No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933 or the securities laws of any state of the United States, and may not be offered or sold, directly or indirectly or delivered in the United States or to or for the account of a U.S. person unless registered under the 1933 Act. The Securities and Exchange Commission has not approved the securities, nor have any states' securities regulatory authorities passed upon or endorsed the merits of this offering or the adequacy or accuracy of these offering documents. The securities are subject to restrictions on transferability and resale and may not be transferred or resold in the United States or to a U.S. person unless they are registered under the 1933 Act and applicable States' securities laws or unless an exemption from such registration is available. Any representation to the contrary is unlawful.

INITIAL PUBLIC OFFERING **DATE: December 20, 2016**

PROSPECTUS

ESSEX MINERALS INC.
3750 West 49th Avenue, Vancouver, British Columbia, V6N 3T8
Telephone: (604) 250-2844

3,500,000 COMMON SHARES AT A PRICE OF $0.15 PER SHARE AND 1,000,000 FLOW-THROUGH COMMON SHARES AT A PRICE OF $0.20 PER SHARE

FOR GROSS PROCEEDS OF $725,000

Essex Minerals Inc. (the "Company") hereby offers, through its agent, Canaccord Genuity Corp. (the "Agent") on a commercially reasonable efforts basis (the "Offering") for sale to purchasers resident in the Provinces of British Columbia and Alberta (the "Selling Provinces") an aggregate of 3,500,000 Common Shares of the Company (the "Shares") at a price of $0.15 per Share and 1,000,000 flow-through Common Shares of the Company (the "FT Shares") at a price of $0.20 per FT Share (the Shares together with the FT Shares, the "Offered Securities"). Each FT Share will be a Common Share of the Company that qualifies as a "flow-through share" within the meaning of the Tax Act (as defined herein).

	Price to Public(1)	Agent's Commission(2)	Net Proceeds(3)
Per Share:	$0.15	$0.0135	$0.1365
Per FT Share	$0.20	$0.018	$0.182
Total Offering:	$725,000	$65,250	$659,750

(1) The price of the Shares and FT Shares was determined by negotiations between the Company and the Agent.

(2) Under the terms of an Agency Agreement between the Agent and the Company dated 19 December, 2016 (the "Agency Agreement") the Offering will be conducted on a commercially reasonable efforts basis. Upon completion of the Offering, the Agent will receive an agent's warrant (the "Agent's Warrant") entitling it to acquire 9% of the number of Offered Securities (including any Additional Shares (as defined herein) sold on exercise of the Over-Allotment Option (as defined herein) issued pursuant to the Offering (as defined herein) exercisable at a price of $0.15 per Common Share at any time on or before the date which is twenty-four months after the Listing Date (as defined herein). To the extent they are Qualified Compensation Securities (as defined herein), the Agent's Warrants are qualified for distribution pursuant to this Prospectus. The Agent shall receive a commission equal to 9% of the gross proceeds of the Offering (including any Additional Shares sold on exercise of the Over-Allotment Option) payable in cash (the "Commission"). The Agent will receive a corporate finance fee of 100,000 Common Shares (the "Corporate Finance Shares") and $15,000, and will be reimbursed for the fees and disbursements of its legal counsel and for its reasonable disbursements. The Agent has received a retainer of $11,600 for such fees and disbursements. National Instrument 41-101 – *General Prospectus Requirements* ("NI 41-101") restricts the number of securities issued to an Agent as compensation which may be qualified for distribution under a prospectus ("Qualified Compensation Securities") to a maximum of 10% of the Offered Securities (including any Additional Shares). For the purposes of this Offering any combination of the following, totaling 450,000 securities (up to 500,000 securities if the Over-Allotment Option is exercised), are Qualified Compensation Securities and are qualified for distribution by this Prospectus: (a) up to

100,000 Corporate Finance Shares; and up to a maximum 405,000 Agent's Warrants (up to 450,000 Agent's Warrants if the Over-Allotment Option is exercised). To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offered Securities (including any Additional Shares), those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period in accordance with applicable securities laws.

(3) Before deduction of the costs of the Offering, estimated at $100,000. See "Use of Proceeds".

(4) The Company has granted to the Agent an option (the "Over-Allotment Option"), exercisable, in whole or in part, at the sole discretion of the Agent, at any time not later than the 30th day following closing of the Offering ("Closing"), to arrange for the purchase of up to an additional 500,000 Shares (the "Additional Shares"), representing approximately 11% of the number of Offered Securities at a price of $0.15 per Additional Share, to cover over-allotments, if any, in connection with the sale of the Shares under this Prospectus and for market stabilization purposes. If the Over-Allotment Option is exercised in full, the total Price to the Public, Agent's Commission and Net Proceeds to the Company will be $800,000, $72,000 and $728,000, respectively. A purchaser who acquires Additional Shares forming part of the Agent's 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. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Additional Shares issuable upon exercise of the Over-Allotment Option. See "*Plan of Distribution*".

The completion of this Offering is subject to a minimum subscription of 3,500,000 Shares and 1,000,000 FT Shares (the "Minimum Offering"). If subscriptions representing the Minimum Offering are not received within 90 days of the issuance of a receipt for the (final) prospectus, or if a receipt has been issued for an amendment to the (final) prospectus, within 90 days of the issuance of such receipt and in any event not later than 180 days from the date of receipt for the (final) Prospectus, the Offering will cease. The Agent, pending closing of the Minimum Offering, will hold in trust all subscription funds received pursuant to the provisions of the Agency Agreement. If the Minimum Offering is not completed, the subscription proceeds received by the Agent in connection with the Offering will be returned to the subscribers without interest or deduction.

The Company will incur (or will be deemed to have incurred) in the period following Closing until December 31, 2018 (the "Expenditure Period") and renounce to each subscriber of FT Shares, effective on or before December 31, 2017 "Canadian exploration expense" as such term is defined in the Tax Act ("Canadian Exploration Expense" or "CEE") in an amount equal to the portion of the aggregate purchase price for FT Shares paid by such subscriber. See "Description of the Offered Securities " and "Certain Canadian Tax Considerations". The Company has advised that the CEE, once renounced to a qualifying individual, will qualify as "flow-through mining expenditures" (as such term is defined in the Tax Act).

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

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

An investment in the securities offered hereunder by the Company should be considered speculative due to the nature of the business of the Company, its present stage of development, and other risk factors. Investors should not invest any funds in this Offering unless they can afford to lose their entire investment. Investors must be willing to rely on the ability, expertise, judgment and discretion of the management. See "Risk Factors".

Unless otherwise noted, all currency amounts in this Prospectus are stated in Canadian dollars.

The Company has applied to list the Common Shares distributed under this Prospectus on the TSX Venture Exchange (the "TSXV"). **The listing is subject to the Company fulfilling all of the listing requirements of the TSXV, including prescribed distribution and financial requirements. The listing of the Common Shares on the TSXV is a condition of closing of this Offering. There can be no assurance that the Company will meet all of the listing requirements of the TSXV.**

The Company is neither a “connected issuer” nor a “related issuer” of the Agent as defined in National Instrument 33-105 – *Underwriting Conflicts*.

Agent’s Position	**Maximum size or number of securities available**	**Exercise period or Acquisition date**	**Exercise price or average acquisition price**
Agent’s Warrant	450,000 Agent’s Warrants(1)	24 months from the Listing Date	$0.15
Corporate Finance Shares	100,000 Common Shares	On Closing	$0.15
Over-Allotment Option	500,000 Additional Shares	Up to 30 days following Closing	$0.15
Total compensation securities issuable to Agent	1,050,000 securities(1)	N/A	$0.15

(1) Assuming the Over-Allotment Option is exercised in full. In the event that the Over-Allotment Option is not exercised, the maximum number of Agent’s Warrants will be 405,000 and the total compensation securities issuable to the Agent will be 1,005,000.

This Prospectus qualifies the distribution of the Offered Securities, the grant of the Over-Allotment Option, the distribution of the Additional Shares issuable on exercise of the Over-Allotment Option, and the Qualified Compensation Securities (as defined herein). See “Plan of Distribution”.

Canaccord Genuity Corp., as Agent, conditionally offers the Offered Securities on a commercially reasonable efforts basis subject to prior sale if, as and when issued by the Company and accepted by the Agent in accordance with the conditions contained in the Agency Agreement referred to under “Plan of Distribution” of this Offering. No person is authorized to provide any information or make any representation in connection with the Offering other than as contained in this Prospectus.

It is expected that share certificates evidencing the Offered Securities in definitive form will be available for delivery at the closing of the Offering unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. If delivered in book entry form, purchasers of Offered Securities will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

CANACCORD GENUITY CORP.
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Vancouver, B.C. V7Y 1H2
Tel: (604) 643-7300
Fax: (604) 643-7606

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ELIGIBILITY FOR INVESTMENT

In the opinion of Legacy Tax + Trust Lawyers, counsel to the Company, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “**Tax Act**”) and the proposals to amend the Tax Act and the regulations publicly announced by or on behalf of the Minister of Finance (and prior to the date hereof), and provided that the Offered Securities, including any Additional Shares, are listed on a "designated stock exchange" (which currently includes Tiers 1 and 2 of the TSXV) for purposes of the Tax Act, the Offered Securities, including any Additional Shares, will be "qualified investments" under the Tax Act for trusts governed by a registered retirement savings plan ("**RRSP**"), registered retirement income funds ("**RRIF**"), registered education savings plan, registered disability savings plan, deferred profit sharing plan and tax-free savings account ("**TFSA**"), each as defined in the Tax Act (collectively, "**Deferred Plans**").

Notwithstanding the foregoing, the holder of the TFSA or annuitant of the RRSP or RRIF will be subject to a penalty tax under the Tax Act if the Offered Securities, including any Additional Shares, held by a particular TFSA, RRSP or RRIF are "prohibited investments" for purposes of the Tax Act. The Offered Securities, including any Additional Shares, will generally be a "prohibited investment" for these purposes if the holder of the TFSA or the annuitant under the RRSP or RRIF, as applicable, (i) does not deal at arm's length with the Company for the purposes of the Tax Act or (ii) has a "significant interest", as defined in the Tax Act. Generally, an annuitant or holder will not have a "significant interest" in the Company unless the annuitant or holder and/or persons not dealing at arm's length with the annuitant or holder, owns directly or indirectly 10% or more of the issued shares of any class of the capital stock of the Company or of a corporation related to the Company.

In addition, the Offered Securities, including any Additional Shares, will generally not be a "prohibited investment" if the Offered Securities, including any Additional Shares, are "excluded property" as defined in the Tax Act for a TFSA, RRSP or RRIF.

Holders or annuitants should consult their own tax advisors with respect to whether the Offered Securities, including any Additional Shares, would be prohibited investments, including with respect to whether the Offered Securities would be "excluded property" as defined in the Tax Act provisions.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus contains “forward-looking information” within the meaning of applicable Canadian securities legislation. These statements include statements relating to the plans, expectations and assumptions concerning the Melba Property, the timing and budget for exploration and upcoming work programs on the Melba Property, the expected cash needs and anticipated use of proceeds from this Offering, statements with respect to geological interpretation and property titles, and statements concerning the financial condition, operating strategies and operating and legal risks of the Company.

The Company uses the words “anticipate,” “continue,” “likely,” “estimate,” “expect,” “may,” “could,” “will,” “project,” “should,” “believe” and similar expressions to identify forward-looking statements. Statements that contain these words discuss the Company’s future expectations, contain projections or state other forward-looking information. Although the Company believes the expectations and assumptions reflected in those forward-looking statements are reasonable, the Company cannot make any assurances that these expectations and assumptions will provide to be correct. The Company’s actual results could differ materially from those expressed or implied in these forward-looking statements as a result of the factors described under “Risk Factors’ in this prospectus and other factors set forth in this prospectus, including:

- Results of exploration at the Melba Property;
- The economic viability of exploration at the Melba Property;
- The Company’s ability to raise necessary capital to finance exploration of the Melba Property;

- The Company’s ability to retain key management and mining personnel necessary to successfully operate the Company’s business strategy; and

- The precise location of mineral claims.

Such forward-looking statements are also based on a number of assumptions which may prove to be incorrect, including for example, assumptions that: the timelines to be established for the exploration of the Melba Property will be within general industry experience; the costs of exploration activities will not deviate significantly from recent trends; the Company will be able to retain key personnel; general business and economic conditions will be consistent with recent trends; the precise location of mineral claims; and the future operations of the Company on its properties.

Many of these factors are beyond the Company’s ability to control or predict. Readers of this Prospectus should not unduly rely on any of the forward-looking statements. These statements speak only as of the date of this Prospectus. Except as required by law, the Company is not obligated to publicly release any revisions to these forward-looking statements to reflect future events or developments.

Forward Looking Information is disclosed under the headings “Use of Proceeds” and “Risk Factors.

GLOSSARY OF TERMS

In this Prospectus, the abbreviations and terms set forth below have the meanings ascribed thereto, unless otherwise defined in this Prospectus.

"**Additional Shares**" means up to 500,000 Common Shares at a price of $0.15 per Additional Share sold pursuant to the exercise of the Over-Allotment Option;

"**Ag**" means silver;

"**Agency Agreement**" means the agency agreement dated 19 December 2016 between the Company and the Agent in respect of the Offering;

"**Agent**" means Canaccord Genuity Corp.;

"**Agent's Warrants**" means the common share purchase warrants to be issued to the Agent equal to 9% of the number of Offered Securities sold under the Offering, each Agent's Warrant is exercisable for the purchase of one Common Share for a period of 24 months from the Listing Date at an exercise price of $0.15 per Common Share;

"**asl**" means above sea level;

"**Au**" means gold;

"**BCA**" means the *Business Corporations Act* (British Columbia), including the regulations promulgated thereunder;

"**Board**" means the board of directors of the Company;

"**business day**" means any day, other than Saturday, Sunday or a statutory holiday in Vancouver, British Columbia;

"**Canadian Exploration Expense**" or "**CEE**" means "Canadian exploration expense" as such term is defined in the Tax Act;

"**CIM Standards**" means the CIM Definition Standards on Mineral Resource and Mineral Reserves adopted by the CIM Council of the Canadian Institute of Mining, Metallurgy and Petroleum on May 10, 2014

"**Closing**" means the closing of the issue and sale of the Offered Securities pursuant to the Offering;

"**cm**" means centimetre;

"**Commission**" means the commission payable to the Agent pursuant to the Agency Agreement, which commission is equal to 9% of the gross proceeds from the sale of the Offered Securities including any Additional Shares;

"**Common Shares**" means the common shares without par value of the Company;

"**Company**" means Essex Minerals Inc.;

"**Corporate Finance Shares**" means 100,000 Common Shares issuable to the Agent at Closing as part of the corporate finance fee;

"**CRA**" means the Canada Revenue Agency;

"**Cu**" means copper;

“**Escrow Agent**” means Computershare Investor Services Inc. in its capacity as escrow agent under the Escrow Agreement;

“**Escrow Agreement**” means, collectively, an agreement required by National Policy 46-201 – *Escrow for Initial Public Offerings* among the Principals, the Escrow Agent and the Company with respect to 2,501,000 Common Shares;

“**Expenditure Period**” means the period following Closing until December 31, 2018;

“**Exploration Expenditures**” are defined as all expenditures related to collection and interpretation of technical data, however does not include costs related to acquisition and maintenance of claim tenure;

“**FT Shares**” means 1,000,000 flow-through Common Shares offered under this Prospectus;

“**FT Subscription Agreement**” means the flow-through subscription agreements entered into between the Company and the Agent, as agent for, on behalf of and in the name of, all subscribers of FT Shares;

“**gpt**” means grams per tonne;

“**ha**” means hectare;

"**IFRS**" means International Financial Reporting Standards;

“**Insider**” means a director or senior officer of the Company; a director or senior officer of a company that is an insider or Subsidiary of the Company; a person that beneficially owns, directly or indirectly, or controls or has direction over, or a combination of such ownership and control and direction over, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Company; or the Company itself if it holds any of its own securities;

“**IP**” means induced polarization;

“**km**” means kilometre;

“**Listing Date**” the date on which the Common Shares commence trading on the TSXV;

“**m**” means metre;

“**Melba Option Agreement**” means the Melba Mineral Property Option Agreement dated December 18, 2012, as amended by the Melba Mineral Property Option Amending Agreement dated September 30, 2014, and further amended on December 1, 2014, September 30, 2015, November 5, 2015 and October 3, 2016 between the Company and Grant F. Crooker as optionor, pursuant to which the Company was granted an option by the optionor to acquire a 100% interest in the Melba Property;

“**Melba Property**” means the eight contiguous mineral claims comprising 3,966.1 hectares located in the Interior Plateau area of South Central British Columbia, 30 kilometers south of Kamloops, about 20 kilometers east of Logan Lake and 40 kilometers north of Merritt, in the Kamloops Mining Division, on which the Company has an option to acquire a 100% interest, subject to a 2% royalty;

“**Melba Report**” means the report entitled ““Technical Report on the Melba Property, Kamloops Mining Division, British Columbia” prepared by John R. Kerr, P. Eng., a Qualified Person, dated effective July 25, 2014;

“**mineralization**” mineral-bearing rock; the minerals may have been either a part of the original rock until or injected at a later time;

“**mineral reserve**” means the economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined and processed. The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" used in this Prospectus are Canadian mining terms as defined in accordance with NI 43-101 under the guidelines set out in the CIM Standards;

"**mineral resource**" means a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge. The term "mineral resource" covers mineralization and natural material of intrinsic economic interest which has been identified and estimated through exploration and sampling and within which mineral reserves may subsequently be defined by the consideration and application of technical, economic, legal, environmental, socio-economic and governmental factors. The phrase "reasonable prospects for economic extraction" implies a judgment by the Qualified Person in respect of the technical and economic factors likely to influence the prospect of economic extraction. A mineral resource is an inventory of mineralization that under realistically assumed and justifiable technical and economic conditions might become economically extractable. The term "mineral resource" used in this Prospectus is a Canadian mining term as defined in accordance with NI 43-101 – under the guidelines set out in the CIM Standards;

"**Mo**" means molybdenum;

"**MS-ICP**" means Mass spectrometer (Analysis Instrument) – Inductively-coupled plasma (Chemical Analysis Instrument);

"**Named Executive Officer**" or "**NEO**" has the meaning ascribed thereto in National Instrument 51-102F6 - *Statement of Executive Compensation*, of the Canadian Securities Administrators;

"**New Services Contract**" means the contract for services agreement dated October 1, 2016 between the Company and Max Investments Inc., a company controlled by Christopher I. Dyakowski, pursuant to which the Company will pay $3,000 per month for administrative services rendered to the Company commencing on the Listing Date;

"**NI 41-101**" means National Instrument 41-101 – *General Prospectus Requirements,* of the Canadian Securities Administrators;

"**NI 43-101**" means National Instrument 43-101 - *Standards of Disclosure for Mineral Projects,* of the Canadian Securities Administrators;

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees*, of the Canadian Securities Administrators;

"**Offering**" means the offering of 3,500,000 Shares at a price of $0.15 per Share and 1,000,000 FT Shares at a price of $0.20 per FT Share pursuant to this Prospectus;

"**Offered Securities**" means the Shares and FT Shares offered pursuant to this Prospectus;

"**Over-Allotment Option**" means the option granted to the Agent exercisable, in whole or in part, at the sole discretion of the Agent, at any time not later than the 30th day following Closing to arrange for the purchase of up to 500,000 Additional Shares at a price of $0.15 per Additional Share, to cover over-allotments, if any, in connection with the sale of the Shares under this Prospectus and for market stabilization purposes;

"**Pb**" means lead;

"**person**" means any individual, partnership, association, body corporate, trustee, executor, administrator, legal representative, government, regulatory authority or other entity;

“**ppb**” means part per billion;

“**ppm**” means part per million;

"**Promoter**" has the meaning ascribed to it in the *Securities Act* (British Columbia);

“**Prospectus**” means the preliminary or final prospectus with respect to the Offering, as the case may be;

“**Qualified Compensation Securities**” means the maximum number of securities, which is restricted by NI 41-101 to 10% of the Offered Securities including any Additional Shares, that may be issued to an Agent as compensation and qualified for distribution under the Prospectus;

“**Qualified Person**” an individual who, in accordance with NI 43-101 (i) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; (ii) has experience relevant to the subject matter of the mineral project and the technical report; and (iii) is a member in good standing of a recognized professional association;

“**Services Contract**” means the contract for services agreement dated October 1, 2014 between the Company and Max Investments Inc., a company controlled by Christopher I. Dyakowski, pursuant to which the Company paid $3,000 per month for administrative services until such contract was terminated on March 31, 2015;

“**Shares**” means the 3,500,000 Common Shares offered under this Prospectus;

“**Shareholders**” means holders of Common Shares, unless the context indicates otherwise;

“**Tax Act**” means the Income Tax Act (Canada) and the regulations thereunder;

“**TEM**” means time domain electromagnetic;

“**tonne**” or “**t**” means a metric tonne;

“**Transfer Agent**” means Computershare Investor Services Inc. in its capacity as registrar and transfer agent of the Common Shares;

“**TSXV**” means the TSX Venture Exchange Inc.;

“**TSXV Policies**” means the TSXV corporate finance manual, as amended from time to time;

“**Value Security Agreement**” means, collectively, an agreement required by Policy 5.4 – *Escrow, Vendor Considerations and Resale Restrictions* of the TSXV among certain shareholders of the Company, the Escrow Agent and the Company with respect to 400,000 Common Shares;

“**VLF-EM**” means very low-frequency electromagnetic survey;

“**VMS**” means volcanogenic massive sulphide; and

“**Zn**” means zinc.

Words importing the singular number only include the plural and vice versa and words importing any gender include both genders.

SUMMARY

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

Company: Essex Minerals Inc.

Offering: A minimum subscription of 3,500,000 Shares and 1,000,000 FT Shares.

Price: $0.15 per Share and $0.20 per FT Share (a commission of $0.0135 per Share and $0.018 per FT Share shall be paid to the Agent out of the gross proceeds of the Offering, including any Additional Shares).

Over-Allotment: The Company has granted to the Agent an Over-Allotment Option, exercisable, in whole or in part, at the sole discretion of the Agent, at any time not later than the 30th day following Closing, to arrange for the purchase of up to 500,000 Additional Shares, representing approximately 11% of the number of Offered Securities at a price of $0.15 per Additional Share, to cover over-allotments, if any, in connection with the sale of the Shares under this Prospectus and for market stabilization purposes. If the Over-Allotment Option is exercised in full, the total Price to the Public, Agent's Commission and Net Proceeds to the Company will be $800,000, $72,000 and $728,000, respectively. A purchaser who acquires Additional Shares forming part of the Agent's 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. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Additional Shares issuable upon exercise of the Over-Allotment Option. See "Plan of Distribution".

Proceeds The net proceeds of the Offering after deduction of the Commission will be $659,750 (assuming the Over-Allotment Option is not exercised) before deduction of the costs of the Offering, which are estimated to be $100,000.

Plan of Distribution: The Agent will be issued an Agent's Warrant to purchase Common Shares equal to 9% of the Offered Securities sold pursuant to the Offering. See "Plan of Distribution".

The Company will also pay the Agent, on completion of the Offering, the corporate finance fee comprised of the Corporate Finance Shares and $15,000. The Agent has received a retainer of $11,600 which will be used to reimburse the Agent for the fees and disbursements of its legal counsel and for its reasonable disbursements. NI 41-101 restricts the number of Qualified Compensation Securities to a maximum of 10% of the Offered Securities including any Additional Shares. For the purposes of this Offering, any combination of the following, totaling 450,000 securities (up to 500,000 securities if the Over-Allotment Option is exercised), are Qualified Compensation Securities and are qualified for distribution by this Prospectus: (a) up to 100,000 Corporate Finance Shares; and (b) up to a maximum of 405,000 Agent's Warrants (up to 450,000 Agent's Warrant if the Over-Allotment Option is exercised). To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offered Securities including any Additional Shares, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period in accordance with applicable securities laws.

Business: The Company is a natural resource company engaged in the acquisition and exploration of mining properties. See "Business of the Company. The Company's main emphasis is on exploration in the Kamloops Mining Division Province of British Columbia, where the

Company has an interest in the Melba Property, 30 km south of Kamloops, British Columbia. The Melba Property is more specifically described below in this Prospectus under the heading “Interest in Melba Property”.

Directors and Officers: The directors and officers of the Company are as follows:

Christopher I. Dyakowski	President, Chief Executive Officer, Director
Kenneth C. Phillippe	Chief Financial Officer, Director
Stephen P. Kenwood	Director
Thomas S. Dyakowski	Director

See “Directors and Officers”.

Use of Proceeds: The gross proceeds to the Company from the sale of the Offered Securities will be $725,000 (assumes no exercise of the Over-Allotment Option). The total funds available to the Company at the closing of the Offering, after deducting the estimated expenses of the Offering of $100,000 and the Agent’s Commission of $65,250 and Corporate Finance Fee of $15,000 and including estimated working capital deficiency as at November 30, 2016 of approximately $(22,000), are estimated to be $522,750. The Company intends to expend its available funds for the following principal purposes:

	Minimum
To pay the cost of Phase I of the exploration program on the Melba Property(1)	$230,000
To pay a property payment pursuant to the Melba Option Agreement within 10 days of the Listing Date(1)	$15,000
To pay a property payment pursuant to the Melba Option Agreement on the first anniversary of the Listing Date(1)	$20,000
Administration costs for 12 months(2)	$124,000
Unallocated working capital	$133,750
TOTAL	$522,750.00

(1) See “Description of Business” and “Interest in Melba Property”.

(2) Includes administrative management fees of $3,000 per month to commence on the Listing Date which will be paid to a Max Investments Inc., a company controlled by Christopher I. Dyakowski, pursuant to the New Services Contract with the Company dated October 1, 2016. In addition to the administrative management fees, the Company estimates that its administrative costs will include accounting fees of $18,000, transfer agent fees of $5,000, professional fees of $30,000 and other costs (travel, government fees, office expenses and miscellaneous costs) of $35,000. See “Material Contracts”.

The Company had a negative operating cash flow in its most recently completed financial year and will continue to for the foreseeable future. The Company may not have enough funds to carry out its Phase II exploration program on the Melba Property and additional financings may be required. See “Use of Proceeds”.

During the first year after completion of this Offering, the Company estimates that the average aggregate monthly cost of administration will be approximately $10,333 and the total aggregate annual cost will be approximately $124,000. These annual costs are comprised of management fees ($36,000), accounting fees ($18,000), transfer agent fees ($5,000), professional fees ($30,000) and other costs (travel, government fees, office and miscellaneous costs of $35,000). Although the Company intends to expend the proceeds from the Offering as set out above, the amount actually expended for the purposes described above could vary significantly depending on, among other things, the gold price, unforeseen events, and the Company's future operating and capital needs from time to time. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary.

Any additional proceeds from the exercise of the Over-Allotment Option will be added to working capital.

Notwithstanding the foregoing, the Company will undertake to incur (or be deemed to incur) sufficient CEE that qualify as "flow-through mining expenditures" (for purposes of the Tax Act), on or before December 31, 2018 so as to enable the Company to renounce, effective on or before December 31, 2017, in favour of subscribers of FT Shares, an amount equal to the aggregate purchase price for the FT Shares paid by such subscriber. See "Certain Canadian Tax Considerations".

The Company has, since the commencement of its activities, had negative operating cash flow. See "Risk Factors".

Dividends: The Company has not, since its incorporation on November 19, 2012, paid any dividends on any of its issued securities. The Company has no present intention to pay dividends. The future dividend policy will be determined by the Board of Directors on the basis of earnings, financial requirements and other relevant factors.

Risk Factors: An investment in a natural resource company involves a significant degree of risk. The degree of risk increases substantially where the company's properties are in the exploration stage as opposed to the development stage.

Risk factors associated with an investment in Offered Securities of the Company include but are not limited to the following:

In the event that the Company's exploration program as described in this Prospectus is successful, the Company will require additional financing in order to further develop the Company's property. Currently, there is no market for the shares of the Company. The property of the Company does not contain any known body of commercial ore. The marketability of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond control of the Company. The grade of any ore ultimately mined from a mineral deposit may differ from that produced from drilling results. Mining operations generally involve a high degree of risk. There is a degree of uncertainty attributable to the calculation of reserves, resources and corresponding grades being dedicated to future production. The title reports prepared with respect to the Company's property cannot be construed as a guarantee of title. There may be changes to the treatment of the FT Shares under the Tax Act. The Company's property includes mineral claims which have not been surveyed and, therefore, the precise location of these mineral claims may be in doubt. The Company has only recently commenced operations and has a history of no operating earnings. The Company operates at a loss and there is no assurance that the Company will ever be profitable. **The Company had a negative operating cash flow in its most recently completed financial year and will continue to for the foreseeable future. The Company may not have enough funds to carry out its Phase II exploration program on the Melba Property and additional financings may be required.**

The mineral exploration and mining business is competitive in all of its phases. The current or future operations of the Company, including exploration and development activities and commencement of production on its properties, require permits from various levels of government. Certain of the directors of the Company serve as directors of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation reducing financial exposure in respect of any one program. The proposed expenditures from the proceeds raised by the Offering described in this Prospectus will not increase net tangible assets owned by the Company.

See “Risk Factors”.

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Summary of Financial Information: The following selected financial information is derived from the audited financial statements for the periods ended September 30, 2015 and 2014 and the unaudited financial statements for the nine months ended June 30, 2016 and 2015 and should be read in conjunction with those statements and notes thereto.

	For the Nine Months Ended June 30, 2016 (Unaudited)	**For the Year Ended September 30, 2015**	**For the Year Ended September 30, 2014**
Revenue	Nil	Nil	Nil
General and Administrative Expenses, except stock based payments	14,447	81,999	3,323
Stock based payments	-	-	19,000
Income tax expense (recovery)	-	(12,755)	(428)
Net Income (Loss)	(14,447)	(69,244)	(21,895)
Total Exploration and Evaluation Assets costs	187,270	186,270	192,304
Acquisition costs	15,000	15,000	15,000
Exploration costs	172,270	171,270	177,304
Working Capital (deficiency)	(6,446)	9,001	95,622
Exploration and Evaluation Assets Expenditures (Recovery)	1,000	(6,034)	42,280
Financing Activities, Issuance of shares for cash	-	-	83,500
Total Assets	215,180	228,921	289,264
Total Current Assets	17,254	31,995	96,960
Cash and Cash Equivalent	16,496	31,760	96,665
Deferred financing costs	10,656	10,656	-
Exploration and Evaluation Assets	187,270	186,270	192,304
Total Liabilities	27,762	27,056	18,155
Total Shareholders' Equity Dollar Amount	187,418	201,865	271,109
Loss Per Share	0.00	0.01	0.00
Number of Common Shares	5,676,000	5,676,000	5,676,000

See “Management Discussion and Analysis”.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated on November 19, 2012 under the *Business Corporations Act* (British Columbia).

The head office of the Company is located at 3750 West 49th Avenue, Vancouver, B.C. V6N 3T8 and the registered and records office of the Company is Suite 1800 - 510 West Georgia Street, Vancouver, B.C. V6B 0M3.

Intercorporate Relationships

The Company has no subsidiaries.

BUSINESS OF THE COMPANY

General Development of Business

History

The principals of the Company have experience in natural resource development and several potential prospects were examined. The Company commenced natural resource development operations on December 18, 2012 when it entered into the Melba Option Agreement, as amended September 30, 2014 and further amended on December 1, 2014, September 30, 2015, November 5, 2015 and October 3, 2016, to acquire a 100% undivided interest in certain mineral claims which are referred to as the "Melba Property". The Company has not made any significant dispositions.

Description of Business

Business Objectives

The Company is a natural resource company engaged in the acquisition and exploration of mining properties. The Company's main emphasis is on the exploration for copper and gold in the Kamloops Mining Division, British Columbia where the Company has acquired an option to acquire a 100% undivided interest in the Melba Property which is described below under the heading "Interest in the Melba Property". The Company commenced operations on the Melba Property on December 18, 2012. To June 30, 2016, the Company has spent $172,270 (net of a Mining Exploration Tax Credit received of $10,136) on the exploration of the Melba Property and $15,000 in acquisition costs.

The Company intends to expend existing working capital and net proceeds from the Offering to undertake Phase I of the exploration program on the Melba Property, to pay the balance of the estimated costs of the Offering, to pay for administrative costs for the next 12 months, to make property payments and for working capital. See "Use of Proceeds".

Significant Acquisition

The Company has an option to acquire a 100% undivided interest in the Melba Property as described below.

See "Interest in Melba Property" below.

INTEREST IN MELBA PROPERTY

Melba Option Agreement

The Melba Property consists of eight mineral claims totalling 3966.1 hectares. The Melba Property is located in the Interior Plateau area of South Central British Columbia, 30 kilometers south of Kamloops, about 20 kilometers east of Logan Lake and 40 kilometers north of Merritt, in the Kamloops Mining Division.

On December 18, 2012, the Company entered into the Melba Option Agreement, as amended on September 30, 2014 and further amended on December 1, 2014, September 30, 2015, November 5, 2015 and October 3, 2016, with Grant F. Crooker (the "Optionor") of Keremeos, British Columbia, pursuant to which the Company may earn and acquire a 100% interest, subject only to a 2% net smelter royalty, in the Melba Property by:

(a) making a total of $120,000 cash payments (of which $15,000 has been paid) to the Optionor, as follows:

  (i) $5,000 upon the execution of the Melba Option Agreement (paid);

  (ii) $10,000 within 30 days after the execution the Melba Option Agreement (paid);

  (iii) $15,000 within 10 days after the TSXV accepts the Melba Option Agreement and the Listing Date;

  (iv) $20,000 by the first anniversary of the Listing Date;

  (v) $25,000 by the second anniversary of the Listing Date; and

  (vi) $45,000 by the third anniversary of the Listing Date,

(b) issuing 50,000 Common Shares within 10 days after the Listing Date, and an additional 50,000 Common Shares by the first anniversary of the Listing Date; and

(c) incurring minimum exploration expenditures on the Melba Property of not less than an aggregate of $350,000 according to the following schedule:

  (i) $100,000 by December 18, 2013; and

  (ii) an additional $250,000 by July 31, 2017.

A 2% net smelter return royalty (the "Royalty") is payable to the Optionor on all material containing a mineral or minerals of commercial economic value mined from the Melba Property in accordance with the provisions of the Melba Option Agreement. The Company may purchase the Royalty from the Optionor for a cash payment of $1,000,000 per each 1% of the Royalty.

The following information has been excerpted from a technical report prepared in accordance with NI 43-101 titled "Technical Report on the Melba Property, Kamloops Mining Division, British Columbia" (the "Melba Report") prepared by John R. Kerr, P. Eng., a Qualified Person, (the "Author") dated effective July 25, 2014. During the period of the Offering, the Melba Report is available at the registered office of the Company, Suite 1800 - 510 West Georgia Street, Vancouver, B.C., where it may be examined during normal business hours. Maps are not included in the Prospectus, but they may be viewed in the Melba Report. The Melba Report will be available at www.Sedar.com on the issuance of the final decision document for this Prospectus. The following information has been revised in respect of certain references. Prospective purchasers are encouraged to read the Melba Report in its entirety.

Property

The Melba Property consists of eight contiguous mineral claims located in the Kamloops Mining Division in compliance with the regulations of the Ministry of Energy, Mines and Petroleum Resources of the Province of British Columbia ("MEMPR"), comprising 3,966.1 hectares.

All eight of the claims are recorded in the name of the Optionor, who is also the beneficial owner. The following is a list of the eight claims, with pertinent information regarding title, ownership, current term and size of the claims:

Tenure No:	**Owner**	**Expiry Date**	**Area (ha)**
512061	Optionor	November 15, 2018	369.9
513923	Optionor	November 15, 2018	493.2
513942	Optionor	November 15, 2018	493.0
513944	Optionor	November 15, 2018	575.5
1014767	Optionor	November 25, 2018	554.8
1014768	Optionor	January 25, 2018	739.8
1014799	Optionor	November 26, 2018	575.5
1014800	Optionor	November 26, 2018	164.4
Total			**3,966.1**

The expiry dates set out above are documented at Mining Recorder's records on January 4, 2016.

All eight claims set out above are held under the current CGS (defined below).

Details of the status of tenure ownership for the Melba Property were obtained from the Mineral-Titles-Online (MTO) electronic staking system managed by the Mineral Titles Branch of the Province of British Columbia. This system is based on mineral tenures acquired electronically online using a cell grid selection system (CGS – online paper staking). Tenure boundaries are based cell boundaries within each tenure. Cell boundaries approximate 500 meters, and one tenure may consist of up to 100 cells. There is no requirement to mark claim boundaries on the ground as these can be determined with reasonable accuracy using a GPS.

There are no surface rights directly affecting the Melba Property. The Lac Le Jeune cross-country ski lodge is located 1.5 km south of the Melba Property, and several private lots exist on the lake shore. There are private lots on Walloper Lake, located 500 meters southwest of the Melba Property. Areas around Stake Lake and McConnell Lake are designated as protected areas and are not available for claim location.

Location, Accessibility, Climate, Infrastructure and Physiography

The Melba Property is located in the Interior Plateau area of South Central British Columbia, 30 kilometers south of Kamloops, about 20 kilometers east of Logan Lake and 40 kilometers north of Merritt. The Melba Property is located in NTS sheet 921/7E, 9W and 10E, and has geographic coordinates 50 degrees 31.5 minutes north and 120 degrees and 32.2 minutes east. The Melba Property is situated north of Lac Le Jeune and Walloper Lakes.

The Coquihalla Highway #5 transects the eastern portion of the Melba Property in a north-south direction. Access to all areas of the Melba Property is possible by the Highway #97D and by well-maintained logging roads. Highway #97D leaves the Coquihalla Highway at Lac Le Jeune, 20 kilometers south of Kamloops. The main mineral showing areas are accessed by forest access roads, leaving the old Lac Le Jeune highway 3 kilometers north of Lac Le Jeune at Stake Lake, and then west along the Lodgepole Lake road for 0.5 km and then south along the Walloper Creek road for 1.2 km. A 4X4 dirt road heads west 2.5 – 3 kilometers to the Tent, Melba and Vein showings. All access roads are open, public, and require no special permits for use.

The terrain on the Melba Property is moderate, with gentle rolling topography, cut by a few steep sided gullies formed as melt-water channels in glacial overburden. Total property relief is about 450 meters, ranging from 1325 meters along the southern boundary of the Melba Property to 1775 meters in the two small knolls in its central and eastern portion. Forest cover was originally nearly complete, made up almost exclusively of lodge-pole pine with local spruce, fir and balsam and willows, and a few scattered aspen groves. A large proportion of the claim area has been clear cut logged within the last several decades. There are several small streams, some of them ephemeral, and small lakes on the Melba Property.

Climatic conditions are typical of the southern plateau regions. Summers are warm and generally dry; winters are cold but snowfall is light to moderate. Most of the Melba Property is snow-free from April to November. Normal surface exploration and drilling programs should be completed during this period. Development drilling and mine development can be completed over a longer period of the year, and mining can be accomplished 12 months of the year.

Infra-structure, including power, water, and labour are all located within a radius of 50 kilometers of the Melba Property in the small interior cities and towns. The nearest center with significant services is Kamloops, which is served by the main lines of the Canadian Pacific and Canadian National Railways, and has a well-facilitated airport, with regular airline service to Vancouver. Merritt and Logan Lake also provide services and labour common to the mining industry.

The Melba Property is well-facilitated for all aspects of a mining operation, including adequate areas for plant, waste and tailing disposal, and other recovery designs. There are no apparent environmental concerns. Large-scale mining is common to the area, as the world class mines of the Highland Valley are situated 30 – 40 kilometers to the west and the Afton mine is located 20 kilometers to the north.

Required Permits and Reporting of Work

There are no permits required to complete the work program proposed by the Melba Report (see “Recommendations” below).

Environmental Liabilities

There has not been any mining or other major exploration related physical disturbances on the Melba Property to date. There has been minor disturbances in the form of trenching to expose mineralization on the two main mineral showings. The Author is not aware of any environmental issues or liabilities related to historical exploration or mining activities that would have an impact on future exploration of the Melba Property.

History

The first recorded exploration on the Melba Property was in the early 1970's. However, several old hand dug pits have been found on the Melba Property indicating prospecting in earlier years.

1970 – 1971: Canadian Johns-Manville Company, Limited carried out an extensive exploration program on the eastern portion of the Melba Property. This work program consisted of grid preparation, electromagnetic and magnetic geophysical surveying, eight line miles of induced polarization surveying, collecting of 1,084 soil and 98 twig samples (ash) and two diamond drill holes, totaling 458 meters.

1976 – 1978: Cominco Ltd carried out extensive work programs on the claim area. The area was staked to explore a previously unrecognized alkaline stock, similar to the Iron Mask batholith. A sulphide zone, consisting of mainly pyrite, with traces of chalcopyrite, was discovered in an area of extensive overburden. Cominco's programs consisted of a 71 kilometer magnetic survey, geological mapping, prospecting and induced polarization surveying, delineating eight chargeability anomalies.

1987 – 1994: Afton Operating Company staked the ground in 1987 and completed exploration consisting of soil geochemical surveying, percussion drilling, consisting of twelve holes totaling 840 meters and diamond drilling, consisting of three holes totaling 384 meters.

1995 – 2001: The area was staked by the Optionor in 1995. Walloper Gold Resources Corporation optioned the Melba Property in 1996. Walloper conducted geological, geochemical, and geophysical (magnetic and EM) surveys over the entire Melba Property. In 2001, seven trenches were excavated, collecting 217 rock chip samples and 11 diamond drill holes totaling 484.6 meters were drilled on the Melba and Tent showings. Samples indicated anomalous values of copper, silver and gold, however alteration and pyrite mineralization are described as strong and widespread.

2008 – 2010: HTI Venture Corp. optioned the Melba Property in 2008, and completed 8 diamond drill holes, totaling 780.7 meters on the Melba and Tent showings later in the same year. Samples indicated anomalous gold, silver and copper values.

2013 – 2014: The Company completed a 702 km airborne geophysical survey in January, 2013 and a 10km ground geophysical survey in March, 2014.

In total, historical records indicate 33 holes have been drilled on the Melba Property, totaling 2,563 meters. Nine of these holes were percussion (840m) and 24 were diamond drill (1,723m) holes. The Melba Report integrates the historical work and the results of 2013 and 2014 airborne and ground geophysical surveys completed by the Company.

Geology

Regional Setting

The Melba Property lies within the Intermontane Belt of the Canadian Cordillera and is part of Quesnellia Plate, consisting of volcanic and intrusive rocks that range in age from Triassic to Miocene. The main structural feature on the Melba Property is the Clapperton fault, which is a northeast trending structure that separates the Triassic Nicola Group volcanic rocks to the west and the Jurassic intrusive and metamorphic rocks to the east. The eastern portion is referred to as the Nicola Horst, a complex of metamorphic Nicola Group rocks and intrusions. The metamorphic rocks are amphibolites, foliated diorite, mylonite and chlorite schist. The intrusive rocks are granodiorite, quartz diorite, quartz monzonite, gabbro and ultramafic rocks (dunite, wehrlite, pyroxenite). The western portion is the Nicola Group of volcanic rocks, consisting of intermediate to mafic breccias and tuffs containing augite. The volcanic rocks of the Nicola Group have been intruded by gabbro and granodiorite. The overlapping rocks are Miocene basalts. Thick accumulations of unconsolidated overburden cover much of the Melba Property area.

Property Geology

Outcrop on the Melba Property is generally sparse and exists along some logging roads and in areas of higher relief. The Melba Property is mainly covered with accumulations (up to 40 meters) of overburden and glacial till.

The principal rock types underlying the Melba Property are the eastern facies volcanic and minor sediments of the Triassic Nicola Group. Rocks are an irregular zoned schistose tuff unit, grey to green in color. Thin section studies indicate the rock to be made up of a very fine-grained, foliated mixture of biotite, quartz-carbonate, muscovite (sericite) and minor alkali feldspar. The foliation within the tuff unit is predominately north-south. A secondary rock of the Nicola Group is a grey to green, carbonate-silica altered sedimentary unit. It is an aphanitic, light grey-green to beige rock that occasionally has a breccia texture and shows variable alteration varying from strong silicification to strong carbonate alteration. A lapilli tuff unit and is a grey to grey-green weakly foliated tuff has been logged in drill core.

The intrusive rocks on the Melba Property range in age from the Late Triassic to Early Jurassic. The late Triassic calc-alkalic quartz diorite intrusion is a coarse-grained, grey, metamorphosed intrusion and intrudes the Nicola Group rocks along the eastern boundary of the property, east of the Clapperton fault and within the Nicola Horst.

The smaller Late Triassic/Early Jurassic alkalic intrusions, located on the west side of the Clapperton fault, have a variable composition range from gabbro to diorite to monzonite to chalcedonic quartz breccia. From geological mapping, the main intrusion appears to be some 1.5 - 2 square kilometres in area and is located in the central portion of the Melba Property. Interpretation of the airborne magnetic data suggests this intrusion is much larger than mapped (extending to the west in areas of overburden), having a possible surface area of 12 square kilometers. The intrusion appears as a fine to coarse grained, dark green gabbroic/dioritic rock, with strongly saussuritized matrix of sericite and epidote. The finer grained rock is a dark green gabbro with minor saussuritization of feldspar. Most of the intrusion is strongly magnetic, containing varying concentrations of magnetite. Accompanying the widespread sericite, epidote, and saussuritized alteration are zones of strong secondary silicification, with 5 — 50% quartz veinlets. These are more common along the intrusive contact.

The diorite, occurring as small stocks, is a grey-green homogenous fine – medium grained intrusive rock, containing weak propylitic alteration consisting of pyrite, epidote and chlorite. The plagioclase feldspars are commonly saussuritized. The monzonite is a medium grained leucocratic intrusive composed of alkali feldspar and minor mafic minerals. The monzonite occurs in outcrop on the west of the north grid and on the south grid, and has been found as float and outcrop in the southern area of the claims.

The chalcedonic quartz breccia is an intrusive and/or a structural-related feature, consisting of fine-grained carbonate, intergrown with minor fine-grained (chalcedonic) quartz, chlorite, and scattered detrital grains of quartz. The breccia is cut by well-defined network of fine-grained quartz and minor carbonate veinlets.

Overlying all rocks are Miocene basalts. The dominant areas of these are in the north-eastern corner of the claims covering the Triassic calc-alkalic granodiorite. Drilling through the Tertiary volcanic rocks (1971) indicate thickness of 150 — 250 meters. They are exposed as a fine-grained basalt flow sequence, with some evidence of pillow lavas

Structural Geology

The main structural feature transecting the Melba Property is the N-S trending Clapperton fault in the eastern portion of the Melba Property. It divides the Melba Property into two geological terranes: to the west the claims are underlain by eastern facies Nicola volcanics intruded by alkali intermediate to basic intrusions. To the east of the fault, the claims are underlain by middle facies Nicola volcanics intruded by large calc-alkalic intermediate batholiths. The age of the fault is uncertain, however is believed to be early Tertiary.

Several smaller N-S trending structures have been mapped on the Melba Property, including the structural zone hosting the quartz breccia zone, which is associated with mineralized structures of the Melba Showing. Interpretation of airborne and ground magnetic data confirms the presence of these north/south structures, including the one hosting the main quartz breccia. The geophysical surveys have interpreted several other similar N-S trending lineaments, possibly being similar structures.

Mineralization

Four mineral showings are identified on the Melba Property, although several other potential zones have been identified by soil and silt geochemistry. Only the Melba Showing was examined during the July 22, 2013, and July 9, 2014 site visit. The other showing areas could not be located and examined on the ground. The following is a brief description and summary of sampling of each showing area:

1) The Melba Showing: The Melba Showing was exposed in a series of trenches in the chalcedonic breccia. Mineralization is described as epithermal gold in a silicified (chalcedony) north-south trending structure. One trench (35x10 meters) exposes 28 meters of the silicified breccia. The structure ranges three to five meters, strikes northerly and dips 45° to 60° west. Fifteen channel samples, collected in 2008 from this trench, returned gold values averaging 53 ppb and ranging from 5 to >1000 ppb and silver averaged 0.6 ppm and ranged from 0.1 to 5.8 ppm. The Melba Showing is the most northern showing on the Melba Property, located at the northwestern end of the mine access road.

The Melba Showing area was examined by the Author in July, 2013. Two samples were collected from the Melba Showing, confirming the presence of anomalous to low-grade content of gold. The following table describes these samples:

Sample No.	GPS Coords	Sample Description	Analytical Results
M-01	5598005N: 675659E	Chip sample/3 meters (South end o/c) Silicified breccia zone at contact basic/inter intrusion. Weak disseminated pyrite	29 ppb Au 96 ppm As 70 ppb Hg 37 ppm Mo
M-02	5598018N: 675661E	Chip sample/ 3.5 meters (North end o/c) Silicified breccia zone, as above. Moderate disseminated pyrite	111 ppb Au 189 ppm As 160 ppb Hg

The presence of anomalous As and Hg in both samples and vuggy nature of quartz confirm the nature of epithermal mineralization of the Melba Showing. The significance of relatively anomalous Mo is not understood.

2) The Tent Showing: The Tent Showing is located 350 meters south of the Melba Showing and is exposed in a 38.5 meter trench as carbonate altered, Nicola Group. The fracturing in the trench exposure of the east section contains strong chlorite alteration and weak chalcedonic brecciation within a quartz vein stock-work. Pyrite and fuchsite are present in minor concentrations. The Tent Showing sampling of bedrock in trenches returned gold values that ranged from 4 to 335 ppb.

   At the time of the Author's examinations, the trench area was located. However, it is 100% filled in, with no outcrop exposures, and consequently could not be sampled.

3) The Vein Showing: The Vein Showing is located 100 meters southwest of the Melba Showing. A poorly exposed outcrop of quartz and a significant amount of quartz vein float was found at the Vein Showing. One sample of the quartz float gave a gold value of 755 ppb. Scattered pieces of quartz vein float have been found over a north-south strike length of 150 meters. The outcrop of the Vein Showing varies from 30 to 70 centimeters wide, strikes 207° and appears to be vertical.

   The Vein Showing outcrop could not be located, and is believed sloughed. Quartz was observed as float, however was not sampled, as the location could not be verified.

4) The Galena Showing: The Galena Showing is located approximately 700 meters east of the Melba Showing as a chalcedonic breccia float-train having a significant amount of galena bearing quartz vein in boulders. Most of the float occurs in a 400 meter square area. The pieces of quartz contain up to 3% galena with traces of pyrite and sphalerite. Selected float samples of the vein material gave assays up to 40 ppb gold, 94.2 ppm silver, 2 ppm arsenic, 30 ppm copper, >10000 ppm lead and 5901 ppm zinc.

   As the reported Galena Showing area is confined to float boulders, the general area was examined, however mineralized boulders were not located.

Several other areas of exploration interest have been found as mineralized float, however deep overburden has limited the success of historical exploration. Float samples located by Cominco in the late 1970s are described to be typical Iron Mask type of copper/gold porphyry style mineralization. These samples have not been located in recent programs.

Deposit Types

The geological environment is suited to host four different types of potential mineral deposits, the order described offering a priority for future exploration programs:

1) Porphyry copper (Au) deposits associated with alkalic stocks, similar to those found in the Iron Mask batholtith (Afton, Ajax, Rainbow), 15 kilometers to the north. These deposits will likely occur west of the Clapperton fault associated with the intermediate to basic intrusions. Early programs conducted by Afton and Cominco were specifically exploring for these types of deposits.

   The Author believes this type of deposit is the most significant for discovery and development of mineral resource on the Melba Property. The intermediate/basic intrusion at Melba is probably the only satellite intrusion that relates in composition to the Iron Mask batholith. The fact that the airborne magnetic survey has effectively increased the size of the intrusion 6 fold (to > 12 sq km) has significantly expanded the area of potential exploration. Limited geochemistry has revealed unexplained copper and gold anomalies in this area of the Melba Property.

2) Porphyry copper (Mo) deposits associated with calc-alkalic stocks, similar to Highland Valley deposits, 40 kilometers to the west. These deposits will likely occur east of the Clapperton fault. Early programs by Canadian Johns-Manville were exploring for these types of deposits.

3) Skarn copper/magnetite deposits associated with the contact phase of the intrusive rocks, similar to the Craigmont deposit located 35 kilometers to the southwest. Skarn mineralization has yet to be identified on the Melba Property.

4) Low sulphidation epithermal gold veins and structures. The Melba and Tent showings have previously been described as this style of mineralization.

Exploration

Pre-2010 Exploration Programs:

Exploration Programs were conducted on the Melba Property during the period 1971 — 2008 by several unrelated operators, and are detailed in the History of Exploration and Drilling sections of the Melba Report. In summary, 33 drill holes were completed totaling some 2,563 meters. Limited geochemistry, geophysical and geological mapping programs were also completed. Results of all programs are well documented as assessment reports. Most historical work of any significance (drilling and trenching) was completed on the Melba and Tent Showings.

All historical data collected on the Melba Property existing as assessment reports at the Ministry of Energy, Mines and Petroleum Resources library, has been reviewed in detail by the Author. The following summarizes the Author's opinion and conclusions of historical data:

1) Most work was very well done by very competent exploration teams.

2) Historic drilling has not indicated the presence of an economic mineral resource.

3) Except for the 2013 airborne geophysical program, there is no documented data regarding large-scale, historical geophysical surveys having been completed on the Melba Property. Cominco (1978) and Canadian Johns-Manville (1972) completed some limited IP surveys.

4) It is the Author's opinion that ongoing work programs should focus in other areas of the Melba Property that have had rather limited exploration, guided by interpretation of airborne geophysical survey.

5) Historical drill hole data and locations are well-documented in government assessment reports, and report no significant content of mineralization.

2013 Field Program:

In January, 2013, the Company commissioned a 702 line kilometer airborne geophysical survey to Canadian Mine Geophysics (CMG) of Rockwood, Ontario. The survey covered all of the Melba Property area and was flown on lines spaced at 75 meter intervals. Collected data includes magnetic, VLF-EM and radiometrics (Uranium, Thorium and Potassium).

The purpose of the survey was to determine the geophysical signatures over known mineralized showings, to detect other areas of potential mineralization, and to provide data that may be useful in the interpretation of geology, including lithologies, structures and alteration zones. The interpretation of magnetic data is useful for understanding lithologies and structures as well as identifying potential, unmapped intrusive bodies. The interpretation of radiometric data is useful in identifying areas of high secondary potassic alteration and supporting interpreted airborne magnetic lineaments. The VLF-EM survey assists in the interpretation of structures.

The CMG magnetic gradiometer is based on GEM System potassium magnetometers. These sensors are preferred over the cesium optically pumped sensors because they have a lower effective noise level (better for gradient measurements) and a much lower heading error (less absolute correction required from line to line). Three sensors are also preferred over the normal four sensor arrays featured on systems that measure all three magnetic gradients. CMG measures the vertical gradient from the top sensor and the average of the two bottom sensors located 2.95 m apart and the cross-line (or transverse) gradient from the two side sensors located 3.45 m apart. The in-line gradient is actually calculated from successive measurements of the average of the two side sensors given the fact that measurements along the flight line are acquired at approximately the same distance as the sensor separation of the bird.

The revolutionary RSX-5 digital airborne gamma-ray spectrometer is designed for the detection and measurement of low-level radiation from both naturally occurring and man-made sources. The spectrometer was built by and purchased from Radiation Solutions Inc. The RSX-5 is a fully integrated system that includes an individual Advanced Digital Spectrometer (ADS) for each crystal within the box. The ADS records high resolution, 1024 channel, digital data of naturally occurring radioactive elements. Uranium, Thorium and Potassium radioactivity were read during this survey.

The CMG gradiometer contains two VLF (very low frequency) EM receivers that can be tuned to any of the operational VLF transmitters worldwide. In general, two orthogonal stations are chosen such as Cutler Maine (24.0 kHz) and Jim Creek Seattle (24.8 kHz). Measurements of the in-phase, quadrature-phase and total field are taken at a 10 Hz sample rate. The in-phase measurement is easily affected by variations in the sensor orientation and may not be useful in areas of rugged topography or where bird movement is significant. The quadrature-phase measurements are dependent on bird direction so alternating lines are sign inverted. The results can be gridded and provide the locations of weak conductors, given the high relative frequency of the transmitter station.

The measured VLF components are converted into a digital signal and then appended to the data string in the main magnetometer console. This entire data string is then transmitted up the tow cable to the data acquisition system in the helicopter.

Lines were spaced at 75 meters intervals and oriented in an east/west direction. This direction crosses all of the major structures of the project area, and was considered the best optimum survey orientation for the Melba Property.

The survey data were processed and compiled in the CMG office. Map products were provided indicating magnetic, VLF electromagnetic and radiometric data, all with lineament and structural interpretation. The full comprehensive geophysical report by CMG and dated February 12, 2013 is the basis of this interpretation.

Two geophysical maps are included with the Melba Report, that detail the magnetic results.

2013 Program Results:

The resolution and clarity of data from the airborne geophysical survey has given credence to a revised interpretation of potential mineralized targets within the Melba Property boundary. There is a reasonable correlation of the geophysical properties to the known mineral occurrences, and a good correlation of geophysical properties to geological features. Therefore this data provides a reasonable ability to focus on areas with good exploration potential. Mr. Todd Ballantyne, P.Geo, specializing in geophysical interpretation, has presented a draft report dated March 21, 2013, summarizing the geophysical interpretation of the airborne survey. The following summarizes the combined interpretations of CMG, Ballantyne, and the Author:

1) The magnetic survey has revealed two very significant airborne magnetic anomalies, one in the central portion of the Melba Property and the other in the eastern portion of the Melba Property.

2) The central magnetic anomaly is a circular feature of some 2.5 — 3.5 kilometers in diameter and includes the two outcrop areas of intermediate to basic calc-alkalic intrusions and all mineral showings located on the Melba Property to date. This magnetic feature possibly defines the full extent of the intrusion, and becomes the principal target for future exploration.

3) The eastern magnetic anomaly is 2 kilometers in a N-S direction and up to 1 kilometer wide. This was the area focused on early exploration for molybdenum in the early 1970s. It reflects the alkalic granodiorite and possibly an overlying Tertiary basalt.

4) One north-south lineament interpreted from the In-Line Magnetic Gradient coincides with the Melba and Tent zones of silicified and mineralized breccia. Other lineaments from this same survey provide excellent targets for future exploration programs.

5) There is always concern of radiometric response in areas of snow-cover, and the results of the radiometrics are treated with caution. There is some radiometric relief in all measurements, therefore there is definitely an escape of radioactivity through the 1 — 2 foot snow pack. Radioactivity from this survey is probably a measurement of the radioactivity of overburden and boulders. Therefore interpretation should allow for glacial dispersion of the overburden.

6) The total count Gamma Ray Spectrometry (and to a lesser extent the Th, U and K) defines in detail the lineation of the Clapperton Fault. A very weak northeasterly magnetic lineament also probably defines the location of this fault. Although the radiometric anomaly does not coincide exactly with the fault, radiometrics probably expresses a glacial dispersion of radioactive boulders in soil.

7) The Tent and Melba Showings are located in an area of radioactive low. The significance of this is unknown, however may be used as a guide for continued exploration.

8) The conventional method of detecting secondary K-feldspar is the study of the Thorium/Potassium (Th/K) ratio of radiometric data. For this survey, the Th/K ratio indicated very little response. This may be a function of the snow-pack. Notwithstanding, the K CPS-count will give some indication of areas of high potassium, which may be in part related to secondary K-feldspar.

9) The VLF-EM survey has also defined north-south trending lineaments. One of these lineaments coincides with the Melba and Tent Showing areas, and possibly reflects the chalcedonic breccia (CBx).

10) Transmitting channels used for the VLF-EM survey varied due to one of the transmitting channels being shut down during the flying schedule. This has created superfluous major east-west trending features on the VLF map, and therefore the results of the VLF-EM are not solely being relied on for future exploration.

2014 Field Program

In March, 2014, the Company commissioned a 10 line kilometer ground geophysical survey to SJ Geophysics Ltd. of Surrey, B.C. The survey covered a small portion of the Melba Property and airborne geophysical survey, covering the immediate vicinity of the known showings. Lines were spaced at 100 meter intervals, readings taken at 25 and 50 meter intervals along all lines. Collected data include magnetic and VLF-EM.

For the magnetometer and VLF-EM survey, the crew used two GEM Magnetometer units, a proton precession unit used as base station and an Overhauser unit with a VLF antenna used as a rover. For the magnetometer survey a stationary base unit was used to record the diurnal variations in the total magnetic field at 5 second intervals. Each field day calibration points were measured in the morning and in the afternoon using the rover unit.

For the VLF survey measurements were taken at the same locations as the mag readings and each reading was at least 2 seconds long. A total of three frequencies were used over the course of the survey: 24 kHz (Cutler, Maine, USA), 21.4 kHz (Lualualei, Hawaii, USA) and 24.8 kHz (Jim Creek, Washington, USA).

2014 Program Results

The purpose of the survey was to establish if ground magnetics and VLF-EM would provide sufficient detail to warrant ground geophysics being employed in future programs. The following summarizes the results and conclusions:

1) The ground magnetometer data successfully outlined a portion of the central magnetic intensity anomaly detected by the 2013 airborne survey.

2) The detail of the ground magnetics is sufficiently more complex (providing refined targets) to justify continued ground magnetics over a larger area interpreted by the 2013 airborne survey.

3) Detailed lineaments are apparent and can be interpreted from ground magnetic survey data.

4) The ground VLF-EM data was very similar to airborne data and did not add too much more detail. Although lineaments can be interpreted, they correlate with airborne lineaments.

In summary, continued ground magnetics is being recommended in future programs.

Drilling

There is recorded reference of historical diamond and percussion drilling having been completed on the Melba Property. It is believed that 24 diamond drill holes (1,723m) and 9 percussion drill holes (840m) have been drilled on the Melba Property totaling some 2563 meters. The nature and size of diamond drill cores obtained from these programs vary in size from NQ (2"diam) to HQ (2.5"diam). The data is compiled in several referenced assessment reports. 14 of the diamond drill holes were drilled in the vicinity of the Melba Showing, 8 were drilled in the vicinity of the Tent Showing and 2 were drilled in the extreme eastern portion of the Melba Property following up Mo geochemical anomalies. The percussion drill holes tested geochemical targets in the northern and southern area of the claims, in areas of deep overburden.

1972, 1988 and 1991 drill programs (14 holes) were oriented at discovery of porphyry style mineralization, the work of Teck in 1988 and 1991 locating similar style mineralization to the Afton deposit in the Iron Mask batholith. Results were reviewed and only anomalous results are reported. The location and condition of drill core and cuttings from these programs is unknown, however is believed destroyed.

2001 and 2008 drill programs (19 holes) were oriented at discovery of epithermal style gold deposits. The results have been reviewed and indications that intersected bodies of mineralization have not yielded economic contents of valuable minerals, therefore a resource in compliance with NI 43-101 standards has not been discovered on the Melba Property to date. The best intersections were located on the Tent Showing reporting .171g/tAu over 44 meters and .248g/tAu over 18 meters. All the remaining drill core and cutting did not contain values of economic significance. The drill core from these drill programs is currently in a storage facility in Keremeos, B.C.

Sample Method and Approach

As the records of early sampling and drill programs cannot be reviewed in detail at this time, the results cannot be used for future resource estimates. Descriptions provided of the 2001 and 2008 diamond drill programs appear conventional and of good quality.

Sample Preparation, Analysis and Security

Details of 2001 and 2008 diamond drill programs are summarized as follows. The core was split by diamond saw and shipped to Eco Tech Laboratory in Kamloops for sample preparation, and analysis. Gold content was determined by normal assay procedures and a 36 element ICP analysis was completed on all samples. Details of earlier programs are not available.

The samples collected by the Author were submitted to the laboratories of Acme Analytical Laboratories Ltd. in Vancouver, B.C. for MS-1DX analysis of 36 elements. The analytical results presented by the laboratory document the processes used.

Data Verification

The assay and analytical data presented in old assessment reports are only partially completed, and cannot at this time be verified. Analytical results are presented by lab sheets prepared by competent and qualified laboratories (of today's standards) and are believed to be reliable. However, as results are only partially complete, they will never be permissible for resource estimates.

The drill core from the 2001 and 2008 drill program is maintained in Keremeos, B.C. and is reported to be in very good shape. The Author did not have the opportunity to examine this core. Location of the drill core from the 1972 and 1991 programs is unknown and is believed to be destroyed. The location of early percussion samples from 1980s drill programs are unknown and are believed to be destroyed.

A meeting was convened on February 22, 2013 with Mr. Steve Balch, President of CMG Airborne and geophysicist, Mr. Christopher Dyakowski, Chief Executive Officer and President of the Company and the Author to review the geophysical data, collection and interpretation. The discussion was very detailed in reviewing methodology of the airborne geophysical system as it pertains to the quality of data collected. From these discussions, the Author was satisfied that the magnetic and radiometric data is verified and is of high quality. Due to one of the transmitting VLF channels being shut down during the schedule of the survey, some erroneous east-west trending lineaments are interpreted from the results. The results of the VLF-EM survey are therefore not solely being relied on for future exploration. Mr. Balch compiled most of the data and authored the geophysical report.

On July 7, 2014, the Author discussed the QA/QC of the data collected for the ground geophysical survey by SJ Geophysics Ltd. with Mr. Sean Rustad, General Manager of operations. A section of the Geophysical Report concerns itself with quality of data, discussing such details as solar activity, diurnal variation, signal quality used for VFL data, and the rationale for the choice of signal choice. Mr. Rustad assured the Author that on completion of the survey, the QA/QC of the collected data was reviewed by him and met all accepted standards of the industry. The Author therefore has no concerns regarding the conclusions and recommendations mentioned in the Melba Report, as they relate to the ground geophysical survey.

Adjacent Properties

Extensive mineral exploration has been carried out in the Kamloops-Ashcroft-Merritt area over the past 100 years. The mineral deposits and occurrences in the region surrounding the Melba Project property are the Highland Valley and Iron Mask porphyry deposits. The Highland Valley district is located 40 kilometres west of the Melba Project property. The past and present producing deposits associated with the Highland Valley porphyries are the Valley, Lornex, Bethlehem and Highmont. Other significant occurrences in the area are JA, Krain and South Seas. Exploration which developed the Highland Valley into the copper producing region it is today was initiated by ASARCO Inc. in 1956 at Bethlehem (mined out, 1982). Teck/Cominco is currently producing approximately 160,000 - 200,000 tonnes of copper from the Valley Copper Mine.

The Iron Mask district is located 15 kilometres north-east of the Melba property. Production from this district first occurred in 1904 to 1928 from underground operations at the Iron Mask and Erin deposits. The Iron Mask district was revived with the discovery of the Afton copper-gold porphyry deposit in the early 1970s. The Afton deposit produced copper, gold and silver from 30.8 million tonnes grading 1.00% copper, 0.58 gram/tonne gold and 4.2 gram/tonne silver from 1977 to 1990. DRC Resource Corp. acquired the Afton project in 1999 and conducted large scale drilling programs starting in 2000. In 2007, New Gold Inc. took over control of the project and announced the Main Zone underground mineral reserve of 42,026,000 tonnes grading 0.84% copper, 0.56 gram/tonne gold and 2.3 grams/tonne silver (Source – Technical Report on the New Afton Mine, Rocoe Postle Associates and dated March 23, 2015). New Gold is currently producing at a rate of 4 – 5 million tonnes per year.

Mr. Charles Boitard of Langley, B.C. holds a significant block of claims to the north of the Melba Property. It appears that sufficient work has been applied to these claims to hold them until 2015. Tower Resources Ltd. holds the claims adjoining the west side of the Melba Property. These claims are due to expire in December, 2017. There appears to be only limited exploration activity on any of these adjacent claims in recent years. Boitard filed geological and geophysical work on his claims in 2012.

Mineral Resource Estimates

There are no documented reports of mineral resource estimates ever being completed on the Melba Property. A mineral resource has not been confirmed by sampling or drill testing.

Interpretation and Conclusions

A mineral resource has not been discovered on the Melba Property. For this reason, the Melba Property is considered an early stage exploration project, with excellent potential of discovering a resource.

Historical drill results indicate only low-grade contents of valuable metal in areas of known showings, well below the threshold of economic content, both in trenches and in drill core. For this reason, a grass-roots approach to exploration is being recommended for ongoing work on the Melba Property, based mainly on the magnetic results of the airborne and ground geophysical surveys. Some of the recommended work overlaps previously executed programs, however it would be impossible to correlate the results of older programs into a new grass-roots approach.

Even though previous exploration has failed to identify a resource, the evidence of mineralization in a very favourable host rock is sufficient to warrant ongoing work programs. The intermediate/basic intrusive body identified in outcrop, and the 10-12 square kilometer area interpreted from the airborne magnetic survey, is very analogous to the Iron Mask batholith, 15 kilometers to the north. The Iron Mask batholith hosts the major alkalic porphyry gold/copper deposits such as Afton, Ajax, Rainbow and Iron Mask. The alkalic intrusion on the Melba Property has similar potential. Of secondary interest will be skarn deposits near the contact of this intrusion, calc-alkalic copper/molybdenum deposits in the eastern portion of the Melba Property and low-sulphidation, structurally controlled, epithermal gold deposits.

One large grid area has been selected in the western and central portion of the Melba Property covering all known showing areas and interpreted intrusive body. Based on historical data and the airborne geophysical results, a 3D — induced polarization survey, soil and rock geochemical surveys and geological mapping are being recommended over this grid. In addition, some reconnaissance prospecting and sampling is being recommended in the eastern portion of the Melba Property.

Interpretations and conclusions derived from the airborne and ground geophysical survey are discussed in further detail in the Melba Report. There are no uncertainties regarding the reliability of this data. The completed program met its original objectives. The Melba Report is partially based on technical data that was collected in the 1970s through 1990s, and maintained by various property owners throughout the past 40 years. The Author relies on the quality of work of previous operators, their integrity of reporting, and has no reason to doubt the accuracy of the historical data. There would be minimal risk or impact derived from use of this data, as most historical work is part of ongoing recommended programs.

The Author believes the porphyry style of mineralization is most significant for discovery and development of mineral resource The intermediate/basic intrusion at the Melba Property is probably the only satellite intrusion that relates in composition to the Iron Mask batholith. In summary, the Melba Property is considered a property of merit, and is worthy of a significant initial phase of exploration.

Recommendations

It is recommended that continued work on the Melba Property consist of ground surveys to establish suitable drill targets over a 10 square kilometer area and covering the interpreted calc-alkalic intrusion hosting all mineral showings on the Melba Property. Grid lines are to run east-west 3.5km at 200 meter intervals. Surveys are to include a 3D — induced polarization survey, with dipole spacing of 50 meters; a ground magnetic survey; a geochemical sampling program, samples collected at 50 meter intervals along all lines; and geological mapping. In addition, silt sampling is recommended in all areas of the Melba Property, with high density sampling in the eastern portion. Some reconnaissance prospecting and mapping in the area of the eastern magnetic anomaly is also recommended.

Costs of the recommended Phase I exploration program are estimated to be $230,000, and are detailed as follows:

Research and Program Planning	$5,000
Grid Preparation: 36 km @ $250/km	$9,000
3D IP Survey and Ground Magnetic Survey: 36km @ $4000/km	$144,000
Supervision and Geological Mapping	$12,000
Geochemical Survey: Soil Collections - $4,000 Analysis - $14,000	$18,000
Room and Board	$6,000
Truck Rentals and Miscellaneous Supplies	$6,000
Compilation of Data and Report	$10,000
Contingency (~10%)	$20,000
Total Phase I Costs	**$230,000**

Phase II would incorporate exploration drilling, to test priority targets delineated from the Phase I program. Additional expanded IP surveys may also be recommended in other areas of the Melba Property. As the amount and location of work is contingent on the results of Phase I, costs and details of the Phase II program are not estimated at this time. The Company may not have enough funds to carry out its Phase II exploration program on the Melba Property and additional financings may be required.

THERE IS NO KNOWN BODY OF COMMERCIAL ORE ON THIS PROPERTY AND THE PROPOSED PROGRAM IS AN EXPLORATORY SEARCH FOR ORE. SEE “RISK FACTORS”.

SUMMARY AND ANALYSIS OF FINANCIAL OPERATIONS

The following selected financial information is derived from the audited financial statements for the for the years ended September 30, 2015 and 2014 and the unaudited financial statements for the nine months ended June 30, 2016 and 2015 and should be read in conjunction with those statements and the notes thereto.

	For the Nine Months Ended June 30, 2016 (Unaudited)	**For the Year Ended September 30, 2015**	**For the Year Ended September 30, 2014**
Revenue	Nil	Nil	Nil
General and Administrative Expenses, except stock based payments	14,447	81,999	3,323
Stock based payments	-	-	19,000
Income tax expense (recovery)	-	(12,755)	(428)
Total Exploration and Evaluation Assets costs	187,270	186,270	192,304
Acquisition costs	15,000	15,000	15,000
Exploration costs	172,270	171,270	177,304
Net Income (Loss)	(14,447)	(69,244)	(21,895)
Working Capital	(6,446)	9,001	95,622
Exploration and Evaluation Assets Expenditures (Recovery)	1,000	(6,034)	42,280
Financing Activities, Issuance of shares for cash	-	-	83,500
Total Assets	215,180	228,921	289,264
Total Current Assets	17,254	31,995	96,960
Cash and Cash Equivalent	16,496	31,760	96,665
Deferred financing costs	10,656	10,656	-
Exploration and Evaluation Assets	187,270	186,270	192,034
Total Liabilities	27,762	27,056	18,155
Total Shareholders’ Equity Dollar Amount	187,418	201,865	271,109
Loss Per Share	0.00	0.01	0.00
Number of Common Shares	5,676,000	5,676,000	5,676,000

USE OF PROCEEDS

The net proceeds to the Company from the sale of the Offered Securities, after deducting the estimated expenses of the Offering of $100,000, the Agent's Commission of $65,250 and Corporate Finance Fee of $15,000, and including estimated working capital deficiency as at September 30, 2016 of approximately $(22,000), are estimated to be $522,750 (assuming the Over-Allotment Option is not exercised).

The total funds expected to be available to the Issuer upon closing of the Offering are as follows:

	Offering
Net Proceeds	$544,750[1]
Estimated Working Capital (deficiency) as at November 30, 2016	$ (22,000)
Total Funds Available	**$522,750**

(1) This excludes the proceeds of the issuance of any Common Shares that may be issued upon exercise of the Agent's Warrants.

The proposed principal uses of the total funds available to the Company upon completion of the Offering for the 12 months following the Closing are as follows:

	Minimum
To pay the cost of Phase I of the exploration program on the Melba Property [1]	$230,000
To pay a property payment pursuant to the Melba Option Agreement within 10 days of the Listing Date[1]	$15,000
To pay a property payment pursuant to the Melba Option Agreement on the first anniversary of the Listing Date[1]	$20,000
Administration costs for 12 months[2]	$124,000
Unallocated working capital	$133,750
TOTAL	**$522,750.00**

(1) See "Description of Business" and "Property" under "Interest in Melba Property".

(2) Includes administrative management fees of $3,000 per month to commence on the Listing Date which will be paid to a Max Investments Inc., a company controlled by Christopher I. Dyakowski, pursuant to the New Services Contract with the Company dated October 1, 2016. In addition to the administrative management fees, the Company estimates that its administrative costs will include accounting fees of $18,000, transfer agent fees of $5,000, professional fees of $30,000 and other costs (travel, government fees, office expenses and miscellaneous costs) of $35,000. See "Material Contracts"

Although the Company intends to expend the proceeds from the Offering as set out above, the amount actually expended for the purposes described above could vary significantly depending on, among other things, the gold price, unforeseen events, and the Company's future operating and capital needs from time to time. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary.

Notwithstanding the foregoing, the Company will undertake to incur (or be deemed to incur) sufficient CEE that qualify as "flow-through mining expenditures" (for purposes of the Tax Act), on or before December 31, 2018 so as to enable the Company to renounce, effective on or before December 31, 2017, in favour of subscribers of FT Shares, an amount equal to the aggregate purchase price for the FT Shares paid by such subscriber. See "Certain Canadian Tax Considerations".

The Company's working capital plus allocation for administration expenses available to fund ongoing operations will be sufficient to meet its administration costs for more than 12 months.

Any additional proceeds from the exercise of the Over-Allotment Option will be added to working capital.

The Company had a negative operating cash flow in its most recently completed financial year and will continue to for the foreseeable future. The Company may not have enough funds to carry out its Phase II exploration program on the Melba Property and additional financings may be required.

BUSINESS OBJECTIVES AND MILESTONES

The Company expects to accomplish the following objectives or milestones using the net proceeds of the Offering:

	Event	Time Frame
1.	Close the Offering	Within 90 days of filing final prospectus (cost - $100,000)
2.	Make a property payment pursuant to the Melba Option Agreement	Within 10 days of listing the Company's Common Shares on the TSXV (cost $15,000)
	Make a property payment pursuant to the Melba Option Agreement	On the first anniversary of listing the Company's Common Shares on the TSXV (cost $20,000)
3.	Carry out Phase I of the Work Program on the Melba Property	Within 12 months of listing the Company's Common Shares on the TSXV (cost $230,000)(1)

(1) Notwithstanding the foregoing, the Company will undertake to incur (or be deemed to incur) sufficient CEE that qualify as "flow-through mining expenditures" (for purposes of the Tax Act), on or before December 31, 2017 so as to enable the Company to renounce, effective on or before December 31, 2016, in favour of subscribers of FT Shares, an amount equal to the aggregate purchase price for the FT Shares paid by such subscriber. See "Certain Canadian Tax Considerations".

DIVIDENDS OR DISTRIBUTIONS

The Company has not, since its incorporation on November 19, 2012, paid any dividends on any of the Common Shares. The Company has no present intention to pay dividends. The future dividend policy will be determined by the Board of Directors on the basis of earnings, financial requirements and other relevant factors.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL OPERATIONS

Management's Discussion & Analysis ("MD&A") of Financial Condition & the Results of Operations for the Financial Years ended September 30, 2015 and 2014

This MD&A is for the fiscal years ended September 30, 2015 and 2014 and should be read in conjunction with the Company's audited financial statements and the related notes contained therein for the financial years ended September 30, 2015 and 2014 (the "Financial Statements") which are included in this Prospectus. The Financial Statements summarize the financial impact of the Company's financings, investments and operations, which Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). The significant accounting policies are set out in Note 2 to the Financial Statements. The Company presents some comparative financial information for the period beginning November 19, 2012 (incorporation) to September 30, 2013.

Overview for period from incorporation on November 19, 2012 to September 30, 2015

The Company is engaged in the business of mineral exploration in British Columbia. On December 18, 2012 ("Effective Date"), the Company entered into the Melba Option Agreement (as amended September 30, 2014, December 1, 2014, September 30, 2015, November 5, 2015 and October 3, 2016) with Grant F. Crooker to acquire a 100% interest in eight mineral claims comprising the Melba Property. The Melba Property is the sole property of the Company.

During the period from incorporation on November 19, 2012 to September 30, 2013 the Company raised a total of $220,010 in cash from the issuance of an aggregate of 4,651,000 Common Shares pursuant to private placements.

The Company raised a further $83,500 in cash from the issue of an aggregate of 1,025,000 Common Shares of the Issuer during the financial year ended September 30, 2014.

No additional funds were raised during the fiscal year ended September 30, 2015.

Selected Annual Information

The following table represents selected annual financial information derived from the Financial Statements for the financial years ended September 30, 2015, 2014 and, for comparative purposes, the period from incorporation on November 19, 2012 to September 30, 2013 and should be read in conjunction with the Financial Statements.

	For the Financial Year Ended September 30, 2015	**For the Financial Year Ended September 30, 2014**	**From Incorporation on November 19, 2012 to September 30, 2013**
Total Revenue	Nil	Nil	Nil
Net loss	($69,244)	($21,895)	($274,506)
Basic & diluted loss per share	($0.01)	($0.00)	($0.07)
Total assets	228,921	289,263	226,095
Deferred Tax Liabilities	4,062	16,817	17,245
Total Liabilities	27,056	18,155	35,591
Reserves	264,000	264,000	245,000
Share capital	303,510	303,510	220,010
Deficit	(365,645)	(296,401)	(274,506)

Results of Operations for the financial years ending September 30, 2014 and 2015.

During the financial period ended September 30, 2015, the Issuer reported $Nil revenue (2014 – $Nil; 2013 - $Nil) and a net loss of $69,244 ($0.01 per Common Share). The Issuer reported a net loss of $21,895 ($0.00 per Common Share) for the period for the Fiscal Year ended September 30, 2014 and a net loss of $274,506 ($0.07 per Common share) for the period from incorporation on November 19, 2012 to September 30, 2013.

Total expenses for the fiscal year ended September 30, 2015 were $81,999 compared to $22,323 for the year ended September 30, 2014 and $257,261 for the period from incorporation on November 19, 2012 to September 30, 2013.

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of aseets and liabilities for financial reporting purposes and the amounts used for the calculation of taxable income. During the fiscal period ended September 30, 2013 the Company recorded a deferred tax liability and expense in the amount of $17,245. During the fiscal years ended September 30, 2015 and 2014 the Compan recorded an income tax recovery of $12,755 and $428 respectively.

During the financial year ended September 30, 2015, the Issuer incurred exploration expenditures aggregating $4,102 (2014 - $42,280; 2013 - $135,024), and received a Mining Exploration Tax Credit of $10,136 (2014 -$Nil; 2013 - $Nil).

During the fiscal year ended September 30, 2015 the Company did not issue any shares.

During the year ended September 30, 2014, the Company issued 200,000 non-flow through shares at $0.005 per share and 825,000 non-flow through shares at $0.10 per share for a total cash proceeds of $83,500.

During the period ended September 30, 2013, the Company issued 1,000 shares at $0.01 per share, 1,500,000 flow-through shares at $0.005 per share, 1,650,000 flow-through shares and 400,000 non-flow through shares at $0.05 per share, 500,000 flow-through shares and 600,000 non-flow through shares at $0.10 per share for a total cash proceeds of $220,010.

All of the shares issued at $0.005 and $0.05 were re-valued to $0.10 per share. As a result, the Company recognized a stock based compensation of $19,000 for the fiscal year ended September 30, 2014 and $245,000 for the fiscal period ended September 30, 2013.

Liquidity and Capital Resources

The Issuer's sole source of funding is the issuance of equity securities for cash, primarily through private placements. Since inception the Issuer has issued common share capital pursuant to private placement financings. There can be no assurance of continued access to any equity funding.

Cash inflows for the financial year ended September 30, 2015 included gross proceeds from the issuance of shares of $Nil.

Cash expended on operating activities in the year ended September 30, 2015 was $60,283 and amounts expended on exploration and evaluation assets was $4,102 offset with a Mining Exploration Tax Credit received of $10,136.

During the financial year ended September 30, 2014, cash inflows included gross proceeds of $83,500 from the issue of 1,025,000 Common Shares pursuant to private placements. Cash expended on operating activities in the period ended September 30, 2014 was $2,154 and amounts expended on exploration and evaluation assets was $60,466.

During the financial year ended September 30, 2013, cash inflows included gross proceeds of $220,010 from the issue of 4,651,000 Common Shares pursuant to private placements. Cash expended on operating activities in the period ended September 30, 2013 was $12,387 and amounts expended on exploration and evaluation assets was $131,838.

There can be no assurance that financing will be available to the Company or, if it is, that it will be available on terms acceptable to the Company and will be sufficient to fund cash needs until the Company acquires an operating business or achieves positive cash flow. If the Company is unable to obtain the financing necessary to support its operations, it may be unable to continue as a going concern. The Company currently has no commitments for any credit facilities such as revolving credit agreements or lines of credit that could provide additional working capital. The Company has no long term debt, capital lease obligations, operating leases or any other long term obligations.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Outstanding Securities

As at September 30, 2014, the Company had 5,676,000 (September 30, 2013 – 4,651,000) Common Shares issued and outstanding. As at the date of this Prospectus the Company has 5,676,000 Common Shares issued and outstanding.

Related Party Transactions

During the fiscal year ended September 30, 2015, the Company has the following related party transactions:

(a) Paid or accrued management fees of $18,000 (2014 - $Nil; 2013 - $Nil) to a Company controlled by the Chief Executive Officer. As at September 30, 2015, an amount of $6,300 (2014 - $Nil; 2013 - $Nil) is owed for management fees and related sales taxes. An amount of $3,443 (2014 - $Nil; 2013 - $Nil) is owed to the Chief Executive Officer for expenses incurred on behalf of the Company.

(b) Included in professional fees is $6,750 (2014 - $Nil; 2013 - $Nil) paid to the Company's Chief Financial Officer for accounting services rendered to the Company.

(c) Included in exploration and evaluation assets is $Nil (2014 - $Nil; 2013 - $16,192) paid to a company controlled by its CEO for project management and overhead fees, and $Nil (2014 - $8,775; 2013 - $3,935) paid to its CEO for geological consulting and fieldwork. As at September 30, 2015, the Company owes its CEO $Nil (2014 - $Nil; 2013 - $18,187) and has recognized it in accounts payable and accrued liabilities.

These transactions are in the normal course of operations and have been valued in the Financial Statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Additional Disclosure for IPO Venture Issuers without Significant Revenue

The components of expensed exploration costs are described in the schedule of exploration expenditures in the accompanying Financial Statements of the Company. The details of general and administrative expenses are included in the statement of operations, comprehensive loss and deficit in the Financial Statements of the Company.

Additional Disclosure for Junior Issuers

The Company expects that the proceeds raised pursuant to the Offering will fund operations for a minimum of 12 months after the completion of the Offering. The estimated total operating costs necessary for the Issuer to achieve its stated business objectives during the 12 months subsequent to the completion of the Offering is $411,000, including all material capital expenditures during that period.

Financial Instruments

For the financial periods ended September 30, 2015, 2014 and 2013, the Company's financial instruments consist of cash and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency, liquidity or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

The financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash. The Company places its cash with a high quality financial institution, thereby minimizing exposure for deposits in excess of federally insured amounts. The Company believes that credit risk associated with its cash is remote.

In conducting business, the principal risks and uncertainties faced by the Company center on exploration and development, resource and commodity prices and market sentiment.

The prices of resource and commodity markets fluctuate widely and are affected by many factors outside of the Company's control. The relative prices of metals and minerals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and resource exploration companies. The Company relies on equity financing for its working capital requirements and to fund its exploration programs. There is no assurance that such financing will be available to the Company, or that it will be available on acceptable terms.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments, valuation allowances for deferred income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

Newly Adopted Standards

A detailed summary of all the Company's significant accounting policies is included in Note 2 to the Financial Statements.

The Company adopted the following accounting standards during the year ended September 30, 2015:

IAS 24 Related party disclosures

The Company adopted the amendments to IAS 24, which clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. Adoption of the standard did not have a material impact on its financial statements.

IFRS 2 Share-based payment

The Company adopted the amendments to IFRS 2 which clarify the definition of "vesting conditions", and separately define a "performance condition" and a "service condition". A performance condition requires the counterparty to complete a specified period of service and to meet a specified performance target during the service period. A service condition solely requires the counterparty to complete a specified period of service. The adoption of the new standard did not have any significant impact on the financial statements of the Company.

IFRS 7 Financial instruments: disclosures and IAS 32 Financial instruments: presentation

Financial assets and financial liabilities may be offset, with the net amount presented in the statement of financial position, only when there is a legally enforceable right to set off and when there is either an intention to settle on a net basis or to realize the asset and settle the liability simultaneously. The amendments to IAS 32, issued in December 2011, clarify the meaning of the offsetting criterion "currently has a legally enforceable right to set off" and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement.

IFRIC 21 Levies

IFRIC 21 Levies, issued in May 2013, provides guidance on the accounting for levies within the scope of IAS 37 *Provisions, contingent liabilities and contingent assets*. The main features of IFRIC 21 are as follows:

- The obligating event that gives rise to a liability to pay a levy is the activity that triggers the payment of the levy, as identified by the legislation; and

- The liability to pay a levy is recognized progressively if the obligating event occurs over a period of time.

The adoption of the new standard did not have any significant impact on the financial statements of the Company.

Standards Issued but not yet Effective

The Company has not yet applied the following new standards, interpretations or amendments to standards that have been issued as at September 30, 2015 but are not yet effective. Unless otherwise stated, the Company does not plan to early adopt any of these new or amended standards and interpretations and intends to adopt those standards when they become effective. The Company does not expect the impact of such changes on the financial statements to be material, unless otherwise stated.

IFRS 9 Financial instruments

IFRS 9 Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2018. The Company is in the process of evaluating the impact of the new standard..

CONSOLIDATED CAPITALIZATION

There has been no material change in the share and loan capital of the Company since September 30, 2015, being the date of the Company's audited financial statements. As at the date of this Prospectus, the capitalization of the Company consists of 5,676,000 Common Shares. The anticipated capitalization after the completion of the Offering will consist of:

	Common Shares	**As of September 30, 2015 assuming completion of the Offering**	**As of September 30, 2015 assuming completion of the Offering and exercise of the Over-Allotment Option**
Present capitalization	5,676,000	$303,510	$303,510
Shares	3,500,000	$525,000	$525,000
FT Shares	1,000,000	$200,000	$200,000
Corporate Finance Shares	100,000	$15,000	$15,000
Total:	10,276,000	$1,043,510.00	
Additional Shares	500,000		$75,000
Total assuming exercise of Over-Allotment Option:	10,776,000		$1,118,510

Additional Common Shares are reserved for issuance for the following purposes:

	Common Shares
Issuable pursuant to Melba Option Agreement	100,000
Agent's Warrants	405,000
Agent's Warrants (if Over-Allotment Option is exercised in full)	45,000
	550,000

OPTIONS TO PURCHASE SECURITIES

Incentive Stock Options and Share Option Plan

As at the date of this Prospectus, the Company has not granted any incentive stock options to purchase Common Shares pursuant its Share Option Plan.

The Company has approved, subject to regulatory approval and shareholder approval, an incentive share option plan (the "**Plan**"), for the employees, directors, officers, consultants and employees of a person or company which provides management services to the Company or its associated, affiliated, controlled and Subsidiary companies (the "**Participants**"), to grant such Participants stock options to acquire up to 10% of the Company's issued and outstanding Common Shares as at the date of grant. This is a "rolling" plan as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. Up to an aggregate of 1,027,600 Common Shares, representing approximately 10% of the proposed number of issued and outstanding shares of the Company after completion of the Offering (assumes no exercise of the Over-Allotment Option), will be available for the grant of stock options under the Plan.

The Plan provides that the directors of the Company may grant options to purchase Common Shares on terms that the directors may determine, within the limitations of the Plan. The exercise price of an option issued under the Plan is determined by the directors, but may not be less than the closing market price of the Company's shares on the day preceding the date of granting of the option less any available discount, in accordance with the policies of the TSXV. No option may be granted for a term longer than 10 years. An option may expire on such earlier date or dates as may be fixed by the Board, subject to earlier termination in the event the optionee ceases to be eligible under the Plan by reason of death, retirement or otherwise.

The Plan provides for the following restrictions: (i) no Participant may be granted an option if that option would result in the total number of stock options granted to the Participants in the previous 12 months, exceeding 5% of the issued and outstanding Common Shares unless the Company has obtained disinterested shareholder approval in accordance with TSXV Policies; (ii) the aggregate number of options granted to Participants conducting Investor Relations Activities (as defined in TSXV Policies) in any 12 month period must not exceed 2% of the issued and outstanding Common shares, calculated at the time of grant; and, (iii) the aggregate number of options granted to any one Consultant in any 12 month period must not exceed 2% of the issued and outstanding Common shares, calculated at the time of grant. In addition, Options granted to Consultants conducting Investor Relations Activities will vest over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting or such longer vesting period as the Board may determine. Vesting of Options is otherwise at the discretion of the Board.

Agent's Warrants

Upon completion of the Offering, the Agent will receive Agent's Warrants entitling it to acquire that number of Common Shares equal to 9% of the aggregate number of Offered Securities (including any Additional Shares) sold under the Offering at a price of $0.15 per Common Share at any time on or before the second anniversary of the Listing Date. NI 41-101 restricts the number of Qualified Compensation Securities to a maximum of 10% of the Offered Securities including any Additional Shares. For the purposes of this Offering any of combination of the following, totaling 450,000 securities (up to 500,000 securities if the Over-Allotment Option is exercised), are Qualified Compensation Securities and are qualified for distribution by this Prospectus: (a) up to 100,000 Corporate Finance Shares; and (b) up to a maximum of 405,000 Agent's Warrants (up to 450,000 Agent's Warrant if the Over-Allotment Option is exercised). To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offered Securities including any Additional Shares,, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period in accordance with applicable securities laws. There are no assurances that the Agent's Warrants will be exercised in whole or in part.

ESCROWED SECURITIES AND RESALE RESTRICTIONS ON SECURITIES

Escrow Agreement and Value Securities Escrow Agreement

The Company has issued a total of 2,501,000 Common Shares (the "**Escrow Shares**") to principals of the Company, as that term is defined in National Policy 46-201 – *Escrow for Initial Public Offerings* ("**NP 46-201**"). As required by NP 46-201, the principals of the Company will enter into the Escrow Agreement with the Escrow Agent and the Company, pursuant to which such principals will agree to deposit an aggregate of 2,501,000 Escrow Shares into escrow with the Escrow Agent. Under the terms of NP 46-201, the Company will, at the time of the Offering, be categorized as an "emerging" issuer.

Common Shares of the Company that are issued to non-principals of the Company prior to completion of the Offering ("**Seed Shares**") may be subject to escrow restrictions or hold periods imposed by TSXV Policy 5.4 - *Escrow, Vendor Considerations and Resale Restrictions* ("**Policy 5.4**"). The purchase price of the Seed Shares and the time of their purchase relative to the date of a receipt for the preliminary Prospectus of the Company by the securities regulatory authorities in the Provinces of British Columbia and Alberta, determine which, if any, escrow restrictions or hold periods apply. These TSXV escrow restrictions and hold periods do not apply to persons who are subject to NP 46-201 as discussed above.

A total of 1,250,000 Seed Shares (the "**Value Escrow Shares**") are subject to escrow restrictions under Policy 5.4 and as required by Policy 5.4, certain shareholders of the Company will enter into the Value Security Escrow Agreement with the Escrow Agent and the Company, pursuant to which such shareholders will agree to deposit an aggregate of 1,250,000 Value Escrow Shares into escrow with the Escrow Agent.

The Escrow Agreement and the Value Security Escrow Agreement provide that 10% of the number of securities held thereunder will be released on the Listing Date and an additional 15% of the number of securities originally held thereunder shall be released on each of 6 months, 12 months, 18 months, 24 months, 30 months and 36 months from the Listing Date.

The following table sets out the securities which are expected to be subject to escrow restrictions imposed by NP 46-201 and Policy 5.4:

Designation of Class	Number of Securities in Escrow	Percentage of Class as at the date of this Prospectus	Percentage of Class After Closing of Offering(1)(2)
Common Shares	2,901,000	51.11%	28.23%

(1) Does not include any Common Shares issued upon the exercise of the Agent's Warrants.
(2) Excludes 50,000 Common Shares issuable within 10 days of the Listing Date pursuant to the Melba Option Agreement. See "Interest in Melba Property".
(3) Assumes no exercise of the Over-Allotment Option.

Seed Share Resale Restrictions

Other than the Value Escrow Shares described above, none of the Seed Shares issued to non-principals of the Company prior to the Offering are subject to resale restrictions pursuant to Policy 5.4.

Qualified Compensation Securities

NI 41-101 restricts the number of Qualified Compensation Securities to a maximum of 10% of the Offered Securities including any Additional Shares. For the purposes of this Offering any combination of the following, totaling 450,000 securities (up to 500,000 securities if the Over-Allotment Option is exercised), are Qualified Compensation Securities and are qualified for distribution by this Prospectus: (a) up to 100,000 Corporate Finance Shares; and (b) up to a maximum of 405,000 Agent's Warrants (up to 450,000 Agent's Warrants if the Over-Allotment Option is exercised). To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offered Securities including any

Additional Shares, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period of four months in accordance with applicable securities laws.

PRIOR SALES

Date of Issue	No. of Issued Shares(1)	Price per Security $	Total Consideration $
November 19, 2012	1,000	0.01	10
December 21, 2012	1,500,000(2)	0.005	7,500
December 21, 2012	1,650,000(2)	0.05	82,500
December 21, 2012	400,000	0.05	20,000
December 21, 2012	500,000(2)	0.10	50,000
December 21, 2012	600,000	0.10	60,000
September 30, 2014	200,000	0.005	1,000
September 30, 2014	825,000	0.10	82,500
TOTAL	5,676,000		303,510

(1) 2,901,000 of these Common Shares are subject to escrow. See "Escrowed Securities and Resale Restrictions on Securities" in this Prospectus.

(2) During the period ended September 30, 2013, the Company issued a total of 1,500,000 flow-through shares at \$0.005 per share, 1,650,000 flow-through shares at \$0.05 per share, and 500,000 flow-through shares at \$0.10 per share, for total cash consideration of \$140,000, all of which has been spent on exploration considerations. All of the flow-through shares were issued on December 21, 2012.

PRINCIPAL SECURITYHOLDERS

As of the date of this Prospectus, the only persons known by the Company to own, control, or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company are as follows:

Name and Municipality of Residence	Number of Common Shares beneficially owned	Percentage of Common Shares Outstanding Prior to Offering(4)	Percentage of Common Shares Outstanding After Closing of the Offering(5)(6)(7)
Stephen P. Kenwood White Rock, B.C.	700,000(1)	12.33%	6.81%
Christopher I. Dyakowski Vancouver, B.C.	1,001,000(1)	17.64%	9.74%
Kenneth C. Phillippe West Vancouver, B.C.	600,000(1)	10.57%	5.84%
Sandra J. Morton Vancouver, B.C.	900,000(3)	15.86%	8.76%

(1) These Common Shares are subject to escrow restrictions. See "Escrowed Securities and Resale Restrictions on Securities" in this Prospectus.

(2) Of these Common Shares, 200,000 are subject to escrow restrictions. See "Escrowed Securities and Resale Restrictions on Securities" in this Prospectus.

(3) As at the date hereof, the Company has 5,676,000 Common Shares issued and outstanding.

(4) After Closing of the Offering, assuming the Agent has not exercised the Agent's Warrants and none of the principals have purchased any of the Offered Securities, the Company will have 10,276,000 Common Shares issued and outstanding.

(5) After Closing of the Offering, assuming none of the above-named principal shareholders purchase any of the Offered Securities, the fully-diluted Common Shares of the Company will be 10,681,000, which excludes the Common Shares issuable to the Optionor pursuant to the Melba Option Agreement, and such shareholders will hold the following percentage of outstanding Common Shares of the Company: Mr. Kenwood will hold 6.55%, Mr. Dyakowski will hold 9.37%, Mr. Phillippe will hold 5.62% and Ms. Morton will hold 8.43%.
(6) Assumes no exercise of the Over-Allotment Option.

DESCRIPTION OF OFFERED SECURITIES

Common Shares

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus, 5,676,000 Common Shares are issued and outstanding. The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per share at meetings of shareholders of the Company and, upon liquidation, to receive such assets of the Company as are distributable to the holders of the Common Shares.

In addition to the Common Shares issued and outstanding, the following table sets out the number of and percentage of the securities of the Company proposed to be outstanding on a fully diluted basis after giving effect to the Offering.

	No. of Common Shares(1)(2)	**Percentage of Total**
Issued and Outstanding as at the date of the Prospectus	5,676,000	53.14%
Issuable pursuant to the Offering	4,500,000	42.13%
Reserved for issuance pursuant to Agent's Warrants	405,000	3.79%
Corporate Finance Shares	100,000	0.94%
Total shares outstanding on a fully diluted basis	10,681,000	100.00%

(1) Not including Common Shares issuable pursuant to the Melba Option Agreement.
(2) Assumes no exercise of the Over-Allotment Option.

FT Shares

Each FT Share will be a Common Share that qualifies as a "flow-through share" under the Tax Act. The Company will incur (or will be deemed to have incurred) on or before December 31, 2018, and renounce to each purchaser of FT Shares, effective on or before December 31, 2017, Canadian Exploration Expenses ("**CEE**") in an amount equal to the gross aggregate purchase price for FT Shares. See "Certain Canadian Tax Considerations".

Subscriptions for FT Shares will be made pursuant to one or more FT Subscription Agreements (each, a "FT Subscription Agreement") to be entered into between the Company and the Agent, as agents for, on behalf of and in the name of, all subscribers of FT Shares. A subscriber who purchases FT Shares will be deemed to have appointed and authorized the Agent to execute and deliver, on the subscriber's behalf, a FT Subscription Agreement.

Pursuant to the FT Subscription Agreements, the Company will covenant and agree (i) to incur (or to be deemed to have incurred) on or before December 31, 2018, and renounce to each subscriber effective on or before December 31, 2017, CEE in an amount equal to the gross aggregate purchase price for FT Shares, (ii) that the expenditures renounced will be "flow-through mining expenditures" of the subscriber for the purposes of Subsection 127(9) of the Tax Act for individuals (other than trusts), and (iii) that if the Company does not renounce to such subscriber, effective on or before December 31, 2017, CEE equal to the amount specified in (i) above, or if there is a reduction in such amount renounced pursuant to the provisions of the Tax Act, the Company shall indemnify such subscriber for an amount equal to the amount of any tax payable or that may become payable under the Tax Act (and under any corresponding provincial legislation) by such subscriber as a consequence of such failure or reduction. For greater certainty, the foregoing indemnity shall have no force or effect and the subscriber shall not have any recourse to the extent that such indemnity or recourse would otherwise cause the FT Shares to be "prescribed shares" within the meaning of section 6202.1 of the regulations to the Tax Act. The FT Subscription Agreement will contain additional representations, warranties, covenants and agreements by the Company in favour of the subscribers of FT Shares which are consistent with and supplement the Company's obligations as described in this Prospectus.

The FT Subscription Agreements will also provide representations, warranties and agreements of the subscriber, and by its purchase of FT Shares each subscriber of FT Shares offered under this Prospectus will be deemed to have represented, warranted and agreed, for the benefit of the Company and the Agent or its sub-agents, if any, that is signatory thereto that, inter alia: (i) neither the subscriber nor any beneficial purchaser for whom it is acting is, for the purposes of the Tax Act, a non-resident of Canada or a partnership other than a "Canadian partnership", (ii) the subscriber, and any beneficial purchaser for whom it is acting, deals, and until December 31, 2018 will continue to deal, at arm's length with the Company for the purposes of the Tax Act, (iii) the subscriber, if an individual, is of the full age of majority and otherwise is legally competent to enter into the FT Subscription Agreement, (iv) other than as provided herein and in the FT Subscription Agreement, the subscriber waives any right that it may have to any potential incentive grants, credits and similar or like payments or benefits which accrue as a result of the operations relating to CEE and acknowledges that all such grants, credits, payments or benefits accrue to the benefit of the Company, and (v) the subscriber has received and reviewed a copy of this Prospectus.

Notwithstanding the foregoing, the Company may enter into one or more subscription and renunciation agreements for FT Shares on such other terms as may be agreed to by the Company and the applicable subscriber.

Corporate Finance Shares and Agent’s Warrants

NI 41-101 restricts the number of Qualified Compensation Securities to a maximum of 10% of the Offered Securities including any Additional Shares. For the purposes of this Offering any of combination of the following, totaling 450,000 securities (up to 500,000 securities if the Over-Allotment Option is exercised), are Qualified Compensation Securities and are qualified for distribution by this Prospectus: (a) up to 100,000 Corporate Finance Shares; and (b) up to a maximum of 405,000 Agent’s Warrants (up to 450,000 Agent’s Warrants if the Over-Allotment Option is exercise). To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offered Securities including any Additional Shares), those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period in accordance with applicable securities laws.

CERTAIN CANADIAN TAX CONSIDERATIONS

In the opinion of Legacy Tax + Trusts Lawyers, counsel to the Company, the following is, as at the date of this Prospectus, a summary of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") generally applicable to a purchaser of the Offered Securities under the Offering who, at all relevant times for purposes of the Tax Act, (i) is or is deemed to be resident in Canada, (ii) deals at arm's length with the Company and the Agent, (iii) is not affiliated with the Company or a subsequent purchaser of the Shares or FT Shares, and (iv) acquires and holds the Shares and FT Shares as capital property (a "**Holder**").

Generally, the Shares and FT Shares will be considered to be capital property to a Holder provided that the Holder does not use or hold the Shares or FT Shares in the course of carrying on a business of trading or dealing in securities and such Holder has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Holders may, in certain circumstances, make an irrevocable election under subsection 39(4) of the Tax Act to have their Shares, and every other "Canadian security" (as defined in the Tax Act) owned by such Holder in the taxation year of the election and in all subsequent years deemed to be capital property. The election under subsection 39(4) of the Tax Act does not apply to FT Shares. 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.

This summary is not applicable to a Holder: (i) that is a "financial institution" (as defined in the Tax Act for the purposes of the "mark-to-market" rules); (ii) an interest in which is a "tax shelter investment" for the purposes of the Tax Act; (iii) that makes or has made an election to report its "Canadian tax results" (as defined in the Tax Act) in a currency other than Canadian currency pursuant to section 261 of the Tax Act; (iv) that is a "specified financial institution" (as defined in the Tax Act); (v) that is a "principal-business corporation" (as defined in the Tax Act); (vi) that is a partnership or trust; (vii) whose business includes trading or dealing in rights, licenses or privileges to explore for, drill for or take minerals, petroleum, natural gas or other related hydrocarbons; (viii) that has entered, or will enter, into a "derivative forward agreement" (as defined in the Tax Act) with respect to the Shares or FT Shares; or (ix) that is an Agent. This summary does not address the deductibility of interest by a Holder who borrows money to acquire Shares or FT Shares. Such Holders should consult their own tax advisors with respect to an investment in Shares or FT Shares.

This summary is based upon the current provisions of the Tax Act in force on the date hereof, all specific proposals (the "**Proposed Amendments**") to amend the Tax Act that have been publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**") made public prior to the date hereof. This summary assumes that the Proposed Amendments will be enacted in the form proposed, but no assurance can be given that the Proposed Amendments will be enacted in their current proposed form, if at all. Except for the Proposed Amendments, this summary does not otherwise take into account or anticipate any changes in law, whether by legislative, governmental or judicial decision or action, or changes in the administrative or assessing practices and policies of the CRA. In addition, this summary does not take into account other federal or any provincial, territorial or foreign tax legislation or considerations, which may differ significantly from the Canadian federal income tax considerations discussed in this prospectus.

This summary assumes that the Company will make all necessary tax filings in respect of the issuance of the FT Shares and the renunciation of CEE in the manner and within the time required by the Tax Act, that the Company will incur or be deemed to incur sufficient CEE to enable it to renounce to Holders all of the CEE covenanted to be renounced by the Company pursuant to the FT Subscription Agreement(s) effective on the dates set out therein and that all expenses discussed herein will be reasonable in amount. This summary assumes that the Company will be a "principal-business corporation" (within the meaning of the Tax Act) at all material times and that the FT Shares, when issued, will be "flow-through shares" (within the meaning of the Tax Act) and will not be "prescribed shares" for purposes of the definition of "flow-through share" in subsection 66(15) of the Tax Act. If any of the above assumptions are incorrect, the Company may be unable to renounce some or all of the CEE which it has agreed to renounce in the FT Subscription Agreement(s).

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to a Holder in respect of the transactions described herein. The federal income tax consequences to a particular Holder of an investment hereunder will vary according to a number of factors including the particular province in which the Holder resides, carries on business or has a permanent establishment, the legal characterization of the Holder as an individual, corporation, trust or partnership, the amount that would be the Holder's taxable income but for an investment in the FT Shares, the length of a Holder's fiscal period and the manner in which the portion of the gross aggregate purchase price for FT Shares is expended.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice or representation to any Holder. Accordingly, Holders should consult their own tax advisors with respect to their particular circumstances.

Cost Base

The total purchase price of a Share to a Holder will become a Holder's cost thereof for the purposes of the Tax Act. Such amount must generally be averaged with the adjusted cost base of all other Common Shares (including FT Shares) held by a Holder as capital property to determine the adjusted cost base of all such Common Shares to the Holder.

For income tax purposes, a FT Share will be deemed to have been acquired by the Holder at a cost of nil. This cost must generally be averaged with the adjusted cost base of all other Common Shares held by the Holder as capital property at the time the FT Share is acquired to determine the Holder's adjusted cost base of all such Common Shares held.

Paid-Up Capital

Under the Tax Act, the Company will be required for tax purposes to reduce the "paid-up capital" (as defined in the Tax Act) of its Common Shares by an amount equal to 50% of the CEE renounced in respect of the FT Shares. The reduction may impact on the income tax treatment of subsequent dealings with the Commons Shares (including Shares and FT Shares).

Disposition of Shares and FT Shares

A disposition or deemed disposition of Shares or FT Shares by a Holder (other than a disposition of such shares to the Company) will generally give rise to a capital gain (or capital loss) equal to the amount by which the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are exceeded by) such Holder's adjusted cost base of such Shares or FT Shares. The tax treatment of capital gains and capital losses is discussed in greater detail below under "Capital Gains and Capital Losses".

A Holder who disposes of FT Shares will retain the entitlement to receive renunciations of CEE from the Company as described below as well as the ability to deduct any CEE previously deemed to have been incurred by the Holder (subject to the rules applicable to a corporate Holder on an acquisition of control), and a subsequent purchaser of such FT Shares will not be entitled to any renunciations of CEE in respect thereof.

Capital Gains and Capital Losses

Generally, one-half of any capital gain (a "**taxable capital gain**") realized by a Holder must be included in the income of the Holder for the taxation year in which the disposition occurs. Subject to, and in accordance with, the provisions of the Tax Act, a Holder is required to deduct one-half of a capital loss (an "**allowable capital loss**") realized by the Holder in a taxation year against taxable capital gains realized in that taxation year. Allowable capital losses for a taxation year in excess of taxable capital gains for that year may be applied to reduce net taxable capital gains realized in the three preceding taxation years or any subsequent taxation year, subject to the provisions of the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of Shares or FT Shares by a 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 circumstance prescribed by the Tax Act. Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that receives and disposes of Shares or FT Shares, directly or indirectly through a partnership or a trust.

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

Dividends

Dividends received or deemed to be received on Shares or FT Shares in a taxation year will be included in computing the Holder's income for that year. In the case of a Holder that is an individual (other than 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) including the enhanced gross-up and dividend tax credit applicable to dividends that are designated in writing by the Company as "eligible dividends". There may be limitations on the ability of the Company to designate dividends as "eligible dividends". Dividends received by a Holder that is a corporation on Shares or FT Shares must be included in computing the Holder's income but generally will be deductible in computing the Holder's taxable income to the extent and under the circumstances provided in the Tax Act.

In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Holder that is a corporation as proceeds of a disposition or a capital gain.

A Holder that is a "private corporation" or a "subject corporation" (as such terms are defined in the Tax Act) may be liable to pay a refundable tax under Part IV of the Tax Act at a rate of 38 ⅓% on dividends received or deemed to be received to the extent such dividends are deductible in computing the Holder's taxable income.

Holders that are corporations should consult their own tax advisors regarding their particular circumstances.

Renunciation of CEE in Respect of FT Shares

Subject to certain limitations and restrictions contained in the Tax Act, if the Company incurs certain CEE pursuant to the FT Subscription Agreement(s), it will be entitled to renounce to an initial Holder of the FT Shares an amount of such CEE equal to the gross aggregate purchase price paid by such Holder for FT Shares, and the CEE so renounced will be deemed to have been incurred by such Holder as CEE on the effective date of the renunciation.

The Tax Act contains a one-year "look-back" rule which, if certain conditions are satisfied, will permit the Company to renounce CEE incurred (or deemed to have been incurred) by it in 2018 to the initial Holders of FT Shares effective on December 31, 2017. In other words, Holders of FT Shares would be deemed to have incurred the CEE on December 31, 2017 even though the Company may not have incurred the expenditures until 2018. For this one-year "look-back" rule to apply in respect of CEE incurred or deemed to be incurred in 2018, (i) a FT Subscription Agreement must have been made in 2017; (ii) the Holder must have paid the consideration in money for the FT Share before the end of the 2017 year, (iii) the CEE incurred must consist of certain expenses specified in paragraph 66(12.66)(b) of the Tax Act, which include expenses described in paragraph (f) of the definition "Canadian exploration expense" in subsection 66.1(6) of the Tax Act; (iv) the Holder must deal at arm's length with the Company throughout 2018; and (v) the Company must renounce the CEE to the Holder in either January, February, or March of 2018.

The Company has advised counsel that it will incur (or will be deemed to have incurred) and renounce with respect to the FT Shares to the purchasers of FT Shares, expenses which qualify as CEE and "flow-through mining expenditures" (as defined in the Tax Act) in accordance with these rules. In the event that the Company does not incur (or is not deemed to have incurred) CEE on or before December 31, 2018 in an amount at least equal to the amounts renounced with respect to the FT Shares to the purchasers of FT Shares, the Company will be required to reduce the amount of CEE renounced to the Holders and the Holders' income tax returns for the years in which the CEE was claimed will be reassessed accordingly. A Holder will not be subject to any penalties for any such reassessment and will not be subject to any interest charges for any additional taxes payable if such taxes are paid by the individual Holder on or prior to April 30, 2019.

The Company has undertaken to incur sufficient CEE prior to December 31, 2018 and to renounce (in accordance with the Tax Act) in favour of the Holders of FT Shares effective December 31, 2017, an amount equal to the portion of the gross aggregate purchase price for FT Shares. The Company may not renounce to Holders of FT Shares an amount in excess of the amount equal to the gross aggregate purchase price for FT Shares. Further, the Company will not be entitled to renounce CEE to the extent that the amount so renounced exceeds the Company's own "cumulative Canadian exploration expense" (as defined in the Tax Act) ("**CCEE**").

CEE deemed to have been incurred by a Holder will be added to the CCEE account of such Holder. A Holder may deduct in computing income from all sources for a taxation year such amount as may be claimed not exceeding 100% of the balance in the Holder's CCEE account at the end of taxation year. To the extent that a Holder does not deduct the balance of the Holder's CCEE account at the end of a taxation year, the balance will be carried forward and may be deducted by the Holder in subsequent taxation years in accordance with the provisions of the Tax Act. The CCEE account of a Holder is reduced by the amount deducted by the Holder in prior years. If the balance of the Holder's CCEE account is "negative" at the end of a taxation year, which may occur if the Holder receives or becomes entitled to receive assistance payments which relate to CCEE incurred in prior year or if there are other adjustments to that CCEE account, the "negative" amount must be included in the Holder's income for that taxation year, and the balance of the Holder's CCEE account then becomes nil. The right to deduct CCEE accrues to the initial Holder of FT Shares and is not transferable. The disposition of FT Shares will not reduce the balance of a Holder's CCEE account. A Holder's CCEE account will be reduced by the amount of any assistance, including grants, that the Holder has received or is entitled to receive in respect of CEE in the preceding year.

Certain restrictions apply in respect of the deductions of CCEE following an acquisition of control and on certain reorganizations of a corporate Holder. Corporate Holders should consult their own tax advisors for advice with respect to the potential application of these rules to them having regard to their own particular circumstances.

In addition, a Holder who is an individual (other than a trust) may be permitted to claim a 15% non-refundable investment tax credit (“ITC”) reducing the individual’s federal tax otherwise payable in a taxation year where certain CEE are renounced to the Holder effective in such taxation year. Such expenses must be incurred, or deemed to have been incurred, after March 30, 2016 and before January 1, 2018, pursuant to an agreement entered into by the Company and the Holder after March 30, 2016 and before April 1, 2017.

Counsel has been advised that the expenses to be renounced by the Company will qualify for the ITC. The Holder will be required to deduct the amount of any ITC claimed in a taxation year from such Holder’s cumulative CCEE account in the following taxation year, which may result in an income inclusion in that year.

If a Deferred Income Plan (defined above under the heading "Eligibility for Investment") subscribes for FT Shares, the tax benefits of the renunciation of the CEE with respect to the FT Shares will not be available for deduction against income of the holder, annuitant or beneficiary of the Deferred Income Plan.

Alternative Minimum Tax

Pursuant to the alternative minimum tax rules in the Tax Act, the tax payable by an individual Holder (other than certain trusts) under Part I of the Tax Act will be the greater of the tax otherwise determined and a minimum amount computed by reference to such Holder's "adjusted taxable income" for the taxation year. For these purposes, the minimum amount generally means the amount, reduced by certain tax credits, representing the "appropriate percentage" (currently 15%) of the Holder's adjusted taxable income in excess of a $40,000 exemption.

In calculating adjusted taxable income for the purposes of the alternative minimum tax rules, certain deductions and credits otherwise available are disallowed and certain amounts not otherwise included in income are included. The disallowed items include deductions claimed by the individual in respect of CEE in a particular taxation year to the extent such deductions exceed the individual's resource income in that year before deduction of those amounts. Also included in adjusted taxable income are 80% of capital gains (rather than 50%).

Whether and to what extent the tax liability of a particular Holder will be increased by the alternative minimum tax will depend on the amount of such Holder's income, the sources from which it is derived, and the nature and amounts of any deductions such Holder claims.

Any additional tax payable by an individual Holder for a taxation year resulting from the application of the alternative minimum tax rules will generally be deductible in any of the seven immediately following taxation years in computing the amount that would, but for the alternative minimum tax rules, be such individual's tax otherwise payable for any such year to the extent that such tax payable exceeds the individual's alternative minimum tax for that particular year.

Cumulative Net Investment Loss

One-half of the amount of the CEE renounced to and deducted by a Holder will be added to the Holder's cumulative net investment loss ("**CNIL**") account, within the meaning of the Tax Act. A Holder's CNIL account may impact a Holder's ability to access the capital gains exemption available on the disposition of certain qualified small business corporation shares or qualified farm or fishing property.

DIRECTORS AND OFFICERS

Each director of the Company holds office until the next annual general meeting of the shareholders of the Company or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the articles of the Company or he becomes disqualified to act as a director. As at the date of this Prospectus, the number and percentage of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by the directors and officers of the Company as a group is 2,501,000 or 44.06%. Upon Closing of the Offering, assuming the Agent has not exercised the Agent’s Warrants and none of the directors or officers purchase any of the Offered Securities, the number and percentage of the Common Shares beneficially owned, or controlled or directed, directly or indirectly, by all of the directors and officers of the Company will be 2,501,000 or 24.34% (assumes no exercise of the Over-Allotment Option).

The names, municipality of residence, position within the Company and the present and principal occupations for the past five years of each of the directors and officers of the Company are set forth in the following table.

The directors and officers beneficially own or control the following Common Shares in the capital of the Company:

Name, Position, Province and Country of Residence(1)	**Present and Principal Occupation or Employment for the Past Five Years(1)**	**Period as a Director of the Company**	**Common Shares Held(2) / Percentage of Outstanding Common Shares as at the Date hereof**
CHRISTOPHER I. DYAKOWSKI(3)(4) Director, President and Chief Executive Officer British Columbia, Canada	Self-Employed Professional Geoscientist (mining & exploration) since 1980	November 19, 2012	1,001,000 / 17.64%
KENNETH C. PHILLIPPE(4) Director and Chief Financial Officer British Columbia, Canada	Self-employed Chartered Professional Accountant since 1981	August 15, 2013	600,000 / 10.57%
STEPHEN P. KENWOOD(3) Director British Columbia, Canada	Self-Employed Professional Geoscientist since 1991	November 26, 2012	700,000 / 12.33%
THOMAS S. DYAKOWSKI(3) Director	Geologist since 2012	March 30, 2014	200,000 / 3.52%

British Columbia, Canada

(1) The information as to country of residence and principal occupations, not being within the knowledge of the Company, has been furnished by the respective directors and officers individually.

(2) These Common Shares are subject to escrow, see “Escrowed Securities and Resale Restrictions on Securities” in this Prospectus.

(3) Member of Audit and Finance Committee.

(4) Member of Nominating and Corporate Governance Committee.

Management

Set forth below is a description of the background of the directors and officers of the Company, including a description of each individual’s principal occupation(s) within the past five years.

Christopher I. Dyakowski – 64 – Director, Chief Executive Officer, President and Promoter. As the Chief Executive Officer and President of the Company, Mr. Dyakowski manages the administration of the Company and is responsible for the exploration activities of the Company. Mr. Dyakowski is a mining exploration geologist and consultant and has practiced his profession since 1975 (his principal business). He has been a member in good standing of the Association of Professional Engineer and Geoscientists of British Columbia since 1992. He is President of Max Investments Inc., a private investment company. He has a Bachelor of Science (Geology) Degree from the University of British Columbia (1975).

Mr. Dyakowski has served as an officer and director of many public reporting issuers in Canada. He is the former: President, Chief Executive Officer and director of San Antonio Ventures Inc. (now Renaissance Oil Corp.); President and director of Orofino Minerals Inc., San Marco Resources, Etna Resources Ltd., Discovery Ventures Inc., Unbridled Energy Corp., Weststar Resources Inc. and Storm Cat Energy Corp.; and, director of Revolver Resources Inc., Noram Ventures Inc. and Bold Ventures Inc.

Mr. Dyakowski will spend 50% per cent of his time on the Company’s business. He is not an employee of the Company. Mr. Dyakowski has not entered into a non-competition or non-disclosure agreement with the Company.

Kenneth C. Phillippe – 64 – Director and Chief Financial Officer. Mr. Phillippe is a Chartered Professional Accountant and has over 35 years of public company experience. He obtained a Bachelor of Commerce Degree from the University of British Columbia in 1976. He articled with Thorne Riddell (now KPMG) and obtained his professional accounting designation in 1981. Mr. Phillippe established his own accounting practice in 1982. Mr. Phillippe has served as an officer and director of public reporting issuers in both Canada and the United States. He currently serves as Chief Financial Officer of Advanced Proteome Therapeutics Corporation, a biotechnology company traded on the TSXV; Chief Financial Officer and a Director of Cameo Resources Corp. a mineral exploration company traded on the TSXV; Chief Financial Officer and Director of CBD Med Research Corp., a medical device company traded on the TSXV; Chief Financial Officer and a Director of MX Gold Corp. a mineral exploration company traded on the TSXV; Chief Financial Officer and Director of Noram Ventures Inc., a mineral exploration company traded on the TSXV; and Chief Financial Officer and a Director of Whitewater Capital Corp., a mineral exploration company traded on the CSE. He spends approximately 10% of his time on the Company’s business. He is not an employee of the Company. Mr. Phillippe has not entered into a non-competition or non-disclosure agreement with the Company.

Stephen P. Kenwood - 56 - Director. Mr. Kenwood received a Bachelor of Science (Geology) degree from the University of British Columbia in 1987 and has been a self-employed Consulting Geologist since 1991 (his principal business). He is a member in good standing of the Association of Professional Engineers and Geoscientists of British Columbia since 1993 and has over 20 years of domestic and international geological experience. He has served as an officer and Director of reporting issuers in Canada, and currently serves as a director and officer of Majestic Gold Corp., a mineral exploration company traded on the TSXV; a director of Jericho Oil Corp. an oil and gas company traded on the TSXV; a director of Ely Gold & Minerals Inc., a mineral exploration company traded on the TSXV; Chief Operating Officer and director of Sonoro Metals Corp., a mineral exploration company traded on the TSXV; and a director and officer of Remo Resource Inc., a mineral exploration company traded on the TSXV. He spends approximately 10% of his time on the Company's business. He is not an employee of the Company. Mr. Kenwood has not entered into a non-competition or non-disclosure agreement with the Company.

Thomas S. Dyakowski - 26 - Director. Mr. Dyakowski received a Bachelor of Science (Geology) degree from the University of British Columbia in 2012, and is currently taking post-secondary courses in Computer Aided Design and SolidWorks. He has performed geologic fieldwork for various mineral exploration companies in B.C. since 2011. He spends approximately 5% of his time on the Company's business. He is not an employee of the Company. Mr. Dyakowski has not entered into a non-competition or non-disclosure agreement with the Company.

Cease Trade Orders

Except as disclosed below, as at the date of this Prospectus, no director or officer is, or within the ten years prior to the date of this Prospectus has been, a director, chief executive officer or chief financial officer of any company (including the Company), that while that person was acting in that capacity,

(a) was the subject to a cease trade (including any management cease trade order which applied to directors or officers of a company, whether or not the person is named in the order) or an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (an "Order"); or

(b) was subject to an Order that was issued after the director or officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Phillippe was serving as an officer of Amazon Goldsands Ltd. ("**Amazon**") when on June 3, 2010 the Executive Director of the British Columbia Securities Commission issued an order that trading in Amazon (as an OTC reporting issuer under BC Instrument 51-509 – *Issuers Quoted in the U.S. Over-The-Counter Markets*), cease until Amazon files required documents. Mr. Phillippe resigned as officer of Amazon on July 21, 2010.

Bankruptcies

As at the date of this Prospectus, no director, officer, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is, or within the ten years prior to the date of this Prospectus has,

(a) been a director, chief officer or chief financial officer of any company (including the Company), that while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver manager or trustee appointed to hold the assets of the director, officer or shareholder.

Penalties and Sanctions

No director, officer, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. In particular, the President and Chief Executive Officer, as to 50% and the Chief Financial Officer, as to 10%, of the Company will only be devoting part of their time to the affairs of the Company. The directors and officers of the Company are directors and officers of other companies, some of which are in the same business as the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Company's executive compensation objectives and processes and to discuss compensation decisions relating to its named executive officers ("**Named Executive Officers**") listed in the Summary Compensation Table that follows. During its fiscal year ended September 30, 2015, the following individuals were Named Executive Officers (as determined by applicable securities legislation) of the Company:

Christopher I. Dyakowski – President and Chief Executive Officer

Kenneth C. Phillippe – Chief Financial Officer

The Company is a mineral exploration company whose assets include exploration properties located in British Columbia. The Company's primary objective is to conduct initial exploration on various properties and then to seek partners to conduct follow-up exploration programs and continue the exploration effort. In most of these partnership arrangements, the Company will continue to act as operator and, in this way, the Company reduces dilution to its share capital and decreases its expenditures. This also allows the Company to continue exploration on these same properties with larger budgets than its own initial investment.

Notwithstanding the foregoing, given that the Company has not, as of yet, generated any significant income or cash flow from operations and operates with limited financial resources to ensure that funds are available to complete scheduled programs, the Board of Directors has to consider not only the financial situation of the Company at the time of the determination of executive compensation, but also the estimated financial situation in the mid and long term. An important element of executive compensation is the grant of incentive stock options by the Company to its employees, directors and officers which do not require cash disbursement by the Company.

Compensation Objectives and Principles

The primary goal of the company's executive compensation process is to attract and retain the key executives necessary for the Company's long term success, to encourage executives to further the development of the Company and its operations and to motivate qualified and experienced executives. The key elements of executive compensation awarded by the Company are: (i) base salary; (ii) potential annual incentive awards; and (iii) incentive stock options. The Board of Directors is of the view that all elements should be considered rather than any single element.

Compensation Governance

The Nominating and Corporate Governance Committee of the Board of Directors of the Company, through discussions without any formal objectives, criteria or analysis, is responsible for determining all forms of compensation to be granted to the Chief Executive Officer of the Company, as well as to its directors and for reviewing the Chief Executive Officer's recommendations regarding compensation of the other senior executives of the Corporation, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of the Company's executive officers, the Committee considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general. In order to achieve these objectives, the compensation paid to the Company's executive officers consists of base salary and/or long term incentive in the form of stock options. No base salary was paid to any director or officer of the Company for the period ended September 30, 2015.

Information respecting the members of the Nominating and Corporate Governance Committee are set out under "Corporate Governance, Board Committees, Nominating and Corporate Governance Committee" below.

Option Based Awards

Options to purchase Common Shares of the Company are intended to align the interests of the Company's directors and officers with those of its shareholders, to provide a long term incentive that rewards these individuals for their contribution to the creation of shareholder value and to reduce the cash compensation the Company would otherwise have to pay. The Company's Stock Option Plan is administered by the Board of Directors, on recommendations received from time to time from the Nominating and Corporate Governance Committee. The Board of Directors also considers previous grants of options and the overall number of options that are outstanding relative to the number of outstanding Common Shares in determining whether to make any new grants of options and the size and terms of ay such grants, as well as the level of effort, time, responsibility, ability, experience and level of commitment of the officer in determining the level of incentive stock option compensation. See "Incentive Plan Awards – Outstanding Option-Based Awards" below.

Benefits and Perquisites

The Company does not, as of the date of this Prospectus, offer any benefits or perquisites to its Named Executive Officers other than entitlement to incentive stock options as otherwise disclosed and discussed herein. See "Corporate Governance, Board Committees, Nominating and Corporate Governance Committee" below.

Summary Compensation Table

The following table sets forth details of all compensation paid in respect of the individuals who were from November 19, 2012 (inception) to September 30, 2015, the Chief Executive Officer and the Chief Financial Officer of the Company. There were no other executive officers of the Company whose total compensation was, individually, more than $150,000 for the financial year ended September 30, 2015.

Name and Principal Position	Year	Salary ($)	Share-Based Awards ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compen-sation ($)	Total Compen-sation ($)
					Annual Incentive Plans	Long-Term Incentive Plans			
Christopher	2015	Nil	N/A	Nil	N/A	N/A	N/A	18,000	18,000

Name and Principal Position	Year	Salary ($)	Share-Based Awards ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compen-sation ($)	Total Compen-sation ($)
					Annual Incentive Plans	Long-Term Incentive Plans			
Dyakowski[1] Chief Executive Officer	2014	Nil	N/A	Nil	N/A	N/A	N/A	N/A	Nil
	2013[2]	Nil	N/A	Nil	N/A	N/A	N/A	N/A	Nil
Ken Phillippe Chief Financial Officer	2015	Nil	N/A	Nil	N/A	N/A	N/A	6,750[3]	6,750
	2014	Nil	N/A	Nil	N/A	N/A	N/A	N/A	Nil
	2013[2]	Nil	N/A	Nil	N/A	N/A	N/A	N/A	Nil

(1) Max Investments Inc., a company controlled by Mr. Dyakowski received $3,000 per month for its services rendered pursuant to the Services Contract from October 1, 2014 to March 31, 2015. The Services Contract was terminated effective March 31, 2015. The Company has entered into the New Services Contract, dated October 1, 2016, with Mr. Dyakowski's company, Max Investments Inc., pursuant to which the Company will make payments of $3,000 per month for administrative services commencing upon the completion of the Company's initial public offering and ending on December 31, 2018. See the discussion of the New Services Contract under the heading "Interest of Management and Others in Material Transactions".

(2) For the period from November 12, 2012 (inception) to September 30, 2013.

(3) Payments made to Ken Phillipe for accounting services to the Company, including maintaining financial records, preparation of draft financial statements, working with auditors, and other general and administrative functions.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

No share-based or option-based awards were outstanding for the Named Executive Officers at the end of the most recently completed financial year, including awards granted to the Named Executive Officers in prior years. No share-based or option-based awards are outstanding as at the date of this Prospectus.

Pension Plan Benefits

The Company does not offer any pension plan benefits to its Named Executive Officers.

Termination and Change of Control Benefits

Other than as disclosed below, the Company is not a party to any contract, agreement, plan or arrangement with its Named Executive Officers that provide for payments to Named Executive Officers at, following or in connection with any termination (whether voluntary, involuntary or constructive) resignation or retirement, or as a result of a change in control of the Company or a change in a Named Executive Officers responsibilities.

The Company has no plans pursuant to which it compensates its directors for services in their capacity as directors other than the Share Option Plan. See "Incentive Stock Options and Share Option Plan". Max Investments Inc., a company controlled by Christopher I. Dyakowski received $3,000 per month pursuant to the Services Contract from October 1, 2014 to March 31, 2015. The Services Contract was terminated effective March 31, 2015. See "Material Contracts".

Director Compensation

The Company does not pay its directors a fee for acting as such. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors and the Company will, from time to time, grant incentive stock options to purchase Common Shares to its directors (see “Stock Option Plan”).

The following table sets forth details of all amounts of compensation provided to the directors other than the Named Executive Officers (the “Other Directors”) for the Company’s most recently completed financial year.

Name	Fees Earned ($)	Share-Based Awards ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
Stephen P. Kenwood	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Thomas S. Dyakowski	Nil	N/A	Nil	N/A	N/A	Nil	Nil

Outstanding Share-Based and Option-Based Awards

No option-based awards were granted to the directors of the Company (excluding Named Executive Officers) were outstanding as at September 30, 2015 or at the date of this Prospectus. No other share-based awards have been granted to the directors and the Company does not provide any non-equity incentive plan compensation to its directors.

INDEBTEDNESS OF DIRECTORS, OFFICERS, PROMOTERS AND OTHER MANAGEMENT

No director, officer, employee, promoter or former director, officer, employee or promoter of the Company nor any associate of such person has been indebted to the Company at any time for other than “routine indebtedness”, as that terms is defined by applicable securities law; nor was any indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as of the end of the Company’s financial year ended September 30, 2015, all information required with respect to compensation plans under which equity securities of the Company are authorized for issuance:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by securityholders	N/A	N/A	N/A
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	Nil	Nil	Nil

AUDIT COMMITTEE

Audit and Finance Committee

The purpose of the Audit and Finance Committee is to assist the Board in its oversight of the quality and integrity of the accounting, auditing, reporting practices, systems of internal accounting and financial controls, the annual independent audit of the Company's financial statements, and the legal compliance and ethics programs of the Company as established by management.

Audit and Finance Committee Charter

The charter of the Audit and Finance Committee is attached hereto as Schedule A.

Audit and Finance Committee Members

The Audit and Finance Committee presently consists of Christopher I. Dyakowski, Stephen P. Kenwood and Thomas S. Dyakowski. Stephen P. Kenwood is considered "independent" as that term is defined in applicable securities legislation, and all three of the Audit and Finance Committee members is financially literate within the meaning of Section 1.5 of NI 52-110 – *Audit Committees* in that he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. Christopher I. Dyakowski and Thomas S Dyakowski, by reason of his office as Chief Executive Officer of the Company, is not considered to be independent pursuant to applicable securities legislation.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year did the board of directors of the Company decline to adopt a recommendation of the Audit and Finance Committee to nominate or compensate an external auditor.

Relevant Education and Experience

The education and experience of each member of the Audit and Finance Committee that is relevant to the performance of his responsibilities as an Audit and Finance Committee member and, in particular, any education or experience that would provide the member with:

(a) an understanding of the accounting principles used by the Company to prepare its financial statements;

(b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

(c) experience preparing, auditing, analysing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and

(d) an understanding of internal controls and procedures for financial reporting are as follows:

Name of Member	Education	Experience
Christopher I. Dyakowski	BSc (Geo)	37 years' experience as a director and/or officer
Stephen P. Kenwood	BSc (Geo)	23 years' experience as a director and/or officer
Thomas S. Dyakowski	BSc (Geo)	2 years' experience as a director

Please see “Management” for details of the biographic detail about the members of the Audit and Financial Committee.

Reliance on Certain Exemptions

At no time since the commencement of the Company’s most recently completed financial year has the Company relied on: (a) the exemption in section 2.4 *(De Minimis Non-audit Services)*, or (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 *(Exemptions)*.

Pre-Approval Policies and Procedures

As at the date of this Information Circular, the Audit and Finance Committee has not adopted any specific policies or procedures for the engagement of non-audit services.

External Auditor Service Fees

The following table sets out, by category, the fees billed by MNP LLP, the Company’s auditors, for the years ended September, 2015, September, 2014 and September 2013:

	Year ended September 30, 2015	Year ended September 30, 2014	Year ended September 30, 2013
Audit fees	$9,951	$14,980	$Nil
Audit-related fees	$Nil	$Nil	$Nil
Tax fees	$Nil	$Nil	$Nil
All other fees	$Nil	$Nil	$Nil
Total	$9,951	$14,980	$Nil

Exemption for Venture Issuers

As a venture issuer, the Company is exempt from the provisions of NI 52-110 that would otherwise require its Audit and Finance Committee to be constituted in accordance with Part 3 of NI 52-110, and require the Company to comply with the reporting obligations in Part 5 of NI 52-110.

CORPORATE GOVERNANCE

The following is a summary of the Company’s approach to corporate governance.

Board of Directors

The Board facilitates its exercise of independent supervision over management by ensuring sufficient representation by directors independent of management. The Board, at present, is composed of four directors, one of whom, Stephen P. Kenwood is considered to be independent. In determining whether a director is independent, the Board considers, for example, whether the director has a relationship which could, or could be perceived to, interfere with the director's ability to objectively assess the performance of management. On this basis, Christopher I. Dyakowski, by reason of his office as President and Chief Executive Officer of the Company and Kenneth C. Phillippe, by reason of his office as Chief Financial Officer of the Company, are not considered to be independent directors. Thomas S. Dyakowski may not considered to be independent by his relationship to Christopher I. Dyakowski.

The Board is satisfied that it is not constrained in its access to information, in its deliberations, or in its ability to satisfy the mandate established by law to supervise the business and affairs of the Company and that there are sufficient systems and procedures in place to allow the Board to have a reasonable degree of independence from day-to-day management.

Other Directorships

The Company's current directors are also directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Name of Reporting Issuer
Kenneth C. Phillippe	CBD Med Research Corp. MX Gold Corp. Noram Ventures Inc. Whitewater Capital Corp. Cameo Resources Corp.
Stephen P. Kenwood	Majestic Gold Corp. Jericho Oil Corp. Ely Gold & Minerals Inc. Remo Resources Inc. Sonoro Metals Corp.

Orientation and Continuing Education

The Company has not yet developed an official orientation or training program for new directors. Notwithstanding the foregoing, all of the Company's directors are familiar with mineral and oil and gas exploration and, as such, orientation has not, to date, been required. Nevertheless, new directors are provided, through discussions and meetings with other directors, officers, and employees, with a thorough description of the Company's business, properties, assets, operations and strategic plans and objectives. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board.

Ethical Business Conduct

The Board conducts itself with high business and moral standards and follows all applicable legal and financial requirements. In that regard, the Board has adopted a written Code of Ethics (the "Code") for its directors, officers, employees and consultants. The Code adopted by the Board has been filed with the securities regulators, in accordance with applicable legislation, and is available for viewing on SEDAR at www.sedar.com. The Code establishes practices regarding compliance with the law and internal policies and guidelines, a Whistleblower Policy which details complaint procedures for financial concerns, disclosure obligations, and internal financial control. Each employee, officer, director, and material consultant is provided with a copy of the Code and certifies, among other things, that he or she has understood the Code and that he or she will continue to comply with the terms of the Code.

Nomination of Directors

The Board currently has a Nominating and Corporate Governance Committee consisting of Christopher I. Dyakowski and Kenneth C. Phillippe.

The Nominating and Corporate Governance Committee will consider the size of the Board each year when it considers the number of directors to recommend to the Board for director nominees. The criteria for selecting new directors shall reflect the requirements of the listing standards of the TSXV (or such other exchange or self-regulatory organization on which the Common Shares are listed for trading) with respect to independence and the following factors:

(a) the appropriate size of the Board;

(b) the needs of the Company with respect to the particular talents and experience of its directors;

(c) personal and professional integrity of the candidate;

(d) level of education and/or business experience;

(e) broad-based business acumen;

(f) the level of understanding of the Company’s business and the industry in which it operates and other industries relevant to the Company’s business;

(g) the ability and willingness to commit adequate time to Board and committee matters;

(h) the fit of the individual’s skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company;

(i) the ability to think strategically and a willingness to share ideas; and

(j) diversity of experiences, expertise and background.

Compensation

The Board is responsible for determining all forms of compensation to be granted to the Chief Executive Officer and the Chief Financial Officer.

Other Board Committees

The Board has only two committees: the Audit and Finance Committee and the Nominating and Corporate Governance Committee.

Assessments

The Board does not formally review the contributions of individual directors; however, it believes that its current size facilitates informal discussion and evaluation of members’ contributions within that framework.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement, the Company has appointed the Agent to offer for sale on a commercially reasonable efforts basis in British Columbia and Alberta a minimum of 3,500,000 Shares at a price of $0.15 per Share (and up to 500,000 Additional Shares if the Over-Allotment Option is exercised) and 1,000,000 FT Shares at a price of $0.20 per FT Share.

The completion of this Offering is subject to a minimum subscription of 3,500,000 Shares and 1,000,000 FT Shares (the “Minimum Offering”). If subscriptions representing the Minimum Offering are not received within 90 days of the issuance of a receipt for the (final) prospectus, or if a receipt has been issued for an amendment to the (final) prospectus, within 90 days of the issuance of such receipt and in any event not later than 180 days from the date of receipt for the (final) Prospectus, the Offering will cease. The Agent, pending closing of the Minimum Offering, will hold in trust all subscription funds received pursuant to the provisions of the Agency Agreement. If the Minimum Offering is not completed, the subscription proceeds received by the Agent in connection with the Offering will be returned to the subscribers without interest or deduction.

The Company has granted to the Agent an Over-Allotment Option, exercisable, in whole or in part, at the sole discretion of the Agent, at any time not later than the 30th day following Closing, to arrange for the purchase of up to an additional 500,000 Additional Shares, representing approximately 11% of the number of Offered Securities at a price of $0.15 per Additional Share, to cover over-allotments, if any, in connection with the sale of the Shares under this Prospectus and for market stabilization purposes. If the Over-Allotment Option is exercised in full, the total Price to the Public, Agent's Commission and Net Proceeds to the Company will be $800,000, $72,000 and $728,000, respectively. A purchaser who acquires Additional Shares forming part of the Agent’s 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. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Additional Shares issuable upon exercise of the Over-Allotment Option.

The Company has applied to list the Common Shares distributed under this Prospectus on the TSXV. **The listing is subject to the Company fulfilling all of the listing requirements of the TSXV, including prescribed distribution and financial requirements. The listing of the Common Shares on the TSXV is a condition of closing of this Offering. There can be no assurance that the Company will meet all of the listing requirements of the TSXV.**

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities and does not intend to apply to list or quote any of its securities on the Toronto Stock Exchange, a U.S. marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

None of the securities comprising the Offered Securities have been or will be registered under the U.S. Securities Act, or any state securities laws, and accordingly may not be offered, sold or delivered within the United States (as such term is defined in Regulation S under the U.S. Securities Act) except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. Except as permitted in the Agency Agreement, and as expressly permitted by applicable laws of the United States, the Agent will not offer, sell or deliver the Offered Securities within the United States.

Subject to the Minimum Offering being sold, the Agent will receive the Commission equal to 9% of the gross proceeds of Offered Securities including any Additional Shares sold. The Commission will be paid from the proceeds raised from the Offering (including any Additional Shares).

Upon completion of the Offering, the Agent will receive Agent's Warrants entitling it to acquire that number of Common Shares equal to 9% of the aggregate number of Offered Securities including any Additional Shares sold under the Offering at a price of $0.15 per Common Share at any time on or before the second anniversary of the Listing Date.

The Company will pay or issue to the Agent, on completion of the Offering, a $15,000 corporate finance fee and 100,000 Corporate Finance Shares. The Agent will also be reimbursed for fees and disbursements of its legal counsel and for its reasonable disbursements. The Agent has received a retainer of $11,600 towards such fees and expenses.

The obligations of the Agent under the Agency Agreement may be terminated prior to closing of the Offering at the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated at any time upon the occurrence of certain stated events.

NI 41-101 restricts the number of Qualified Compensation Securities to a maximum of 10% of the Offered Securities including any Additional Shares. For the purposes of this Offering, any of combination of the following, totaling 450,000 securities (up to 500,000 securities if the Over-Allotment Option is exercised), are Qualified Compensation Securities and are qualified for distribution by this Prospectus: (a) up to 100,000 Corporate Finance Shares; and (b) up to a maximum of 405,000 Agent's Warrants (up to 450,000 Agent's Warrants if the Over-Allotment Option is exercised) . To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offered Securities including any Additional Shares, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period in accordance with applicable securities laws.

Other than as disclosed in this Prospectus, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or Company in connection with the Offering.

The directors, officers and other insiders of the Company may purchase Offered Securities under this Offering.

The price of the Offered Securities and the Commission was set by negotiations between the Company and the Agent.

The Company will grant the Agent a right of first refusal to provide any brokered equity financing the Company proposes to conduct for a period ending one year from Closing of the Offering.

It is expected that share certificates evidencing the Offered Securities in definitive form will be available for delivery at the closing of the Offering unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. If delivered in book entry form, purchasers of Offered Securities will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

RISK FACTORS

AN INVESTMENT IN THE OFFERED SECURITIES OF THE COMPANY IS SPECULATIVE IN NATURE AND INVOLVES A HIGH DEGREE OF RISK. IN ADDITION TO THE OTHER INFORMATION PRESENTED IN THIS PROSPECTUS, PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS IN EVALUATING AN INVESTMENT IN THE OFFERED SECURITIES.

The securities offered by this Prospectus must be considered speculative, generally because of the nature of the Company's business. In particular:

The Company's ability to achieve commercial production will depend on its ability to obtain further equity financing which may not occur.

The purpose of the present Offering is to raise funds to carry out further exploration on the Company's mineral properties with the ultimate objective of establishing ore reserves of commercial tonnage and grade. If the Company's exploration program is successful, additional funds will be required for the development of an economic ore body and to place it in commercial production. The only source of future funds presently available to the Company is through the sale of equity capital. The only alternative for the financing of further exploration would be the offering by the Company of an interest in its property to be earned by another party or parties carrying out further exploration or development thereof, which is not presently contemplated. There is no assurance that such sources of financing will be available on acceptable terms, if at all.

There is not presently an active market for the Company's Common Shares.

There is currently no market for the securities offered by the Company and there can be no assurance that an active market will develop or be sustained after the Offering. The lack of an active public market could have a material adverse effect on the price of the Company's Common Shares. The price of the Offered Securities to the public and the Commission to the Agent was established by negotiation between the Company and the Agent, and may not be indicative of fair market value or future market prices.

The future price of the Company Common Shares will vary depending on factors unrelated to the Company's performance or intrinsic fair value.

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, the strength of the economy generally, the availability of the attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Common Shares of the Company on the TSXV in the future cannot be predicted.

The Company's ability to discovery commercial quantities of ore is uncertain.

Exploration for minerals is a speculative venture necessarily involving some substantial risk. The program proposed by the Company is an exploratory search for ore. There is no certainty that the expenditures to be made by the Company in the acquisition and exploration of the interests described herein will result in discoveries of commercial quantities of ore. The property of the Company does not contain any known body of commercial ore.

The Company's ability to market ore discovered by the Company is uncertain and dependent on variables beyond the Company's control and subject to a high degree of variability and uncertainty.

Resource exploration and development is a speculative business and involves a high degree of risk. The marketability of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

The Company's ability to develop commercially marketable ore depends on variables that are unknown at this time.

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

Some aspect's of the Company's operations entail risk that cannot be insured against or may not be covered by insurance.

Mining operations generally involve a high degree of risk. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material adverse effect on the Company's financial position.

The calculation of the economic value of ore is subject to a high degree of variability and uncertainty.

There is a degree of uncertainty attributable to the calculation of reserves, resources and corresponding grades being dedicated to future production. Until reserves or resources are actually mined and processed, the quantity of reserves or resources and grades must be considered as estimates only. In addition, the quantity of reserves or resources may vary depending on metal prices. Any material change in the quantity of reserves, resource grade or stripping ratio may affect the economic viability of the Company's properties. In addition, there can be no assurance that mineral recoveries in small scale laboratory tests will be duplicated in large tests under on-site conditions or during production.

The Company's does not have a guarantee of title.

While the Company has obtained the usual industry standard title report with respect to its properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. The Company must expend monies to carry out further work on the properties described in this Prospectus in order to keep in good standing the interests as described under the heading "Description of Business" and "Interest in Mineral Property" in this Prospectus.

Uncertainties about the resolution of aboriginal rights in British Columbia may affect the Company.

On June 26, 2014, the Supreme Court of Canada (the "SCC") released a decision in Tsilhqot'in Nation v. British Columbia (the "William Decision"), pursuant to which the SCC upheld the First Nations' claim to Aboriginal title and rights over a large area of land in central British Columbia, including rights to decide how the land will be used, occupancy and economic benefits. The court ruling held that while the provincial government had the constitutional authority to regulate certain activity on aboriginal title lands, it had not adequately consulted with the Tsilhqot'in. The SCC also held that provincial laws of general application apply to land held under Aboriginal title if the laws are not unreasonable, impose no undue hardship, and do not deny the Aboriginal tile holders their preferred means of exercising their rights. The Company currently does not hold any properties in the area involved in the William Decision. The Company will continue to manage its operations within the existing legal framework while paying close attention to the direction provided by the Province of British Columbia and First Nations regarding the application of this ruling. Therefore, risks and uncertainties remain consistent with those referenced herein.

Some of the Company's mineral claims have not yet been surveyed.

The Company's properties include mineral claims which have not been surveyed, and therefore, the precise location of the mineral claims may be in doubt.

If the Company cannot raise additional equity financing, then it may lose some or all of its interest in the Melba Property.

The Melba Property is subject to the Melba Option Agreement which requires the Company to make cash and share payments and incur expenditures in order to maintain its interest. The Company's ability to maintain an interest in the Melba Property may be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make periodic payments and expenditures required for the maintenance or acquisition of these properties and could result in a delay or postponement of further exploration and the partial total loss of the Company's interest in these properties.

The Company is an early stage company.

The Company has only recently commenced operations and has no operating earnings. The likelihood of success of the Company must be considered in light of the problems, expenses and difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Company has limited financial resources and there is no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfil its obligations under applicable agreement. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interest of the Company with the possible dilution or loss of such interest. Further, revenues, financings and profits, if any, will depend upon various factors, including the success, if any, of exploration programs and general market conditions for natural resources. There is no assurance that the Company can operated profitably or that it will successfully implement its plans.

The Company operates at a loss and may never generate a profit.

The Company operates at a loss and there is no assurance that the Company will ever be profitable. **The Company had a negative operating cash flow in its most recently completed financial year and will continue to for the foreseeable future. The Company may not have enough funds to carry out its Phase II exploration program on the Melba Property and additional financings may be required.**

Tax authorities may unfavourably change the manner in which they treat mining activities and associated financing activities without notice.

The tax treatment applicable to mining activities and flow-through shares constitutes a major factor when considering an investment in the FT Shares. Investors are cautioned that the taxation laws and regulations and the current administrative practices of both the federal and provincial tax authorities may be amended or construed in such a way that the tax considerations for a subscriber acquiring FT Shares will be altered and, moreover, there may be differences of opinion between the federal and provincial tax authorities with respect to the tax treatment of the FT Shares, the status of such FT Shares and the activities contemplated by the Company's exploration programs. The FT Shares are designed for investors whose income is subject to high marginal tax rates. The right to deduct qualifying expenditures accrues to the initial subscriber/purchaser of the FT Shares and is not transferable. No guarantee can be given that Canadian tax laws will not be amended, that the amendments announced with respect to such laws will be adopted or that the current administrative policy or assessing practices of the tax authorities will not be modified. In addition, there is no guarantee that the CEE incurred (or deemed to be incurred) by the Company or the expected tax deductions will be accepted by the CRA, or that the CRA will agree that said CEE qualifies as “flow-through mining expenditures” for purposes of the Tax Act. Consequently, the tax considerations for subscribers holding or selling FT Shares may be fundamentally altered. See

“Certain Canadian Tax Considerations”. There is no guarantee that an amount equal to the gross proceeds of the sale of the FT Shares will be incurred or deemed to be incurred on or prior to December 31, 2017 as CEE that qualifies as “flow-through mining expenditures” for purposes of the Tax Act resulting in the deductions described under “Certain Canadian Tax Considerations”. If the Company does not renounce to the subscriber, effective on or before December 31, 2016, CEE in an amount equal to the aggregate purchase price paid by such subscriber for the FT Shares, or if there is a reduction in such amount renounced pursuant to the provisions of the Tax Act, the Company shall indemnify the subscriber for an amount equal to the amount of any tax payable or that may become payable under the Tax Act (and under any corresponding provincial legislation) by the subscriber (or if the subscriber is a partnership, the partners thereof) as a consequence of such failure or reduction; however, there is no guarantee that the Company will have the financial resources required to satisfy such indemnity.

The Company operates in a highly competitive environment.

The mineral exploration and mining business is competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources that the Company, in the search for and the acquisition of attractive mineral properties. The ability of the Company to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable properties or prospects for mineral exploration. There is no assurance that the Company will continue to be able to compete successfully with its competition in acquiring such properties or prospects.

The Company operates in a highly regulated environment that is subject to changes, some unforeseen, to government policy.

The current or future operations of the Company, including exploration and development activities and commencement of production on its properties, require permits from various levels of government. Such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. The Company believes it is in substantial compliance with all material laws and regulations that currently apply to its activities. There can be no assurance however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations, particularly environmental permits, will be obtainable on reasonable terms or that compliance with such laws and regulations would not have an adverse effect on the profitability of any mining project that the Company might undertake.

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

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

The Company operates in an environment with significant environmental risk.

Mining, like many other extractive natural resource industries, is subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products occurring as a result of mineral exploration and production. Environmental liability may result from mining activities conducted by others prior to the Company's ownership of its properties. To the extent the Company is subject to uninsured environmental liabilities, the payment of such liabilities would reduce funds otherwise available of the Company and could have a material adverse effect on the Company. Should the Company be unable to fund fully the cost of remedying an environmental problem, the Company might be required to suspend operations or enter into interim compliance measures.

Some of the Company's directors have significant involvement in other companies in the same sector.

Certain of the directors of the Company serve as directors of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a Board of Directors meeting, a director who has such a conflict will abstain from voting for or against the approval of such a participation or such terms. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of the Province of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and th interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

The value of the Offered Securities may be significantly diluted.

A substantial number of Common Shares of the Company were issued at prices that were substantially less than the price of the Offered Securities. This will result in a significant dilution of the value of the Offered Securities.

PROMOTERS

Christopher I. Dyakowski, Chief Executive Officer, President and a director of the Company is a Promoter of the Company. The following table provides the number and percentage of each class of voting securities of the Company beneficially owned, or controlled or directed, directly or indirectly, by the Promoter:

Name	Number of Voting Securities[1]	Percentage of Voting Securities Prior to Closing of Offering[2]	Percentage of Voting Securities After Closing of Offering[3]
Christopher I. Dyakowski[4]	1,001,000	17.64%	9.74%

(1) These securities are subject to escrow restrictions. See "Escrowed Securities and Resale Restrictions on Securities" in this Prospectus.
(2) As at the date hereof, the Company has 5,676,000 Common Shares issued and outstanding.
(3) Assuming none of the principals purchase any of the Offering Securities and no exercise of the Over-Allotment Option.
(4) Pursuant to the Services Contract, the Company paid Max Investments Inc., a company controlled by Christopher I. Dyakowski, $3,000 a month from October 1, 2014 to March 31, 2015. The Services Contract was terminated effective March 31, 2015.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is not a party to any legal proceedings or regulatory actions nor does the Company contemplate any such proceedings or regulatory actions.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed in this Prospectus, no director, officer, or person or company that beneficially owns or controls or directs, directly or indirectly, more than 10% of the outstanding voting securities, or an associate or affiliate of any of those persons or companies, has or has had any material interest, direct or indirect, in any transaction or in any proposed transaction which has materially affected or is reasonably expected to materially affect the Company, since the inception of the Company except:

1. administrative management fees in the amount of $3,000 per month paid to Max Investments Inc., a company controlled by Christopher I. Dyakowski, Chief Executive Officer, President and Promoter of the Company, pursuant to the Services Contract dated October 1, 2014. The Services Contact was terminated effective March 31, 2015;

2. the New Services Contract for services agreement dated October 1, 2016 between the Company and Max Investments Inc., a company controlled by Christopher I. Dyakowski, pursuant to which the Company will pay $3,000 per month for administrative services rendered to the Company commencing on the Listing Date, and ending on December 31, 2018; and

3. while Max Investments Inc. does not have an exploration agreement with the Company, it is anticipated that it will act as the contractor to complete the work program on the Company's Melba Property.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

The Company is neither a "connected issuer" nor a "related issuer" of the Agent as defined in National Instrument 33-105 – *Underwriting Conflicts*.

INTEREST OF EXPERTS

Certain legal matters relating to the Offering of the Offered Securities pursuant to this Prospectus will be passed upon by Ascendion Law and Legacy Tax + Trusts Lawyers, on behalf of the Company and by Miller Thomson LLP on behalf of the Agent.

The following is a list of the other persons or companies named as having prepared or certified a statement, report or valuation in respect of the Company in this Prospectus, either directly or in a document incorporated by reference herein, and whose profession or business gives authority to the statement, report or valuation made by the person or company:

1. MNP LLP, Chartered Professional Accountants, of 2200, 1021 Hastings Street, Vancouver, B.C. V6E 0C3 acted as the Company's auditors. MNP LLP, is independent of the Company in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia; and

2. Ascendion Law, counsel to the Company, Chilwin Cheng, a partner of Ascendion Law, Ascendion Law is independent of the Company.3. Legacy Tax + Trusts Lawyers, counsel to the Company. Legacy Tax + Trusts Lawyers is independent of the Company.

2. John R. Kerr, P.Eng., of 215 – 515 West Pender Street, Vancouver, B.C. V6B 6H5. Mr. Kerr prepared the Technical Report on the Melba Property. Mr. Kerr is independent from the Company within the meaning of NI 43-101.

To the Company's knowledge, other than as disclosed above, none of the above-mentioned persons or companies holds, nor are they expected to receive, directly or indirectly, any beneficial or registered interest, direct or indirect, in any securities or property of the Company or any associate or affiliate of the Company.

MATERIAL CONTRACTS

There are no material contracts entered into by the Company and currently in effect other than as disclosed in this Prospectus as follows:

1. The Agency Agreement dated 19 December 2016 between the Company and the Agent described in under "Plan of Distribution" herein;

2. The Escrow Agreement dated 19 December 2016 between Computershare Investor Services Inc., the Company and each of the principals described in the section captioned "Escrowed Securities and Resale Restrictions on Securities" herein;

3. The Value Securities Escrow Agreement dated 19 December 2016 between Computershare Investor Services Inc., the Company and certain shareholders of the Company, as described in the section captioned "Escrowed Securities and Resale Restrictions on Securities" herein;

4. The New Services Contract dated October 1, 2016 between Max Investments Inc. and the Company described under the heading "Interest of Management and Others in Material Transactions";

5. The Services Contract dated October 1, 2014, which was terminated effective March 31, 2015, between Max Investments Inc. and the Company described under the heading "Interest of Management and Others in Material Transactions"; and

6. The Melba Option Agreement dated December 18, 2012, as amended September 30, 2014, December 1, 2014, September 30, 2015, November 5, 2015 and October 3, 2016, between the Company and Grant F. Crooker described under the heading "Interest in Mineral Property".

Material contracts may be inspected at the offices of Bull, Housser & Tupper, LLP, Vancouver, B.C. during normal business hours during the period of distribution of the securities being offered under this Prospectus and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

There are no other material facts relating to the offering of securities under this Prospectus other than as disclosed herein.

AUDITOR, TRANSFER AGENT AND REGISTRAR AND AUDITOR

The Registrar and Transfer Agent for the Company is Computershare Investor Services Inc. of 3rd Floor – 510 Burrard Street, Vancouver, B.C. V6C 3B9. The Auditor for the Company is MNP LLP, Chartered Professional Accountants, of 2200, 1021 Hastings Street, Vancouver, B.C. V6E 0C3.

FINANCIAL STATEMENTS, REPORT AND OTHER EXHIBITS

Audited financial statements for the years ended September 30, 2015 and 2014 and unaudited financial statements for the nine months ended June 30, 2016 and 2015 are attached to this in this Prospectus at Schedules B and C..

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia and Alberta 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. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contain a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

SCHEDULE A

AUDIT AND FINANCE COMMITTEE CHARTER
OF THE BOARD OF DIRECTORS OF ESSEX MINERALS INC.

Organization

There shall be a committee of the board of directors (the “Board”) of Essex Minerals Inc.. (the “Company”) known as the Audit and Finance Committee (the “Committee”). This charter shall govern the operations of the Committee.

Membership and Qualifications

The membership of the Committee shall be appointed by the Board and shall consist of at least three directors, the majority of whom will be non-officers (the “Independent Directors”).

Each independent member of the Committee shall be, while at all times a member of the Committee, free of any relationship that, in the opinion of the Board, would interfere with the member’s individual exercise of independent judgment.

Each member of the Committee shall be, while at all times a member of the Committee, generally knowledgeable in financial and auditing matters, specifically possessing the ability to read and understand fundamental financial statements including the Company’s balance sheet, statement of operations and statement of cash flows.

The Board shall appoint one member of the Committee as chair. The chair shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting to the Board. The chair will also maintain regular liaison with the Company’s Chief Executive Officer, Chief Financial Officer and lead independent audit partner.

Role

The Committee assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, reporting practices, systems of internal accounting and financial controls, the annual independent audit of the Company’s financial statements, and the legal compliance and ethics programs of the Company as established by management and the Board shall also perform any other related duties as directed by the Board. In fulfilling this role, the Committee is expected to maintain free and open communications with the independent auditor and management of the Company and shall meet at least once each quarter.

While the Committee has the responsibilities and powers set forth below in this charter under the headings “Authority” and “Responsibilities and Processes”, it is not the duty of the Committee to conduct audits or to determine that the Company’s financial statements are fairly presented and are in accordance with generally accepted accounting principles. Management is responsible for the preparation of financial statements in accordance with generally accepted accounting principles. It is the role of the independent auditor to audit the financial statements.

Authority

The Committee is granted the authority to investigate any matter brought to its attention, with full access to all books, records, facilities and personnel of the Company. The Committee has the power to engage and determine funding for outside counsel or other experts or advisors as the Committee deems necessary for these purposes and as otherwise necessary or appropriate to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and for any advisors employed by the Committee as well as for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Responsibilities and Processes

The Committee's primary responsibilities include:

- Overseeing the Company's financial reporting process on behalf of the Board and reporting the results or findings of its oversight activities to the Board.

- Having sole authority to appoint, retain and oversee the work of the Company's independent auditor and establishing the compensation to be paid to the independent auditor. The Company's independent auditor shall report directly to the Committee.

- Establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls and/or auditing matters for the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.

- Pre-approving all audit services and permissible non-audit services as may be amended from time to time.

- Overseeing the Company's system to monitor and manage risk, and legal and ethical compliance programs, including the establishment and administration (including the grant of any waiver from) a written code of ethics applicable to each of the Company's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible in order to react more effectively to changing conditions and circumstances. The Committee shall take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior.

The following shall be the principal recurring processes of the Committee relating to its oversight responsibilities. These processes are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and is not intended be a comprehensive list of all the actions that the Committee will take in discharging its duties. These processes are:

- Discussing with the independent auditor the objectivity and independence of the auditor and any relationships that may impact the auditor's objectivity or independence and receiving from the independent auditor disclosures regarding its independence and written affirmation that the independent auditor is in fact independent, and taking any action, or recommending that the Board take appropriate action to oversee the independence of the independent auditor.

- Overseeing the independent auditor relationship by discussing with the auditor the nature and scope of the audit process, receiving and reviewing audit reports, and providing the auditor full access to the Committee to report on any and all appropriate matters. The Committee has the sole authority to resolve disagreements, if any, between management and the independent auditor.

- Discussing with the independent auditor and the Company's financial and accounting personnel, together and in separate sessions, the adequacy and effectiveness of the accounting and financial controls of the Company and eliciting recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures may be desirable.

- Providing sufficient opportunity for the independent auditor to meet with the members of the Committee without members of management present. Among the items to be discussed in these meetings are the independent auditor's evaluation of the Company's financial and accounting personnel and the cooperation that the independent auditor received during the course of the audit.

- Discussing with management their review of the adequacy of the Company's disclosure controls and procedures, the effectiveness of such controls and procedures and any findings following such review.

- Reviewing the Company's system to monitor, assess and manage risk and legal and ethical compliance program.

- Reviewing and discussing with management and the independent auditor prior to the filing of the Company's annual report:

  1. The Company's annual financial statements and related footnotes and other financial information, including the information in the "Management's Discussion and Analysis"

  2. The selection, application and effects of the Company's critical accounting policies, practices and the reasonableness of significant judgments and estimates made by management.

  3. Alternative and preferred treatment of financial information under generally accepted accounting principles.

  4. All material arrangements, off-balance sheet transactions and relationship with any unconsolidated entities or any other persons which may have a material, current or future, effect on the financial condition of the Company.

  5. Any material written communications between the independent auditor and management.

  6. The independent auditor's audit of the financial statements and its report thereon.

  7. Any significant finding and recommendations of the independent auditor and management's responses thereto.

  8. Any significant changes in the independent auditor's audit plan.

  9. Any serious difficulties or disputes with management encountered during the course of the audit.

  10. Any related significant findings and recommendations of the independent auditor together with management's responses thereto.

  11. Other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.

- Preparing a report to be included in the Company's Information Circular that states the Committee has:

  1. Analyzed and discussed the audited financial statements with management;

  2. Discussed with the independent auditor the auditor's independence;

  3. Considered the audit and non-audit services provided by the independent auditor, and the fees paid for such services; and

- The Committee shall review in advance all announcements of interim and annual financial results, as well as any periodic guidance to be publicly released by the Company and discuss such announcements with management and the independent auditors.

- Reviewing and discussing with management and the independent auditor prior to the filing of the Company's Quarterly Report:

1. the Company's interim financial statements and related footnotes and other financial information, including the information in the "Management's Discussion and Analysis".

2. The selection, application and effects of the Company's critical accounting policies, practices and the reasonableness of significant judgments and estimates made by management.

3. Alternative and preferred treatment of financial information under generally accepted accounting principles.

4. All material arrangements, off-balance sheet transactions and relationship with any unconsolidated entities or any other persons which may have a material current or future effect on the financial condition of the Company.

- Reviewing and either approving or disapproving all related party transactions.

- Submitting the minutes of all meetings of the Committee to, or discussing the matters discussed at each committee meeting with, the Board.

- Reviewing and assessing the adequacy of this charter annually and recommend any proposed changes to the Board for its approval.

The Chairman of the Committee, or another Committee member designated by the Chairman, is authorized to act on behalf of the Committee with respect to required Committee responsibilities which arise between regularly scheduled Committee meetings, with the independent auditors and management, as well as the pre-approval of non-audit services provided by the independent auditors, as necessary, as contemplated by the Committee's policies. Any such pre-filing discussions and preapprovals shall be reported to the Committee at a subsequent meeting.

SCHEDULE B
AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEARS ENDED SEPTEMBER 30, 2015 AND 2014

ESSEX MINERALS INC.

Financial Statements
(Expressed in Canadian Dollars)

Years ended September 30, 2015 and 2014

Management's Responsibility for Financial Reporting

To the Shareholders of Essex Minerals Inc. (the "Company"):

Management is responsible for the preparation and presentation of the accompanying financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board of Directors and Audit Committee are composed primarily of Directors who are neither management nor employees of Essex Minerals Inc. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and external auditors. The Audit Committee has the responsibility of meeting with management and external auditors to discuss the internal controls over the financial reporting process, auditing matters and financial reporting issues. The Board of Directors is also responsible for recommending the appointment of the Company's external auditors.

MNP LLP, an independent firm of Chartered Professional Accountants, is appointed by the shareholders to audit the financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with, both the Audit Committee and management to discuss their audit findings.

December 16, 2016

"Christopher Dyakowski"
Director

"Kenneth Phillippe"
Director

MNP LLP

Independent Auditors' Report

To the Shareholders of Essex Minerals Inc.:

We have audited the accompanying financial statements of Essex Minerals Inc. (the "Company"), which comprise the statements of financial position as at September 30, 2015 and 2014, the statements of loss and comprehensive loss, changes in equity, and cash flows, for the years then ended, and notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Essex Minerals Inc. as at September 30, 2015 and 2014, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which discloses matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Essex Minerals Inc.'s ability to continue as a going concern.

MNP LLP
Chartered Professional Accountants

Vancouver, BC, Canada
December 16, 2016

ESSEX MINERALS INC.

Statements of Financial Position
Expressed in Canadian dollars

As at	September 30 2015	September 30 2014
	$	$
ASSETS		
Current assets		
Cash and cash equivalents	31,760	96,665
GST receivable	235	295
Total current assets	31,995	96,960
Deferred financing costs	10,656	-
Exploration and evaluation assets (Note 3)	186,270	192,304
Total assets	228,921	289,264
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	13,251	1,338
Due to related parties (Note 5)	9,743	-
Total current liabilities	22,994	1,338
Deferred tax liabilities	4,062	16,817
Total liabilities	27,056	18,155
SHAREHOLDERS' EQUITY		
Share capital (Note 4)	303,510	303,510
Reserves (Note 4)	264,000	264,000
Deficit	(365,645)	(296,401)
Total shareholders' equity	201,865	271,109
Total liabilities and shareholders' equity	228,921	289,264

These financial statements are authorized for issue by the Board of Directors on December 16, 2016:

They are signed on the Company's behalf by:

"Stephen Kenwood"
Director

"Chris Dyakowski"
Director

The accompanying notes are an integral part of these financial statements

ESSEX MINERALS INC.

Statements of Loss and Comprehensive Loss
Expressed in Canadian dollars

	Year ended September 30 2015	Year ended September 30 2014
	$	$
General and administrative expenses		
Bank charges and interest	94	26
Management fees	18,000	-
Office and miscellaneous	2,743	341
Professional fees	52,821	2,638
Stock based payments	-	19,000
Telephone	3,037	-
Travel and promotion	5,304	318
Loss before income taxes	(81,999)	(22,323)
Income tax recovery	12,755	428
Net loss and comprehensive loss for the year	(69,244)	(21,895)
Basic and diluted loss per share	(0.01)	(0.00)
Weighted average number of common shares		
- Basic and diluted	5,676,000	4,652,808

The accompanying notes are an integral part of these financial statements

ESSEX MINERALS INC.

Statements of Cash Flows
Expressed in Canadian dollars

	Year ended September 30 2015	Year ended September 30 2014
	$	$
Cash flows provided by (used in) operating activities		
Net loss for the year	(69,244)	(21,895)
Changes in non-cash working capital items:		
GST receivable	60	(9)
Stock based payments	-	19,000
Accounts payable and accrued liabilities	21,656	1,178
Deferred tax liabilities	(12,755)	(428)
Net cash flows used in operating activities	(60,283)	(2,154)
Investing activities		
Exploration and evaluation assets expenditures	6,034	(60,466)
Net cash flows provided by (used in) investing activities	6,034	(60,466)
Financing activities		
Deferred financing costs	(10,656)	-
Issuance of shares for cash	-	83,500
Net cash flows (used in) provided by financing activities	(10,656)	83,500
(Decrease) increase in cash and cash equivalents	(64,905)	20,880
Cash and cash equivalents, beginning of year	96,665	75,785
Cash and cash equivalents, end of year	31,760	96,665

The accompanying notes are an integral part of these financial statements

ESSEX MINERALS INC.

Statements of Changes in Equity
Expressed in Canadian dollars, except for number of shares

	Common shares				
	Number	Amount	Reserves	Deficit	Total
		$	$	$	$
Balance, September 30, 2013	4,651,000	220,010	245,000	(274,506)	190,504
Shares issued pursuant to non-brokered private placement					
Non flow-through shares, at a price of $0.005 per share, fair valued at $0.10	200,000	1,000	19,000	-	20,000
Non flow-through shares, at a price of $0.10 per share	825,000	82,500	-	-	82,500
Net loss and comprehensive loss for the year	-	-	-	(21,895)	(21,895)
Balance, September 30, 2014	5,676,000	303,510	264,000	(296,401)	271,109
Net loss and comprehensive loss for the year	-	-	-	(69,244)	(69,244)
Balance, September 30, 2015	5,676,000	303,510	264,000	(365,645)	201,865

The accompanying notes are an integral part of these financial statements

Expressed in Canadian dollars

1. Nature and Continuance of Operations

The Company was incorporated on November 19, 2012 under the Business Corporations Act (British Columbia). The Company's principal business activity is the exploration of mineral properties. The Company currently conducts substantially all of its operations in Canada in one business segment.

The head office and the principal address of the Company are located at 3750 West 49th Avenue, Vancouver, BC, V6N 3T8 and the registered and records office of the Company is Suite 900 – 900 Howe Street, Vancouver, BC, V6Z 2M4.

The Company has not yet determined whether its properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and exploration costs is dependent upon the existence of economically recoverable ore reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from the disposal of properties.

These financial statements have been prepared using accounting principles applicable to a going concern which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company emphasises that attention should be drawn to matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern the most significant of these being the Company's ability to carry out its business objectives dependent on the Company's ability to receive continued financial support from related parties, to obtain public equity financing, or to generate profitable operations in the future. Other uncertainties include the fact that the Company is currently in the exploration stage for its interests in the Melba property in British Columbia, Canada (see Note 3), the economic viability of which have not been fully assessed. The Company has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of capitalized costs on the Melba property is uncertain and dependent upon projects achieving commercial production or sale. The outcome of these matters cannot be predicted at this time. The Company is considering a number of alternatives to secure additional capital including obtaining funding facilities or equity financings. Although management intends to secure additional financing there is no assurance management will be successful or that it will establish future profitable operations. These factors together raise substantial doubt about the Company's ability to continue as a going concern.

	September 30 2015	September 30 2014
Deficit	$ (365,645)	$ (296,401)
Working capital	$ 9,001	$ 95,622

If the going concern assumption was not appropriate for these financial statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the statements of financial position classifications used and such amounts would be material.

2. Significant Accounting Policies

Basis of presentation

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

2. Significant Accounting Policies (cont'd…)

Basis of presentation (cont'd…)

These financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at their fair value as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting.

Approval of financial statements

The financial statements were approved by the Board of Directors of the Company on December 16, 2016.

Significant accounting judgments and estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and related disclosure. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgment is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates.

Significant areas where management's judgment has been applied include:

- Classifying categories of financial assets and financial liabilities in accordance with IAS 39, *Financial instruments: recognition and measurement*;
- Evaluating if the criteria for recognition of provisions and contingencies are met in accordance with IAS 37, *Provisions, contingent liabilities and contingent assets*;
- Assessing whether deferred tax assets and liabilities are recognized in accordance with IAS 12, *Income taxes*; and
- The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuring year as they fall due, and to fund planned and contractual exploration programs, involves judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

Significant areas requiring the use of management estimates and assumptions include:

- Exploration and Evaluation Expenditure
  The application of the Company's accounting policy for deferred exploration expenditure requires judgement in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures is capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

2. Significant Accounting Policies (cont'd…)

Significant accounting judgments and estimates (cont'd…)

- Title to Mineral Property Interest
  Although the Company has taken some steps to verify title to mineral properties in which it has interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfer and title may be affected by undetected defect.

- Asset Retirement Obligations
  The Company recognizes the liability for an asset retirement obligation. The relevant costs in associated with the assets retirement obligations are estimated based on the Company's interpretation of current regulatory requirements. Based on the assessment, the Company did not have any significant asset retirement obligations at the reporting dates.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, deposits in banks and highly liquid investments with an original maturity of three months or less. There were no cash equivalents as at September 30, 2015 and 2014.

Exploration and evaluation assets

The Company is in the exploration stage with respect to its investment in mineral interests. Accordingly, once a license to explore an area has been secured, the Company follows the practice of capitalizing all costs relating to the acquisition of, exploration for and development of exploration and evaluation assets. Such costs, include, but are not limited to, geological and geophysical studies, exploratory drilling and sampling. At such time as commercial production commences, these costs will be charged to operations on a unit-of-production method based on proven and probable resources. The aggregate costs, related to abandoned exploration and evaluation assets are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, according to the usual industry standards for the stage of exploration of such properties, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected title defects.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition. The Company recognizes as income any costs recovered on exploration and evaluation assets when amounts received or receivable are in excess of the carrying amount.

Upon transfer of exploration and evaluation costs into mine development, all subsequent expenditures on the construction, installation or completion of infrastructure facilities are capitalized within mine development. After production starts, all assets included in mine development costs are transferred to producing mines.

2. Significant Accounting Policies (cont'd…)

Asset retirement obligation

Provisions for the decommissioning, restoration and rehabilitation are recognized in other liabilities when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period, and are discounted to present value where the effect is material. Upon initial recognition of the liability, the corresponding costs are added to the carrying amount of the related asset and amortized as an expense, using a systematic method, over the economic life of the asset. Following initial recognition of the asset retirement obligation, the carrying amount of the liability is adjusted annually for the passage of time and changes to the amount or timing of the underlying cash flows needed to settle the obligation. The Company performs evaluations to identify onerous contracts and, where applicable, records provisions for such contracts. The Company does not have any asset retirement obligation as at September 30, 2015 and 2014.

Mining tax credit

Mining tax credits are recorded as a reduction of the related deferred exploration expenditures upon receipts from the Canada Revenue Agency ("CRA"). These non-repayable mining credits are earned in respect to exploration costs incurred in British Columbia, Canada and are recorded as a reduction of the related exploration expenditures.

Impairment of non-financial assets

The Company reviews and evaluates its property, including exploration and evaluation assets, property and equipment for indications of impairment when events or changes in circumstances indicate that the related carrying amount may not be recoverable or at least at the end of each reporting period. The asset's recoverable amount is estimated if an indication of impairment exists.

Impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets. Future cash flows are estimated based on expected future production, commodity prices, operating costs and capital costs.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the asset. Impairment losses reducing the carrying value to the recoverable amount are recognized in profit and loss.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

2. Significant Accounting Policies (cont'd…)

Flow-through shares

Flow-through shares entitle a company that incurs certain resource expenditures in Canada to renounce them for tax purposes allowing the expenditures to be deducted for tax purposes by the investors who purchased the shares. The Company adopted a policy whereby the premium paid for flow through shares in excess of the market value of the shares without the flow through features at the time of issue is credited to other liabilities and included in income at the time the qualifying expenditures are made.

A deferred tax liability is recognized in respect of the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as an asset in the statement of financial position and its tax basis. A portion of the deferred tax assets that were not previously recognized are recognized as a recovery of deferred taxes in the statements of operations and comprehensive loss up to the amount of the deferred tax liability upon renunciation.

Comprehensive income/loss

Comprehensive income/loss is the change in the Company's shareholders' equity that results from transactions and other events from other than the Company's shareholders and includes items that would not normally be included in net earnings, such as unrealized gains and losses on available-for-sale investments. Certain gains and losses are presented in other comprehensive income until it is considered appropriate to recognize into net earnings.

Share based payments

Share based payments to directors, officers and consultants are measured at the fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which case the fair value of the equity instruments issued is used. The value of the goods or services is recorded at the earlier of the vesting date, or the date the goods or services are received.

Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated giving effect to the potential dilution that would occur if securities or other contracts to issue common shares were exercised or converted to common shares using the treasury method. The treasury method assumes that proceeds received from the exercise of stock options and warrants are used to repurchase common shares at the prevailing market rate. Diluted loss per share is equal to the basic loss per share as the outstanding options and warrants are anti-dilutive.

Deferred financing costs

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

2. Significant Accounting Policies (cont'd…)

Segment information

The Company currently conducts substantially all of its operations in Canada in one business segment.

Financial instruments

The Company's financial instruments consist of cash and cash equivalents, accounts payable and accrued liabilities and due to related parties. Cash and cash equivalents are classified as fair value through profit or loss and recorded at fair value. Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities, which are measured at amortized cost. The fair value of cash and cash equivalents, accounts payable and accrued liabilities and due to related parties are equal to their carrying value due to their short-term maturity.

<u>Financial assets</u>
The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the income statement.

Loans and receivables – These assets are non-derivative financial assets with fixed or determinable payment that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments – These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the income statement.

Available-for-sale – Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the income statement.

All financial assets, except those at fair value through profit or loss, are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence that a financial asset or a group of financial assets is impaired. Different criteria are applied for each category of financial assets described above to determine impairment.

2. Significant Accounting Policies (cont'd…)

Financial instruments (cont'd...)

Derecognition of financial assets

Financial assets are derecognized when the rights to receive cash flows from the assets expire or the financial assets are transferred and the Company has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in profit or loss.

Financial liabilities
The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statements of operation and comprehensive loss.

*Other financial liabilitie*s – This category includes accounts payables and accrued liabilities and due to related parties, which is recognized at amortized cost.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the statement of loss and comprehensive loss except to the extent it relates to items recognized directly in equity.

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

Deferred tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss). In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2. Significant Accounting Policies (cont'd…)

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share purchase warrants are recognized as a deduction from equity, net of any tax effects.

Related party transactions

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

Newly adopted standards

The Company adopted the following accounting standards during the year:

IAS 24 Related party disclosures

The Company adopted the amendments to IAS 24, which clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. Adoption of the standard did not have a material impact on its financial statements.

IFRS 2 Share-based payment

The Company adopted the amendments to IFRS 2 which clarify the definition of “vesting conditions”, and separately define a “performance condition” and a “service condition”. A performance condition requires the counterparty to complete a specified period of service and to meet a specified performance target during the service period. A service condition solely requires the counterparty to complete a specified period of service. The adoption of the new standard did not have any significant impact on the financial statements of the Company.

IFRS 7 Financial instruments: disclosures and IAS 32 Financial instruments: presentation

Financial assets and financial liabilities may be offset, with the net amount presented in the statement of financial position, only when there is a legally enforceable right to set off and when there is either an intention to settle on a net basis or to realize the asset and settle the liability simultaneously. The amendments to IAS 32, issued in December 2011, clarify the meaning of the offsetting criterion "currently has a legally enforceable right to set off" and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement.

Expressed in Canadian dollars

2. Significant Accounting Policies (cont'd…)

Newly adopted standards (cont'd…)

IFRIC 21 Levies

IFRIC 21 Levies, issued in May 2013, provides guidance on the accounting for levies within the scope of IAS 37 *Provisions, contingent liabilities and contingent assets*. The main features of IFRIC 21 are as follows:

- The obligating event that gives rise to a liability to pay a levy is the activity that triggers the payment of the levy, as identified by the legislation; and
- The liability to pay a levy is recognized progressively if the obligating event occurs over a period of time.

The adoption of the new standard did not have any significant impact on the financial statements of the Company.

Standards issued but not yet effective

The Company has not yet applied the following new standards, interpretations or amendments to standards that have been issued as at September 30, 2015 but are not yet effective. Unless otherwise stated, the Company does not plan to early adopt any of these new or amended standards and interpretations and intends to adopt those standards when they become effective. The Company does not expect the impact of such changes on the financial statements to be material, unless otherwise stated.

IFRS 9 Financial instruments

IFRS 9 Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2018. The Company is in the process of evaluating the impact of the new standard.

3. Exploration and Evaluation Assets

Melba Mineral Property, Kamloops Mining Division, British Columbia

On December 18, 2012 ("Effective Date") and subsequently amended on September 30, 2014, December 1, 2014, September 30, 2015, November 5, 2015 and October 3, 2016, the Company entered into an option agreement to acquire a 100% interest in 8 mining claims located in the Kamloops Mining District of British Columbia. To acquire the 100% interest, the Company must make cash payments of $120,000 and issue 100,000 of the Company's common shares as follows:

Date	Cash	Shares
Upon the execution and delivery of the Agreement (paid)	$ 5,000	-
Within 30 days after execution and delivery of the Agreement (paid)	$ 10,000	-
Within 10 days after listing of the Company's shares on the TSXV	$ 15,000	50,000
First anniversary after listing of the Company's shares on the TSXV	$ 20,000	50,000
Second anniversary after listing of the Company's shares on the TSXV	$ 25,000	-
Third anniversary after listing of the Company's shares on the TSXV	$ 45,000	-
	$ 120,000	100,000

Expressed in Canadian dollars

3. Exploration and Evaluation Assets (cont'd…)

During the term of the option, the Company is required to keep the claims in good standing, and to incur minimum Exploration Expenditures on the Properties of not less than an aggregate of $350,000 as follows:

1. $100,000 by the first anniversary of the Effective Date; and
2. an additional $250,000 by July 31, 2017.

These claims are also subject to a 2% Net Smelter Return Royalty payable to the Optionor, which can be acquired at a purchase price of $1,000,000 per percentage point commencing from the date upon which the Property is put into commercial production.

Expenditure related to the properties can be summarized as follows:

	Balance September 30, 2013	Additions	Balance September 30, 2014	Additions	Balance September 30, 2015
	$	$	$	$	$
Acquisition costs					
Additions during the year					
Property option payments – cash	15,000	-	15,000	-	15,000
	15,000	-	15,000	-	15,000
Exploration costs					
Airborne geophysical survey	90,000	-	90,000	-	90,000
Assays	166	-	166	-	166
Equipment rental	-	3,678	3,678	-	3,678
Field costs	4,000	6,500	10,500	-	10,500
Geological consulting	-	9,700	9,700	-	9,700
Geophysical consulting	4,000	5,827	9,827	-	9,827
Project management	19,752	-	19,752	-	19,752
Technical report	13,100	4,975	18,075	4,102	22,177
Travel, supplies and field expenses	4,006	11,600	15,606	-	15,606
Mining exploration tax credit	-	-	-	(10,136)	(10,136)
	135,024	42,280	177,304	(6,034)	171,270
Balance, end of year	150,024	42,280	192,304	(6,034)	186,270

4. Share Capital

a) Authorized: Unlimited number of common shares with no par value

b) Issued and Outstanding

During the year ended September 30, 2014, the Company issued 200,000 non-flow through shares at $0.005 per share and 825,000 non-flow through shares at $0.10 per share for a total cash proceeds of $83,500. All of the shares issued at $0.005 and $0.05 was fair valued at $0.10 per share. As a result, the Company recognized a stock based compensation of $19,000 and $245,000 for 2014 and 2013, respectively.

As at September 30, 2015 and 2014, 5,676,000 common shares with no par value were issued and outstanding.

4. Share Capital (cont'd…)

c) Escrow shares

As at September 30, 2015 and 2014, the Company has 2,901,000 common shares held in escrow. These common shares held in escrow are released as follows: 10% released on the date the Company's securities are listed on a Canadian exchange and 15% released every six months thereafter, subject to acceleration provisions provided for in National Policy 46-201 – *Escrow for Initial Public Offerings.*

d) Flow-through shares

Proceeds from common shares issued pursuant to flow-through financings are credited to capital stock. Once incurred, these expenditures are included in exploration and evaluation assets, but are not available as a tax deduction to the Company as the tax expenditures have been renounced to the investors.

As at September 30, 2015 and 2014 the Company has incurred all the qualifying exploration expenditures (as defined in the Canadian Income Tax Act).

5. Related Party Transactions

During the fiscal year ended September 30, 2015, the Company has the following related party transactions:

(a) Paid or accrued management fees of $18,000 (2014: $Nil) to a Company controlled by the Chief Executive Officer. As at September 30, 2015, amount of $6,300 (2014: $Nil) is owed for management fees and related sales taxes. Amount of $3,443 (2014: $Nil) is owed to the Chief Executive Officer for expenses incurred on behalf of the Company.

(b) Included in professional fees is $6,750 (2014: $Nil) paid to the Company's Chief Financial Officer for accounting services rendered to the Company.

(c) Included in exploration and evaluation assets is $Nil (2014 - $8,775) paid by the Company to its CEO for geological consulting and fieldwork.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

6. Financial Instruments

The Company's financial instruments are exposed to certain financial risks, including liquidity risk, and interest rate risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2015, the Company had a cash and cash equivalents balance of $31,760 (2014 - $96,665) to settle accounts payable and accrued liabilities and due to related parties of $22,994 (2014 - $1,338). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

6. Financial Instruments (cont'd…)

Interest rate risk

The Company has cash and cash equivalents balances and no interest-bearing debt. The Company believes it has no significant interest rate risk.

Fair value hierarchy

The Company applied the following fair value hierarchy which prioritizes the inputs used in the valuation methodologies in measuring fair value into three levels:

The three levels are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

As at September 30, 2015, the Company's financial instruments are cash and cash equivalents of $31,760 (2014 - $96,665), which is considered to be Level 1 instruments.

7. Commitments

a) On October 1, 2014 ("Effective date"), The Company entered into a one-year management agreement with Max Investments Inc. to provide services for $3,000 per month. The Agreement was terminated effective March 31, 2015. Also see Note 5.

b) See Note 3 and 10.

8. Capital Management

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

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

The capital structure of the Company consists of shareholder's equity, comprising issued capital and deficit. The Company is not exposed to any externally imposed requirements. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

Expressed in Canadian dollars

9. Income Taxes

The Company does not have any income tax liabilities during the current year and, accordingly, no income taxes are recorded. The potential income tax benefits associated with losses incurred by the Company have not been recorded in the accounts as deferred tax assets as they are not recognized due to uncertainty of utilization of tax losses. These losses may be available to reduce taxable income in the future years.

The following table reconciles the expected income taxes expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the statements of loss and comprehensive loss for the years ended September 30, 2015 and 2014:

	Year ended September 30, 2015	Year ended September 30, 2014
Loss before income taxes	$ (81,999)	$ (22,323)
Statutory tax rate	13.50%	13.50%
Expected income tax (recovery)	(11,070)	(3,014)
Non-deductible items	340	2,586
Changes in estimates	(2,025)	-
Total income tax (recovery) expense	(12,755)	(428)

The deferred tax assets have not been recognized because at this stage of the Company's development, it is not probable that future taxable profit will be available against which the Company can utilize such deferred tax assets.

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for the calculation of taxable income. Deferred tax assets (liabilities) as at September 30, 2015 and 2014 are comprised of the following:

	2015	2014
Non-capital losses carry forwards	$ 12,813	$ 2,083
Exploration and evaluation assets	(16,875)	(18,900)
Net deferred tax (liability)	$ (4,062)	$ (16,817)

The Company has non capital loss carry-forwards of $94,907 (2014 - $15,425) which may be carried forward to apply against future year income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

2033	$	12,261
2034	$	3,164
2035	$	79,482
Total	$	94,907

10. Subsequent Events

a) On November 5, 2014 the Company engaged Canaccord Genuity Corp. as its agent to assist the Company on a proposed Initial Public Offering ("IPO"), whereby the Company proposed to issue up to 4,000,000 shares at a price of $0.15 per share, to raise total gross proceeds of $600,000 on a commercially reasonable effort basis (the "Offering").

   The Company shall make an application for the listing of the common shares on the TSX Venture Exchange. The Company agrees to pay cash commission of 9% of the aggregate gross proceeds of the Offering, the agent will receive agent warrants' at any time prior to the date that is 24 months from the date of listing on TSX Venture Exchange to acquire in the aggregate that number of common shares of the Company which is equal to 9% of the number of shares sold under the Offering, at an exercisable price of $0.15. Upon closing, the Company shall pay the agent a corporate finance fee of $15,000 cash plus 100,000 shares. The Company is responsible for all reasonable expenses of the offering, upon signing of the engagement letter, the Company shall deposit with Canaccord Genuity Corp. a retainer of $10,000 (paid) from which expenses may be deducted as they incurred.

b) Also see note 3.

SCHEDULE C
UNAUDITED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED JUNE 30, 2016 AND 2015

ESSEX MINERALS INC.

Condensed Interim Financial Statements
(Expressed in Canadian Dollars)

Nine months ended June 30, 2016 and 2015
(Unaudited- prepared by management)

ESSEX MINERALS INC.

Condensed Interim Statements of Financial Position
Expressed in Canadian dollars
[Unaudited – prepared by management]

As at	June 30 2016	September 30 2015
	$	$
ASSETS		
Current assets		
Cash and cash equivalents	16,496	31,760
GST receivable	758	235
Total current assets	17,254	31,995
Deferred financing costs	10,656	10,656
Exploration and evaluation assets (Note 3)	187,270	186,270
Total assets	215,180	228,921
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	23,700	13,251
Due to related parties (Note 5)	-	9,743
Total current liabilities	23,700	22,994
Deferred tax liabilities	4,062	4,062
Total liabilities	27,762	27,056
SHAREHOLDERS' EQUITY		
Share capital (Note 4)	303,510	303,510
Reserves	264,000	264,000
Deficit	(380,092)	(365,645)
Total shareholders' equity	187,418	201,865
Total liabilities and shareholders' equity	215,180	228,921

These condensed interim financial statements are authorized for issue by the Board of Directors on December 16, 2016:

They are signed on the Company's behalf by:

"Stephen Kenwood"
Director

"Chris Dyakowski"
Director

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

ESSEX MINERALS INC.

Condensed Interim Statements of Operations and Comprehensive Loss
As expressed in Canadian dollars
[Unaudited – prepared by management]

	Three months ended June30, , 2016	Three months ended June 30, 2015	Nine months ended June 30, 2016	Nine months ended June 30, 2015
	$	$	$	$
General and administrative expenses				
Bank charges and interest	6	6	52	88
Management fees	-	-	-	18,000
Office and miscellaneous	-	234	-	2,647
Professional fees	543	116	11,895	53,477
Regulatory fees	-	-	2,500	-
Telephone	-	870	-	2,275
Travel and promotion	-	1,844	-	4,128
Net loss and comprehensive loss for the period	(549)	(3,070)	(14,447)	(80,615)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Weighted average number of common shares - Basic and diluted	5,676,000	5,676,000	5,676,000	5,676,000

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

ESSEX MINERALS INC.

Condensed Interim Statements of Cash Flows
Expressed in Canadian dollars
[Unaudited – prepared by management]

	Nine months ended June 30 2016	Nine months ended June 30 2015
	$	$
Cash flows provided by (used in) operating activities		
Net loss for the period	(14,447)	(80,615)
Changes in non-cash working capital items:		
GST receivable	(523)	(1,350)
METC receivable	-	10,136
Accounts payable and accrued liabilities	706	19,649
Net cash flows used in operating activities	(14,264)	(52,180)
Investing activities		
Exploration and evaluation assets expenditures	(1,000)	(4,102)
Net cash flows provided by (used in) investing activities	(1,000)	(4,102)
Financing activities		
Deferred financing costs	-	(10,000)
Net cash flows (used in) provided by financing activities	-	(10,000)
(Decrease) in cash and cash equivalents	(15,264)	(66,282)
Cash and cash equivalents, beginning of period	31,760	96,665
Cash and cash equivalents, end of period	16,496	30,383

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

ESSEX MINERALS INC.

Condensed Interim Statements of Changes in Equity
Expressed in Canadian dollars, except for number of shares
[Unaudited – prepared by management]

	Common shares				
	Number	Amount	Reserves	Deficit	Total
		$	$	$	$
Balance, September 30, 2014	5,676,000	303,510	264,000	(296,401)	271,109
Net loss and comprehensive loss for the period	-	-	-	(80,615)	(80,615)
Balance, June 30, 2015	5,676,000	303,510	264,000	(377,016)	190,494
Net loss and comprehensive loss for the period	-	-	-	11,371	11,371
Balance, September 30, 2015	5,676,000	303,510	264,000	(365,645)	201,865
Net loss and comprehensive loss for the period	-	-	-	(14,447)	(14,447)
Balance, June 30, 2016	5,676,000	303,510	264,000	(380,092)	187,418

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

Expressed in Canadian dollars

1. Nature and Continuance of Operations

The Company was incorporated on November 19, 2012 under the Business Corporations Act (British Columbia). The Company's principal business activity is the exploration of mineral properties. The Company currently conducts substantially all of its operations in Canada in one business segment.

The head office and the principal address of the Company are located at 3750 West 49th Avenue, Vancouver, BC, V6N 3T8 and the registered and records office of the Company is Suite 900 – 900 Howe Street, Vancouver, BC, V6Z 2M4.

The Company has not yet determined whether its properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and exploration costs is dependent upon the existence of economically recoverable ore reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from the disposal of properties.

These condensed interim financial statements have been prepared using accounting principles applicable to a going concern which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company emphasises that attention should be drawn to matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern the most significant of these being the Company's ability to carry out its business objectives dependent on the Company's ability to receive continued financial support from related parties, to obtain public equity financing, or to generate profitable operations in the future. Other uncertainties include the fact that the Company is currently in the exploration stage for its interests in the Melba property in British Columbia, Canada (see Note 3) and the economic viability of which have not been fully assessed. The Company has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of capitalized costs on the Melba property is uncertain and dependent upon projects achieving commercial production or sale. The outcome of these matters cannot be predicted at this time. The Company is considering a number of alternatives to secure additional capital including obtaining funding facilities or equity financings. Although management intends to secure additional financing there is no assurance management will be successful or that it will establish future profitable operations. These factors together raise substantial doubt about the Company's ability to continue as a going concern.

	June 30 2016	September 30 2015
Deficit	$ (380,092)	$ (365,645)
Working capital (deficiency)	$ (6,446)	$ 9,001

If the going concern assumption was not appropriate for these condensed interim financial statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the statements of financial position classifications used and such amounts would be material.

2. Significant Accounting Policies

Basis of presentation

These condensed interim financial statements are unaudited and have been prepared in accordance with International Accounting Standard 34 – *Interim Financial Reporting*, using accounting policies consistent with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and interpretations of the International Reporting Interpretations Committee (IFRIC). They do not include all of the information required for full annual financial statements.

These condensed interim financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at their fair value as explained in the accounting policies set out below. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting.

Approval of financial statements

The condensed interim financial statements were approved by the Board of Directors of the Company on December 16, 2016.

Significant accounting judgments and estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and related disclosure. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgment is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates.

Significant areas where management's judgment has been applied include:

- Classifying categories of financial assets and financial liabilities in accordance with IAS 39, *Financial instruments: recognition and measurement*;
- Evaluating if the criteria for recognition of provisions and contingencies are met in accordance with IAS 37, *Provisions, contingent liabilities and contingent assets*;
- Assessing whether deferred tax assets and liabilities are recognized in accordance with IAS 12, *Income taxes*; and
- The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuring year as they fall due, and to fund planned and contractual exploration programs, involves judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

Significant areas requiring the use of management estimates and assumptions include:

2. Significant Accounting Policies (cont'd…)

Significant accounting judgments and estimates (cont'd…)

- Exploration and Evaluation Expenditure
  The application of the Company's accounting policy for deferred exploration expenditure requires judgement in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures is capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

- Title to Mineral Property Interest
  Although the Company has taken some steps to verify title to mineral properties in which it has interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfer and title may be affected by undetected defect.

- Asset Retirement Obligations
  The Company recognizes the liability for an asset retirement obligation. The relevant costs in associated with the assets retirement obligations are estimated based on the Company's interpretation of current regulatory requirements. Based on the assessment, the Company did not have any significant asset retirement obligations at the reporting dates.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, deposits in banks and highly liquid investments with an original maturity of three months or less. There were no cash equivalents as at June 30, 2016 and September 30, 2015.

Exploration and evaluation assets

The Company is in the exploration stage with respect to its investment in mineral interests. Accordingly, once a license to explore an area has been secured, the Company follows the practice of capitalizing all costs relating to the acquisition of, exploration for and development of exploration and evaluation assets. Such costs, include, but are not limited to, geological and geophysical studies, exploratory drilling and sampling. At such time as commercial production commences, these costs will be charged to operations on a unit-of-production method based on proven and probable resources. The aggregate costs, related to abandoned exploration and evaluation assets are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, according to the usual industry standards for the stage of exploration of such properties, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected title defects.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition. The Company recognizes as income any costs recovered on exploration and evaluation assets when amounts received or receivable are in excess of the carrying amount.

2. Significant Accounting Policies (cont'd…)

Exploration and evaluation assets (cont'd…)

Upon transfer of exploration and evaluation costs into mine development, all subsequent expenditures on the construction, installation or completion of infrastructure facilities are capitalized within mine development. After production starts, all assets included in mine development costs are transferred to producing mines.

Asset retirement obligation

Provisions for the decommissioning, restoration and rehabilitation are recognized in other liabilities when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period, and are discounted to present value where the effect is material. Upon initial recognition of the liability, the corresponding costs are added to the carrying amount of the related asset and amortized as an expense, using a systematic method, over the economic life of the asset. Following initial recognition of the asset retirement obligation, the carrying amount of the liability is adjusted annually for the passage of time and changes to the amount or timing of the underlying cash flows needed to settle the obligation. The Company performs evaluations to identify onerous contracts and, where applicable, records provisions for such contracts. The Company does not have any asset retirement obligation as at June 30, 2015 and September 30, 2015.

Mining tax credit

Mining tax credits are recorded as a reduction of the related deferred exploration expenditures upon receipts from the Canada Revenue Agency ("CRA"). These non-repayable mining credits are earned in respect to exploration costs incurred in British Columbia, Canada and are recorded as a reduction of the related exploration expenditures.

Impairment of non-financial assets

The Company reviews and evaluates its property, including exploration and evaluation assets, property and equipment for indications of impairment when events or changes in circumstances indicate that the related carrying amount may not be recoverable or at least at the end of each reporting period. The asset's recoverable amount is estimated if an indication of impairment exists.

Impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets. Future cash flows are estimated based on expected future production, commodity prices, operating costs and capital costs.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the asset. Impairment losses reducing the carrying value to the recoverable amount are recognized in profit and loss.

2. Significant Accounting Policies (cont'd…)

Impairment of non-financial assets (cont'd…)

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

Flow-through shares

Flow-through shares entitle a company that incurs certain resource expenditures in Canada to renounce them for tax purposes allowing the expenditures to be deducted for tax purposes by the investors who purchased the shares. The Company adopted a policy whereby the premium paid for flow through shares in excess of the market value of the shares without the flow through features at the time of issue is credited to other liabilities and included in income at the time the qualifying expenditures are made. Proceeds from common shares issued pursuant to flow-through financings are credited to capital stock. Once incurred, these expenditures are included in exploration and evaluation assets, but are not available as a tax deduction to the Company as the tax expenditures have been renounced to the investors.

A deferred tax liability is recognized in respect of the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as an asset in the statement of financial position and its tax basis. A portion of the deferred tax assets that were not previously recognized are recognized as a recovery of deferred taxes in the statements of operations and comprehensive loss up to the amount of the deferred tax liability upon renunciation.

Comprehensive income/loss

Comprehensive income/loss is the change in the Company's shareholders' equity that results from transactions and other events from other than the Company's shareholders and includes items that would not normally be included in net earnings, such as unrealized gains and losses on available-for-sale investments. Certain gains and losses are presented in other comprehensive income until it is considered appropriate to recognize into net earnings.

Share based payments

Share based payments to directors, officers and consultants are measured at the fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which case the fair value of the equity instruments issued is used. The value of the goods or services is recorded at the earlier of the vesting date, or the date the goods or services are received.

Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated giving effect to the potential dilution that would occur if securities or other contracts to issue common shares were exercised or converted to common shares using the treasury method. The treasury method assumes that proceeds received from the exercise of stock options and warrants are used to repurchase common shares at the prevailing market rate. Diluted loss per share is equal to the basic loss per share as the outstanding options and warrants are anti-dilutive.

2. Significant Accounting Policies (cont'd…)

Deferred financing costs

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

Segment information

The Company currently conducts substantially all of its operations in Canada in one business segment.

Financial instruments

The Company's financial instruments consist of cash and cash equivalents, accounts payable and accrued liabilities and due to related parties. Cash and cash equivalents are classified as fair value through profit or loss and recorded at fair value. Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities, which are measured at amortized cost. The fair value of cash and cash equivalents, accounts payable and accrued liabilities and due to related parties are equal to their carrying value due to their short-term maturity.

Financial assets
The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the income statement.

Loans and receivables – These assets are non-derivative financial assets with fixed or determinable payment that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments – These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the income statement.

Available-for-sale – Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the income statement.

2. Significant Accounting Policies (cont'd…)

Financial instruments (cont'd...)

All financial assets, except those at fair value through profit or loss, are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence that a financial asset or a group of financial assets is impaired. Different criteria are applied for each category of financial assets described above to determine impairment.

Derecognition of financial assets

Financial assets are derecognized when the rights to receive cash flows from the assets expire or the financial assets are transferred and the Company has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in profit or loss.

Financial liabilities
The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statements of operation and comprehensive loss.

*Other financial liabilitie*s – This category includes accounts payables and accrued liabilities and due to related parties, which is recognized at amortized cost.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the statement of loss and comprehensive loss except to the extent it relates to items recognized directly in equity.

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

Deferred tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss). In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

2. Significant Accounting Policies (cont'd…)

Income taxes (cont'd…)

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share purchase warrants are recognized as a deduction from equity, net of any tax effects.

Related party transactions

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

Standards issued but not yet effective

The Company has not yet applied the following new standards, interpretations or amendments to standards that have been issued as at June 30, 2016 but are not yet effective. Unless otherwise stated, the Company does not plan to early adopt any of these new or amended standards and interpretations and intends to adopt those standards when they become effective.

The Company does not expect the impact of such changes on the financial statements to be material, unless otherwise stated.

IFRS 9 Financial instruments

IFRS 9 Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2018. The Company is in the process of evaluating the impact of the new standard.

3. Exploration and Evaluation Assets

Melba Mineral Property, Kamloops Mining Division, British Columbia

On December 18, 2012 ("Effective Date") and subsequently amended on September 30, 2014, December 1, 2014, September 30, 2015, November 5, 2015 and October 3, 2016, the Company entered into an option agreement to acquire a 100% interest in 8 mining claims located in the Kamloops Mining District of British Columbia. To acquire the 100% interest, the Company must make cash payments of $120,000 and issue 100,000 of the Company's common shares as follows:

Expressed in Canadian dollars

3. Exploration and Evaluation Assets (cont'd…)

Melba Mineral Property, Kamloops Mining Division, British Columbia (cont'd...)

Date	Cash	Shares
Upon the execution and delivery of the Agreement (paid)	$ 5,000	-
Within 30 days after execution and delivery of the Agreement (paid)	$ 10,000	-
Within 10 days after listing of the Company's shares on the TSXV	$ 15,000	50,000
First anniversary after listing of the Company's shares on the TSXV	$ 20,000	50,000
Second anniversary after listing of the Company's shares on the TSXV	$ 25,000	-
Third anniversary after listing of the Company's shares on the TSXV	$ 45,000	-
	$ 120,000	100,000

During the term of the option, the Company is required to keep the claims in good standing, and to incur minimum Exploration Expenditures on the Properties of not less than an aggregate of $350,000 as follows:

1. $100,000 by the first anniversary of the Effective Date; and
2. an additional $250,000 by July 31, 2017.

These claims are also subject to a 2% Net Smelter Return Royalty payable to the Optionor, which can be acquired at a purchase price of $1,000,000 per percentage point commencing from the date upon which the Property is put into commercial production.

Expenditure related to the properties can be summarized as follows:

	Balance September 30, 2014	**Additions**	**Balance September 30, 2015**	**Additions**	**Balance June 30, 2016**
	$	$	$	$	$
Acquisition costs					
Additions during the period					
Property option payments – cash	15,000	-	15,000	-	15,000
	15,000	-	15,000	-	15,000
Exploration costs					
Airborne geophysical survey	90,000	-	90,000	-	90,000
Assays	166	-	166	-	166
Equipment rental	3,678	-	3,678	-	3,678
Field costs	10,500	-	10,500	-	10,500
Geological consulting	9,700	-	9,700	-	9,700
Geophysical consulting	9,827	-	9,827	-	9,827
Project management	19,752	-	19,752	-	19,752
Technical report	18,075	4,102	22,177	1,000	23,177
Travel, supplies and field expenses	15,606	-	15,606	-	15,606
Mining exploration tax credit	-	(10,136)	(10,136)	-	(10,136)
	177,304	(6,034)	171,270	1,000	172,270
Balance, end of period	192,304	(6,034)	186,270	1,000	187,270

4. Share Capital

a) Authorized: Unlimited number of common shares with no par value

b) Issued and Outstanding

No common shares were issued for the nine months ended June 30, 2016 and for the year ended September 30, 2015.

c) Escrow shares

As at June 30, 2016 and September 30, 2015, the Company has 2,901,000 common shares held in escrow. These common shares held in escrow are released as follows: 25% released on the date the Company's securities are listed on a Canadian exchange and 25% released every six months thereafter, subject to acceleration provisions provided for in National Policy 46-201 – *Escrow for Initial Public Offerings.*

d) Flow-through shares

As at June 30, 2016 and September 30, 2015, the Company has incurred all the qualifying exploration expenditures (as defined in the Canadian Income Tax Act).

5. Related Party Transactions

During the fiscal nine months ended June 30, 2016, the Company has the following related party transactions:

(a) Paid or accrued management fees of $Nil (2015 - $18,000) to a Company controlled by the Chief Executive Officer. As at June 30, 2016, amount of $Nil (September 30, 2015 - $6,300) is owed for management fees and related sales taxes. Amount of $Nil (September 30, 2015 - $3,443) is owed to the Chief Executive Officer for expenses incurred on behalf of the Company.

(b) Included in professional fees is $Nil (2015 - $6,750) paid to the Company's Chief Financial Officer for accounting services rendered to the Company.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

6. Financial Instruments

The Company's financial instruments are exposed to certain financial risks, including liquidity risk, and interest rate risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2016, the Company had a cash and cash equivalents balance of $16,496 (September 30, 2015 - $31,760) to settle accounts payable and accrued liabilities and due to related parties of $23,700 (September 30, 2015 - $22,994). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

6. Financial Instruments (cont'd…)

Interest rate risk

The Company has cash and cash equivalents balances and no interest-bearing debt. The Company believes it has no significant interest rate risk.

Fair value hierarchy

The Company applied the following fair value hierarchy which prioritizes the inputs used in the valuation methodologies in measuring fair value into three levels:

The three levels are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

As at June 30, 2016, the Company's financial instruments are cash and cash equivalents of $16,496 (September 30, 2015 - $31,760), which is considered to be Level 1 instruments.

7. Commitments

See Note 3 and 9.

8. Capital Management

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

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

The capital structure of the Company consists of shareholder's equity, comprising issued capital and deficit. The Company is not exposed to any externally imposed requirements. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

9. Subsequent Events

a) On November 5, 2014 the Company engaged Canaccord Genuity Corp. as its agent to assist the Company on a proposed Initial Public Offering ("IPO"), whereby the Company proposed to issue up to 4,000,000 shares at a price of $0.15 per share, to raise total gross proceeds of $600,000 on a commercially reasonable effort basis (the "Offering").

   The Company shall make an application for the listing of the common shares on the TSX Venture Exchange. The Company agrees to pay cash commission of 9% of the aggregate gross proceeds of the Offering, the agent will receive agent warrants' at any time prior to the date that is 24 months from the date of listing on TSX Venture Exchange to acquire in the aggregate that number of common shares of the Company which is equal to 9% of the number of shares sold under the Offering, at an exercisable price of $0.15. Upon closing, the Company shall pay the agent a corporate finance fee of $15,000 cash plus 100,000 shares. The Company is responsible for all reasonable expenses of the offering, upon signing of the engagement letter, the Company shall deposit with Canaccord a retainer of $10,000 (paid) from which expenses may be deducted as they incurred.

b) Also see note 3.

CERTIFICATE OF COMPANY

Dated: December 20, 2016

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

"Christopher I. Dyakowski"	"Kenneth C. Phillippe"
Christopher I. Dyakowski	Kenneth C. Phillippe
Chief Executive Officer	Chief Financial Officer

On behalf of the Board of Directors

"Stephen P. Kenwood"	"Thomas S. Dyakowski"
Stephen P. Kenwood	Thomas S. Dyakowski
Director	Director

CERTIFICATE OF PROMOTER

DATED: December 20, 2016

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

"Christopher I. Dyakowski"
Christopher I. Dyakowski
Promoter

CERTIFICATE OF AGENT

Dated: Decenber 20, 2016

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

CANACCORD GENUITY CORP.

"Frank G. Sullivan"

Frank G. Sullivan, Sponsorship, Investment Banking