the approval of the Plan Administrator, a cash payment on the date of settlement. Any cash payments made

under the Equity Incentive Plan by the Company to a participant in respect of DSUs to be redeemed for cash shall be calculated by multiplying the number of DSUs to be redeemed for cash by the Market Price per Share as at the settlement date.

Dividend Equivalents

Except as otherwise determined by the Plan Administrator or as set forth in the particular award agreement, RSUs, PSUs and DSUs shall be credited with dividend equivalents in the form of additional RSUs, PSUs and DSUs, as applicable, as of each dividend payment date in respect of which normal cash dividends are paid on Common Shares. Dividend equivalents shall vest in proportion to, and settle in the same manner as, the awards to which they relate. Such dividend equivalents shall be computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Common Share by the number of RSUs, PSUs and DSUs, as applicable, held by the participant on the record date for the payment of such dividend, by (b) the Market Price at the close of the first business day immediately following the dividend record date, with fractions computed to three decimal places.

Black-out Periods

In the event an award expires, at a time when a scheduled blackout is in place or an undisclosed material change or material fact in the affairs of the Company exists, the expiry of such award will be the date that is 10 business days after which such scheduled blackout terminates or there is no longer such undisclosed material change or material fact.

Term

While the does not stipulate a specific term for awards granted thereunder, as discussed below, awards may not expire beyond 10 years from its date of grant, except where shareholder approval is received or where an expiry date would have fallen within a blackout period of the Company. All awards must vest and settle in accordance with the provisions of the Equity Incentive Plan and any applicable award agreement, which award agreement may include an expiry date for a specific award.

Termination of Employment or Services

The following table describes the impact of certain events upon the participants under the Equity Incentive Plan, including termination for cause, resignation, termination without cause, disability, death or retirement, subject, in each case, to the terms of a participant's applicable employment agreement, award agreement or other written agreement:

Event	Provisions
Termination for Cause/Resignation	Any Option or other award held by the participant that has not been exercised, surrendered or settled as of the Termination Date (as defined in the Plan) shall be immediately forfeited and cancelled as of the Termination Date.

Termination without Cause	A portion of any unvested Options or other awards shall be immediately forfeited and cancelled as of the Termination Date. Any vested Options may be exercised by the participant at any time during the period that terminates on the earlier of: (A) the expiry date of such Option; and (B) the date that is 90 days after the Termination Date. If an Option remains unexercised upon the earlier of (A) or (B), the Option shall be immediately forfeited and cancelled for no consideration upon the termination of such period. In the case of a vested award other than an Option, such award will be settled within 90 days after the Termination Date.
Disability	Any award held by the participant that has not vested as of the date of such participant's Termination Date shall be immediately forfeited and cancelled as of the Termination Date. Any vested Option may be exercised by the participant at any time until the expiry date of such Option. Any vested award other than an Option will be settled within 90 days after the Termination Date.
Death	Any award that is held by the participant that has not vested as of the date of the death of such participant shall be immediately forfeited and cancelled as of the Termination Date. Any vested Option may be exercised by the participant's beneficiary or legal representative (as applicable) at any time during the period that terminates on the earlier of: (a) the expiry date of such Option, and (b) the first anniversary of the date of the death of such participant. If an Option remains unexercised upon the earlier of (A) or (B), the Option shall be immediately forfeited and cancelled for no consideration upon the termination of such period. In the case of a vested award other than an Option, such award will be settled with the participant's beneficiary or legal representative (as applicable) within 90 days after the date of the participant's death.
Retirement	Any (i) outstanding award that vests or becomes exercisable based solely on the participant remaining in the service of the Company or its subsidiary will become 100% vested, and (ii) outstanding award that vests based on the achievement of Performance Goals (as defined in the Plan) that has not previously become vested shall continue to be eligible to vest based upon the actual achievement of such Performance Goals. Any vested Option may be exercised by the participant at any time during the period that terminates on the earlier of: (A) the expiry date of such Option; and (B) the third anniversary of the participant's date of retirement. If an Option remains unexercised upon the earlier of (A) or (B), the Option shall be immediately forfeited and cancelled for no consideration upon the termination of such period. In the case of a vested award other than an Option that is described in (i), such award will be settled within 90 days after the participant's retirement. In the case of a vested award other than an Option that is described in (ii), such award will be settled at the same time the award would otherwise have been settled had the participant remained in active service with the Company or its subsidiary. Notwithstanding the foregoing, if, following his or her retirement, the participant commences (the " Commencement Date ") employment, consulting or acting as a director of the Company or any of its subsidiaries (or in an analogous capacity) or otherwise as a service provider to any person that carries on or proposes to carry on a business competitive with the Company or any of its subsidiaries, any Option or other award held by the participant that has not been exercised or settled as of the Commencement Date shall be immediately forfeited and cancelled as of the Commencement Date.

Change in Control

Unless otherwise determined by the Plan Administrator, if, as a result of a Change in Control, the Common Shares will cease trading on the Canadian Securities Exchange, the Company may terminate all of the awards, other than an Option held by a participant that is a resident of Canada for the purposes of the *Income Tax Act* (Canada), granted under the Equity Incentive Plan at the time of and subject to the completion of the Change in Control transaction by paying to each holder at or within a reasonable period of time following completion of such Change in

Control transaction an amount for each Award equal to the fair market value of the Award held by such participant as determined by the Plan Administrator, acting reasonably, provided that any vested awards granted to U.S. Taxpayers (as defined in the Long Term Incentive Plan) will be settled within 90 days of the Change in Control.

Subject to certain exceptions, a "Change in Control" includes (a) any transaction pursuant to which a person or group acquires more than 50% of the outstanding Common Shares, (b) the sale of all or substantially all of the Company's assets, (c) the dissolution or liquidation of the Company, (d) the acquisition of the Company via consolidation, merger, exchange of securities, purchase of assets, amalgamation, statutory arrangement or otherwise, (e) individuals who comprise the Board at the last annual meeting of shareholders (the "**Incumbent Board**") cease to constitute at least a majority of the Board, unless the election, or nomination for election by the shareholders, of any new director was approved by a vote of at least a majority of the Incumbent Board, in which case such new director shall be considered as a member of the Incumbent Board, or (f) any other event which the Board determines to constitute a change in control of the Company.

Non-Transferability of Awards

Except as permitted by the Plan Administrator and to the extent that certain rights may pass to a beneficiary or legal representative upon death of a participant, by will or as required by law, no assignment or transfer of awards, whether voluntary, involuntary, by operation of law or otherwise, vests any interest or right in such awards whatsoever in any assignee or transferee and immediately upon any assignment or transfer, or any attempt to make the same, such awards will terminate and be of no further force or effect. To the extent that certain rights to exercise any portion of an outstanding award pass to a beneficiary or legal representative upon the death of a participant, the period in which such award can be exercised by such beneficiary or legal representative shall not exceed one year from the participant's death.

Amendments to the Equity Incentive Plan

The Plan Administrator may also from time to time, without notice and without approval of the holders of voting Common Shares, amend, modify, change, suspend or terminate the Equity Incentive Plan or any awards granted pursuant thereto as it, in its discretion, determines appropriate, provided that (a) no such amendment, modification, change, suspension or termination of the Equity Incentive Plan or any award granted pursuant thereto may materially impair any rights of a participant or materially increase any obligations of a participant under the Equity Incentive Plan without the consent of such participant, unless the Plan Administrator determines such adjustment is required or desirable in order to comply with any applicable securities laws or stock exchange requirements, and (b) any amendment that would cause an award held by a U.S. Taxpayer to be subject to the income inclusion under Section 409A of the United States Internal Revenue Code, as amended, shall be null and void ab initio.

Notwithstanding the above, and subject to the rules of any applicable stock exchange, the approval of Shareholders is required to effect any of the following amendments to the Equity Incentive Plan:

- (e) increasing the number of Common Shares reserved for issuance under the Equity Incentive Plan, except pursuant to the provisions in the Equity Incentive Plan which permit the Plan Administrator to make equitable adjustments in the event of transactions affecting the Company or its capital;

- (f) reducing the exercise price of an option award except pursuant to the provisions in the Equity Incentive Plan which permit the Plan Administrator to make equitable adjustments in the event of transactions affecting the Company or its capital;
- (g) extending the term of an Option award beyond the original expiry date (except where an expiry date would have fallen within a blackout period applicable to the participant or within 10 business days following the expiry of such a blackout period);
- (h) permitting an Option award to be exercisable beyond 10 years from its date of grant (except where an expiry date would have fallen within a blackout period);
- (i) changing the eligible participants; and
- (j) deleting or otherwise limiting the amendments that require approval of the shareholders.

Except for the items listed above, amendments to the Equity Incentive Plan will not require shareholder approval. Such amendments include (but are not limited to): (a) amending the general vesting provisions of an award, (b) amending the provisions for early termination of awards in connection with a termination of employment or service, (c) adding covenants of the Company for the protection of the participants, (d) amendments that are desirable as a result of changes in law in any jurisdiction where a participant resides, and (e) curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error.

Anti-Hedging Policy

Participants are restricted from purchasing financial instruments such as prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of awards granted to them.

A copy the Equity Incentive Plan is attached as Schedule H to this Listing Statement and filed on [SEDAR](#) on January 27, 2023.

Employment, Consulting and Management Agreements

The Company does not have any employment, consulting or management agreements or arrangements with any other of the Company's current NEOs or directors.

Management functions of the Company are not, to any substantial degree, performed other than by directors or NEOs of the Company.

Oversight and Description of Director and NEO Compensation

Compensation of Directors

Compensation of directors of the Company is reviewed annually and determined by the Board. The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources. In the Board's view, there is, and has been, no need for the Company to design or implement a formal compensation program for directors.

While the Board considers Option grants to directors under the Equity Incentive Plan from time to time, the Board does not employ a prescribed methodology when determining the grant or allocation of Options. Other than the Equity Incentive Plan, as discussed above, the Company does not offer any long-term incentive plans, share compensation plans or any other such benefit programs for directors.

Compensation of NEOs

Compensation of NEOs is reviewed annually and determined by the Board. The level of compensation for NEOs is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources. In the Board's view, there is, and has been, no need for the Company to design or implement a formal compensation program for NEOs.

Elements of NEO Compensation

Salary

The Company's CEO and CFO receive consulting/management fees pursuant to the terms of the Management Agreements. The Board reviews salaries annually to ensure that they reflect each respective NEO's performance and experience in fulfilling his/her role. Due to the relatively small size of the Company, limited cash resources, and the early stage and scope of the Company's operations, NEOs receive limited salaries relative to industry standards. The Board does not currently have any plan in place to materially increase NEOs' salaries.

See "*Executive Compensation – Employment, Consulting and Management Agreements*" for more details.

Equity Incentive Plan

The Company provides an Equity Incentive Plan to motivate NEOs by providing them with the opportunity, through Options, to acquire an interest in the Company and benefit from the Company's growth. The Board does not employ a prescribed methodology when determining the grant or allocation of Options to NEOs. Other than the Equity Incentive Plan, the Company does not offer any long-term incentive plans, share compensation plans, retirement plans, pension plans, or any other such benefit programs for NEOs.

Retirement, Pension or Similar Benefit Plans

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at the date of this Listing Statement.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of financial year ended April 30, 2022:

Plan Category	No. of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	No. of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)⁽¹⁾
Equity compensation plans approved by security holders	Nil	Nil	1,846,094
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total:	Nil	Nil	1,846,094

⁽¹⁾ Calculated on a post-Consolidation basis, based on 18,460,949 Common Shares issued and outstanding as at April 30, 2022.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

16.1 Aggregate Indebtedness

As at the date of this Listing Statement, no directors, executive officers or employees, and no former directors, executive officers or employees, are indebted to the Company as at the date of this Listing Statement or were indebted to the Company since the beginning of the most recently completed financial year of the Company.

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

No directors or executive officers of the Company, or Associates of such directors or executive officers, are indebted to the Company as at the date of this Listing Statement or were indebted to the Company since the beginning of the most recently completed financial year of the Company, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

17. RISK FACTORS

An investment in the Common Shares is considered to be speculative due to the nature of the Company's business and the present stage of its development. The following risk factors, as well as risks not currently known to the Company could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from estimates described in forward-looking statements relating to the Company. A prospective investor should carefully consider the risk factors set out below.

A purchase of any of the securities of the Company involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Company should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss

of their investment. Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the Company's securities prior to purchasing any of the securities.

The Company is in the business of mineral exploration, which is a highly speculative endeavor.

The following is a summary of risks and uncertainties that management believes to be material to the Company's business and therefore the value of the Common Shares. It is possible that other risks and uncertainties that affect the business of the Company will arise or become material from time to time.

Risks Related to the Business of the Company

Insufficient Capital

The Company does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Company will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Company will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Company's interests in its Rhodes Marsh Project, as applicable. The Company's unallocated working capital may not suffice to fund its business goals and objects as stated elsewhere in the Listing Statement. See "Narrative Description of Business – General – Business Objectives and Milestones" for more information.

Limited Operating History

The Company is an early stage company and its mineral properties are exploration stage properties. As such, the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. Accordingly, the current state of the Rhodes Marsh Project, requires significant additional expenditures before any cash flow may be generated. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business.

Lack of Operating Cash Flow

The Company currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Company sustains losses over an extended period of time, it may be unable to continue its business. Further exploration and development of the Rhodes Marsh Project, will require the commitment of substantial financial resources. It may be several years before the Company may generate any revenues from operations, if at all. There can be no assurance that the Company will realize revenue or achieve profitability.

Resale of Common Shares

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

Exploration of Mineral Property Interests

Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The discovery of mineral deposits is dependent upon a number of factors. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general such as metal prices and government regulations, including environmental protection. Most of these factors are beyond the control of the Company. In addition, because of these risks, there is no certainty that the expenditures to be made by the Company on the exploration of its various mineral properties as described herein will result in the discovery of commercial quantities of ore. The Company has no history of operating earnings and the likelihood of success must be considered in light of problems, expenses, etc. which may be encountered in establishing a business.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. Most of the above factors are beyond the Company's control.

Exploration, Development and Production Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company's resource base.

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. In addition, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access of properties in which the Company has an interest will have an adverse effect on profitability as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which the Company's properties will be located, often in poor climate conditions.

The long-term commercial success of the Company depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Mineral Resources and Reserves

Because the Company has not defined or delineated any proven or probable reserves on any of its properties, mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Unless otherwise indicated, mineralization figures presented in this Listing Statement are based upon estimates made by the Company, personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis which may prove to be unreliable. There can be no assurance that these estimates will be accurate; resource or other mineralization figures will be accurate; or such mineralization could be mined or processed profitably.

Obtaining and Renewing Licenses and Permits

The Company's operations, development projects and exploration activities are subject to receiving and maintaining licenses, permits and approvals, including regulatory relief or amendments, from appropriate governmental authorities. Before any development on any of its properties, the Company must receive numerous permits, and continued operations at the Company's properties, including the Marsh Rhodes Project, is also dependent on maintaining, complying with and renewing required permits or obtaining additional permits.

The Company may be unable to obtain on a timely basis or maintain in the future all necessary permits required to explore and develop its properties, commence construction or operation of

facilities and properties or maintain continued operations. Delays may occur in connection with obtaining necessary renewals of permits for The Company's existing operations and activities, additional permits for existing or future operations or activities, or additional permits associated with new legislation. It is possible that previously issued permits may become suspended or revoked for a variety of reasons, including through government or court action.

No Assurances

There is no assurance that economic mineral deposits will ever be discovered, or if discovered, subsequently put into production. Most exploration activities do not result in the discovery of commercially mineable deposits. Mining exploration is highly speculative in nature, involves many risks and frequently is not productive. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any anticipated level of recovery of mineral reserves will be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. There can be no assurance that the Company's exploration efforts at the Rhodes Marsh Project, will be successful.

Title Risks

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Surveys have not been carried out on any of the Company's mineral properties, therefore, in accordance with the laws of the jurisdiction in which such properties are situated; their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Company can give no assurance as to the validity of title of the Company to those lands or the size of such mineral lands.

Uninsurable Risks

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

Additional Funding Requirements

The exploration and development of the Rhodes Marsh Project will require substantial additional capital. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be

dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets, the Company's operating history, the location of its mineral properties, the price of commodities and/or the loss of key management personnel.

Dilution

Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into Common Shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Company may issue additional Common Shares from time to time pursuant to Common Share purchase warrants and the options to purchase Common Shares issued from time to time by the Board. The issuance of these Common Shares could result in dilution to holders of Common Shares.

Environmental Risks

All phases of mineral exploration and development businesses present environmental risks and hazards and are subject to environmental regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances used and or produced in association with natural resource exploration and production operations. The legislation also requires that facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures, and a breach may result in the imposition of fines and penalties, some of which may be material.

Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of pollutants into the air, soil or water may give rise to liabilities to foreign governments and third parties and may require the Company to incur costs to remedy such discharge. No assurance can be given that the application of environmental laws to the business and operations of the Company will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Company's financial condition, results of operations or prospects.

Regulatory Requirements

Even if the Rhodes Marsh Project is proven to host economic reserves of precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of such mineral properties, environmental legislation and mine safety.

Volatility of Mineral Prices

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices. In addition, currency fluctuations may affect the cash flow which the Company may realize from its operations, since most mineral commodities are sold in a world market in US dollars.

Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration on the Rhodes Marsh Project. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development will be commenced or completed on a timely basis on the Rhodes Marsh Project, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operations.

Risks Associated with Acquisitions

If appropriate opportunities present themselves, the Company may acquire mineral claims, material interests in other mineral claims, and companies that the Company believes are strategic. The Company currently has no understandings, commitments or agreements with respect to any other material acquisition and no other material acquisition is currently being pursued. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired Company or mineral claims into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company's business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations and financial condition.

Executive Employee Recruitment and Retention

The success of the Company will be dependent upon the performance of its management and key employees. The loss of any key executive or manager of the Company may have an adverse effect on the future of the Company's business. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial and administrative personnel as well as additional operations staff. There is no assurance that it will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be

impaired, which could have an adverse impact on its future cash flows, earnings, results of operations and financial condition.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the mineral exploration sector, were impacted by these market conditions. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets, a lack of market liquidity, natural disasters, public health crisis (such as the ongoing dispute between the sovereign state of the Ukraine and Russia) and other events outside of the Company's control. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's operations. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and our overall liquidity, the volatility of mineral prices would impact the Company's prospects, volatile energy, commodity and consumables prices and currency exchange rates would impact costs and the devaluation and volatility of global stock markets would impact the valuation of its equity and other securities. These factors could have a material adverse effect on the Company's financial condition and results of operations.

In recent years, the securities markets in Canada, as well as in other countries around the world, 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 that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in developing assets, adding additional resources, establishing feasibility of deposits or creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the Common Shares might not develop or be sustained. If an active public market for the Common Shares does not develop or continue, the liquidity of a shareholder's investment may be limited and the price of the Common Shares may decline.

Force Majeure

The Rhodes Marsh Project now or in the future may be adversely affected by risks outside the control of the Company, including the price of gold on world markets, labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions, including those related to the evolving COVID-19 pandemic.

Competition

All aspects of the Company's business will be subject to competition from other parties. Many of the Company's competitors for the acquisition, exploration, production and development of mineral properties, and for capital to finance such activities, will include companies that have greater financial and personnel resources available to them than the Company. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Dividends

To date, the Company has not paid any dividends on their outstanding shares. Any decision to pay dividends on the shares of the Company will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions.

Reporting Issuer Status

As a reporting issuer, the Company will be subject to reporting requirements under applicable securities law and stock exchange policies. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing systems and resources. Among other things, the Company will be required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations.

The Company may need to hire additional employees to comply with these requirements in the future, which would increase its costs and expenses.

Management of the Company expects that being a reporting issuer will make it more expensive to maintain director and officer liability insurance. This factor could also make it more difficult for the Company to retain qualified directors and executive officers.

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to the circumstances by each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisors prior to subscribing for Common Shares.

18. PROMOTER CONSIDERATION

Steve Mynott may be considered to be the promoter of the Company as he is primarily responsible for organizing and managing the business of the Company following the Closing. Mr. Mynott does not legally or beneficially own any of the issued and outstanding Common Shares, and is not expected to receive, anything of value, including money, property, contracts,

options or rights of any kind, directly or indirectly, from the Company in his capacity as the promoter of the Company and the Company has not received, nor is expected to receive, any assets, services or other consideration in return.

Mr. Mynott is not, as at the date of this Listing Statement, nor has been, within ten years before the date hereof:

- (i) a director, CEO or CFO of any Person that was subject to an order that was issued:
 - (a) while he was acting in the capacity as director, CEO or CFO, or
 - (b) after he ceased to be a director, CEO or CFO and which resulted from an event that occurred while he was acting in the capacity as director, CEO or CFO;
- (ii) a director or executive officer of any Person that, while he was acting in that capacity, or within a year of him ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (iii) 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 his assets;
- (iv) subject to any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement with a provincial and territorial securities regulatory authority; or
- (v) subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

19. LEGAL PROCEEDINGS

In the normal course of business, the Company may be subject to lawsuits, claims, regulatory proceedings, and litigation for amounts not covered by liability insurance. These proceedings could result in significant costs. As of the date of this Listing Statement, to the Company's knowledge, no material claims or litigation have been brought against the Company.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or executive officer of the Company, no security holder disclosed in this Listing Statement as a principal securityholder, and no Associate or Affiliate of any of them, has or has had any material interest, direct or indirect, in any transaction in the three years preceding the date of the Listing Statement or in any proposed transaction that has materially affected or will materially affect the Company.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

21.1 Auditors

The Company's auditor is Charlton & Company, Chartered Professional Accountants, at its office at Suite 630 – 1111 Melville Street, Vancouver, British Columbia, V6E 3V6.

21.2 Transfer Agent and Registrar

Endeavor Trust Corporation, at its office located at Suite 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, is the transfer agent and registrar for the Common Shares.

22. MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company since January 29, 2021 to the date hereof which are currently in effect and considered to be currently material:

1. Letter of Intent dated January 24, 2022 between the Company and Iron Forge. See *"Narrative Description of Business – General"* for a description of the Letter of Intent;
2. Share Exchange Agreement dated April 8, 2022, as amended, among the Company, Iron Forge and the Target Vendors. See *"Narrative Description of Business – General"* for a description of the Share Exchange Agreement;
3. Equity Incentive Plan adopted by the Board on November 22, 2022. See *"Options to Purchase Securities"* for a description of the Equity Incentive Plan; and
4. Escrow Agreement dated January 29, 2023 among the Company, Endeavor Trust Corporation and certain insiders of Alchemist. See *"Escrowed Securities and Pooling Agreements"* for a description of the Escrow Agreement.

Copies of these agreements may be inspected without charge during regular business hours at the offices of the Company.

23. INTEREST OF 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 Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Company or of an Associate or Affiliate of the Company and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or

of an Associate or Affiliate of the Company and no such person is a promoter of the Company or an Associate or Affiliate of the Company. Charlton & Company, Chartered Professional Accountants is independent of the Company in accordance with the rules of professional conduct of the Chartered Professional Accountants of British Columbia.

24. OTHER MATERIAL FACTS

Other than as set out elsewhere in this Listing Statement, there are no other material facts about the Company and its securities which are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Company and its respective securities.

25. FINANCIAL STATEMENTS

The audited financial statements of the Company, with the accompanying notes, for the fiscal years ended April 30, 2022, April 30, 2021, and April 30, 2020 and the six month interim financial statements for the period ended October 31, 2022 are attached hereto as Schedule B.

The audited financial statements of Iron Forge, with the accompanying notes, for the period from incorporation on August 23, 2021 to February 28, 2022, and the six month interim financial statements for the period ended August 31, 2022 are attached hereto as Schedule D.

The pro forma financial statements for the six month interim period ended October 31, 2022 are attached as Schedule F to this Listing Statement.

SCHEDULE A

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Alchemist Mining Incorporated, hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to Alchemist Mining Incorporated. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, BC, this 29th day of January, 2023.

"Eric Boehnke"

Name: Eric Boehnke

Title: Chief Executive Officer and Director

"Jennie Choboter"

Name: Jennie Choboter

Title: Chief Financial Officer and Director

"James Carter"

Name: James Carter

Title: Director

SCHEDULE B
FINANCIAL STATEMENTS OF ALCHEMIST

[See Attached]

ALCHEMIST MINING INC.

Condensed Consolidated Interim Financial Statements

Six Months Ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

Notice to the Reader

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company for the six months ended October 31, 2022 have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

December 28, 2022

ALCHEMIST MINING INC.
Condensed Consolidated Interim Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	Notes	October 31, 2022 (unaudited)	April 30, 2022 (Audited)
Assets			
Current			
Cash		\$ 140,493	\$ 352,085
Receivables		6,890	60,737
		147,383	412,822
Total assets			
		\$ 147,383	\$ 412,822
Liabilities			
Current			
Accounts payable and accrued liabilities	7	\$ 139,422	\$ 118,968
Convertible debt	9	-	94,063
Shareholder loans	7	-	222
		139,422	213,253
Total liabilities			
		139,422	213,253
Shareholders' equity			
Share capital	6	6,349,977	6,155,365
Reserves	6	27,600	27,600
Deficit		(6,369,616)	(5,983,396)
Total shareholders' equity			
		7,961	199,569
Total liabilities and shareholders' equity			
		\$ 147,383	\$ 412,822

Nature of operations (note 1)

Going concern (note 2)

Approved on behalf of the Board by:

"Eric Boehnke"
Director

"James Carter"
Director

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

ALCHEMIST MINING INC.**Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
Six Months Ended October 31, 2022 and 2021
(Unaudited - Expressed in Canadian Dollars)**

	Three Months Ended		Nine Months Ended	
	October 31,	October 31,	October 31,	October 31,
	2022	2021	2022	2021
Expenses				
Accounting, legal and audit (note 10)	\$ 35,076	\$ 21,428	\$ 66,605	\$ 28,505
Consulting fees (note 10)	32,600	73,500	38,881	177,000
Depreciation	-	42	-	84
Exploration costs	49,694	-	149,632	-
Filing fees and shareholder information	9,586	6,814	10,850	10,923
Interest expense (note 11)	-	2,205	-	3,140
Office and general	18,841	1,316	18,949	1,671
Travel Expenses	-	10,716	-	13,112
	(145,797)	(116,021)	(284,917)	(234,435)
Foreign exchange loss	-	-	(976)	-
Loss on settlement of convertible debt	-	-	(100,549)	(234,435)
Write-off of shareholder loan	-	-	222	-
Write-off of shareholder loan				
the Period	\$ 145,797	\$ (116,021)	\$ 386,220	\$ (234,435)
Basic and Diluted Loss Per Share	\$ (0.01)	\$ (0.03)	\$ (0.02)	\$ (0.06)
Weighted Average Number of Common Shares Outstanding – Basic and Diluted	19,109,655	3,830,536	18,835,757	3,830,536

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

ALCHEMIST MINING INC.**Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency)**
(Unaudited - Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Reserves	Share subscriptions	Deficit	Total
Balance, April 30, 2021	3,830,536	\$ 4,536,579	\$ 27,600	\$ -	\$ (4,948,190)	\$ (384,011)
Share subscriptions received	-	-	-	105,000	-	105,000
Loss for the period	-	-	-	-	(234,435)	(234,423)
Balance, October 31, 2021	3,830,536	\$ 4,536,579	\$ 27,600	\$ 105,000	\$ (5,182,625)	\$ (513,446)
Balance, April 30, 2022	18,460,949	\$ 6,155,365	\$ 27,600	\$ -	\$ (5,983,396)	\$ 199,569
Shares issued for debt	648,706	194,612	-	-	-	194,612
Loss for the period	-	-	-	-	(386,220)	(386,220)
Balance, October 31, 2022	19,109,655	\$ 6,349,977	\$ 27,600	\$ -	\$ (6,369,616)	\$ 7,961

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

ALCHEMIST MINING INC.**Condensed Consolidated Interim Statements of Cash Flows****Six Months Ended October 31, 2022 and 2021****(Unaudited - Expressed in Canadian Dollars)**

	2022	2021
Operating Activities		
Loss for the period	\$ (386,220)	\$ (234,435)
Items not involving cash		
Depreciation	-	84
Loss on settlement of convertible debt	100,549	-
Write-off of shareholder loan	(222)	-
Changes in non-cash working capital items:		
Accounts receivable	53,847	(27,308)
Prepaid expenses	-	77
Accounts payable and accrued liabilities	20,454	(31,821)
Cash Used in Operating Activities	(211,592)	(293,403)
Financing Activities		
Proceed from loan	-	187,500
Repayment of shareholder loans	-	(10,958)
Share subscriptions received	-	105,000
Cash Provided by Financing Activities	-	281,542
Change in Cash in the Period	(211,592)	(11,861)
Cash, Beginning of Period	352,085	15,502
Cash, End of Period	\$ 140,493	\$ 3,641

Supplemental cash flow information (note 12)

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

ALCHEMIST MINING INC.
Notes to the Condensed Consolidated Interim Financial Statements
Six Months Ended October 31, 2022 and 2021
(Expressed in Canadian Dollars, unless otherwise stated)

1. NATURE OF OPERATIONS

Alchemist Mining Inc. (the "Company") was incorporated as NY85 Capital Inc. under the *Business Corporations Act* on October 22, 2010 in the province of British Columbia. On October 1, 2012, the shareholders of the Company approved the name change from NY85 Capital Inc. to Alchemist Mining Inc. at the Annual General and Special Meeting of the Company. On August 20, 2014, the Company de-listed from the TSX Venture Exchange and commenced trading on the Canadian Securities Exchange ("CSE"). The common shares of the Company are listed for trading on the CSE under the symbol AMS.X. The Company has been operating in a single business segment focusing on mineral exploration in Canada.

All issued and outstanding shares and warrants in these condensed consolidated interim financial statements have been updated to reflect the Company's consolidation on the basis of 20 pre-consolidated common shares to 1 post-consolidated common share (Note 6).

2. GOING CONCERN

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

For the six months ended October 31, 2022, the Company incurred a net loss of \$386,220, (2021 – \$234,435), and as at October 31, 2022, has an accumulated deficit of \$6,369,616 (April 30, 2022 – \$5,983,396). At October 31, 2022, the Company has a working capital of \$7,961 (April 30, 2022 – \$199,569). The Company has limited resources, no sources of operating cash flows and no assurances that sufficient funding will be available to continue operations for an extended period of time. These circumstances indicate that a material uncertainty exists which may cast significant doubt on the Company's ability to continue as a going concern.

The application of the going concern concept is dependent upon the Company's ability to satisfy its liabilities as they become due and to obtain the necessary financing to complete the development of its technologies and the attainment of profitable operations. Management is actively engaged in seeking to raise the necessary capital to meet its funding requirements. There can be no assurance that management's plan will be successful. If the going concern assumption were not appropriate for these condensed consolidated financial statements, then adjustments may be necessary in the carrying values of assets and liabilities, the reported expenses and the consolidated statement of financial position classifications used. Such adjustments could be material.

On March 11, 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", was declared by the World Health Organization as a global pandemic. This has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

3. BASIS OF PRESENTATION

Approval of the consolidated financial statements

These condensed consolidated interim financial statements for the six months ended October 31, 2022 were reviewed by the Audit Committee and approved and authorized for issue on December 28, 2022 by the Board of Directors of the Company.

Statement of compliance

These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of preparation

These condensed consolidated financial interim statements are presented in Canadian dollars, which is also the Company's and its subsidiary's functional currency. These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities measured at fair value.

The Company uses the same accounting policies and methods of computation as in the audited annual financial statements for the year ended April 30, 2022.

Basis of consolidation

These condensed consolidated interim financial statements include the financial statements of the Company and its wholly owned, 100% controlled subsidiary, 1282112 BC Ltd., incorporated and located in British Columbia ("1282112"). Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All significant intercompany transactions and balances have been eliminated on consolidation.

Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, contingent assets, and contingent liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes may differ from these estimates.

Significant accounting judgments

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual technology development programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

3. BASIS OF PREPARATION (Continued)

Significant accounting estimates and assumptions

Deferred income tax

The Company recognizes a deferred tax asset to extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit against which deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized. In addition, changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The carrying values of these instruments approximate their fair values due to their short term to maturity.

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

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 assets or liabilities that are not based on observable market data.

The Company's financial instruments classified as Level 1 in the fair value hierarchy are cash and accounts payable and accrued liabilities. Their carrying values approximate the fair values due to short-term maturity of these instruments.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions.

ALCHEMIST MINING INC.
Notes to the Condensed Consolidated Interim Financial Statements
Six Months Ended October 31, 2022 and 2021
(Expressed in Canadian Dollars, unless otherwise stated)

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The contractual financial liabilities of the Company as of October 31, 2022 equal \$139,422 (April 30, 2022 - \$213,253). All of the liabilities presented as accounts payable are due within 90 days of October 31, 2022. The Company is seeking additional sources of capital through financing opportunities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

As at October 31, 2022 and 2021, the Company is not exposed to significant market risk.

5. EQUIPMENT

	Computer Equipment	Furniture and Fixtures	Total
Cost			
Balance, April 30, 2022 and October 31,	\$ 5,453	\$ 2,032	\$ 7,485
Accumulated depreciation			
Balance, April 30, 2021	\$ 5,368	\$ 1,811	\$ 7,179
Depreciation	85	221	306
Balance, April 30, 2022 and October 31,	\$ 5,453	\$ 2,032	\$ 7,485
Net Book Value			
April 30, 2022 and October 31, 2022	\$ -	\$ -	\$ -

6. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value.

6. SHARE CAPITAL (Continued)

Issued

For the six months ended October 31, 2022:

On June 9, 2022, the Company settled a convertible debt of \$94,062 by issuing 648,706 units. Each unit is comprised of one common share with a fair value of \$0.30 per share and one common share purchase warrant. Each warrant will entitle the holder thereof to acquire one share at a price of \$0.145 per warrant share and exercisable for 4 years (Note 9).

For the year ended April 30, 2022:

On November 19, 2021, the Company consolidated the Company's issued share capital on the basis of twenty (20) common shares for one (1) new common share of the Company.

On January 13, 2022, the Company issued an aggregate of 11,983,333 units at a price of \$0.075 per unit for aggregate gross proceeds of \$898,750 in a non-brokered private placement. Each unit is comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder thereof to acquire one share at a price of \$0.20 per warrant share and exercisable for 4 years.

On February 18, 2022, the Company settled \$299,650 of debt by issuing 2,497,080 common shares with a fair value of \$624,270. The Company recognized a loss on the settlement of debt of \$324,621 on the transaction.

On February 24, 2022, the Company issued an aggregate of 150,000 common shares at a price of \$0.70 per share for gross proceeds of \$105,000 in a non-brokered private placement.

Stock options

The Company has adopted a stock option plan pursuant to which the Board of Directors of the Company may, from time to time, in its discretion, and in accordance with the CSE requirements, grant to directors, officers, employees and consultants of the Company 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 at the time of grant and exercisable for a period of up to ten years from the date of grant. The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all consultants will not exceed 2% of the issued and outstanding common shares. Options may be exercised within 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, employment or 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.

During the six months ended October 31, 2022, and year ended April 30, 2022, the Company did not grant any stock options.

ALCHEMIST MINING INC.
Notes to the Condensed Consolidated Interim Financial Statements
Six Months Ended October 31, 2022 and 2021
(Expressed in Canadian Dollars, unless otherwise stated)

6. SHARE CAPITAL (Continued)

Warrants

The continuity of warrant transactions is summarized as follows:

	October 31, 2022		April 30, 2022	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Outstanding, beginning of period	11,983,333	\$ 0.20	92,000	\$ 1.50
Issued	648,706	0.145	11,983,333	0.20
Expired	-	-	(92,000)	(1.50)
Outstanding, end of period	12,632,039	\$ 0.20	11,983,333	\$ 0.20

As at October 31, 2022, the following share purchase warrants were issued and outstanding:

Expiry Date	Exercise Price \$	Warrants outstanding #
January 13, 2026	0.20	11,983,333
June 8, 2026	0.145	648,706
		12,632,039

As at October 31, 2022, the weighted average remaining life of the warrants is 3.20 years (April 30, 2022: 3.71 years).

7. RELATED PARTY TRANSACTIONS

Key management personnel compensation

The remuneration of the Company's directors and other members of key management, who have the authority and responsibility for planning, directing, and controlling the activities of the Company, consists of the following amounts.

The following table summarizes transactions with related parties during the six months ended October 31, 2022 and 2021:

	Six months ended	
	October 31, 2022	October 31, 2021
Consulting fees	\$ -	\$ 73,500
Accounting fees	10,000	1,500
	\$ 10,000	\$ 75,000

As at October 31, 2022, \$Nil (April 30, 2022 - \$13,025) of unpaid consulting and professional fees was included in accounts payable and accrued liabilities. The amounts are unsecured, non-interest bearing and due on demand.

ALCHEMIST MINING INC.
Notes to the Condensed Consolidated Interim Financial Statements
Six Months Ended October 31, 2022 and 2021
(Expressed in Canadian Dollars, unless otherwise stated)

7. RELATED PARTY TRANSACTIONS (continued)

Shareholder loans

		October 31, 2022	April 30, 2022
Opening balance	\$	222	\$ 11,253
Cash received		-	17,085
Cash paid for principal		-	(28,534)
Loss on debt settlement		-	491
Forgiveness of debt		(222)	(73)
Closing balance	\$	-	\$ 222

During the year ended April 30, 2022, the Company received working capital advances from related parties. The advances are unsecured, non-interest bearing and have no repayment terms. As at October 31, 2022, no amounts are outstanding.

8. LOANS PAYABLE

On June 7, 2021, the Company entered into a loan agreement with a non-arms length party. The principal of the loan received was \$100,000 and was non-interest bearing and unsecured with \$50,000 repayable on January 31, 2022 and \$50,000 repayable on March 4, 2022. During the year ended April 30, 2022, the Company repaid the full balance of \$100,000 in principal.

9. CONVERTIBLE DEBT

On June 23, 2021, the Company entered into a loan agreement with a non-arms length party. The principal of the loan received was \$87,500 and had a fixed annual interest rate of 10%. The loan is unsecured and was repayable within 30 days of the Company resuming trading. The loan is repayable in cash or through the issuance of 125,000 units. Each unit is to be comprised of one common share and one share purchase warrant. The warrants will have an exercise price of \$1.50 and will be exercisable for a period of two years from the date of issuance. The loan meets the criteria of a convertible debenture. As the debt was past due and recorded at its present value, \$nil was assigned to the equity component. As of April 30, 2022, the Company owed \$87,500 in principal and \$6,563 in interest expense.

During the six months ended October 31, 2022, the debt was re-assigned to an arm's length party and was settled through the issuance of 648,706 units. Each unit comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire one share at a price of \$0.145 per share and is exercisable for 4 years. On the date of issuance, the shares had a fair value of \$194,612. Accordingly, the Company recorded a loss of \$100,549 on settlement.

10. CAPITAL MANAGEMENT

The Company considers its capital to be comprised of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. Management reviews the capital structure on a regular basis to ensure that the above objectives are met. There have been no changes to the Company's approach to capital management during the period ended October 31, 2022. The Company is not subject to external restrictions on its capital.

11. DEFINITIVE AGREEMENTS

All Nations

During the year ended April 30, 2022, the Company filed its initial listing statement with the CSE. The listing statement disclosed amendments made to the APA on March 1, 2021 whereby the parties agreed to a 6.2% holdback on the shares (the "Holdback Shares") issued as consideration, payable under the event two of the leases (the "Holdback Leases") to be acquired by the Company if they are not successfully transferred to the Company on closing. Once the Holdback Leases are transferred to the Company, the Holdback Shares will be issued to All Nations.

The acquisition was to be an arm's length transaction and was expected to constitute a change of business of Alchemist under the CSE rules and policies. Completion of the acquisition was subject to receipt of necessary consents and approvals, including, without limitation: (i) approval of the CSE for the listing statement and the listing of the common shares of the resulting issuer; and (ii) approval of Alchemist's shareholders.

In August 2021, the Company terminated the Asset Purchase Agreement with All Nations.

Alinea

On September 16, 2021, the Company entered into a share exchange agreement with Alinea Cannabis Inc. ("Alinea"). The Company was to purchase all of the issued and outstanding shares of Alinea (3,680,000 Alinea common shares) from Alinea shareholders in exchange for an aggregate of 2,453,333 Company common shares.

On October 29, 2021, the Company terminated the Share Exchange Agreement with Alinea.

During the transaction, the Company advanced Alinea \$23,000 in order to pay for filing fees with Health Canada. The advancement was unsecured and had a 10% annual interest rate.

During the year ended April 30, 2022, the Company wrote off the advancement of \$23,000 which has been recorded in profit and loss and the advancement balance is \$nil (April 30, 2022: \$nil).

ALCHEMIST MINING INC.
Notes to the Condensed Consolidated Interim Financial Statements
Six Months Ended October 31, 2022 and 2021
(Expressed in Canadian Dollars, unless otherwise stated)

11. DEFINITIVE AGREEMENTS (Continued)

Iron Forge

On April 8, 2022, the Company entered into a share exchange agreement (the "Share Exchange Agreement") with Iron Forge Holdings (I) Inc. ("Iron Forge"), a private arm's-length British Columbia mineral exploration company, and the shareholders of Iron Forge, whereby the Company agreed to purchase all of the issued and outstanding shares from the Iron Forge shareholders in exchange for an aggregate of 7,500,000 common shares of the Company and 3,750,000 warrants with an exercise price of \$0.20 per common share exercisable for a period of two years after closing.

As of October 31, 2022, the transaction has not been completed.

12. SUPPLEMENTAL CASH FLOW INFORMATION

	October 31, 2022	October 31, 2021
Taxes paid	\$ -	\$ -
Interest paid	\$ -	\$ 3,140

Investing and financing activities that do not have a direct impact on cash flows are excluded from the statement of cash flows. During the six months ended October 31, 2022 and 2021, the Company recorded the following non-cash investing and financing transactions:

	October 31,	October 31,
Convertible debt settled on issuance of units (Note 9)	\$ 94,063	\$ -

ALCHEMIST MINING INC.

Consolidated Financial Statements

Years Ended April 30, 2022 and 2021

(Expressed in Canadian Dollars)

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charlton & company
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of:
Alchemist Mining Inc.

Opinion

We have audited the accompanying consolidated financial statements of Alchemist Mining Inc. (the "Company"), which comprise the consolidated statements of financial position as at April 30, 2022 and 2021 and the consolidated statements of loss and comprehensive loss, cash flows, and changes in shareholders' equity (deficiency) for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the consolidated financial statements, which indicates that the Company incurred a net loss of \$1,035,206 during the year ended April 30, 2022 and, as of that date, the Company's total deficit was \$5,983,396. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, 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.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

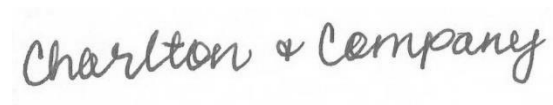
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Melyssa Charlton.

A handwritten signature in dark ink that reads "Charlton & Company". The signature is written in a cursive, flowing style.

CHARTERED PROFESSIONAL ACCOUNTANTS

August 29, 2022

ALCHEMIST MINING INC.
Consolidated Statements of Financial Position
As at April 30, 2022 and 2021
(Expressed in Canadian Dollars)

	Notes	2022	2021
Assets			
Current			
Cash		\$ 352,085	\$ 15,502
Amounts receivable		-	5,575
GST receivable		60,737	43,226
Prepaid expenses		-	142
		412,822	64,445
Equipment	6	-	306
Total assets		\$ 412,822	\$ 64,751
Liabilities			
Current			
Accounts payable and accrued liabilities	9	\$ 118,968	\$ 197,509
Convertible debt	11	94,063	-
Shareholder loans	9	222	11,253
		213,253	208,762
Long-term debt	9	-	240,000
Total liabilities		213,253	448,762
Shareholders' equity (deficiency)			
Share Capital	8	6,155,365	4,536,579
Reserves	8	27,600	27,600
Deficit		(5,983,396)	(4,948,190)
Total shareholders' equity (deficiency)		199,569	(384,011)
Total liabilities and shareholders' equity (deficiency)		\$ 412,822	\$ 64,751

Nature of operations (note 1)

Going concern (note 2)

Subsequent event (note 16)

Approved on behalf of the Board by:

"Eric Boehnke"
Director

"James Carter"
Director

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

ALCHEMIST MINING INC.
Consolidated Statements of Loss and Comprehensive Loss
Years Ended April 30, 2022 and 2021
(Expressed in Canadian Dollars)

	Notes	2022	2021
Expenses			
Accounting, legal and audit	9	\$ 117,461	\$ 62,272
Consulting	9	350,100	313,875
Depreciation	6	306	159
Exploration costs		34,719	-
Filing fees and shareholder information		22,742	56,417
Interest	10,11	6,563	1,515
Office and general		514	4,399
Travel and accommodation		13,112	4,500
		(545,517)	(443,137)
Foreign exchange loss		-	(19,885)
Forgiveness of debt	9	33,423	-
(Loss) Gain on shares issued for debt settlement	8	(500,112)	17,484
Write-off of advances	14	(23,000)	-
Write-off of deposit	7	-	(579,810)
Loss and Comprehensive Loss for the Year		\$ (1,035,206)	\$ (1,025,348)
Basic and Diluted Loss Per Share		\$ (0.13)	\$ (0.29)
Weighted Average Number of Common Shares			
Outstanding – Basic and Diluted		7,855,904	3,478,656

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

ALCHEMIST MINING INC.
Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)

				Reserves						
				Options	Warrants	Share subscriptions	Deficit	Total		
Number of Shares	Share capital									
Balance, April 30, 2020	\$ 2,945,595	\$ 3,908,821	\$ 146,260	\$ -	\$ 98,062	\$ (4,069,102)	\$ 84,041			
Exercise of warrants	5,375	6,062	-	-	(6,062)	-	-	-		
Expiry/cancellation of options and warrants	-	-	(146,260)	-	-	146,260	-	-		
Private placements	806,286	592,000	-	-	(92,000)	-	500,000			
Residual value of unit warrants	-	(27,600)	-	27,600	-	-	-	-		
Shares issued for debt	73,280	57,296	-	-	-	-	57,296			
Loss for the year	-	-	-	-	-	(1,025,348)	(1,025,348)			
Balance, April 30, 2021	3,830,536	4,536,579	-	27,600	-	(4,948,190)	(384,011)			
Private placements	12,133,333	1,003,750	-	-	-	-	1,003,750			
Share issue costs	-	(9,234)	-	-	-	-	(9,234)			
Shares issued for debt	2,497,080	624,270	-	-	-	-	624,270			
Loss for the year	-	-	-	-	-	(1,035,206)	(1,035,206)			
Balance, April 30, 2022	18,460,949	\$ 6,155,365	\$ -	\$ 27,600	\$ -	\$ (5,983,396)	\$ 199,569			

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

ALCHEMIST MINING INC.
Consolidated Statements of Cash Flows
Years Ended April 30, 2022 and 2021
(Expressed in Canadian Dollars)

		2022	2021
Operating Activities			
Loss for the year	Notes	\$ (1,035,206)	\$ (1,025,348)
Items not involving cash			
Depreciation		306	159
Interest expense		6,563	1,083
(Gain) loss on shares issued for debt settlement		500,112	(17,484)
Write-off of deposit		-	579,810
Foreign exchange loss		-	19,885
Forgiveness of debt		(33,423)	-
Write-off of advances		(23,000)	-
Changes in non-cash working capital items:			
Amounts receivable		(16,936)	(18,289)
Prepaid expenses		142	(142)
Accounts payable and accrued liabilities		(128,541)	8,830
Cash Used in Operating Activities		(729,983)	(451,496)
Investing Activities			
Advancement of funds to Alinea	14	23,000	-
Funds received from other receivable		5,000	-
Cash provided by investing activities		28,000	-
Financing Activities			
Proceeds from convertible debt	11	87,500	-
Proceeds from loan payable	10	100,000	-
Repayment of loan payable	10	(100,000)	(55,000)
Proceeds from shareholder loans		17,085	24,411
Repayment of shareholder loans	9	(28,534)	(22,121)
Issuance of common shares, net of share issue costs	8	994,515	500,000
Repayment of debt	9	(32,000)	-
Cash Provided by Financing Activities		1,038,566	447,290
Change in Cash in the year		336,583	(4,206)
Cash, Beginning of Year		15,502	19,708
Cash, End of Year		\$ 352,085	\$ 15,502

Supplemental cash flow information (note 15)

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

1. NATURE OF OPERATIONS

Alchemist Mining Inc. (the "Company") was incorporated as NY85 Capital Inc. under the *Business Corporations Act* on October 22, 2010 in the province of British Columbia. On October 1, 2012, the shareholders of the Company approved the name change from NY85 Capital Inc. to Alchemist Mining Inc. at the Annual General and Special Meeting of the Company. On August 20, 2014, the Company de-listed from the TSX Venture Exchange and commenced trading on the Canadian Securities Exchange ("CSE"). The common shares of the Company are listed for trading on the CSE under the symbol AMS.X. The Company has been operating in a single business segment focusing on mineral exploration in Canada.

All issued and outstanding shares, warrants and options have been updated to reflect Company's consolidation on the basis of 20 pre-consolidated common shares to 1 post-consolidated common share.

2. GOING CONCERN

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

For the year ended April 30, 2022 the Company incurred a net loss of \$1,035,206 (2021 - \$1,025,348), and as at April 30, 2022, has an accumulated deficit of \$5,983,396 (2021 - \$4,948,190). At April 30, 2022 the Company has a working capital of \$199,569 (2021 - (\$144,317)). The Company has limited resources, no sources of operating cash flows and no assurances that sufficient funding will be available to continue operations for an extended period of time. These circumstances indicate that a material uncertainty exists which may cast significant doubt on the Company's ability to continue as a going concern.

The application of the going concern concept is dependent upon the Company's ability to satisfy its liabilities as they become due and to obtain the necessary financing to complete the development of its technologies and the attainment of profitable operations. Management is actively engaged in seeking to raise the necessary capital to meet its funding requirements. There can be no assurance that management's plan will be successful. If the going concern assumption were not appropriate for these consolidated financial statements then adjustments may be necessary in the carrying values of assets and liabilities, the reported expenses and the consolidated statement of financial position classifications used. Such adjustments could be material.

On March 11, 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", was declared by the World Health Organization as a global pandemic. This has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

3. BASIS OF PRESENTATION

Approval of the consolidated financial statements

These consolidated financial statements for the year ended April 30, 2022 were reviewed by the Audit Committee and approved and authorized for issue on August 29, 2022 by the Board of Directors of the Company.

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of preparation

These consolidated financial statements are presented in Canadian dollars, which is also the Company's and its subsidiary's functional currency. These consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities measured at fair value.

Basis of consolidation

These consolidated financial statements include the financial statements of the Company and its wholly-owned, 100% controlled subsidiary, 1282112 BC Ltd, incorporated and located in British Columbia ("1282112"). Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All significant intercompany transactions and balances have been eliminated on consolidation.

4. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, contingent assets, and contingent liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes may differ from these estimates.

Significant accounting judgments

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual technology development programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Significant accounting estimates and assumptions

The carrying value of the deposit for the Green Rush asset and the recoverability of the carrying value

The application of the Company's accounting policy for the deposit for the Green Rush asset requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after payments are capitalized, information becomes available suggesting that the recovery of the payments are unlikely, the amount capitalized is written off in profit or loss in the period the new information becomes available. Management review estimates at least annually and are updated if expectations change as a result of technical obsolescence or legal and other limits to use.

During the year end April 30, 2021, the Company estimated the recoverability of the deposit to be \$nil, and an impairment charge was recorded to write-off the balance (Note 7).

Deferred income tax

The Company recognizes a deferred tax asset to extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit against which deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized. In addition, changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods.

Equipment

Recognition and measurement

On initial recognition, equipment is valued at cost, being the purchase price and directly attributable costs of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items.

Equipment is subsequently measured at cost less accumulated amortization, less any accumulated impairment losses.

Amortization

The amortization rates applicable to each category of equipment are as follows:

<u>Class of equipment</u>	<u>Amortization rate</u>
Computer equipment	55% declining-balance
Furniture and fixtures	20% declining-balance

One-half the normal amortization is taken in the year of acquisition.

The Company begins to depreciate an asset when it becomes available for use, which is when it is in the location and condition necessary for it being capable of operating in the manner intended by management.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equipment (Continued)

An item is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Financial instruments

Financial assets

(i) Recognition and measurement of financial assets

The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument.

(ii) Classification of financial assets

The Company classifies financial assets at initial recognition as financial assets: measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss.

Financial assets measured at amortized cost

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost:

- The Company's business model for the such financial assets, is to hold the assets in order to collect contractual cash flows.
- The contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss, if necessary.

Financial assets measured at fair value through other comprehensive income ("FVTOCI")

Elected investments in equity instruments measured at fair value through other comprehensive income is recognized initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included as "financial asset at fair value through other comprehensive income" in other comprehensive income.

Financial assets measured at fair value through profit or loss ("FVTPL")

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (continued)

Financial assets measured at fair value through profit or loss ("FVTPL") (Continued)

As at April 30, 2022, the Company's cash was measured as FVTPL and amounts receivable was measure at amortized cost.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition of financial assets

The Company derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the financial asset. Any interests in transferred financial assets that are created or retained by the Company are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in the consolidated statement of loss and comprehensive loss.

Financial Liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable. The Company's financial liabilities include accounts payable and accrued liabilities, loans payable, shareholder loans and long-term debt, which are all measured at amortized cost.

Convertible debt

Compound financial instruments issued by the Company comprise convertible debentures that can be converted to share capital at the option of the holder. If the number of shares to be issued is fixed and does not vary, the liability component of a compound financial instrument is recognized initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognized initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the consolidated statements of loss and comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates substantively enacted at year-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax assets and liabilities and the related deferred income tax expense or recovery are recognized for deferred tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Share-based payments

Under the Company's stock option plan, it may grant stock options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of share-based payments to employees is measured at grant date using the Black-Scholes option pricing model, and is recognized over the vesting period. Fair value of share-based payments for non-employees is recognized and measured at the date the goods or services are received based on the fair value of the goods or services received. If it is determined that the fair value of goods and services received cannot be reliably measured, the share-based payment is measured at the fair value of the equity instruments issued using the Black-Scholes option pricing model.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest, except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

For both employees and non-employees, the fair value of share-based payments is recognized as an expense with a corresponding increase in share-based payment reserves. The amount recognized as expense is adjusted to reflect the number of share options that actually vest. Consideration received on the exercise of stock options is recorded in share capital and the related share-based payment reserves is transferred to share capital.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loss per share

Basic loss per share is calculated by dividing the net loss for the year by the weighted average number of common shares outstanding during the year. Diluted loss per share is calculated using the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of share options, share purchase warrants and their equivalents would be used to repurchase common shares of the Company at the average market price during the year.

Existing share options and share purchase warrants have not been included in the computation of diluted loss per share as to do so would be anti-dilutive. Accordingly, basic and diluted loss per share is the same.

Share capital

Proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company. Share capital issued for non-monetary consideration is valued at the closing market price at the date of issuance. The proceeds from the issuance of units are allocated between common shares and warrants based on the residual value method. Under this method, the proceeds are allocated first to share capital based on the fair value of the common shares at the time the units are priced and any residual value is allocated to the warrants reserve. Consideration received for the exercise of options or warrants is recorded in share capital and the related residual value is transferred to share capital. For those options and warrants that expire, the recorded value is transferred to deficit.

Leases

The Company considers whether a contract is, or contains, a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

At lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the balance sheet. The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available. If the interest rate implicit in the lease is not readily available, the Company discounts using the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term. On the consolidated statement of financial position, right-of-use assets have been included under non-current assets and lease liabilities have been included under current and non-current liabilities.

As at April 30, 2022 and 2021, the Company did not have any leases.

Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at consolidated statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. The increase in the obligation due to the passage of time is recognized as finance expense. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Foreign exchange

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its subsidiary is the Canadian dollar. Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

Accounting standards issued but not yet effective

During the year ended April 30, 2022, there were no new IFRS or IAS accounting standards that became effective that had a material impact on the Company's consolidated financial statements. There are however a number of new standards and amendments to existing standards effective in future periods. The following may impact the reporting and disclosures of the Company:

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Accounting standards issued but not yet effective (Continued)

IAS 16 – Property, plant and equipment – Proceeds before intended use (“IAS 16”) has been amended to clarify the accounting for the net proceeds from selling any items produced while bringing an item of property, plant or equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The amendments prohibit a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognize such sales proceeds and related cost in profit or loss. These amendments are effective for periods beginning on or after January 1, 2022. The Company is currently assessing the impact of this amendment.

IAS 37–Provisions (“IAS 37”), has been amended to clarify (i) the meaning of “costs to fulfil a contract”, and (ii) that, before a separate provision for an onerous contract is established, an entity recognizes any impairment loss that has occurred on assets used in fulfilling the contract, rather than on assets dedicated to that contract. These amendments are effective for periods beginning on or after January 1, 2022. The Company is currently assessing the impact of this amendment.

IAS 1 –Presentation of Financial Statements (“IAS 1”), has been amended to clarify how to classify debt and other liabilities as either current or non-current. The amendment to IAS 1 is effective for the years beginning on or after January 1, 2023. The Company is currently assessing the impact of this amendment.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The carrying values of these instruments approximate their fair values due to their short term to maturity.

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

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 assets or liabilities that are not based on observable market data.

The Company’s financial instruments classified as Level 1 in the fair value hierarchy are cash and accounts payable and accrued liabilities. Their carrying values approximate the fair values due to short-term maturity of these instruments.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

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5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions. The Company has minimal credit risk on its amounts receivable at year end, as the balance relates to an overpayment made to legal counsel.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The contractual financial liabilities of the Company as of April 30, 2022 equal \$213,253 (2021 - \$448,762). All of the liabilities presented as accounts payable are due within 90 days of April 30, 2022. The Company is seeking additional sources of capital through financing opportunities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

As at April 30, 2022 and 2021, the Company is not exposed to significant market risk.

6. EQUIPMENT

	Computer Equipment	Furniture and Fixtures	Total
Cost			
Balance, April 30, 2020, 2021 and 2022	\$ 5,453	\$ 2,032	\$ 7,485
Accumulated depreciation			
Balance, April 30, 2020	\$ 5,265	\$ 1,755	\$ 7,020
Depreciation	103	56	159
Balance, April 30, 2021	5,368	1,811	7,179
Depreciation	85	221	306
Balance, April 30, 2022	\$ 5,453	\$ 2,032	\$ 7,485
Net Book Value			
April 30, 2021	\$ 85	\$ 221	\$ 306
April 30, 2022	\$ -	\$ -	\$ -

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7. DEPOSIT

On March 19, 2019, the Company entered into an asset purchase agreement ("Agreement") with Green Rush Consulting LLC ("Green Rush") whereby Green Rush has granted the Company the right to purchase 100% of Green Rush's right, title, and interest in and certain intellectual property rights relating to Green Rush's Oddysee Software Platform, a software-as-a-service platform focused on the automation for city and state cannabis license applications.

In accordance with the Agreement, the Company is required to make a series of payments totaling US\$3,750,000 ("Purchase Price") and issue 20,000,000 common shares of the Company ("Consideration Shares") to Green Rush.

As at April 30, 2021, the Company had paid \$579,810 (US\$453,895). This amount was recorded as a prepaid acquisition cost. The remainder of the purchase price of US\$3,296,105 was to be issued as a secured promissory note. The Company shall pay the remainder of the Purchase Price, issue the common shares and promissory note once the closing date is agreed upon between the Company and Green Rush.

During the year ended April 30, 2021, the Company wrote-off the full balance of the deposit of \$579,810, as it was not deemed to be recoverable.

8. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value.

Issued

For the year ended April 30, 2022:

On November 19, 2021 the Company consolidated the Company's issued share capital on the basis of twenty (20) common shares for one (1) new common share of the Company.

On January 13, 2022, the Company issued an aggregate of 11,983,333 units at a price of \$0.075 per unit for aggregate gross proceeds of \$898,750 in a non-brokered private placement. Each unit is comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder thereof to acquire one share at a price of \$0.20 per warrant share and exercisable for 3 years.

On February 18, 2022, the Company settled \$299,650 of debt by issuing 2,497,080 common shares with a fair value of \$624,270. The Company recognized a loss on the settlement of debt of \$324,621 on the transaction.

On February 24, 2022, the Company issued an aggregate of 150,000 common shares at a price of \$0.70 per share for gross proceeds of \$105,000 in a non-brokered private placement.

For the year ended April 30, 2021:

On September 15, 2020, 714,286 (14,285,714 pre-consolidated) common shares were issued at a price of \$0.70 (\$0.035 pre-consolidated) per share for gross proceeds of \$500,000.

On October 22, 2020, the Company issued 92,000 (1,840,000 pre-consolidated) units with a price of \$1.00 (\$0.05 pre-consolidated) per unit, for gross proceeds of \$92,000. Each unit consists of one common share and one share purchase warrant. The warrants have an exercise price of \$1.50

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8. SHARE CAPITAL (Continued)

(\$0.075 pre-consolidated) per share and expire one year from the date of issuance. In connection with the financing, the Company recorded a residual value of \$27,600 on the warrants. The proceeds for the private placements were received during the years ended April 30, 2019 and 2020, and were recorded previously as subscriptions received.

On October 22, 2020, the Company issued 5,375 (107,500 pre-consolidated) common shares to complete the exercise of warrants initiated during the year ended April 30, 2020, for gross proceeds of \$6,062. The proceeds were received during the year ended April 30, 2020, and were previously recorded as subscriptions received.

On October 22, 2020, the Company settled \$58,280 of debt by issuing 58,280 (1,165,600 pre-consolidated) common shares with a fair value of \$40,796. The Company recognized a gain on the settlement of debt of \$17,484 on the transaction.

On October 22, 2020, the Company settled \$16,500 of debt by issuing 15,000 (300,000 pre-consolidated) common shares with a fair value of \$16,500. The Company recognized a gain on the settlement of debt of \$nil on the transaction (Note 9).

Stock options

The Company has adopted a stock option plan pursuant to which the Board of Directors of the Company may, from time to time, in its discretion, and in accordance with the CSE requirements, grant to directors, officers, employees and consultants of the Company 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 at the time of grant and exercisable for a period of up to ten years from the date of grant. The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all consultants will not exceed 2% of the issued and outstanding common shares. Options may be exercised within 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, employment or 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.

During the years ended April 30, 2022, 2021 and 2020 the Company did not grant any stock options. During the year ended April 30, 2022, the Company reclassified \$nil (2021 - \$146,260) from share-based payments reserve to deficit on the expiry or cancellation of the options.

Warrants

The continuity of warrant transactions are summarized as follows:

	2022		2021	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Outstanding, beginning of year	92,000	\$ 1.50	-	\$ -
Issued	11,983,333	0.20	92,000	1.50
Expired	(92,000)	(1.50)	-	-
Outstanding, end of year	11,983,333	\$ 0.20	92,000	\$ 1.50

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8. SHARE CAPITAL (Continued)

As at April 30, 2022 there were 11,983,333 warrants outstanding with an exercise price of \$0.20 and an expiry date of January 13, 2026. As at April 30, 2022, the weighted average remaining life of the warrants is 3.71 years.

9. RELATED PARTY TRANSACTIONS

Key management personnel compensation

The remuneration of the Company's directors and other members of key management, who have the authority and responsibility for planning, directing and controlling the activities of the Company, consists of the following amounts.

The following table summarizes transactions with related parties during the year ended April 30, 2022 and 2021:

	Year ended	
	April 30, 2022	April 30, 2021
Consulting fees	\$ 146,500	\$ 291,375
Accounting fees	15,500	6,000
	\$ 162,000	\$ 297,375

As at April 30, 2022, \$13,025 (2021 - \$75,175) of unpaid consulting and professional fees was included in accounts payable and accrued liabilities. The amounts are unsecured, non-interest bearing and due on demand.

During the year ended April 30, 2021, \$240,000 was included in long term debt which is due to related parties. Of this amount, \$180,000 was due to the former CEO of the Company and \$60,000 was due to a former director. The amounts represent accounts payable balances that were subordinated for working capital purposes. The debt is unsecured, non-interest bearing and is due 12 months from the date the Company resumes trading on the CSE.

As an agreement to extend repayment was not signed during the year, the debt was converted into current. Of the balance, \$174,650 of the \$180,000 due to the former CEO was reassigned to arms length parties which were settled through issuance of 1,455,417 common shares with a fair value of \$363,854 and the difference between debt and fair value of shares of \$189,204 was recorded in the profit and loss (Note 8). The remaining \$5,350 of the \$180,000 due to the former CEO was recorded as forgiveness of debt in the profit and loss statement.

The Company repaid \$32,000 of the \$60,000 due to a director, the remaining \$28,000 was recorded as forgiveness of debt in the profit and loss.

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9. RELATED PARTY TRANSACTIONS (Continued)

Shareholder loans

	Year ended	
	April 30, 2022	April 30, 2021
Opening balance	\$ 11,253	\$ 24,380
Cash received	17,085	24,411
Cash paid for principal	(28,534)	(22,121)
Cash paid for interest	-	1,083
Loss on debt settlement	491	-
Forgiveness of debt	(73)	-
Shares issued to settle debt (Note 8)	-	(16,500)
Closing balance	\$ 222	\$ 11,253

During the year ended April 30, 2022, the Company received working capital advances from related parties. The advances are unsecured, non-interest bearing and have no repayment terms. As at April 30, 2022, \$222 (2021 - \$11,253) remained outstanding.

During the year ended April 30, 2020, the Company received \$16,500 in shareholder loans. The loans were non-interest bearing, unsecured and due on demand. During the year ended April 30, 2021, the loan was settled through the issuance of 15,000 (300,000 pre-consolidated) common shares with a fair value of \$16,500 (Note 8).

10. LOANS PAYABLE

On June 7, 2021, the Company entered into a loan agreement with a non-arms length party. The principal of the loan received was \$100,000 and was non-interest bearing and unsecured with \$50,000 repayable on January 31, 2022 and \$50,000 repayable on March 4, 2022. During the year ended April 30, 2022, the Company repaid the full balance of \$100,000 in principal.

On February 10th, 2020, the Company entered into a loan agreement with a non-arms length party. The principal on the loan was \$50,000 with interest of \$5,000 that represents a fixed interest of 10% regardless of term. The loan is unsecured and is repayable upon the Company receiving any monies from any source whatsoever. The loan was repaid in full in September 2020.

11. CONVERTIBLE DEBT

On June 23, 2021, the Company entered into a loan agreement with a non-arms length party. The principal of the loan received was \$87,500 and had a fixed annual interest rate of 10%. The loan is unsecured and was repayable within 30 days of the Company resuming trading. The loan is repayable in cash or through the issuance of 2,500,000 units. Each unit is to be comprised of one common share and one share purchase warrant. The warrants will have an exercise price of \$1.50 and will be exercisable for a period of two years from the date of issuance. The loan meets the criteria of a convertible debenture. As the debt is due on demand and is currently recorded at its present value, \$nil was assigned to the equity component. As of April 30, 2022, the Company still owes \$87,500 in principal and \$6,563 in interest expense. Subsequent to year end, the debt was re-assigned to an arm's length party and was settled through the issuance of shares (Note 16).

As at April 30, 2022, the total convertible debt balance was \$94,063 (2021 - \$nil) which includes accrued interest expense of \$6,563 (2021 - \$nil).

ALCHEMIST MINING INC.
Notes to the Consolidated Financial Statements
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(Expressed in Canadian Dollars, unless otherwise stated)

12. INCOME TAXES

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 27% (2021 - 27%) to income before income taxes.

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	2022	2021
Net loss for the year	\$ 1,035,206	\$ (1,025,348)
Statutory income tax rate	27%	27%
Expected income tax recovery	(279,000)	(277,000)
Change in unrecognized deductible temporary differences	284,000	282,000
Change in statutory, foreign tax, foreign exchange rates and other	(5,000)	(5,000)
Total income tax expense (recovery)	\$ -	\$ -

Significant components of the Company's deferred tax assets are as follows:

	2022	2021
Deferred tax assets (liabilities)		
Exploration and evaluation assets	\$ 126,000	\$ 126,000
Property and equipment	3,000	3,000
Share issue costs	2,000	1,000
Non-capital losses available for future period	1,244,000	1,097,000
	1,510,000	1,227,000
Unrecognized deductible temporary differences	(1,510,000)	(1,227,000)
Net deferred tax assets	\$ -	\$ -

Deferred tax assets are recognized to the extent that it is probable that taxable income will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized.

	2022	2021
Temporary Differences		
Exploration and evaluation assets	\$ 465,000	No expiry date
Equipment	10,000	No expiry date
Share issue costs	9,000	2023 to 2026
Non-capital losses available for future period	4,607,000	2032 to 2042
		4,061,000 2031 to 2041

13. CAPITAL MANAGEMENT

The Company considers its capital to be comprised of shareholders' equity (deficiency).

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. Management reviews the capital structure on a regular basis to ensure that the above objectives are met. There have been no changes to the Company's approach to capital management during the year ended April 30, 2022. The Company is not subject to external restrictions on its capital.

14. DEFINITIVE AGREEMENTS

All Nations

During the year ended April 30, 2022, the Company filed its initial listing statement with the CSE. The listing statement discloses amendments made to the APA on March 1, 2021 whereby the parties agreed to a 6.2% holdback on the shares (the "Holdback Shares") issued as consideration, payable under the event two of the leases (the "Holdback Leases") to be acquired by the Company if they are not successfully transferred to the Company on closing. Once the Holdback Leases are transferred to the Company, the Holdback Shares will be issued to All Nations.

The acquisition was to be an arm's length transaction and was expected to constitute a change of business of Alchemist under the CSE rules and policies. Completion of the acquisition was subject to receipt of necessary consents and approvals, including, without limitation: (i) approval of the CSE for the listing statement and the listing of the common shares of the resulting issuer; and (ii) approval of Alchemist's shareholders.

In August 2021, the Company terminated the Asset Purchase Agreement with All Nations.

Alinea

On September 16, 2021, the Company entered into a share exchange agreement with Alinea Cannabis Inc. ("Alinea"). The Company was to purchase all of the issued and outstanding shares of Alinea (3,680,000 Alinea common shares) from Alinea shareholders in exchange for an aggregate of 49,066,667 Company common shares.

In October 29, 2021, the Company terminated the Share Exchange Agreement with Alinea.

During the transaction, the Company advanced Alinea \$23,000 in order to pay for filing fees with Health Canada. The advancement was unsecured and had a 10% annual interest rate.

As of April 30, 2022, the Company has written off the advancement of \$23,000 which has been recorded in profit and loss and the advancement balance is \$nil (2021-\$nil).

ALCHEMIST MINING INC.
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(Expressed in Canadian Dollars, unless otherwise stated)

14. DEFINITIVE AGREEMENTS (Continued)

Iron Forge

On April 8, 2022, the Company entered into a share exchange agreement with Iron Forge Holdings (I) Inc. ("Iron Forge"). The Company is to purchase all of the issued and outstanding shares from Iron Forge shareholders in exchange for an aggregate of 7,500,000 Company common shares and 3,750,000 warrants with an exercise price of \$0.20 per common share and are exercisable for two years.

As of April 30, 2022, the transaction has not been completed.

15. SUPPLEMENTAL CASH FLOW INFORMATION

Investing and financing activities that do not have a direct impact on cash flows are excluded from the statement of cash flows. During the years ended April 30, 2022 and 2021, the Company recorded the following non-cash investing and financing transactions:

	2022	2021
Taxes paid	\$ -	\$ -
Interest paid	6,563	1,083
Shares issued for debt settlement	624,271	40,796
Shares issued for shareholder loan	-	16,500
Shares subscribed	-	98,062
Residual value of warrants	-	27,600
Reclassification of accounts payable to long term debt	-	240,000
Reclassification of options and warrants on expiry	-	146,260

16. SUBSEQUENT EVENT

Subsequent to the year ended April 30, 2022:

- a) The Company issued 648,706 units consisting of one common share and one warrant, (each, at a deemed price of \$0.145 per share) in settlement of \$94,062 debt owing to a creditor. The warrant holder is entitled to purchase one common share at a price of \$0.145 for a period of four years.

ALCHEMIST MINING INC.

Consolidated Financial Statements

Years Ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

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charlton & company
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Alchemist Mining Inc.

Opinion

We have audited the accompanying consolidated financial statements of Alchemist Mining Inc. (the "Company"), which comprise the consolidated statements of financial position as at April 30, 2021 and 2020, and the consolidated statements of loss and comprehensive loss, cash flows, and changes in shareholders' equity (deficiency) for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the consolidated financial statements, which indicates that the Company incurred a net loss of \$1,025,348 during the year ended April 30, 2021, and, as of that date, the Company's current liabilities exceeded its current assets by \$144,317. As stated in Note 2, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, 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.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

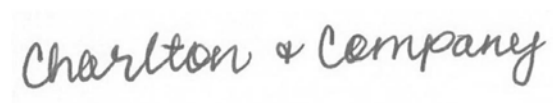
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Melyssa Charlton.



CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada

August 30, 2021

ALCHEMIST MINING INC.
Consolidated Statements of Financial Position
As at April 30, 2021 and 2020
(Expressed in Canadian Dollars)

	Notes	2021	2020
Assets			
Current			
Cash		\$ 15,502	\$ 19,708
Amounts receivable		5,575	-
GST receivable		43,226	30,512
Prepaid expenses		142	-
		64,445	50,220
Equipment	6	306	465
Deposit	7	-	599,695
Total assets		\$ 64,751	\$ 650,380
Liabilities			
Current			
Accounts payable and accrued liabilities	9	\$ 197,509	\$ 486,959
Loan payable	10	-	55,000
Shareholder loans	9	11,253	24,380
		208,762	566,339
Long-term debt	9	240,000	-
Total liabilities		448,762	566,339
Shareholders' equity (deficiency)			
Share Capital	8	4,536,579	3,908,821
Share subscriptions	8	-	98,062
Reserves	8	27,600	146,260
Deficit		(4,948,190)	(4,069,102)
Total shareholders' equity (deficiency)		(384,011)	84,041
Total liabilities and shareholders' equity (deficiency)		\$ 64,751	\$ 650,380

Nature of operations (note 1)

Going concern (note 2)

Commitments (note 14)

Contingency (note 15)

Subsequent events (note 16)

Approved on behalf of the Board by:

"Paul Mann"
Director

"Awet Kidane"
Director

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

ALCHEMIST MINING INC.
Consolidated Statements of Loss and Comprehensive Loss
Years Ended April 30, 2021 and 2020
(Expressed in Canadian Dollars)

	Notes	2021	2020
Expenses			
Accounting, legal and audit	9	\$ 62,272	\$ 70,187
Depreciation	6	159	294
Consulting	9	313,875	341,000
Filing fees and shareholder information		56,417	20,730
Interest	10	1,515	5,081
Office and general		4,399	4,062
Rent (expense recovery)		-	(2,156)
Travel and accommodation		4,500	14,626
		(443,137)	(453,824)
Foreign exchange loss		(19,885)	-
Gain on shares issued for debt settlement	8	17,484	-
Write-off accounts payable		-	32,902
Write-off of advances		-	(14,438)
Write-off of deposit	7	(579,810)	-
Loss and Comprehensive Loss for the Year		\$ (1,025,348)	\$ (435,360)
Basic and Diluted Loss Per Share		\$ (0.01)	\$ (0.01)
Weighted Average Number of Common Shares			
Outstanding – Basic and Diluted		69,573,122	58,911,900

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

ALCHEMIST MINING INC.
Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)

			Reserves										
			Number of Shares	Share Capital	Share-based Payments	Warrants	Share subscriptions	Deficit					Total
Balance, April 30, 2019			58,911,900	\$ 3,908,821	\$ 257,773	\$ 9,115	\$ 70,000	\$ (3,754,370)	\$				491,339
Subscriptions received for warrants			-	-	-	-	6,062	-					6,062
Expiry/cancellation of options and warrants			-	-	(111,513)	(9,115)	-	120,628					-
Share subscriptions received			-	-	-	-	22,000	-					22,000
Loss for the year			-	-	-	-	-	(435,360)					(435,360)
Balance, April 30, 2020			58,911,900	\$ 3,908,821	\$ 146,260	\$ -	\$ 98,062	\$ (4,069,102)	\$				84,041
Exercise of warrants			107,500	6,062	-	-	(6,062)	-					-
Expiry/cancellation of options and warrants			-	-	(146,260)	-	-	146,260					-
Private placements			16,125,714	592,000	-	-	(92,000)	-					500,000
Residual value of unit warrants			-	(27,600)	-	27,600	-	-					-
Shares issued for debt			1,465,600	57,296	-	-	-	-					57,296
Loss for the year			-	-	-	-	-	(1,025,348)					(1,025,348)
Balance, April 30, 2021			76,610,714	\$ 4,536,579	\$ -	\$ 27,600	\$ -	\$ (4,948,190)	\$				(384,011)

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

ALCHEMIST MINING INC.
Consolidated Statements of Cash Flows
Years Ended April 30, 2021 and 2020
(Expressed in Canadian Dollars)

	2021	2020
Operating Activities		
Loss for the year	\$ (1,025,348)	\$ (435,360)
Items not involving cash		
Depreciation	159	294
Interest expense	1,083	-
Gain on settlement of accounts payable and accrued liabilities	(17,484)	-
Write-off of deposit	579,810	-
Foreign exchange loss	19,885	-
Write-off of accounts payable	-	(32,902)
Write-off of advances	-	14,438
Changes in non-cash working capital items:		
Amounts receivable	(18,289)	(7,342)
Prepaid expenses	(142)	3,781
Accounts payable and accrued liabilities	8,830	368,444
Cash Used in Operating Activities	(451,496)	(88,647)
Financing Activities		
Proceeds of loan payable	-	50,000
Repayment of loan payable	(55,000)	-
Proceeds from shareholder loans	24,411	24,380
Repayment of shareholder loans	(22,121)	-
Proceeds from exercise of warrants	-	6,062
Share subscriptions received	-	22,000
Issuance of common shares, net of share issue costs	500,000	-
Cash Provided by Financing Activities	447,290	102,442
Increase (Decrease) in Cash	(4,206)	13,795
Cash, Beginning of Year	19,708	5,913
Cash, End of Year	\$ 15,502	\$ 19,708
Supplemental disclosures with respect to cash flows		
Taxes paid	\$ -	\$ -
Interest paid	\$ 1,083	\$ -
Shares issued for debt settlement	\$ 40,796	\$ -
Shares issued for shareholder loan	\$ 16,500	\$ -
Shares subscribed	\$ 98,062	\$ -
Residual value of warrants	\$ 27,600	\$ -
Reclassification of accounts payable to long term debt	\$ 240,000	\$ -
Reclassification of options and warrants on expiry	\$ 146,260	\$ -

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

ALCHEMIST MINING INC.
Notes to the Consolidated Financial Statements
Years Ended April 30, 2021 and 2020
(Expressed in Canadian Dollars, unless otherwise stated)

1. NATURE OF OPERATIONS

Alchemist Mining Inc. (the "Company") was incorporated as NY85 Capital Inc. under the *Business Corporations Act* on October 22, 2010 in the province of British Columbia. On October 1, 2012, the shareholders of the Company approved the name change from NY85 Capital Inc. to Alchemist Mining Inc. at the Annual General and Special Meeting of the Company. On August 20, 2014, the Company de-listed from the TSX-V and commenced trading on the Canadian Securities Exchange ("CSE"). The common shares of the Company are listed for trading on the CSE under the symbol AMS.X. The Company has been operating in a single business segment focusing on mineral exploration in Canada. The Company is transitioning to a technology developer and provider initially targeting the Cannabis sector and is waiting for approval of their change in business by the CSE.

2. GOING CONCERN

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

For the year ended April 30, 2021 the Company incurred a net loss of \$1,025,348 (2020 - \$435,260), and as at April 30, 2021, has an accumulated deficit of \$4,948,190 (2020 - \$4,069,102). At April 30, 2021 the Company has a working capital deficiency of \$144,317 (2020 - \$516,119). The Company has limited resources, no sources of operating cash flows and no assurances that sufficient funding will be available to continue operations for an extended period of time. These circumstances indicate that a material uncertainty exists which may cast significant doubt on the Company's ability to continue as a going concern.

The application of the going concern concept is dependent upon the Company's ability to satisfy its liabilities as they become due and to obtain the necessary financing to complete the development of its technologies and the attainment of profitable operations. Management is actively engaged in seeking to raise the necessary capital to meet its funding requirements. There can be no assurance that management's plan will be successful. If the going concern assumption were not appropriate for these consolidated financial statements then adjustments may be necessary in the carrying values of assets and liabilities, the reported expenses and the consolidated statement of financial position classifications used. Such adjustments could be material.

On March 11, 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", was declared by the World Health Organization as a global pandemic. This has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

3. BASIS OF PRESENTATION

Approval of the consolidated financial statements

The consolidated financial statements of the Company for the year ended April 30, 2021 were reviewed by the Audit Committee and approved and authorized for issue on August 30, 2021 by the Board of Directors of the Company.

3. BASIS OF PRESENTATION (Continued)

Statement of compliance

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of preparation

The consolidated financial statements are presented in Canadian dollars, which is also the Company's and its subsidiary's functional currency. The consolidated financial statements of the Company have been prepared on a historical cost basis, except for certain financial assets and financial liabilities measured at fair value.

Basis of consolidation

These consolidated financial statements include the financial statements of the Company and its wholly-owned subsidiary, 1282112 BC Ltd, incorporated and located in British Columbia ("1282112"). All significant intercompany transactions and balances have been eliminated on consolidation.

4. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses.

Significant accounting judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements are discussed below:

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual technology development programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Significant accounting estimates and assumptions

Information about estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are provided below. Actual results may be substantially different.

4. **SIGNIFICANT ACCOUNTING POLICIES** (Continued)

The carrying value of the deposit for the Green Rush asset and the recoverability of the carrying value

The application of the Company's accounting policy for the deposit for the Green Rush asset requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after payments are capitalized, information becomes available suggesting that the recovery of the payments are unlikely, the amount capitalized is written off in profit or loss in the period the new information becomes available. Management review estimates at least annually and are updated if expectations change as a result of technical obsolescence or legal and other limits to use.

During the year end April 30, 2021, the Company estimated the recoverability of the deposit to be \$nil, and an impairment charge was recorded to write-off the balance (Note 7).

Deferred income tax

The Company recognizes a deferred tax asset to extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit against which deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized. In addition, changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods.

Equipment

Recognition and measurement

On initial recognition, equipment is valued at cost, being the purchase price and directly attributable costs of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items.

Equipment is subsequently measured at cost less accumulated amortization, less any accumulated impairment losses.

Amortization

The amortization rates applicable to each category of equipment are as follows:

<u>Class of equipment</u>	<u>Amortization rate</u>
Computer equipment	55% declining-balance
Furniture and fixtures	20% declining-balance

One-half the normal amortization is taken in the year of acquisition.

The Company begins to depreciate an asset when it becomes available for use, which is when it is in the location and condition necessary for it being capable of operating in the manner intended by management.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equipment (Continued)

An item is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Financial instruments

Financial assets

(i) Recognition and measurement of financial assets

The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument.

(ii) Classification of financial assets

The Company classifies financial assets at initial recognition as financial assets: measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss.

Financial assets measured at amortized cost

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost:

- The Company's business model for the such financial assets, is to hold the assets in order to collect contractual cash flows.
- The contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss, if necessary.

Financial assets measured at fair value through other comprehensive income ("FVTOCI")

Elected investments in equity instruments measured at fair value through other comprehensive income is recognized initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included as "financial asset at fair value through other comprehensive income" in other comprehensive income.

Financial assets measured at fair value through profit or loss ("FVTPL")

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (continued)

Financial assets measured at fair value through profit or loss ("FVTPL") (Continued)

As at April 30, 2021, the Company's cash was measured as FVTPL and amounts receivable was measure at amortized cost.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition of financial assets

The Company derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the financial asset. Any interests in transferred financial assets that are created or retained by the Company are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in the consolidated statement of loss and comprehensive loss.

Financial Liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable. The Company's financial liabilities include accounts payable and accrued liabilities, loan payable, shareholder loans and long-term debt, which are all measured at amortized cost.

Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the consolidated statements of loss and comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates substantively enacted at year-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax assets and liabilities and the related deferred income tax expense or recovery are recognized for deferred tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income taxes (Continued)

A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Share-based payments

Under the Company's stock option plan, it may grant stock options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of share-based payments to employees is measured at grant date using the Black-Scholes option pricing model, and is recognized over the vesting period. Fair value of share-based payments for non-employees is recognized and measured at the date the goods or services are received based on the fair value of the goods or services received. If it is determined that the fair value of goods and services received cannot be reliably measured, the share-based payment is measured at the fair value of the equity instruments issued using the Black-Scholes option pricing model.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest, except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

For both employees and non-employees, the fair value of share-based payments is recognized as an expense with a corresponding increase in share-based payment reserves. The amount recognized as expense is adjusted to reflect the number of share options that actually vest. Consideration received on the exercise of stock options is recorded in share capital and the related share-based payment reserves is transferred to share capital.

Loss per share

Basic loss per share is calculated by dividing the net loss for the year by the weighted average number of common shares outstanding during the year. Diluted loss per share is calculated using the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of share options, share purchase warrants and their equivalents would be used to repurchase common shares of the Company at the average market price during the year.

Existing share options and share purchase warrants have not been included in the computation of diluted loss per share as to do so would be anti-dilutive. Accordingly, basic and diluted loss per share is the same.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share capital

Proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company. Share capital issued for non-monetary consideration is valued at the closing market price at the date of issuance. The proceeds from the issuance of units are allocated between common shares and warrants based on the residual value method. Under this method, the proceeds are allocated first to share capital based on the fair value of the common shares at the time the units are priced and any residual value is allocated to the warrants reserve. Consideration received for the exercise of options or warrants is recorded in share capital and the related residual value is transferred to share capital. For those options and warrants that expire, the recorded value is transferred to deficit.

Leases

The Company considers whether a contract is, or contains, a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

At lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the balance sheet. The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available. If the interest rate implicit in the lease is not readily available, the Company discounts using the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term. On the consolidated statement of financial position, right-of-use assets have been included under non-current assets and lease liabilities have been included under current and non-current liabilities.

As at April 30, 2021 and 2020, the Company did not have any leases. During the year ended April 30, 2020, the Company recognized a rent recovery of \$2,156.

Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions (Continued)

made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at consolidated statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. The increase in the obligation due to the passage of time is recognized as finance expense. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Foreign exchange

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its subsidiary is the Canadian dollar. Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

Accounting standards issued but not yet effective

During the year ended April 30, 2021, there were no new IFRS or IAS accounting standards that became effective that had a material impact on the Company's consolidated financial statements. There are however a number of new standards and amendments to existing standards effective in future periods. The following may impact the reporting and disclosures of the Company:

IAS 16 – Property, plant and equipment – Proceeds before intended use ("IAS 16") has been amended to clarify the accounting for the net proceeds from selling any items produced while bringing an item of property, plant or equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The amendments prohibit a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognize such sales proceeds and related cost in profit or loss. These amendments are effective for periods beginning on or after January 1, 2022. The Company is currently assessing the impact of this amendment.

IAS 37–Provisions ("IAS 37"), has been amended to clarify (i) the meaning of "costs to fulfil a contract", and (ii) that, before a separate provision for an onerous contract is established, an entity recognizes any impairment loss that has occurred on assets used in fulfilling the contract, rather than on assets dedicated to that contract. These amendments are effective for periods beginning on or after January 1, 2022. The Company is currently assessing the impact of this amendment.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Accounting standards issued but not yet effective (Continued)

IAS 1 –Presentation of Financial Statements (“IAS 1”), has been amended to clarify how to classify debt and other liabilities as either current or non-current. The amendment to IAS 1 is effective for the years beginning on or after January 1, 2023. The Company is currently assessing the impact of this amendment.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The carrying values of these instruments approximate their fair values due to their short term to maturity.

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

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 assets or liabilities that are not based on observable market data.

The Company’s financial instruments classified as Level 1 in the fair value hierarchy are cash and accounts payable and accrued liabilities. Their carrying values approximate the fair values due to short-term maturity of these instruments.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions. The Company has minimal credit risk on its amounts receivable at year end, as the balance relates to an overpayment made to legal counsel.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company’s approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company’s reputation.

The contractual financial liabilities of the Company as of April 30, 2021 equal \$448,762 (2020 - \$566,339). All of the liabilities presented as accounts payable are due within 90 days of April 30, 2021. Long term debt of \$240,000 is due to related parties and is subject to subordination agreements and will not fall due within the next 12 months. The Company is seeking additional sources of capital through financing opportunities.

ALCHEMIST MINING INC.
Notes to the Consolidated Financial Statements
Years Ended April 30, 2021 and 2020
(Expressed in Canadian Dollars, unless otherwise stated)

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

As at April 30, 2021, the Company is not exposed to significant market risk.

6. EQUIPMENT

	Computer Equipment	Furniture and Fixtures	Total
Cost			
Balance, April 30, 2020 and 2021	\$ 5,453	\$ 2,032	\$ 7,485
Accumulated depreciation			
Balance, April 30, 2019	5,035	1,691	6,726
Depreciation	230	64	294
Balance, April 30, 2020	5,265	1,755	7,020
Depreciation	103	56	159
Balance, April 30, 2021	\$ 5,368	\$ 1,811	\$ 7,179
Net Book Value			
April 30, 2020	\$ 188	\$ 277	\$ 465
April 30, 2021	\$ 85	\$ 221	\$ 306

7. DEPOSIT

On March 19, 2019, the Company entered into an asset purchase agreement ("Agreement") with Green Rush Consulting LLC ("Green Rush") whereby Green Rush has granted the Company the right to purchase 100% of Green Rush's right, title, and interest in and certain intellectual property rights relating to Green Rush's Oddysee Software Platform, a software-as-a-service platform focused on the automation for city and state cannabis license applications.

In accordance with the Agreement, the Company is required to make a series of payments totaling US\$3,750,000 ("Purchase Price") and issue 20,000,000 common shares of the Company ("Consideration Shares") to Green Rush.

As at April 30, 2021, the Company had paid \$579,810 (US\$453,895) (2020 - \$599,695 (US\$453,895)). This amount was recorded as a prepaid acquisition cost. The remainder of the purchase price of US\$3,296,105 will be issued as a secured promissory note. The Company shall pay the remainder of the Purchase price, issue the common shares and promissory note once the closing date is agreed upon between the Company and Green Rush.

During the year ended April 30, 2021, the Company wrote-off the full balance of the deposit of \$579,810, as it was not deemed to be recoverable.

8. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value.

Issued

For the year ended April 30, 2021:

On September 15, 2020, 14,285,714 common shares were issued at a price of \$0.035 per share for gross proceeds of \$500,000.

On October 22, 2020, the Company issued 1,840,000 units with a price of \$0.05 per unit, for gross proceeds of \$92,000. Each unit consists of one common share and one share purchase warrant. The warrants have an exercise price of \$0.075 per share and expire one year from the date of issuance. In connection with the financing, the Company recorded a residual value of \$27,600 on the warrants. The proceeds for the private placements were received during the years ended April 30, 2019 and 2020, and were recorded previously as subscriptions received.

On October 22, 2020, the Company issued 107,500 common shares to complete the exercise of warrants initiated during the year ended April 30, 2020, for gross proceeds of \$6,062. The proceeds were received during the year ended April 30, 2020, and were previously recorded as subscriptions received.

On October 22, 2020, the Company settled \$58,280 of debt by issuing 1,165,600 common shares with a fair value of \$40,796. The Company recognized a gain on the settlement of debt of \$17,484 on the transaction.

On October 22, 2020, the Company settled \$16,500 of debt by issuing 300,000 common shares with a fair value of \$16,500. The Company recognized a gain on the settlement of debt of \$nil on the transaction (Note 9).

For the year ended April 30, 2020:

During the year ended April 30, 2020, the Company received \$6,062 for the proposed exercise of 107,500 warrants at prices between of \$0.055-\$0.075 per share. The transaction was completed during the year ended April 30, 2021.

The Company received \$22,000 during the year ended April 30, 2020 in share subscriptions which were applied towards the private placement which closed on October 2020.

Share options

The Company has adopted a share option plan pursuant to which the Board of Directors of the Company may, from time to time, in its discretion, and in accordance with the CSE requirements, grant to directors, officers, employees and consultants of the Company 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 at the time of grant and exercisable for a period of up to ten years from the date of grant. The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all consultants will not exceed 2% of the issued and outstanding common shares. Options may be exercised within 90 days following cessation of the optionee's position with the Company, provided that if the

ALCHEMIST MINING INC.
Notes to the Consolidated Financial Statements
Years Ended April 30, 2021 and 2020
(Expressed in Canadian Dollars, unless otherwise stated)

8. SHARE CAPITAL (Continued)

Share options (Continued)

cessation of office, directorship, employment or 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.

The changes in share options during the years ended April 30, 2021 and 2020 are summarized as follows:

	2021		2020	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding and exercisable, beginning of year	1,120,000	\$ 0.21	2,520,000	\$ 0.15
Expired	(1,120,000)	0.21	(950,000)	0.06
Cancelled	-	-	(450,000)	0.22
Outstanding, end of year	-	\$ -	1,120,000	\$0.21

During the year ended April 30, 2021, the Company granted Nil (2020 – Nil) stock options. During the year ended April 30, 2021, the Company reclassified \$146,260 (2020 - \$111,513) from share-based payments reserve to deficit on the expiry or cancellation of the options.

Warrants

The changes in warrants during the years ended April 30, 2021 and 2020 are summarized as follows:

	2021		2020	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Outstanding, beginning of year	-	-	25,174,500	\$ 0.075
Issued	1,840,000	0.075	-	-
Exercised	-	-	(107,500)	0.056
Expired	-	-	(25,067,000)	0.070
Outstanding, end of year	1,840,000	\$ 0.075	-	\$ -

During the year ended April 30, 2021, the Company reclassified \$Nil (2020 - \$9,115) from warrants reserve to deficit on the expiry of the warrants.

During the year ended April 30, 2020, 107,500 warrants were exercised for gross proceeds of \$6,062. At the time of the exercise, the Company's stock was cease traded and the common shares were not issued until October 22, 2020. The commitment to issues the shares of \$6,062 was included in share subscriptions as at April 30, 2020.

ALCHEMIST MINING INC.
Notes to the Consolidated Financial Statements
Years Ended April 30, 2021 and 2020
(Expressed in Canadian Dollars, unless otherwise stated)

9. RELATED PARTY TRANSACTIONS

Key management personnel compensation

The remuneration of the Company's directors and other members of key management, who have the authority and responsibility for planning, directing and controlling the activities of the Company, consists of the following amounts.

The following table summarizes transactions with related parties during the year ended April 30, 2021 and 2020:

	Year ended	
	April 30, 2021	April 30, 2020
Consulting fees	\$ 291,375	\$ 234,000
Accounting fees	6,000	7,500
	\$ 297,375	\$ 241,500

As at April 30, 2021, \$75,175 (2020 - \$218,125) of unpaid consulting and professional fees was included in accounts payable and accrued liabilities. The amounts are unsecured, non-interest bearing and due on demand.

As at April 30, 2021, \$240,000 (2020 - \$Nil) is included in long term debt which is due to related parties. Of this amount, \$180,000 was due to the CEO of the Company and \$60,000 was due to a director. The amounts represent accounts payable balances that were subordinated for working capital purposes. The debt is unsecured, non-interest bearing and is due 12 months from the date the Company resumes trading on the CSE.

Shareholder loans

	Year ended	
	April 30, 2021	April 30, 2020
Opening balance	\$ 24,380	\$ -
Cash received	24,411	-
Cash paid for principal	(22,121)	24,380
Cash paid for interest	1,083	-
Shares issued to settle debt (Note 8)	(16,500)	-
	\$ 11,253	\$ 24,380

On July 1st, 2020, the Company entered into a loan agreement with a non-arms length party. The principal of the loan received was \$11,017 and had a fixed interest rate of 10%. The loan was unsecured and repayable within 30 days of the Company receiving further funding. In September 2020, the Company repaid the full balance of \$12,100, which included \$11,107 in principal and \$1,083 in accrued interest.

During the year ended April 30, 2021, the Company received working capital advances from related parties of \$13,394 (2020 - \$7,880) and repaid \$10,021 (2020 - \$Nil). The advances are unsecured, non-interest bearing and have no repayment terms. As at April 30, 2021, \$11,253 (2020 - \$7,880) remained outstanding.

During the year ended April 30, 2020, the Company received \$16,500 in shareholder loans. The loans were non-interest bearing, unsecured and due on demand. During the year ended April 30, 2021, the loans were settled through the issuance of 300,000 common shares with a fair value of \$16,500 (Note 8).

ALCHEMIST MINING INC.
Notes to the Consolidated Financial Statements
Years Ended April 30, 2021 and 2020
(Expressed in Canadian Dollars, unless otherwise stated)

10. LOAN PAYABLE

On February 10th, 2020, the Company entered into a loan agreement with a non-arms length party. The principal on the loan was \$50,000 with interest of \$5,000 that represents a fixed interest of 10% regardless of term. The loan is unsecured and is repayable upon the Company receiving any monies from any source whatsoever. The loan was repaid in full in September 2020.

As at April 30, 2021, the Company had a total loan payable of \$Nil (2020 - \$55,000) and incurred interest expense of \$nil (2020 - \$5,000).

11. INCOME TAXES

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 27% (2020 - 27%) to income before income taxes.

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	2021	2020
Net loss for the year	\$ (1,025,348)	\$ (435,360)
Statutory income tax rate	27%	27%
Expected income tax recovery	(277,000)	(117,466)
Change in unrecognized deductible temporary differences	282,000	117,466
Change in statutory, foreign tax, foreign exchange rates and other	(5,000)	-
Total income tax expense (recovery)	\$ -	\$ -

Significant components of the Company's deferred tax assets are as follows:

	2021	2020
Deferred tax assets (liabilities)		
Exploration and evaluation assets	\$ 126,000	\$ 125,632
Property and equipment	3,000	2,462
Share issue costs	1,000	2,036
Non-capital losses available for future period	1,097,000	814,472
	1,227,000	944,602
Unrecognized deductible temporary differences	(1,227,000)	(944,602)
Net deferred tax assets	\$ -	\$ -

Deferred tax assets are recognized to the extent that it is probable that taxable income will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized.

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

ALCHEMIST MINING INC.
Notes to the Consolidated Financial Statements
Years Ended April 30, 2021 and 2020
(Expressed in Canadian Dollars, unless otherwise stated)

11. INCOME TAXES (Continued)

	2021			2020		
Temporary Differences						
Exploration and evaluation assets	\$	465,000	No expiry date	\$	465,302	No expiry date
Equipment		9,000	No expiry date		9,119	No expiry date
Share issue costs		4,000	2022 to 2023		7,540	2021 to 2023
Non-capital losses available for future period		4,061,000	2031 to 2041		3,016,564	2031 to 2040

12. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment, development of technology, and all of its operations and assets are in Canada.

13. CAPITAL MANAGEMENT

The Company considers its capital to be comprised of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. Management reviews the capital structure on a regular basis to ensure that the above objectives are met. There have been no changes to the Company's approach to capital management during the year ended April 30, 2021. The Company is not subject to external restrictions on its capital.

14. COMMITMENTS

Contingent commitments existing as at April 30, 2021 were as follows:

- Company has agreed to grant 250,000 stock options at an exercise price of \$0.07 per share to the Company's VP.
- The Company will issue 1,000,000 common shares to the CEO on the successful introduction of an acceptable and completed qualifying transaction.

15. CONTINGENCY

The Company has been named as a defendant in a legal proceeding commenced in the Provincial Court of British Columbia. The legal proceeding claims the Company made certain misrepresentations with respect to the business and financial status of the Company. As of the date of these consolidated financial statements, uncertainty exists relating to the timing and amount of any possible cash settlements, however, it is estimated at approximately \$25,000. A provision has not been recorded as of April 30, 2021.

16. SUBSEQUENT EVENTS

Subsequent to the year ended April 30, 2021:

- (a) Subsequent to April 30, 2021, the Company filed its initial listing statement with the CSE. The listing statement discloses amendments made to the APA on March 1, 2021 whereby the parties agreed to a 6.2% holdback on the shares (the "Holdback Shares") issued as consideration, payable under the event two of the leases (the "Holdback Leases") to be acquired by the Company are not successfully transferred to the Company on closing. Once the Holdback Leases are transferred to the Company, the Holdback Shares will be issued to All Nations.

The acquisition will be an arm's length transaction and is expected to constitute a change of business of Alchemist under the CSE rules and policies. Completion of the acquisition is subject to receipt of necessary consents and approvals, including, without limitation: (i) approval of the CSE for the listing statement and the listing of the common shares of the resulting issuer; and (ii) approval of Alchemist's shareholders. There can be no assurance that the acquisition will be completed on the terms proposed in the amended and restated APA or at all.

No finders' fee is payable in connection with the acquisition, and no advances or other consideration will be paid by Alchemist to All Nations in advance of closing of the acquisition.

In August 2021, the Company terminated the Asset Purchase Agreement with All Nations.

- (b) Subsequent to April 30, 2021, the Company received the following loans payable:
- a. \$87,500 loan that is unsecured, bears interest at 10%, and due within 30 days of the Company resuming trading. The loan is repayable in cash or through the issuance of 2,500,000 units. Each unit will be comprised of one common share and one share purchase warrant. The warrants will have an exercise price of \$0.75 and will be exercisable for a period of two years from the date of issuance; and
 - b. \$100,000 loan that is unsecured, non-interest bearing, and due within 30 days of the Company resuming trading. The loan is repayable in cash or through the issuance of common shares.
- (c) On August 23, 2021, the Company entered into a letter of intent for the acquisition of Alinea Cannabis Inc. – a Health Canada licensed, federally registered corporation.

The Company proposed to enter into a share exchange agreement which contemplates the purchase of all of the assets of Alinea Cannabis Inc. including but not limited to its name, real estate land holdings, cultivation facility and business agreements. The purchase price will be \$3,680,000 paid through the issuance of 49,066,667 common shares of Alchemist Inc. determined at a fixed share price of \$0.075 per share.

The legal obligations of the parties for the purchase will be outlined in a definitive agreement.

ALCHEMIST MINING INC.

Financial Statements

Years Ended April 30, 2020 and 2019

(Expressed in Canadian Dollars)

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charlton & company
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Shareholders of:

Alchemist Mining Inc.

Opinion

We have audited the financial statements of Alchemist Mining Inc. (the "Company"), which comprise the statement of financial position as at April 30, 2020, and the statements of loss and comprehensive loss, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2020, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that the Company incurred a net loss of \$435,360 during the year ended April 30, 2020. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Comparative Information

The financial statements of the Company for the year ended April 30, 2019 were audited by another auditor who expressed an unmodified opinion on those statements on April 6, 2020.

Other Information

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Robert G. Charlton, CPA, CA.

Charlton & Company

CHARTERED PROFESSIONAL ACCOUNTANTS

1735-555 Burrard Street
Vancouver, BC
V7X 1M9

October 16, 2020

ALCHEMIST MINING INC.
Statements of Financial Position
As at April 30, 2020 and 2019
(Expressed in Canadian Dollars)

	2020	2019
Assets		
Current		
Cash	\$ 19,708	\$ 5,913
Amounts receivable	30,512	23,170
Prepaid expenses	-	3,781
	50,220	32,864
Equipment (note 6)	465	759
Deposit (note 8)	599,695	599,695
Total Assets	\$ 650,380	\$ 633,318
Liabilities		
Current		
Accounts payable and accrued liabilities (note 10)	\$ 486,959	\$ 141,979
Loan payable (note 11)	55,000	-
Shareholder loans (note 10)	24,380	-
Total Liabilities	566,339	141,979
Shareholders' equity		
Share Capital (note 9)	3,908,821	3,908,821
Subscriptions (note 9)	98,062	70,000
Reserves	146,260	266,888
Deficit	(4,069,102)	(3,754,370)
	84,041	491,339
Total liabilities and shareholders' equity	\$ 650,380	\$ 633,318

Nature of operations (note 1)

Going concern (note 2)

Subsequent events (note 15)

Approved on behalf of the Board:

"Paul Mann"

..... Director

Paul Mann

"Awet Kidane"

..... Director

Awet Kidane

The accompanying notes are an integral part of these financial statements

ALCHEMIST MINING INC.
Statements of Loss and Comprehensive Loss
Years Ended April 30, 2020 and 2019
(Expressed in Canadian Dollars)

	2020	2019
Expenses		
Accounting, legal and audit (note 10)	\$ 70,187	\$ 70,293
Depreciation (note 6)	294	595
Consulting fees (note 10)	341,000	310,481
Filing fees and shareholder information	20,730	23,918
Interest expense (note 11)	5,081	-
Management fees (note 10)	-	91,500
Office and general	4,062	4,160
Rent (expense recovery)	(2,156)	49,735
Travel and accommodation	14,626	48,095
	453,824	598,777
Other items		
Write-off of accounts payable	(32,902)	-
Write-off of advances	14,438	-
Impairment of exploration and evaluation assets (note 7)	-	391,500
Loss and Comprehensive Loss for the Year	\$ (435,360)	\$ (990,277)
Basic and Diluted Loss Per Share	\$ (0.01)	\$ (0.02)
Weighted Average Number of Common Shares		
Outstanding – Basic and Diluted	58,911,900	45,198,623

The accompanying notes are an integral part of these financial statements

ALCHEMIST MINING INC.
Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Reserves				Subscriptions	Deficit	Total
			Share-based Payments	Warrants					
Balance, April 30, 2018	38,918,100	\$ 2,915,348	\$ 381,181	\$ 11,049	\$	\$	-	\$ (2,891,761)	\$ 415,817
Exercise of warrants	94,000	7,050	-	-	-	-	-	-	7,050
Expiry of options and warrants	-	-	(123,408)	(4,260)	-	-	-	127,668	-
Private placements	18,118,000	905,900	-	-	-	-	-	-	905,900
Shares issued for debt	1,781,800	89,999	-	-	-	-	-	-	89,999
Share subscriptions received	-	-	-	-	-	70,000	-	-	70,000
Share issuance costs	-	(9,476)	-	2,326	-	-	-	-	(7,150)
Loss for the year	-	-	-	-	-	(990,277)	-	(990,277)	(990,277)
Balance, April 30, 2019	58,911,900	\$ 3,908,821	\$ 257,773	\$ 9,115	\$	\$	70,000	\$ (3,754,370)	\$ 491,339
Exercise of warrants	-	-	-	-	-	-	6,062	-	6,062
Expiry/cancellation of options and warrants	-	-	(111,513)	(9,115)	-	-	-	120,628	-
Share subscriptions received	-	-	-	-	-	-	22,000	-	22,000
Loss for the year	-	-	-	-	-	-	-	(435,360)	(435,360)
Balance, April 30, 2020	58,911,900	\$ 3,908,821	\$ 146,260	\$ -	\$	\$	98,062	\$ (4,069,102)	\$ 84,041

The accompanying notes are an integral part of these financial statements

ALCHEMIST MINING INC.
Statements of Cash Flows
Years Ended April 30, 2020 and 2019
(Expressed in Canadian Dollars)

	2020	2019
Operating Activities		
Loss for the year	\$ (435,360)	\$ (990,277)
Items not involving cash		
Depreciation	294	595
Write-off of accounts payable	(32,902)	-
Write-off of advances	14,438	-
Impairment of exploration and evaluation assets	-	391,500
	(453,530)	(598,182)
Changes in non-cash working capital items		
Amounts receivable	(7,342)	6,195
Prepaid expenses	3,781	(3,781)
Accounts payable and accrued liabilities	368,444	156,185
Cash Used in Operating Activities	(88,647)	(439,583)
Investing Activities		
Deposit	-	(599,695)
Cash Used in Investing Activities	-	(599,695)
Financing Activities		
Loan received	50,000	-
Shareholder loans	24,380	-
Proceeds from exercise of warrants	6,062	7,050
Share subscriptions received	22,000	70,000
Issuance of common shares, net of share issue costs	-	898,750
Cash Provided by Financing Activities	102,442	975,800
Increase (Decrease) in Cash	13,795	(63,478)
Cash, Beginning of Year	5,913	69,391
Cash, End of Year	\$ 19,708	\$ 5,913
Supplemental Disclosures with Respect to Cash Flows		
Taxes paid	\$ -	\$ -
Interest paid	\$ -	\$ -
Shares issued for debt settlement	\$ -	\$ 89,999

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS

Alchemist Mining Inc. (the "Company") was incorporated as NY85 Capital Inc. under the *Business Corporations Act* on October 22, 2010 in the province of British Columbia. On October 1, 2012, the shareholders of the Company approved the name change from NY85 Capital Inc. to Alchemist Mining Inc. at the Annual General and Special Meeting of the Company. On August 20, 2014, the Company de-listed from the TSX-V and commenced trading on the Canadian Securities Exchange ("CSE"). The common shares of the Company are listed for trading on the CSE under the symbol AMS. The Company has been operating in a single business segment focusing on mineral exploration in Canada. The Company is transitioning to a technology developer and provider initially targeting the Cannabis sector and is waiting for approval of their change in business by the CSE.

2. GOING CONCERN

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

Several adverse conditions may cast significant doubt on the validity of this assumption. For the year ended April 30, 2020 the Company incurred a net loss of \$435,360 (2019 - \$990,277), and as at April 30, 2020, has an accumulated deficit of \$4,069,102 (2019 - \$3,754,370). At April 30, 2020, the Company has a working capital deficiency of \$516,119 (2019 - \$109,115). The Company has limited resources, no sources of operating cash flows and no assurances that sufficient funding will be available to continue operations for an extended period of time. The Company is in the development stage, and accordingly, has not yet commenced revenue-producing operations.

The application of the going concern concept is dependent upon the Company's ability to satisfy its liabilities as they become due and to obtain the necessary financing to complete the development of its technologies and the attainment of profitable operations. Management is actively engaged in seeking to raise the necessary capital to meet its funding requirements. There can be no assurance that management's plan will be successful. If the going concern assumption were not appropriate for these financial statements then adjustments may be necessary in the carrying values of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material.

On March 11, 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", was declared by the World Health Organization as a global pandemic. This has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

3. BASIS OF PRESENTATION

Approval of the financial statements

The financial statements of the Company for the year ended April 30, 2020 were reviewed by the Audit Committee and approved and authorized for issue on October 16, 2020 by the Board of Directors of the Company.

3. BASIS OF PRESENTATION (Continued)

Statement of compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

Effective May 1, 2019, the Company adopted IFRS 16 *Leases* ("IFRS 16"). The adoption of this standard did not have a material measurement or disclosure impact on the Company's financial statements.

Basis of preparation

The financial statements are presented in Canadian dollars, which is also the Company's functional currency. The financial statements of the Company have been prepared on a historical cost basis, except for certain financial assets and financial liabilities measured at fair value.

4. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting judgments, estimates and assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses.

Significant accounting judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

The carrying value of the exploration and evaluation assets and the recoverability of the carrying value

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company.

If, after exploration and evaluation expenditures are capitalized, information becomes available suggesting that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount the Company carries out an impairment test at the cash-generating unit ("CGU") or group of CGUs level in the year the new information becomes available. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit, including geologic and metallurgic information, economics assessment/studies, accessible facilities, existing permits and ability to continue development.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Significant accounting judgments (continued)

The carrying value of the deposit for the Green Rush asset and the recoverability of the carrying value

The application of the Company's accounting policy for the deposit for the Green Rush asset requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after payments are capitalized, information becomes available suggesting that the recovery of the payments are unlikely, the amount capitalized is written off in profit or loss in the period the new information becomes available. Management review estimates at least annually and are updated if expectations change as a result of technical obsolescence or legal and other limits to use.

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual technology development programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Significant accounting estimates and assumptions

Information about estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are provided below. Actual results may be substantially different.

Deferred income tax

The Company recognizes a deferred tax asset to extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit against which deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized. In addition, changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods.

Share-based payments

Estimating the fair value of granted stock options requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected rate of forfeitures, volatility and dividend yield, and making assumptions about them.

Equipment

Recognition and measurement

On initial recognition, equipment is valued at cost, being the purchase price and directly attributable costs of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items.

4. **SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Equipment (continued)

Equipment is subsequently measured at cost less accumulated amortization, less any accumulated impairment losses.

Amortization

The amortization rates applicable to each category of equipment are as follows:

<u>Class of equipment</u>	<u>Amortization rate</u>
Computer equipment	55% declining-balance
Furniture and fixtures	20% declining-balance

One-half the normal amortization is taken in the year of acquisition.

Exploration and evaluation assets

Exploration and evaluation expenditures

Exploration and evaluation activities involve the search for minerals, the determination of technical feasibility and the assessment of commercial viability of an identified resource.

Exploration and evaluation costs incurred prior to obtaining licenses are expensed in the period in which they are incurred. Once a license to explore an area has been secured, expenditures on exploration and evaluation activities are capitalized, and classified. Such expenditures include, but are not limited to, exploration license expenditures, leasehold property acquisition costs, evaluation costs, including drilling costs directly attributable to a property, and directly attributable administrative costs. From time to time the Company may acquire or dispose of a mineral property pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets are tested for impairment and transferred to "mines under construction". No amortization is taken during the exploration and evaluation phase.

Decommissioning liabilities

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by exploration, evaluation, development or ongoing production.

Decommissioning and site rehabilitation costs arising from the installation of plant and other site preparation work, discounted to their net present value, are provided when the obligation to incur such costs arises and are capitalized into the cost of the related asset. These costs are charged against operations through depreciation of the asset and unwinding of the discount on the provision.

Depreciation is included in operating costs while the unwinding of the discount is included as a financing cost. Changes in the measurement of a liability relating to the decommissioning or site rehabilitation of plant and other site preparation work are added to, or deducted from, the cost of the related asset. The costs for the restoration of site damage, which arises during production, are provided at their net present values and charged against operations as extraction progresses.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Exploration and evaluation assets (continued)

Changes in the measurement of a liability, which arises during production, are charged against operating profit. The discount rate used to measure the net present value of the obligations is the pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. To date, the Company does not have any decommissioning liabilities.

Impairment of non-financial assets

The carrying amount of the Company's non-financial assets are reviewed at each reporting date to determine if there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit ("CGU") to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

Where an impairment loss subsequently reverses for its long-lived assets, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Financial instruments

The Company's financial instruments are accounted for as follows:

	IAS 39	IFRS 9
Financial Asset		
Cash	Fair value through profit and loss ("FVTPL")	FVTPL
Financial Liabilities		
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Loans payable	Amortized cost	Amortized cost
Shareholder loans	Amortized cost	Amortized cost

4. **SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Financial instruments (continued)

Financial assets

(i) Recognition and measurement of financial assets

The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument.

(ii) Classification of financial assets

The Company classifies financial assets at initial recognition as financial assets: measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss.

Financial assets measured at amortized cost

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost:

- The Company's business model for the such financial assets, is to hold the assets in order to collect contractual cash flows.
- The contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss, if necessary.

Financial assets measured at fair value through other comprehensive income ("FVTOCI")

Elected investments in equity instruments measured at fair value through other comprehensive income is recognized initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included as "financial asset at fair value through other comprehensive income" in other comprehensive income.

Financial assets measured at fair value through profit or loss ("FVTPL")

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

(iii) Derecognition of financial assets

The Company derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the financial asset. Any interests in transferred financial assets that are created or retained by the Company are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in the consolidated statement of loss and comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive loss.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (continued)

Financial Liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable. The Company's financial liabilities include accounts payable and accrued liabilities and classified as financial liabilities subsequently measured at amortized cost.

Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the statements of loss and comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates substantively enacted at year-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax assets and liabilities and the related deferred income tax expense or recovery are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of share-based payments to employees is measured at grant date using the Black-Scholes option pricing model, and is recognized over the vesting period. Fair value of share-based payments for non-employees is recognized and measured at the date the goods or services are received based on the fair value of the goods or services received. If it is determined that the fair value of goods and services received cannot be reliably measured, the share-based payment is measured at the fair value of the equity instruments issued using the Black-Scholes option pricing model.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest, except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (continued)

For both employees and non-employees, the fair value of share-based payments is recognized as either an expense or capitalized with a corresponding increase in share-based payment reserves. The amount recognized as expense is adjusted to reflect the number of share options that actually vest. Consideration received on the exercise of stock options is recorded in share capital and the related share-based payment reserves is transferred to share capital.

Loss per share

Basic loss per share is calculated by dividing the net loss for the year by the weighted average number of common shares outstanding during the year. Diluted loss per share is calculated using the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of share options, share purchase warrants and their equivalents would be used to repurchase common shares of the Company at the average market price during the year.

Existing share options and share purchase warrants have not been included in the computation of diluted loss per share as to do so would be anti-dilutive. Accordingly, basic and diluted loss per share is the same.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

Share capital

Proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company. Share capital issued for non-monetary consideration is valued at the closing market price at the date of issuance. The proceeds from the issuance of units are allocated between common shares and warrants based on the residual value method. Under this method, the proceeds are allocated first to share capital based on the fair value of the common shares at the time the units are priced and any residual value is allocated to the warrants reserve. Consideration received for the exercise of options or warrants is recorded in share capital and the related residual value is transferred to share capital. For those options and warrants that expire, the recorded value is transferred to deficit.

New accounting standards recently adopted

IFRS 16 *Leases*

This new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. The new standard introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

New accounting standards recently adopted (continued)

The main features of the new standard are as follows:

- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarly to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.

The new standard supersedes the requirements in IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases – Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease.

Applicable to the Company's annual period beginning May 1, 2019. The adoption of this standard did not have a material measurement or disclosure impact on the Company's financial statements.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The carrying values of these instruments approximate their fair values due to their short term to maturity.

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

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 assets or liabilities that are not based on observable market data.

The Company's financial instruments classified as Level 1 in the fair value hierarchy are cash and accounts payable and accrued liabilities. Their carrying values approximate the fair values due to short-term maturity of these instruments.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

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5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions. The Company has minimal credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The contractual financial liabilities of the Company as of April 30, 2020 equal \$566,339 (2019 - \$141,979). All of the liabilities presented as accounts payable are due within 90 days of April 30, 2020. The Company is seeking additional sources of capital through financing.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

As at April 30, 2020, the Company is not exposed to significant market risk.

6. EQUIPMENT

	Computer Equipment	Furniture and Fixtures	Total
Cost			
Balance, April 30, 2018, 2019 and 2020	\$ 5,453	\$ 2,032	\$ 7,485
Amortization			
Balance, April 30, 2018	\$ 4,526	\$ 1,605	\$ 6,131
Amortization	509	86	595
Balance, April 30, 2019	5,035	1,691	6,726
Amortization	230	64	294
Balance, April 30, 2020	\$ 5,265	\$ 1,755	\$ 7,020
Net Book Value			
April 30, 2019	\$ 418	\$ 341	\$ 759
April 30, 2020	\$ 188	\$ 277	\$ 465

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7. EXPLORATION AND EVALUATION ASSETS

	Aubaine	Windfall	Total
Balance, April 30, 2018	\$ 341,000	\$ 50,500	\$ 391,500
Impairment	(341,000)	(50,500)	(391,500)
Balance, April 30, 2019 and 2020	\$ -	\$ -	\$ -

Windfall Lake Property

On March 2, 2017, the Company entered into an option agreement to acquire a 100% interest in the Windfall Lake Property ("Windfall") located in Quebec. In consideration, the Company paid \$2,500 in cash and issued 800,000 common shares of the Company (issued and valued at \$48,000).

During the year ended April 30, 2019, the Company did not meet the financial commitments and, the Company has terminated the option agreement on the property.

Management recorded an impairment loss of \$50,500 in accordance with level 3 of the fair value hierarchy for the year ended April 30, 2019.

Aubaine Property

On March 3, 2017, as amended May 17, 2017, the Company entered into an option agreement to acquire a 100% interest in the Aubaine Property ("Aubaine") located in Quebec. In consideration, the Company must make payments and issue common shares as follows:

- \$10,000 in cash (paid) and 2,000,000 common shares (issued and valued at \$160,000) of the Company upon signing of the agreement;
- \$15,000 in cash on or before May 27, 2017 (paid);
- \$15,000 on or before June 27, 2017 (paid);
- \$25,000 in cash on or before March 3, 2018 (paid);
- \$25,000 in cash on or before September 3, 2018; and
- \$100,000 in cash on or before March 3, 2019.

The Company must also incur \$500,000 in exploration expenditures on or before March 3, 2020. The vendor will retain a 3% NSR on Aubaine, of which the Company can buy back 1% on or before March 3, 2023 for \$1,000,000. In March 2017, the Company also issued 200,000 finders shares valued at \$16,000.

During the year ended April 30, 2019, the Company didn't meet the financial commitments and, the Company has terminated the option agreement on the property.

Management recorded an impairment loss of \$341,000 in accordance with level 3 of the fair value hierarchy for the year ended April 30, 2019.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

7. EXPLORATION AND EVALUATION ASSETS (Continued)

Environmental (continued)

Environmental legislation is becoming increasingly stringent and the expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the property may be diminished or negated.

8. DEPOSIT

On March 19, 2019, the Company entered into an asset purchase agreement ("Agreement") with Green Rush Consulting LLC ("Green Rush") whereby Green Rush has granted the Company the right to purchase 100% of Green Rush's right, title, and interest in and certain intellectual property rights relating to Green Rush's Oddysee Software Platform, a software-as-a-service platform focused on the automation for city and state cannabis license applications.

In accordance with the Agreement, the Company is required to make a series of payments totaling US\$3,750,000 ("Purchase Price") and issue 20,000,000 common shares of the Company ("Consideration Shares") to Green Rush.

As at April 30, 2020, the Company has paid \$599,695 (US\$453,895) (2019 - \$599,695). This amount has been recorded as a prepaid acquisition cost. The remainder of the purchase price of US\$3,296,105 will be issued as a secured promissory note.

The Company shall pay the remainder of the Purchase price, issue the common shares and promissory note once the closing date is agreed upon between the Company and Green Rush. Currently, management and Green Rush are in discussions regarding when the Agreement will close. The Agreement is also pending CSE approval. There is no guarantee that the deposit will be refundable if the asset purchase agreement does not close.

9. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value.

Issued

For the year ended April 30, 2020:

During the year ended April 30, 2020, the Company received \$6,062 from the exercise of 107,500 warrants at prices between of \$0.055-\$0.075 per share. These shares have not yet been issued and are included as subscriptions.

The Company received \$22,000 during the year ended April 30, 2020 in share subscriptions towards a private placement which has not closed as at April 30, 2020. The private placement consists of units at a price of \$0.25 per unit. Each unit is to be comprised of 4 common shares and 4 transferable common share purchase warrants. Each warrant will be exercisable for on additional common share at a price of \$0.15 for a period of two year from the date of closing.

9. SHARE CAPITAL (Continued)

Issued (continued)

For the year ended April 30, 2019:

On November 13, 2018 the Company settled indebtedness of \$9,999 to a third party by the issuance of 181,800 common shares at a fair value of \$0.055 per common share.

On December 14, 2018, the Company closed the first tranche of a non-brokered private placement and raised \$689,000 through the issuance of 13,780,000 units at a price of \$0.05 per unit. Each unit consists of one common share and one share purchase warrant. Each whole warrant is exercisable by the holder to acquire an additional common share of the Company for a period of one year from issuance at an exercise price of \$0.075 per share. The Company paid finders fees of \$7,150 and issued 143,000 agent warrants valued at \$2,326 with the same terms as the warrants in the private placement.

On February 2, 2019 the Company settled indebtedness of \$80,000 to a Company controlled by a director through the issuance of 1,600,000 common shares at a fair value of \$0.05 per common share.

On March 14, 2019, the Company closed the second tranche of a non-brokered private placement and raised \$216,900 through the issuance of 4,338,000 units at a price of \$0.05 per unit. Each unit consists of one common share and one share purchase warrant. Each whole warrant is exercisable by the holder to acquire an additional common share of the Company for a period of one year from issuance at an exercise price of \$0.075 per share.

During the year ended April 30, 2019, 94,000 shares were issued for warrants exercised at a value of \$7,050.

The Company received \$70,000 during the year ended April 30, 2019 towards a private placement which has not closed as at April 30, 2020. The private placement consists of units at a price of \$0.25 per unit. Each unit is to be comprised of 4 common shares and 4 transferable common share purchase warrants. Each warrant will be exercisable for on additional common share at a price of \$0.15 for a period of two year from the date of closing.

Share options

The Company has adopted a share option plan pursuant to which the Board of Directors of the Company may, from time to time, in its discretion, and in accordance with the CSE requirements, grant to directors, officers, employees and consultants of the Company 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 at the time of grant and exercisable for a period of up to ten years from the date of grant. The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all consultants will not exceed 2% of the issued and outstanding common shares. Options may be exercised within 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, employment or 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.

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9. SHARE CAPITAL (Continued)

Share options (continued)

The changes in share options during the years ended April 30, 2020 and 2019 are summarized as follows:

	2020		2019	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding and exercisable, beginning of year	2,520,000	\$ 0.15	3,890,000	\$ 0.15
Expired	(950,000)	0.06	-	-
Cancelled	(450,000)	0.22	(1,370,000)	0.16
Outstanding, end of year	1,120,000	\$0.21	2,520,000	\$ 0.15

The following table summarizes information about share options outstanding at April 30, 2020:

Expiry Date	Weighted Average Remaining Contractual Life in Years	Exercise Price	Options Outstanding	Options Exercisable
January 5, 2021	0.68	\$ 0.24	775,000	775,000
March 26, 2021	0.90	\$ 0.13	345,000	345,000
	0.75	\$ 0.21	1,120,000	1,120,000

During the year ended April 30, 2020, the Company granted Nil (2019 – Nil) stock options. The Company recognized share-based payments expense of \$Nil (2019 - \$Nil) for options granted and vested during the period. During the year ended April 30, 2020, the Company reclassified \$111,513 (2019 - \$123,408) from share-based payments reserve to deficit on the expiry or cancellation of the options.

Warrants

The changes in warrants during the years ended April 30, 2020 and 2019 are summarized as follows:

	2020		2019	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Outstanding, beginning of year	25,174,500	\$ 0.075	8,662,500	\$ 0.075
Issued	-	-	18,261,000	0.075
Exercised	(107,500)	0.056	(94,000)	0.075
Expired	(25,067,000)	0.070	(1,655,000)	0.100
Outstanding, end of year	-	\$ -	25,174,500	\$ 0.075

ALCHEMIST MINING INC.
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9. SHARE CAPITAL (Continued)

Warrants (continued)

On August 9, 2019, the Company repriced 6,751,000 warrants that issued on September 7, 2018 and expiring September 7, 2019 from an exercise price of \$0.075 to an exercise price of \$0.055. There were no changes to the values of the warrants arising from the repricing.

There are Nil warrants outstanding as at April 30, 2020 (2019 – 25,174,500).

For the agent warrants issued as part of the non-brokered private placements, the Company applied the fair value method using the Black-Scholes option pricing model in accounting for its finders' warrants granted with the following weighted average assumptions:

	Year Ended April 30, 2020	Year Ended April 30, 2019
Expected life (years)	-	1.00
Risk-free interest rate	-	1.88%
Volatility	-	100%
Dividend yield	-	0.00%
Grant date fair value	-	\$0.06

10. RELATED PARTY TRANSACTIONS

Key management personnel compensation for years ended April 30, 2020 and 2019 is as follows:

	2020	2019
Short-term compensation	\$ 241,500	\$ 284,356

Of the \$241,500 recorded as short-term compensation for the year ended April 30, 2020 (2019 - \$284,356), \$7,500 (2019 - \$8,000) was recorded as accounting and legal, \$Nil (2019 - \$91,500) was recorded as management fees and \$234,000 (2019 - \$184,856) was recorded as consulting fees.

On February 5, 2019, the Company issued 1,600,000 common shares as settlement of \$80,000 in accounts payable with officers of the Company. The fair value of the common shares issued according to the trading price was \$80,000.

At April 30, 2020, \$218,125 (2019 - \$29,381) of unpaid management and consulting fees was included in accounts payable and accrued liabilities.

At April 30, 2020, included in Shareholder loans is \$5,962 (2019 - \$Nil) was due to a related party.

11. LOAN PAYABLE

As at April 30, 2020, the Company had a total loan payable of \$55,000 (2019 - \$NIL) from one arms-length individual. The principal on the loan is \$50,000 with interest of \$5,000 that represents a fixed interest of 10% regardless of term. The loan unsecured and is repayable upon the Company receiving any monies from any source whatsoever.

ALCHEMIST MINING INC.
Notes to the Financial Statements
Years Ended April 30, 2020 and 2019
(Expressed in Canadian Dollars, unless otherwise stated)

12. INCOME TAXES

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 27% (2019 - 27%) to income before income taxes.

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	2020	2019
Net loss for the year	\$ (435,360)	\$ (990,277)
Statutory income tax rate	27%	27%
Income tax benefit computed at statutory tax rate	(117,547)	(267,375)
Items not deductible for income tax purposes	81	-
Change in timing differences	-	2,481
Unrecognized benefit of deferred income tax assets	117,466	264,894
Income tax benefit	\$ -	\$ -

Significant unrecognized tax benefits and unused tax losses for which no deferred tax asset is recognized as of April 30 are as follows:

	2020	2019
Non-capital losses carried forward	\$ 3,016,564	\$ 2,532,144
Excess of tax value over carrying value of equipment	9,119	9,074
Excess of tax value over carrying value of exploration and evaluation assets	465,302	681,304
Share issue costs	7,540	15,011
Unrecognized deductible temporary differences	\$ 3,498,525	\$ 3,237,533

The Company has non-capital losses of \$3,017,000 available for carry-forward to reduce future years' income for income tax purposes. These losses expire as follows:

2031	\$ 9,000
2032	157,000
2033	376,000
2034	248,000
2035	311,000
2036	252,000
2037	253,000
2038	372,000
2039	601,000
2040	438,000
	\$ 3,017,000

13. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment, development of technology, and all of its operations and assets are in Canada.

14. CAPITAL MANAGEMENT

The Company considers its capital to be comprised of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

Management reviews the capital structure on a regular basis to ensure that the above objectives are met. There have been no changes to the Company's approach to capital management during the year ended April 30, 2020. The Company is not subject to external restrictions on its capital.

15. SUBSEQUENT EVENT

Subsequent to the year ended April 30, 2020:

- i) The Company was cease traded during fiscal 2020 and resumed trading on the CSE on August 7, 2020.
- ii) The Company was cease traded by the CSE on October 8, 2020 due to the late filing of its financial statements.
- iii) The Company received an unsecured loan from a third party of \$11,000. The loan is payable on demand and bears interest at a fixed amount of \$1,100.
- iv) On August 31, 2020, the Company entered into a Letter of Intent ("LOI") where Alchemist would purchase and acquire essentially all of the assets (excluding cash and cash equivalents) of All Nations Cannabis Corporation, a BC corporation. The assets include but are not limited to its name, real estate land holdings, cultivation facility and business agreements. The purchase price will be \$20,000,000 payable in the common shares of Alchemist at a fixed value of \$0.045 per share.

There will be a concurrent private placement undertaken in the amount of C\$3,000,000 at a price of \$0.035 per share. On September 15, 2020, the first tranche of 14,285,715 common shares for gross proceeds of \$500,000 was closed.

SCHEDULE C

MANAGEMENT'S DISCUSSION & ANALYSIS OF ALCHEMIST

[See Attached]

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Six Months Ended October 31, 2022

Introduction

This Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for Alchemist Mining Inc. (the "Company"). This discussion should be read in conjunction with the Company's unaudited interim financial statements for the six months ended October 31, 2022, and the audited financial statements and accompanying notes for the year ended April 30, 2022, available through the SEDAR website at www.sedar.com.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and reporting currency is the Canadian Dollar, unless otherwise stated. This Management Discussion and Analysis is dated December 28, 2022.

The Company was incorporated as NY85 Capital Inc. under the Business Corporations Act on October 22, 2010, in the Province of British Columbia. On May 31, 2012, the Company completed its Qualifying Transaction and received the Final Exchange Bulletin from the TSX Venture Exchange ("TSX-V"). On October 1, 2012, the shareholders of the Company approved the name change from NY85 Capital Inc. to Alchemist Mining Inc. at the Annual General and Special Meeting of the Company. On August 20, 2014, the Company de-listed from the TSX-V and commenced trading on the Canadian Securities Exchange ("CSE"). The common shares of the Company are listed for trading on the CSE under the symbol AMS.X.

The registered office and records of the Company are located at 2380, 1055 West Hastings Street, Vancouver, B.C. V6E 2E9.

To date, the Company has not generated any revenue and has met its cash requirements primarily through share issuances. Until the Company attains profitability, it will be necessary to raise additional financings for general working capital. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

The Company expects to use its available working capital, for general working capital, including complementary acquisitions. The Company's objectives are to evaluate other opportunities to build shareholder value.

Overall Performance

On March 19, 2019, the Company entered into an asset purchase agreement ("Green Rush APA") with Green Rush Consulting LLC ("Green Rush") whereby Green Rush granted the Company the right to purchase 100% of Green Rush's right, title, and interest in and certain intellectual property rights relating to Green Rush's Oddysee Software Platform, a software-as-a-service platform focused on the automation for city and state cannabis license applications.

In accordance with the Green Rush APA, the Company was required to make a series of payments totaling US\$3,750,000 ("Purchase Price") and issue 20,000,000 common shares of the Company to Green Rush.

As at April 30, 2021, the Company had paid \$579,810 (US\$453,895) (2020 - \$599,695 (US\$453,895)). This amount was recorded as a prepaid acquisition cost. The remainder of the purchase price of US\$3,296,105 was to be issued as a secured promissory note. The Company was to pay the remainder of the Purchase Price, issue the common shares and promissory note. The agreement was terminated and during the year ended April 30, 2021, the Company wrote-off the full balance of the deposit of \$579,810, as it was not deemed to be recoverable.

On December 7, 2020, the Company entered into an asset purchase agreement (the "All Nations APA") where Alchemist would acquire essentially all of the assets (excluding cash and cash equivalents) of All Nations Cannabis Corporation ("All Nations"), a British Columbia corporation. The assets include but are

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Six Months Ended October 31, 2022

not limited to its name, real estate land holdings, cultivation facility and business agreements. The purchase price will be \$20,000,000 payable by issuing 500,000,000 common shares.

In August 2021, the Company terminated the All Nations APA with All Nations.

On September 16, 2021, the Company entered into a share exchange agreement for the acquisition of Alinea Cannabis Inc. ("Alinea"), a Health Canada licensed, federally registered corporation, whereby the Company would purchase all of the assets of Alinea, including but not limited to its name, real estate land holdings, cultivation facility and business agreements. The purchase price was to be \$3,680,000 paid through the issuance of 49,066,667 common shares of Alchemist Inc. at a deemed price of \$0.075 per share.

On October 29, 2021, the Company terminated the proposed transaction with Alinea.

On November 10, 2021, the Company's Board of Directors approved a consolidation of the Company's issued share capital on the basis of twenty (20) common shares for one (1) new share of the Company. The share consolidation was applied retrospectively to all of the issued and outstanding common shares, stock options and warrants.

On December 21, 2021, the Company announced that it has arranged a non-brokered private placement of up to 20,000,000 units (each, a "Unit") at a price of \$0.075 per Unit for gross proceeds of up to \$1,500,000. Each Unit was comprised of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one additional common share for a period of four years from the closing date at an exercise price of \$0.20 per common share.

On January 14, 2022, the Company completed its non-brokered private placement and issued an aggregate of 11,983,333 units at a price of \$0.075 per Unit for aggregate gross proceeds of \$898,750. Proceeds from the offering will be used for payment of current payables and working capital. All securities issued in connection with the offering will be subject to a four month hold from the closing date.

On January 24, 2022, the Company and Iron Forge entered into a letter of intent (the "LOI") setting out the essential terms and conditions by which the Company and Iron Forge Holdings (I) Ltd. ("Iron Forge"), a private arm's length British Columbia mineral exploration company, proposed to complete a business combination and, in connection therewith, the acquisition by the Company of all of the issued and outstanding common shares of Iron Forge (collectively, the "Iron Forge Shares").

On February 18, 2022, the Company issued 2,497,080 common shares (with a fair value of \$0.25 on the date of grant) to settle \$299,650 in debt owing to various creditors. The fair value of the shares is \$624,270. The Company recognized a loss on the transaction of \$324,621. The shares are subject to a statutory hold period expiring four months and one day after closing of the debt settlement.

On February 24, 2022, the Company closed a non-brokered private placement of 150,000 common shares at a price of \$0.70 per share for gross proceeds of \$105,000.

On March 29, 2022, the Company paid \$32,000 in settlement of a \$60,000 debt to a related party.

On April 8, 2022, the Company entered into a share exchange agreement (the "Share Exchange Agreement"), which replaced and superseded the LOI, and, in accordance with its terms, the Company agreed to acquire all of the issued and outstanding Iron Forge Shares in exchange for 7,500,000 common shares at a deemed price of \$0.145 per common share and 3,750,000 common share purchase warrants, exercisable for a period of two years at a price of \$0.20 per common share.

On June 9, 2022, the Company settled a convertible note and interest of \$94,062 by issuing 648,706 units. Each unit is comprised of one common share with a fair value of \$0.30 per share and one common share purchase warrant. Each warrant will entitle the holder thereof to acquire one share at a price of \$0.145 per warrant share and exercisable for 4 years.

ALCHEMIST MINING INC.**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the Six Months Ended October 31, 2022

On August 31, 2022, the Company amended the terms to the Share Exchange Agreement, to push the outside date for the closing of its proposed acquisition of all of the issued and outstanding Iron Forge Shares to October 31, 2022.

Selected Annual Information

Years ended April 30, 2022, 2021 and 2020.

	April 30, 2022	April 30, 2021	April 30, 2020
Revenues	\$ -	\$ -	\$ -
Net loss for the year	(1,035,206)	(1,025,348)	(435,360)
Comprehensive loss for the year	(1,035,206)	(1,025,348)	(435,360)
Basic and diluted loss per share	(0.13)	(0.29)	(0.15)
Total Assets	412,822	64,751	650,380
Total Liabilities	212,955	448,763	566,339

Results of Operations

For the six months ended October 31, 2022, the Company incurred a net loss of \$386,220 compared to a net loss of \$234,435 for the six months ended October 31, 2021. The Company's loss included expenditures as follows:

- Accounting, legal and audit fees of \$66,605 (2021 – \$28,505) increased due to legal fees associated with proposed business transactions.
- Consulting fees of \$38,881 (2021 - \$177,000) decreased due to the use of consultants associated with proposed business transactions in the prior period.
- Filing fees and shareholder information of \$10,850 (2021 - \$10,623) ae associated with required disclosure and filings.
- Office and general expense of \$18,949 (2021 - \$1,671 increased due to office overhead.
- Exploration costs of \$149,632 (2021 - \$nil) increased due to expenses incurred for staking, technical report and exploration
- Loss on settlement of convertible debt of \$100,549 (2021 - \$nil) related to the settlement of convertible debt for 648,706 units.

For the three months ended October 31, 2022, the Company incurred a net loss of \$145,797 compared to a net loss of \$116,021 for the three months ended October 31, 2021. The Company's loss included expenditures as follows:

- Accounting, legal and audit fees of \$35,076 (2021 – \$21,428) increased due to legal fees associated with proposed business transactions.
- Consulting fees of \$32,600 (2021 - \$73,500) decreased due to the use of consultants associated with proposed business transactions in the prior period.
- Filing fees and shareholder information of \$9,586 (2021 - \$6,814) ae associated with required disclosure and filings.
- Office and general expense of \$18,841 (2021 - \$1,316 increased due to office overhead.
- Exploration costs of \$49,694 (2021 - \$nil) increased due to expenses incurred for staking, technical report and exploration

ALCHEMIST MINING INC.**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the six months ended October 31, 2022

Summary of Quarterly Financial Results

Results for the most recent quarters including the last quarter ended April 30, 2022, are as follows:

For the Quarterly Periods ended:		October 31, 2022	July 31, 2022	April 30, 2022	January 31, 2022
Total revenues	\$	-	-	-	-
Net loss for the period		145,797	240,423	(556,777)	(243,994)
Net loss per common share, basic and diluted		(0.01)	(0.01)	(0.07)	(0.05)

For the Quarterly Periods ended:		October 31, 2021	July 31, 2021	April 30, 2021	January 31, 2021
Total revenues	\$	-	-	-	-
Net loss for the period		(116,021)	(118,414)	(118,684)	(698,305)
Net loss per common share, basic and diluted		(0.03)	(0.03)	(0.04)	(0.21)

Proposed Transactions

All Nations Cannabis Corporation ("All Nations")

On September 2, 2020, the Company announced that it had entered a non-binding letter of intent, dated August 31, 2020, for the acquisition of All Nations, a company that is in the final stages of receiving a Health Canada License for the cultivation and processing of cannabis and associated products. The parties signed an asset purchase agreement on December 7, 2020, which was then amended on March 1, 2021.

In August 2021, the Company terminated the proposed transaction with All Nations.

Alinea Cannabis Inc.

On September 16, 2021, Company entered into a share exchange agreement for the acquisition of all of the assets of Alinea Cannabis Inc. On October 29, 2021, the Company terminated the proposed transaction.

Iron Forge Holdings (I) Ltd.

On April 8, 2022, the Company entered into the Share Exchange Agreement, which replaced and superseded the LOI, and, in accordance with its terms, the Company agreed to acquire all of the issued and outstanding Iron Forge Shares in exchange for 7,500,000 common and 3,750,000 common share purchase warrants, exercisable for a period of two years at a price of \$0.20 per common share.

ALCHEMIST MINING INC.**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the six months ended October 31, 2022

Related Party Transactions*Key management personnel compensation*

The remuneration of the Company's directors and other members of key management, who have the authority and responsibility for planning, directing, and controlling the activities of the Company, consists of the following amounts.

The following table summarizes transactions with related parties during the six months ended October 31, 2022, and 2021:

	Six months ended	
	October 31, 2022	October 31, 2021
Consulting fees	\$ -	\$ 73,500
Accounting fees	10,000	1,500
	\$ 10,000	\$ 75,000

As at October 31, 2022, \$Nil, (April 30, 2022 - \$15,025 of unpaid consulting fees to the former CEO and accounting fees to the former CFO) was included in accounts payable and accrued liabilities. The amounts are unsecured, non-interest bearing and due on demand.

Shareholder loans

	Year ended	
	October 31, 2022	April 30, 2022
Opening balance	\$ 222	\$ 11,253
Cash received	-	17,085
Cash paid for principal	-	(28,534)
Loss on debt settlement	-	491
Forgiveness of debt	(222)	(73)
	\$ -	\$ 222

During the year ended April 30, 2022, the Company received working capital advances from related parties. The advances are unsecured, non-interest bearing and have no repayment terms. As at October 31, 2022, no amounts are outstanding.

Liquidity and Capital Resources

As at October 31, 2022, the Company had \$140,493 (April 30, 2022 - \$352,085) in cash and other current assets of \$6,890 (April 30, 2022 - \$60,737) for an aggregate of 147,383 (April 30, 2022 - \$412,822). Current liabilities totaled \$139,422 (April 30, 2022 - \$213,253). Accordingly, as at October 31, 2022, the Company's working capital was \$7,961 (April 30, 2022 - \$199,569).

Financings

For the six months ended October 31, 2022:

There were no financings in the period

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the six months ended October 31, 2022

During the period ended October 31, 2021, the Company received the following loans:

- \$87,500 convertible debenture that is unsecured, bearing interest at 10% per year, due within 30 days of the Company resuming trading. The debt is repayable in cash or through the issuance of 2,500,000 units. Each unit is to be comprised of one common share and one share purchase warrant. The warrants will have an exercise price of \$0.75 and will be exercisable for a period of two years from the date of issuance. The loan meets the criteria of a convertible debenture. As the debt is due on demand and is currently recorded at its present value, \$nil was assigned to the equity component. As of October 31, 2022, the \$87,500 in principal and \$6,563 in interest expense was settled by the issuance of 648,706 units. Each unit comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire one share at a price of \$0.145 per share and is exercisable for 4 years.
- \$100,000 loan that is unsecured, and non-interest bearing. The loan has been repaid in cash of \$50,000 in each of January and March 2022.

Outstanding Shares

The following table sets forth information concerning the outstanding securities of the Company:

	September 29, 2022	April 30, 2022	April 30, 2021
Common shares	19,109,655	18,460,949	3,830,536
Stock Options	-	-	-
Warrants	12,632,039	11,983,333	92,000
Fully Diluted Shares	31,741,694	30,444,282	3,922,536

Financial and Other Instruments

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The Company classifies its financial instruments as follows: cash is classified as financial assets at FVTPL; amounts receivable, accounts payable and accrued liabilities, loans payable, shareholder loans, and long-term debt are measured at amortized cost. The carrying values of these instruments approximate their fair values due to their short term to maturity.

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

- 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 assets or liabilities that are not based on observable market data.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the six months ended October 31, 2022

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions. The Company has minimal credit risk on its amounts receivable at year end as the balance relates to an overpayment made to legal counsel.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The contractual financial liabilities of the Company as of October 31, 2022, equal \$139,422 (April 30, 2022 - \$213,253). All of the liabilities presented as accounts payable are due within 90 days of the end of the period. The Company is seeking additional sources of capital through financing opportunities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

As at October 31, 2022, the Company is not exposed to significant market risk.

Critical Accounting Estimates

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue 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 the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant estimates made in the preparation of these financial statements included the recoverability and carrying value of the Green Rush deposit and the recoverability of deferred tax assets. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

Management's Report on Internal Control over Financial Reporting

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the CEO and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument 52-109 – Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in NI 52-109.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the six months ended October 31, 2022

Accounting Standards, Amendments and Interpretations not yet Effective

For details of the Company's Future Accounting Standards, including accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Note 4 of the Company's audited consolidated financial statements for the year ended April 30, 2022.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at October 31, 2022, or as of the date of this report.

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company is a relatively new company with limited operating history and no history of business or mining operations, revenue generation or production history. The Company was incorporated on October 22, 2010 and has yet to generate a profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

Lack of Operating Cash Flow

The Company currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Company sustains losses over an extended period of time, it may be unable to continue its business. Further exploration and development of the Rhodes Marsh Project, will require the commitment of substantial financial resources. It may be several years before the Company may generate any revenues from operations, if at all. There can be no assurance that the Company will realize revenue or achieve profitability.

Exploration of Mineral Property Interests

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. Most of the above factors are beyond the Company's control.

Uninsurable Risks

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

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the six months ended October 31, 2022

Regulatory Requirements

Even if the Rhodes Marsh Project is proven to host economic reserves of precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of such mineral properties, environmental legislation and mine safety.

Global Uncertainty

On March 11, 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", was declared by the World Health Organization as a global pandemic. This has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the services of its directors and officers, or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The *Business Corporations Act* (British Columbia)("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

ALCHEMIST MINING INC.

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For the six months ended October 31, 2022

Caution Regarding Forward Looking Statements

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of exploration activities; requirements for additional capital; government regulation of mining operations. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes or other risks of the mining industry; delays in obtaining government approvals or financing or incompleteness of development or construction activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional financial information is available in the Company's audited annual financial statements for the year ended April 30, 2022. These statements are available on SEDAR at www.sedar.com.

The following addresses the specific disclosure requirements for venture issuers without significant revenues:

- (a) Capitalized or expensed exploration and development costs – Not applicable
- (b) Expensed research and development costs – Not applicable
- (c) Deferred development costs – Not applicable
- (d) General administrative expenses – the financial information is presented in the Statement of Loss and Comprehensive Loss in the financial statements.
- (e) Any material costs, whether capitalized, deferred or expensed, not referred to in (a) through (d) – None.

Officers and Directors

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting on the matter(s). In determining

ALCHEMIST MINING INC.**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the six months ended October 31, 2022

whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current Directors of the Company are as follows:

Eric Boehnke, Director, President & CEO

James Carter, Director

Jennie Choboter, Director & CFO

Approval

The Board of Directors of Alchemist Mining Inc. has approved the disclosure contained in this MD&A on December 28, 2022.

Additional information related to the Company is available on SEDAR at www.sedar.com, on the Company's website at www.alchemistmining.com.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2022

Introduction

This Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for Alchemist Mining Inc. (the "Company"). This discussion should be read in conjunction with the Company's audited financial statements and accompanying notes for the year ended April 30, 2022, available through the SEDAR website at www.sedar.com.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and reporting currency is the Canadian Dollar, unless otherwise stated. This Management Discussion and Analysis is dated August 29, 2022.

The Company was incorporated as NY85 Capital Inc. under the Business Corporations Act on October 22, 2010 in the Province of British Columbia. On May 31, 2012, the Company completed its Qualifying Transaction ("QT") and received the Final Exchange Bulletin from the TSX Venture Exchange ("TSX-V"). On October 1, 2012, the shareholders of the Company approved the name change from NY85 Capital Inc. to Alchemist Mining Inc. at the Annual General and Special Meeting of the Company. On August 20, 2014, the Company de-listed from the TSX-V and commenced trading on the Canadian Securities Exchange ("CSE"). The common shares of the Company are listed for trading on the CSE under the symbol AMS.X.

The registered office and records of the Company are located at 2380, 1055 West Hastings Street, Vancouver, B.C. V6E 2E9.

To date, the Company has not generated any revenue and has met its cash requirements primarily through share issuances. Until the Company attains profitability, it will be necessary to raise additional financings for general working capital. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

The Company expects to use its available working capital, for general working capital, including complementary acquisitions. The Company's objectives are to evaluate other opportunities to build shareholder value.

Overall Performance

On March 19, 2019, the Company entered into an asset purchase agreement ("Agreement") with Green Rush Consulting LLC ("Green Rush") whereby Green Rush granted the Company the right to purchase 100% of Green Rush's right, title, and interest in and certain intellectual property rights relating to Green Rush's Oddysee Software Platform, a software-as-a-service platform focused on the automation for city and state cannabis license applications.

In accordance with the Agreement, the Company was required to make a series of payments totaling US\$3,750,000 ("Purchase Price") and issue 20,000,000 common shares of the Company ("Consideration Shares") to Green Rush.

As at April 30, 2021, the Company had paid \$579,810 (US\$453,895) (2020 - \$599,695 (US\$453,895)). This amount was recorded as a prepaid acquisition cost. The remainder of the purchase price of US\$3,296,105 was to be issued as a secured promissory note. The Company was to pay the remainder of the Purchase price, issue the common shares and promissory note. The agreement was terminated and during the year ended April 30, 2021, the Company wrote-off the full balance of the deposit of \$579,810, as it was not deemed to be recoverable.

On December 7, 2020, the Company entered into an asset purchase agreement (the "APA") where Alchemist would acquire essentially all of the assets (excluding cash and cash equivalents) of All Nations Cannabis Corporation ("All Nations"), a BC corporation. The assets include but are not limited to its name,

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2022

real estate land holdings, cultivation facility and business agreements. The purchase price will be \$20,000,000 payable by issuing 500,000,000 common shares.

In August 2021, the Company terminated the Asset Purchase Agreement with All Nations.

On September 16, 2021, the Company entered into a share exchange agreement for the acquisition of Alinea Cannabis Inc. ("Alinea") – a Health Canada licensed, federally registered corporation, whereby the Company would purchase all of the assets of Alinea, including but not limited to its name, real estate land holdings, cultivation facility and business agreements. The purchase price was to be \$3,680,000 paid through the issuance of 49,066,667 common shares of Alchemist Inc. at a deemed price of \$0.075 per share.

On October 29, 2021, the Company terminated the proposed transaction with Alinea Cannabis Inc.

On November 10, 2021, the Company's Board of Directors approved a consolidation of the Company's issued share capital on the basis of twenty (20) common shares for one (1) new share of the Company (the "Consolidation Ratio"). The share consolidation was applied retrospectively to all of the issued and outstanding common shares, stock options and warrants.

On December 21, 2021, the Company announced that it has arranged a non-brokered private placement (the "Offering") of up to 20,000,000 units (each, a "Unit") at a price of \$0.075 per Unit for gross proceeds of up to \$1,500,000. Each Unit was comprised of one common share (each, a "Share") and one non-transferable share purchase warrant (each, a "Warrant"). Each Warrant will entitle the holder to purchase one additional Share (each, a "Warrant Share") for a period of four years from the closing date at an exercise price of \$0.20 per Warrant Share.

On January 14, 2022, the Company completed its non-brokered private placement and issued an aggregate of 11,983,333 units at a price of \$0.075 per Unit for aggregate gross proceeds of \$898,750. Proceeds from the offering will be used for payment of current payables and working capital. All securities issued in connection with the offering will be subject to a four month hold from the closing date.

On February 18, 2022, the Company issued 2,497,080 common shares (with a fair value of \$0.25 on the date of grant) to settle \$299,650 in debt owing to various creditors. The fair value of the shares is \$624,270. The Company recognized a loss on the transaction of \$324,621. The shares are subject to a statutory hold period expiring four months and one day after closing of the debt settlement.

On February 24, 2022, the Company closed a non-brokered private placement of 150,000 common shares at a price of \$0.70 per share for gross proceeds of \$105,000.

On March 29, 2022 the Company paid \$32,000 in settlement of a \$60,000 debt to a related party.

Selected Annual Information

Years ended April 30, 2022, 2021 and 2020.

	April 30, 2022	April 30, 2021	April 30, 2020
Revenues	\$ -	\$ -	\$ -
Net loss for the year	(1,035,206)	(1,025,348)	(435,360)
Comprehensive loss for the year	(1,035,206)	(1,025,348)	(435,360)

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For the Year Ended April 30, 2022

Basic and diluted loss per share	(0.13)	(0.29)	(0.15)
Total Assets	412,822	64,751	650,380
Total Liabilities	212,955	448,763	566,339

Results of Operations

For the year ended April 30, 2022, the Company incurred a net loss of \$1,035,206 compared to a net loss of \$1,025,348 for the year ended April 30, 2021. The Company's loss included expenditures as follows:

- Accounting, legal and audit fees of \$117,461 (2021 – \$62,272) increased due to fees associated with proposed business transactions.
- Consulting fees of \$350,100 (2021 - \$313,875) increased marginally due to the use of consultants associated with proposed business transactions.
- Filing fees and shareholder information of \$22,742 (2021 - \$56,417) decreased due to a decrease in activities requiring disclosure and filings.
- Office and general expense of \$514 (2021 - \$4,399) decreased due to office closure.
- Write-off of deposit of \$Nil (2020 – \$579,810) as a result of the full impairment taken on the Green Rush deposit in the prior year.
- Loss on settlement of debt of \$500,112 (2021 – gain of \$17,484) related to the settlement of certain accounts payables, long term debt, shareholders loans and loans payable.

For the three months ended April 30, 2022, the Company incurred a net loss of \$556,777 compared to a net loss of \$118,684 for the year ended April 30, 2021. The Company's loss included expenditures as follows:

- Accounting, legal and audit fees of \$75,843 (2021 – \$28,235) increased due to increased engagement of legal counsel, increased accounting fees and increased audit fees in the current period;
- Consulting fees of (\$38,784) (2021 - \$71,375) decreased as a result of decreased use of consultants
- Filing fees and shareholder information of \$9,346 (2021 - \$9,121) increased as a result increased filings;
- Travel and accommodation expense of \$Nil (2021 - \$2,659) decreased as no travel was required in the current period;
- Write-off of deposit of \$Nil (2021 - \$579,810).

ALCHEMIST MINING INC.**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the year ended April 30, 2022

Summary of Quarterly Financial Results

Results for the most recent quarters including the last quarter ended April 30, 2022 are as follows:

For the Quarterly Periods ended:		April 30, 2022	January 31, 2022	October 31, 2021	July 31, 2021
Total revenues	\$	-	-	-	-
Net loss for the period		(556,777)	(243,994)	(116,021)	(118,414)
Net loss per common share, basic and diluted		(0.07)	(0.05)	(0.03)	(0.03)

For the Quarterly Periods ended:		April 30, 2021	January 31, 2021	October 31, 2020	July 31, 2020
Total revenues	\$	-	-	-	-
Net loss for the period		(118,684)	(698,305)	(92,659)	(115,700)
Net loss per common share, basic and diluted		(0.04)	(0.21)	(0.04)	(0.04)

Proposed TransactionsAll Nations Cannabis Corporation ("All Nations")

On September 2, 2020 the Company announced that it had entered a non-binding letter of intent, dated August 31, 2020, for the acquisition of All Nations, a company that is in the final stages of receiving a Health Canada License for the cultivation and processing of cannabis and associated products. The parties signed an asset purchase agreement on December 7, 2020 which was then amended on March 1, 2021.

In August 2021, the Company terminated the proposed transaction with All Nations.

Alinea Cannabis Inc.

On September 16, 2021, Company entered into a share exchange agreement for the acquisition of all of the assets of Alinea Cannabis Inc. On October 29, 2021, the Company terminated the proposed transaction.

Iron Forge Holdings (I) Ltd.

On January 24, 2022, the Company entered into a non-binding letter of intent with Iron Forge Holdings (I) Ltd. ("Iron Forge") pursuant to which the Company would acquire all of the outstanding shares of Iron Forge in consideration of the issuance of 7,500,000 common shares at a deemed price of \$0.145 per common share, and 3,750,000 share purchase warrants, exercisable for a period of two years, at an exercise price of \$0.20 per common share. Further to its prior press releases, the Company is expecting to shortly receive a technical report (the "Technical Report") on the exploration property owned by Iron Forge Holdings.

ALCHEMIST MINING INC.**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the year ended April 30, 2022

Related Party Transactions*Key management personnel compensation*

The remuneration of the Company's directors and other members of key management, who have the authority and responsibility for planning, directing and controlling the activities of the Company, consists of the amounts shown in the table below for the years ended April 30, 2022 and 2021:

	Year ended	
	April 30, 2022	April 30, 2021
Consulting fees	\$ 146,500	\$ 291,375
Accounting fees	15,500	6,000
	\$ 162,000	\$ 297,375

As at April 30, 2022, \$13,025 (2021 - \$75,175) of unpaid consulting and professional fees was included in accounts payable and accrued liabilities. The amounts are unsecured, non-interest bearing and due on demand.

During the year ended April 30, 2021, \$240,000 was included in long term debt which was due to related parties. Of this amount, \$180,000 was due to the former CEO of the Company and \$60,000 was due to a former director. The amounts represent accounts payable balances that were subordinated for working capital purposes. The debt is unsecured, non-interest bearing and is due 12 months from the date the Company resumes trading on the CSE.

As an agreement to extend repayment was not signed during the year, the debt was reclassified as current. Of the balance, \$174,650 of the \$180,000 due to the former CEO was reassigned to arms length parties which was settled through issuance of 1,455,417 common shares with a fair value of \$363,854 and the difference between the debt and fair value of shares issued of \$189,204 was recorded in the profit and loss. The remaining \$5,350 of the \$180,000 due to the former CEO was recorded as forgiveness of debt in the profit and loss statement.

The Company repaid \$32,000 of the \$60,000 due to a director, and the remaining \$28,000 was recorded as forgiveness of debt in the profit and loss.

Shareholder loans

	Year ended	
	April 30, 2022	April 30, 2021
Opening balance	\$ 11,253	\$ 24,380
Cash received	17,085	24,411
Cash paid for principal	(28,534)	(22,121)
Cash paid for interest	-	1,083
Loss on debt settlement	491	-
Forgiveness of debt	(73)	-
Shares issued to settle debt	-	(16,500)
	\$ 222	\$ 11,253

During the year ended April 30, 2022, the Company received working capital advances from related parties. The advances are unsecured, non-interest bearing and have no repayment terms. As at April 30, 2022, \$222 (2021 - \$11,253) remained outstanding.

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For the year ended April 30, 2022

During the year ended April 30, 2020, the Company received \$16,500 in shareholder loans. The loans were non-interest bearing, unsecured and due on demand. During the year ended April 30, 2021, the loan was settled through the issuance of 15,000 (300,000 pre-consolidated) common shares with a fair value of \$16,500.

Liquidity and Capital Resources

As at April 30, 2022, the Company had \$352,085 (April 30, 2021 - \$15,502) in cash and other current assets of \$60,737 (April 30, 2021 - \$48,943) for an aggregate of \$412,822 (April 30, 2021 - \$64,445). Current liabilities totaled \$213,253 (April 30, 2021 - \$208,762). Accordingly, as at April 30, 2022, the Company's working capital was \$199,569 (April 30, 2021 - \$144,317).

Financings

For the year ended April 30, 2022:

On January 14, 2022, the Company completed a non-brokered private placement and issued an aggregate of 11,983,333 units at a price of \$0.075 per Unit for gross proceeds of \$898,750. Proceeds from the offering will be used for payment of current payables and working capital. All securities issued in connection with the offering will be subject to a four month hold period from the closing date.

On February 24, 2022, the Company issued an aggregate of 150,000 common shares at a price of \$0.70 per share for gross proceeds of \$105,000 in a non-brokered private placement.

Debt transactions

On February 10, 2020, the Company entered into a loan agreement with a non-arm's length party. The principal amount of the loan was \$50,000 plus interest of \$5,000 that represented a fixed interest of 10% regardless of term. The loan is unsecured and repayable upon the Company receiving any monies from any source whatsoever. The loan was repaid in full in September 2020.

During the year ended April 30, 2022, the Company received the following loans:

- \$87,500 convertible debenture that is unsecured, bearing interest at 10% per year, due within 30 days of the Company resuming trading. The debt is repayable in cash or through the issuance of 2,500,000 units. Each unit is to be comprised of one common share and one share purchase warrant. The warrants will have an exercise price of \$0.75 and will be exercisable for a period of two years from the date of issuance. The loan meets the criteria of a convertible debenture. As the debt is due on demand and is currently recorded at its present value, \$nil was assigned to the equity component. As of April 30, 2022, the Company still owes \$87,500 in principal and \$6,563 in interest expense. Subsequent to year end, the debt was re-assigned to an arm's length party and was settled;
- \$100,000 loan that is unsecured, and non-interest bearing. The loan has been repaid in cash of \$50,000 in each of January and March 2022.

ALCHEMIST MINING INC.

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For the year ended April 30, 2022

For the year ended April 30, 2021:

On September 15, 2020, 714,286 (14,285,714 pre-consolidated) common shares were issued at a price of \$0.70 (\$0.035 pre-consolidated) per share for gross proceeds of \$500,000.

On October 22, 2020, the Company issued 92,000 (1,840,000 pre-consolidated) units for a price of \$1.00 (\$0.05 pre-consolidated) per unit, for gross proceeds of \$92,000. Each unit consists of one common share and one share purchase warrant. The warrants have an exercise price of \$1.50 (\$0.075 pre-consolidated) per share and expire one year from the date of issuance. In connection with the financing, the Company recorded a residual value of \$27,600 on the warrants. The proceeds for the private placements were received during the years ended April 30, 2019 and 2020, and were recorded previously as subscriptions received.

On October 22, 2020, the Company issued 5,375 (107,500 pre-consolidated) common shares to complete the exercise of warrants initiated during the year ended April 30, 2020, for gross proceeds of \$6,062. The proceeds were received during the year ended April 30, 2020, and were previously recorded as subscriptions received.

On October 22, 2020, the Company settled \$58,280 of debt by issuing 58,280 (1,165,600 pre-consolidated) common shares with a fair value of \$40,796. The Company recognized a gain on the settlement of debt of \$17,484 on the transaction.

On October 22, 2020, the Company settled \$16,500 of debt by issuing 15,000 (300,000 pre-consolidated) common shares with a fair value of \$16,500.

Outstanding Shares

The following table sets forth information concerning the outstanding securities of the Company:

	August 29, 2022	April 30, 2022	April 30, 2021
Common shares	19,109,655	18,460,949	3,830,536
Stock Options	-	-	-
Warrants	11,983,333	11,983,333	92,000
Fully Diluted Shares	31,092,988	30,444,282	3,922,536

Financial and Other Instruments

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The Company classifies its financial instruments as follows: cash is classified as financial assets at FVTPL; amounts receivable, accounts payable and accrued liabilities, loans payable, shareholder loans, and long term debt are measured at amortized cost. The carrying values of these instruments approximate their fair values due to their short term to maturity.

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

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For the year ended April 30, 2022

- 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 assets or liabilities that are not based on observable market data.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions. The Company has minimal credit risk on its amounts receivable at year end as the balance relates to an overpayment made to legal counsel.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The contractual financial liabilities of the Company as of April 30, 2022 equal \$213,253 (2021 - \$448,762). All of the liabilities presented as accounts payable are due within 90 days of April 30, 2022. The Company is seeking additional sources of capital through financing opportunities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

As at April 30, 2022, the Company is not exposed to significant market risk.

Critical Accounting Estimates

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue 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 the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant estimates made in the preparation of these financial statements included the recoverability and carrying value of the Green Rush deposit and the recoverability of deferred tax assets. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

Management's Report on Internal Control over Financial Reporting

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended April 30, 2022

information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in NI 52-109.

Accounting Standards, Amendments and Interpretations not yet Effective

For details of the Company's Future Accounting Standards, including accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Note 4 of the Company's audited consolidated financial statements for the year ended April 30, 2022.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at April 30, 2022 or as of the date of this report.

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company is a relatively new company with limited operating history and no history of business or mining operations, revenue generation or production history. The Company was incorporated on October 22, 2010 and has yet to generate a profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

Global Uncertainty

The Company's business could be adversely affected by the effects of health epidemics, including the global COVID-19 pandemic. In December 2019, a novel strain of COVID-19 was reported in China. Since then, the COVID-19 has spread globally, to include Canada, the United States and several European countries. The spread of COVID-19 from China to other countries has resulted in the World Health Organization (WHO) declaring the outbreak of COVID-19 as a "pandemic," or a worldwide spread of a new disease, on March 11, 2020. Many countries around the world, including Canada, imposed quarantines and restrictions on travel and mass gatherings to slow the spread of the virus, and have closed non-essential businesses.

The spread of COVID-19, which has caused a broad impact globally, may materially affect the Company economically. While the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, a widespread pandemic could result in significant disruption of global financial markets, reducing the Company's ability to access capital, which could in the future negatively affect the Company's liquidity. In addition, a recession or market correction resulting from the spread of COVID-19 could materially affect the Company's business and the value of the Company's common shares.

The global outbreak of COVID-19 continues to evolve. The extent to which COVID-19 may impact the Company's business, operations and clinical trials will depend on future developments,

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including the duration of the outbreak, travel restrictions and social distancing in Canada and other countries, the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease and whether Canada and other countries are required to move to complete lock-down status. The ultimate long-term impact of COVID-19 is highly uncertain and cannot be predicted with confidence.

(Review in light of current situation.)

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the services of its directors and officers, or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Caution Regarding Forward Looking Statements

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of exploration activities; requirements for additional capital; government regulation of mining operations. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes or other risks of the mining industry; delays in obtaining government approvals or financing or incompleteness of development or construction activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended April 30, 2022

from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Additional Disclosure for Venture Issuers without Significant Revenue

Detailed listings of general and administrative expenses are provided in the financial statements of the Company for the year ended April 30, 2022 and 2021.

Officers and Directors

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting on the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current Directors of the Company are as follows:

Eric Boehnke, Director, President & CEO

James Carter, Director

Jennie Choboter, Director & CFO

Approval

The Board of Directors of Alchemist Mining Inc. has approved the disclosure contained in this MD&A on August 29, 2022.

Additional information related to the Company is available on SEDAR at www.sedar.com, on the Company's website at www.alchemistmining.com.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2021

Introduction

This Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for Alchemist Mining Inc. (the "Company"). This discussion should be read in conjunction with the Company's audited financial statements and accompanying notes for the year ended April 30, 2021, available through the SEDAR website at www.sedar.com.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and reporting currency is the Canadian Dollar, unless otherwise stated. This Management Discussion and Analysis is dated August 30, 2021.

The Company was incorporated as NY85 Capital Inc. under the Business Corporations Act on October 22, 2010 in the Province of British Columbia. On May 31, 2012, the Company completed its Qualifying Transaction ("QT") and received the Final Exchange Bulletin from the TSX Venture Exchange ("TSX-V"). On October 1, 2012, the shareholders of the Company approved the name change from NY85 Capital Inc. to Alchemist Mining Inc. at the Annual General and Special Meeting of the Company. On August 20, 2014, the Company de-listed from the TSX-V and commenced trading on the Canadian Securities Exchange ("CSE"). The common shares of the Company are listed for trading on the CSE under the symbol AMS.X.

The registered office and records of the Company are located at 6th Floor, 905 West Pender Street, Vancouver, B.C. V6C 1L6. The Company's main contact is its CEO, Mr. Paul Mann. The Company's phone number is (844) 420 2254.

In prior years, the Company operated in a single business segment focusing on mineral exploration in Canada. The Company is transitioning to a technology developer and provider initially targeting the Cannabis sector and a vertically integrated cannabis enterprise and is waiting for approval of their change in business by the CSE. To date, the Company has not generated any revenue and has met its cash requirements primarily through share issuances. Until the Company attains profitability, it will be necessary to raise additional financings for general working capital and for transiting into a technology developer. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

The Company expects to use its available working capital, for general working capital, including complementary acquisitions. The Company's objectives are to evaluate other opportunities to build shareholder value.

Overall Performance

On March 19, 2019, the Company entered into an asset purchase agreement ("Agreement") with Green Rush Consulting LLC ("Green Rush") whereby Green Rush has granted the Company the right to purchase 100% of Green Rush's right, title, and interest in and certain intellectual property rights relating to Green Rush's Oddysee Software Platform, a software-as-a-service platform focused on the automation for city and state cannabis license applications.

In accordance with the Agreement, the Company is required to make a series of payments totaling US\$3,750,000 ("Purchase Price") and issue 20,000,000 common shares of the Company ("Consideration Shares") to Green Rush.

As at April 30, 2021, the Company had paid \$579,810 (US\$453,895) (2020 - \$599,695 (US\$453,895)). This amount was recorded as a prepaid acquisition cost. The remainder of the purchase price of US\$3,296,105 will be issued as a secured promissory note. The Company shall pay the remainder of the Purchase price, issue the common shares and promissory note once the closing date is agreed upon between the Company and Green Rush.

ALCHEMIST MINING INC.**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the Year Ended April 30, 2021

During the year ended April 30, 2021, the Company wrote-off the full balance of the deposit of \$579,810, as it was not deemed to be recoverable.

On December 7, 2020, the Company entered into an asset purchase agreement (the "APA") where Alchemist would purchase and acquire essentially all of the assets (excluding cash and cash equivalents) of All Nations Cannabis Corporation ("All Nations"), a BC corporation. The assets include but are not limited to its name, real estate land holdings, cultivation facility and business agreements. The purchase price will be \$20,000,000 payable by issuing 500,000,000 common shares.

In August 2021, the Company terminated the Asset Purchase Agreement with All Nations

Selected Annual Information

Years ended April 30, 2021, 2020 and 2019.

	April 30, 2021	April 30, 2020	April 30, 2019
Continued Operations			
Net loss for the year	\$ (1,025,348)	\$ (435,360)	\$ (990,277)
Comprehensive loss for the year	(1,025,348)	(435,360)	(990,277)
Basic and diluted loss per share	(0.01)	(0.01)	(0.02)
Total Assets	64,751	650,380	633,318
Total Liabilities	448,763	566,339	141,979

For the year ended April 30, 2021, the Company incurred a net loss of \$1,025,348 compared to a net loss of \$435,360 for the year ended April 30, 2020. The Company's loss included expenditures as follows:

- Accounting, legal and audit fees of \$62,272 (2020 – \$70,187) decreased due to a change in accounting fees.
- Consulting fees of \$313,875 (2020 - \$341,000) decreased due to a reduction in the use of consultants.
- Filing fees and shareholder information of \$56,417 (2020 - \$20,730) increased due to increased activities in fiscal 2021 requiring disclosure in news releases and for the filing of the listing statement with All Nations Cannabis.
- Rent recovery of \$nil (2020 - \$2,156) decreased as a result of the Company no longer having a rental space.
- Office and general expense of \$4,399 (2020 - \$4,062) remained relatively consistent.
- Accounts payable written off of \$nil (2020 - \$32,902) decreased as the Company did not write off any payables during the year.
- Write-off of deposit of \$579,810 (2020 – \$nil) as a result of the full impairment taken on the Green Rush deposit in the current year.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2021

Results of Operations

For the three months ended April 30, 2021, the Company incurred a net loss of \$118,684 compared to a net loss of \$136,125 for the three months ended April 30, 2020. The Company's loss included expenditures as follows:

- Professional fees of \$28,235 (2020 – \$23,901) increased due to increased engagement of legal counsel and auditors in the current period.
- Consulting fees of \$71,375 (2020 - \$117,500) decreased due to decreased engagement of consultants.
- Filing fees and shareholder information of \$9,121 (2020 - \$5,314) increased as a result of increased filing activity related to asset purchase agreement transaction.
- Travel expenses of \$2,659 (2020 – \$nil) increased as a result of increased travel.

Summary of Quarterly Financial Results

Results for the most recent quarters including the last quarter ended April 30, 2021 are as follows:

For the Quarterly Periods ended:		April 30, 2021	January 31, 2021	October 31, 2020	July 31, 2020
Total revenues	\$	-	-	-	-
Net loss for the period		(118,684)	(698,305)	(92,659)	(115,700)
Net loss per common share, basic and diluted		(0.00)	(0.01)	(0.00)	(0.00)

For the Quarterly Periods ended:		April 30, 2020	January 31, 2020	October 31, 2019	July 31, 2019
Total revenues	\$	-	-	-	-
Net loss for the period		(136,125)	(103,644)	(89,935)	(105,656)
Net loss per common share, basic and diluted		(0.00)	(0.00)	(0.00)	(0.00)

Proposed Transactions

All Nations Cannabis Corporation

On September 2, 2020 the Company announced that it has entered a non-binding letter of intent (the "LOI"), dated August 31, 2020, for the acquisition (the "Transaction") of All Nations Cannabis Corporation ("All Nations"), a company that is in the final stages of receiving a Health Canada License for the cultivation and processing of cannabis and associated products. The parties signed an asset purchase agreement on December 7, 2020 which was then amended on March 1, 2021.

The transaction will include \$20,000,000 of real estate on First Nations territory, including (i) a built-out late stage 30,000 sq. ft. cultivation facility (the "Facility") sitting on 14 acres of leased land, and (ii) a further six buildings on individual parcels of leased property. The proposed consideration is \$20,000,000 payable by issuing 500,000,000 common shares.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2021

Completion of the Transaction will be subject to receipt of necessary consents and approvals, including without limitation (i) approval of the Canadian Securities Exchange (the "CSE") for the listing of the common shares of the resulting issuer, (ii) approval of Alchemist's shareholders and (iii) entry into of a definitive agreement. The Transaction will be an arm's length transaction and is expected to constitute a change of business of Alchemist under the CSE's rules and policies. There can be no assurance that the Transaction will be completed on the terms proposed in the LOI or at all. No finder's fees are payable in connection with the Transaction and no advances or other consideration will be paid by Alchemist to All Nations in advance of closing of the Transaction.

In August 2021, the Company terminated the Asset Purchase Agreement with All Nations.

Alinea Cannabis Inc.

On August 23, 2021, the Company entered into a letter of intent for the acquisition of Alinea Cannabis Inc. – a Health Canada licensed, federally registered corporation.

The Company proposed to enter into a share exchange agreement which contemplates the purchase of all of the assets of Alinea Cannabis Inc. including but not limited to its name, real estate land holdings, cultivation facility and business agreements. The purchase price will be \$3,680,000 paid through the issuance of 49,066,667 common shares of Alchemist Inc. determined at a fixed share price of \$0.075 per share.

The legal obligations of the parties for the purchase will be outlined in a definitive agreement.

Related Party Transactions

Key management personnel compensation

The remuneration of the Company's directors and other members of key management, who have the authority and responsibility for planning, directing and controlling the activities of the Company, consists of the following amounts.

The following table summarizes transactions with related parties during the year ended April 30, 2021 and 2020:

	Year ended			
		April 30, 2021		April 30, 2020
Consulting fees	\$	291,375	\$	234,000
Accounting fees		6,000		7,500
	\$	297,375	\$	241,500

As at April 30, 2021, \$75,175 (2020 - \$218,125) of unpaid consulting and professional fees was included in accounts payable and accrued liabilities. The amounts are unsecured, non-interest bearing and due on demand.

As at April 30, 2021, \$240,000 (2020 - \$Nil) is included in long term debt which is due to related parties. Of this amount, \$180,000 was due to Paul Mann, CEO, and \$60,000 was due to Sukh Sandhu, a director. The amounts represent accounts payable balances that were subordinated for working capital purposes. The debt is unsecured, non-interest bearing and is due 12 months from the date the Company resumes trading on the CSE.

ALCHEMIST MINING INC.**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the Year Ended April 30, 2021

Shareholder loans

	Year ended	
	April 30, 2021	April 30, 2020
Opening balance	\$ 24,380	\$ -
Cash received	24,411	-
Cash paid for principal	(22,121)	24,380
Cash paid for interest	1,083	-
Shares issued to settle debt	(16,500)	-
	\$ 11,253	\$ 24,380

On July 1st, 2020, the Company entered into a loan agreement with a non-arms length party. The principal of the loan received was \$11,017 and had a fixed interest rate of 10%. The loan was unsecured and repayable within 30 days of the Company receiving further funding. In September 2020, the Company repaid the full balance of \$12,100, which included \$11,107 in principal and \$1,083 in accrued interest expense.

During the year ended April 30, 2021, the Company received working capital advances from related parties of \$13,394 (2020 – \$7,880) and repaid \$10,021 (2020 - \$nil). The advances are unsecured, non-interest bearing and have no repayment terms. As at April 30, 2021, \$11,254 (2020 - \$7,880) remained outstanding.

During the year ended April 30, 2020, the Company received \$16,500 in shareholder loans. The loans were non-interest bearing, unsecured and due on demand. During the year ended April 30, 2021, the loans were settled through the issuance of 300,000 common shares with a fair value of \$16,500.

Liquidity and Capital Resources

As at April 30, 2021, the Company had \$15,502 (April 30, 2020 - \$19,708) in cash and other current assets of \$48,943 (April 30, 2020 - \$30,512) for an aggregate of \$64,445 (April 30, 2020 - \$50,220). Current liabilities totaled \$208,762 (April 30, 2020 - \$566,339). Accordingly, as at April 30, 2021, the Company's net working capital deficiency was \$144,317 (April 30, 2020 - \$516,119).

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2021

Financings

For the year ended April 30, 2021:

On September 15, 2020, 14,285,714 common shares were issued at a price of \$0.035 per share for gross proceeds of \$500,000.

On October 22, 2020, the Company issued 1,840,000 units with a price of \$0.05 per unit, for gross proceeds of \$92,000. Each unit consists of one common share and one share purchase warrant. The warrants have an exercise price of \$0.075 per share and expire one year from the date of issuance. In connection with the financing, the Company recorded a residual value of \$27,600 on the warrants. The proceeds for the private placements were received during the years ended April 30, 2019 and 2020, and were recorded previously as subscriptions received.

On October 22, 2020, the Company issued 107,500 common shares to complete the exercise of warrants initiated during the year ended April 30, 2020, for gross proceeds of \$6,062. The proceeds were received during the year ended April 30, 2020, and were previously recorded as subscriptions received.

On October 22, 2020, the Company settled \$58,280 of debt by issuing 1,165,600 common shares with a fair value of \$40,796. The Company recognized a gain on the settlement of debt of \$17,484 on the transaction.

On October 22, 2020, the Company settled \$16,500 of debt by issuing 300,000 common shares with a fair value of \$16,500. The Company recognized a gain on the settlement of debt of \$nil on the transaction.

For the year ended April 30, 2020:

During the year ended April 30, 2020, the Company received \$6,062 for the proposed exercise of 107,500 warrants at prices between of \$0.055-\$0.075 per share. The transaction was completed during the year ended April 30, 2021.

The Company received \$22,000 during the year ended April 30, 2020 in share subscriptions which were applied towards the private placement which closed on October 2020.

Debt transactions

On February 10th, 2020, the Company entered into a loan agreement with a non-arms length party. The principal on the loan was \$50,000 with interest of \$5,000 that represents a fixed interest of 10% regardless of term. The loan is unsecured and is repayable upon the Company receiving any monies from any source whatsoever. The loan was repaid in full in September 2020.

Subsequent to April 30, 2021, the Company received the following loans payable:

- \$87,500 loan that is unsecured, bearing interest at 10%, due within 30 days of the Company resuming trading. The loan is repayable in cash or through the issuance of 2,500,000 units. Each unit is comprised of one common share and one share purchase warrant. The warrants will have an exercise price of \$0.75 and will be exercisable for a period of two years from the date of issuance; and
- \$100,000 loan that is unsecured, non-interest bearing, due within 30 days of the Company resuming trading. The loan is repayable in cash or through the issuance of common shares.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2021

Outstanding Shares

The following table sets forth information concerning the outstanding securities of the Company:

	August 30, 2021	April 30, 2021	April 30, 2020
Common shares	76,610,714	76,610,714	58,911,900
Stock Options	-	-	1,120,000
Warrants	1,840,000	1,840,000	-
Fully Diluted Shares	78,450,714	78,450,714	60,031,900

Financial and Other Instruments

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The Company classifies its financial instruments as follows: cash is classified as financial assets at FVTPL; and amounts receivable, accounts payable and accrued liabilities, loan payable, shareholder loans and long term debt are measured at amortized cost. The carrying values of these instruments approximate their fair values due to their short term to maturity.

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

- 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 assets or liabilities that are not based on observable market data.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions. The Company has minimal credit risk on its amounts receivable at year end, as the balance relates to an overpayment made to legal counsel.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2021

The contractual financial liabilities of the Company as of April 30, 2021 equal \$448,762 (April 30, 2020 - \$566,339). All of the liabilities presented as accounts payable are due within 90 days of April 30, 2021. Long term debt of \$240,000 is due to related parties and is subject to subordination agreements and will not fall due within the next 12 months. The Company is seeking additional sources of capital through financing opportunities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

As at April 30, 2021, the Company is not exposed to significant market risk.

Commitments

Contingent commitments existing as at April 30, 2021 were as follows:

- Company has agreed to grant 250,000 stock options at an exercise price of \$0.07 per share to the Company's VP.
- The Company will issue 1,000,000 common shares to the CEO on the successful introduction of an acceptable and completed qualifying transaction.

Contingency

The Company has been named as a defendant in a legal proceeding commenced in the Provincial Court of British Columbia. The legal proceeding claims the Company made certain misrepresentations with respect to the business and financial status of the Company. As of the date of these consolidated financial statements, uncertainty exists relating to the timing and amount of any possible cash settlements, however, it is estimated at approximately \$25,000. A provision has not been recorded as of April 30, 2021.

Critical Accounting Estimates

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue 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 the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant estimates made in the preparation of these financial statements include the recoverability and carrying value of the Green Rush deposit and the recoverability of deferred tax assets. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2021

Management's Report on Internal Control over Financial Reporting

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in NI 52-109.

Accounting Standards, Amendments and Interpretations not yet Effective

For details of the Company's Future Accounting Standards, including accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Note 4 of the Company's audited consolidated financial statements for the year ended April 30, 2021.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at April 30, 2021 or as of the date of this report.

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company is a relatively new company with limited operating history and no history of business or mining operations, revenue generation or production history. The Company was incorporated on October 22, 2010 and has yet to generate a profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

Global Uncertainty

The Company's business could be adversely affected by the effects of health epidemics, including the global COVID-19 pandemic. In December 2019, a novel strain of COVID-19 was reported in China. Since then, the COVID-19 has spread globally, to include Canada, the United States and several European countries. The spread of COVID-19 from China to other countries has resulted in the World Health Organization (WHO) declaring the outbreak of COVID-19 as a "pandemic," or a worldwide spread of a new disease, on March 11, 2020. Many countries around the world, including Canada, have imposed quarantines and restrictions on travel and mass gatherings to slow the spread of the virus, and have closed non-essential businesses.

The spread of COVID-19, which has caused a broad impact globally, may materially affect the Company economically. While the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, a widespread pandemic could result in significant

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2021

disruption of global financial markets, reducing the Company's ability to access capital, which could in the future negatively affect the Company's liquidity. In addition, a recession or market correction resulting from the spread of COVID-19 could materially affect the Company's business and the value of the Company's common shares.

The global outbreak of COVID-19 continues to rapidly evolve. The extent to which COVID-19 may impact the Company's business, operations and clinical trials will depend on future developments, including the duration of the outbreak, travel restrictions and social distancing in Canada and other countries, the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease and whether Canada and other countries are required to move to complete lock-down status. The ultimate long-term impact of COVID-19 is highly uncertain and cannot be predicted with confidence.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

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ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2021

business conditions, fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes or other risks of the mining industry; delays in obtaining government approvals or financing or incompleteness of development or construction activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

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Detailed listings of general and administrative expenses are provided in the financial statements of the Company for the year ended April 30, 2021.

Officers and Directors

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current Directors of the Company are as follows:

Awet Kidane, Director
Brian Clay, Director
Paul Mann, Director, President & CEO
Zeta Ceti, Director

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2021

Approval

The Board of Directors of Alchemist Mining Inc. has approved the disclosure contained in this MD&A on August 30, 2021.

Additional information related to the Company is available on SEDAR at www.sedar.com, on the Company's website at www.alchemistmining.com.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2020

Introduction

This Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for Alchemist Mining Inc. (the "Company"). This discussion should be read in conjunction with the Company's audited financial statements and accompanying notes for the year ended April 30, 2020, available through the SEDAR website at www.sedar.com.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and reporting currency is the Canadian Dollar, unless otherwise stated. This Management Discussion and Analysis is dated October 16, 2020.

The Company was incorporated as NY85 Capital Inc. under the Business Corporations Act on October 22, 2010 in the Province of British Columbia. On May 31, 2012, the Company completed its Qualifying Transaction ("QT") and received the Final Exchange Bulletin from the TSX Venture Exchange ("TSX-V"). On October 1, 2012, the shareholders of the Company approved the name change from NY85 Capital Inc. to Alchemist Mining Inc. at the Annual General and Special Meeting of the Company. On August 20, 2014, the Company de-listed from the TSX-V and commenced trading on the Canadian Securities Exchange ("CSE"). The common shares of the Company are listed for trading on the CSE under the symbol AMS. The Company is currently cease traded having failed to file its financial statements by the due date of August 28, 2020.

The registered office and records of the Company are located at 6th Floor, 905 West Pender Street, Vancouver, B.C. V6C 1L6. The Company's main contact is its CEO, Mr. Paul Mann. The Company's phone number is (844) 420 2254.

The Company has been operating in a single business segment focusing on mineral exploration in Canada. The Company is transitioning to a technology developer and provider initially targeting the Cannabis sector and a vertically integrated cannabis enterprise and is waiting for approval of their change in business by the CSE. To date, the Company has not generated any revenue and has met its cash requirements primarily through share issuances. Until the Company attains profitability, it will be necessary to raise additional financings for general working capital and for exploration costs on its property. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

The Company expects to use its available working capital, for general working capital, including complementary acquisitions. The Company's objectives are to evaluate other opportunities to build shareholder value.

Overall Performance

On December 3rd, 2018, the Company announced the signing of a Strategic Partnership Agreement with AguaTechnologies. Under the terms of the agreement, Alchemist and Agua will deploy the Aqua suite of software and hardware products to cannabis operators throughout the United States. Both companies will continue to explore other opportunities to further expand the strategic partnership and enhance the user experiences for all users. The strategic partnership agreement will see the two companies share revenue on a 50/50 basis from the "net" proceeds generated from all clients contracted under the agreement. This agreement has expired.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2020

On March 19, 2019, the Company entered into an asset purchase agreement ("Agreement") with Green Rush Consulting LLC ("Green Rush") whereby Green Rush has granted the Company the right to purchase 100% of Green Rush's right, title, and interest in and certain intellectual property rights relating to Green Rush's Oddysee Software Platform, a software-as-a-service platform focused on the automation for city and state cannabis license applications.

In accordance with the Agreement, the Company is required to make a series of payments totaling US\$3,750,000 ("Purchase Price") and issue 20,000,000 common shares of the Company ("Consideration Shares") to Green Rush. As at April 30, 2020 and 2019, the Company has paid \$599,695 (US\$453,895). This amount has been recorded as a prepaid acquisition cost. The remainder of the purchase price of US\$3,296,105 will be issued as a secured promissory note.

The Company shall pay the remainder of the Purchase price, issue the common shares and promissory note once the closing date is agreed upon between the Company and Green Rush. Currently, management and Green Rush are in discussions regarding when the Agreement will close. The Agreement is also pending CSE approval. In addition, the Company is currently cease traded. There is no guarantee that the deposit will be refundable if the asset purchase agreement does not close.

On March 27, 2019 the Company announced the signing of a binding letter of intent ("LOI") for the acquisition of a 15% interest in Lady Chatterley Health. The purchase price shall be \$210,000 USD, paid in common shares of the capital of Alchemist. Further, Alchemist will undertake to invest a minimum of \$800,000 USD in exchange for a further 49% of the company, milestones and details of which were be set out in the definitive agreement. This agreement has expired.

On March 29, 2019 the Company entered into a letter of intent ("LOI") to acquire a 10% interest in Rubikon Blockchain Corporation. The purchase price shall be \$902,882 CND to be paid in shares of Alchemist, with an undertaking to invest \$800,000 CDN into Rubikon. This agreement has expired.

On April 9, 2019 the Company entered into a letter of intent ("LOI") with Vancouver Island Therapeutics Limited ("VIT"), regarding a strategic partnership and exclusive right to purchase a 15% in VIT.

The parties agree to enter into a Strategic Partnership where VIT shall produce its products in both white label and branded under its own name, and Alchemist will establish distribution channels and retail partners in both Canada and the United States. Further both parties also agree to enter into a share exchange agreement which contemplates the purchase of a 15% interest in Island Therapeutics. The purchase price shall be \$150,000, paid in common shares of the capital of Alchemist, Further details are yet to be negotiated and determined between the two parties. Alchemist will undertake to invest a minimum of \$350,000 and up to a maximum of 49% of the then value of the Assets, details of which will be set out in the Definitive Agreement. Alchemist further agrees to assist VIT in securing the necessary licenses, facilities and production partners in Canada, The United States and any other jurisdictions that the parties mutually agree to operate in. This agreement has been terminated.

On April 18, 2019 the Company entered into a letter of intent ("LOI") with Island Genetics Ltd. ("IG") regarding a Strategic Partnership between the two parties. The agreement contemplates an understanding between IG and Alchemist to enter into an agreement which would see the exchange of common shares of BIG reflecting a 15% interest in Island Genetics, at the date of this LOI. The exchange shall be valued at \$112,500 Canadian dollars paid in the common shares of Alchemist which are to be valued at \$0.055 Canadian, per share.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2020

The parties agree to enter into a Strategic Partnership where IG shall supply its products at mutually agreed wholesale prices to Alchemist and its wholesale and retail partners. IG also agrees produce specific strains identified by Alchemist exclusively for Alchemist and its wholesale and retail partners. Alchemist will establish wholesale distribution channels and retail partners in both Canada and the United States for the IG strains and products and the abovementioned exclusive products. Alchemist further agrees to assist IG in securing the necessary licenses, facilities and production partners in Canada and the United States and any other geographic jurisdictions that the parties mutually agree to operate in. This agreement has expired.

On August 31, 2020, the Company entered into a Letter of Intent ("LOI") where Alchemist would purchase and acquire essentially all of the assets (excluding cash and cash equivalents) of All Nations Cannabis Corporation, a BC corporation. The assets include but are not limited to its name, real estate land holdings, cultivation facility and business agreements. The purchase price will be \$20,000,000 payable in the common shares of Alchemist at a fixed value of \$0.045 per share.

Selected Annual Information

Years ended April 30, 2020, 2019 and 2018.

	April 30, 2020	April 30, 2019	April 30, 2018
Continued Operations			
Net loss for the year	\$ (435,360)	\$ (990,277)	\$ (809,222)
Comprehensive loss for the year	(435,360)	(990,277)	(809,222)
Basic and diluted loss per share	(0.01)	(0.02)	(0.02)
Total Assets	650,380	633,318	491,610
Total Liabilities	566,339	141,979	145,667

Results of Operations

For the three months ended April 30, 2020, the Company incurred a net loss of \$136,125 compared to a net loss of \$204,061 for the three months ended April 30, 2019. The Company's loss included expenditures as follows:

- Accounting, legal and audit fees of \$23,901 (2019 – \$57,121) decreased due to decreased engagement of legal counsel in the current period;
- Consulting fees of \$117,500 (2019 - \$44,000) increased as a result of reclassification of management fees as consulting fees.
- Filing fees and shareholder information of \$5,314 (2019 - \$5,241) remained relatively consistent;
- Management fees of \$Nil (2018 - \$22,500) decreased as a result of reclassification of management fees as consulting fees.
- Rent expense (recovery) of (\$2,156) (2019 - \$7,169) decreased as the Company gave up its rental space.
- Office and general expense of \$5,649 (2019 - \$17,382) decreased due to decreased activity as the Company was cease traded.

ALCHEMIST MINING INC.**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the Year Ended April 30, 2020

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- Accounts payable written off (gain) of (\$32,902) (2019 - \$Nil) as these amounts were no longer payable.
 - Advances written off of \$14,438 (\$Nil) increased as the Company does not consider these amounts collectable.

For the year ended April 30, 2020, the Company incurred a net loss of \$435,360 compared to a net loss of \$990,277 for the year ended April 30, 2019. The Company's loss included expenditures as follows:

- Accounting, legal and audit fees of \$70,187 (2019 – \$70,293) remained relatively consistent in the current year;
- Consulting fees of \$341,000 (2019 - \$310,481) increased due to increased activity, engagement of consultants and the reclassification of management fees as consulting fees;
- Filing fees and shareholder information of \$20,730 (2019 - \$23,918) decreased due to decreased activities the Company having been cease traded;
- Management fees of \$Nil (2019 - \$91,500) decreased as a result of reclassification of fees as consulting fees
- Rent recovery of \$(2,156) (2019 - \$49,735) decreased as a result of the Company giving up its rental space;
- Office and general expense of \$4,062 (2019 - \$4,160) remained relatively consistent.
- Accounts payable written off (gain) of (\$32,902) (2019 - \$Nil) as these amounts were no longer payable.
- Advances written off of \$14,438 (2019 - \$Nil) increased as the Company does not consider these amounts collectable.
- Impairment of exploration and evaluation assets of \$Nil (2019 - \$391,500) decreased as the Company impaired all mineral properties held in the prior year.

Summary of Quarterly Financial Results

Results for the most recent quarters including the last quarter ended April 30, 2020 are as follows:

For the Quarterly Periods ended:		April 30, 2020	January 31, 2020	October 31, 2019	July 31, 2019
Total revenues	\$	-	-	-	-
Net loss for the period		(136,125)	(103,644)	(89,935)	(105,656)
Net loss per common share, basic and diluted		(0.002)	(0.002)	(0.002)	(0.002)

For the Quarterly Periods ended:		April 30, 2019	January 31, 2019,	October 31, 2018	July 31, 2018
Total revenues	\$	-	-	-	-
Net loss for the period		(204,061)	(589,609)	(107,533)	(89,074)
Net loss per common share, basic and diluted		(0.005)	(0.0015)	(0.00)	(0.00)

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2020

Proposed Transactions

On September 12, 2018, the Company signed a binding Letter of Intent (LOI) to acquire a 100% stake in Green Rush Consulting LLC's ("Green Rush") Oddysee Software Platform, a software-as-a-service platform focused on the automation for city and state cannabis license applications. According to the terms of the LOI, the Company will pay the vendors a total value of USD \$3,000,000 and issue 15,000,000 common shares in the capital of the Company in exchange for a 100% interest in the Oddysee Software Platform.

In consideration, the Company must make payments and issue common shares as follows:

- \$500,000 USD in cash on or before September 15, 2018 (of which US\$453,895 – CAN\$599,695 has been paid during the year ended April 30, 2019);
- 15,000,000 common shares (not issued) of the Company upon signing of the definitive agreement (not signed); and
- \$2,500,000 USD in cash (not paid) according to the terms of the definitive agreement (not signed).

On March 14, 2019 the Company announced an agreement, in exchange for a 100% interest in Oddysee, the Company has agreed to:

- Issue Green Rush 20,000,000 common shares (each, a "Consideration Share") at a deemed price of \$0.05 per share, subject to adjustment in the event of a consolidation or split of the Company's shares. The Consideration Shares will be subject to statutory hold periods as well as an escrow agreement pursuant to which 10% of such shares will be released on closing and an additional 15% of such shares will be released every six months thereafter.
- Pay Green Rush US\$3,750,000 (the "Cash Price") over a four-month period commencing on the closing date. In connection with the Acquisition, Zeta Ceti, the principal of Green Rush, has agreed to serve on the board of directors of AMS and Green Rush has agreed to provide ongoing software development services to AMS to ensure a successful transition for Oddysee. The Acquisition is considered a change of business under the rules and policies of the Canadian Securities Exchange (the "CSE") and, accordingly, remains subject to CSE approval and approval by the Company's shareholders, which the Company intends to seek by way of written consent resolution. Currently, management and Green Rush are in discussions regarding when the agreement will close.

On September 2, 2020 the Company announced that it has entered a non-binding letter of intent (the "LOI"), dated August 31, 2020, for the acquisition (the "Transaction") of All Nations Cannabis Corporation ("All Nations"), a company that is in the final stages of receiving a Health Canada License for the cultivation and processing of cannabis and associated products.

The transaction will include \$20,000,000 of real estate on First Nations territory, including (i) a built-out late stage 30,000 sq. ft. cultivation facility (the "Facility") sitting on 14 acres of leased land, and (ii) a further six buildings on individual parcels of leased property. The proposed consideration under the LOI will be the issuance of \$20,000,000 worth of Alchemist common shares, at a deemed price of \$0.045 per share.

Completion of the Transaction will be subject to receipt of necessary consents and approvals, including without limitation (i) approval of the Canadian Securities Exchange (the "CSE") for the listing of the common shares of the resulting issuer, (ii) approval of

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2020

Alchemist's shareholders and (iii) entry into of a definitive agreement. The Transaction will be an arm's length transaction and is expected to constitute a change of business of Alchemist under the CSE's rules and policies. There can be no assurance that the Transaction will be completed on the terms proposed in the LOI or at all. No finder's fees are payable in connection with the Transaction and no advances or other consideration will be paid by Alchemist to All Nations in advance of closing of the Transaction.

Related Party Transactions

Key management personnel compensation for the year ended April 30, 2020 and 2019 is as follows:

	April 30, 2020	April 30, 2019
Short-term compensation	\$ 241,500	\$ 284,356

Of the \$241,500 recorded as short-term compensation for the year ended April 30, 2020 (2019 - \$284,356), \$7,500 (2019 - \$8,000) was included in accounting and legal incurred to an officer of the Company, \$Nil (2019 - \$91,500) was included in management fees, and \$234,000 (2019 - \$184,856) was included in consulting fees incurred to directors and an officer of the Company.

On February 5, 2019, the Company issued 1,600,000 common shares as settlement of \$80,000 in accounts payable with officers of the Company. The fair value of the common shares issued according to the trading price was \$80,000.

At April 30, 2020, \$218,125 (April 30, 2019 - \$29,381) of unpaid management and consulting fees was included in accounts payable and accrued liabilities

At April 30, 2020, included in Shareholder loans is \$5,962 (2019 - \$NIL) was due to a related party.

Liquidity and Capital Resources

As at April 30, 2020, the Company had \$19,708 (April 30, 2019 - \$5,913) in cash and other current assets of \$30,512 (April 30, 2019 - \$26,951) for an aggregate of \$50,220 (April 30, 2019 - \$32,864). Current liabilities totaled \$566,339 (April 30, 2019 - \$141,979). Accordingly, as at April 30, 2020, the Company's net working capital deficiency was \$516,119 (April 30, 2019 - \$109,115).

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2020

To address working capital requirements for the 2020 fiscal year, the Company has maintained cost control measures to minimize its general and administrative expenses.

During the year ended April 30, 2020, the Company received \$6,062 from the exercise of 107,500 warrants at prices between of \$0.055-\$0.075 per share. These shares have not yet been issued and are included as subscriptions.

The Company received \$22,000 during the year ended April 30, 2020 in share subscriptions towards a private placement which has not closed as at April 30, 2020. The private placement consists of units at a price of \$0.25 per unit. Each unit is to be comprised of 4 common shares and 4 transferable common share purchase warrants. Each warrant will be exercisable for one additional common share at a price of \$0.15 for a period of two years from the date of closing.

The Company will need to pursue additional financing during the April 30, 2020 fiscal year to further explore the Company's resource properties and pay general and administrative expenses.

On December 14, 2018, the Company closed the first tranche of a non-brokered private placement and raised \$689,000 through the issuance of 13,780,000 units at a price of \$0.05 per unit. Each unit consists of one common share and one share purchase warrant. Each whole warrant is exercisable by the holder to acquire an additional common share of the Company for a period of one year from issuance at an exercise price of \$0.075 per share. The Company paid finders fees of \$7,150 and issued 143,000 agent warrants valued at \$2,326 with the same terms as the warrants in the private placement.

On November 13, 2019 the Company settled indebtedness of \$9,999 by the issuance of 181,800 shares at a price of \$0.055 per share.

On February 2, 2019 the Company settled indebtedness of \$80,000 by the issuance of 1,800,000 shares at a price of \$0.05 per share.

On March 14, 2019 closed the final tranche of its first-round, non-brokered private placement offering, for total gross proceeds of \$905,900. For the second tranche of the first round the Company has allotted and issued 4,338,000 units (the "Units") at a price of \$0.05 per Unit. Each Unit is comprised of one common share and one transferable share purchase warrant, with each warrant entitling the holder to purchase one additional common share of the Company for a period of up to 12 months at a price of \$0.075.

On January 28, 2020 the Company received a loan of \$50,000 from an arms-length individual. The principal on the loan is \$50,000 with interest of \$5,000 that represents a fixed interest of 10% regardless of the term of the loan. The loan is unsecured and is repayable upon the Company receiving any monies from any source whatsoever. This loan was repaid on September 17, 2020.

On July 23, 2020 the Company received an unsecured loan from a third party in the amount of \$11,000. The loan is repayable on demand and bears interest at a fixed amount of \$1,100. This loan was repaid on September 18, 2020.

On August 31, 2020 the Company announced a private placement (concurrent with the All Nations Cannabis Corporation LOI) in the amount of C\$3,000,000 at a price of \$0.035 per share. On September 15, 2020 the Company closed the first tranche of 14,285,715 common shares for gross proceeds of \$500,000.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2020

Outstanding Shares

The following table sets forth information concerning the outstanding securities of the Company:

	October 16, 2020	April 30, 2020	April 30, 2019
Common shares	73,197,614	58,911,900	58,911,900
Stock Options	1,120,000	1,120,000	2,520,000
Warrants	-	-	25,174,500
Fully Diluted Shares	74,317,614	60,031,900	86,606,400

Financial and Other Instruments

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The Company classifies its financial instruments as follows: cash is classified as financial assets at FVTPL; and accounts payable and accrued liabilities, as other financial liabilities, which are measured at amortized cost. The carrying values of these instruments approximate their fair values due to their short term to maturity.

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

- 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 assets or liabilities that are not based on observable market data.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions. The Company has minimal credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The contractual financial liabilities of the Company as of April 30, 2020 equal \$566,339 (April 30, 2019 - \$141,979). All of the liabilities presented as accounts payable are due within 90 days of April 30, 2020.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2020

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

As at April 30, 2020, the Company is not exposed to significant market risk.

Critical Accounting Estimates

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue 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 the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant estimates made in the preparation of these financial statements include the recoverability of the carrying value of exploration and evaluation assets, accrued liabilities, assumptions for the determination of fair value of share-based payments, and for the recoverability of deferred tax assets. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

Management's Report on Internal Control over Financial Reporting

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in NI 52-109.

Accounting Standards, Amendments and Interpretations not yet Effective

For details of the Company's Future Accounting Standards, including accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Note 4 of the Company's audited financial statements for the year ended April 30, 2020.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at April 30, 2020 or as of the date of this report.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2020

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company is a relatively new company with limited operating history and no history of business or mining operations, revenue generation or production history. The Company was incorporated on October 22, 2010 and has yet to generate a profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

Global Uncertainty

The Company's business could be adversely affected by the effects of health epidemics, including the global COVID-19 pandemic. In December 2019, a novel strain of COVID-19 was reported in China. Since then, the COVID-19 has spread globally, to include Canada, the United States and several European countries. The spread of COVID-19 from China to other countries has resulted in the World Health Organization (WHO) declaring the outbreak of COVID-19 as a "pandemic," or a worldwide spread of a new disease, on March 11, 2020. Many countries around the world, including Canada, have imposed quarantines and restrictions on travel and mass gatherings to slow the spread of the virus, and have closed non-essential businesses.

The spread of COVID-19, which has caused a broad impact globally, may materially affect the Company economically. While the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, a widespread pandemic could result in significant disruption of global financial markets, reducing the Company's ability to access capital, which could in the future negatively affect the Company's liquidity. In addition, a recession or market correction resulting from the spread of COVID-19 could materially affect the Company's business and the value of the Company's common shares.

The global outbreak of COVID-19 continues to rapidly evolve. The extent to which COVID-19 may impact the Company's business, operations and clinical trials will depend on future developments, including the duration of the outbreak, travel restrictions and social distancing in Canada and other countries, the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease and whether Canada and other countries are required to move to complete lock-down status. The ultimate long-term impact of COVID-19 is highly uncertain and cannot be predicted with confidence.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2020

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Caution Regarding Forward Looking Statements

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of exploration activities; requirements for additional capital; government regulation of mining operations. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes or other risks of the mining industry; delays in obtaining government approvals or financing or incompleteness of development or construction activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

ALCHEMIST MINING INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended April 30, 2020

Additional Disclosure for Venture Issuers without Significant Revenue

Detailed listings of general and administrative expenses and exploration expenditures are provided in the financial statements of the Company for the year ended April 30, 2020.

Officers and Directors

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current Directors of the Company are as follows:

Awet Kidane, Director
Brian Clay, Director
Paul Mann, Director, President & CEO
Zeta Ceti, Director

Approval

The Board of Directors of Alchemist Mining Inc. has approved the disclosure contained in this MD&A on October 16, 2020

Additional information related to the Company is available on SEDAR at www.sedar.com, on the Company's website at www.alchemistmining.com.

SCHEDULE D
FINANCIAL STATEMENTS OF IRON FORGE

[See Attached]

IRON FORGE HOLDINGS (1) LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

**FOR THE THREE AND SIX MONTHS PERIOD ENDED AUGUST 31, 2022 AND THE
PERIOD FROM AUGUST 23, 2021 (the date of incorporation) to AUGUST 31, 2021**

(Expressed in Canadian Dollars)

IRON FORGE HOLDINGS (1) LTD.
Condensed Interim Statements of Financial Position
(Expressed in Canadian dollars)

	August 31, 2022	February 28, 2022
Assets		
Current		
Cash	\$ 38,377	\$ 48,944
GST receivable	695	195
	39,072	49,139
Exploration advance	3,000	3,000
Exploration and evaluation asset (Note 4)	25,266	25,266
Total assets	\$ 67,338	\$ 77,405
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 9)	\$ 34,907	\$ 39,907
	34,907	39,907
Shareholders' Equity		
Share capital (Note 5)	49,000	49,000
Deficit	(16,569)	(11,502)
Total shareholders' equity	32,431	37,498
	\$ 67,338	\$ 77,405

Nature and Continuation of Operations (Note 1)

Subsequent Events (Note 10)

Approved by the Board **"Morgan Tiernan"**
Director (Signed)

IRON FORGE HOLDINGS (1) LTD.
Condensed Interim Statement of Loss and Comprehensive Loss
(Expressed in Canadian dollars, except share amounts)

	For the three months ended August 31, 2022	For the period from incorporation on August 23, 2021 to August 31, 2021	For the six months ended August 31, 2022	For the period from incorporatio n on August 23, 2021 to August 31, 2021
Expenses				
Bank charge	\$ 18	\$ -	\$ 67	\$ -
Professional fees	5,000	-	5,000	-
Loss and comprehensive loss for the period	(5,018)	-	(5,067)	-
Basic and diluted loss per common share	\$ (0.00)	\$ -	\$ (0.00)	\$ -
Weighted average number of common shares outstanding, basic and diluted	9,800,000	1	9,800,000	1

IRON FORGE HOLDINGS (1) LTD.
Condensed Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars, except share amounts)

	Number of common shares	Share capital	Deficit	Total
Balance at August 23, 2021	-	\$ -	\$ -	-
Incorporation share	1	-	-	-
Balance at August 31, 2021	1	\$ -	\$ -	-
Share returned to treasury	(1)	-	-	-
Shares issued for cash	9,800,000	49,000	-	49,000
Loss for the period	-	-	(11,502)	(11,502)
Balance at February 28, 2022	9,800,000	\$ 49,000	\$ (11,502)	\$ 37,498
Loss for the period	-	-	(5,067)	(5,067)
Balance at August 31, 2022	9,800,000	\$ 49,000	\$ (16,569)	\$ 32,431

IRON FORGE HOLDINGS (1) LTD.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian dollars)

	For the six months ended August 31, 2022	For the period from incorporation on August 23, 2021 to August 31, 2021
Cash provided by (used in)		
Operating activities		
Loss for the period	\$ (5,067)	\$ -
Net changes in non-cash working capital items:		
GST receivable	(500)	-
Accounts payable	(5,000)	-
Cash used in operating activities	(10,567)	-
Net change in cash	(10,567)	-
Cash, beginning of period	48,944	-
Cash, end of period	\$ 38,377	\$ -

During the six months period ended August 31, 2022 and the period from incorporation on August 23, 2021 to August 31, 2021, the Company paid \$nil in interest and taxes, and there were no significant non-cash transactions.

IRON FORGE HOLDINGS (1) LTD.

Notes to the Condensed Interim Financial Statements

For the three and six months period ended August 31, 2022 and the period from incorporation on August 23, 2021 to August 31, 2021.

(Expressed in Canadian dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

a) Nature of Operations

Iron Forge Holdings (1), (the "Company") was incorporated under the B.C. Business Corporations Act on August 23, 2021, and is a private company.

The Company maintains its head office and registered office at 999 West Georgia Street, Suite 520, Vancouver, British Columbia V6C 1W1.

The Company's principal business activity is the acquisition and exploration of resource properties. The Company presently has no proven or probable reserves, and on the basis of information to date, it has not yet determined whether these properties contain economically recoverable ore reserves. Consequently, the Company considers itself to be an exploration stage company.

b) Continuance of Operations

These condensed interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the foreseeable future.

The Company incurred a comprehensive loss for the six months ended August 31, 2022, of \$5,067 (August 31, 2021: \$nil). As at August 31, 2022, the Company had cash of \$38,377 (February 28, 2022: \$48,944), a working capital of \$4,165 (February 28, 2022: \$9,232) and an accumulated deficit of \$16,569 (February 28, 2022: \$11,502) since inception and expects to incur further losses in the development of its business. The Company's ability to continue operations in the normal course of business is dependent upon establishing sufficient cash flows from exploration projects or on the receipt of additional debt or equity financing. The nature and significance of these conditions, along with the continuing losses and accumulated deficit, comprise a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different than those reflected in the financial statements. Such adjustments could be material.

c) COVID-19

In March 2020, the World Health Organization declared a global pandemic related to COVID-19. Its impact on global economies has been far-reaching, and businesses around the world have been forced to cease or limit operations for long or indefinite periods of time.

There is significant ongoing uncertainty surrounding COVID-19 and the extent and duration of the impacts that it may have on our financial position and results, exploration activities, workers, partners, consultants, suppliers and on global financial markets. The Company has taken measures to contain the spread of COVID-19 and is proceeding with exploration activities as long as the work environment remains safe. As at August 31, 2022, the Company has not been significantly impact by COVID-19.

IRON FORGE HOLDINGS (1) LTD.**Notes to the Condensed Interim Financial Statements**

For the three and six months period ended August 31, 2022 and the period from incorporation on August 23, 2021 to August 31, 2021.

(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION**a) Statement of Compliance**

These interim financial statements of the Company have been prepared in accordance with International Accounting Standards ("IAS") 34 "Interim Financial Reporting" using accounting policies consistent with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

This interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in the financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended February 28, 2022.

These interim condensed financial statements were authorized for issue by the Board of Directors on November 21, 2022.

b) Basis of Measurement

These interim condensed financial statements are presented in Canadian dollars, which is also the Company's functional currency. These interim condensed financial statements have been prepared on a historical cost basis except for certain financial instruments that have been measured at fair value through profit or loss, which are stated at their fair value. In addition, these interim condensed financial statements have been prepared using the accrual basis of accounting except for cash flow information.

3. USE OF ESTIMATES AND JUDGMENTS

The preparation of the interim condensed financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The significant areas of judgment considered by management in preparing the interim condensed financial statements are as follows:

(i) Going concern:

The Company's management has made an assessment of the Company's ability to continue as a going concern, and the financial statements continue to be prepared on a going concern basis. The Company has no sources of revenue and remains dependent on its ability to obtain financing, which may cast significant doubt upon the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company

IRON FORGE HOLDINGS (1) LTD.**Notes to the Condensed Interim Financial Statements****For the three and six months period ended August 31, 2022 and the period from incorporation on August 23, 2021 to August 31, 2021.****(Expressed in Canadian dollars)**

3. USE OF ESTIMATES AND JUDGMENTS (continued)

be unable to continue as a going concern.

(ii) Title to mineral property interest:

Although the Company has taken steps to verify title to mineral properties that it currently has under option, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfer and title may be affected by undetected defects.

(iii) Recoverability of exploration and evaluation assets:

Management assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of any such assets may exceed their recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the Company shall measure, present and disclose any resulting impairment. During the period ended August 31, 2022, there were no indicators of impairment.

The significant areas of estimates considered by management in preparing the financial statements are as follows:

(iv) Deferred tax assets:

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent it is probable that taxable income will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies.

4. EXPLORATION AND EVALUATION ASSET**Rhodes Marsh Property**

In December 2021, the Company staked 46 claims in the Rhodes Marsh property for a total cost of \$8,798. The Rhodes Marsh property is an early-stage exploration project located in Mineral County, Nevada, USA. The project is comprised of two separate claim blocks within the Rhodes Marsh area, within the Spring Valley, approximately 350km northwest of Las Vegas.

A breakdown of costs incurred on the Rhodes March Property during the period ended August 31, 2022 is as follows:

	Rhodes Marsh	Total
	\$	\$
Balance, August 23, 2021	-	-
Acquisition costs - cash	8,798	8,798
Maintenance fees	16,468	16,468
Balance, February 28 and August 31, 2022	25,266	25,266

IRON FORGE HOLDINGS (1) LTD.

Notes to the Condensed Interim Financial Statements

For the three and six months period ended August 31, 2022 and the period from incorporation on August 23, 2021 to August 31, 2021.

(Expressed in Canadian dollars)

5. SHARE CAPITAL

Authorized, issued and outstanding

The Company is authorized to issue an unlimited number of common shares without par value

There were no share capital transactions during the six-month period ended August 31, 2021.

During the period from incorporation on August 23, 2021 to August 31, 2022, the following share transactions occurred:

- On August 23, 2021, the Company issued 1 common share at \$Nil per share for gross proceeds of \$Nil pursuant to incorporation. On January 28, 2022, the incorporation share was returned to treasury and cancelled
- On January 28, 2022, the Company issued 9,800,000 common shares at a price of \$0.005 per share for gross proceeds of \$49,000 pursuant to a private placement.

There were no share purchase warrants or stock options issued or outstanding from the date of incorporation on August 23, 2021 to August 31, 2022.

6. CAPITAL RISK MANAGEMENT

The Company considers its capital structure to consist of shareholders' equity. 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 Board does not establish quantitative returns on capital criteria for management.

The mineral 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. Additional sources of funding, which may not be available on favourable terms, if at all, include share equity and debt financings; equity, debt or property level joint ventures; and sale of interests in existing claims. In order to carry out the planned exploration and development and pay for operating expenses, the Company will spend its existing working capital and raise additional amounts as needed. 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. The Company's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments, all held within major Canadian financial institutions.

IRON FORGE HOLDINGS (1) LTD.**Notes to the Condensed Interim Financial Statements**

For the three and six months period ended August 31, 2022 and the period from incorporation on August 23, 2021 to August 31, 2021.

(Expressed in Canadian dollars)

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**Fair value hierarchy**

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

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 assets or liabilities that are not based on observable market data.

The carrying value of the Company's financial instruments approximate their fair value due to the short term to maturity of these instruments. The Company had no financial instruments to classify in the fair value hierarchy as at August 31, 2022.

Management of Industry and Financial Risk

The Company is exposed in varying degrees to a variety of financial instrument related risk. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The carrying value of this financial asset represents the Company's maximum exposure to credit risk. The Company manages its credit risk by maintaining its cash in a federally regulated financial institution in Canada.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company has a planning and budgeting process to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company tries to ensure sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. Currently, the Company's source of funding is from the issuance of common shares for cash, primarily through private placements. As at August 31, 2022, the Company held \$34,907 in current liabilities.

(c) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and equity prices. Market conditions will cause fluctuations in the fair values of financial assets classified as fair value through profit or loss, and cause fluctuations in the fair value of future cash flows for assets or liabilities measured at fair value. Currently, the Company is not exposed to significant market risk.

IRON FORGE HOLDINGS (1) LTD.**Notes to the Condensed Interim Financial Statements****For the three and six months period ended August 31, 2022 and the period from incorporation on August 23, 2021 to August 31, 2021.*****(Expressed in Canadian dollars)***

8. LETTER OF INTENT

On January 24, 2022, the Company entered into a Letter of Intent ("LOI") with Alchemist Mining Incorporated that set forth the basic terms of discussion. Pursuant to the LOI, Alchemist Mining Incorporated will acquire 100% of the issued and outstanding common shares in the capital Company by issuing 7,500,000 Alchemist shares and 3,750,000 share purchase warrants to the Company's shareholders. Each purchase warrant will be exercisable for a period of two years at an exercise price of \$0.20 per Alchemist share. On closing, the Company will become a wholly-owned subsidiary of Alchemist.

9. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's Executive Director.

As at August 31, 2022, \$29,907 (February 28, 2022: \$29,907) was owing to a company related to the Executive Director for mineral properties related costs paid on behalf of the Company. These amounts payable are non-interest bearing, unsecured and have neither specific terms nor a date of repayment.

10. SUBSEQUENT EVENTS

On April 8, 2022, the Company entered into Share Exchange Agreement with Alchemist Mining Incorporated ("Alchemist"), pursuant to which Alchemist will acquire 100% of the issued and outstanding common shares of the Company by issuing 7,500,000 Alchemist shares and 3,750,000 share purchase warrants to the Company's shareholders. Each purchase warrant will be exercisable for a period of two years at an exercise price of \$0.20 per Alchemist share. On closing, the Company will become a wholly-owned subsidiary of Alchemist.

The Transaction will require Alchemist having had the reasonable opportunity to perform searches and other due diligence, and being satisfied with the results of such due diligence; the receipt of all requisite consents, waivers and approvals for the transaction, including the approval of the CSE and the approval by the holders of at least 50.1% of the issued and outstanding common shares of Alchemist; the absence of any material adverse change in the business, affairs or operations of the Company; the delivery of a National Instrument 43-101 with respect to the Rhodes Marsh Property; the Resulting Issuer meeting the qualifications for listing under CSE Policy 2 – Qualifications for Listing; and Iron Forge, if applicable, having received the requisite approvals from its shareholders for the transactions.

IRON FORGE HOLDINGS (1) LTD.

FINANCIAL STATEMENTS

**FOR THE PERIOD FROM AUGUST 23, 2021 (the date of incorporation) to
FEBRUARY 28, 2022**

(Expressed in Canadian Dollars)

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SUITE 1735, TWO BENTALL CENTRE
555 BURNARD STREET
BOX 243
VANCOUVER, BC V7X 1M9



charlton & company
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Director of:
Iron Forge Holdings (1) Ltd.

Opinion

We have audited the financial statements of Iron Forge Holdings (1) Ltd. (the "Company"), which comprise the statement of financial position as at February 28, 2021, and the statement of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation on August 23, 2021 to February 28, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at February 28, 2022, and its financial performance and its cash flows for the period from incorporation on August 23, 2021 to February 28, 2022 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1(b) of the financial statements, which indicates that the Company incurred a net loss of \$11,502 during the period from incorporation on August 23, 2021 to February 28, 2022 and, as of that date, the Company's total deficit was \$11,502. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC
November 21, 2022

IRON FORGE HOLDINGS (1) LTD.
Statements of Financial Position
As at February 28, 2022
(Expressed in Canadian dollars)

	February 28, 2022
Assets	
Current	
Cash	\$ 48,944
GST receivable	195
	49,139
Exploration advance	3,000
Exploration and evaluation asset (Note 5)	25,266
Total assets	\$ 77,405
Liabilities	
Current	
Accounts payable and accrued liabilities (Note 10)	\$ 39,907
	39,907
Shareholders' Equity	
Share capital (Note 6)	49,000
Deficit	(11,502)
Total shareholders' equity	37,498
	\$ 77,405

Nature and Continuation of Operations (Note 1)
Subsequent Events (Note 12)

Approved by the Board **"Morgan Tiernan"**
Director (Signed)

IRON FORGE HOLDINGS (1) LTD.**Statement of Loss and Comprehensive Loss****For the period from August 23, 2021 (the date of incorporation) to February 28, 2022*****(Expressed in Canadian dollars, except share amounts)***

	For the period from incorporation on August 23, 2021 to February 28, 2022
Expenses	
Bank charge	\$ 56
Professional fees	11,446
Loss and comprehensive loss for the period	(11,502)
Basic and diluted loss per common share	\$ (0.01)
Weighted average number of common shares outstanding, basic and diluted	1,598,948

IRON FORGE HOLDINGS (1) LTD.**Statements of Changes in Shareholders' Equity****For the period from August 23, 2021 (the date of incorporation) to February 28, 2022*****(Expressed in Canadian dollars, except share amounts)***

	Number of common shares	Share capital	Deficit	Total
Balance at August 23, 2021	-	\$ -	\$ -	\$ -
Incorporation share	1	-	-	-
Share returned to treasury	(1)	-	-	-
Shares issued for cash	9,800,000	49,000	-	49,000
Loss for the period	-	-	(11,502)	(11,502)
Balance at February 28, 2022	9,800,000	\$ 49,000	\$ (11,502)	\$ 37,498

IRON FORGE HOLDINGS (1) LTD.**Statements of Cash Flows****For the period from August 23, 2021 (the date of incorporation) to February 28, 2022***(Expressed in Canadian dollars)*

	For the period from incorporation on August 23, 2021 to February 28, 2022
Cash provided by (used in)	
Operating activities	
Loss for the period	\$ (11,502)
Net changes in non-cash working capital items:	
GST receivable	(195)
Accounts payable	39,907
Cash used in operating activities	28,210
Investing activities	
Exploration advances	(3,000)
Exploration and evaluation assets	(25,266)
Cash used in investing activities	(28,266)
Financing activities	
Proceeds from the issuance of shares	49,000
Cash provided by activities	49,000
Net change in cash	48,944
Cash, beginning of period	-
Cash, end of period	\$ 48,944

During the period from incorporation on August 23, 2021 to February 28, 2022, the Company paid \$nil in interest and taxes, and there were no significant non-cash transactions.

1. NATURE AND CONTINUANCE OF OPERATIONS

a) Nature of Operations

Iron Forge Holdings (1), (the “Company”) was incorporated under the B.C. Business Corporations Act on August 23, 2021, and is a private company.

The Company maintains its head office and registered office at 999 West Georgia Street, Suite 520, Vancouver, British Columbia V6C 1W1.

The Company's principal business activity is the acquisition and exploration of resource properties. The Company presently has no proven or probable reserves, and on the basis of information to date, it has not yet determined whether these properties contain economically recoverable ore reserves. Consequently, the Company considers itself to be an exploration stage company.

b) Continuance of Operations

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year.

The Company incurred a comprehensive loss for the period ended February 28, 2022, of \$11,502. As at February 28, 2022, the Company had cash of \$48,944, working capital of \$9,232 and an accumulated deficit of \$11,502 since inception and expects to incur further losses in the development of its business. The Company's ability to continue operations in the normal course of business is dependent upon establishing sufficient cash flows from exploration projects or on the receipt of additional debt or equity financing. The nature and significance of these conditions, along with the continuing losses and accumulated deficit, comprise a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different than those reflected in the financial statements. Such adjustments could be material.

c) COVID-19

In March 2020, the World Health Organization declared a global pandemic related to COVID-19. Its impact on global economies has been far-reaching, and businesses around the world have been forced to cease or limit operations for long or indefinite periods of time.

There is significant ongoing uncertainty surrounding COVID-19 and the extent and duration of the impacts that it may have on our financial position and results, exploration activities, workers, partners, consultants, suppliers and on global financial markets. The Company has taken measures to contain the spread of COVID-19 and is proceeding with exploration activities as long as the work environment remains safe. As at February 28, 2022, the Company has not been significantly impacted by COVID-19.

2. BASIS OF PRESENTATION

a) Statement of Compliance

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

These financial statements were authorized for issue by the Board of Directors on November 21, 2022.

b) Basis of Measurement

These financial statements are presented in Canadian dollars, which is also the Company's functional currency. These financial statements have been prepared on a historical cost basis except for certain financial instruments that have been measured at fair value through profit or loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used in the preparation of these financial statements set out below have been applied consistently to all periods presented in all material respects.

Cash

Cash includes cash on hand which is kept in a federally regulated bank.

Basic and Diluted Loss per Share

Basic loss per share is computed by dividing the net and comprehensive loss for the year by the weighted average number of common shares outstanding during the year. Diluted loss per share reflects the potential dilution that could occur if the dilutive securities were exercised or converted to common shares.

The dilutive effect of the options and warrants are computed by application of the treasury stock method and the effect of convertible securities by the "if-converted" method. Diluted amounts are not presented when the effect of the computations is anti-dilutive due to the losses incurred. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

Exploration and Evaluation Expenditures

Costs relating to the acquisition and claim maintenance of exploration and evaluation assets (including option payments and annual fees to maintain the property in good standing) are capitalized and deferred until the project to which they relate to, is sold, abandoned, impaired or placed into production.

The Company expenses all exploration, evaluation and development expenditures until management concludes that a future economic benefit is more likely than not to be realized. In evaluating if expenditures meet this criterion to be capitalized, management considers the following:

- The extent to which reserves or resources, as defined in National Instrument 43-101, have been identified in relation to the property in question;
- The conclusions of National Instrument 43-101 compliant preliminary economic assessment studies, preliminary feasibility studies and/or feasibility studies regarding the property in question;
- The status of environmental permits; and
- The status of mining leases or permits.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated title to its mineral properties and, to the best of its knowledge, the title to its properties are in good standing.

Share Capital

The Company records proceeds from share issuances net of issue costs and any tax effects in shareholders' equity. Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred share issuance costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise, they are expensed as incurred. Share issuance costs are charged to share capital when the related shares are issued. Deferred share issuance costs related to financing transactions that are not completed are charged to expenses.

Income Taxes

Income tax expense comprises of current and deferred tax. Current and deferred taxes are recognized in the statement of loss except to the extent that it relates to a business combination or items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current income taxes are the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the deferred tax asset or liability is to be settled. At the end of each reporting year end the Company reassesses unrecognized deferred tax assets and liabilities. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to do so and when the deferred tax balances relate to the same taxation authority.

Financial Instruments

Financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows.

Financial instruments are classified into one of the following three measurement categories: fair value through profit or loss ("FVTPL"), amortized cost and fair value through other comprehensive income ("FVTOCI"). Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial instrument. Transaction costs on financial instruments classified as FVTPL are expensed as incurred. Transaction costs related to financial instruments measured at amortized cost are included in the carrying amounts of the financial instruments and amortized over the life of the instrument by the effective interest rate method.

Upon initial recognition, all financial instruments are recorded on the statements of financial position at their fair value. After initial recognition, the financial instruments are measured at their fair value, if categorized as FVTPL or FVTOCI, or amortized cost (using the effective interest method). Changes in the fair value of FVTPL financial instruments are recognized in operations for the year.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

As at February 28, 2022, the Company does not have any derivative financial liabilities.

Below is a summary showing the classification and measurement basis of the Company's financial instruments:

	Classification
Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Impairment

Financial assets

At each balance sheet date, on a forward-looking basis, the Company assesses the expected credit losses associated with its financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The impairment model does not apply to FVTPL instruments. The expected credit losses are required to be measured through loss allowance at an amount equal to the 12-month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date) or full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument). A loss allowance for the full lifetime expected credit losses are required for a financial instrument if the credit risk of that financial instrument has increased significantly since initial recognition.

Non-financial assets

At the end of each reporting period the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Decommissioning Provision

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of tangible long-lived assets when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates is capitalized to the amount of the related asset along with a corresponding increase in the decommissioning provision in the period incurred. Provisions are determined by discounting the risk-adjusted expected future cash flows to take into consideration risks and uncertainties involving the transaction. The discounting occurs using a risk-free pre-tax rate that reflects the time value of money and is used to calculate the net present value. The decommissioning cost is depreciated on the same basis as the related asset. The liability is progressively increased each period as the effect of discounting unwinds, creating a finance expense recognition in the statement of operations.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the rehabilitation provision. Currently, the Company has no decommission provision obligations.

The Company's estimates are reviewed at each reporting date for changes in regulatory requirements, effects of inflation and changes in estimates. As at February 28, 2022, there are \$nil decommissioning provisions.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities..

Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset over a period of time in exchange for consideration. The Company assesses whether the contract involves the use of an identified asset, whether it has the right to obtain substantially all of the economic benefits from the use of the asset during the term of the contract and it has the right to direct the use of the asset.

The right-of-use asset is subsequently depreciated from the commencement date to the earlier of the end of the lease term, or the end of the useful life of the asset. The right-of-use asset may be reduced due to impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

A lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date discounted by the interest rate implicit in the lease or, if that rate cannot be readily determined the incremental borrowing rate. The lease liability is subsequently measured at amortized cost using the effective interest method. Lease payments included in the measurement of the lease liability comprise fixed payments, variable lease payments, and amounts expected to be payable at the end of the lease term.

The Company does not recognize the right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less. The lease payments associated with these leases are charged directly to income on a straight-line basis over the lease term. As at February 28, 2022, the Company did not have any lease contracts.

4. USE OF ESTIMATES AND JUDGMENTS

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The significant areas of judgment considered by management in preparing the financial statements are as follows:

(i) Going concern:

The Company's management has made an assessment of the Company's ability to continue as a going concern, and the financial statements continue to be prepared on a going concern basis. The Company has no sources of revenue and remains dependent on its ability to obtain financing, which may cast significant doubt upon the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

(ii) Title to mineral property interest:

Although the Company has taken steps to verify title to mineral properties that it currently has under option, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfer and title may be affected by undetected defects.

(iii) Recoverability of exploration and evaluation assets:

Management assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of any such assets may exceed their recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the Company shall measure, present and disclose any resulting impairment. During the period ended February 28, 2022, there were no indicators of impairment.

The significant areas of estimates considered by management in preparing the financial statements are as follows:

(iv) Deferred tax assets:

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent it is probable that taxable income will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies.

5. EXPLORATION AND EVALUATION ASSET

Rhodes Marsh Property

In December 2021, the Company staked 46 claims in the Rhodes Marsh property for a total cost of \$8,798. The Rhodes Marsh property is an early-stage exploration project located in Mineral County, Nevada, USA. The project is comprised of two separate claim blocks within the Rhodes Marsh area, within the Spring Valley, approximately 350km northwest of Las Vegas.

A breakdown of costs incurred on the Rhodes March Property during the period ended February 28, 2022 is as follows:

	Rhodes Marsh	Total
	\$	\$
Balance, August 23, 2021	-	-
Acquisition costs - cash	8,798	8,798
Maintenance fees	16,468	16,468
Balance, February 28, 2022	25,266	25,266

6. SHARE CAPITAL

Authorized, issued and outstanding

The Company is authorized to issue an unlimited number of common shares without par value.

During the period from incorporation on August 23, 2021 to February 28, 2022, the following share transactions occurred:

- On August 23, 2021, the Company issued 1 common share at \$Nil per share for gross proceeds of \$Nil pursuant to incorporation. On January 28, 2022, the incorporation share was returned to treasury and cancelled
- On January 28, 2022, the Company issued 9,800,000 common shares at a price of \$0.005 per share for gross proceeds of \$49,000 pursuant to a private placement.

There were no share purchase warrants or stock options issued or outstanding from the date of incorporation on August 23, 2021 to February 28, 2022.

7. CAPITAL RISK MANAGEMENT

The Company considers its capital structure to consist of shareholders' equity. 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 Board does not establish quantitative returns on capital criteria for management.

The mineral 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. Additional sources of funding, which may not be available on favourable terms, if at all, include share equity and debt financings; equity, debt or property level joint ventures; and sale of interests in existing claims. In order to carry out the planned exploration and development and pay for operating expenses, the Company will spend its existing working capital and raise additional amounts as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

7. CAPITAL RISK MANAGEMENT (Continued)

The Company is not subject to externally imposed capital requirements. The Company's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments, all held within major Canadian financial institutions.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

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 assets or liabilities that are not based on observable market data.

The carrying value of the Company's financial instruments approximate their fair value due to the short term to maturity of these instruments. The Company had no financial instruments to classify in the fair value hierarchy as at February 28, 2022.

Management of Industry and Financial Risk

The Company is exposed in varying degrees to a variety of financial instrument related risk. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The carrying value of this financial asset represents the Company's maximum exposure to credit risk. The Company manages its credit risk by maintaining its cash in a federally regulated financial institution in Canada.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company has a planning and budgeting process to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company tries to ensure sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. Currently, the Company's source of funding is from the issuance of common shares for cash, primarily through private placements. As at February 28, 2022, the Company held \$39,907 in current liabilities.

(c) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and equity prices. Market conditions will cause fluctuations in the fair values of financial assets classified as fair value through profit or loss, and cause fluctuations in the fair value of future cash flows for assets or liabilities measured at fair value. Currently, the Company is not exposed to significant market risk.

9. LETTER OF INTENT

On January 24, 2022, the Company entered into a Letter of Intent ("LOI") with Alchemist Mining Incorporated that set forth the basic terms of discussion. Pursuant to the LOI, Alchemist Mining Incorporated will acquire 100% of the issued and outstanding common shares in the capital Company by issuing 7,500,000 Alchemist shares and 3,750,000 share purchase warrants to the Company's shareholders. Each purchase warrant will be exercisable for a period of two years at an exercise price of \$0.20 per Alchemist share. On closing, the Company will become a wholly-owned subsidiary of Alchemist.

10. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's Executive Director.

As at February 28, 2022, \$29,907 was owing to a company related to the Executive Director for mineral properties related costs paid on behalf of the Company. These amounts payable are non-interest bearing, unsecured and have neither specific terms nor a date of repayment.

11. INCOME TAXES

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

		2022
Loss before income tax	\$	(11,502)
Tax rate		27%
Expected income tax recovery		(3,000)
Change in unrecognized deductible temporary differences		3,000
Income tax expense (recovery)	\$	-

The significant components of the Company's deferred tax assets not recognized are as follows:

		2022
Non-capital losses available for future periods	\$	3,000
Deferred tax assets not recognized	\$	3,000

Deferred tax assets are recognized to the extent that it is probable that taxable income will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized.

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

		2022	Expiry date
Non-capital losses available for future periods	\$	12,000	2042

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

12. SUBSEQUENT EVENTS

On April 8, 2022, the Company entered into Share Exchange Agreement with Alchemist Mining Incorporated ("Alchemist"), pursuant to which Alchemist will acquire 100% of the issued and outstanding common shares of the Company by issuing 7,500,000 Alchemist shares and 3,750,000 share purchase warrants to the Company's shareholders. Each purchase warrant will be exercisable for a period of two years at an exercise price of \$0.20 per Alchemist share. On closing, the Company will become a wholly-owned subsidiary of Alchemist.

The Transaction will require Alchemist having had the reasonable opportunity to perform searches and other due diligence, and being satisfied with the results of such due diligence; the receipt of all requisite consents, waivers and approvals for the transaction, including the approval of the CSE and the approval by the holders of at least 50.1% of the issued and outstanding common shares of Alchemist; the absence of any material adverse change in the business, affairs or operations of the Company; the delivery of a National Instrument 43-101 with respect to the Rhodes Marsh Property; the Resulting Issuer meeting the qualifications for listing under CSE Policy 2 – Qualifications for Listing; and Iron Forge, if applicable, having received the requisite approvals from its shareholders for the transactions.

SCHEDULE E

MANAGEMENT'S DISCUSSION & ANALYSIS OF IRON FORGE

[See Attached]

IRON FORGE HOLDINGS (1) LTD.

**MANAGEMENT'S DISCUSSION AND
ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS**

**For the three and six months period ended
August 31, 2022 and the period from
August 23, 2021 (the date of incorporation)
to August 31, 2021**

(Expressed in Canadian Dollars)

1. INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of Iron Forge Holdings (1) LTD. (referred to as "Iron Forge", the "Company", "us" or "our") provides an analysis of the Company's financial results for the three and six months ended August 31, 2022. The following information should be read in conjunction with the accompanying audited financial statements for the period ended February 28, 2022, and the notes to those financial statements, prepared in accordance with International Financial Reporting Standards ("IFRS"). The financial information contained herein is expressed in Canadian dollars unless stated otherwise. All information in this MD&A is current as of November 21, 2022, unless stated otherwise. This MD&A is intended to supplement and complement the Company's financial statements for the period ended February 28, 2022, and the notes thereto. Readers are cautioned that this MD&A contains "forward-looking statements" and that actual events may vary from management's expectations. Readers are encouraged to read the cautionary note contained herein regarding such forward-looking statements. On behalf of the Board of Directors, this MD&A was reviewed, approved and authorized for issue on November 21, 2022.

Description of Business

Iron Forge is a private company incorporated in British Columbia, under the "Canadian Business Corporation Act" on August 23, 2021. The Company's principal business activity is the acquisition and exploration of resource properties. The Company presently has no proven or probable reserves, and on the basis of information to date, it has not yet determined whether these properties contain economically recoverable ore reserves. Consequently, the Company considers itself to be an exploration stage company. The Company maintains its head office and registered office at 999 West Georgia Street, Suite 520, Vancouver, British Columbia V6C 1W1.

2. FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements" within the meaning of Canadian securities legislation. These forward-looking statements are made as of the date of this MD&A, and the Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable laws.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral resource and mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, the success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. Readers are cautioned that mineral resources that are not mineral reserves do not have demonstrated economic viability.

Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking statements. The words "may", "will", "continue", "could", "should", "would", "suspect", "outlook", "believes", "plan", "anticipates", "estimate", "expects", "intends" and words and expressions of similar import are intended to identify forward-looking statements.

Forward-looking statements include, without limitation, information concerning possible or assumed future results of the Company's operations. These statements are not historical facts and only represent the Company's current beliefs and assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities and commitments and future opportunities.

Although management considers those assumptions to be reasonable based on information currently available to them, they may prove incorrect. These statements are not guarantees of future performance and involve assumptions and risks, and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

2. FORWARD-LOOKING STATEMENTS

By their very nature, forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements. Readers are advised to consider such forward-looking statements in light of the risk factors set forth below and further detailed in the "Risks and Uncertainties" section of this MD&A.

These risk factors include, but are not limited to, fluctuation in metal prices, which are affected by numerous factors such as global supply and demand, inflation or deflation, global political and economic conditions; the Company's need for access to additional capital to explore and develop its projects, the risks inherent in the exploration for and development of minerals including the risks of estimating the quantities and qualities of minerals, operating parameters and costs, receiving project permits and approvals, the successful construction of mining and processing facilities, and uncertainty of ultimate profitability of mining operations, risks of litigation and other hazards. The Company cautions that the preceding list of factors that may affect future results is not exhaustive. When relying on any forward-looking statements in this MD&A to make decisions with respect to the Company, investors and others should carefully consider the risk factors set out in this MD&A and other uncertainties and potential events.

3. HIGHLIGHTS AND SUBSEQUENT EVENTS

In December 2021, the Company staked 46 claims on the Rhodes Marsh property ("Property"). The Rhodes Marsh property is an early-stage exploration project located in Mineral County, Nevada, USA. The project is comprised of two separate claim blocks within the Rhodes Marsh area, within the Spring Valley, approximately 350km northwest of Las Vegas.

On April 8, 2022, the Company entered into Share Exchange Agreement with Alchemist Mining Incorporated ("Alchemist"), pursuant to which Alchemist will acquire 100% of the issued and outstanding common shares of the Company by issuing 7,500,000 Alchemist shares and 3,750,000 share purchase warrants to the Company's shareholders. Each purchase warrant will be exercisable for a period of two years at an exercise price of \$0.20 per Alchemist share. On closing, the Company will become a wholly-owned subsidiary of Alchemist.

The Transaction will require Alchemist having had the reasonable opportunity to perform searches and other due diligence, and being satisfied with the results of such due diligence; the receipt of all requisite consents, waivers and approvals for the transaction, including the approval of the CSE and the approval by the holders of at least 50.1% of the issued and outstanding common shares of Alchemist; the absence of any material adverse change in the business, affairs or operations of the Company; the delivery of a National Instrument 43-101 with respect to the Rhodes Marsh Property; the Resulting Issuer meeting the qualifications for listing under CSE Policy 2 – Qualifications for Listing; and Iron Forge, if applicable, having received the requisite approvals from its shareholders for the transactions.

On September 7, 2022, the Company completed a NI 43-101 technical report on the Rhodes Marsh property. In total, 276 samples were collected by a hand-held power auger, drilling to a depth of approximately 60-75 cm. Results were very encouraging. Of the 276 samples collected, 100 returned assays >50 ppm Li, of which 35 were >100 ppm Li (maximum value = 210 ppm Li). The high values occur in the southern part of the north claim block and in the northern part of the south claim block. These two areas are where the claim blocks extend out on to the playa. To the north of the north block, the ground is covered with increasing thicknesses of pediment sediments, such that the auger was not able to penetrate to the underlying salt deposits. Similarly, in the southern extents of the south claim block, the salt pan is covered with variable thicknesses of wind-blown sand deposits. Further work has been recommended by the author.

IRON FORGE HOLDINGS (1) LTD.**Management's Discussion and Analysis of Financial Condition and Results of Operations**

For the three and six months period ended August 31, 2022 and the period from incorporation on August 23, 2021 to August 31, 2021.

4. PROPERTY SUMMARY**Rhodes Marsh Property**

The Rhodes Marsh Lithium Brine Project is an early exploration stage project located Soda Spring Valley in Mineral County, west-central Nevada, USA. The Project is located within and immediately adjacent to a playa in a closed basin which has a geologic setting similar to the Clayton Valley, the site of the only current active lithium production in the USA, which is located approximately 70 air kilometers (45 miles) southeast. The project area is located about 65 kilometers (40 miles) by road south of Hawthorne, NV, the County Seat of Mineral County. Hawthorne, which has a population of 3,300 and provides all basic services. Mineral tenure consists of 46 unpatented placer mining claims (383 ha, 947 acres) which were located in December 2021 by Rangefront Mining Services on Federal land (Bureau of Land Management) on behalf of Alchemist.

A breakdown of costs incurred on the Rhodes Marsh Property during the period ended August 31, 2022 is as follows:

	Rhodes Marsh	Total
	\$	\$
Balance, August 23, 2021	-	-
Acquisition costs - cash	8,798	8,798
Maintenance fees	16,468	16,468
Balance, February 28 and August 31, 2022	25,266	25,266

Local and Regional Geology

Rhodes Marsh lies within the Basin and Range physiographic province. The province is characterized by north-south-oriented mountain ranges formed by block-faulting that are separated by broad valleys. The rocks exposed in the mountain ranges consist of sedimentary, igneous and metamorphic rocks that range in age from Precambrian to Tertiary. The valleys are filled with younger (Quaternary and Tertiary aged) sediments which are often unconsolidated. Weathering and erosion have filled the valleys with alluvium and products of volcanism to depths of several thousand feet (Cannon, et al, 1975). Basins such as Rhodes Marsh are filled with Pleistocene and Holocene sediments interbedded with volcanic tuffs.

Surrounding Rhodes Marsh are the Pilot Mountains to the east and the Excelsior Mountains to the west. The bedrock of these uplifted areas on the west side of the marsh consists in large part of volcanic tuff and ash that could be a source of an economic lithium brine resource. A similar geologic setting occurs in the Clayton Valley where lithium is produced from subsurface. Surface samples of sediments in Clayton Valley that were collected by the US Geological Survey contained 100 ppm to 300 ppm lithium (Cannon, et al, 1975).

Regionally, Tertiary volcanic rocks are considered the likely source of lithium brine deposits within closed basins (Davis et al, 1986). The geologic formations and structural setting of the project area are consistent with the US Geological Survey Preliminary Deposit Model for Lithium Brines (Bradley, D, et al 2013).

5. DISCUSSION OF OPERATIONS

All of the information described below is accounted for in accordance with IFRS, as issued by IASB. The reader is encouraged to refer to Note 3 of the Company's annual financial statements for the period ended February 28, 2022 for the summary of significant accounting policies.

For the six months ended August 31, 2022, the Company recorded a net and comprehensive loss of \$5,067 or (\$0.00) per share (\$nil - August 31, 2021). The net and comprehensive loss is primarily attributable to professional fees associated with the share purchase agreement and other general administrative costs.

6. LIQUIDITY AND CAPITAL RESOURCES

Liquidity

As an exploration company, the Company has no regular cash in-flow from operations, and the level of activities is principally a function of the availability of capital resources. To date, the principal source of funding has been equity financing.

As at August 31, 2022, the Company had \$38,377 (\$48,944- February 28, 2022) in cash. For the foreseeable future, as existing properties are explored and developed, the Company will continue to seek capital through the issuance of equity, strategic alliances or joint ventures, and debt, of which the Company currently has none.

Significant expenditures are required to establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. The recoverability of valuations assigned to exploration and development mineral properties are dependent upon discovery of economically recoverable reserves, the ability to obtain the necessary financing to complete exploration, development and future profitable production or proceeds from the disposition of mineral assets.

Although management has made its best estimate of these factors, it is reasonably possible that certain events could adversely affect management's estimates of recoverable amounts and the need for, as well as the amount of, provision for impairment in the carrying value of exploration properties and related assets.

Many factors influence the Company's ability to raise funds, and there is no assurance that the Company will be successful in obtaining adequate financing and at favourable terms for these or other purposes including general working capital purposes. The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business for the foreseeable future. Realization values may be substantially different from carrying values, as shown, and these financial statements do not give effect to the adjustment that would be necessary to the carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern.

Working Capital

As at August 31, 2022, the Company had working capital of \$4,165 (February 28, 2022 -\$9,232). The Company has managed its working capital by controlling its spending on its properties and operations. Due to the ongoing planned exploration acquisitions over the near term, the Company intends to continue to incur expenditures without revenues and accumulate operating losses. Therefore, our continuance as a going concern is dependent upon our ability to obtain adequate financing to fund future exploration and development, to reach profitable levels of operation. It is not possible to predict whether future financing efforts will be successful or whether financing on favourable terms will be available.

The Company has no long-term debt and no long-term liabilities. The Company has no capital lease obligations, operating or any other long-term obligations.

6. LIQUIDITY AND CAPITAL RESOURCES

Capital Resources

The Company had \$38,377 in cash at August 28, 2022.

Contractual Commitments

The Company's exploration 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 are generally becoming more restrictive. The Company conducts its operations 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 continue to make in the future, filings and expenditures to comply with such laws and regulations.

Capital Risk Management

The Company's capital structure consists of common shares, stock options and warrants. The Company manages its capital structure and adjusts it, based on available funds, to support the acquisition and exploration of mineral properties. The Board does not establish quantitative returns on capital criteria for management.

The mineral 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. To carry out and pay for planned exploration and development along with operating administrative costs, the Company will fund such costs out of existing working capital and additional amounts raised.

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 since the period ended August 31, 2022. The Company is not subject to externally imposed capital requirements. The Company's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments with maturities of a year or less from the original date of acquisition, all held with major Canadian financial institutions.

7. TRANSACTIONS WITH RELATED PARTIES

Related parties include key management personnel and companies under the control of key management personnel. 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 consist of members of the Board and corporate officers, including the Company's Chief Executive Officer, Chief Financial Officer, and Chief Operating Officer.

As at August 31 and February 28, 2022, \$29,907 was owed to Cronin Capital Corp., a company related to the Executive Director, for mineral properties-related costs paid on behalf of the Company. These amounts payable are non-interest bearing, unsecured and have neither specific terms nor a date of repayment.

IRON FORGE HOLDINGS (1) LTD.**Management's Discussion and Analysis of Financial Condition and Results of Operations**

For the three and six months period ended August 31, 2022 and the period from incorporation on August 23, 2021 to August 31, 2021.

8. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Board, through the Audit Committee, is responsible for identifying the principal risks facing the Company and ensuring that risk management systems are implemented. The Company manages its exposure to financial risks, including credit risk, liquidity risk, interest rate risk, foreign exchange rate risk and commodity price risk in accordance with its risk management framework. The Board reviews the Company's policies periodically.

The following table sets forth the Company's financial assets and liabilities that are measured at fair value on a recurring basis by level within the fair value hierarchy. As at August 31, 2022, those financial assets and liabilities are classified in their entirety based on the level of input that is significant to the fair value measurement.

9. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Company's financial assets and financial liabilities are categorized as follows:

		As at August 31, 2022		As at February 28, 2022	
	Input	Carrying	Estimated	Carrying	Estimated
	Level	Amount	Fair value	Amount	Fair Value
<i>Financial Assets:</i>					
Cash	1	\$ 38,377	\$ 38,377	\$ 48,944	\$ 48,944
GST receivable	1	695	695	195	195
		\$ 39,072	\$ 39,072	\$ 49,139	\$ 49,139

		As at August 31, 2022		As at February 28, 2022	
	Input	Carrying	Estimated	Carrying	Estimated
	Level	Amount	Fair value	Amount	Fair Value
<i>Financial Liabilities:</i>					
Current Liabilities	1	\$ 34,907	\$ 34,907	\$ 39,907	\$ 39,907
		\$ 34,907	\$ 34,907	\$ 39,907	\$ 39,907

Fair values

For the Company's financial instruments, including receivables, accounts payable and accrued liabilities, the carrying amounts approximate fair value due to their immediate or short-term maturity.

Currency risk

The Company currently does not have any significant exposure to foreign currency risk.

Credit risk

Credit risk arises from cash held with banks and financial institutions, and the risk that the counterparty of related party receivables will default on its contractual obligations resulting in a financial loss to the Company. The maximum exposure to credit risk is equal to the carrying value of the financial assets. To reduce credit risk, cash is held at major financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company tries to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. Currently, the Company's source of funding is from the issuance of equity securities for cash, primarily through private placements.

IRON FORGE HOLDINGS (1) LTD.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For the three and six months period ended August 31, 2022 and the period from incorporation on August 23, 2021 to August 31, 2021.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and equity prices. Market conditions will cause fluctuations in the fair values of financial assets classified as fair value through profit or loss, and cause fluctuations in the fair value of future cash flows for assets or liabilities measured at fair value. Currently, the Company is not exposed to significant market risk.

10. RISKS AND UNCERTAINTIES

A discussion of the risks and uncertainties that the Company faces can be found in the Company's annual financial statements for the period ended February 28, 2022. Other risks and uncertainties that are not discussed in the financial statements include:

Property acquisition risk

Although we perform a review of properties that we acquire that we believe is consistent with industry practices, such reviews are inherently incomplete. It generally is not feasible to review in-depth every individual property involved in each acquisition. Ordinarily, we will focus our review efforts on the higher-value properties and will sample the remainder. However, even a detailed review of records and properties may not necessarily reveal existing or potential problems, nor will it permit us as a buyer to become sufficiently familiar with the properties to assess fully and accurately their deficiencies and potential. Inspections may not always be performed on every property, and environmental problems, such as groundwater contamination, are not necessarily observable even when an inspection is undertaken. Even when problems are identified, we often assume certain environmental and other risks and liabilities in connection with acquired properties.

Liquidity and future financing risk

The Company is in the exploration and development stage of business and has not generated revenue in excess of its expenses. The Company will likely operate at a loss until its business becomes established and the Company may require additional financing in order to fund future operations and expansion plans. The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional shares, control may change and shareholders may suffer dilution. If adequate funds are not available or are not available on acceptable terms, the Company may be required to scale back its current business plan or cease operating.

Dilution

Any sale of the Company's shares will result in dilution to existing holders of shares. The Company may issue additional shares without the consent of the shareholders of the Company.

Furthermore, additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair its business operations in the future.

11. DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

a) Authorized

An unlimited number of common shares without par value.

IRON FORGE HOLDINGS (1) LTD.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For the three and six months period ended August 31, 2022 and the period from incorporation on August 23, 2021 to August 31, 2021.

b) Issued and Outstanding

During the period from incorporation on August 23, 2021 to February 28, 2022, the following share transactions occurred:

- On August 23, 2021, the Company issued 1 common share at \$Nil per share for gross proceeds of \$Nil pursuant to incorporation. On January 28, 2022, the incorporation share was returned to treasury and cancelled
- On January 28, 2022, the Company issued 9,800,000 common shares at a price of \$0.005 per share for gross proceeds of \$49,000 pursuant to a private placement.

As at August 31, 2022 and the date of this MD&A, the Company had 9,800,000 common shares issued and outstanding. At the date of this MD&A, there were no warrants or options outstanding.

12. OFF-BALANCE SHEET ARRANGEMENTS

At the date of this MD&A, the Company was not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources of the Company.

13. CRITICAL ACCOUNTING ESTIMATES

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The significant areas of judgment considered by management in preparing the financial statements are as follows:

(i) Going concern:

The Company's management has made an assessment of the Company's ability to continue as a going concern, and the financial statements continue to be prepared on a going concern basis. The Company has no sources of revenue and remains dependent on its ability to obtain financing, which may cast significant doubt upon the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

(ii) Title to mineral property interest:

Although the Company has taken steps to verify title to mineral properties that it currently has under option, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfer and title may be affected by undetected defects.

IRON FORGE HOLDINGS (1) LTD.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For the three and six months period ended August 31, 2022 and the period from incorporation on August 23, 2021 to August 31, 2021.

(iii) Recoverability of exploration and evaluation assets:

Management assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of any such assets may exceed their recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the Company shall measure, present and disclose any resulting impairment. During the period ended August 31, 2022, there were no indicators of impairment.

The significant areas of estimates considered by management in preparing the financial statements are as follows:

(iv) Deferred tax assets:

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent it is probable that taxable income will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies.

14. APPROVAL

The Audit Committee of Iron Forge Holdings (1) LTD. has reviewed and approved the disclosure contained in this August 31, 2022, MD&A. Further information about the Company is available under our SEDAR profile at www.sedar.com.

IRON FORGE HOLDINGS (1) LTD.

**MANAGEMENT'S DISCUSSION AND
ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS**

**For the period ended from August 23, 2021
(the date of incorporation) to February 28,
2022**

(Expressed in Canadian Dollars)

IRON FORGE HOLDINGS (1) LTD.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For period ended from August 23, 2021 (the date of incorporation) to February 28, 2022

1. INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of Iron Forge Holdings (1) LTD. (referred to as "Iron Forge", the "Company", "us" or "our") provides analysis of the Company's financial results for the period from August 23, 2021 to February 28, 2022. The following information should be read in conjunction with the accompanying audited financial statements for the period ended February 28, 2022, and the notes to those financial statements, prepared in accordance with International Financial Reporting Standards ("IFRS"). Financial information contained herein is expressed in Canadian dollars unless stated otherwise. All information in this MD&A is current as of November 21, 2022, unless stated otherwise. This MD&A is intended to supplement and complement the Company's financial statements for the period ended February 28, 2022, and the notes thereto. Readers are cautioned that this MD&A contains "forward-looking statements" and that actual events may vary from management's expectations. Readers are encouraged to read the cautionary note contained herein regarding such forward-looking statements. On behalf of the Board of Directors, this MD&A was reviewed, approved and authorized for issue on November 21, 2022.

Description of Business

Iron Forge is a private company incorporated in British Columbia, under the "Canadian Business Corporation Act" on August 23, 2021. The Company's principal business activity is the acquisition and exploration of resource properties. The Company presently has no proven or probable reserves, and on the basis of information to date, it has not yet determined whether these properties contain economically recoverable ore reserves. Consequently, the Company considers itself to be an exploration stage company. The Company maintains its head office and registered office at 999 West Georgia Street, Suite 520, Vancouver, British Columbia V6C 1W1.

2. FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements" within the meaning of Canadian securities legislation. These forward-looking statements are made as of the date of this MD&A, and the Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable laws.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral resource and mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, the success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. Readers are cautioned that mineral resources that are not mineral reserves do not have demonstrated economic viability.

Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking statements. The words "may", "will", "continue", "could", "should", "would", "suspect", "outlook", "believes", "plan", "anticipates", "estimate", "expects", "intends" and words and expressions of similar import are intended to identify forward-looking statements.

Forward-looking statements include, without limitation, information concerning possible or assumed future results of the Company's operations. These statements are not historical facts and only represent the Company's current beliefs and assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities and commitments and future opportunities.

Although management considers those assumptions to be reasonable based on information currently available to them, they may prove incorrect. These statements are not guarantees of future performance and involve assumptions and risks, and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

IRON FORGE HOLDINGS (1) LTD.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For period ended from August 23, 2021 (the date of incorporation) to February 28, 2022

2. FORWARD-LOOKING STATEMENTS

By their very nature, forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements. Readers are advised to consider such forward-looking statements in light of the risk factors set forth below and further detailed in the "*Risks and Uncertainties*" section of this MD&A.

These risk factors include, but are not limited to, fluctuation in metal prices, which are affected by numerous factors such as global supply and demand, inflation or deflation, global political and economic conditions; the Company's need for access to additional capital to explore and develop its projects, the risks inherent in the exploration for and development of minerals including the risks of estimating the quantities and qualities of minerals, operating parameters and costs, receiving project permits and approvals, the successful construction of mining and processing facilities, and uncertainty of ultimate profitability of mining operations, risks of litigation and other hazards. The Company cautions that the preceding list of factors that may affect future results is not exhaustive. When relying on any forward-looking statements in this MD&A to make decisions with respect to the Company, investors and others should carefully consider the risk factors set out in this MD&A and other uncertainties and potential events.

3. HIGHLIGHTS AND SUBSEQUENT EVENTS

In December 2021, the Company staked 46 claims in the Rhodes Marsh property. The Rhodes Marsh property is an early-stage exploration project located in Mineral County, Nevada, USA. The project is comprised of two separate claim blocks within the Rhodes Marsh area, within the Spring Valley, approximately 350km northwest of Las Vegas.

On April 8, 2022, the Company entered into Share Exchange Agreement with Alchemist Mining Incorporated ("Alchemist"), pursuant to which Alchemist will acquire 100% of the issued and outstanding common shares of the Company by issuing 7,500,000 Alchemist shares and 3,750,000 share purchase warrants to the Company's shareholders. Each purchase warrant will be exercisable for a period of two years at an exercise price of \$0.20 per Alchemist share. On closing, the Company will become a wholly-owned subsidiary of Alchemist.

The Transaction will require Alchemist having had the reasonable opportunity to perform searches and other due diligence, and being satisfied with the results of such due diligence; the receipt of all requisite consents, waivers and approvals for the transaction, including the approval of the CSE and the approval by the holders of at least 50.1% of the issued and outstanding common shares of Alchemist; the absence of any material adverse change in the business, affairs or operations of the Company; the delivery of a National Instrument 43-101 with respect to the Rhodes Marsh Property; the Resulting Issuer meeting the qualifications for listing under CSE Policy 2 – Qualifications for Listing; and Iron Forge, if applicable, having received the requisite approvals from its shareholders for the transactions.

IRON FORGE HOLDINGS (1) LTD.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For period ended from August 23, 2021 (the date of incorporation) to February 28, 2022

4. PROPERTY SUMMARY

Rhodes Marsh Property

The Rhodes Marsh Lithium Brine Project is an early exploration stage project located Soda Spring Valley in Mineral County, west-central Nevada, USA. The Project is located within and immediately adjacent to a playa in a closed basin which has a geologic setting similar to the Clayton Valley, the site of the only current active lithium production in the USA, which is located approximately 70 air kilometers (45 miles) southeast. The project area is located about 65 kilometers (40 miles) by road south of Hawthorne, NV, the County Seat of Mineral County. Hawthorne, which has a population of 3,300 and provides all basic services. Mineral tenure consists of 46 unpatented placer mining claims (383 ha, 947 acres) which were located in December 2021 by Rangefront Mining Services on Federal land (Bureau of Land Management) on behalf of Alchemist.

A breakdown of costs incurred on the Rhodes March Property during the period ended February 28, 2022 is as follows:

	Rhodes Marsh	Total
	\$	\$
Balance, August 23, 2021	-	-
Acquisition costs - cash	8,798	8,798
Maintenance fees	16,468	16,468
Balance, February 28, 2022	25,266	25,266

Local and Regional Geology

Rhodes Marsh lies within the Basin and Range physiographic province. The province is characterized by north-south-oriented mountain ranges formed by block-faulting that are separated by broad valleys. The rocks exposed in the mountain ranges consist of sedimentary, igneous and metamorphic rocks that range in age from Precambrian to Tertiary. The valleys are filled with younger (Quaternary and Tertiary aged) sediments which are often unconsolidated. Weathering and erosion have filled the valleys with alluvium and products of volcanism to depths of several thousand feet (Cannon, et al, 1975). Basins such as Rhodes Marsh are filled with Pleistocene and Holocene sediments interbedded with volcanic tuffs.

Surrounding Rhodes Marsh are the Pilot Mountains to the east and the Excelsior Mountains to the west. The bedrock of these uplifted areas on the west side of the marsh consists in large part of volcanic tuff and ash that could be a source of an economic lithium brine resource. A similar geologic setting occurs in the Clayton Valley where lithium is produced from subsurface. Surface samples of sediments in Clayton Valley that were collected by the US Geological Survey contained 100 ppm to 300 ppm lithium (Cannon, et al, 1975).

Regionally, Tertiary volcanic rocks are considered the likely source of lithium brine deposits within closed basins (Davis et al, 1986). The geologic formations and structural setting of the project area are consistent with the US Geological Survey Preliminary Deposit Model for Lithium Brines (Bradley, D, et al 2013).

IRON FORGE HOLDINGS (1) LTD.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For period ended from August 23, 2021 (the date of incorporation) to February 28, 2022

5. DISCUSSION OF OPERATIONS

All of the information described below is accounted for in accordance with IFRS, as issued by IASB. The reader is encouraged to refer to Note 3 of the Company's annual financial statements for the period ended February 28, 2022 for the summary of significant accounting policies.

For the period ended from August 23, 2021 (the date of incorporation) to February 28, 2022, the Company recorded a net and comprehensive loss of \$11,502 or (\$0.01) per share. The net and comprehensive loss of is primarily attributable to professional fees associated with incorporation and fees associated with the LOI.

6. LIQUIDITY AND CAPITAL RESOURCES

Liquidity

As an exploration company, the Company has no regular cash in-flow from operations, and the level of activities is principally a function of the availability of capital resources. To date, the principal source of funding has been equity financing.

As at February 28, 2022, the Company had \$48,944 in cash. For the foreseeable future, as existing properties are explored and developed, the Company will continue to seek capital through the issuance of equity, strategic alliances or joint ventures, and debt, of which the Company currently has none.

Significant expenditures are required to establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. The recoverability of valuations assigned to exploration and development mineral properties are dependent upon discovery of economically recoverable reserves, the ability to obtain the necessary financing to complete exploration, development and future profitable production or proceeds from the disposition of mineral assets.

Although management has made its best estimate of these factors, it is reasonably possible that certain events could adversely affect management's estimates of recoverable amounts and the need for, as well as the amount of, provision for impairment in the carrying value of exploration properties and related assets.

Many factors influence the Company's ability to raise funds, and there is no assurance that the Company will be successful in obtaining adequate financing and at favourable terms for these or other purposes including general working capital purposes. The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business for the foreseeable future. Realization values may be substantially different from carrying values, as shown, and these financial statements do not give effect to the adjustment that would be necessary to the carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern.

Working Capital

As at February 28, 2022, the Company had working capital of \$9,232. The Company has managed its working capital by controlling its spending on its properties and operations. Due to the ongoing planned exploration acquisitions over the near term, the Company intends to continue to incur expenditures without revenues and accumulate operating losses. Therefore, our continuance as a going concern is dependent upon our ability to obtain adequate financing to fund future exploration and development, to reach profitable levels of operation. It is not possible to predict whether future financing efforts will be successful or whether financing on favourable terms will be available.

The Company has no long-term debt and no long-term liabilities. The Company has no capital lease obligations, operating or any other long-term obligations.

IRON FORGE HOLDINGS (1) LTD.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For period ended from August 23, 2021 (the date of incorporation) to February 28, 2022

6. LIQUIDITY AND CAPITAL RESOURCES

Capital Resources

The Company had \$48,944 in cash at February 28, 2022.

Contractual Commitments

The Company's exploration 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 are generally becoming more restrictive. The Company conducts its operations 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 continue to make in the future, filings and expenditures to comply with such laws and regulations.

Capital Risk Management

The Company's capital structure consists of common shares, stock options and warrants. The Company manages its capital structure and adjusts it, based on available funds, to support the acquisition and exploration of mineral properties. The Board does not establish quantitative returns on capital criteria for management.

The mineral 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. To carry out and pay for planned exploration and development along with operating administrative costs, the Company will fund such costs out of existing working capital and additional amounts raised.

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 since the period ended February 28, 2022. The Company is not subject to externally imposed capital requirements. The Company's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments with maturities of a year or less from the original date of acquisition, all held with major Canadian financial institutions.

7. TRANSACTIONS WITH RELATED PARTIES

Related parties include key management personnel and companies under the control of key management personnel. 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 consist of members of the Board and corporate officers, including the Company's Chief Executive Officer, Chief Financial Officer, and Chief Operating Officer.

As at February 28, 2022, \$29,907 was owing to Cronin Capital Corp, a company related to the Executive Director, for mineral properties related costs paid on behalf of the Company. These amounts payable are non-interest bearing, unsecured and have neither specific terms nor a date of repayment.

IRON FORGE HOLDINGS (1) LTD.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For period ended from August 23, 2021 (the date of incorporation) to February 28, 2022

8. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Board, through the Audit Committee, is responsible for identifying the principal risks facing the Company and ensuring that risk management systems are implemented. The Company manages its exposure to financial risks, including credit risk, liquidity risk, interest rate risk, foreign exchange rate risk and commodity price risk in accordance with its risk management framework. The Board reviews the Company's policies periodically.

The following table sets forth the Company's financial assets and liabilities that are measured at fair value on a recurring basis by level within the fair value hierarchy. As at February 28, 2022, those financial assets and liabilities are classified in their entirety based on the level of input that is significant to the fair value measurement.

9. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Company's financial assets and financial liabilities are categorized as follows:

As at February 28, 2022				
	Input Level		Carrying Amount	Estimated Fair value
<i>Financial Assets:</i>				
Cash	1	\$	48,944	\$ 48,944
GST receivable	1		195	195
		\$	49,139	\$ 49,139

As at February 28, 2022				
	Input Level		Carrying Amount	Estimated Fair value
<i>Financial Liabilities:</i>				
Current Liabilities	1	\$	39,907	\$ 39,907
		\$	39,907	\$ 39,907

Fair values

For the Company's financial instruments, including receivables, accounts payable and accrued liabilities, the carrying amounts approximate fair value due to their immediate or short-term maturity.

Currency risk

The Company currently does not have any significant exposure to foreign currency risk.

Credit risk

Credit risk arises from cash held with banks and financial institutions, and the risk that the counterparty of related party receivables will default on its contractual obligations resulting in a financial loss to the Company. The maximum exposure to credit risk is equal to the carrying value of the financial assets. To reduce credit risk, cash is held at major financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company tries to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. Currently, the Company's source of funding is from the issuance of equity securities for cash, primarily through private placements.

IRON FORGE HOLDINGS (1) LTD.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For period ended from August 23, 2021 (the date of incorporation) to February 28, 2022

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and equity prices. Market conditions will cause fluctuations in the fair values of financial assets classified as fair value through profit or loss, and cause fluctuations in the fair value of future cash flows for assets or liabilities measured at fair value. Currently, the Company is not exposed to significant market risk.

10. RISKS AND UNCERTAINTIES

A discussion of the risks and uncertainties that the Company faces can be found in the Company's annual financial statements for the period ended February 28, 2022. Other risks and uncertainties that are not discussed in the financial statements include:

Property acquisition risk

Although we perform a review of properties that we acquire that we believe is consistent with industry practices, such reviews are inherently incomplete. It generally is not feasible to review in-depth every individual property involved in each acquisition. Ordinarily, we will focus our review efforts on the higher-value properties and will sample the remainder. However, even a detailed review of records and properties may not necessarily reveal existing or potential problems, nor will it permit us as a buyer to become sufficiently familiar with the properties to assess fully and accurately their deficiencies and potential. Inspections may not always be performed on every property, and environmental problems, such as groundwater contamination, are not necessarily observable even when an inspection is undertaken. Even when problems are identified, we often assume certain environmental and other risks and liabilities in connection with acquired properties.

Liquidity and future financing risk

The Company is in the exploration and development stage of business and has not generated revenue in excess of its expenses. The Company will likely operate at a loss until its business becomes established and the Company may require additional financing in order to fund future operations and expansion plans. The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional shares, control may change and shareholders may suffer dilution. If adequate funds are not available or are not available on acceptable terms, the Company may be required to scale back its current business plan or cease operating.

Dilution

Any sale of the Company's shares will result in dilution to existing holders of shares. The Company may issue additional shares without the consent of the shareholders of the Company.

Furthermore, additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair its business operations in the future.

11. DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

a) Authorized

An unlimited number of common shares without par value.

IRON FORGE HOLDINGS (1) LTD.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For period ended from August 23, 2021 (the date of incorporation) to February 28, 2022

b) Issued and Outstanding

During the period from incorporation on August 23, 2021 to February 28, 2022, the following share transactions occurred:

- On August 23, 2021, the Company issued 1 common share at \$Nil per share for gross proceeds of \$Nil pursuant to incorporation. On January 28, 2022, the incorporation share was returned to treasury and cancelled
- On January 28, 2022, the Company issued 9,800,000 common shares at a price of \$0.005 per share for gross proceeds of \$49,000 pursuant to a private placement.

As at February 28, 2022 and the date of this MD&A, the Company had 9,800,000 common shares issued and outstanding. At the date of this MD&A, there were no warrants or options outstanding.

12. OFF-BALANCE SHEET ARRANGEMENTS

During the period from incorporation on August 23, 2021 to February 28, 2022, the Company was not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources of the Company.

13. CRITICAL ACCOUNTING ESTIMATES

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The significant areas of judgment considered by management in preparing the financial statements are as follows:

(i) Going concern:

The Company's management has made an assessment of the Company's ability to continue as a going concern, and the financial statements continue to be prepared on a going concern basis. The Company has no sources of revenue and remains dependent on its ability to obtain financing, which may cast significant doubt upon the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

(ii) Title to mineral property interest:

Although the Company has taken steps to verify title to mineral properties that it currently has under option, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfer and title may be affected by undetected defects.

IRON FORGE HOLDINGS (1) LTD.**Management's Discussion and Analysis of Financial Condition and Results of Operations**

For period ended from August 23, 2021 (the date of incorporation) to February 28, 2022

(iii) Recoverability of exploration and evaluation assets:

Management assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of any such assets may exceed their recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the Company shall measure, present and disclose any resulting impairment. During the period ended February 28, 2022, there were no indicators of impairment.

The significant areas of estimates considered by management in preparing the financial statements are as follows:

(iv) Deferred tax assets:

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent it is probable that taxable income will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies.

14. APPROVAL

The Audit Committee of Iron Forge Holdings (1) LTD. has reviewed and approved the disclosure contained in this February 28, 2022, MD&A. Further information about the Company is available under our SEDAR profile at www.sedar.com.

SCHEDULE F
PRO FORMA FINANCIAL STATEMENTS

[See Attached]

Pro-forma Consolidated Financial Statements

Alchemist Mining Inc.

October 31, 2022

Expressed in Canadian dollars

(Unaudited)

ALCHEMIST MINING INC.

Pro-forma Consolidated Statement of Financial Position – unaudited

Expressed in Canadian dollars

	Alchemist Mining Inc. as at October 31, 2022	Iron Forge Holdings (1) Ltd. as at August 31, 2022	Notes	Pro Forma Adjustments	Pro Forma Consolidated
	\$	\$		\$	\$
Assets					
Current					
Cash	140,493	38,377		-	178,870
GST receivable	6,890	695		-	7,585
	147,383	39,072		-	186,455
Exploration advance	-	3,000		-	3,000
Exploration and evaluation assets	-	25,266	4	1,055,069	1,080,335
Total assets	147,383	67,338		1,055,069	1,269,790
Liabilities					
Current					
Accounts payable and accrued liabilities	139,422	34,907		-	174,329
Total liabilities	139,422	34,907		-	174,329
Shareholders' equity					
Share capital	6,349,977	49,000	4	1,087,500	7,437,477
			4	(49,000)	
Reserves	27,600	-		-	27,600
Deficit	(6,369,616)	(16,569)	4	16,569	(6,369,616)
Total shareholders' equity	7,961	32,431		1,055,069	1,095,461
Total liabilities and shareholders' equity	147,383	67,338		1,055,069	1,269,790

ALCHEMIST MINING INC.

Pro-forma Consolidated Statement of Loss – unaudited

Expressed in Canadian dollars

	Alchemist Mining Inc. six months ended October 31, 2022	Iron Forge Holdings (1) Ltd. for the six months ended August 31, 2022	Notes	Pro Forma Adjustments	Pro Forma Consolidated
	\$	\$			\$
Expenses					
Accounting, legal and audit	66,605	5,000		-	71,605
Consulting fees	38,881	-		-	38,881
Filing fees and shareholder information	10,850	-		-	10,850
Mineral property expense	149,632	-		-	149,632
Office and general	18,949	67		-	19,016
	(284,917)	(5,067)		-	(289,984)
Foreign exchange loss	(976)	-		-	(976)
Loss on settlement of convertible debt	(100,549)	-		-	(100,549)
Write-off of shareholder loan	222	-		-	222
Net loss and comprehensive loss for the period	(386,220)	(5,067)		-	(391,287)

ALCHEMIST MINING INC.

Notes to the Pro-forma Consolidated Financial Statements – unaudited

October 31, 2022

Expressed in Canadian dollars

1. Basis of presentation

Alchemist Mining Inc. (the “Company”) was incorporated as NY85 Capital Inc. under the *Business Corporations Act* on October 22, 2010, in the province of British Columbia. On October 1, 2012, the shareholders of the Company approved the name change from NY85 Capital Inc. to Alchemist Mining Inc. at the Annual General and Special Meeting of the Company. On August 20, 2014, the Company delisted from the TSX Venture Exchange and commenced trading on the Canadian Securities Exchange (“CSE”). The common shares of the Company are listed for trading on the CSE under the symbol AMS.X. The Company has been operating in a single business segment focusing on mineral exploration in North America.

The unaudited pro-forma consolidated financial statements of the Company are prepared as if the Transactions described above had occurred on October 31, 2022.

The unaudited pro-forma consolidated financial statements are not necessarily indicative of the consolidated financial position and results of operations on the closing of the Transaction had it closed on the dates assumed herein.

The unaudited pro-forma consolidated financial statements have been compiled from information derived from and should be read in conjunction with the following information, prepared in accordance with IFRS.

- Unaudited financial statements of Alchemist Mining Inc. (“AMS”) for the six months ended October 31, 2022;
- Unaudited financial statements of Iron Forge Holdings (1) Ltd. (“IFH”) for the six months ended August 31, 2022.

The unaudited pro-forma consolidated financial statements are not intended to reflect the financial position or performance of the Company which would have actually resulted had the proposed transactions described in Note 3 and other pro-forma adjustments occurred as assumed. Further, these unaudited pro-forma consolidated financial statements are not necessarily indicative of the financial position or performance that may be attained in the future. The unaudited pro-forma consolidated financial statements should be read in conjunction with the financial information referred to above. Unless otherwise indicated, the unaudited pro-forma consolidated financial statements and accompanying notes are presented in Canadian Dollars. It is management’s opinion that the unaudited pro-forma consolidated statement of financial position includes all adjustments necessary for the fair presentation, in all material respects, of the transactions described in Note 4 in accordance with IFRS applied on a basis consistent with IFH and the Company’s accounting policies.

2. Summary Of Significant Accounting Policies

The unaudited pro-forma consolidated statement of financial position has been compiled using the significant accounting policies as set out in the financial statements of the Company as described in Note 4 to its audited annual financial statements for the year ended April 30, 2022.

3. Proposed Transaction

Iron Forge Holdings (I) LTD.

Iron Forge Holdings is a private British Columbia corporation which holds an exploration property comprised of 46 placer leases, covering a total area of 947 acres (383 hectares) located in portions of Sections 11 and 23 of Township 5 North - Range 35 East, Mount Diablo Meridian, Mineral County, west-central Nevada, called the Rhodes Marsh property.

ALCHEMIST MINING INC.

Notes to the Pro-forma Consolidated Financial Statements – unaudited

October 31, 2022

Expressed in Canadian dollars

The Agreement provides that Alchemist will acquire all of the outstanding Iron Forge Shares from the Iron Forge Shareholders in consideration for the issuance of an aggregate of 7,500,000 common shares (each, a “Consideration Share”) in the capital of the Company at a deemed price of \$0.145 per Consideration Shares and 3,750,000 common share purchase warrants (each, a “Consideration Warrant”) to the Iron Forge Shareholders on a pro-rata basis, such that, immediately following the closing of the Transaction, all of the issued and outstanding Iron Forge Shares will be owned by the Company and Iron Forge will become a wholly-owned subsidiary of Alchemist. Each Consideration Warrant will entitle the holder to purchase one common share in the capital of the Company at an exercise price of \$0.20 for a period of two years after the date of issuance of the Consideration Warrants.

The completion of the Transaction is subject to the satisfaction of various conditions as are standard for a transaction of this nature, including, but not limited to: (i) the Company having had the reasonable opportunity to perform searches and other due diligence, and being satisfied with the results of such due diligence; (ii) receipt of all requisite consents, waivers and approvals for the Transaction, including the approval of the CSE and the approval by the holders of at least 50.1% of the issued and outstanding common shares of the Company; (iii) the absence of any material adverse change in the business, affairs or operations of Iron Forge; (iv) the delivery of a National Instrument 43-101 – *Standards of Disclosure for Mineral Properties* compliant technical report with respect to the Rhodes Marsh Property; (v) the Resulting Issuer meeting the qualifications for listing under CSE Policy 2 – *Qualification for Listing* by filing all of the documents and following the procedures set out in Policy 2; and (vi) Iron Forge, if applicable, having received the requisite approvals from its shareholders for the Transaction.

There is no change of control of the Company expected to occur as a result of the Transaction.

4. Pro-forma assumptions and adjustments

The unaudited pro-forma consolidated financial statements have been presented giving effect had the Transaction been completed on October 31, 2022. Consequential adjustments to the consolidated statements of financial position and loss are based on the transactions described below. Acquisition of Iron Forge Holdings by Alchemist Mining International by the issue of 7,500,000 shares and 3,750,000 warrants to Iron Forge shareholders at a price of \$0.145 per share, which following closing, Iron Forge will become a wholly-owned subsidiary of Alchemist.

As Iron Forge did not meet the definition of a business under IFRS 3 – Business Combinations, the Acquisition was accounted for as the purchase of Iron Forge’s net assets by Alchemist. The net purchase price was determined as an equity settled share-based payment, under IFRS 2 - Share-based Payments, at the fair value of the equity instruments issued based on the fair value of \$1,087,500.

The aggregate purchase price being \$1,087,500 and the allocation of the consideration for purposes of the pro-forma consolidated statement of financial position is as follows:

Net assets acquired:

Assets	\$ 67,338
Liabilities	(34,907)
<u>Net assets acquired</u>	<u>\$ 32,431</u>
Consideration given:	
Common shares	\$ 1,087,500
<u>Net assets acquired</u>	<u>(32,431)</u>
<u>Exploration and evaluation assets acquired</u>	<u>\$ 1,055,069</u>

ALCHEMIST MINING INC.

Notes to the Pro-forma Consolidated Financial Statements – unaudited

October 31, 2022

Expressed in Canadian dollars

5. Pro-forma shareholders' equity continuity

A pro forma continuity of Alchemist's shareholder equity and related recorded values after giving effect to the pro forma adjustments described in Note 4 is set out below:

	Number of shares	Share capital	Number of warrants	Warrants	Deficit	Total
		\$		\$	\$	\$
Balance October 31 2022	19,109,655	6,349,977	12,632,039	27,600	(6,369,616)	7,961
Issued to Iron Forge shareholders at closing	7,500,000	1,087,500	3,750,000	-	-	1,087,500
Total pro forma shareholders' equity	26,609,655	7,437,477	16,382,039	27,600	(6,369,616)	1,095,461

SCHEDULE G
AUDIT COMMITTEE CHARTER

[See Attached]

ALCHEMIST MINING INCORPORATED
(the “Company”)

AUDIT COMMITTEE CHARTER

1. Purpose of the Committee

- 1.1 The purpose of the Audit Committee is to assist the Board in its oversight of the integrity of the Company’s financial statements and other relevant public disclosures, the Company’s compliance with legal and regulatory requirements relating to financial reporting, the external auditors’ qualifications and independence and the performance of the internal audit function and the external auditors.

2. Members of the Audit Committee

- 2.1 At least one Member must be “financially literate” as defined under MI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.
- 2.2 The Audit Committee shall consist of no less than three Directors.
- 2.3 At least one Member of the Audit Committee shall be “independent” as defined under MI 52 – 110, while the Company is in the developmental stage of its business.

3. Relationship with External Auditors

- 3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.
- 3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.
- 3.3 The Audit Committee must direct and ensure that the management fully co-operates with the external auditors in the course of carrying out their professional duties.
- 3.4 The Audit Committee will have direct communications access at all times with the external auditors.

4. Non-Audit Services

- 4.1 The external auditors are prohibited from providing any non-audit services to the Company, without the express written consent of the Audit Committee. In determining whether the external auditors will be granted permission to provide non-audit services to the Company, the Audit Committee must consider that the benefits to the Company from the provision of such services, outweighs the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.

4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed the external auditors of the Company:

- (i) acting as an agent of the Company for the sale of all or substantially all of the undertaking of the Company; and
- (ii) performing any non-audit consulting work for any director or senior officer of the Company in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Company.

5. Appointment of Auditors

5.1 The external auditors will be appointed each year by the shareholders of the Company at the annual general meeting of the shareholders.

5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

6. Evaluation of Auditors

6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the Board and the external auditors in writing of any concerns in regards to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

7. Remuneration of the Auditors

7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each general meeting of the shareholders.

7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

8. Termination of the Auditors

8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.

9. Funding of Auditing and Consulting Services

9.1 Auditing expenses will be funded by the Company. The auditors must not perform any other consulting services for the Company, which could impair or interfere with their role as the independent auditors of the Company.

10. Role and Responsibilities of the Internal Auditor

10.1 At this time, due to the Company's size and limited financial resources, the Chief Financial Officer of the Company shall be responsible for implementing internal controls and

performing the role as the internal auditor to ensure that such controls are adequate.

11. Oversight of Internal Controls

- 11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

12. Continuous Disclosure Requirements

- 12.1 At this time, due to the Company's size and limited financial resources, the Chief Financial Officer of the Company is responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

13. Other Auditing Matters

- 13.1 The Audit Committee may meet with the external auditors independently of the management of the Company at any time, acting reasonably.
- 13.2 The Auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Company.

14. Annual Review

- 14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Committee to assess the adequacy of this Charter.

15. Independent Advisers

- 15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.

SCHEDULE H
EQUITY INCENTIVE PLAN

[See Attached]

ALCHEMIST MINING INCORPORATED

OMNIBUS EQUITY INCENTIVE PLAN

November 22, 2022

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Alchemist Mining Incorporated

Omnibus Equity Incentive Plan

ARTICLE 1 PURPOSE

1.1 Purpose

The purpose of this Plan is to provide the Corporation with a share-related mechanism to attract, retain and motivate qualified Directors, Officers, Employees and Consultants of the Corporation and its subsidiaries, to reward such of those Directors, Officers, Employees and Consultants as may be granted Awards under this Plan by the Board from time to time for their contributions toward the long-term goals and success of the Corporation and to enable and encourage such Directors, Officers, Employees and Consultants to acquire Shares as long-term investments and proprietary interests in the Corporation.

ARTICLE 2 INTERPRETATION

2.1 Definitions

When used herein, unless the context otherwise requires, the following terms have the indicated meanings, respectively:

- (a) **"Affiliate"** means any entity that is an "affiliate" for the purposes of National Instrument 45-106 – *Prospectus Exemptions of the Canadian Securities Administrators*, as amended from time to time;
- (b) **"Award"** means any Option, Restricted Share Unit, Performance Share Unit or Deferred Share Unit granted under this Plan which may be denominated or settled in Shares, cash or in such other form as provided herein;
- (c) **"Award Agreement"** means a signed, written agreement between a Participant and the Corporation, in the form or any one of the forms approved by the Plan Administrator, evidencing the terms and conditions on which an Award has been granted under this Plan and which need not be identical to any other such agreements;
- (d) **"Board"** means the board of directors of the Corporation as it may be constituted from time to time;
- (e) **"Business Day"** means a day, other than a Saturday or Sunday, on which the principal commercial banks in the City of Vancouver are open for commercial business during normal banking hours;

- (f) **“Canadian Taxpayer”** means a Participant that is resident of Canada for purposes of the Tax Act;
- (g) **“Cash Fees”** has the meaning set forth in Subsection 7.1(a);
- (h) **“Cashless Exercise”** has the meaning set forth in Subsection 4.5(b);
- (i) **“Cause”** means, with respect to a particular Participant:
 - (i) “cause”(or any similar term) as such term is defined in the employment or other written agreement between the Corporation or a subsidiary of the Corporation and the Employee;
 - (ii) in the event there is no written or other applicable employment or other agreement between the Corporation or a subsidiary of the Corporation or “cause” (or any similar term) is not defined in such agreement, “cause” as such term is defined in the Award Agreement; or
 - (iii) in the event neither (a) nor (b) apply, then “cause” as such term is defined by applicable law or, if not so defined, such term shall refer to circumstances where (i) an employer may terminate an individual’s employment without notice or pay in lieu thereof or other damages, or (ii) the Corporation or any subsidiary thereof may terminate the Participant’s contract without notice or without pay in lieu thereof or other termination fee or damages;
- (j) **“Change in Control”** means the occurrence of any one or more of the following events:
 - (i) any transaction at any time and by whatever means pursuant to which any Person or any group of two (2) or more Persons acting jointly or in concert hereafter acquires the direct or indirect “beneficial ownership” (as defined in the *Securities Act* (British Columbia)) of, or acquires the right to exercise Control or direction over, securities of the Corporation representing more than 50% of the then issued and outstanding voting securities of the Corporation, including, without limitation, as a result of a take-over bid, an exchange of securities, an amalgamation of the Corporation with any other entity, an arrangement, a capital reorganization or any other business combination or reorganization;
 - (ii) the sale, assignment or other transfer of all or substantially all of the consolidated assets of the Corporation to a Person other than a subsidiary of the Corporation;
 - (iii) the dissolution or liquidation of the Corporation, other than in connection with the distribution of assets of the Corporation to one (1) or more Persons which were Affiliates of the Corporation prior to such event;
 - (iv) the occurrence of a transaction requiring approval of the Corporation’s shareholders whereby the Corporation is acquired through consolidation, merger, exchange of securities, purchase of assets, amalgamation, statutory

arrangement or otherwise by any other Person (other than a short form amalgamation or exchange of securities with a subsidiary of the Corporation);

- (v) individuals who comprise the Board as of the date hereof (the “**Incumbent Board**”) for any reason cease to constitute at least a majority of the members of the Board, unless the election, or nomination for election by the Corporation’s shareholders, of any new director was approved by a vote of at least a majority of the Incumbent Board, and in that case such new director shall be considered as a member of the Incumbent Board; or
- (vi) any other event which the Board determines to constitute a change in control of the Corporation;

provided that, notwithstanding clause (i), (ii), (iii) and (iv) above, a Change in Control shall be deemed not to have occurred if immediately following the transaction set forth in clause (i), (ii), (iii) or (iv) above: (A) the holders of securities of the Corporation that immediately prior to the consummation of such transaction represented more than 50% of the combined voting power of the then outstanding securities eligible to vote for the election of directors of the Corporation hold (x) securities of the entity resulting from such transaction (including, for greater certainty, the Person succeeding to assets of the Corporation in a transaction contemplated in clause (ii) above) (the “**Surviving Entity**”) that represent more than 50% of the combined voting power of the then outstanding securities eligible to vote for the election of directors or trustees (“**voting power**”) of the Surviving Entity, or (y) if applicable, securities of the entity that directly or indirectly has beneficial ownership of 100% of the securities eligible to elect directors or trustees of the Surviving Entity (the “**Parent Entity**”) that represent more than 50% of the combined voting power of the then outstanding securities eligible to vote for the election of directors or trustees of the Parent Entity, and (B) no Person or group of two or more Persons, acting jointly or in concert, is the beneficial owner, directly or indirectly, of more than 50% of the voting power of the Parent Entity (or, if there is no Parent Entity, the Surviving Entity) (any such transaction which satisfies all of the criteria specified in clauses (A) and (B) above being referred to as a “**Non-Qualifying Transaction**” and, following the Non-Qualifying Transaction, references in this definition of “Change in Control” to the “Corporation” shall mean and refer to the Parent Entity (or, if there is no Parent Entity, the Surviving Entity) and, if such entity is a company or a trust, references to the “Board” shall mean and refer to the board of directors or trustees, as applicable, of such entity).

Notwithstanding the foregoing, for purposes of any Award that constitutes “deferred compensation” (within the meaning of Section 409A of the Code), the payment of which is triggered by or would be accelerated upon a Change in Control, a transaction will not be deemed a Change in Control for Awards granted to any Participant who is a U.S. Taxpayer unless the transaction qualifies as “a change in control event” within the meaning of Section 409A of the Code;

- (k) “**Code**” means the United States Internal Revenue Code of 1986, as amended from time to time. Any reference to a section of the Code shall be deemed to include a reference to any regulations promulgated thereunder;

- (l) **"Committee"** has the meaning set forth in Section 3.2(b);
- (m) **"Consultant"** means any individual or entity engaged by the Corporation or any subsidiary of the Corporation to render consulting or advisory services (including as a director or officer of any subsidiary of the Corporation), other than as an Employee, Officer, or Director, and whether or not compensated for such services provided, however, that any Consultant who is in the United States or is a U.S. Person at the time such Consultant receives any offer of Award or executes any Award Agreement must be a natural person, and must agree to provide bona fide services to that Corporation that are not in connection with the offer or sale of securities in a capital-raising transaction, and do not directly or indirectly promote or maintain a market for the Corporation's securities;
- (n) **"Control"** means the relationship whereby a Person is considered to be "controlled" by a Person if:
 - (i) when applied to the relationship between a Person and a corporation, the beneficial ownership by that Person, directly or indirectly, of voting securities or other interests in such corporation entitling the holder to exercise control and direction in fact over the activities of such corporation;
 - (ii) when applied to the relationship between a Person and a partnership, limited partnership, trust or joint venture, means the contractual right to direct the affairs of the partnership, limited partnership, trust or joint venture; and
 - (iii) when applied in relation to a trust, the beneficial ownership at the relevant time of more than 50% of the property settled under the trust, andthe words **"Controlled by"**, **"Controlling"** and similar words have corresponding meanings; provided that a Person who controls a corporation, partnership, limited partnership or joint venture will be deemed to Control a corporation, partnership, limited partnership, trust or joint venture which is Controlled by such Person and so on;
- (o) **"Corporation"** means Alchemist Mining Incorporated, or any successor entity thereof;
- (p) **"Date of Grant"** means, for any Award, the date specified by the Plan Administrator at the time it grants the Award or if no such date is specified, the date upon which the Award was granted;
- (q) **"Deferred Share Unit"** or **"DSU"** means a unit equivalent in value to a Share, credited by means of a bookkeeping entry in the books of the Corporation in accordance with Article 7;
- (r) **"Director"** means a director of the Corporation who is not an Employee;
- (s) **"Director Fees"** means the total compensation (including annual retainer and meeting fees, if any) paid by the Corporation to a Director in a calendar year for service on the Board;

- (t) **“Disabled” or “Disability”** means, with respect to a particular Participant:
 - (i) “disabled” or “disability” (or any similar terms) as such terms are defined in the employment or other written agreement between the Corporation or a subsidiary of the Corporation and the Participant;
 - (ii) in the event there is no written or other applicable employment or other agreement between the Corporation or a subsidiary of the Corporation, or “disabled” or “disability” (or any similar terms) are not defined in such agreement, “disabled” or “disability” as such term are defined in the Award Agreement; or
 - (iii) in the event neither (i) or (ii) apply, then the incapacity or inability of the Participant, by reason of mental or physical incapacity, disability, illness or disease (as determined by a legally qualified medical practitioner or by a court) that prevents the Participant from carrying out his or her normal and essential duties as an Employee, Officer, Director or Consultant for a continuous period of six months or for any cumulative period of 180 days in any consecutive twelve month period, the foregoing subject to and as determined in accordance with procedures established by the Plan Administrator for purposes of this Plan;
- (u) **“Effective Date”** means the effective date of this Plan, being November 22, 2022;
- (v) **“Elected Amount”** has the meaning set forth in Subsection 7.1(a);
- (w) **“Electing Person”** means a Participant who is, on the applicable Election Date, a Director;
- (x) **“Election Date”** means the date on which the Electing Person files an Election Notice in accordance with Subsection 7.1(b);
- (y) **“Election Notice”** has the meaning set forth in Subsection 7.1(b);
- (z) **“Employee”** means an individual who:
 - (i) is considered an employee of the Corporation or a subsidiary of the Corporation for purposes of source deductions under applicable tax or social welfare legislation; or
 - (ii) works full-time or part-time, on a regular weekly basis for the Corporation or a subsidiary of the Corporation providing services normally provided by an employee and who is subject to the same control and direction by the Corporation or a subsidiary of the Corporation over the details and methods of work as an employee of the Corporation or such subsidiary;
- (aa) **“Exchange”** means the primary exchange on which the Shares are then listed, if applicable;

- (bb) **"Exercise Notice"** means a notice in writing, signed by a Participant and stating the Participant's intention to exercise a particular Option;
- (cc) **"Exercise Price"** means the price at which an Option Share may be purchased pursuant to the exercise of an Option;
- (dd) **"Expiry Date"** means the expiry date specified in the Award Agreement (which shall not be later than the tenth anniversary of the Date of Grant) or, if not so specified, means the tenth anniversary of the Date of Grant;
- (ee) **"In the Money Amount"** has the meaning given to it in Subsection 4.5(b);
- (ff) **"Insider"** means an "insider" as defined in applicable Securities Laws or in the rules of the Exchange;
- (gg) **"Market Price"** at any date in respect of the Shares shall be the greater of the closing market price of the Shares on (i) the trading day prior to the date of grant and (ii) the date of grant, and as otherwise required pursuant to the policies of the Exchange, if applicable. In the event that such Shares are not listed and posted for trading on any Exchange, the Market Price shall be (i) the issuance price per Share of the most recent financing completed by the Corporation within the last three (3) months; or (ii) otherwise, the fair market value of such Shares as determined by the Plan Administrator in its sole discretion and, with respect to an Award made to a U.S. Taxpayer, in accordance with Section 409A of the Code;
- (hh) **"Officer"** has the meaning defined in applicable Securities Laws;
- (ii) **"Option"** means a right to purchase Shares under Article 4 of this Plan that is non-assignable and non-transferable, unless otherwise approved by the Plan Administrator;
- (jj) **"Option Shares"** means Shares issuable by the Corporation upon the exercise of outstanding Options;
- (kk) **"Participant"** means a Director, Officer, Employee or Consultant to whom an Award has been granted under this Plan;
- (ll) **"Performance Goals"** means performance goals expressed in terms of attaining a specified level of the particular criteria or the attainment of a percentage increase or decrease in the particular criteria, and may be applied to one or more of the Corporation, a subsidiary of the Corporation, a division of the Corporation or a subsidiary of the Corporation, or an individual, or may be applied to the performance of the Corporation or a subsidiary of the Corporation relative to a market index, a group of other companies or a combination thereof, or on any other basis, all as determined by the Plan Administrator in its discretion;
- (mm) **"Performance Share Unit" or "PSU"** means a unit equivalent in value to a Share, credited by means of a bookkeeping entry in the books of the Corporation in accordance with Article 6;

- (nn) **"Person"** means an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator or other legal representative;
- (oo) **"Plan"** means this Omnibus Equity Incentive Plan, as may be amended from time to time;
- (pp) **"Plan Administrator"** means the Board, or if the administration of this Plan has been delegated by the Board to the Committee pursuant to Section 3.2, the Committee;
- (qq) **"PSU Service Year"** has the meaning given to it in Section 6.1;
- (rr) **"Restricted Share Unit" or "RSU"** means a unit equivalent in value to a Share, credited by means of a bookkeeping entry in the books of the Corporation in accordance with Article 5;
- (ss) **"Retirement"** means, unless otherwise defined in the Participant's written or other applicable employment agreement or in the Award Agreement, the termination of the Participant's working career at the age of 65 or such other retirement age, with consent of the Plan Administrator, if applicable, other than on account of the Participant's termination of service by the Corporation or its subsidiary for Cause;
- (tt) **"RSU Service Year"** has the meaning given to it in Section 5.1;
- (uu) **"Section 409A of the Code" or "Section 409A"** means Section 409A of the Code and all regulations, guidance, compliance programs, and other interpretive authority issued thereunder;
- (vv) **"Securities Laws"** means securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time that govern or are applicable to the Corporation or to which it is subject;
- (ww) **"Security Based Compensation Arrangement"** means a stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Shares to Directors, Officers, Employees and/or service providers of the Corporation or any subsidiary of the Corporation, including a share purchase from treasury which is financially assisted by the Corporation by way of a loan, guarantee or otherwise;
- (xx) **"Share"** means one (1) common share in the capital of the Corporation as constituted on the Effective Date or any share or shares issued in replacement of such common share in compliance with Canadian law or other applicable law, and/or one share of any additional class of common shares in the capital of the Corporation as may exist from time to time, or after an adjustment contemplated by Article 10, such other shares or securities to which the holder of an Award may be entitled as a result of such adjustment;

- (yy) **“subsidiary”** means an issuer that is Controlled directly or indirectly by another issuer and includes a subsidiary of that subsidiary, or any other entity in which the Corporation has an equity interest and is designated by the Plan Administrator, from time to time, for purposes of this Plan to be a subsidiary;
- (zz) **“Tax Act”** has the meaning set forth in Section 4.5(d);
- (aaa) **“Termination Date”** means, subject to applicable law which cannot be waived:
- (i) in the case of an Employee whose employment with the Corporation or a subsidiary of the Corporation terminates, (i) the date designated by the Employee and the Corporation or a subsidiary of the Corporation as the “Termination Date” (or similar term) in a written employment or other agreement between the Employee and Corporation or a subsidiary of the Corporation, or (ii) if no such written employment or other agreement exists, the date designated by the Corporation or a subsidiary of the Corporation, as the case may be, on which the Employee ceases to be an employee of the Corporation or the subsidiary of the Corporation, as the case may be, provided that, in the case of termination of employment by voluntary resignation by the Participant, such date shall not be earlier than the date notice of resignation was given; and in any event, the “Termination Date” shall be determined without including any period of reasonable notice that the Corporation or the subsidiary of the Corporation (as the case may be) may be required by law to provide to the Participant or any pay in lieu of notice of termination, severance pay or other damages paid or payable to the Participant;
 - (ii) in the case of a Consultant whose agreement or arrangement with the Corporation or a subsidiary of the Corporation terminates, (i) the date designated by the Corporation or the subsidiary of the Corporation, as the “Termination Date” (or similar term) or expiry date in a written agreement between the Consultant and Corporation or a subsidiary of the Corporation, or (ii) if no such written agreement exists, the date designated by the Corporation or a subsidiary of the Corporation, as the case may be, on which the Consultant ceases to be a Consultant or a service provider to the Corporation or the subsidiary of the Corporation, as the case may be, or on which the Participant’s agreement or arrangement is terminated, provided that in the case of voluntary termination by the Participant of the Participant’s consulting agreement or other written arrangement, such date shall not be earlier than the date notice of voluntary termination was given; in any event, the “Termination Date” shall be determined without including any period of notice that the Corporation or the subsidiary of the Corporation (as the case may be) may be required by law to provide to the Participant or any pay in lieu of notice of termination, termination fees or other damages paid or payable to the Participant; and
 - (iii) in the case of a Director or Officer, the date such individual ceases to be a Director or Officer, as applicable,

in each case, unless the individual continues to be a Participant in another capacity.

Notwithstanding the foregoing, in the case of a U.S. Taxpayer, a Participant's "Termination Date" will be the date the Participant experiences a "separation from service" with the Corporation or a subsidiary of the Corporation within the meaning of Section 409A of the Code.

- (bbb) **"U.S."** or **"United States"** means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia;
- (ccc) **"U.S. Person"** shall mean a **"U.S. person"** as such term is defined in Rule 902(k) of Regulation S under the U.S. Securities Act (the definition of which includes, but is not limited to, (i) any natural person resident in the United States, (ii) any partnership or corporation organized or incorporated under the laws of the United States, (iii) any partnership or corporation organized outside of the United States by a U.S. Person principally for the purpose of investing in securities not registered under the U.S. Securities Act, unless it is organized, or incorporated, and owned, by accredited investors who are not natural persons, estates or trusts, and (iv) any estate or trust of which any executor or administrator or trustee is a U.S. Person);
- (ddd) **"U.S. Securities Act"** means the United States Securities Act of 1933, as amended; and
- (eee) **"U.S. Taxpayer"** shall mean a Participant who, with respect to an Award, is subject to taxation under the applicable U.S. tax laws.

2.2 Interpretation

- (a) Whenever the Plan Administrator exercises discretion in the administration of this Plan, the term "discretion" means the sole and absolute discretion of the Plan Administrator.
- (b) As used herein, the terms "Article", "Section", "Subsection" and "clause" mean and refer to the specified Article, Section, Subsection and clause of this Plan, respectively.
- (c) Words importing the singular include the plural and vice versa and words importing any gender include any other gender.
- (d) Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period begins, including the day on which the period ends, and abridging the period to the immediately preceding Business Day in the event that the last day of the period is not a Business Day. In the event an action is required to be taken or a payment is required to be made on a day which is not a Business Day such action shall be taken or such payment shall be made by the immediately preceding Business Day.
- (e) Unless otherwise specified, all references to money amounts are to Canadian currency.
- (f) The headings used herein are for convenience only and are not to affect the interpretation of this Plan.

ARTICLE 3 ADMINISTRATION

3.1 Administration

This Plan will be administered by the Plan Administrator and the Plan Administrator has sole and complete authority, in its discretion, to:

- (a) determine the individuals to whom grants under the Plan may be made;
- (b) make grants of Awards under the Plan relating to the issuance of Shares (including any combination of Options, Restricted Share Units, Performance Share Units or Deferred Share Units) in such amounts, to such Persons and, subject to the provisions of this Plan, on such terms and conditions as it determines including without limitation:
 - (i) the time or times at which Awards may be granted;
 - (ii) the conditions under which:
 - (A) Awards may be granted to Participants; or
 - (B) Awards may be forfeited to the Corporation,including any conditions relating to the attainment of specified Performance Goals;
 - (iii) the number of Shares to be covered by any Award;
 - (iv) the price, if any, to be paid by a Participant in connection with the purchase of Shares covered by any Awards;
 - (v) whether restrictions or limitations are to be imposed on the Shares issuable pursuant to grants of any Award, and the nature of such restrictions or limitations, if any; and
 - (vi) any acceleration of exercisability or vesting, or waiver of termination regarding any Award, based on such factors as the Plan Administrator may determine;
- (c) establish the form or forms of Award Agreements;
- (d) cancel, amend, adjust or otherwise change any Award under such circumstances as the Plan Administrator may consider appropriate in accordance with the provisions of this Plan;
- (e) construe and interpret this Plan and all Award Agreements;
- (f) adopt, amend, prescribe and rescind administrative guidelines and other rules and regulations relating to this Plan, including rules and regulations relating to sub-plans established for the purpose of satisfying applicable foreign laws or for qualifying for favorable tax treatment under applicable foreign laws; and

- (g) make all other determinations and take all other actions necessary or advisable for the implementation and administration of this Plan.

3.2 Delegation to Committee

- (a) The initial Plan Administrator shall be the Board.
- (b) To the extent permitted by applicable law, the Board may, from time to time, delegate to a committee of the Board (the “**Committee**”) all or any of the powers conferred on the Plan Administrator pursuant to this Plan, including the power to sub-delegate to any member(s) of the Committee or any specified officer(s) of the Corporation or its subsidiaries all or any of the powers delegated by the Board. In such event, the Committee or any sub-delegate will exercise the powers delegated to it in the manner and on the terms authorized by the delegating party. Any decision made or action taken by the Committee or any sub-delegate arising out of or in connection with the administration or interpretation of this Plan in this context is final and conclusive and binding on the Corporation and all subsidiaries of the Corporation, all Participants and all other Persons.

3.3 Determinations Binding

Any decision made or action taken by the Board, the Committee or any sub-delegate to whom authority has been delegated pursuant to Section 3.2 arising out of or in connection with the administration or interpretation of this Plan is final, conclusive and binding on the Corporation, the affected Participant(s), their legal and personal representatives and all other Persons.

3.4 Eligibility

All Directors, Officers, Employees and Consultants are eligible to participate in the Plan, subject to Section 9.1(f). Participation in the Plan is voluntary and eligibility to participate does not confer upon any Director, Officer, Employee or Consultant any right to receive any grant of an Award pursuant to the Plan. The extent to which any Director, Officer, Employee or Consultant is entitled to receive a grant of an Award pursuant to the Plan will be determined in the sole and absolute discretion of the Plan Administrator.

3.5 Plan Administrator Requirements

Any Award granted under this Plan shall be subject to the requirement that, if at any time the Plan Administrator shall determine that the listing, registration or qualification of the Shares issuable pursuant to such Award upon any securities exchange or under any Securities Laws of any jurisdiction, or the consent or approval of the Exchange, if applicable, and any securities commissions or similar securities regulatory bodies having jurisdiction over the Corporation is necessary as a condition of, or in connection with, the grant or exercise of such Award or the issuance or purchase of Shares thereunder, such Award may not be accepted or exercised, as applicable, in whole or in part unless such listing, registration, qualification, consent or approval shall have been effected or obtained on conditions acceptable to the Plan Administrator. Without limiting the generality of the foregoing, all Awards shall issued pursuant to the registration requirements of the U.S. Securities Act, or pursuant an exemption or exclusion from such registration requirements. Nothing herein shall be deemed to require the Corporation to apply for or to obtain such listing, registration, qualification, consent or approval.

Participants shall, to the extent applicable, cooperate with the Corporation in complying with such legislation, rules, regulations and policies.

3.6 Total Shares Subject to Awards

- (a) Subject to adjustment as provided for in Article 10 and any subsequent amendment to this Plan, the aggregate number of Shares reserved for issuance pursuant to Awards granted under this Plan shall not exceed 20% of the Corporation's total issued and outstanding Shares from time to time. This Plan is considered an "evergreen" plan, since the shares covered by Awards which have been settled, exercised or terminated shall be available for subsequent grants under the Plan and the number of Awards available to grant increases as the number of issued and outstanding Shares increases.
- (b) To the extent any Awards (or portion(s) thereof) under this Plan terminate or are cancelled for any reason prior to exercise in full, or are surrendered or settled by the Participant, any Shares subject to such Awards (or portion(s) thereof) shall be added back to the number of Shares reserved for issuance under this Plan and will again become available for issuance pursuant to the exercise of Awards granted under this Plan.
- (c) Any Shares issued by the Corporation through the assumption or substitution of outstanding stock options or other equity-based awards from an acquired company shall not reduce the number of Shares available for issuance pursuant to the exercise of Awards granted under this Plan.

3.7 Award Agreements

Each Award under this Plan will be evidenced by an Award Agreement. Each Award Agreement will be subject to the applicable provisions of this Plan and will contain such provisions as are required by this Plan and any other provisions that the Plan Administrator may direct. Any one Officer of the Corporation is authorized and empowered to execute and deliver, for and on behalf of the Corporation, an Award Agreement to a Participant granted an Award pursuant to this Plan.

3.8 Non-transferability of Awards

Except as permitted by the Plan Administrator and to the extent that certain rights may pass to a beneficiary or legal representative upon death of a Participant, by will or as required by law, no assignment or transfer of Awards, whether voluntary, involuntary, by operation of law or otherwise, vests any interest or right in such Awards whatsoever in any assignee or transferee and immediately upon any assignment or transfer, or any attempt to make the same, such Awards will terminate and be of no further force or effect. To the extent that certain rights to exercise any portion of an outstanding Award pass to a beneficiary or legal representative upon death of a Participant, the period in which such Award can be exercised by such beneficiary or legal representative shall not exceed one year from the Participant's death.

ARTICLE 4 OPTIONS

4.1 Granting of Options

The Plan Administrator may, from time to time, subject to the provisions of this Plan and such other terms and conditions as the Plan Administrator may prescribe, grant Options to any Participant. The terms and conditions of each Option grant shall be evidenced by an Award Agreement.

4.2 Exercise Price

The Plan Administrator will establish the Exercise Price at the time each Option is granted, which Exercise Price must in all cases be not less than the Market Price on the Date of Grant, unless otherwise permitted by the rules of the Exchange and applicable Securities Laws.

4.3 Term of Options

Subject to any accelerated termination as set forth in this Plan, each Option expires on its Expiry Date.

4.4 Vesting and Exercisability

- (a) The Plan Administrator shall have the authority to determine the vesting terms applicable to grants of Options.
- (b) Once an Option becomes vested, it shall remain vested and shall be exercisable until expiration or termination of the Option, unless otherwise specified by the Plan Administrator, or as may be otherwise set forth in any written employment agreement, Award Agreement or other written agreement between the Corporation or a subsidiary of the Corporation and the Participant. Each vested Option may be exercised at any time or from time to time, in whole or in part, for up to the total number of Option Shares with respect to which it is then exercisable. The Plan Administrator has the right to accelerate the date upon which any Option becomes exercisable.
- (c) Subject to the provisions of this Plan and any Award Agreement, Options shall be exercised by means of a fully completed Exercise Notice delivered to the Corporation.
- (d) The Plan Administrator may provide at the time of granting an Option that the exercise of that Option is subject to restrictions, in addition to those specified in this Section 4.4, such as vesting conditions relating to the attainment of specified Performance Goals.

4.5 Payment of Exercise Price

- (a) Unless otherwise specified by the Plan Administrator at the time of granting an Option and set forth in the particular Award Agreement, the Exercise Notice must be accompanied by payment of the Exercise Price. The Exercise Price must be fully paid by certified cheque, wire transfer, bank draft or money order payable to the Corporation or by such other means as might be specified from time to time by the Plan Administrator, which may include (i) through an arrangement with a broker approved by the Corporation (or through an arrangement directly with the Corporation) whereby

payment of the Exercise Price is accomplished with the proceeds of the sale of Shares deliverable upon the exercise of the Option, (ii) through the cashless exercise process set out in Section 4.5(b), or (iii) such other consideration and method of payment for the issuance of Shares to the extent permitted by Securities Laws, or any combination of the foregoing methods of payment.

- (b) Unless otherwise specified by the Plan Administrator and set forth in the particular Award Agreement, if permitted by the Plan Administrator, and subject to compliance with the policies of the Exchange and applicable Securities Laws, if applicable, a Participant may, in lieu of exercising an Option pursuant to an Exercise Notice, elect to surrender such Option to the Corporation (a “**Cashless Exercise**”) in consideration for an amount from the Corporation equal to (i) the Market Price of the Shares issuable on the exercise of such Option (or portion thereof) as of the date such Option (or portion thereof) is exercised, less (ii) the aggregate Exercise Price of the Option (or portion thereof) surrendered relating to such Shares (the “**In-the-Money Amount**”), by written notice to the Corporation indicating the number of Options such Participant wishes to exercise using the Cashless Exercise, and such other information that the Corporation may require. Subject to Section 8.3, the Corporation shall satisfy payment of the In-the-Money Amount by delivering to the Participant such number of Shares (rounded down to the nearest whole number) having a fair market value equal to the In-the-Money Amount.
- (c) No Shares will be issued or transferred until full payment therefor has been received by the Corporation, or arrangements for such payment have been made to the satisfaction of the Plan Administrator.
- (d) If a Participant surrenders Options through a Cashless Exercise pursuant to Section 4.5(b), to the extent that such Participant would be entitled to a deduction under paragraph 110(1)(d) of the *Income Tax Act* (Canada) (the “**Tax Act**”) in respect of such surrender if the election described in subsection 110(1.1) of the Tax Act were made and filed (and the other procedures described therein were undertaken) on a timely basis after such surrender, the Corporation will cause such election to be so made and filed (and such other procedures to be so undertaken).

ARTICLE 5

RESTRICTED SHARE UNITS

5.1 Granting of RSUs

- (a) The Plan Administrator may, from time to time, subject to the provisions of this Plan and such other terms and conditions as the Plan Administrator may prescribe, grant RSUs to any Participant in respect of compensation, a bonus or similar payment in respect of services rendered by the applicable Participant in a taxation year (the “**RSU Service Year**”). The terms and conditions of each RSU grant may be evidenced by an Award Agreement. Each RSU will consist of a right to receive a Share, cash payment, or a combination thereof (as provided in Section 5.4(a)), upon the settlement of such RSU.
- (b) The number of RSUs (including fractional RSUs) granted at any particular time pursuant to this Article 5 will be calculated by dividing (i) the amount of any bonus or similar

payment that is to be paid in RSUs, as determined by the Plan Administrator, by (ii) the greater of (A) the Market Price of a Share on the Date of Grant; and (B) such amount as determined by the Plan Administrator in its sole discretion.

5.2 RSU Account

All RSUs received by a Participant shall be credited to an account maintained for the Participant on the books of the Corporation, as of the Date of Grant.

5.3 Vesting of RSUs

The Plan Administrator shall have the authority to determine any vesting terms applicable to the grant of RSUs, provided that, with respect to a U.S. Taxpayer, the terms comply with Section 409A.

5.4 Settlement of RSUs

- (a) The Plan Administrator shall have the sole authority to determine the settlement terms applicable to the grant of RSUs, provided that with respect to a U.S. Taxpayer the terms comply with Section 409A to the extent it is applicable. Subject to Section 11.6(d) below and except as otherwise provided in an Award Agreement, on the settlement date for any RSU, the Participant shall redeem each vested RSU for the following at the election of the Participant but subject to the approval of the Plan Administrator:
 - (i) one fully paid and non-assessable Share issued from treasury to the Participant or as the Participant may direct,
 - (ii) a cash payment, or
 - (iii) a combination of Shares and cash as contemplated by paragraphs (i) and (ii) above.
- (b) Any cash payments made under this Section 5.4 by the Corporation to a Participant in respect of RSUs to be redeemed for cash shall be calculated by multiplying the number of RSUs to be redeemed for cash by the Market Price per Share as at the settlement date.
- (c) Payment of cash to Participants on the redemption of vested RSUs may be made through the Corporation's payroll in the pay period that the settlement date falls within, if applicable.
- (d) Notwithstanding any other terms of this Plan but subject to Section 11.6(d) below and except as otherwise provided in an Award Agreement, no settlement date for any RSU shall occur, and no Share shall be issued or cash payment shall be made in respect of any RSU, under this Section 5.4 any later than the final Business Day of the third calendar year following the applicable RSU Service Year.

ARTICLE 6

PERFORMANCE SHARE UNITS

6.1 Granting of PSUs

The Plan Administrator may, from time to time, subject to the provisions of this Plan and such other terms and conditions as the Plan Administrator may prescribe, grant PSUs to any Participant in respect of compensation, a bonus or similar payment in respect of services rendered by the applicable Participant in a taxation year (the “**PSU Service Year**”). The terms and conditions of each PSU grant shall be evidenced by an Award Agreement, provided that with respect to a U.S. Taxpayer the terms comply with Section 409A to the extent it is applicable. Each PSU will consist of a right to receive a Share, cash payment, or a combination thereof (as provided in Section 6.6(a)), upon the achievement of such Performance Goals during such performance periods as the Plan Administrator shall establish.

6.2 Terms of PSUs

The Performance Goals to be achieved during any performance period, the length of any performance period, the amount of any PSUs granted, the effect of termination of a Participant’s service and the amount of any payment or transfer to be made pursuant to any PSU will be determined by the Plan Administrator and by the other terms and conditions of any PSU, all as set forth in the applicable Award Agreement.

6.3 Performance Goals

The Plan Administrator will issue Performance Goals prior to or on the Date of Grant to which such Performance Goals pertain. The Performance Goals may be based upon the achievement of corporate, divisional or individual goals, and may be applied to performance relative to an index or comparator group, or on any other basis determined by the Plan Administrator. Following the Date of Grant, the Plan Administrator may modify the Performance Goals as necessary to align them with the Corporation’s corporate objectives, subject to any limitations set forth in an Award Agreement or an employment or other agreement with a Participant. The Performance Goals may include a threshold level of performance below which no payment will be made (or no vesting will occur), levels of performance at which specified payments will be made (or specified vesting will occur), and a maximum level of performance above which no additional payment will be made (or at which full vesting will occur), all as set forth in the applicable Award Agreement.

6.4 PSU Account

All PSUs received by a Participant shall be credited to an account maintained for the Participant on the books of the Corporation, as of the Date of Grant.

6.5 Vesting of PSUs

The Plan Administrator shall have the authority to determine any vesting terms applicable to the grant of PSUs.

6.6 Settlement of PSUs

- (a) The Plan Administrator shall have the authority to determine the settlement terms applicable to the grant of PSUs provided that with respect to a U.S. Taxpayer the terms comply with Section 409A to the extent it is applicable. Subject to Section 11.6(d) below and except as otherwise provided in an Award Agreement, on the settlement date for any PSU, the Participant shall redeem each vested PSU for the following at the election of the Participant but subject to the approval of the Plan Administrator:
 - (i) one fully paid and non-assessable Share issued from treasury to the Participant or as the Participant may direct,
 - (ii) a cash payment, or
 - (iii) a combination of Shares and cash as contemplated by paragraphs (i) and (ii) above.
- (b) Any cash payments made under this Section 6.6 by the Corporation to a Participant in respect of PSUs to be redeemed for cash shall be calculated by multiplying the number of PSUs to be redeemed for cash by the Market Price per Share as at the settlement date.
- (c) Payment of cash to Participants on the redemption of vested PSUs may be made through the Corporation's payroll in the pay period that the settlement date falls within, if applicable.
- (d) Notwithstanding any other terms of this Plan but subject to Section 11.6(d) below and except as otherwise provided in an Award Agreement, no settlement date for any PSU shall occur, and no Share shall be issued or cash payment shall be made in respect of any PSU, under this Section 6.6 any later than the final Business Day of the third calendar year following the applicable PSU Service Year.

ARTICLE 7 DEFERRED SHARE UNITS

7.1 Granting of DSUs

- (a) The Board may fix from time to time a portion of the Director Fees that is to be payable in the form of DSUs. In addition, each Electing Person is given, subject to the conditions stated herein, the right to elect in accordance with Section 7.1(b) to participate in the grant of additional DSUs pursuant to this Article 7. An Electing Person who elects to participate in the grant of additional DSUs pursuant to this Article 7 shall receive their Elected Amount (as that term is defined below) in the form of DSUs. The "**Elected Amount**" shall be an amount, as elected by the Director, in accordance with applicable tax law, between 0% and 100% of any Director Fees that would otherwise be paid in cash (the "**Cash Fees**").
- (b) Each Electing Person who elects to receive their Elected Amount in the form of DSUs will be required to file a notice of election in the form of Schedule A hereto (the "**Election**").

Notice”) with the Chief Financial Officer of the Corporation: (i) in the case of an existing Electing Person, by December 31st in the year prior to the year to which such election is to apply (other than for Director Fees payable for the 2022 financial year, in which case any Electing Person who is not a U.S. Taxpayer as of the date of this Plan shall file the Election Notice by the date that is 30 days from the Effective Date with respect to compensation paid for services to be performed after such date); and (ii) in the case of a newly appointed Electing Person who is not a U.S. Taxpayer, within 30 days of such appointment with respect to compensation paid for services to be performed after such date. In the case of the first year in which an Electing Person who is a U.S. Taxpayer first becomes an Electing Person under the Plan (or any plan required to be aggregated with the Plan under Section 409A), an initial Election Notice may be filed within 30 days of such appointment only with respect to compensation paid for services to be performed after the end of the 30-day election period. If no election is made within the foregoing time frames, the Electing Person shall be deemed to have elected to be paid the entire amount of his or her Cash Fees in cash.

- (c) Subject to Subsection 7.1(d), the election of an Electing Person under Subsection 7.1(b) shall be deemed to apply to all Cash Fees paid subsequent to the filing of the Election Notice. In the case of an Electing Person who is a U.S. Taxpayer, his or her election under Section 7.1(b) shall be deemed to apply to all Cash Fees that are earned after the Election Date. An Electing Person is not required to file another Election Notice for subsequent calendar years.
- (d) Each Electing Person who is not a U.S. Taxpayer is entitled once per calendar year to terminate his or her election to receive DSUs by filing with the Chief Financial Officer of the Corporation a termination notice in the form of Schedule B. Such termination shall be effective immediately upon receipt of such notice, provided that the Corporation has not imposed a “black-out” on trading. Thereafter, any portion of such Electing Person’s Cash Fees payable or paid in the same calendar year and, subject to complying with Subsection 7.1(b), all subsequent calendar years shall be paid in cash. For greater certainty, to the extent an Electing Person terminates his or her participation in the grant of DSUs pursuant to this Article 7, he or she shall not be entitled to elect to receive the Elected Amount, or any other amount of his or her Cash Fees in DSUs again until the calendar year following the year in which the termination notice is delivered. An election by a U.S. Taxpayer to receive the Elected Amount in DSUs for any calendar year (or portion thereof) is irrevocable for that calendar year after the expiration of the election period for that year and any termination of the election will not take effect until the first day of the calendar year following the calendar year in which the termination notice in the form of Schedule C is delivered.
- (e) Any DSUs granted pursuant to this Article 7 prior to the delivery of a termination notice pursuant to Section 7.1(d) shall remain in the Plan following such termination and will be redeemable only in accordance with the terms of the Plan.
- (f) The number of DSUs (including fractional DSUs) granted at any particular time pursuant to this Article 7 will be calculated by dividing (i) the amount of Director Fees that are to be paid as DSUs, as determined by the Plan Administrator or Director Fees that are to be

paid in DSUs (including any Elected Amount), by (ii) the Market Price of a Share on the Date of Grant.

- (g) In addition to the foregoing, the Plan Administrator may, from time to time, subject to the provisions of this Plan and such other terms and conditions as the Plan Administrator may prescribe, grant DSUs to any Participant.

7.2 DSU Account

All DSUs received by a Participant (which, for greater certainty includes Electing Persons) shall be credited to an account maintained for the Participant on the books of the Corporation, as of the Date of Grant. The terms and conditions of each DSU grant shall be evidenced by an Award Agreement.

7.3 Vesting of DSUs

Except as otherwise determined by the Plan Administrator or as set forth in the particular Award Agreement, DSUs shall vest immediately upon grant.

7.4 Settlement of DSUs

- (a) DSUs shall be settled on the date established in the Award Agreement; provided, however that if there is no Award Agreement or the Award Agreement does not establish a date for the settlement of the DSUs, then, for a Participant who is not a U.S. Taxpayer the settlement date shall be the date determined by the Participant (which date shall not be earlier than the Termination Date), and for a Participant who is a U.S. taxpayer, the settlement date shall be the date determined by the Participant in accordance with the Election Notice (which date shall not be earlier than the "separation from service" (within the meaning of Section 409A)). On the settlement date for any DSU, the Participant shall redeem each vested DSU for:
 - (i) one fully paid and non-assessable Share issued from treasury to the Participant or as the Participant may direct; or
 - (ii) at the election of the Participant and subject to the approval of the Plan Administrator, a cash payment.
- (b) Any cash payments made under this Section 7.4 by the Corporation to a Participant in respect of DSUs to be redeemed for cash shall be calculated by multiplying the number of DSUs to be redeemed for cash by the Market Price per Share as at the settlement date.
- (c) Payment of cash to Participants on the redemption of vested DSUs may be made through the Corporation's payroll or in such other manner as determined by the Corporation, if applicable.

7.5 No Additional Amount or Benefit

For greater certainty, neither a Participant to whom DSUs are granted nor any person with whom such Participant does not deal at arm's length (for purposes of the Tax Act) shall be entitled, either

immediately or in the future, either absolutely or contingently, to receive or obtain any amount or benefit granted or to be granted for the purpose of reducing the impact, in whole or in part, of any reduction in the Market Price of the Shares to which the DSUs relate.

ARTICLE 8 ADDITIONAL AWARD TERMS

8.1 Dividend Equivalents

- (a) Unless otherwise determined by the Plan Administrator or as set forth in the particular Award Agreement, an Award of RSUs, PSUs and DSUs shall include the right for such RSUs, PSUs and DSUs be credited with dividend equivalents in the form of additional RSUs, PSUs and DSUs, respectively, as of each dividend payment date in respect of which normal cash dividends are paid on Shares. Such dividend equivalents shall be computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Share by the number of RSUs, PSUs and DSUs, as applicable, held by the Participant on the record date for the payment of such dividend, by (b) the Market Price at the close of the first Business Day immediately following the dividend record date, with fractions computed to three decimal places. Dividend equivalents credited to a Participant's account shall vest in proportion to the RSUs, PSUs and DSUs to which they relate, and shall be settled in accordance with Subsections 5.4, 6.6, and 7.4 respectively.
- (b) The foregoing does not obligate the Corporation to declare or pay dividends on Shares and nothing in this Plan shall be interpreted as creating such an obligation.

8.2 Black-out Period

In the event that an Award expires at a time when a scheduled blackout is in place or an undisclosed material change or material fact in the affairs of the Corporation exists, the expiry of such Award will be the date that is 10 Business Days after which such scheduled blackout terminates or there is no longer such undisclosed material change or material fact.

8.3 Withholding Taxes

Notwithstanding any other terms of this Plan, the granting, vesting or settlement of each Award under this Plan is subject to the condition that if at any time the Plan Administrator determines, in its discretion, that the satisfaction of withholding tax or other withholding liabilities is necessary or desirable in respect of such grant, vesting or settlement, such action is not effective unless such withholding has been effected to the satisfaction of the Plan Administrator. In such circumstances, the Plan Administrator may require that a Participant pay to the Corporation the minimum amount as the Corporation or a subsidiary of the Corporation is obliged to withhold or remit to the relevant taxing authority in respect of the granting, vesting or settlement of the Award. Any such additional payment is due no later than the date on which such amount with respect to the Award is required to be remitted to the relevant tax authority by the Corporation or a subsidiary of the Corporation, as the case may be. Alternatively, and subject to any requirements or limitations under applicable law, the Corporation or any Affiliate may (a) withhold such amount from any remuneration or other amount payable by the Corporation or any Affiliate to the Participant, (b) require the sale, on behalf of the applicable Participant, of a number of Shares issued upon exercise, vesting, or settlement of such Award and the

remittance to the Corporation of the net proceeds from such sale sufficient to satisfy such amount, or
(c) enter into any other suitable arrangements for the receipt of such amount.

8.4 Recoupment

Notwithstanding any other terms of this Plan, Awards may be subject to potential cancellation, recoupment, rescission, payback or other action in accordance with the terms of any clawback, recoupment or similar policy adopted by the Corporation or the relevant subsidiary of the Corporation, or as set out in the Participant's employment agreement, Award Agreement or other written agreement, or as otherwise required by law or the rules of the Exchange, if applicable. The Plan Administrator may at any time waive the application of this Section 8.4 to any Participant or category of Participants.

ARTICLE 9 TERMINATION OF EMPLOYMENT OR SERVICES

9.1 Termination of Employee, Consultant or Director

Subject to Section 9.2, unless otherwise determined by the Plan Administrator or as set forth in an employment agreement, Award Agreement or other written agreement:

- (a) where a Participant's employment, consulting agreement or arrangement is terminated or the Participant ceases to hold office or his or her position, as applicable, by reason of voluntary resignation by the Participant or termination by the Corporation or a subsidiary of the Corporation for Cause, then any Option or other Award held by the Participant that has not been exercised, surrendered or settled as of the Termination Date shall be immediately forfeited and cancelled as of the Termination Date;
- (b) where a Participant's employment, consulting agreement or arrangement is terminated by the Corporation or a subsidiary of the Corporation without Cause (whether such termination occurs with or without any or adequate reasonable notice, or with or without any or adequate compensation in lieu of such reasonable notice) then any unvested Options or other Awards shall be immediately forfeited and cancelled as of the Termination Date. Any vested Options may be exercised by the Participant at any time during the period that terminates on the earlier of: (A) the Expiry Date of such Option; and (B) the date that is 90 days after the Termination Date. If an Option remains unexercised upon the earlier of (A) or (B), the Option shall be immediately forfeited and cancelled for no consideration upon the termination of such period. In the case of a vested Award other than an Option, such Award will be settled within 90 days after the Termination Date;
- (c) where a Participant's employment, consulting agreement or arrangement terminates on account of his or her becoming Disabled, then any Award held by the Participant that has not vested as of the date of the Participant's Termination Date shall be immediately forfeited and cancelled as of the Termination Date. Any vested Option may be exercised by the Participant at any time until the Expiry Date of such Option. Any vested Award other than an Option will be settled within 90 days after the Termination Date;

- (d) where a Participant's employment, consulting agreement or arrangement is terminated by reason of the death of the Participant, then any Award that is held by the Participant that has not vested as of the date of the death of such Participant shall immediately forfeited and cancelled as of the Termination Date. Any vested Option may be exercised by the Participant's beneficiary or legal representative (as applicable) at any time during the period that terminates on the earlier of: (A) the Expiry Date of such Option; and (B) the first anniversary of the date of the death of such Participant. If an Option remains unexercised upon the earlier of (A) or (B), the Option shall be immediately forfeited and cancelled for no consideration upon the termination of such period. In the case of a vested Award other than an Option, such Award will be settled with the Participant's beneficiary or legal representative (as applicable) within 90 days after the date of the Participant's death;
- (e) where a Participant's employment, consulting agreement or arrangement is terminated due to the Participant's Retirement, then (i) any outstanding Award that vests or becomes exercisable based solely on the Participant remaining in the service of the Corporation or its subsidiary will become 100% vested, and (ii) any outstanding Award that vests based on the achievement of Performance Goals and that has not previously become vested shall continue to be eligible to vest based upon the actual achievement of such Performance Goals. Any vested Option may be exercised by the Participant at any time during the period that terminates on the earlier of: (A) the Expiry Date of such Option; and (B) the third anniversary of the Participant's date of Retirement. If an Option remains unexercised upon the earlier of (A) or (B), the Option shall be immediately forfeited and cancelled for no consideration upon the termination of such period. In the case of a vested Award other than an Option that is described in (i), such Award will be settled within 90 days after the Participant's Retirement. In the case of a vested Award other than an Option that is described in (ii), such Award will be settled at the same time the Award would otherwise have been settled had the Participant remained in active service with the Corporation or its subsidiary. Notwithstanding the foregoing, if, following his or her Retirement, the Participant commences (the "**Commencement Date**") employment, consulting or acting as a director of the Corporation or any of its subsidiaries (or in an analogous capacity) or otherwise as a service provider to any Person that carries on or proposes to carry on a business competitive with the Corporation or any of its subsidiaries, any Option or other Award held by the Participant that has not been exercised or settled as of the Commencement Date shall be immediately forfeited and cancelled as of the Commencement Date;
- (f) a Participant's eligibility to receive further grants of Options or other Awards under this Plan ceases as of:
 - (i) the date that the Corporation or a subsidiary of the Corporation, as the case may be, provides the Participant with written notification that the Participant's employment, consulting agreement or arrangement is terminated, notwithstanding that such date may be prior to the Termination Date; or
 - (ii) the date of the death, Disability or Retirement of the Participant;

- (g) notwithstanding Subsection 9.1(b), unless the Plan Administrator, in its discretion, otherwise determines, at any time and from time to time, but with due regard for Section 409A, Options or other Awards are not affected by a change of employment or consulting agreement or arrangement, or directorship within or among the Corporation or a subsidiary of the Corporation for so long as the Participant continues to be a Director, Officer, Employee or Consultant, as applicable, of the Corporation or a subsidiary of the Corporation; and
- (h) notwithstanding any other provision of this Section 9.1, in the case of an Award (other than an Option) granted to a U.S. Taxpayer that is vested or that immediately vests (in whole or in part) as a result of a Participant's termination of service, then such Award will, subject to Section 11.6(d), be settled as soon as administratively practicable following the Participant's termination of service, but in no event later than 90 days following the Participant's termination of service. In the case of an Award (other than an Option) granted to a U.S. Taxpayer that remains eligible to vest (in whole or in part) following a Participant's termination of service based upon the achievement of one or more Performance Goals, such Award will be settled at the originally scheduled settlement date for such Award.

9.2 Discretion to Permit Acceleration

Notwithstanding the provisions of Section 9.1, the Plan Administrator may, in its discretion, at any time prior to, or following the events contemplated in such Section, or in an employment agreement, Award Agreement or other written agreement between the Corporation or a subsidiary of the Corporation and the Participant, permit the acceleration of vesting of any or all Awards or waive termination of any or all Awards, all in the manner and on the terms as may be authorized by the Plan Administrator.

ARTICLE 10 EVENTS AFFECTING THE CORPORATION

10.1 General

The existence of any Awards does not affect in any way the right or power of the Corporation or its shareholders to make, authorize or determine any adjustment, recapitalization, reorganization or any other change in the Corporation's capital structure or its business, or any amalgamation, combination, arrangement, merger or consolidation involving the Corporation, to create or issue any bonds, debentures, Shares or other securities of the Corporation or to determine the rights and conditions attaching thereto, to effect the dissolution or liquidation of the Corporation or any sale or transfer of all or any part of its assets or business, or to effect any other corporate act or proceeding, whether of a similar character or otherwise, whether or not any such action referred to in this Article 10 would have an adverse effect on this Plan or on any Award granted hereunder.

10.2 Change in Control

Except as may be set forth in an employment agreement, Award Agreement or other written agreement between the Corporation or a subsidiary of the Corporation and the Participant and subject to this Section 10.2, but notwithstanding anything else in this Plan or any Award Agreement, the Plan Administrator may, without the consent of any Participant, take such steps as it deems necessary or desirable, including to cause (i) the conversion or exchange of any outstanding Awards into or for, rights

or other securities of substantially equivalent value, as determined by the Plan Administrator in its discretion, in any entity participating in or resulting from a Change in Control; (ii) outstanding Awards to vest and become exercisable, realizable, or payable, or restrictions applicable to an Award to lapse, in whole or in part prior to or upon consummation of such merger or Change in Control, and, to the extent the Plan Administrator determines, terminate upon or immediately prior to the effectiveness of such merger or Change in Control; (iii) the termination of an Award in exchange for an amount of cash and/or property, if any, equal to the amount that would have been attained upon the exercise or settlement of such Award or realization of the Participant's rights as of the date of the occurrence of the transaction (and, for the avoidance of doubt, if as of the date of the occurrence of the transaction the Plan Administrator determines in good faith that no amount would have been attained upon the exercise or settlement of such Award or realization of the Participant's rights, then such Award may be terminated by the Corporation without payment); (iv) the replacement of such Award with other rights or property selected by the Board in its sole discretion where such replacement would not adversely affect the holder; or (v) any combination of the foregoing. In taking any of the actions permitted under this Section 10.2, the Plan Administrator will not be required to treat all Awards similarly in the transaction. Notwithstanding the foregoing, in the case of Options held by a Canadian Taxpayer, the Plan Administrator may not cause the Canadian Taxpayer to receive (pursuant to this Section 10.2) any property in connection with a Change in Control other than rights to acquire shares of a corporation or units of a "mutual fund trust" (as defined in the Tax Act), of the Corporation or a "qualifying person" (as defined in the Tax Act) that does not deal at arm's length (for purposes of the Tax Act) with the Corporation, as applicable, at the time such rights are issued or granted.

- (a) Notwithstanding Subsection 10.2 and unless otherwise determined by the Plan Administrator, if, as a result of a Change in Control, the Shares will cease trading on an Exchange, then the Corporation may terminate all of the Awards, other than an Option held by a Canadian Taxpayer for the purposes of the Tax Act, granted under this Plan at the time of and subject to the completion of the Change in Control transaction by paying to each holder at or within a reasonable period of time following completion of such Change in Control transaction an amount for each Award equal to the fair market value of the Award held by such Participant as determined by the Plan Administrator, acting reasonably, provided that any vested Awards granted to U.S. Taxpayers will be settled within 90 days of the Change in Control.
- (b) It is intended that any actions taken under this Section 10.2 will comply with the requirements of Section 409A of the Code with respect to Awards granted to U.S. Taxpayers.

10.3 Reorganization of Corporation's Capital

Should the Corporation effect a subdivision or consolidation of Shares or any similar capital reorganization or a payment of a stock dividend (other than a stock dividend that is in lieu of a cash dividend), or should any other change be made in the capitalization of the Corporation that does not constitute a Change in Control and that would warrant the amendment or replacement of any existing Awards in order to adjust the number of Shares that may be acquired on the vesting of outstanding Awards and/or the terms of any Award in order to preserve proportionately the rights and obligations of the Participants holding such Awards, the Plan Administrator will, subject to the prior approval of the Exchange, if applicable, and in compliance with applicable Securities Laws, authorize such steps to be taken as it may consider to be equitable and appropriate to that end.

10.4 Other Events Affecting the Corporation

In the event of an amalgamation, combination, arrangement, merger or other transaction or reorganization involving the Corporation and occurring by exchange of Shares, by sale or lease of assets or otherwise, that does not constitute a Change in Control and that warrants the amendment or replacement of any existing Awards in order to adjust the number and/or type of Shares that may be acquired, or by reference to which such Awards may be settled, on the vesting of outstanding Awards and/or the terms of any Award in order to preserve proportionately the rights and obligations of the Participants holding such Awards, the Plan Administrator will, subject to the prior approval of the Exchange and compliance with applicable Securities Laws, if applicable, authorize such steps to be taken as it may consider to be equitable and appropriate to that end.

10.5 Immediate Acceleration of Awards

In taking any of the steps provided in Sections 10.3 and 10.4, the Plan Administrator will not be required to treat all Awards similarly and where the Plan Administrator determines that the steps provided in Sections 10.3 and 10.4 would not preserve proportionately the rights, value and obligations of the Participants holding such Awards in the circumstances or otherwise determines that it is appropriate, the Plan Administrator may, but is not required to, permit the immediate vesting of any unvested Awards.

10.6 Issue by Corporation of Additional Shares

Except as expressly provided in this Article 10, neither the issue by the Corporation of shares of any class or securities convertible into or exchangeable for shares of any class, nor the conversion or exchange of such shares or securities, affects, and no adjustment by reason thereof is to be made with respect to the number of Shares that may be acquired as a result of a grant of Awards.

10.7 Fractions

No fractional Shares will be issued pursuant to an Award. Accordingly, if, as a result of any adjustment under this Article 10 or a dividend equivalent, a Participant would become entitled to a fractional Share, the Participant has the right to acquire only the adjusted number of full Shares and no payment or other adjustment will be made with respect to the fractional Shares, which shall be disregarded.

ARTICLE 11 U.S. TAXPAYERS

11.1 Provisions for U.S. Taxpayers

Options granted under this Plan to U.S. Taxpayers may be non-qualified stock options or incentive stock options qualifying under Section 422 of the Code ("ISOs"). Each Option shall be designated in the Award Agreement as either an ISO or a non-qualified stock option. If an Award Agreement fails to designate an Option as either an ISO or non-qualified stock option, the Option will be a non-qualified stock option. The Corporation shall not be liable to any Participant or to any other Person if it is determined that an Option intended to be an ISO does not qualify as an ISO. Non-qualified stock options will be granted to a U.S. Taxpayer only if (i) such U.S. Taxpayer performs services for the Corporation or any corporation or other entity in which the Corporation has a direct or indirect controlling interest or otherwise has a significant ownership interest, as determined under Section 409A, such that the Option will constitute

an option to acquire “service recipient stock” within the meaning of Section 409A, or (ii) such option otherwise is exempt from Section 409A.

11.2 ISOs

The terms and conditions of any ISOs granted to a U.S. Taxpayer on the Date of Grant hereunder, including the eligible recipients of ISOs, shall be subject to the provisions of Section 422 of the Code, and the terms, conditions, limitations and administrative procedures established by the Plan Administrator from time to time in accordance with this Plan. At the discretion of the Plan Administrator, ISOs may only be granted to an individual who is an employee of the Corporation, or of a “parent corporation” or “subsidiary corporation” of the Corporation, as such terms are defined in Sections 424(e) and (f) of the Code.

11.3 ISO Grants to 10% Shareholders

Notwithstanding anything to the contrary in this Plan, if an ISO is granted to a person who owns shares representing more than 10% of the voting power of all classes of shares of the Corporation or of a “parent corporation” or “subsidiary corporation”, as such terms are defined in Section 424(e) and (f) of the Code, on the Date of Grant, the term of the Option shall not exceed five years from the time of grant of such Option and the Exercise Price shall be at least 110% of the Market Price of the Shares subject to the Option.

11.4 \$100,000 Per Year Limitation for ISOs

To the extent the aggregate Market Price as at the Date of Grant of the Shares for which ISOs are exercisable for the first time by any person during any calendar year (under all plans of the Corporation and any “parent corporation” or “subsidiary corporation”, as such terms are defined in Section 424(e) and (f) of the Code) exceeds US\$100,000, such excess ISOs shall be treated as non-qualified stock options.

11.5 Disqualifying Dispositions

Each person awarded an ISO under this Plan shall notify the Corporation in writing immediately after the date he or she makes a disposition or transfer of any Shares acquired pursuant to the exercise of such ISO if such disposition or transfer is made (a) within two years from the Date of Grant or (b) within one year after the date such person acquired the Shares. Such notice shall specify the date of such disposition or other transfer and the amount realized, in cash, other property, assumption of indebtedness or other consideration, by the person in such disposition or other transfer. The Corporation may, if determined by the Plan Administrator and in accordance with procedures established by it, retain possession of any Shares acquired pursuant to the exercise of an ISO as agent for the applicable person until the end of the later of the periods described in (a) or (b) above, subject to complying with any instructions from such person as to the sale of such Shares.

11.6 Section 409A of the Code

- (a) This Plan will be construed and interpreted to be exempt from, or where not so exempt, to comply with Section 409A of the Code to the extent required to preserve the intended tax consequences of this Plan. Any reference in this Plan to Section 409A of the Code shall also include any regulation promulgated thereunder or any other formal

guidance issued by the Internal Revenue Service with respect to Section 409A of the Code. Each Award shall be construed and administered such that the Award either (A) qualifies for an exemption from the requirements of Section 409A of the Code or (B) satisfies the requirements of Section 409A of the Code. If an Award is subject to Section 409A of the Code, (I) distributions shall only be made in a manner and upon an event permitted under section 409A of the Code, (II) payments to be made upon a termination of employment or service shall only be made upon a "separation from service" under Section 409A of the Code, (III) unless the Award specifies otherwise, each installment payment shall be treated as a separate payment for purposes of Section 409A of the Code, and (IV) in no event shall a Participant, directly or indirectly, designate the calendar year in which a distribution is made except in accordance with Section 409A of the Code. To the extent that an Award or payment, or the settlement or deferral thereof, is subject to Section 409A of the Code, the Award will be granted, paid, settled or deferred in a manner that will meet the requirements of Section 409A of the Code, such that the grant, payment, settlement or deferral will not be subject to the additional tax or interest applicable under Section 409A of the Code. The Corporation reserves the right to amend this Plan to the extent it reasonably determines is necessary in order to preserve the intended tax consequences of this Plan in light of Section 409A of the Code. In no event will the Corporation or any of its subsidiaries or Affiliates be liable for any tax, interest or penalties that may be imposed on a Participant under Section 409A of the Code or any damages for failing to comply with Section 409A of the Code.

- (b) All terms of the Plan that are undefined or ambiguous must be interpreted in a manner that complies with Section 409A of the Code if necessary to comply with Section 409A of the Code.
- (c) The Plan Administrator, in its sole discretion, may permit the acceleration of the time or schedule of payment of a U.S. Taxpayer's vested Awards in the Plan under circumstances that constitute permissible acceleration events under Section 409A of the Code.
- (d) Notwithstanding any provisions of the Plan to the contrary, in the case of any "specified employee" within the meaning of Section 409A of the Code who is a U.S. Taxpayer, distributions of non-qualified deferred compensation under Section 409A of the Code made in connection with a "separation from service" within the meaning set forth in Section 409A of the Code may not be made prior to the date which is six months after the date of separation from service (or, if earlier, the date of death of the U.S. Taxpayer). Any amounts subject to a delay in payment pursuant to the preceding sentence shall be paid as soon practicable following such six-month anniversary of such separation from service.

11.7 Section 83(b) Election

If a Participant makes an election pursuant to Section 83(b) of the Code with respect to an Award of Shares subject to vesting or other forfeiture conditions, the Participant shall be required to promptly file a copy of such election with the Corporation.

11.8 Application of Article 11 to U.S. Taxpayers

For greater certainty, the provisions of this Article 11 shall only apply to U.S. Taxpayers.

ARTICLE 12 AMENDMENT, SUSPENSION OR TERMINATION OF THE PLAN

12.1 Amendment, Suspension, or Termination of the Plan

The Plan Administrator may from time to time, without notice and without approval of the holders of voting shares of the Corporation, amend, modify, change, suspend or terminate the Plan or any Awards granted pursuant to the Plan as it, in its discretion determines appropriate, provided, however, that:

- (a) no such amendment, modification, change, suspension or termination of the Plan or any Awards granted hereunder may materially impair any rights of a Participant or materially increase any obligations of a Participant under the Plan without the consent of the Participant, unless the Plan Administrator determines such adjustment is required or desirable in order to comply with any applicable Securities Laws or Exchange requirements; and
- (b) any amendment that would cause an Award held by a U.S. Taxpayer to be subject to income inclusion under Section 409A of the Code shall be null and void ab initio with respect to the U.S. Taxpayer unless the consent of the U.S. Taxpayer is obtained.

12.2 Shareholder Approval

Notwithstanding Section 12.1 and subject to any rules of the Exchange, if applicable, approval of the holders of Shares shall be required for any amendment, modification or change that:

- (a) increases the percentage of Shares reserved for issuance under the Plan, except pursuant to the provisions under Article 10 which permit the Plan Administrator to make equitable adjustments in the event of transactions affecting the Corporation or its capital;
- (b) reduces the exercise price of an Option Award except pursuant to the provisions in the Plan which permit the Plan Administrator to make equitable adjustments in the event of transactions affecting the Corporation or its capital;
- (c) extends the term of an Option Award beyond the original Expiry Date (except where an Expiry Date would have fallen within a blackout period applicable to the Participant or within 10 Business Days following the expiry of such a blackout period);
- (d) permits an Option Award to be exercisable beyond 10 years from its Date of Grant (except where an Expiry Date would have fallen within a blackout period of the Corporation);
- (e) changes the eligible participants of the Plan; or

- (f) deletes or reduces the range of amendments which require approval of shareholders under this Section 12.2.

12.3 Permitted Amendments

Without limiting the generality of Section 12.1, but subject to Section 12.2, the Plan Administrator may, without shareholder approval, at any time or from time to time, amend the Plan for the purposes of:

- (a) making any amendments to the general vesting provisions of each Award;
- (b) making any amendments to the provisions set out in Article 9;
- (c) making any amendments to add covenants of the Corporation for the protection of Participants, as the case may be, provided that the Plan Administrator shall be of the good faith opinion that such additions will not be prejudicial to the rights or interests of the Participants, as the case may be;
- (d) making any amendments not inconsistent with the Plan as may be necessary or desirable with respect to matters or questions which, in the good faith opinion of the Plan Administrator, having in mind the best interests of the Participants, it may be expedient to make, including amendments that are desirable as a result of changes in law in any jurisdiction where a Participant resides, provided that the Plan Administrator shall be of the opinion that such amendments and modifications will not be prejudicial to the interests of the Participants and Directors; or
- (e) making such changes or corrections which, on the advice of counsel to the Corporation, are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error, provided that the Plan Administrator shall be of the opinion that such changes or corrections will not be prejudicial to the rights and interests of the Participants.

ARTICLE 13 MISCELLANEOUS

13.1 Legal Requirement

The Corporation is not obligated to grant any Awards, issue any Shares or other securities, make any payments or take any other action if, in the opinion of the Plan Administrator, in its sole discretion, such action would constitute a violation by a Participant or the Corporation of any provision of any applicable statutory or regulatory enactment of any government or government agency or the requirements of any Exchange upon which the Shares may then be listed, if applicable.

13.2 No Other Benefit

No amount will be paid to, or in respect of, a Participant under the Plan to compensate for a downward fluctuation in the price of a Share, nor will any other form of benefit be conferred upon, or in respect of, a Participant for such purpose.

13.3 Rights of Participant

No Participant has any claim or right to be granted an Award and the granting of any Award is not to be construed as giving a Participant a right to remain as an Employee, Consultant, Officer or Director. No Participant has any rights as a shareholder of the Corporation in respect of Shares issuable pursuant to any Award until the allotment and issuance to such Participant, or as such Participant may direct, of certificates representing such Shares.

13.4 Corporate Action

Nothing contained in this Plan or in an Award shall be construed so as to prevent the Corporation from taking corporate action which is deemed by the Corporation to be appropriate or in its best interest, whether or not such action would have an adverse effect on this Plan or any Award.

13.5 Conflict

In the event of any conflict between the provisions of this Plan and an Award Agreement, the provisions of the Award Agreement shall govern. In the event of any conflict between or among the provisions of this Plan or any Award Agreement, on the one hand, and a Participant's employment agreement with the Corporation or a subsidiary of the Corporation, as the case may be, on the other hand, the provisions of the employment agreement or other written agreement shall prevail.

13.6 Anti-Hedging Policy

By accepting an Award each Participant acknowledges that he or she is restricted from purchasing financial instruments such as prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of Awards.

13.7 Participant Information

Each Participant shall provide the Corporation with all information (including personal information) required by the Corporation in order to administer the Plan. Each Participant acknowledges that information required by the Corporation in order to administer the Plan may be disclosed to any custodian appointed in respect of the Plan and other third parties, and may be disclosed to such persons (including persons located in jurisdictions other than the Participant's jurisdiction of residence), in connection with the administration of the Plan. Each Participant consents to such disclosure and authorizes the Corporation to make such disclosure on the Participant's behalf.

13.8 Participation in the Plan

The participation of any Participant in the Plan is entirely voluntary and not obligatory and shall not be interpreted as conferring upon such Participant any rights or privileges other than those rights and privileges expressly provided in the Plan. In particular, participation in the Plan does not constitute a condition of employment or engagement nor a commitment on the part of the Corporation to ensure the continued employment or engagement of such Participant. The Plan does not provide any guarantee against any loss which may result from fluctuations in the market value of the Shares. The Corporation does not assume responsibility for the income or other tax consequences for the Participants and Directors and they are advised to consult with their own tax advisors.

13.9 International Participants

With respect to Participants who reside or work outside Canada and the United States, the Plan Administrator may, in its sole discretion, amend, or otherwise modify, without shareholder approval, the terms of the Plan or Awards with respect to such Participants in order to conform such terms with the provisions of local law, and the Plan Administrator may, where appropriate, establish one or more sub-plans to reflect such amended or otherwise modified provisions.

13.10 Successors and Assigns

The Plan shall be binding on all successors and assigns of the Corporation and its subsidiaries.

13.11 General Restrictions or Assignment

Except as required by law, the rights of a Participant under the Plan are not capable of being assigned, transferred, alienated, sold, encumbered, pledged, mortgaged or charged and are not capable of being subject to attachment or legal process for the payment of any debts or obligations of the Participant unless otherwise approved by the Plan Administrator.

13.12 Severability

The invalidity or unenforceability of any provision of the Plan shall not affect the validity or enforceability of any other provision and any invalid or unenforceable provision shall be severed from the Plan.

13.13 Notices

- (a) All written notices to be given by a Participant to the Corporation shall be delivered personally, e-mail or mail, postage prepaid, addressed as noted on the Corporation's SEDAR profile: Attention: Chief Financial Officer
- (b) All notices to a Participant will be addressed to the principal address of the Participant on file with the Corporation. Either the Corporation or the Participant may designate a different address by written notice to the other. Such notices are deemed to be received, if delivered personally or by e-mail, on the date of delivery, and if sent by mail, on the fifth Business Day following the date of mailing. Any notice given by either the Participant or the Corporation is not binding on the recipient thereof until received.

13.14 Effective Date

This Plan becomes effective on a date to be determined by the Plan Administrator, subject to the approval of the shareholders of the Corporation.

13.15 Governing Law

This Plan and all matters to which reference is made herein shall be governed by and interpreted in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein, without any reference to conflicts of law rules.

13.16 Submission to Jurisdiction

The Corporation and each Participant irrevocably submits to the exclusive jurisdiction of the courts of competent jurisdiction in the Province of British Columbia in respect of any action or proceeding relating in any way to the Plan, including, without limitation, with respect to the grant of Awards and any issuance of Shares made in accordance with the Plan.

SCHEDULE A

**ALCHEMIST MINING INCORPORATED
OMNIBUS EQUITY INCENTIVE PLAN (THE "PLAN")**

ELECTION NOTICE

All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Plan.

Pursuant to the Plan, I hereby elect to participate in the grant of DSUs pursuant to Article 7 of the Plan and to receive [insert amount]% of my Cash Fees in the form of DSUs.

If I am a U.S. Taxpayer, I hereby further elect for any DSUs subject to this Election Notice to be settled on the later of (i) my "separation from service" (within the meaning of Section 409A) or (ii) _____.

I confirm that:

- (a) I have received and reviewed a copy of the terms of the Plan and agreed to be bound by them.
- (b) I recognize that when DSUs credited pursuant to this election are redeemed in accordance with the terms of the Plan, income tax and other withholdings as required will arise at that time. Upon redemption of the DSUs, the Corporation will make all appropriate withholdings as required by law at that time.
- (c) The value of DSUs is based on the value of the Shares of the Corporation and therefore is not guaranteed.
- (d) To the extent I am a U.S. taxpayer, I understand that this election is irrevocable for the calendar year to which it applies and that any revocation or termination of this election after the expiration of the election period will not take effect until the first day of the calendar year following the year in which I file the revocation or termination notice with the Corporation.

The foregoing is only a brief outline of certain key provisions of the Plan. For more complete information, reference should be made to the Plan's text.

Date: _____

(Signature of Participant)

(Name of Participant)

SCHEDULE B

**ALCHEMIST MINING INCORPORATED
OMNIBUS EQUITY INCENTIVE PLAN (THE “PLAN”)**

ELECTION TO TERMINATE RECEIPT OF ADDITIONAL DSUs

All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Plan.

Notwithstanding my previous election in the form of Schedule A to the Plan, I hereby elect that no portion of the Cash Fees accrued after the date hereof shall be paid in DSUs in accordance with Article 7 of the Plan.

I understand that the DSUs already granted under the Plan cannot be redeemed except in accordance with the Plan.

I confirm that I have received and reviewed a copy of the terms of the Plan and agree to be bound by them.

Date: _____

(Signature of Participant)

(Name of Participant)

Note: An election to terminate receipt of additional DSUs can only be made by a Participant once in a calendar year.

SCHEDULE C

**ALCHEMIST MINING INCORPORATED
OMNIBUS EQUITY INCENTIVE PLAN (THE "PLAN")**

**ELECTION TO TERMINATE RECEIPT OF ADDITIONAL DSUs
(U.S. TAXPAYERS)**

All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Plan.

Notwithstanding my previous election in the form of Schedule A to the Plan, I hereby elect that no portion of the Cash Fees accrued after the effective date of this termination notice shall be paid in DSUs in accordance with Article 5 of the Plan.

I understand that this election to terminate receipt of additional DSUs will not take effect until the first day of the calendar year following the year in which I file this termination notice with the Corporation.

I understand that the DSUs already granted under the Plan cannot be redeemed except in accordance with the Plan.

I confirm that I have received and reviewed a copy of the terms of the Plan and agree to be bound by them.

Date: _____

(Signature of Participant)

(Name of Participant)

Note: An election to terminate receipt of additional DSUs can only be made by a Participant once in a calendar year.