

A copy of this preliminary prospectus has been filed with the securities regulatory authorities in the provinces of British Columbia, Alberta and Saskatchewan, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons authorized to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "U.S. Securities Act") and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state laws or an exemption from such registration is available. See "Plan of Distribution" below.

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING

September 25, 2017

NEW POINT EXPLORATION CORP. (the "Issuer")

Type of Securities	OFFERING Number of Securities	Price per Security
Common Shares	3,500,000	\$0.10

This prospectus (the "Prospectus") qualifies the distribution (the "Offering") in the provinces of British Columbia, Alberta and Saskatchewan, through Mackie Research Capital Corporation (the "Agent"), of 3,500,000 common shares without par value ("Common Shares") in the capital of the Issuer at a price of \$0.10 per Common Share (the "Offering Price") for aggregate gross proceeds of \$350,000. See "Description of Securities Distributed" below. The Offering Price was determined by negotiation between the Issuer and the Agent.

The Common Shares are being offered pursuant to an agency agreement (the "Agency Agreement") dated September ●, 2017 between the Issuer and the Agent.

	Price to Public	Agent Discounts or Commission ⁽¹⁾	Proceeds to Issuer ⁽²⁾
Per Common Share	\$0.10	\$0.01	\$0.09
Total Offering ⁽³⁾	\$350,000	\$35,000	\$315,000

Notes:

(1) Pursuant to the terms and conditions of the Agency Agreement between the Issuer and the Agent, the Issuer has agreed to pay the Agent upon closing of the Offering (the "Closing"), a cash commission (the "Agent's Fee") equal to 10% of the gross proceeds realized from the sale of the Common Shares under the Offering. In addition, the Agent will also receive that number of agent's warrants (the "Agent's Warrants") equal to 10% of the aggregate number of Common Shares issued in the Offering, which will entitle the Agent to purchase one Common Share (each an "Agent's Warrant Share") at a price that is equal to the Offering Price for a period of 24 months from the Closing Day. The Issuer has further agreed to pay the Agent a corporate finance fee (the "Corporate Finance Fee") of \$25,000, payable in cash. This Prospectus also qualifies for distribution the Agent's Warrants.

(2) Before deducting expenses of the Offering, to be borne by the Issuer, which expenses are estimated to be \$80,000.

(3) This Offering is subject to the completion of a minimum subscription of 3,500,000 Common Shares for gross proceeds to the Issuer of \$350,000. If the minimum subscription is not completed within 90 days of the issuance of a receipt for the Prospectus or such other time as may be consented to by the Agent and Subscribers, all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent.

ADDITIONAL DISTRIBUTIONS

This Prospectus also qualifies for the distribution of 100,000 Common Shares issuable to the Optionors (as defined herein) in respect of the Columbia Shear Project (as defined herein) pursuant to the Property Option Agreement (as defined herein). See "General Development of Business" and "Plan of Distribution" below.

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

As at the date of this Prospectus, the Issuer 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, Aequitas NEO Exchange Inc., a U.S. marketplace, or a 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).

The Issuer has applied to list its Common Shares on the Canadian Securities Exchange. Listing will be subject to the Issuer fulfilling all of the requirements of the Canadian Securities Exchange.

The Agent's position is as follows:

Agent's Position	Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Agent's Warrants ⁽¹⁾	350,000	Within 24 months from the Closing	\$0.10
Total Securities Issuable to Agent	350,000		

Notes:

(1) These securities are qualified compensation securities ("Qualified Compensation Securities") within the meaning of National Instrument 41-101 – *General Prospectus Requirements* ("NI 41-101") and are qualified for distribution by this Prospectus. See "Plan of Distribution" below.

The Agent, as exclusive agent of the Issuer for the purposes of this Offering, offers the Common Shares for sale under this Prospectus at the Offering Price on a commercially reasonable efforts basis, in accordance with the Agency Agreement referred to under "Plan of Distribution" below and subject to the approval of certain legal matters on behalf of the Issuer by Lotz & Company and on behalf of the Agent by Miller Thomson LLP. No person is authorized to provide any information or to make any representation in connection with this Offering other than as contained in this Prospectus.

Subscriptions will be received subject to rejection or allotment in whole or in part by the Issuer and the right is reserved to close the subscription books at any time without notice. The Common Shares will be issued as non-certificated book-entry securities through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. Consequently, purchasers of Common Shares will receive a customer confirmation from the registered dealer that is a CDS participant from or through which the Common Shares were purchased and no certificate evidencing the Common Shares will be issued. Registration will be made through the depository services of CDS.

AGENT

MACKIE RESEARCH CAPITAL CORPORATION

1075 West Georgia Street
Suite 1920
Vancouver, British Columbia
V6E 3C9

Telephone: (778) 373-4100
Facsimile: (778) 373-4101

TABLE OF CONTENTS

Forward-Looking Statements	1
Eligibility for Investment	1
Metric Equivalents	2
Glossary	3
Glossary of Technical Terms	4
Prospectus Summary	5
Corporate Structure	7
Name and Incorporation	7
General Development of the Business	7
Business of the Issuer	7
History	7
Acquisitions.....	7
Trends.....	8
Narrative Description of the Business	8
Overview	8
Columbia Shear Property, Victoria Mining Division, British Columbia, Canada.....	8
Description and Location of the Columbia Shear Property	9
Mineral Tenures	11
Accessibility, Climate, Local Resources, Infrastructure and Physiography	13
History	14
Geological Setting, Mineralization and Deposit Types	21
Exploration	30
Drilling	47
Sample Preparation, Analyses and Security	47
Data Verification	48
Mineral Processing and Metallurgical Testing.....	48
Mineral Resource and Mineral Reserve Estimates	48
Adjacent Properties	48
Other Relevant Data and Information	48
Use of Proceeds	50
Proceeds	50
Funds Available.....	50
Principal Purposes	50
Stated Business Objectives and Milestones.....	51
Selected Financial Information and Management Discussion and Analysis	51
Annual Information	51
Dividends	52
Management's Discussion and Analysis.....	52
Liquidity and Capital Resources	52
Description of Securities Distributed	53
Authorized and Issued Share Capital	53
Common Shares	53
Agent's Warrants	53
Additional Common Shares	54
Consolidated Capitalization	54
Options to Purchase Securities	54
Agent's Warrants	55
Prior Sales	55
Escrowed Securities	55
Principal Shareholders	57
Directors and Officers	57
Corporate Cease Trade Orders or Bankruptcies	59
Penalties or Sanctions.....	60
Personal Bankruptcies	60
Conflicts of Interest.....	60
Statement of Executive Compensation	60
Compensation Discussion and Analysis.....	60

Compensation Discussion and Analysis.....	61
Summary Compensation Table	61
Director Compensation Table	62
External Management Companies.....	62
Stock Options and Other Compensation Securities.....	63
Proposed Compensation.....	63
Indebtedness of Directors and Executive Officers	63
Audit Committee and Corporate Governance	63
Audit Committee	63
Corporate Governance.....	65
Plan of Distribution	66
Risk Factors	68
Promoters	71
Legal Proceedings	71
Interest of Management and Others in Material Transactions	72
Relationship Between the Issuer and Agent	72
Auditors	72
Registrar and Transfer Agent	72
Material Contracts	72
Experts.....	72
Other Material Facts	73
Purchasers' Statutory Right of Withdrawal and Rescission.....	73
Financial Statements	73
 Schedule "A" – Audit Committee Charter	 A-1
Schedule "B" – Financial Statements for the Period Ended June 30, 2017	B-1
Certificate of the Issuer and Promoter	C-1
Certificate of the Agent	C-2

FORWARD-LOOKING STATEMENTS

This Prospectus contains "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information may include, but is not limited to, statements with respect to the future price of metals, historical estimates of mineralization, capital expenditures, success of exploration activities, permitting time lines, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage, the completion of regulatory approvals. In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information in this Prospectus includes, among other things, proposed expenditures for exploration work on the Columbia Shear Property (as defined herein), general and administrative expenses, expectations generally regarding completion of this Offering, the ability of the Issuer to raise further capital for corporate purposes, the utilization of the net proceeds of the Offering and treatment under applicable governmental regimes for permitting and approvals. See "Narrative Description of the Business – Recommendations", "Use of Proceeds" and "Risk Factors" below.

Such forward-looking information is based on a number of material factors and assumptions, including, but not limited in any manner, to those disclosed in any other of the Issuer's public filings and include the ultimate determination of mineral reserves, if any, the availability and final receipt of required approvals, licenses and permits, sufficient working capital to develop and operate any proposed mine, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified work force and the ultimate ability to mine, process and sell mineral products on economically favourable terms. While the Issuer considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to, risks and uncertainties disclosed in this Prospectus. See "Risk Factors" below. The Issuer has no specific policies or procedures for updating forward-looking information. Forward-looking information is based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Issuer does not intend, and undertakes no obligation, to update any forward-looking information to reflect, among other things, new information or future events.

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Thorsteinssons LLP, Canadian tax counsel to the Issuer ("Tax Counsel"), based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the "Tax Act"), and any specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided the Common Shares are listed on a "designated stock exchange" (as such term is defined in the Tax Act and which currently includes the Canadian Securities Exchange (the "Exchange")) or the Issuer is otherwise a "public corporation" (as such term is defined in the Tax Act) at the particular time, the Common Shares will at that time be a "qualified investment" under the Tax Act for a trust governed by a registered retirement savings plan (a "RRSP"), a registered retirement income fund (a "RRIF"), a deferred profit sharing plan, a registered disability savings plan ("RDSP"), a registered education savings plan ("RESP"), and a tax-free savings account (a "TFSA").

The Common Shares are not currently listed on a "designated stock exchange" and the Issuer is not otherwise a "public corporation" (as such term is defined in the Tax Act). It is Tax Counsel's understanding that the Issuer has applied to list the Common Shares on the Exchange and the listing of the Common Shares on the Exchange on or before the date of Closing is a condition of the Closing. Listing will be subject to the Issuer fulfilling all of the requirements of the Exchange. The Issuer will rely upon the Exchange to list the Common Shares on the Exchange as of the day before Closing (the "Listing") and otherwise proceed in the manner described above to render the Common Shares issued on the Closing to be listed on a designated stock exchange within the meaning of the Tax Act at the time of issuance. If the Exchange does not proceed as anticipated, the Common Shares will not be a "qualified investment" as per the Tax Act at the time of Closing.

Notwithstanding that the Common Shares may be a qualified investment for a TFSA, RRSP or RRIF, the holder of or annuitant under such plan will be subject to a penalty tax if the Common Shares are a "prohibited investment" for

purposes of the Tax Act. The Common Shares will be a "prohibited investment" if the holder of a TFSA or the annuitant of a RRSP or RRIF, as the case may be: (i) does not deal at arm's length with the Issuer for purposes of the Tax Act; or (ii) has a "significant interest" (within the meaning of the Tax Act) in the Issuer. Pursuant to proposed amendments to the Tax Act announced in the federal budget released on March 22, 2017, the rules in respect of "prohibited investments" are also proposed to apply to RDSs and RESPs, generally in respect of transactions occurring, and investments acquired after, such date. **Prospective Holders and annuitants should consult their own tax advisors with respect to whether the Common Shares would be a "prohibited investment" as defined in the Tax Act.**

METRIC EQUIVALENTS

For ease of reference, the following factors for converting Imperial measurements into metric equivalents are provided:

To convert from Imperial	To Metric	Multiply by
Acres	Hectares	0.404686
Feet	Metres	0.30480
Miles	Kilometres	1.609344
Tons	Tonnes	0.907185
Ounces (troy)/ton	Grams/Tonne	34.2857

GLOSSARY

"**Agency Agreement**" means the Agency Agreement dated • between the Agent and the Issuer.

"**Agent**" means Mackie Research Capital Corporation.

"**Agent's Fee**" means the cash commission paid to the Agent equal to 10% of the gross proceeds in relation to this Offering.

"**Agent's Warrants**" means the warrants granted to the Agent as compensation for its services in relation to this Offering entitling the Agent to purchase one Common Share per warrant within 24 months after the Closing Day.

"**Agent's Warrant Shares**" means the Common Shares that may be sold to the Agent pursuant to the Agent's exercise of the Agent's Warrants, as described under the heading "Plan of Distribution" below.

"**Author**" means Don MacIntyre, Ph.D., P. Eng., the author of the Technical Report.

"**Board of Directors**" or "**Board**" means the Issuer's board of directors.

"**Columbia Shear Property**" means the twenty-three contiguous mineral titles covering an area of 3346.20 hectares, approximately 30 kilometres ("km") southeast of the town of Port Alberni and 45 km northwest of the town of Lake Cowichan, in the Victoria Mining Division, British Columbia.

"**Closing**" means the closing of the Offering and the issuance by the Issuer of the Common Shares.

"**Closing Day**" means such day for Closing as determined by the Agent and as agreed to by the Issuer.

"**Common Shares**" means the common shares without par value in the capital of the Issuer.

"**Corporate Finance Fee**" means the fee to be paid by the Issuer to the Agent on the Closing Day in consideration of corporate finance and structuring services provided by the Agent.

"**Issuer**" means New Point Exploration Corp.

"**Escrow Agent**" means TSX Trust Company.

"**Exchange**" or "**CSE**" means the Canadian Securities Exchange.

"**Listing Date**" means the date the Common Shares commence trading on the Exchange.

"**Lynes**" means Craig A. Lynes, an Optionor.

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

"**Offering Price**" means \$0.10 per Common Share.

"**Optionors**" means Craig A. Lynes and Rich River Exploration Ltd. collectively, and each an "Optionor".

"**Property Option Agreement**" means the option agreement dated March 21, 2017 made among the Issuer and the Optionors with respect to the Columbia Shear Property.

"**Stock Option Agreements**" mean the stock option agreements dated August 29, 2017 between the Issuer and certain directors and officers of the Issuer.

"**Stock Option Plan**" means a stock option plan approved by the Board of Directors on August 29, 2017 providing for the granting of incentive stock options to the Issuer's directors, officers, employees and consultants.

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

"**Technical Report**" means the technical report dated July 14, 2017 entitled "*Technical Report – Columbia Shear Mineral Property Vancouver Island British Columbia Canada British Columbia Canada*" authored by Don MacIntyre, Ph.D., P. Eng.

GLOSSARY OF TECHNICAL TERMS

Ag	Chemical symbol for silver.
Anomalous	A description of anything statistically out of the ordinary.
Argillite	A compact rock, derived either from mudstone (claystone or siltstone) or shale, that has undergone a somewhat higher degree of induration than mudstone or shale but is less clearly laminated and without its fissility, and that lacks the cleavage distinctive of slate.
Au	Chemical symbol for gold.
Chalcopyrite	A sulphide of copper common to most copper mineral deposits.
Cu	Chemical symbol for copper.
EM	Electromagnetic.
Fe	Chemical symbol for iron.
Feldspar	A common silicate mineral that occurs in all rock types and decomposes to form much of the clay in soil, including kaolinite.
Geochemical	Pertaining to various chemical aspects (e.g. concentration, associations of elements) of natural media such as rock, soil and water.
Igneous Rock	A rock formed by the crystallization of magma or lava.
Lithologic	Pertaining to rock.
Metamorphic	Pertaining to the process of metamorphism or to its results.
Metavolcanic	Descriptive of partly metamorphosed volcanic rock.
Mineralization	The presence of minerals of possible economic value – and also the process by which concentration of economic minerals occurs.
Ni	Chemical symbol for nickel.
Pb	Chemical symbol for lead.
Porphyry	An igneous rock of any composition that contains conspicuous phenocrysts in a fine-grained groundmass.
Ppb	Parts per billion.
Ppm	Parts per million.
Pyrite	An iron sulphide.
Pyrrhotite	A monoclinic and hexagonal mineral (FeS); invariably deficient in iron; variably ferrimagnetic; metallic; bronze yellow with iridescent tarnish; in mafic igneous rocks, contact metamorphic deposits, high-temperature veins and granite pegmatites.
S	Chemical symbol for sulphur.
Schist	A strongly foliated crystalline rock, formed by dynamic metamorphism, that can be readily split into thin flakes or slabs due to the well-developed parallelism of more than 50% of the minerals present, particularly those of lamellar or elongate prismatic habit, e.g. mica and hornblende.
Sphalerite	A sulphide mineral of zinc (ZnS) with zinc replaced by iron with minor manganese, arsenic and cadmium. Commonly occurs with the lead mineral galena in veins and irregular replacement in limestone.
VTEM	Means versatile time domain electromagnetic system.
Zn	Chemical symbol for zinc.

PROSPECTUS SUMMARY

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

The Issuer: The Issuer was incorporated under the *Business Corporations Act* (British Columbia) on March 10, 2017 under the name "New Point Exploration Corp." and does not have any subsidiaries.

The Issuer's corporate office is located at Suite 200, 551 Howe Street, Vancouver, British Columbia, V6C 2C2 and its registered and records office is located at Lotz & Company, Suite 1170, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.

The Issuer's Business: The Issuer is engaged in the business of mineral exploration and the acquisition of mineral property assets in British Columbia. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration program on the Columbia Shear Property.

Further to these objectives, the Issuer entered into the Property Option Agreement pursuant to which it is entitled to earn an undivided 100% interest in the Columbia Shear Property.

The Issuer intends to fund the exploration of the Columbia Shear Property and its initial commitments thereon using the proceeds of its prior private placement financings and this Offering. See "Narrative Description of the Business" below.

The Property: The Columbia Shear Property consists of twenty-three (23) contiguous mineral tenures located near Cowichan Lake, British Columbia, in the Victoria Mining Division, British Columbia.

Management, Directors and Officers: Robert Coltura –Chief Executive Officer, President and Director
Mark Lotz – Chief Financial Officer and Director
Dušan Berka – Director
Gerald Carlson – Director

See "Directors and Officers" below.

The Offering: The Issuer is offering 3,500,000 Common Shares for sale at a price of \$0.10 per Common Share in the provinces of British Columbia, Alberta and Saskatchewan.

This Prospectus also qualifies the distribution of (i) up to 350,000 Agent's Warrants, to the Agent as Qualified Compensation Securities; and (ii) 100,000 Common Shares issuable to the Optionors in respect of the Columbia Shear Property.

See "Plan of Distribution" below.

Use of Proceeds: The gross proceeds to the Issuer from the sale of the Common Shares offered hereby will be \$350,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated expenses of the Offering of \$80,000, the Agent's Fee of \$35,000 and the balance of the Corporate Finance Fee of \$19,650, and including the Issuer's estimated working capital as at August 31, 2017 of \$58,910, are estimated to be \$274,260.

Principal Purpose	Funds to be Used ⁽¹⁾
To fund the Phase 1 exploration program on the Columbia Shear Property ⁽²⁾	\$90,000
To provide funding sufficient to meet administrative costs for 12 months	\$91,000
To provide general working capital to fund ongoing operations	\$93,260

TOTAL:	\$274,260.24
---------------	---------------------

Notes:

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

(2) See "Narrative Description of the Business – Recommendations" below for a summary of the work to be undertaken, a breakdown of the estimated costs and the nature of title to, or the Issuer's interest in, the Columbia Shear Property.

**Summary of
Financial
Information**

The following selected financial information is subject to the detailed information contained in the audited financial statements of the Issuer and notes thereto appearing elsewhere in this Prospectus. The selected financial information is derived from the audited financial statements for the period ended June 30, 2017. The Issuer has established June 30th as its financial year end.

	Period Ended June 30, 2017 (audited)
Total revenues	\$Nil
Exploration expenditures	\$70,000
Management fees	\$12,500
Professional fees	\$3,193
General and administrative expenses	\$325
Rent	\$4,882
Stock-based compensation	\$30,000
Net Loss	(\$50,900)
Basic and diluted loss per common share	\$0.01
Total assets	\$159,407
Long-term financial liabilities	\$Nil
Cash dividends per share	\$Nil

See "Selected Financial Information and Management Discussion and Analysis" below.

Risk Factors:

An investment in the Common Shares should be considered highly speculative and investors may incur a loss on their investment. The Issuer has no history of earnings and to date has not defined any commercial quantities of mineral reserves on the Columbia Shear Property. The Issuer has an option only to acquire an interest in the Columbia Shear Property and there is no guarantee that the Issuer's 100% interest, if earned, will be certain or that it cannot be challenged by claims of aboriginal or indigenous title, or unknown third parties claiming an interest in the Columbia Shear Property. The Issuer and its assets may also become subject to uninsurable risks. The Issuer's activities may require permits or licenses which may not be granted to the Issuer. The Issuer competes with other companies with greater financial resources and technical facilities. The Issuer may be affected by political, economic, environmental and regulatory risks beyond its control. The Issuer is currently largely dependent on the performance of its directors and officers and there is no assurance the Issuer can retain their services. In recent years both metal prices and publicly traded securities prices have fluctuated widely. See "Risk Factors" below.

Currency:

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

CORPORATE STRUCTURE

Name and Incorporation

New Point Exploration Corp. was incorporated pursuant to the *Business Corporations Act* (British Columbia) on March 10, 2017.

The Issuer's head office is located at Suite 200, 551 Howe Street, Vancouver, British Columbia, V6C 2C2 and its registered and records office is located at Lotz & Company, Suite 1170, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.

The Issuer has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Issuer

The Issuer is engaged in the business of mineral exploration and the acquisition of mineral property assets in British Columbia. See "Narrative Description of the Business" below.

History

Subsequent to its incorporation, the Issuer has completed private seed capital equity financing, raising aggregate gross proceeds of approximately \$178,001. These funds have been, and are being, used for the acquisition, exploration and maintenance of the Columbia Shear Property and general working capital. The Issuer intends to raise funds through the Offering to carry out additional exploration on the Columbia Shear Property, as set out in "Use of Proceeds" below.

Acquisitions

To this end, the Issuer entered into the Property Option Agreement whereby the Issuer was granted an irrevocable and exclusive option to acquire a 100% interest in the Columbia Shear Property, consisting of twenty-three (23) contiguous mineral tenures comprising an aggregate area of 3346.364 hectares, located near Cowichan Lake, British Columbia, in the Victoria Mining Division, the particulars of which are described in greater detail below.

To exercise its option to acquire a 100% interest in the Columbia Shear Property, the Issuer is required to: (i) pay an aggregate \$105,000 in cash payments to the Optionor, Rich River Exploration Ltd.; (ii) issue an aggregate 600,000 Common Shares to the Optionor, Rich River Exploration Ltd.; and (iii) incur an aggregate minimum of \$400,000 in exploration expenditures on the Columbia Shear Property, in accordance with the following schedule:

Date for Completion	Cash Payment	Number of Common Shares to be Issued	Minimum Exploration Expenditures to be Incurred
Upon execution of Property Option Agreement	\$5,000 (paid)	Nil	\$Nil
Upon the Closing	\$Nil	100,000 ⁽¹⁾	\$Nil
On or before the 1st anniversary of the listing of the Common Shares on the Exchange	\$Nil	100,000 ⁽²⁾	\$Nil
On or before the 2nd anniversary of the listing of the Common Shares on the Exchange	\$20,000	100,000 ⁽²⁾	\$100,000

Date for Completion	Cash Payment	Number of Common Shares to be Issued	Minimum Exploration Expenditures to be Incurred
On or before the 3rd anniversary of the listing of the Common Shares on the Exchange	\$30,000	100,000 ⁽²⁾	\$100,000
On or before the 4th anniversary of the listing of the Common Shares on the Exchange	\$50,000	200,000 ⁽²⁾	\$200,000

Notes:

(1) These 100,000 Common Shares are qualified for distribution under this Prospectus.

(2) Subject to such resale restrictions and legends as may be imposed by the applicable securities laws.

In accordance with the terms of the Property Option Agreement, the Optionors will retain a 3% net smelter returns royalty (the "NSR") on the Columbia Shear Property. The Issuer will have the right to purchase 1% of such NSR for \$750,000 and the remaining 2% of such NSR for \$1,000,000. Otherwise, once the Issuer exercises its option to acquire a 100% interest in the Columbia Shear Property and upon the commencement of commercial production thereon, the NSR is payable to the Optionors on all base, rare earth elements and precious metals upon receipt by the Issuer of payment from the smelter refinery or other place of treatment of the proceeds from the sale of the minerals, ore, concentrates or other products from the Columbia Shear Property. The Issuer will be the operator of the Columbia Shear Property during the term of the Property Option Agreement and the Optionor, Rich River Exploration Ltd., will be the primary contractor when possible. The Issuer will also pay any rates, taxes, duties, royalties, assessments or fees levied with respect to the Columbia Shear Property or the Optionors' operations thereon and will apply and pay for assessment credits for the mineral claims comprising the Columbia Shear Property for all the work and expenditures conducted on all or any part of the Columbia Shear Property.

Trends

As a junior mining company, the Issuer is highly susceptible to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

The Issuer's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Issuer. Apart from this risk and the risk factors noted under the heading "Risk Factors", the Issuer is not aware of any other trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on the Issuer's business, financial conditions or result of operations.

NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

The Issuer is engaged in the business of acquiring and exploring mineral resource properties. The Issuer's sole property is the Columbia Shear Property (in this section, the "Property"), located near Cowichan Lake, British Columbia, approximately 30 km southeast of the town of Port Alberni and 45 km northwest of the town of Lake Cowichan, in the Victoria Mining Division. The Issuer's interest in the Property is governed by the Property Option Agreement. See "Acquisitions" above.

The Issuer intends to use the net proceeds from this Offering to carry out exploration on the Property and for working capital. The Issuer may decide to acquire other mineral properties in addition to the Property described below.

Columbia Shear Property, Victoria Mining Division, British Columbia, Canada

The following information regarding the Property is summarized or extracted from an independent technical report dated July 14, 2017 entitled "*Technical Report - Columbia Shear Mineral Property, Vancouver Island British*

Columbia Canada" prepared for the Issuer by Don MacIntyre, Ph.D., P. Eng. (the "Author") in accordance with the requirements of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). Mr. MacIntyre is a "qualified person" within the meaning of NI 41-101.

Description and Location of the Columbia Shear Property

The Property is located on Vancouver Island, British Columbia, Canada, approximately 30 km southeast of the town of Port Alberni and 45 km northwest of the town of Lake Cowichan, British Columbia, Canada (Figure 1). The Property is accessible via logging roads from either the town of Port Alberni (77 km) or the town of Youbou (34 km).

The Property consists of twenty-three contiguous mineral titles covering an area of 3346.20 hectares (Figure 2 and Table 1). The Property is centred at 49°02' 13" N Latitude 124°34' 23" W Longitude, UTM 10 385034E, 5432757N.

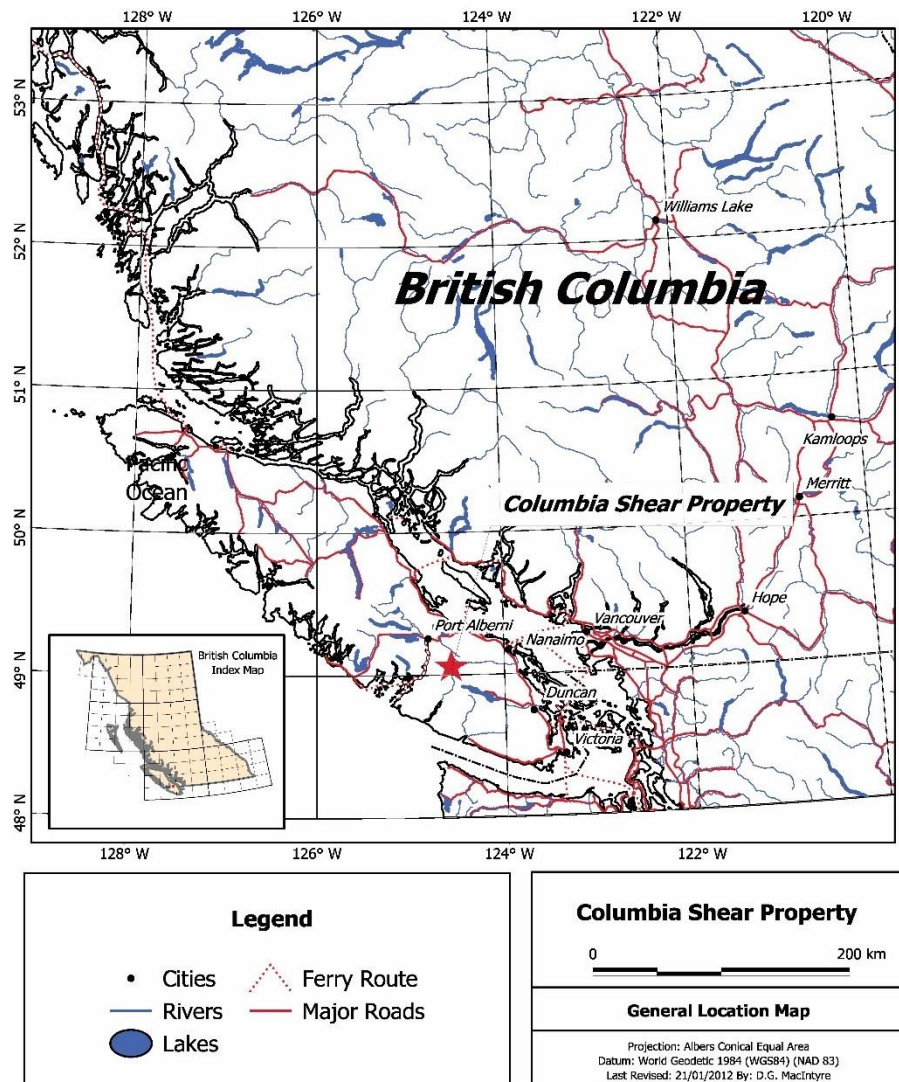


Figure 1. General location map, Columbia Shear Property southwest British Columbia.

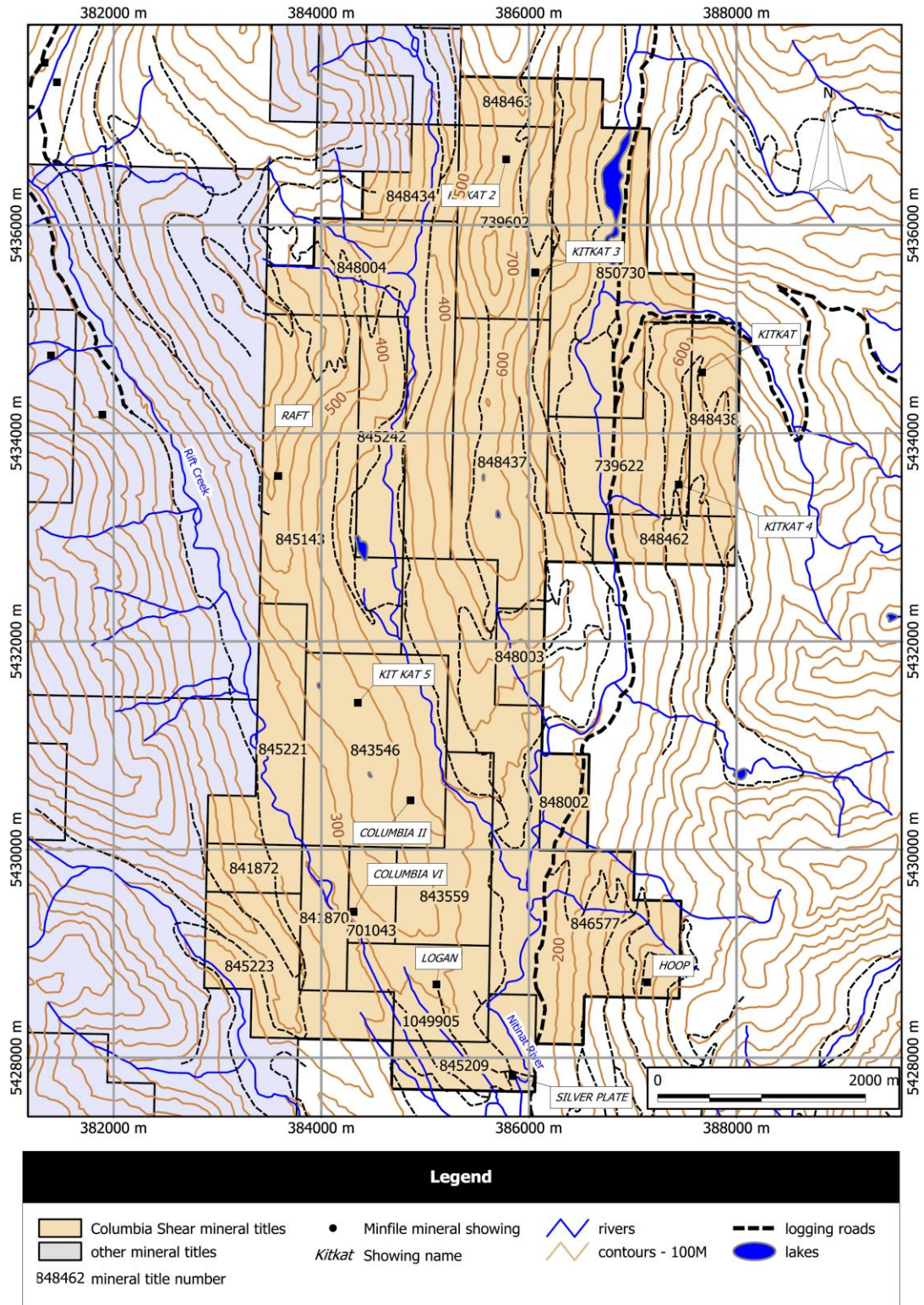


Figure 2. Mineral tenure map, Columbia Shear Property, prepared from MTO geospatial data.

Mineral Tenures

Details of the status of tenure ownership for the Property were obtained from the Mineral Titles Online (the "MTO") electronic staking system managed by the Mineral Titles Branch of the Province of British Columbia, on June 28, 2017. Tenure boundaries are based on lines of latitude and longitude. There is no requirement to mark claim boundaries on the ground as these can be determined with reasonable accuracy using a GPS. The Property claims have not been surveyed. The mineral tenures comprising the Property are shown above in Figure 2 and listed below in Table 1.

Table 1. Columbia Shear Mineral Claim Data.

Tenure Number	Type	Claim Name	Good Until	Area (hectares)
701043	Mineral Claim		January 31, 2022	42.38
739602	Mineral Claim		January 31, 2022	169.32
739622	Mineral Claim		January 31, 2022	169.38
841870	Mineral Claim		January 31, 2022	63.57
841872	Mineral Claim		January 31, 2022	42.38
843546	Mineral Claim	COLUMBIA PLATINUM	January 31, 2022	254.21
843559	Mineral Claim	COLUMBIA VI	January 31, 2022	127.13
845143		COLUMBIA SHEAR	January 31, 2022	317.62
845209		SILVER SHEAR	January 31, 2022	84.78
845221		RIFT SHEAR	January 31, 2022	127.11
845223		LOGAN'S GOLD	January 31, 2022	148.35
845242		COLUMBIA STAR	January 31, 2022	105.86
846577		HOOP - SHEAR	January 31, 2022	444.93
848002		SHEAR 2	January 31, 2022	42.37
848003		SHEAR 3	January 31, 2022	42.36
848004		KIT KAT SHEAR	January 31, 2022	254.03
848434		KITKAT 3	January 31, 2022	63.49
848437		COPPER SHEAR	January 31, 2022	254.08
848438		KIT KAT 4	January 31, 2022	84.69
848462		KITKAT-CU	January 31, 2022	63.53
848463		KITKAT2	January 31, 2022	42.32
850730		KITKAT	January 31, 2022	296.32
1049905		LOGAN'S - LODE	February 8, 2018	105.97

Information on the MTO website indicates that all of the claims listed in Table 1 are owned 100% by Craig A. Lynes ("Lynes"). Lynes holds these claims on behalf of his company Rich River Exploration Ltd.

In British Columbia, an individual or company holds the available mineral or placer mineral rights as defined in Section 1 of the *Mineral Tenure Act* (British Columbia) by acquiring title to a mineral tenure. This is now done by electronic staking through MTO. The electronic map used by MTO allows you to select single or multiple adjoining grid cells. Cells range in size from approximately 21 hectares (457 m x 463 m) in the south at the 49th parallel to approximately 16 hectares in the north at the 60th parallel. This is due to the longitude lines that gradually converge toward the North Pole. Clients are limited to 100 selected cells per submission for acquisition as one mineral title.

The number of submissions is not limited, but each submission for a claim must be completed through to payment before another can commence. No two people can select the same cells simultaneously, since the database is live and updated instantly; once you make your selection, the cells you have selected will no longer be available to another person, unless the payment is not successfully completed within 30 minutes.

In British Columbia, the owner of a mineral title acquires the right to the minerals which were available at the time of title acquisition as defined in the Mineral Tenure Act of British Columbia. Surface rights and placer rights are not included, however, mineral title conveys the right to use, enter into and occupy the surface of the claim or lease for the exploration and development or production of minerals, including the treatment of ore and concentrates and all operations related to the business of mining, provided that the necessary permits have been obtained. In order to exercise these access rights on private land, advance notice must be given to the landowner regarding the claim holder's intention to access the property and providing a description of the intended activities. The landowner may not arbitrarily refuse the claim holder access to the property, but if any dispute arises either of the parties may apply to the Chief Gold Commissioner for advice and suggestions for the settlement of the dispute. Mineral titles are valid for one year and the anniversary date is the annual occurrence of the date of recording.

A mineral title has a set expiry date, and in order to maintain the title beyond that expiry date, the recorded holder (or an agent) must, on or before the expiry date, register either exploration and development work that was performed on the title, or a payment instead of exploration and development. Failure to maintain a title results in automatic forfeiture at the end (midnight) of the expiry date; there is no notice to the title holder prior to forfeiture.

The mineral tenures listed in Table 1 are under option to the Issuer as outlined in the Property Option Agreement. See "General Development of the Business" above and "Risk Factors" below.

Required Permits and Reporting of Work

A mineral title has a set expiry date, and in order to maintain the title beyond that expiry date, the recorded holder (or an agent) must, on or before the expiry date, register either exploration and development work that was performed on the title, or a payment instead of exploration and development ("PIED"). Failure to maintain a title results in automatic forfeiture at the end (midnight) of the expiry date; there is no notice to the title holder prior to forfeiture.

The following are the current exploration expenditure or PIED amounts required to maintain a mineral title in good standing for one year:

Mineral Title - Work Requirement:

- \$5 per hectare for anniversary years 1 and 2;
- \$10 per hectare for anniversary years 3 and 4;
- \$15 per hectare for anniversary years 5 and 6; and
- \$20 per hectare for subsequent anniversary years

Mineral Title - PIED

- \$10 per hectare for anniversary years 1 and 2;
- \$20 per hectare for anniversary years 3 and 4;
- \$30 per hectare for anniversary years 5 and 6; and
- \$40 per hectare for subsequent anniversary years

A report detailing work done and expenditures made must be filed with the B.C. Ministry of Energy and Mines within 90 days of filing of a Statement of Work ("SOW"). After the report is review by ministry staff it is either approved or returned to the submitter for correction. Failure to produce a compliant report could result in loss of assessment credit and forfeiture of the mineral titles to which the credit was applied.

Prior to initiating any physical work such as drilling, trenching, bulk sampling, camp construction, access upgrading or construction and geophysical surveys using live electrodes on a mineral property a Notice of Work permit application must be filed with and approved by the Ministry of Energy and Mines. The filing of the Notice of Work initiates engagement and consultation with all other stakeholders including First Nations.

Environmental Liabilities

There have not been any mining or other exploration related physical disturbances on the Property to date. Most of the roads built to access forestry cut blocks have been decommissioned and have grown over and are no longer passable. Roads built for logging activities are not the responsibility of the mineral tenure holder. 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 Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access

Access to the Property is via logging roads from either the town of Port Alberni (77 km) or the town of Lake Cowichan (44 km). From Port Alberni, the Bamfield road is followed to the Museum Main, which follows Museum Creek and Rift Creek to the western side of the Property. Branching from Museum Main, the M2 and M2D roads lead eventually onto the central portion of the Property, east of Rift Creek. This road can be in very poor condition at times and may be blocked by rockslides.

The Property can also be accessed from the town of Lake Cowichan, which is a distance of 90 km by road from Victoria. From Lake Cowichan one follows highway 18 along the north side of Cowichan Lake to the town of Youbou, a distance of 10 km. At Youbou the paved highway ends near the eastern limits of the town and the North Shore Forest Service Road begins. At km 22 this gravel road connects with the Nitinat Main Forest Service Road. This paved forest service road heads north along the east side of the Nitinat River valley, entering the southern limit of the Columbia Shear Property around km 12. Branch roads cross the Nitinat River at 12.5 and 17.5 km (branch road BR20) and provide access to the southwestern and northwestern parts of the Property respectively. There are two gates on the Nitinat Main that may be closed - one at 8 km where the road crosses Red Bed Creek and another at 17 km just before branch road BR20. Numerous old, overgrown and washed out logging roads occur in areas of previous logging activity.

Climate and Vegetation

Vegetation on the Property include trees of the coastal Douglas fir biogeoclimatic zone which is characterized by Douglas fir, western red cedar and hemlock. Spruce, amabilis fir and birch are found at elevations less than 900 m. Alder, willow, poplar and cottonwood are commonly found on old logging roads. Undergrowth is typically a variable mixture of salal, devil's club and salmonberry.

At lower elevations, logging cut blocks of various ages are common with their associated overgrown and decommissioned logging roads. In recent years helicopter logging techniques have been utilized to harvest first growth timber at higher elevations. The climate of the Nitinat River area is characterized by a mean annual temperature of approximately 6.5 degrees Celsius and annual rainfall amounts ranging from 1500 to 3400 millimeters. Greater rainfall and heavier snowpacks occur at higher elevations while valley bottoms are drier and less prone to heavy snow accumulations during the winter months. The coastal rainforest climate promotes rapid tree growth and revegetation of disturbed areas such as clearcuts and road openings.

Local Resources

The nearest town is Lake Cowichan which is located 44 km by road to the south, at the eastern tip of Cowichan Lake. This town is very tourist oriented but also provides support for the logging industry. There are hardware and grocery stores in town which can provide supplies for future exploration work. The Cowichan Lake and Nitinat River areas are active logging regions with plenty of heavy equipment and operators available for hire. Most of these operators live in Lake Cowichan, Duncan or Port Alberni. Duncan and Port Alberni are major population centres and are within a one to two-hour drive of the project and provide all amenities including police, hospitals, groceries, fuel, helicopter services, hardware and other necessary items. Drilling companies are present in these communities, while assay facilities are located in Vancouver, British Columbia.

Infrastructure

Infrastructure in the area is primarily a well-maintained network of logging roads that transect the area of the claims. The nearest powerlines, gas pipelines and rail heads are located at Port Alberni and Youbou respectively.

Physiography

Topographically, the Property exhibits a moderate relief with an elevation ranging from 140 to 1058 m above mean sea level over an area of 34 km². There are numerous rivers and streams running through the survey area which connect various lakes and wetlands. There are some visible signs of culture such as roads and trails throughout the block.

History

The Columbia Shear Property covers 10 different mineral showings each of which has its own history of exploration. The following section describes this historical work. Information on work done at each of the showings is derived from publicly available assessment reports.

Silver Plate (St. Anthony)

In 1987 Gracey Resources Ltd. collected 55 rock and 558 soil samples from a grid covering the Silver Plate showing (Minfile #092C 148). They also did geological mapping at 1:5000 scale and 38.0 line km of VLF EM and magnetometer survey work on a new cut grid (Cukor and Cukor, 1988). The highest assay result, 1.89 grams per tonne gold and 5.48 grams per tonne silver, was from a rock chip sample (#1904) of a silicified shear containing quartz veins and occasional hematite in gabbro (Cukor and Cukor, 1988).

In 1988 Gracey Resources Ltd. did an additional 4 km VLF and resistivity survey (Cukor, 1988).

Kitkat

The first recorded work covering the Kitkat showings was done by Gunnex Ltd. between 1963 and 1966. This work involved limited prospecting and silt sampling over a large portion of the E&N Land Grant. There is no mention of showings in the area of the original Kitkat claims. The original Kitkat 1-7 claims covered 5 different showings – Kitkat, Kitkat 2, Kitkat 3, Kitkat 4 and Kitkat 5, all of which were located as a result of work done in 1984 and 1985. In 1984, JBL Resources contracted MPH Consulting Ltd. ("MPH") to do geological, geochemical, and geophysical work on the Kitkat 1-7 claims. The results of this work are summarized below and described in detail in assessment report 13945 (Neale and Hawkins, 1985).

The work done by MPH on the Kitkat claims in 1985 was divided into two phases. The Phase I program consisted of geological mapping (1:10,000 scale), rock sampling and prospecting covering the entire Property. Approximately 120 rock samples were collected and analyzed for Au and by 30-element ICP during Phase I. Phase I work was carried out from May 27 to June 13, 1985.

The Phase II program included detailed geological mapping of mineralized zones and outcrops at scales of 1:75, 1:100 and 1:750, and soil sampling and VLF-EM and magnetometer surveys carried out on two grids placed over target areas located during Phase I.

Grid A consisted of a total of 18.1 line km of flagged lines at 100 m line spacing, while Grid B consisted of 10.5 line km of flagged lines at 200 m line spacing. Soil samples were collected at 25 m intervals along lines on Grid A and at 50 m intervals on Grid B. A total of 646 soil samples were collected from Grid A and 207 samples from Grid B. All soil samples were analyzed for Cu, Ag and Zn. VLF-EM and magnetometer readings were taken at 25 m intervals along lines on both grids. A total of about 89 rock samples was collected during Phase II.

Soil geochemistry revealed two strongly anomalous zones as well as various smaller, weaker zones in the northwestern portion of the Property (Grid A). Cu values fall into a range from 144 to 1180 ppm, Zn values 92 to 820 ppm. All of these anomalous zones are along the geological trends of north to northwest and coincide with the surface sampling that revealed high copper and gold in rocks. Due to steep slopes, some displacement of geochemical anomalies is also evident. Weakly anomalous zones were determined in the southwestern portion of the Property (Grid B).

Geophysical surveys carried out over the soil sampling grids included VLF-EM and magnetometer surveys. These surveys located a number of weak VLF-EM conductors and magnetic anomalies, some of which could be subtle indications of mineralized zones.

Mineralized zones consisting of massive sulphide lenses (pyrite, lesser chalcopyrite, magnetite, minor pyrrhotite) within narrow shear zones cutting Nitinat Formation rocks on Grid A yielded grab sample results of up to 2940 ppb Au, greater than 9999 ppm Cu, 2364 ppm Mo, 1140 ppm Co, 360 ppm Pb, 960 ppm Zn, 3.0 ppm Ag, 530 ppm Ni, 145 ppb Pd and 100 ppb Pt. The massive sulphide lenses occur along zones of shearing and can be accompanied by hydrothermal alteration of the wallrocks. The mineralized zones are semi-continuous over a strike length of at least 2000 m.

Soil sampling on Grid A outlined two main subparallel zones strongly anomalous in Cu and/or Zn 800 m and 750 m long. Soil geochemical values range up to 1180 ppm Cu and up to 820 ppm Zn. The soil anomalies are approximately parallel to the geological trend and appear to reflect underlying mineralized zones. Numerous smaller anomalies are scattered throughout the grid, mainly in the southern and eastern portions. There appears to be generally good correlation between soil anomalies and the numerous surface Au and Cu showings.

Samples collected from pyritic Myra Formation rocks near a small flow on the eastern end of the Kitkat 5 claim returned up to 6702 ppm Cu, 2012 ppm Ni, 4850 ppb Pd, 1650 ppb Pt, 100 ppb Au, and 5.8 ppm Ag. It was felt that this represented a very high priority target that should be followed up by extending Grid B to the west (Neale and Hawkins, 1985).

Mineralized zones consisting of wide, intense shear zones cutting Nitinat Formation rocks on the east side of the Nitinat River and containing quartz-carbonate veins and veinlets yielded grab sample results of up to 3420 ppb Au. Copper values of up to 9928 ppm were also obtained from samples from this area, although no samples anomalous in Au were also anomalous in Cu (or other base metals). All Zn results were low. These mineralized skarn zones are short and discontinuous and occur in an area of at least 2500 m by 600 m in size.

In 1985-86 Angle Resources Ltd and Nexus Resource Corporation are reported to have drilled 6 BQ diamond drill holes totalling 595 metres. They also did geological mapping at 1:5,000 scale, soil and rock sampling and IP and magnetometer surveys. The results of this work are unknown. There does not appear to have been a filing for assessment credit for the work that was done and consequently there is no publicly available assessment report.

Raft

The following description of work done in the vicinity of the Raft showing (Minfile #092F 311) is taken from assessment report 14993 (Neale and Hawkins, 1986).

Government geological work in the area includes mapping by C.H. Clapp (1912), J.E. Muller and D.J.T. Carson (1969), J. E. Muller (1977 and 1980), and A. Sutherland Brown (1986). A regional aeromagnetic survey flown by Hunting Survey Corp. Ltd. in 1962 included the area of the Raft Group. The results are not known.

From 1963 to 1966 Gunnex Ltd. carried out a regional mapping program over a large portion of the E & N Land Grant with limited prospecting and silt sampling. They compiled a list of 11 known mineral occurrences in the area and visited many of them. Silt samples taken in the area of the present Raft Group returned some anomalous results, but were not followed up by Gunnex.

In 1983 a program of reconnaissance silt and soil sampling on the Raft Group carried out for Lode Resource Corporation outlined several areas of interest (House and Sawyer, 1984). A subsequent follow-up silt sampling and geological mapping program indicated that the Black Panther/Black Lion shear zone and Au-quartz veins apparently continue to the south, on the west side of the ridge, while Cu and Zn anomalies occurring on the west side of the ridge could be indicative of a volcanogenic massive sulphide deposit (Laanela, 1984).

A rock sample collected by BP-Selco from a massive sulphide (pyrite) boulder on the Raft claims returned values of 1510 ppb Au, 7.0 ppm Ag, 669 ppm Zn, 544 ppm Cu, 935 ppm Pb, and 235 ppm As.

An engineering report on the Raft Property was prepared for Vanwin Resource Corporation by Peter Christopher & Associates Inc. which outlined a recommended work program (Christopher, 1985). No field work was carried out.

In July 1985, reconnaissance geological mapping, prospecting and rock sampling was carried out by MPH Consulting Ltd. for Vanwin Resource Corporation on the Raft 1 and 2 claims of the Raft Group (Neale and Hawkins, 1985). This work outlined two types of mineralization occurring in Nitinat Formation mafic volcanics:

volcanogenic massive sulphide mineralization exposed over 0.7 m by 8 m, and a large surrounding zone of disseminated to stringer sulphide mineralization 500 m wide by about 5000 m long. The massive sulphide showing returned values of 1379 ppm Cu and 1.0 ppm Ag from a grab sample, while the stringer zone returned analyses of up to 6185 ppm Cu, 6570 ppm Zn, 4.0 ppm Ag, 80 ppb Au, 2291 ppm Mo, 32.5 ppm Cd, and 328 ppm Cr from various grab samples.

Between November 1985 and February 1986, a grid was established on the Raft 1 and 2 claims, and 989 soil samples were collected for geochemical analysis by MPH Consulting Limited for Vanwin Resource Corporation (Neale, 1986; Neale and Hawkins, 1986). Geological mapping and sampling and a VLF-EM survey were also carried out during this time period.

Columbia

The following history of the Columbia II and VI showings is from an assessment report prepared by T. Neale, MPH Consulting Ltd. for Payton Ventures Inc. in 1988 (Neale, 1988). The first recorded exploration of the Columbia ground was in the early 1960's, when Hunting Survey Corp. Ltd. flew a regional aeromagnetic survey, followed by regional mapping with limited prospecting and silt sampling carried out by Gunnex Ltd. over a large portion of the old E&N Land Grant. Gunnex located a number of small, low-order Total Heavy Metal anomalies on the ground now covered by the Columbia Shear claims, mainly along the central ridge (Laanela, 1986).

The showings were originally staked as the Great Northern claim. No work on that claim is recorded. Subsequently the Platinum Group claims were staked in July and September 1986. A program of reconnaissance geological mapping and soil sampling was carried out in October 1986 over the central and eastern parts of the Property in an effort to locate Pt-Pd mineralization similar to that located on the Kitkat Property, to the north (Laanela, 1986). Mapping located mafic Nitinat Formation volcanics with a small amount of later dioritic intrusions in the northeast corner. Most of the rock sampling was carried out over the "Main Zone", a north-northwest trending, strongly silicified, locally sulphide bearing shear zone up to 50 metres wide which runs along the ridge top across the entire Property. None of the samples were anomalous in Au, Ag, Pt or Pd. Several contained elevated Cu contents, assaying up to 1.23% Cu. Two old drill sites and a pit were discovered on the Main Zone. It is not known when this work was performed, or what the results were. The only other significant results came from a rock sample collected from the eastern slope of Rift Creek valley, of rusty, sheared, carbonatized basalt which ran 5.5 ppm Ag and 5055 ppm Cu.

Soil sampling on a 200 m by 50 m grid located anomalous Au values in 2 areas on the east slope of Rift Creek. Anomalous As values extend to the southeast from the western gold anomaly while Cu and Zn anomalies are partially coincident with the Au anomaly. On the eastern end of the Property several narrow, elongate Ag anomalies occur.

The 1987 exploration program consisted of reconnaissance geological mapping, prospecting, rock sampling, soil sampling, and test magnetometer and VLF-EM surveys. A total of 74 rock samples and 253 soil samples were collected. Geological mapping was carried out over an area of about 2 square kilometres at a scale of 1:5000. The test geophysical surveys were carried out over 1.65 line km (VLF-EM) and 0.4 line km (magnetometer).

Rock sampling provided the most encouraging results west of Rift Creek. A thin (3-4 cm) massive pyrite vein returned as assay of 16.22 g/t Au. Four other samples from within 200 m returned elevated to anomalous values of 22 ppb Au to 2.06 g/t Au. Geochemical soil sampling outlined a gold anomaly approximately following Rift Creek. It is 30-120 m wide by 1200 m long and open on both ends. Zn and arsenic anomalies occur near the south end of the gold anomaly.

Hoop

The following description of the history of the Hoop showing is taken from assessment report 14461 prepared by T. Neal and T.G. Hawkins of MPH consulting for Gator Resources Corp. (Neale and Hawkins, 1985).

A preliminary assessment of the property based on a limited amount of rock sampling and geological mapping was done in 1985. Lithogeochemical analysis of the rock samples returned values of up to 0.8 ppm Ag, 206 ppm Cu and 94 ppm Zn. Whole rock analysis of five of the samples revealed indications of possible alteration typically associated with volcanogenic massive sulphide deposits. An area of the property shown by government mapping as being underlain by West Coast Complex intrusive and metamorphic rocks was found to actually be underlain by

andesitic (to dacitic) volcanics cut by dioritic sills and/or dykes.

A major northwest trending heavily carbonatized shear zone up to at least 200 m wide crosses the southwestern corner of the property. Anomalous gold values of up to 120 ppb over 2 m as well as some anomalous Cu, Ni and Cr results have been returned from the shear zone and quartz veins in and near the shear. It is possible that a high-tonnage, low-grade Au deposit could be present in the shear zone area of the Hoop property.

Indications of possible volcanogenic massive sulphide mineralization on the Hoop include anomalous Cu results (up to 364 ppm Cu) from samples containing pods of massive sulphides and the presence of banded cherty tuff with bands of sulphides up to 3 cm wide.

Logan

The area of the Logan showing was first explored by Gunnex Ltd. between 1963 and 1966. This work involved regional silt sampling and prospecting. Between 1985 and 1987 JBL Resources completed programs of geological mapping, geochemical sampling, prospecting and VLF-EM and magnetometer surveys that also covered the area of the Logan showing.

Fourteen chip samples averaged 6.44 grams per tonne gold and 6.34 grams per tonne silver (high of 12.75 grams per tonne gold and 10.97 grams per tonne silver) (Cukor and Cukor 1988).

2011-2013 Golden Peak Minerals Inc.

Work done on the Columbia Shear property by Golden Peak in 2011 included a helicopter borne versatile time domain electromagnetic (VTEM) and aeromagnetic geophysical survey and lithogeochemical sampling. The results of this work are described in an earlier technical (MacIntyre, 2012, 2012a). The total area covered by the airborne geophysical survey was 34 km². Total survey line coverage was 261 line km. The total cost of the work done on the Columbia Shear Property in 2011 was \$103,357.89.

Lithogeochemical sampling was done in two areas – one near kilometre 21 on the Rift Creek Main forest service road, the other in the vicinity of the Kitkat 2 showing. A total of 19 samples were collected and analyzed by ICP-MS for 52 elements.

The airborne geophysical survey identified several areas of weak to moderately anomalous conductivity and areas of both high and low magnetic response. In some, but not all cases these anomalies can be attributed to lithologic variations. However, there are several anomalies that may be related to other factors such as metallic mineral concentration or magnetite destructive alteration. Follow-up work is recommended to determine the significance of these anomalies.

A work program involving airborne geophysics and the collection of 19 rocks samples was completed in 2011. Total cost of this work was \$114,252. A Statement of Work was filed with the Province of British Columbia on November 29, 2011 for a total work value of \$103,000 (Event Number 5143167). A previous assessment report describes the work done in support of this filing (MacIntyre, 2012a).

2011 Airborne Geophysical Survey

As shown in Figure 3, the aeromagnetic component of the geophysical survey defined a number of elongate areas of elevated magnetism separated by areas of low magnetic response. This pattern in part reflects the topography but may also be attributable to magnetite bearing intrusions in the area, perhaps in some cases ultramafic intrusions. Some of the areas of high magnetic response occur within or adjacent to areas mapped as Jurassic Island Plutonic Suite granodiorite. The obvious exception is the large stock mapped in the southeast corner of the Property which has a low magnetic response. Why this is the case is not known at this time. Further investigation is necessary.

Most of the claim block is underlain by mafic volcanics and associated intrusions of the Sicker Group. In theory, these rocks should give a strong magnetic response due the presence of magnetite. Areas of low magnetic response might indicate magnetite destructive alteration. One such magnetic low occurs between the Raft and Kitkat 5 showings, along the eastern margin of an area mapped as Island Plutonic Suite granodiorite. This area is mapped as Duck Lake Formation basalts. Elsewhere on the Property, areas mapped as Duck Lake Formation seem to have a fairly good correlation with areas of higher magnetic response as would be expected from basaltic rocks. Additional

work is required to determine if the aforementioned magnetic low is significant or not.

The VTEM survey results indicate that the highest conductivity is located in the southwest corner of the Property (Figure 4). This area is mapped as being underlain by mafic volcanic rocks of the Upper Triassic Karmutsen Formation. Interestingly the area of highest conductivity is an area of relatively low magnetic response. Further work is needed to determine the significance, if any, of these observations.

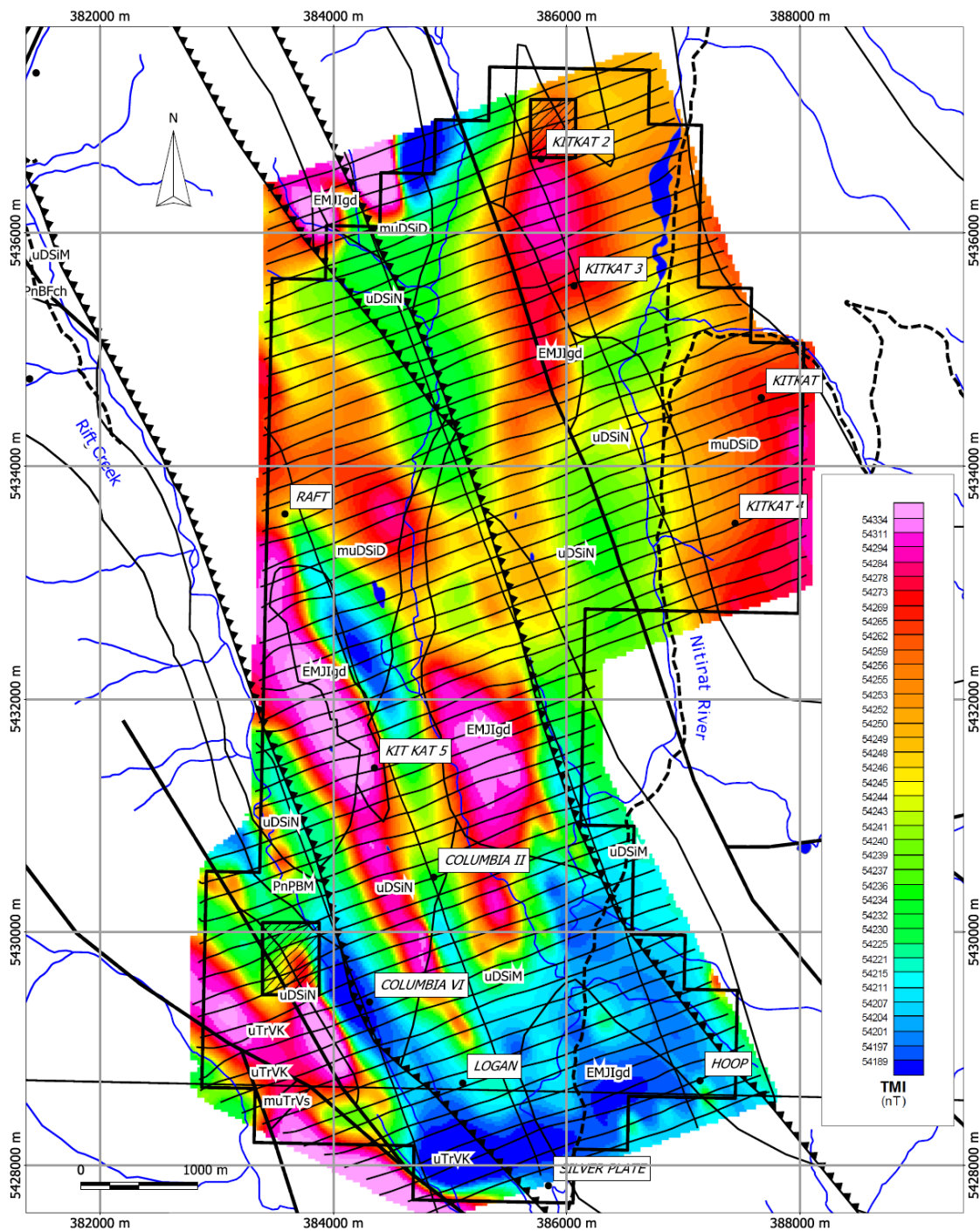


Figure 3. Geology contacts and mineral showings superimposed on Total Magnetic Field (TMI). Hatched squares show area of 2011 lithogeochemical sampling. See Table 2 for geology legend. Map prepared by D.G. MacIntyre.

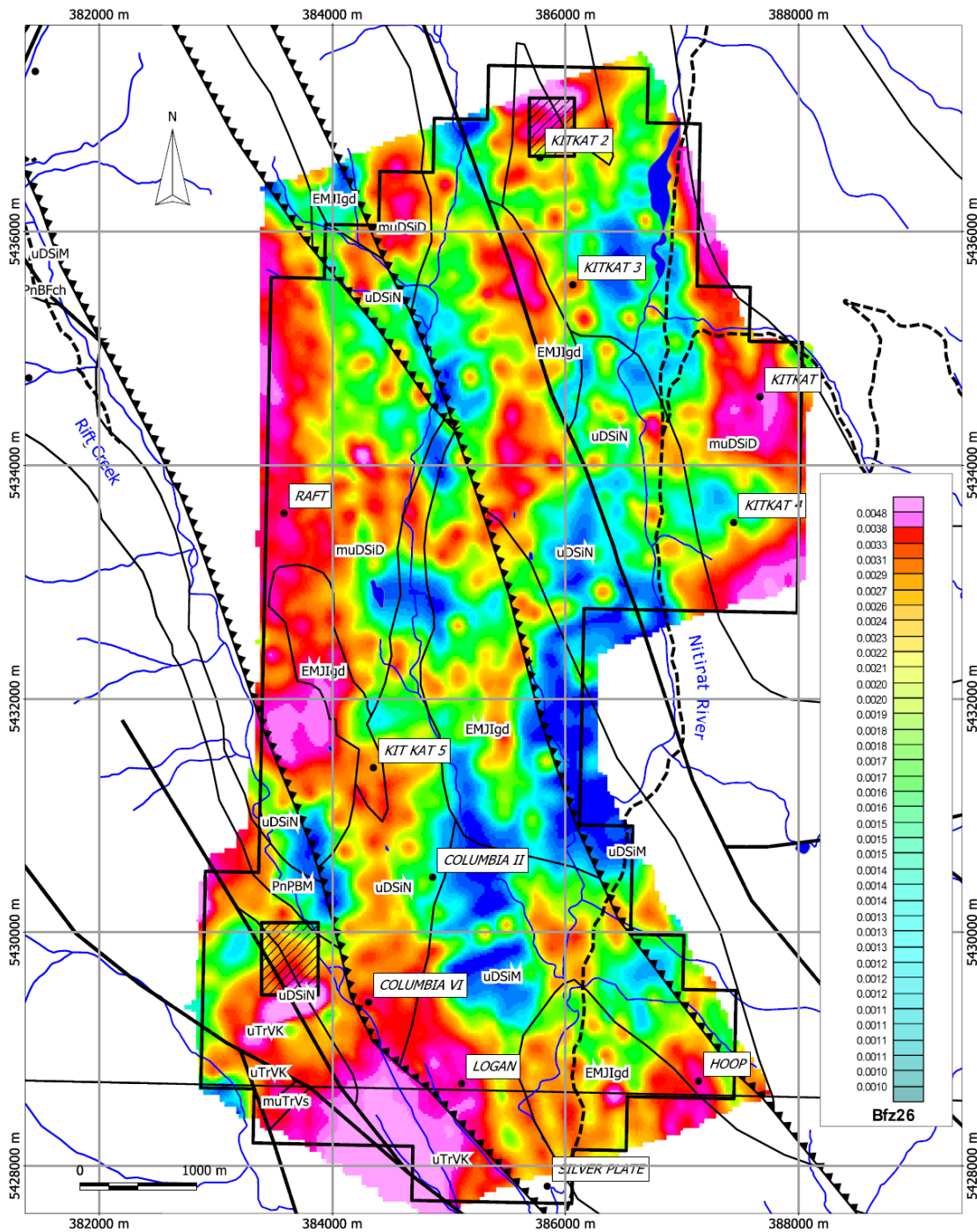


Figure 4. Geology and mineral showings superimposed on VTEM B-field Z Component (Channel 26, Time Gate 0.505). Map prepared by D.G. MacIntyre.

Map Code	Age	Unit	Description
EMJIgd	Early Jurassic to Middle Jurassic	Island Plutonic Suite	Granodiorite, quartz diorite, quartz monzonite, diorite, agmatite, feldspar porphyry, minor gabbro and aplite (170 - 185 Ma).
uTrVK	Middle Triassic to Upper Triassic	Vancouver Group - Karmutsen Formation	Basalt pillowed flows, pillow breccia, hyaloclastite tuff and breccia, massive amygdaloidal flows, minor tuffs, interflow sediment and limestone lenses (Carnian).
muTrVs	Middle Triassic to Upper Triassic	Vancouver Group	Undifferentiated Parson Bay and Quatsino formations limestone, marble
uDSiM	Middle Devonian to Upper Devonian	Sicker Group - McLaughlin Ridge Formation	Thickly bedded tuffite and lithic tuffite, breccia, tuff, feldspar and quartz-feldspar crystal tuff, lapilli tuff, rhyolite, dacite, laminated tuff, jasper, chert, hematite-chert iron formation
uDSiN	Middle Devonian to Upper Devonian	Sicker Group - Nitinat Formation	Pyroxene-feldspar phyric agglomerate, breccia, lapilli tuff, massive and pillowed flows, massive tuffite, laminated tuff, jasper and chert
muDSiD	Middle Devonian to Upper Devonian	Sicker Group - Duck Lake Formation	Pillowed and massive basalt flows, monolithic basalt breccia and pillow breccia, chert, jasper and cherty tuff, felsic tuffs, massive dacite and rhyolite, magnetite-hematite-chert iron formation
PnPBM	Mississippian to Lower Permian	Buttle Lake Group - Mount Mark Formation	Massive crinoidal limestone, bedded calcirudite and calcarenite, chert, cherty argillite and siltstone, marble (Upper Pennsylvanian to Lower Permian)

Table 2. Geology Legend for Figures 3 and 4.

2011 Lithogeochemistry

Most of the rock samples collected in 2011 contained only background or slightly anomalous metal concentrations. Sample 545655 was the most anomalous returning values of 1088.76 ppm Cu and 1079 ppb Ag. This chip sample was collected from a 20 by 20 cm subcrop in the middle of the Rift Main logging road just before the 21 km marker. The sample is described as a chloritic, intermediate volcanic with patches of orange and medium red-brown stain cut by an irregular 3 cm wide band of coarse, medium and fine-grained pyrite, locally approaching massive. The average pyrite content was approximately 15% by volume. Sample 545653, which was collected from the west bank of the Rift Main logging road, approximately 60 m past sample site 545655 returned the best Au value at 813.8 ppb. This chip sample is described as a light, medium and dark green silicified chloritic volcanic cut by a massive, fine to very fine-grained pyrite veinlet, 1 to 3 cm wide. The average pyrite content in this sample was approximately 5% by volume. Samples 545659, 545660 and 545661 were collected in the area of the Kitkat 2 showing. These samples contained weak to moderately anomalous Zn and Mn concentrations.

2013 Geochemical and Ground Magnetometer Surveys

Work done on the Columbia Shear Property in 2013 consisted of geological mapping, soil, rock & silt geochemical sampling, and magnetometer ground surveying (Kikauka, 2013). The total area covered by the ground magnetometer geophysical survey was 2.4 km². Total magnetometer survey line coverage was 24.35 line km. Geochemical sampling was done in numerous areas of the Property including the Kitkat, Kitkat 2, 3, 4, and 5,

Columbia II & VI, Raft, Silver Plate, Hoop, B grid, and Nitinat River Upper Middle Fork mineral zones. A total of 445 soil, 154 rock and 15 silt samples were collected and analyzed by ICP-MS for 30 elements and gold was analyzed separately from a 20 gm prepared pulp. Total soil geochemical survey line coverage was 22.25 line kilometres with sample intervals of 50 m. An area of approximately 0.5 km² in the Nitinat River Upper Middle Fork was investigated with a total of 15 stream sediment samples (silt) taken in the main drainage as well as smaller tributary creeks.

Total cost of the work done on the Columbia Shear Property in 2013 was \$150,357.20. A Statement of Work was filed on August 29, 2013 (Event 5465101) claiming assessment credit of \$150,000.

Geological Setting, Mineralization and Deposit Types

Regional and Local Geology

The following description of the regional geology in the vicinity of the Columbia Shear Property is modified from a B.C. Geological Survey report by Massey and Friday (1988).

Sicker Group

The oldest rocks in the Alberni - Nanaimo Lakes area belong to the Paleozoic Sicker and Buttle Lake groups which contain volcanic and sedimentary units ranging from Middle Devonian to Early Permian age. The Devonian Sicker Group is a thick package of lower greenschist metavolcanic and volcanoclastic rocks that formed in an oceanic island-arc environment.

Duck Lake Formation

The lowest unit is the Duck Lake Formation which comprises a suite of grey to maroon and green pillowed basalts and basaltic breccias with chert, jasper and cherty tuff interbeds near the top of the sequence. Well-bedded felsic tuffs and lapilli tuffs are associated with the cherts and jaspers. Massive dacite-rhyolite dikes and sills intrude the pillowed basalts. The pillowed basalts can be divided into two subunits on the basis of geochemistry. The apparently lowermost flows are tholeiitic with an affinity to enriched-type mid-ocean ridge basalts and probably represent the oceanic substrate upon which the Sicker arc developed. The uppermost lavas, and dacite intrusions, are of high-potassium calcalkaline chemistry and mark the initiation of arc construction. These two suites were not recognized nor distinguished in the field.

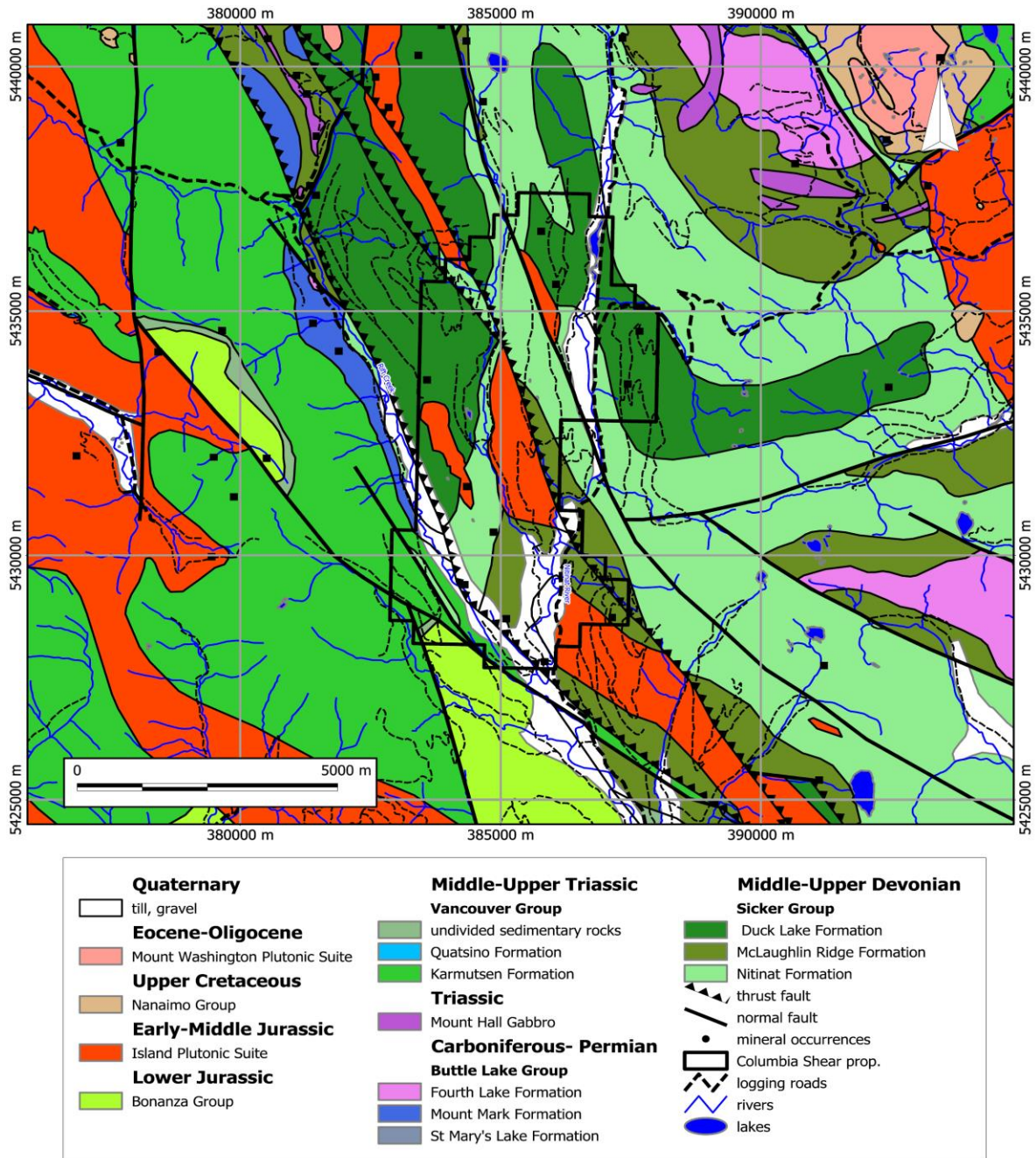


Figure 5. Regional Geology (after Massey et al., 2003)

Nitinat Formation

Overlying the Duck Lake Formation is the Nitinat Formation characterized by pyroxenfeldspar-porphyrific basalts and basaltic andesites. These typically occur as agglomerates, breccias, lapilli tuffs and crystal tuffs that formed as pyroclastic flows, debris flows and lahars. Pyroxene-phyric, amygdaloidal, pillowed and massive flows are also developed.

McLaughlin Ridge Formation

The Nitinat Formation passes upwards transitionally (over a thickness of about 150 m) into the McLaughlin Ridge Formation, a sequence of volcanoclastic sediments dominated by thickly bedded, massive tuffites and lithic tuffites, interbedded with thinly bedded tuffites and laminated tuffaceous sandstone, siltstone and argillite. The beds tend to form fining upward cycles from tuffite to argillite, but overall the sequence becomes coarser towards the top with more frequent development of lithic tuffite and coarse pyroclastic horizons. The sequence probably formed as a

volcaniclastic apron around a volcanic island and grades eastwards into more proximal volcanic-dominated facies in the Duncan area. The Nitinat and McLaughlin Ridge formations form a coherent suite of sodium-potassium calcalkaline chemistry typical of island arcs.

Buttle Lake Group

The Buttle Lake Group is made up of a dominantly epiclastic and bioclastic limestone sedimentary sequence ranging from Mississippian to Early Permian in age. This sedimentary package is apparently conformable on the underlying volcanics along the northeastern limb of the Cowichan uplift, for example, in the upper Cameron River valley and St Mary's Lake area, but is unconformable along the southwestern limb and in the Fourth Lake area. The Buttle Lake Group is subdivided into two formations: the Fourth Lake and Mount Mark.

Fourth Lake Formation

The Fourth Lake Formation comprises mostly thin-bedded often cherty sediments. These vary from green and red ribbon cherts, black cherty argillites, green and white cherty tuffs, grey and green siltstones and argillites, to thicker bedded green volcanic sandstones. The upper part of the formation is characterized by thinly bedded, turbiditic sandstone-siltstone-argillite intercalations, with some thicker beds of volcanic sandstone. These pass upwards into argillite-calcarene interbeds at the top of the sequence.

Mount Mark Formation

The Mount Mark Formation conformably overlies and laterally interfingers with the Fourth Lake Formation. It consists of well-bedded bioclastic calcarenite and calcirudite with minor argillite and chert interbeds. The overlying St Mary's Lake Formation is sporadically preserved beneath the Triassic unconformity. It comprises clastic sediments varying from polymictic conglomerates to volcanic sandstones and argillites.

Vancouver Group

Rocks of the Upper Triassic Vancouver Group are exposed throughout the map area, flanking the Paleozoic core of the Cowichan uplift. The group is subdivided into a thick lower basaltic volcanic package (Karmutsen Formation) and a thin upper sedimentary package (Quatsino and Parson Bay formations).

Karmutsen Formation

The lower Karmutsen Formation basalts rest unconformably on the underlying Paleozoic rocks. The basalts form pillowed flows, pillow breccias and hyaloclastite breccias interbedded with massive flows and sills. There is a tendency for the massive flows to dominate the sequence towards the top and the pillowed flows the lower parts. The Karmutsen Formation basalts show amygdale infillings and alteration assemblages typical of the prehnite-pumpellyite facies.

Mount Hall Gabbro

The mafic bodies of the Mount Hall gabbro, intrusive into the Paleozoic rocks, are coeval and consanguineous with the Karmutsen Formation basalts. The basalts formed from an iron-titanium enriched tholeiitic magma, similar to continental tholeiite or enriched midocean ridge basalt, probably in an oceanic flood-basalt province. Succeeding limestones, argillites and tuffaceous sediments of the Quatsino and Parson Bay formations are poorly developed in the map area.

Island Plutonic Suite

All of the Paleozoic and Triassic sequences have been intruded by granodioritic stocks of the Early to Middle Jurassic Island Plutonic Suite. These bodies are usually elongate in shape, although the Fourth Lake stock is roughly circular. The intrusions are dominantly equigranular quartz diorite to granodiorite but show considerable lithological variation. The Corrigan pluton in particular is heterogeneous and composite, comprising a mix of diorite, quartz diorite, granodiorite and monzogranite phases with abundant minor intrusive dikes. Most of the large intrusive bodies are rich in inclusions, especially in marginal agmatitic intrusive breccias. Contact metamorphic aureoles are developed around the intrusions causing hornfelsing and skarning in Paleozoic rocks. A variety of dikes and small irregular intrusions that are probably coeval with the Island Plutonic Suite occur throughout the

area. Lithologically they include intermediate feldspar porphyry, hornblende feldspar porphyry and minor diabase. The Jurassic intrusions form a metaluminous, medium to high-potassium calcalkaline suite typical of a convergent-margin environment.

Nanaimo Group

Clastic sediments of the Upper Cretaceous Nanaimo Group lie unconformably on the older rocks. They are most thickly developed in the Alberni Valley, though only exposed around the margins due to Quaternary cover. The lower Benson Formation comprises basal conglomerates and overlying medium to coarse-grained sandstones. These are succeeded by the black argillites and siltstones of the Haslam Formation. Younger formations of the Nanaimo Group are absent.

Mount Washington Intrusive Suite

Tertiary dacite porphyries of the Mount Washington Intrusive Suite occur throughout the area. Where the magma has penetrated the Nanaimo Group sediments, it has spread out laterally to form thick sills.

Structures

Southern Vancouver Island has a complex structural history with frequent rejuvenation of previous structures. All Paleozoic rocks are affected by a series of southeast-trending, upright to overturned, southwest-verging folds. Associated schistosity and lineation are absent from most of the area, only occurring to the west of the Mineral Creek fault. Regional-scale warping of Vancouver Island occurred during the Early to Middle Jurassic, facilitating the emplacement of the Island Plutonic Suite intrusions and producing the geanticlinal Cowichan uplift. The present map pattern is dominated by the northwesterly trending contractional faults of the Tertiary Cowichan fold and thrust system.

These are high angle reverse faults that become listric at mid-crustal levels. They generally place older rocks over younger. The deformation probably took place during the crustal shortening accompanying the formation and emplacement of the Pacific Rim and Crescent terranes out-board of Wrangellia. The north-trending Mineral Creek fault and associated northwest-trending faults, such as the Stokes fault, are subvertical with small, apparently sinistral offsets. They may have formed during minor extension accompanying late-stage post-contractional relaxation.

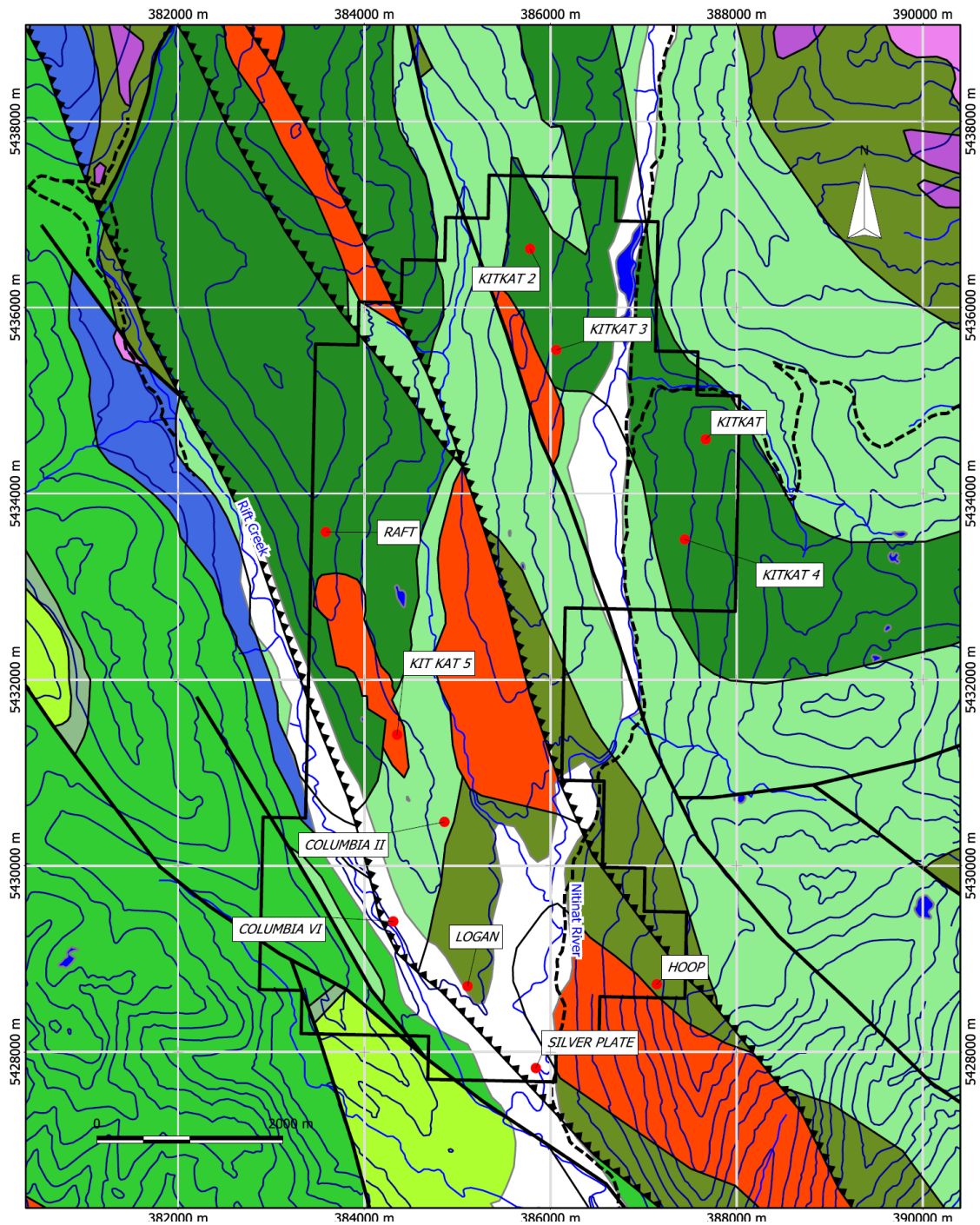


Figure 6. Property geology and location of mineral occurrences. See Figure 5 for legend.

Minfile No.	Name	Status	Northing	Easting	Commodities	Deposit Type	Deposit Class
092C 148	SILVER PLATE	Showing	5427826	385842	AG AU CU	?	Epigenetic
092F 149	KITKAT 3	Showing	5435544	386062	CU AU AG CO	?	Volcanogenic
092F 218	KITKAT 4	Showing	5433508	387442	AU CU	Cu+/-Ag quartz veins	Epigenetic
092F 282	KITKAT	Showing	5434585	387667	CU AU	VMS?	Volcanogenic
092F 284	KITKAT 2	Showing	5436631	385780	AU CU MO CO ZN	VMS?	Volcanogenic
092F 311	RAFT	Showing	5433588	383585	CU ZN AG	VMS?	Volcanogenic
092F 339	COLUMBIA II	Showing	5430472	384861	CU AG AU	Cu+/-Ag quartz veins	Epigenetic
092F 461	KIT KAT 5	Showing	5431410	384352	CU NI PT PD	Magmatic Cu-Ni?	Volcanogenic
092F 463	COLUMBIA VI	Showing	5429403	384310	CU AG AU	Cu+/-Ag quartz veins	Epigenetic
092F 466	HOOP	Showing	5428726	387141	CU AU	Cu+/-Ag quartz veins	Epigenetic
092F 468	LOGAN	Showing	5428706	385109	AU AG	Cu+/-Ag quartz veins	Epigenetic

Table 3. Mineral occurrences, Columbia Shear Property.

Property Geology and Mineral Occurrences

There are 11 different mineral occurrences covered by the Columbia Shear Property (Figure 6, Table 3). The Kitkat, Kitkat 2, Kitkat 3, Kitkat 5 and Raft showings are all classified as volcanogenic. This style of mineralization, which may occur as massive sulphide beds or stockwork veining, is hosted by Sicker Group island arc volcanic rocks. The mineralizing events are generally associated with hydrothermal activity that accompanied the emplacement of mafic sills into a thick succession of submarine to subaerial mafic volcanic rocks and interbedded seafloor sediments. In the Nitinat River area the age of mineralization is believed to be Devonian.

The Kitkat 4, Columbia II, Columbia VI, Hoop and Logan showings are classified as epigenetic Cu+/-Ag veins. These quartz bearing veins are probably related to the Jurassic Island Plutonic Suite intrusions. Emplacement of veins typically occurs within shear zones and other zones of weakness.

The following information is extracted from the Minfile database. The location of showings is shown on Figure 6.

Silver Plate (Minfile # 092C 148)

The Silver Plate (St. Anthony) showing area is underlain by basaltic to rhyolitic tuff, breccia, flows, sills, dykes, and minor argillite and greywacke of the Lower Jurassic Bonanza Group intruded by granitic rocks of the Early to Middle Jurassic Island Plutonic Suite.

Mineralization consists of pyrite, chalcopyrite, bornite, tetrahedrite, magnetite and malachite in a quartz and epidote gangue. Pyrite occurs in the matrix of graphitic quartz veins, in association with shears in chloritized diorite, in

massive sulphide stringers (up to 0.2 m wide), and in gossanous shears in basalt. Magnetite occurs with small stringers of pyrite and chalcopyrite associated with faulting. Sheared quartz veins/stringers contain blebs and disseminations of pyrite partially replaced by variable amounts of bornite and chalcopyrite with occasional wispy stringers of tetrahedrite. These veins occur in intrusive rocks related to fractures and shears along the contact areas. Pyrite and tetrahedrite, in large up to 0.5 m wide quartz veins, are associated with the sheared contact between chloritized diorite and basalt. A calcsilicate vein, 0.2 to 0.3 m wide, hosted in basalt, contains disseminated pyrite, chalcopyrite and malachite staining (sample #1909). A large quartz vein about 0.50 m wide is exposed for 10 m in the creek bed and contains fine disseminated and massive pyrite, tetrahedrite and chalcopyrite in chloritized diorite (samples 1946-1950).

The highest assay result, 1.89 grams per tonne gold and 5.48 grams per tonne silver, was from a rock chip sample (#1904) of a silicified shear containing quartz veins and occasional hematite in gabbro (Assessment Report 17845; Cukor and Cukor, 1988).

Kitkat 3 (Minfile #092F 149)

The Kitkat 3 showing area is underlain mainly by basalt, pillowed basalt, basaltic tuff and agglomerate of the Devonian Duck Lake Formation, Sicker Group. The mafic volcanics contain gabbroic sills probably related to the Early to Middle Jurassic Island Plutonic Suite.

Discontinuous shearing and fracturing tend to parallel large scale regional structures, specifically the fault zone forming the Nitinat River valley. Gossans are associated with the mineralized shears, which occur mainly in coarse-grained, hornblende-rich basalt. Pyrite occurs as a replacement of hornblende. The basalt is typically chloritized and less altered to pyrite, sericite and epidote. Areas of intense shearing contain quartz veins with pods of massive sulphides (mainly pyrite).

A lens of semi-massive pyrite and minor pyrrhotite occur in a gabbroic flow (Showing C). The lens contained low assay values, however, a 20 cm sample, 400 m to the south, assayed 0.17 per cent Cu and 0.05 per cent cobalt, and a 20 cm sample of massive pyrite in hornblendite, 400 m to the west, assayed 2.94 grams per tonne gold, 1.4 grams per tonne silver and 0.11 per cent cobalt (Assessment Report 13945; Neale and Hawkins, 1985a).

Kitkat 4 (Minfile #092F 218)

The Kitkat 4 showing area is underlain mainly by basalt, pillowed basalt, basaltic tuff and agglomerate of the Devonian Duck Lake Formation, Sicker Group. The mafic volcanics contain gabbroic sills. Mineralization occurs in shear zones within fine to medium-grained, medium to dark green flows. The shears commonly contain 3 to 5 centimetre wide quartz veins and are crosscut by quartz-carbonate veinlets. Saussuritic alteration accompanies intense shearing. A sample from a 30 metre wide shear (Showing BR35A) contained 3.42 grams per tonne gold. A sample, 850 metres to the south, from an epidotized fracture filling with malachite, azurite and sphalerite, assayed 0.99 per cent copper (Assessment Report 13945). Pyrite is present as disseminations and pods in the sheared flows.

Kitkat (Minfile #092F 282)

The Kitkat showing area is underlain by a sequence of basalt, pillowed basalt and pyroclastic rocks of the Devonian Duck Lake Formation. Mineralization consists of massive sulphide lenses containing pyrite, and lesser chalcopyrite, magnetite plus/minus pyrrhotite and anomalous gold values hosted in basaltic rocks. The rocks have been chloritized and epidotized.

Kitkat 2 (Minfile #092F 284)

The Kitkat 2 showing area is underlain mainly by basalt, pillowed basalt, basaltic tuff and agglomerate of the Devonian Nitinat Formation and lesser pyroclastics the Upper Devonian McLaughlin Ridge Formation (Myra Formation), both of the Paleozoic Sicker Group. The volcanics have been intruded by Early to Middle Jurassic Island Plutonic Suite. The mafic volcanics contain gabbroic sills.

In this area, discontinuous shearing and fracturing tend to parallel large scale regional structures, specifically the fault zone forming the Nitinat River valley. Gossans are associated with the mineralized shears, which occur mainly in coarse-grained, hornblende-rich basalt. Pyrite occurs as a replacement of hornblende. The basalt is typically chloritized, with lesser alteration minerals consisting of pyrite, sericite and epidote. Areas of intense shearing

contain quartz veins with pods of massive sulphides (mainly pyrite).

Two zones of massive sulphides, showings A and B, occur in hornblende basalt. Showing A contains massive pyrite and minor pyrrhotite and magnetite, with samples assaying over 1 per cent copper. 100 m to the north, Showing B contains patches and disseminations of pyrite in vuggy quartz veins and sheared basaltic rock. A sample assayed 1.7 grams per tonne gold and 0.06 per cent copper and another sample assayed 0.24 per cent molybdenite, 0.1 per cent cobalt and 0.1 per cent zinc (Assessment Report 13945; Neale and Hawkins, 1985a).

Raft (Minfile #092F 311)

The Raft showing area is underlain mainly by basalt, pillowed basalt, basaltic tuff and agglomerate of the Devonian Duck Lake Formation, Sicker Group. The basaltic rocks are intruded by numerous white feldspar porphyritic sills. As well, small bodies of diorite, quartz diorite and granodiorite of the Early to Middle Jurassic Island Plutonic Suite occur in the area. The volcanics have been folded into a north-northwest trending syncline-anticline pair and are cut by a major similar trending regional shear zone up to 400 m wide.

A quartz filled shear zone in the basalt contains massive pyrite and chalcopyrite. A sample assayed 2.08 per cent copper (Assessment Report 14993; Neale and Hawkins, 1986). A massive sulphide zone, measuring 0.7 m wide and 8 m long, occurs in the basalt, 800 m north of the mineralized shear zone. It comprises siliceous bands with pyrite and minor chalcopyrite. A grab sample assayed 0.138 per cent copper (Assessment Report 13954). The basalts, which are locally saussuritized, epidotized and chloritized, also contain disseminations and stringers of pyrite. Two outcrop samples assayed 0.15 per cent copper and 0.657 per cent zinc respectively (Assessment Report 13954; Neale and Hawkins, 1985a). These are located 800 m southeast of the massive sulphide zone. Disseminated pyrite also occurs in dacite sills with associated quartz veins intruding the basalts. A sample assayed 0.43 per cent copper and 5.6 grams per tonne silver (Assessment Report 14993; Neale and Hawkins, 1986). Gold values have been obtained from float samples.

Columbia II (Minfile #092F 339)

The Columbia II showing areams underlain by Sicker Group rocks of the Devonian Nitinat Formation and the Upper Devonian McLaughlin Ridge Formation which occur along the western part of the Cowichan uplift. The dark coloured volcanic rocks consist of massive and pillowed basalt and agglomeratic flow-breccia with minor chert and jasper. Small patches of epidote, and lesser amounts of quartz are common throughout the sequence, as is a pervasive "uralization" alteration, which is distinctive of the Nitinat Formation. This gives the rocks a dark spotted appearance due to the pseudomorphing of diopside by actinolite. These rocks are steeply dipping and become younger to the west. The metamorphic grade is usually low greenschist.

Quartz veins up to 20 cm wide with subordinate amounts of epidote and carbonate occur in a silicified shear zone. This shear zone (Main zone) is about 50 m wide and trends north-northwest through basalts for 2 km. Chalcopyrite and pyrite is found disseminated and in fractures locally within these veins and in silicified wallrock. A grab sample containing semi-massive sulphides in altered basalt assayed 0.96 per cent copper, 2.7 grams per tonne silver, 0.062 grams per tonne gold, and 0.01 grams per tonne platinum and palladium (Assessment Report 17769; Neale, 1988).

Kitkat 5 (Minfile #092F 461)

The Kitkat 5 occurrence is underlain mainly by basalt, pillowed basalt, basaltic tuff and agglomerate of the Devonian Duck Lake Formation (Sicker Group) which has been intruded by Early to Middle Jurassic Island Plutonic Suite.

Disseminated and rare podiform pyrite occur in a sheared medium-grained basaltic tuff or flow. Fracture surfaces are stained with iron oxide with lesser amounts of malachite and azurite staining. A sample from a pod of pyrite in hornblende assayed 0.14 per cent copper, 0.1 per cent nickel, 1.2 grams per tonne palladium and 0.027 grams per tonne platinum. Another grab sample assayed 1.65 grams per tonne platinum, 4.85 grams per tonne palladium, 2.2 grams per tonne silver, 0.655 per cent copper and 0.2 per cent nickel (Assessment Report 13945; Neale and Hawkins, 1985a).

A third grab sample assayed 1.65 grams per tonne platinum, 4.85 grams per tonne palladium, 2.2 grams per tonne silver, 0.655 per cent copper and 0.2 per cent nickel (Assessment Report 13945; Neale and Hawkins, 1985a).

A sample from gouge material containing malachite and azurite, 250 metres to the north, assayed 0.67 per cent copper (Assessment Report 13945; Neale and Hawkins, 1985a). The showing is likely at the northern extension of the Main showing of the Columbia occurrence (92F 339).

Columbia VI (Minfile #092F 463)

The Columbia VI showing area is underlain by rocks of the Devonian Nitinat Formation and the Upper Devonian McLaughlin Formation which occur along the western part of a 10 km belt of the Paleozoic Sicker Group, known as the Cowichan uplift.

The volcanics consist of massive and pillowed basalt with minor chert and jasper. Small patches of epidote, and lesser amounts of quartz are common throughout the sequence. These rocks are steeply dipping and become younger to the west. The metamorphic grade is usually lower greenschist facies.

A shear zone contains ankerite and quartz veinlets heavily mineralized with pyrite. A sample from a quartz or pyrite vein containing massive pyrite hosted in silicified basalt assayed 16.22 grams per tonne gold, 3.7 grams per tonne silver and 0.08 per cent copper (Assessment Report 17769; Neale, 1988).

Hoop (Minfile #092F 466)

The Hoop showing area is located just south of Mount Hooper, about 30 kilometres southeast of Port Alberni. The area is underlain by northwest trending Sicker Group rocks, including mafic to intermediate flows and pyroclastics of the Devonian Nitinat Formation and cherts and tuffs of the Upper Devonian McLaughlin Ridge Formation (Myra Formation).

A 200 m wide, northwest trending carbonatized shear zone cuts the volcanics. Associated with the shear are abundant quartz and carbonate veinlets which contain disseminations and pods of pyrite. Anomalous gold values occur in and around the shear zone.

A 2 m channel sample across a shear in chloritic basalt/schist assayed 0.09 per cent copper and 0.1 gram per tonne gold. A nearby sample of a diorite dyke, cut by quartz stringers with disseminated pyrite, assayed 0.267 per cent copper and 0.072 per cent nickel (Assessment Report 14461; Neale and Hawkins, 1985).

Logan (Minfile #092F 468)

The Logan showing occurs at the southern extent of the Cowichan Thrust. Paleozoic Sicker Group rocks comprising of the Devonian Nitinat and/or McLaughlin Ridge formations, are exposed in the hangingwall of the fault. The Sicker Group rocks are intruded by Jurassic Island Plutonic Suite. In the footwall, rocks of the Nitinat Formation are intruded by Triassic diabase sills and overlain in fault contact with pillowed and massive flows of the Upper Triassic Karmutsen Formation, Vancouver Group.

Mineralization occurs in the vicinity of the northwest striking fault zone. Outcrops in this area are reported to show intensive fracturing, shearing and brecciation and silicification, epidotization and pyritization (Cukor and Cukor, 1988). Mineralization consists of pyrite and chalcopyrite in silicified zones and as fillings in vugs and narrow fractures.

Fourteen chip samples collected in the area of the Logan showing averaged 6.44 grams per tonne gold and 6.34 grams per tonne silver with a high of 12.75 grams per tonne gold and 10.97 grams per tonne silver (Cukor and Cukor, 1988).

Deposit Types

There are 11 different mineral occurrences covered by the Columbia Shear Property (Table 3). The Kitkat, Kitkat 2, Kitkat 3, Kitkat 5 and Raft showings are all classified as volcanogenic. This style of mineralization, which may occur as massive sulphide beds or stockwork veining, is hosted by Sicker Group island arc volcanic rocks. The mineralizing events are generally associated with hydrothermal activity that accompanied the emplacement of mafic sills into a thick succession of submarine to subaerial mafic volcanic rocks and interbedded seafloor sediments. In the Nitinat River area the age of mineralization is believed to be Devonian.

The Kitkat 4, Columbia II, Columbia VI, Hoop and Logan showings are classified as epigenetic Cu⁺/₋Ag veins. These quartz bearing veins are probably related to the Jurassic Island Plutonic Suite intrusions. Emplacement of veins typically occurs within shear zones and other zones of weakness.

Exploration

The Issuer began work on the Property in 2017, conducting a geochemical exploration program. The program involved the collection of 101 rock samples, 74 soil samples, 11 silt samples and. This work was done by Rich River Exploration Ltd. on behalf of New Point and was supervised by Lynes. The sampling took place over a three week period in May, 2017.

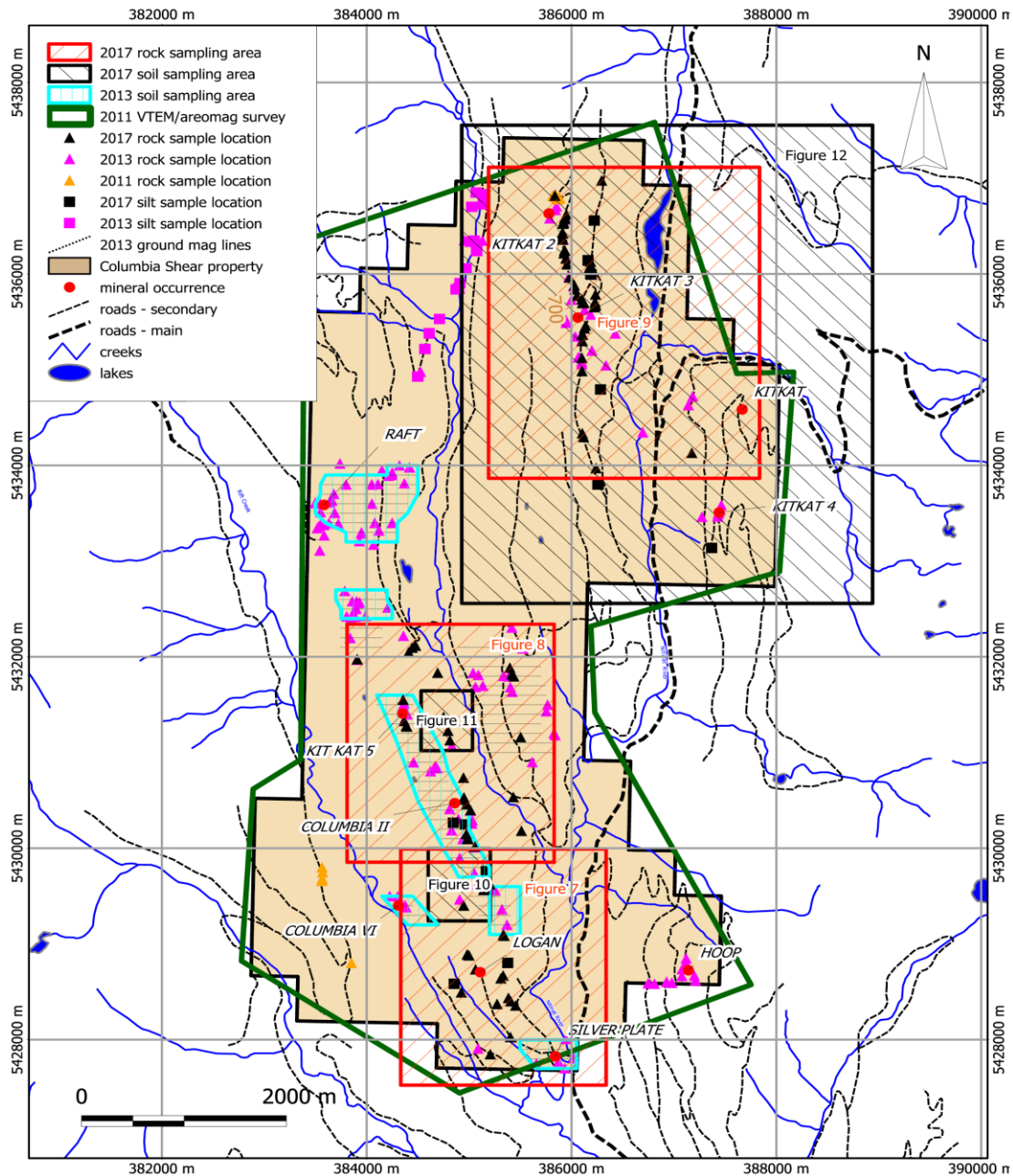


Figure 7. Location of 2017 rock and soil geochemical survey areas (Figures 8-13). Also shown are 2013 soil and ground magnetometer survey areas.

Samples collected by Rich River Exploration Ltd. were shipped to ALS Minerals laboratories in North Vancouver and were analyzed for 36 elements using an Aqua Regia digestion and an Inductively Coupled Plasma Mass Spectrometry (ICP-MS) finish. Ore grade samples returning values greater than the upper detection limit of the ICP-MS method were also analyzed by Inductively Couple Plasma Atomic Emission Spectrometry (ICP-AES) to quantify the concentration of ore grade material.

The purpose of the geochemical sampling done in 2017 was to fill in gaps in previous sampling programs and to sample new outcrops exposed by recent logging road construction. Figure 7 shows the location of 2017 rock, soil and silt sampling relative to the 2013 and 2011 geochemical and geophysical survey areas. Also shown is the extent of the 2011 airborne VTEM and aeromagnetic survey.

Rock Geochemical Survey

The locations of rock samples collected in 2017 are shown below in Figures 8, 9 and 10 for the southern, central and northern portions of the Property respectively. Tables 4, 5 and 6 give the analytical results for Cu, Zn, Ag, Pb, As, Ni, Co, Cr, Fe and S for these samples. These are the main metals of interest on the Property. Other metals were in relatively low concentrations with many below detection limits for the ICP-MS analytical method. Because of the small sample size, Au values were considered to be semi quantitative. Most samples returned Au values less than the 0.02 ppm detection limit. Of the 101 samples collected in 2017, 27 were weakly to moderately anomalous in Cu with values ranging from 200 to 3000 ppm and 13 were strongly anomalous with Cu values greater than 3000 ppm. Of these, 7 were above the upper detection limit of 10,000 ppm for the ICP-MS analytical method. For these samples ICP-AES was used to quantify the Cu content. The highest value was 4.55% Cu (Sample 1726). Overall, there is a strong positive correlation between anomalous Cu and anomalous Ag with Ag values for the strongly anomalous Cu samples ranging from 0.86 to 8.75 ppm Ag. Only one sample was analyzed for Pt and Pd (1735).

In the southern sampling area (Figure 8) samples 1726, CS-R1724 and CS-R1725 contained >10000 ppm Cu, the upper detection limit for ICP-MS and were reanalyzed using ICP-AES returning 4.55%, 2.47% and 2.2% Cu respectively. Other nearby samples were also weakly to moderately anomalous in Cu with 1727, 1728, 1729 and 1730 returning 604, 993, 725 and 3540 ppm Cu respectively. Samples with anomalous Cu are also anomalous in Ag with values ranging from 0.11 to 5.53 ppm Ag (Table 4). All of these samples were collected within a 150 square metre area on mineral title 843559. The samples are from float and outcrop and are described as silicified chloritic volcanic rock containing pyrite and chalcopyrite mineralization. These samples represent a new Cu-Ag mineral occurrence on the Columbia Shear Property.

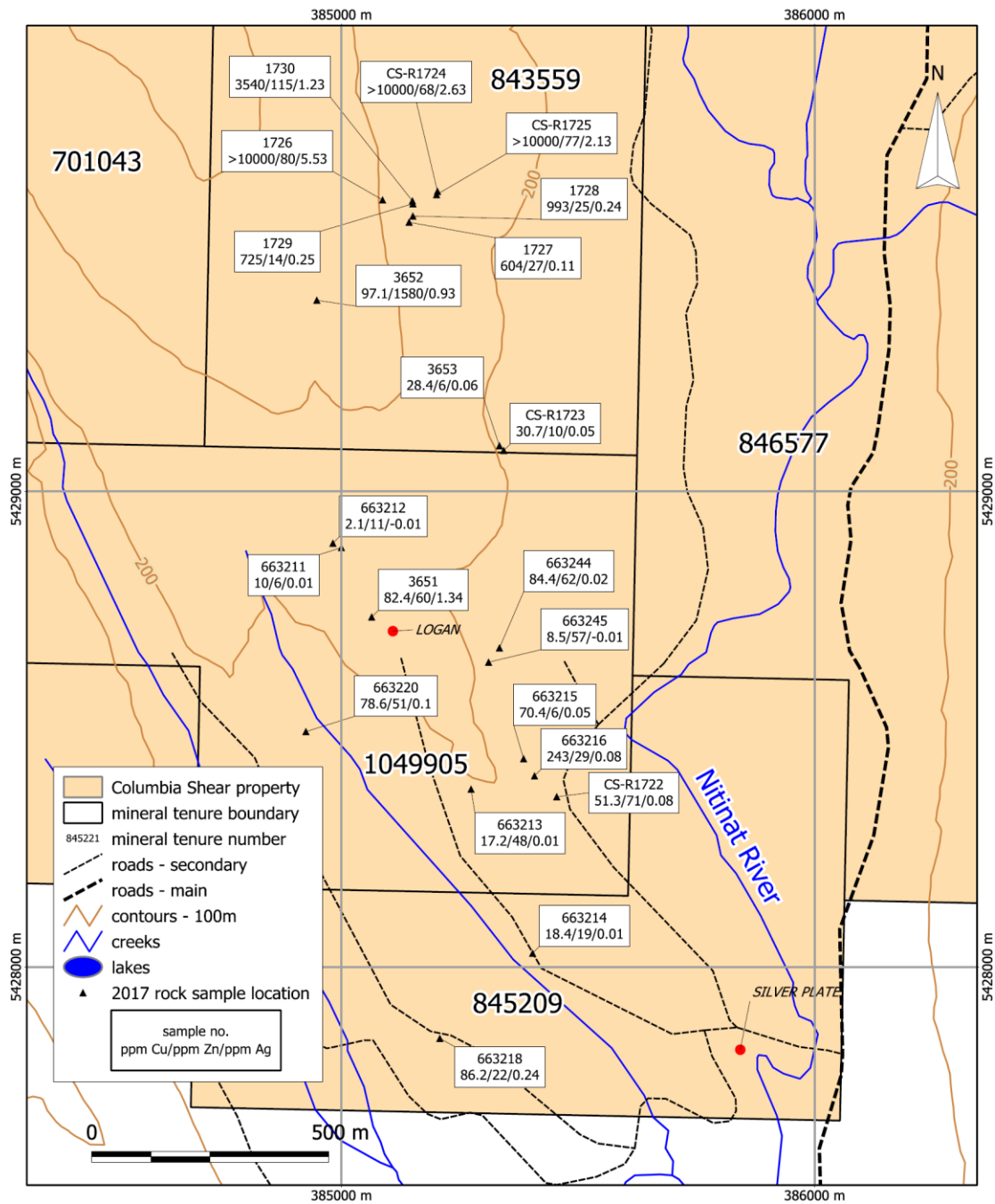


Figure 8. Location of 2017 rock samples and results for Cu (ppm), Zn (ppm) and Ag (ppm), southern Columbia Shear Property. See Figure 7 for location of map area.

Lab. No.	Easting	Northing	Cu ppm	Zn ppm	Ag ppm	Pb ppm	As ppm	Ni ppm	Co ppm	Cr ppm	Fe %	S %
1726	385087	5429613	>10000	80	5.53	1	21.5	214	410	104	13.3	>10.0
1727	385143	5429566	604	27	0.11	<0.2	1.7	24.4	22.4	39	2.58	0.17
1728	385151	5429579	993	25	0.24	0.7	22.8	49.4	125	14	10.45	>10.0
1729	385151	5429605	725	14	0.25	1.4	10.3	68.1	144	11	10.7	>10.0
1730	385150	5429611	3540	115	1.23	0.7	11.6	114	212	193	13.5	10
3651	385064	5428736	82.4	60	1.34	2.8	4.5	307	52.1	300	4.72	0.14
3652	384948	5429402	97.1	1580	0.93	100	2	4.3	8.8	9	2.23	1.34
3653	385334	5429096	28.4	6	0.06	2.5	3.8	32.1	73.2	26	10.3	>10.0
663211	385000	5428882	10	6	0.01	1.1	2.1	15.7	5.6	27	0.85	<0.01
663212	384982	5428891	2.1	11	<0.01	0.3	0.6	2	1.5	10	0.49	<0.01
663213	385274	5428374	17.2	48	0.01	1.4	2.6	35	13.9	91	2.29	0.1
663214	385404	5428029	18.4	19	0.01	0.3	5	18.5	9.8	51	1.81	<0.01
663215	385385	5428438	70.4	6	0.05	0.4	0.9	8.2	8.6	7	0.99	0.08
663216	385408	5428402	243	29	0.08	0.4	1.9	124.5	48.2	26	2.83	0.33
663218	385208	5427850	86.2	22	0.24	5.1	15.7	22.5	10.7	26	2.47	0.08
663220	384925	5428495	78.6	51	0.1	2.8	16.2	164	29.8	309	4.54	0.49
663244	385334	5428671	84.4	62	0.02	2	3.2	54.2	28.8	45	5.11	0.02
663245	385311	5428641	8.5	57	<0.01	<0.2	1.3	102.5	26.7	289	3.94	0.01
CS-R1722	385455	5428358	51.3	71	0.08	1	1.6	137.5	35.7	272	5.45	0.16
CS-R1723	385343	5429086	30.7	10	0.05	1.9	2.7	74.7	257	41	9.21	10
CS-R1724	385203	5429631	>10000	68	2.63	1.4	2.8	94.7	80.6	189	6.65	3.56
CS-R1725	385201	5429624	>10000	77	2.13	1.7	3	70.7	82.7	134	7.06	3.95

Table 4. Analytical results for rock samples, southern Columbia Shear Property.
Sample locations are shown on Figure 8.

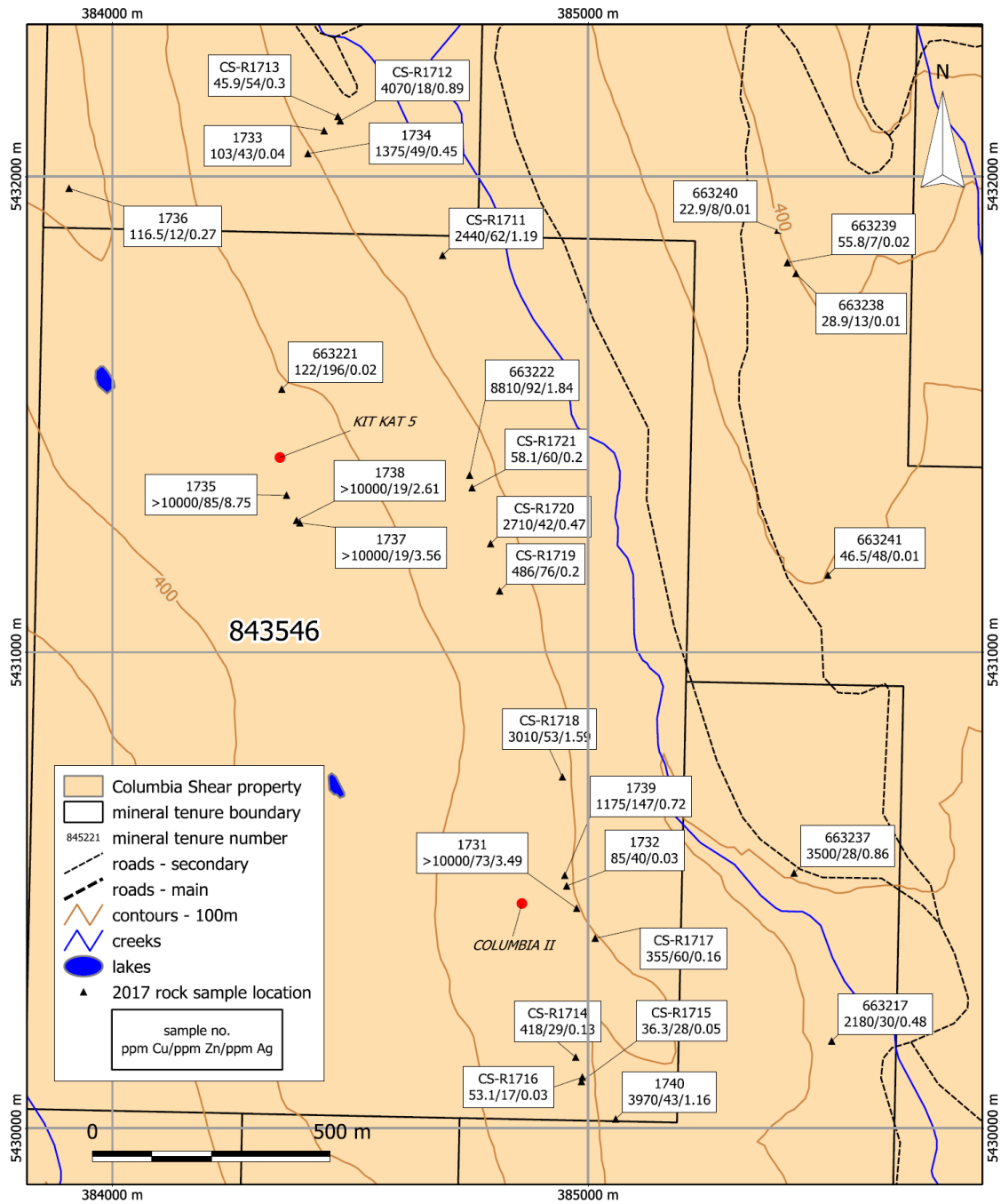


Figure 9. Location of 2017 rock samples and results for Cu (ppm), Zn (ppm) and Ag (ppm), central Columbia Shear Property. See Figure 7 for location of map area.

Lab. No.	Easting	Northing	Cu ppm	Zn ppm	Ag ppm	Pb ppm	As ppm	Ni ppm	Co ppm	Cr ppm	Fe %	S %
1731	384976	5430462	>10000	73	3.49	0.9	7.5	36.9	356	17	6.47	6.01
1732	384955	5430509	85	40	0.03	0.7	1.7	79.7	60.1	134	6.48	3.26
1733	384445	5432096	103	43	0.04	3.2	1.5	8.1	27.2	5	5.36	2.03
1734	384411	5432048	1375	49	0.45	1	1.3	7.7	22.3	3	4.99	1.33
1735	384366	5431330	>10000	85	8.75	4	46.9	5950	967	412	22.6	>10.0
1736	383909	5431975	116.5	12	0.27	3.3	31.4	336	57.4	222	10.05	4.52
1737	384394	5431272	>10000	19	3.56	1.8	3.9	189	101.5	101	9.14	6.58
1738	384387	5431277	>10000	19	2.61	1.5	3.5	150.5	141	97	7.32	6.1
1739	384951	5430531	1175	147	0.72	4.1	11.3	40.7	93.8	34	13.3	5.1
1740	385058	5430019	3970	43	1.16	0.7	3.6	46.1	34.2	82	2.88	0.68
663217	385512	5430183	2180	30	0.48	1.1	46.3	365	363	46	10.25	7.96
663221	384356	5431553	122	196	0.02	8.1	8.8	74	76.8	41	16.1	<0.01
663222	384751	5431372	8810	92	1.84	2.6	21.6	13.7	155.5	4	29.4	>10.0
663237	385433	5430536	3500	28	0.86	1	33.3	121.5	305	90	8.3	5.05
663238	385437	5431796	28.9	13	0.01	0.6	0.6	10.3	9.2	8	3.06	0.05
663239	385419	5431819	55.8	7	0.02	0.2	0.3	10.3	5.8	19	1.85	0.02
663240	385399	5431887	22.9	8	0.01	0.3	0.7	14.2	5.7	32	1.47	0.02
663241	385504	5431162	46.5	48	0.01	0.4	4.2	278	68.7	768	7.58	0.02
CS-R1711	384694	5431834	2440	62	1.19	1	3.1	30.4	30.1	27	6.79	1.09
CS-R1712	384479	5432117	4070	18	0.89	1.3	97.3	471	314	19	19.85	>10.0
CS-R1713	384474	5432126	45.9	54	0.3	5.9	6	15.8	6.9	22	4.62	0.59
CS-R1714	384974	5430149	418	29	0.13	1.5	4.4	23.1	72.9	2	10.4	3.05
CS-R1715	384986	5430098	36.3	28	0.05	1.5	3	25.1	39.7	4	7.06	2.71
CS-R1716	384988	5430107	53.1	17	0.03	0.9	2.1	37.3	77.1	14	7.21	6.44
CS-R1717	385015	5430399	355	60	0.16	0.4	1.4	55.3	75.6	26	7.72	4.86
CS-R1718	384946	5430738	3010	53	1.59	1.4	2.1	12.7	45.7	7	5.42	2.74
CS-R1719	384814	5431129	486	76	0.2	1.3	8.9	58.7	54.5	60	9.1	4.66
CS-R1720	384795	5431228	2710	42	0.47	0.8	2.6	60	45.8	84	3.21	1.22
CS-R1721	384756	5431346	58.1	60	0.2	3.6	14.8	38.9	24.7	48	3.9	0.15

**Table 5. Analytical results for rock samples, central Columbia Shear Property.
Sample locations are shown on Figure 10.**

In the central sampling area (Figure 9) samples 1731, 1735, 1737 and 1738 contained >10000 ppm Cu and were reanalyzed using ICP-AES returning 1.91%, 2.95%, 2.93% and 2.06% Cu respectively. Sample 1735 was also strongly anomalous in Ni (5950 ppm), Cr (412 ppm), Co (967 ppm), Pt (4.51 ppm) and Pd (13.75 ppm). This sample, which is described as a sulphide vein cutting chloritic volcanic rock exposed in a road cut, may contain some Ni sulphide minerals such as pentlandite.

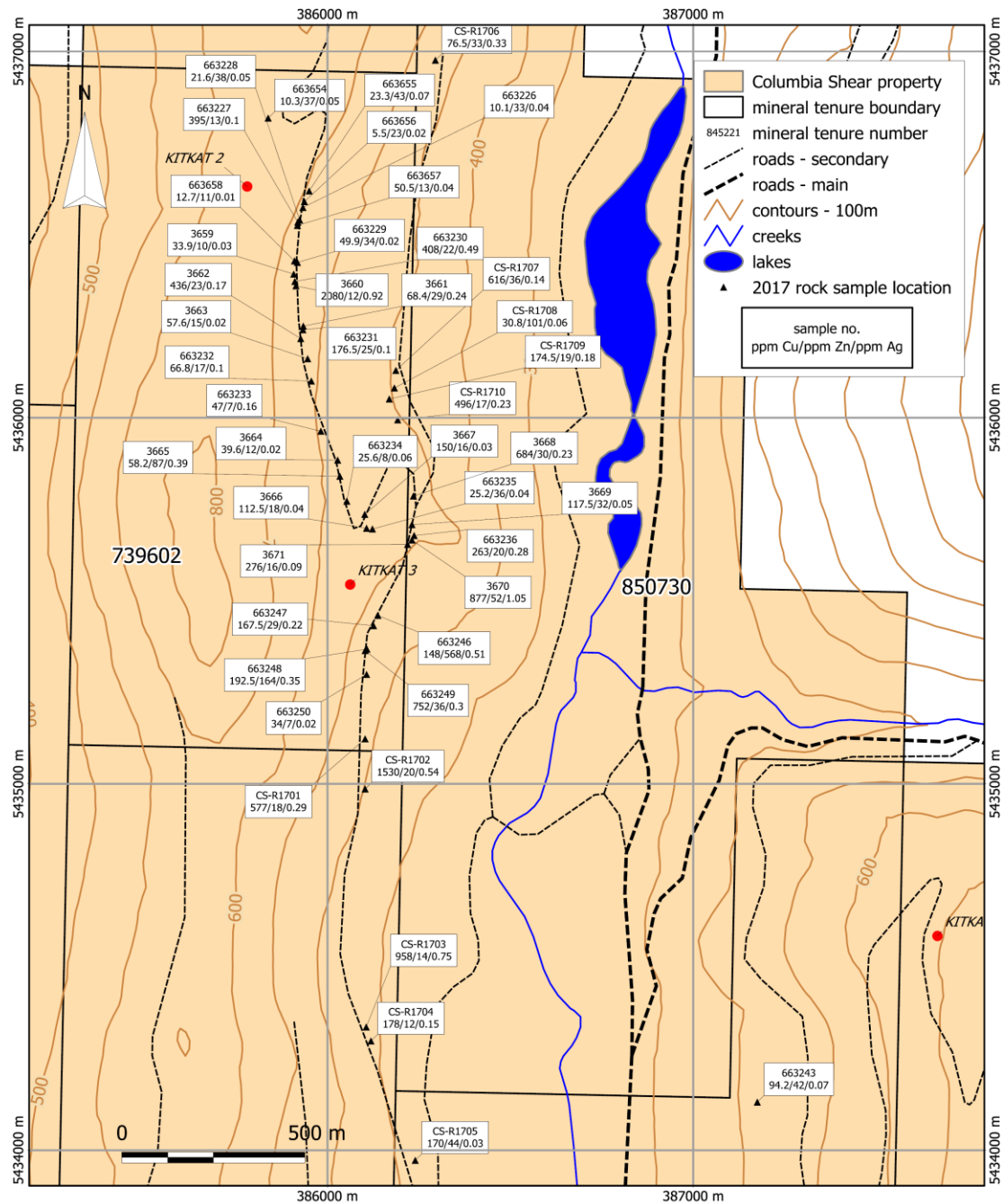


Figure 10. Location of 2017 rock samples and results for Cu (ppm), Zn (ppm) and Ag (ppm), northern Columbia Shear Property. See Figure 7 for location of map area.

Sample 1735 was also analyzed for Pt and Pd returning 4.51 and 13.75 ppm respectively. Samples 1735, 1737 and 1738 were collected at the Kitkat 5 showing while sample 1731 was collected near the Columbia II showing. Other samples in the central area containing anomalous concentrations of Cu were 1734, 1739, 1740, 663217, 663222, 663237, CSR1711, CS-R1712, CS-R1718 and CSR-1720 with values ranging from 1175 to 8810 ppm Cu (Table 4). Samples with anomalous Cu were also anomalous in Ag with values ranging from 0.47 to 8.75 ppm. Zn values on the other hand were mostly low. Most of the high Cu samples have high Fe and S values as well indicating the presence of sulphide minerals such as pyrite and chalcopyrite in these samples.

Lab. No.	Easting	Northing	Cu ppm	Zn ppm	Ag ppm	Pb ppm	As ppm	Ni ppm	Co ppm	Cr ppm	Fe %	S %
3659	385908	5436392	33.9	10	0.03	<0.2	1.5	73.1	20.3	124	2.63	0.54
3660	385914	5436360	2080	12	0.92	1.5	5.9	132.5	58.1	746	26.8	2.46
3661	385934	5436250	68.4	29	0.24	3.4	30.7	91.4	259	165	20.5	>10.0
3662	385927	5436216	436	23	0.17	1.1	30.3	105	158.5	215	13.6	5.47
3663	385946	5436161	57.6	15	0.02	0.4	2.8	64.9	43.3	155	7.5	3.95
3664	386028	5435884	39.6	12	0.02	0.3	1.8	31.1	31.2	73	4.59	2.63
3665	386034	5435840	58.2	87	0.39	59.3	39.4	143.5	183.5	406	10	4.87
3666	386107	5435698	112.5	18	0.04	0.2	0.9	136	24.5	257	3.37	1.37
3667	386102	5435736	150	16	0.03	<0.2	2.5	157	45.2	155	4.89	1.78
3668	386235	5435786	684	30	0.23	2.8	4.4	146.5	206	108	14.6	>10.0
3669	386231	5435708	117.5	32	0.05	1	3	37.8	44.6	55	6.39	1.74
3670	386231	5435666	877	52	1.05	6.7	3.1	134	247	158	11.2	7.5
3671	386219	5435654	276	16	0.09	0.3	4.5	144.5	134	158	8.07	4.62
663210	384973	5424886	127.5	32	0.03	1.6	2.2	54.1	59.3	85	4.29	1.28
663226	385933	5436574	10.1	33	0.04	1.7	6.3	40	35.5	51	6.45	3.3
663227	385919	5436534	395	13	0.1	2.5	7.3	140.5	57.3	436	13.6	2.56
663228	385924	5436540	21.6	38	0.05	4.6	9.3	148	80.1	417	22.5	2.65
663229	385918	5436424	49.9	34	0.02	0.4	3	120.5	21.6	366	5.73	0.48
663230	385911	5436372	408	22	0.49	4.1	13.3	95.1	162.5	244	18.15	7.06
663231	385933	5436240	176.5	25	0.1	1.4	12.7	80.1	101.5	111	10.35	6.72
663232	385956	5436100	66.8	17	0.1	1	10.1	181.5	86.6	904	16.85	9.38
663233	385982	5435963	47	7	0.16	2	2.2	126	20.1	572	4.04	2.45
663234	386053	5435772	25.6	8	0.06	1.1	1.5	65.8	47.9	135	2.66	1.15
663235	386123	5435696	25.2	36	0.04	0.6	2	57	75.1	39	7.76	4.63
663236	386237	5435678	263	20	0.28	3.6	4	169.5	398	31	22.7	>10.0
663243	387175	5434131	94.2	42	0.07	3.1	9.8	106	35	169	6.86	2.98
663246	386138	5435460	148	568	0.51	402	21.9	65.2	24.6	246	5.65	0.12
663247	386126	5435432	167.5	29	0.22	1.8	2.3	27.6	23.6	7	6.16	1.75
663248	386108	5435368	192.5	164	0.35	35.4	68.8	74.7	53.3	117	5.24	0.11
663249	386103	5435364	752	36	0.3	2.5	5.2	414	524	162	18.2	>10.0
663250	386107	5435299	34	7	0.02	0.6	1.4	57.3	35.5	25	4.26	2.13
663654	385838	5436818	10.3	37	0.05	2.3	3.2	62.2	30.8	162	5.88	2.76
663655	385950	5436619	23.3	43	0.07	3.6	6.7	44.3	42.9	48	6.56	3.76
663656	385937	5436590	5.5	23	0.02	1.4	7.4	33.8	27.2	28	5.36	4.22
663657	385918	5436525	50.5	13	0.04	0.5	1.7	111.5	54.1	347	6.05	1.05
663658	385910	5436428	12.7	11	0.01	<0.2	1	151	30.7	106	3.57	0.62
CS-R1701	386103	5435123	577	18	0.29	2.2	3.6	188	85.6	61	5.87	4.8
CS-R1702	386103	5434986	1530	20	0.54	8.9	28.5	401	1290	8	19.3	>10.0
CS-R1703	386106	5434336	958	14	0.75	1.3	8.5	543	411	39	20.2	>10.0
CS-R1704	386119	5434298	178	12	0.15	1.8	6.9	307	163	15	10.9	3.27
CS-R1705	386240	5433972	170	44	0.03	1	5.1	64.2	30.6	101	5.13	0.03
CS-R1706	386295	5436976	76.5	33	0.33	8.6	12.2	59.5	555	82	26.7	>10.0
CS-R1707	386187	5436129	616	36	0.14	1.1	3.7	118	107	164	8.85	4.02
CS-R1708	386183	5436081	30.8	101	0.06	2	3.4	90.1	178.5	135	7.5	3.27
CS-R1709	386169	5436051	174.5	19	0.18	1.9	4.4	86.2	191.5	157	6.58	3.78
CS-R1710	386192	5435994	496	17	0.23	0.3	2.2	192.5	67.2	288	5.55	3.12

Table 6. Analytical results for rock samples, northern Columbia Shear Property.
Sample locations are shown on Figure 10.

Only seven of the 46 samples collected from outcrops exposed along a north trending logging road in the northern part of the Property (Figure 10) returned weak to moderately anomalous Cu values ranging from 496 to 2080 ppm Cu (Table 6). The most anomalous sample was CS-R1702 which contained 1290 ppm Co along with 1530 ppm Cu and 402 ppm Ni. This sample is described as massive pyrite in a shear zone exposed in outcrop along a road cut.

Soil Geochemical Survey

The locations of soil samples collected in 2017 are shown in Figures 11, 12 and 13 for the southern, central and northern portions of the Property respectively. Tables 7, 8 and 9 give the analytical results for Cu, Zn, Ag, Co, Cr, Mn, and Fe for these samples. Other metals were in relatively low concentrations with many below detection limits for the ICP-MS analytical method. All of the soil samples returned Au values less than the 0.02 ppm detection limit. Cu in soils ranged from 3.5 to 238 ppm. Of the 74 soil samples collected in 2017 only 12 were weakly to moderately anomalous in Cu (>101 ppm). Ag in soils ranged from 0.02 to 0.21 ppm. In general higher Cu values correlated with higher Ag values (0.39 correlation coefficient). Most of the anomalous samples were collected along a logging road in the central part of the Property (Figure 12).

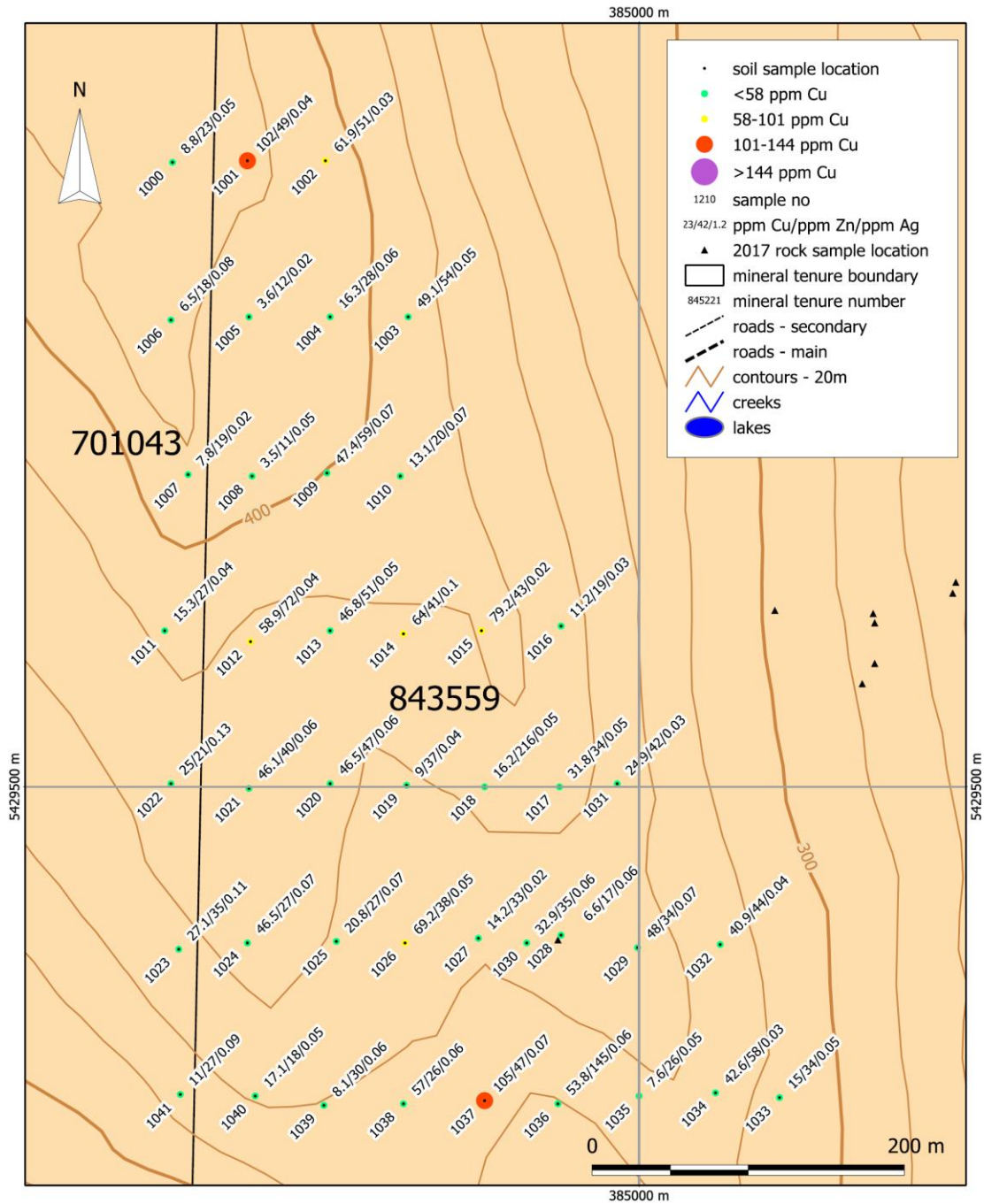


Figure 11. Location of 2017 soil samples and results for Cu (ppm), Zn (ppm) and Ag (ppm), southern grid, Columbia Shear Property. See Figure 7 for location of map area.

Sample No.	Easting	Northing	Cu ppm	Zn ppm	Ag ppm	Co ppm	Cr ppm	Mn ppm	Fe %
1000	384701	5429900	8.8	23	0.05	10	109	169	1.69
1001	384749	5429901	102	49	0.04	16.6	145	345	6.33
1002	384799	5429901	61.9	51	0.03	14.6	104	732	5.37
1003	384852	5429801	49.1	54	0.05	20	66	400	5.14
1004	384802	5429801	16.3	28	0.06	5.9	61	184	3.86
1005	384750	5429801	3.6	12	0.02	3.5	4	101	1.42
1006	384700	5429799	6.5	18	0.08	6.5	65	155	2.14
1007	384711	5429700	7.8	19	0.02	8.9	106	292	2.65
1008	384752	5429699	3.5	11	0.05	3.4	12	84	0.86
1009	384800	5429701	47.4	59	0.07	11.2	83	228	7
1010	384847	5429699	13.1	20	0.07	4.9	26	113	3.15
1011	384696	5429600	15.3	27	0.04	10.5	113	205	4.56
1012	384751	5429593	58.9	72	0.04	29.5	109	1600	4.11
1013	384802	5429600	46.8	51	0.05	14.5	89	315	5.85
1014	384849	5429598	64	41	0.1	15.8	66	249	3.32
1015	384899	5429600	79.2	43	0.02	14.9	121	340	5.69
1016	384950	5429603	11.2	19	0.03	6.9	50	298	4.22
1017	384949	5429500	31.8	34	0.05	9.3	63	214	5.49
1018	384901	5429500	16.2	216	0.05	13.7	128	399	5.87
1019	384851	5429501	9	37	0.04	13.1	34	752	1.86
1020	384802	5429502	46.5	47	0.06	18.5	102	389	5.54
1021	384750	5429499	46.1	40	0.06	17.6	116	450	4.16
1022	384700	5429502	25	21	0.13	7.1	82	223	3.35
1023	384705	5429396	27.1	35	0.11	13.3	109	293	4.54
1024	384749	5429400	46.5	27	0.07	9.8	115	231	4.13
1025	384806	5429401	20.8	27	0.07	11.5	107	211	5.07
1026	384850	5429400	69.2	38	0.05	11.9	117	224	6.25
1027	384897	5429403	14.2	33	0.02	8	89	252	3.84
1028	384950	5429405	6.6	17	0.06	4.3	45	94	3.09
1029	384999	5429397	48	34	0.07	9.7	103	196	6.88
1030	384928	5429400	32.9	35	0.06	8.9	79	211	5.17
1031	384986	5429502	24.9	42	0.03	15.2	59	534	5.07
1032	385052	5429399	40.9	44	0.04	14	87	554	4.75
1033	385090	5429301	15	34	0.05	10.4	25	477	3.94
1034	385049	5429304	42.6	58	0.03	18.9	86	477	5.05
1035	385000	5429302	7.6	26	0.05	9	46	252	3.37
1036	384948	5429297	53.8	145	0.06	55.5	100	1960	4.47
1037	384901	5429299	105	47	0.07	19.9	129	495	4.37
1038	384849	5429297	57	26	0.06	9.1	104	180	4.97
1039	384798	5429296	8.1	30	0.06	7.9	57	206	3.24
1040	384754	5429302	17.1	18	0.05	5.6	79	108	3.42
1041	384706	5429303	11	27	0.09	11.1	82	161	3.39

Table 7. Analytical results for soil samples, southern Columbia Shear Property.
Sample locations are shown on Figure 11.

A small soil sampling grid with 41 samples (1001-1041) collected at 50 metre intervals along 7 east-west trending lines 100 metres apart was completed on mineral title 843559 in the southern part of the Property (Figure 11). This grid was located west of a cluster of rock samples that returned high grade Cu values. Only two soil samples from this grid returned Cu values in excess of 101 ppm Cu (Table 7), one on the southernmost grid line and one on the northernmost (Figure 11).

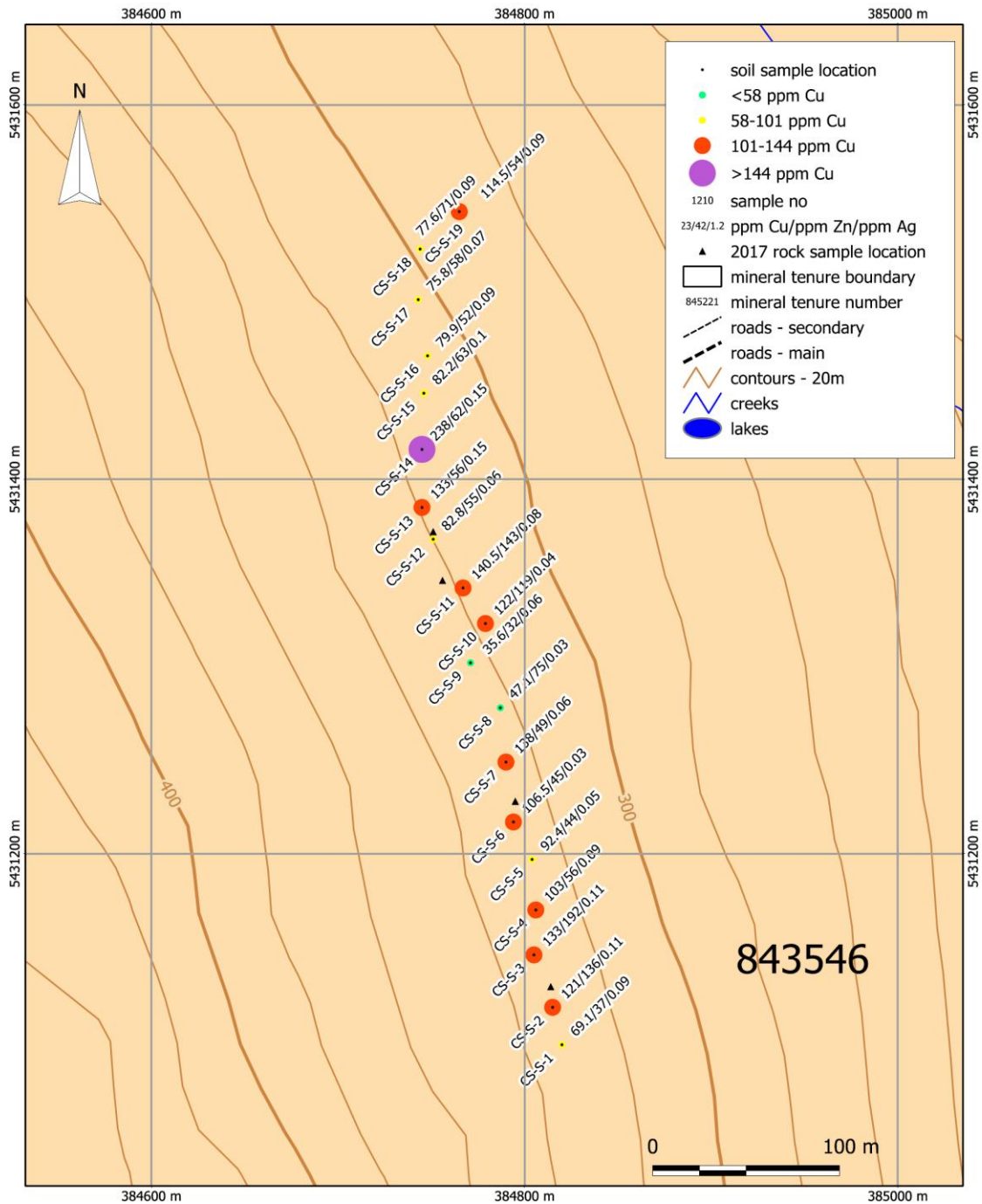


Figure 12. Location of 2017 soil samples and results for Cu (ppm), Zn (ppm) and Ag (ppm), central Columbia Shear Property. See Figure 7 for location of map area.

Sample. No.	Easting	Northing	Cu ppm	Zn ppm	Ag ppm	Co ppm	Cr ppm	Mn ppm	Fe %
CS-S-1	384820	5431098	69.1	37	0.09	12	104	325	5.98
CS-S-2	384815	5431118	121	136	0.11	58.3	78	883	4.19
CS-S-3	384805	5431146	133	192	0.11	80.2	90	1960	4.98
CS-S-4	384806	5431170	103	56	0.09	18.5	109	394	6.44
CS-S-5	384804	5431197	92.4	44	0.05	15	105	429	4.75
CS-S-6	384794	5431217	106.5	45	0.03	20.1	61	607	3.65
CS-S-7	384790	5431249	138	49	0.06	22	108	448	4.55
CS-S-8	384787	5431278	47.1	75	0.03	24	95	766	5.44
CS-S-9	384771	5431302	35.6	32	0.06	9	85	267	5.78
CS-S-10	384779	5431323	122	119	0.04	33.2	101	1000	5.02
CS-S-11	384767	5431342	140.5	143	0.08	49.7	90	1640	4.65
CS-S-12	384751	5431368	82.8	55	0.06	18.9	85	418	5.32
CS-S-13	384745	5431385	133	56	0.15	45.1	89	741	3.91
CS-S-14	384745	5431416	238	62	0.15	17	111	344	3.87
CS-S-15	384746	5431446	82.2	63	0.1	17.4	94	409	4.89
CS-S-16	384748	5431466	79.9	52	0.09	21.2	86	466	4.79
CS-S-17	384743	5431496	75.8	58	0.07	22.9	99	526	5.38
CS-S-18	384744	5431523	77.6	71	0.09	25.9	104	743	5.48
CS-S-19	384765	5431543	114.5	54	0.09	27.3	99	837	4.97

Table 8. Analytical results for soil samples, central Columbia Shear Property.
Sample locations are shown on Figure 12.

A total of 19 soil samples were collected along 400 metres of a north trending logging road in the central part of the Property (Figure 12). Nine of these samples contained greater than 100 ppm Cu (Table 8) with the highest value 140.5 ppm Cu.

Sample. No.	Easting	Northing	Cu ppm	Zn ppm	Ag ppm	Co ppm	Cr ppm	Mn ppm	Fe %
2000	387201	5437661	93.3	87	0.15	23.2	87	1260	4.66
2001	387194	5437645	93.1	78	0.14	24.9	89	1270	4.76
2002	387109	5437398	54.3	71	0.16	17.3	84	1160	3.66
2003	387104	5437161	67.5	76	0.11	22.6	144	880	3.84
2004	387004	5436602	42	49	0.05	17.5	102	604	3.1
2005	386959	5436334	46.2	82	0.21	18.4	200	656	3.19
2006	386952	5435837	51.6	55	0.07	20.3	132	764	3.39
2007	386895	5435588	72	52	0.17	20.5	118	1300	3.81
2008	386877	5435263	63.9	65	0.07	27.2	130	793	4.48
2009	386827	5434798	81.2	79	0.09	23.7	111	983	4.27
2010	386842	5434369	65.6	80	0.04	24.5	106	824	4.56
2011	386824	5433850	67.1	52	0.12	18.7	117	856	3.53
2012	386787	5433356	77.1	73	0.06	26.6	98	926	3.61

Table 9. Analytical results for soil samples, northern Columbia Shear Property.
Sample locations are shown on Figure 13.

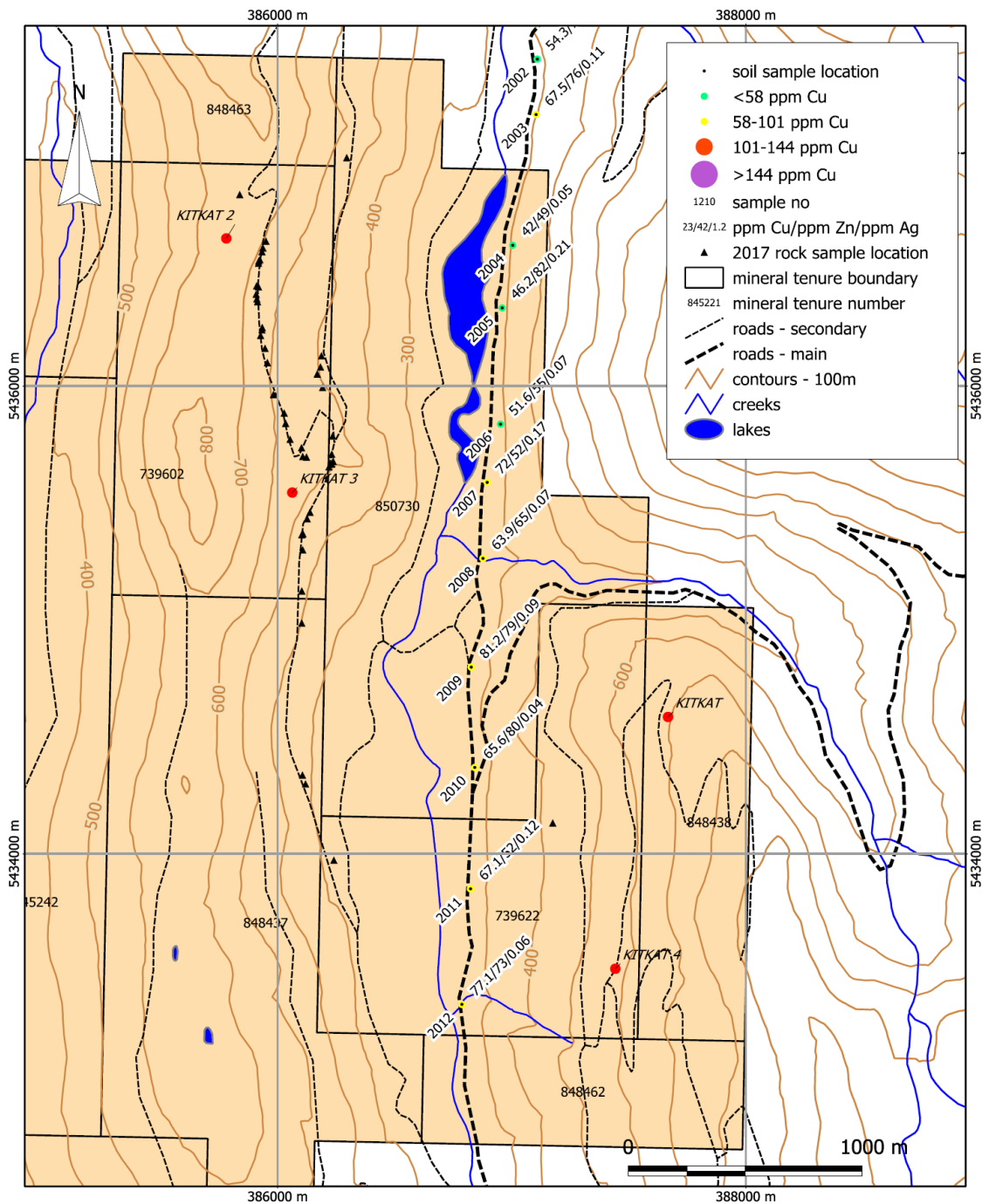


Figure 13. Location of 2017 soil samples and results for Cu (ppm), Zn (ppm) and Ag (ppm), northern Columbia Shear Property. See Figure 7 for location of map area.

Thirteen widely spaced soil samples were also collected along a logging road in the northern part of the Property (Figure 13). These samples did not return any significantly anomalous metal values (Table 9).

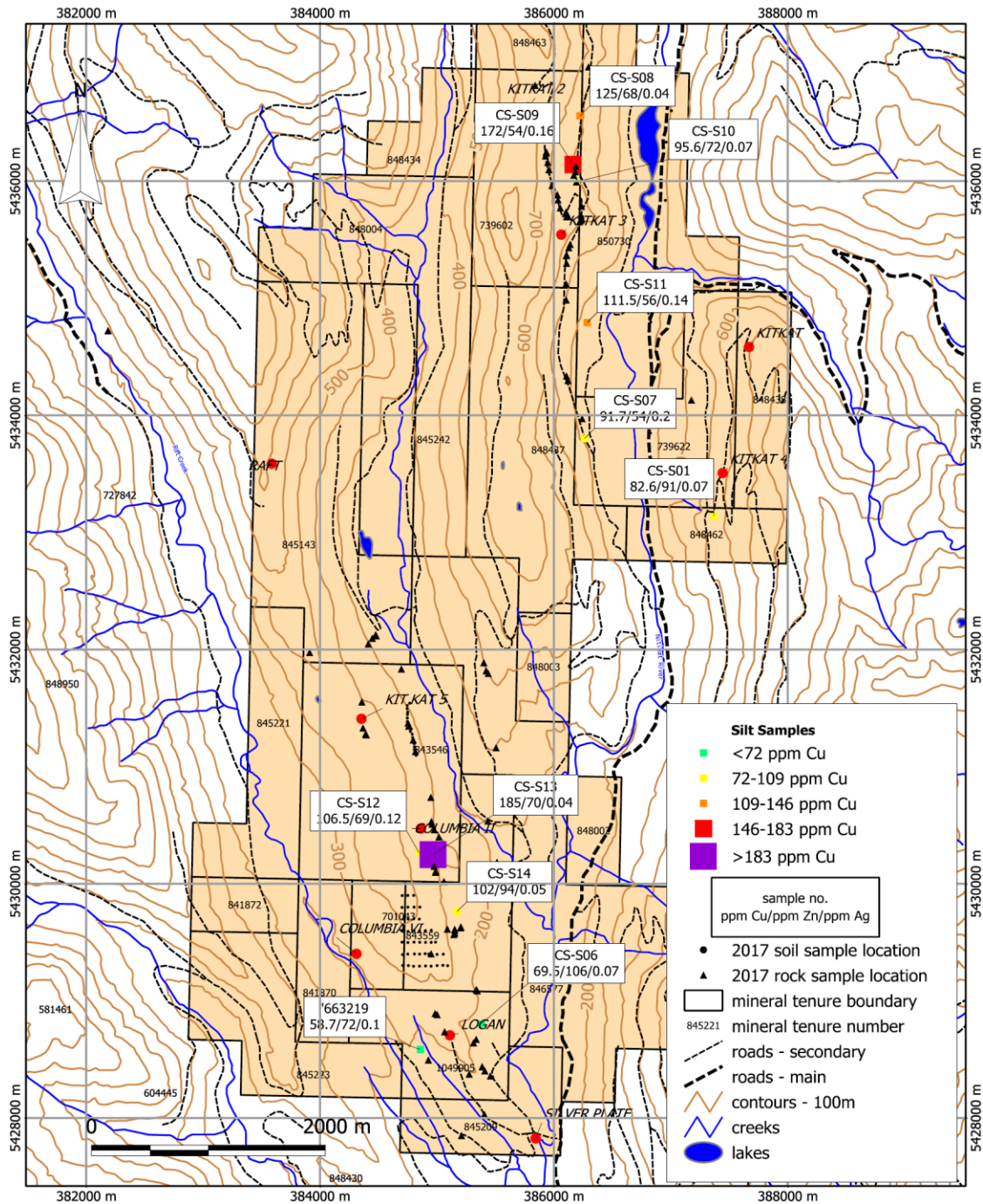


Figure 14. Location of 2017 silt samples and results for Cu (ppm), Zn (ppm) and Ag (ppm), Columbia Shear Property.

Silt Geochemical Survey

A total of 11 silt samples were collected from widely spaced localities in 2017 (Figure 14). Two of these samples returned anomalous Cu values – CS-S13 (185 ppm Cu) and CS-S09 (172 ppm Cu). Sample CS-S09 was also anomalous in Mo (6.46 ppm).

Station No.	Easting	Northing	Cu ppm	Zn ppm	Ag ppm	Mo ppm
CS-S01	387368	5433139	82.6	91	0.07	0.64
CS-S06	385378	5428804	69.5	106	0.07	1.68
CS-S07	386260	5433803	91.7	54	0.2	0.9
CS-S08	386222	5436558	125	68	0.04	0.67
CS-S09	386162	5436142	172	54	0.16	6.46
CS-S10	386191	5435995	95.6	72	0.07	2.09
CS-S11	386285	5434795	111.5	56	0.14	2.24
CS-S12	384845	5430266	106.5	69	0.12	1.67
CS-S13	384966	5430249	185	70	0.04	1.03
CS-S14	385169	5429762	102	94	0.05	1.12
663219	384856	5428585	58.7	72	0.1	0.77

Table 10. Analytical results for silt samples, Columbia Shear Property.
Sample locations are shown on Figure 14.

Moss Mat Samples

Four moss mat samples were collected in 2017. The location of these samples is shown on Figure 15. Three of the samples were collected near the Kitkat 4 showing, the other west of the Kitkat showing in the northeast corner of the Property.

Station No.	Easting	Northing	Cu ppm	Zn ppm	Pb ppm	Ag ppm	Ni ppm	Fe %
CS-S02	387267	5433496	129	97	5.9	0.1	52.7	3.97
CS-S03	387274	5433572	95.5	90	5.6	0.11	47.1	3.65
CS-S04	387318	5433689	95	91	10.8	0.12	45.1	4.08
CS-S05	387208	5434798	71.9	54	7.4	0.22	29.7	1.91

Table 11. Analytical results for moss mat samples, Columbia Shear Property.
Sample locations are shown on Figure 15.

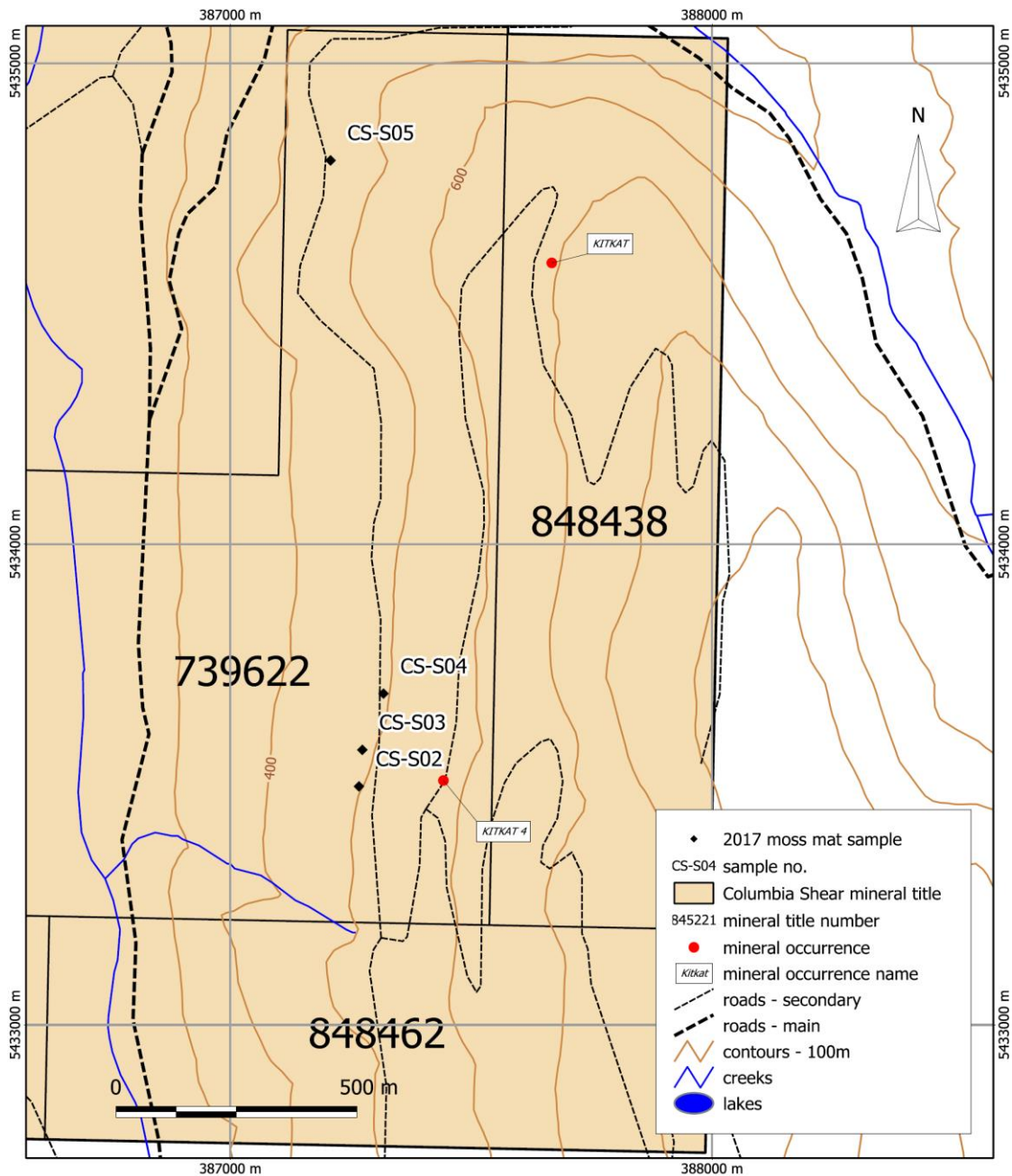


Figure 15. Location of 2017 moss mat samples.

The three samples collected down slope from the Kitkat 4 showing returned Cu values between 95 and 129 ppm, Zn values between 91-97 ppm and Fe values between 3.65 and 4.08% (Table 11). The sample collected down slope and west of the Kitkat showing (CS-S05) had lower Cu, Zn, Ni and Fe values than the samples collected near the Kitkat 4 showing (CS-S02-S04) but was higher in Ag.

Drilling

Only limited diamond drilling has been done on the Columbia Shear Property and this work is described in "Narrative Description of the Business – History". No recent diamond drilling has been done on the Columbia Shear Property, which is still in the early stages of exploration.

Sample Preparation, Analyses and Security

Soil and rock samples were sent to ALS Minerals laboratory in North Vancouver for aqua regia digestion and 36-

element Inductively Coupled Plasma – Mass Spectrometry (ICP-MS) analysis. At the lab, soil and silt sample preparation involved drying the sample at up to 60°C and sieving up to 100 grams from each sample to –180 microns (80 mesh). Depending on the amount of 80 mesh material obtained, a subsample was cut and then leached with an Aqua Regia solution, followed by dilution and ICP-MS analysis.

Rock samples were placed in labelled plastic bags, with a label also placed within the bag and shipped directly to the ALS laboratory in North Vancouver. At the lab each rock sample was crushed to 70% passing 10 mesh followed by pulverizing a 250gm split to 85% passing 150 mesh. A subsample of each was digested and analysed as described above. Ore grade samples containing >10,000 ppm Cu were also analyzed by ICP-AES to quantify the Cu content to a percentage level.

ALS runs standards and provides re-samples at varying intervals for each sample shipment analysed.

Data Verification

The Author visited the Columbia Shear Property on February 18, 2012 and again on May 23, 2017. The most recent visit was in the company of Mr. Craig Lynes, prospector and owner of Rich River Exploration Ltd. Three sample sites described in this report were visited – CSR1725, CS-R1731 and CS-R1737 all of which returned Cu values greater than 10,000 ppm. At all three sites outcrops had been cleared of surface cover to exposed mineralized veins and shear zones cutting chloritized volcanic rocks. High grade copper mineralization in the form of chalcopyrite is visible as localized massive concentrations within these veins and shear zones. The sampling techniques employed by Rich River Exploration Ltd. personnel in 2017 were appropriate for this type of mineral occurrence. The Author also examined original analytical certificates from ALS which confirm the high grade Cu concentrations observed in outcrop on the Columbia Shear Property.

The Author has also done a search of the MTO website to confirm the current ownership of the claims comprising the Property.

Mineral Processing and Metallurgical Testing

There is no record of any mineral processing or metallurgical testing having been done on samples from the Columbia Shear Property.

Mineral Resource and Mineral Reserve Estimates

There has not been sufficient drilling to determine subsurface extent and overall grade of mineralization on the Property. There are no historical mineral resource estimates for the Property.

Adjacent Properties

There are no significant mineral properties adjacent to the Columbia Shear Property.

Other Relevant Data and Information

The Author has reviewed all public and private reports pertaining directly to the Property. The Author is not aware of any additional sources of information that might significantly change the conclusions presented in this technical report.

Interpretation and Conclusions

The Columbia Shear Property covers prospective rocks of the Devonian Sicker group. These island arc volcanic rocks are known to host significant volcanogenic massive sulphide deposits elsewhere on Vancouver Island e.g. the Myra Falls mine at Buttle Lake (Walker, 1983). A number of small showings on the Property are classified as volcanogenic occurrences. This is a positive indicator that the right environment for the formation of massive sulphide deposits exists on the Property. Further work is needed to identify areas where there may be potential for the discovery of this type of economically important deposit on the Columbia Shear Property. Other showings on the Property are classified as epigenetic veins. These often carry anomalous Au and Ag and appear to be spatially and perhaps genetically related to the Jurassic age Island Intrusions that crop out on the Property. These showings often occur in shear zones. The challenge is to find areas where there is sufficient tonnage to develop a mine.

Follow up prospecting and sampling focussing on zones of shearing and quartz veining done in 2013 and 2017 has helped to identify new, potentially economic targets.

A third deposit type that could prove to be of economic interest are Ni-Cu-PGE showings associated with ultramafic rocks. Although none of the showings are classified as this type of occurrence anomalous PGE values have been reported from some of the showings and these may be of a magmatic origin. Areas with high magnetic response may be underlain by magnetite bearing ultramafic rocks. These areas should be prospected for possible magmatic type Ni-Cu-PGE showings.

The area around the Kitkat 5 showing remains a primary target on the Property. Samples collected from pyritic Myra Formation rocks on the eastern end of the old Kitkat 5 claim returned up to 6702 ppm Cu, 2012 ppm Ni, 4850 ppb Pd, 1650 ppb Pt, 100 ppb Au, and 5.8 ppm Ag. It was felt that this represented a very high priority target that should be followed up by extending Grid B to the west (Neale and Hawkins, 1985). Sampling done in 2017 has confirmed the presence of high grade Cu-Ag mineralization at Kitkat 5 along with anomalous Ni, Cr, Co, Pt and Pd (sample 1735). It is recommended that a grid be established over this showing and that geophysical, geochemical and geological surveys be done on this grid to determine the significance and extent of this mineralization.

A cluster of samples collected north of the Logan showing also returned high grade Cu and anomalous Ag values. These samples possibly represent a new showing on the Property and follow up work is recommended to determine the extent of the mineralization. This work would involve prospecting and additional rock and soil sampling.

Another area that requires further follow-up is in the vicinity of the Rift showing. Strongly anomalous soil samples were collected in this area in 2013 and the source of these soil anomalies has not yet been determined. Additional work is required in this area to determine if there is a nearby bedrock source for these anomalies.

Recommendations

The Columbia Shear Property is a property of merit and additional exploration expenditures are warranted as discussed above. Because of the size of the Property and the diversity of mineral occurrence types the first step is to bring all historical and recent data including recent airborne geophysical surveys together and register the information to a common geographic base. This may help identify additional targets for follow up work.

A two phase, success contingent, exploration program is recommended. Phase 1 would involve compilation of all existing data into a GIS database and follow-up ground geochemical and geophysical surveys in areas deemed to have the highest potential. Specific target areas would be the new showings north of the Logan identified in 2017, the area around the Kitkat 5 showing which has Ni-PGE potential and the area of anomalous soil samples near the Rift showing that were identified in 2013. The projected cost of the proposed work program is \$90,000. Depending on the results of the Phase 1 program, the next phase would involve a diamond drilling program to test the best targets for an additional expenditure of \$456,500. A breakdown of projected costs is shown in Table 12.

Table 12. Projected costs for proposed exploration program, Columbia Shear Property.

PHASE 1				
Expense	Number of Units	Units	Unit Cost	Total
Mob/Demob				\$5,000
GIS data compilation				\$10,000
Prospecting/geophysics/geochem				\$52,500
Camp costs – food & lodging	120	Person days	\$100	\$12,000
Analytical	150	Analyses	\$30	\$4,500
Report preparation	10	Days	\$600	\$6,000
TOTAL:				\$90,000

Table 13. Proposed Phase 2 Budget for the Columbia Shear Property (contingent on results from Phase 1).

PHASE 2				
Expense	Number of Units	Units	Unit Cost	Total
Drilling	3,000	Metres	\$120	\$360,000
Per diem costs	240	Person days	\$100	\$24,000
Analytical	300	Analyses	\$30	\$9,000
Geologists/camp manager	30	Person days	\$550	\$16,500
Report preparation	10	Days	\$550	\$5,500
Contingency 10%				\$41,500
TOTAL:				\$456,500
TOTAL PHASE 1 & 2:				\$546,500

USE OF PROCEEDS

Proceeds

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered pursuant to the Offering in the provinces of British Columbia, Alberta and Saskatchewan.

This Offering is subject to the completion of a minimum subscription of 3,500,000 Common Shares for gross proceeds to the Issuer of \$350,000. If the minimum subscription is not completed within 90 days of the issuance of a receipt for the Prospectus or such other time as may be consented to by the Agent and Subscribers, all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent.

Funds Available

The gross proceeds to the Issuer from the sale of the Common Shares offered hereby will be \$350,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated expenses of the Offering of \$80,000, the Agent's Fee of \$35,000 and the balance of the Corporate Finance Fee of \$19,650, and including estimated working capital as at August 31, 2017 of \$58,910.24, are estimated to be \$274,260.24.

Principal Purposes

Expenses	Funds to be Used
To pay the estimated cost of the recommended Phase 1 exploration program and budget on the Columbia Shear Property as outlined in the Technical Report	\$90,000
To provide funding sufficient to meet administrative costs for 12 months	\$91,000
To provide general working capital to fund the Issuer's ongoing operations	\$93,260.24
TOTAL:	\$274,260.24

Notes:

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

(2) See "Narrative Description of the Business – Recommendations" above for a summary of the work to be undertaken, a breakdown of the estimated costs and the nature of title to, or the Issuer's interest in, the Columbia Shear Property.

Upon completion of the Offering, the Issuer's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months. Estimated administrative expenditures for the 12 months following completion of the Offering are comprised of the following:

Administrative Expenses	Funds to be Used
Office Rent	\$18,000
Management and Administration Services	\$30,000
Miscellaneous Office and Supplies	\$6,000
Transfer Agent	\$12,000
Legal	\$5,000
Accounting and Audit	\$20,000
TOTAL:	\$91,000

Since its incorporation on March 10, 2017, the Issuer has not generated cash flow from its operations and has incurred certain operating losses. Such losses and negative operating cash flow are expected to continue since funds will be expended to pay its administrative expenses and to conduct the recommended Phase 1 exploration program on the Columbia Shear Property. Although the Issuer has allocated \$91,000 (as above) from the Offering to fund its ongoing operations for a period of 12 months, thereafter, the Issuer will be reliant on future equity financings for its funding requirements.

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

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

Stated Business Objectives and Milestones

The Issuer's business objectives in using the available funds are to:

- (a) obtain a listing of its Common Shares on the Exchange; and
- (b) conduct the Phase 1 exploration program on the Columbia Shear Property recommended in the Technical Report.

The listing of the Issuer's Common Shares on the Exchange is subject to the Issuer fulfilling all of the requirements of the Exchange and is expected to occur shortly after completion of this Offering. Upon completion of the Offering, the Phase 1 exploration program is expected to be conducted in the spring of 2018.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Annual Information

The Issuer was incorporated in the province of British Columbia on March 10, 2017. The following table summarizes selected information from the Issuer's financial statements for the period ended June 30, 2017.

	Period Ended June 30, 2017 (audited)
Total revenues	\$Nil
Exploration expenditures (Columbia Shear Property)	\$70,000
Management fees	\$12,500
Professional fees	\$3,193

	Period Ended June 30, 2017 (audited)
General and administrative expenses	\$325
Rent	\$4,882
Stock-based compensation	\$ 30,000
Net Loss	(\$50,900)
Basic and diluted loss per common share	\$0.01
Total assets	\$159,407
Long-term financial liabilities	\$Nil
Cash dividends per share	\$Nil

Dividends

There are no restrictions that would prevent the Issuer from paying dividends on the Common Shares, however, the Issuer has neither declared nor paid any dividends on its Common Shares since incorporation and has not established any dividend or distribution policy. The Issuer intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Management's Discussion and Analysis

The following discussion of the operating results and financial position of the Issuer should be read in conjunction with the audited financial statements and related notes for the period ended June 30, 2017. The financial statements are included in this Prospectus as Schedule "B" and should be referred to when reading this disclosure. The financial statements summarize the financial impact of the Issuer's financings, investments and operations, which financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following Management's Discussion and Analysis ("MD&A") is quoted in Canadian dollars. The effective date of this MD&A is June 30, 2017.

The Issuer is not a reporting issuer and is not required to prepare interim financial statements, therefore quarterly results are not available.

Financial Period ended June 30, 2017

During the financial period ended June 30, 2017, the Issuer reported \$nil revenue and a net loss of \$50,900 (\$0.01 per common share). The Issuer incurred \$3,193 for professional fees and \$325 for general administrative expenses during the financial period. The Issuer also paid the aggregate amount of \$12,500 in management fees to a private company controlled by a director of the Issuer to Matalia Investments Ltd., a company controlled by Robert Coltura.

During the financial period ended June 30, 2017, the Issuer incurred exploration expenditures in the aggregate amount of \$70,000.

The Issuer received \$178,001 in gross proceeds for shares issued, all of which was received for shares issued in the period ended June 30, 2017. The Issuer was deemed to have incurred a share-based compensation expense of \$30,000 due to that fact that 2,000,000 shares worth an estimated \$40,000 were issued at a price of \$0.005 for proceeds of \$10,000.

As at the date of this Prospectus, the only outstanding securities of the Issuer consisted of 7,700,100 Common Shares and 800,000 stock options granted to the directors and officers of the Issuer.

Liquidity and Capital Resources

During the first year after completion of this Offering, the Issuer estimates that the aggregate annual cost of general administration for its operations will be approximately \$91,000. See "Use of Proceeds" above. The net proceeds from the Offering should be sufficient to fund the Issuer's operations for at least a period of 12 months. There are no

other capital expenditures to be incurred by the Issuer during the period.

The Issuer does not yet generate positive cash flow from operations and is therefore reliant upon the issuance of its Common Shares to fund its operations. As of June 30, 2017, its capital resources consisted of a cash balance of \$73,100 and accounts receivable of \$1,207. The Issuer also had an accounts payable balance of \$2,306. The Issuer expects that it will be able to meet its current obligations as they come due with its existing cash and other receivable balances.

The Issuer's sole property is the Columbia Shear Property located near Cowichan Lake, British Columbia, consisting of twenty-three contiguous mineral tenures. The Issuer has the option of acquiring a 100% interest in the Columbia Shear Property, subject to a 3% net smelter returns royalty, as set out in the Property Option Agreement (see "General Development of the Business" above). During the period ended June 30, 2017, the Issuer incurred \$70,000 in exploration and evaluation asset expenditures comprised of a \$5,000 initial payment to the Optionors pursuant to the Property Option Agreement and \$65,000 for sampling work conducted on the Columbia Shear Property and the geochemical analysis such samples. The Issuer is not required to make any exploration expenditures on the Columbia Shear Property or make further payments of cash installments to the Optionors until 24 months after the Listing Date of the Common Shares under this Offering. For a summary of the Issuer's payment and exploration expenditure obligations under the Property Option Agreement, see "General Development of the Business" above. In order to meet future exploration commitments and cash payments, the Issuer will require additional capital resources.

As of August 31, 2017, the Issuer had a working capital of \$58,910.24. The Issuer expects to incur losses for at least the next 24 months and there can be no assurance that the Issuer will ever make a profit. To achieve profitability, the Issuer must advance its Property through further exploration in order to bring the Property to a stage where the Issuer can attract the participation of a major resource company, which has the expertise and financial capability to place such property into commercial production.

The Issuer has concluded transactions and arrangements with related parties. See "Interest of Management and Others in Material Transactions" below for further details.

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

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized share capital of the Issuer consists of an unlimited number of common shares without par value. As of the date of this Prospectus, 7,700,100 Common Shares were issued and outstanding as fully paid and non-assessable shares.

Common Shares

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

Agent's Warrants

The Issuer has also agreed to grant to the Agent, Agent's Warrants entitling the Agent to purchase that amount of Common Shares as is equal to 10% of Common Shares to be issued pursuant to this Offering, with an exercise price that is equal to the Offering Price.

Additional Common Shares

The Issuer has also agreed to issue 100,000 Common Shares to the Optionors on the Listing Date in respect of the Columbia Shear Property. See "General Development of the Business" above and "Plan of Distribution" below.

CONSOLIDATED CAPITALIZATION

The following table summarizes the changes in the Issuer's capitalization since incorporation and after giving effect to the Offering:

Description	Authorized Amount	Authorized at the date of this Prospectus	Outstanding as at June 30, 2016 (Audited)	Outstanding at the date of this Prospectus (Unaudited)	Outstanding after giving effect to this Offering (Unaudited) ⁽¹⁾⁽²⁾
Common Shares	Unlimited	Unlimited	7,700,100	7,700,100	11,300,100
Long Term Debt	Nil	Nil	Nil	Nil	Nil

Notes:

(1) As partial consideration for the sale of Common Shares pursuant to this Prospectus, the Issuer has agreed to grant the Agent Agent's Warrants entitling the Agent to purchase up to that amount of Common Shares as is equal to 10% of the number of Common Shares issued pursuant to this Offering. The Agent's Warrants may be exercised at a price of \$0.10 per Common Share for a period of 24 months from the Closing Day. This Prospectus qualifies the distribution of the Agent's Warrants as Qualified Compensation Securities. The Common Shares issuable on exercise of the Agent's Warrants are not reflected in these figures.

(2) Includes the 100,000 Common Shares to be issued to the Optionors in respect of the Columbia Shear Property.

OPTIONS TO PURCHASE SECURITIES

The Stock Option Plan was approved by the Issuer's directors on August 29, 2017. The purpose of the Stock Option Plan is to assist the Issuer in attracting, retaining and motivating directors, officers, employees and consultants (together "eligible persons") of the Issuer and of its affiliates and to closely align the personal interests of such eligible persons with the interests of the Issuer and its shareholders.

The Stock Option Plan provides that so long as the Issuer is a non-reporting issuer, the maximum number of Common Shares which may be issued pursuant to options granted under the Stock Option Plan shall be that number equal to 15% of the Issuer's then issued share capital on the date on which an option is granted.

From the date that the Issuer becomes a reporting issuer with its Common Shares listed on a stock exchange (in this section, the "Listing Date"), the Stock Option Plan provides that the aggregate number of Common Shares reserved for issuance will be 10% of the number of Common Shares of the Issuer issued and outstanding from time to time.

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

Options may be granted under the Stock Option Plan to such eligible persons of the Issuer and its affiliates, if any, as the Board may from time to time designate. The exercise prices shall be determined by the Board, but shall, in no event, be less than the closing market price of the Issuer's shares on the Exchange on the date of grant of such options, less the maximum discount permitted under the Exchange policies. The Stock Option Plan provides that after the Listing Date, the number of Common Shares issuable on the exercise of options granted to all persons together with all of the Issuer's other previously granted options may not exceed 10% of the Issuer's issued and outstanding Common Shares on a non-diluted basis, from time to time. In addition, the number of Common Shares, which may be reserved for issuance to any one individual upon the exercise of all stock options held by such individual within a one-year period, may not exceed 5% of the Common Shares issued and outstanding on the grant date, on a non-diluted basis, unless otherwise approved by disinterested shareholders of the Issuer. Subject to earlier termination in the event of dismissal for cause, early retirement, voluntary resignation or termination other than for cause, or in the event of death or disability, all options granted under the Stock Option Plan will expire on the date set by the Board as the expiry date of the option, which expiry date shall not be more than 10 years from the date

that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

The following table sets out information about the Options issued and outstanding pursuant to the Stock Option Plan as of the date hereof:

Name of Optionee	Designation of Securities under Option	Number of Common Shares under Option	Exercise price per Common Share	Expiry Date
All executive officers and past executive officers as a group (2 persons)	Common Shares	400,000	\$0.10	August 29, 2022
All directors and past directors who are not also executive officers as a group (2 persons)	Common Shares	400,000	\$0.10	August 29, 2022

Agent's Warrants

The Issuer will issue to the Agent, Agent's Warrants for the purchase of up to that number of Common Shares as is equal to 10% of the Common Shares of the Issuer issued pursuant to the Offering, exercisable at a price of \$0.10 per Common Share for a period of 24 months from the Closing Day.

PRIOR SALES

The following table summarizes the sales of securities of the Issuer prior to the date of this Prospectus:

Issue Date	Price Per Common Share	Number of Common Shares Issued	Proceeds to the Issuer
March 10, 2017	\$0.01	100	\$1.00
March 14, 2017	\$0.005	2,000,000	\$10,000
March 31, 2017	\$0.02	3,900,000 ⁽¹⁾	\$78,000
June 12, 2017	\$0.05	1,800,000	\$90,000
Total		7,700,100	\$178,001

Notes:

(1) These shares were issued as flow-through Common Shares.

ESCROWED SECURITIES

Escrowed Securities

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals (as defined below) are required to be held in escrow in accordance with the escrow regime applicable to initial public distributions. Equity securities, including Common Shares, owned or controlled by the Principals of the Issuer are subject to the escrow requirements set out in National Instrument 46-201 - *Escrow for Initial Public Offerings*.

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

- (a) directors and senior officers of the Issuer, as listed in this Prospectus;
- (b) promoters of the Issuer during the two years preceding this Offering;
- (c) those who own and/or control more than 10% of the Issuer's voting securities immediately after completion of this Offering if they also have appointed or have the right to appoint a director or

senior officer of the Issuer or of a material operating subsidiary of the Issuer;

- (d) those who own and/or control more than 20% of the Issuer's voting securities immediately after completion of this Offering; and
- (e) associates and affiliates of any of the above.

The Principals of the Issuer are Robert Coltura, Mark Lotz, Gerald Carlson and Dušan Berka, of which, Robert Coltura is also a promoter of the Issuer.

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

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

- (a) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Issuer or of a material operating subsidiary, with approval of the Board of Directors;
- (b) transfers to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Issuer's outstanding securities;
- (c) transfers to a person or company that after the proposed transfer will (i) hold more than 10% of the voting rights attached to the Issuer's outstanding securities; and (ii) has the right to elect or appoint one or more directors or senior officers of the Issuer or any of its material operating subsidiaries;
- (d) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children or parents;
- (e) transfers upon bankruptcy to the trustee in bankruptcy;
- (f) pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; or
- (g) tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation's escrow classification.

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

Name	No. of Escrowed Common Shares⁽¹⁾⁽²⁾	Offering Percentage (After Giving Effect to the Offering)⁽³⁾⁽⁴⁾
Robert Coltura	2,000,100	17.70%

Notes:

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

(2) Pursuant to an escrow agreement (the "Escrow Agreement") made as of September 13, 2017 among the Issuer, the Escrow Agent and a Principal of the Issuer, the Principal agreed to deposit in escrow its Common Shares (the "Escrowed Securities") with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that, where there are no changes to the Common Shares initially deposited and no additional Escrow Securities, the remaining Escrowed Securities will be released in equal tranches of 15% every 6-month interval thereafter, over a period of 36 months.

(3) Does not include exercise of Agent's Warrants.

(4) Includes the 100,000 Common Shares to be issued to the Optionors; in result, the aggregate number of issued and outstanding Common Shares after completion of the Offering would total 11,300,100 Common Shares.

PRINCIPAL SHAREHOLDERS

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

Prior to the Offering			After Giving Effect to the Offering		
Name	Number of Common Shares Owned Directly or Indirectly	Percentage of Common Shares Held	Number of Common Shares Beneficially Owned Directly or Indirectly	Percentage of Common Shares Held ⁽¹⁾⁽²⁾	Percentage of Common Shares Held ⁽³⁾
Robert Coltura	2,000,100 owned beneficially and of record	25.97%	2,000,100 owned beneficially and of record	17.70%	16.07%
A. Salman Jamal	1,000,000 owned beneficially and of record	12.99%	1,000,000 owned beneficially and of record	8.85%	8.03%
Hanifmohamed Hirji	1,000,000 owned beneficially and of record	12.99%	1,000,000 owned beneficially and of record	8.85%	8.03%

Notes:

(1) Does not include exercise of Agent's Warrants.

(2) Includes the 100,000 Common Shares to be issued to the Optionors.

(3) On a fully-diluted basis, assuming completion of the Offering, the issuance of 100,000 Common Shares to the Optionors, the exercise of all stock options, and the exercise of all Agent's Warrants.

DIRECTORS AND OFFICERS

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

Name and Province of Residence and Position with the Issuer	Director/ Officer Since	Principal Occupation for the Past Five Years	Number and % of Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
Robert Coltura British Columbia, Canada <i>President, Chief Executive Officer, Director</i>	Director since March 10, 2017. President and Chief Executive Officer since March 10, 2017.	Consultant and director and officer of numerous mineral exploration companies. President of Matalia Investments Ltd. from October 1993 to present.	2,000,100 25.97%
Mark Lotz⁽¹⁾ British Columbia, Canada	Director since March 10, 2017. Chief Financial	Accountant and director and officer of several companies in various industries, including mining.	None

Name and Province of Residence and Position with the Issuer	Director/ Officer Since	Principal Occupation for the Past Five Years	Number and % of Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
<i>Chief Financial Officer, Director</i>	Officer since March 10, 2017		
Dušan Berka⁽¹⁾ British Columbia, Canada <i>Director</i>	Director since March 10, 2017	Professional Engineer and director and officer of numerous mineral exploration companies.	None
Gerald Carlson⁽¹⁾ British Columbia, Canada <i>Director</i>	Director since March 10, 2017	Professional Engineer and director and officer of numerous mineral exploration companies.	None

Note:

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

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

The Issuer has one committee, the audit committee, comprised of Mark Lotz (Chairman), Dušan Berka and Gerald Carlson.

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

Robert Coltura, President, Chief Executive Officer and Director

Mr. Coltura is Chief Executive Officer, President, a director and promoter of the Issuer and provides his services to the Issuer on a part-time basis. He has served the Issuer as Chief Executive Officer, President and a director since March 10, 2017. He will devote approximately 75% of his time to the affairs of the Issuer. His responsibilities with the Issuer in his capacity as President and Chief Executive Officer include managing day-to-day operations of the Issuer, executing policies implemented by the Board of Directors and reporting back to the Board.

Mr. Coltura is a businessman and is the President and principal shareholder of Matalia Investments Ltd., a company that provides management consulting and corporate finance services to public and private companies. He has several years of experience with reporting issuers.

Mr. Coltura is not an independent contractor or employee of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer and is 52 years of age.

Mark Lotz, Chief Financial Officer and Director

Mr. Lotz is the Chief Financial Officer and a director of the Issuer and provides his services to the Issuer on a part time basis. He has served the Issuer as director and Chief Financial Officer since March 10, 2017. He will devote approximately 15% of his time to the affairs of the Issuer. In his capacity as Chief Financial Officer, Mr. Lotz reports to the President of the Issuer regarding strategic and tactical matters as they relate to budget management, cost-benefit analysis, forecasting needs and securing adequate funding.

Mr. Lotz is a businessman and provides management consulting and corporate finance services to public and private companies. He has several years of experience with reporting issuers.

Mr. Lotz is not an independent contractor or employee of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer and is 53 years of age.

Dušan Berka, Director

Mr. Berka has been a director of the Issuer since March 10, 2017 and provides his services to the Issuer on a part-time basis. He will devote approximately 50% of his time to the affairs of the Issuer. As a director, he is responsible for directing and overseeing management of the Issuer.

Mr. Berka has extensive experience in the management, marketing, promotion and administration of public companies as well as in corporate communication, shareholders information, public relation and contract negotiation. During the past 34 years, Mr. Berka has served as a director and officer of various public companies traded on the TSX and TSX Venture Exchanges and the NASDAQ System in the USA. Mr. Berka has been a member of the Association of Professional Engineers and Geoscientists of B.C. since 1977.

Mr. Berka is not an independent contractor or employee of the Issuer, has not entered into a non-competition or non-disclosure agreement with the Issuer and is 71 years of age.

Gerald Carlson, Director

Mr. Carlson is a director of the Issuer and provides his services to the Issuer on a part-time basis. He has served as a director of the Issuer since March 10, 2017 and will devote approximately 10% of his time to the affairs of the Issuer. As a director, he is responsible for directing and overseeing management of the Issuer.

Mr. Carlson has over 40 years of international experience in managing mineral exploration and mining development companies. He is a former President of the Association for Mineral Exploration British Columbia (formerly the British Columbia and Yukon Chamber of Mines) and of the Society of Economic Geologists Canada Foundation.

Mr. Carlson is not an independent contractor or employee of the Issuer, has not entered into a non-competition or non-disclosure agreement with the Issuer and is 71 years of age.

Corporate Cease Trade Orders or Bankruptcies

To the Issuer's knowledge:

- (a) no existing or proposed director, executive officer or promoter of the Issuer is, or within the ten years prior to the date hereof has been, a director or executive officer of any other company that, while that person was acting in the capacity of director or executive officer of that company, was the subject of a cease trade order or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days;
- (b) no existing or proposed director, executive officer or promoter of the Issuer is, or within the ten years prior to the date hereof ceased to be a director or executive officer of any other company that, was the subject of a cease trade order or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the director, executive officer or promoter ceased to be a director or executive officer and which resulted from an event that occurred while that person was acting in the capacity as director or executive officer; and
- (c) no existing or proposed director, executive officer or promoter of the Issuer is, or within the ten years prior to the date hereof has been, a director or executive officer of any other company that, while that person was acting in the capacity of director, executive officer or promoter of that company, 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.

Penalties or Sanctions

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

In 2008, the Investment Industry Regulatory Organization of Canada ("IIROC") investigated and sanctioned Mr. Lotz, for failing to disclose outside business activities and the fact that he had become the Chief Financial Officer of a publicly traded company. In January, 2009, IIROC ordered that Mr. Lotz: (i) pay a fine of \$20,000; (ii) write and pass the examination based on the Partners, Directors and Officers Course administered by the Canadian Institute within 6 months of the decision; and (iii) pay the sum of \$5,000 as costs.

Personal Bankruptcies

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

Conflicts of Interest

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

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

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The executive compensation discussion below discloses compensation paid to the following individuals:

- (a) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the Issuer and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with Section 1.3(5) of Form 51-102F6V under National Instrument 51-102 – *Continuous Disclosure Obligations*, for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Issuer, nor acting in a similar capacity, as at the end of the most recently completed financial year,

(each a "Named Executive Officer").

During the financial period ended June 30, 2017, the Issuer had two individuals who were Named Executive Officers, namely (i) Robert Coltura, who was appointed the Chief Executive Officer and President of the Issuer on March 10, 2017, and (ii) Mark Lotz, who was appointed the Chief Financial Officer of the Issuer on March 10, 2017.

Compensation Discussion and Analysis

In assessing the compensation of its Named Executive Officers, the Issuer does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board of Directors.

As of the date of this Prospectus, the Issuer's Board of Directors has not established any benchmark or performance goals to be achieved or met by Named Executive Officers, however, such Named Executive Officers are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Issuer. The satisfactory discharge of such duties is subject to ongoing monitoring by the Issuer's directors.

The Issuer's Named Executive Officer compensation during the most recently completed financial period ended June 30, 2017 was determined and administered by the Issuer's Board of Directors. The Board of Directors was solely responsible for assessing the compensation to be paid to the Issuer's Named Executive Officers and for evaluating their performance.

It is expected that once the Issuer becomes a reporting issuer, base salary will be the principal component of Named Executive Officer compensation. The base salary for each Named Executive Officer will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable companies. Individual and corporate performance will also be taken into account in determining base salary levels.

Another component of Named Executive Officer compensation is the grant of stock options pursuant to the Issuer's Stock Option Plan. The objective of this compensation component is to attract, retain and motivate certain persons of training, experience and leadership as key service providers to the Issuer, including its directors, Named Executive Officers and employees and to advance the interest of the Issuer by providing such persons with additional compensation and the opportunity to participate in the success of the Issuer.

In addition to, or in lieu of, the compensation components described above, payments may be made from time to time to individuals, including Named Executive Officers or directors of the Issuer, or companies they control for the provision of management or consulting services. Such services are paid for by the Issuer at competitive industry rates for work of a similar nature by reputable arm's length services providers.

Summary Compensation Table

The following table sets forth the value of the compensation, excluding compensation securities, of the Issuer's directors and Named Executive Officers, for the period ended June 30, 2017:

Name and principal position	Year	Salary	Share-based awards	Option-based awards	Non-equity incentive plan compensation		Pension value	All other compensation	Total compensation
					Annual incentive plans	Long-term incentive plans			
Robert Coltura President, Chief Executive Officer and Director ⁽¹⁾	2017	Nil	Nil	Nil	Nil	Nil	Nil	\$12,500 ⁽³⁾	\$12,500
Mark Lotz Chief Financial Officer and Director ⁽²⁾	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Robert Coltura was appointed President, Chief Executive Officer and Director on March 10, 2017.

(2) Mark Lotz was appointed Chief Financial Officer and Director on March 10, 2017.

(3) Matalia Investments Ltd., a private company controlled by Robert Coltura, provided management and administrative services to the Issuer for a fee of \$2,500 per month for the financial period ended June 30, 2017.

Director Compensation Table

The table below sets out the compensation of directors that are not also Named Executive Officers of the Issuer.

Name	Fees earned	Share-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
Dušan Berka Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gerald Carlson Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil

External Management Companies

Of the Issuer's Named Executive Officers, neither Robert Coltura or Mark Lotz were or are employees of the Issuer.

As of the date of this Prospectus, the Issuer has not executed any employment, consulting or management agreements with any of its directors, Named Executive Officers or an external management company, however, in the financial period ended June 30, 2017, the Issuer paid \$12,500 in management fees to Matalia Investments Ltd., a company controlled by Robert Coltura. The services provided by Matalia Investments Ltd. included, but were not limited to, the provision of all day-to-day services required by a non-reporting entity including liaison with the Issuer's accounting and legal representatives, securities regulatory bodies and investment firms, as well as the preparation and dissemination of corporate and market information to the Issuer's shareholders, the review and negotiation of corporate investment opportunities, and such other services as the Board of Directors may request.

Stock Options and Other Compensation Securities

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Issuer to achieve the longer-term objectives of the Issuer; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Issuer; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Issuer. See "Options to Purchase Securities" above for a description of the material terms of the Issuer's Stock Option Plan.

There were no outstanding stock-based awards or share-based awards as at June 30, 2017, however, as at the date of this Prospectus, there are 800,000 outstanding stock options granted to the Issuer's directors and Named Executive Officers. See "Options to Purchase Securities" above.

Proposed Compensation

During the next 12 months, the Issuer proposes to pay the following compensation to its Named Executive Officers and directors:

Name and Principal Position	Salary	All Other Compensation	Total Compensation
Robert Coltura President and Chief Executive Officer	\$Nil	\$30,000 ⁽¹⁾	\$30,000

Note:

(1) Matalia Investments Ltd., a private company controlled by Robert Coltura, will provide management and administrative services to the Issuer for a fee of \$2,500 per month.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than routine indebtedness for travel and other expense advances, no existing or proposed director, executive officer or senior officer of the Issuer or any associate of any of them, was indebted to the Issuer as at June 30, 2017, or is currently indebted to the Issuer at the date of this Prospectus.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

National Instrument 52-110 – *Audit Committees* ("NI 52-110"), NI 41-101 and Form 52-110F1 require the Issuer to disclose certain information relating to the Issuer's audit committee (the "Audit Committee") and its relationship with the Issuer's independent auditors.

Audit Committee Charter

The text of the Audit Committee's charter is attached hereto as Schedule "A".

Composition of Audit Committee

The members of the Issuer's Audit Committee are set out below:

Mark Lotz (Chairman)	Related	Financially literate ⁽²⁾
Dušan Berka	Independent ⁽¹⁾	Financially literate ⁽²⁾
Gerald Carlson	Independent ⁽¹⁾	Financially literate ⁽²⁾

Notes:

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

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

Relevant Education and Experience

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

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

Mark Lotz: Mr. Lotz is a Chartered Professional Accountant practicing publicly through his firm Lotz CPA Inc. He is a director and officer of several public companies, in addition to serving as a member of the audit committee of several reporting issuers, and is familiar with the financial reporting requirements applicable to public companies in Canada.

Dušan Berka: Mr. Berka is a professional engineer with experience as a director and officer of public companies, including as an audit committee member and is familiar with the financial reporting requirements applicable to public companies in Canada.

Gerald Carlson: Mr. Carlson has over 40 years of experience in managing mineral exploration and mining development companies, including as an audit committee member, and is familiar with the financial reporting requirements applicable to public companies in Canada.

See "Directors and Officers" above for further details.

Audit Committee Oversight

The Audit Committee was established on August 29, 2017 and will, among other things, make recommendations to the Board of Directors to nominate or compensate an external auditor. As of the date of this Prospectus, the Audit Committee has not made any such recommendations for the Board to consider.

Reliance on Certain Exemptions

At no time since the commencement of the Issuer's most recently completed financial period has the Issuer relied on the exemptions in Sections 2.4, 3.2, 3.4, 3.5, 3.6 or Part 8 of NI 52-110, or an exemption from subsections 3.3(2) of NI 52-110.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

As of the date of this Prospectus, the Issuer has not compensated any external auditors for audit and non-audit related services provided to the Issuer.

Exemption

As per Section 223 of the *Business Corporations Act* (British Columbia), the Issuer is not a public company or a financial institution and as such, was not required to establish an Audit Committee at the first annual meeting following incorporation.

Corporate Governance

General

The Board of Directors believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Issuer. In addition, National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") prescribes certain disclosure by the Issuer of its corporate governance practices. This disclosure is presented below.

Board of Directors

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors within the meaning of NI 52-110.

The Board is currently comprised of four directors, of whom Dušan Berka and Gerald Carlson are independent for the purposes of NI 52-110. Robert Coltura and Mark Lotz are not independent as Mr. Coltura serves as Chief Executive Officer and President of the Issuer and Mr. Lotz as Chief Financial Officer. Because the Board is not comprised of a majority of independent directors, in order to facilitate its exercise of independent supervision over the Issuer's management, the Board carefully examines the issues before it, consults with outside counsel and other advisors as necessary and encourages the independent directors to regularly and independently confer amongst themselves.

Directorships

Certain of the Issuer's directors are also currently directors of other reporting issuers as follows:

Name	Reporting Issuer
Robert Coltura	APAC Resources Inc. GMV Minerals Inc. Montego Resources Inc. Nexco Resources Inc. Stone Ridge Exploration Corp.
Mark Lotz	Canada Jetlines Ltd. Golden Raven Resources Ltd. Logan Resources Ltd. Radiant Health Care Inc. World Mahjong Limited
Dušan Berka	92 Resources Corp. Aguila American Gold Ltd Belmont Resources Inc. Eloro Resources Ltd. King's Bay Gold Corp. Megastar Devel. Corp. Voltaic Minerals Corp.

Name	Reporting Issuer
Gerald Carlson	Almaden Minerals Ltd.

Board Mandate

The Board of Directors has not adopted a written mandate or code delineating the Board's roles and responsibilities, since it believes it is adequately governed by the requirements of applicable corporate and securities common and statute law which provide that the Board has responsibility for the stewardship of the Issuer. That stewardship includes responsibility for strategic planning, identification of the principal risks of the Issuer's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Issuer's internal control and management information systems.

Orientation and Continuing Education

When new directors are appointed they receive orientation, commensurate with their previous experience, on the Issuer's business, assets and industry and on the responsibilities of directors. Meetings of the Board are sometimes held at the Issuer's offices and, from time to time, are combined with presentations by the Issuer's management to give the directors additional insight into the Issuer's business. In addition, management of the Issuer makes itself available for discussion with all members of the Board.

Ethical Business Conduct

The Board of Directors has not adopted a formal code of business conduct and ethics. The Board has found that the fiduciary duties placed on individual directors by the Issuer's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Issuer.

Nomination of Directors

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

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

Compensation

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

Other Board Committees

The Board has no committee other than the Audit Committee.

Assessments

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

PLAN OF DISTRIBUTION

The Offering consists of 3,500,000 Common Shares at a price of \$0.10 per Common Share, to raise gross proceeds of \$350,000, and will be conducted through the Agent in the provinces of British Columbia, Alberta and Saskatchewan.

Pursuant to the Agency Agreement, the Issuer has engaged the Agent as its exclusive agent for the purposes of the Offering. The Offering Price and terms of the Offering were established through negotiation between the Issuer and the Agent, in accordance with the policies of the Exchange. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered pursuant to the Offering in the provinces of British Columbia, Alberta and Saskatchewan. This Prospectus qualifies the distribution of the Common Shares to Subscribers in those jurisdictions. The Agent may offer selling group participation in the normal course of the brokerage business to selling groups of other licensed dealers, brokers, and investment dealers who may or may not be offered part of the Agent's Fee or Agent's Warrants derived from this Offering.

The Agent may terminate its obligations under the Agency Agreement by notice in writing to the Issuer at any time before the Closing if, on the basis of its assessment of the state of the financial markets or the market for the Common Shares, the Common Shares cannot be marketed profitably or upon the occurrence of certain other stated events. The Agent may also terminate its obligations under the Agency Agreement at any time upon the occurrence of certain events, such as the breach of any term of the Agency Agreement by the Issuer.

The Agency Agreement provides that if the Agent exercises its right to terminate the Agency Agreement, then the Issuer will immediately issue a press release setting out particulars of the termination.

The Issuer has agreed to (i) pay the Agent (A) a cash Agent's Fee equal to 10% of the aggregate Offering Price of the Common Shares sold under the Offering; and (B) a cash Corporate Finance Fee of \$25,000, of which, \$5,350 has been paid by the Issuer to the Agent as a non-refundable deposit. In addition, upon successful completion of the Offering, the Agent is entitled to receive, as part of its remuneration, Agent's Warrants entitling the holder thereof to purchase that number of Common Shares equal to 10% of the number of Common Shares issued pursuant to this Offering. The Agent's Warrants will be exercisable at a price of \$0.10 per Common Share for a period of 24 months from the Closing Day.

The Issuer has agreed to ensure that the directors and officers of the Issuer will execute a written acknowledgement agreeing not to directly or indirectly sell, agree to sell or announce any intention to sell any Common Shares or other securities of the Issuer for a period of 90 days from the Closing Day. **[NTD: Agent to confirm]**

Pursuant to NI 41-101 the aggregate number of securities which may be distributed under a prospectus to an Agent as compensation must not exceed 10% of the Common Shares offered pursuant to this Prospectus, which in the case of this Offering is 350,000 securities. For the purposes of this Offering, the Agent's Warrants are Qualified Compensation Securities and are qualified for distribution by this Prospectus.

This Offering is subject to the completion of a minimum subscription of 3,500,000 Common Shares for gross proceeds to the Issuer of \$350,000, which proceeds shall be held by the Agent pending the completion of the Offering. If the minimum subscription is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Agent and Subscribers, all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent.

The Issuer has applied to list its Common Shares on the Canadian Securities Exchange. Listing will be subject to the Issuer fulfilling all of the requirements of the Canadian Securities Exchange. Confirmation of the Listing of the Common Shares on the Exchange as of the Closing Day is a condition of Closing.

As at the date of this Prospectus, the Issuer 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, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of 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.

Subscriptions for the Common Shares will be received and subject to rejection or allotment in whole or in part by the Issuer and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, the subscription price and the subscription agreement will be returned to the Subscriber forthwith without interest or deduction.

This Prospectus also qualifies the distribution of the 100,000 Common Shares issuable to the Optionors in respect of the Columbia Shear Property; such Common Shares will be issued in accordance with the schedule set out under the heading "General Development of the Business" above.

RISK FACTORS

The Issuer is in the business of exploring mineral properties, which is a highly speculative endeavor. A purchase of any of the securities offered hereunder involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities offered hereunder should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the Issuer's securities prior to purchasing any of the securities offered hereunder.

Insufficient Capital

The Issuer does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Issuer will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Issuer will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Issuer's interest in the Columbia Shear Property. The Issuer's unallocated working capital will not suffice to fund the recommended Phase 2 exploration program on the Columbia Shear Property and there is no assurance that the Issuer can successfully obtain additional financing to fund such Phase 2 program.

Financing Risks

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

Limited Operating History and Negative Operating Cash Flow

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

To the extent that the Issuer has a negative operating cash flow in future periods, the Issuer may need to allocate a portion of its cash reserves to fund such negative operating cash flow. The Issuer may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Issuer.

Resale of Shares

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

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price

which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Issuer in creating revenues, cash flows or earnings. The value of Common Shares distributed hereunder will be affected by such volatility.

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

Property Interests

The Issuer does not own the mineral rights pertaining to the Columbia Shear Property. Rather, it holds an option to acquire a 100% interest. There is no guarantee the Issuer will be able to raise sufficient funding in the future to explore and develop the Columbia Shear Property so as to maintain its interests therein. If the Issuer loses or abandons its interest in the Columbia Shear Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Issuer, whether by way of option or otherwise, should the Issuer wish to acquire any additional properties.

In the event that the Issuer acquires a 100% interest in the Columbia Shear Property, there is no guarantee that title to the Columbia Shear Property will not be challenged or impugned. The Issuer's mineral property interests may be subject to prior unregistered agreements or transfers or aboriginal or indigenous land claims or title may be affected by undetected defects. Surveys have not been carried out on any of the Issuer's mineral properties, therefore, in accordance with the laws of the jurisdiction in which such properties are situated; their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Issuer can give no assurance as to the validity of title of the Issuer to those lands or the size of such mineral lands.

First Nations Land Claims

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of reserve land. The Columbia Shear Property may now or in the future be the subject of aboriginal or indigenous land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Issuer's ownership interest in the Columbia Shear Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the Columbia Shear Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Issuer's activities. Even in the absence of such recognition, the Issuer may at some point be required to negotiate with and seek the approval of holders of aboriginal interests in order to facilitate exploration and development work on the Columbia Shear Property, there is no assurance that the Issuer will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop the Columbia Shear Property.

Exploration and Development

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

There is no assurance that the Issuer's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Issuer's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Uninsurable Risks

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

Permits and Government Regulations

The future operations of the Issuer may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Issuer will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Columbia Shear Property. The Issuer currently does not have any permits in place.

Environmental Laws and Regulations

Environmental laws and regulations may affect the operations of the Issuer. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Issuer for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Issuer generally relies on recognized designers and development contractors from which the Issuer will, in the first instance, seek indemnities. The Issuer intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Issuer's operations more expensive.

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 Issuer 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.

No Commercial Ore

The Columbia Shear Property on which a portion of the proceeds of the Offering is to be expended does not contain any known amounts of commercial ore.

Competition

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

Management

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

Fluctuating Mineral Prices

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

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Issuer. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (British Columbia).

Some of the directors and officers of the Issuer are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Issuer and their duties to the other companies on whose boards they serve, the directors and officers of the Issuer have agreed to the following:

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

Dividends

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

PROMOTERS

Robert Coltura is considered to be a promoter of the Issuer in that he took the initiative in organizing the Issuer. Robert Coltura holds a total of 2,000,100 (25.97%) of the Issuer's currently issued and outstanding Common Shares. See "Principal Shareholders" above for further details.

The named promoter of the Issuer has provided and may continue to provide management and administrative services to the Issuer for monthly fees, as more particularly outlined under the headings "Management's Discussion and Analysis" above and "Interest of Management and Others in Material Transactions" below.

LEGAL PROCEEDINGS

Neither the Issuer nor the Columbia Shear Property is or has been the subject of any legal proceedings, penalties or sanctions imposed by a court or regulatory authority, or settlement agreements before a court or regulatory, and no such legal proceedings, penalties or sanctions are known by the Issuer to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Matalia Investments Ltd., a private company controlled by Robert Coltura, a director, the President and Chief Executive Officer of the Issuer, provides management and administrative services to the Issuer for a fee of \$2,500 per month. For the financial period ended June 30, 2017, the aggregate amount of \$12,500 was paid by the Issuer to Matalia Investments Ltd. for the provision of such services.

Except as set out above, the directors, senior officers and principal shareholders of the Issuer, a person or company that beneficially owns or controls or directs, directly or indirectly more than 10% of the Common Shares of the Issuer, or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which the Issuer has participated within the three year period prior to the date of this Prospectus, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Issuer.

RELATIONSHIP BETWEEN THE ISSUER AND AGENT

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

AUDITORS

The auditor of the Issuer is Manning Elliott LLP, Chartered Accountants, of 11th Floor, 1050 West Pender Street, Vancouver, British Columbia, V6E 3S7.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Issuer is TSX Trust Company, of Suite 2700, 650 West Georgia Street, Vancouver, British Columbia, V6B 4N9.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Issuer since the incorporation of the Issuer to the date of this Prospectus that are still in effect:

1. Property Option Agreement made between the Issuer, Craig A. Lynes and Rich River Exploration Ltd., dated March 21, 2017, referred to under "General Development of the Business".
2. Stock Option Plan approved by the Board of Directors on August 29, 2017 referred to under "Options to Purchase Securities".
3. Stock Option Agreements approved by the directors on August 29, 2017 between the Issuer and the directors and officers of the Issuer referred to under "Options to Purchase Securities".
4. Escrow Agreement among the Issuer, TSX Trust Company and certain Principals of the Issuer made as of September 13, 2017 referred to under "Escrowed Shares".
5. Agency Agreement between the Issuer and Mackie Research Capital Corporation dated for reference September 1, 2017 referred to under "Plan of Distribution".

A copy of any material contract and the Technical Report may be inspected during the Offering of the Common Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Issuer's offices at Suite 200, 551 Howe Street, Vancouver, British Columbia, V6C 2C2. As well, the Technical Report is available for viewing on SEDAR located at: www.sedar.com.

EXPERTS

Except as disclosed below, no person or company whose profession or business gives authority to a report, valuation, statement or opinion and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any

beneficial or registered interest, direct or indirect, in any securities or property of the Issuer or any associate or affiliate of the Issuer.

Certain legal matters related to this Offering will be passed upon on behalf of the Issuer by Lotz & Company and by Miller Thomson LLP on behalf of the Agent. Jonathan Lotz, the principal of Lotz & Company owns 100,000 Common Shares in the capital of the Issuer, which represent 1.30% of the Issuer's issued and outstanding Common Shares as at the date of this Prospectus.

Legal matters referred to under "Eligibility for Investment" will be passed upon by Thorsteinssons LLP on behalf of the Issuer.

Don MacIntyre, Ph.D., P. Eng., the author of the Technical Report on the Columbia Shear Property, is independent from the Issuer within the meaning of NI 43-101.

Manning Elliott LLP, Chartered Accountants is the auditor of the Issuer. Manning Elliott has informed the Issuer that it is independent of the Issuer within the meaning of the rules of professional conduct of the Institute of Chartered Accountants of British Columbia (ICABC).

OTHER MATERIAL FACTS

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

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia, Alberta and Saskatchewan provides Subscribers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, 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 Subscriber, provided that the remedies for rescission or damages are exercised by the Subscriber within the time limit prescribed by the securities legislation of the Subscriber's province or territory. The Subscriber should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Attached as Schedule "B" and forming part of this Prospectus are the audited financial statements of the Issuer for the period ended June 30, 2017.

SCHEDULE "A"

Audit Committee Charter

See attached.

NEW POINT EXPLORATION CORP.

AUDIT COMMITTEE CHARTER

1. Mandate and Purpose of the Committee

The Audit Committee (the "Committee") of the board of directors (the "Board") of New Point Exploration Corp. (the "Company") is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

- (a) the integrity of the Company's financial statements;
- (b) the Company's compliance with legal and regulatory requirements, as they relate to the Company's financial statements;
- (c) the qualifications, independence and performance of the Company's auditor;
- (d) internal controls and disclosure controls;
- (e) the performance of the Company's internal audit function;
- (f) consideration and approval of certain related party transactions; and
- (g) performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

2. Authority

The Committee has the authority to:

- (a) engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and
- (b) communicate directly with the Company's auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

3. Composition and Expertise

The Committee shall be composed of a minimum of three members, each of whom is a director of the Company. The majority of the Committee's members must not be officers or employees of the Company or an affiliate of the Company.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they are removed by the Board or cease to be directors of the Company.

The Board shall appoint one member of the Committee to act as Chairman of the Committee. If the Chairman of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

4. Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least four times per year and as many additional times as the Committee deems necessary to carry out its duties. The Chairman shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Company's auditor shall be given notice of every meeting of the Committee and, at the expense of the Company, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Company's auditor shall attend every meeting of the Committee held during the term of office of the Company's auditor.

A majority of the Committee who are not officers or employees of the Company or an affiliate of the Company shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Business may also be transacted by the unanimous written consent resolutions of the members of the Committee, which when so approved shall be deemed to be resolutions passed at a duly called and constituted meeting of the Committee.

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

5. Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the Canadian Securities Exchange and shall recommend changes to the Board thereon.

6. Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

7. Duties and Responsibilities

(a) Financial Reporting

The Committee is responsible for reviewing and recommending approval to the Board of the Company's annual and interim financial statements, any auditor's report thereon, MD&A and related news releases, before they are published.

The Committee is also responsible for:

- (i) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;
- (ii) engaging the Company's auditor to perform a review of the interim financial statements and receiving from the Company's auditor a formal report on the auditor's review of such interim financial statements;
- (iii) discussing with management and the Company's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability of thereof;
- (iv) discussing with management any significant variances between comparative reporting periods; and
- (v) in the course of discussion with management and the Company's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

(b) Auditor

The Committee is responsible for recommending to the Board:

- (i) the auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
- (ii) the compensation of the Company's auditor.

The Company's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Company's auditor engaged for

the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the Company's auditor regarding financial reporting.

(c) Relationship with the Auditor

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

- (i) establishing effective communication processes with management and the Company's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;
- (ii) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;
- (iii) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and
- (iv) meeting in camera with the auditor whenever the Committee deems it appropriate.

(d) Accounting Policies

The Committee is responsible for:

- (i) reviewing the Company's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;
- (ii) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;
- (iii) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;
- (iv) discussing with management and the auditor the acceptability, degree of aggressiveness/conservatism and quality of underlying accounting policies and key estimates and judgments; and
- (v) discussing with management and the auditor the clarity and completeness of the Company's financial disclosures.

(e) Risk and Uncertainty

The Committee is responsible for reviewing, as part of its approval of the financial statements:

- (i) uncertainty notes and disclosures; and
- (ii) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Company's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board. The Committee is then responsible for communicating and assigning to the applicable Board committee such policies for implementation and ongoing monitoring.

The Committee is responsible for requesting the auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are managed or controlled.

(f) Controls and Control Deviations

The Committee is responsible for reviewing:

- (i) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and
- (ii) major points contained in the auditor's management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

(g) Compliance with Laws and Regulations

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Company's compliance with financial related laws and regulations, such as:

- (i) tax and financial reporting laws and regulations;
- (ii) legal withholdings requirements;
- (iii) environmental protection laws; and
- (iv) other matters for which directors face liability exposure.

(h) Related Party Transactions

All transactions between the Company and a related party (each a "related party transaction"), other than transactions entered into in the ordinary course of business, shall be presented to the Committee for consideration.

The term "related party" includes (i) all directors, officers, employees, consultants and their associates (as that term is defined in the *Securities Act* (British Columbia), as well as all entities with common directors, officers, employees and consultants (each "general related parties"), and (ii) all other individuals and entities having beneficial ownership of, or control or direction over, directly or indirectly securities of the Company carrying more than 10% of the voting rights attached to all of the Company's outstanding voting securities (each "10% shareholders").

Related party transactions involving general related parties which are not material to the Company require review and approval by the Committee. Related party transactions that are material to the Company or that involve 10% shareholders require approval by the Board, following review thereof by the Committee and the Committee providing its recommendation thereon to the Board.

8. Non-Audit Services

All non-audit services to be provided to the Company or its subsidiary entities by the Company's auditor must be pre-approved by the Committee.

9. Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing complaints and concerns that are brought to the attention of the Chairman of the Audit Committee and for ensuring that any such complaints and concerns are appropriately addressed. The Committee shall report quarterly to the Board on the status of any complaints or concerns received by the Committee.

10. Procedure For Reporting Of Fraud Or Control Weaknesses

Each employee is expected to report situations in which he or she suspects fraud or is aware of any internal control weaknesses. An employee should treat suspected fraud seriously, and ensure that the situation is brought to the attention of the Committee. In addition, weaknesses in the internal control procedures of the Company that may result in errors or omissions in financial information, or that create a risk of potential fraud or loss of the Company's assets, should be brought to the attention of both management and the Committee.

To facilitate the reporting of suspected fraud, it is the policy of Company that the employee (the "whistleblower") has anonymous and direct access to the Chairman of the Audit Committee. Should a new Chairman be appointed prior to the updating of this document, the current Chairman will ensure that the whistleblower is able to reach the new Chairman in a timely manner. In the event that the Chairman of the Audit Committee cannot be reached, the whistleblower should contact the Chairman of the Board.

In addition, it is the policy of the Company that employees concerned about reporting internal control weaknesses directly to management are able to report such weaknesses to the Committee anonymously. In this case, the employee should follow the same procedure detailed above for reporting suspected fraud.

11. Hiring Policies

The Committee is responsible for reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.

SCHEDULE "B"

Financial Statements for the Period Ended June 30, 2017

See attached.

NEW POINT EXPLORATION CORP.

FINANCIAL STATEMENTS

FOR THE PERIOD ENDED

JUNE 30, 2017



INDEPENDENT AUDITORS' REPORT

To the Directors of
New Point Exploration Corp.

We have audited the accompanying financial statements of New Point Exploration Corp. which comprise the statement of financial position as at June 30, 2017, and the statements of comprehensive loss, changes in equity and cash flows for the period then ended, and the related 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 as issued by the International Accounting Standards Board, 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.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on 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, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audit 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 New Point Exploration Corp. as at June 30, 2017, and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of New Point Exploration Corp. to continue as a going concern.

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
September •, 2017

NEW POINT EXPLORATION CORP.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	Note	June 30, 2017
		\$
ASSETS		
CURRENT		
Cash		73,100
Amounts receivable		1,207
		74,307
DEFERRED FINANCING COSTS (Note 11(ii))		15,100
EXPLORATION AND EVALUATION ASSET	5	70,000
		159,407
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities		2,306
SHAREHOLDERS' EQUITY		
SHARE CAPITAL	6	178,001
CONTRIBUTED SURPLUS	6	30,000
DEFICIT		(50,900)
		157,101
		159,407

NATURE OF BUSINESS AND CONTINUING OPERATIONS (Note 1)
COMMITMENTS (Note 11)
SUBSEQUENT EVENT (Note 12)

Approved and authorized for issue on behalf of the Board on September ●, 2017

Director

Director

The accompanying notes are an integral part of these financial statements

NEW POINT EXPLORATION CORP.
STATEMENT OF COMPREHENSIVE LOSS
(Expressed in Canadian dollars)

	Note	Period ended June 30, 2017
		\$
EXPENSES		
Bank charges		325
Management fees	7	12,500
Professional fees		3,193
Rent		4,882
Share-based payments	7, 6(c)	30,000
NET LOSS AND COMPREHENSIVE LOSS		50,900
LOSS PER SHARE – Basic and diluted		0.01
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		4,700,100

The accompanying notes are an integral part of these financial statements

NEW POINT EXPLORATION CORP.
STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	Common Shares		Contributed Surplus	Deficit	Total
	Number of Shares	Amount			
		\$	\$	\$	\$
Shares issued for cash	7,700,100	178,001	30,000	-	208,001
Net loss for the period	-	-	-	(50,900)	(50,900)
Balance, June 30, 2017	7,700,100	178,001	30,000	(50,900)	157,101

The accompanying notes are an integral part of these financial statements

NEW POINT EXPLORATION CORP.
STATEMENT OF CASH FLOWS
(Expressed in Canadian dollars)

**Period ended
June 30, 2017**

\$

CASH PROVIDED BY (USED IN):

OPERATING ACTIVITIES

Net loss for the period	(50,900)
Item not involving cash:	
Share-based payments	30,000
Changes in non-cash working capital balances:	
Increase in amounts receivable	(1,207)
Increase in prepaid expenses	(15,100)
Increase in accounts payable and accrued liabilities	2,306
Cash used in operating activities	(34,901)

INVESTING ACTIVITIES

Exploration and evaluation asset expenditures	(70,000)
---	----------

FINANCING ACTIVITIES

Issuance of common shares	178,001
INCREASE IN CASH	73,100
CASH, BEGINNING OF PERIOD	-
CASH, END OF PERIOD	73,100

SUPPLEMENTAL CASH DISCLOSURES

Interest paid	\$	-
Income taxes paid	\$	-

The accompanying notes are an integral part of these financial statements

NEW POINT EXPLORATION CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED JUNE 30, 2017
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS

New Point Exploration Corp. ("the Company") was incorporated on March 10, 2017 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 200-551 Howe Street, Vancouver, British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at June 30, 2017, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company had a deficit of \$50,900 as at June 30, 2017, which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

These financial statements were authorized for issue in accordance with a resolution from the Board of Directors on **September 1, 2017**.

b) Basis of presentation

The financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at 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, except for cash flow information.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

c) Cash equivalents

Cash equivalents include short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. As of June 30, 2017, the Company held no cash equivalents.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Exploration and evaluation assets

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units-of-production method over estimated recoverable reserves.

Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount.

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

e) Share-based payments

Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

Share-based compensation expense relating to deferred share units is accrued over the vesting period of the units based on the quoted market price. As these awards can be settled in cash, the expense and liability are adjusted each reporting period for changes in the underlying share price.

f) Flow-through shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the liability associated with the renounced tax deductions is recognized through profit and loss with a pro-rata portion of the deferred premium.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Flow-through shares (continued)

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

g) Foreign currency

Transactions and balances in currencies other than the Canadian dollar, the currency of the primary economic environment in which the Company operates ("the functional currency"), are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange prevailing on the statement of financial position date are recognized in the statement of comprehensive loss.

h) Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

i) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

j) Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the period end date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

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 statement of financial position date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each period end date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

k) Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through earnings. The Company's cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. At June 30, 2017, the Company has not classified any financial assets as loans and receivables.

Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that are considered other than temporary which are recognized in earnings. At June 30, 2017, the Company has not classified any financial assets as available for sale.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

l) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized costs using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable are classified as other financial liabilities.

NEW POINT EXPLORATION CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED JUNE 30, 2017
(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

I) Financial liabilities (continued)

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings. At June 30, 2017, the Company has not classified any financial liabilities as FVTPL.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

- i. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable;
- ii. the measurement of deferred income tax assets and liabilities; and
- iii. the inputs used in accounting for share-based payments.

Significant accounting judgments

- i. the determination of categories of financial assets and financial liabilities; and
- ii. the evaluation of the Company's ability to continue as a going concern.

4. NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Standards issued, but not yet effective, up to the date of issuance of the Company's financial statements are listed below. This listing of standards and interpretations issued are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

Effective for annual periods beginning on January 1, 2018

IFRS 2 Share-based Payment

The amendments clarify the classification and measurement of share-based payment transactions.

IFRS 9 Financial Instruments – Classification and Measurement

IFRS 9 is the first step in the process to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 introduces new requirements for classifying and measuring financial assets and liabilities and carries over from the requirements of IAS 39.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 is a new standards which supersedes IAS 11 – Construction Contracts, IAS 18 – Revenue, IFRIC 13 – Customer Loyalty Programmes, IFRIC 15 – Agreements for the Construction of Real Estate, IFRIC 18 – Transfers of Assets from Customers, and SIC 31 – Revenue – Barter Transactions Involving Advertising Services. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

Effective for annual periods beginning on January 1, 2019

New standard IFRS 16 Leases

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties of a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

The extent of the impact of the adoption of these standards and interpretations on the financial statements of the Company has not been determined.

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning on or after July 1, 2016, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list above.

NEW POINT EXPLORATION CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED JUNE 30, 2017
(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	Exploration Costs	Total
	\$	\$	\$
Opening balance	-	-	-
Acquisition and exploration costs	5,000	65,000	70,000
Balance, June 30, 2017	5,000	65,000	70,000

Columbia Shear Property

Pursuant to an option agreement (the "Agreement") dated March 21, 2017, with Rich River Exploration Ltd. and Craig A. Lynes, collectively the "Optionors", the Company was granted an option to acquire a 100% undivided interest in the Columbia Shear Property (the "Property") located near Cowichan Lake, in the Alberni Mining Division in British Columbia.

In accordance with the Agreement, the Company has the option to acquire a 100% undivided interest in the Property by issuing a total of 600,000 common shares of the Company to the Optionors, making cash payments totaling \$105,000, and incurring a total of \$400,000 in exploration expenditures as follows:

	Common Shares	Cash	Exploration Expenditures
	#	\$	\$
Upon execution of the Agreement (paid)	-	5,000	-
Upon listing of the Company's common shares on a Canadian Stock Exchange (the "Listing")	100,000	-	-
On or before the first anniversary of the Listing	100,000	-	-
On or before the second anniversary of the Listing	100,000	20,000	100,000
On or before the third anniversary of the Listing	100,000	30,000	100,000
On or before the fourth anniversary of the Listing	200,000	50,000	200,000
Total	600,000	105,000	400,000

The Optionors will retain a 3% Net Smelter Returns royalty on the Property. The Company has the right to purchase the first 1% of the royalty for \$750,000 and the remaining 2% for \$1,000,000 at any time prior to the commencement of commercial production.

NEW POINT EXPLORATION CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED JUNE 30, 2017
(Expressed in Canadian dollars)

6. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Escrow Shares:

Subsequent to June 30, 2017, the Company entered into an escrow agreement, whereby 2,000,100 common shares will be held in escrow and are scheduled for release in accordance with the terms of the escrow agreement.

c) Issued and Outstanding as at June 30, 2017: 7,700,100 common shares.

For the period ended June 30, 2017, the Company had the following share capital transactions:

- (i) The Company issued 100 common shares at a price of \$0.01 per share for gross proceeds of \$1.
- (ii) The Company issued 2,000,000 common shares at a price of \$0.005 per share for gross proceeds of \$10,000. The fair value of the 2,000,000 common shares was estimated to be \$40,000. Accordingly, the Company recorded share-based payments of \$30,000 and a corresponding increase to contributed surplus.
- (iii) The Company issued 3,900,000 common shares at a price of \$0.02 per share for gross proceeds of \$78,000. The common shares were issued on a flow-through basis.

For the purposes of the calculating the tax effect of any premium related to the issuance of the flow-through shares, the Company reviewed recent financings and compared it to determine if there was a premium paid on the shares. As a result of the review the Company did not recognize any premium on the flow-through shares issued.

- (iv) The Company issued 1,800,000 common shares at a price of \$0.05 per share for gross proceeds of \$90,000.

7. RELATED PARTY BALANCES AND 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. 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.

The Company had incurred the following key management personnel cost from related parties:

	Period ended June 30, 2017
	\$
Management fees	12,500
Share-based payments	30,000
Total	42,500

Management fees and share-based payments were incurred from a director and a company owned by a director of the Company. Key management includes directors and key officers of the Company, including the President, Chief Executive Officer and Chief Financial Officer.

NEW POINT EXPLORATION CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED JUNE 30, 2017
(Expressed in Canadian dollars)

8. INCOME TAXES

The Company has losses carried forward of approximately \$21,000 available to reduce income taxes in future years which expire in 2037.

The Company has not recognized any deferred income tax assets. The Company recognizes deferred income tax assets based on the extent to which it is probable that sufficient taxable income will be realized during the carry forward periods to utilize all deferred tax assets.

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates:

	Period ended June 30, 2017
Canadian statutory income tax rate	26%
	\$
Income tax recovery at statutory rate	(15,000)
Effect of income taxes of:	
Permanent differences	9,000
Change in deferred tax assets not recognized	6,000
Deferred income tax recovery	-

The temporary differences that give rise to significant portions of the deferred tax assets not recognized are presented below:

	June 30, 2017
	\$
Non-capital loss carry forwards	6,000
Deferred tax assets not recognized	(6,000)
	-

9. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

NEW POINT EXPLORATION CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED JUNE 30, 2017
(Expressed in Canadian dollars)

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and is classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statement of financial position as at June 30, 2017 are as follows:

	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	\$	\$	\$	\$
Cash	73,100	-	-	73,100

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at June 30, 2017 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

11. COMMITMENTS

- i) The Company is committed to certain cash payments, common share issuances and exploration expenditures as described in Note 5.
- ii) The Company entered into an agency agreement with Mackie Research Capital Corporation (the "Agent") whereby the Agent has agreed to raise on commercially reasonable efforts up to \$350,000 in the initial public offering ("IPO") by the issuance of up to 3,500,000 common shares of the Company at a price of \$0.10 per common share.

Pursuant to the terms of the agency agreement, the Company has agreed to pay to the Agent a commission of 10% of the gross proceeds of the IPO. The Company has also agreed to grant to the Agent warrants (the "Agent's Warrants") which will entitle the Agent to purchase up to 10% of the common shares sold under the IPO, at a purchase price that is equal to the price per share offered in the IPO. The Agent's Warrants are exercisable until twenty four (24) months from the Listing Date. In addition, the Company has agreed to pay a corporate finance fee of \$25,000. In addition, the Company will pay the Agent's legal fees incurred pursuant to the IPO, and any other reasonable expenses of the Agent. As at June 30, 2017, the Company had paid a security deposit \$10,000 and a non-refundable deposit of \$5,100 to the Agent.

12. SUBSEQUENT EVENT

On August 29, 2017, the Company granted 800,000 stock options to certain officers and directors of the Company. Each stock option enables the holder to purchase one common share of the Company at a price of \$0.10 for a period of five years.

CERTIFICATE OF NEW POINT EXPLORATION CORP.

Dated: September 25, 2017

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, Alberta and Saskatchewan.

"Robert Coltura"

ROBERT COLTURA

President and Chief Executive Officer

"Mark Lotz"

MARK LOTZ

Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS OF
NEW POINT EXPLORATION CORP.**

"Gerald Carlson"

GERALD CARLSON

Director

"Dušan Berka"

DUŠAN BERKA

Director

PROMOTER

"Robert Coltura"

ROBERT COLTURA

CERTIFICATE OF THE AGENT

Dated: September 25, 2017

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 British Columbia, Alberta and Saskatchewan.

MACKIE RESEARCH CAPITAL CORPORATION

"Mark Redcliffe"

MARK REDCLIFFE

Executive Vice President and Director