

This amended and restated prospectus (the "Prospectus") constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly in the United States of America, its territories or possessions. See "Plan of Distribution".

INITIAL PUBLIC OFFERING

February 27, 2012

AMENDED AND RESTATED PROSPECTUS
(Amending and Restating the Final Prospectus dated November 21, 2011)
GOLD RIDGE EXPLORATION CORP.

(the "Corporation")
Suite 730, 1015 - 4th Street SW
Calgary, Alberta T2R 1J4
Telephone: (403) 237-0018
Facsimile: (403) 264-5455

OFFERING:

4,500,000 COMMON SHARES AT A PRICE OF \$0.15 PER SHARE

This amended and restated prospectus (the "Prospectus") qualifies for distribution in Alberta and British Columbia 4,500,000 Common Shares (the "Shares") in the capital of the Corporation at a price of \$0.15 (the "Offering Price") per Share (the "Offering"). This Offering is being made to investors resident in Alberta and British Columbia. The Offering Price and terms of the Shares offered pursuant to this Offering have been determined by negotiation between the Corporation and Wolverton Securities Ltd. (the "Agent").

THE COMPLETION OF THIS OFFERING IS SUBJECT TO A MINIMUM SUBSCRIPTION OF 4,500,000 SHARES (\$675,000). CLOSING OF THE OFFERING IS CONDITIONAL UPON THE MINIMUM OFFERING BEING SOLD WITHIN 90 DAYS OF THE ISSUANCE OF THE RECEIPT FOR THIS PROSPECTUS AND, IN ANY EVENT, NOT LATER THAN 180 DAYS FROM THE DATE OF A RECEIPT ISSUED FOR THE FINAL PROSPECTUS, WHICH WAS NOVEMBER 18, 2011. IF THE MINIMUM SUBSCRIPTION IS NOT ATTAINED BY THE AFOREMENTIONED DATES, ALL FUNDS RAISED HEREUNDER WILL BE RETAINED BY THE AGENT IN TRUST AND REFUNDED TO INVESTORS WITHOUT INTEREST OR DEDUCTION.

	Number of Shares	Gross Proceeds	Agent's Commission ⁽²⁾	Net Proceeds ⁽³⁾
Share Offering	4,500,000	\$675,000	\$67,500	\$607,500
Per Share	1	\$0.15 ⁽¹⁾	\$0.015 ⁽⁴⁾	\$0.135

(1) The Offering Price of the Shares was determined by negotiation between the Corporation and the Agent, in accordance with the policies of the TSX Venture Exchange.

(2) The Agent will receive an Agent's commission (the "Agent's Commission") equal to 10% of the proceeds from the sale of Shares pursuant to this Offering, payable in cash, Common Shares, or any combination thereof (the "Commission Shares"), at a deemed price per share equal to the Offering Price, at the election of the Agent. The Agent will also be paid a corporate finance fee equal to \$25,000, plus applicable taxes (the "Corporate Finance Fee"), of which \$10,000, plus GST, has been paid, with the remaining \$15,000 to be paid in cash, Common Shares, or any combination thereof, at a deemed price per share equal to the Offering Price (the "Corporate Finance Fee Shares") on the Closing Date, at the election of the Agent. The GST on the balance of the Corporate Finance Fee will be paid in cash. The Corporation will reimburse the Agent for all reasonable expenses, including legal expenses, of which a retainer in the amount of \$10,000 has been paid to the Agent. The Corporation will also grant non-transferable Agent's Warrants to the Agent entitling the Agent to purchase that number of Common Shares equal to 10% of the number of Shares sold pursuant to the Offering. The Agent's Warrants may be exercised at a price of \$0.15 per Common Share for a period of two (2) years from the Listing Date, subject to accelerated expiry in certain circumstances. See "Plan of Distribution". This Prospectus qualifies the distribution of the Commission Shares, the Corporate Finance Fee Shares and the Agent's Warrants to the extent the same are "Qualified Compensation Securities" as herein defined.

(3) Before deducting the expenses of the Offering, estimated at \$90,000, assuming the balance of the Corporate Finance Fee is paid in cash.

(4) Assumes the Agent will receive the entire Agent's Commission in cash.

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. The securities offered hereunder must be considered highly speculative due to the nature of the Corporation's business - see "Risk Factors".

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the United States of America. However, the Corporation has applied to list the securities offered under this Prospectus on the TSX Venture Exchange and received conditional approval on November 18, 2011 which has since expired. An application has been made to the TSX Venture Exchange for an extension of the conditional listing approval. Final listing will be subject to the Corporation fulfilling all the listing requirements of the TSX Venture Exchange. There can be no assurance that the TSX Venture Exchange will extend its conditional approval.

The Agent's position is as follows:

Agent's Position	Maximum Number of Securities Available⁽¹⁾	Exercise Period or Acquisition Date	Exercise Price or Acquisition Price
Agent's Warrants	450,000 Common Shares	Two (2) years from the Listing Date	\$0.15
Commission Shares ⁽²⁾	450,000 Common Shares	On the Closing Date	\$0.15 (deemed)
Corporate Finance Fee Shares ⁽³⁾	100,000 Common Shares	On the Closing Date	\$0.15 (deemed)
Total securities issuable to the Agent:	1,000,000 Common Shares		

(1) These securities are qualified for distribution by this Prospectus to the extent they are "Qualified Compensation Securities". See "Plan of Distribution".

(2) Assuming the Agent elects to receive its entire commission through the issuance of Commission Shares.

(3) Assuming the Agent elects to receive the balance of its Corporate Finance Fee, excluding GST, being \$15,000, in Corporate Finance Fee Shares.

National Instrument 41-101 ("NI 41-101") imposes a restriction on the maximum number of securities which may be distributed under a prospectus to an Agent as compensation ("Qualified Compensation Securities"). Pursuant to NI 41-101, the aggregate Qualified Compensation Securities must not exceed 10% of the Shares offered pursuant to this Prospectus, which in the case of this Offering is 450,000 securities. For the purposes of this Offering, any of combination of the following, totalling 450,000 securities are Qualified Compensation Securities and are qualified for distribution by this Prospectus: the Commission Shares, the Corporate Finance Fee Shares and the Common Shares issuable pursuant to the Agent's Warrants. To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offering, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period in accordance with applicable securities laws.

The Agent, as exclusive agent of the Corporation for the purposes of this Offering, conditionally offers the Shares on a commercially reasonable efforts basis, subject to prior sale, if, as and when issued by the Corporation and accepted by the Agent in accordance with the Agency Agreement referred to under "Plan of Distribution", and subject to the approval of certain legal matters on behalf of the Corporation by Heighington Law Firm, Calgary, Alberta, and on behalf of the Agent by Getz Prince Wells LLP, Vancouver, British Columbia. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. On the Closing Date, should the Agent elect for book entry delivery, the Shares will be available for delivery in book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee and will be deposited with CDS. If delivered in book entry form, purchasers of Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Shares were purchased.

No person is authorized to provide any information or to make any representations in connection with this Offering other than as contained in this prospectus.

WOLVERTON SECURITIES LTD.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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

- Proposed expenditures for exploration work, and general and administrative expenses (see: “Narrative Description of the Business – Recommendations” and “Use of Proceeds” for further details);
- Expectations generally regarding completion of this Offering and the ability to raise further capital for corporate purposes; and
- Treatment under applicable governmental regimes for permitting and approvals (see: “Risk Factors”).

Such forward-looking statements are based on a number of material factors and assumptions, including, but not limited in any manner, those disclosed in any other of the Corporation’s public filings, and include the ultimate determination of mineral reserves, if any, the availability and final receipt of required approvals, licenses and permits, sufficient working capital to develop and operate any proposed mine, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified work force, and the ultimate ability to mine, process and sell mineral products on economically favourable terms. While the Corporation considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. See “Risk Factors”.

The Corporation has no specific policies or procedures for updating forward-looking information. Forward-looking statements are based upon management’s beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Corporation does not intend, and undertakes no obligation to update any forward looking information to reflect, among other things, new information or future events.

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Heighington Law Firm, counsel for the Corporation, on the Closing Date, provided that the Shares are on that date listed for trading on a designated stock exchange (which includes Tiers 1 and 2 of the TSX Venture), the Shares offered hereby will, at that time, be qualified investments under the Income Tax Act (Canada) (the “Tax Act”) and the regulations thereto in effect on the date hereof for trusts governed by registered retirement savings plan (“RRSP”), registered retirement income fund (“RRIF”), registered disability savings plan, deferred profit sharing plan, registered education savings plan or tax-free savings accounts (“TFSA”), all as defined in the Tax Act (collectively, the “Investment Plans”).

If the Shares are a “prohibited investment” (as defined in the Tax Act) for a trust governed by a TFSA, RRSP or RRIF (a “Registered Plan”), the holder of the TFSA or the annuitant of the RRSP or RRIF, as the case may be, (such holder or annuitant being a “Controlling Individual” of the Registered Plan) will be subject to a penalty tax on the Shares as set out in the Tax Act. A Share will generally not be a prohibited investment for a trust governed by a Registered Plan held by a particular holder provided that the Controlling Individual deals at arm’s length with the Corporation for the purposes of the Tax Act, and does not have a “significant interest” (as defined in the Tax Act) in either the Corporation, partnership or trust that does not deal at arm’s length with the Issuer for purposes of the Tax Act. In general terms, a Controlling Individual of a Registered Plan will have a significant interest in the Corporation if the Registered Plan, the Controlling Individual, and other persons not at arm’s length with the Controlling Individual together, directly or indirectly, own not less than 10% of the outstanding Shares of the Corporation.

GLOSSARY

“Agency Agreement” means the agency agreement dated November 21, 2011 between the Agent and the Corporation.

“Agent” means **Wolverton Securities Ltd.**

“Agent’s Commission” has the meaning ascribed to it on the face page of this Prospectus.

“Agent’s Warrants” means the share purchase warrants granted to the Agent as described under the heading “Plan of Distribution”.

“Audit Committee” means a committee established by and among the Board of the Corporation for the purpose of overseeing the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation.

“Board” means the Corporation’s board of directors.

“Closing Date” means such date that the Corporation and the Agent mutually determine to close the sale of the Shares of the Corporation offered pursuant to this Prospectus, in compliance with the regulatory requirements governing distribution of securities.

“Commission Shares” means the Common Shares which, at the election of the Agent, may be issued to the Agent as part the Agent’s Commission, as described under the heading “Plan of Distribution”.

“Common Share” means a common share without par value in the capital of the Corporation.

“Corporate Finance Fee Shares” means the 100,000 Common Shares which, at the election of the Agent, may be issued to the Agent as a portion of its corporate finance fee for the Offering at a deemed price of \$0.15 per Common Share, as described under the heading “Plan of Distribution”.

“Corporation” means Gold Ridge Exploration Corp.

“Escrow Agent” means Olympia Trust Company.

“Escrow Agreement” means the escrow agreement dated October 19, 2011 among the Corporation, the Escrow Agent and certain shareholders of the Corporation.

“Escrowed Securities” means the Common Shares deposited with the Escrow Agent.

“Listing Date” means the date the Common Shares commence trading on the TSX Venture.

“Offering” has the meaning ascribed to it on the face page of this Prospectus.

“Offering Price” means \$0.15 per Share.

“Option Agreement” means, the Option Agreement dated May 24, 2011 made between the Corporation and the Optionor with respect to the Tahsis Property.

“Optionor” means Qualitas Holdings Corp.

“Principals” means all persons or companies that, on the completion of the Offering, fall into one of the following categories:

- (i) directors and senior officers of the Corporation, as listed in this Prospectus;
- (ii) promoters of the Corporation during the two years preceding this Offering;

- (iii) those who own and/or control more than 10% of the Corporation's voting securities immediately after completion of this Offering if they also have appointed or have the right to appoint a director or senior officer of the Corporation or of a material operating subsidiary of the Corporation;
- (iv) those who own and/or control more than 20% of the Corporation's voting securities immediately after completion of this Offering; and
- (v) associates and affiliates of any of the above;

being, in the case of the Corporation, Stephen B. Butrenchuk, Alan Chan, David D. Heighington and David McElhanney.

"Shares" has the meaning ascribed to it on the face page of this Prospectus.

"Stock Option Agreements" mean the stock option agreements dated for reference July 31, 2011 between the Corporation and certain directors and officers of the Corporation.

"Stock Option Plan" means a stock option plan dated July 31, 2011 providing for the granting of incentive stock options to the Corporation's directors, officers, employees and consultants in accordance with the policies of the TSX Venture.

"Subscriber" means a subscriber for the Shares offered under this Offering.

"Tahsis Property" or the **"Property"** means the 25 map-staked claims covering 10,358.37 hectares located in the Nanaimo Mining division on Northern Vancouver Island, British Columbia.

"Technical Report" means the Technical Report dated August 12, 2011 entitled "Technical Report on the Geology of the Tahsis Property" prepared by Warren Robb P. Geo. of Maple Ridge, British Columbia.

"TSX Venture" means the TSX Venture Exchange.

PROSPECTUS SUMMARY

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

The Corporation

The Corporation is engaged in the business of mineral exploration in British Columbia. Its objective is to locate and develop economic precious and base metals properties of merit and to conduct its exploration program on the Tahsis Property. See "Narrative Description of the Business".

Management, Directors & Officers

Stephen B. Butrenchuk	<i>President, Chief Executive Officer, Corporate Secretary, Director and Promoter</i>
Alan Chan	<i>Chief Financial Officer and Director</i>
David D. Heighington	<i>Director</i>
David McElhanney	<i>Director</i>

See "Directors and Officers".

The Offering

Offering

4,500,000 Shares at a price of \$0.15 per Share.

Additional Distribution

The Corporation is also qualifying the distribution of the Agent's Warrants, Commission Shares and Corporate Finance Fee Shares to the extent the same are Qualified Compensation Securities.

See "Plan of Distribution".

Use of Proceeds

If all the Shares offered pursuant to this Offering are sold, the net proceeds to the Corporation will be \$607,500, assuming that the Agent's Commission is paid entirely in cash, less the sum of \$21,000 representing the Corporation's working capital deficit estimated as at January 31, 2012, for an aggregate \$586,500 which funds are intended to be spent by the Corporation, in order of priority, as follows:

	Funds to be Used
(a) To pay the estimated costs of this Offering (including legal, audit, printing expenses and corporate finance fee to the Agent):	\$90,000.00
(b) To pay the estimated cost of the recommended Phase Two exploration program and budget on the Tahsis Property as outlined in the Technical Report:	\$221,300.00
(c) To provide funding sufficient to meet administrative costs for 12 months:	\$130,000.00
(d) To provide unallocated working capital:	\$145,200.00
TOTAL:	\$586,500.00

Proceeds of Sale of Securities

The proceeds received from the sale of Common Shares to date total \$216,912. There were no commissions paid in respect of the issuance of such securities.

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

Risk Factors

An investment in the Shares of the Corporation should be considered highly speculative and investors may incur a loss on their investment. The Corporation has no history of earnings and there are no known commercial quantities of mineral reserves on the Corporation's properties. There is also no guarantee of the Corporation's title to its properties. The Corporation has an option only to acquire an interest in the Tahsis Property. The Corporation and its assets may become subject to uninsurable risks. The Corporation's activities may require permits or licenses which may not be granted to the Corporation.

The Corporation competes with other companies with greater financial resources and technical facilities.

The Corporation is currently largely dependent on the performance of its directors and there is no assurance the Corporation can maintain their services. In recent years both metal prices and prices of publicly traded securities prices have fluctuated widely. See "Risk Factors".

Summary of Financial Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Corporation and notes thereto appearing elsewhere in the Prospectus. The selected financial information is derived from the audited financial statements for the period from incorporation on May 3, 2011 to July 31, 2011 and the unaudited financial statements for three month period ended October 31, 2011. The Corporation has established July 31st as its financial year end. See "Selected Financial Information and Management Discussion and Analysis".

	Period from incorporation on May 3, 2011 to July 31, 2011 (audited)	Three month period ended October 31, 2011 (unaudited)
Total revenues	Nil	Nil
Exploration expenses	\$111,434	\$4,149
General and administrative expenses	\$273	\$601
Net Loss	(\$134,490)	(\$1,347)
Basic and diluted loss per common share	(\$0.06)	(\$0.00)
Total assets	\$141,040	\$237,103
Long-term financial liabilities	\$17,000	\$17,000
Cash dividends per share	Nil	Nil

Currency

Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

CORPORATE STRUCTURE

Gold Ridge Exploration Corp. was incorporated pursuant to the *Business Corporations Act* (Alberta) on May 3, 2011. On September 20, 2011, the Corporation amended its Articles of Incorporation to remove the private company restrictions from its articles. On November 2, 2011, the Corporation became extra provincially registered in the Province of British Columbia under the assumed name "Gold Ridge Hill Resources Ltd.".

The Corporation's head office is located at Suite 730, 1015 - 4th Street SW, Calgary, Alberta T2R 1J4 and the registered office is located at Suite 730, 1015 - 4th Street SW, Calgary, Alberta T2R 1J4.

The Corporation has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Corporation

The Corporation is engaged in the business of mineral exploration in British Columbia. Its objective is to locate and develop economic precious and base metals properties of merit. See "Narrative Description of the Business".

To this end, the Corporation entered into the Option Agreement with the Optionor whereunder the Corporation was granted an irrevocable and exclusive option to acquire a 100% interest in the Tahsis Property (the "Tahsis Property" or the "Property") consisting of 25 mineral claims (comprising 10,358 hectares) located in the Nanaimo Mining division on Northern Vancouver Island, British Columbia, the particulars of which are described in greater detail below. The Optionor is arm's length to the Corporation.

To exercise its option to acquire a 100% interest in the Tahsis Property pursuant to the terms of the Option Agreement, the Corporation agreed to pay an aggregate \$30,000, \$15,000 of which has already been paid to the Optionor and incur a minimum aggregate \$400,000 in exploration expenditures, in accordance with the following schedule:

Date for Completion	Cash Payment	Share Based Payment	Minimum Exploration Expenditures to be Incurred
Upon execution of Option Agreement	\$15,000 (Paid)	Nil	Nil
Within 5 days of the Listing Date	\$15,000	250,000 Common Shares	Nil
Within 30 days of 1st Anniversary of the Listing Date	Nil	200,000 Common Shares	\$200,000
Within 30 days of 2nd Anniversary of the Listing Date	Nil	200,000 Common Shares	\$200,000
Within 30 days of 3rd Anniversary of the Listing Date	Nil	200,000 Common Shares	Nil
TOTAL⁽¹⁾:	\$30,000	850,000 Common Shares	\$400,000

(1) The Corporation has the right under the Option Agreement to accelerate the expenditures in certain circumstances.

Pursuant to the Option Agreement, the Corporation will be the operator and as such will have the responsibility to execute the work programs on the Tahsis Property.

Pursuant to the provisions of the Option Agreement, the Optionor will retain a three percent (3%) net smelter returns royalty (the "NSR") in respect of all mineral claims comprising the Tahsis Property. The Corporation has the sole right and option to purchase up to two percent (2%) of such NSR, at any time, in consideration of the payment of the sum of up to \$2,000,000 to the Optionor.

The Optionor will indemnify and save harmless the Corporation from and against all suits, claims, demands, losses and expenses arising out of operations conducted upon the Property by the Optionor or its contractors prior to the date of the Option Agreement. Each party to the Option Agreement will indemnify and hold the other party harmless in respect of any claim, demand, action, cause of action, damage, loss, cost, liability or expense which may be made or brought against any other party or which such party may suffer or incur directly or indirectly as a result of, in respect of or arising out of the first party concurring from any incorrectness in or breach of any representation or warranty contained in the Option Agreement.

Pursuant to the provisions of the Option Agreement, the Corporation shall:

- (a) conduct such prospecting, exploration and development and other mining exploration work as the Corporation in its sole discretion may determine advisable;
- (b) bring upon and/or erect upon the Tahsis Property, or any portion thereof, such facilities as the Corporation may deem advisable; and
- (c) remove and dispose of reasonable quantities of ores, mineral and metals for the purposes of obtaining assays or making other tests.

The Corporation shall have the right, at its sole discretion, to not pay the consideration to the Optionor if the Corporation determines, in its sole discretion, that the Property is not economically viable after assessing the results of the \$200,000 expenditure. The Corporation shall provide written termination notice ("Termination Notice") to the Optionor, 30 days before the expiration of the one year anniversary of the Listing Date that the Corporation will not proceed with the expenditures. Upon receipt of the Termination Notice from the Corporation, 100% of the Corporation's right, title and interest in and to the Tahsis Property will immediately expire. The Corporation will ensure there has been sufficient assessment credits filed or cash in lieu payments completed so the claims are in good standing for a minimum of 12 months after the date of the termination letter.

Pursuant to the Option Agreement, the Corporation may, at its discretion, assign the Option Agreement with the Optionor's written consent. The Option Agreement, if assigned, will remain in full force and effect with the underlying benefits and 3.0% royalty remaining to the benefit of the Optionor, or bought down by the Corporation or its assign in accordance with the terms and conditions of the Option Agreement, unless terminated in accordance with the provisions of the above-noted.

The Option Agreement provides for an area of mutual interest within an area which is 2 kilometres from the outermost boundary of the mineral claims comprising the Tahsis Property. Any mineral interests staked or otherwise acquired by either party within the area of mutual interest must be given notice of to the other party, who then has 30 days to elect to require that such interests be included in the Property for all purposes of the Option Agreement. If the election is made and the Optionor is the acquiring party, the Corporation must reimburse the Optionor for the cost of staking, plus 20%, or acquiring such mineral properties.

Under the terms of the Option Agreement, any disputes between the parties will be submitted to binding arbitration before a panel of three arbitrators only if the parties cannot agree upon a single arbitrator. Further, the Option Agreement may be terminated on 30 day's notice before the expiration of the one year anniversary of the Listing Date, by the Corporation to the Optionor. In the event of termination of the Option Agreement, the Corporation must leave the Tahsis Property with a minimum of twelve month's assessment work filed at the time of such termination.

To date, the Corporation has raised \$216,912 through the sale of securities. The Corporation intends to raise additional funding through its Offering to carry out additional exploration on the Tahsis Property, as set out in the "Use of Proceeds".

Trends

There are no current trends in the Corporation's business that are likely to impact on the Corporation's performance.

NARRATIVE DESCRIPTION OF THE BUSINESS

Stated Business Objectives

The principal business carried on and intended to be carried on by the Corporation is the acquisition, exploration and development of natural resource properties. The Corporation intends on expending existing working capital and net proceeds raised from this Offering to pay the balance of the estimated costs of this Offering, to carry out exploration on the Tahsis Property, to pay for administrative costs for the next twelve months and for unallocated working capital. The Corporation may decide to acquire other properties in addition to the mineral properties described below.

Description and Location of the Tahsis Property

Tahsis Property, Nanaimo Mining Division, British Columbia

The following represents information summarized from the Technical Report on the Tahsis Property dated August 12, 2011, authored ("Author") by Warren Robb, P.Geo., a Qualified Person (as defined in National Instrument 43-101), prepared in accordance with the requirements of NI 43-101 (the "Technical Report"). For the purpose of the Technical Report, the Author has relied on ownership information provided by the Corporation and confirmed by a review of the Ministry of Mines and Petroleum Resources Mineral titles on line to verify Claim ownership. Furthermore, the Author has relied on information concerning the terms of the Option Agreement provided by the Corporation.

The Tahsis Property appears to be on crown land with the exception of the ground within the boundaries of the Village of Tahsis itself. The property has not been legally surveyed as all mineral tenures are map tenures acquired under the British Columbia Ministry of Energy, Mines and Petroleum Resources Mineral Titles Online system. There is no known bedrock mineralization on the Tahsis Property. The location of all geochemical anomalies relative to the Property boundaries is shown on Figure 5. To the best of the Author's knowledge, the Tahsis Property is not subject to any environmental liabilities.

Woss Lake Provincial Park adjoins the Property to the north; Waymer Creek Karst Provincial Park adjoins the Property on the east near the center of the Property.

At present, the Corporation has not made application for a ground exploration permit, nor has it consulted with Western Forest Products to obtain road use agreements. Nor has the Corporation begun dialogue with the Nuu-chah-nulth Tribal Council who have made land claims with in the area.

Note that certain figures and tables from the Technical Report are reproduced in and form part of this Prospectus. Any figures, tables and appendices referred to in the extract below but that are not included in this Prospectus are contained in the Technical Report, a complete copy of which is available for review on the System for Electronic Document Analysis and Retrieval (SEDAR) located at the following website: www.sedar.com. Alternatively, the Technical Report may be inspected during normal business hours at the Corporation's business offices at Suite 730, 1015 - 4th Street SW, Calgary, Alberta T2R 1J4.

List of Claims

The Tahsis Property is comprised of 25 map-staked claims covering 10,358 hectares situated in the Nanaimo Mining Division, British Columbia (see Figure 1 and 2) and is centered at 49°55' North Latitude 126°39' West Longitude.

FIGURE 1: Location

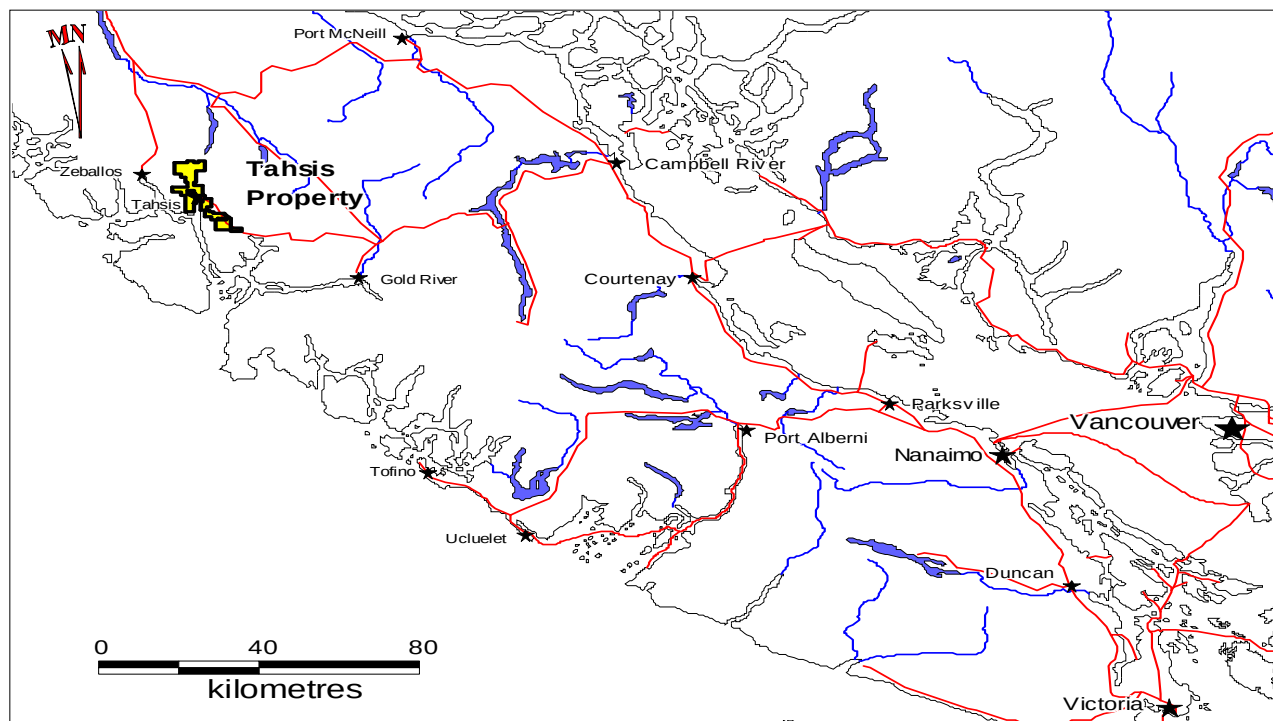
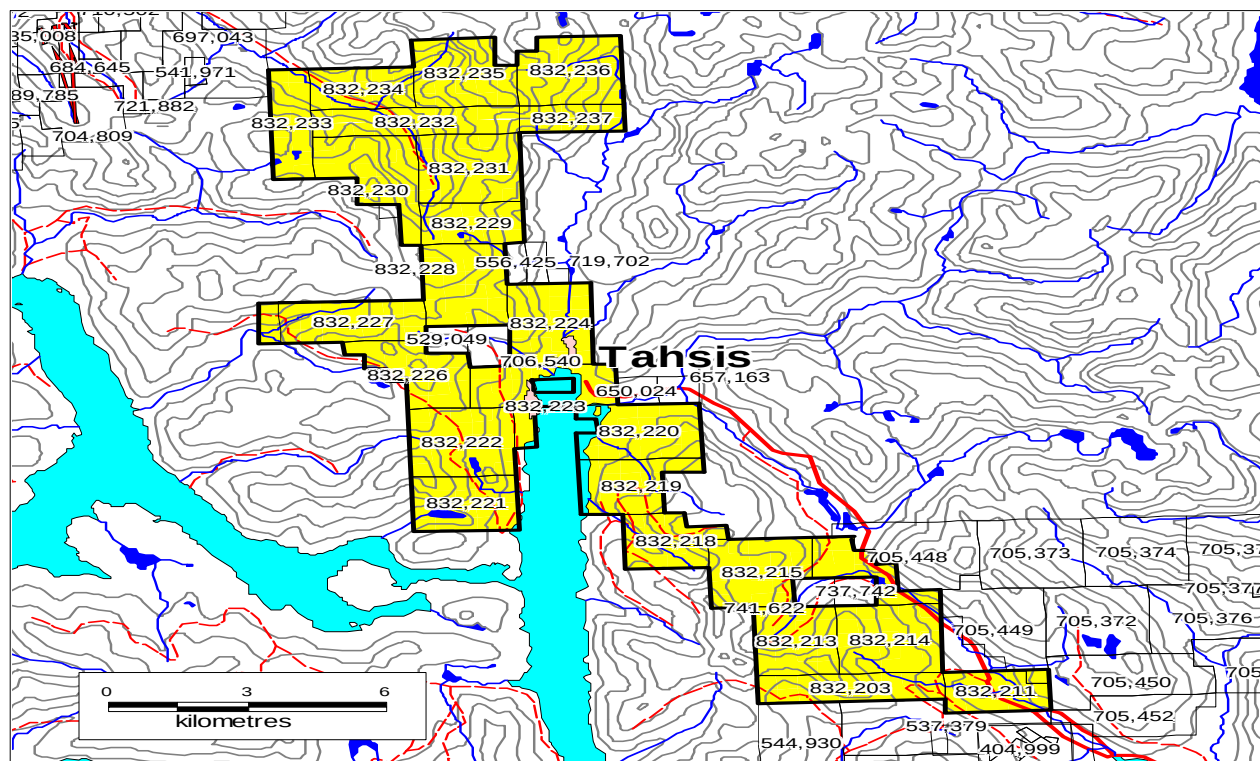


FIGURE 2: Claim Map



The mineral claims comprising the Tahsis Property are owned by and recorded in the name of Qualitas Holdings Corp., (the "Optionor"). On May 24, 2011, the Optionor and the Corporation entered into the Option Agreement whereby the Corporation can earn a 100% interest in and to the claims comprising the Tahsis Property, and to all mineral rights secured by those claims.

The Corporation's potential interest in the Tahsis Property is subject to a 3% NSR Royalty payable to the Optionor, however, the Corporation has the option to purchase two percent (2%) of such NSR at any time in consideration of the payment of the sum of \$2,000,000.

The Corporation can earn its 100% interest in the Tahsis Property by paying \$30,000 cash, of which \$15,000 has been paid, and incurring exploration expenditures thereon aggregating a minimum of \$400,000, and the issuance of common shares to the Optionor. See "General Development of the Business - Business of the Corporation" for further details of the share based payments to the Optionor.

The tenures of the mineral claims comprising the Tahsis Property are as follows:

TABLE 1: List of Claims

Tenure Number	Claim Name	Owner	Map Number	Issue Date	Good To Date	Area (ha)
832203	TAS 1	247642 (100%)	092E	2010/aug/27	2013/aug/27	375.172
832211	TAS 2	247642 (100%)	092E	2010/aug/27	2013/aug/27	291.802
832213	TAS 3	247642 (100%)	092E	2010/aug/27	2013/aug/27	416.735
832214	TAS 4	247642 (100%)	092E	2010/aug/27	2013/aug/27	520.885
832215	TAS 5	247642 (100%)	092E	2010/aug/27	2013/aug/27	479.041
832216	TAS 6	247642 (100%)	092E	2010/aug/27	2013/aug/27	270.747
832218	TAS 7	247642 (100%)	092E	2010/aug/27	2013/aug/27	333.181
832219	TAS 8	247642 (100%)	092E	2010/aug/27	2013/aug/27	374.692
832220	TAS 9	247642 (100%)	092E	2010/aug/27	2013/aug/27	478.615
832221	TAS 10	247642 (100%)	092E	2010/aug/27	2013/aug/27	416.379
832222	TAS 11	247642 (100%)	092E	2010/aug/27	2013/aug/27	520.269
832223	TAS 12	247642 (100%)	092E	2010/aug/27	2013/aug/27	457.688
832224	TAS 13	247642 (100%)	092E	2010/aug/27	2013/aug/27	499.083
832226	TAS 14	247642 (100%)	092E	2010/aug/27	2013/aug/27	395.225
832227	TAS 15	247642 (100%)	092E	2010/aug/27	2013/aug/27	436.683
832228	TAS 16	247642 (100%)	092E	2010/aug/27	2013/aug/27	498.960
832229	TAS 17	247642 (100%)	092E	2010/aug/27	2013/aug/27	311.728
832230	TAS 18	247642 (100%)	092E	2010/aug/27	2013/aug/27	519.383
832231	TAS 19	247642 (100%)	092E	2010/aug/27	2013/aug/27	519.368
832232	TAS 20	247642 (100%)	092E	2010/aug/27	2013/aug/27	415.381
832233	TAS 21	247642 (100%)	092E	2010/aug/27	2013/aug/27	332.307
832234	TAS 22	247642 (100%)	092L	2010/aug/27	2013/aug/27	311.480
832235	TAS 23	247642 (100%)	092L	2010/aug/27	2013/aug/27	477.562
832236	TAS 24	247642 (100%)	092L	2010/aug/27	2013/aug/27	498.317
832237	TAS 25	247642 (100%)	092E	2010/aug/27	2013/aug/27	207.688
25	Claims					10358.370

Accessibility, Climate, Local Resources, Infrastructure, and Physiography

The Tahsis Property lies proximal to the village of Tahsis, which lies 105 kilometres west of Campbell River, British Columbia. Road access is via Highway 28 west from Campbell River to the village of Gold River a distance of approximately 89 kilometres and then by the Head Bay Forest Service Road from Gold River to Tahsis a distance of approximately 62 kilometres. This road runs along the northeast boundary of the southern portion of the Tahsis Property claim block from kilometre 47 to kilometre 62. Access throughout the claim block is via logging roads in various stages of accessibility radiating from the village of Tahsis. The village of Tahsis is located on tidewater at the head of Tahsis Inlet. Access to the west side of the north end of the property is via an all-weather road from Port McNeil and various logging roads.

The topography relief on the Tahsis Property is rugged, ranging from sea level at Tahsis Inlet to 1400 metres in the northern portion of the claim block. The vegetation is thick and dense and consists of cedar, hemlock and spruce, with alder, willow and salal underbrush. The area is actively being logged, so there are numerous cut blocks in various stages of re-growth.

Logistics for working in this part of the province are excellent. Gravel road access will allow the easy movement of equipment and supplies to the property. Heavy equipment is available in Gold River or possibly Tahsis. It may also be possible to bring equipment in by water. Depending upon the type of exploration, the field season can run year round.

There is sufficient area for the erection of mining infrastructure including tailings storage facilities, waste dumps and mills. A power line exists from Gold River to Tahsis and sufficient water resources exist for mining purposes.

Historical Mineral Resource and Mineral Reserve Estimates and Production from the Tahsis Property-area

No historical estimates of mineral resources or reserves related to the Tahsis Property, or historical production from the Tahsis Property-area are known to the Author of the Technical Report.

History of the Tahsis Property

The Tahsis Property has a long exploration history. Table 2 shows the summary of the exploration history from the British Columbia Ministry of Energy, Mines and Petroleum Resources ARIS Assessment Report Index. The proximity of the Tahsis Property to the Zeballos Gold Camp, approximately 25 kilometres to the northwest, has resulted in several cycles of exploration on the ground comprising the present Tahsis Property.

In the Zeballos Gold Camp, 13 deposits produced a total of 287,811 ounces of gold and 124,700 ounces of silver from as early as 1930 until 1948 (Hoadley, 1953). One producer, Privateer, accounted for 154,381 ounces of gold and 60,878 ounces of silver. A total of 285,771 tons of ore was mined from Privateer's five main veins, of which 158,332 tons was milled. Twelve other producers accounted for the balance of production with total outputs ranging from 54,000 ounces of gold to 5 ounces of gold. The British Columbia Ministry of Energy Mines and Petroleum Resources MINFILE database lists 33 lode gold deposits and occurrences in the Zeballos Gold Camp, all of which are associated with quartz veining. Along with free gold, other associated minerals included pyrite, arsenopyrite, calcite and chalcopyrite with occasional galena and sphalerite. The geology of the Tahsis area is similar to the Zeballos camp, making it a favourable exploration target.

TABLE 2: Summary of Exploration History

ARIS	Year	Reference	Company	Property	Work Done / Recommendations
9130	1981	White and Chabot, 1981	Pan Ocean Oil Ltd.	Tah Group	Heavy mineral sampling and rock and stream geochemistry. Mapping, rock, soil silt geochemistry recommended.
10157	1981	Chabot, 1982	Pan Ocean Oil Ltd.	Tah Group	Mapping, rock sampling. Rock sampling, mapping and prospecting recommended.
10659	1981	Beach, 1981	Colin Beach	Water	Prospecting. Prospecting and rock sampling recommended.
12058	1983	Robinson, 1983	Aberford Resources Ltd.	Tah Group	Mapping, rock sampling. Prospecting and detailed mapping recommended.
12354	1983	Peto, 1983	Peter Peto	Independence, Tahsis	Soil, rock sampling. Prospecting and rock sampling recommended.
13681	1985	Ronning, 1985	Homestake Mineral Development Company	Tah Group	Rock sampling. No further work recommended.
16426	1987	Freeze, 1987	Stow Resources Ltd.	Perry Group	Silt, rock sampling, mapping. Soil geochemistry, ground geophysics recommended.
16673	1987	Stephenson, 1987	North American Ventures Ltd.	Independence	Soil, rock sampling. Soil sampling, ground geophysics, mapping recommended.
20664	1990	Nelles, 1990	Landon Resources Ltd.	Extra	Mapping, rock sampling, IP/Mag surveys, diamond drilling. Mapping, follow up geophysics and diamond drilling recommended.
22130	1991	Coombes, 1992	Landon Resources Ltd.	Extra	Mapping, rock sampling, IP/Mag surveys. No further work recommended.
28652	1996	Diakow, 1996a	Gerry Diakow	Extra	Rock sampling. Silt and soil sampling recommended.
28659	1996	Diakow, 1996b	Gerry Diakow	Geo	Rock sampling. Silt and soil sampling recommended.
30088	2007	Raven and Nelson, 2008	Grande Portage Resources Ltd.	Cherry	Silt, soil, rock sampling, airborne geophysics. Prospecting, airborne geophysics recommended.

There are several old mineral occurrences on old crown granted mineral claims in the area of the Tahsis claims, though none of them lie within the present Tahsis Property boundary. These include the old Vivian Group, Glengarry, Stormont and Texas Group and the Zeballos claim southern of the Tahsis Property southern boundary and the Star of the West and Independence claims located within the small block of claims northwest of Tahsis excluded from the current Tahsis Property and immediately to the east of the Tahsis Property, respectively. All are auriferous quartz veins except the Star of the West, a gold-copper skarn in Quatsino limestone and the Glengarry, Stormont and Texas Group, a magnetite skarn again in the Quatsino limestone. (Robinson, 1983).

The bulk of the exploration completed on the ground comprising the present Tahsis Property has been concentrated in two areas: the southern half of the present property and the area surrounding the old Independence workings in the northern part of the claim block.

The southern half of the property was held for most of the early 1980's by Aberford Resources Ltd. and its predecessor company, Pan Ocean Oil Ltd as the Tah Claim Group. Pan Ocean originally staked the Tah Group as a disseminated lode gold target. They completed an initial program of heavy mineral and rock sampling of stream bed load in the summer of 1980, following up with a heavy mineral sampling and reconnaissance rock and stream sediment geochemical sampling program in early 1981: collecting 164 rock samples, 92 stream sediment samples and 14 heavy mineral samples (White and Chabot, 1981). Pan Ocean was sufficiently encouraged to follow up with a program of 1:10,000 scale geological mapping and a property wide rock chip sampling program that resulted in the collection of 220 samples, (Chabot, 1982). This program identified two target areas: the gold veins associated with the old Vivian workings and gold mineralization associated with felsic dykes, now to the south of the present Tahsis Property boundary.

Aberford Resources initiated a 1983 field program of detailed rock sampling to define the extent of gold-silver mineralization discovered during the 1981 field season. A further 211 rock chip and channel samples, 29 heavy mineral panned concentrates, and 7 stream sediment samples were taken. Additional geological mapping updated the existing property geology map (Robinson, 1983). Aberford was sufficiently encouraged to recommend further exploration and optioned the property to Homestake Mineral Development Company in 1984.

Homestake completed a program of property mapping, prospecting and rock chip sampling, collecting 92 samples, largely from areas only briefly examined by Aberford. Homestake concluded that the property consisted of a series of Mesozoic volcanic and calcareous sedimentary rocks, intruded by Tertiary (?) stocks of variable composition containing gold mineralization of locally spectacular grade in narrow and widely dispersed quartz veins. Homestake found that geochemical enrichments of gold occur in felsite dykes, shear zones and skams. They were unable to demonstrate continuity of potential economic mineralization in significant volumes of rock. (Ronning, 1985).

Stow Resources Ltd. acquired the northern half of the Aberford Tah claim group in 1986 and conducted a program of geological mapping and silt and rock sampling. They collected 57 stream sediment samples and 27 rock chip samples, finding several anomalous gold values in the stream sediment samples from Weymer Creek. Freeze (1987) noted Pan Ocean Oil also obtained anomalous gold values in their heavy mineral sampling of Weymer Creek, but they never did any follow up exploration. A program of systematic soil sampling, prospecting and mapping in the area was recommended, but there is no record of any work being done. This is one of the key target areas on the present Tahsis Property.

The 1986 Stow Resources Ltd. program appears to be the last exploration program conducted on the southern half of the present Tahsis Property until the 2008 program of Grande Portage Resources Ltd. The Grande Portage program will be discussed in the exploration section of this Technical Report.

The area around the old Independence workings, immediately east of the north central portion of the present Tahsis Property, has also been explored at regular intervals since the early 1980's. The first program was completed by property owner Peter Peto in 1983. A total of 15 rock samples, 4 silt samples and 9 soil samples were collected by various company geologists during the summer of 1983, divided between the Star of the West and the Independence claims (Peto, 1983).

North American Ventures Ltd. explored the Independence claim in 1987. They flagged a grid, collected 290 soil samples at 100 metre intervals along north-south lines paced 50 metres apart and then ran magnetometer and VLF-EM surveys over the grid lines. A subsequent review of the data showed the grid lines stopped well short of the projected location of the Independence veins. (Stephenson, 1987).

Landon Resources Ltd. completed a two year exploration program on the Star of the West workings and surrounding area in the early 1990's. This includes the small block of ground entirely surrounded by the present Tahsis Property in the west central portion of the claim block. The initial 1990 program (Nelles, 1990) consisted of 12.6 line kilometres of magnetometer surveying, 6.2 line kilometres of Induced Polarization surveying, 32 rock samples, 8 heavy mineral samples, 7 petrographic analyses, geological mapping and two NQ diamond drill holes totalling 243 metres. The follow up 1991 program (Coombes, 1992) consisted of reconnaissance geological mapping at a scale of 1:5,000 (approximately 550 hectares); detailed geological mapping at a scale of 1:1,000 (approximately 60 hectares); grid construction (9,010 metres with 10m station intervals); soil (253 samples, of which, 213 were analyzed) and rock (22 samples) geochemical sampling; ground magnetometer geophysical surveys (14,910 metres at 10 metre intervals); and very low frequency electromagnetics (VLF-EM) geophysical surveys (11,280 metres at 10 metre intervals).

These programs found three showings: the Poole Creek skarn area, where pyrite usually occurs as disseminations and fracture fillings associated with quartz, calcite, epidote and chlorite veining, and pyrrhotite and chalcopyrite predominantly occur as disseminations and fracture fillings; the Open Cut Zone, where semi-massive mineralization, including fracture-related chalcopyrite, is hosted by open tensional fractures between two north-northwesterly striking and steeply dipping strike-slip faults along the diorite-limestone contact; and the Adit Zone, where semi-massive pyrite and chalcopyrite mineralization at the intrusive contact of a northerly striking andesite dyke. (Coombes, 1992). Diakow (1996a) staked the Extra claim to cover the Star of the West showings in 1996. He also staked a second block, the Geo claim, on the western side of Tahsis Inlet, now covered by the southwest portion of the present Tahsis Property (Diakow, 1996b). Rock sampling programs, consisting of 7 rock samples from the Extra claim and a further 7 samples from the Geo claim, were conducted on each property.

Colin Beach explored his Water claim on 1981, taking one rock sample and flagging a grid. Nothing of significance was noted, Beach (1981). Minfile reports that a sample collected from this property assayed 0.061% Cu, 0.8 grams per tonne silver and 0.035 grams per tonne gold. Beach nor anyone else has been able to duplicate this sample or result. The ground comprising the long expired Water claim underlies some of the northwest section of the current Tahsis Property.

The last exploration program completed on the ground was in 2007 by Grande Portage Resources Ltd (“Grande Portage”).

Grande Portage completed a program of airborne geophysics, property wide silt sampling along accessible roads and trails with supplemental soil samples collected where drainages were sparse and rock sampling of mineralized float or outcrop.

The airborne geophysical survey, a time domain electromagnetic system with a high sensitivity caesium vapour magnetometer, ran into weather problems and was eventually curtailed after a month of poor weather and considerable standby time. Only 162.7 of the 1443 line kilometres were actually flown. The lack of complete data made interpretation impossible and no maps will be presented.

The silt sampling program was confined to accessible areas of the property as shown in Figure 3. A total of 14 moss-mat and 236 conventional silt samples were collected. Four target areas were identified for gold.

Target A is a high priority target covering an area 3 kilometre in diameter, associated with the eastern contact area of the Mt. Washington Intrusive Suite quartz diorite. This is the intrusive that is associated with the gold veins of the Zeballos Gold Camp. A total of 31 samples were taken with 21 returning values at or above the 75th percentile (Table 3).

TABLE 3: Target A Stream Sediment Gold Values

Target	Sample	83Z10E	83Z10N	ppb Au		Target	Sample	83Z10E	83Z10N	ppb Au
Target A	CCGBS 009	665069	5540998	17		Target A	CCGMS 001	664021	5542379	12
Target A	CCGBS 010	664944	5541212	13		Target A	CCGMS 002	663881	5542426	15
Target A	CCGBS 011	664854	5541298	3		Target A	CCGMS 003	663878	5542336	9
Target A	CCGBS 012	664626	5541494	15		Target A	CCGMS 004	663979	5542282	62
Target A	CCGBS 013	664453	5541523	6		Target A	CCGMS 005	664204	5542180	8
Target A	CCGBS 014	664323	5541591	12		Target A	CCGMS 006	664411	5542089	4
Target A	CCGBS 015	664336	5541580	9		Target A	CCGMS 007	664434	5542095	6
Target A	CCGBS 016	663882	5541843	13		Target A	CCGMS 008	664166	5541976	7
Target A	CCGBS 017	663850	5541843	14		Target A	CCGMS 009	664088	5541990	6
Target A	CCGBS 018	663752	5541926	4		Target A	CCGMS 010	664032	5542001	3
Target A	CCGBS 019	663740	5541927	8		Target A	CCGMS 011	663985	5542038	8
Target A	CCGBS 020	663023	5542461	23		Target A	CCGMS 012	663963	5542056	66
Target A	CCTFS 001	663438	5541157	1		Target A	CCGMS 013	663861	5542087	10
Target A	CCTFS 002	663584	5541285	1		Target A	CCGMS 014	663821	5542091	8
Target A	CCTFS 003	664233	5542394	23		Target A	CCGMS 015	663667	5542104	2
Target A	CCTFS 004	664124	5542361	13						

Target B is a high priority target covering and area 2 kilometres in diameter, associated with the Quatsino limestone. A total of 13 samples were taken with 5 returning gold values above the 75th percentile (Table 4). This area also recorded anomalous gold stream sediment values during previous exploration programs (White and Chabot, 1981).

TABLE 4: Target B Stream Sediment Gold Values

Target	Sample	83Z10E	83Z10N	ppb Au		Target	Sample	83Z10E	83Z10N	ppb Au
Target B	CCGBS 065	670167	5529934	5		Target B	CCGBS 072	670507	5530521	3
Target B	CCGBS 066	670220	5530239	5		Target B	CCGBS 073	670634	5530629	20
Target B	CCGBS 067	670250	5530257	<1		Target B	CCGBS 074	670002	5530309	7
Target B	CCGBS 068	670289	5530264	11		Target B	CCGBS 075	669972	5530361	3
Target B	CCGBS 069	670334	5530290	5		Target B	CCGBS 076	670285	5530913	7
Target B	CCGBS 070	670357	5530326	7		Target B	CCGBS 077	670596	5531511	6
Target B	CCGBS 071	670442	5530404	<1						

STREAM SEDIMENT GOLD GEOCHEMISTRY

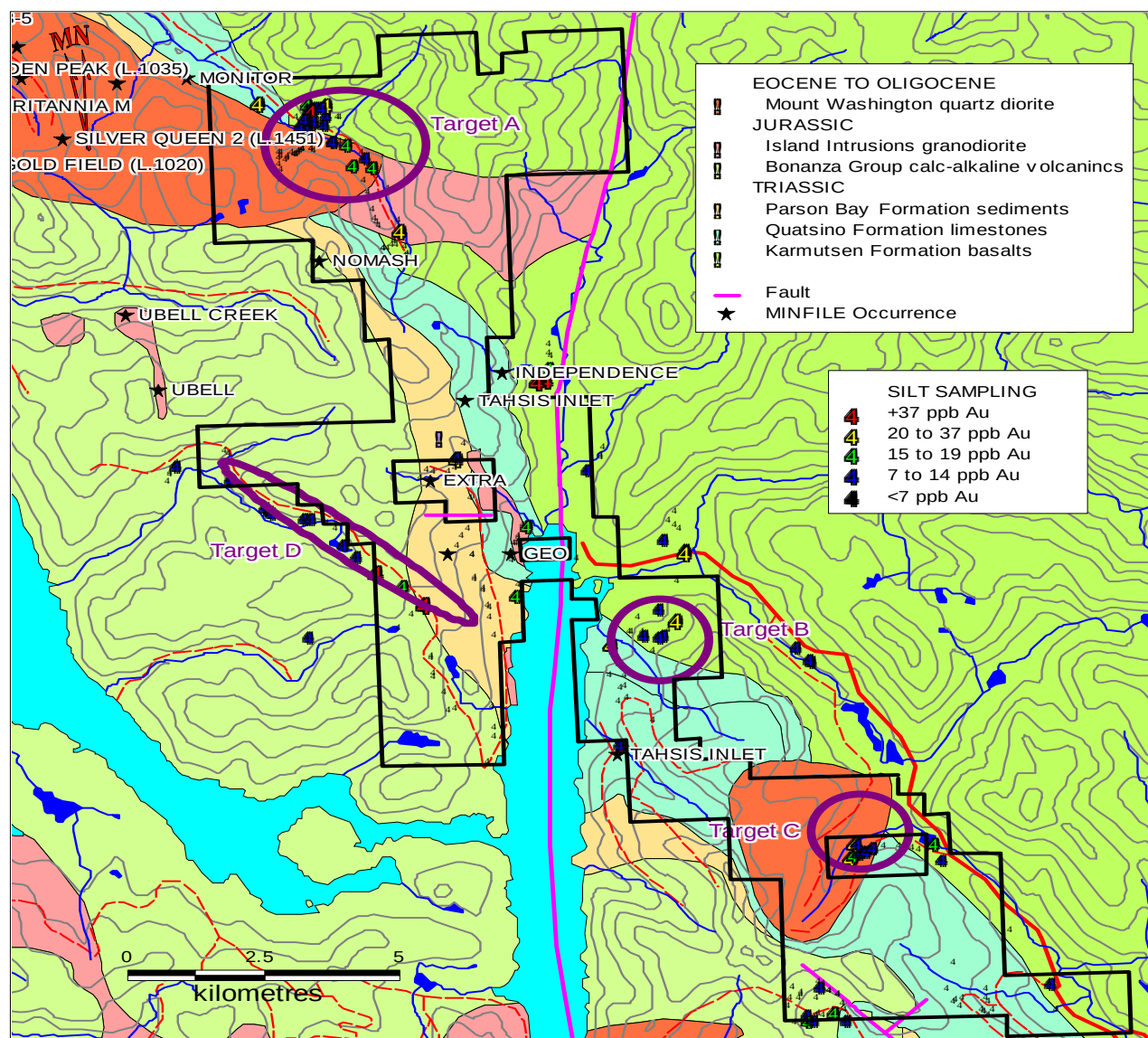


FIGURE 3: HISTORIC STREAM SEDIMENT GOLD GEOCHEMISTRY

Target C is a high priority target covering an area approximately 1.6 kilometres in diameter, associated with a small quartz diorite plug of the Mt. Washington Intrusive Suite intruding Quatsino limestone. A total of 10 samples were taken with 9 returning gold values in excess of the 75th percentile (Table 5).

TABLE 5: Target C Stream Sediment Gold Values

Target	Sample	83Z10E	83Z10N	ppb Au	Target	Sample	83Z10E	83Z10N	ppb Au
Target C	CCBVS 056a	673830	5525223	3	Target C	CCBVS 060	674051	5525406	13
Target C	CCBVS 056b	673830	5525223	35	Target C	CCBVS 061a	674183	5525480	7
Target C	CCBVS 057	673886	5525256	17	Target C	CCBVS 061b	674183	5525480	7
Target C	CCBVS 058	673969	5525357	9	Target C	CCBVS 062	673931	5525556	20
Target C	CCBVS 059	673994	5525378	11	Target C	CCBVS 063	673910	5525542	14

Target D is a high priority target approximately 5 kilometres long by 750 metres wide associated apparently associated with the contact between the Parson Bay limey sediments and the Karmutsen volcanics. A total of 13 samples were taken with 10 returning gold values in excess of the 75th percentile (Table 6). While the target appears to lie on the western boundary of the property, this is a topographic high and the samples appear to be draining ground to the east.

TABLE 6: Target D Stream Sediment Gold Values

Target	Sample	83Z10E	83Z10N	ppb Au		Target	Sample	83Z10E	83Z10N	ppb Au
Target D	CCBVS 043	663105	5533208	7		Target D	CCBVS 050	664382	5532699	5
Target D	CCBVS 044	663195	5533147	10		Target D	CCBVS 051	664546	5532409	9
Target D	CCBVS 045	663221	5533124	14		Target D	CCBVS 052	664754	5532100	9
Target D	CCBVS 046	663828	5533004	14		Target D	CCBVS 053	665174	5531771	45
Target D	CCBVS 047	663926	5532994	8		Target D	CCBVS 054	665658	5531438	19
Target D	CCBVS 048	663940	5532993	6		Target D	CCBVS 055	666039	5531028	38
Target D	CCBVS 049	664218	5532841	5						

The soil sampling program was confined to accessible areas of the property as shown in Figure 7. A total of 78 soil samples were taken in areas where stream drainages were minimal. The sampling assisted in confirming Gold Targets A and D and possibly suggested Gold Target B is larger in scope than suggested by the silt sampling.

Target A is a high priority target covering an area 3 kilometers in diameter, associated with the eastern contact area of the Mt. Washington Intrusive Suite quartz diorite. This is the intrusive that is associated with the gold veins of the Zeballos Gold Camp. A total of 12 samples were taken with 5 returning values at or above the 75th percentile (Table 7).

TABLE 7: Target A Soil Gold Values

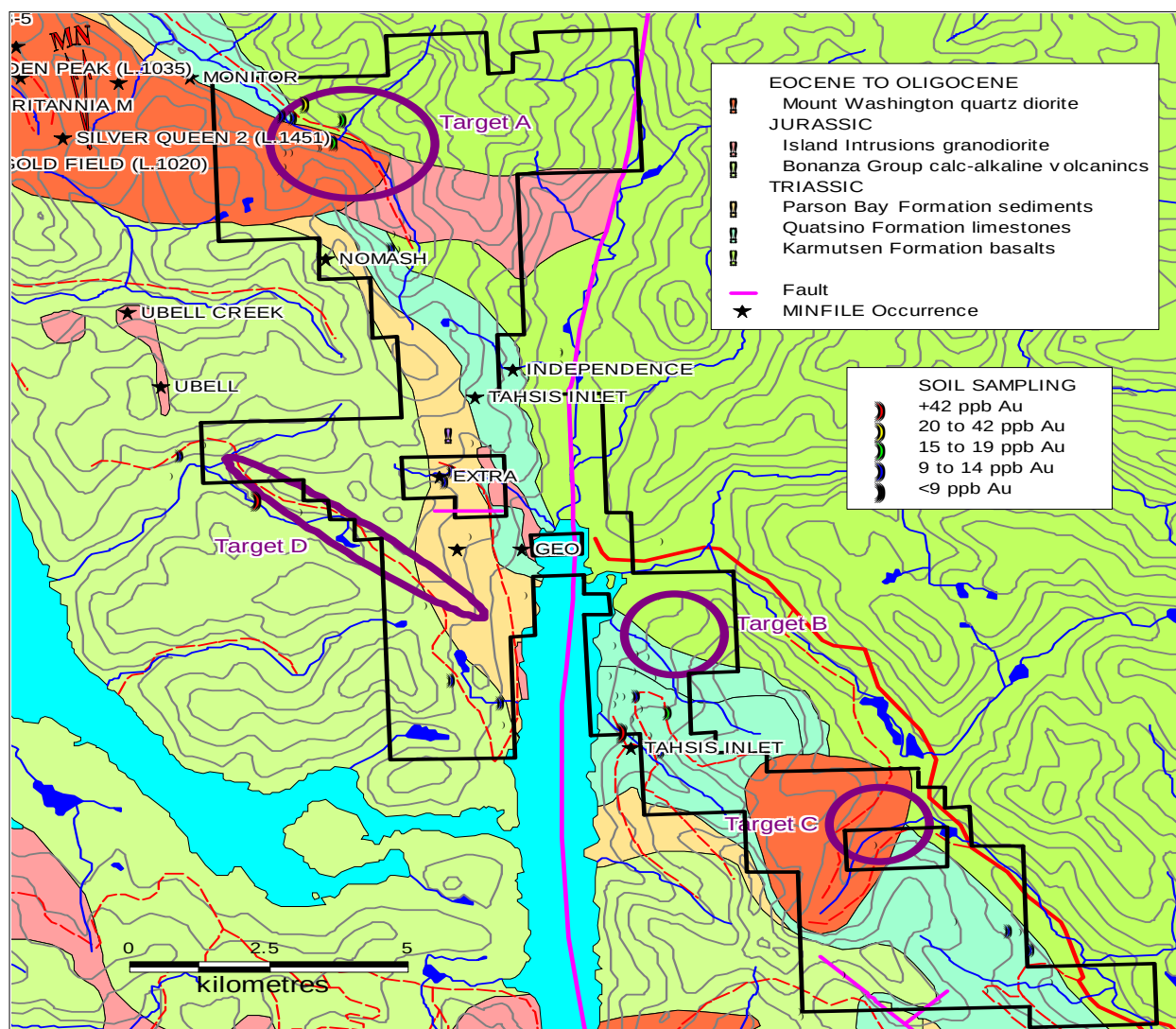
Target	Sample	83Z10E	83Z10N	ppb Au		Target	Sample	83Z10E	83Z10N	ppb Au
Target A	CCBVSS 001	663991	5541366	2		Target A	CCGMSS 002	663792	5542425	8
Target A	CCBVSS 002	663992	5541382	2		Target A	CCGMSS 003	664425	5542095	17
Target A	CCBVSS 003	664278	5541383	1		Target A	CCGMSS 004	663551	5542115	9
Target A	CCGBSS 002	664259	5541557	17		Target A	CCGMSS 005	663349	5542156	9
Target A	CCGBSS 003	663507	5541991	3		Target A	CCGMSS 006	665321	5539406	8
Target A	CCGMSS 001	663767	5542469	32		Target A	CCTFSS 001	663502	5541252	1

Target D is a high priority target approximately 5 kilometres long by 750 metres wide associated apparently associated with the contact between the Parson Bay limey sediments and the Karmutsen volcanics. A total of 8 samples were taken with 2 returning gold values in excess of the 75th percentile (Table 8). While the target appears to lie on the western boundary of the property, this is a topographic high and the samples appear to be draining ground to the east.

TABLE 8: Target D Soil Gold Values

Target	Sample	83Z10E	83Z10N	ppb Au		Target	Sample	83Z10E	83Z10N	ppb Au
Target D	CCBVSS 010	661351	5533840	6		Target D	CCBVSS 014	662918	5533328	121
Target D	CCBVSS 011	661508	5534329	9		Target D	CCBVSS 015	663665	5533005	4
Target D	CCBVSS 012	661937	5534533	7		Target D	CCBVSS 016	665120	5531848	4
Target D	CCBVSS 013	662379	5534062	5		Target D	CCBVSS 017	665886	5530852	3

FIGURE 4: HISTORIC ROAD SOIL GOLD GEOCHEMISTRY

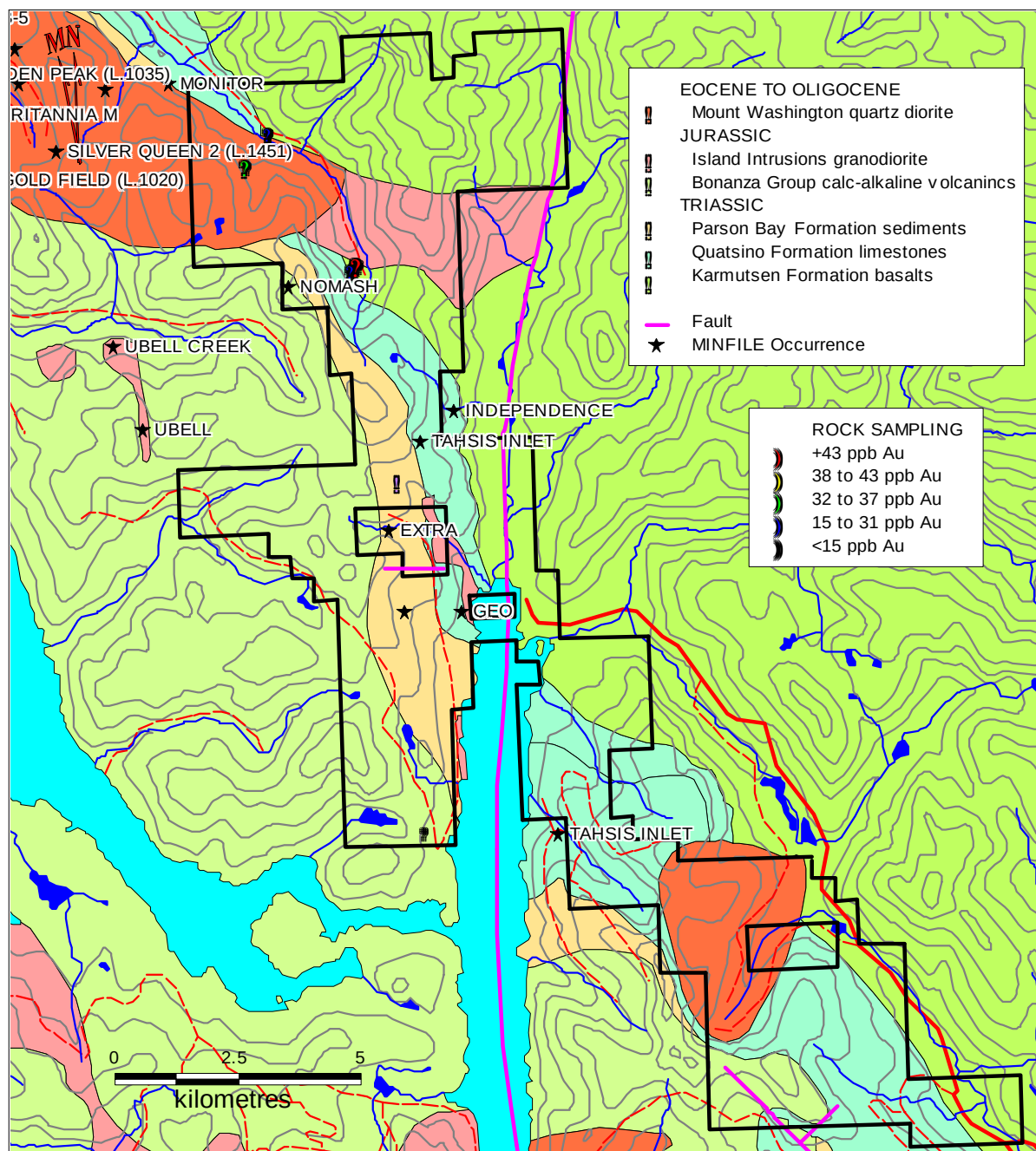


While a total of 26 rock samples were reported as taken by Raven and Nelson (2008) assay results were only provided for 15 samples, as shown in Table 7 and Figure 8. Descriptions of the rock individual rock samples were not provided in the 2008 report, so it is unknown if the samples were float, grabs or chips.

TABLE 9: Table of Rock Gold Values

Sample	83Z10E	83Z10N	ppb Au	ppm Cu	Sample	83Z10E	83Z10N	ppb Au	ppm Cu
CC-ES-R 001	665515	5539284	47	71	CCGBR 001	665484	5539223	<1	77
CC-ES-R 002	665418	5539238	8	23	CCGBR 002	665413	5539226	11	78
CC-ES-R 003	665339	5539119	5	149	CCGBR 003a	665378	5539155	15	55
CC-ES-R 004	663254	5541278	34	192	CCGBR 003b	665378	5539155	10	94
CC-ES-R 005	663705	5541957	9	201	CCGBR 004	665378	5539155	<1	102
CC-ES-R 006	663705	5541957	28	1325	CCGBR 005	665355	5539139	12	288
CC-ES-R 007	663705	5541957	<1	225	CCGBR 006	666828	5527611	9	157
CC-ES-R 008	663705	5541957	15	1035					

FIGURE 5: HISTORIC ROCK GOLD GEOCHEMISTRY



Geological Setting

Regional Geology

The geology of northeast Vancouver Island has been described by Muller et al (1974). The area is located within the Insular Belt of the Canadian Cordillera. The map area is chiefly underlain by the middle to upper Triassic Vancouver Group, overlain by the lower Jurassic Bonanza Group. The Vancouver Group is intruded by large and small bodies of middle Jurassic Island Intrusions. The region may be divided into several large structural blocks, separated mainly by important near-vertical faults and themselves fractured into many small fault segments (Figure 6).

The Vancouver Group is comprised of the lower Karmutsen Formation, middle Quatsino Formation and upper Parson Bay Formation. The Karmutsen Formation, the thickest and most widespread of the Vancouver Group formations, consists of basaltic pillow lavas, pillow breccias and lava flows with minor interbedded limestones, primarily in the upper part of the formation. Karmutsen rocks outcrop throughout northeastern Vancouver Island.

The Quatsino Formation overlies the basalts. The lower part of the Quatsino Formation consists of thick bedded to massive, brown-grey to light grey, grey to white weathering, fine to microcrystalline, commonly stylolitic limestone. The upper part is thin to thick bedded, darker brown and grey limestone, with fairly common layers of shell debris. The formation is in gradational contact with the overlying Parson Bay Formation by an increase in layers of calcareous pelites. Quatsino limestone outcrops as three narrow belts in the northern part of Vancouver Island.

The Parson Bay Formation consists of a series of interbedded silty limestones and calcareous shales and sandstones, and occasional beds of pure limestone. Parson Bay rocks outcrop sporadically overlying the Quatsino limestone.

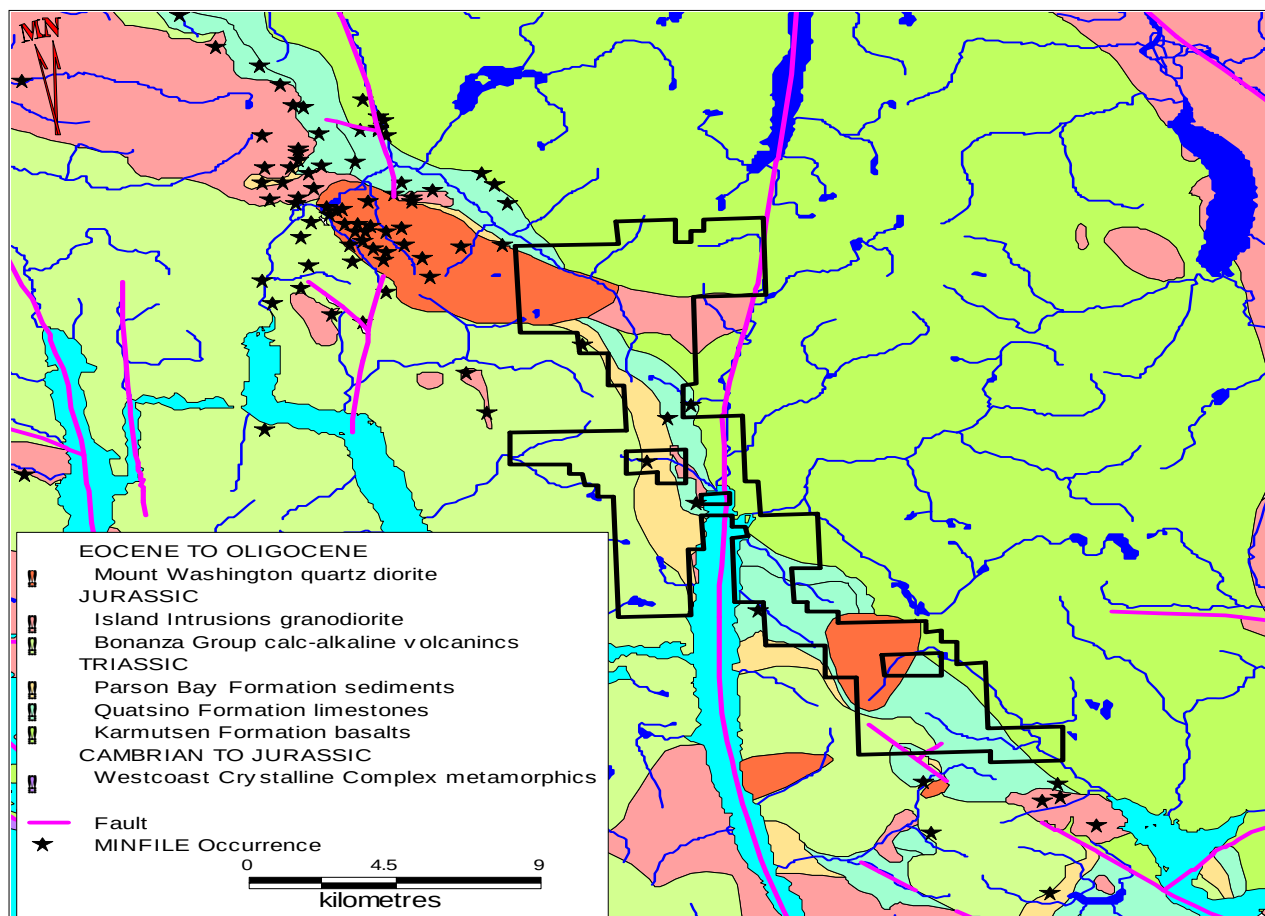
The Bonanza Group overlies the Vancouver Group. Bonanza Group rocks are primarily a Jurassic assemblage of interbedded lava, breccia and tuff with compositions ranging from basalt through andesite and dacite to rhyolite, deposited in a volcanic island arc environment. The Bonanza Group outcrops throughout the map area.

Granitoid batholiths and stocks of the Island Intrusions underlie the central core of Vancouver Island from one end to the other. These intrusions range in composition from quartz diorite and tonalite to granodiorite and granite. Island Intrusions outcrop throughout the map area.

There are local Eocene quartz diorite intrusions of the Mount Washington Intrusive Suite that are more prominent on the western side of Vancouver Island.

The network of faults displayed at the north end of Vancouver Island appear to be the super position of two or more fracture patterns, each with characteristic directions but of different age and origin.

FIGURE 6: REGIONAL GEOLOGY

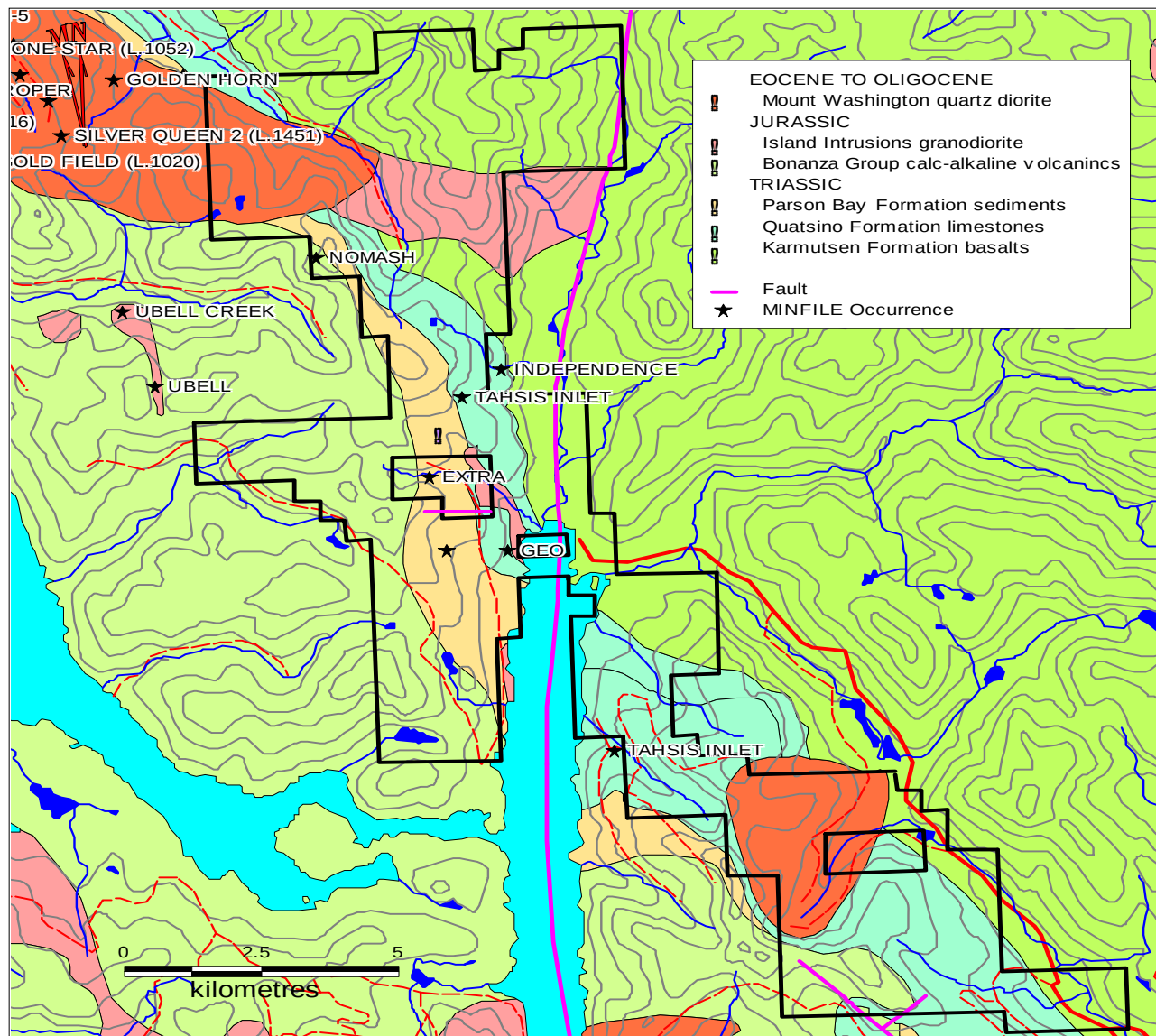


Property Geology including Current Mapping

The Tahsis Property has not been mapped in detail nor has it been mapped by the Author. According to Raven and Nelson (2008), the ground comprising the present Tahsis Property is underlain by northwest trending volcanic and sedimentary rocks that are intruded by an elongate mafic intrusive stock. The oldest rocks on the property are volcanic flows of the Karmutsen Formation. The Karmutsen volcanics are unconformably overlain the limestone of the Quatsino Formation. This unit is in turn conformably overlain by the Parson Bay Formation that consists of fine-grained siltstone, shale and minor volcanics. All three units are part of the Upper Triassic Vancouver Group. The Vancouver Group rocks are unconformably overlain by the Lower Jurassic Bonanza Group, a very thick assemblage of volcanic and sedimentary rocks (Figure 7).

The Vancouver Group rocks are intruded by a diorite-gabbro stock that appears to have formed along the hinge of a northwest trending antiformal fold. The age of the intrusive is unknown but lithologies and crosscutting relationships indicate that it is probably related to the Island Intrusions of (Lower?) Jurassic age. There are also numerous andesite porphyry dykes that cross-cut both Vancouver Group and the intrusive rocks. These may be feeder dykes for the overlying Bonanza volcanics and therefore also be Lower Jurassic in age.

FIGURE 7: PROPERTY GEOLGY MAP



Mineralization and Deposit Type Sought on the Tahsis Property

Deposit Types

There are two main deposit types targeted for the Tahsis Property. They include: auriferous quartz veins typical of the Zeballos Gold Camp and gold skarns associated with the Quatsino limestones. There is also the potential for disseminated gold in limey clastic sediments which would be related to auriferous quartz veins.

The following description of auriferous quartz veins is summarized from the Mineral Deposits Profile for Au-Quartz Veins by Ash and Alldrick (1996). Gold-bearing quartz veins and veinlets with minor sulphides crosscut a wide variety of host rocks and are generally localized along major regional faults and related splays. The wall rock is typically altered to silica, pyrite and muscovite within a broader carbonate alteration halo. Veins form within fault and joint systems produced by regional compression or transpression (terrane collision), including major listric reverse faults, second and third-order splays. Veins usually have sharp contacts with wallrocks and exhibit a variety of textures, including massive, ribboned or banded and stockworks with anastomosing gashes and dilations. Textures may be modified or destroyed by subsequent deformation. Tabular fissure veins are present in more competent host lithologies, while veinlets and stringers forming stockworks are present in less competent lithologies. They typically occur as a system of en echelon veins on all scales. Lower grade bulk-tonnage styles of mineralization may develop in areas marginal to veins with gold associated with disseminated sulphides. These deposits may also be related to broad areas of fracturing with gold and sulphides associated with quartz veinlet networks.

The ore mineralogy is native gold, pyrite, arsenopyrite, galena, sphalerite, chalcocopyrite, pyrrhotite, tellurides, scheelite, bismuth, cosalite, tetrahedrite, stibnite, molybdenite, gersdorffite (NiAsS), bismuthimite (Bi₂S₂), tetradyte (Bi₂Te₂S). The gangue mineralogy is quartz, carbonates (ferroan-dolomite, ankerite ferroan-magnesite, calcite, siderite), albite, mariposite (fuchsite), sericite, muscovite, chlorite, tourmaline, graphite. Alteration assemblages consist of silicification, pyritization and potassium metasomatism and generally occur adjacent to veins (usually within a metre) within broader zones of carbonate alteration, with or without ferroan dolomite veinlets, extending up to tens of metres from the veins. Individual deposits average 30,000 tonnes with grades of 16 g/t Au and 2.5 g/t Ag and may be as large as 40 million tonnes.

Geochemical signatures include elevated values of Au, Ag, As, Sb, K, Li, Bi, W, Te and B ± (Cd, Cu, Pb, Zn and Hg) in rock and soil and Au in stream sediments. Geophysically, faults are indicated by linear magnetic anomalies. Areas of alteration indicated by negative magnetic anomalies due to destruction of magnetite as a result of carbonate alteration. Placer gold or elevated gold in stream sediment samples is an excellent regional and property-scale guide to gold-quartz veins.

The following description of gold skarns is summarized from the Mineral Deposits Profile for Au Skarns by Ray (1998). Gold-dominant skarn mineralization is genetically associated with a skarn gangue consisting of Ca - Fe - Mg silicates, such as clinopyroxene, garnet and epidote. Gold is often intimately associated with Bi or Au-tellurides, and commonly occurs as minute blebs (<40 microns) that lie within or on sulphide grains. The vast majority of Au skarns are hosted by calcareous rocks. Most Au skarns form in orogenic belts at convergent plate margins. They tend to be associated with syn to late island arc intrusions emplaced into calcareous sequences in arc or back-arc environments. These deposits are generally related to plutonism associated with the development of oceanic island arcs or back arcs. Gold skarns are hosted by sedimentary carbonates, calcareous clastics, volcanoclastics or (rarely) volcanic flows. They are commonly related to high to intermediate level stocks, sills and dikes of gabbro, diorite, quartz diorite or granodiorite composition. Gold skarns vary from irregular lenses and veins to tabular or stratiform orebodies with lengths ranging up to many hundreds of metres. Rarely, can occur as vertical pipe-like bodies along permeable structures.

The ore mineralogy consists of gold, commonly present as micron-sized inclusions in sulphides, or at sulphide grain boundaries. To the naked eye, ore is generally indistinguishable from waste rock. Due to the poor correlation between Au and Cu in some Au skarns, the economic potential of a prospect can be overlooked if Cu-sulphide-rich outcrops are preferentially sampled and other sulphide-bearing or sulphide-lean assemblages are ignored. The mineralization in pyroxene-rich and garnet-rich skarns tends to have low Cu:Au (<2000:1), Zn:Au (<100:1) and Ag:Cu (<1:1) ratios. The gold is commonly associated with Bi minerals (particularly Bi tellurides). The presence of other minerals varies due to original host lithology and can include: ± pyrrhotite ± chalcocopyrite ± pyrite ± magnetite ± galena ± tetrahedrite ± arsenopyrite ± tellurides (e.g. hedyite, tetradyte, altaite and hessite) ± bismuthinite ± cobaltite ± native bismuth ± sphalerite ± maldonite. They generally have a high sulphide content and high pyrrhotite:pyrite ratios. These deposits range in size from 0.4 to 13 million tonnes and grade from 2 to 15 g/t Au .

The gangue mineralogy varies due to original host lithology. Magnesian exoskarn gangue includes: olivine, clinopyroxene (Hd2-50), garnet (Ad7-30), chondrodite and monticellite. Retrograde minerals include serpentine, epidote, vesuvianite, tremolite-actinolite, phlogopite, talc, K-feldspar and chlorite. Calcic exoskarn gangue can be broken down into three subtypes: pyroxene rich, which has high pyroxene:garnet ratios and diopsidic to hedenbergitic clinopyroxene (Hd 20-100), K-feldspar, Fe-rich biotite, low Mn grandite garnet (Ad 10-100), wollastonite and vesuvianite; garnet rich, which has low pyroxene:garnet ratios and includes low Mn grandite garnet (Ad 10-100), K-feldspar, wollastonite, diopsidic clinopyroxene (Hd 0-60), epidote, vesuvianite, sphene and apatite; and epidote rich, which includes abundant epidote and lesser chlorite, tremolite-actinolite, quartz, K-feldspar, garnet, vesuvianite, biotite, clinopyroxene and late carbonate.

Geochemical signatures include Au, As, Bi, Te, Co, Cu, Zn or Ni soil, stream sediment and rock anomalies, as well as some geochemical zoning patterns throughout the skarn envelope (notably in Cu/Au, Ag/Au and Zn/Au ratios). Geophysically, airborne magnetic or gravity surveys are used to locate plutons with follow-up induced polarization and ground magnetic used to locate skarns. Placer gold can also be an indicator of gold skarns. As well, any carbonates, calcareous tuffs or calcareous volcanic flows intruded by arc-related plutons have a potential for hosting Au skarns.

The proximity to the Zeballos Gold Camp and the general trend of the regional geology across the Tahsis Property forms the basis for the exploration program conducted by the Corporation. The program was designed to explore and investigate geochemical signatures.

Mineralization

The Tahsis Property is being explored for auriferous quartz vein and gold skarn mineralization. There presently are two known areas of bedrock mineralization on the property. These are the NOMASH (Minfile number: 092E 024) and the GEO property (Minfile number: 092E 010). On the Nomash property mineralization consisting of scattered chalcopyrite in a skarn is reported to occur over an area measuring 3.0 by 5.0 metres a short distance away from an intrusive contact. A sample collected from this area assayed 0.061% Cu, 0.8 g/t Ag and 0.035 g/t Au (Minfile: 092E 024). Subsequent work has not been able to verify the presence of this mineralization. The following description for the GEO occurrence is summarized from the B.C. government MINFILE database. Mineralization consisting of lenses of chalcopyrite, magnetite, pyrite, pyrrhotite and minor arsenopyrite is present in garnet-epidote altered limestone of the Quatsino Formation. One sample assayed 8.2 grams per tonne gold, 34.3 grams per tonne silver, 9.0% copper and 14.0 % zinc. The locations of these samples are uncertain.

Previous stream sediment geochemistry and limited road gold soil geochemistry has identified four key areas for follow-up exploration (Figure 5).

Target A is a high priority target associated with the eastern contact area of the Mt. Washington Intrusive Suite quartz diorite. This is the intrusive that is associated with the gold veins of the Zeballos Gold Camp. Anomalous stream sediment values ranging from 8 to 62 parts per billion (ppb Au) were recorded during the 2007 program from streams draining both sides of the Tahsis River valley.

Target B is a high priority target associated with the Quatsino limestone. Anomalous stream sediment values ranging from 7 to 20 ppb Au were recorded during the 2007 program from streams draining the area. This area also recorded anomalous gold stream sediment values during previous exploration programs (White and Chabot, 1981).

Target C is a high priority target associated with a small quartz diorite plug of the Mt. Washington Intrusive Suite intruding Quatsino limestone. Anomalous stream sediment values ranging from 7 to 35 ppb Au were recorded during the 2007 program from streams draining the area.

Target D is a high priority target apparently associated with the contact between the Parson Bay limey sediments and the Karmutsen volcanics. Anomalous stream sediment values ranging from 7 to 45 ppb Au were recorded during the 2007 program from the stream draining the area. While the target appears to lie on the western boundary of the property, this is a topographic high and the samples appear to be draining ground to the east.

Exploration and Drilling

Summary of the Exploration Conducted by the Corporation

Gold Ridge contracted Mammoth Geological Ltd. ("Mammoth") to conduct its first phase exploration program. The program was designed to test the target areas A,B,C,D as follow up to anomalous values identified by previous operators as well as to test suitable geological structures. The program consisted of collecting silt, soil and rock samples covering the four target areas identified by previous operators. Mammoth crews were mobilized to Tahsis on June 21, 2011 and collected a total of 34 silt samples, 619 soil samples and 42 rocks samples, the sample locations are displayed on Figures 8, 9 and 10 respectively, while rock and soil descriptions appear in Appendix 1 of the Technical Report. Summary statistics are displayed for the soil values as this was the largest population the results appear in Table 8.

TABLE 10: Summary Statistics Soil Geochemistry

	Au	Cu	Co
Count	691	691	691
Max	59	715.4	228.1
Min	0	0	0
Average	6	90	21
Median	4	63	17
Mode	2	34	16.1
90th percentile	13	187.8	38.5
95th percentile	20	242.9	48.1
98th percentile	28	366.4	74.8

Silt Sampling

Silt samples were collected over the four target areas with strong coincidental gold and copper numbers being returned from Target A (Figures 8a and 8b). Silt sample collected from Target B returned elevated values for copper, At the most southern end of the property two samples returned elevated gold values.

FIGURE 8: 2011 SILT SAMPLE LOCATION MAP

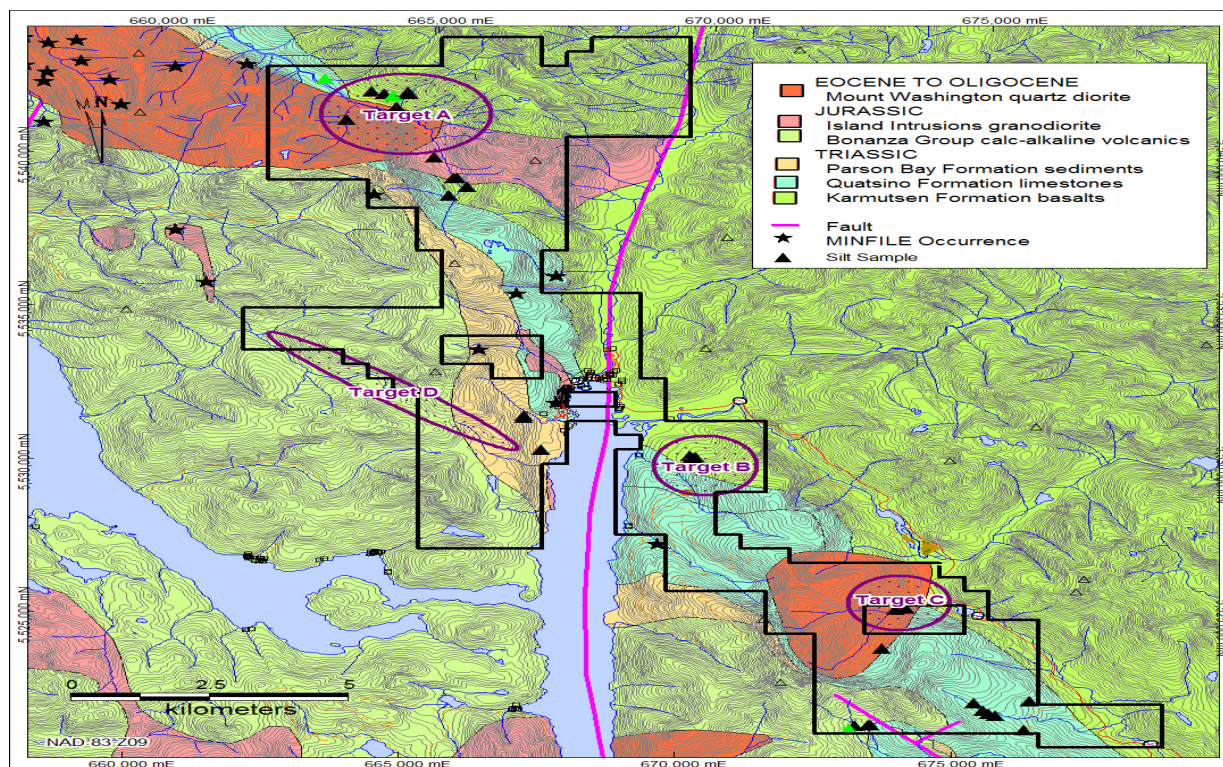


Figure 8A: 2011 Silt Sample Gold Geochemisrty

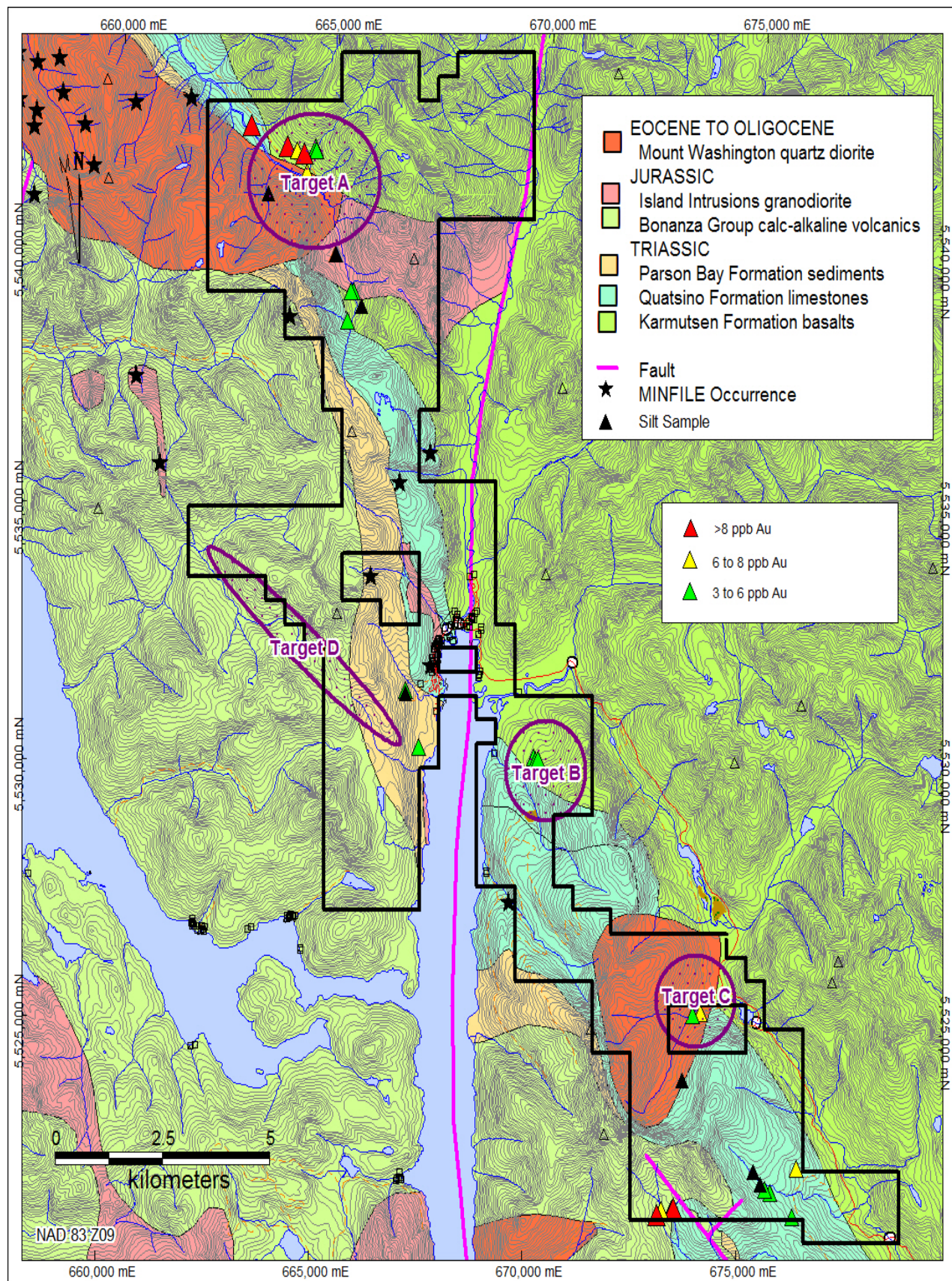
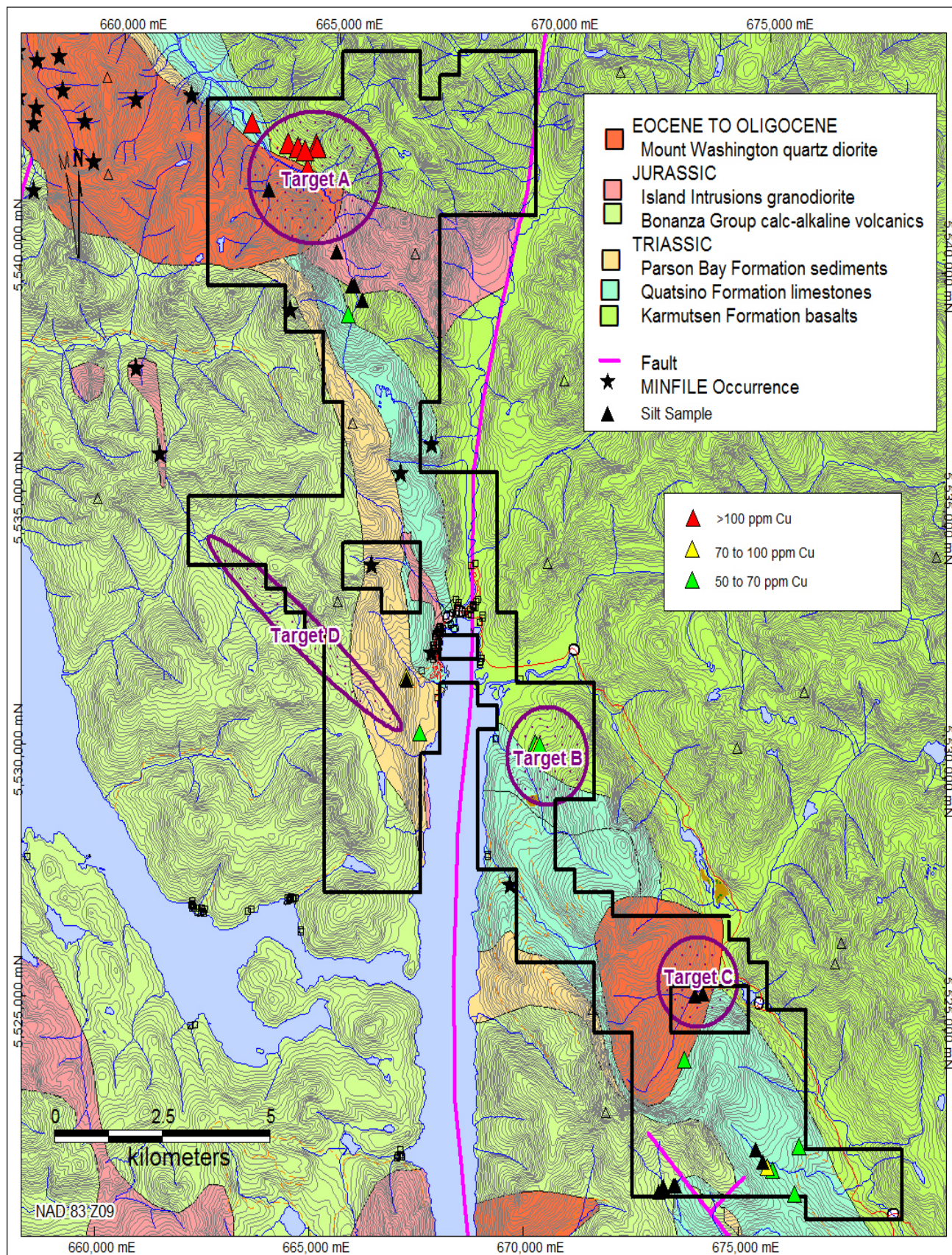


FIGURE 8B: 2011 SILT SAMPLE COPPER GEOCHEMISTRY



Target A

Soil sample data for gold and copper is displayed on Figures 11 and 12 respectively. Two zones of coincidental gold and copper anomalous values were identified. The largest zone is located in the center of the figures where samples returned elevated values of from 23 to 40 ppb Au and coincidental copper values ranging from 236.6 to 523.6 ppm. The zone is located on a southwest facing slope and appears to trend uphill. The zone is mapped as being underlain by the Mount Washington Diorite but is proximal to the Karmutsen volcanics and Quatsino limestone. The second zone is located north of the first zone and trends east-west and is underlain by the Karmutsen volcanics, the zone returned soil values ranging from 14 to 56 ppb gold and 267.2 to 469.5 ppm copper.

FIGURE 9: 2011 SOIL SAMPLE LOCATION MAP

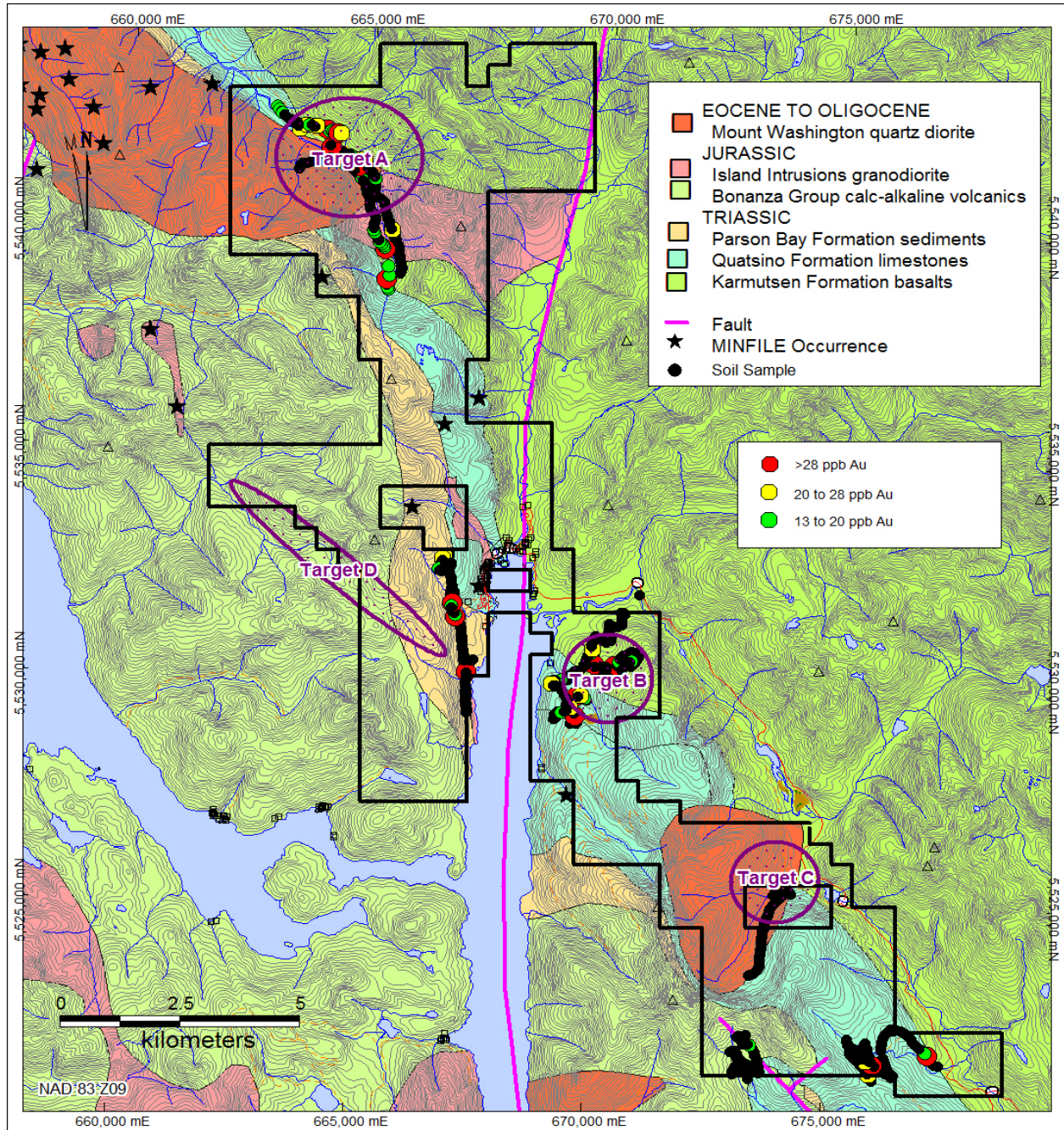


FIGURE 10: 2011 ROCK SAMPLE LOCATION MAP

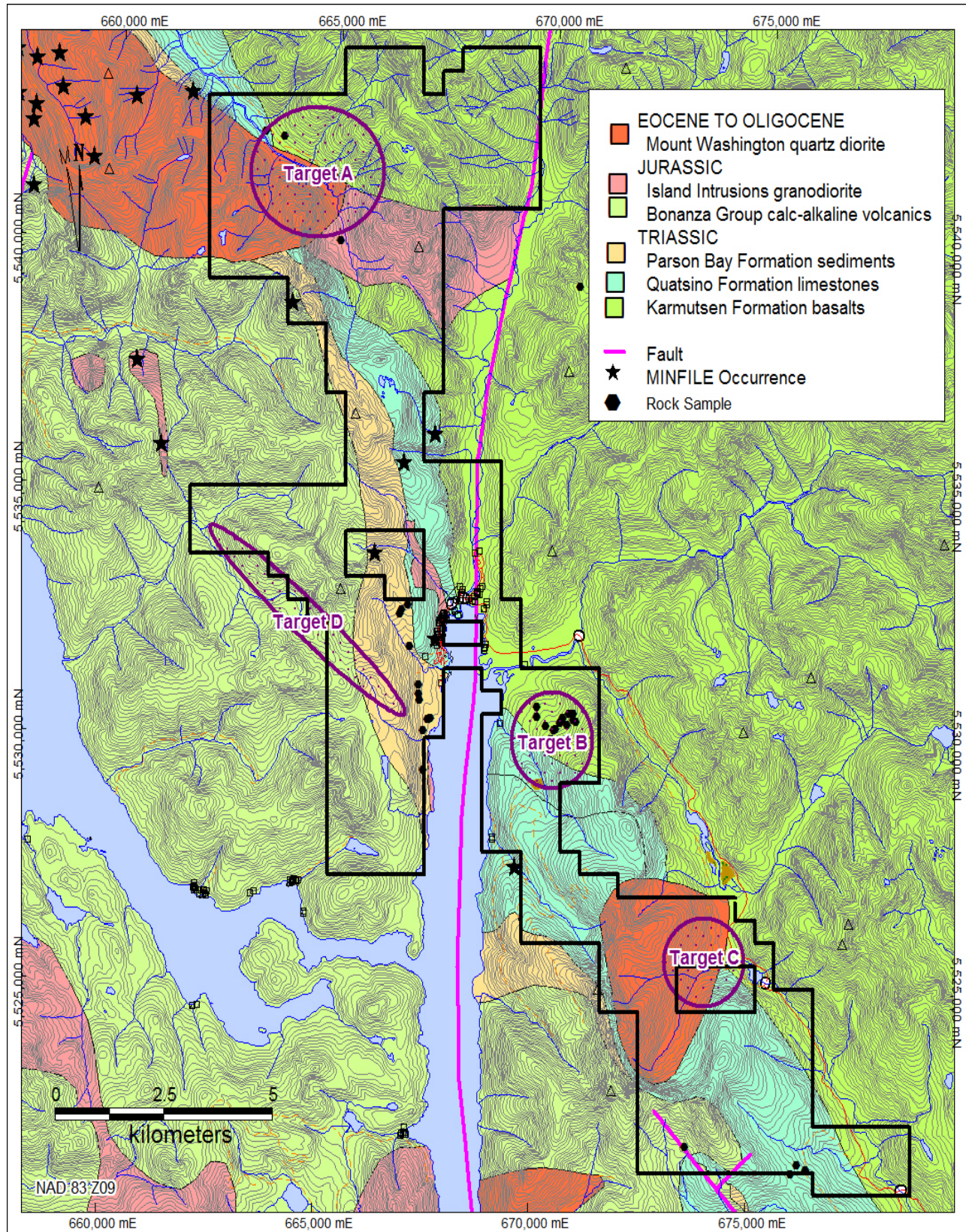


FIGURE 11: 2011 TARGET A SOIL GOLD GEOCHEMISTRY

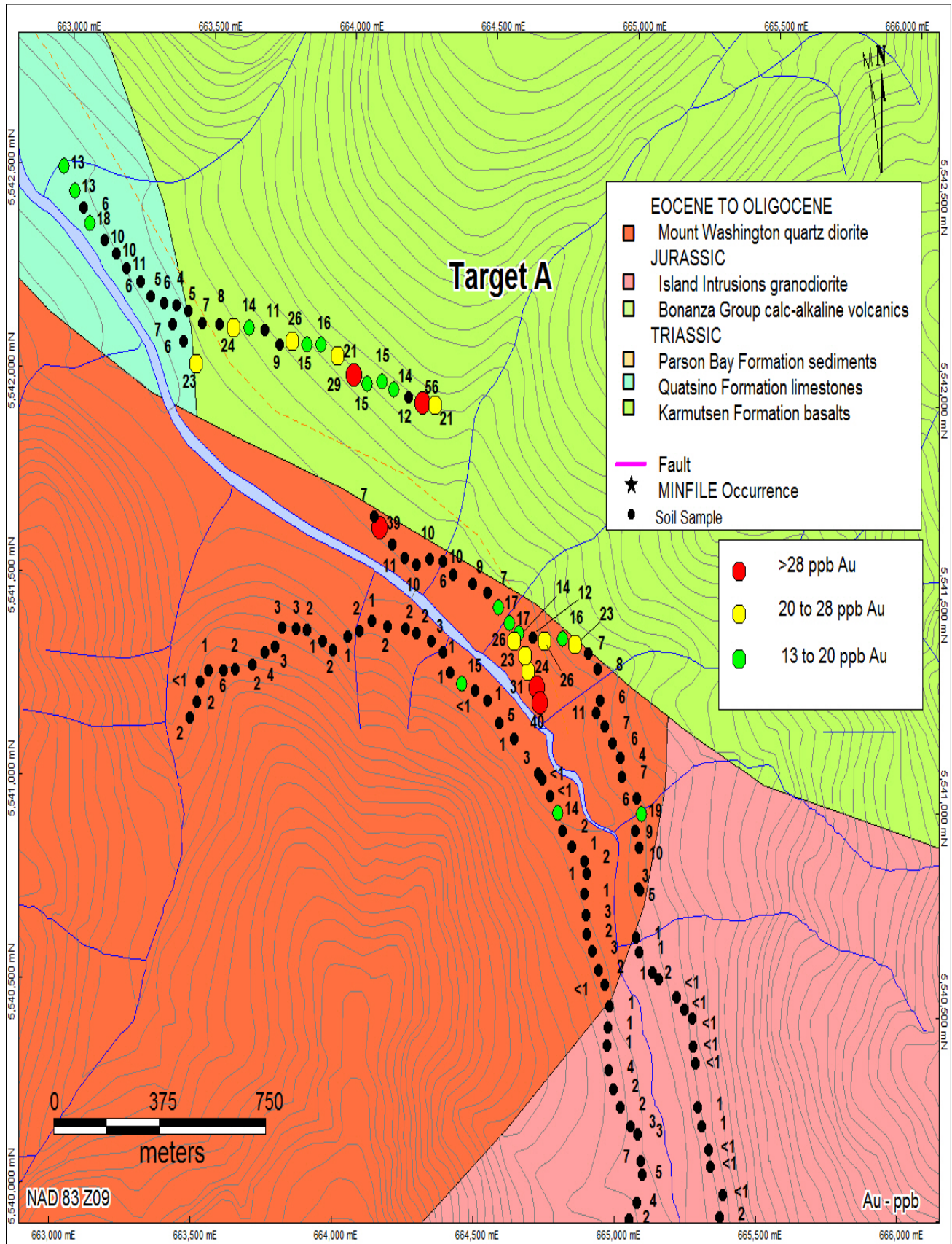
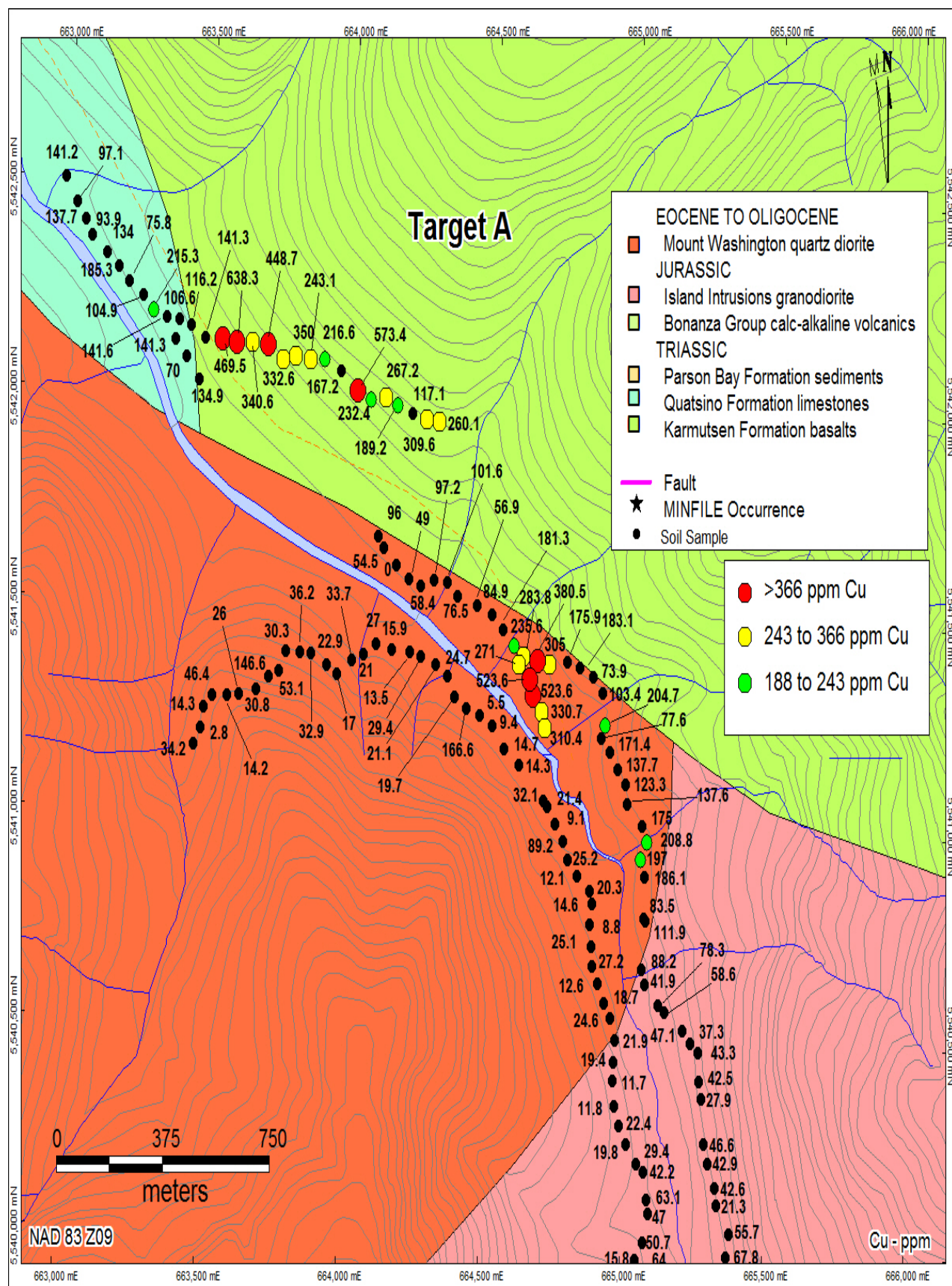


FIGURE 12: 2011 TARGET A SOIL COPPER GEOCHEMISTRY



Target B

Soil Sample data for gold and copper is displayed on Figures 13 and 14 respectively. Copper returned greater anomalous values in this zone than did gold. Higher copper values trend north-easterly and cross the contact of the Quatsino limestone and Kurmutsen volcanics, Values of 715.4 ppm copper occur within the limestone while values of 412.2, 633.9 and 626.2 were returned from soil underlain by the volcanics. Gold results in soils were generally spotty when compared to the copper results, two clusters exist one on the upper portion of the limestone package and a second on the higher line on the volcanics. Gold values in the limestone cluster ranged from 14 to 29 ppb gold while in the volcanic package the best values returned were 38 and 59 ppb gold.

Rocks samples from Target B returned the highest gold values from the program with sample TA11-GWR04 which was a grab sample of brecciated quartz carbonate vein approximately 15 cm wide with weakly disseminated pyrite returned 738 ppb Au and 146.5ppm Cu, while sample TA11-GWR07 a chip sample limonitic quartz carbonate stockwork brecciated veins in andesite returned 393 ppb Au and 127.0 ppm Cu. The highest copper value obtained from rock samples in target B was a grab sample of rusty andesite with a quartz stockwork of veinlet with fine disseminated pyrite which returned 262.4 ppm Cu, below this sample a grab sample of sheared limonitic andesite with a trace of pyrite returned 227.9 ppm Cu. Three additional rock samples returned 163.2, 153.0 and 146.0 ppm Cu respectively.

FIGURE 13: 2011 TARGET B SOIL GOLD GEOCHEMISTRY

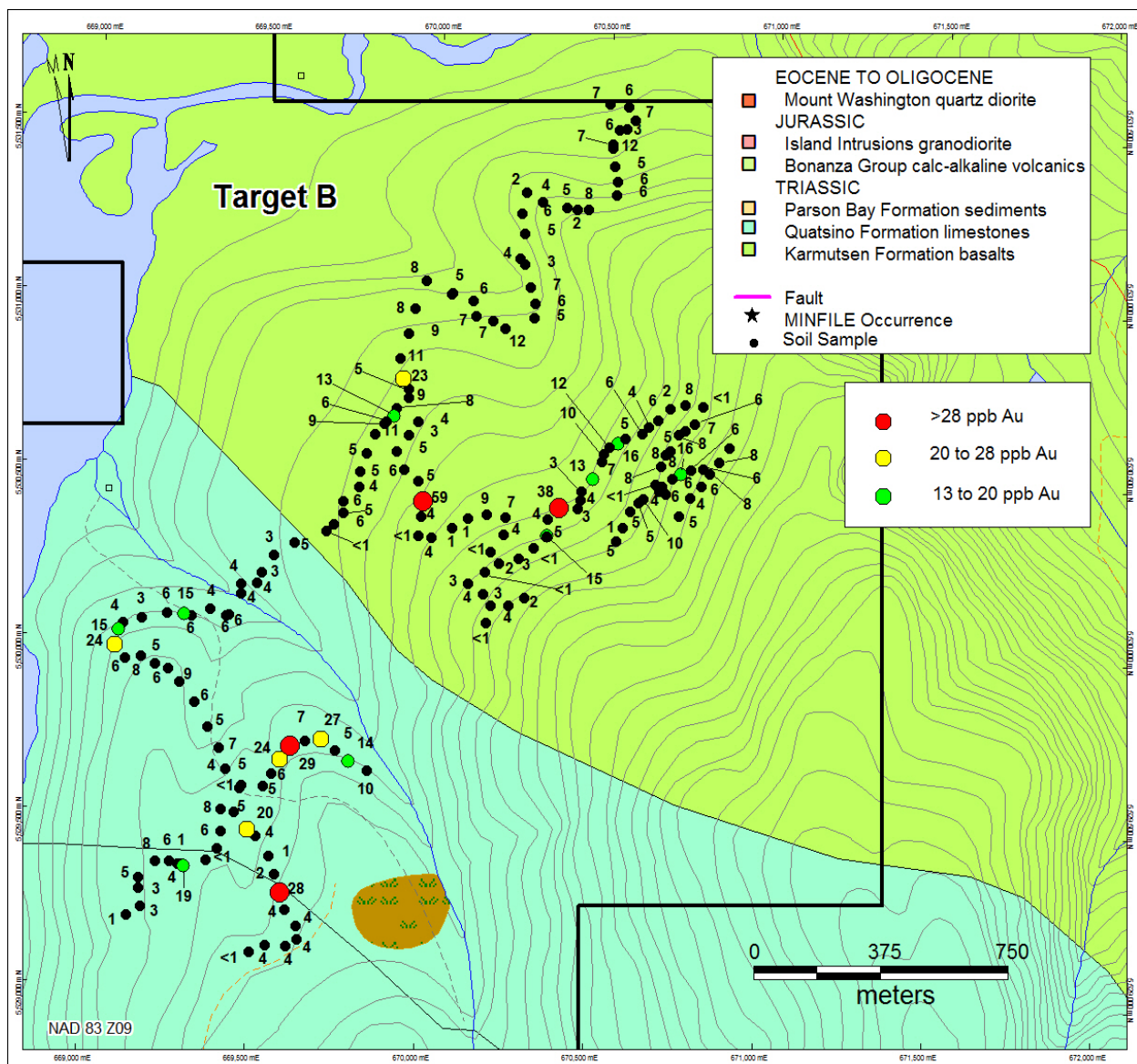


FIGURE 14: 2011 TARGET B SOIL COPPER GEOCHEMISTRY

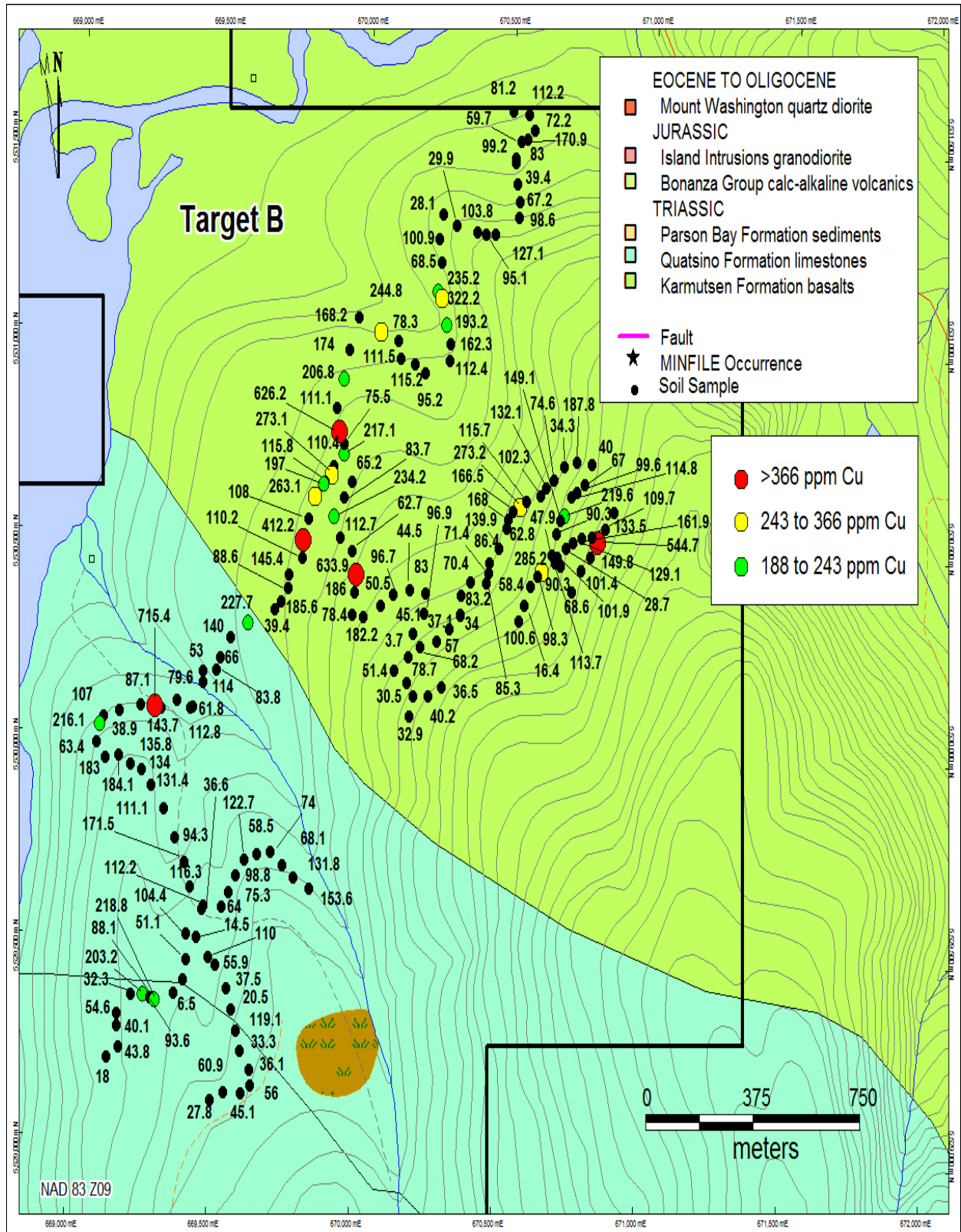
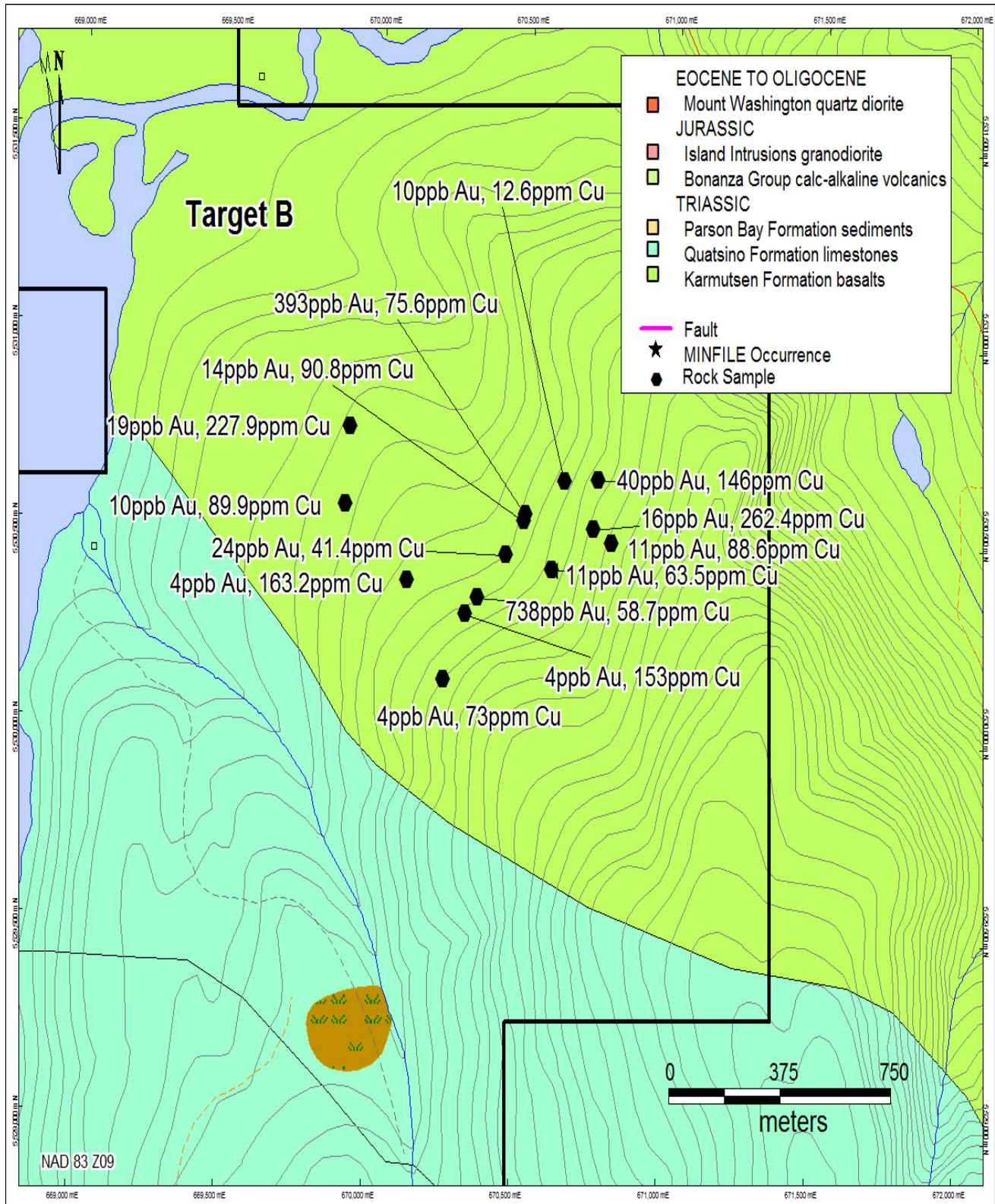


FIGURE 15: 2011 TARGET B ROCK GOLD GEOCHEMISTRY



Drilling

No drilling was conducted during the current (2011) exploration program.

Sampling

Sampling Method and Approach

The Author has not independently verified past sample preparation and analytical methods prior to the work conducted by the Corporation.

Soil samples were obtained by digging through ground cover and obtaining soil of “B” Horizon, a zone located some 5 to 25 centimeters below the surface. The zone on this part of Vancouver Island is characterized by a rusty brown to orange profile devoid of organics and hosting small rock fragments. The soil that was sampled would be described and written in a field book noting the depth the sample was taken, its color and its composition and any other notable characteristics. The location of the sample would be taken with a GPS and noted in the field book corresponding to the sample number. The location would then be marked with fluorescent flagging tape with the sample number written on the tape. The soil sampling program was designed to cover the target areas along a contour level, this was best accomplished by sampling along existing road cuts where possible.

Rock Samples were taken from outcrop wherever possible the sample method was to attempt to obtain chip samples across outcrop where possible, if outcrops were not fully exposed then samples of exposed subcrop were sampled. Finally if no outcrop was seen then samples were taken as float. Documentation of the sample would follow the same protocol as the soil samples.

Silt sampling was conducted where soils were not available due to crossing creeks or stream bed all samples collected were taken above road cuts to prevent possible contamination from road bed material should the area of sampling be proximal to the intersection of two creeks then each creek would be sampled at an elevation above the confluence to ensure no contamination from one creek to the other. Documentation of the sample would follow the same protocol as the soil and rock samples.

Sample Preparation, Analysis and Security

In a similar manner, the Author has not independently verified past sample preparation and analytical methods prior to the Corporation's work.

With regards to the Corporation's work, all soil samples were placed in kraft styled paper bags with a corresponding sample number written on the outside of the bag. The sample bags were collected at the end of each day and hung to dry on bailing wire. The samples were then placed in white poly woven rice bags and transported either by company personnel or by bus to the Stewart Groups Eco-Tech labs in Kamloops B.C. for analysis. Rock samples were placed in a 3 mil plastic rocks sample bags and were handled in the same manner as the soils.

Upon receipt of the samples at the lab, the samples (bare minimum sample size 250g) are catalogued and logged into the sample-tracking database. During the logging in process, samples are checked for spillage and general sample integrity. It is verified that samples match the sample shipment requisition provided by the clients. The samples are transferred into a drying oven and dried.

Soils are prepared by sieving through an 80-mesh screen to obtain a minus 80-mesh fraction. Samples unable to produce adequate minus 80-mesh material are screened at a coarser fraction. These samples are flagged with the relevant mesh.

Rock samples are crushed on a Terminator jaw crusher to minus 10 mesh ensuring that 70% passes through a Tyler 10 mesh screen.

Every 35 samples a re-split is taken using a riffle splitter to be tested to ensure the homogeneity of the crushed material.

A 250g sub-sample of the crushed material is pulverized on a ring mill pulverizer ensuring that 95% passes through a 150-mesh screen. The sub sample is rolled, homogenized and bagged in a pre-numbered bag.

A barren gravel blank is prepared after each job in the sample prep to be analyzed for trace contamination along with the actual samples.

Samples are digested in an aqua regia solution for 45 minutes. They are bulked with de-ionized water, and an aliquot of this is taken for analysis a Thermo Scientific X series II ICP-MS unit. All synthetic standards are purchased and verified by 3 independent analysts and are used for instrument calibration before each and every ICP-MS run.

A 2-3 point standardization curve is used to check the linearity (high and low). Certified reference material is used to check the performance of the machine and to ensure that proper digestion occurred in the wet lab. QC samples are run along with the client samples to ensure no machine drift or instrumentation issues occurred during the analysis of the sample(s). Repeat samples (every 10 or less) and re-splits (every 35 or less) are also run to ensure proper weighing and digestion occurred. Detection limits for aqua regia digest gold values is 1-1000ppb.

Results are collated by computer and are printed along with accompanying quality control data (re-splits and standards).

Standards

Standards were inserted by Mammoth personal in rotation every 50 samples for all soil and rock samples. Two standards were used and rock type samples that were being analyzed. The standards used were CDN-CM-5 and CDN-CGS-15 which were purchased from CDN Resources Laboratories Ltd. in Delta B.C. All standards analyzed returned values within the acceptable ranges as specified by CDN Resources Laboratories Ltd.

Blanks

No blanks were inserted into the sampling streams by Mammoth. The Corporation relied on the internal protocols employed by Stewart Group Eco Tech Labs.

Duplicate

Mammoth relied on duplicate sampling protocol conducted by the lab as part of its quality assurance.

Security

Samples collected by the Corporation were accessible only to authorized personnel until the samples were received at the Laboratories. The Author has not reviewed the procedures employed by the lab concerning their security of samples, and cannot comment on their procedures or methods.

In the Author's professional opinion, the methods employed by the Corporation with regards to sample preparation, security and its scrutiny of the analytical procedures performed are in general terms, acceptable for the level of exploration undertaken. In future programs, the Corporation should look to increase the frequency, at which standards are introduced, begin inserting blanks and take duplicate samples while in the field.

Data Verification

The Author reviewed all data presented in the Technical Report and had personal communications with Mammoth and with Stewart Group Eco Tech Labs personnel on the analytical procedures and methods used. During the Property visit conducted by the Author, samples sites were viewed where possible. The Author did not collect independent samples during his personal inspection, as the geochemical data in the Author's opinion was consistent and within the ranges that had been obtained by previous operators. As the program was a preliminary early stage exploration program repeating soil analysis in light of the quality assurance program, the Author's opinion would have been excessive. It is the Author's professional opinion that the data presented in the Technical Report is adequate for the purposes of the Technical Report given the stage of exploration the Property is at.

Adjacent Properties

This Technical Report is not relying on information from adjacent properties.

Mineral Processing and Metallurgical Testing

No detailed mineral processing or metallurgical testing has been conducted on material from the Property.

Mineral Resource and Reserve Estimates

At present no mineral resource or reserves exist for the Property.

Conclusions and Recommendations

The exploration conducted by the Corporation has been successful in identifying two zones hosting anomalous values of gold and copper.

Target A located at the north end of the property has returned elevated copper and gold values from soils and silts. Geologically the area is suitable to host skarn mineralization as the Quatsino limestone is in contact with granodiorite of the Island Intrusives, the area was later intruded by the Mount Washington quartz diorite. The amount of intrusive activity would create sufficient hydrothermal activity and a prominent north south fault with associated subsidiary faults would create ample open space for hydrothermal fluids to form zones of potential economic mineralization.

Similarly Target B returned elevated values of gold (798 and 396 ppb Au) and copper (262.4 and 227.4 ppm Cu) from rock samples, while soil samples returned values of 715.4, 412.2, 633.9 626.2 and 544.7 ppm Cu and 28, 29, 38 and 59 ppb Au, the zone straddles the contact of the Karmutsen volcanics and the Quatsino limestone, the zone lies to the east of the major north south trending fault and to the west and the Mount Washington intrusion. Again a situation where intrusive activity would have generated hydrothermal circulation and a structural regime creating open spaces in the more brittle limestone and volcanics offers the potential for the formation of economic mineralization.

Results from the soil data also showed elevated values in cobalt and chromium suggesting that the surface geology has been penetrated by deep seated circulating fluid carrying these heavier metals and that fluid pathways may extend to greater depths.

Interpretations and Conclusions

Based on a thorough review of the available existing data combined with a field inspection, it is the Author's professional opinion that the Tahsis Property optioned from the Optionor is a Property of merit and should be further investigated to define the economic viability of the gold and copper occurrences identified on Targets A and B.

Recommendations

In order to advance the Property, a Phase Two program of combined geochemistry and geophysics supplemented with geological mapping and prospecting is recommended. The program would consist of will consist of 60 line kilometres of grid soil sampling at 50 metre spacings and prospecting of target areas A and B, in addition the grid should be investigated by an Induced Polarization survey. The grid areas should be geologically mapped and prospected. The cost of the Phase Two program is estimated at \$221,300. Contingent on results from Phase Two, a Phase Three program of 2000m of Diamond drilling would be recommended. This Phase three program is estimated at \$500,000.

USE OF PROCEEDS

Proceeds

THE COMPLETION OF THIS OFFERING IS SUBJECT TO A MINIMUM SUBSCRIPTION OF 4,500,000 SHARES (\$675,000). CLOSING OF THE OFFERING IS CONDITIONAL UPON THE MINIMUM OFFERING BEING SOLD WITHIN 90 DAYS OF THE ISSUANCE OF THE RECEIPT FOR THIS PROSPECTUS AND, IN ANY EVENT, NOT LATER THAN 180 DAYS FROM THE DATE OF A RECEIPT ISSUED FOR THE FINAL PROSPECTUS, WHICH WAS NOVEMBER 18, 2011. IF THE MINIMUM SUBSCRIPTION IS NOT ATTAINED BY THE AFOREMENTIONED DATES, ALL FUNDS RAISED HEREUNDER WILL BE RETAINED BY THE AGENT IN TRUST AND REFUNDED TO INVESTORS WITHOUT INTEREST OR DEDUCTION.

Funds Available

If all the Shares offered pursuant to this Offering are sold, the net proceeds to the Corporation will be \$607,500, assuming that the Agent's Commission is paid entirely in cash, less the sum of \$21,000 representing the Corporation's working capital deficit estimated as at January 31, 2012, for an aggregate \$586,500 which funds are intended to be spent by the Corporation, in order of priority, as follows:

Principal Purposes

	Funds to be Used
(a) To pay the estimated costs of this Offering (including legal, audit, printing expenses and corporate finance fee to the Agent):	\$90,000.00
(b) To pay the estimated cost of the recommended Phase Two exploration program and budget on the Tahsis Property as outlined in the Technical Report:	\$221,300.00 ⁽¹⁾
(c) To provide funding sufficient to meet administrative costs for 12 months:	\$130,000.00
(d) To provide unallocated working capital:	\$145,200.00
TOTAL:	\$586,500.00

Note:

(1) Includes costs associated with geological mapping, rock samples, grid soil sampling, geologist fees, analysis, geophysics, and vehicle expenses.

Business Objectives

The Corporation's immediate business objective is to complete the Offering and obtain a listing on the TSXV. The aggregate remaining costs of completing these objectives are estimated at \$90,000 (including legal costs, auditor fees, printing expenses, and the corporate finance fee to the Agent).

We intend to carry out Stage 2 of the recommended exploration program which is estimated to cost \$221,300. If the results of the Stage 2 program warrant continued exploration, it is intended that Stage 3 will be carried out at an estimated cost of \$500,000. We do not have the financial resources to complete Stage 3, and no assurance can be given that we will be able to raise such financing on terms acceptable to us, or at all.

Milestones

The Corporation's business objective of completing the Offering under this Prospectus will occur shortly after the day of listing and the business objective of listing on the Exchange will occur on the Listing Date. The Stage 2 exploration program is expected to take 10 weeks to complete, subject to inclement weather related delays, and the results will take an additional four months to compile.

Proceeds of Sale of Securities

The proceeds received from the sale of Common Shares to date total \$216,912. There were no commissions paid in respect of the issuance of such securities.

Upon completion of the Offering, the Corporation's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months.

Estimated administrative expenditures for the following twelve months are comprised of the following:

(i) Office Rent and corporate secretarial services	\$12,000.00 ⁽¹⁾
(ii) Management and Administration Services	\$48,000.00 ⁽²⁾
(iii) Miscellaneous Office and Supplies	\$20,200.00
(iv) Transfer Agent	\$6,000.00
(v) Legal	\$20,000.00 ⁽³⁾
(vi) Accounting and Audit	\$23,800.00
TOTAL:	\$130,000.00

- (1) Payable to 947764 Alberta Ltd., a private company controlled by David D. Heighington, a director of the Corporation, at a rate of \$1,000 per month.
- (2) To be allocated between the CEO and the CFO based on the total hours of service rendered to the Corporation, which is estimated at \$48,000 over the next 12 months.
- (3) The Corporation will incur legal fees to Heighington Law Firm, a private company controlled by David D. Heighington, a director of the Corporation.

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

The Corporation intends to undertake the Phase Two exploration program during the Fall of 2012. In the event that the Phase Two exploration results warrant further exploration of the Tahsis Property, the Phase Three exploration work program would be undertaken during the Spring of 2013, weather permitting, subject to securing all necessary permits and obtaining adequate funding.

Until required for the Corporation's purposes, the proceeds will be invested only in securities of, or those guaranteed by, the Government of Canada or any province of Canada, in certificates of deposit or interest-bearing accounts of Canadian chartered banks or trust companies or in prime commercial paper. The Corporation's Chief Financial Officer will be responsible for the investment of unallocated funds.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Annual Information

The following table sets forth summary financial information of the Corporation for the financial period from incorporation on May 3, 2011 to July 31, 2011 and the unaudited financial statements for the three month period ended October 31, 2011. The Corporation has established July 31st as its financial year end. See "Selected Financial Information and Management Discussion and Analysis". This summary financial information should only be read in conjunction with the Corporation's audited financial statements, including the notes thereto, included elsewhere in this Prospectus.

	Period from incorporation on May 3, 2011 to July 31, 2011 (audited)	Three month period ended October 31, 2011 (unaudited)
Total revenues	Nil	Nil
Exploration expenses	\$111,434	\$4,149
General and administrative expenses	\$273	\$601
Net Loss	(\$134,490)	(\$1,347)
Basic and diluted loss per common share	(\$0.06)	(\$0.00)
Total assets	\$141,040	\$237,103
Long-term financial liabilities	\$17,000	\$17,000
Cash dividends per share	Nil	Nil

Dividends

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

Management's Discussion and Analysis

This discussion is of the audited financial statements of the Corporation for the period from incorporation on May 3, 2011 to July 31, 2011 and the unaudited financial statements for the three month period ended October 31, 2011. The financial statements are included in this Prospectus and should be referred to when reading this discussion. The financial statements summarize the financial impact of the Corporation's financings, investments and operations.

Financial Period Ended July 31, 2011 and Three Month Period Ended October 31, 2011

During the financial period ended July 31, 2011, the Corporation reported nil revenue and a net loss of \$134,490 (\$0.06 per common share). The Corporation incurred \$273 for general and administrative expenses, share-based payments in the amount of \$108,288, being the fair value of the 1,312,000 common shares issued to the directors and officers as founders shares after incorporation, along with the 760,000 options to purchase common shares granted to the directors and officers, and \$8,929 in professional fees incurred during the financial period.

During the financial period ended October 31, 2011, the Corporation reported nil revenue and a net loss of \$1,347 (\$0.00 per common share). The Corporation incurred \$601 for general and administrative expenses and \$746 in listing and filing fees incurred during the financial period ended October 31, 2011. The Corporation incurred financing costs of \$66,940 for the three month period ended for work performed with respect to the Corporation's initial public offering ("IPO") and final prospectus, of which professional fees were \$32,000. These costs will be applied against the proceeds received from the IPO or expensed in the period if the IPO is not successful.

From incorporation on May 3, 2011 to July 31, 2011, the Corporation had incurred \$111,434 in exploration expenditures consisting of assaying, prospecting and sampling, filing fees, geological mapping, geological consulting, travel and accommodation. The Corporation commissioned the Technical Report and intends to carry out the recommended Phase Two exploration program on the Tahsis Property once the Offering is completed. Stephen B. Butrenchuk, President, Chief Executive Officer and a Director of the Corporation provided geological services to the Corporation for an aggregate fee of \$9,757 which has been capitalized, during the financial period.

The Corporation incurred \$4,149 in expenditures on the Property during the period ended October 31, 2011 and paid the \$15,000 initial payment due pursuant to the exploration agreement.

During the financial period ended July 31, 2011, the Corporation received \$126,137 and the balance of \$85,000 was received during the financial period ended October 31, 2011 for 4,007,000 Common Shares subscribed, of which 806,250 Common Shares (\$64,500) were issued on a flow-through basis under the provisions of the *Income Tax Act* (Canada).

For the three month period ended October 31, 2011 the Corporation did not issue any Common Shares.

During the first year after completion of this Offering, the Corporation estimates that the aggregate monthly cost of administration will be approximately \$7,500 for a total aggregate annual cost of approximately \$90,000. See "Use of Proceeds". The net proceeds from this Offering should be sufficient to fund the Corporation's operations for at least a period of 12 months. There are no other capital expenditures to be incurred by the Corporation during the period.

As of July 31, 2011, the Corporation had a working capital deficit of \$11,479. As of October 31, 2011, the Corporation had working capital of \$1,085. The increase is due to subscription funds received after July 31, 2011. The Corporation expects to incur losses for at least the next 24 months and there can be no assurance that the Corporation will ever make a profit. To achieve profitability, the Corporation must advance its Property through further exploration in order to bring the Property to a stage where the Corporation can attract the participation of a major resource company, which has the expertise and financial capability to place such property into commercial production.

The Corporation's ability to continue as a going-concern is dependent upon its ability to achieve profitability and fund any additional losses it may incur. The financial statements are prepared on a going concern basis, which implies that the Corporation will realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary if the Corporation were unable to achieve and maintain profitable operations.

Outstanding Securities

The Corporation has one class of voting securities consisting of Common Shares without par value. As of the date of this Prospectus, the Corporation has 4,007,000 Common Shares issued and outstanding and has no securities convertible into, or exercisable or exchangeable for, Common Shares except for 760,000 options to purchase Common Shares granted to the directors and officers of the Corporation, exercisable until July 31, 2016 at a price of \$0.15 per Common Share.

Financial Condition / Liquidity / Capital Resources

The proceeds received from the sale of Common Shares to date total \$216,912. There are 760,000 stock options issued and outstanding which were granted to the current directors and officers and are exercisable at \$0.15 per share on or before July 31, 2016.

As at October 31, 2011, the Corporation had working capital of \$1,085. Management believes that, upon successful completion of the IPO, the Corporation will have sufficient cash and cash equivalents for the Corporation to meet its ongoing obligations as stated in this prospectus.

There are no commitments for capital expenditures for the period ended October 31, 2011, other than the commitments associated with the property option agreement discussed above in General Development of the Business and in note 4 to the interim condensed financial statements for the period ended October 31, 2011.

The Corporation has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes the Corporation has sufficient working capital at this time to meet its ongoing financial obligations.

Off-Balance Sheet Arrangements

The Corporation has not entered into any off-balance sheet arrangements

Related Party Transactions

From the period of incorporation until July 31, 2011, the Corporation incurred \$10,684 in legal fees to a law firm that acts as legal counsel to the Corporation, of which David D. Heighington, a director and shareholder, is the owner of and is a director. Fees incurred are related to professional services incurred in conjunction with the incorporation, private placement, and preparation of the preliminary prospectus. As at July 31, 2011, \$1,980 in legal fees have been included as financing costs, \$2,929 expensed as professional fees and \$5,775 included as share issue costs with \$3,105 included in accounts payable.

For the period ended October 31, 2011, the Corporation incurred \$32,000 in legal fees to a law firm controlled by David D. Heighington, a director of the Corporation that acts as legal counsel to the Corporation. Fees incurred related to professional services incurred in respect of preparation of the prospectus for the IPO. As at October 31, 2011, \$33,980 in legal fees have been included as financing costs, with \$35,105 included in accounts payable.

Stephen B. Butrenchuk, President, Chief Executive Officer and a Director of the Corporation, provided geological services to the Corporation for an aggregate fee of \$9,757 which has been capitalized, during the financial period. No additional fees have been incurred or capitalized for the period ended October 31, 2011.

Initial Adoption of Accounting Policies

The Corporation was incorporated on May 3, 2011 and immediately proceeded to enter into the business of mineral exploration. Detailed disclosure of the Corporation's significant accounting policies is included in Note 3 to the audited financial statements included in and forming part of this Prospectus.

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized share capital of the Corporation consists of unlimited common shares without par value and unlimited preferred shares. As of the date of this Prospectus, 4,007,000 Common Shares were issued and outstanding as fully paid and non-assessable shares.

Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the Board of the Corporation may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Corporation, the remaining property and assets of the Corporation.

Agent's Warrants, Commission Shares and Corporate Finance Fee Shares

The Corporation has agreed to grant to the Agent, Agent's Warrants entitling the Agent to purchase up to that amount of Common Shares as is equal to 10% of the number of Shares sold pursuant to this Offering. The Corporation has also agreed to grant to the Agent, an Agent's Commission equal to 10% of the aggregate Offering Price of Shares sold under the Offering which at the election of the Agent, can be paid in cash, Common Shares, or any combination thereof, at a deemed price per share equal to the Offering Price, which represents the Commission Shares. The Agent will also be paid a Corporate Finance Fee of \$25,000, plus applicable taxes, of which \$10,000, plus GST, has been paid, with the remaining \$15,000, excluding GST, to be paid in cash, Corporate Finance Fee Shares, or any combination thereof, at the election of the Agent. See "Plan of Distribution".

CONSOLIDATED CAPITALIZATION

The following table summarizes changes in the Corporation's capitalization since October 31, 2011 and after giving effect to this Offering.

Description	Authorized October 31, 2011	Outstanding as at July 31, 2011 (Audited)	Outstanding as at October 31, 2011 (unaudited)	Outstanding at the date of this Prospectus (Unaudited)	Outstanding after giving effect to this Offering (Unaudited) ⁽¹⁾⁽²⁾
Common Shares	Unlimited	4,007,000	4,007,000	4,007,000	8,757,000
Long Term Debt	Nil	Nil	Nil	Nil	Nil

(1) As partial consideration for the sale of Shares pursuant to this Prospectus the Corporation has agreed to grant the Agent, non-transferable Agent's Warrants entitling the Agent to purchase up to that amount of Common Shares as is equal to 10% of the number of Shares sold pursuant to this Offering. The Agent's Warrants may be exercised at a price of \$0.15 per Common Share for a period of two (2) years from the Listing Date. This Prospectus qualifies the distribution of the Agent's Warrants to the Agent to the extent they are Qualified Compensation Securities. The Common Shares to be issued on exercise of the stock options are not reflected in these figures. Assumes that the Agent's Commission and balance of the Corporate Finance Fee will be paid in cash.

(2) Includes 250,000 Common Shares issuable to the Optionor on the Listing Date of the Corporation's Common Shares under the Option Agreement.

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

A Stock Option Plan was approved by the Corporation's directors on July 31, 2011, and will be submitted to the Corporation's shareholders for approval, at the Corporation's next general meeting of shareholders. The purpose of the Stock Option Plan is to assist the Corporation in attracting, retaining and motivating directors, officers, employees and consultants (together "service providers") of the Corporation and of its affiliates and to closely align the personal interests of such service providers with the interests of the Corporation and its shareholders.

The Stock Option Plan provides that, subject to the requirements of the TSX Venture, the aggregate number of securities reserved for issuance will be 10% of the number of Common Shares of the Corporation issued and upon completion of the Offering.

The Stock Option Plan will be administered by the Board of the Corporation, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such service providers of the Corporation and its affiliates, if any, as the Board may from time to time designate. No options granted may be exercised until the Stock Option Plan is approved by the shareholders of the Corporation. The exercise prices shall be determined by the Board, but shall, in no event, be less than the closing market price of the Corporation's shares on the TSX Venture, less the maximum discount permitted under the TSX Venture policies. The Stock Option Plan provides that the number of Common Shares issuable on the exercise of options granted to all persons together with all of the Corporation's other previously granted options may not exceed 10% of the Corporation's issued and outstanding Common Shares upon completion of the Offering. In addition, the number of Common Shares which may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares on a yearly basis.

Subject to earlier termination and in the event of dismissal for cause, termination other than for cause or in the event of death, all options granted under the Stock Option Plan will expire not later than the date that is five years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

As of the date of this Prospectus, options to purchase up to 760,000 common shares of the Corporation have been granted to the Corporation's directors and officers, as set forth below, exercisable at \$0.15 per share for a five year term, pursuant to the Stock Option Agreements.

Optionee	Number of Common Shares Optioned
Executive Officers (2; as a group)	380,000
Directors (2; excluding executive officers, as a group)	380,000
TOTAL:	760,000

Agent's Warrants

The Corporation will, on the Closing Date, issue to the Agent, Agent's Warrants for the purchase of up to that number of Common Shares as is equal to 10% of the Shares of the Corporation sold pursuant to the Offering exercisable at a price of \$0.15 per Common Share for a period of two (2) years from the Listing Date.

PRIOR SALES

The following table summarizes the sales of securities of the Corporation prior to the date of this Prospectus.

Issue Date	Price Per Common Share	Number of Common Shares Issued⁽²⁾	Net Proceeds to the Corporation
May 3, 2011	\$0.001	1,312,000	\$1,312.00
May 31, 2011	\$0.08	1,632,500 ⁽¹⁾	\$130,600.00
July 29, 2011	\$0.08	1,062,500	\$85,000.00
TOTAL:		4,007,000	\$216,912.00

(1) Of which 806,250 Common Shares (\$64,500) were issued on a flow-through basis under the provisions of the *Income Tax Act* (Canada).

(2) Please refer to "Options to Purchase Securities" for details of additional Common Shares issuable upon exercise of stock options.

ESCROWED SHARES

Escrowed Securities

Under the applicable policies and notices of the Canadian Securities Administrators securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions. Equity securities, including Common Shares, owned or controlled by the Principals of the Corporation are subject to the escrow requirements.

Pursuant to an agreement (the “Escrow Agreement”) dated as of October 19, 2011, among the Corporation, the Escrow Agent and the Principals of the Corporation, the Principals agreed to deposit in escrow their Common Shares (the “Escrowed Securities”) with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that an additional 15% will be released therefrom every 6 month interval thereafter, over a period of 36 months.

The Corporation is an “emerging issuer” as defined in the applicable policies and notices of the Canadian Securities Administrators and if the Corporation achieves “established issuer” status during the term of the Escrow Agreement, it will “graduate” resulting in a catch-up release and an accelerated release of any securities remaining in escrow under the 18 month schedule applicable to established issuers as if the Corporation had originally been classified as an established issuer.

Pursuant to the terms of the Escrow Agreement, the Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within the escrow are:

- (i) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Corporation or of a material operating subsidiary, with approval of the Corporation’s Board;
- (ii) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor’s spouse or children;
- (iii) transfers upon bankruptcy to the trustee in bankruptcy; and
- (iv) pledges to a financial institution as collateral for a *bona fide* loan, provided that upon a realization the securities remain subject to escrow. Tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation’s escrow classification.

The following table sets forth details of the Escrowed Securities that are subject to the Escrow Agreement as of the date of this Prospectus:

Name	No. of Escrowed Common Shares ⁽¹⁾	Offering Percentage (After Giving Effect to the Offering) ⁽²⁾
Stephen B. Butrenchuk	385,500	4.40%
Alan Chan	403,000	4.60%
David D. Heighington	328,000	3.75%
David McElhanney	328,000	3.75%
TOTAL:	1,444,500	16.50%

(1) These shares have been deposited in escrow with the Escrow Agent.

(2) These figures assume that the Agent’s Warrants and the Stock Option Agreements have not been exercised and that the Agent’s Commission and balance of the Corporate Finance Fee have been paid in cash. In result, the aggregate number of issued and outstanding Common Shares, before dilution, after the Offering and the issuance of 250,000 common shares under the Option Agreement would total 8,757,000 Common Shares.

PRINCIPAL SHAREHOLDERS

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

Name	Prior to the Offering		After Giving Effect to the Offering ⁽¹⁾⁽²⁾	
	Number of Common Shares Beneficially Owned Directly or Indirectly	Percentage of Common Shares Held	Number of Common Shares Beneficially Owned Directly or Indirectly (Undiluted/Diluted) ⁽³⁾	Percentage of Common Shares Held (Undiluted/Diluted)
Alan Chan	403,000	10.06%	403,000 / 593,000	4.60% / 5.94%
TOTAL:	403,000	10.06%	403,000 / 593,000	4.60% / 5.94%

(1) These figures assume that the Agent's Warrants and the Stock Option Agreements have not been exercised and that no Commission Shares or Corporate Finance Fee Shares have been issued. In result, the aggregate number of issued and outstanding Common Shares after the Offering would total 8,757,000 Common Shares.

(2) On a fully-diluted basis there will be 9,976,000 Common Shares outstanding, assuming completion of the Offering, the exercise of all Stock Option Agreements, the Agent's Warrants and assuming that no Commission Shares or Corporate Finance Fee Shares have been issued.

(3) Assuming all Stock Options have been exercised.

DIRECTORS AND OFFICERS

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

Name and Province of Residence and Position with the Corporation	Director/ Officer Since	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
Stephen B. Butrenchuk ⁽¹⁾ President, Chief Executive Officer and Corporate Secretary Alberta, Canada	May 3, 2011	Since 1994, Mr. Butrenchuk has been a self-employed Consulting Geologist.	385,500
Alan Chan Director and Chief Financial Officer Alberta, Canada	May 3, 2011	Since 1996, Mr. Chan has been the President and owner of AC Capital Inc., a financial consulting company.	403,000
David D. Heighington ⁽¹⁾ Director Alberta, Canada	May 3, 2011	Since 2001, Mr. Heighington is a lawyer and founder of Heighington Law Firm, a specialized corporate and securities law boutique with a particular focus on publicly traded companies.	328,000
David McElhanney ⁽¹⁾ Director Alberta, Canada	May 3, 2011	Since 2007, Mr. McElhanney has been the principal of MBE Ventures Inc., an independent practice specializing in providing customized services for corporate and project-level development and implementation. From 2002 to 2006, Mr. McElhanney was the Manager of McElhanney Consulting.	328,000

(1) Denotes a member of the Audit Committee of the Corporation.

The term of office of the directors expires annually at the time of the Corporation's annual general meeting. The term of office of the officers expires at the discretion of the Corporation's directors.

The Corporation has one committee, the audit committee, whose members are Stephen B. Butrenchuk, David D. Heighington and David McElhanney.

The Directors and Officers of the Corporation own collectively, 1,444,500 common shares which represents 36.05% of the current issued and outstanding shares and after giving effect to the Offering and the issuance of 250,000 Common Shares under the Option Agreement, they will hold 16.50% of the issued and outstanding common shares.

The following is a brief description of the background of the key management, directors and promoters of the Corporation.

Stephen B. Butrenchuk, *President, Chief Executive Officer, Corporate Secretary and Director*

Mr. Butrenchuk is the President, Chief Executive Officer, Corporate Secretary and a Director of the Corporation and provides his services to the Corporation on a part time basis. He has served the Corporation as its President, Chief Executive Officer, Corporate Secretary and as a Director since May 3, 2011. He will devote approximately 20% of his time to the affairs of the Corporation.

Mr. Butrenchuk is a self-employed Consulting Geologist registered in the Province of Alberta. Mr. Butrenchuk received a Bachelor of Science Degree in 1966 and a Masters in Science in 1970 from the University of Manitoba. He is presently a Director of Passport Potash Inc., Equinox Exploration Corp., Highpointe Exploration Inc., and Goldstar Minerals Inc. He is also the President of Pacific Potash Corp., past President of Passport Potash Inc. and a former director of BonTerra Resources Inc. and Mega Copper Ltd.

Mr. Butrenchuk has not entered into a non-competition or non-disclosure agreement with the Corporation. Mr. Butrenchuk is 68 years of age.

Alan Chan, *Chief Financial Officer and Director*

Mr. Chan is Chief Financial Officer and a Director of the Corporation and provides his services to the Corporation on a part time basis. He has served as Chief Financial Officer and a Director of the Corporation since May 3, 2011. He will devote approximately 15% of his time to the affairs of the Corporation.

Mr. Chan is a professional engineer and entrepreneur. Mr. Chan received a Bachelor of Science Degree from the University of Saskatchewan in 1973. Mr. Chan has held several senior technical and management positions. Since the late 1990's, Mr. Chan has been involved in the establishment of a number of public companies. Mr. Chan is currently a director, Chief Financial Officer and Secretary of Grand Power Logistics Group Inc., an Exchange listed company. In addition, Mr. Chan is also a director of Ginger Beef Corporation, Hunt Mining Corporation and Petrox Capital Corp., which are all companies currently listed on the Exchange.

Mr. Chan has not entered into a non-competition or non-disclosure agreement with the Corporation. Mr. Chan is 62 years of age.

David D. Heighington, *Director*

Mr. Heighington is a Director of the Corporation and provides his services to the Corporation on a part time basis. He has served as a Director of the Corporation since May 3, 2011. He will devote the time and attention to the affairs of the Corporation to fulfil his role as a Director as necessary.

Mr. Heighington is a lawyer and founder of Heighington Law Firm, a securities boutique firm operating in Calgary, Alberta. Mr. Heighington received his Bachelor of Arts from the University of Victoria in 1993 and an LL.B. (Hons.) from the University of Durham, Durham, England in 1997. Mr. Heighington is a member of the Law Society of Alberta and the Canadian Bar Association. Mr. Heighington practices in the areas of securities, corporate finance, commercial transactions, natural resources and mergers and acquisitions. Mr. Heighington has acted for a broad range of domestic issuers, with a particular emphasis on venture capital and mergers and acquisitions. Mr. Heighington has served as a director and officer of numerous publicly traded companies, including oil and gas exploration and development companies, service companies, industrial companies, and mining companies. Mr. Heighington is currently a director of Petro Viking Energy Inc. and Pan Terra Industries Inc., both TSXV listed issuers.

Mr. Heighington has not entered into a non-competition or non-disclosure agreement with the Corporation. Mr. Heighington is 43 years of age.

David McElhanney, Director

Mr. McElhanney is a Director of the Corporation and provides his services to the Corporation on a part-time basis. He has served as a Director of the Corporation since May 3, 2011. He will devote the time and attention to the affairs of the Corporation to fulfil his role as a Director as necessary.

Mr. McElhanney is currently the principal of MBE Ventures Inc. ("MBE"), an independent consulting practice in operation since 2007 specializing in customized services for corporate and project-level strategy development and implementation. Mr. McElhanney served as a director for Newton Gold Corp. (TSXV:NWG) and its predecessors for six years, and currently serves as a director, Vice President Operations and Chief Financial Officer for First Americas Gold Corporation (TSXV:FAC) (formerly Pannonia Ventures Corporation).

Prior to founding MBE, from 2002 through 2006, Mr. McElhanney held senior management and technical roles in western Canada with engineering consultant, McElhanney Consulting Services Ltd. He also worked with RLG International, a British Columbia based management consulting company for three years as a project manager.

Mr. McElhanney holds a Bachelor of Engineering Degree from McMaster University (1985) and an MBA from the Richard Ivey Business School at the University of Western Ontario (1998). Mr. McElhanney obtained his Professional Engineering designation from APEGGA in 1996 and from the State of Washington in 1994.

Mr. McElhanney has not entered into a non-competition or non-disclosure agreement with the Corporation. Mr. McElhanney is 51 years of age.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, to the best of the Corporation's knowledge, no existing or proposed director, officer, promoter or other member of management of the Corporation is, or within the ten years prior to the date hereof has been, a director, officer, promoter or other member of management of any other Corporation that, while that person was acting in the capacity of a director, officer, promoter or other member of management of that Corporation, was the subject of a cease trade order or similar order or an order that denied the Corporation access to any statutory exemptions for a period of more than 30 consecutive days, was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or appointed to hold the assets of that director, officer or promoter.

Mr. Heighington was a director of Planet Organic Health Corp. ("Planet") from 2007 until March 2010. Subsequent to Mr. Heighington's resignation as a director, Planet filed for and was granted an order pursuant to the *Companies' Creditors Arrangement Act* (Canada) on April 30, 2010. Mr. Heighington played a key role as legal counsel during the restructuring and guided Planet through the process, which ultimately resulted in all secured and unsecured creditors being paid in full. Planet was ultimately acquired by a large competitor and continues operating today as a profitable privately held organic food retail business.

Mr. McElhanney was a director of High Ridge Resources Inc. when a Cease Trade Order was issued by the British Columbia Securities Commission on May 11, 2009 for failing to file the comparative financial statements and management discussion and analysis for the period ended December 31, 2008.

Mr. Chan was a director of Dragon-Tex (group) Limited when a Cease Trade Order was issued by the Alberta and British Columbia Securities Commission on August 2, 2005 and August 8, 2005, respectively, for failing to file audited financial statements for the year ended March 31, 2005. Mr. Chan was a director of Dragon-Tex from April, 2002 until, April 2006.

Mr. Chan was the President and Chief Executive Officer of IVG Enterprises Ltd. ("IVG") from 1996 to 2006 and a director from 1996 to 2007 when a Cease Trade Order was issued by the Alberta Securities Commission on May 7, 2007 for failure to file annual audited financial statements for the period ended December 31, 2006. Shortly thereafter, Mr. Chan resigned as a director in September 2007.

Penalties or Sanctions

Except as disclosed below, to the Corporation's knowledge, no existing or proposed director, officer, promoter or other member of management of the Corporation has, during the ten years prior to the date hereof, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion, formation or management of a publicly traded company, or involving fraud or theft.

From September 2006 until September 2007, Mr. Chan was subject to an interim restriction from serving as a director and officer of a TSXV listed company pending the completion of the TSXV's investigation of the circumstances surrounding the collapse and eventual sale of Dragon-Tex (group) Limited's ("Dragon-Tex") Hong Kong based wholly owned subsidiary, South Champ Trading Limited, ("South Champ") in 2006. In 2005, Dragon-Tex's board of directors learned that South Champ and its directors were being sued by a number of creditors in Hong Kong for delinquency on certain debt obligations of South Champ. Ultimately, South Champ's manufacturing operations were closed and Dragon-Tex wrote-off its investment in South Champ, which was sold to a third party at nominal cost. Subsequently, Dragon-Tex completed a change of business transaction with an arm's length third party in 2006. The TSXV completed its investigation in September 2007 and the interim restriction against Mr. Chan was lifted.

From January 2007 until September 2007, Mr. Chan was subject to an interim restriction from serving as a director and officer of a TSXV listed company, excluding TSXV listed companies that Mr. Chan was a director and officer of at the time, pending the outcome of the TSXV's investigation into why IVG did not comply with a TSXV imposed condition that IVG retain a large "big 4" accounting firm as its auditor in connection with a reverse take-over transaction of a Hong Kong company in 2006 and that all quarterly interim financial statements be reviewed by the auditor. IVG appealed the decision and the interim restriction against Mr. Chan was lifted in September 2007.

Personal Bankruptcies

To the Corporation's knowledge, no existing or proposed director, officer, promoter or other member of management of the Corporation has, during the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Conflicts of Interest

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

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

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

National Instrument 52-110 (“NI 52-110”), NI 41-101 and Form 52-110F2 require the Corporation, as a venture issuer, to disclose certain information relating to the Corporation’s audit committee (the “Audit Committee”) and its relationship with the Corporation’s independent auditors.

Audit Committee Charter

The text of the Audit Committee’s charter is attached as Schedule A-1.

Composition of Audit Committee

The members of the Corporation’s Audit Committee are:

Stephen Butrenchuk	Not Independent	Financially literate ⁽²⁾
David D. Heighington	Not Independent	Financially literate ⁽²⁾
David McElhanney	Independent ⁽¹⁾	Financially literate ⁽²⁾

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Corporation, which could, in the view of the Corporation’s 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 Corporation’s financial statements.

Relevant Education and Experience

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

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

For a description of the education and experience of each of the audit committee members, see “Directors and Officers”.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation’s most recently completed financial period has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The fees billed by the Corporation's external auditors for the period from incorporation (May 3, 2011) to July 31, 2011 for audit and non-audit related services provided to the Corporation are as follows:

Period from Incorporation May 3, 2011 to July 31, 2011	Audit Fees	Audit Related Fees⁽¹⁾	Tax Fees⁽²⁾	All other Fees⁽³⁾
2011	\$6,000	Nil	Nil	Nil

(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.

(2) Fees charged for tax compliance, tax advice and tax planning services.

(3) Fees for services other than disclosed in any other column.

Exemption

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

Corporate Governance

General

The Corporation's Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Corporation.

In addition, National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") prescribes certain disclosure by the Corporation of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Corporation's Board facilitates its exercise of independent supervision over the Corporation's management through frequent meetings of the Board.

The Corporation's Board is comprised of four (4) directors, of whom David McElhanney is independent for the purposes of NI 58-101. Stephen B. Butrenchuk is not independent as he is a member of the Corporation's management and in addition, serves as President, Chief Executive Officer and Corporate Secretary of the Corporation. Alan Chan is also a member of the Corporation's management and thus is not independent as he serves as the Corporation's Chief Financial Officer. David D. Heighington, acts as legal counsel for the Corporation through his firm, Heighington Law Firm, and therefore is not an independent board member for the purposes of NI 58-101.

Directorships

Certain directors are presently a director of one or more other reporting Issuers as follows:

Name	Reporting Issuer
Stephen Butrenchuk	Passport Potash Inc. Highpointe Exploration Inc. Goldstar Minerals Inc. Equinox Exploration Corp. Pacific Potash Corp.
Alan Chan	Petrox Capital Corp. Hunt Mining Corp. Grand Power Logistics Group Inc. Ginger Beef Corporation
David D. Heighington	Pan Terra Industries Inc. Petro Viking Energy Inc.
David McElhanney	First Americas Gold Corporation

Orientation and Continuing Education

New members of the Board receive an orientation package which includes reports on operations and results, and public disclosure filings by the Corporation. Meetings of the Board are sometimes held at the Corporation's offices and, from time to time, are combined with presentations by the Corporation's management to give the directors additional insight into the Corporation's business. In addition, management of the Corporation makes itself available for discussion with all members of the Board.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation'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 Corporation.

Nomination of Directors

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

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

Compensation

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

Other Board Committees

The Board has no committee other than the Audit Committee.

Assessments

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

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, the Corporation does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board. The Corporation's executive compensation program is based on comparisons of similar type and size companies. Both individual and corporate performances are also taken into account.

Payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Corporation at competitive industry rates for work of a similar nature by reputable arm's length services providers.

The Corporation's executive compensation program is based on similar type and size companies. The Corporation's compensation program is comparable to the compensation program of newly organized companies that are in the process of initial public distributions. Both individual and corporate performance are also taken into account, on a subjective basis at the discretion of the Corporation's Board of Directors, when determining executive compensation.

Compensation Objectives and Principles

As the Corporation is in an exploration and development phase with no significant revenue from operations, the Corporation operates with limited financial resources and controls costs to ensure that funds are available to complete scheduled programs. As a result, the Board of Directors has to consider not only the financial situation of the Corporation at the time of the determination of executive compensation, but also the estimated financial situation of the Corporation in the mid- and long-term. An important element of executive compensation is that of stock options which does not require cash disbursement by the Corporation.

Compensation Process

The Corporation will rely solely on its Board of Directors, through discussion without any formal objectives, criteria or analysis, in determining the compensation of its executive officers. The Board of Directors is responsible for determining all forms of compensation, including long-term incentives in the form of stock options to be granted to the Corporation's Named Executive Officers, and to its directors, and for reviewing the recommendations respecting compensation for any other officers of the Corporation from time to time, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board considers: i) recruiting and retaining executives critical to the success of the Corporation and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and the Corporation's shareholders; iv) rewarding performance, both on an individual basis and with respect to operations in general; and v) available financial resources.

Option-Based Awards

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Corporation to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation.

Named Executive Officers' Compensation

During the financial period ended July 31, 2011, the Corporation had two Named Executive Officers (as defined in National Instrument 51-102), namely Stephen B. Butrenchuk, the President, Chief Executive Officer and Corporate Secretary and Alan Chan, the Chief Financial Officer.

The following table sets forth the compensation of the Named Executive Officers, for the period indicated:

Name and Principal Position	Period Ended	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽³⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Stephen B. Butrenchuk President, Chief Executive Officer and Corporate Secretary	July 31, 2011	Nil	Nil	\$11,000	Nil	Nil	Nil	\$9,757 ⁽¹⁾	\$20,757
Alan Chan ⁽²⁾ Chief Financial Officer	July 31, 2011	Nil	Nil	\$11,000	Nil	Nil	Nil	Nil	\$11,000

(1) Paid to Mr. Butrenchuk for management services provided to the Corporation.

(2) Both Mr. Butrenchuk and Mr. Chan were appointed Officers of the Corporation upon incorporation on May 3, 2011.

(3) Reflects the fair value of Options issued under the Corporation's Stock Option Plan. The value shown is estimated to be the fair value at the grant date calculated using the Black-Scholes Option pricing model with the assumptions disclosed in the notes to the financial statements for the financial period ended July 31, 2011.

Proposed Compensation to be paid to Executive Officers

Upon completion of the Offering, during the next 12 months, the Corporation proposes to pay the following compensation to its Named Executive Officers:

Name and Principal Position	Salary (\$) ⁽¹⁾	All Other Compensation (\$)	Total Compensation (\$)
Stephen B. Butrenchuk President, Chief Executive Officer, Corporate Secretary	Nil	Nil	\$24,000
Alan Chan Chief Financial Officer	Nil	Nil	\$24,000

(1) The Corporation will not pay a salary to these individuals but will pay them on an hourly basis on such amounts as required in their respective roles, which is estimated to be approximately \$48,000 over the next 12 months.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out the details of all grant of options to the Named Executive Officers during the most recently completed financial period.

Option-Based Awards					Share-Based Awards	
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise (\$)	Option Expiry Date	Value of Unexercised In-The-Money Options (#)	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (#)
Stephen B. Butrenchuk ⁽¹⁾ President, Chief Executive Officer and Corporate Secretary	190,000	\$0.15	July 31, 2016	Nil ⁽²⁾	Nil	Nil
Alan Chan ⁽¹⁾ Chief Financial Officer	190,000	\$0.15	July 31, 2016	Nil ⁽²⁾	Nil	Nil

(1) As of the date hereof, no stock options have been exercised by any director or officer of the Corporation.

(2) Currently there is no underlying market for the Common Shares.

Termination of Employment, Change of Control Benefits and Employment Contracts

The Corporation does not have any employment or consulting contracts with the exception of a Geological Service Agreement dated May 31, 2011 between the Corporation and Mammoth whereby the Corporation engaged the services of Mammoth as an independent contractor to perform services for the Corporation in respect of the Property.

Directors' Compensation

The only arrangements the Corporation has pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial period or subsequently, are by the issuance of incentive stock options pursuant to the Corporation's Stock Option Plan. The directors will not receive any cash remuneration for serving in their capacity as directors.

The purpose of granting such options is to assist the Corporation in compensating, attracting, retaining, and motivating the directors of the Corporation and to closely align the personal interests of such persons to that of the shareholders.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out the details of all grant of options to the directors during the most recently completed financial period, excluding the Named Executive Officers referred to above.

Option-Based Awards					Share-Based Awards	
Name	Number of Securities Underlying Unexercised Options/Fair Value on the date of Grant (#)	Option Exercise (\$)	Option Expiry Date	Value of Unexercised In-The-Money Options (#)	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (#)
David D. Heighington ⁽¹⁾⁽³⁾	190,000 (\$11,000) ⁽²⁾	\$0.15	July 31, 2016	Nil ⁽⁴⁾	Nil	Nil
David McElhanney ⁽¹⁾	190,000 (\$11,000) ⁽²⁾	\$0.15	July 31, 2016	Nil ⁽⁴⁾	Nil	Nil

(1) As of the date hereof, no stock options have been exercised by any director or officer of the Corporation.

(2) Represents the estimated fair value at the grant date, being July 31, 2011, calculated using the Black-Scholes Option pricing model with the assumptions disclosed in the notes to the financial statements for the financial period ended July 31, 2011.

(3) The Corporation incurred \$10,684 in legal fees to a law firm that acts as legal counsel to the Corporation, of which David Heighington, a director and shareholder, is the owner of and is a director. Fees incurred are related to professional services incurred in conjunction with the incorporation, private placement, and preparation of the preliminary prospectus.

(4) Currently there is no underlying market for the Common Shares.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than routine indebtedness for travel and other expense advances, no existing or proposed director, executive officer or senior officer of the Corporation or any associate of any of them, was indebted to the Corporation as at July 31, 2011, or is currently indebted to the Corporation.

PLAN OF DISTRIBUTION

Shares

The Offering consists of 4,500,000 Shares to raise gross proceeds of \$675,000.

Pursuant to the Agency Agreement, the Corporation engaged the Agent as its exclusive agent for the purposes of the Offering, and the Corporation, through the Agent, hereby offers for sale to the public under this Prospectus, on a commercially reasonable efforts basis, the Shares to be issued and sold under the Offering at the Offering Price, subject to prior sale if, as and when issued. The Offering Price and terms of the Offering were established through negotiation between the Corporation and the Agent, in accordance with the policies of the TSX Venture. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Shares offered pursuant to the Offering in the provinces of Alberta and British Columbia. This Prospectus qualifies the distribution of the Shares to the Subscribers in those jurisdictions. The Agent reserves the right, at no additional cost to the Corporation, to offer selling group participation in the normal course of the brokerage business to selling groups of other licensed dealers, brokers, and investment dealers who may or may not be offered part of the commission or Agent's Warrants derived from this Offering. The Agent is not obligated to purchase Shares in connection with this Offering. The obligations of the Agent under this Offering may be terminated at any time in the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated upon the occurrence of certain other stated events.

The Corporation has agreed to pay to the Agent the Agent's Commission equal to 10% of the aggregate Offering Price of Shares sold under the Offering, payable in cash, Common Shares, or any combination thereof, at the election of the Agent). The Agent will also be paid the Corporate Finance Fee of \$25,000, plus applicable taxes (of which \$10,000, plus GST, has been paid), with the remaining \$15,000 to be paid in cash, Corporate Finance Fee Shares, or any combination thereof, at the election of the Agent). The GST on the balance of the Corporate Finance Fee will be paid in cash. In addition, the Agent is entitled to receive upon successful completion of the Offering, as part of its remuneration, Agent's Warrants entitling the Agent to purchase that number of Common Shares equal to 10% of the number of Shares sold pursuant to this Offering. The Agent's Warrants will be exercisable at a price of \$0.15 per Common Share for a period of two (2) years from the Listing Date. This Prospectus qualifies the distribution of the Commission Shares, the Corporate Finance Fee Shares and the Agent's Warrants, to the extent the same are "Qualified Compensation Securities".

NI 41-101 imposes a restriction on the maximum number of securities which may be distributed under a prospectus to an Agent as compensation ("Qualified Compensation Securities"). Pursuant to NI 41-101, the aggregate Qualified Compensation Securities must not exceed 10% of the Shares offered pursuant to this Prospectus, which in the case of this Offering is 450,000 securities. For the purposes of this Offering, any combination of the following, totalling 450,000 securities, are Qualified Compensation Securities and are qualified for distribution by this Prospectus: the Commission Shares, the Corporate Finance Fee Shares and the Common Shares issuable pursuant to the Agent's Warrants. To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offering, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period in accordance with applicable securities laws.

Closing of this Offering is conditional upon 4,500,000 Shares being sold. As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the United States of America. However, the Corporation has applied to list the securities offered under this Prospectus on the TSX Venture and received conditional approval on November 18, 2011 which has since expired. An application has been made to the TSX Venture for an extension of the conditional listing approval. Final listing will be subject to the Corporation fulfilling all the listing requirements of the TSX Venture. There can be no assurance that the TSX Venture will extend its conditional approval.

THE COMPLETION OF THIS OFFERING IS SUBJECT TO A MINIMUM SUBSCRIPTION OF 4,500,000 SHARES (\$675,000). CLOSING OF THE OFFERING IS CONDITIONAL UPON THE MINIMUM OFFERING BEING SOLD WITHIN 90 DAYS OF THE ISSUANCE OF THE RECEIPT FOR THIS PROSPECTUS AND, IN ANY EVENT, NOT LATER THAN 180 DAYS FROM THE DATE OF A RECEIPT ISSUED FOR THE FINAL PROSPECTUS, WHICH WAS NOVEMBER 18, 2011. IF THE MINIMUM SUBSCRIPTION IS NOT ATTAINED BY THE AFOREMENTIONED DATES, ALL FUNDS RAISED HEREUNDER WILL BE RETAINED BY THE AGENT IN TRUST AND REFUNDED TO INVESTORS WITHOUT INTEREST OR DEDUCTION. LISTING WILL BE SUBJECT TO THE CORPORATION FULFILLING ALL THE LISTING REQUIREMENTS OF THE TSX VENTURE.

The Corporation has granted the Agent a right of first refusal in respect of future brokered debt or equity financings of the Corporation for a period of 12 months from the Closing Date.

Subscriptions will be received for the Shares offered hereby subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, or in the event that the Offering does not complete within the time required, the subscription price and the subscription will be returned to the Subscriber forthwith without interest or deduction.

On the Closing Date, should the Agent elect for book entry delivery, the Shares will be available for delivery in book entry form through CDS or its nominee and will be deposited with CDS. If delivered in book entry form, purchasers of Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Shares were purchased.

RISK FACTORS

The securities offered hereunder must be considered highly speculative due to the nature of the Corporation's business. Prospective investors should carefully consider the information presented in this Prospectus before purchasing the Shares offered under this Prospectus, which include the following:

Insufficient Capital

The Corporation does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Corporation 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 Corporation will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Corporation's interest in the Tahsis Property. Unless further funds are raised the Corporation will have insufficient funds to carry out phase 3 of the recommendation in the Technical Report.

Financing Risks

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

Limited Operating History

The Corporation has no history of earnings. There are no known commercial quantities of mineral reserves on the Tahsis Property. The purpose of this Offering is to raise funds to carry out exploration and development on the Tahsis Property with the objective of establishing economic quantities of mineral reserves.

Resale of Shares

The continued operation of the Corporation 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 Corporation is unable to generate such revenues or obtain such additional financing, any investment in the Corporation may be lost. In such event, the probability of resale of the shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

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

Before this Offering, there has been no public market for the Corporation's Common Shares. An active public market for the Common Shares might not develop or be sustained after this Offering. The Offering Price of the Shares has been determined by negotiations between the Corporation and representatives of the Agent and such Offering Price will not necessarily reflect the prevailing market price of the Common Shares following this Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the Offering Price to the public.

Negative Operating Cash Flow

Since inception, the Corporation has had negative operating cash flow. The Corporation has incurred losses since its founding. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the exploration program on the Tahsis Property and administrative costs. The Corporation cannot predict when it will reach positive operating cash flow.

Title Risks

Although the Corporation 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 Corporation'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 Corporation'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 Corporation can give no assurance as to the validity of title of the Corporation to those lands or the size of such mineral lands. Further, the Corporation does not own the Tahsis Property and only has a right to earn an interest therein pursuant to the Option Agreement. In the event that the Corporation does not fulfill its obligations contemplated by the Option Agreement, it will lose its interest in the Tahsis Property.

Influence of Third Party Stakeholders

The lands in which the Corporation holds an interest, or the exploration equipment and road or other means of access which the Corporation intends to utilize in carrying out its work programs or general business mandates, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, the Corporation's work programs may be delayed even if such claims are not meritorious. Such delays may result in significant financial loss and loss of opportunity for the Corporation.

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Corporation may be affected by numerous factors which are beyond the control of the Corporation and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Corporation not receiving an adequate return of investment capital.

All of the claims to which the Corporation has a right to acquire an interest in are in the exploration stages only and are without a known body of commercial ore. Development of the subject mineral properties would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

There is no assurance that the Corporation's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Corporation's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling, 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.

There is no assurance that the TSX Venture will approve the acquisitions of any additional mineral properties by the Corporation, whether by way of option or otherwise.

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 Corporation 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 Corporation.

Environmental Regulations, Permits and Licenses

The Corporation's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution.

A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Corporation intends to fully comply with all environmental regulations.

The current or future operations of the Corporation, including development activities and commencement of production on its properties, require permits from various, federal, provincial or territorial and local governmental authorities (including any native band having legal authority) and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under these laws by governmental agencies and may require that the Corporation obtain permits from various governmental agencies. There can be no assurance, however, that all permits which the Corporation may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or such laws and regulations would not have an adverse effect on any mining project which the Corporation might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

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

Unknown Environmental Risks for Past Activities

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

No Commercial Ore

The Tahsis Property on which a portion of the proceeds of the Offering are to be expended does not contain any amounts of commercial ore.

Competition

The mining industry is intensely competitive in all its phases, and the Corporation competes with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Corporation's ability to acquire suitable properties or prospects in the future.

Management

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

Fluctuating Mineral Prices

Factors beyond the control of the Corporation may affect the marketability of metals discovered, if any.

Metal prices have fluctuated widely, particularly in recent years. The effect of these factors cannot be predicted.

Mineral Deposits and Production Costs; Metal Prices

The economics of developing mineral deposits are affected by many factors including variations in the grade of ore mined, the cost of operations, and fluctuations in the sales price of products. The value of the Corporation's mineral properties is heavily influenced by metal prices. Metal prices can and do change by substantial amounts over short periods of time, and are affected by numerous factors beyond the control of the Corporation, including changes in the level of supply and demand, international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates

and global or regional consumption patterns, speculative activities and increased production arising from improved mining and production methods and new discoveries. There can be no assurance that the prices of mineral products will be sufficient to ensure that the Corporation's properties can be mined profitably. Depending on the price received for minerals produced, the Corporation may determine that it is impractical to commence or continue commercial production.

The grade of any ore ultimately mined from a mineral deposit may differ from that predicted from drilling results. Production volumes and costs can be affected by such factors as the proximity and capacity of processing facilities, permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. Short-term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on the results of operations. Moreover, there can be no assurance that any gold or other minerals recovered in small scale laboratory tests will be achieved under production scale conditions. Although precautions to minimize risks will be taken, processing operations are subject to hazards such as equipment failure or failure of tailings impoundment facilities, which may result in environmental pollution and consequent liability.

Currency Risk

Currency fluctuations may affect the cash flow which the Corporation may realize from its operations, since most mineral commodities are sold in a world market in U.S. dollars. The Corporation's costs are incurred primarily in Canadian dollars.

Dilution

The following table sets out the immediate dilution to purchasers of Common Shares under this Prospectus assuming completion of the Offering:

Dilution	Expressed in Dollars per Common Share	Expressed as a Percentage of Subscription Price
Offering	\$0.048	32%

Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the Corporation, and does not assume the exercise of any Stock Options, Agent's Warrants nor the issuance of any Commission Shares or Corporate Finance Fee Shares.

Conflicts of Interest

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

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

Dividends

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

PROMOTER

Stephen B. Butrenchuk is considered to be the promoter of the Corporation in that he took the initiative in organizing the Corporation. See "Directors and Officers".

Stephen B. Butrenchuk acquired 328,000 Common Shares at a price of \$0.001 per Common Share and 57,500 Common Shares at a price of \$0.08 per Common Share, representing, in aggregate 9.62% of the Common Shares issued by the Corporation, prior to the Offering. Mr. Butrenchuk was granted 190,000 stock options at an exercise price of \$0.15 per stock option for a period of 5 years from the date of grant on July 31, 2011. Mr. Butrenchuk was paid a management fee in the sum of \$9,757 for services provided on the Property. All of these Common Shares are held in escrow. See "Escrowed Securities".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Corporation is not a party to any legal proceedings or regulatory actions and is not aware of any such proceedings known to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The Corporation incurred the aggregate sum of \$9,757, which has been capitalized, to Stephen B. Butrenchuk, President, Chief Executive Officer and a director of the Corporation, in respect of geological services provided on the Property during the financial period ended July 31, 2011 and nil for the period ended October 31, 2011.

The Corporation will pay \$1,000 monthly to 947764 Alberta Ltd., a private company controlled by David D. Heighington for office rent and corporate secretarial services.

The Corporation will incur legal fees to Heighington Law Firm, a private company controlled by David D. Heighington. During the period ended July 31, 2011, the Corporation incurred \$10,684 in legal fees to a law firm that acts as legal counsel to the Corporation, of which David D. Heighington, a director and shareholder, is the owner of and \$32,000 for the period ended October 31, 2011. Fees incurred are related to professional services incurred in conjunction with the incorporation, private placement, and preparation of the preliminary prospectus.

Except as set out above, the directors, senior officers and principal shareholders of the Corporation or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which the Corporation has participated within the three year period prior to the date of this Prospectus, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND AGENT

The Corporation is not a related party or connected party to the Agent (as such terms are defined in National Instrument 33-105 Underwriting Conflicts).

AUDITORS

The auditor of the Corporation is MacKay LLP, Chartered Accountants of Suite 1700, 717 - 7th Avenue SW, Calgary, Alberta T2P 0Z3.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Corporation is Olympia Trust Company, of Suite 2300, 125 - 9th Avenue SE, Calgary, Alberta T2G 0P6.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Corporation within two years prior to the date hereof which are currently in effect and considered to be currently material:

- (1) Option Agreement made between the Corporation and Qualitas Holdings Corp. dated May 24, 2011, referred to under "General Development of the Business".
- (2) Stock Option Plan dated July 31, 2011 referred to under "Options to Purchase Securities".
- (3) Stock Option Agreements dated for reference July 31, 2011 between the Corporation and certain directors and officers of the Corporation referred to under "Options to Purchase Securities".
- (4) Escrow Agreement among the Corporation, the Escrow Agent and the Principals of the Corporation dated October 19, 2011 referred to under "Escrowed Shares".
- (5) Agency Agreement between the Corporation and Wolverton Securities Ltd. dated for reference November 21, 2011 referred to under "Plan of Distribution".

A copy of any material contract and the Technical Report may be inspected during distribution of the Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Corporation's offices at Suite 730, 1015 - 4th Street SW, Calgary, Alberta T2R 1J4.

As well, the Technical Report is available for viewing on SEDAR located at the following website: www.sedar.com.

EXPERTS

No person or company whose profession or business gives authority to a report, valuation, statement or opinion and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Corporation or any associate or affiliate of the Corporation.

Certain legal matters related to this Offering will be passed upon on behalf of the Corporation by Heighington Law Firm and by Getz Prince Wells LLP on behalf of the Agent. Mr. Heighington is a Director of the Corporation and the founder of Heighington Law Firm. Mr. Heighington acquired 328,000 common shares of the Corporation and 190,000 stock options at an exercise price of \$0.15 per stock option and for a period of five years from the date of grant on July 31, 2011. An employee of Heighington Law Firm acquired 62,500 common shares of the Corporation pursuant to a private placement of \$0.08 common shares which closed on July 29, 2011.

The Author of the Technical Report on the Tahsis Property is independent from the Corporation within the meaning of NI 43-101 Standards of Disclosure for Mineral Projects.

MacKay LLP, Chartered Accountants are the auditors of the Corporation. MacKay LLP has informed the Corporation that it is independent of the Corporation within the meaning of the rules of professional conduct of the Institute of Chartered Accountants of Alberta (ICAA).

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of Alberta and British Columbia provides subscribers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the subscriber, provided that the remedies for rescission or damages are exercised by the subscriber within the time limit prescribed by the securities legislation of the subscriber's province or territory. The subscriber should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Attached to and forming a part of this Prospectus are the audited financial statements of the Corporation for the period from incorporation on May 3, 2011 to July 31, 2011 and the unaudited financial statements for the three month period ended October 31, 2011.

SCHEDULE "A"

GOLD RIDGE EXPLORATION CORP. (the "Company")

AUDIT COMMITTEE CHARTER

1.0 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.

2.0 Members of the Audit Committee

- 2.1 At least one Member must be "financially literate" as defined under NI 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 NI 52-110, while the Company is in the developmental stage of its business.

3.0 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.

4.0 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.

5.0 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.

6.0 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.

7.0 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.

8.0 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.

9.0 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.

10.0 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.

11.0 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.

12.0 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.

13.0 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.

14.0 Annual Review

- 14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

15.0 Independent Advisers

- 15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.

AUDITORS' CONSENT

We have read the amended and restated prospectus of Gold Ridge Exploration Corp. (the "Company") dated February 27, 2012 relating to the issue and sale of the common shares of the Company. We have complied with Canadian generally accepted standards for auditors' involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Company on the balance sheet of the Company as at July 31, 2011 and the statements of comprehensive loss, equity and cash flows for the period from May 3, 2011 (date of inception) to July 31, 2011.

Our report is dated September 28, 2011 (except as to Note 10 which is as of November 21, 2011).

(Signed) "**MacKay LLP**"

MacKay LLP,
Chartered Accountants
Calgary, Canada
February 27, 2012

Gold Ridge Exploration Corp.
(An exploration stage Corporation)

Interim Condensed Financial Statements
(Unaudited)

For the three month period ended October 31, 2011

Gold Ridge Exploration Corp.

(An exploration stage corporation)

Interim Condensed Financial Statements

October 31, 2011

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Gold Ridge Exploration Corp.

(An exploration stage corporation)

Interim Statements of Financial Position**(Unaudited)**

As at	October 31, 2011	July 31, 2011 (Audited)
Assets		
Current assets		
Cash and cash equivalents	\$ 29,910	\$ 6,262
GST recoverable	7,690	6,364
	37,600	12,626
Non-current assets		
Exploration and evaluation assets (note 4)	130,583	126,434
Financing costs	68,920	1,980
	\$ 237,103	\$ 141,040
Liabilities		
Current liabilities		
Accounts payable (note 5)	\$ 36,515	\$ 24,105
Deferred income tax liability	17,000	17,000
	53,515	41,105
Equity		
Share capital (note 6)	211,137	126,137
Reserves (note 7)	108,288	108,288
Deficit	(135,837)	(134,490)
	183,588	99,935
	\$ 237,103	\$ 141,040

Nature and continuance of operations (note 2)**Subsequent events** (note 10)**Approved by the Board:**(signed) "Stephen Butrenchuk", Director(signed) "Alan Chan", Director

See accompanying notes

Gold Ridge Exploration Corp.

(An exploration stage corporation)

**Interim Statement of Loss and Comprehensive Loss
(Unaudited)**

For the three month period ended October 31, **2011**

Expenses

General and administrative	\$	601
Listing and filing fees		746

Net loss before income taxes **(1,347)**

Deferred income tax expense **-**

Net loss and comprehensive loss for the period **\$ (1,347)**

Basic and diluted net loss per share **\$ (0.00)**

Weighted average number of common shares outstanding **4,007,000**

See accompanying notes

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Interim Statement of Equity
(Unaudited)

		Share capital		Reserves		Deficit		Total equity
Balance at July 31, 2011	\$	126,137	\$	108,288	\$	(134,490)	\$	99,935
Subscription receivable		85,000		-		-		85,000
Total comprehensive loss		-		-		(1,347)		(1,347)
Balance at October 31, 2011	\$	211,137	\$	108,288	\$	(135,837)	\$	183,588

See accompanying notes

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Statement of Cash Flows
(Unaudited)

For the three month period ended October 31,		2011
Operating activities		
Net loss for the period	\$	(1,347)
Non-cash working capital items		
Accounts payable and other liabilities		(4,590)
GST recoverable		(1,326)
		(7,263)
Investing activities		
Exploration and evaluation expenditures		(4,149)
Accounts payable and accrued liabilities		(15,000)
		(19,149)
Financing activities		
Subscription receivable		85,000
Financing costs		(66,940)
Accounts payable and accrued liabilities		32,000
		50,060
Increase in cash		23,648
Cash and cash equivalents, beginning of period		
		6,262
Cash and cash equivalents, end of period	\$	29,910

See accompanying notes

Gold Ridge Exploration Corp.

(An exploration stage corporation)

**Notes to the Interim Condensed Financial Statements
(Unaudited)**

October 31, 2011

1. Incorporation

Gold Ridge Exploration Corp. (the "Corporation") was incorporated under the Business Corporations Act (Alberta) on May 3, 2011 and is in the business of acquiring, exploration and developing mineral exploration properties. To date, the Corporation has not generated significant revenues from operations and is considered to be an exploration stage corporation.

2. Nature and continuance of operations

These financial statements have been prepared on the assumption that the Corporation will continue as a going concern and realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Corporation is in the process of exploring its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The continued operations of the Corporation are primarily dependent on its ability to raise exploration financing from equity markets or by selling or optioning its mineral properties. Recovery of the capitalized costs shown for mineral properties will likely require the establishment of economically recoverable reserves, the securing of development financing and profitable production.

3. Summary of significant accounting policies**Statement of compliance**

These unaudited interim condensed financial statements have been prepared in accordance with International Auditing Standard 34, Interim Financial Reporting ("IAS 34"). Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB and interpretations of the International Financial Reporting Interpretations Committee.

These unaudited interim condensed financial statements have been prepared on the basis of IFRS standards that are expected to be effective or available for early adoption by the Corporation on July 31, 2012, the Corporation's annual reporting date. The Corporation has made certain assumptions about the accounting policies expected to be adopted when the IFRS annual financial statements are prepared for the year ended July 31, 2012.

(a) Basis of presentation

These unaudited financial statements have been prepared in accordance with IFRS, which include the following accounting principles.

(b) Revenue recognition

Interest income is recorded as earned.

(c) Functional and presentation currency

These audited financial statements have been prepared in Canadian dollars, which is the Corporation's functional and presentation currency.

Gold Ridge Exploration Corp.

(An exploration stage corporation)

Notes to the Interim Condensed Financial Statements

(Unaudited)

October 31, 2011

3. Summary of significant accounting policies (continued)**(d) Cash and cash equivalents**

Cash and cash equivalents are comprised of cash in banks, unrestricted cash held in lawyer's trust accounts for general purposes and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less.

(e) Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average share outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

(f) Share-based payments

The Corporation grants stock options to buy common shares of the Corporation to directors, officers and employees pursuant to the Corporation's incentive stock option plan (note 7). The board of directors grants such options for periods of up to ten years, with vesting periods determined at its discretion and at prices equal to or greater than the closing market price on the day preceding the date the options were granted.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the employees earn the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest.

(g) Financing costs

Costs directly attributable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as financing costs. These costs will be deferred until the issuance of the shares to which the costs related, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

(h) Impairment of non-financial assets

Impairment tests on other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. An impairment loss is charged to the profit or loss, except to the extent they reverse gains previously recognized in other comprehensive loss/income.

Gold Ridge Exploration Corp.

(An exploration stage corporation)

Notes to the Interim Condensed Financial Statements**(Unaudited)****October 31, 2011**

3. Summary of significant accounting policies (continued)**(i) Reclamation deposits**

Cash which is subject to contractual restrictions on use is classified separately as reclamation deposits. Reclamation deposits are classified as loans and receivables.

(j) Flow-through shares

The Corporation will, from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resources expenditures to investors. On issuance, the Corporation bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Corporation derecognizes the liability and recognizes a deferred tax liability for the amount of the tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

(k) Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in the statement of profit and loss.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or 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 profits will be available against which the asset can be utilized. To the extent that the Corporation does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

The following temporary differences do not result in deferred tax assets or liabilities:

- The initial recognition of assets or liabilities, not arising in a business combination, that does not affect accounting or taxable profit;
- Goodwill; and
- Investments in subsidiaries, associates and jointly controlled entities where the timing of reversal of the temporary differences can be controlled and reversal in the foreseeable future is not probable.

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 Corporation intends to settle its current tax assets and liabilities on a net basis.

Gold Ridge Exploration Corp.

(An exploration stage corporation)

Notes to the Interim Condensed Financial Statements**(Unaudited)****October 31, 2011**

3. Summary of significant accounting policies (continued)**(l) Reclamation and closure costs obligations**

The Corporation recognizes the estimated fair value of its reclamation and closure costs obligations ("Reclamation Obligation") in the period in which it is incurred when a reasonable estimate of the fair value can be made. The obligation is generally considered to be incurred when mine assets are constructed or the ground environment is disturbed at the expected production location. The fair value of the estimated Reclamation Obligation is recorded as a liability with a corresponding increase in the carrying amount of the related asset. The estimate of Reclamation Obligation is initially measured at fair value and subsequently adjusted for the accretion of discount and any changes to the underlying cash flows. The capitalized amount is depleted on a unit-of-production basis over the life of the proved resources. The liability amount is increased each reporting period due to the passage of time and the amount of accretion is charged to earnings in the period. Revisions to the estimated timing of cash flows or to the original stated undiscounted costs could result in an increase or decrease to the carrying value of the Reclamation Obligation. As the Corporation's mining properties are in the exploration phase, no liability exists for Reclamation Obligation.

(m) Mineral exploration and evaluation expenditures

Pre-exploration costs are expensed in the period in which they are incurred.

The Corporation capitalizes costs incurred to acquire, explore for and evaluate mineral resources. These expenditures are included in the mineral properties classification within the Corporation's Statement of Financial Position. Once the technical feasibility and commercial viability of a mineral resource is determined, the development costs are capitalized until the properties are placed into production, become inactive, are assessed as impaired or are sold or abandoned. Capitalized mineral property costs will be amortized over the estimated useful lives of the properties following the commencement of production or written off if the properties are sold, become inactive or abandoned. The costs of mineral properties include any fair market value of consideration, including cash and shares, if any, on the acquisition of property interests. The amounts of property acquisition costs and their related deferred exploration, evaluation and development costs represent actual expenditures incurred and are not intended to reflect present or future values.

Although the Corporation has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Corporation's title. Property may be subject to unregistered prior agreements or inadvertent non-compliance with regulatory requirements.

The Corporation assesses its mining properties for impairment whenever facts and circumstances suggest that the carrying amount is not recoverable and at the end of each reporting period. Impairment is considered at the cash-generating unit ("CGU") level. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets which are the projects as described in note 4.

The Corporation considers the conditions listed in IFRS 6, *Exploration and Evaluation of Mineral Resources* in determining whether the carrying value of its mineral properties is not recoverable, such as loss of the rights to explore an area, poor exploration results or abandonment of work program. If any such conditions exist, the recoverable amount of the relevant CGU is estimated in order to determine the extent of impairment.

Gold Ridge Exploration Corp.

(An exploration stage corporation)

**Notes to the Interim Condensed Financial Statements
(Unaudited)**

October 31, 2011

3. Summary of significant accounting policies (continued)**(n) Significant accounting judgments and estimates**

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions management has made could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions.

Capitalization of mineral exploration projects

The Corporation's accounting policy for exploration costs results in certain items being capitalized according to the expected recoverability of the projects. This policy requires management to make certain estimates and assumptions as to future events and circumstances, in particular whether an economically viable extraction operation can be established. Any such estimates and assumptions may change as new information becomes available. If, after having capitalized the costs, a judgment is made that recovery of the costs is unlikely, the relevant capitalized amount will be written-off to earnings.

(o) Financial assets

Financial assets are classified into one of four categories:

- Fair value through profit or loss ("FVTPL");
- Held-to-maturity ("HTM");
- Available for sale ("AFS"); and
- Loans and receivables.

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset.

(i) FVTPL financial assets

Financial assets are classified as FVTPL when the financial asset is held for trading or it is designated as FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future;
- it is a part of an identified portfolio of financial instruments that the Corporation manages and has an actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets classified as FVTPL are stated at fair value with any resultant gain or loss recognized in profit or loss. The net gain or loss recognized incorporates any dividend or interest earned on the financial asset. The Corporation does not have any assets classified as FVTPL financial assets.

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Notes to the Interim Condensed Financial Statements
(Unaudited)

October 31, 2011

3. Summary of significant accounting policies (continued)

(o) Financial assets (continued)

(ii) HTM investments

HTM investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs. The Corporation does not have any HTM investments.

(iii) AFS financial assets

Short-term investments and other assets held by the Corporation are classified as AFS and are stated at fair value. Gains and losses arising from changes in fair value are recognized directly in equity in the investments revaluation reserve. To date, these gains and losses have not been material as the Corporation does not have any AFS financial assets. Impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets, are recognized directly in profit or loss rather than equity. When an investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognized in the investments revaluation reserve is included in profit or loss for the period.

The fair value of AFS monetary assets denominated in a foreign currency is translated at the spot rate at the statement of financial position date. The change in fair value attributable to translation differences on amortized cost of the asset is recognized in profit or loss, while other changes are recognized in equity.

(iv) Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are initially recognized at the transaction value and subsequently carried at amortized cost less impairment losses. The impairment loss of receivables is based on a review of all outstanding amounts at period end. Bad debts are written off during the year in which they are identified. Interest income is recognized by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

(v) Effective interest method

The effective interest method calculates the amortized cost of a financial asset and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as FVTPL.

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Notes to the Interim Condensed Financial Statements
(Unaudited)

October 31, 2011

3. Summary of significant accounting policies (continued)

(o) Financial assets (continued)

(vi) Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted. Objective evidence of impairment could include the following:

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

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate. The carrying amount of all financial assets, excluding trade receivables, is directly reduced by the impairment loss. The carrying amount of trade receivables is reduced through the use of an allowance account.

When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

With the exception of AFS equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease relates to an event occurring after the impairment was recognized; the previously recognized impairment loss is reversed through profit or loss.

On the date of impairment reversal, the carrying amount of the financial asset cannot exceed its amortized cost had impairment not been recognized.

(vii) Derecognition of financial assets

A financial asset is derecognized when:

- the contractual right to the asset's cash flows expire; or
- if the Corporation transfers the financial asset and substantially all risks and rewards of ownership to another entity.

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Notes to the Interim Condensed Financial Statements
(Unaudited)

October 31, 2011

3. Summary of significant accounting policies (continued)

(p) Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Corporation are recorded at the proceeds received, net of direct issue costs. Costs related to shares not yet issued are recorded as financing costs. These costs will be deferred until the issuance of the shares to which the costs related, at which time the costs will be charged against the related equity instrument or charged to operations if the shares are not issued.

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities:

- Other financial liabilities

Other financial liabilities are initially measured at fair value, with any transactions costs expensed and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expenses over the corresponding period. The effective interest rate is the rate that exactly discounts estimated future cash payments over the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

The Corporation has classified accounts payable as other financial liabilities.

- Derecognition of financial liabilities

The Corporation derecognizes financial liabilities when, and only when, the Corporation's obligations are discharged, cancelled or they expire.

(q) Future accounting pronouncements

The following standards have been issued but are not yet effective:

- Financial Instruments (IAS 39 replacement)
- Consolidation
- Fair Value Measurement
- Financial Statement Presentation
- Leases
- Revenue Recognition
- Joint Ventures
- Post-employment benefits
- Insurance contracts

The Corporation is currently evaluating the impact of the above standards on its financial performance and financial statement disclosures but expects that such impact will not be material.

Gold Ridge Exploration Corp.

(An exploration stage corporation)

**Notes to the Interim Condensed Financial Statements
(Unaudited)**

October 31, 2011

4. Exploration and evaluation assets

On May 24, 2011, the Corporation signed a property option agreement for the option to earn a 100% interest in the Tahsis property consisting of 25 claims totaling 10,358 hectares located on Northern Vancouver Island. In consideration of the grant of the option, the Corporation is required to pay \$15,000 upon execution of the agreement, \$15,000 within five days of the approval date for the completion of the initial public offering and issue 250,000 common shares of the Corporation on the approval date.

In order to maintain in force the option granted, the Corporation must issue 200,000 common shares, and complete a \$200,000 work commitment within 30 days of the first and second anniversaries respectively of the approval date. The Corporation must issue 200,000 common shares within 30 days of the third anniversary of the approval date as well.

For the period ended July 31, 2011, the \$15,000 due on execution of the agreement has been included in mineral properties and accounts payable and was paid subsequent to the period end. The Corporation has also incurred an additional \$111,434 in expenditures on the property during the period then ended.

During the three month period ended October 31, 2011, the Corporation incurred \$4,149 in expenditures on the property during the period then ended and paid the \$15,000 initial payment due pursuant to the exploration agreement.

5. Related party transactions

Transactions with related parties are incurred in the normal course of business and are measured at the exchange amount which is the amount of consideration established and approved by the related parties. Related party transactions are disclosed below, unless they have been disclosed elsewhere in the financial statements.

During the three month period ended October 31, 2011, the Corporation incurred \$32,000 in legal fees to a law firm of which one director of the Corporation is a principal. Fees incurred related to professional services incurred in respect of the prospectus for the IPO. As at October 31, 2011, \$33,980 in legal fees have been included as financing costs, with \$35,105 included in accounts payable.

Gold Ridge Exploration Corp.

(An exploration stage corporation)

**Notes to the Interim Condensed Financial Statements
(Unaudited)**

October 31, 2011

6. Share capital**Authorized**

Unlimited number of common shares

Unlimited number of preferred shares, issuable in series

Issued and outstanding common shares:

	October 31, 2011		July 31, 2011	
	Number	Amount	Number	Amount
Balance, beginning of period	4,007,000	\$ 126,137	-	\$ -
Issued to directors and officers				
on incorporation	-	-	1,312,000	1,312
Issued on private placements				
flow-through	-	-	806,250	64,500
non flow-through	-	-	1,888,750	151,100
Subscription receivable	-	85,000	-	(85,000)
Share issue costs	-	-	-	(5,775)
Balance, end of period	4,007,000	\$ 211,137	4,007,000	\$ 126,137

The Corporation issued 1,312,000 common shares at a price of \$0.001 per share for total proceeds of \$1,312 received in cash. The fair value of these shares on incorporation of \$0.05 per share was a total of \$65,600; therefore a share-based payment of \$64,288 was recorded for the difference between the fair value and cash consideration paid. The fair value of the seed shares was determined in reference to the minimum price that shares are normally issued by private companies prior to completion of its initial public offering.

The Corporation also completed private placements of flow through and non-flow through common shares by issuing a total of 2,695,000 common shares at a price of \$0.08 per share for total proceeds of \$215,600 received in cash. Directors and officers received 57,500 common and 75,000 flow-through common shares for total proceeds of \$10,600. Share issue costs related to the private placements was \$5,775.

For the period ended July 31, 2011, the Corporation raised \$64,500 in flow-through shares which was all spent on eligible expenditures during the period then ended. A corresponding deferred income tax expense of \$17,000 has been recorded for the period ended July 31, 2011.

A total of 1,444,500 common shares issued to directors and officers will be held in escrow. Under the escrow agreement, 10% of the escrowed common shares will be released upon the Listing Date and that an additional 15% will be released therefrom every 6 month interval thereafter, over a period of 36 months.

Gold Ridge Exploration Corp.

(An exploration stage corporation)

**Notes to the Interim Condensed Financial Statements
(Unaudited)**

October 31, 2011

7. Reserves

The Corporation has adopted an incentive stock option plan which provides that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares at the time of completion of the IPO. Such options will be exercisable up to ten years from the date of grant. The fair value of each option grant will be estimated on the date of grant using the Black-Scholes option pricing model.

Pursuant to the stock option plan the Board of Directors has granted the following options to purchase common shares to officers and directors as follows as of October 31, 2011.

Optionee	Number of common shares under option	Exercise price	Expiry date
Officers/directors	760,000	\$0.15	July 31, 2016

The estimated fair value of the options granted as calculated using the Black-Scholes option pricing model is \$44,000 and has been charged to operations for the period ended July 31, 2011. All options were fully exercisable and outstanding as of October 31, 2011.

	October 31, 2011		July 31, 2011	
	Number of options	Fair value recorded	Number of options	Fair value recorded
Balance, beginning of period	760,000	\$ 108,288	-	\$ -
Issued to directors and officers	-	-	760,000	44,000
Compensation on incorporation shares (note 6)	-	-	-	64,288
Balance, end of period	760,000	\$ 108,288	760,000	\$ 108,288

The following weighted average assumptions were used for valuing the stock option granted during the period ended July 31, 2011:

	Options granted to Directors and Officers
Risk-free interest rate	2.05%
Expected volatility	110%
Dividend yield	0%
Forfeiture rate	0%
Expected life of each option granted	5 years

Gold Ridge Exploration Corp.

(An exploration stage corporation)

**Notes to the Interim Condensed Financial Statements
(Unaudited)**

October 31, 2011

8. Financial instruments

As at October 31, 2011, the Corporation's financial instruments are cash and cash equivalents, and accounts payable. The amounts reflected in the statement of financial position are carrying amounts and approximate their fair values due to the short-term nature and negligible credit losses. These financial instruments are classified as follows:

- Cash and cash equivalents
- GST recoverable – loans and receivable
- Accounts payable – other financial liability

The Corporation does not use derivative instruments or hedges to manage risks because the Corporation's exposure to credit risk, interest rate risk and currency risk is small.

a) 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 Corporation's cash and cash equivalents and GST recoverable are exposed to credit risk, however the risk is deemed small because of the credit worthiness of the counterparties.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's cash and cash equivalents are exposed to interest rate risk as the Corporation invests cash and cash equivalents at floating rates of interest in highly liquid instruments. Fluctuations in interest rates impact the value of cash and cash equivalents.

c) Currency risk

Currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Corporation's exposure to currency risk is negligible because all of the Corporation's operations and transactions are in one country, being Canada, with all monetary assets in Canadian dollars.

d) Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with financial liabilities. The Corporation's accounts payable are all current and due within 90 days of the statement of financial position date. The Corporation ensures that it has sufficient capital to meet short term financial obligations after taking into account cash and cash equivalents on hand.

Gold Ridge Exploration Corp.

(An exploration stage corporation)

**Notes to the Interim Condensed Financial Statements
(Unaudited)**

October 31, 2011

9. Capital management

The Corporation's objectives when managing capital are:

- To safeguard the Corporation's ability to continue as a going concern.
- To maintain appropriate cash reserves on hand to meet ongoing operating costs.
- To invest cash on hand in highly liquid and highly rated financial instruments.

In the management of capital, the Corporation includes equity in the definition of capital. The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

There have been no changes with respect to the overall capital management strategy during the period ended October 31, 2011.

10. Subsequent events

Pursuant to an agency agreement dated November 21, 2011 (the "Agency Agreement") with Wolverton Securities Ltd. (the "Agent"), the Corporation has agreed to file a prospectus for an initial public offering ("IPO" or the "Offering") in British Columbia, and Alberta of 4,500,000 common shares at \$0.15 per common share for gross proceeds of \$675,000. The Agent for the Offering has agreed to use its commercially reasonable efforts to secure subscriptions for these shares. The total subscription must be raised within 90 days of the receipt for the final prospectus relating to the Offering, otherwise all funds collected under subscription will be returned and the IPO cancelled.

Under the agency agreement, the Agent will be given a 10% cash commission, a corporate finance fee of \$25,000, and granted an option to acquire an additional number of common shares equal to 10% of the number of common shares sold in the IPO at a price of \$0.10 per share, exercisable for a period of two years from the date the common shares are first listed for trading on the Exchange. The 10% cash commission and \$15,000 of the corporate finance fee can be payable through the issuance of 450,000 and 100,000 common shares respectively at \$0.15 per share at the election of the Agent.

The completion of the Offering is dependent upon the issuance by regulatory authorities of a receipt in respect of the Corporation's prospectus.

Gold Ridge Exploration Corp.
(An exploration stage Corporation)

Financial Statements

For the period from incorporation on May 3, 2011 to July 31, 2011

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Financial Statements

July 31, 2011

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**CHARTERED
ACCOUNTANTS**

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Independent Auditors' Report

We have audited the accompanying financial statements of Gold Ridge Exploration Corp., which comprise the statement of financial position as at July 31, 2011 and the statements of loss and comprehensive loss, equity and cash flows for the period from incorporation on May 3, 2011 to July 31, 2011, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion the financial statements present fairly, in all material respects, the financial position of Gold Ridge Exploration Corp. as at July 31, 2011, and the results of its operations and cash flows for the period from incorporation on May 3, 2011 to July 31, 2011 then ended in accordance with International Financial Reporting Standards.

Emphasis of matter

Without modifying our opinion, we draw attention to note 2 of the financial statements which describes the material uncertainty that may cast significant doubt about the ability of Gold Ridge Exploration Corp to continue as a going concern.

(Signed) "MacKay LLP"

Calgary, Canada
September 28, 2011, (except as to note 10, which
is as at November 21, 2011

Chartered Accountants

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Statement of Financial Position

As at July 31, **2011**

Assets

Current assets

Cash and cash equivalents	\$	6,262
GST recoverable		6,364

12,626

Non-current assets

Exploration and evaluation assets (note 4)		126,434
Financing costs		1,980

\$ 141,040

Liabilities

Current liabilities

Accounts payable (note 5)	\$	24,105
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Future income tax liability **17,000**

41,105

Equity

Share capital (note 6)		126,137
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Reserves (note 7)		108,288
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Deficit		(134,490)
---------	--	-----------

99,935

\$ 141,040

Nature and continuance of operations (note 2)

Subsequent events (note 10)

Approved by the Board:

(Signed) "David D. Heighington", Director

(Signed) "David McElhanney", Director

See accompanying notes

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Statement of Loss and Comprehensive Loss

For the period from incorporation on May 3, 2011 to July 31,		2011
Expenses		
General and administrative	\$	273
Professional fees		8,929
Share-based payments		108,288
Net loss before income taxes		117,490
Future income tax expense (note 6)		17,000
Net loss and comprehensive loss for the period	\$	134,490
Basic and diluted net loss per share	\$	0.06
Weighted average number of common shares outstanding		2,430,000

See accompanying notes

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Statement of Equity

		Share capital	Reserves	Deficit	Total equity
Balance at May 3, 2011	\$	-	\$ -	\$ -	-
Issuance of common shares, net		126,137	-	-	126,137
Share-based payments		-	108,288	-	108,288
Total comprehensive loss		-	-	(134,490)	(134,490)
Balance at July 31, 2011	\$	126,137	\$ 108,288	\$ (134,490)	\$ 99,935

See accompanying notes

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Statement of Cash Flows

For the period from incorporation on May 3, 2011 to July 31, **2011**

Operating activities

Net loss for the period	\$	(134,490)
Share-based payments		108,288
Future income tax expense		17,000

Non-cash working capital items

Accounts payable and other liabilities	9,105
GST recoverable	(6,364)

(6,461)

Investing activities

Exploration and evaluation expenditures	(126,434)
Accounts payable and accrued liabilities	15,000

(111,434)

Financing activities

Issuance of common shares, net	126,137
Financing costs	(1,980)

124,157

Increase in cash **6,262**

Cash and cash equivalents, beginning of period **-**

Cash and cash equivalents, end of period **\$ 6,262**

See accompanying notes

Gold Ridge Exploration Corp.
(An exploration stage corporation)
Notes to the Financial Statements

July 31, 2011

3. Incorporation

Gold Ridge Exploration Corp. (the "Corporation") was incorporated under the Business Corporations Act (Alberta) on May 3, 2011 and is in the business of acquiring, exploration and developing mineral exploration properties. To date, the Corporation has not generated significant revenues from operations and is considered to be an exploration stage corporation.

4. Nature and continuance of operations

These financial statements have been prepared on the assumption that the Corporation will continue as a going concern and realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Corporation is in the process of exploring its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The continued operations of the Corporation are primarily dependent on its ability to raise exploration financing from equity markets or by selling or optioning its mineral properties. Recovery of the capitalized costs shown for mineral properties will likely require the establishment of economically recoverable reserves, the securing of development financing and profitable production.

3. Summary of significant accounting policies

(r) Basis of presentation

These audited financial statements have been prepared in accordance with IFRS, which include the following accounting principles.

(s) Revenue recognition

Interest income is recorded as earned.

(t) Functional and presentation currency

These audited financial statements have been prepared in Canadian dollars, which is the Corporation's functional and presentation currency.

(u) Cash and cash equivalents

Cash and cash equivalents are comprised of cash in banks, unrestricted cash held in lawyer's trust accounts for general purposes and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less.

(v) Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average share outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Gold Ridge Exploration Corp.
(An exploration stage corporation)
Notes to the Financial Statements

July 31, 2011

3. Summary of significant accounting policies (continued)

(f) Share-based payments

The Corporation grants stock options to buy common shares of the Corporation to directors, officers and employees pursuant to the Corporation's incentive stock option plan (note 7). The board of directors grants such options for periods of up to ten years, with vesting periods determined at its discretion and at prices equal to or greater than the closing market price on the day preceding the date the options were granted.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the employees earn the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest.

(g) Financing costs

Costs directly attributable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as financing costs. These costs will be deferred until the issuance of the shares to which the costs related, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

(h) Impairment of non-financial assets

Impairment tests on other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. An impairment loss is charged to the profit or loss, except to the extent they reverse gains previously recognized in other comprehensive loss/income.

(i) Reclamation deposits

Cash which is subject to contractual restrictions on use is classified separately as reclamation deposits. Reclamation deposits are classified as loans and receivables.

(j) Flow-through shares

The Corporation will from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resources expenditures to investors. On issuance, the Corporation bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Corporation derecognizes the liability and recognizes a deferred tax liability for the amount of the tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Gold Ridge Exploration Corp.
(An exploration stage corporation)
Notes to the Financial Statements

July 31, 2011

3. Summary of significant accounting policies (continued)

(k) Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in the statement of profit and loss.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or 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 profits will be available against which the asset can be utilized. To the extent that the Corporation does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

The following temporary differences do not result in deferred tax assets or liabilities:

- The initial recognition of assets or liabilities, not arising in a business combination, that does not affect accounting or taxable profit;
- Goodwill; and
- Investments in subsidiaries, associates and jointly controlled entities where the timing of reversal of the temporary differences can be controlled and reversal in the foreseeable future is not probable.

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 Corporation intends to settle its current tax assets and liabilities on a net basis.

(l) Reclamation and closure costs obligations

The Corporation recognizes the estimated fair value of its reclamation and closure costs obligations ("Reclamation Obligation") in the period in which it is incurred when a reasonable estimate of the fair value can be made. The obligation is generally considered to be incurred when mine assets are constructed or the ground environment is disturbed at the expected production location. The fair value of the estimated Reclamation Obligation is recorded as a liability with a corresponding increase in the carrying amount of the related asset. The estimate of Reclamation Obligation is initially measured at fair value and subsequently adjusted for the accretion of discount and any changes to the underlying cash flows. The capitalized amount is depleted on a unit-of-production basis over the life of the proved resources. The liability amount is increased each reporting period due to the passage of time and the amount of accretion is charged to earnings in the period. Revisions to the estimated timing of cash flows or to the original stated undiscounted costs could result in an increase or decrease to the carrying value of the Reclamation Obligation. As the Corporation's mining properties are in the exploration phase, no liability exists for Reclamation Obligation.

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Notes to the Financial Statements

July 31, 2011

3. Summary of significant accounting policies (continued)

(m) Mineral exploration and evaluation expenditures

Pre-exploration costs are expensed in the period in which they are incurred.

The Corporation capitalizes costs incurred to acquire, explore for and evaluate mineral resources. These expenditures are included in the mineral properties classification within the Corporation's Statement of Financial Position. Once the technical feasibility and commercial viability of a mineral resource is determined, the development costs are capitalized until the properties are placed into production, become inactive, are assessed as impaired or are sold or abandoned. Capitalized mineral property costs will be amortized over the estimated useful lives of the properties following the commencement of production or written off if the properties are sold, become inactive or abandoned. The costs of mineral properties include any fair market value of consideration, including cash and shares, if any, on the acquisition of property interests. The amounts of property acquisition costs and their related deferred exploration, evaluation and development costs represent actual expenditures incurred and are not intended to reflect present or future values.

Although the Corporation has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Corporation's title. Property may be subject to unregistered prior agreements or inadvertent non-compliance with regulatory requirements.

The Corporation assesses its mining properties for impairment whenever facts and circumstances suggest that the carrying amount is not recoverable and at the end of each reporting period. Impairment is considered at the cash-generating unit ("CGU") level. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets which are the projects as described in note 4.

The Corporation considers the conditions listed in IFRS 6, *Exploration and Evaluation of Mineral Resources* in determining whether the carrying value of its mineral properties is not recoverable, such as loss of the rights to explore an area, poor exploration results or abandonment of work program. If any such conditions exist, the recoverable amount of the relevant CGU is estimated in order to determine the extent of impairment.

(n) Significant accounting judgments and estimates

The preparation of these audited financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The audited financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the audited financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions management has made could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions.

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Notes to the Financial Statements

July 31, 2011

3. Summary of significant accounting policies (continued)

(n) Significant accounting judgments and estimates (continued)

Capitalization of mineral exploration projects

The Corporation's accounting policy for exploration costs results in certain items being capitalized according to the expected recoverability of the projects. This policy requires management to make certain estimates and assumptions as to future events and circumstances, in particular whether an economically viable extraction operation can be established. Any such estimates and assumptions may change as new information becomes available. If, after having capitalized the costs, a judgment is made that recovery of the costs is unlikely, the relevant capitalized amount will be written off to earnings.

(o) Financial assets

Financial assets are classified into one of four categories:

- Fair value through profit or loss ("FVTPL");
- Held-to-maturity ("HTM");
- Available for sale ("AFS"); and
- Loans and receivables.

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset.

(viii) FVTPL financial assets

Financial assets are classified as FVTPL when the financial asset is held for trading or it is designated as FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future;
- it is a part of an identified portfolio of financial instruments that the Corporation manages and has an actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets classified as FVTPL are stated at fair value with any resultant gain or loss recognized in profit or loss. The net gain or loss recognized incorporates any dividend or interest earned on the financial asset. The Corporation does not have any assets classified as FVTPL financial assets.

(ix) HTM investments

HTM investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs. The Corporation does not have any HTM investments.

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Notes to the Financial Statements

July 31, 2011

3. Summary of significant accounting policies (continued)

(o) Financial assets (continued)

(iii) AFS financial assets

Short-term investments and other assets held by the Corporation are classified as AFS and are stated at fair value. Gains and losses arising from changes in fair value are recognized directly in equity in the investments revaluation reserve. To date, these gains and losses have not been material as the Corporation does not have any AFS financial assets. Impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets, are recognized directly in profit or loss rather than equity. When an investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognized in the investments revaluation reserve is included in profit or loss for the period.

The fair value of AFS monetary assets denominated in a foreign currency is translated at the spot rate at the statement of financial position date. The change in fair value attributable to translation differences on amortized cost of the asset is recognized in profit or loss, while other changes are recognized in equity.

(iv) Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are initially recognized at the transaction value and subsequently carried at amortized cost less impairment losses. The impairment loss of receivables is based on a review of all outstanding amounts at period end. Bad debts are written off during the year in which they are identified. Interest income is recognized by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

(v) Effective interest method

The effective interest method calculates the amortized cost of a financial asset and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as FVTPL.

Notes to the Financial Statements

July 31, 2011

3. Summary of significant accounting policies (continued)

(o) Financial assets (continued)

(iv) Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted. Objective evidence of impairment could include the following:

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

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate. The carrying amount of all financial assets, excluding trade receivables, is directly reduced by the impairment loss. The carrying amount of trade receivables is reduced through the use of an allowance account.

When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

With the exception of AFS equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease relates to an event occurring after the impairment was recognized; the previously recognized impairment loss is reversed through profit or loss.

On the date of impairment reversal, the carrying amount of the financial asset cannot exceed its amortized cost had impairment not been recognized.

(vii) Derecognition of financial assets

A financial asset is derecognized when:

- the contractual right to the asset's cash flows expire; or
- if the Corporation transfers the financial asset and substantially all risks and rewards of ownership to another entity.

Gold Ridge Exploration Corp.

(An exploration stage corporation)

Notes to the Financial Statements

July 31, 2011

3. Summary of significant accounting policies (continued)**(p) Financial liabilities and equity**

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Corporation are recorded at the proceeds received, net of direct issue costs. Costs related to shares not yet issued are recorded as financing costs. These costs will be deferred until the issuance of the shares to which the costs related, at which time the costs will be charged against the related equity instrument or charged to operations if the shares are not issued.

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities:

- Other financial liabilities

Other financial liabilities are initially measured at fair value, with any transactions costs expensed and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expenses over the corresponding period. The effective interest rate is the rate that exactly discounts estimated future cash payments over the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

The Corporation has classified accounts payable as other financial liabilities.

- Derecognition of financial liabilities

The Corporation derecognizes financial liabilities when, and only when, the Corporation's obligations are discharged, cancelled or they expire.

(q) Future accounting pronouncements

The following standards have been issued but are not yet effective:

- Financial Instruments (IAS 39 replacement)
- Consolidation
- Fair Value Measurement
- Financial Statement Presentation
- Leases
- Revenue Recognition
- Joint Ventures
- Post-employment benefits
- Insurance contracts

The Corporation is currently evaluating the impact of the above standards on its financial performance and financial statement disclosures but expects that such impact will not be material.

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Notes to the Financial Statements

July 31, 2011

4. Exploration and evaluation assets

On May 24, 2011, the Corporation signed a property option agreement for the option to earn a 100% interest in the Tahsis property consisting of 25 claims totaling 10,358 hectares located on Northern Vancouver Island. In consideration of the grant of the option, the Corporation is required to pay \$15,000 upon execution of the agreement, \$15,000 within five days of the approval date for the completion of the initial public offering and issue 250,000 common shares of the Corporation on the approval date.

In order to maintain in force the option granted, the Corporation must issue 200,000 common shares, and complete a \$200,000 work commitment within 30 days of the first and second anniversaries respectively of the approval date. The Corporation must issue 200,000 common shares within 30 days of the third anniversary of the approval date as well.

For the period ended July 31, 2011, the \$15,000 due on execution of the agreement has been included in mineral properties and accounts payable and was paid subsequent to the period end. The Corporation has also incurred an additional \$111,434 in expenditures on the property during the period then ended.

5. Related party transactions

Transactions with related parties are incurred in the normal course of business and are measured at the exchange amount which is the amount of consideration established and approved by the related parties. Related party transactions are disclosed below, unless they have been disclosed elsewhere in the financial statements.

During the period from incorporation to July 31, 2011, the Corporation incurred \$10,684 in legal fees to a law firm of which one director of the Corporation is a principal. Fees incurred related to professional services incurred in respect of incorporation, private placement and the prospectus for the IPO. As at July 31, 2011, \$1,980 in legal fees have been included as financing costs, \$2,929 expensed as professional fees and \$5,775 included as share issue costs with \$3,105 included in accounts payable.

During the period from incorporation to July 31, 2011, the Corporation incurred \$9,757 in geological fees to the President and CEO of the Corporation relating to the property option agreement. As at July 31, 2011, \$9,757 in geological fees has been capitalized to mineral properties and is fully paid.

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Notes to the Financial Statements

July 31, 2011

6. Share capital

Authorized

- Unlimited number of common shares
- Unlimited number of preferred shares, issuable in series

Issued and outstanding common shares:

		2011
	Number	Amount
Balance, beginning of period	-	\$ -
Issued to directors and officers on incorporation	1,312,000	1,312
Issued on private placements		
flow-through	806,250	64,500
non flow-through	1,888,750	151,100
Subscription receivable	-	(85,000)
Share issue costs	-	(5,775)
Balance, July 31, 2011	4,007,000	126,137

The Corporation issued 1,312,000 common shares at a price of \$0.001 per share for total proceeds of \$1,312 received in cash. The fair value of these shares on incorporation of \$0.05 per share was a total of \$65,600; therefore a share-based payment of \$64,288 was recorded for the difference between the fair value and cash consideration paid. The fair value of the seed shares was determined in reference to the minimum price that shares are normally issued by private companies prior to completion of its initial public offering.

The Corporation also completed private placements of flow through and non-flow through common shares by issuing a total of 2,695,000 common shares at a price of \$0.08 per share for total proceeds of \$215,600 received in cash. Directors and officers received 57,500 common and 75,000 flow-through common shares for total proceeds of \$10,600. Share issue costs related to the private placements was \$5,775. Subscription receivable in the amount of \$85,000 related to non-flow-through shares was collected in full subsequent to July 31, 2011.

For the period ended July 31, 2011, the Corporation raised \$64,500 in flow-through shares which was all spent on eligible expenditures during the period then ended. A corresponding future income tax expense of \$17,000 has been recorded for the period ended July 31, 2011.

A total of 1,444,500 common shares issued to directors and officers will be held in escrow. Under the escrow agreement, 10% of the escrowed common shares will be released upon the Listing Date and that an additional 15% will be released therefrom every 6 month interval thereafter, over a period of 35 months.

7. Reserves

The Corporation has adopted an incentive stock option plan which provides that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares at the time of completion of the IPO. Such options will be exercisable up to ten years from the date of grant. The fair value of each option grant will be estimated on the date of grant using the Black-Scholes option pricing model.

Gold Ridge Exploration Corp.
 (An exploration stage corporation)
Notes to the Financial Statements
July 31, 2011

7. Reserves (continued)

Pursuant to the stock option plan the Board of Directors has granted the following options to purchase common shares to officers and directors as follows on July 31, 2011.

Optionee	Number of common shares under option	Exercise price	Expiry date
Officers/directors	760,000	\$0.15	July 31, 2016

The estimated fair value of the options granted as calculated using the Black-Scholes option pricing model is \$44,000 and has been charged to operations for the period ended July 31, 2011. All options were fully exercisable and outstanding as of July 31, 2011.

		July 31, 2011
	Number of options	Fair value recorded
Balance, beginning of period	-	\$ -
Issued to directors and officers	760,000	44,000
Compensation on incorporation shares (note 6)	-	64,288
Balance, end of period	760,000	\$ 108,288

The following weighted average assumptions were used for valuing the stock option granted during the period:

	Options granted to Directors and Officers
Risk-free interest rate	2.05%
Expected volatility	110%
Dividend yield	0%
Forfeiture rate	0%
Expected life of each option granted	5 years

8. Financial instruments

As at July 31, 2011, the Corporation's financial instruments are cash and cash equivalents, and accounts payable. The amounts reflected in the statement of financial position are carrying amounts and approximate their fair values due to the short-term nature and negligible credit losses. These financial instruments are classified as follows:

- Cash and cash equivalents
- GST recoverable – loans and receivable
- Accounts payable – other financial liability

The Corporation does not use derivative instruments or hedges to manage risks because the Corporation's exposure to credit risk, interest rate risk and currency risk is small.

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Notes to the Financial Statements

July 31, 2011

8. Financial instruments (continued)

e) 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 Corporation's cash and cash equivalents and GST recoverable are exposed to credit risk, however the risk is deemed small because of the credit worthiness of the counterparties.

f) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's cash and cash equivalents are exposed to interest rate risk as the Corporation invests cash and cash equivalents at floating rates of interest in highly liquid instruments. Fluctuations in interest rates impact the value of cash and cash equivalents.

g) Currency risk

Currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Corporation's exposure to currency risk is negligible because all of the Corporation's operations and transactions are in one country, being Canada, with all monetary assets in Canadian dollars.

h) Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with financial liabilities. The Corporation's accounts payable are all current and due within 90 days of the statement of financial position date. The Corporation ensures that it has sufficient capital to meet short term financial obligations after taking into account cash and cash equivalents on hand.

9. Capital management

The Corporation's objectives when managing capital are:

- To safeguard the Corporation's ability to continue as a going concern.
- To maintain appropriate cash reserves on hand to meet ongoing operating costs.
- To invest cash on hand in highly liquid and highly rated financial instruments.

In the management of capital, the Corporation includes equity in the definition of capital. The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

There have been no changes with respect to the overall capital management strategy during the period ended July 31, 2011.

Gold Ridge Exploration Corp.
(An exploration stage corporation)

Notes to the Financial Statements

July 31, 2011

10. Subsequent events

Pursuant to an agency agreement dated November 21, 2011 (the “Agency Agreement”) with Wolverton Securities Ltd. (the “Agent”), the Corporation has agreed to file a prospectus for an initial public offering (“IPO” or the “Offering”) in British Columbia, and Alberta of 4,500,000 common shares at \$0.15 per common share for gross proceeds of \$675,000. The Agent for the Offering has agreed to use its commercially reasonable efforts to secure subscriptions for these shares. The total subscription must be raised within 90 days of the receipt for the final prospectus relating to the Offering, otherwise all funds collected under subscription will be returned and the IPO cancelled.

Under the agency agreement, the Agent will be given a 10% cash commission, a corporate finance fee of \$25,000, and granted an option to acquire an additional number of common shares equal to 10% of the number of common shares sold in the IPO at a price of \$0.15 per share, exercisable for a period of two years from the date the common shares are first listed for trading on the Exchange. The 10% cash commission and \$15,000 of the corporate finance fee can be payable through the issuance of 450,000 and 100,000 common shares respectively at \$0.15 per share at the election of the Agent.

The completion of the Offering is dependent upon the issuance by regulatory authorities of a receipt in respect of the Corporation’s prospectus.

CERTIFICATE OF GOLD RIDGE EXPLORATION CORP.

Dated: February 27, 2012

This amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by securities legislation of Alberta and British Columbia.

(Signed) "***Stephen B. Butrenchuk***"

Stephen B. Butrenchuk

President, Chief Executive Officer,
Corporate Secretary and Director

(Signed) "***Alan Chan***"

Alan Chan

Chief Financial Officer and Director

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) "***David D. Heighington***"

David D. Heighington

Director

(Signed) "***David McElhanney***"

David McElhanney

Director

CERTIFICATE OF PROMOTER

Dated: February 27, 2012

This amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by securities legislation of Alberta and British Columbia.

(Signed) "***Stephen B. Butrenchuk***"

Stephen B. Butrenchuk

President, Chief Executive Officer,
Corporate Secretary and Director

CERTIFICATE OF THE AGENT

Dated: February 27, 2012

To the best of our knowledge, information and belief, this amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this amended and restated prospectus as required by securities legislation of Alberta and British Columbia.

WOLVERTON SECURITIES LTD.

Per: (Signed) "Colman Wong"
Colman Wong, Senior Vice President