

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

The securities offered hereby have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “1933 Act”) or any securities laws of any state of the United States and may not be offered or sold within the United States unless registered under the 1933 Act and any applicable securities laws of any state of the United States or an exemption from such registration requirements is available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See “Plan of Distribution”.

Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the secretary of the issuer at Suite 1500 - 409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2, telephone 604-676-5660, and are also available electronically at www.sedar.com.

SHORT FORM PROSPECTUS

New Issue

June 28, 2021



CABRAL GOLD INC.

\$10,000,800
18,520,000 Units

Price: \$0.54 per Unit

This short form prospectus (this “**Prospectus**”) qualifies the distribution (the “**Offering**”) of 18,520,000 units (“**Units**”) of Cabral Gold Inc. (“**Cabral**” or the “**Company**”) at a price of \$0.54 per Unit (the “**Offering Price**”). Each Unit consists of one common share (each a “**Unit Share**”) of the Company and one-half of one common share purchase warrant of the Company (each whole common share purchase warrant, a “**Warrant**”). Each Warrant is exercisable to acquire one common share (each a “**Warrant Share**”) of the Company at an exercise price of \$0.80 per Warrant Share for a period of 24 months following the Closing Date (as defined herein), subject to adjustment in certain events and to the terms of a warrant indenture (the “**Warrant Indenture**”) to be dated as of the Closing Date (as defined herein) between the Company and Computershare Trust Company of Canada (the “**Warrant Agent**”), as warrant agent thereunder.

The Units are being issued and sold pursuant to an underwriting agreement (the “**Underwriting Agreement**”) dated June 14, 2021 among the Company and Cormark Securities Inc. (“**Cormark**”) as lead underwriter and sole bookrunner, and a syndicate of underwriters comprised of Stifel Nicolaus Canada Inc., Paradigm Capital Inc., and Research Capital Corporation (together, the “**Underwriters**”). The Offering Price was determined by arm’s length negotiation between the Company and Cormark with reference to the prevailing market price of the common shares of the Company (the “**Common Shares**”). See “*Plan of Distribution*”.

The Common Shares are listed and posted for trading on the TSX Venture Exchange (the “**TSX-V**”) under the symbol “**CBR**” and quoted on the OTC Pink Market under the symbol “**CBGZF**”. On June 25, 2021, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the TSX-V was \$0.52 per Common Share and the closing price on the OTC Pink Market was US\$0.433 per Common Share.

The Company received conditional approval from the TSX-V on June 21, 2021 for the listing of the Unit Shares to be distributed under this Prospectus on the TSX-V, as well as the Warrant Shares issuable upon the exercise of the Warrants, the Additional Unit Shares (as defined herein) issuable upon the exercise of the Over-Allotment Option (as

defined herein), the Additional Warrant Shares (as defined herein) issuable upon the exercise of the Additional Warrants (as defined herein), and the Underwriters' Shares (as defined herein) issuable upon the exercise of the Underwriters' Warrants (as defined herein). Listing remains subject to the Company fulfilling all of the requirements of the TSX-V. See "*Plan of Distribution*".

	Price to the Public	Underwriters' Fee ⁽¹⁾⁽⁴⁾	Net Proceeds to the Company⁽¹⁾
Per Unit	\$0.54	\$0.0324	\$0.5076
Total	\$10,000,800 ⁽¹⁾	\$600,048 ⁽²⁾	\$9,400,752 ⁽²⁾⁽³⁾

Notes:

- (1) Assumes no exercise of the Over-Allotment Option and no President's List (as defined herein) purchasers.
- (2) Pursuant to the Underwriting Agreement, the Underwriters will receive a cash fee (the "**Underwriters' Fee**") equal to 6.0% of the gross proceeds of the Offering (including in respect of any exercise of the Over-Allotment Option, if any), subject to a reduced fee to the President's List Percentage (as defined herein) for Units sold by the Underwriters to certain purchasers designated by the Company on the president's list (the "**President's List**"). The President's List shall be for a maximum of 1,851,852 Units plus any Units sold to Crescat Capital, or affiliates thereof, if applicable. The "**President's List Percentage**" shall be 3.0% except for sales under which the purchaser is Crescat Capital, or an affiliate thereof, if applicable, for which the percentage shall be reduced to 1.0%. Crescat Capital, or an affiliate thereof, may purchase up to a maximum of 3,703,704 Units under the Offering.
- (3) After deducting the Underwriters' Fee (assuming no President's List purchasers), but before deducting the expenses of the Offering, including listing fees and the reasonable expenses of the Underwriters incurred in connection with the Offering, estimated to be approximately \$350,000, if the Offering is fully subscribed, which will be paid by the Company from the net proceeds of the Offering.
- (4) Pursuant to the Underwriting Agreement, the Underwriters will receive compensation warrants (the "**Underwriters' Warrants**") equal to 6.0% of the number of Units issued under the Offering (including in respect of any Additional Units (as defined herein) issued upon exercise of the Over-Allotment Option, if any), subject to a reduced fee to the President's List Percentage for Units sold by the Underwriters under the President's List. The Underwriters' Warrants are exercisable into Common Shares (the "**Underwriters' Shares**") at a price of \$0.54 per Underwriters' Share, for a period of 24 months following the Closing Date, subject to adjustment in certain events. This Prospectus also qualifies the issuance of the Underwriters' Warrants. See "*Plan of Distribution*".

The Underwriters have been granted an option (the "**Over-Allotment Option**"), exercisable, in whole or in part, at any time from time to time, in the sole discretion of the Underwriters, for a period of up to 30 days after the Closing Date, to purchase from the Company up to an amount of Units equal to 15% of the Units (the "**Additional Units**") sold under the Offering, being 2,778,000 Additional Units, at the Offering Price, to cover the Underwriters' over-allocation position, if any, and for market stabilization purposes. Each Additional Unit will consist of one Common Share (each an "**Additional Unit Share**") and one-half of one Warrant, with each whole Warrant (an "**Additional Warrant**") exercisable for one Common Share (an "**Additional Warrant Share**") at an exercise price of \$0.80 per Additional Warrant Share at any time until 4:00 p.m. (Vancouver time) on the date that is 24 months following the Closing Date, subject to adjustment in certain events on the same terms as the Warrants. The Over-Allotment Option is exercisable by the Underwriters in respect of: (i) Additional Units at the Offering Price; or (ii) Additional Unit Shares at a price of \$0.51 per Additional Unit Share; or (iii) Additional Warrants at a price of \$0.06 per Additional Warrant; or (iv) any combination of the Additional Units, Additional Unit Shares and/or Additional Warrants (together, the "Additional Securities"), so long as the aggregate number of Additional Unit Shares and Additional Warrants, which may be issued under the Over-Allotment Option, does not exceed 2,778,000 Additional Unit Shares and 1,389,000 Additional Warrants. If the Over-Allotment Option is exercised in full for Additional Units, the total "Price to the Public", "Underwriters' Fee" and "Net Proceeds to the Company" will be \$11,500,920, \$690,055.20 and \$10,810,864.80, respectively (assuming no President's List purchasers). This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Additional Units, the Additional Unit Shares and the Additional Warrants issuable upon exercise of the Over-Allotment Option. A purchaser who acquires securities forming part of the Underwriters' over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See "*Plan of Distribution*".

Unless the context otherwise requires, when used herein, all references to "Offering", "Units", "Unit Shares", "Warrants" and "Warrant Shares" include the Additional Units, Additional Unit Shares, Additional Warrants and Additional Warrant Shares issuable upon exercise of the Over-Allotment Option.

The following table sets out the number of securities that may be issued by the Company pursuant to the Over-Allotment Option and the Underwriters' Warrants:

Underwriters Position	Maximum Size or Number of Securities Available	Exercise Period	Exercise Price
Over-Allotment Option	2,778,000 Additional Unit Shares and/or 1,389,000 Additional Warrants ⁽¹⁾	Exercisable for a period of up to 30 days after the Closing Date	\$0.54 per Additional Unit \$0.51 per Additional Unit Share \$0.06 per Additional Warrant
Underwriters' Warrants⁽¹⁾	1,111,200 Underwriters' Warrants ⁽²⁾	Exercisable for a period of 24 months following the Closing Date	\$0.54 per Underwriters' Share

Notes:

(1) Assuming the Over-Allotment Option is exercised in full.

(2) Assuming no President's List purchasers. If the Over-Allotment Option is exercised in full for Additional Units, the total "Number of Securities Available" will be 1,277,880 Underwriters' Warrants (assuming no President's List purchasers).

The Underwriters, as principal, conditionally offer the Units subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under the "*Plan of Distribution*", and subject to the approval of certain legal matters, on behalf of the Company by Morton Law LLP, and on behalf of the Underwriters by Stikeman Elliott LLP.

Subject to applicable laws and in connection with this Offering, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail in the open market in accordance with applicable stabilization rules. Such transactions, if commenced, may be discontinued at any time. See "*Plan of Distribution*".

Subscription for the Units 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. Other than pursuant to certain exceptions, the Units sold pursuant to the Offering will be issued in electronic form to the Canadian Depository for Securities ("CDS") or nominees thereof and deposited with CDS upon closing of the Offering in electronic form. A purchaser will only receive a customer confirmation of the issuance of the securities purchased pursuant to the Offering from the Underwriters or other registered dealer who is a CDS participant through which the Units are purchased. Closing of the Offering is expected to occur on or about June 29, 2021, or such other date as may be agreed upon by the Company and the Underwriters (the "**Closing Date**"). In any event, the Units are to be taken up by the Underwriters, if at all, on or before a date not later than 42 days after the date of the receipt for this Prospectus. See "*Plan of Distribution*".

An investment in the Units is highly speculative and involves a high degree of risk, and should only be made by persons who can afford the total loss of their investment. Investors should carefully consider the risk factors described or incorporated by reference in this Prospectus before purchasing the Units. Prospective investors are advised to consult their legal counsel and other professional advisors in order to assess income tax, legal and other aspects of the investment. See "*Cautionary Note Regarding Forward Looking Statements*" and "*Risk Factors*".

Prospective investors are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, territorial, local, foreign and other tax consequences of acquiring, holding or disposing of Units. See "*Certain Federal Income Tax Considerations*".

There is no market through which the Warrants may be sold and purchasers of the Warrants may not be able to resell the Warrants purchased under this Prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants, and the extent of issuer regulation. See “Risk Factors”.

The Company’s head office is located at Suite 1500 - 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2, and its registered office is located at Suite 1200 - 750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T8.

Mr. Carlos Vilhena, a director of the Company, resides outside of Canada. Mr. Vilhena has appointed the Company at Suite 1500 - 409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2 as his agent for service of process.

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

In this Prospectus, unless the context otherwise requires, references to “we”, “us”, “our”, “Cabral” or the “Company” refer to Cabral Gold Inc., either alone or together with its subsidiaries, as the context requires.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Prospectus, and in certain documents incorporated by reference herein, contain statements that, to the extent that they are not historical fact, may constitute “forward-looking statements” within the meaning of applicable securities legislation.

Forward-looking statements may include, but are not limited to, statements with respect to:

- financial and other projections, future plans, objectives, performance, revenues, growth, profits or operating expense;
- effect of the novel coronavirus (“**COVID-19**”) outbreak on the ability of the Company to carry on business;
- the use of available funds;
- the future price of commodities;
- the estimation of mineral resources and the realization of mineral resource estimates;
- the timing and amount of estimated future production, costs of production, capital expenditures;
- costs and timing of the development of new deposits;
- success of exploration activities;
- permitting time lines;
- currency fluctuations;
- government regulation of mining operations;
- environmental risks;
- unanticipated reclamation expenses;
- title disputes or claims;
- limitations on insurance coverage;
- the completion of financings and future listings and regulatory approvals;
- requirements for additional capital and future financing options;
- plans to identify, pursue, negotiate and/or complete strategic acquisitions;
- future plans, objectives or economic performance, or the assumption underlying any of the foregoing; and
- other expectations of the Company.

In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “project”, “estimates”, “forecasts”, “intends”, “anticipates” or “believes”, or variations (including negative variations) of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Such forward-looking statements, made as of the date hereof, reflect the Company’s current views with respect to future events and are based on information currently available to the Company and are subject to and involve certain known and unknown risks, uncertainties, assumptions and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed in or implied by such forward-looking statements. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. These risks, uncertainties, assumptions and other factors should be considered carefully, and prospective investors and readers should not place undue reliance on the forward-looking statements.

Forward-looking statements are based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause the Company’s actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking statements include, without limitation, the Company’s budget and anticipated costs; ability to carry on exploration and development activities; ability to raise additional capital to proceed with exploration and development plans; ability to obtain all necessary regulatory approvals, permits and licenses for planned activities under governmental and other applicable regulatory regimes; expectations regarding tax rates, currency exchange rates, and interest rates; ability to comply with current and future environmental, safety and other regulatory requirements and to obtain and maintain required regulatory approvals; and operations are not significantly disrupted as a result of pandemics, social or political activism, breakdown, natural disasters, governmental or political actions,

litigation or arbitration proceedings, equipment or infrastructure failure, labour shortages, transportation disruptions or accidents, or other development or exploration risks. Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking statements include the factors identified throughout this Prospectus and in particular, the “*Risk Factors*” section of this Prospectus.

Any forward-looking statement speaks only as of the date on which such statement is made, and the Company undertakes no obligation to update any forward-looking statement or information or statements to reflect information, events, results, circumstances or otherwise after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by law including securities laws. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such fact on the Company’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements or information.

IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS

Investors should rely on only information contained in this Prospectus or incorporated by reference herein. Neither the Company nor the Underwriters has authorized anyone to provide investors with different or additional information. If anyone provides the reader with different or additional information, the reader should not rely on it. Neither the Company nor the Underwriters are making an offer to sell the Units in any jurisdiction where the offer or sale is not permitted. Investors should assume that the information contained in this Prospectus or in any document incorporated or deemed to be incorporated by reference in this Prospectus is accurate only as of the respective date of the document in which such information appears. The business, financial condition, results of operations and prospects of the Company may have changed since those dates.

Information contained in this Prospectus should not be construed as legal, tax or financial advice and readers are urged to consult with their own professional advisors in connection therewith.

ENFORCEABILITY OF JUDGEMENTS AGAINST FOREIGN PERSONS

Mr. Carlos Vilhena, a director of the Company, resides outside of Canada. Mr. Vilhena has appointed the Company at Suite 1500 - 409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2 as his agent for service of process.

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

CURRENCY PRESENTATION

Unless otherwise indicated, all references to monetary amounts in this Prospectus are denominated in Canadian dollars. The consolidated financial statements of the Company incorporated herein by reference are reported in Canadian dollars and are prepared in accordance with International Financial Reporting Standards (“**IFRS**”). Unless otherwise indicated, all references to “\$”, “C\$” and “dollars” in this Prospectus refer to Canadian dollars. References to “US\$” in this Prospectus refer to United States dollars. References to “R\$” in this Prospectus refer to Brazilian real.

The following tables set forth, for the periods indicated, the high, low, average and period end daily exchange rates of exchange for one U.S. dollar in Canadian dollars and for one Brazilian Real in Canadian dollars, published by the Bank of Canada. Although obtained from sources believed to be reliable, the data is provided for informational purposes only, and the Bank of Canada does not guarantee the accuracy or completeness of the data.

U.S. dollar to Canadian dollar

	Year Ended December 31,		
	2020	2019	2018
High	1.4496	1.3600	1.3642
Low	1.2718	1.2988	1.2288
Average	1.3415	1.3269	1.2957
Period end	1.2732	1.2988	1.3642

Brazilian Real to Canadian dollar

	Year Ended December 31,		
	2020	2019	2018
High	0.3226	0.3602	0.4007
Low	0.2297	0.3118	0.3116
Average	0.2625	0.3371	0.3566
Period end	0.2451	0.3231	0.3515

On June 25, 2021, the daily exchange rate for one United States dollar expressed in Canadian dollars, as quoted by the Bank of Canada, was US\$1.00 = C\$1.2294 (or C\$1.00 = US\$0.8134). On June 25, 2021, the daily exchange rate for one Brazilian real expressed in Canadian dollars, as quoted by the Bank of Canada, was R\$1.00 – C\$0.2492 (or C\$1.00 – R\$4.0128).

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions in Canada. Copies of the documents incorporated herein by reference may be obtained on request and without charge from the secretary of the Company at Suite 1500 - 409 Granville Street, Vancouver, British Columbia V6C 1T2, telephone 604 676-5660, and are also available electronically on SEDAR at www.sedar.com. The filings of the Company through SEDAR are not incorporated by reference in this Prospectus except as specifically set out herein.

The following documents are specifically incorporated by reference into, and form an integral part of, this Prospectus:

1. Annual Information Form of the Company for the year ended December 31, 2020, dated as of April 12, 2021 (the “AIF”).
2. Audited consolidated annual financial statements of the Company for the years ended December 31, 2020 and 2019, together with the report of the independent registered public accounting firm thereon and the notes thereto, dated as of March 26, 2021.
3. Management’s discussion and analysis of the Company for the year ended December 31, 2020, dated as of March 26, 2021.
4. Condensed interim financial statements of the Company for the three months ended March 31, 2021, (excluding the Notice of No Auditor Review), together with the notes thereto, dated as of May 28, 2021.
5. Management’s discussion and analysis of the Company for the three months ended March 31, 2021, dated as of May 28, 2021.
6. Material Change Report of the Company dated June 11, 2021 with respect to the Offering.
7. Material Change Report of the Company dated May 20, 2021 announcing assay results from diamond drill holes at the MG Gold Deposit, and several reconnaissance RC holes at the JM target within the Cuiú Cuiú District, Brazil.

8. Material Change Report of the Company dated May 19, 2021 announcing drill results and identification of a new high-grade zone at the MG Gold Deposit within the Cuiú Cuiú District, Brazil
9. Material Change Report of the Company dated May 19, 2021 announcing drill results at the Machichie target, Cuiú Cuiú District, Brazil.
10. Material Change Report of the Company dated May 19, 2021 announcing drill results and identification of a new high-grade zone at the MG Gold Deposit within the Cuiú Cuiú District, Brazil.
11. Material Change Report of the Company dated April 12, 2021 announcing additional drill results and identification of a new high-grade zone at the MG Gold Deposit within the Cuiú Cuiú District, Brazil, and announcing that due to circumstances created by the COVID-19 pandemic, the Company would not be filing its audited financial statements and management's discussion and analysis in respect of the year ended December 31, 2019 by the scheduled due date of April 29, 2020.
12. Material Change Report of the Company dated April 12, 2021 announcing drill results and identification of a new high-grade zone at the MG Gold Deposit within the Cuiú Cuiú District, Brazil.
13. Material Change Report of the Company dated April 12, 2021 announcing additional drill results from the Phase II diamond drilling program at the MG Gold Deposit within the Cuiú Cuiú District, Brazil.
14. Material Change Report of the Company dated April 12, 2021 announcing drill results from the Phase II drilling program at the MG Gold Deposit within the Cuiú Cuiú District, Brazil.
15. Management Information Circular of the Company dated as at May 7, 2021 in respect of the annual general meeting of the shareholders of the Company to be held on June 17, 2021.
16. Template version of the term sheet dated June 8, 2021 relating to the Offering (the "**Term Sheet**").
17. Technical report dated March 25, 2021, as amended on June 28, 2021, with an effective date of June 19, 2021, entitled "Technical Report on the Cuiú Cuiú Project, Recent Exploration and a Mineral Resources Estimate, Para State, North-Central Brazil."

A reference to this Prospectus includes a reference to any and all documents incorporated by reference in this Prospectus. Any document of the type referred to above (excluding confidential material change reports), the content of any news release disclosing financial information for a period more recent than the period for which consolidated financial statements are required and certain other disclosure documents as set forth in Item 11.1 of Form 44-101F1 of National Instrument 44-101 – *Short Form Prospectus Distributions* of the Canadian Securities Administrators filed by the Company with the securities commissions or similar regulatory authorities in Canada after the date of this Prospectus and prior to the termination of the Offering under this Prospectus shall be deemed to be incorporated by reference in this Prospectus.

Applicable portions of the documents listed above are not incorporated by reference to the extent their contents are modified or superseded by a statement contained in this Prospectus or in any subsequently filed document which is also incorporated by reference in this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded will not constitute a part of this Prospectus, except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the statement or document that it modifies or supersedes. The making of such a modifying or

superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

MARKETING MATERIALS

The Term Sheet (the “**Marketing Materials**”) do not form part of this Prospectus to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this Prospectus. Any template version of “marketing materials” (as defined in National Instrument 41-101 – *General Prospectus Requirements*) filed after the date of this Prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, the Marketing Materials) is deemed to be incorporated by reference into this Prospectus.

ELIGIBILITY FOR INVESTMENT

In the opinion of Legacy Trust + Tax Lawyers, Canadian tax counsel to the Company, and Stikeman Elliott LLP, legal counsel to the Underwriters, the Unit Shares, the Warrants and the Warrant Shares, if issued on the date hereof, would be “qualified investments” under the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”) for a trust governed by a registered retirement savings plan (“**RRSP**”), registered retirement income fund (“**RRIF**”), registered education savings plan (“**RESP**”), deferred profit sharing plan, registered disability savings plan (“**RDSP**”) or tax-free savings account (“**TFSA**”) (collectively, the “**Exempt Plans**”), provided, (i) in the case of the Unit Shares and Warrant Shares, the Unit Shares or Warrant Shares are listed on a “designated stock Exchange” as defined in the Tax Act (which currently includes the TSX-V); and (ii) in the case of the Warrants, the Warrant Shares are listed on a designated stock exchange (which currently includes the TSX-V), and the Company deals at arm’s length with each person who is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of, such Exempt Plan.

Notwithstanding that the Unit Shares, the Warrants and the Warrant Shares may, at a particular time, be qualified investments for a trust governed by an RRSP, RRIF, RDSP, TFSA or RESP, the annuitant of the RRSP or RRIF, the holder of the RDSP or TFSA, or the subscriber of the RESP, as the case may be (such annuitant, holder or subscriber a “**Controlling Individual**” of the RRSP, RRIF, RDSP, TFSA or RESP), will be subject to a penalty tax with respect to securities held in the RRSP, RRIF, RDSP, TFSA or RESP if such securities are “prohibited investments” for the RRSP, RRIF, RDSP, TFSA or RESP within the meaning of the Tax Act. Provided that the Controlling Individual of a RRSP, RRIF, RDSP, TFSA or RESP does not hold a “significant interest” (as defined in the Tax Act) in the Company and provided that such holder deals at arm’s length with the Company for the purposes of the Tax Act, the Unit Shares, the Warrants and the Warrant Shares will not be “prohibited investments” for the RRSP, RRIF, RDSP, TFSA or RESP. In addition, the Unit Shares and the Warrant Shares will not be “prohibited investments” if they are “excluded property” (as defined in the Tax Act for the purposes of the prohibited investment rules) for a trust governed by a RRSP, RRIF, TFSA, RDSP or RESP.

Investors in Units should consult their own independent tax advisors for advice with respect to the potential application of these rules to them having regard to their own particular circumstances.

CAUTIONARY NOTE TO U.S. INVESTORS CONCERNING RESOURCE ESTIMATES

Resource estimates reported in this Prospectus (including in the documents incorporated by reference) are made in accordance with definitions adopted by the Canadian Institute of Mining, Metallurgy and Petroleum and incorporated into National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”). Estimates of gold resources were prepared by or under the supervision of the qualified persons who are identified in this document and other public filings.

The Company reports its reserves and resources in accordance with NI 43-101, as required by Canadian securities regulatory authorities. These standards differ significantly from the requirements set forth in Subpart 1300 of Regulation S-K and former Industry Guide 7 under the Securities Exchange Act of 1934 (as amended) as interpreted by the Staff of the US Securities and Exchange Commission Accordingly, information concerning mineral deposits

set forth herein may not be comparable with information made public by companies that report in accordance with U.S. standards.

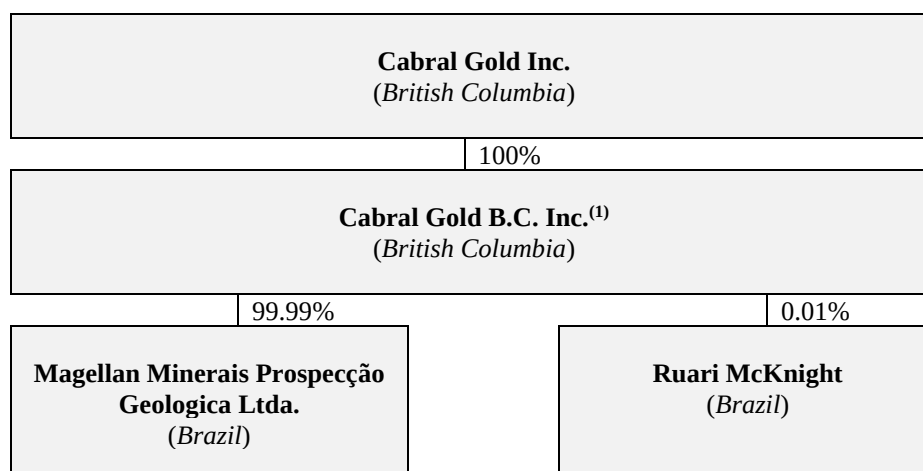
Mineral resources are not mineral reserves and have not demonstrated economic viability, but do have reasonable prospects for economic extraction. Measured and indicated mineral resources are sufficiently well defined to allow geological and grade continuity to be reasonably assumed and permit the application of technical and economic parameters in assessing the economic viability of the resources. Inferred resources are estimated on limited information that is not sufficient to verify geological and grade continuity or to allow technical and economic parameters to be applied. Inferred resources are too speculative geologically to have economic considerations applied to enable them to be categorized as mineral reserves. There is no certainty that mineral resources will be upgraded to mineral reserves through continued exploration.

THE COMPANY

The Company was incorporated on February 11, 2014 under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) under the name “San Angelo Oil Limited”. The Company’s name was changed to “Cabral Gold Inc.” on October 30, 2017.

The Company is a reporting issuer in the provinces of British Columbia, Alberta, Manitoba and Ontario, and its Common Shares are listed for trading on the TSX-V under the symbol “CBR” and quoted on the OTC Pink Market under the symbol “CBGZF”.

The Company has two wholly-owned subsidiaries, Cabral Gold B.C. Inc. (“**Cabral Subco**”), a private company incorporated pursuant to the laws of the Province of British Columbia, and Magellan Minerais Prospecção Geologica Ltda. (“**Magellan Brazil**”), a private company incorporated under the laws of Brazil. The Company owns 100% of the issued and outstanding shares of Cabral Subco and Cabral Subco owns 99.99% of the issued and outstanding shares of Magellan Brazil and the balance of 0.01% of Magellan Brazil is owned by Ruari McKnight, the Company’s country manager.



Note:

(1) All references to “Cabral Gold Ltd.” in the Company’s disclosure record are hereby replaced by “Cabral Gold B.C. Inc.”

The principal office of the Company are located at Suite 1500 - 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2. The Company’s registered and records office is located at Suite 1200 – 750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T8. The Company’s phone number is 604-676-5660.

BUSINESS OF THE COMPANY

The Company is a mineral resource exploration company focused on mineral properties located in the state of Pará, Brazil. The Company's material property is the Cuiú Cuiú Project located in the state of Pará, Brazil. For additional information regarding the Company and its business, please see the sections under the heading "*Description of the Business – Material Mineral Properties – Cuiú Cuiú Project*" in the AIF. Readers are encouraged to review the full text of the Cuiú Cuiú Report which is available for review on SEDAR at www.sedar.com.

MATERIAL MINERAL PROJECTS

The Company considers the Cuiú Cuiú Project to be its only current material mineral project for the purposes of NI 43-101. Information with respect to the Cuiú Cuiú Project may be reviewed under the heading "*Description of the Business – Material Mineral Properties – Cuiú Cuiú Project*", in the AIF. Readers are encouraged to review the full text of the Cuiú Cuiú Report which is available for review on SEDAR at www.sedar.com.

RECENT DEVELOPMENTS

On March 31, 2021, the Company announced initial assay results from reconnaissance RC (reverse circulation) drilling at the previously untested Indio target and assay results from follow-up RC drilling at the Machichie target within the Cuiú Cuiú gold district in northern Brazil. A summary of the assays results is set out in the Company's news release dated March 31, 2021.

On April 13, 2021, the Company appointed Rodney Cooper, PEng, to its board of directors. The Company also announced that Dennis Moore resigned from the board of directors as part of his retirement process.

On April 15, 2021, the Company announced assay results from the initial two diamond drill holes at the MG gold deposit within the Cuiú Cuiú gold district in northern Brazil. These initial holes form part of a 5,000-metre diamond drill program, which in turn is part of a larger continuing 25,000 m drill program. A summary of the assays results is set out in the Company's news release dated April 15, 2021.

On April 29, 2021, the Company announced assay results follow-up RC holes at the Hamilton Novo target immediately south of the recently identified Machichie zone, as well as additional diamond drill results from infill drilling at the MG gold deposit within the Cuiú Cuiú gold district in Northern Brazil. A summary of the assays results is set out in the Company's news release dated April 29, 2021.

On May 19, 2021, the Company announced assay results from several recently completed diamond drill holes at the MG gold deposit, and several reconnaissance RC holes at the JM target, within the Cuiú Cuiú gold district in northern Brazil. A summary of the assays results is set out in the Company's news release dated May 19, 2021.

On June 3, 2021, the Company announced that, following the recent identification of a gold-bearing oxide blanket above the MG deposit, the Company has acquired all of the remaining surface rights that cover the oxide gold blanket and the underlying MG gold deposit. The MG gold deposit is one of two deposits with significant resources which have been identified to date within the Cuiú Cuiú gold district in northern Brazil. A summary of the acquisition is set out in the Company's news release dated June 3, 2021.

On June 8, 2021, the Company announced assay results from two recently completed diamond drill holes and four RC (reverse circulation) holes at the MG gold deposit, within the Cuiú Cuiú gold district in northern Brazil. Results continue to show higher grades in basement zones as well as strong gold mineralization within the weathered, oxide cover sequence. A summary of the assays results is set out in the Company's news release dated June 8, 2021.

CONSOLIDATED CAPITALIZATION

The following table summarizes the Company's capitalization as at March 31, 2021 (the date of the consolidated financial statements for its most recently completed interim consolidated financial period included in this Prospectus) and after giving effect to the Offering. This table should be read in conjunction with the consolidated financial

statements of the Company and the related notes, management's discussion and analysis of financial conditions, and results of operations in respect of those statements that are incorporated by reference in this Prospectus.

Description	As at March 31, 2021 (unaudited)	Outstanding as at March 31, 2021 after giving effect to the Offering ⁽²⁾ (unaudited)	Outstanding as at March 31, 2021 after giving effect to the Offering and the Over- Allotment Option ⁽³⁾ (unaudited)
Common Shares⁽¹⁾	119,515,237	138,035,237	140,813,237
Common Share Purchase Warrants	244,000	10,615,200 ⁽²⁾	12,170,880 ⁽³⁾
Stock Options	8,747,448	8,747,448	8,747,448
Share Capital	\$21,202,346	\$30,253,098	\$31,663,211
Net Loss and Comprehensive Loss	\$2,306,919	\$2,306,919	\$2,306,919
Deficit	\$17,109,305	\$17,109,305	\$17,109,305

Notes:

- (1) The Company is authorized to issue an unlimited number of Common Shares, of which 120,370,460 Common Shares are issued and outstanding as fully paid and non-assessable shares as of the date of this Prospectus.
- (2) This amount includes 1,111,200 Underwriters' Warrants issuable pursuant to the Offering (assuming no President's List purchasers).
- (3) The Underwriters will receive an aggregate of 1,277,880 Underwriters' Warrants if the Over-Allotment Option is exercised in full (assuming no President's List purchasers).

USE OF PROCEEDS

Principal Purposes

The gross proceeds from the Offering will be \$10,000,800 (\$11,500,920 if the Over-Allotment Option is exercised in full). The estimated net proceeds to be received by the Company from the Offering (assuming no President's List purchasers) after deducting the Underwriters' Fee of \$600,048 (\$690,055 if the Over-Allotment Option is exercised in full) but before deducting the estimated expenses of the Offering of approximately \$350,000, will be \$9,400,752 (\$10,810,865 if the Over-Allotment Option is exercised in full).

The net proceeds raised from the sale of the Units under the Offering (including any funds received from the exercise of the Over-Allotment Option) will be used by the Company as set forth in the table below:

	Prior to exercise of the Over-Allotment Option ⁽¹⁾	After exercise of the Over-Allotment Option ⁽¹⁾⁽²⁾
Total available funds:		
Gross proceeds from the Offering	10,000,800	11,500,920
Estimated working capital as at May 31, 2021	2,350,000	2,350,000
Gross proceeds and other available funds	12,350,850	13,850,920
Less:		
Underwriters' fees	600,048	690,055
Estimated expenses and cost of the Offering	350,000	350,000
	11,400,752	12,810,865
Drill programs	7,000,000	8,200,000
Other exploration expenditures	1,400,000	1,600,000
Fixed assets	300,000	300,000
Mineral claim maintenance and acquisition	400,000	400,000
	9,100,000	10,500,000
Operating expenses (non-exploration)	1,200,000	1,200,000
Contingency (5%)	515,000	585,000
	10,815,000	12,285,000
Working capital ⁽³⁾	585,752	525,865
	11,400,752	12,810,865

Notes:

- (1) Assuming no Units are purchased by President's List purchasers. Should President's List purchasers acquire Units pursuant to the Offering, the Underwriters' Fee would be reduced to 3.0% for such Units except for sales under which the purchaser is Crescat Capital, or an affiliate thereof, if applicable, for which the percentage shall be reduced to 1.0%, and the net proceeds of the Offering would be increased accordingly.
- (2) Assuming exercise of the Over-Allotment Option in full.
- (3) Any additional proceeds received pursuant to the reduced Underwriters' Fee for President's List purchasers will be used for working capital.

As an exploration company, the Company has no source of operating cash flow and its operations to date have been funded primarily from equity financings. Accordingly, the Company had a negative operating cash flow of \$3,340,025 for the year ended December 31, 2020, and a negative operating cash flow of \$3,794,968 for the year ended December 31, 2019. As a result of the expenses to be incurred by the Company in connection with its business objectives for the development of the Cuiú Cuiú Project, the Company anticipates that negative operating cash flows will continue for the foreseeable future. See "Risk Factors – Risks relating to the Business – Negative Operating Cash Flow".

Business Objectives and Milestones

The Company plans to utilize the net proceeds of the Offering to expand the existing exploration program at the Cuiú Cuiú Project. The Company has an integrated exploration approach, which ranges from grassroots reconnaissance prospecting and soil- and stream-sampling programs through RC and diamond drilling. Most of the budget is allocated towards drilling.

As of the date of this Prospectus, the Company has three drill rigs in operation. These include one small wholly-owned RC rig, a contracted larger RC rig and one contracted diamond-drill rig. The Company plans to add two additional diamond-drill rigs from the same diamond drilling service provider as soon as they are available. It also intends to continue to operate with the five rigs until the rainy season in December when productivity of the larger RC rig diminishes significantly, and thereafter with four rigs. It is anticipated that one of the additional diamond rigs could be available as early as July 2021, and the second in August 2021.

The current agreements for the contract drill program include a minimum 10,000m program with the contracted RC drill rig (of which 3,448m had been completed as at May 31, 2021) and a minimum 5,000m program with the diamond drill rig (of which 2,533m had been completed as at May 31, 2021). The Company's wholly-owned RC rig is not subject to any contracts or limitations on use.

The planned usage of the drill rigs is as follows:

- The existing contracted diamond-drill rig would continue to focus on advanced targets and resource definition of high-grade zones within the MG and Central gold deposits, as would the two additional diamond-drill rigs which are expected to be contracted following closing. This diamond-drill program commenced in February 2021 with the existing rig. It is expected to continue for at least twelve months through May 2022, utilizing all three rigs as they become available.
- The contracted reverse circulation drill rig (a Prospector W750 RC rig) was focussed on follow-up drilling of advanced targets with some previous drilling or surface trenching. This program commenced in November 2020 and continued until recently. Productivity of this large RC rig was lower than expected during the rainy season, and it was moved to test the near-surface mineralization at the MG deposit in May. With the recent identification of a weathered oxide blanket above the MG basement gold deposit, this RC rig has been assigned to assist with determining the lateral and vertical extent of that blanket. It is expected that this will continue through the fall of 2021 at which time the 10,000m will have been fulfilled.
- The Company's wholly-owned RC track-mounted drill rig would continue to be focussed on reconnaissance drilling and testing a series of predominately grassroots and early-stage targets. This program commenced in September 2021 and is expected to continue unabated.

The principal business objectives of the Company are focused on the Cuiú Cuiú Project. The Company's integrated exploration program includes grassroots reconnaissance programs ranging from prospecting to RC and diamond drilling. One of the underlying issues for the Company is assay return time. The time between sampling and obtaining assays back from the laboratory typically exceeds one month. As such, the exploration programs have to be planned to shift locations while awaiting information to proceed with the next planning phase for various programs, in particular drilling programs. Thus it is common for the Company to relocate drills to test different locations while awaiting assay results for planning purposes.

The objectives and the milestones that the Company intends to meet with the net proceeds of the Offering are the following:

- The Company intends to drill off the limits of the gold-bearing oxide blanket cover mineralization occurring above the MG basement gold deposit. This will be undertaken primarily by the large contracted RC rig, and approximately 65 shallow RC holes totalling 4,100m are currently planned. The RC drill holes are interspersed with the upper portion of diamond-drill holes which collar within the blanket. The latter are important as they provide densities and material for further metallurgical work. Dependant on the lateral extent of the gold-bearing oxide blanket, and required infill drilling, and productivity, this work should be complete by December. (Estimated drill costs of \$1.2 million)
- Most of the MG deposit still has only one hole per section. Two diamond drill rigs will be assigned to define and delimit the higher grade portions of the MG deposit within vertical constraints of a potential open pit. It is anticipated that this program will continue throughout the next 12 months, with temporary reallocation of one, or more, of the drill rigs to other drill-ready regional targets if assay backlog is too extensive. The upper portions of many of the diamond holes will also be utilized to define the extent and geology of the blanket deposit. In addition, diamond drilling may be utilized in lieu of RC drilling to test the blanket in more rugged areas where the larger RC rig cannot access. (Estimated drill costs of \$3.3 - \$4.0 million)

- The third diamond drill rig will be used to advance other significant targets including Central and Machichie. Central is the largest known gold deposit on the property but is still poorly understood. Historic drilling was very deep at Central and failed to test near surface above the basement deposit. A phased approach must be taken to first understand the geometry and near-surface mineralization, and then to plan subsequent drill campaigns. Mineralized blanket gold mineralization, like that discovered at MG, may occur above Central and Machichie and drilling directly above the basement deposits must be completed to also assess that potential. (Estimated drill costs of \$1.6 – \$2.1 million)
- The Company intends to continue its ongoing regional reconnaissance drilling of targets to evaluate numerous grassroots targets, look for the source of high-grade boulder trains, and test for more mineralized blankets throughout the property. The program utilizes the wholly-owned RC rig. These are early-stage targets and while there is no guarantee of success, they are important to assess the larger property package for additional concealed gold deposits, as the property currently contains 43 peripheral targets outside of the MG and Central gold deposits. (Estimated drill costs of \$0.9 - \$1.0 million)

The Company does not anticipate that drilling and test work to be conducted at the Cuiú Cuiú Project will be materially delayed by COVID-19, as work on-site can be completed by adhering to health and safety guidelines of the Company's COVID-19 policy and the Brazilian government. However a future surge in COVID-19 cases in Brazil could result in delays in conducting work necessary to meet planned objectives and milestones if exploration activities become restricted.

The Company intends to spend the funds available to it as stated above. However, there may be circumstances where, for sound business reasons, a reallocation of the net proceeds may be necessary. The actual amount that the Company spends in connection with each of the intended uses of proceeds will depend on a number of factors, including those referred to under “Risk Factors” in this Prospectus and in the AIF.

Use of Proceeds from Previous Financing

On July 7, 2020, the Company completed a private placement for an aggregate of 33,432,110 common shares at a price of \$0.125 per share for aggregate gross proceeds of \$4.179 million (the “**2020 Offering**”). The Company announced at the time of the private placement that it was its intention to direct net proceeds raised to drilling recently identified high-grade gold targets at the Cuiú Cuiú gold project located in northern Brazil and general corporate and working capital purposes. The net proceeds raised in the 2020 Offering were used for this intended purpose.

PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement, the Company has agreed to issue and sell the Units and the Underwriters have severally, and not jointly, nor jointly and severally, agreed to purchase or arrange for the purchase for resale (or to arrange for the purchase of, as agent for substituted purchasers), on the Closing Date, all but not less than all of an aggregate of 18,520,000 Units at a price of \$0.54 per Unit, for gross proceeds of \$10,000,800 payable in cash to the Company against delivery of the Units, subject to the terms and conditions of the Underwriting Agreement. The obligations of the Underwriters under the Underwriting Agreement are conditional and may be terminated at their discretion on the basis of “disaster out”, “material change out” and “breach out” termination provisions in the Underwriting Agreement and may also be terminated upon the occurrence of certain other stated events. The Offering Price and certain terms of the Offering were determined by negotiation between the Company and Cormark, on its own behalf and on behalf of the Underwriters. Among the factors considered in determining the Offering Price were the market price of the Common Shares, prevailing market conditions, the historical performance and capital structure of the Company, Cormark's estimate of the business potential and earnings prospects of the Company, the availability of comparable investments, an overall assessment of management of the Company and the consideration of the foregoing factors in relation to market valuation of companies in related businesses.

Each Unit will consist of one Unit Share and one-half of one Warrant. Each Warrant will entitle the holder to acquire, subject to adjustment in certain events and to the terms of the Warrant Indenture, one Warrant Share at an exercise price of \$0.80 until 4:00 p.m. (Vancouver time) on the date that is 24 months following the Closing Date, after which time the Warrants will be void and of no value. This Prospectus qualifies the distribution of the Unit Shares and the Warrants underlying the Units.

The Warrants will be created and issued pursuant to the terms of the Warrant Indenture to be dated as of the Closing Date. The Warrant Indenture will contain provisions designed to protect holders of the Warrants against dilution upon the happening of certain events. See *“Description of the Securities Being Distributed”*.

Pursuant to the Underwriting Agreement, the Company has granted the Underwriters the Over-Allotment Option, exercisable in whole or in part, at any time and from time to time, in the sole discretion of the Underwriters, for a period of up to 30 days after the Closing Date, to purchase up to an additional amount of Units equal to 15% of the Units sold pursuant to the Offering, being 2,778,000 Additional Units, at the Offering Price, to cover the Underwriters’ over-allocation position, if any, and for market stabilization purposes. Each Additional Unit will consist of one Additional Unit Share and one-half of one Additional Warrant, with each whole Additional Warrant exercisable for one Additional Warrant Share at an exercise price of \$0.80 per Additional Warrant Share at any time until 4:00 p.m. (Vancouver time) on the date that is 24 months following the Closing Date, subject to adjustment in certain events on the same terms as the Warrants. The Over-Allotment Option is exercisable by the Underwriters in respect of: (i) Additional Units at the Offering Price; or (ii) Additional Unit Shares at a price of \$0.51 per Additional Unit Share; or (iii) Additional Warrants at a price of \$0.06 per Additional Warrant; or (iv) any combination of the Additional Securities, so long as the aggregate number of Additional Unit Shares and Additional Warrants, which may be issued under the Over-Allotment Option does not exceed 2,778,000 Additional Unit Shares and 1,389,000 Additional Warrants. A purchaser who acquires securities forming part of the Underwriters’ over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full for Additional Units, the total “Price to the Public”, “Underwriters’ Fee” and “Net Proceeds to the Company” will be \$11,500,920, \$690,055.20 and \$10,810,864.80, respectively (assuming no President’s List purchasers). This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Additional Securities issuable upon exercise of the Over-Allotment Option.

Under the terms and conditions of the Underwriting Agreement, the Company has agreed to indemnify and save harmless the Underwriters, and each of their affiliates, directors, officers, employees, partners, agents and shareholders against certain liabilities, including civil liabilities under Canadian provincial securities legislation, or contribute to any payments the Underwriters may be required to make in the foregoing respect.

Pursuant to the Underwriting Agreement, the Underwriters will receive an Underwriters’ Fee equal to 6.0% of the gross proceeds of the Offering, subject to a reduced fee to the President’s List Percentage for Units sold by the Underwriters to certain purchasers designated by the Company on the President’s List. The President’s List shall be for a maximum of 1,851,852 Units plus any Units sold to Crescat Capital, or affiliates thereof, if applicable. The “President’s List Percentage” shall be 3.0% except for sales under which the purchaser is Crescat Capital, or an affiliate thereof, if applicable, for which the percentage shall be reduced to 1.0%. Crescat Capital, or an affiliate thereof, may purchase up to a maximum of 3,703,704 Units under the Offering. If the Over-Allotment Option is exercised in full, the total Underwriters’ Fee will be \$690,055.20 (assuming no President’s List purchasers).

The Company has also agreed to issue the Underwriters’ Warrants, which will entitle the Underwriters to purchase such number of Underwriters’ Shares as is equal to 6.0% of the number of Units sold in the Offering (including any Additional Units issued upon the exercise of the Over-Allotment Option), subject to a reduced fee to the President’s List Percentage for Units sold by the Underwriters to President’s List purchasers. The Underwriters’ Warrants will have an exercise price of \$0.54 and will expire on a date that is 24 months following the Closing Date.

The Units will be offered in each of the provinces of British Columbia, Alberta and Ontario, through the Underwriters or their affiliates who are registered to offer the Units in such provinces and such other registered dealers as may be designated by the Underwriters. In addition, the Units may be offered in jurisdictions outside of Canada which are agreed to by the Company and the Underwriters.

Subscription for the Units 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. Except in certain limited circumstances, the Units sold pursuant to the Offering will be issued in electronic form to CDS or its nominees thereof and deposited with CDS on the closing of the Offering. A purchaser will receive only a customer confirmation of the issuance of the Units purchased pursuant to the Offering from the registered dealer through which the Units are purchased. The Closing

Date is expected to be on or about June 29, 2021, or such other date as may be agreed upon by the Company and the Underwriters.

The Company has agreed that it shall not, without the prior written consent of Cormark, on behalf of the Underwriters, after discussion therewith, which consent shall not be unreasonably withheld, directly or indirectly offer, issue, pledge, sell, contract to sell, announce an intention to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise lend, transfer or dispose of, directly or indirectly, any common shares or securities convertible into or exchangeable for common shares of the Company, other than: (i) the issuance of common shares in connection with the exercise of any currently outstanding options or warrants of the Company; (ii) the issuance of options to acquire common shares pursuant to the Company's stock option plan, and the issuance of common shares in connection with the exercise of any such options; (iii) the issuance of awards pursuant to the Company's incentive award plan; (iv) the issuance of common shares pursuant to the dividend reinvestment plan of the Company; and (v) to satisfy any other currently outstanding instruments or other contractual commitments in relation to any transaction that has been publicly disclosed, for a period ending 90 days following the Closing Date.

As a condition of closing of the Offering, the Company shall cause each senior member of management and director of the Company, effective as of the Closing Date, to enter into a lock-up agreement in favour of the Underwriters pursuant to which each will agree not to, directly or indirectly, offer, sell, dispose of or otherwise monetize the economic value of any securities in the Company beneficially owned by such shareholder, for a period of 90 days following the Closing Date, without the prior written consent of Cormark, subject to the following exceptions: (i) if the Company receives an offer, which has not been withdrawn, to enter into a transaction or arrangement, or proposed transaction or arrangement, pursuant to which, if entered into or completed substantially in accordance with its terms, a party could, directly or indirectly acquire an interest (including an economic interest) in, or become the holder of, 100% of the total number of common shares in the Company, whether by way of takeover offer, plan of arrangement, shareholder approved acquisition, capital reduction, share buyback, securities issue, reverse takeover, dual-listed Company structure or other synthetic merger, transaction or arrangement; (ii) in respect of sales or transfer to affiliates of such shareholder to a personal holding company or investment account of such shareholder; and (iii) as a result of the death of any individual shareholder.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any of the securities in the United States. The Units, Unit Shares and Warrants underlying the Units, (and Warrant Shares issuable upon exercise of the Warrants), and Underwriters' Warrants (and Underwriters' Shares issuable upon exercise thereof) offered hereby have not been and will not be registered under the 1933 Act, or any securities laws of any state of the United States, and may not be offered or sold within the United States, except in transactions registered under the 1933 Act or exempt from the registration requirements of the 1933 Act and in accordance with all applicable laws of any state of the United States.

The Underwriters have agreed that each of them (or such U.S. broker-dealer affiliates of the Underwriters that conduct offers and sales in the United States on the Company's behalf) will not offer or sell the Units within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States, except in accordance with the Underwriting Agreement. The Underwriting Agreement provides that offers and sales of the Units may be made in the United States or to U.S. persons only pursuant to exemptions from the registration requirements of the 1933 Act and applicable state securities laws. In particular, the Underwriting Agreement provides that the Underwriters, through their U.S. broker-dealer affiliate(s), may (a) offer and resell the Units to qualified institutional buyers (as defined in Rule 144A ("**Rule 144A**") under the 1933 Act, a "**Qualified Institutional Buyer**"), provided such transactions are made in accordance with Rule 144A, and (b) offer and sell the Units on the Company's behalf to investors within the United States and to U.S. persons who, in each case, qualify as "accredited investors" as defined in Rule 501(a) of Regulation D under the 1933 Act ("**Regulation D**"), on a substituted-purchaser basis, provided such offers and sales are made in accordance with Rule 506(b) of Regulation D. Moreover, the Underwriting Agreement provides that the Underwriters will offer and sell the Units outside the United States only to non-U.S. persons in accordance with Regulation S under the 1933 Act. The Units which are sold in the United States or to, or for the account or benefit of, U.S. persons or persons in the United States will be "restricted securities" within the meaning of Rule 144 of the 1933 Act, and may only be offered, sold or otherwise transferred pursuant to certain exemptions from the registration requirements of the 1933 Act.

It is expected that one or more global certificates evidencing the Unit Shares and the Warrants distributed under this Prospectus will be issued in registered form to CDS and will be deposited with CDS upon the closing of the Offering. Other than Unit Shares and Warrants issued to, or for the account or benefit of, persons within the United States who are acquiring Unit Shares and Warrants pursuant to the registration exemption in Rule 506(b) of Regulation D, which will be issued in certificated form, no certificate evidencing the Unit Shares and Warrants will be issued to purchasers under this Prospectus, and registration will be made in the depository service of CDS. Purchasers of Unit Shares and Warrants under this Prospectus (including Qualified Institutional Buyers who are acquiring Units in the United States pursuant to the registration exemption in Rule 144A, and who execute and deliver undertaking letters agreeing to certain restricted security agreements in customary form) will receive only a customer confirmation from the Underwriters or other registered dealers who are CDS participants and from or through whom a beneficial interest in the Unit Shares and the Warrants is purchased. Certificates representing the Unit Shares and Warrants that are sold in the United States in reliance on Rule 506(b) of Regulation D will be available at the closing of the Offering, and the certificates will also contain legends to the effect that the securities represented thereby have not been registered under the 1933 Act and may only be offered for sale pursuant to certain exemptions from the registration requirements of the 1933 Act.

In addition, until 40 days after the commencement of this Offering, an offer or sale of the Units distributed under this Offering within the United States by any dealer (whether or not participating in this Offering) may violate the registration requirements of the 1933 Act if such offer or sale is made otherwise than in accordance with an available exemption from such registration requirements.

The Underwriters will also be entitled to offer the Units for sale in the United States pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended, and in those other jurisdictions outside of Canada and the United States provided it is understood that no prospectus filing or comparable obligation arises in such other jurisdiction. Certificates representing the Units that are sold in the United States will bear a legend to the effect that the securities represented thereby are not registered under the 1933 Act and may only be offered, sold, pledged or otherwise transferred, directly or indirectly, pursuant to certain exemptions from the registration requirements of the 1933 Act and in compliance with applicable securities laws of any state of the United States.

The underwriters are, however, obligated to take up and pay for all of the securities if any of the securities are purchased under the agreement.

The Company received conditional approval from the TSX-V on June 21, 2021 for the listing of the Unit Shares, the Warrant Shares, the Additional Unit Shares, the Additional Warrant Shares, and the Underwriters' Shares. Listing of such securities remains subject to the Company fulfilling all of the listing requirements of the TSX-V.

DESCRIPTION OF THE SECURITIES BEING DISTRIBUTED

Common Shares

The Unit Shares, the Warrant Shares, the Additional Unit Shares, the Additional Warrant Shares, and the Underwriters' Shares are designated as Common Shares under the Company's Articles.

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As at June 25, 2021, there were 120,370,460 Common Shares issued and outstanding. As at June 25, 2021, there were stock options outstanding to purchase up to 8,739,224 Common Shares at exercise prices ranging from \$0.15 to \$0.60. As at June 25, 2021, there were warrants outstanding to purchase up to 144,000 Common Shares at an exercise price of \$0.20.

The holders of Common Shares are entitled to notice of, to attend, and to vote at all meetings of the Company's shareholders. The Common Shares are entitled to receive dividends if, as and when declared by the directors, and rank pari passu with one another in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company. The Common Shares carry no pre-emptive rights, conversion or exchange rights, retraction, sinking fund or purchase fund provisions. There are no provisions requiring the holders of the Common Shares to contribute additional capital and no restrictions on the issuance of additional securities by the Company.

There are no restrictions on the repurchase or redemption of the Common Shares by the Company except as otherwise set out herein and to the extent that any such repurchase or redemption would render the Company insolvent pursuant to the BCBCA.

Warrants

The following is a summary of the material attributes and characteristics of the Warrants. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the terms of the Warrant Indenture, which will be filed with the applicable Canadian securities regulatory authorities and available on SEDAR at www.sedar.com.

General

Each Warrant will be transferable and will entitle the holder thereof to acquire one Warrant Share at an exercise price of \$0.80 prior to 4:00 p.m. (Vancouver time) for a period of 24 months following the Closing Date, subject to adjustment in certain customary events, after which time the Warrants will expire (the “**Expiry Date**”).

The Warrants will be issued under and governed by the terms of the Warrant Indenture to be entered into on the Closing Date between the Company and Computershare, as warrant agent. The Company will appoint the principal transfer office of the Warrant Agent in Vancouver, British Columbia as the location at which the Warrants may be surrendered for exercise, transfer or exchange. Under the Warrant Indenture, the Company may, subject to applicable law, purchase by private contract or otherwise, any of the Warrants then outstanding, and any Warrants so purchased will be cancelled.

The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including:

- (a) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares by way of a stock dividend or other distribution (other than a distribution of Common Shares upon the exercise of any Warrants or options outstanding as of the date of the Warrant Indenture);
- (b) the subdivision, redivision or change of the Common Shares into a greater number of Common Shares;
- (c) the consolidation, reduction or combination of the Common Shares into a lesser number of Common Shares;
- (d) the issuance to all or substantially all of the holders of the Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per Common Share to the holder (or at an exchange or conversion price per share) of less than 95% of the “Current Market Price” (“**Current Market Price**”) will be defined in the Warrant Indenture as the weighted average of the trading price per Common Share for such Common Shares for each day there was a closing price for the twenty consecutive trading days ending five days prior to such date on the TSX-V) for the Common Shares on such record date; and
- (e) the issuance or distribution to all or substantially all of the holders of the Common Shares of securities of any class, whether of the Company or any other entity (other than the Common Shares), rights, options or warrants to subscribe for or purchase Common Shares or securities exchangeable or convertible into any Common Shares, evidences of indebtedness or any property or other assets.

The Warrant Indenture will also provide for adjustment in the class and/or number of securities issuable upon the exercise of the Warrants and/or exercise price per security in the event of the following additional events:

- (a) reclassifications of the Common Shares;
- (b) consolidations, amalgamations, arrangements or mergers of the Company with or into any other corporation or other entity (other than consolidations, amalgamations, arrangements or mergers which do not result in any reclassification of the outstanding Common Shares or a change of the Common Shares into other shares); or
- (c) the transfer of the undertaking or assets of the Company as an entirety or substantially as an entirety to another corporation or other entity.

No adjustment in the exercise price or the number of Warrant Shares issuable upon the exercise of the Warrants will be required to be made unless the cumulative effect of such adjustment or adjustments would result in a change of at least 1% in the exercise price or a change in the number of Warrant Shares purchasable upon exercise by at least one one-hundredth (1/100th) of a Common Share, as the case may be.

The Company will covenant in the Warrant Indenture that, during the period in which the Warrants are exercisable, it will give notice to the Warrant Agent and to the holders of the Warrants of certain stated events, including events that would result in an adjustment to the exercise price for the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants, at least 14 days prior to the record date of such event, if any.

No fractional Warrant Shares will be issuable upon the exercise of any Warrants and no cash or other consideration will be paid in lieu of fractional Warrant Shares. Holders of Warrants will not have any voting or pre-emptive rights or any other rights which a holder of Common Shares would have.

The Warrant Indenture will provide that, from time to time, the Company may amend or supplement the Warrant Indenture for certain purposes, without the consent of the holders of the Warrants, including for curing defects or inconsistencies or making any change that does not prejudice the rights of any holder. Any amendment or supplement to the Warrant Indenture that would prejudice the interests of the holders of Warrants may only be made by “extraordinary resolution”, which will be defined in the Warrant Indenture as a resolution either: (i) passed at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing of at least 25% of the aggregate number of the then outstanding Warrants (unless such meeting is adjourned to a prescribed later date due to the lack of quorum) and passed by the affirmative vote of the holders of Warrants present in person or by proxy shall form a quorum and passed by the affirmative vote of the holders of Warrants representing not less than 66^{2/3}% of the aggregate number of Warrant Shares that may be acquired on exercise of the Warrants at the meeting and voted on the poll upon such resolution; or (ii) adopted by an instrument in writing signed by the holders of Warrants representing not less than 66^{2/3}% of the aggregate number of the then outstanding Warrants.

The Warrants and the Warrant Shares issuable upon the exercise of the Warrants have not been and will not be registered under the U.S. Securities Act or any state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. Person (as defined in Regulation S under the U.S. Securities Act), nor will any certificates representing the Warrant Shares issuable upon exercise of the Warrants be registered or delivered to an address in the United States, unless an exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws is available and the Company has received an opinion of counsel of recognized standing to such effect in form and substance satisfactory to the Company; provided, however, that a holder who is a qualified institutional buyer at the time of exercise of the Warrants will not be required to deliver an opinion of counsel in connection with the exercise of Warrants that are a part of those Units.

There is currently no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants acquired hereunder. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants and the extent of issuer regulation. See “*Risk Factors*”.

Underwriters’ Warrants

The Company has agreed to issue Underwriters’ Warrants, the distribution of which are qualified by this Prospectus. The Underwriters’ Warrants will entitle the Underwriters to purchase such number of Underwriters’ Shares as is equal

to 6.0% of the number of Units sold in the Offering (including any Additional Units issued upon the exercise of the Over-Allotment Option), subject to a reduced number of Underwriters' Warrants equal to 3.0% of the Units sold by the Underwriters to purchasers on the President's List except for Units sold by the Underwriters to Crescat Capital, or an affiliate thereof, for which the percentage shall be reduced to 1.0%. The Underwriters' Warrants will have an exercise price of \$0.54 and will expire at 4:00 p.m. (Vancouver time) on the date that is 24 months following the Closing Date.

The Underwriters' Warrants may be exercised by the Underwriters to purchase Underwriters' Shares on or before the expiration date by delivering (i) notice of exercise, appropriately completed and duly signed, and (ii) payment of the exercise price for the number of Underwriters' Shares with respect to which the Underwriters' Warrants are being exercised. The Underwriters' Warrants may be exercised in whole or in part, but only for full Underwriters' Shares.

The Underwriters' Shares will be, when issued and paid for in accordance with the Underwriters' Warrants, duly authorized, validly issued and fully paid and non-assessable. The Company will authorize and reserve at least that number of Common Shares as is equal to the number of Underwriters' Shares issuable upon exercise of all outstanding Underwriters' Warrants. The Underwriters' Shares will be Common Shares, the material attributes of which are described above.

The exercise price and the number of Underwriters' Shares issuable upon the exercise of each Underwriters' Warrant are subject to adjustment in certain events, such as a distribution on the Common Shares, or a subdivision, consolidation or reclassification of the Common Shares. In addition, upon any fundamental transaction, such as a merger, arrangement, consolidation, sale of all or substantially all of the Company's assets, share exchange or business combination, the Underwriters' Warrants will thereafter evidence the right of the holder to receive the securities, property or cash deliverable in exchange for or on the conversion of or in respect of the Common Shares to which the holder of a Common Share would have been entitled immediately on such event.

The Company is not required to issue fractional shares upon the exercise of the Underwriters' Warrants. Instead, the Company may round down to the next whole Common Share.

The Underwriters' Warrants are non-transferable, and will not be listed or quoted on any securities exchange. The holders of the Underwriters' Warrants do not have the rights or privileges of holders of Common Shares and any voting rights until they exercise their Underwriters' Warrants and receive the Underwriters' Shares.

PRIOR SALES

During the 12 months preceding the date of this Prospectus, the Company issued the following Common Shares and securities convertible or exchangeable for Common Shares.

Date of Issue	Type of Securities	Number of Securities	Issue or Exercise or Conversion Price per Security	Description of Transaction
June 19, 2020	Common Shares	23,597,400	\$0.125	Private Placement
June 19, 2020	Common Shares	2,400,000	\$0.125	Private Placement (brokered)
June 19, 2020	Compensation Options	144,000	\$0.20	Commission on Private Placement ⁽¹⁾
June 20, 2020	Stock options	33,645	\$0.25	Forfeiture of stock options
July 6, 2020	Common Shares	3,934,710	\$0.125	Private Placement
July 7, 2020	Common Shares	3,500,000	\$0.125	Private Placement

Date of Issue	Type of Securities	Number of Securities	Issue or Exercise or Conversion Price per Security	Description of Transaction
July 21, 2020	Stock options	3,405,000	\$0.27	Grant of stock options ⁽²⁾
July 23, 2020	Common Shares	2,643,333	\$0.20	Exercise of warrants
July 23, 2020	Common Shares	634,445	\$0.20	Exercise of finder warrants
July 25, 2020	Finder warrants	225,313	\$0.20	Expiration of finder warrants
July 31, 2020	Common Shares	867,000	\$0.20	Exercise of warrants
July 31, 2020	Common Shares	110,600	\$0.20	Exercise of finder warrants
August 7, 2020	Common Shares	820,000	\$0.20	Exercise of warrants
August 17, 2020	RSUs	575,000	N/A	Grant of RSUs.
August 21, 2020	Common Shares	1,001,666	\$0.20	Exercise of warrants
August 25, 2020	Common Shares	689,000	\$0.20	Exercise of warrants
August 29, 2020	Stock options	90,000	\$0.15	Forfeiture of stock options
September 4, 2020	Common Shares	380,000	\$0.20	Exercise of warrants
September 9, 2020	Common Shares	60,000	\$0.15	Exercise of stock options
September 11, 2020	Common Shares	1,236,666	\$0.20	Exercise of warrants
September 17, 2020	Common Shares	276,667	\$0.20	Exercise of warrants
September 17, 2020	Common Shares	17,500	\$0.25	Exercise of stock options
September 17, 2020	Common Shares	18,000	\$0.15	Exercise of stock options
September 23, 2020	Common Shares	300,000	\$0.25	Exercise of warrants
September 23, 2020	Common Shares	1,088,000	\$0.20	Exercise of warrants
September 25, 2020	Common Shares	840,000	\$0.20	Exercise of warrants
October 1, 2020	Common Shares	366,000	\$0.25	Exercise of finder warrants
October 1, 2020	Common Shares	200,000	\$0.25	Exercise of warrants
October 1, 2020	Common Shares	463,333	\$0.20	Exercise of warrants

Date of Issue	Type of Securities	Number of Securities	Issue or Exercise or Conversion Price per Security	Description of Transaction
October 6, 2020	Common Shares	297,000	\$0.35	Exercise of stock options
October 8, 2020	Common Shares	50,000	\$0.25	Exercise of stock options
October 8, 2020	Common Shares	2,191,667	\$0.20	Exercise of warrants
October 15, 2020	Common Shares	3,890,000	\$0.20	Exercise of warrants
October 22, 2020	Common Shares	1,000,000	\$0.20	Exercise of warrants
October 26, 2020	Common Shares	66,000	\$0.20	Exercise of warrants
October 30, 2020	Common Shares	100,000	\$0.20	Exercise of warrants
November 2 , 2020	Common Shares	500,000	\$0.20	Exercise of warrants
November 13, 2020	Common Shares	613,500	\$0.20	Exercise of warrants
November 19, 2020	Common Shares	660,000	\$0.20	Exercise of warrants
November 13, 2020	Stock options	1,150,000	\$0.60	Grant of stock options ⁽³⁾
November 23, 2020	Common Shares	2,200,000	\$0.20	Exercise of warrants
November 25, 2020	Common Shares	770,000	\$0.20	Exercise of warrants
November 25, 2020	Common Shares	500,000	\$0.20	Expiration of warrants
December 22, 2020	Common Shares	50,000	\$0.15	Exercise of stock options
February 23, 2021	Common Shares	17,500	\$0.25	Exercise of stock options
February 23, 2021	Common Shares	6,000	\$0.15	Exercise of stock options
April 9, 2021	Stock options	48,000	\$0.15	Forfeiture of stock options
April 9, 2021	Stock options	180,000	\$0.27	Forfeiture of stock options
April 9, 2021	Common Shares	133,332	N/A	RSUs vested
April 12, 2021	Stock options	600,000	\$0.49	Grant of stock options (4)
April 12, 2021	RSUs	584,374	N/A	Grant of RSUs
April 23, 2021	Common Shares	241,667	N/A	RSUs vested

Date of Issue	Type of Securities	Number of Securities	Issue or Exercise or Conversion Price per Security	Description of Transaction
April 23, 2021	Common Shares	68,224	\$0.25	Exercise of stock options
April 23, 2021	Common Shares	192,000	\$0.15	Exercise of stock options
April 23, 2021	Common Shares	120,000	\$0.27	Exercise of stock options
May 21, 2021	Common Shares	100,000	\$0.25	Exercise of warrants

Notes:

- (1) These compensation options expire on June 19, 2022.
- (2) These Stock options expire on July 21, 2025.
- (3) These Stock options expire on November 13, 2025.
- (4) These Stock options expire on April 11, 2026.

TRADING PRICE AND VOLUME

The Common Shares are listed on the TSX-V under the symbol “CBR”, and on the OTC Pink Market under the symbol “CBGZF”. The following table sets forth the price range and volume of trading of the Common Shares during the 12 months preceding the date of this Prospectus.

TSX-V (prices in Canadian dollars)			
Month	High	Low	Volume
June 1 to 25, 2021	\$0.62	\$0.48	3,521,940
May, 2021	\$0.66	\$0.395	4,076,829
April 2021	\$0.57	\$0.395	4,942,727
March 2021	\$0.65	\$0.50	3,837,143
February 2021	\$0.77	\$0.54	5,285,811
January 2021	\$0.88	\$0.62	5,785,470
December 2020	\$0.77	\$0.51	3,866,060
November 2020	\$0.62	\$0.45	3,803,615
October 2020	\$0.88	\$0.45	15,538,489
September 2020	\$0.75	\$0.41	13,154,381
August 2020	\$0.48	\$0.265	13,613,430
July 2020	\$0.32	\$0.15	19,634,176
June 2020	\$0.175	\$0.125	4,303,809

On June 25, 2021, the last reported sale price of the Common Shares on the TSX-V was \$0.52 per Common Share and on the OTC Pink Market was US\$0.433 per Common Share.

RISK FACTORS

An investment in the Units of the Company should be considered highly speculative and involves certain risks. When evaluating the Company and its business, prospective purchasers of the Units should carefully consider the information set out in this Prospectus and the Company's profile on the SEDAR website at www.sedar.com, as well as the risks described below and in the documents incorporated by reference in this Prospectus, including the risks identified and discussed under the heading "Risk Factors" in the AIF, which is incorporated by reference herein.

There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below (or incorporated by reference herein) or other unforeseen risks. If any of the risks described below or in the AIF actually occur, then the Company's business, financial condition and operating results could be adversely affected.

The risks and uncertainties described or incorporated by reference herein are not the only ones the Company faces. Additional risks and uncertainties, including those that the Company is unaware of or that are currently deemed immaterial, may also adversely affect the Company and its business. Investors should consult with their professional advisors to assess any investment in the Company.

Risks Related to the Business

Negative Operating Cash Flow

The Company reported negative operating cash flow for the financial year ended December 31, 2020. As a result of the expenses to be incurred by the Company in connection with its business objectives for the development of the Cuiú Cuiú Project, the Company anticipates that negative operating cash flows will continue for the foreseeable future. Accordingly, the Company will require substantial additional capital in order to fund its future exploration and development activities for its Cuiú Cuiú Project. Other than any proceeds received from the Offering, the Company does not have any arrangements in place for this funding and there is no assurance that such funding will be achieved when required. Any failure to obtain additional financing or failure to achieve profitability and positive operating cash flows will have a material adverse effect on its financial condition and results of operations.

Additional Financing

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its current business strategy. The Company intends to fund its business objectives by way of additional offerings of equity and/or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. The Company will require additional financing to fund its operations until positive cash flow is achieved.

COVID-19 Outbreak

The outbreak of the novel coronavirus (COVID-19) pandemic and government actions to address it may have a material adverse effect on the Company's business, financial conditions and results of operation, all of which could be rapid and unexpected. In response to the COVID-19 pandemic, the Company suspended all fieldwork at the Cuiú Cuiú project in Brazil in early April 2020 and, where possible, a work from home policy was initiated. Due to COVID-19 outbreaks in Itaituba (where the Company's Brazil head office is located) and numerous towns and villages in the region, the work suspensions continued until late July 2020. The Company initiated a number of COVID-19 protocols upon the recommencement of fieldwork at Cuiú Cuiú including the ongoing testing of all employees and contractors. These protocols have continued in force to date. Testing of all personnel before entering the project is obligatory and suspected cases onsite are isolated and removed from site immediately for treatment in Itaituba.

The COVID-19 pandemic continues to evolve rapidly and, as a result, it is difficult to accurately assess its continued magnitude, outcome and duration. The COVID-19 pandemic could negatively impact the Company's operations and result in government regulation that may adversely impact its business. COVID-19 may also represent a serious threat to the Company maintaining a skilled workforce and could be a healthcare challenge for the Company and its partners. Additional cybersecurity risks also exist due to personnel working remotely. The duration of the COVID-19 outbreak and the resultant government response actions, business closures and business disruptions, can all have an impact on the Company's operations and access to capital. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets which may reduce share prices and financial liquidity and thereby limit the capital available to the Company.

The extent to which the coronavirus impacts the Company's business will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions to contain the coronavirus or treat its impact, among others. Moreover, the actual and threatened spread of the coronavirus globally could also have a material adverse effect on the regional economies in which the Company intends to operate, continue to negatively impact stock markets, adversely impact the Company's ability to raise capital, and cause continued interest rate volatility. Any of these developments, and others, could have a material adverse effect on the Company's business.

The outbreak of the novel coronavirus (COVID-19) may cause disruptions to the Company's business and operational plans. These disruptions may include disruptions resulting from: (i) shortages of employees; (ii) unavailability of contractors and subcontractors; (iii) interruption of supplies from third parties upon which the Company relies; (iv) restrictions that governments impose to address the COVID-19 outbreak; and (v) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Company's business, financial condition and results of operations. Such adverse effect could be rapid and unexpected. These disruptions may impact the Company's ability to carry out its business plans for 2021 in accordance with the section entitled "*Use of Proceeds*" in this Prospectus.

Foreign Operations Risks

Political and related legal and economic uncertainty may exist in the countries where the Company operates or may operate in the future. The Company's mineral exploration, development and mining activities may be adversely affected by political instability and changes to government regulation relating to the mining industry. Inherent risks with conducting foreign operations include, but are not limited to: renegotiation, cancellation or forced modification of existing contracts; expropriation or nationalization of property; changes in laws or policies or increasing legal and regulatory requirements of particular countries including those relating to taxation, royalties, imports, exports, duties, currency, or other claims by government entities, including retroactive claims and/or changes in the administration of laws, policies and practices; uncertain political and economic environments; war, terrorism, sabotage and civil disturbances; delays in obtaining or the inability to obtain or maintain necessary governmental permits or to operate in accordance with such permits or regulatory requirements; currency fluctuations; import and export regulations, including restrictions on the export of gold or other minerals; limitations on the repatriation of earnings; and increased financing costs.

We operate in Brazil and have projects in Brazil. We cannot guarantee that changes will not be made in the government or laws of the jurisdictions in which the Company's operations are located or changes in the regulatory environment for mining companies in general or companies not domiciled in these countries, which could adversely and materially affect the Company.

Government Regulations, Consents and Approvals

Exploration, development and mining activities are subject to laws and regulations governing health and work safety, employment standards, environmental matters, mine development, prospecting, mineral production, exports, taxes, labour standards, reclamation obligations and other matters. It is possible that future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal

requirements or in the terms of permits and agreements applicable to the Company or its properties which could have a material adverse impact on the Company's operations and exploration programs and future development projects.

Where required, obtaining necessary permits and licenses can be a complex, time consuming process and there can be no assurance that required permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities, which could have an adverse effect on the business, financial condition or results of operation of the Company.

Currency Risk

Fluctuations in currency exchange rates may significantly impact the Company's earnings and cash flows. For example, the appreciation of the Brazilian real against the US dollar would increase the cost of exploration, development and operation of the Company's mineral properties located in Brazil which could have a material adverse effect on the financial condition, results of operations or cash flow results of the Company.

Mineral Titles

Although the Company has legal ownership on key mining rights, there is no guarantee that title to such mineral property interests will not be contested or challenged. The Company's mineral property interests may be subject to prior unregistered agreements or transfers and ownership may be affected by undetected irregularities. Mining rights may be contested and, if such contest is successful, the development of the Company's assets and/or operations may be adversely affected.

Risks Related to the Offering

Completion of the Offering

The completion of the Offering is subject to receipt of approval from the TSX-V and all other applicable regulatory approvals, which approvals may not be obtained. The Company intends to apply to list on the TSX-V the Unit Shares and the Warrant Shares underlying each of the Units as well as the Additional Unit Shares, Additional Warrant Shares and Underwriters' Shares. Listing will be subject to the Company fulfilling all the listing requirements of the TSX-V and there can be no assurance that the TSX-V will provide final approval of the Offering.

In addition, the completion of the Offering is subject to the completion of definitive binding documentation and satisfaction of a number of conditions. There can be no certainty that the Offering will be completed. If the Offering is not completed, the Corporation may not be able to raise the funds for the purposes contemplated under "Use of Proceeds" from other sources on commercially reasonable terms or at all.

Use of Proceeds

The Company currently intends to allocate the net proceeds received from the Offering as described under "Use of Proceeds" in this Prospectus. However, management will have discretion (subject to approval by the Board of Directors) in the actual application of the net proceeds, and may elect to allocate proceeds differently from that described in "Use of Proceeds" if it is believed it would be in the best interests of the Company to do so as circumstances change. The failure by management to apply these funds effectively could have a material adverse effect on the business of the Company and, consequently, could adversely affect the price of the securities on the open market.

Risk of Investment

An investment in the Units, as well as the Company's prospects, is speculative due to the risky nature of its business and the present stage of its development. Investors may lose their entire investment. Investors should carefully consider the risk factors described in this Prospectus and under the heading "Risk Factors" in this Prospectus. The risks described in this Prospectus are not the only ones facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below or other unforeseen risks. If any of the risks described in this Prospectus actually occur, the Company's business, financial condition and operating results could be adversely affected. Investors should carefully consider the risks in this Prospectus and the other information elsewhere in this Prospectus and consult with their professional advisors to assess any investment in the Company.

No Guarantee of a Positive Return in an Investment

There is no guarantee that an investment in the Units will earn any positive return in the short term or long term. An investment in the Units involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Units is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment.

Price Volatility

Securities markets have a high level of price and volume volatility, and the market price 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. Factors unrelated to the financial performance or prospects of the Company include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. There can be no assurance that continued fluctuations in mineral and energy prices will not occur. As a result of any of these factors, the market price of the securities of the Company at any given point in time may not accurately reflect the long term value of the Company.

Dilution

Additional financing needed to continue funding the development and operation of the properties of the Company may require the issuance of additional securities of the Company. The issuance of additional securities and the exercise of Common Share purchase warrants, stock options and other convertible securities will result in dilution of the equity interests of any persons who are or may become holders of Common Shares.

Shareholder Rights

Holders of Warrants will not be entitled to any rights with respect to the Common Shares (including, without limitation, voting rights and rights to receive any dividends or other distributions on the Common Shares), but if such a holder subsequently exercises its Warrants, such holder will be subject to all changes affecting the Common Shares. Rights with respect to the Common Shares will arise only if and when the Company delivers Common Shares upon the exercising of a Warrant and, to a limited extent, under the conversion rate adjustments under the Warrant Indenture.

The Warrants Will Not be Listed for Trading

Since the Company does not intend to apply for listing of the Warrants on any securities exchange, there is no public market for the Warrants. There can be no assurance that a secondary market for the Warrants will develop or be sustained after the closing of the Offering. Even if a market develops for the Warrants, there can be no assurance that it will be liquid and that the price of the Warrants will be the same as the price allocated for the Warrants partially comprising the Units. If an active market for the Warrants does not develop, the liquidity of an investor's investment in the Warrants may be limited and the price may decline below the portion of the Offering Price allocated to the Warrants.

CERTAIN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Legacy Tax + Trust Lawyers, Canadian tax counsel to the Company, and of Stikeman Elliott LLP, counsel to the Underwriters, the following is, as of the date hereof, a fair and adequate summary of the principal Canadian federal income tax consequences generally applicable to persons who acquire Units pursuant to this Offering and who, for the purposes of the Tax Act, hold the Unit Shares, Warrants and any Warrant Shares acquired on the exercise of the Warrants as capital property and deal at arm's length and are not affiliated with the Company or the Underwriters ("**Holders**"). The Units will generally be considered to be capital property to a Holder thereof unless either the Holder holds the Units in the course of carrying on a business of trading or dealing in securities or the Holder has acquired the Units in a transaction or transactions considered to be an adventure or concern in the nature of trade.

This summary is based upon the current provisions of the Tax Act, counsels' understanding of the current published administrative practices of the Canada Revenue Agency (the "**CRA**") and proposed amendments to the Tax Act publicly announced by the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**"). This summary assumes that the Proposed Amendments will be enacted as proposed but does not take into account or anticipate any other changes in law, whether by way of judicial, legislative or governmental decision or action, nor does it take into account provincial, territorial or foreign income tax considerations. No assurances can be given that the Proposed Amendments will be enacted as proposed, if at all, or that legislative, judicial or administrative changes will not modify or change the statements expressed herein.

This summary does not apply to the Underwriters or to Holders (i) that are "financial institutions" within the meaning of the "mark to market" rules contained in the Tax Act, (ii) that are "specified financial institutions" as defined in the Tax Act, (iii) an interest in which is a "tax shelter investment" as defined in the Tax Act, (iv) that have made a functional currency reporting election for purposes of the Tax Act, or (v) who have entered or will enter into a "derivative forward agreement" or a "synthetic disposition arrangement" in respect of the Unit Shares or Warrants. Such Holders should consult with their own tax advisors with respect to an investment in Units. Additional considerations, not discussed herein, may be applicable to a Holder that is a corporation resident in Canada, and is, or becomes as part of a transaction or event or series of transactions or events that includes the acquisition of the Units, controlled by a non-resident person or a group of non-resident persons that do not deal with each other at arm's length for purposes of the "foreign affiliate dumping" rules in section 212.3 of the Tax Act. Such Holders should consult their tax advisors with respect to the consequences of acquiring Units.

The Canadian federal income tax consequences to a particular Holder will vary depending on a number of factors, including the province where a particular Holder resides, carries on business or has a permanent establishment and the amount that would be the Holder's taxable income but for the subscription for Units.

The following discussion of the income tax consequences is, therefore, of a general nature only and is not exhaustive of all the income tax consequences and is not intended to constitute income tax advice to any particular Holder. This summary is not exhaustive of all Canadian income tax considerations. Accordingly, Holders should consult their own income tax advisors for advice with respect to the tax consequences to them of acquiring Units pursuant to this Offering having regard to their own particular circumstances.

Allocation of Cost

The total purchase price of a Unit to a Holder must be allocated on a reasonable basis between the Unit Share and the one-half of one Warrant to determine the cost of each to the Holder for purposes of the Tax Act.

For its purposes, the Company intends to allocate \$0.51 of the Offering Price as consideration for the issue of each Unit Share and \$0.03 of the Offering Price for the issue of each one-half of one Warrant. Although the Company believes that its allocation is reasonable, it is not binding on the CRA or the Holder. Counsel to each of the Company and the Underwriters express no opinion with respect to the foregoing allocation. The Holder's adjusted cost base ("**ACB**") of the Unit Share comprising a part of each Unit will be determined by averaging the cost of the Unit Share with the ACB to the Holder of all Common Shares owned by the Holder as capital property immediately prior to such acquisition.

Exercise of Warrants

No gain or loss will be realized by a Holder upon the exercise of a Warrant to acquire a Warrant Share. When a Warrant is exercised, the Holder's cost of the Warrant Share acquired thereby will be the aggregate of the Holder's ACB of such Warrant Share and the exercise price paid for the Warrant Share. The Holder's ACB of the Warrant Share so acquired will be determined by averaging such cost with the ACB to the Holder of all Common Shares (if any) owned by the Holder as capital property immediately prior to such acquisition.

Residents of Canada

This portion of the summary is generally applicable to a Holder who, for the purposes of the Tax Act, is resident or deemed to be resident in Canada at all relevant times (a "**Resident Holder**"). Certain Resident Holders whose Unit Shares and Warrant Shares might not otherwise qualify as capital property may be entitled to make an irrevocable election pursuant to subsection 39(4) of the Tax Act to have such Unit Shares and Warrant Shares, and every other "Canadian security" (as defined in the Tax Act) owned by such Resident Holder in the taxation year of the election and in all subsequent taxation years, deemed to be capital property. This election does not apply to the Warrants. Resident Holders should consult their own tax advisors for advice as to whether an election under subsection 39(4) of the Tax Act is available or advisable in their particular circumstances.

Expiry of Warrants

In the event of the expiry of an unexercised Warrant, a Resident Holder generally will be considered to have disposed of such Warrant for nil proceeds and will realize a capital loss equal to the Resident Holder's ACB of such Warrant immediately before the disposition. The tax treatment of capital losses of a Resident Holder is discussed in greater detail below under "*Residents of Canada - Capital Gains and Capital Losses*".

Taxation of Dividends

Dividends received or deemed to be received on Common Shares will be included in computing the Resident Holder's income for the taxation year in which they are received or deemed to be received. In the case of an individual Resident Holder, (except in the case of certain trusts) such dividends will be subject to the gross-up and dividend tax credit rules normally applicable in respect of taxable dividends received from taxable Canadian corporations (as defined in the Tax Act). A dividend will be eligible for the enhanced gross-up and dividend tax credit if the individual (except in the case of certain trusts) is notified in writing by the Company at or before the time the dividend is paid, designating the dividend as an eligible dividend. There may be limitations on the ability of the Company to designate dividends as eligible dividends. Dividends received by a Resident Holder that is a corporation on Common Shares must be included in computing its income but generally will be deductible for the taxation year in which the dividends are received. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Resident Holder that is a corporation as proceeds of disposition or a capital gain. Resident Holders that are corporations should consult their own tax advisors having regard to their own circumstances in computing its taxable income.

A Resident Holder that is a "private corporation" or a "subject corporation" (each as defined in the Tax Act) will generally be liable under Part IV of the Tax Act to pay a tax (refundable in certain circumstances) on dividends received or deemed to be received on the Common Shares to the extent that such dividends are deductible in computing the Resident Holder's taxable income for the taxation year.

Resident Holders who are individuals (other than certain trusts) may be subject to alternative minimum tax in respect of dividends. See "*Residents of Canada - Alternative Minimum Tax*" below.

Disposition of Common Shares and Warrants

Upon a disposition (or a deemed disposition) of a Common Share (other than a disposition to the Company that is not a sale in the open market in the manner in which shares would normally be purchased by any member of the public in an open market) or a Warrant (other than on the exercise thereof), a Resident Holder generally will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of such Common Share or Warrant, as applicable, net of any reasonable costs of disposition, are greater (or are less) than the ACB of such Common Share or Warrant, as applicable, to the Resident Holder. The tax treatment of capital gains and capital losses is discussed in greater detail below under “*Residents of Canada - Capital Gains and Capital Losses*”.

Capital Gains and Capital Losses

A Resident Holder will generally be required to include one-half of any capital gain in income as a taxable capital gain and, subject to and in accordance with the provisions of the Tax Act, one-half of any capital loss must normally be deducted as an allowable capital loss from taxable capital gains realized in the year of disposition. Any unused allowable capital losses may be applied to reduce net taxable capital gains realized in the three preceding taxation years or any subsequent taxation year, subject to and in accordance with the provisions of the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of Common Shares by a Resident Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on such shares or shares substituted for such shares to the extent and in the circumstances described by the Tax Act. Similar rules may apply where a Resident Holder that is a corporation is a member of a partnership or beneficiary of a trust that owns such shares or that is itself a member of a partnership or a beneficiary of a trust that owns such shares.

A Resident Holder that is throughout the relevant taxation year a “Canadian-controlled private corporation” (as defined in the Tax Act) also may be liable to pay an additional refundable tax on its “aggregate investment income” for the year, which will include taxable capital gains.

Resident Holders who are individuals (other than certain trusts) may be subject to alternative minimum tax in respect of realized capital gains. See “*Residents of Canada - Alternative Minimum Tax*” below.

Alternative Minimum Tax

Capital gains realized and dividends received or deemed to be received by a Resident Holder that is an individual or a trust, other than certain specified trusts, may result in such Resident Holder being liable for alternative minimum tax under the Tax Act. Such Resident Holders should consult their own tax advisors in this regard.

Non-Residents of Canada

The following portion of this summary is generally applicable to a Holder who, for purposes of the Tax Act and at all relevant times, is neither resident nor deemed to be resident in Canada and does not use or hold, and will not be deemed to use or hold, Common Shares, Warrants or Warrant Shares in a business carried on in Canada (a “**Non-Resident Holder**”).

Special considerations, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer that carries on (or is deemed to carry on) an insurance business in Canada and elsewhere or an “authorized foreign bank” (as defined in the Tax Act). Such Non-Resident Holders should consult their own advisors.

Expiry of Warrants

In the event of the expiry of an unexercised Warrant, a Non-Resident Holder generally will be considered to have disposed of such Warrant for nil proceeds and will realize a capital loss equal to the Non-Resident Holder’s ACB of such Warrant immediately before the disposition. The tax treatment of capital losses of a Non-Resident Holder is discussed in greater detail below under “*Non-Residents of Canada - Disposition of Common Shares and Warrants*”.

Taxation of Dividends

Subject to an applicable tax treaty or convention, dividends paid or credited, or deemed to be paid or credited, to a Non-Resident Holder on the Common Shares will be subject to Canadian withholding tax under the Tax Act at the rate of 25% of the gross amount of the dividend. Under the Canada-United States Tax Convention (1980), as amended (the “Treaty”), the rate of withholding tax on dividends paid or credited to a Non-Resident Holder who is resident in the U.S. for purposes of the Treaty, is the beneficial holder of the dividends and is fully entitled to benefits under the Treaty (a “U.S. Holder”) is generally limited to 15% of the gross amount of the dividend (or 5% in the case of a U.S. Holder that is a company beneficially owning at least 10% of the Company’s voting stock).

Disposition of Common Shares and Warrants

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition or deemed disposition of a Common Share or Warrant, nor will capital losses arising therefrom be recognized under the Tax Act, unless the Common Share or Warrant (as applicable) is, or is deemed to be, “taxable Canadian property” of the Non-Resident Holder for the purposes of the Tax Act and the Non-Resident Holder is not entitled to an exemption pursuant to the terms of an applicable tax treaty or convention.

Generally, provided that the Common Shares are listed on a “designated stock exchange” (as defined in the Tax Act) (which currently includes the TSX-V) at the time of disposition, the Common Shares and Warrants will not constitute taxable Canadian property of a Non-Resident Holder, unless at any time during the 60-month period immediately preceding the disposition, the following two conditions were satisfied concurrently: (i) 25% or more of the issued shares of any class or series of the capital stock of the Company were owned by or belonged to one or any combination of (a) the Non-Resident Holder, (b) persons with whom the Non-Resident Holder did not deal at arm’s length (for the purposes of the Tax Act), and (c) partnerships in which the Non-Resident Holder or a person described in (b) holds a membership interest directly or indirectly through one or more partnerships; and (ii) more than 50% of the fair market value of such shares was derived, directly or indirectly, from one or any combination of: (a) real or immovable property situated in Canada, (b) “Canadian resource property” (as defined in the Tax Act), (c) “timber resource property” (as defined in the Tax Act), or (d) options in respect of, or interests in any of, the foregoing property, whether or not such property exists. Notwithstanding the foregoing, a Common Share or Warrant may also be deemed to be “taxable Canadian property” in certain other circumstances. Non-Resident Holders should consult their own tax advisors as to whether their Common Shares or Warrants constitute “taxable Canadian property” in their own particular circumstances.

In cases where a Non-Resident Holder disposes (or is deemed to have disposed) of a Common Share or Warrant that is taxable Canadian property to that Non-Resident Holder, and the Non-Resident Holder is not entitled to an exemption under an applicable income tax treaty or convention, the consequences described above under the headings “Residents of Canada - Dispositions of Common Shares and Warrants” and “Residents of Canada - Capital Gains and Capital Losses” will generally be applicable to such disposition.

Non-Resident Holders whose Common Shares or Warrants are taxable Canadian property should consult their own tax advisors.

LEGAL MATTERS

Certain legal matters related to the securities offered by this Prospectus will be passed upon on the Company’s behalf by Morton Law LLP, with respect to matters of Canadian law, and Legacy Tax + Trust Lawyers, with respect to matters of tax law. Certain Brazilian legal matters relating to this Prospectus will be passed upon by the Company’s external counsel, Arap, Nishi & Uyeda Advogados. Certain Canadian legal matters relating to the Offering and this Prospectus will be passed upon by Stikeman Elliott LLP, on behalf of the Underwriters. As of the date of this Prospectus, the partners and associates of Morton Law LLP, Arap, Nishi & Uyeda Advogados, and Stikeman Elliott LLP, and the directors and shareholders of Legacy Tax + Trust Lawyers, each as a group, beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are De Visser Gray LLP (“**De Visser Gray**”) located at 905 W Pender St, Vancouver, British Columbia V6C 1L6.

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds any beneficial interest, direct or indirect, in any securities or property of the Company or an Associate or Affiliate of the foregoing.

The Company’s Registrar and Transfer Agent for the Common Shares, and the Warrant Agent for the Warrants, is Computershare at its principal offices at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9.

INTERESTS OF EXPERTS

The following experts have prepared or certified a report, valuation, statement or opinion in this Prospectus, either directly or in a document incorporated by reference, whose profession or business gives authority to the report, valuation, statement or opinion made by such expert.

Thomas C. Stubens, P.Eng., B. Terrence Hennessey, P.Geo., Richard M. Gowans, P.Eng., and Rodrigo De Brito Mello, FAusIMM, prepared the “Technical Report on the Cuiú Cuiú Project, Recent Exploration and a Mineral Resource Estimate, Pará State, North-Central Brazil” dated March 25, 2021, as amended on June 28, 2021, with an effective date of June 19, 2021 (the “**Cuiú Cuiú Report**”).

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds any beneficial interest, direct or indirect, in any securities or property of the Company or an Associate or Affiliate of the foregoing.

The consolidated financial statements of the Company for the fiscal year ended December 31, 2020, including the audit report of De Visser Gray, an independent registered public accounting firm, are incorporated herein by reference. De Visser Gray, has advised the Company that they are independent of the Company within the rules of professional conduct of the Chartered Professional Accountants of British Columbia.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

In an offering of convertible, exchangeable or exercisable securities (“**Exercisable Securities**”), investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, under the securities legislation of certain provinces, to the price at which the Exercisable Securities are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province for the particulars of this right of action for damages or consult with a legal advisor.

CERTIFICATE OF THE COMPANY

Dated: June 28, 2021

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation in each of the provinces of British Columbia, Alberta and Ontario.

"Alan Carter"

Alan Carter
Chief Executive Officer

"Paul Hansed"

Paul Hansed
Chief Financial Officer

On behalf of the Board of Directors of the Company

"P. Mark Smith"

P. Mark Smith
Director

"Derrick Weyrauch"

Derrick Weyrauch
Director

CERTIFICATE OF THE UNDERWRITERS

Dated: June 28, 2021

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation in each of the provinces of British Columbia, Alberta and Ontario.

CORMARK SECURITIES INC.

(Signed) By: "Tyron Breytenbach"

Name: Tyron Breytenbach

Title: Managing Director

STIFEL NICOLAUS CANADA INC.

(Signed) By: "Egizio Bianchini"

Name: Egizio Bianchini

Title: Vice Chairman, Head of Metals & Mining Investment Banking

PARADIGM CAPITAL INC.

(Signed) By: "Andrew Partington"

Name: Andrew Partington

Title: Managing Director, Investment Banking

RESEARCH CAPITAL CORPORATION

(Signed) By: "David Greifenberger"

Name: David Greifenberger

Title: Managing Director, Investment Banking