

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This Prospectus does not constitute a public offering of 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"), or any state securities laws, and may not be offered or sold to, or for the account or benefit of persons in the United States of America, its territories and possessions, any state of the United States or the District of Columbia (collectively, the "United States") or U.S. persons (as such term is defined in Regulation S under the U.S. Securities Act ("U.S. Persons")), unless exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws are available. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities within the United States or to, or for the account or benefit of U.S. Persons.

PROSPECTUS

New Issue Prospectus

March 2, 2023

POWERSTONE METALS CORP.

Suite 1900 - 1040 West Georgia Street,
Vancouver, British Columbia, Canada V6E 4H3

No securities are being offered pursuant to this Prospectus.

**Qualifies for the Distribution Common Shares
issuable upon the exercise or deemed exercise of Special Warrants**

This prospectus (the "**Prospectus**") qualifies the distribution of 20,750,833 common shares (the "**Special Warrant Shares**") in the capital of Powerstone Metals Corp. (the "**Company**", the "**Issuer**", "**Powerstone**" or "**us**" or "**we**"), issuable for no additional consideration upon the exercise or deemed exercise of previously-issued special warrants (the "**Special Warrants**") of the Company.

The Special Warrants were issued by the Company between September 16, 2022 and February 7, 2023 on a private placement basis pursuant to prospectus exemptions under applicable securities legislation (the "**Private Placements**"). The Company issued 11,588,333 Special Warrants at a price of \$0.05 per Special Warrant and 8,162,500 Special Warrants at a price of \$0.10 per Special Warrant, for an aggregate of 19,750,833 Special Warrants and received aggregate gross proceeds of \$1,395,666.65 from the sale of the Special Warrants. In addition, the Company issued 1,000,000 Special Warrants at a deemed price of \$0.02 per Special Warrant in connection with the obtaining an option over the Chilton Cobalt property. Each Special Warrant entitles the holder to acquire, without further payment, one Special Warrant Share. Each Special Warrant will automatically convert at 4:00 p.m. (Vancouver time) on the earlier of (the "**Automatic Conversion Date**"): (i) the first business day following the date on which a receipt for a final prospectus has been issued to the Company by the securities regulatory authorities in a Province of Canada; and (ii) December 31, 2023. Upon exercise or deemed exercise of the Special Warrants, and without additional payment therefor, the Company will issue 20,750,833 Special Warrant Shares.

The Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Special Warrant Shares upon the exercise of the Special Warrants.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

Concurrently with the filing of this Prospectus, the Company intends to apply to list its issued and outstanding common shares (the “**Common Shares**”), and the Special Warrant Shares qualified under this Prospectus and all other Common Shares issuable as described in this Prospectus on the Canadian Securities Exchange (the “**Exchange**”).

There is currently no market through which any of the Company’s securities may be sold, and holders may not be able to resell such securities. This may affect the pricing of such securities in the secondary market, the transparency and availability of trading prices, the liquidity of such securities and the extent of issuer regulation. See “Risk Factors” and “Cautionary Statement Regarding Forward-Looking Statements”. Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange

An investment in securities of the Company involves a high degree of risk and must be considered speculative due to the nature of the Company’s business and the present stage of exploration of its mineral property. The risks outlined in this Prospectus and in the documents incorporated by reference herein should be carefully reviewed and considered by investors in connection with an investment in the Company’s securities. See “Risk Factors”.

No underwriter has been involved in the preparation of the Prospectus or performed any review or independent due diligence of the contents of the Prospectus.

Holders of Special Warrants may be entitled to a right of rescission in certain cases. See “Description of Securities”.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, 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).

Notwithstanding that this Prospectus is being filed to qualify the distribution of all securities issuable upon the exercise or deemed exercise of the Special Warrants, in the event that a holder of Special Warrants exercises the Special Warrants prior to the date on which the Receipt is issued by the British Columbia Securities Commission, the securities issued upon exercise of those Special Warrants will be subject to statutory hold periods under applicable securities legislation and will bear any legends as required by applicable securities laws. In addition, the Special Warrant Shares are subject to a voluntary pooling agreement that will restrict the resale of the Special Warrant Shares notwithstanding their qualification pursuant to this Prospectus. See "Escrowed Secured and Securities Subject to Resale Restrictions".

Investors should rely only on the information contained in this Prospectus and the documents incorporated by reference herein. The Company has not authorized anyone to provide investors with information different from that contained in this Prospectus. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

The Company's head office is located at Suite 1900 - 1040 West Georgia Street, Vancouver, British Columbia, Canada V6E 4H3. The Company's registered office is located at Suite 1900 - 1040 West Georgia Street, Vancouver, British Columbia, Canada V6E 4H3

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS.....	1
MEANING OF CERTAIN REFERENCES	1
FORWARD-LOOKING STATEMENTS	1
GLOSSARY OF TERMS	4
PROSPECTUS SUMMARY	6
CORPORATE STRUCTURE	10
BUSINESS OF THE COMPANY	11
AVAILABLE FUNDS AND PRINCIPAL USES	13
SELECTED FINANCIAL INFORMATION AND MD&A	15
DIVIDEND POLICY	16
DESCRIPTION OF THE SECURITIES.....	16
CONSOLIDATED CAPITALIZATION	17
OPTIONS TO PURCHASE SECURITIES.....	18
PRIOR SALES	19
ESCROWED SECURITIES AND SECURITIES SUBJECT TO RESALE RESTRICTIONS	20
PRINCIPAL SECURITYHOLDERS.....	23
DIRECTORS AND EXECUTIVE OFFICERS	24
EXECUTIVE COMPENSATION.....	29
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS	31
AUDIT COMMITTEE	31
CORPORATE GOVERNANCE	33
LISTING APPLICATION	34
PLAN OF DISTRIBUTION	34
RISK FACTORS.....	35
RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS	45
PROMOTER	46
LEGAL PROCEEDINGS AND REGULATORY ACTIONS.....	46
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	47
AUDITORS, TRANSFER AGENT AND REGISTRAR.....	47
MATERIAL CONTRACTS	47
EXPERTS	47
OTHER MATERIAL FACTS.....	48
FINANCIAL STATEMENTS	48

APPENDIX A PROPERTY DISCLOSURE	1
APPENDIX B FINANCIAL STATEMENTS AND MD&A	1
APPENDIX C AUDIT COMMITTEE CHARTER	1

ABOUT THIS PROSPECTUS

Readers should rely only on the information contained in this Prospectus in respect of the Company. We have not authorized any other person to provide additional or different information. If anyone provides additional or different or inconsistent information, including information or statements in media articles about the Company, prospective purchasers should not rely on it. Readers should assume that the information appearing in this Prospectus is accurate only as of its date, regardless of its time of delivery. The Company's business, financial condition, results of operations and prospects may have changed since that date.

Any graphs and tables demonstrating the historical performance of the Company contained in this Prospectus are intended only to illustrate past performance and are not necessarily indicative of future performance.

MEANING OF CERTAIN REFERENCES

Unless otherwise noted or the context otherwise shall state, the "Company", the "Issuer", "we", "us", and "our" refers to Powerstone Metals Corp.

References to "management" in this Prospectus refer to the management of the Company. Any statements in this Prospectus made by or on behalf of management are made in such persons' capacities as officers of the Company, and not in their personal capacities.

Words importing the singular number include the plural, and vice versa, and words importing any gender include all genders.

All currency amounts in this Prospectus are expressed in Canadian dollars, unless otherwise indicated.

Certain capitalized terms and phrases used in this Prospectus are defined in the "Glossary of Terms".

FORWARD-LOOKING STATEMENTS

This Prospectus includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, and therefore are, or may be deemed to be, "forward-looking statements". These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "seeks", "projects", "intends", "plans", "may", "will" or "should", or their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of this Prospectus. Should one or more of these risks or uncertainties materialize, or should assumptions

underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward- looking statements contained in this Prospectus. Such risks include but are not limited to:

- Risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations;
- The possibility that future exploration, development or mining results will not be consistent with the Company's expectations;
- Dependence on the Property;
- Global financial conditions;
- Risks related to the COVID-19 outbreak;
- Exploration, development and production risks;
- Volatility in the market prices for precious metals and other natural resources;
- Lack of assurances regarding obtaining and renewing licenses and permits;
- Liabilities inherent in exploration and development operations;
- Title matters, surface rights and access rights;
- Additional funding requirements;
- Dependence on key personnel;
- First nations land claims;
- Fluctuations in currency and interest rates;
- Competition for, among other things, capital acquisitions of resources, undeveloped lands and skilled personnel;
- Risks relating to global financial and economic conditions;
- Risks related to increased inflationary pressures;
- Alteration of tax regimes and treatments;
- Changes in mining legislation affecting operations;
- Risks relating to environmental regulation and liabilities;
- Limited operating history;
- Potential claims and legal proceedings;

- Operating hazards, risks and insurance; and
- Other factors discussed under "Risk Factors".

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Those factors should not be construed as exhaustive and should be read with the other cautionary statements in this Prospectus.

These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although we base our forward-looking statements on assumptions that we believe were reasonable when made, which include, but are not limited to, assumptions with respect to the Company's future growth potential, results of operations, future prospects and opportunities, execution of the Company's business strategy, access to adequate services and supplies, access to capital and debt markets and associated costs of funds, availability of a qualified workforce, that financial markets will not in the long term be adversely impacted by the COVID-19 crisis or other pandemics, there being no material variations in the current tax and regulatory environments, future levels of indebtedness and current economic conditions remaining unchanged, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from the forward-looking statements contained in this Prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward- looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. 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. Investors are cautioned against placing undue reliance on forward-looking statements.

Any forward-looking statements which we make in this Prospectus speak only as of the date of such statement, and we do not undertake, except as required by applicable law, any obligation to update such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

All of the forward-looking information contained in this Prospectus is expressly qualified by the foregoing cautionary statements. Investors should read this entire Prospectus and consult their own professional advisors to ascertain and assess the income tax, legal, risk factors and other aspects of their investment in the Company.

GLOSSARY OF TERMS

In this Prospectus, the following terms have the meanings set forth below, unless otherwise indicated. Words importing the singular include the plural and vice versa and words importing any gender include all genders.

"**Audit Committee**" means the audit committee of the Company.

"**Automatic Conversion Date**" 4:00 p.m. (Vancouver time) on the earlier of: (i) the first business day following the date on which the Final Receipt has been issued to the Company by the securities regulatory authorities in a Province of Canada; and (ii) December 31, 2023.

"**BCBCA**" means the *Business Corporations Act* (British Columbia).

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

"**CBLT**" means CBLT Inc.

"**CEO**" means chief executive officer.

"**CFO**" means chief financial officer.

"**Company**" means Powerstone Metals Corp.

"**Common Shares**" means the common shares in the capital of the Company.

"**COVID-19**" means coronavirus disease 2019, an infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2).

"**CSA**" means the Canadian Securities Administrators.

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

"**Escrow Agent**" means the Transfer Agent, in its capacity as escrow agent for the securities held in escrow under the Escrow Agreement.

"**Escrow Agreement**" means the escrow agreement dated March 1, 2023 among the Escrow Agent, the Company, and certain Principals.

"**Equity Incentive Plan**" means the Powerstone Metals Corp. 2022 Equity Incentive Plan dated November 25, 2022, providing for the granting of stock options and other equity incentives to the Company's directors, officers, employees, consultants, and advisors.

"**Final Receipt**" means the receipt for the final prospectus of the Company qualifying the distribution of the Special Warrant Shares issuable on exercise or deemed of the Special Warrants.

"**Listing**" means the proposed listing of the Common Shares on the CSE for trading.

"**Listing Date**" means the date of the Listing.

"NI 41-101" means National Instrument 41-101 - *General Prospectus Requirements*, of the CSA.

"NI 43-101" means National Instrument 43-101- *Standards of Disclosure for Mineral Projects*, of the CSA.

"NI 45-106" means National Instrument 45-106- *Prospectus Exemptions*, of the CSA.

"NP 46-201" means National Policy 46-201 - *Escrow for Initial Public Offerings*, of the CSA.

"NI 52-110" means National Instrument 52-110- *Audit Committees*, of the CSA.

"Option" means the sole and exclusive option granted to the Company to earn and acquire a 100% legal and beneficial interest in the Property, free and clear of all encumbrances, by completing the option exercise requirements in accordance with the terms and conditions set out in the Option Agreement.

"Option Agreement" means the option agreement between CBLT and the Company dated June 10, 2022, pursuant to which the Company has been granted the Option.

"Principal" means: (a) a person who acted as a promoter of the Company within two years before the date of this Prospectus; (b) a director or senior officer of the Company or any of its material operating subsidiaries at the time of this Prospectus; (c) a person or company that holds securities carrying more than 20% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Listing; or (d) a person or company that: (i) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Listing; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company or any of its material operating subsidiaries.

"Private Placement" means the issuance of 19,750,833 Special Warrants by the Company between September 16, 2022 and February 7, 2023 for gross proceeds of \$1,395,666.65.

"Prospectus" means this prospectus of the Company dated March 2, 2023, prepared in accordance with NI 41-101, in connection with the Listing (including any supplementary material hereto).

"Property" means the Chilton Cobalt property located in the Grenville Province in Quebec, Canada 40 kilometres east of Saint Jovite and consists of 9 mineral claims covering 497 hectares.

"SEDAR" means the System for Electronic Document Analysis and Retrieval (www.sedar.com).

"Special Warrants" means the special warrants of the Company exercisable to acquire Special Warrant Shares for no additional consideration issued pursuant to the Private Placement.

"Stock Options" means stock options issued pursuant to the Equity Incentive Plan.

"Technical Report" means the technical report titled NI 43-101 Technical Report Chilton Cobalt Property, dated February 8, 2023.

"Transfer Agent" means the Company's transfer agent and registrar, Odyssey Trust Company.

PROSPECTUS SUMMARY

The following is a summary of some of the information contained in this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in the Prospectus. Unless otherwise defined in the Prospectus, all capitalized terms used herein shall have the meaning ascribed thereto under the heading "Glossary".

The Company

The Company was incorporated on December 13, 2021, pursuant to the BCBCA under the name "Desk Holdings Ltd." On June 10, 2022, the Company changed its name to "Powerstone Metals Corp." The Company's head office is located at Suite 1900 - 1040 West Georgia Street, Vancouver, British Columbia, Canada V6E 4H3. The Company's registered office is located at Suite 1900 - 1040 West Georgia Street, Vancouver, British Columbia, Canada V6E 4H3.

Business of the Company

The Company is engaged in the acquisition, exploration and development of mineral properties in Canada and currently has a portfolio of one property, the Property. Its current focus is to conduct the proposed exploration program on the Property as more particularly set out in the Technical Report, along with continuing to identify and potentially acquire additional property interests, assess their potential and engage in exploration activities. See "The Property".

See "Business of the Company".

Directors and Executive Officers

The directors and executive officers of the Company are as follows:

Name	Title
Raymond Harari	Chief Executive Officer and Director
Carlo Rigillo	Chief Financial Officer and Director
Fraser Hartley	Corporate Secretary and Director
Zachary Goldenberg	Director

See "Directors and Executive Officers"

Listing

The Company intends to apply to have its Common Shares listed on the Exchange. Listing is subject to the Company fulfilling all the requirements of the Exchange, including minimum public distribution requirements.

Available Funds and Principal Purposes

The Company's estimated working capital as of February 28, 2023, the most recent month end, is approximately \$1,052,594. The expected principal purposes for which the available funds, as at February 28, 2023, will be used are described below:

Use of Funds Available	Amount
To pay the estimated cost of the recommended Phase I exploration program and budget on the Property as outlined in the Technical Report ⁽¹⁾	\$199,375
Listing costs ⁽²⁾	\$100,000
Estimated general and administrative expenses for 12 months ⁽³⁾	\$50,000
Unallocated working capital ⁽⁴⁾	\$703,219
Total	\$1,052,594

Notes:

- (1) Inclusive of \$150,000 additional exploration amount required on or prior to December 31, 2024 under the Option Agreement. The Phase II exploration program is conditional upon the successful completion of Phase I. See Technical Report.
- (2) Includes \$10,000 payable to the Exchange (plus applicable taxes), fees payable to the Commission of approximately \$7,500, fees of the Company's counsel of approximately \$60,000 (plus applicable taxes and disbursements), audit fees of approximately \$12,500 (plus applicable taxes and disbursements) and other expenses associated with the Prospectus of approximately \$10,000.
- (3) Includes (1) \$18,000 payable to the CFO pursuant to the consulting arrangement between the Company and the CFO; (2) \$17,000 in audit and tax consulting fees; (3) \$8,000 in travel and entertainment amounts; and (4) \$7,000 in miscellaneous and other expenses.
- (4) Additional funds may be re-allocated to Phase II exploration work following successful results from the Company's proposed Phase I exploration program, toward additional exploration work following successful results from the Company's proposed Phase II exploration program or toward the acquisition of additional exploration properties. The Company's unallocated working capital will likely not suffice to completely fund all further exploration work and further acquisitions and there can be no assurances the Company can successfully obtain additional financing.

The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if we are required to carry out due diligence investigations in regard to any prospective investment or business opportunity, or if the costs of the Prospectus or Listing, or negotiating an applicable transaction, are greater than anticipated. See "Funds Available and Use of Available Funds".

Business Objectives and Milestones

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of critical mineral resource properties. See "Business Objectives and Milestones".

The Special Warrants

This Prospectus qualifies the distribution of 20,750,833 Special Warrant Shares in the capital of the Company, issuable to the holders of a total of 20,750,833 Special Warrants, upon the automatic exercise of those Special Warrants. The Special Warrants will automatically convert at the Automatic Conversion Date.

The Special Warrants were issued by the Company between September 16, 2022 and February 7, 2023 in two separate rounds for \$0.05 and \$0.10, respectively, and there will be no additional proceeds to the Company from the exercise of the Special Warrants. In addition, 1,000,000 Special Warrants were issued to CBLT at a deemed price of \$0.02 pursuant to the Option Agreement. Pursuant to the Option Agreement, CBLT is required to distribute at least 750,000 of such Special Warrants to its shareholders. It is expected that this distribution will occur following receipt for the final prospectus but prior to the Listing Date. The Company also issued 7,000 broker warrants and paid an aggregate of \$700 in finder's fees in connection with the Private Placements.

Holders of Special Warrants may be entitled to a right of rescission in certain cases. See "Description of Securities".

Risk Factors

An investment in the Common Shares is subject to a number of risk factors that should be carefully considered by prospective investors. Prospective investors should carefully consider the risk factors described under "Risk Factors" and other information included in this prospectus before purchasing the Common Shares.

Selected Financial Information

The following table sets forth selected financial information for the Company. The selected financial information has been derived from, and is qualified by, the Company's audited financial statements for the year ended October 31, 2022 and the notes thereto. The following information should be read in conjunction with those financial statements and the accompanying notes, and management's discussion and analysis of the Company included in Appendix B to this Prospectus.

See "Selected Financial Information and MD&A of the Company".

	For the year ended October 31, 2022
	(audited)
Revenue	Nil
Total Expenses	\$289,863
Net loss	\$289,863
Current Assets	\$419,286
Total Assets	\$439,286
Current Liabilities	\$30,982

Long Term Debt

Nil

Shareholder's Equity
(Deficit)

(289,863)

CORPORATE STRUCTURE

Name, Address and Incorporation

Powerstone Metals Corp. was incorporated on December 13, 2021, pursuant to the BCBCA under the name "Desk Holdings Ltd." On June 10, 2022, the Company changed its name to "Powerstone Metals Corp."

The Company's head office is located at Suite 1900 – 1040 West Georgia Street, Vancouver, British Columbia, Canada V6E 4H3 The Company's registered office is located at Suite 1900 - 1040 West Georgia Street, Vancouver, British Columbia, Canada V6E 4H3.

Inter-corporate Relationships

The Company has no subsidiaries.

BUSINESS OF THE COMPANY

Description of the Business

The Company is engaged in the acquisition, exploration and development of critical mineral properties in Canada and currently has a portfolio of one material property, the Property. Its current focus is to conduct the proposed exploration program on the Property as more particularly set out in the Technical Report.

In addition, the Company will continue to identify and potentially acquire additional property interests and conduct exploration and evaluation to assess their potential.

As of the date of this Prospectus, the Company does not have any reportable segments pertaining to its operations.

As of the date of this Prospectus, there were no bankruptcy, receivership or similar proceedings against the Company or any voluntary bankruptcy, receivership or similar proceedings by the Company or its predecessors since its inception.

History

Following incorporation, the Company was capitalized by completing an initial financing for 4,999,999 Common Shares at \$0.005 per Common Share, resulting in aggregate proceeds of \$25,000, and by completing a subsequent financing for 2,500,000 Common Shares at \$0.02 per Common Share, resulting in aggregate proceeds of \$50,000 (collectively, the **"Initial Financings"**).

Subsequently, the Company raised additional aggregate gross proceeds of \$1,395,666.65 through the issuance of 19,750,833 Special Warrants in the Private Placement. To date, funds raised from the Initial Financings and the Private Placements have been used to identify and enter into an agreement to acquire a mineral project, specifically, the Option Agreement, for filing fees, professional expenses, regulatory expenses, and for general working capital.

Option Agreement

On June 10, 2022, the Company entered into the Option Agreement. The Option Agreement provides that in order to maintain the Option in good standing and to exercise the Option to acquire a 100% interest in the Property, the Company must complete the following:

- The Company must spend a total of \$250,000 in exploration on the Property as follows: (a) \$100,000 by September 30, 2023; and (b) \$150,000 by December 31, 2024 (collectively, the **"Exploration Expenditures"** and each, an **"Exploration Expenditure"**).
- The Company must, within 30 days after the execution of the Option Agreement issue 1,000,000 common shares (or, at the option of the Company, other securities of the Company convertible into common shares of the Company without payment upon the listing of the Company's shares on a recognized Canadian stock exchange) to the CBLT (the **"Share Payment"**) at a deemed price of two cents (\$0.02) per share.
- The Company must complete an equity financing of not less \$250,000 at a price of not less than ten cents (\$0.10) per Common Share as a condition to the vesting of the options set forth in the

Option Agreement. In addition, the Company shall use its best efforts to complete aggregate equity raises of approximately \$1,000,000 between the date of the Option Agreement and the Company's listing on a recognized Canadian stock Exchange. The Company's issuance of the Special Warrants in the Private Placement has satisfied these conditions.

Upon completion of all of the above Option exercise requirements, the Company will be deemed to have exercised the Option, and thereafter become the legal and beneficial owner of a 100% interest in the Property and the CBLT will take such steps as necessary, in a timely manner, to effect transfer from CLBT to the Company of 100% undivided legal and beneficial interest in the Property free and clear of all liens and encumbrances.

In the event the Company fails to make any Exploration Expenditure or Share Payment by the required date, and fails to remedy such failure within 30 days of receipt of written notice from CLBT of such default, or if the Company gives notice of termination to CBLT, the Option Agreement will terminate and be of no further force or effect and the Company will forfeit the Option. The Company must issue to CBLT a further 500,000 Common Shares without further consideration or act from CBLT if the Company's Common Shares are not listed on a recognized Canadian stock exchanged by September 30, 2023.

The Company completed the first Exploration Expenditure in connection with its work to date on the Property, including the commissioning of the Technical Report, and completed the Share Payment by the issuance of 1,000,000 Special Warrants to CLBT on July 21, 2022.

CBLT is required pursuant to the Option Agreement to distribute at least 750,000 Special Warrants to its shareholders. It is expected that CBLT will complete this distribution following the issuance of Final Receipt but prior to the Listing.

The foregoing summary does not purport to be complete and is qualified in its entirety by the full text of the Option Agreement which the Company has filed under its profile on SEDAR (www.sedar.com) and may also be obtained, free of charge, by shareholders upon request from the Company.

The Property

The disclosure required by Section 5.4 of NI 41-101 is included in Appendix A to this Prospectus.

AVAILABLE FUNDS AND PRINCIPAL USES

The Company is not raising any funds in conjunction with this Prospectus and, accordingly, there are no proceeds to be raised by the Company pursuant to this Prospectus.

Funds Available and Principal Purposes

The Company's estimated working capital as of February 28, 2023, the most recent month end, is approximately \$1,052,594. The expected principal purposes for which the available funds, as at February 28, 2023, will be used are described below.

The following table sets forth the principal purposes for which the estimated funds available to the Company will be used and the current estimated amounts to be used for each such principal purpose:

Use of Funds Available	Amount
To pay the estimated cost of the recommended Phase I exploration program and budget on the Property as outlined in the Technical Report ⁽¹⁾	\$199,375
Listing costs ⁽²⁾	\$100,000
Estimated general and administrative expenses for 12 months ⁽³⁾	\$50,000
Unallocated working capital ⁽⁴⁾	\$703,219
Total	\$1,052,594

Notes:

- (1) Inclusive of \$150,000 additional exploration amount required on or prior to December 31, 2024 under the Option Agreement. The Phase II exploration program is conditional upon the successful completion of Phase I. See Technical Report.
- (2) Includes \$10,000 payable to the Exchange (plus applicable taxes), fees payable to the Commission of approximately \$7,500, fees of the Company's counsel of approximately \$60,000 (plus applicable taxes and disbursements), audit fees of approximately \$12,500 (plus applicable taxes and disbursements) and other expenses associated with the Prospectus of approximately \$10,000.
- (3) Includes (1) \$18,000 payable to the CFO pursuant to the consulting arrangement between the Company and the CFO; (2) \$17,000 in audit and tax consulting fees; (3) \$8,000 in travel and entertainment amounts; and (4) \$7,000 in miscellaneous and other expenses.
- (4) Additional funds may be re-allocated to Phase II exploration work following successful results from the Company's proposed Phase I exploration program, toward additional exploration work following successful results from the Company's proposed Phase II exploration program or toward the acquisition of additional exploration properties. The Company's unallocated working capital will likely not suffice to completely fund all further exploration work and further acquisitions and there can be no assurances the Company can successfully obtain additional financing.

While the Company intends to spend its current working capital as stated above, there may be circumstances where, for sound business reasons, a re-allocation of funds may be necessary or advisable. The actual amount that the Company spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above, and will depend on a number of factors, including those listed under the heading Risk Factors.

Since its founding, the Company 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 I exploration program on the Property and, upon the successful completion of the Phase I exploration program, the Phase II exploration program on the Property.

Although the Company has allocated \$1,052,594 as of February 28, 2023 from recent financings to fund its ongoing operations for a period of twelve months, thereafter, the Company may be reliant on re-allocating unallocated working capital or on future financings for its funding requirements.

In the future, the Company may pursue additional debt or equity financings based upon its working capital needs from time to time, including without limitation, to fund further exploration work on the Property, however, there can be no assurance that such financing will be available, or completed on terms that are favourable to the Company.

Business Objectives and Milestones

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of mineral resource properties.

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

- Complete the Listing (anticipated completion date: on or before March 31, 2023); and
- Conduct the Phase I exploration program on the Property recommended in the Technical Report (anticipated completion date: prior to December 31, 2023, assuming the Listing Date is on or before March 31, 2023).
- If the Phase I exploration program yields successful results, conduct the Phase II exploration program recommend in the Technical Report (anticipated to commence and complete in the 2024 calendar year, assuming the Listing Date is on or before March 31, 2023).
- If the Phase II exploration program yields successful results, conduct further exploration work as dictated by the results of the Phase I and Phase II programs. The Company's unallocated working capital is unlikely to be sufficient to fund all further exploration programs. Therefore, in the event the results of the Phase I and Phase II exploration program warrant conducting further exploration work on the Property, the Company will require additional financing to complete further exploration work. The availability of such financing cannot be guaranteed.
- Identify other high-quality critical mineral assets to acquire.

Other Sources of Funding

The Company currently does not have any immediate sources of additional funding.

SELECTED FINANCIAL INFORMATION AND MD&A

Selected Financial Information

The following tables set forth selected financial information for the Company. The selected financial information has been derived from, and is qualified by, the Company's audited financial statements for the year ended October 31, 2022, and the notes thereto, included in this Prospectus in Appendix B. The following information should be read in conjunction with those financial statements and the accompanying notes, and management's discussion and analysis included elsewhere in this Prospectus.

	For the year ended October 31, 2022 (audited)
Revenue	Nil
Total Expenses	\$289,863
Net loss	\$289,863
Current Assets	\$419,286
Total Assets	\$439,286
Current Liabilities	\$30,982
Long Term Debt	Nil
Shareholder's Equity (Deficit)	(289,863)

Management's discussion and analysis of the financial condition and results of operations of the Company for the year ended October 31, 2022 are included in this Prospectus in Appendix B. Management's discussions and analysis should be read in conjunction with the financial statements and the accompanying notes thereto included in this Prospectus. Certain information included in such management's discussions and analysis is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "Risk Factors".

DIVIDEND POLICY

The Company has not paid dividends since its incorporation. While there are no restrictions in the Company's articles or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company has limited cash flow and anticipates using all available cash resources to fund working capital and grow its business. As such, there are no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made.

DESCRIPTION OF THE SECURITIES

No securities are being offered pursuant to this Prospectus.

Share Capital

The authorized share capital of the Company includes an unlimited number of Common Shares.

As of the date of this Prospectus, there are 7,500,000 Common Shares issued and outstanding, and an additional 20,750,833 Common Shares will be issued following the exercise or deemed exercise of all the Special Warrants, for an aggregate of 28,250,833 Common Shares issued and outstanding. Holders of the Common Shares are entitled to vote at all meetings of the holders of the Common Shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of the Company's property or assets upon liquidation or wind-up.

Special Warrants

As of the date of this Prospectus, there are 20,750,833 Special Warrants outstanding. These Special Warrants were issued in connection with the Private Placement and to CBLT pursuant to the Option Agreement. The Company may issue additional Special Warrants on a private placement basis prior to the Listing.

Subject to the terms and conditions of the Special Warrants, each of the Special Warrants entitles the holder thereof to acquire, upon exercise on the Automatic Conversion Date, one Special Warrant Share, subject to adjustment in certain circumstances, without payment of any additional consideration. The terms of the Special Warrants provide that the Special Warrants will be deemed to be exercised on the Automatic Conversion Date.

The Company has granted to each holder of a Special Warrant a right of rescission of the prospectus-exempt transaction under which the Special Warrant was initially acquired. The right of rescission provides that if a holder of a Special Warrant who acquires another security of the Company on exercise of the Special Warrant as provided for in this Prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of this Prospectus or an amendment to this Prospectus containing a misrepresentation, then:

1. the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired;

2. the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Company on the acquisition of the Special Warrant; and
3. if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.

Upon the exercise or deemed exercise of the Special Warrants, holders of such Common Shares shall be entitled to vote at all meetings of the holders of Common Shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of the Company's property or assets upon liquidation or winding-up.

Options

As at the date of this Prospectus, the Company has granted 1,250,000 Stock Options, entitling holders thereof to purchase up to 1,250,000 Common Shares.

Other Equity Incentive Plan Issuances

As at the date of this Prospectus, the Company has not issued any other restricted share units or other types of equity incentives under the Equity Incentive Plan.

CONSOLIDATED CAPITALIZATION

The following table sets out the share capitalization of the Company as at the dates specified below

Description	Outstanding as at October 31, 2022 (audited)	Outstanding as at the date of this Prospectus (unaudited)	Outstanding as at the date of this Prospectus after Exercise of Special Warrants (unaudited)
Common Shares	7,500,000	7,500,000	28,250,833
Special Warrants	8,863,333	20,750,833	0
Stock Options	0	1,250,000	1,250,000
Broker Warrants	0	7,000	7,000

OPTIONS TO PURCHASE SECURITIES

The following table summarizes the allocation of the Stock Options granted by the Company up to the date of this Prospectus:

Optionee	Number of Stock Options	Exercise Price	Expiry Date
Executive Officers (applies to three officers) ⁽¹⁾	375,000	\$0.05	December 1, 2027
	100,000	\$0.10	December 15, 2027
Directors (applies to one director that is not also an executive officer)	250,000	\$0.05	December 1, 2027
Consultants and Employees ⁽²⁾	150,000	\$0.05	December 1, 2027
	200,000	\$0.10	December 15, 2027
	175,000	\$0.10	January 20, 2028

Notes:

(1) Includes 250,000 options granted to Night Owl S.A., a company controlled by Raymond Harrari.

(2) In addition, the Company issued 7,000 broker warrants to purchase Common Shares at an exercise price of \$0.10 per Common Share as commission in connection with the Private Placement.

PRIOR SALES

The following table sets out all issuances of securities for the 12-month period before the date of this Prospectus:

Date Issued	Number of Securities	Type of Securities	Price Per Security
June 9, 2022	4,999,999	Common shares	\$0.005
June 10, 2022	2,500,000	Common shares	\$0.02
June 21, 2022	1,000,000 ⁽¹⁾	Special Warrants	\$0.02
September 16, 2022	3,800,000	Special Warrants	\$0.05
September 29, 2022	4,063,333	Special Warrants	\$0.05
November 15, 2022	3,725,000	Special Warrants	\$0.05
December 9, 2022	4,037,500	Special Warrants	\$0.10
December 22, 2022	525,000	Special Warrants	\$0.10
February 2, 2023	3,400,000	Special Warrants	\$0.10
February 7, 2023	200,000	Special Warrants	\$0.10

Notes:

- (1) Issued to CBLT in connection with the Option Agreement. Pursuant to the terms of the Option Agreement, CBLT is required to distribute at least 750,000 Special Warrants to its shareholders. It is expected that CBLT will complete this distribution following the issuance of Final Receipt but prior to the Listing.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO RESALE RESTRICTIONS

Escrowed Securities

In connection with the proposed listing of the Common Shares on the CSE, the Company expects to enter into an escrow agreement with the persons indicated in the table below in accordance with National Policy 46-201 Escrow for Initial Public Offerings ("**NP 46-201**"). Although pursuant to Section 2.2 of NP 46-201 the policy does not generally apply to a prospectus that does not offer securities to the public, such as this Prospectus, the CSE requires securities held by Principals of the Company to be escrowed pursuant to NP 46-201 as part of its listing criteria. Under NP 46-201, securities held by Principals will be held in escrow subject to the terms of an escrow agreement for a period of time following the listing of the Common Shares for trading as an incentive for the Principals to devote their time and attention to the Company's business while they are securityholders.

The following securities are subject to escrow in accordance with NP 46-201 if a Principal holds them immediately prior to an IPO:

- Equity securities that carry the right to participate in earnings and assets remaining on winding- up or liquidation, including common shares, restricted voting shares, subordinate voting shares, multiple voting shares and non-voting shares (collectively, "**Equity Securities**").
- As of the date of this Prospectus, the Principals of the Company hold an aggregate of 7,500,000 Equity Securities (the "**Escrowed Securities**").
- Securities that allow the holder to acquire shares or other convertible securities (such as warrants, special warrants qualified under the IPO prospectus, convertible shares, convertible debentures, rights and options) (collectively, "**Convertible Securities**"), except for non-transferable incentive stock options issued to principals of the Issuer to purchase securities solely for cash at a price equal to or greater than the IPO price.

As of the date of this Prospectus, the Principals of the Company hold an aggregate of 1,175,000 Convertible Securities (the "**Escrowed Securities**"). Of that amount, 725,000 of these Convertible Securities are non-transferable incentive stock options issued to Principals to purchase securities solely for cash at a price equal to or greater than the IPO price, and are therefore exempt from the escrow requirements in NP 46-201.

Pursuant to the Escrow Agreement to be entered into among the Escrow Agent, the Company, and certain Principals, the Escrowed Securities will be held in escrow with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the listing Date and that an additional 15% will be released therefrom every six-month interval thereafter, over a period of 36 months (referred to as the "**Escrow Release Schedule**").

The Company is an "emerging issuer" as defined in the applicable policies and notices of the CSA. If the Company achieves "established issuer" status during the term of the Escrow Agreement, it will "graduate" resulting in a catch-up release and an accelerated release of any securities remaining in escrow under the 18-month schedule applicable to established issuers as if the Company 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 Company or of a material operating subsidiary, with approval of the Board;
- (b) 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;
- (c) Transfers upon bankruptcy to the trustee in bankruptcy;
- (d) Pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; and
- (e) 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, as of the date of this Prospectus, will be subject to the Escrow Agreement:

Class	Number of Escrowed Securities	Percentage of Common Shares Outstanding⁽¹⁾
Marc Sontrop	2,500,000 Common Shares	8.85%
2578218 Ontario Ltd. ⁽²⁾	2,500,000 Common Shares	8.85%
Night Owl, S.A. ⁽³⁾	2,500,000 Common Shares	8.85%
Just Holdings Inc. ⁽⁴⁾	150,000 Special Warrants	0.53%
Edwards, Kenny & Bray LLP ⁽⁵⁾	300,000 Special Warrants	1.06%
Night Owl, S.A.	250,000 Options	-
Zachary Goldenberg	250,000 Options	-
Fraser Hartley	125,000 Options	-
Cal Everett	150,000 Options	-

Notes:

(1) After giving effect to the automatic conversion of Special Warrants into 20,750,833 Common Shares following the Listing but without giving effect to the exercise of any incentive stock options issued.

(2) Controlled by Zachary Goldenberg.

(3) Controlled by Raymond Harari.

(4) Controlled by Fraser Hartley.

(5) Fraser Hartley is a partner in Edwards, Kenny & Bray LLP.

A total of 7,950,000 Common Shares (including Common Shares issued on the automatic conversion of the Special Warrants) and 775,000 options are subject to resale restrictions and will be restricted from resale in accordance with the Escrow Release Schedule.

Pooling Arrangement

All holders of the Special Warrants have agreed to enter all of their Special Warrant Shares (the “**Pooled Shares**”) into a voluntary pooling arrangement restricting resale (the “**Pooling Arrangement**”), administered by the Company, pursuant to which such Pooled Shares will be escrowed until released in accordance with the following release schedule:

Special Warrants issued at price of \$0.05 per Special Warrant:

Release Date	Amount of Securities to be Released
On the date of Listing	20% of the original balance of Pooled Shares
3 months after Listing	20% of the original balance of Pooled Shares
6 months after Listing	20% of the original balance of Pooled Shares
9 months after Listing	20% of the original balance of Pooled Shares
12 months after Listing	20% of the original balance of Pooled Shares

Special Warrants issued at a price of \$0.10 per Special Warrant:

Release Date	Amount of Securities to be Released
On the date of Listing	20% of the original balance of Pooled Shares
1 month after Listing	20% of the original balance of Pooled Shares
2 months after Listing	20% of the original balance of Pooled Shares
3 months after Listing	20% of the original balance of Pooled Shares
4 months after Listing	20% of the original balance of Pooled Shares

In addition, all Special Warrant Shares retained by CBLT (following distribution of at least 750,000 Special Warrants to shareholders of CBLT) shall be subject to the same Pooling Arrangement as the Special Warrants issued at \$0.05 per Special Warrant.

The Company may require a legend, setting forth transfer restrictions, be placed on any certificate representing any Pooled Shares.

PRINCIPAL SECURITYHOLDERS

Except as set out below, to the knowledge of the directors and officers of the Company, as of the date of this Prospectus, and following the exercise of all the Special Warrants, the Company is not aware of any person who beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Common Shares.

Name	Type of Ownership	Number of Common Shares and Percentage of Class	
		As at date of this Prospectus	Following the exercise of the Special Warrants ⁽³⁾
Raymond Harari	Indirect ⁽¹⁾	2,500,000 (33.3%)	2,500,000 (8.85%)
Zachary Goldenberg	Indirect ⁽²⁾	2,500,000 (33.3%)	2,500,000 (8.85%)
Marc Sontorp	Direct	2,500,000 (33.3%)	2,500,000 (8.85%)

Notes:

- (1) Includes Common Shares held by Night Owl S.A., a company controlled by Raymond Harari.
- (2) Includes Common Shares held by 2578218 Ontario Ltd., a company controlled by Zachary Goldenberg.
- (3) Following the exercise of the Special Warrants, to the knowledge of the directors and officers of the Company, no person will beneficially own or exercise control or direction over Common Shares carrying more than 10% of the votes attached to the Common Shares.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table provides the names, state or province and country of residence, position, principal occupations during the five preceding years and the number of voting securities of the Company that each of its directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date of this Prospectus:

Name and Province and Country of Residence	Position with Company ⁽¹⁾	Principal Occupation for the Last Five Years	Number of Common Shares and Percentage of Class ⁽²⁾	
			As at date of this Prospectus	Following the exercise of the Special Warrants
Raymond Harari ⁽³⁾ Panama City, Panama	Director, CEO (Since June 10, 2022)	Managing Director, Canalis Capital	2,500,000 (33.3%)	2,500,000 (8.85%)
Carlo Rigillo Ontario, Canada	Director, CFO (Since October 4, 2022)	Chartered Accountant, Fractional CFO	Nil	Nil
Fraser Hartley ⁽³⁾ British Columbia, Canada	Director, Corporate Secretary (Since October 4, 2022)	Lawyer, Edwards, Kenny & Bray LLP	Nil	150,000 ⁽⁴⁾ (0.53%)
Zachary Goldenberg ⁽³⁾ Ontario, Canada	Director (Since June 9, 2022)	Principal, Liberty Venture Partners	2,500,000 (33.3%)	2,500,000 (8.85%)

Notes:

- (1) Directors stand for re-election annually. The directors of the Company will serve until the end of the next annual meeting of the shareholders of the Company.
- (2) The information as to shares beneficially owned, or over which control or direction is exercised, directly or indirectly, is based upon information furnished to the Company by the respective directors and senior officers as at the date hereof.
- (3) Member of the Audit Committee.
- (4) Edwards, Kenny & Bray LLP, a law firm in which Mr. Hartley is a partner, holds an additional 300,000 Special Warrants, or 1.06% of the Common Shares of the Company following the exercise of the Special Warrants.

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control or discretion over 5,000,000 Common Shares which is equal to 66.67% of the Common Shares issued and outstanding as at the date hereof.

Following the exercise of all the Special Warrants, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 5,150,000 Common Shares of the Company, which is equal to 18.23% of the Common Shares issued and outstanding following the exercise of all the Special Warrants

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

The Board has one committee, the Audit Committee, whose members are Raymond Harari, Fraser Hartley and Zachary Goldenberg.

The Company currently does not have any permanent employees. All services are currently provided to the Company through its directors and officers and through consultants.

Background – Directors and Executive Officers

Raymond Harari – Director and Chief Executive Officer

Raymond Harari, age 30, is the founder of Canalis Capital, a merchant bank focused on disruptive industries. Prior to founding Canalis, Mr. Harari worked at Credicorp Bank in its private wealth group in Panama and Nomura's consumer and retail investment banking group based in New York City. Mr. Harari graduated with honors from the University of Pennsylvania with a Bachelor of Science in systems engineering and a minor in engineering entrepreneurship and mathematics. Mr. Harari is an active angel investor across the technology, mining, fashion, cannabis, e-commerce, and energy sectors. Mr. Harari also served as the deputy director of the Chamber of Commerce, Industry and Agriculture of Panama. Mr. Harari has experience as an executive officer of mining companies, having previously served as Chief Executive Officer of Westward Gold Inc., and Hercules Silver Corp. as well as having previously served as President of Bald Eagle Gold (TSXV:BIG).

It is anticipated that Mr. Harari involvement with the Company will be part-time, representing approximately 50% of his time. Mr. Harari is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Carlo Rigillo – Director and Chief Financial Officer

Carlo Rigillo, age 43, is a Chartered Professional accountant and has over two decades of financial experience including four years as Director of Finance and then Interim Financial Officer at Beretta Farms Inc. Mr. Rigillo was the Chief Financial Officer of 3 Sixty Risk Solutions Ltd., Odd Burger Corporation and most recently The Well Told Company Inc. and Tiidal Gaming Group Corp. Mr. Rigillo has a wealth of experience in consumer health, consumer products and the manufacturing sectors and has experience developing risk management frameworks and business processes at the strategic, operational and technical levels within organizations at an international and national level. Mr. Rigillo is currently the Chief Financial Officer of Eastern Precious Metals Corp, a private exploration company. Mr. Rigillo holds a Bachelor of Commerce from the University of Toronto and is a Chartered Professional Accountant.

It is anticipated that Mr. Rigillo involvement with the Company will be part-time, representing approximately 20% of his time. Mr. Rigillo is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Fraser Hartley – Director and Corporate Secretary

Fraser Hartley, age 43, is a lawyer and a partner at the firm Edwards, Kenny & Bray LLP, practicing in the areas of corporate finance and corporate transactions. Mr. Hartley has an LLB from the University of British Columbia

It is anticipated that Mr. Hartley involvement with the Company will be part-time, representing approximately 5% of his time. Mr. Hartley is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Zachary Goldenberg – Director

Zachary Goldenberg, age 33, is the principal of Liberty Venture Partners, a Toronto-based advisory and investment firm focused on startup and growth companies in rapidly emerging industries. A corporate lawyer by background, Mr. Goldenberg has significant experience in both the private and public markets as an advisor, investor and board director and has spent much of the past decade working with companies transitioning from private to public navigate the Canadian public venture markets and to source and close strategic transactions. Mr. Goldenberg acted as principal of AIM3 Ventures Inc. and Aardvark Capital Corp., which facilitated the public listings of Vox Royalty Corp., a mining focused royalty and streaming company, and Paycore Minerals Inc., a precious metals exploration company, respectively. Mr. Goldenberg is a graduate of the combined JD / HBA from Western Law and Ivey School of Business, a recipient of the ICD.D designation from the Institute of Corporate Directors and is a member of the TSX Venture Exchange's Ontario Advisory Committee.

It is anticipated that Mr. Goldenberg's involvement with the Company will be part-time, representing approximately 5% of his time. Mr. Goldenberg is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Company that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	Reporting Issuer and Stock Exchange⁽¹⁾	Position	Term
Raymond Harari	Aardvark 2 Capital Corp. - TSXV	Director	December 2021 - Present
	Bald Eagle Gold Corp. (n/k/a Hercules Silver Corp.) – TSXV	Director and Officer	March 2021 – August 2022

Name	Reporting Issuer and Stock Exchange⁽¹⁾	Position	Term
Carlo Rigillo	Harmony Acquisitions Corp. - TSXV	Director and Officer	December 2021 - Present
	Momentous Capital Corp. - TSXV	Director and Officer	May 2021 – January 2022
	Westward Gold Inc. - CSE	Officer	February 2021 – March 2022
	3 Sixty Secure Corp. - CSE	Officer	January 2019 – February 2020
	Alpha Peak Capital Inc. – unlisted	Officer	December 2020 - present
	Odd Burger Corp. - TSXV	Officer	April 2021 – May 2021
	The Well Told Company Inc. - TSXV	Officer	October 2021 – January 2022
Zachary Goldenberg	Tiidal Gaming Group Corp. – CSE	Officer	December 2020 - Present
	Aardvark Capital Corp. – TSXV	Director and Officer	January 2021 – April 2022
	Aardvark 2 Capital Corp. – TSXV	Director and Officer	December 2021 - Present
	AIM2 Ventures Inc. – TSXV	Director	October 2017 – October 2018
	AIM3 Ventures Inc. – TSXV	Officer	June 2018 – May 2020

Name	Reporting Issuer and Stock Exchange ⁽¹⁾	Position	Term
	AIM4 Ventures Inc. – TSXV	Director and Officer	November 2018 – December 2020
	AIM5 Ventures Inc. – TSXV	Director and Officer	August 2020 – Present
	AIM6 Ventures Inc. – TSXV	Director and Officer	January 2021 – Present
	Alpha Peak Capital Inc. - unlisted	Director and Officer	December 2020 – Present
	Star Navigation Systems Group Inc. – CSE	Director	December 2019 – April 2020
	Tiidal Gaming Group Corp. – CSE	Director	November 2021 – Present
	Tova Ventures II Inc. - TSXV	Director and Officer	June 2017 – September 2018

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, as at the date of this Prospectus and within the ten years before the date of this Prospectus, except for Mr. Goldenberg, no director or executive officer of the Company is or has been a director, chief executive officer or chief financial officer of any person or company (including the Company), that while that person was acting in that capacity:

- (a) Was subject of a cease trade order or similar order or an order that denied the relevant person or Company access to any exemptions under securities legislation (an "**order**"), for a period of more than 30 consecutive days; or
- (b) Was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Goldenberg was elected as a director of Star Navigation Systems Group Ltd. ("**SNSG**") at a shareholders' meeting held on December 11, 2019. At such time, SNSG was already the subject of a cease trade order (the "**CTO**") issued on November 1, 2019 by the Ontario Securities Commission as a result of SNSG's failure to meet its timely disclosure filing obligations. The CTO was partially revoked on March 6, 2020. Mr. Goldenberg resigned from the board of directors of SNSG effective April 30, 2020.

To the knowledge of the Company, as at the date of this Prospectus and within the ten years before the date of this Prospectus, no director or officer of the Company or security holder anticipated to hold a sufficient number of securities of the Company to affect materially its control:

- (a) Is, or has been within the ten years before the date of this Prospectus, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) Has, within the ten years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

To the knowledge of the Company, no director or officer of the Company or security holder anticipated to hold a sufficient number of securities of the Company to affect materially its control:

- (a) Has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) Has been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

The Company's directors and officers are subject to fiduciary obligations to act in the best interest of the Company. Conflicts will be subject to the procedures and remedies of the BCBCA or other applicable corporate legislation.

To the knowledge of the Company, no director, officer of the Company or a subsidiary of the Company has any existing material conflicts of interests with the Company.

EXECUTIVE COMPENSATION

The Company was not a reporting issuer at any time during the Company's most recently completed financial year. Accordingly, and in accordance with Form 51-102F6 Statement of Executive Compensation ("Form 51-102F6"), the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to Named Executive Officers of the Company, once the Company becomes a reporting issuer, to the extent this compensation has been determined.

Compensation Discussion and Analysis

In this section, "Named Executive Officer" means each of the following individuals:

- (a) The Company's chief executive officer, including an individual performing functions similar to a chief executive officer (the "**CEO**");
- (b) The Company's chief financial officer, including an individual performing functions similar to a chief financial officer (the "**CFO**");
- (c) The most highly compensated executive officer of the Company and its subsidiaries, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than C\$150,000, as determined in accordance with Form 51-102F6, 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 not an executive officer of the Company and was not acting in a similar capacity, at the end of that financial year.

The Company's Named Executive Officers for the purposes of this section are Raymond Benaim (CEO) and Carlo Rigillo (CFO).

At its present stage of development, the Company does not have any formal objectives, criteria and analysis for determining the compensation of its Named Executive Officers and primarily relies on the discussions and determinations of the board of directors.

The Company paid its CEO fees of \$62,500 during the fiscal year ended October 31, 2022 and paid Mr. Goldenberg a fee of \$25,000 during the fiscal year ended October 31, 2022. The Company paid its CEO and Mr. Goldenberg a further fee of \$25,000 each in January 2023. The Company has a written agreement with its CFO for a monthly cash fee of \$1,500. Other than the foregoing, the Company does not intend to pay management any cash compensation for 2023 fiscal year, with a view to minimizing its cash expenditures not directed at the exploration of the Property. However, this policy will be re-evaluated periodically. The Company expects to grant incentive stock options, RSUs or other equity incentives to the Named Executive Officers and its non-executive directors, under the Equity Incentive Plan in the amounts and on terms to be determined by the Board at that time.

Equity Incentive Plan

The Equity Incentive Plan is expected to be used to grant stock options, restricted share units and other equity incentives to directors, officers (including Named Executive Officers), employees and consultants of the Company, as additional compensation and as an opportunity to participate in the success of the Company. The granting of such stock options, RSUs and options is intended to align the interests of such persons with those of the Company's shareholders.

In determining the number and type of equity incentives to be granted to directors or executive officers, including the Named Executive Officers, the Board will take into account, among other things:

- The number of equity incentives, if any, previously granted to each director or executive officer; and
- The exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the CSE and closely align the interests of the directors and executive officers with the interests of shareholders.

The Board has the responsibility of administering the compensation policies related to the directors and executive management of the Company, including option-based awards.

As of the date of this Prospectus, there are 1,250,000 stock options outstanding under the Equity Incentive Plan. The options outstanding as of the date of this Prospectus have a term as set out in each stock option agreement. There are no RSUs or other equity incentives currently issued under the Equity Incentive Plan.

The Equity Incentive Plan was approved by the shareholders of the Company on November 25, 2022. In accordance with the policies of the CSE, after the Listing Date, the Company must obtain shareholder approval of its Equity Incentive Plan on an annual basis at each annual general meeting of shareholders.

See "Options to Purchase Securities" for the material terms of the Equity Incentive Plan.

Defined Benefit Plan

The company does not have any defined benefit or actuarial plan.

Termination and Change of Control Benefits

The Company does not have any contracts, agreements, plans or arrangements in place with any NEOs that provides for payment following or in connection with any termination (whether voluntary, involuntary or constructive) resignation, retirement, a change of control of the Company or a change in an NEOs responsibilities.

Director Compensation

The Company does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts. As with the Named Executive Officers, the Board intends to compensate directors primarily through the grant of stock options, RSUs or other equity incentives under the Equity Incentive Plan, and reimbursement of expenses incurred by such persons acting as directors of the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is, or who has been, a director, executive officer or employee of the Company or any associate of any of the aforementioned, is or has been indebted to the Company or any of its subsidiaries or to any entity which has been provided a guarantee, support agreement, letter of credit or similar arrangement by the Company at any time before the date of the this Prospectus.

AUDIT COMMITTEE

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52-110F2 require the Company to disclose certain information relating to the Company's Audit Committee.

The Audit Committee is composed of Mr. Harari, Mr. Hartley and Mr. Goldenberg (Chair).

Audit Committee Charter

The Company has adopted an audit committee charter in the form included hereto as Appendix C to this Prospectus.

Independence

NI 52-110 provides that 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 the member's independent judgment. No member of the audit committee is independent. See "Exemption" below.

Financial Literacy

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

All existing and proposed members of the Audit Committee are financially literate as such term is defined in NI 52-110.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Audit Committee has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) The exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110; or
- (b) An exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions). Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

For the year ended October 31, 2022, Crowe MacKay LLP has received fees from the Company as follows:

Description	Year ended October 31, 2022
Audit Fees ⁽¹⁾	Nil
Audit Related Fees ⁽²⁾	Nil
Tax Fees ⁽³⁾	Nil
All other Fees ⁽⁴⁾	Nil

Notes:

- (1) "Audit Fees" means the aggregate fees billed by the Company's external auditor for the last fiscal year for audit services.
- (2) "Audit-Related Fees" means the aggregate fees billed for the last fiscal year for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under clause (1) above, including assistance with specific audit procedures on interim financial information
- (3) "Tax Fees" means the aggregate fees billed in the last fiscal year for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.
- (4) "All Other Fees" means the aggregate fees billed in the last fiscal year for products and services provided by the Company's external auditor, other than the services reported under clauses (1), (2) and (3) above.

Exemption

Following Listing, the Company will rely on the exemption provided in section 6.1 of NI 52-110 as it will be a "venture issuer" and therefore exempt from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

CORPORATE GOVERNANCE

The Board of Directors

The Board is responsible for the general supervision of the management of the Company's business and affairs with the objective of enhancing shareholder value. The Board discharges its responsibilities directly and through its committees, which are currently composed of the Audit Committee.

The Board facilitates exercise of independent supervision over management by each member being encouraged to exercise their own independent judgement and an expectation that each member disclose any material interests he may have in any agreement or transaction the Company may enter into, recognizing that the Company is currently in its early stages.

The Board of the Company consists of four directors. The Board has concluded that none of the directors is "independent" for purposes of board membership, as defined in NI 58-101.

Orientation and Continuing Education

While the Company does not have a formal continuing education program, the directors individually are responsible for updating their skills required to meet their obligations as directors.

Ethical Business Conduct

The Board has not adopted specific guidelines. To ensure that an ethical business culture is maintained and promoted, directors are encouraged to exercise their independent judgment. If a director has a material interest in any transaction or agreement that the Company proposes to enter into, such director is expected to disclose such interest to the Board in compliance with all applicable laws, rules and policies which govern conflicts of interest in connection with such transaction or agreement. Further, any director who has a material interest in any transaction or agreement will be excluded from the portion of a board of directors' meeting concerning such matters and will be further precluded from voting on such matters.

Nomination of Directors

The Board is responsible for the identification and assessment of potential directors. While no formal nomination procedure is in place to identify new candidates, the Board reviews the experience and performance of nominees for the election to the Board, and in particular, any appointments to the Audit Committee. The Board also assesses whether any potential conflicts, independence or time commitment concerns regarding a candidate may present.

Compensation

At present, no compensation other than the grant of Stock Options is paid to the Company's directors, in such capacity.

Other Board Committees

The Board has no standing committees other than the Audit Committee.

Board Assessments

The Board, the Audit Committee and its individual directors are assessed as to their effectiveness and contribution. All directors and/ or committee members are free to make suggestions for improvement of the practice of the Board and/ or the Audit Committee at any time and are encouraged to do so.

LISTING APPLICATION

The Company intends to apply to list its Common Shares on the Exchange. Listing of the Common Shares will be subject to the Company fulfilling all the listing requirements of the Exchange. The Special Warrants will not be listed on the Exchange.

PLAN OF DISTRIBUTION

This is a new issue prospectus. No securities are offered pursuant to this Prospectus. This Issuer is not a reporting issuer in any province or territory of Canada.

The Company has applied to list its Common Shares on the Exchange. The listing of its Common Shares will be subject to the Company fulfilling all of the listing requirements of the Exchange, which cannot be guaranteed.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the U.S. or to, or for the account or benefit of, U.S. Persons. None of the Common Shares have been or will be registered under the U.S. Securities Act or the securities laws of any state of the U.S. and may not be offered or sold within the U.S. or to, or for the account or benefit of, U.S. Persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

RISK FACTORS

The following are certain factors relating to the business of the Company, which factors investors should carefully consider when making an investment decision concerning the Common Shares. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks actually occur, the financial condition liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

Prospects for companies in the mineral exploration industry generally may be regarded as uncertain given the nature of the industry and, accordingly, investments in mineral exploration companies should be regarded as highly speculative. Mineral exploration involves a significant degree of risk. An investor should carefully consider the risks and uncertainties described below. The risks and uncertainties described below are not an exhaustive list. Additional risks and uncertainties not presently known to the Company or that are considered to be immaterial may also adversely affect the Company's business. If any one or more of the following risks occur, the Company's business, financial condition and results of operations could be seriously harmed. Further, if the Company fails to meet the expectations of the public market in any given period, the market price of the Common Shares could decline. An investment in the Common Shares should only be made by persons who can afford a significant or total loss of their investment.

The risks discussed below also include forward-looking statements and actual results may differ substantially from those discussed in these forward-looking statements. See "Forward-Looking Statements" in this Prospectus.

COVID-19 Risks

The current outbreak of COVID-19, and any future emergence and spread of similar pathogens, could have a material adverse effect on global and local economic and business conditions which may adversely impact the Company's business and results of operations and the operations of contractors and service providers. The outbreak has spread throughout the world, including where the Company conducts its principal business operations. The Company's plans to advance the exploration and evaluation of its mineral properties are dependent upon its ability to complete the work required in connection with these activities through its employees and contractors. Due to government efforts to curtail the COVID-19 outbreak, personnel may be delayed in completing the work that it is pursuing in connection with these activities due to quarantine, self-isolation, social distancing, restrictions on travel, restrictions on meetings and work from home requirements. The extent to which the COVID-19 pandemic impacts its operations will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the duration of the outbreak, new information that may emerge concerning the severity of the coronavirus and the actions taken to contain the coronavirus or treat its impact, among others. Moreover, the spread of the coronavirus globally is expected to have a material adverse effect on global and regional

economies and to continue to negatively impact stock markets, including the trading price of the Company's Common Shares. These adverse effects on the economy, the stock market and the Company's common share price could adversely impact the Company's ability to raise capital, with the result that its ability to explore its mineral properties could be adversely impacted, both through delays and through increased costs. Any of these developments, and others, could have a material adverse effect on the Company's business and results of operations and could delay its plans for exploration and evaluation of our mineral properties.

Dependence on the Property

The Company is an exploration stage company and as such does not anticipate receiving revenue from its mineral properties for some time. The Company will be solely focused on the exploration and development of the Property, which does not have any identified mineral resources or reserves. Unless the Company acquires additional property interests, any adverse developments affecting the Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development programs at the Property will result in the definition of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered that Property will be brought into commercial production. Failure to do so will have a material adverse impact on the Company's operations and potential future profitability. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which are the particular attributes of the deposit (such as size, grade and proximity to infrastructure), metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Most of the above factors are beyond the Company's control.

Exploration, Development and Production Risks

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

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

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

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

Mineral Resources and Reserves

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

Unless otherwise indicated, mineralization figures presented in this Prospectus are based upon estimates made by the Company, personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis which may prove to be unreliable.

There can be no assurance that these estimates will be accurate; resource or other mineralization figures will be accurate; or such mineralization could be mined or processed profitably.

Insufficient Resources or Reserves

Substantial additional expenditures will be required to establish either resources or reserves on mineral properties and to develop processes to extract the minerals. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or at all.

Maintaining Interests in Mineral Properties

The Company's continuing right to maintain its conditional interest in the Property will be dependent upon compliance with applicable laws and with the terms of the Option Agreement. There can be no

assurance that the Company will have the funds, will be able to raise the funds or will be able to comply with the provisions of the Option Agreement relating to the Property which would entitle it to an undivided 100% interest therein and, if it fails to do so, its interest in the Property would be lost and the Option Agreement would terminate.

Option Agreement

The Option Agreement provides that the Company must make certain cash and share payments over a period of time to exercise the Option and acquire the Property. If the Company fails to make such payments as set out in the Option Agreement, the Company may lose its right to ultimately acquire an undivided 100% interest in the Property, wherein, failure to exercise the option will result in the Company having no beneficial interest in and to the Property.

Obtaining and Renewing Licenses and Permits

In the ordinary course of business, the Company will be required to obtain and renew governmental licenses or permits for exploration, development, construction and commencement of mining at the Property. Obtaining or renewing the necessary governmental licenses or permits is a complex and time consuming process involving public hearings and costly undertakings on the part of the Company. The duration and success of the Company's efforts to obtain and renew licenses or permits are contingent upon many variables not within the Company's control, including the interpretation of applicable requirements implemented by the licensing authority. The Company may not be able to obtain or renew licenses or permits that are necessary to its operations, including, without limitation, an exploitation license, or the cost to obtain or renew licenses or permits may exceed what the Company believes they can recover from the Property. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

No Assurances

There is no assurance that economic mineral deposits will ever be discovered, or if discovered, subsequently put into production. Most exploration activities do not result in the discovery of commercially mineable deposits. The Company's future growth and profitability will depend, in part, on its ability to identify and expand its mineral reserves through additional exploration of the Property and on the costs and results of continued exploration and development programs. Mining exploration is highly speculative in nature, involves many risks and frequently is not productive. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any anticipated level of recovery of mineral reserves will be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. There can be no assurance that the Company's exploration efforts at the Property will be successful.

Title Matters, Surface Rights and Access Rights

The Property may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Property and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Property or the size of the area to which such claims and interests pertain. The Company cannot guarantee

that title to its mineral properties will not be challenged. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained.

Although, upon exercising the Option, will acquire the rights to some or all of the minerals in the ground, it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In areas where there are local populations or landowners, it is necessary, as a practical matter, to negotiate surface access. There is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/ occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on the Property becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

Additional Funding Requirements

The exploration and development of the Property will require substantial additional capital. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the precious metals industries in particular), the Company's status as a new enterprise with a limited history, the location of the Property, the price of commodities and/ or the loss of key management personnel. Further, if the price of precious on the commodities markets decreases, then potential revenues from the Property will likely decrease and such decreased revenues may increase the requirements for capital. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development or production at the Property.

Dependence on Key Personnel and Qualified and Experienced Employees

The Company's success depends on the efforts and abilities of certain senior officers and key employees. Certain of the Company's employees have significant experience in the mineral exploration industry, and the number of individuals with significant experience in this industry is small. While the Company does not foresee any reason why such officers and key employees will not remain with the Company, if for any reason they do not, the Company could be adversely affected. The Company has not purchased key man life insurance for any of these individuals. The Company's success also depends on the availability of

qualified and experienced employees to work in the Company's operations and its ability to attract and retain such employees. In addition, the Company's ability to keep essential operating staff in place may also be challenged as a result of potential COVID-19 outbreaks or quarantines.

Dilution

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

First Nations Land Claims

The Property may now or in the future be the subject of First Nations land claims. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the 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 Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company 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 Property, there is no assurance that the Company will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the Property.

Environmental Risks

All phases of the Company's operations with respect to the Property will be subject to environmental regulation. Environmental legislation involves strict standards and may entail increased scrutiny, fines and penalties for non-compliance, stringent environmental assessments of proposed projects and a high degree of responsibility for companies and their officers, directors and employees. Changes in environmental regulation, if any, may adversely impact the Company's operations and future potential profitability. In addition, environmental hazards may exist on the Property that are currently unknown. The Company may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Company's operations and future potential profitability.

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

The Company may be subject to reclamation requirements designed to minimize long-term effects of mining exploitation and exploration disturbance by requiring the operating company to control possible deleterious effluents and to re-establish to some degree pre-disturbance landforms and vegetation. Any significant environmental issues that may arise, however, could lead to increased reclamation expenditures and could have a material adverse impact on the Company's financial resources.

Limited Operating History and Early Stage Property

The Company is an early stage company and the Property is an exploration stage property. As such, the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The current state of the Property requires significant additional expenditures before any cash flow may be generated. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of its success must be considered in light of its early stage of operations.

The Property is in the early exploration stage and is without resources or reserves. The proposed programs on the Property are an exploratory search for a mineral deposit. Development of the Property will only follow upon obtaining satisfactory results. Exploration for and the development of minerals involve a high degree of risk and few properties, which are explored, are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore.

The long-term success of the Company's operations will be in large part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Lack of Operating Cash Flow

The Company currently has no source of operating cash flow and is not expected to for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Company sustains losses over an extended period of time, it may be unable to continue our business. Further exploration and development of the Property will require the commitment of substantial financial resources. It may be several years before the Company will generate any revenues from operations, if at all. There can be no assurance that the Company will realize revenue or achieve profitability.

Inflation

The Company's operating costs could escalate and become uncompetitive due to supply chain disruptions, inflationary cost pressures, equipment limitations, escalating supply costs, commodity prices, and additional government intervention through stimulus spending or additional regulations. The Company's inability to manage costs may impact project returns and future development decisions, which could have a material adverse effect on its financial performance and funds from operations.

Regulatory Requirements

Even if the Property is proven to host economic reserves of precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and

regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of the Property, environmental legislation and mine safety.

Volatility of Mineral Prices

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

Infrastructure

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

Acquiring Additional Properties

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, the Company may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

Risks Associated with Acquisitions

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

Executive Employee Recruitment and Retention

The success of the Company will be dependent upon the performance of its management and key employees. The loss of any key executive or manager of the Company may have an adverse effect on the future of the Company's business.

The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, geologic and mining personnel as well as additional operations staff. There is no assurance that it will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on its future cash flows, earnings, results of operations and financial condition.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the mineral exploration sector, were impacted by these market conditions.

Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's operations. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and our overall liquidity, the volatility of mineral prices would impact the Company's prospects, volatile energy, commodity and consumables prices and currency exchange rates would impact costs and the devaluation and volatility of global stock markets would impact the valuation of its equity and other securities. These factors could have a material adverse effect on the Company's financial condition and results of operations.

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

Claims and Legal Proceedings

The Company may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to former employees. These matters may give rise to legal uncertainties or have unfavourable results. The Company may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from the Company's operations. Such matters can be

time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition.

Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including the price of precious metals on world markets, labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Uncertainty of Use of Proceeds

Although the Company has set out its intended use of proceeds in this Prospectus, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

Competition

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

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the Issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the proposed management of the Company's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Company and a proposed director or officer of the Company except as otherwise disclosed herein.

Dividends

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

Operating Hazards, Risks and Insurance

The ownership, exploration, operation and development of a mine or mineral property involves many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include environmental hazards, industrial accidents, explosions and third-party accidents, the encountering of unusual or unexpected geological formations, ground falls and cave-ins, mechanical failure, unforeseen metallurgical difficulties, power interruptions, flooding, earthquakes and periodic interruptions due to inclement or hazardous weather conditions. These occurrences could result in environmental damage and liabilities, work stoppages, delayed production and resultant losses, increased production costs, damage to, or destruction of, mineral properties or production facilities and resultant losses, personal injury or death and resultant losses, asset write downs, monetary losses, claims for compensation of loss of life and/ or damages by third parties in connection with accidents (for loss of life and/or damages and related pain and suffering) that occur on Company property, and punitive awards in connection with those claims and other liabilities.

It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of our securities. Liabilities that the Company incurs may exceed the policy limits of insurance coverage or may not be covered by insurance, in which event the Company could incur significant costs that could adversely impact its business, operations, potential profitability or value. Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage the Company's interests, even when those efforts are successful, people are fallible and human error could result in significant uninsured losses. These could include loss or forfeiture of mineral interests or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort the Company might undertake and legal claims for errors or mistakes by personnel.

Absence of Public Trading Market

Currently, there is no public market for the Common Shares and there can be no assurance that an active market for the Common Shares will develop or be sustained after the Listing Date. If an active public market for the Common Shares does not develop, the liquidity of an investor's investment may be limited and the share price may decline below the price paid for the Common Shares by such investor.

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

Except as disclosed below, as of the date hereof, no "professional person" (including the Company's auditor, a responsible solicitor or any partner of a responsible solicitor's firm nor any such person) holds any beneficial interest, direct or indirect, in any securities or properties of the Corporation or an Associate or Affiliate of the Corporation. In addition, no "professional person" is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a promoter of the Corporation or of an Associate or Affiliate of the Corporation.

Fraser Hartley, director and Corporate Secretary of the Company, is a partner of Edwards, Kenny & Bray LLP, legal counsel to the Company. Mr. Hartley beneficially holds 150,000 Special Warrants, or less than 0.53% of the issued and outstanding Common Shares, after the deemed exercise of the Special Warrants, through a company controlled by Mr. Hartley. See "Escrowed Securities". In addition, Edwards, Kenny &

Bray LLP holds 300,000 Special Warrants, or approximately 1.06% of the issued and outstanding Common Shares, after the deemed exercise of the Special Warrants.

PROMOTER

Mr. Harari (CEO and Director) and Mr. Goldenberg (Director) took the initiative in founding and organizing the business of the Company, including identifying and obtaining rights in the Property on behalf of the Company, and, accordingly, may be considered a promoter of the Company within the meaning of applicable securities legislation in British Columbia. As at the date of this Prospectus, Mr. Harari beneficially owns or controls, directly or indirectly, an aggregate of 2,500,000 Common Shares and 250,000 Stock Options with an exercise price of \$0.05. Mr. Goldenberg beneficially owns or controls, directly or indirectly, an aggregate of 2,500,000 Common Shares and 250,000 Stock Options with an exercise price of \$0.05.

To the knowledge of the Company, as at the date of this Prospectus and within the ten years before the date of this Prospectus, except for Mr. Goldenberg, no director or executive officer of the Company is or has been a director, chief executive officer or chief financial officer of any person or company (including the Company), that while that person was acting in that capacity:

- (c) Was subject of an order for a period of more than 30 consecutive days; or
- (d) Was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Goldenberg was elected as a director of SNSG at a shareholders' meeting held on December 11, 2019. At such time, SNSG was already the subject of a CTO issued on November 1, 2019 by the Ontario Securities Commission as a result of SNSG's failure to meet its timely disclosure filing obligations. The CTO was partially revoked on March 6, 2020. Mr. Goldenberg resigned from the board of directors of SNSG effective April 30, 2020.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending as of the date of this Prospectus by or against the Company or to which it is a party or its business or any of its assets is the subject of, nor to the knowledge of the directors and officers of the Company are any such legal proceedings contemplated which could become material to a purchaser of the Company's securities.

Regulatory Actions

There have not been any penalties or sanctions imposed against the Company by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth elsewhere in this Prospectus, the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, any person or company who owns of record, or is known by the Company to own beneficially, directly or indirectly, more than 10% of the Common Shares of the Company or any associate or affiliate of the foregoing persons or companies in any transaction since its incorporation or in any proposed transaction that has materially affected or is reasonably expected to materially affect the Company.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is Crowe MacKay LLP of 1100 – 1177 West Hasting Street, Vancouver, BC, V6E 4T5 ("**Crowe MacKay**"). Crowe MacKay is independent of the Company within the meaning of the Code of Professional Conduct of Chartered Professional Accountants of British Columbia.

The transfer agent and registrar for the Common Shares is Odyssey Trust Company at its office at the United Kingdom Building, 350 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business and those mentioned above, the following are the only material contracts entered into by the Company from incorporation to the date of this Prospectus: (i) the Option Agreement dated June 10, 2022 and (ii) the Escrow Agreement dated March 1, 2023.

Copies of the material contracts will be available under the Company's profile at www.sedar.com upon the issuance of the Final Receipt for this Prospectus.

EXPERTS

Names of Experts

The following are persons or companies whose profession or business gives authority to a statement made in this Prospectus as having prepared or certified a part of that document, report, or valuation described in this Prospectus:

- Crowe MacKay are the auditors of the Company, who prepared the audit report on the Company's financial statements included in and forming part of this Prospectus; and
- Merouane Rachidi, P.Geo., Ph. D., a Qualified Person (as defined in NI 43-101), authored the Technical Report, and in accordance with the requirements of NI 43-101, the majority of which is reproduced in and forms part of this Prospectus and is available in its full form on the Company's profile on SEDAR.

Interests of Experts

None of the persons set out under the heading "Experts – Names of Experts" have held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the

Company or of its associates or affiliates when such person prepared the report, valuation, statement or opinion aforementioned or thereafter.

Crowe MacKay has confirmed that it is independent of the Company in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Merouane Rachidi, P.Geo., Ph. D. does not have any direct or indirect interest in the Company or the Property, nor will any such interest materialize before or after the listing, and there are no circumstances that, when reasonably interpreted, could be thought to have interfered with the judgement of Merouane Rachidi, P.Geo., Ph. D. regarding the preparation of the Technical Report.

OTHER MATERIAL FACTS

There are no other material facts about the Company that are not otherwise disclosed in this Prospectus.

FINANCIAL STATEMENTS

Audited financial statements of the Company for the period ended October 31, 2022 are included in this Prospectus as Appendix B.

APPENDIX A

PROPERTY DISCLOSURE

The following represents information summarized from the Technical Report on the Property authored by Merouane Rachidi, P.Geo., Ph. D. (a Qualified Person, as defined in NI 43-101), prepared in accordance with the requirements of NI 43-101. All Figures 1 through 15, inclusive, and Tables 1 through 3 from the Technical Report are reproduced in and form part of this Prospectus; a complete copy of the Technical Report is available for review on SEDAR at the following website: www.sedar.com.

1. Property Description and Location

1.1 Property description and ownership

The Property limits are within National Topographical System (NTS) map sheets 31J01, located in southern Quebec, approximately 100 km north of the city of Montreal by car and 3 km south of the township of Notre-Dame-de-la-Merci. The Property is located in the administrative boundary of Lanaudière. National road 125 borders the east side of the Property, from north to south.

The Property consists of one (1) block totaling 9 mineral claims covering approximately 496.39 hectares (Figure 2). The center of the block is located at approximately 572 674 mE and 5 114 848 mN in UTM coordinates, zone 18. The entirety of the Property belongs to CBLT inc. Mineral claims were consulted and verified in the Quebec government's title management system (GESTIM); they are registered under the number 96802. The titles are in good standing at the time of writing this Technical Report.

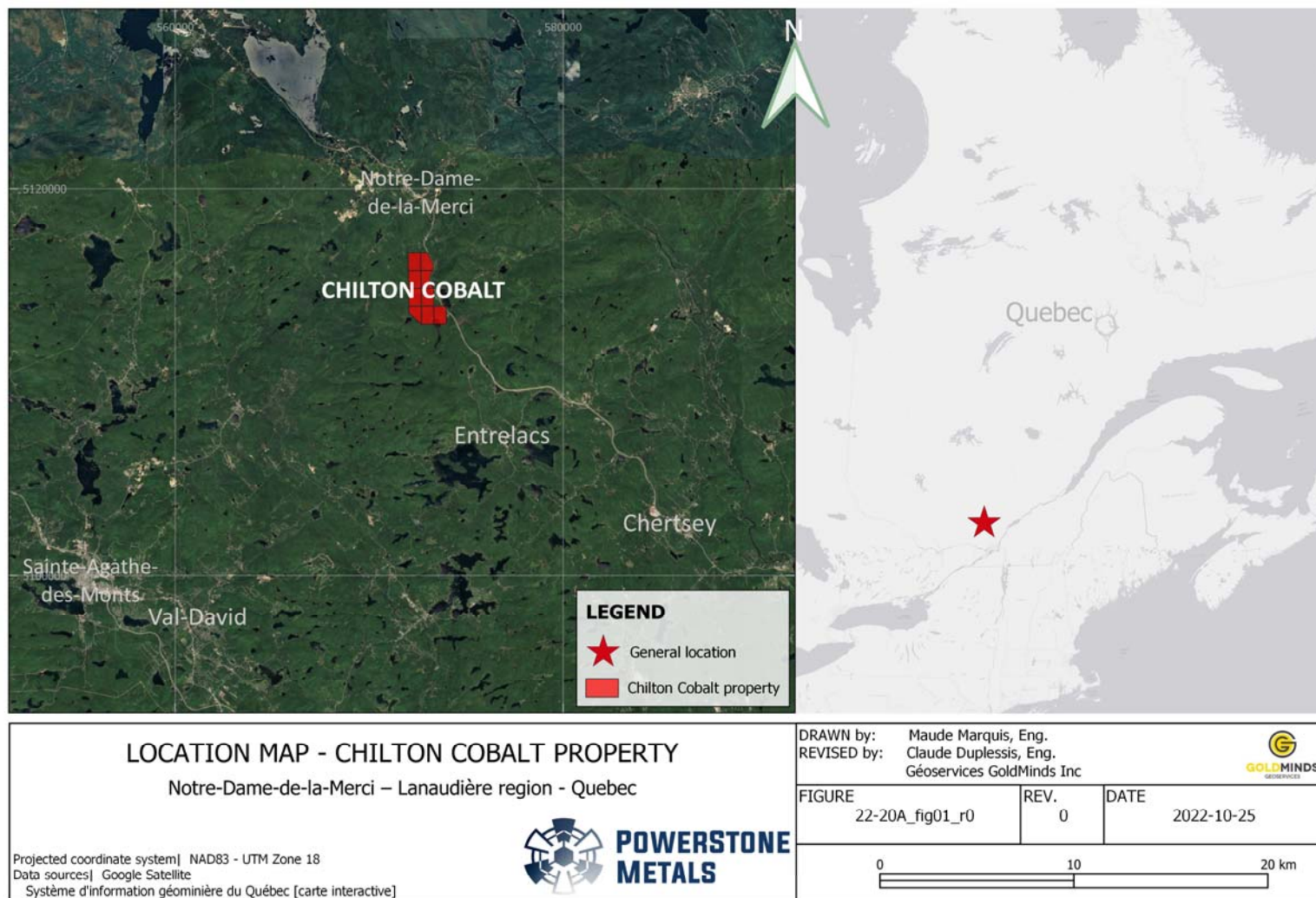


Figure 1 – Property location map.

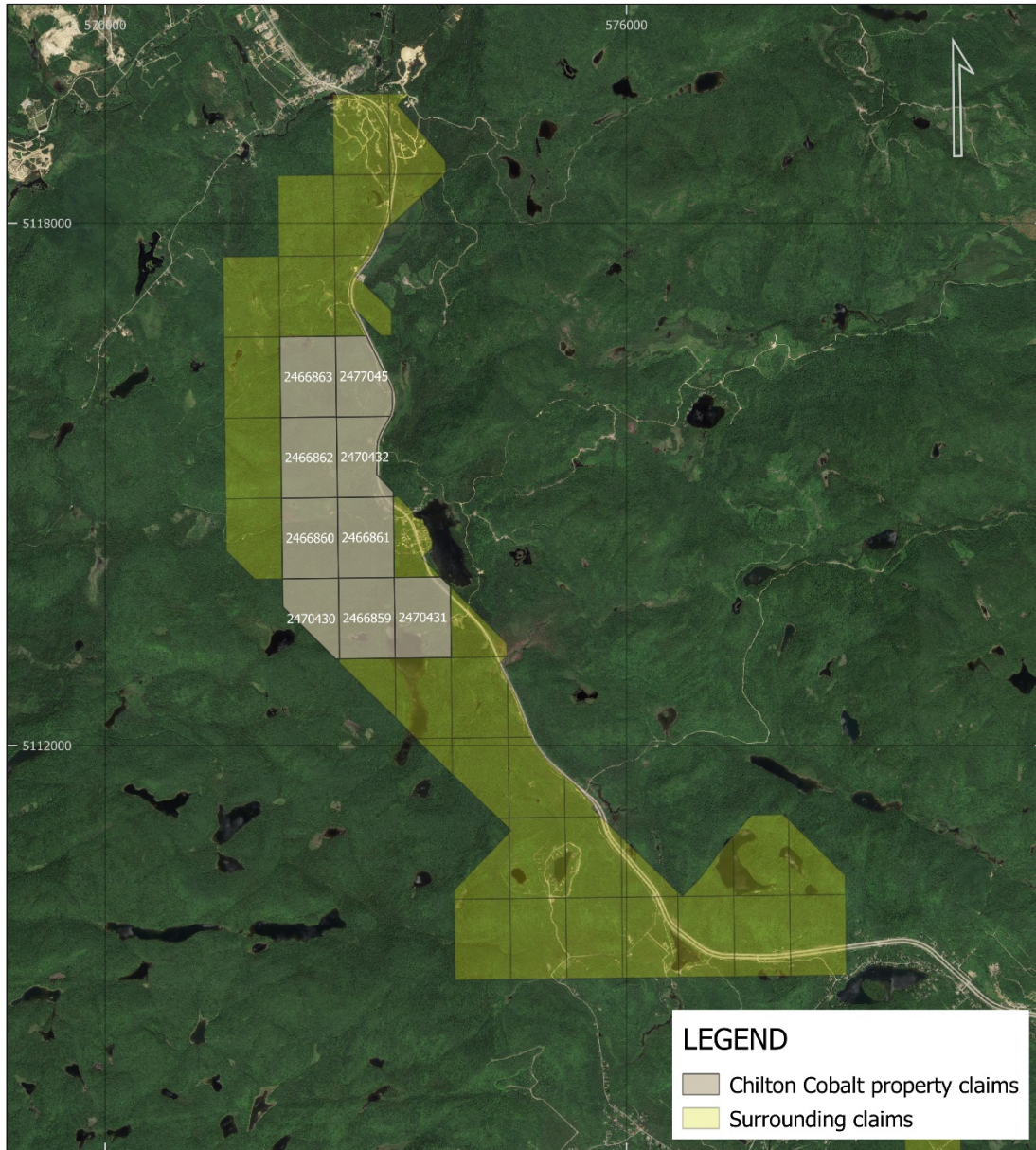
1.2 Mineral tenure

The Chilton Property comprises 9 Map Designed Claims (CDC). All these claims, covering 496.39 hectares, are 100% owned by CBLT inc. and optioned to PowerStone. Additional information is available in the table below (Table 3).

Table 1: Information on claims composing the Chilton Property, active and 100% owned by CBLT Inc.

NTS sheet	Type of title	Title #	Area (ha)	Expiry date	Required work (CAD)	Required fees (CAD)	Ownership
31J01	CDC	2466859	59,57	2023-10-20	1200	68,75	CBLT INC
31J01	CDC	2466860	59,56	2023-10-20	1200	68,75	CBLT INC
31J01	CDC	2466861	59,56	2023-10-20	1200	68,75	CBLT INC
31J01	CDC	2466862	59,55	2023-10-20	1200	68,75	CBLT INC
31J01	CDC	2466863	59,54	2023-10-20	1200	68,75	CBLT INC
31J01	CDC	2470430	41,46	2023-12-01	1200	68,75	CBLT INC
31J01	CDC	2470431	58,95	2023-12-01	1200	68,75	CBLT INC
31J01	CDC	2470432	47,58	2023-12-01	1200	68,75	CBLT INC
31J01	CDC	2477045	50,62	2024-02-01	1200	68,75	CBLT INC

Modified after GESTIM (Gestion des titres minier – Gouvernement du Québec) August 23rd, 2022.



CHILTON COBALT PROPERTY Lanaudière Region, Notre-Dame-de-la-Merci, Québec		DRAWN by: Maude Marquis, Eng. Géoservices GoldMinds Inc.	
		REVISED by: Claude Duplessis, Eng. 	
NAD83 - UTM Zone 18 Data source: Google Satellite Système d'information géomineire du Québec [carte interactive] Gestion des Titres Miniers (GESTIM), Ministère de l'Énergie et Ressources naturelles		DATE	NAME
		2022-07-27	fig01
 POWERSTONE METALS		REVISION	
			0
		0 1 2 km 	

Figure 2 – Chilton Property Claims.

1.3 Option acquisition and Royalty Obligations

The option agreement between CBLT Inc. and PowerStone, dated June 10th of 2022 has been reviewed in detail. It is understood between the parties that for PowerStone to acquire a 100% legal and beneficial interest in the Chilton Cobalt Property, the Optionee shall incur expenses for exploratory work on the Property for a total of CAD\$250,000 before the end of 2024, with CAD\$100,000 to be incurred by September 30, 2023. In addition, share payment and financing requirements are detailed in the agreement between both parties.

2. Accessibility, Climate, Local Resources, Infrastructure and Physiography

2.1 Topography and physiography

The sector is part of a natural province, the southern laurentians, as defined by the Ministère de l'Environnement, de la Lutte contre les changements climatiques, de la Faune et des Parcs. It is of relatively medium topography, relief is sometimes abrupt but mainly constituted of hills, plateaus, and depressions. More specifically on the property, two small mountains extend over the Property on a north-south axis. The elevation ranges from 409m to 613m above sea level (GoogleEarth, 2022). There are some lakes, water bodies, and swamps in the region. Small bodies of water and swamps make up less than 5% of the property. The diversity of vegetation changes according to the local climate, passing from maple to yellow birch fir grove, white birch fir grove, and, in the least favorable environments, to black spruce fir grove.

There is an abundant presence of moose, black bears, whitetail deer, and other smaller wild animals in the south of the Laurentians. Driving on paved roads as well as on smaller roads requires high vigilance to avoid collision with any wildlife.

2.2 Accessibility

National road 125 runs along the east border of the Property, connecting it to Montreal via the road itself or highway 25. Road 125 ends in the town of Saint-Donat-de-Montcalm. The Property is located within the Lanaudière administrative region in Québec and is accessible east via the previously mentioned road. One forestry road in good condition crosses the Property on an east-west axis.

2.3 Climate

The closest climate data collection site is the Ste-Beatrix Station located approximately 34 km directly east of the Property. Information regarding monthly temperatures and precipitations is exposed in the figure below (Figure 4). The climate in this region is a humid continental climate characterized by a freezing cold winter season with short days and a warm and humid summer.

The more practical field season goes from May through October. Regarding any drilling work, it is less feasible during frost and defrosts periods since the region is characterized by the presence of water bodies and swamps. Winters are harsh and the weather is more likely to negatively influence driving conditions.

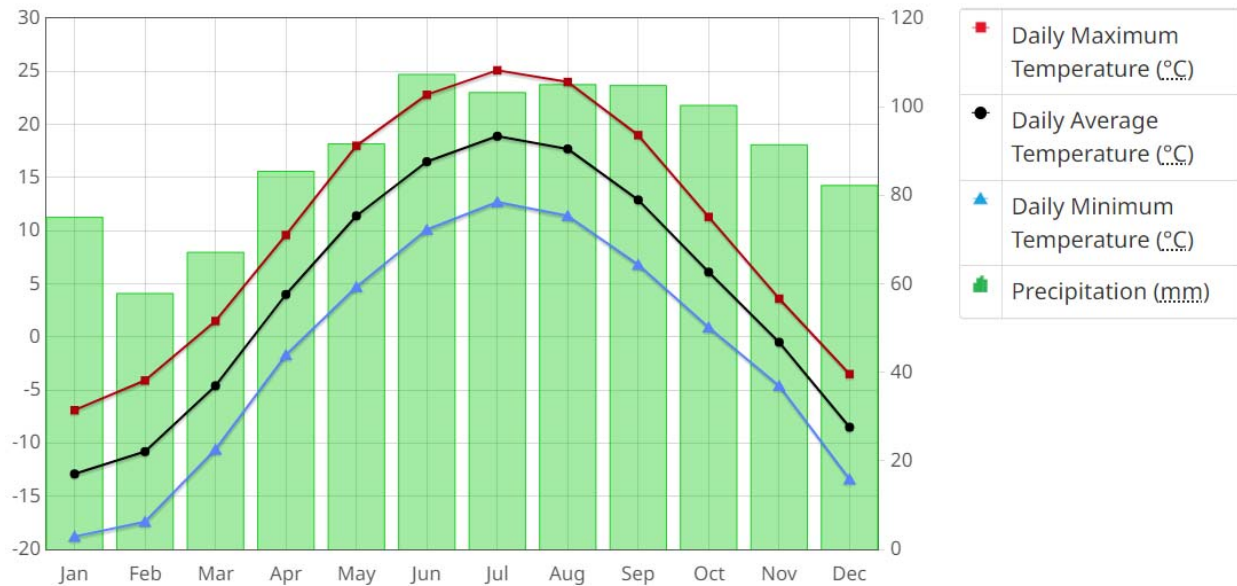


Figure 3 - Temperature and precipitation graph for the Canadian climate normals from 1981 to 2010, Ste-Beatrix station (Government of Canada, 2022).

2.4 Local resources and infrastructures

(a) Population center and workforce

The closest town is Notre-Dame-de-la-Merci, about three (3) kilometers north of the property. Around 900 inhabitants live there and 61,3% are in the category “15 to 64 years old”, which represents 555 people (Statistics Canada, 2016). About 20km southeast of the Property, the city of Chertsey represents a great workforce of about 3000 people in the range of 15 to 64 years old, this is 63,7% out of the 4700 people living in the city, which is one of the largest cities in the Matabwinie regional county (Statistics Canada, 2016). Rawdon is the largest city in a 40 km radius of the Property, and 5188 people live in it. Out of those, 3005 are between 15 and 64 years old, or around 58,1% (Statistics Canada, 2016).

(b) Sources of power and water

Water is available in various lakes and water bodies in the area.

Regarding the source of power, further details on the distribution of the hydroelectric network will have to be requested from the public utility depending on the type of facilities that would be considered in the future.

(c) Nature of transport

A forestry road made from rocks and gravel makes its way into the Property starting from National Road 125. It appears to be in good condition. The whole Property is accessible by pick-up trucks or more heavy-duty vehicles, such as trucks and tracked vehicles.

Many small municipalities are easily accessible for material or manpower needs. Further up north is Notre-Dame-de-la-Merci, about 29 km to the west is Sainte-Lucie-des-Laurentides and south is the municipality of Chertsey. The nearest railway station from the Property is located about 66 km south, in Saint-Jérôme.

The Saint-Donat airport, located in the town of Saint-Donat, offers access to the workforce coming from farther, connecting the town with Montreal, Quebec, and other cities and communities around. It is located approximately 21 km north of the Property.

3. History

Exploration of the Property has begun in the mid-1950s. These works have been completed by the companies or the people detaining part or totality of the lands that are now comprised in the Property: Laurentian Titanium Mines Ltd., the Ministère de l'Énergie et de Ressources, and Mines d'Or Virginia.

Several drillholes were executed on different parts of the Property to test geophysical anomalies and promising outcrops and showings. From 1955 up until 1959, Continental Mines Ltd. and Laurentian Titanium Mines Ltd. performed five (5) and sixteen (16) diamond drill holes totaling 377 m and 1891 m, respectively (GM 28834).

A total of four (4) cobalt-copper-nickel showings are documented on the spatial reference geominer information system of the MERN (SC-95-02, Chilton showing, Lac Sicotte showing, and Lac du Marcheur showing). Both Chilton and Lac Sicotte showings have been the subject of further work.

3.1 Previous work (the 1950s-2003)

In 1955, a small drilling campaign took place in the center of what is now the Property. Those five (5) diamond drillholes were conducted by St. Lawrence Drilling Co. for Continental Mines Ltd. The total of meters drilled is 377m and the final report stated that most of the rock intersected was anorthosite. More interesting is the fact that they intersected mineralized segments present in the rock whose composition could reach as high as 50% sulphides. The descriptions stated some magnetite in the cores (GM 04810-C).

Magnetometer and spontaneous polarization surveys were conducted in late 1955 and the beginning of 1956. The main objective of the magnetometer survey was to outline the pyrrhotite values associated with the already-known values for copper and nickel in the area. The spontaneous polarization was made to study the magnetic anomalies that couldn't be explained by geological observations and to search for possible sulphides deposit. After the surveys, geological mapping of the region was completed to deepen the interpretation of the previous surveys (GM 05297-A). Two (2) drillholes followed the magnetometer survey, trying to locate a mineralized zone. One of these two intersected a mineralized interval of 31.5 feet (around 9.61m) containing 0.3% Cu and 0.2% Ni (GM 04810-D; GM 04810-B).

Sixteen (16) drillholes were accomplished in 1956-1957 by Laurentian Titanium Mines Ltd., totaling over 1,891m or more exactly 6,205 feet of cores. Out of those, two (2) drillholes presented interesting results, NC-1 and NC-2. They returned mineralization grading 0.15% Ni and 0.1% Cu over 18 feet (5.5m), and 0.2% Ni and 0.12% Cu over 70 feet (21.3m), respectively (GM 28834).

A potentiometer survey was conducted in 1982 by Paul D'Aragon with the goal to expand the previously known Chilton zone. They found an extension to the southwest measuring approximately 1,100m. Eight (8) grab samples were collected, returning results of up to 0.14% Ni and 0.10% Cu with 270 ppm Co. The samples also showed vanadium mineralization, sometimes going as high as 0.1% (GM 39535).

Reconnaissance work has been done in November 1995 by Jean Lacasse and Pierre Poisson. Their goal was to confirm the geology present on the site and to find possible similarities between the Chilton showing and the Voisey's Bay deposit. 41 samples were taken and assayed for 34 elements, including Cu, Ni, Cr, Ti, Zn, and Pb. 17 of these samples were described as massive sulphides, and they were assayed more thoroughly: Au, Pt, Pd, Cu, Ni, Co, and Cr (GM 54214).

In August of 1996, a helicopter magnetometer survey was conducted over the Property with over 460-line km flown. This was done by Sial Géoservices Inc. on the account of Mines d'Or Virginia Inc. It allowed us to find conductors associated with either sulphides or graphite deposits. The results stipulate a conductor about 800m northwest of lake Sicotte, which corresponds to the Lac Sicotte showing. According to the report of this work, the mineralization in Chilton showing is almost only on the surface (GM 54828).

There was an exploration campaign in October of 1996 to locate the deposits and develop them. 87 samples were taken and assayed for Au, Cu, Ni, Co, Ag, and Zn. Sampling was carried out with blasted trenches, grooves made in the rock, and random grabs (GM 54829).

Services Techniques Geonordic Inc. realized trenches in 1997 helped by Excavation Maillot & Fils and Services Exploration Eng. They dug three (3) trenches and two of them are located on the Property. They grooved and sampled the whole length of the trenches resulting in 88 samples on the Property, 108 in total (GM 54928). Two (2) surveys were done separately around the same time: a geological one and a magnetic one. Their goal was to determine more precisely the geological setting of the Property and to confirm the location of the already known mineralization zones (GM 54935; GM 54936).

3.2 More recent work (2016-2018)

(a) *Prospecting, mapping, sampling (rock and soil), and trenching*

In 2016, surface sampling work was performed for Breakaway Exploration Management Inc. A total of ten (10) rock samples were collected and assayed. These samples returned values ranging from 60 to 953 ppm Co, 42 to 3730 ppm Cu, and 13.4 to 4210 ppm Ni. In addition, one sample returned values of 300 ppb Au. Those results aimed to confirm elevated values previously reported on the Property (Fekete, 2017a).

In 2017, CBLT carried out a prospecting and outcrop sampling program and the completion of a soil geochemical survey that included 649 samples to complete a grid on the major part of the Property (Figure 5). A rock geological survey also occurred, where 51 rock samples were taken. Almost the entirety of them was taken through the grid made by soil samples. Cobalt-in-soil anomalous values are spatially coincident with the Chilton and Lac Sicotte mineral showings with grades ranging between nil and 238 ppm Co (Fekete, 2017b). It was reported that values for nickel, chromium, and copper show moderate to weak statistical correlation with cobalt and mineral showings. According to the results, cobalt does not correlate very well with iron distribution or with sulfur. Nickel, chromium, and copper show moderate to strong affinity for iron and weakly for sulfur. (Fekete, 2017b).

Lac Sicotte showing was worked with three (3) trenches executed in 2018 (Figure 6). According to the data given by CBLT, different samples have grades that go from 7 up to 2,170 ppm Co, 21 to 5,610 ppm Ni and 5 to 17,200 ppm Cu.¹

¹ On a map provided by CBLT Inc. is shown a high value in copper of 10,200 ppm Cu. In a personal communication, it is mentioned by M. Fekete P.Geo., that the results included two samples with 1.02% and 1.72% Cu (17,200 ppm Cu) (M., Fekete, personal communication, December 11, 2018). Note that the laboratory certificates aren't available to the author at the time of writing this report.

(b) *Geophysical surveys*

Recent work was engaged on the major part of the Property. A 27-line-kilometer VLF-EM survey occurred in 2017 with a total of 1088 data points. The VLF-EM survey helped identify 41 conductors which are attached to a priority level (Figure 7). 18 conductors are of first priority and are individually detailed in Breakaway Exploration's report (Fekete, 2017b). The method has proven to be successful in identifying strong east-trending conductors that can be related to the mineral showings of Chilton and Lac Sicotte.

In 2018, an airborne magnetic survey was performed by Pioneer Aerial Surveys Ltd. to outline any magnetic structures that could be prospective for Co-Cu-Ni mineralization. A total of 58.43 line kilometers were flown to outline three domains of relatively strong magnetic signature in the northeastern half of the area surveyed and one moderate magnetic signature in the southwestern half (Fekete, 2018). The results of the 1st vertical derivative of that survey superposed with the VLF-EM anomalies are present in the figure hereafter, retrieve from Fekete's report on geophysical work performed in 2018.

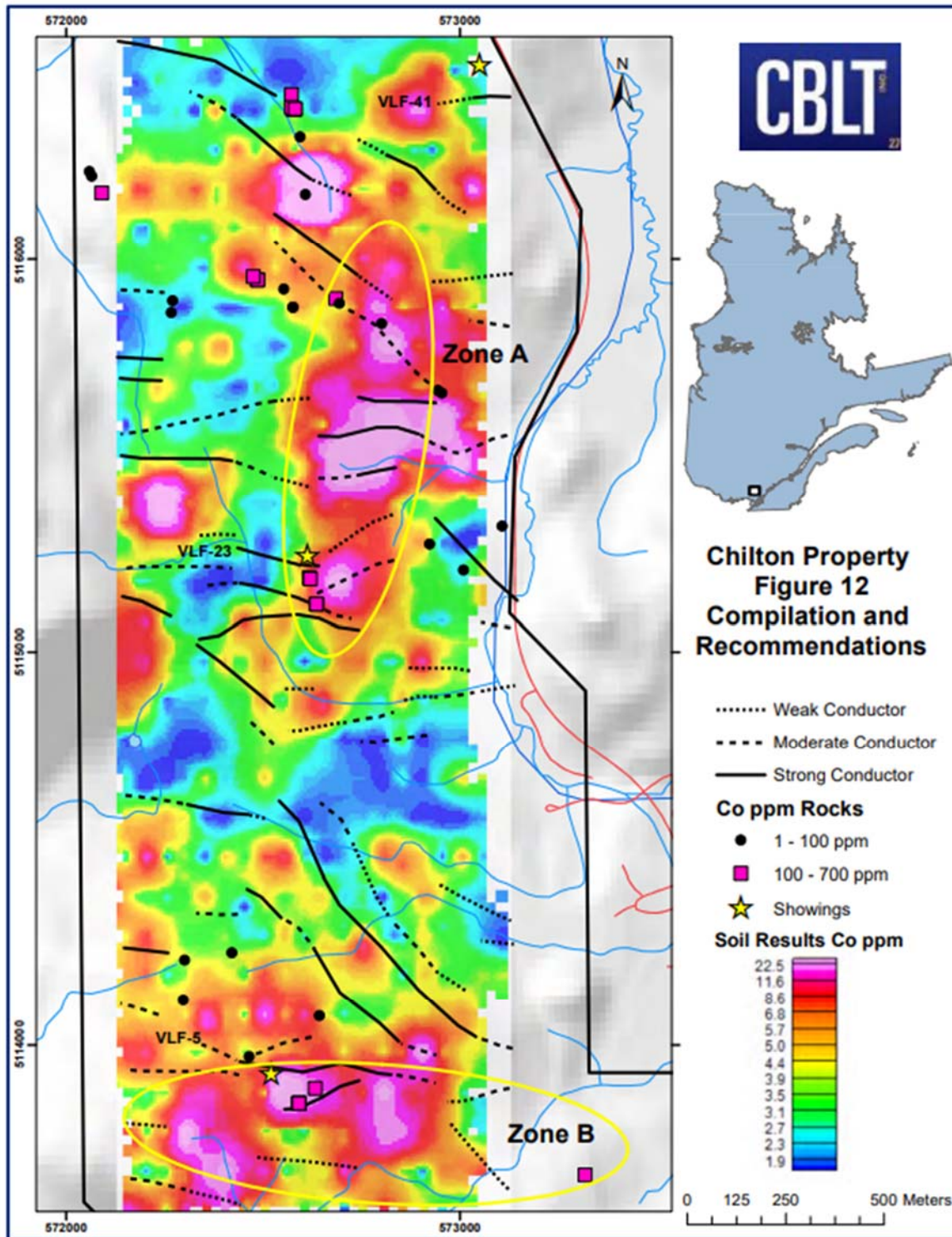


Figure 4 – Compilation of the results from 2017 prospecting, sampling, and geophysical work (from Fekete, 2017b).

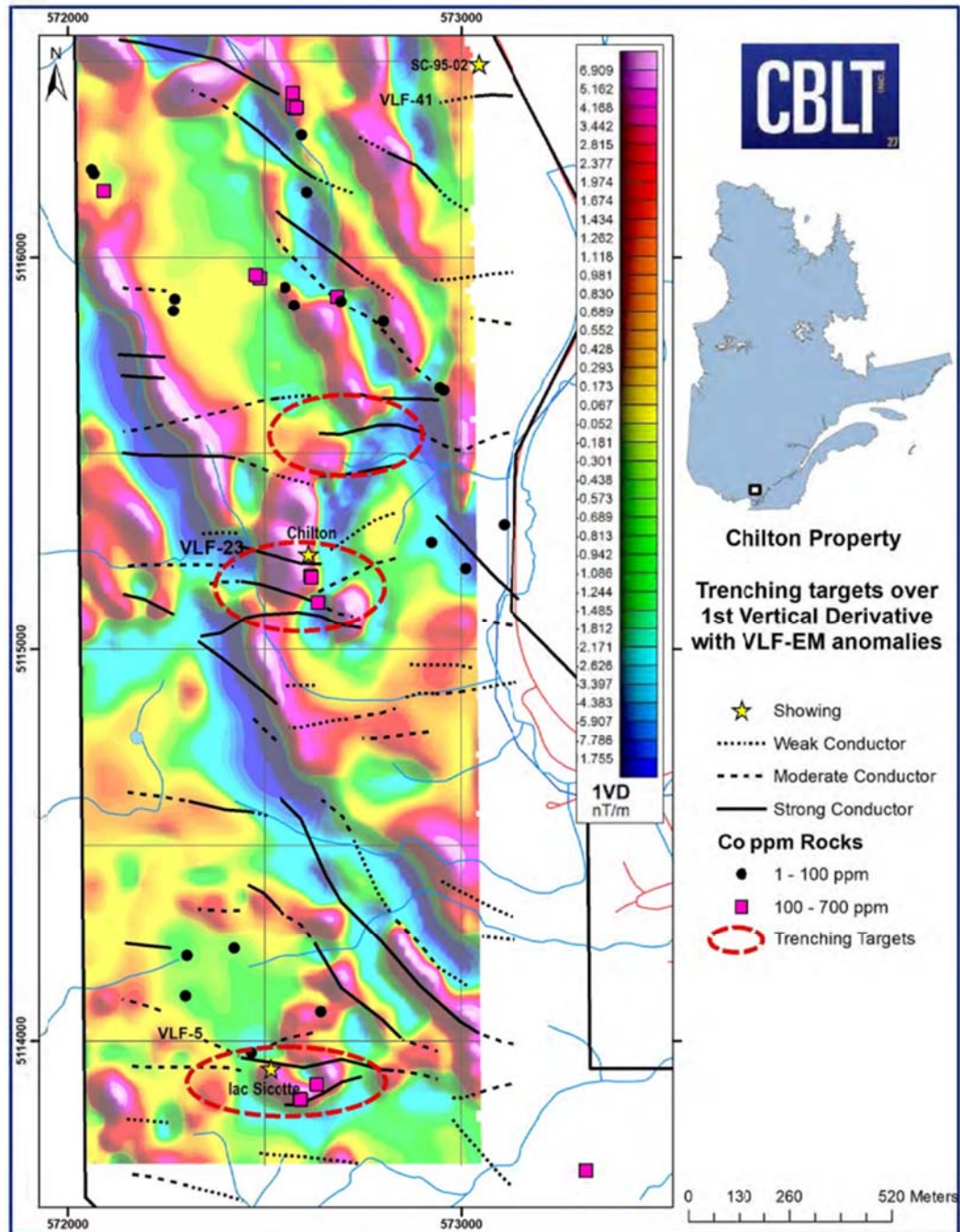


Figure 5 – 2017 Trenching targets over 1st Vertical Derivative with VLF-EM anomalies (from Fekete, 2018a).

4. Geological Setting and Mineralization

4.1 Regional geology

The Property is located in the lower part of the Canadian Shield, the Grenville Province. Divided into several subprovinces, Chilton Property is associated with the Allochtone Subprovince. This Subprovince is in contact to the south with the Saint-Laurent Platform, which is composed primarily of sedimentary rocks, and to the north, with the metamorphosed rocks of the Parautochtone Subprovince. The west part of the Allochtone Subprovince, where the Property is located, consists majorly of marble, quartzite, pelite, and amphibolite, dated 0.985 to 1.6 Ga (SIGEOM, 2022). The juxtaposition of the Allochthone to the Parautochthone occurred during the Grenvillian orogenic cycle (1.09 to 0.985 Ga; Rivers et al., 1989). Allochthonous rocks were metamorphosed to amphibolite to granulite facies during the Ottawa phase of the Grenvillian orogeny (1.09 to 1.02 Ga; Rivers et al., 2012). A few areas reached eclogite facies, including rocks in the Manicouagan imbricate zone in central Grenville (e.g., Indares and Dunning, 1997).^{1F²}

The two main geological units present on the Property are the Grenville series and the Morin series. The Morin series starts in the northeastern corner of the Property and makes a corridor down the middle to reach the southwestern corner while the Grenville series is present on the two other corners.

It is believed that two regional faults are running through the region, along an N80W trend. They cut through the anorthosite and the Grenville series. The piece of evidence is a truncation of the gabbroic anorthosite “tongue” and trituration of the adjacent anorthosite (Klugman, 1960).

4.2 Local geology

A 1:63,360 geological mapping was done in the region of Chertsey, Wexford, and Doncaster in 1960 by M.A. Klugman for the former Ministry of Mines. The geological setting of the Property is shown in Figure 9, a modified map from the Ministry of Mines. Information is accessible through the public Système d’information géominière du Québec (SIGÉOM) and has been used to identify the geological units and structural features present on the Chilton Property.

The Property is underlain by two main geological units, the Grenville Series and the Morin Intrusive Series. The Morin series creates a corridor across the Property on a NE-SW axis and covers more than half the ground. The Grenville series covering the rest is composed of metasedimentary rocks.

² Translated from <https://gq.mines.gouv.qc.ca/lexique-stratigraphique/province-de-grenville/allochtone/>, 2022.

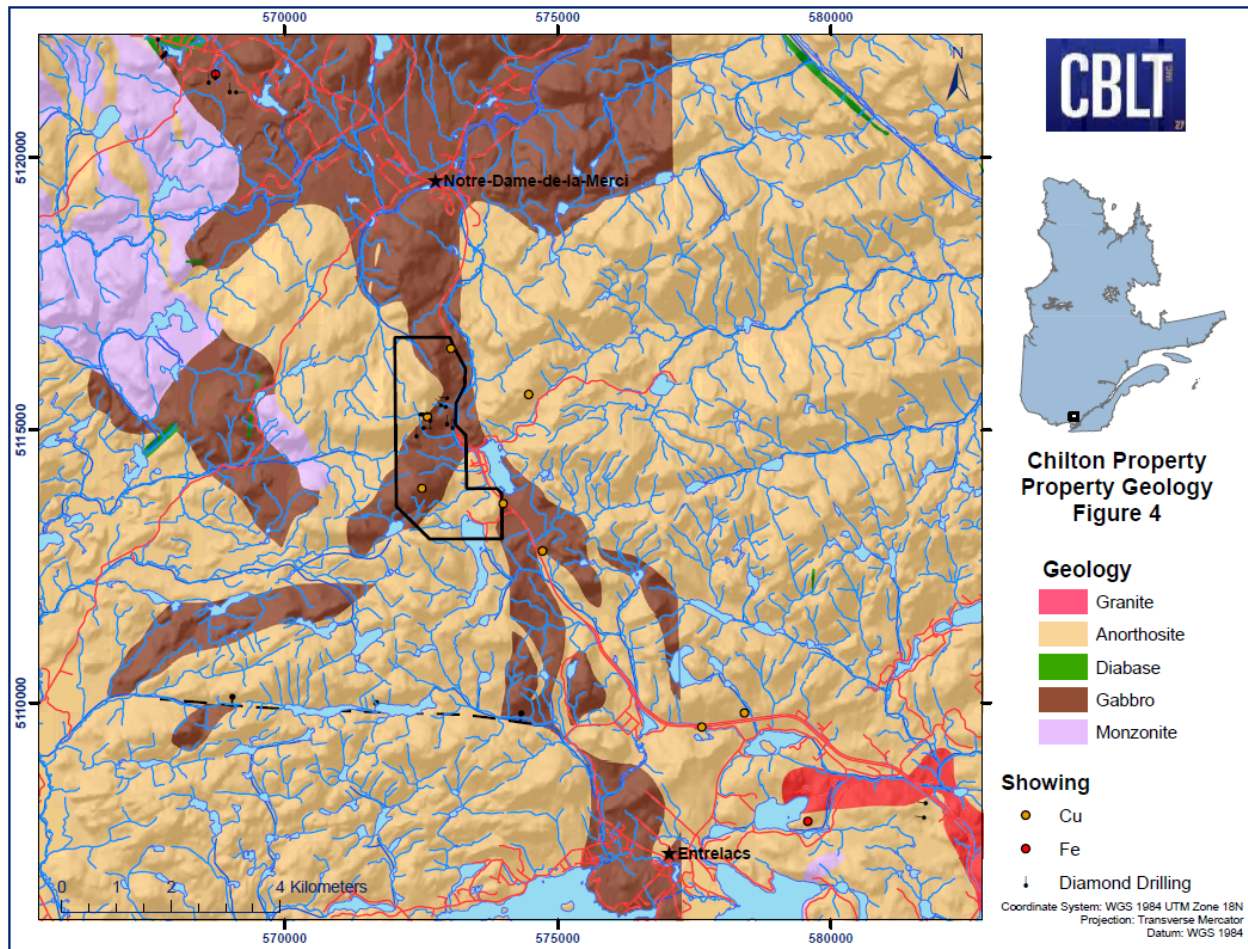


Figure 6– Geological map of Lac des Deux Orignaux region (Chilton Property boundaries in black) (after MERN, 2021; Fekete, 2017b, for CBLT Inc.).

(a) *Grenville series*

Quartzite and impure quartzite

Present on almost all outcrops, quartzite is either in thin stratifications in paragneiss, or metric massive banks. It is sometimes white or grey, sometimes opalescent. The color of the impure variation can go from white to pink. There are small rusted cavities that come from weathered iron minerals. Secondary minerals of that quartzite are hornblende, biotite, pyroxene, phlogopite, sphene, ilmenite, zircon, and limonite (Klugman, 1960, RG 094). The most common apparition of the impure type is feldspar quartzite. It is located near the contact between the Grenville series and gabbroic and anorthositic rocks. Analyses showed that this quartzite is mostly big quartz crystals with finely grained minerals encased in it. Graphitic quartzite and limonitic quartzite can be colored between white and yellow and their alteration is rusty because of oxidation of iron minerals present inside. Quartzite can also be associated with mica, more commonly biotite. It is present in rich layers that sometimes turn into quartzofeldspathic gneiss.

Gneisses

Gneiss containing sillimanite, garnet, and quartz can be observed in the Grenville series. It is granulated with dark minerals and sillimanite elongated along the foliation axis. Those rocks contain approximately 70% quartz, 18% sillimanite, 7% garnet, and 5% chlorite. Andesine and hornblende gneiss is presented in very distinct and clear layers. It varies from green to dark green depending on the quantity of the hornblende. Andesine and biotite gneiss is present too, the only difference with its hornblende counterpart is the proportion of biotite to hornblende. The last type of gneiss is a reactionary gneiss. They are classified that way because of their reaction to the later intrusion of anorthositic and syenitic rocks. It is hard to determine what these gneisses are because they were reworked more or less depending on the location. Rocks are found on the microscope to have medium-grained and fine-grained alternative layers. The alteration minerals are chlorite, sillimanite, muscovite, magnetite, and many others (Klugman, 1960, RG 094).

Metamorphosed pyroxenite

Resembling andesite and hornblende gneiss, metamorphosed pyroxenite is layered in quartzite and gneisses of the region. It is medium-grained, slightly gneissic, and green to dark green with white and brown spots. The pyroxenite is composed of diopside, plagioclase, and quartz. The proportion of the latter is between 3 and 20%. As for potassic feldspar and biotite, the proportion can get up to 12%.

(b) *Intrusions*

Morin Series

The Morin series, or Morin Anorthositic Suite, is an intrusion dated approximately 1.1 Ga. It comprises mainly anorthosite or gabbro, sometimes banded, with some minor addition of pyroxenite and melanogabbro. The central part of this Suite is an anorthosite with mauve-colored plagioclase crystals. The whole massif is surrounded by jotunite and mangerite (Lacasse, 1996; GM 54214). According to Klugman (1960; RG 094): *"The most common colors are light green, blue, mauve, grey and dark grey. We can also find large areas in the south and south-west of the region, a blue and brown anorthosite. This color diversity does not seem to indicate any diversity in composition"*.

Minerals associated with the gabbro are often magnetite, ilmenite, and biotite, while those composing the rock itself are plagioclase feldspar, pyroxene, hornblende, and labradorite (Salamis, 1959; GM 08742).

4.3 Structural geology

The Grenvillian orogenesis, which began around 1.08 Ga ago and lasted around 100 Ma, is the definitive factor for the remodeling of rocks in the property area (Gower & Krogh, 2002). It is characterized by intense magmatism and deformation, accompanied by metamorphism. It also corresponds to two (2) phases of crust shortening; the Ottawa phase (1.09 up to 1.02 Ga) and the Rigolet phase (1005 up to 980 Ma).

4.4 Mineralization

Work done on the Property since the 1950's found 3 mineralized zones: Chilton Showing, lake Sicotte Showing, and SC-95-02.

(a) *Chilton showing*

A deposit of pyrrhotite occurs about 1 kilometer NW of Marcheur Lake. The host rock is a white quartzite intruded by a magnetite-rich gabbroic anorthosite. The higher-grade intervals are found in a zone of about 650 meters long and 50 meters wide. Grab samples from trenches reported some assays reaching 1.23% Ni and 0.33% Cu. A 10 meters intersection in a drillhole reported 0.3% Ni and 0.2% Cu (Vesely, 1971). According to C. Salamis (1959), *"the deposit is massive, highly magnetic pyrrhotite which weathers to a dark red-brown gossan showing a white "iron bloom" along fractures. Disseminated throughout the pyrrhotite are crystals and pods of pyroxene"*.

(b) *Lake Sicotte Showing*

The dimensions of the mineralized zone composing this showing are approximately 110m by 60m. Mineralization seems polyphase; the first type is massive sulphides forming potentially metric deposits dominated by pyrrhotite, and the second one is in dykes containing higher copper grades (Ducharme, 1996; GM 54829). An outcrop from one of the trenches (Trench 1a) around lake Sicotte has revealed sulphide-bearing leuconorite and pyroxenite. The latter has a medium to coarse-grained aspect and granoblastic texture. Trench 1a contains up to 5% sulphides (pyrrhotite, pyrite, and chalcopyrite) with the presence of iron-titanium oxide. Massive sulphide veinlets fill the local fractures present in the shear zones and centimetric to decimetric veins cut through the rock. A norite dyke in Trench 1a contains around 25% sulphides. Trench 1b contains around 3% sulphides enclosed in a fine-grained norite with plurimetric masses of orthopyroxenite and medium-grained melanorite containing up to 20% sulphides. The presence of titanium-iron magnetite is also noted (SIGEOM, 2022).

(c) *SC-95-02*

SC-95-02 Showing was found in 1995. It is composed of disseminated mineralization of chalcopyrite and pyrrhotite found in an ultramafic zone inside the Morin anorthositic gabbro. The sample coming from this outcrop graded 2,108 ppm Cu, 3,907 ppm Ni, and 772 ppm Co (Lacasse, 1996; GM 54214).

The only showing to have not been the subject of further work is SC-95-02.

5. Deposit Types

The deposits in the region of the Property are often intrusions of gabbro or anorthosite, sometimes several miles long, containing either disseminated or massive sulphides. Those intrusions are contained in some basic to ultra-basic rocks, like pyroxenite, peridotite and paragneiss. The mineralization can also be present within the shear zones (Vesely, 1971).

Two (2) main types of mineralizations have been found on the Property (Lacasse, 1996):

- 1 Dominant pyrrhotite with chalcopyrite in lesser amounts or traces, disseminated in the more mafic parts of the Morin series, especially pyroxenite. Pyroxenite lenses or irregularities centimeters to meters wide are present in the anorthositic gabbro and gabbroic anorthosite.
- 2 Sulphides-rich metric veins filling fractures found mainly in the anorthosite and gabbro and mafic facies of Morin rocks. The sulphides are consisting of a majority of pyrrhotite, and lesser amounts of pyrite and chalcopyrite. Those same veins could be found in fractures of metasediments. That type of mineralization is associated with hydrothermal remobilization.

6. Exploration

6.1 Sampling procedures

Exploration work has been performed on the Property for four (4) days, from September 19th to September 22nd, 2022. The work was divided into different objectives. The first one consisted in walking the many dirt trails crosscutting the Property with a Beep-Mat to locate some VLF targets delimited in the 2017 aerial survey executed by Dynamic Discovery Geoscience. The goal was then to collect channel samples or grab samples from the targets found. The team proceeded as follows:

- Locating the target following the sound indications of the ground geophysical tool, the Beep-Mat (Figure 7);
- Walking over the target in every direction to locate the best response quantified by the Beep-Mat;
- Using a shovel, dig the overburden to reach the underlying bedrock;
- Washing the bedrock and writing down a brief description of the rock;
- Using a coresaw -or a chisel and a geologist hammer- to collect a sample (Figure 8);
- Bagging each sample with an individual tag number for further reference;
- For each channel sample, measure the length on which the sample was cut, collecting the GPS coordinates of the location of the beginning of the channel, its azimuth, and weighting the sample;
- For each grab sample, collect the GPS coordinates of the location where the sample was taken, and weighting the sample;
- Take note of all this information in an Excel[®] spreadsheet.

A second method aimed to validate results from trenches performed in 1995. In that case, one grab sample was collected and the information relative to that sample was noted as described above.

Finally, a third method aimed to validate results from the three (3) trenches executed in 2018 on Lac Sicotte showing. At this location, various samples were collected from two of these trenches.

The sampling approach and methodology, as well as the QA/QC program, are thoroughly detailed in Section 11 hereafter.



Figure 7 – The Beep-Mat Electromagnetic survey on exposed outcrops at the Property.



Figure 8 – GMG’s technician operating the rock saw to collect channel samples on VLF-40.

Table 2: List of the channel and grab samples of 2022.

	Field ID	Type	Lab ID	Weight (g)	Northing (UTM Zone 18T)	Easting (UTM Zone 18T)	From (m)	To (m)	Length (m)	Description
2	A	Grab	23701	3392.7	5113906	572631	-	-	-	Highly weathered gabbro with mm pyri crystals (variable %)
2	B	Grab	23702	2285.7	5113907	572632	-	-	-	Highly weathered gabbro with mm pyri crystals (variable %)
2	C	Grab	23703	1316.2	5113887	572632	-	-	-	Highly weathered gabbro with mm pyri crystals (variable %)
2	D	Grab	23704	1608.2	5113884	572638	-	-	-	Highly weathered gabbro with mm pyri crystals (variable %)
3	A	Grab	23705	561.1	5113885	572571	-	-	-	Highly weathered gabbro with mm pyri crystals (variable %)
3	B	Grab	23706	1371.8	5113925	572550	-	-	-	Highly weathered gabbro with mm pyri crystals (variable %)
3	C	Grab	23707	2220.9	5113848	572587	-	-	-	Highly weathered gabbro with mm pyri crystals (variable %)
	A	Channel	23708	4035.5	5116513	572296	0	0.48	0.48	Paragneiss
	B	Channel	23709	4203	5116513	572296	0.48	0.98	0.5	Paragneiss
	A	Grab	23710	2589.5	5115011	572439	-	-	-	Anorthosite
	A	Grab	23711	3388.7	5115030	572498	-	-	-	Highly weathered gabbro with mm pyri crystals (variable %)

6.2 Results

Eleven (11) grab and channel samples were sent to SGS Canada laboratory in Quebec City for analysis. The sample preparation method and analysis procedure is detailed in section 11. Results for cobalt (Co), copper (Cu), and nickel (Ni) are presented here after.

Table 3: List of the channel and grab samples of 2022 with SGS assay results.

Sample No.	Target/Drillhole	Type	From (m)	To (m)	Length (m)	Co (ppm)	Cu (ppm)	Ni (ppm)
23701	Lac Sicotte Showing, Trench 2, Sample A	grab				168	3560	64
23702	Lac Sicotte Showing, Trench 2, Sample B	grab				72	166	35
23703	Lac Sicotte Showing, Trench 2, Sample C	grab				125	689	48
23704	Lac Sicotte Showing, Trench 2, Sample D	grab				824	6190	294
23705	Lac Sicotte Showing, Trench 3, Sample A	grab				104	510	30
23706	Lac Sicotte Showing, Trench 3, Sample B	grab				236	1150	106
23707	Lac Sicotte Showing, Trench 3, Sample C	grab				161	4830	43
23708	Conductor VLF-40, Sample A, Az 249° Magnetic	channel	0.00	0.48	0.48	204	73	5
23709	Conductor VLF-40, Sample B, Az 247° Magnetic	channel	0.48	0.98	0.50	203	75	4
23710	Conductor VLF-20	grab				124	9	< 2
23711	Chilton showing, Trenches of 1995	grab				142	601	34

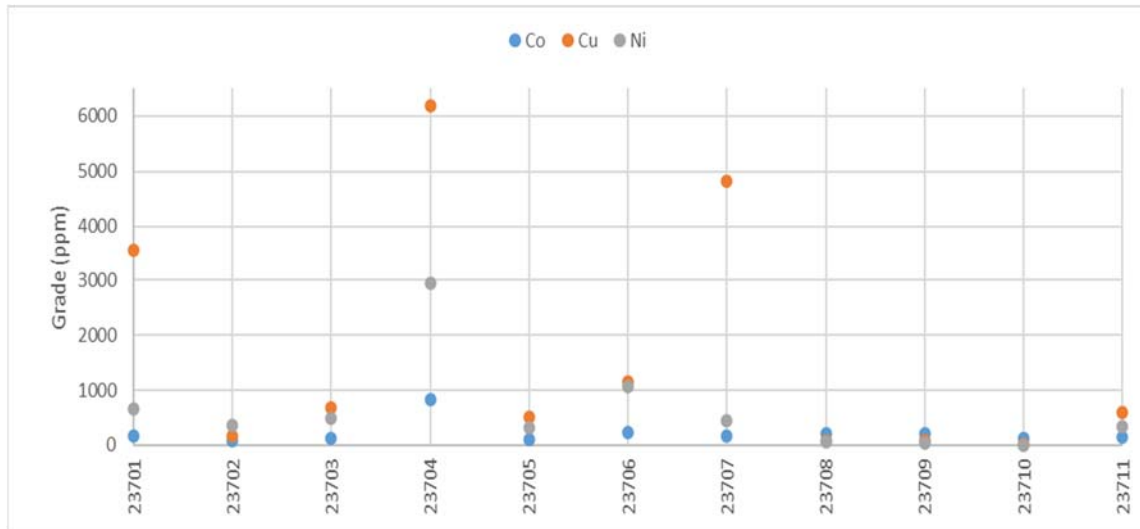


Figure 9 – Assay results from SGS for grab and channel samples from 2022 exploration program.

6.3 Interpretation of results

Samples 23701, 23704, and 23707 show copper grades of 3560 ppm Cu, 6190 ppm Cu, and 4830 ppm Cu, respectively. Those results are moderately high. The other assay results are not significant.

Table 4: Comparison on assay values between grab samples of 2018 vs 2022, per trench.

Grab samples in 2018 trenches (2018)				Grab samples in 2018 trenches (2022)			
	Co (ppm)	Ni (ppm)	Cu (ppm)		Co (ppm)	Ni (ppm)	Cu (ppm)
<u>TRENCH 3</u>							
MIN	7	33	18		104	305	510
MAX	796	4500	17200		236	1060	4830
AVERAGE	193	977	1929		167	599	2163
<u>TRENCH 2</u>							
MIN	8	42	5		72	356	166
MAX	2170	5610	10200		824	2940	6190
AVERAGE	266	1122	1135		297	1108	2651
<u>ALL TRENCHES COMBINED</u>							
MIN	7	33	5		72	305	166
MAX	2170	5610	17200		824	2940	6190
AVERAGE	198	899	1344		241	890	2442

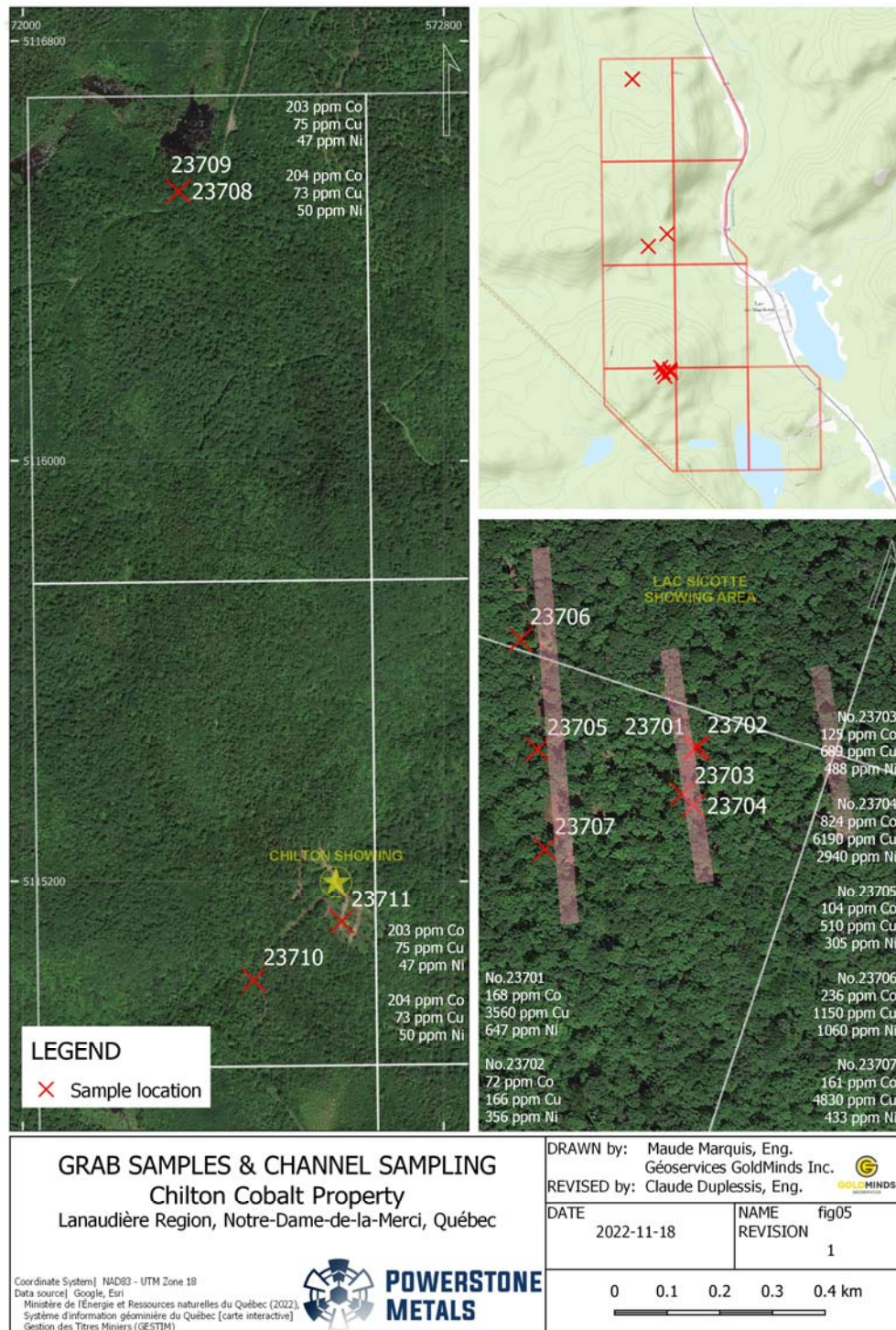


Figure 10 – Grab samples & Channel sampling locations.

7. Drilling

7.1 DDH Campaign of 2022

From September 21st up to September 30th, 2022, a diamond drilling campaign occurred on the Property. A total of three (3) holes were drilled, totaling 230.30 meters of cores (CC-22-01; CC-22-02; CC-22-03)(Figure 16). From those holes, 45 samples were assayed at SGS Canada Laboratory located in Quebec City (Quebec, CA), which includes 2 standards and 2 blank samples.

Table 6, shows detailed information on the diamond holes drilled on the Property in September of 2022.

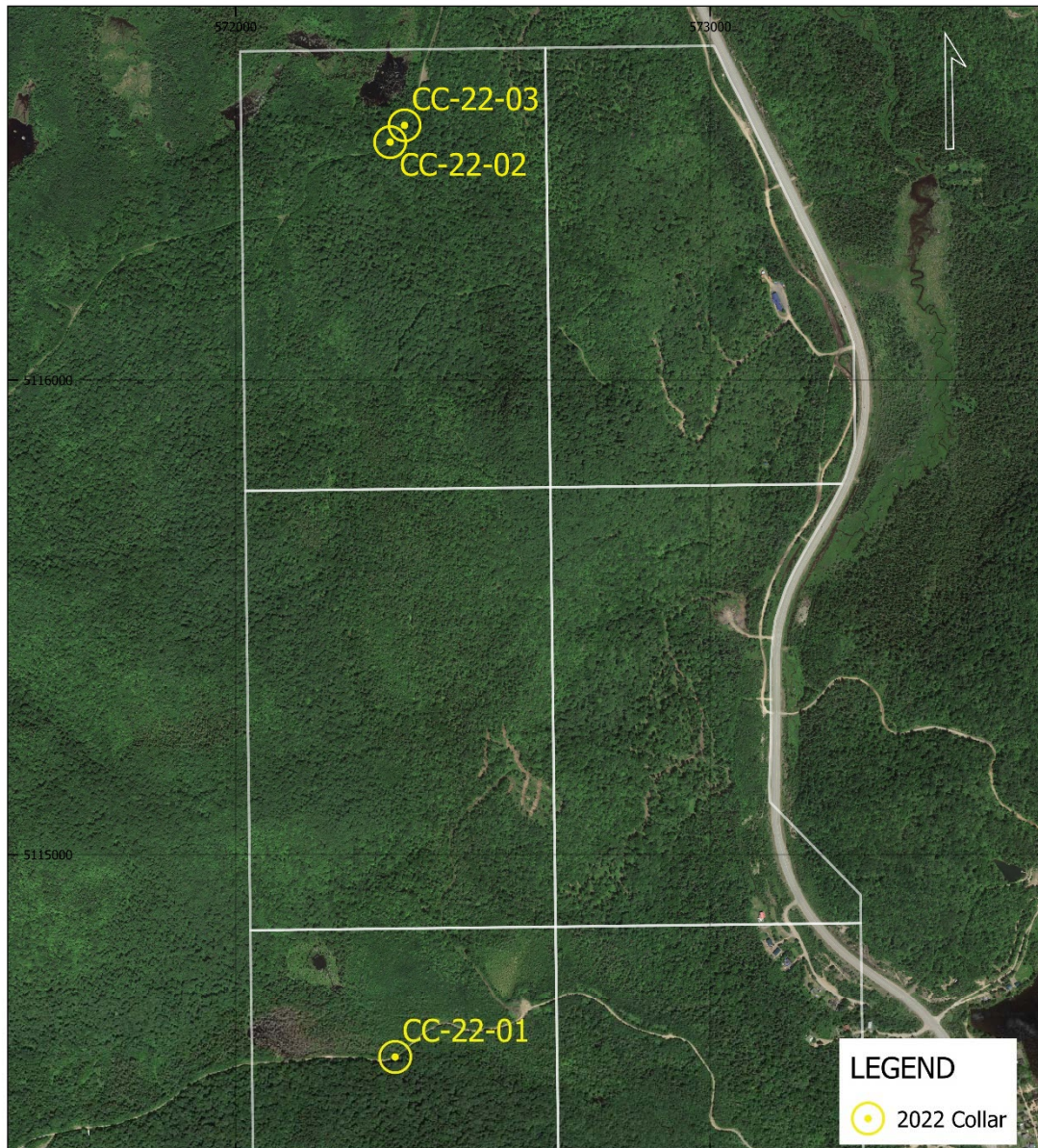
Table 5: Diamond drill holes data (UTM coordinates, NAD 83 Zone 18)

Hole Name	Northing (UTM Zone 18T)	Easting (UTM Zone 18T)	Elevation (m)	Azimuth (°)	Dip (°)	Length (m)
CC-22-01	5114564	572318	488	0	-90	57.00
CC-22-02	5116502	572328	450	0	-90	91.00
CC-22-03	5116540	572361	440	0	-90	82.30

*drillholes aren't surveyed as of today



Figure 11 – Diamond Drill on vertical hole CC-22-03.



CHILTON COBALT PROPERTY Lanaudière Region, Notre-Dame-de-la-Merci, Québec		DRAWN by: Maude Marquis, Eng. Géoservices GoldMinds Inc.	
		REVISED by: Claude Duplessis, Eng. 	
DATE 2022-10-28		NAME	fig04
		REVISION	0
Système de coordonnées: NAD83 - MTM Zone 10 Sources des données: Google Ministère de l'Énergie et Ressources naturelles du Québec (2022) Système d'information géomineière du Québec (carte interactive)  POWERSTONE METALS		0 0.1 0.2 0.3 0.4 0.5 km 	

Figure 12 – Drillhole collars of the 2022 drilling campaign with delimited claims.

8. Sample Preparation, Analysis and Security

8.1 Sampling approach and methodology

The sampling approach was established by GMG during the drilling work. Core logging of holes was performed by Maude Marquis Eng., under the direct supervision of Merouane Rachidi, P. Geo and Qualified Person as defined in the NI 43-101. All logging activities took place in a temporary installation nearby the drill following procedures further described herein.

At the reception, all core boxes were stored directly next to the logging table, on the ground. All core boxes were progressively opened and placed in order on the logging table. All meterage wood blocks were verified to control core box numbers and any possible mistakes made during drilling procedures.

Logging procedures included a mineral description of geological units and sub-units in terms of color, grain size, alteration, accessory minerals, and fracture descriptions. These descriptive data were entered on a Microsoft Excel® sheet and compiled by drillhole. Pictures of the core boxes were taken, one showing dry cores and the second, damp cores. Once the geology is described, the geologist marks the beginning and the end of the samples directly onto the core with a red-colored wax crayon.

A sample length average of 0.7 meter was used. Sample lengths of 0.5 to 0.9 meter were selected for intervals with clear signs of mineralization (pyrite and pyrrhotite) or within a breccia. Sample intervals of 0.95 up to 1.25 meters were taken within the geological units when no significant sulfides were observed.

Numbered sample tags were placed at the beginning of each sample, together with distinctive arrows on the core marking the beginning and end intervals. The tag numbers are integrated into the database on Microsoft Excel® sheet.

(a) Sample preparation

All core samples were cut in half using a manual hydraulic core splitter (Figure 17).

For all samples, one half of the core was retained and placed back in the core box, respecting the original orientation and position. Sample tags were stapled to the bottom of the box at the beginning of each sample interval so that each sample could be relocated following future handling, transportation, and storage.

A total of 45 samples were prepared from the 230.30 meters extracted core from September of 2022. It includes 2 Standards (samples with measured grades of Ni, Cu, and Co) and 2 Blanks (silica sand) that were inserted between intervals of about 20 samples in the shipment to the laboratory.

The core was cut using a hydraulic core splitter, bagged and then transported to the SGS Canada laboratory in Quebec City, for chemical characterization by 4-acid digest and ICP-AES (GC_ICP42C). That includes the following elements: Ag, Al, As, Ba, Be, Bi, Ca, Cd, Co, Cr, Cu, Fe, K, Li, Mg, Mn, Mo, Na, Ni, P, Pb, Sb, Se, Sn, Sr, Ti, Tl, V, Y, and Zn.

All samples were securely bagged and sealed with plastic zip-ties in translucent plastic bags before being placed, in groups of five (5) or six (6), in much larger rice bags. All rice bags were shipped to the SGS Laboratory in Quebec City, Québec, Canada.

Sample submittal form was included an email informing the laboratory of the date and method of the expedition the shipment made regarding these samples. Shipped samples were received in good standing.



Figure 13 – GMG’s technician uses the hydraulic core splitter to split the core into two halves.

(b) *Storage of core boxes*

Once the core samples are split, half of the core is left in the core boxes. A tag presenting the information regarding the name of the hole, the number of the box, and the beginning and the end of the interval or rock present in the box is affixed on one end of the wooden box. All boxes are then orderly stored on wooden pallets and located outside the Property, in a storage unit in Rawdon, G.D. Mini Entrepôts (Figure 18).

A padlock is in place on the unit's garage door and access to the site is by magnetic card, to ensure the security of the site.



Figure 14 – Storage unit with core boxes placed on wooden pallets.

(c) *Samples preparation (laboratory)*

For the 2022 drilling campaign at Chilton Cobalt, one type of assay was done on the core samples, ICP-AES by 4-acid digestion.

A total of 41 core samples (not including blanks and standards) from the 2022 diamond drill cores were cut, bagged, and shipped to SGS Canada in Quebec City.

A total of 2 blank samples were inserted and 2 standards were included (STD1) as part of the QA/QC program. The material used for the custom-made blank is pool filter sand (silica sand). Standard STD1 corresponds to OREAS 86. SGS Canada carried out internal standard, blank and duplicate analyses.

The following analysis was performed on all the core samples, as prescribed by the GMG procedure:

ICP-AES by 4-acid digestion (SGS code: GC_ICP42C), using homogenized 200g sub-samples split pulverized to a P₈₅ of 75 µm.

(d) *Quality assurance and Quality control*

The 2022 drilling campaign consisted of three (3) drillholes. A rigorous QA/QC program was established by the GMG team. This procedure includes the systematic addition of blanks and certified standards. The material used for the custom-made blank is pool filter sand (silica sand). The sampling preparation described here was performed under the supervision of GMG. Since all assays were analyzed at an independent and certified laboratory, no duplicates were sent to another laboratory.

The standards STD1 (OREAS) are certified reference materials prepared by OREAS using ore-grade drill core from the Nova Mine in Western Australia. The laboratory split the material into bags of 60 grams with nickel grading around 1.25% Ni $\pm$ 0.03%, copper grading 0.562% Cu $\pm$ 0.015%, and cobalt grading 507 ppm Co $\pm$ 23 ppm. In between the intervals planned by GMG, the standards were bagged in translucent bags identified by their unique sample tags.

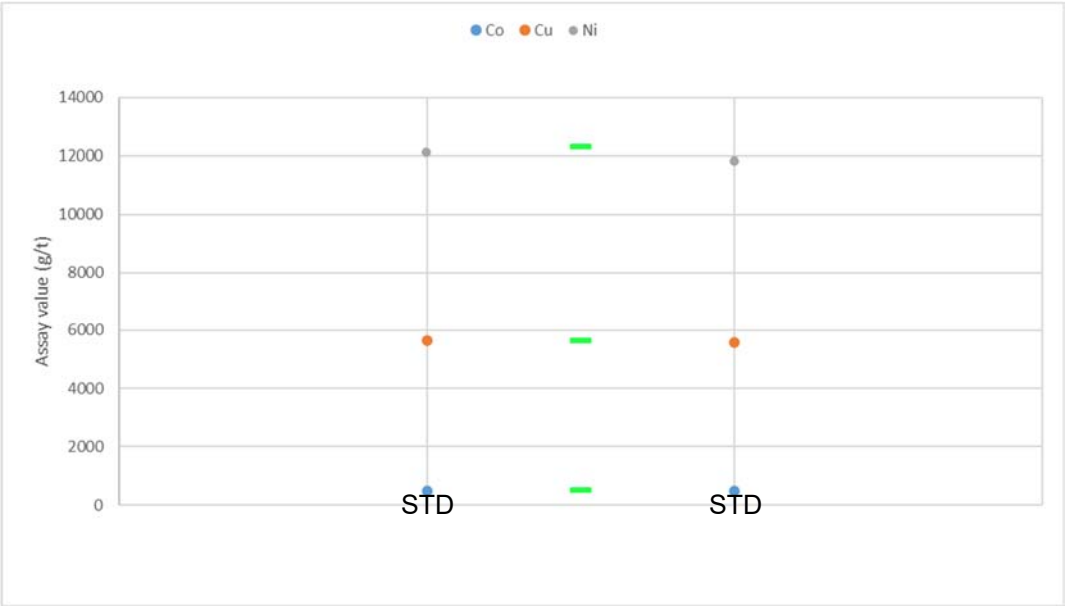


Figure 15 - Distribution of standards (Oreas 86) used for the 2022 drilling campaign (green markers to mark the average of the standard used, according to the manufacturer’s attestation).



Figure 16 – Distribution of blank samples (marble pebbles) used for the 2022 drilling campaign.

The results of assay blank samples showed that there was no anomalous value in cobalt, copper, and nickel (Figure 19). With values of Co, Cu, and Ni under the detection limit of the method used by the laboratory.

Regarding the assay results of the standards, the OREAS 86 assayed twice by the laboratory show an average value of 478.5 ppm Co, compared to 507 ppm Co according to the certification from OREAS. The average value for copper is 5605 ppm Cu, compared to 5620 ppm Cu. And for the nickel, average value is 11950 ppm Ni, compared to the certified 12300 ppm Ni of OREAS.

The integration of blank and standard samples by GMG allowed the verification of the quality of the results provided by SGS Canada Laboratory. The author has visited the SGS Laboratory in Quebec City. This laboratory has a good reputation, and the work has been done professionally. Furthermore, the laboratory is independent from PowerStone Metals Corp. and GoldMinds Geoservices. The author believes that the sampling preparation, security, and analytical procedures are consistent with generally accepted industry best practices. Those were adequate and well suited for the purpose of the 2022 drilling program.

The GMG geologist and team took all possible actions to ensure the integrity and security of the samples from the drill sites to the laboratory. The samples and methods used by GMG's technical team, the laboratory analytical procedures and the management of the data are adequate and reliable.

GMG is satisfied with the drilling operations and no incidents or errors related to his responsibilities have been identified.

Results

Table 6: List of the core samples of 2022 with SGS assay results for cobalt, copper, and nickel (ppm).

Sample No.	Drillhole	Type	From (m)	To (m)	Length (m)	Co (ppm)	Cu (ppm)	Ni (ppm)
23712	CC-22-01	core	30.30	31.30	1.00	34	16	48
23713	CC-22-01	core	31.30	32.55	1.25	49	72	91
23714	CC-22-01	core	32.55	33.50	0.95	25	19	42
23715	CC-22-01	core	33.50	34.50	1.00	22	15	27
23716	CC-22-01	core	34.50	35.50	1.00	27	25	40
23717	CC-22-01	core	35.50	36.50	1.00	18	10	32
23718	CC-22-01	core	36.50	37.50	1.00	23	< 5	40
23719	CC-22-01	core	37.50	38.50	1.00	21	15	49
23720	CC-22-01	core	38.50	39.50	1.00	30	159	93
23721	CC-22-01	core	39.50	40.15	0.65	72	37	47
23722	CC-22-01	core	40.15	40.65	0.50	134	71	249
23723	CC-22-01	core	40.65	41.50	0.85	38	84	69
23724	CC-22-01	core	41.50	42.40	0.90	27	96	55
23725	CC-22-01	core	42.40	43.05	0.65	273	319	675
23726	CC-22-01	core	43.05	44.00	0.95	29	287	112
23727		Standard				481	5630	12100
23728		Blank				2	2.5	10
23729	CC-22-01	core	44.00	45.00	1.00	54	44	100

23730	CC-22-01	core	45.00	46.00	1.00	41	41	97
23731	CC-22-01	core	53.50	54.00	0.50	55	110	170
23732	CC-22-02	core	4.00	5.00	1.00	154	51	36
23733	CC-22-02	core	5.00	6.00	1.00	169	45	< 20
23734	CC-22-02	core	19.15	19.85	0.70	28	24	35
23735	CC-22-02	core	19.85	20.55	0.70	72	69	78
23736	CC-22-02	core	20.55	21.30	0.75	60	47	56
23737	CC-22-02	core	25.60	26.30	0.70	119	32	< 20
23738	CC-22-02	core	26.30	27.00	0.70	188	102	48
23739	CC-22-02	core	27.00	27.70	0.70	162	52	< 20
23740	CC-22-02	core	37.50	38.50	1.00	128	28	< 20
23741	CC-22-02	core	52.00	52.70	0.70	132	64	33
23742	CC-22-02	core	52.70	53.00	0.30	174	151	78
23743	CC-22-02	core	53.00	53.75	0.75	142	52	< 50
23744	CC-22-02	core	54.90	55.60	0.70	153	62	< 50
23745	CC-22-02	core	55.60	56.25	0.65	159	73	< 50
23746	CC-22-02	core	61.95	62.55	0.60	134	33	< 50
23747		Standard				476	5580	11800
23748		Blank				2	4.5	25
23749	CC-22-02	core	62.55	63.30	0.75	157	36	< 50
23750	CC-22-02	core	81.90	82.50	0.60	30	< 9	< 50
23751	CC-22-02	core	84.45	84.95	0.50	50	96	88
23752	CC-22-03	core	9.50	10.00	0.50	253	100	69
23753	CC-22-03	core	17.45	18.00	0.55	201	67	< 50
23754	CC-22-03	core	19.70	20.20	0.50	249	149	122
23755	CC-22-03	core	41.95	42.45	0.50	69	69	57
23756	CC-22-03	core	42.45	43.00	0.55	34	17	< 50

The results are in accordance with the absence of major sulphide segments intersected in the three (3) drillholes. The highest values are located in drillhole CC-22-01 between 42.40 and 43.05 m indepth. The sample grades 273 ppm Co, 319 ppm Cu, and 675 ppm Ni. This correlates with the core description indicating the presence of stringers of sulphides over a few centimeters. In addition to pyrite and possible chalcopyrite and pyrrhotine, pentlandite could explain the value of 675 ppm Ni and slightly higher value in cobalt in comparison with other samples.

9. Data Verification

The author of this report conducted verification of the database. The author checked the existing data as well as all available reports.

On November 23, 2022, the author Merouane Rachidi, Ph.D., P.Geo., of GoldMinds, visited the Chilton property. The author is of the opinion that the data used for the current report are adequate.

9.1 Database

The Chilton database contains the DDH and grab samples. The author conducted verification of the drill hole assay database, by comparison of the database entries with assay certificates supplied directly to GMG by SGS Lab. Assay certificates were supplied in comma-separated values (csv) format and Portable document Format (.pdf) file format.

The collars have not been surveyed with, and the locations of the diamond drillholes were located approximately using the handheld GPS.

9.2 Site Visit

A personal inspection of the Property was done by Mr. Merouane Rachidi P.Geo., Geologist from GoldMinds Geoservices Inc. Mr. Rachidi visited the Property on November 23th, 2022, as an independent Qualified Person as defined in the NI 43-101.

The property was visited for the purpose of completing a site visit that include:

- Visiting surface drilling and outcrop sites;
- Drill collar locations verifications using a hand held GPS

9.3 Independent verification sampling

The new grab samples collected during the 2022 exploration work are intended to validate the historical data and will be the only data with assay results from a certified lab accessible to this date.

Quality assurance and quality control programs are typically set in place to ensure the reliability and faithfulness of the exploration data. Analytical control measures typically involve internal and external laboratory control measures implemented to continuously monitor the precision and accuracy of the sampling, preparation, and assaying. They are also important to prevent sample mix-ups and to monitor the voluntary or inadvertent contamination of samples.

The author has visited the SGS Laboratory in Quebec City. This laboratory has a good reputation, and the work has been done professionally. On their side, SGS developed its own Quality Management System and all operations are monitored to ensure precision, accuracy in the results, and reliability of the information they are providing. Their Quality Management System meets the requirement from the ISO/IEC 17025: 2005 *General Requirements for the Competence of Testing and Calibration Laboratories* for its in-house methods and is certified to the conformity assessment standard ISO 9001: 2015 *Quality Management Systems*. Furthermore, the laboratory is independent of 1270020 Ltd and GoldMinds Geoservices Inc. The author believes that the sampling preparation, security, and analytical procedures are consistent with generally accepted industry best practices.

The author believes that the sample preparation, security, and analytical procedures were adequate and well-suited for the purpose of this Technical Report.

9.4 Conclusion

Mr. Rachidi believes that the data collected and transmitted by SGS Canada Laboratory are reliable. Thereby, the adequacy of the database is confirmed for the purpose of this Technical Report.

10. Adjacent Properties

10.1 Chilton Property adjacent claims

The following information of this subsection is collected from SIGEOM, the Quebec government's title management system, on August 23rd, 2022.

The entirety of the claims in the vicinity of the Property is 100% owned by Quebec Lithium Ltd., a private company. It is composed of 36 map-designed claims (CDC) divided into three (3) blocks by the limits of the Property. 11 claims border the north and north-west parts of the Property, 24 claims are located directly south of the Property, and one (1) claim is surrounded by Chilton Cobalt.

10.2 Other relevant information about adjacent properties

The information regarding adjacent properties is valid at the time of writing this report, collected from the spatial reference geominig information system of the Ministry (SIGEOM, 2022). The situation may have changed and the reader should rely only upon news from the owners of the adjacent properties.

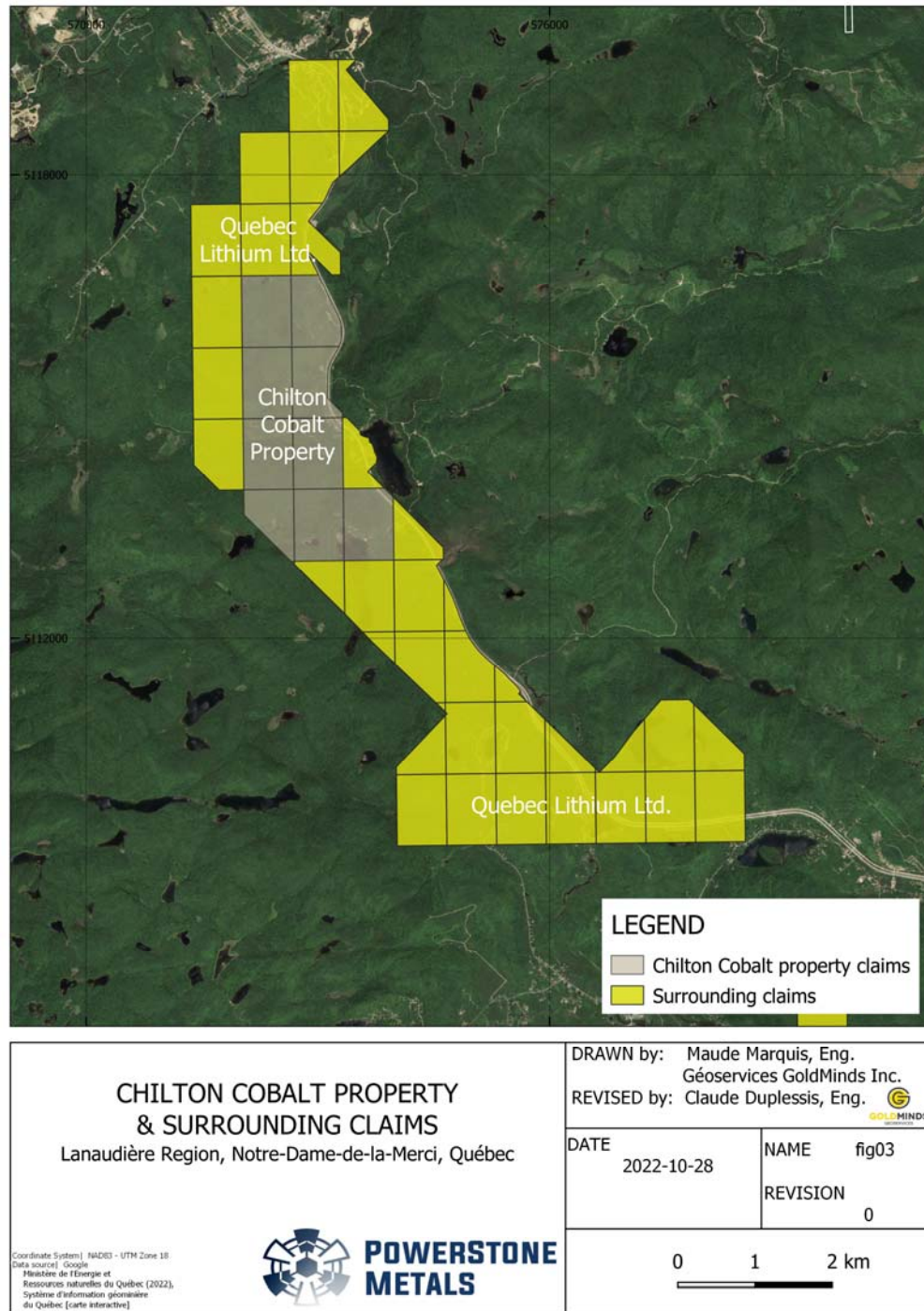


Figure 17 – Top view - Localisation map of Chilton Property & surrounding claims, Lanaudière, Quebec.

11. Other Relevant Data and Information

All relevant data and information regarding the project at this stage has been presented in other sections of the current report.

12. Interpretation and Conclusions

GMG was contracted by PowerStone Metals Corp. to prepare a Technical Report for the Chilton Cobalt property. The current report is the first NI 43-101 published about the property. The current Technical Report does not disclose a mineral resource estimate.

The latest exploration program was conducted by GMG on the Property: a surface grab sampling program and 2022 diamond drilling campaign totalling 230.30m.

Regarding the drilling campaign, the results shed light on two of the targets established by the 2017 geophysical survey, VLF-40 (priority 1; Dubé, 2017) and VLF-11 (priority 2; Dubé, 2017). Unfortunately, these targets proved to be inconclusive as to the potential for mineralization.

On Lac Sicotte showing, despite the current inability to perform bedrock mapping due to the high overburden thickness, the combination of the 2018 and 2022 grab sampling results leads us to believe that the mineralization would have an east-northeast trend. This orientation would be tested at the very beginning of the new drilling program proposed hereafter. The Lac Sicotte showing is associated to the VLF-EM anomaly number 5, a target of first priority according to the report of Dubé (2017).

12.1 Risk related to the property

Certain risks are associated with the property in itself. The access to different conductors identified with geophysical surveys and the two known showings are not all suited for machinery. Assuring access by land to the locations can be addressed by planning and executing the creation of paths.

There are two known restrictions to mining activities to the north-east and the west limits of the Property: the Forêt Ouareau and the Doncaster Indian Reserve, respectively. For the former, exploration is prohibited while the latter refer to exploration allowed under specific conditions (Sigéom, 2022).

12.2 Risk related to geology

The trenches performed by CBLT on the Lac Sicotte showing in 2018 are visible to this day, but no certificates can corroborate the assays presented on provided map of the area. The author must solely base his expectations and planning on the data collected during the 2022 exploration program (drilling and grab samples).

13. Recommendations

13.1 Introduction

Based on the results of the exploration programs and considering the Project's advancement and the information provided by the Company, the Author recommends additional exploration work.

The author believes that the deposit has prospective geology for discovering additional mineralized zones and the Company should continue to refine its understanding of the Property and define other potentially mineralized shear and fault/altered structures.

A significant additional exploration program is required on the Property. The author proposes a two-phase program of work for 2023 and 2024. Phase II is conditional to the success of Phase I (drilling).

13.2 Exploration program

(a) *Exploration program for Phase I*

Phase I - Geophysical survey

Covering the Property with a recent geophysical survey using the Versatile Tile Domain Electromagnetic (VTEM) system is suggested. The VTEM is capable of detecting accurately a conductor at depths up to 400 m (based on survey done on the Caber volcanogenic massive sulphide copper-zinc deposit, Quebec). Some other methods can reach depths up to 450 m (VTEM-Plus), and 500 m (VTEM-Max) (Geotech, 2010).

This method is proposed for the Chilton Cobalt Property as the geophysical survey, the Very Low Frequency Electro-Magnetic (VLF-EM) of 2017, provided sub-surface conductors at limited depths. The VLF-EM ground survey as a depth penetration estimated between 40-60 m in resistive areas, and this depth can go down to 4-5 m in very conductive environments (Dubé, 2017).

During the short program of the 2022 campaign, and respecting the limits imposed by the accessibility of the trails by the machinery at that time, two (2) VLF-EM anomalies were tested through drilling: VLF-11 and VLF-40. As reflected by the assays and the log descriptions, no mineralized occurrence of great length was intersected by the three (3) drillholes.

Phase I - Drilling

Prior to a new drilling program and in accordance with the locations of the conductors to be subject of further exploration, a plan for the development of access roads must be designed and executed. As of today, the access to the Chilton and Lac Sicotte showings is not possible for machinery, the current paths being too steep. This must be reviewed and the cutting permits obtained.

Following the execution of a new geophysical survey using a Versatile Tile Domain Electromagnetic system, the detailed conductors identified could be the target of a new drilling program. The first drilling phase is conditional on the success of the geophysical survey phase and will be adapted to the observations established at that time.

In accordance with the current geophysical interpretations of each conductor of 2017 and the new geophysical data, a drilling program is highly recommended to test the conductive zones with a minimum depth of 150 m. As of today, 39 anomalies remain untested out of the 41 identified in 2017's survey (Dubé, 2017). Of that number, 17 anomalies are classified as first priority by the 2017 geophysical survey but this is subject to change based on the findings of the Phase 1 drilling. Thus, the execution of at least three drillholes is proposed to test the conductors. Sampling all the cores for base metals and multielements is recommended.

Sampling all the cores for base metals and multielements is recommended.

(b) *Exploration program for Phase II*

Phase II

An additional phase of drilling could then test the other anomalies that are classified as 1st, 2nd and 3rd priority. The second phase is conditional on the success of the preceding phases and will be adapted to the observations established at that time.

13.3 Exploration and costs

The estimated costs for the recommended work programs of Phase I and Phase 2 on Chilton Cobalt Property are summarized in the table below (Table 9).

The Phase 1 estimated budget of \$199,375 should be contemplated to cover the proposed exploration work for 2023: geophysical survey, creation of accesses to drilling sites, and 375 meters of diamond drilling.

For 2024, further drilling is proposed in a program of \$781,500 for 3,300 meters to test additional targets highlighted by geophysical surveys.

Table 7: Summary of costs for the recommended work Phase I & II

Work Program Chilton Cobalt Property		
Description		Cost (CAD\$)
2023	Phase I – New geophysical survey.	\$75,000
	Drilling program on known geophysical targets (3 holes; all-inclusive, \$225/m). Total of 375 m.	\$84,375
	Roads and access.	\$40,000
	TOTAL (1)	\$199,375
2024	Phase II - Drilling program testing additional targets (22 holes; all-inclusive, \$225/m). Total of 3,300 m.	\$742,500
	Collar survey.	\$4,000
	Report update.	\$35,000
	TOTAL (2)	\$781,500
TOTAL (1+2)		\$980,875

APPENDIX B
FINANCIAL STATEMENTS AND MD&A

Audited financial statements of the Company for the year ended October 31, 2022.

MD&A of the Company for the year ended October 31, 2022.

PowerStone Metals Corp.

Financial Statements

**For the period from the date of incorporation
(December 13, 2021) to October 31, 2022**

(In Canadian Dollars)

Independent Auditor's Report

To the Board of Directors of PowerStone Metals Corp

Opinion

We have audited the financial statements of PowerStone Metals Corp (the "Company"), which comprise the statement of financial position as at October 31, 2022 and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2022, and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements which describes the material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

"Crowe MacKay LLP"

**Chartered Professional Accountants
Vancouver, Canada
March 2, 2023**

PowerStone Metals Corp.
Statement of Financial Position
At October 31, 2022
(expressed in Canadian dollars)

		For the period from incorporation (December 13, 2021) to October 31, 2022
Assets		
Cash	\$	419,286
		419,286
Mineral property interest (note 3)		20,000
	\$	439,286
Liabilities		
Accrued liabilities	\$	30,982
		30,982
Shareholders' Equity		
Share capital (note 4)		150,000
Subscription received in advance (note 4)		135,000
Special warrants (note 4)		413,167
Accumulated deficit		(289,863)
		408,304
	\$	439,286

Approved by the Board of Directors and authorized for issue on March 2, 2023

Raymond Harari

CEO (Signed)

Carlo Rigillo

CFO (Signed)

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

PowerStone Metals Corp.
Statement of Loss and Comprehensive Loss
For the Period from the Date of incorporation (December 13, 2021) to October 31, 2022
(in Canadian Dollars)

	For the period from the date of incorporation (December 13, 2021) to October 31, 2022
Expenses	
Exploration expenses	\$ 98,272
Professional fees (note 6)	112,712
Share-based payments (note 4)	75,000
Travel & entertainment	3,879
Net loss and comprehensive loss	\$ 289,863
Net loss per share (basic and diluted)	\$ (0.09)
Weighted average number of shares outstanding (basic and diluted)	3,346,274

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

PowerStone Metals Corp.
Statement of Changes in Cash Flows
For the Period from the Date of Incorporation (December 13, 2021) to October 31, 2022
(in Canadian Dollars)

	For the period from the date of incorporation (December 13, 2021) to October 31, 2022
Cash flows from operating activities	
Net loss for the period	\$ (289,863)
Adjustments for non-cash items:	
Share-based payments	75,000
Changes in working capital	
Accrued liabilities	30,982
Net cash used in operating activities	(183,881)
Cash flows from financing activities	
Share issued for cash (note 4)	75,000
Subscription received in advance (note 4)	135,000
Special warrants (note 4)	393,167
Net cash provided by financing activities	603,167
Net change in cash	419,286
Cash, beginning of the period	-
Cash, end of the period	\$ 419,286

Supplemental Information:

Special warrants issued for property option agreement	\$ 20,000
---	-----------

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

PowerStone Metals Corp.
Statement of Changes in Shareholders' Equity
For the Period from the Date of Incorporation (December 13, 2021) to October 31, 2022
(in Canadian Dollars)

	Number of Shares	Share Capital	Special Warrants	Subscription received in advance	Accumulated Deficit	Shareholders' Equity
Balance, December 13, 2021	1	\$ -	\$ -	\$ -	\$ -	\$ -
Common Shares issued	7,499,999	150,000	-	-	-	150,000
Acquisition of CBLT mineral option (note 4)	-	-	20,000	-	-	20,000
Special Warrants (note 4)	-	-	393,167	-	-	393,167
Subscription received in advance (note 4)	-	-	-	135,000	-	135,000
Net loss for the period	-	-	-		(289,863)	(289,863)
Balance, October 31, 2022	7,500,000	\$ 150,000	\$ 413,167	\$ 135,000	\$ (289,863)	\$ 408,304

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

PowerStone Metals Corp.

Notes to the Financial Statements

For the Period from the Date of Incorporation (December 13, 2021) to October 31, 2022

(in Canadian Dollars)

1. INCORPORATION AND NATURE OF BUSINESS

PowerStone Metals Corp. (formerly Desk Holdings Ltd.) (the "Corporation") was incorporated under the *Business Corporations Act* (British Columbia) on December 13, 2021. On June 10, 2022, the Corporation changed its name from Desk Holdings Ltd. to PowerStone Metals Corp. The address of the Corporation's head, principal, and registered office is located at 1900 – 1040 West Georgia Street, Vancouver, British Columbia V6E 4H3.

These financial statements have been prepared on the assumption that the Corporation will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Corporation is not expected to continue operations for the foreseeable future. As at October 31, 2022, the Corporation had a net loss of \$289,863, working capital of \$388,304, had not advanced its mineral properties to commercial production, and is not able to finance day to day activities through operations. The Corporation's continuation as a going concern is dependent upon the successful exercise of its mineral property option agreement, results from its mineral property exploration activities and its ability to attain profitable operations and generate funds from and/or raise equity capital or borrowings sufficient to meet current and future obligations and ongoing operating losses. These uncertainties may cast a significant doubt on the ability of the Corporation to continue operations as a going concern. Management intends to finance operating costs over the next twelve months with its proceeds from its initial public offering of its shares, loans from directors and companies controlled by directors and/or additional private placement of common shares. These financial statements do not include any adjustments that might result from this uncertainty. Such adjustments could be material.

The Corporation's business financial condition and results of operations may be further negatively affected by economic and other consequences from the conflict in the Ukraine and the sanctions imposed in response to that action in late February 2022. While the Corporation expects any direct impacts of the pandemic and the conflict in Ukraine to the business to be limited, the indirect impacts on the economy and on the industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Corporation will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future.

On March 2, 2023, the Board of Directors approved the audited financial statements for the period from the date of Incorporation (December 13, 2021) to October 31, 2022.

PowerStone Metals Corp.
Notes to the Financial Statements
For the Period from the Date of Incorporation (December 13, 2021) to October 31, 2022
(in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

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

Basis of Presentation

The financial statements are presented in Canadian dollars ("CAD"), which is the Corporation's functional and presentation currency. The financial statements are prepared on a historical cost basis except for certain financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

Financial Instruments

Financial assets

Initial recognition and measurement

A financial asset is measured initially at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. On initial recognition, a financial asset is classified as measured at amortized cost or fair value through profit or loss. A financial asset is measured at amortized cost if it meets the conditions that i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows, ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, and iii) is not designated as fair value through profit or loss.

Subsequent measurement

The Corporation classifies its financial assets into the following categories, depending on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at amortized cost - Amortized cost are those assets which are held within a business whose objective is to hold financial assets to collect contractual cash flows; and the terms of the financial assets must provide on specified dates cash flows solely through the collection of principal and interest.

There are no financial assets classified as measured as amortized cost.

Fair value through profit or loss ("FVTPL") - A financial asset shall be measured at fair value through profit or loss unless it is measured at amortized cost or FVOCI. The Corporation may however make the irrevocable option to classify particular investments as FVTPL. The Corporation has classified its cash as FVTPL.

PowerStone Metals Corp.
Notes to the Financial Statements
For the Period from the Date of Incorporation (December 13, 2021) to October 31, 2022
(in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES - continued

Fair value through other comprehensive income ("FVTOCI") - FVTOCI assets are those assets which are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets; and the contractual terms of the financial assets give rise on specified dates to cash flows solely through the collection of principal and interest. A financial asset measured at fair value through other comprehensive income is recognized initially at fair value less transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included as "financial asset at fair value through other comprehensive income" in other comprehensive income.

The Corporation does not have any financial assets measured at FVTOCI.

Financial liabilities

Management determines the classification of its financial liabilities at initial recognition.

Financial liabilities at amortized cost - The Corporation classifies all financial liabilities as subsequently measured at amortized cost using the effective interest method, except for financial liabilities carried at FVTPL and certain other exceptions.

The Corporation's accrued liabilities are financial liabilities measured at amortized cost.

Financial liabilities are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

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

The Corporation does not have any financial liabilities measured at FVTPL.

Offsetting financial assets and liabilities

Financial assets and liabilities are offset, and the net amount is presented in the statement of financial position only when the Corporation has a legally enforceable right to set off the recognized amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Impairment of financial assets at amortized cost

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

PowerStone Metals Corp.
Notes to the Financial Statements
For the Period from the Date of Incorporation (December 13, 2021) to October 31, 2022
(in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES - continued

Derecognition of financial assets

The Corporation derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss.

Income Taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Corporation intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets are recognized to the extent that future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Exploration and Evaluation Assets

Exploration and evaluation rights to exploration

The Corporation capitalizes direct mineral property acquisition costs and those expenditures incurred following the determination that the property has economically recoverable reserves. Mineral property acquisition costs include cash consideration, option payment under an earn-in arrangement and the fair value of common shares issued for mineral property interests, pursuant to the terms of the relevant agreement.

The carrying values of exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The carrying value of the exploration and evaluation asset is reviewed for indications of impairment at each reporting date. When impairment indicators exist, the asset's recoverable amount is estimated. If it is determined that the estimated recoverable amount is less than the carrying value of an asset, then a write-down is made with a charge to operations.

An impairment loss is reversed if there is indication that there has been a change in the estimates

2. SIGNIFICANT ACCOUNTING POLICIES - continued

used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

Exploration and evaluation expenditures

Exploration and evaluation ("E&E") expenditures are charged to operations in the year incurred until such time as it has been determined that a property has economically recoverable resources, in which case subsequent exploration costs incurred to develop a property are capitalized into property, plant, and equipment.

Basic and Diluted Loss per Share

Basic loss per share is computed by dividing the net loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

Share-based Compensation

Equity-settled share-based payments for directors, officers, employees, and consultants are measured at fair value at the date of grant and recorded as compensation expense in the financial statements with a corresponding credit to reserves. Share options are measured at the fair value of each tranche on the grant date using the Black-Scholes option pricing model and are recognized in their respective vesting period using the Corporation's expected forfeiture rate. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share-based payments is credited to share capital together with the fair value previously recorded in reserves. Shares are issued from treasury upon the exercise of equity-settled share-based instruments.

Provision for environmental rehabilitation

The Corporation recognizes the fair value of a liability for the provision for environmental rehabilitation in the year in which it is incurred when a reliable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. Changes in the liability for an asset retirement obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and an accretion expense through profit or loss. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset. As at October 31, 2022, there was no material provision for environmental rehabilitation.

2. SIGNIFICANT ACCOUNTING POLICIES – continued

Significant estimates and judgements

The preparation of financial statements in accordance with IFRS requires management to make estimates and judgements concerning the future. The Corporation's management reviews these estimates and judgements on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Significant estimates and judgements about the future and other sources of estimation uncertainty that management has made at the 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 estimates and judgements made, relate to, but are not limited to the following:

Ability to continue as a going-concern

Management assesses the Corporation's ability to continue as a going concern at each reporting date, using all quantitative and qualitative information available. This assessment, by its nature, relies on estimates of future cash flows and other future events (as discussed in Note 1), whose subsequent changes could materially impact the validity of such an assessment.

Recoverability of the carrying value of exploration and evaluation assets

Exploration and evaluation assets are evaluated at each reporting date to determine whether there are any indications of impairment. The Corporation considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Corporation's exploration and evaluation assets.

Significant judgment is required when determining whether facts and circumstances suggest that the carrying amount of exploration and evaluation assets may exceed its recoverable amount. The retention of regulatory permits and licenses, the Corporation's ability to obtain financing for exploration and development activities and its future plans on the exploration and evaluation assets, current and future metal prices, and market sentiment are all factors considered by the Corporation.

3. MINERAL PROPERTY INTEREST

On June 10, 2022, the Corporation entered into a property option agreement (the "Option Agreement") with CBLT Inc. to acquire 100% interest in the Chilton Cobalt Property ("Chilton Cobalt") in Saint-Jovite of the Province of Quebec. The following was required to exercise the option:

- Within 30 days after the execution of the Option Agreement, issue 1,000,000 common shares (or, at the option of the Company, other securities of the Company convertible into common shares of the Company without payment upon the listing of the Company's shares on a recognized Canadian stock exchange) to the CBLT Inc.; (1,000,000 special warrants was issued on July 21, 2022. See note 4 for details.)
- Close a financing of at least \$250,000 at a price of \$0.10 per share and the Company shall use its best efforts to complete aggregate equity raises of approximately \$1,000,000 between the date of the Option Agreement and the Company's listing on a recognized Canadian stock Exchange.
- Carry out work at Chilton Cobalt of at least \$100,000 by September 30, 2023; and

PowerStone Metals Corp.
Notes to the Financial Statements
For the Period from the Date of Incorporation (December 13, 2021) to October 31, 2022
(in Canadian Dollars)

3. MINERAL PROPERTY INTEREST - continued

- Carry out a further \$150,000 of work at Chilton Cobalt by December 31, 2024.

The Option Agreement further provides for an additional 500,000 shares from treasury in the event the Corporation has not listed its shares on a recognized Canadian stock exchange by September 30, 2023.

4. SHARE CAPITAL

Authorized - Unlimited Common Shares

Issued	#	\$
Balance, December 13, 2021 (i)	1	\$ -
7,499,999 Common Shares (ii)	7,499,999	150,000
	-	
Balance, October 31, 2022	7,500,000	150,000

(i) On December 13, 2021, the Corporation issued 1 Common Share at \$0.01.

(ii) On June 9, 2022, the Corporation issued 4,999,999 Common Shares in the capital of the Corporation at \$0.005 per share for gross proceeds of \$25,000. The Corporation also issued 2,500,000 Common Shares in the capital of the Corporation at \$0.02 per share for gross proceeds of \$50,000. A share-based payment of \$0.015 per share for the 4,999,999 shares totalling \$75,000 was recorded.

Special warrants

On July 21, 2022, the Corporation issued 1,000,000 Special Warrants in the capital of the Corporation at \$0.02 per Special Warrant to CBLT pursuant to the Chilton Cobalt Property Option Agreement (Note 3).

During the period ended October 31, 2022, the Corporation issued an aggregate of 7,863,333 Special Warrants at a price of \$0.05 per Special Warrant and received gross proceeds of \$393,167.

During the period ended October 31, 2022, the Corporation received \$135,000 of subscription advances for Special Warrants issued subsequently.

Below terms apply to all Special Warrants issued by the Corporation. Each Special Warrant will be automatically exercised, for no additional consideration, at the option of the holder, into one Common Share of the Corporation on the date that is the earlier of: (a) the first business day following the date on which a receipt for a final prospectus has been issued to the Corporation by the securities regulatory in a Province in Canada; and (b) December 31, 2023.

5. FINANCIAL AND CAPITAL RISK MANAGEMENT

Fair value

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

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

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for assets or liabilities that are not based on observable market data.

The fair values of the Corporation's financial instruments are not materially different from their carrying values due to the short-term maturity nature of the financial instruments. Cash is measured using level 1 hierarchy.

Management of Industry and Financial Risk

The Corporation is engaged primarily in mineral exploration and manages related industry risk issues directly. The Corporation may be at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations.

The Corporation's financial instruments are exposed to certain financial risks, which include the following:

Credit risk

Credit risk is the risk of loss due to the counterparty's inability to meet its obligations. The Corporation's exposure to credit risk is on its cash. Risk associated with cash is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies. The Corporation is not exposed to significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulties in meeting obligations when they become due. The Corporation ensures that there is sufficient capital in order to meet short-term operating requirements, after taking into account the Corporation's holdings of cash. The Corporation's cash is held in corporate bank accounts available on demand. The Corporation's accrued liabilities are due within 90 days of October 31, 2022. Liquidity risk has been assessed as being low. The Corporation is not exposed to significant liquidity risk.

5. FINANCIAL AND CAPITAL RISK MANAGEMENT - continued

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk. The Corporation is not exposed to significant market risk.

Currency Risk

The Corporation is subject to normal market risks including fluctuations in foreign exchange rates and interest rates. While the Corporation manages its operations in order to minimize exposure to these risks, the Corporation has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. The Corporation is not exposed to significant currency risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation is not exposed to significant interest rate risk.

Price Risk

The Corporation is exposed to price risk with respect to equity prices. Price risk as it relates to the Corporation is defined as the potential adverse impact on the Corporation's ability to raise financing due to movements in individual equity prices or general movements in the level of the stock market. The Corporation closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Corporation. The Corporation is not exposed to significant price risk.

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Corporation includes equity, comprised of share capital, special warrants, and accumulated deficit in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the exploration work at Chilton Cobalt and the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners. The Corporation is not subject to externally imposed capital requirements.

PowerStone Metals Corp.
Notes to the Financial Statements
For the Period from the Date of Incorporation (December 13, 2021) to October 31, 2022
(in Canadian Dollars)

6. RELATED PARTY TRANSACTIONS

For the period ended October 31, 2022, the following expenses were incurred with key management personnel of the Corporation. Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. Key management compensation comprises:

- The Corporation paid consulting fees, included in professional fees of \$62,500 to corporations controlled by the Corporation's Chief Executive Officer.
- The Corporation paid consulting fees, included in professional fees of \$28,250 and share-based compensation of \$37,500 to a corporation controlled by the Corporation's director.
- The Corporation paid consulting fees, included in professional fees of \$5,085 to the Corporation's Chief Financial Officer.

As of October 31, 2022, the Corporation has \$Nil as payable to directors and officers of the Corporation in the ordinary course of business. Amounts due to related parties are without interest, unsecured and without stated terms of repayment.

7. INCOME TAXES

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 27% to the effective tax rate is as follows:

	December 13, 2021 – October 31, 2022	
Net (Loss) before recovery of income taxes	\$	(289,863)
Expected income tax (recovery)		(78,000)
Non-deductible		20,000
Change in tax benefits not recognized		58,000
Income tax (recovery)	\$	-

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	2022	Expiry
Exploration and evaluation asset	\$ 100,000	Never
Non-capital losses carried forward	\$ 134,000	2042

Deferred tax assets have not been recognized in respect of these deductible temporary differences because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

PowerStone Metals Corp.
Notes to the Financial Statements
For the Period from the Date of Incorporation (December 13, 2021) to October 31, 2022
(in Canadian Dollars)

8. SUBSEQUENT EVENTS

In November and December 2022, the Corporation issued 3,725,000 Special Warrants of the Corporation at a price of \$0.05 and 4,562,500 Special Warrants of the Corporation at a price of \$0.10 for gross proceeds of \$642,500 of which \$135,000 was received before October 31, 2022.

On December 1, 2022, the Corporation granted 775,000 options at an exercise price of \$0.05 per option to directors, officers and advisor of the Corporation. The options will vest evenly on the first day of each month beginning on December 1, 2022. The options have a five-year expiry.

On December 15, 2022, the Corporation granted 300,000 options at an exercise price of \$0.10 per option to an officer and advisors of the Corporation. The options will vest evenly on the first day of each month beginning on December 15, 2022. The options have a five-year expiry.

On February 2, 2023, the Corporation issued 3,400,000 Special Warrants of the Corporation at a price of \$0.10 for gross proceeds of \$340,000.

On February 7, 2023, the Corporation issued 200,000 Special Warrants of the Corporation at a price of \$0.10 for gross proceeds of \$20,000.

Subsequent to October 31, 2022, in connection with the Special Warrants issuances, the Corporation also issued 7,000 broker warrants and paid an aggregate of \$700 in finder's fees.

On January 20, 2023, the Corporation granted 175,000 stock options at an exercise price of \$0.10 per option of the Corporation. The options will vest evenly on the first day of each month beginning on January 20, 2023. The options have a five-year expiry.

PowerStone Metals Corp.
Management Discussion and Analysis
From the date of incorporation (December 13, 2021) to October 31, 2022

March 2, 2023

The following management discussion and analysis ("MD&A") of the results of the operations and financial position of PowerStone Metals Corp. (the "Corporation") for the period from the date of incorporation (December 13, 2021) to October 31, 2022, should be read in conjunction with the Corporation's audited financial statements for the period from the date of incorporation (December 13, 2021) to October 31, 2022. All figures contained in this MD&A are presented in Canadian dollars.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Corporation's future performance. All statements, other than statements of historical fact, may be forward-looking statements.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. The Corporation's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

The Corporation

PowerStone Metals Corp. (formerly Desk Holdings Ltd.) (the "Corporation") was incorporated under the Business Corporations Act (British Columbia) on December 13, 2021. On June 10, 2022, the Corporation changed its name from Desk Holdings Ltd. to PowerStone Metals Corp.

The Corporation has not commenced commercial operations and has no assets other than cash held in trust and a 100% option interest in Chilton Cobalt claim. Given the nature of the activities, no separate segmented information is reported. The Corporation's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The address of the Corporation's head, principal, and registered office is located at 1900 – 1040 West Georgia Street, Vancouver, British Columbia V6E 4H3.

On December 13, 2021, the Corporation issued 1 Common Share at \$0.01.

On June 9, 2022, the Corporation issued 4,999,999 Common Shares in the capital of the Corporation at \$0.005 per share for gross proceeds of \$25,000. The Corporation also issued 2,500,000 Common Shares in the capital of the Corporation at \$0.02 per share for gross proceeds of \$50,000. A share-based payment of \$0.015 per share for the 4,999,999 shares totalling \$75,000 was recorded.

On July 21, 2022, the Corporation issued 1,000,000 Special Warrants in the capital of the Corporation at \$0.02 per Special Warrant to CBLT pursuant to the Chilton Cobalt Property Option Agreement (Mineral Property Interest).

During the period ended October 31, 2022, the Corporation issued an aggregate of 7,863,333 Special Warrants at a price of \$0.05 per Special Warrant and received gross proceeds of \$393,167.

During the period ended October 31, 2022, the Corporation received \$135,000 of subscription advances for Special Warrants issued subsequently.

Below terms apply to all special warrants issued by the Corporation. Each Special Warrant will be automatically exercised, for no additional consideration, at the option of the holder, into one Common Share of the Corporation on the date that is the earlier of: (a) the first business day following the date on which a receipt for a final prospectus has been issued to the Corporation by the securities regulatory in a Province in Canada; and (b) December 31, 2023.

In November and December 2022, the Corporation issued 3,725,000 Special Warrants of the Corporation at a price of \$0.05 and 4,562,500 Special Warrants of the Corporation at a price of \$0.10 for gross proceeds of \$642,500 of which \$135,000 was received before October 31, 2022.

On December 1, 2022, the Corporation granted 775,000 options at an exercise price of \$0.05 per option to directors, officers and advisor of the Corporation. The options will vest evenly on the first day of each month beginning on December 1, 2022. The options have a five-year expiry.

On December 15, 2022, the Corporation granted 300,000 options at an exercise price of \$0.10 per option to an officer and advisors of the Corporation. The options will vest evenly on the first day of each month beginning on December 15, 2022. The options have a five-year expiry.

On February 2, 2023, the Corporation issued 3,400,000 Special Warrants of the Corporation at a price of \$0.10 for gross proceeds of \$340,000.

On February 7, 2023, the Corporation issued 200,000 Special Warrants of the Corporation at a price of \$0.10 for gross proceeds of \$20,000.

Subsequent to October 31, 2022, in connection with the Special Warrants issuances, the Corporation also issued 7,000 broker warrants and paid an aggregate of \$700 in finder's fees.

On January 20, 2023, the Corporation granted 175,000 stock options at an exercise price of \$0.10 per option of the Corporation. The options will vest evenly on the first day of each month beginning on January 20, 2023. The options have a five-year expiry.

Mineral Property Interest

On June 10, 2022, the Corporation entered into a property option agreement (the "Option Agreement") with CBLT Inc. to acquire 100% interest in the Chilton Cobalt Property ("Chilton Cobalt") in Saint-Jovite of the Province of Quebec. The following was required to exercise the option:

- Within 30 days after the execution of the Option Agreement, issue 1,000,000 common shares (or, at the option of the Company, other securities of the Company convertible into common shares of the Company without payment upon the listing of the Company's shares on a recognized Canadian stock exchange) to the CBLT Inc.; (1,000,000 special warrants was issued on July 21, 2022).
- Close a financing of at least \$250,000 at a price of \$0.10 per share and the Company shall use its best efforts to complete aggregate equity raises of approximately \$1,000,000 between the date of the Option Agreement and the Company's listing on a recognized Canadian stock Exchange.
- Carry out work at Chilton Cobalt of at least \$100,000 by September 30, 2023; and
- Carry out a further \$150,000 of work at Chilton Cobalt by December 31, 2024.

The Option Agreement further provides for an additional 500,000 shares from treasury in the event the Corporation has not listed its shares on a recognized Canadian stock exchange by September 30, 2023.

On March 2, 2023, the Board of Directors approved the financial statements for the period from the date of incorporation (December 13, 2021) to October 31, 2022.

Summary of Quarterly Results

	October 31, 2022	July 31, 2022	April 30, 2022	January 31, 2022
Total Assets	\$439,286	\$57,500	-	-
Total Revenues	Nil	Nil	-	-
Total Expenses	\$177,362	\$112,500	-	-
Net Loss	(\$177,362)	(\$112,500)	-	-
Basic and diluted net loss per share	\$(0.09)	\$(0.02)	-	-

Results of Consolidated Operations

Three months ended October 31, 2022

The Corporation recorded a net loss of \$177,362 for the three months ended October 31, 2022. The net loss for the three-month period ended October 31, 2022, consists of \$75,212 in consulting and audit related expenses, \$3,879 of incurred travel to visit the property and work closely with the technical team and \$98,272 of exploration expenses related to the Chilton Cobalt mineral property interest incurred in connection with the preparation of the technical report and associated sample drilling on the mineral property. The Corporation is currently an exploration stage company and accordingly has incurred and expects to incur losses while it conducts exploration work prior to commencing operations.

Period from the date of incorporation (December 13, 2021) to October 31, 2022

The Corporation recorded a net loss of \$289,863 during the period from the date of incorporation (December 13, 2021) to October 31, 2022. The net loss is mainly driven by (i) professional fees of \$112,712, which consist of audit fees and consulting fees to related parties of the Corporation, (ii) share-based payments of \$75,000 recorded to adjust for the value of shares issued from \$0.005 to \$0.02, (iii) travel expenses of \$3,879 related to visiting of the site and meeting with the engineers and technical team and (iv) exploration expenses of \$98,272 related to the preparation of the technical report and associated sample drilling on the Chilton mine. The Corporation is

currently an exploration stage company and accordingly has incurred and expects to incur losses while it conducts exploration work prior to commencing operations.

Additional Disclosure for Venture Issuers without Significant Revenue

Since the Corporation has no revenue from operations, the following is a breakdown of the material costs incurred for the three months ended October 31, 2022, and for the period from incorporation (December 13, 2021) to October 31, 2022:

Material Costs	For the three months ended October 31, 2022	For the period from incorporation (December 13, 2021) to October 31, 2022
Professional fees	\$75,212	\$112,712
Exploration expenses	\$98,272	\$98,272
Share-based payments	-	\$75,000
Travel & entertainment	\$3,879	\$3,879

Liquidity and Capital Resources

As at October 31, 2022 the Corporation had cash held in trust of \$419,286. The Corporation had current liabilities of \$30,982 and working capital of \$388,304.

Negative cash flows of \$183,881 were recorded from operating activities during the period from the date of incorporation (December 13, 2021) to October 31, 2022. This is primarily due to outflows relating to professional fees, exploration expenses, and travel related expenditures.

Outstanding Share Data

As at the date of the MD&A, 7,500,000 Common Shares are issued and outstanding. In addition, there are an aggregate of 20,750,833 special warrants issued in the Corporation that will be exercised for no additional consideration on the date that is the earlier of the first business day following the date on which a receipt has been issued for a final prospectus and December 31, 2023. There are 1,250,000 stock options outstanding with an exercise price between \$0.05 and \$0.10 expiring between December 1, 2027, and January 20, 2028. There are 7,000 broker warrants outstanding with an exercise price of \$0.10 expiring on December 9th, 2024.

Off-Balance Sheet Arrangements

The Corporation has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions

During the period ended October 31, 2022, the Corporation paid consulting fees, included in professional fees of \$62,500 to a corporation controlled by the Corporation's Chief Executive Officer.

The Corporation paid consulting fees, included in professional fees of \$28,250, and share-based compensation of \$37,500 to a corporation controlled by the Corporation's director.

The Corporation paid consulting fees, included in professional fees, of \$5,085 to the Corporation's Chief Financial Officer.

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Corporation includes equity, comprised of share capital, shares to be issued and deficit in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund exploration work at Chilton Cobalt and to fund the identification and evaluation of additional potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

Risks and Uncertainties

The following describes certain risks, events and uncertainties that could affect the Corporation and that each reader should carefully consider.

External financing may be required to fund the Corporation's activities primarily through the issuance of additional equity. There can be no assurance that the Corporation will be able to obtain adequate financing. The securities of the Corporation should be considered a highly speculative investment.

The Corporation has not generated significant revenues and does not expect to generate significant revenues in the near future. In the event that the Corporation generates significant revenues in the future, the Corporation intends to retain its earnings in order to finance further growth. Furthermore, the Corporation has not paid any dividends in the past and does not expect to pay any dividends in the foreseeable future.

The Corporation's business financial condition and results of operations may be further negatively affected by economic and other consequences from the conflict in the Ukraine and the sanctions imposed in response to that action in late February 2022. While the Corporation expects any direct impacts of the conflict in Ukraine to the business to be limited, the indirect impacts on the economy and on the industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Corporation will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future.

The Corporation faces risks related to health epidemics, pandemics, and other outbreaks of communicable diseases, which could significantly disrupt its ability to complete its proposed listing of its common shares on the Canadian Securities Exchange on a timely basis, or at all, and adversely effect its financial conditions. The Corporation's business could be adversely impacted by the effects of the COVID-19 pandemic or other epidemics and/or pandemics. The extent to which COVID-19 impacts the Corporation's ability to complete its listing on a timely basis, or at all, and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the pandemic and the actions taken to contain or treat the COVID-19 pandemic (including recommendations from public health officials). In addition, the COVID-19 pandemic represents a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the Corporation and its ability to complete its IPO in a timely manner, or at all.

Risk Disclosures and Fair Values

The Corporation's financial instruments, consisting of cash held in trust and accrued liabilities approximate fair value due to the relatively short-term maturity of the instruments. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Critical Accounting Estimates

The Corporation's significant accounting policies are summarized in Note 2 of the audited financial statements for the period from the date of incorporation (December 13, 2021) to October 31, 2022.

Additional Information

For further detail, see the Corporation's financial statements for the period from incorporation (December 13, 2021) to October 31, 2022. Additional information about the Corporation can also be found on SEDAR.

APPENDIX C
AUDIT COMMITTEE CHARTER

POWERSTONE METALS CORP.

CHARTER OF THE AUDIT COMMITTEE

1. Membership.

1.1 The audit committee (the "**Committee**") of the board of directors (the "**Board**") of Powerstone Metals Corp. (the "**Company**") shall consist of three or more directors.

1.2 Each member of the Committee must be financially literate, as this term is defined under National Instrument 52-110 - Audit Committees (the "**Instrument**").

1.3 The Board shall appoint members to the Committee. The members of the Committee shall be appointed for one-year terms after each annual securityholders' meeting and shall serve until a successor is duly appointed by the Board or until the member's earlier death, resignation, disqualification or removal. The Board may remove any member from the Committee at any time with or without cause. The Board shall fill Committee member vacancies by appointing a member from the Board. If a vacancy on the Committee exists, the remaining members shall exercise all the Committee's powers so long as a quorum exists.

1.4 New Committee members shall be provided with an orientation program to educate them on the Company, their roles and responsibilities on the Committee and the Company's financial reporting and accounting practices. Committee members shall also receive training, as necessary, to increase their understanding of financial, accounting, auditing and industry issues applicable to the Company.

1.5 The Board shall appoint the chair of the Committee (the "**Chair**") from the Committee members. The Chair must be a non-executive Director. Subject to Section 1.3, the Board shall determine the Chair's term of office.

1.6 A quorum for decisions of the Committee shall be two members.

2. Committee Meetings.

2.1 The Committee shall meet at least quarterly at such times and places as determined by the Committee. The Committee is governed by the same rules regarding meetings (including the procedure used to call meetings, and conducting meetings electronically, in person or by telephone), notice of meetings and waiver of notice by committee members, written resolutions in lieu of a meeting and voting at meetings that apply to the Board.

2.2 Notice of the time and place of a Committee meeting shall be given by the Committee to the Company's external auditor (the "**Auditor**") in the same manner notice is provided to Committee members. The Committee shall provide the Auditor with all meeting materials in advance of the meeting.

2.3 The Chair shall seek input from Committee members, the Company's management, the Auditor and Board members when setting each Committee meeting's agenda.

2.4 Any written material to be provided to Committee members for a meeting must be distributed in advance of the meeting to give Committee members time to review and understand the information.

2.5 The chair of the Board (the "**Board Chair**"), the chief executive officer of the Company ("**CEO**") and chief financial officer of the Company ("**CFO**") and any other member of senior management may, if invited by the Chair, attend, give presentations relating to their responsibilities and otherwise participate at Committee meetings. Other Board members may also, if invited by the Chair, attend and participate at Committee meetings.

2.6 The Committee may appoint a Committee member or any other attendee to be the secretary of a meeting. The Chair shall circulate minutes of all Committee meetings to the Company's Board members and its Auditor. The Committee shall report its decisions and recommendations to the Board promptly after each Committee meeting.

2.7 The Committee may meet for a private session, excluding management or other third parties, following each Committee meeting or as otherwise determined by the Committee.

3. Purpose, Role and Authority.

3.1 The purpose of the Committee is to oversee the Company's accounting and financial reporting processes and the preparation and auditing of the Company's financial statements.

3.2 The Committee is authorized by the Board to investigate any matter set out in this Charter or otherwise delegated to the Committee by the Board.

4. Duties and Responsibilities. The Committee has the duties and responsibilities set out in Section 5 to Section 14 of this Charter, as may be amended, supplemented or restated from time to time.

5. External Auditor - Appointment and Removal.

The Committee shall:

5.1 Consider and recommend to the Board, to put forward for shareholder approval at the annual meeting, an Auditor that will be appointed or reappointed to prepare or issue an auditor's report and perform audit, review, attest or other services for the Company in compliance with the Instrument and, if necessary, recommend to the Board the Auditor's removal.

5.2 Recommend to the Board the Auditor's compensation and otherwise setting the terms of the Auditor's engagement (including reviewing and negotiating the Auditor's engagement letter).

5.3 Review and monitor the independence of the Auditor.

5.4 At least once per fiscal year, review the qualifications and performance of the Auditor and the Auditor's lead partners and consider and decide if the Company should adopt or maintain a policy of rotating the accounting firm serving as the Company's Auditor.

6. Auditor Oversight - Audit Services.

The Committee shall:

6.1 Require the Auditor to report directly to the Committee.

6.2 Discuss with the Auditor: (a) before an audit commences, the nature and scope of the audit, the Auditor's responsibilities in relation to the audit, the overall audit strategy, the timing of the audit, the processes used by the Auditor to identify risks and reporting such risks to the Committee; and (b) any other matters relevant to the audit.

6.3 Review and discuss with the Auditor all critical accounting policies and practices to be used in the audit, all alternative treatments of financial information that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the Auditor.

6.4 Review any major issues regarding accounting principles and financial statement presentation with the Auditor and the Company's management, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

6.5 Review and discuss with the Auditor and management any problems or difficulties encountered during the audit, including restrictions on the scope of activities or access to information, and any significant disagreements between the Auditor and management in relation to financial reporting. The Committee may meet with the Auditor and management (together or separately) to discuss and resolve such disagreements.

6.6 Review all material communications between management and the Auditor, including reviewing the Auditor's management letter and management's response.

6.7 Create (if required), review and approve the Company's policies respecting the Company's hiring of any (former or current) Auditor's past or present employees or past or present partners that participated in any capacity in any Company audit.

6.8 Oversee any other matters relating to the Auditor and the performance of audit services on the Company's behalf.

7. Auditor Oversight - Non-Audit Services.

The Committee shall:

7.1 Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries in accordance with the Instrument.

7.2 Notwithstanding Section 7.1, delegate the pre-approval of non-audit services to a member or certain members of the Committee. These member or members shall notify the Committee at each Committee meeting of the non-audit services they approved since the last Committee meeting.

8. Internal Controls.

The Committee shall:

8.1 Monitor and review the effectiveness of the Company's internal audit function, including ensuring that any internal auditors (the "**Internal Auditors**") have adequate monetary and other resources to complete their work and appropriate standing within the Company and, if the Company has no Internal Auditors, consider, on an annual basis, whether the Company requires Internal Auditors and make related recommendations to the Board.

8.2 Oversee an effective system of internal controls and procedures for the Company relating to the financial reporting process and disclosure of the financial results ("**Internal Controls**").

8.3 Review with management and the Internal Auditors (with each privately or together) the adequacy and effectiveness of the Company's Internal Controls, including any significant deficiencies or material weaknesses in the design or operation of the Internal Controls and determine if any special steps must be adopted by the Auditor during its audit in light of any such deficiencies or weaknesses.

8.4 Review management's roles, responsibilities and performance in relation to the Internal Controls.

8.5 Review, discuss and investigate: (a) any alleged fraud involving the Company's management or employees in relation to the Internal Controls, including management's response to any allegations of fraud; (b) implement corrective and disciplinary action in cases of proven fraud; and (c) determine if any special steps must be adopted by the Auditor during its audit in light of any proven fraud or any allegations of fraud.

8.6 Establish and monitor the procedures for: (a) the receipt, retention and treatment of complaints that the Company receives relating to its Internal Controls; (b) the anonymous submission of employees' concerns relating to questionable accounting or audit matters engaged in by the Company; and (c) the independent investigation of the matters set out in Section 8.6(a) and Section 8.6(b), including appropriate follow up actions.

8.7 Review and discuss with the CEO and CFO, or those officers who perform the duties similar to a CEO or CFO, the steps taken to complete the required certifications of the annual and interim filings with applicable securities commissions.

9. Financial Statements.

The Committee shall:

9.1 Review and discuss with the Auditor and management the Company's annual audited financial statements and the accompanying Auditor's report and management discussion and analysis ("**MD&A**"). The Committee's review of the annual audited financial statements will include a review of the notes contained in the financial statements, in particular the notes on: (a) significant accounting policies, including any changes made to them and the effect this may have on the Company; (b) significant estimates and assumptions; (c) significant adjustments resulting from the an audit; (d) the going concern assumption; (e) compliance with accounting standards; (f)

investigations and litigation undertaken by regulatory authorities; (g) the impact of unusual transactions; and (h) off-balance sheet and contingent asset and liabilities, and related disclosures.

9.2 Assess (a) the quality of the accounting principles applied to the financial statements; (b) the clarity of disclosure in the financial statements; and (c) whether the audited annual financial statements present fairly, in all material respects, in accordance with GAAP, the Company's financial condition, operational results and cash flows.

9.3 Upon satisfactory completion of its review, recommend the annual audited financial statements, Auditor's report and annual MD&A for Board approval.

9.4 Review the interim financial statements and related MD&A with the Auditor and management, and if satisfied that the interim financial statements meet the criteria set out in Section 9.2 to recommend to the Board that it approve the interim financial statements and accompanying MD&A.

10. Disclosure of Other Financial Information.

The Committee shall:

10.1 Review and discuss with management the design, implementation and maintenance of effective procedures relating to the Committee's prior review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements ("**Disclosure Procedures**"); ensure that the Disclosure Procedures put in place are followed by the Company's management and employees; and periodically assess the adequacy of the Disclosure Procedures.

10.2 Review the Company's profit and loss press releases and other related press releases before they are released to the public, including the Company's annual information form, earnings press releases and any other public disclosure documents required by applicable securities commissions; and review the nature of any financial information and ratings information provided to agencies and analysts in accordance with the Company's disclosure policy.

10.3 Monitor and review the Company's policy on confidentiality and disclosure on a yearly basis.

11. Risk Management.

The Committee shall:

11.1 Review and discuss with management and the Internal Auditors (each privately or together) policies and guidelines to govern the processes by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and fraud, and the steps management has taken to monitor and control such exposures.

11.2 Review the periodic reports delivered to the Committee by the Internal Auditors; and oversee the processes by which major Company risks are reviewed by either the Committee, another Board committee or the full Board.

12. **Legal Compliance.** The Committee shall review with legal counsel any legal matters, including inquiries received from regulators and governmental agencies, that may have a significant effect on the Company's financial statements, cash flows or operations, and review and oversee any policies, procedures and programs designed by the Company to promote legal compliance.
13. **Related Party Transactions.** The Committee shall review all proposed related party transactions, other than those reviewed by a special committee of disinterested directors in accordance with Canadian corporate or securities laws.
14. **Other Duties and Responsibilities.** The Committee shall complete any other duties and responsibilities delegated by the Board to the Committee from time to time.
15. **Meetings with the Auditor.** Notwithstanding anything set out in this Charter to the contrary, the Committee may meet privately with the Auditor or Internal Auditors as frequently as the Committee deems appropriate for the Committee to fulfil its responsibilities and to discuss any concerns of the Committee or Auditor in relation to the matters covered by the Committee's Charter, including the effectiveness of the Company's financial recording procedures and systems and management's cooperation and responsiveness to matters arising from the audit and non-audit services performed by the Auditor.
16. **Meetings with Management.** The Committee may meet privately with management and the Company's Internal Auditors (together or separately) as frequently as the Committee deems appropriate for the Committee to fulfil its responsibilities to discuss any concerns of the Committee, management or the Internal Auditors.
17. **Outside Advisors.** The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of any outside counsel and other advisors to be paid by the Company.
18. **Reporting.** The Committee shall report to the Board on all matters set out in this Charter and other matters assigned to the Committee by the Board, including: (a) the Auditor's independence; (b) the Auditor's performance and the Committee's recommendation to reappoint or terminate the Auditor; (c) the Internal Auditors' performance; (d) the adequacy of the Internal Controls; (e) the Committee's review of the Company's annual and interim financial statements, and any GAAP reconciliation, including any issues respecting the quality and integrity of financial statements, along with the MD&A; (f) the Company's compliance with legal and regulatory matters and such matters affect the financial statements; and (g) the Company's risk management programs and any risks identified in accordance with this program.
19. **Charter Review.** The Committee shall review this Charter and recommend any proposed changes to the Board for approval.
20. **Performance Evaluation.** The Committee shall conduct an annual evaluation of the performance of its duties and responsibilities under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

21. **No Rights Created.** This Charter is a broad policy statement and is intended to be part of Committee's flexible governance framework. While this Charter should comply with all applicable laws, regulations and listing requirements and the Company's articles and by-laws, this Charter does not create any legally binding obligations on the Committee, the Board or the Company.

CERTIFICATE OF THE COMPANY

Date: March 2, 2023

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of the Provinces of British Columbia and Alberta.

/s/ Raymond Harari

Raymond Harari
Chief Executive Officer

/s/ Carlo Rigillo

Carlo Rigillo
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Raymond Harari

Raymond Harari
Director

/s/ Zachary Goldenberg

Zachary Goldenberg
Director

CERTIFICATE OF THE PROMOTER

Date: March 2, 2023

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of the Provinces of British Columbia and Alberta.

/s/ Raymond Harari

Raymond Harari
Promoter

/s/ Zachary Goldenberg

Zachary Goldenberg
Promoter