

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

AMENDED AND RESTATED PROSPECTUS

(amending and restating the prospectus dated February 8, 2022)

Initial Public Offering

April 7, 2022

ST CHARLES RESOURCES INC.

(a capital pool company)

Minimum Offering: \$500,000 or 5,000,000 Common Shares
Maximum Offering: \$2,000,000 or 20,000,000 Common Shares

Price: \$0.10 per Common Share

The purpose of this offering (the “**Offering**”) is to provide St Charles Resources Inc. (the “**Corporation**”) with funds with which to identify and evaluate businesses or assets with a view to completing the Qualifying Transaction (as hereinafter defined). Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the “**Exchange**”) and, in the case of a Non-Arm’s Length Qualifying Transaction (as hereinafter defined), must also receive Majority of the Minority Approval (as hereinafter defined), in accordance with Exchange Policy 2.4 (the “**CPC Policy**”). The Corporation is a Capital Pool Company (“**CPC**”). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, as hereinafter defined, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See “*Business of the Corporation*” and “*Use of Proceeds*”.

The Offering Price was determined by negotiation between the Corporation and the Agent. The Offering is being made on a best efforts basis on behalf of the Corporation by iA Private Wealth Inc. (the “**Agent**”) in the Provinces of British Columbia, Alberta, Ontario and Saskatchewan and is subject to a minimum subscription of 5,000,000 Common Shares for total gross proceeds to the Corporation of \$500,000 (the “**Minimum Offering**”) and a maximum subscription of 20,000,000 Common Shares for total gross proceeds to the Corporation of \$2,000,000 (the “**Maximum Offering**”). All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement (as hereinafter defined). If the Minimum Offering is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Agent and the purchasers, all subscription proceeds will be returned to purchasers without interest or deduction, unless the purchasers have otherwise instructed the Agent. See “*Plan of Distribution*”.

Pursuant to the Agency Agreement, the Agent, and any sub-agents as the Agent may direct, will be granted a non-transferable option to purchase the number of Common Shares (the “**Agent’s Options**”) equal to 10% of the Common Shares sold in connection with the Offering, each Agent’s Option being exercisable into one Common Share at a price of \$0.10 per Common Share for a period of 60 months from the Listing Date (as hereinafter defined). The grant of the Agent’s Options is qualified under this Prospectus (as hereinafter defined). In addition, and subject to regulatory approval, the Corporation intends to grant options to purchase Common Shares (the “**CPC Options**”) to directors and officers of the Corporation to purchase the number of Common Shares equal to 10% of the number of Common Shares that will be issued and outstanding upon completion of the Offering, each CPC Option being exercisable into one Common Share at a price of \$0.10 per Common Share for a period of five years from the date of issuance. No CPC Options were previously granted to officers and directors of the Corporation and no CPC Options will be issued to directors and officers of the Corporation on the Closing Date (as hereinafter defined). The grant of the CPC Options

is also qualified under this Prospectus. See “Agency Agreement and Agent’s Compensation”, “Options to Purchase Securities” and “Plan of Distribution”.

	Common Shares	Price to Public	Agent’s Commission ⁽¹⁾	Proceeds to Corporation ⁽²⁾
Per Common Share	1	\$0.10	\$0.01	\$0.09
Minimum Offering ⁽³⁾	5,000,000	\$500,000	\$50,000	\$450,000
Maximum Offering ⁽³⁾	20,000,000	\$2,000,000	\$200,000	\$1,800,000

Notes:

- (1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent (the “Agent’s Commission”). Additionally, the Agent and its sub-agents, if any, will be granted the Agent’s Options, exercisable to purchase that number of Common Shares that is equal to 10% of the number of Common Shares issued under the Offering, at a price of \$0.10 per Common Share for a period ending on the date that is 60 months following the date on which the Common Shares are listed on the Exchange (the “Listing Date”). The Agent’s Options are qualified for distribution under this Prospectus. Pursuant to the CPC Policy, no more than 50% of the aggregate number of Common Shares that may be acquired pursuant to the Agent’s Option may be sold prior to Completion of a Qualifying Transaction and the remaining 50% may only be sold after Completion of a Qualifying Transaction. The Agent will also be reimbursed for its expenses and legal fees incurred pursuant to the Offering (not to exceed \$20,000 plus applicable taxes and disbursements) (the “Agent’s Expenses”) and will also receive a work fee of \$12,500 (plus applicable taxes) (the “Agent’s Fee”). See “Plan of Distribution”.
- (2) Before deducting the costs of the Offering estimated at \$90,000, which includes legal and audit fees and other expenses of the Corporation, the Agent’s Fee, legal fees and expenses, the listing fees payable to the Exchange (plus applicable taxes) and filing fees, but excluding the Agent’s Commission. See “Use of Proceeds”.
- (3) In addition to the qualification of up to 20,000,000 Common Shares pursuant to the Offering, this Prospectus also qualifies for distribution: (i) the Agent’s Options, and (ii) the CPC Options. See “Plan of Distribution”.

Market for Securities

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

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, 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 markets operated by PLUS Markets Group plc).

The Exchange has conditionally accepted the listing of the Common Shares on the Exchange (the “Listing”). The Listing is be subject to the Corporation fulfilling all of the requirements of the Exchange, including distribution of the Common Shares to a minimum number of public securityholders.

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent’s Options and the grant of CPC Options to certain directors and officers of the Corporation, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this Prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities commission grants a discretionary order.

Risk Factors

Investment in the Common Shares offered by this Prospectus is highly speculative due to the nature of the Corporation’s business and its present stage of development. The Offering is suitable only to those investors who are prepared to risk the loss of their entire investment. See “Risk Factors”.

Upon completion of the Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of approximately \$0.03 or 30%, if the Minimum Offering is completed, and approximately \$0.013 or 13%, if the Maximum Offering is completed. Furthermore, where the Qualifying Transaction is financed by the issuance of Common Shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment.

There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares.

The Corporation has not commenced commercial operations and has no assets other than cash. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. Until the Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions.

The Corporation has only limited funds with which to identify and evaluate a potential Qualifying Transaction which receives Exchange approval and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders; however, there can be no assurance that the Corporation will successfully complete a Qualifying Transaction. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to complete the transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Corporation and this may result in further dilution to investors.

The Corporation has commenced the process of identifying potential acquisitions, but to date, the Corporation has not identified any potential acquisitions. The Corporation may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required.

A Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

In the event that the management of the Corporation resides out of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.

The Corporation will be in competition with other entities, some of which may have greater resources than the Corporation.

Neither the Exchange, nor any securities regulatory authority, passes upon the merits of any proposed Qualifying Transaction.

The Corporation's directors, officers, Promoters (as hereinafter defined) and, as applicable, Control Persons (as hereinafter defined), and their Associates (as hereinafter defined) and Affiliates (as hereinafter defined), as a group, beneficially own, control, or have direction over, directly or indirectly, approximately 38.86% of the issued and outstanding Common Shares prior to completion of the Offering, 23.14% of the issued and outstanding Common Shares if the Minimum Offering is completed, and 10.45% of the issued and outstanding Common Shares if the Maximum Offering is completed.

The directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation.

As a result of these factors, the Offering is suitable only to investors who are willing to rely solely on the management of the Corporation and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares. See “*Business of the Corporation*”, “*Use of Proceeds*”, “*Capitalization*”, “*Officers, Directors and Promoters*”, “*Dilution*” and “*Risk Factors*”.

Maximum Investment

Pursuant to the CPC Policy, 75% of the total number of Common Shares offered under this Prospectus (being up to 3,750,000 in the event the Corporation completes the Minimum Offering and 15,000,000 in the event the Corporation completes the Maximum Offering) are subject to the following limits:

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2% of the total number of Common Shares offered under this Prospectus, being up to 100,000 in the event the Corporation completes the Minimum Offering and 400,000 Common Shares in the event the Corporation completes the Maximum Offering Common Shares; and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser’s Associates and Affiliates is 4% of the total number of Common Shares offered under this Prospectus, being up to 200,000 in the event the Corporation completes the Minimum Offering and 800,000 Common Shares in the event the Corporation completes the Maximum Offering.

Receipt of Subscriptions

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates for the Common Shares evidencing the Common Shares in definitive form will be available for delivery on the Closing Date unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. (“CDS”) or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

iA Private Wealth Inc., as the Agent, hereby conditionally offers these Common Shares, on a “best efforts” basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under “*Plan of Distribution*” and subject to the approval of certain legal matters by McMillan LLP, on behalf of the Corporation and by DS Burstall LLP, on behalf of the Agent.

Agent for Service

James A. Crombie, the Chief Executive Officer and a Director of the Corporation, and David A. Fennell, a Director of the Corporation, reside under the laws of a foreign jurisdiction or reside outside of Canada. Each of Messrs. Crombie and Fennell has appointed the following agent for service of process:

Name and Address of Agent
McMillan LLP Suite 1500, 1055 West Georgia Street, Vancouver, BC V6E 4N7 Canada

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

No Person is authorized to provide any information or to make any representation in connection with the Offering other than as contained in this Prospectus.

Agent for the Offering:

iA Private Wealth Inc.
26 Wellington Street East, Suite 700,
Toronto, ON M5E 1S2

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GLOSSARY

“**Affiliate**” means a company that is affiliated with another company as described below:

A company is an “Affiliate” of another company if:

- (a) one of them is the subsidiary of the other; or
- (b) each of them is controlled by the same Person.

A company is “controlled” by a Person if:

- (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person; and
- (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

- (a) a company controlled by that Person; or
- (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

“**Agency Agreement**” means the agency agreement dated February 8, 2022 between the Corporation and the Agent.

“**Agent**” means iA Private Wealth Inc. at its office in the City of Toronto, in the Province of Ontario.

“**Agent’s Commission**” means the cash commission of 10% of the gross proceeds of the Offering payable to the Agent.

“**Agent’s Expenses**” means the expenses and legal fees incurred by the Agent pursuant to the Offering (not to exceed \$20,000 plus applicable taxes and disbursements) to be paid by the Corporation to the Agent.

“**Agent’s Fee**” means the work fee of \$12,500 (plus applicable taxes) to be paid by the Corporation to the Agent.

“**Agent’s Options**” means the non-transferable option to be granted by the Corporation to the Agent entitling the Agent to purchase Common Shares in an amount equal to 10% of the number of Common Shares sold pursuant to the Offering at an exercise price of \$0.10 per Agent’s Share, expiring 60 months from the Listing Date.

“**Aggregate Pro Group**” means all Persons who are members of any Pro Group whether or not the Member is involved in a contractual relationship with the Corporation to provide financing sponsorship and other advisory services.

“**Agreement in Principle**” means any enforceable agreement or any other agreement or similar commitment which identifies the fundamental terms upon which the parties agree or intend to agree which:

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and

- (d) identifies the conditions to any further formal agreements or to complete the transaction; and in respect of which there are no material conditions to closing (other than receipt of shareholder approval and Exchange acceptance), the satisfaction of which is dependent upon third parties and beyond the reasonable control of the Non-Arm's Length Parties to the CPC or the Non-Arm's Length Parties to the Qualifying Transaction.

“Associate” when used to indicate a relationship with a Person, means

- (a) an Issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the Issuer;
- (b) any partner of the Person;
- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity; and
- (d) in the case of a Person who is an individual
 - (i) that Person's spouse or child, or
 - (ii) any relative of that Person or of his spouse who has the same residence as that Person;

but

- (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be Associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D.1.00 of the TSX Venture Exchange Rule Book and Policies with respect to that Member firm, Member corporation or holding company.

“Audit Committee” has the meaning ascribed to such term under the heading *“Audit Committee Charter”*.

“Closing Date” means the date that this Offering is completed.

“Commissions” means, collectively, the British Columbia Securities Commission, the Alberta Securities Commission the Ontario Securities Commission and the Financial and Consumer Affairs Authority of Saskatchewan.

“Common Shares” means the common shares in the capital of the Corporation.

“company” unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

“Completion of the Qualifying Transaction” means the date of the Final QT Exchange Bulletin issued by the Exchange.

“Concurrent Financing” has the meaning ascribed thereto in the CPC Policy.

“Conditional Acceptance Documents” has the meaning ascribed thereto in the CPC Policy.

“Control Person” means any Person that holds or is one of a combination of Persons that holds a sufficient number of any of the securities of an Issuer so as to affect materially the control of that Issuer, or that holds more than 20% of the outstanding voting shares of an Issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the Issuer.

“**Corporation**” means St Charles Resources Inc., a corporation incorporated under the *Business Corporations Act* (Ontario) having its registered office in the City of Toronto, in the Province of Ontario.

“**CPC**” or “**Capital Pool Company**” means a corporation:

- (a) that has filed and obtained a receipt for a preliminary CPC Prospectus from one or more of the Commissions in compliance with the CPC Policy; and
- (b) in regard to which the Final QT Exchange Bulletin has not yet been issued.

“**CPC Escrow Agreement**” means the escrow agreement to be entered into on or prior to closing of the Offering among the Corporation, TSX Trust Company and certain shareholders of the Corporation.

“**CPC Filing Statement**” has the meaning ascribed thereto in the CPC Policy.

“**CPC Information Circular**” has the meaning ascribed thereto in the CPC Policy.

“**CPC Policy**” means Policy 2.4 – *Capital Pool Companies* of the Exchange’s Corporate Finance Manual.

“**CPC Option(s)**” means an option to purchase Common Shares which may be granted by the Corporation in accordance with the CPC Policy.

“**Disclosure Document**” has the meaning ascribed thereto in the CPC Policy.

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

“**Final QT Exchange Bulletin**” means the bulletin issued by the Exchange following the closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction.

“**Initial Listing Requirements**” means the minimum financial, distribution and other standards that must be met by applicants seeking a listing on a particular tier of the Exchange.

“**initial public offering**” or “**IPO**” means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

“**Insider**” if used in relation to an Issuer, means:

- (a) a director or senior officer of the Issuer;
- (b) a director or senior officer of the company that is an Insider or subsidiary of the Issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Issuer; or
- (d) the Issuer itself if it holds any of its own securities.

“**Issuer**” means a company and its subsidiaries which have any of its securities listed for trading on the Exchange and, as the context requires, any applicant company seeking a listing of its securities on the Exchange.

“**Listing Date**” means the date on which the Common Shares are listed for trading on the Exchange.

“**Majority of the Minority Approval**” means the approval by the majority of the votes cast at a meeting of shareholders of the CPC, or by the written consent of shareholders holding more than 50% of the Common Shares,

provided that the votes attached to the Common Shares held by the following Persons and their Associates and Affiliates are excluded from the calculation of any such approval or written consent:

- (a) Non-Arm's Length Parties to the CPC;
- (b) Non-Arm's Length Parties to the Qualifying Transaction; and
- (c) in the case of a Related Party Transaction:
 - (i) if the CPC holds its own shares, the CPC; and
 - (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction;

"Maximum Offering" means the offering of 20,000,000 Common Shares in accordance with the terms of this Prospectus.

"Member" means a Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange requirements.

"Members' Agreement" means the members' agreement among the Exchange and each Person who, from time to time, is accepted as and becomes a member of the Exchange under the Exchange requirements.

"MI 11-102" means Multilateral Instrument 11-102 – *Passport System*.

"Minimum Offering" means the offering of 5,000,000 Common Shares in accordance with the terms of this Prospectus.

"NI 41-101" means National Instrument 41-101 – *General Prospectus Requirements*.

"NI 52-110" means National Instrument 52-110 – *Audit Committees*.

"NP 11-202" means National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions*.

"Non-Arm's Length Party" means:

- (a) in relation to a company:
 - (i) a Promoter, officer, director, other Insider or Control Person of that company (including an Issuer) and any Associates or Affiliates of any of such Persons; or
 - (ii) another entity, or an Affiliate of that entity, if that entity or its Affiliate have the same Promoter, officer, director, Insider or Control Person as the company; and
- (b) in relation to an individual, any Associate of the individual or any company of which the individual is a Promoter, officer, director, Insider or Control Person.

"Non-Arm's Length Parties to the Qualifying Transaction" means the Vendor(s), any Target Company(ies) and includes, in relation to Significant Assets or Target Company(ies), the Non-Arm's Length Parties of the Vendor(s), the Non-Arm's Length Parties of any Target Company(ies) and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.

"Non-Arm's Length Qualifying Transaction" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be the subject of the proposed Qualifying Transaction.

“Offering” means the offering of a minimum of 5,000,000 Common Shares and up to a maximum of 20,000,000 Common Shares in accordance with the terms of this Prospectus.

“Option Plan” has the meaning ascribed thereto under the heading *“Options to Purchase Securities”* of this Prospectus.

“Person” means a company or individual.

“Principal” means:

- (a) a Person who acted as a Promoter of the Issuer within two years or their respective Associates or Affiliates before the IPO prospectus or the date of the Final QT Exchange Bulletin;
- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final QT Exchange Bulletin;
- (c) a 20% holder – a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO or immediately after the Final QT Exchange Bulletin for non-IPO transactions; and
- (d) a 10% holder – a Person that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO or immediately after the Final QT Exchange Bulletin for non-IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

In calculating these percentages, include securities that may be issued to the holder under outstanding convertible securities in both the holder’s securities and the total securities outstanding.

A company, more than 50% held by one or more Principals will be treated as a Principal and in calculating this percentage, securities of the entity that may be issued to the Principals under outstanding convertible securities are to be included in both the Principals’ securities of the entity and the total securities of the entity outstanding.

A Principal’s spouse and their relatives that live at the same address as the Principal will also be treated as Principals.

“Pro Group” means:

- (a) Subject to subparagraphs (b), (c) and (d), “Pro Group” shall include, either individually or as a group:
 - (i) the Member;
 - (ii) employees of the Member;
 - (iii) partners, officers and directors of the Member;
 - (iv) Affiliates of the Member; and
 - (v) Associates of any parties referred to in subparagraphs (i) through (iv).

- (b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length to the Member;
- (d) The Exchange may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Exchange determines that:
 - (i) the Person is an Affiliate or Associate of the Member is acting at arm's length of the Member;
 - (ii) the Associate or Affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

"Prospectus" means this disclosure document of the Corporation required to be prepared in connection with an initial public offering of Common Shares, which document complies with the form and content requirements of a prospectus as promulgated under applicable securities laws.

"Promoter" has the meaning ascribed to it in section 1(1) of the *Securities Act* (Ontario).

"Qualifying Transaction" means a transaction where a CPC acquires Significant Assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means.

"Qualifying Transaction Agreement" means any agreement or other similar commitment respecting the Qualifying Transaction which identifies the fundamental terms upon which the parties agree or intend to agree, including:

- (a) the Significant Assets and/or Target Company;
- (b) the parties to the Qualifying Transaction;
- (c) the value of the Significant Assets and/or Target Company and the consideration to be paid or otherwise identifies the means by which the consideration will be determined; and
- (d) the conditions to any further formal agreements or completion of the Qualifying Transaction.

"Related Party Transaction" has the meaning ascribed to that term under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, together with the Companion Policy 61-101CP, and includes a related party transaction that is determined by the Exchange to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm's Length Parties, or other circumstances exist which may compromise the independence of the Corporation with respect to the transaction.

"Resulting Issuer" means the Issuer that was formerly a CPC, which exists upon issuance of the Final QT Exchange Bulletin.

"SEDAR" means System for Electronic Document Analysis and Retrieval.

“Significant Assets” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions would result in the CPC meeting the Initial Listing Requirements of the Exchange.

“Sponsor” has the meaning ascribed to such term in Policy 1.1 – *Interpretation* of the Exchange’s Corporate Finance Manual.

“Sponsor Report” has the meaning ascribed to it in Policy 2.2 – *Sponsorship and Sponsorship Requirements* of the Exchange’s Corporate Finance Manual.

“Target Company” means a Company to be acquired by the CPC as its Significant Assets pursuant to a Qualifying Transaction.

“Vendor” or **“Vendors”** means one or all of the beneficial owners of the Significant Assets and/or Target Company.

PROSPECTUS SUMMARY

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

- Corporation:** The Corporation was incorporated in Ontario on July 16, 2021 under the name “St Charles Resources Inc.”. See “*The Corporation*”.
- Business of the Corporation:** The Corporation is a CPC as defined in the CPC Policy. The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing the Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See “*Business of the Corporation*”.
- Offering:** A minimum of 5,000,000 Common Shares and a maximum of 20,000,000 Common Shares are being offered under this Prospectus at \$0.10 per Common Share in British Columbia, Alberta, Ontario and Saskatchewan. In addition, this Prospectus will qualify the distribution to the Agent of the Agent’s Options (being an option to acquire 10% of the number of Common Shares sold under the Offering exercisable for a period expiring on the date that is 60 months following the Listing Date at a price of \$0.10 per Common Share). The Corporation also intends to grant CPC Options to purchase up to 2,736,000 Common Shares to directors and officers, all of which CPC Options are qualified for distribution under this Prospectus. See “*Options to Purchase Securities*” and “*Plan of Distribution*”.
- Use of Proceeds:** The net proceeds of the Offering and prior sales of the Common Shares by the Corporation will be approximately \$725,000, if the Minimum Offering is completed, or \$2,075,000, if the Maximum Offering is completed (after deducting the cost of prior sales, the Agent’s Fee, the Agent’s Commission and the Offering costs and prior expenses estimated to be \$90,000).
The net proceeds of the Offering plus the proceeds from prior sales of the Common Shares will be used to provide the Corporation with funds with which to identify and evaluate assets or businesses for acquisition with a view to completing the Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of a Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of \$3,000 per month may be used for general and administrative expenses of the Corporation. See “*Use of Proceeds*”, “*Business of the Corporation*” and “*Risk Factors*”.
- Management and Directors:** James A. Crombie – President, Chief Executive Officer and Director
Alain Krushnisky – Chief Financial Officer and Director
Carole Plante – Corporate Secretary and Director
Mark Eaton – Director
David A. Fennell – Director
See “*Directors, Officers and Promoters*”.

Escrowed Securities:

All of the currently issued and outstanding Common Shares, being **7,360,000** Common Shares, will be deposited in escrow pursuant to the terms of the CPC Escrow Agreement and will be released from escrow in stages over a period of 18 months from the date of the Final QT Exchange Bulletin. See "*Escrowed Securities*".

Risk Factors:

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation.

Assuming completion of the Offering, an investor will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of approximately \$0.03 or 30%, if the Minimum Offering is completed, and approximately \$0.013 or 13%, if the Maximum Offering is completed.

There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or business with a view to completing a Qualifying Transaction.

The Corporation has only limited funds with which to identify and evaluate a potential Qualifying Transaction which receives Exchange approval and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders; however, there can be no assurance that the Corporation will successfully identify or complete a Qualifying Transaction. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to complete the transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Corporation and this may result in further dilution to investors.

The Corporation has commenced the process of identifying potential acquisitions, but to date, the Corporation has not identified any potential acquisitions. The Corporation may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required.

A Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts resident outside of Canada and that it may be difficult or may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

In the event that the management of the Corporation resides out of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.

The Corporation will be in competition with other entities with greater resources.

Neither the Exchange, nor any securities regulatory authority, passes upon the merits of any proposed Qualifying Transaction.

If the Corporation does not list the Common Shares on the Exchange prior to the time of closing, adverse tax consequences will arise with respect to any Common Shares held in a Deferred Plan (as defined under the heading "*Eligibility for Investment*").

The directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and they are and will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

See "*Business of the Corporation*", "*Officers, Directors and Promoters*", "*Capitalization*", "*Dilution*", "*Use of Proceeds*", "*Risk Factors*" and "*Conflicts of Interest*".

THE CORPORATION

The Corporation was incorporated on July 16, 2021 under the *Business Corporations Act* (Ontario) under the name “St Charles Resources Inc.”. The Corporation is a CPC as defined in the CPC Policy.

The registered office of the Corporation is at 181 Bay Street, 4400, Toronto, Ontario, M5J 2T3, Canada.

The Corporation has no subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As of the date of this Prospectus, the Corporation has incurred or accrued preliminary expenses with respect to the incorporation and organization of the Corporation, corporate finance, legal and audit fees and expenses totalling approximately \$50,000. The Corporation has paid \$5,000 (plus applicable taxes) to the Exchange as part of its listing fees and paid \$9,152.50 with respect to filing fees incurred in connection with filing this Prospectus. The Corporation has also paid to the Agent a retainer against the Agent’s Expenses amounting to \$10,000, which will be applied towards the payment of the Agent’s Expenses, and the Agent’s Fee amounting to \$12,500 plus applicable taxes. On closing of the Offering, the Corporation will pay to the Agent the Agent’s Commission and any outstanding Agent’s Expenses.

A portion of the proceeds of the Offering will be used to satisfy the obligations of the Corporation related to the Offering, including expenses of its legal counsel and auditor. See “*Use of Proceeds*”.

Proposed Operations until Completion of the Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing the Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm’s Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations. The Corporation currently intends to pursue a Qualifying Transaction in the mineral exploration and development industry but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following the Completion of a Qualifying Transaction. See “*Use of Proceeds*”.

Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under “*Permitted Use of Proceeds*”, the funds raised pursuant to the Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

Although the Corporation has commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.

Method of Financing

The Corporation may use cash, bank financing, the issuance of treasury shares, public debt or equity financing or a combination of these for the purpose of financing its proposed Qualifying Transaction. **The Qualifying Transaction financed by the issue of treasury shares could result in a change in the control of the Corporation and may cause the shareholders’ interest in the Corporation to be further diluted.** See “*Risk Factors*”.

Criteria for the Qualifying Transaction

All potential Qualifying Transactions will initially be screened by management of the Corporation so as to evaluate the business plan of each corporation or business, which evaluation will include an analysis of the assets, the line of

services or products offered, the extent of the competition in the marketplace, the market potential of the product lines or services, the market plan, existing and remaining management, production plans, financial plans and cash flow projections and capital requirements. Similar criteria will be employed in the evaluation of other assets.

Upon the favourable completion of management's analysis, management will proceed to negotiate appropriate acquisition terms with those prospective corporations, businesses or the owners of other assets and thereafter will present the proposal to the board of directors for its consideration and approval.

The board of directors of the Corporation, in considering whether to approve the terms of the proposed acquisition, will be guided by the following criteria:

- (a) the projected rate of return on the proposed investment having regard to the risk of loss;
- (b) the prospects for growth, having regard to existing or potential market share;
- (c) the skill of the management team, either as it exists or as it may be modified as a consequence of the acquisition; and
- (d) basic financial considerations such as the ratio of debt to equity of the target business, the overall cost of the acquisition, and the prospects of obtaining the debt or equity financing necessary to effect the acquisition.

Any proposed Qualifying Transaction must be approved by the Corporation's board of directors. In exercising their powers and discharging their duties in relation to proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

REGULATORY AND SHAREHOLDER APPROVAL

Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction

Upon the Corporation reaching a Qualifying Transaction Agreement, the Corporation must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Corporation's Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "*Trading Halts, Suspensions and Delisting*". Within 75 days after issuance of such news release, the Corporation shall be required to submit for review to the Exchange a Disclosure Document that complies with Exchange requirements containing prospectus level disclosure of the Significant Assets and the Corporation, assuming Completion of the Qualifying Transaction. Where the proposed Qualifying Transaction is a Non-Arm's Length Qualifying Transaction, the Corporation must obtain Majority of the Minority Approval of the Qualifying Transaction. Where the proposed Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction, the Exchange will not require the Corporation to obtain Shareholder approval of the Qualifying Transaction provided that it files the CPC Filing Statement or a prospectus.

Once the Conditional Acceptance Documents have been accepted for filing, the Exchange will advise the Corporation that it is cleared to file the final Disclosure Document on SEDAR and:

- (a) where Shareholder approval of the Qualifying Transaction is not required, the Corporation must file the final CPC Filing Statement or Prospectus on SEDAR at least seven business days prior to; or
 - (i) the resumption of trading in the securities of the Resulting Issuer following the Completion of the Qualifying Transaction, if the securities of the Corporation are halted from trading; or
 - (ii) the Completion of the Qualifying Transaction, if the securities of the Corporation are not halted from trading;

- (b) where Shareholder approval is required and is to be obtained at a meeting of Shareholders, the Corporation will file on SEDAR and mail to its Shareholders the notice of meeting, CPC Information Circular and form of proxy, together with any other required documents;
- (c) where Shareholder approval is required and is to be obtained by written consent, the Corporation will file on SEDAR the final Disclosure Document.

If required by the Exchange, the Corporation will retain a Sponsor, who must be a Member of the Exchange or a Participating Organization of the Toronto Stock Exchange, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with the Policies of the Exchange. The Corporation will no longer be considered to be a CPC upon the Exchange having issued the Final QT Exchange Bulletin. The Exchange will generally not issue the Final QT Exchange Bulletin until the Exchange has received:

- (a) confirmation of Majority of the Minority Approval of the Qualifying Transaction, if required;
- (b) confirmation of closing of the Qualifying Transaction; and
- (c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

Upon issuance of the Final QT Exchange Bulletin, the CPC Policy will generally cease to apply, with the exception of the escrow provisions of the CPC Policy.

Initial Listing Requirements

The Resulting Issuer must satisfy the Exchange's Initial Listing Requirements for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable Policies of the Exchange.

Trading Halts, Suspensions and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of a Qualifying Transaction Agreement until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms, or, if applicable, declarations for all individuals who may be directors, senior officers, Promoters, or Insiders of the Resulting Issuer must be filed with the Exchange and any preliminary background searches that the Exchange considers necessary or advisable must also be completed before the trading halt will be lifted by the Exchange.

Even if all filing requirements have been satisfied and preliminary background checks completed, the Exchange may continue or reinstate a halt in trading of the Common Shares for public policy reasons including:

- (a) the unacceptable nature of the business of the Resulting Issuer; or
- (b) the number of conditions precedent to, or the nature and number of deficiencies required to be resolved prior to, completion of the Qualifying Transaction, are so significant or numerous as to make it appear to the Exchange that the halt should be reinstated or continued.

A trading halt may also be imposed by the Exchange where the Corporation fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Qualifying Transaction Agreement or if the Corporation fails to file post-meeting or final documents, as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

In the event that the Common Shares of the Corporation are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non-Arm's Length Parties to

the Corporation, determine to deal with the Corporation or its remaining assets in some other manner. See “*Filings and Shareholder Approval of a Non-Arm’s Length Qualifying Transaction*”.

Refusal of Qualifying Transaction

The Exchange, in its sole discretion, may not accept the Qualifying Transaction where:

- (a) the Resulting Issuer fails to satisfy the applicable initial listing requirements of the Exchange;
- (b) the Resulting Issuer will be a mutual fund, as defined in the securities legislation; or
- (c) notwithstanding the definition of the Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The following table indicates the principal uses to which the Corporation proposes to use the total funds available to it upon the completion of the Offering:

Principal Uses	Minimum Offering	Maximum Offering
Gross cash proceeds received by the Corporation from the sale of Common Shares prior to this Offering ⁽¹⁾	\$368,000	\$368,000
Less: Expenses and costs relating to raising the cash proceeds referred to in (a) above	\$(10,000)	\$(10,000)
Plus: Gross cash proceeds to be raised by the Corporation from the sale of the Common Shares distributed pursuant to this Offering	\$500,000	\$2,000,000
Less: Expenses and costs relating to the Offering (including listing fees, the Agent’s Commission, the Agent’s Expenses, the Agent’s Fees, legal fees, audit fees and expenses), incurred to date and expected to be incurred ⁽²⁾	\$(133,000)	\$(283,000)
Estimated funds available on completion of the Offering⁽³⁾⁽⁴⁾	\$725,000	\$2,075,000
Estimated funds available for identifying and evaluating assets or business prospects	\$653,000	\$2,003,000
Estimated general and administrative expenses until Completion of the Qualifying Transaction ⁽⁵⁾	\$72,000	\$72,000

Notes:

- (1) See “*Prior Sales*”.
- (2) Includes listing and filing fees, the Corporation’s legal and audit fees, the Agent’s Commission, the Agent’s Expenses, the Agent’s Fees, and applicable taxes thereon.
- (3) In the event, and to the extent, the Agent exercises the Agent’s Options and all of the outstanding CPC Options are exercised, there will be available to the Corporation up to an additional \$173,600 in the event of the Minimum Offering and \$473,600 in the event of the Maximum Offering, There is no assurance that the Agent’s Options or the CPC Options will be exercised.
- (4) In the event that the Corporation enters into an Qualifying Transaction Agreement prior to spending all of the funds available to it on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.
- (5) This figure reflects an estimate of aggregate expenses incurred by the Corporation for a period of 24 months following the completion of the Offering. Estimated general expenses consists of: (i) \$20,000 allocated to the preparation of quarterly filings; (ii) \$10,000 for legal fees; and (iii) \$42,000 for administrative costs.

The net proceeds of the Offering together with the proceeds from prior sales of Common Shares will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. The CPC Policy provides that until Completion of a Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of \$3,000 per month may be used for general and administrative expenses of the CPC.

Until required for the Corporation's purposes, the proceeds will only be invested in securities of, or those guaranteed by, the Government of Canada or any Province or territory of Canada or the Government of the United States of America, in certificates of deposit or interest bearing accounts of Canadian chartered banks, trust companies or credit unions.

The proceeds from this Offering and any prior sale of Common Shares, after deducting the expenses associated with this Offering, will only be sufficient to identify and evaluate a finite number of assets and businesses, and additional funds may be required to finance any acquisition to which the Corporation may commit. See "*Business of the Corporation*", "*Method of Financing*" and "*Risk Factors*".

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "*Prohibited Payments to Non-Arm's Length Parties*", "*Private Placements for Cash*," and "*Finder's Fees*", the gross proceeds realized from the sale of all securities issued by the Corporation will be used by the Corporation only to identify and evaluate assets or businesses and obtain shareholder approval, if applicable, for a proposed Qualifying Transaction, including expenses such as:

- (a) reasonable expenses relating to the Corporation's IPO, including:
 - (i) fees for legal services and audit services relating to the preparation and filing of this Prospectus;
 - (ii) Agent's fees, costs and commissions; and
 - (iii) printing costs, including printing of this Prospectus and share certificates;
- (b) reasonable general and administrative expenses of the Corporation (not exceeding in aggregate \$3,000 per month), including:
 - (i) office supplies, office rent and related utilities;
 - (ii) equipment leases;
 - (iii) fees for legal services; and
 - (iv) fees for accounting and advisory services;
- (c) reasonable expenses relating to a proposed Qualifying Transaction, including:
 - (i) valuations or appraisals;
 - (ii) feasibility studies and technical assessments;
 - (iii) business plans;
 - (iv) sponsorship reports;

- (v) geological reports;
- (vi) financial statements; and
- (vii) fees for legal, accounting, assurance and audit services;
- (d) agents' and finders' fees, costs and commissions;
- (e) assurance and audit fees of the Corporation;
- (f) escrow agent and transfer agent fees of the Corporation; and
- (g) regulatory filing fees of the Corporation.

In addition, a maximum aggregate amount of \$25,000 may be advanced as a non-refundable deposit or unsecured loan to a Target Company or Vendor(s), as the case may be, without the prior acceptance of the Exchange. Any proposed deposit, advance or loan of funds from the Corporation to the Target Company or a Vendor(s) in excess of such \$25,000 maximum aggregate may only be made as a secured loan with the prior acceptance of the Exchange where all of the following conditions are satisfied:

- (a) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;
- (b) the Qualifying Transaction has been announced in a comprehensive news release;
- (c) due diligence with respect to the Qualifying Transaction is well underway;
- (d) if applicable, a Sponsor has been engaged or the sponsorship requirement has been waived;
- (e) the loan has been announced in a new release at least 15 days prior to the date of any such loan; and
- (f) the total amount of all deposits, advances and loans from the Corporation does not exceed a maximum of \$250,000 in aggregate unless the aggregate amount advanced from the Corporation to the Target Company or the Vendor(s) does not represent more than 20% of the working capital of the Corporation.

Prohibited Payments to Non-Arm's Length Parties

Except as described under "*Options to Purchase Securities*", "*Permitted Use of Funds*" and "*Finder's Fees*", the Corporation has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non-Arm's Length Party to the Corporation or to a Non-Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, promotional or market-making services in respect of the Corporation or the securities of the Corporation or any Resulting Issuer, by any means, including:

- (a) remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors' fees, finders' fees (except as permitted under the CPC Policy), loans, advances and bonuses; and
- (b) deposits and similar payments.

Further, no such payment will be made by the Corporation or by any other Person after the Completion of the Qualifying Transaction if such payment relates to services rendered or obligations incurred before or in connection with the Qualifying Transaction.

Notwithstanding the above, the Corporation may pay or reimburse a Non Arm's Length Party to the Corporation for reasonable general and administrative expenses of the Corporation (including office supplies, office rent and related

utilities, equipment leases, fees for legal services and fees for accounting and advisory services) not exceeding in aggregate \$3,000 per month, and for fees for legal services relating to a proposed Qualifying Transaction. The Corporation may also reimburse a Non-Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "*Permitted Use of Funds*".

The foregoing restrictions on the use of proceeds and prohibitions on payments to Non-Arm's Length Parties and persons engaged in investor relations activities continue to apply until the Completion of the Qualifying Transaction.

Private Placements for Cash

After the closing of the Offering and until the Completion of a Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of a Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$10,000,000. Generally, the only securities issuable pursuant to such a private placement will be Common Shares and agent's options. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Finders' Fees

Upon Completion of the Qualifying Transaction, the Corporation and Target Company may pay finder's fees in aggregate pursuant to Exchange Policy 5.1 – *Loans, Loan Bonuses, Finder's Fees and Commissions*:

- (a) to a Person that is not a Non-Arm's Length Party to the Corporation; and
- (b) to a Non-Arm's Length Party to the Corporation, provided that:
 - (i) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;
 - (ii) the Qualifying Transaction is not a transaction between the Corporation and an existing public company;
 - (iii) the finder's fee is payable in the form of cash, Common Shares and/or Warrants only;
 - (iv) the amount of any Concurrent Financing is not included in the value of the measurable benefit used to calculate the finder's fee; and
 - (v) approval of the finder's fee is obtained by ordinary resolution at a meeting of Shareholders of the Corporation or by the written consent of Shareholders of the Corporation holding more than 50% of the issued Listed Shares of the Corporation, provided that the votes attached to the Listed Shares of the Corporation held by the recipient of the finder's fee and its Associates and Affiliates are excluded from the calculation of any such approval or written consent.

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale, on a "best efforts" basis to the public, a minimum of 5,000,000 Common Shares and a maximum of 20,000,000 Common Shares, as provided for in this Prospectus, at a price of \$0.10 per Common Share, for gross proceeds of a minimum of \$500,000 and a maximum of \$2,000,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive the Agent's Commission amounting to 10% of the aggregate gross proceeds from the sale of Common Shares. In addition, the Agent will be paid the Agent's Fee of \$12,500 plus

applicable taxes. The Corporation will also pay the Agent's Expenses, including reasonable fees and disbursements of the Agent's legal counsel, up to a maximum of \$20,000, plus applicable taxes and disbursements.

The Corporation has also agreed to grant to the Agent the Agent's Options to purchase such number Common Shares representing 10% of the total number of Common Shares sold to the public pursuant to the Offering at an exercise price of \$0.10 per Agent's Option, which may be exercised for a period of 60 months from the Listing Date.

The Agent's Options are qualified for distribution under this Prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of a Qualifying Transaction. The remaining 50% may be sold after the Completion of a Qualifying Transaction. The Agent has agreed to use its best efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as provided in the Agency Agreement.

Best Efforts Offering and Minimum Distribution

The Agent has agreed to use best efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation but is not obligated to do so. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets or upon the occurrence of certain events stated in the Agency Agreement.

The total Offering consists of a minimum of 5,000,000 Common Shares and a maximum of 20,000,000 Common Shares for total gross proceeds of between \$500,000 and \$2,000,000. Under the CPC Policy, 75% of the total number of Common Shares offered under this Prospectus (being 3,750,000 in the event the Corporation completes the Minimum Offering and up to 15,000,000 Common Shares in the event the Corporation completes the Maximum Offering) are subject to the following limits:

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2.0% of the total number of Common Shares offered under this Prospectus (being 100,000 Common Shares in the event the Corporation completes the Minimum Offering and 400,000 in the event the Corporation completes the Maximum Offering); and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates is 4.0% of the total number of Common Shares offered under this Prospectus (being 200,000 Common Shares in the event the Corporation completes the Minimum Offering and 800,000 in the event the Corporation completes the Maximum Offering).

The funds received from the Offering will be deposited with the Agent, and will not be released until proceeds of \$500,000 has been received by the Agent. The Minimum Offering must be completed within 90 days of the date a receipt for this Prospectus is issued, or such other time as may be consented to by persons or companies who subscribed during that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant CPC Options to purchase a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding on completion of the Offering, being 1,236,000 Common Shares in the event of the Minimum Offering and 2,736,000 in the event of the Maximum Offering, to directors and officers in accordance with the policies of the Exchange, which CPC Options are qualified for distribution under this Prospectus.

Determination of Price

The Offering Price was determined by negotiation between the Corporation and the Agent.

Listing Application

The Corporation has applied to list its Common Shares on the Exchange and the Exchange has conditionally accepted the Listing. Listing is subject to the Corporation fulfilling all of the requirements of the Exchange.

Venture Issuers

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequis 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 markets operated by Plus Markets Group plc).

Restrictions on Trading

Other than the Offering of the Common Shares pursuant to this Prospectus and the grant of the Agent's Options and CPC Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for this Prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, **7,360,000** Common Shares are issued and outstanding as fully paid and non-assessable. There are no other shares of any class issued and outstanding.

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to notice of, attend and one vote per share at, meetings of the shareholders of the Corporation and, upon liquidation, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to share on a pro-rata basis according to the number of Common Shares held in the remaining property of the Corporation.

All Common Shares outstanding after completion of the Offering will be fully paid and non-assessable. See "*Plan of Distribution*", "*Prior Sales*" and "*Options to Purchase Securities*".

CAPITALIZATION

Designation of Security	Amount Authorized	Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus ⁽¹⁾⁽⁸⁾	Amount Outstanding as of the date hereof, before giving effect to the Offering ⁽⁸⁾	Amount outstanding after giving effect to the Minimum Offering ⁽²⁾⁽⁴⁾⁽⁶⁾⁽⁸⁾	Amount outstanding after giving effect to the Maximum Offering ⁽³⁾⁽⁵⁾⁽⁷⁾⁽⁸⁾
Common Shares	Unlimited	\$368,000 (7,360,000 Common Shares)	\$368,000 (7,360,000 Common Shares)	\$868,000 (12,360,000 Common Shares)	\$2,368,000 (27,360,000 Common Shares)

Notes:

- (1) As of the date of the most recent balance sheet contained in the prospectus, the Corporation had not commenced commercial operations or actively searching for a business of merit.
- (2) Assuming completion of the Minimum Offering, the Corporation will grant to the Agent 500,000 Agent's Options, exercisable to acquire 500,000 Common Shares at a price of \$0.10 per Agent's Share for 60 months following the closing of the Offering.
- (3) Assuming completion of the Maximum Offering, the Corporation will grant to the Agent 2,000,000 Agent's Options, exercisable to acquire 2,000,000 Common Shares at a price of \$0.10 per Agent's Share for 60 months following the closing of the Offering.
- (4) Funds available upon completion of the Offering are expected to be \$725,000 in the event the Minimum Offering is completed, which is net of the \$143,000 estimated expenses for the Offering. See "Use of Proceeds".
- (5) Funds available upon completion of the Offering are expected to be \$2,075,000 in the event the Maximum Offering, which is net of the \$293,000 estimated expenses for the Offering. See "Use of Proceeds".
- (6) Excludes 1,236,000 CPC Options with an expiry date of five years from the date the Common Shares are listed on the Exchange. See "CPC Options" to be granted to directors and officers.
- (7) Excludes 2,736,000 CPC Options with an expiry date of five years from the date the Common Shares are listed on the Exchange. See "CPC Options" to be granted to directors and officers.
- (8) 7,360,000 Common Shares issued to Insiders, and Affiliates and Associates of Insiders, of the Corporation or at a price below \$0.10 per Common Share will be held in escrow in accordance with the CPC Policy. See "Escrowed Securities".

OPTIONS TO PURCHASE SECURITIES

CPC Options

The Corporation has adopted an incentive stock option plan (the "Option Plan"). On the Closing Date, the Corporation will grant 1,236,000 CPC Options in the event of the Minimum Offering, and 2,736,000 CPC Options in the event of the Maximum Offering, at an exercise price of \$0.10 per Common Share (each an "Option Share") pursuant to the terms of the Option Plan. The CPC Options will expire five years after the date of listing on the TSX Venture Exchange. The board of directors of the Corporation intends to grant the following CPC Options to purchase Common Shares:

Name of Optionee	Number of Common Shares Under CPC Options in the event of the Minimum Offering	Number of Common Shares Under CPC Options in the event of the Maximum Offering	Exercise Price	Expiry Date
James A. Crombie	309,000	684,000	\$0.10	5 years
Alain Krushnisky	231,750	513,000	\$0.10	5 years
Carole Plante	231,750	513,000	\$0.10	5 years
Mark Eaton	231,750	513,000	\$0.10	5 years
David A. Fennell	231,750	513,000	\$0.10	5 years
TOTAL	1,236,000	2,736,000		

The CPC Options to purchase up to 2,736,000 Common Shares to directors and officers, (subject to regulatory approval) are qualified for distribution pursuant to this Prospectus.

Agent's Options

Pursuant to the terms of the Agency Agreement, upon the Closing Date, the board of directors of the Corporation intends to grant the Agent's Options to the Agent.

Name of Optionee	Number of Common Shares Under Agent's Options if Minimum Offering is Completed	Number of Common Shares Under Agent's Options if Maximum Offering is Completed	Exercise Price	Expiry Date
iA Private Wealth Inc.	500,000	2,000,000	\$0.10	60 months

The Agent's Options to be granted immediately after closing the Offering and the Agent's Options (subject to regulatory approval) are qualified for distribution pursuant to this Prospectus.

Option Plan

Upon closing of the Offering, the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and consultants, and after completion of a Qualifying Transaction, employees, of the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares as at the date of grant of any such option, and that the exercise period does not exceed 10 years from the date of grant. Pursuant to the policies of the TSX Venture Exchange, no options may be granted to employees or consultants performing investor relations activities before completion of a Qualifying Transaction.

The number of Common Shares issuable to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares of the Corporation as at the date of grant of such option. The number of Common Shares issuable at any given time to all consultants in aggregate will not exceed 2% of the issued and outstanding Common Shares of the Corporation as at the date of grant of such option.

The term of an option to purchase Common Shares must expire not later than 12 months after the optionee ceases to be a director, officer or consultant of the Corporation, or of the Resulting Issuer, as the case may be, subject to any earlier expiry date of such option.

All CPC Options and Common Shares issued prior to the date of the Final QT Exchange Bulletin pursuant to the exercise of such options are subject to escrow under the Escrow Agreement. In addition, all Common Shares issued on or after the date of the Final QT Exchange Bulletin pursuant to the exercise of an option granted prior to this Offering with an exercise price that is less than the issue price of this Offering are also subject to escrow under the CPC Escrow Agreement. For further details of the escrow requirements and release provisions, see "*Escrowed Securities*".

PRIOR SALES

Since the date of incorporation of the Corporation, 7,360,000 Common Shares have been issued and are currently outstanding as follows:

Date	Number of Common Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
July 16, 2021	1 ⁽¹⁾	\$1.00	\$1.00	Cash

September 13, 2021	7,360,000 ⁽²⁾	\$0.05	\$368,000	Cash
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Note:

- (1) Initial incorporator's share, which was subsequently repurchased by the Corporation.
(2) All of these Common Shares were issued to Insiders or at a price below \$0.10 per Common Share and will be escrowed. See "Escrowed Securities".

ESCROWED SECURITIES

All of the 7,360,000 outstanding Common Shares issued prior to the Offering at a price below \$0.10 per Common Share and all Common Shares that may be acquired by Non-Arm's Length Parties of the Corporation either under the Offering or otherwise prior to the date of the Final QT Exchange Bulletin and all CPC Options will be deposited with TSX Trust Company, as escrow agent, pursuant to the CPC Escrow Agreement. In addition, all Common Shares issued on or after the date of the Final QT Exchange Bulletin pursuant to the exercise of CPC Options granted prior to the Offering with an exercise price that is less than the issue price of this Offering are also subject to escrow under the CPC Escrow Agreement. As of the date hereof, 7,360,000 Common Shares will be held by the Escrow Agent pursuant to the CPC Escrow Agreement.

The following table sets out, as at the date hereof, the number of Common Shares of the Corporation which are held in escrow pursuant to the CPC Escrow Agreement.

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares Escrowed ⁽¹⁾	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares After Giving Effect to the Minimum Offering ⁽¹⁾⁽²⁾	Percentage of Common Shares After Giving Effect to the Maximum Offering ⁽¹⁾⁽³⁾
James A. Crombie <i>Nassau, Bahamas</i>	1,500,000	1,500,000	20.38%	12.14%	5.48%
Alain Krushnisky <i>Beaconsfield, Quebec</i>	300,000	300,000	4.08%	2.43%	1.10%
Carole Plante <i>Montreal, Quebec</i>	160,000	160,000	2.17%	1.29%	0.58%
David L. Fennell <i>Montreal, Quebec</i>	250,000	250,000	3.40%	2.02%	0.91%
Mark Eaton <i>Toronto, Ontario</i>	400,000	400,000	5.43%	3.24%	1.46%
John F. Fennell <i>San Francisco, United States of America</i>	250,000	250,000	3.40%	2.02%	0.91%
Laurentian Mountains Investments Limited ⁽⁴⁾ <i>Nassau, Bahamas</i>	500,000	500,000	6.79%	4.05%	1.83%
Mary d'Eon <i>Toronto, Ontario</i>	1,000,000	1,000,000	13.59%	8.09%	3.65%
Orimco Resources Investments Pty Ltd. <i>West Perth, Australia</i>	1,500,000	1,500,000	20.38%	12.14%	5.48%

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares Escrowed ⁽¹⁾	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares After Giving Effect to the Minimum Offering ⁽¹⁾⁽²⁾	Percentage of Common Shares After Giving Effect to the Maximum Offering ⁽¹⁾⁽³⁾
Ronan Clohissey <i>Toronto, Ontario</i>	500,000	500,000	6.79%	4.05%	1.83%
Patricia Zacarias <i>Vancouver, British Columbia</i>	500,000	500,000	6.79%	4.05%	1.83%
John Rooney <i>Calgary, Alberta</i>	500,000	500,000	6.79%	4.05%	1.83%
Total	7,360,000	7,360,000	100%	59.55%	26.90%

Notes:

- (1) Before giving effect to the exercise of the Agent’s Options and CPC Options and assuming that no Common Shares are purchased by these persons under the Offering.
- (2) Assuming the Minimum Offering is completed, resulting in 12,360,000 Common Shares being issued and outstanding.
- (3) Assuming the Maximum Offering is completed, resulting in 27,360,000 Common Shares being issued and outstanding.
- (4) David A. Fennell, director of the Corporation, is the principal of Laurentian Mountains Investments Limited.

Where the Common Shares of the Corporation which are required to be held in escrow are held by a non-individual (a “**holding company**”), each holding company pursuant to the CPC Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the CPC Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize securities to be issued or transferred if it could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

Under the CPC Escrow Agreement:

- (a) all CPC Options granted prior to the date of the Final QT Exchange Bulletin and all Common Shares that were issued pursuant to the exercise of such CPC Options prior to the date of the Final QT Exchange Bulletin will be released from escrow on the date of the Final QT Exchange Bulletin, other than CPC Options that were granted prior to the Corporation’s IPO with an exercise price that is less than the issue price of the Common Shares under this Prospectus and any Common Shares that were issued pursuant to the exercise of such CPC Options which will be released from escrow in accordance with (b); and
- (b) except for the CPC Options and Common Shares issued pursuant to the exercise of such CPC Options that are released from escrow on the date of the Final QT Exchange Bulletin as provided for in (a), all of the securities held in escrow will be released from escrow in accordance with the following schedule:

Release Dates	Percentage to be Released
Date of Final QT Exchange Bulletin	25%
Date 6 months following Final QT Exchange Bulletin	25%
Date 12 months following Final QT Exchange Bulletin	25%

Release Dates	Percentage to be Released
Date 18 months following Final QT Exchange Bulletin	25%

The Exchange's prior consent must be obtained before a transfer within escrow of escrowed Common Shares. Generally, the Exchange will only permit a transfer within escrow to be made to existing Principals of the Corporation and/or to incoming Principals in connection with a proposed Qualifying Transaction.

If a Final QT Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the CPC Escrow Agreement, upon the issuance by the Exchange of a Bulletin delisting the Corporation, TSX Trust Company is irrevocably authorized to:

- (a) immediately cancel all of the escrowed Common Shares held by each Non-Arm's Length Party to the Corporation that were issued at a price below the Offering Price under this Prospectus and all CPC Options and Option Shares held by such persons; and
- (b) cancel all of the escrowed securities on a date that is 10 years from the date of such Exchange Bulletin.

Escrowed Securities on Qualifying Transaction

Generally, in connection with the Qualifying Transaction, subject to certain exemptions, all securities of the Resulting Issuer held by Principals of the Resulting Issuer will be required to be escrowed in accordance with the Policies of the Exchange.

PRINCIPAL SHAREHOLDERS

The following table lists those persons who own of record or who are known to the Corporation as at the date hereof to own beneficially, directly or indirectly, more than 10% of the issued and outstanding Common Shares of the Corporation, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares of the Corporation:

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to the Offering ⁽¹⁾	Percentage of Common Shares Owned After Giving Effect to the Minimum Offering ⁽²⁾⁽³⁾	Percentage of Common Shares Owned After Giving Effect to the Maximum Offering ⁽²⁾⁽⁴⁾
Mary d'Eon ⁽⁵⁾⁽⁶⁾ <i>Toronto, Ontario</i>	Direct	1,000,000	13.59%	8.09%	3.65%
James A. Crombie ⁽⁵⁾⁽⁷⁾ <i>Nassau, Bahamas</i>	Direct	1,500,000	20.38%	12.14%	5.48%
Orimco Resources Investments Pty Ltd. ⁽⁵⁾⁽⁸⁾⁽⁹⁾ <i>West Perth, Australia</i>	Direct	1,500,000	20.38%	12.14%	5.48%
Total		4,000,000	54.35%	32.37%	14.62%

Notes:

(1) Based on 7,360,000 Common Shares issued and outstanding as of the date of this Prospectus.

- (2) Before giving effect to the exercise of the Agent's Options and CPC Options and assuming that no Common Shares are purchased by these persons under the Offering.
- (3) Based on 12,360,000 Common Shares issued and outstanding upon completion of the Minimum Offering.
- (4) Based on 27,360,000 Common Shares issued and outstanding upon completion of the Maximum Offering.
- (5) Subject to the CPC Escrow Agreement. See "Escrowed Securities".
- (6) Assuming completion of the Minimum Offering and the exercise of 500,000 Agent's Options and 1,236,000 CPC Options, Ms. d'Eon's percentage of Common Shares owned will equal 7.09%. Assuming completion of the Maximum Offering and the exercise of 2,000,000 Agent's Options and 2,736,000 CPC Options, Ms. d'Eon's percentage of Common Shares owned will equal 3.12%.
- (7) Assuming completion of the Minimum Offering and the exercise of 500,000 Agent's Options and 1,236,000 CPC Options, Mr. Crombie's percentage of Common Shares owned will equal 12.83%. Assuming completion of the Maximum Offering and the exercise of 2,000,000 Agent's Options and 2,736,000 CPC Options, Mr. Crombie's percentage of Common Shares owned will equal 6.80%.
- (8) Assuming completion of the Minimum Offering and the exercise of 500,000 Agent's Options and 1,236,000 CPC Options, Orimco Resources Investments Pty Ltd.'s percentage of Common Shares owned will equal 10.64%. Assuming completion of the Maximum Offering and the exercise of 2,000,000 Agent's Options and 2,736,000 CPC Options, Orimco Resources Investments Pty Ltd.'s percentage of Common Shares owned will equal 4.67%.
- (9) Orimco Resources Investments Pty Ltd. is a company wholly-owned by Nicholas Harch and Brett Gossage.

OFFICERS, DIRECTORS AND PROMOTERS

The following is a list of the current directors, officers and Promoters of the Corporation, their municipalities of residence, their current positions with the Corporation, and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised:

Name and Municipality of Residence	Positions and Offices Held	Principal Occupation in the last five years ⁽¹⁾	Number of Common Shares ⁽²⁾	Percentage of Common Shares Owned Prior to the Offering ⁽²⁾⁽³⁾	Percentage of Common Shares Owned After Giving Effect to the Minimum Offering ⁽²⁾⁽⁴⁾	Percentage of Common Shares Owned After Giving Effect to the Maximum Offering ⁽²⁾⁽⁵⁾
James A. Crombie ⁽⁶⁾ <i>Nassau, Bahamas</i>	President, Chief Executive Officer and Director	Executive Chairman, President, CEO and director of Odyssey Resources Limited; mining executive and corporate director	1,500,000	20.38%	12.14%	5.48%
Alain Krushnisky <i>Beaconsfield, Quebec</i>	Chief Financial Officer and Director	Chief Financial Officer of Reunion Gold Corporation, Highland Copper Company Inc. and Odyssey Resources Limited	300,000	4.08%	2.43%	1.10%
Carole Plante <i>Montreal, Quebec</i>	Corporate Secretary and Director	Corporate Secretary and General Counsel of Reunion Gold Corporation, Highland Copper Company Inc. and Odyssey Resources Limited	160,000	2.17%	1.29%	0.58%

Name and Municipality of Residence	Positions and Offices Held	Principal Occupation in the last five years ⁽¹⁾	Number of Common Shares ⁽²⁾	Percentage of Common Shares Owned Prior to the Offering ⁽²⁾⁽³⁾	Percentage of Common Shares Owned After Giving Effect to the Minimum Offering ⁽²⁾⁽⁴⁾	Percentage of Common Shares Owned After Giving Effect to the Maximum Offering ⁽²⁾⁽⁵⁾
David A. Fennell ⁽⁶⁾⁽⁷⁾ <i>Nassau, Bahamas</i>	Director	Executive Chairman of Reunion Gold Corporation; Served as Interim President and CEO of Reunion Gold (Feb 2016-Feb 2017); Executive Chairman of Highland Copper Company Inc. (Oct. 2012 to Sept. 2021); Corporate director.	500,000	6.79%	4.05%	1.83%
Mark Eaton ⁽⁶⁾ <i>Toronto, Ontario</i>	Director	Executive Chairman of Belo Sun Mining Corp. since February 2010; CEO and President of Belo Sun Mining Corp. from March 2010 to August 2014; Independent Business Consultant since March 2008.	400,000	5.43%	3.24%	1.46%

Notes:

- (1) See “*Officers, Directors and Promoters*” for additional information regarding the principal occupations of the Corporation’s directors and officers.
- (2) Before giving effect to the exercise of the Agent’s Options and CPC Options and assuming that no Common Shares are purchased by these persons under the Offering.
- (3) Based on 7,360,000 Common Shares issued and outstanding as of the date of this Prospectus.
- (4) Based on 12,360,000 Common Shares issued and outstanding upon completion of the Offering.
- (5) Based on 27,360,000 Common Shares issued and outstanding upon completion of the Offering.
- (6) Member of the audit committee.
- (7) David A. Fennell holds 500,000 Common Shares through Laurentian Mountains Investments Limited, a company wholly-owned by Mr. Fennell.

As of the date of this Prospectus, the directors and officers of the Corporation, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 2,860,000 Common Shares representing approximately 38.86% of the issued and outstanding Common Shares prior to completion of the Offering, 23.14% of the issued and outstanding Common Shares if the Minimum Offering is completed, and 10.45% of the issued and outstanding Common Shares if the Maximum Offering is completed. In addition, following the completion of the Offering, the directors and officers will collectively hold up to 2,736,000 CPC Options. See “*Options to Purchase Securities*”.

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset. Each of the officers and directors will devote the time considered necessary to perform the work required in connection with the management and direction of the Corporation and Completion of the Qualifying Transaction. None of the officers or directors have entered into any non-competition or non-solicitation agreements with the Corporation.

James A. Crombie, Age 63, President, Chief Executive Officer and Director

James Crombie graduated from the Royal School of Mines, London, in 1980 with a B.Sc. (Hons) in mining engineering, having been awarded an Anglo American scholarship. Mr. Crombie held various positions with DeBeers Consolidated Mines and the Anglo American Corporation in South Africa and Angola between 1980 and 1986. He spent the next 13 years as a mining analyst and investment banker with Shepards, Merrill Lynch, James Capel & Co. and finally with Yorkton Securities.

Mr. Crombie has over 20 years serving as management and/or board member to several public mining companies listed on the Toronto Stock Exchange or the TSXV in Canada, in Australia and in the UK. Mr. Crombie was vice president, corporate development of Hope Bay from 1999 to 2002, president and CEO of Ariane Gold Corp. from 2002 to 2003; president, CEO and a director of Palmarejo until the merger with Coeur d'Alene Mines Corporation in 2007, president, CEO and a director of Avala Resources Ltd., Dunav Resources Ltd. and Reunion Gold Corporation, and director of Torex Gold Resources Inc. and Ariane Silver Corporation.

Mr. Crombie is currently director and CEO of Odyssey Resources Limited, a Canadian company trading on the NEX trading board of the TSXV and a non-executive director of Nickel Mines Limited, an Australian listed company.

Alain Krushnisky, Age 61, Chief Financial Officer and Director

Alain Krushnisky graduated from the University of Ottawa in 1983 with a bachelor's degree in commerce and is a member of the Chartered Professional Accountants of Canada (CPA Canada). Mr. Krushnisky has over 25 years of experience in the mining sector including ten years with a mid-tier producer in various capacities, including Vice-President and Controller. Since 2004, Mr. Krushnisky has been doing consulting work for various publicly traded exploration and mining companies. He currently is Chief Financial Officer of mineral exploration companies listed on the TSXV, namely Reunion Gold Corporation, Highland Copper Company Inc., and Odyssey Resources Limited (NEX Board).

Carole Plante, Age 63, Corporate Secretary and Director

Carole Plante received a law degree in 1983 from the University of Montréal and is a member of the Québec Bar. Ms. Plante has over 25 years of experience in the mining sector acting mainly as general counsel and corporate secretary for various publicly traded companies in Canada, the U.S.A. and France and having operations in South America, North America, Africa, Australia and Europe. Ms. Plante currently acts as general counsel and corporate secretary of mineral exploration companies listed on the TSXV, namely Reunion Gold Corporation, Highland Copper Company Inc., and Odyssey Resources Limited (NEX Board).

David A. Fennell, Age 68, Director

David Fennell received his law degree in 1979 from the University of Alberta and practiced in the areas of corporate and resource law until 1983, when he founded Golden Star Resources. During his term as president and CEO, Golden Star became a TSE 300 company. In 1998, Mr. Fennell left Golden Star to become chairman and CEO of Cambiex Explorations Ltd, which became Hope Bay Gold Corporation. He held this position until the merger of Hope Bay and Miramar Mining Corporation where he continued as executive vice-chairman and director for the combined entity until its takeover, in 2008, by Newmont Mining Corporation. He was chairman of Ariane Gold Corp. from August 2002 until its acquisition by Cambior Inc. in November 2003, and was a director of Palmarejo Silver and Gold Corporation until the merger with Coeur d'Alene Mines Inc.

Mr. Fennell is currently Executive Chairman of Reunion Gold Corporation, and director of Highland Copper Company Inc., Sabina Gold and Silver Corp. and G Mining Ventures Corp., all publicly-traded resource companies.

Mark Eaton, Age 57, Director

Mark Eaton is an investment professional with over 20 years of experience in equity capital markets specializing in the resource sector, as well as over 10 years serving as management and/or board member to several public mining

companies. He was formerly a Managing Director of Global Mining Sales, a division of CIBC World Markets of Toronto and Manager of US Equity Sales for CIBC World Markets. He also formerly acted as a Partner and Director of Loewen Ondaatje McCutcheon Ltd., a Toronto-based investment dealer, which he held from January 2007 until he joined the Board of UEX Corporation in March, 2008. He acted as President and CEO of Belo Sun Mining Corp. from 2010 until 2014. Mr. Eaton is a graduate from Hull University, in England. Mr. Eaton currently is Executive Chairman of Belo Sun Mining Corp. and sits on the board of directors of K92 Mining Inc. and Besra Gold Inc.

Other Reporting Issuer Experience

The following table sets out the directors, officers or Promoters of the Corporation that are, or have been within the last five years, directors or officers of other Issuers that are or were reporting Issuers in any Canadian jurisdiction:

Name of Director or Officer	Name of Reporting Issuer	Name of Exchange	Position	Term
Alain Krushnisky	Reunion Gold Corporation	TSXV	CFO	November 2005 - Current
	Odyssey Resources Limited	NEX	CFO	September 2008 - Current
	Niobay Metals Inc.	TSXV	CFO	May 2016 – December 2019
	Highland Copper Company Inc.	TSXV	CFO	June 2012 – February 2022
	CR Capital Corp.	TSXV	Director	June 2009 - January 2019
Carole Plante	Reunion Gold Corporation	TSXV	Corporate Secretary	March 2004 - Current
	Odyssey Resources Limited	NEX	Corporate Secretary	September 2008 - Current
	Niobay Metals Inc.	TSXV	Corporate Secretary	October 2016 - January 2020
	Highland Copper Company Inc.	TSXV	Corporate Secretary	June 2012 - Current
David A. Fennell	Reunion Gold Corporation	TSXV	Executive Chairman	March 2004 - Current
	Odyssey Resources Limited	NEX	Executive Chairman	September 2008 - February 2017
	Highland Copper Company Inc.	TSXV	Chairman	October 2012 - Current
	Torex Gold Resources Inc.	TSX	Director	November 2009 - June 2021
	G Mining Ventures Corp.	TSXV	Director	December 2020 - Current
	Sabina Gold & Silver Corp.	TSX	Director	June 2009 - Current
	Major Drilling Group International Inc.	TSX	Director	June 1998 - September 2018
Mark Eaton	Turmalina Metals Corp.	TSXV	Director	July 2019 – May 2021
	K92 Mining Inc.	TSX and OTC	Director	May 2016 – Current
	Belo Sun Mining Corp.	TSX	Executive Chairman and Director	February 2010 – Current
	UEX Corporation	TSX	Director	March 2008 - June 2020
	Trigon Metals Inc.	TSXV	Executive Chairman	July 2017 - March 2019
	Arena Minerals Inc.	TSXV	Director	February 2012 - April 2018
	Besra Gold Inc.	ASX	Director	October 2021 – Current
James A. Crombie	Odyssey Resources Limited	NEX	CEO	September 2008 – Current
	Nickel Mines Limited	ASX	Director	May 2008 – Current

Name of Director or Officer	Name of Reporting Issuer	Name of Exchange	Position	Term
	Torex Gold Resources Inc.	TSX	Director	March 2011 – June 2020
	Sutter Gold Mining Inc.	TSXV	Director	June 2009 – May 2019
	Arian Silver Corporation	TSXV and AIM	Director	February 2007 – June 2018

Corporate Cease Trade Orders

No director, officer, Promoter or Insider of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is or has within the 10 years before the date of the Prospectus been a director, officer, Insider or Promoter of any other Issuer that:

- (a) was subject to a cease trade order or similar order or an order that denied the other Issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while the director, officer, Insider, Promoter, or shareholder was acting in the capacity as director, officer, Insider or Promoter; or
- (b) was subject to a cease trade order or similar order or an order that denied the other Issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued after the director, officer, Insider, Promoter or shareholder ceased to be a director, officer, Insider or Promoter and which resulted from an event that occurred while that person was acting in the capacity as director, officer, Insider or Promoter.

Penalties or Sanctions

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

Bankruptcies

Except as described below, no director, officer, Promoter or Insider of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such persons:

- (a) is, at the date of the Prospectus, or has been within the 10 years before the date of the Prospectus, a director, officer, Insider or Promoter of any company (including the Corporation) 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 proceeds, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or
- (b) has, within 10 years before the date of the 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, receiver manager or trustee appointed to hold the assets of the director, officer, Insider, Promoter or shareholder.

James Crombie was a director of Sutter Gold Mining Inc. (“**Sutter**”) from June 9, 2009 to May 6, 2019. On May 17, 2019, Sutter appointed a receiver over all of its assets, undertakings and properties. The receiver was appointed pursuant to an application brought by Sutter’s secured lender, RMB Australia Holdings Inc., with the consent of Sutter.

Conflicts of Interest

There are potential conflicts of interest to which all of the directors, officers, Insiders and Promoters of the Corporation may be subject to in connection with the operations of the Corporation. All of the directors, officers, Insiders and Promoters are engaged in and will continue to be engaged in corporations or businesses, including publicly traded corporations, which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Certain directors are involved, from time to time, in consulting practices where client corporations may engage them to find assets that might be suitable as a potential candidate for a “Qualifying Transaction” for such corporation. Certain officers and directors are also currently directors of other publicly traded corporations that are or may in the future seek business or asset acquisition transactions. Situations may arise where a particular business opportunity is not presented to the Corporation, but rather to another corporation of which one of the directors or officers of the Corporation is also a director. Entrepreneurs and companies that are seeking to go public via a transaction with a publicly traded corporation may establish criteria that put the Corporation at a competitive disadvantage versus those other financing vehicles.

Accordingly, situations may arise where some or all of the directors, officers, Insiders and Promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under *Business Corporations Act* (Ontario).

AUDIT COMMITTEE

The following information of the Corporation is disclosed in accordance with National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

Audit Committee Charter

The complete text of the charter of the Corporation’s audit committee (the “**Audit Committee**”) is attached to this Prospectus as Schedule “A”.

Composition of Audit Committee

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 Corporation which could, in the view of the Corporation’s board, reasonably interfere with the exercise of the member’s independent judgment. NI 52-110 further 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 Corporation’s financial statements.

The Audit Committee currently consists of three members: Mark Eaton, David A. Fennell and James A. Crombie. Mark Eaton acts as chairman of the Audit Committee. Mark Eaton and David A. Fennell are “independent” for the purposes of NI 52-110. All members of the Audit Committee are “financially literate” for the purposes of NI 52-110. See “*Directors, Officers and Promoters*” for Audit Committee member biographies of relevant education and experience.

Pre-Approval of Audit and Non-Audit Services by Independent Auditors

The Audit Committee pre-approves all audit services provided to the Corporation by its independent auditors. The Audit Committee’s policy regarding the pre-approval of non-audit services is that all such services shall be pre-approved by the Audit Committee. Prior to the granting of any pre-approval, the Audit Committee must be satisfied that the performance of the services in question will not compromise the independence of the independent auditors.

Audit Committee Oversight

At no time since incorporation was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the board of directors of the Corporation.

Reliance on Certain Exemptions

The Corporation is a “venture issuer” for the purposes of NI 52-110. The Issuer is therefore relying on the exemption set out in Section 6.1 of NI 52-110 in respect of Part 3 (*Composition of the Audit Committee*) thereof, that would otherwise require, subject to certain exceptions, that all members of the audit committee be independent.

External Auditor Service Fees (By Category)

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Corporation for professional services rendered to the Corporation since incorporation:

	Audit Fees ⁽¹⁾	Audit-Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
Since July 16, 2021 (date of incorporation) to the date of this Prospectus	\$5,000	\$3,250	nil	nil

Notes:

- (1) “Audit fees” include aggregate fees billed by the Corporation’s external auditor since incorporation of the Corporation.
- (2) “Audited related fees” include the aggregate fees billed since incorporation of the Corporation for assurance and related services by the Corporation’s external auditor that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and are not reported under “Audit fees” above. The services provided include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax fees” include the aggregate fees billed since incorporation of the Corporation for professional services rendered by the Corporation’s external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All other fees” include the aggregate fees billed since incorporation of the Corporation for products and services provided by the Corporation’s external auditor, other than “Audit fees”, “Audit related fees” and “Tax fees” above.

EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this Prospectus, prior to Completion of the Qualifying Transaction, no payment of any kind has been made, or will be made, directly to indirectly, by the Corporation to a Non-Arm’s Length Party to the Corporation or a Non-Arm’s Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, other than:

- (a) grants of CPC Options as described in “*Options to Purchase Securities*”;
- (b) payment for and reimbursement of certain expenses as described in “*Permitted Use of Funds*” and “*Prohibited Payments to Non-Arm’s Length Parties*”; and
- (c) finder’s fees as described in “*Finder’s Fees*”.

Further, no payment will be made by the Corporation, or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction. Following Completion of a Qualifying Transaction, it is anticipated that the Corporation will pay compensation to its directors and officers.

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of approximately \$0.03 per Common Share or 30% if the Minimum Offering is completed and approximately \$0.013 per Common Share or 13% if the Maximum Offering is completed. Dilution has been computed on the basis of there being **12,360,000** Common Shares issued and outstanding following completion of the Minimum Offering and **27,360,000** Common Shares issued and outstanding following completion of the Maximum Offering, and total gross proceeds to be raised by this

Prospectus and from sales of securities prior to filing of this Prospectus, without deduction of commissions or related expenses incurred by the Corporation. Furthermore, where the Qualifying Transaction is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment.

	Minimum Offering ⁽¹⁾	Maximum Offering ⁽²⁾
Gross proceeds of prior Common Share issues	368,000	368,000
Gross proceeds of the Offering	500,000	2,000,000
Total gross proceeds after the Offering	868,000	2,368,000
Offering price per Common Share	\$0.10	\$0.10
Gross proceeds per Common Share after the Offering	\$0.070	\$0.087
Dilution per Common Share to subscriber	\$0.030	\$0.013
Percentage of dilution in relation to the Offering price	30%	13%

Notes:

- (1) Calculated based on **\$868,000** of gross proceeds from all prior sales of the Common Shares and the Minimum Offering divided by **12,360,000** Common Shares issued if the Minimum Offering is completed.
- (2) Calculated based on **\$2,368,000** of gross proceeds from all prior sales of the Common Shares and the Maximum Offering divided by **27,360,000** Common Shares issued if the Maximum Offering is completed.

RISK FACTORS

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The following are risk factors associated with the Corporation:

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
- (b) investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and present stage of development;
- (c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;
- (d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of approximately:
 - (i) \$0.03 or 30% per Common Share if the Minimum Offering is completed, based on the gross proceeds from the Minimum Offering and prior issues (without deduction of selling and related expenses) and on the basis of there being 12,360,000 Common Shares issued and outstanding following completion of the Minimum Offering; and
 - (ii) \$0.013 or 13% per Common Share if the Maximum Offering is completed, based on the gross proceeds from the Maximum Offering and prior issues (without deduction of selling and related expenses) and on the basis of there being 27,360,000 Common Shares issued and outstanding following completion of the Maximum Offering. See "*Dilution*".
- (e) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;

- (f) until Completion of the Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- (g) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;
- (h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (i) Completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval;
- (j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;
- (k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares (if listed on the Exchange) will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. If listed on the Exchange, the Common Shares will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;
- (l) trading in the Common Shares may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;
- (m) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (n) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons judgments obtained in Canadian courts;
- (o) the Qualifying Transaction may be financed in whole or in part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;
- (p) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to the greater of \$250,000 and 20% of its working capital to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan;
- (q) the Corporation is relying solely on its past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found;

- (r) if the Corporation does not make an election to be a “public corporation” for purposes of the *Income Tax Act* (Canada) (the “**Tax Act**”) or have its shares listed on a designated stock exchange, adverse tax consequences may arise with respect to any Common Shares held in respect of registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts;
- (s) the Corporation cannot be certain and provides no guarantee that, if the Qualifying Transaction is completed, the business acquired pursuant to the Qualifying Transaction will be profitable or ultimately benefit the Corporation and its shareholders. Neither the Exchange nor any securities regulatory authority passes on the merits of the proposed Qualifying Transaction. The Qualifying Transaction may also result in additional dilution to the Corporation’s shareholders, increased debt or a change in control of the Corporation. Any failure to successfully integrate a business acquired pursuant to the Qualifying Transaction or a failure of such business to benefit the Corporation, could have a material adverse effect on the Resulting Issuer’s business and results of operations; and
- (t) the Corporation faces risks related to health epidemics, pandemics and other outbreaks of communicable diseases, which could significantly disrupt its ability to complete a Qualifying Transaction 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. In December 2019, COVID-19 emerged in China and the virus has now spread with infections been reported globally. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 to be a pandemic. The extent to which COVID-19 impacts the Corporation’s ability to complete a Qualifying Transaction 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 a Qualifying Transaction in a timely manner, or at all.

As a result of these factors, the Offering is only suitable to investors who are willing to rely solely on management of the Corporation and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares. See “*Business of the Corporation*” and “*Use of Proceeds*”.

LEGAL PROCEEDINGS

The Corporation has never been and is not currently a party to any legal proceedings, nor is the Corporation currently contemplating any legal proceedings. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation or its property.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Certain directors and officers of the Corporation have acquired Common Shares in the seed capital phase of the Corporation. In addition, each of the directors and officers of the Corporation will be granted CPC Options to purchase Common Shares pursuant to the Corporation’s Option Plan. See “*Principal Shareholders*” and “*Options to Purchase Securities*”.

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares since the date of incorporation to the date hereof, other than the following:

- (a) Agency Agreement dated as of February 8, 2022 between the Corporation and the Agent. See “*Plan of Distribution*”.
- (b) Amendment to the Agency Agreement dated as of April 7, 2022 between the Corporation and the Agent.
- (c) Transfer Agent, Registrar and Disbursing Agent Agreement dated November 29, 2021 between the Corporation and TSX Trust Company for provision of transfer agent and registrar services.
- (d) CPC Escrow Agreement dated February 11, 2022, between the Corporation, TSX Trust Company and those shareholders that executed such agreement. See “*Escrowed Securities*”.
- (e) Option Plan dated August 16, 2021. See “*Options to Purchase Securities*”.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at 181 Bay Street, 4400, Toronto, Ontario, M5J 2T3, Canada, during ordinary business hours while the securities offered by this Prospectus are in the course of distribution and for a period of 30 days thereafter.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a related issuer or connected issuer (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*) to the Agent. The Agent was not involved in the decision by the Corporation to distribute Common Shares pursuant to the Offering, nor was the Offering requested or suggested to the Corporation by the Agent. The Agent, through its corporate finance department, was involved in the determination of the terms of the Offering in its capacity as agent for the sale of the Common Shares on a best efforts agency basis. The only proceeds of the Offering to be received by the Agent is the remuneration to be paid to it in connection with the sale of the Common Shares, which includes the Agent’s Commission, the Agent’s Fee, the Agent’s Expenses and the Agent’s Options. See “*Plan of Distribution*”.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by McMillan LLP, on behalf of the Corporation, and by DS Burstall LLP, on behalf of the Agent. The partners and associates of McMillan LLP and DS Burstall LLP may subscribe pursuant to the Offering.

Other than as set forth herein: (a) no Person whose profession or business gives authority to a statement made by such Person and who is named in this Prospectus has received or shall receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation; and (b) as at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, other than as set forth above, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, 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.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Raymond Chabot Grant Thornton LLP of Montreal, Quebec. The transfer agent and registrar of the Corporation is TSX Trust Company of Toronto, Ontario.

DIVIDEND POLICY

To date, the Corporation has not paid any dividends on its outstanding Common Shares. The future payment of dividends will be dependent upon the financial requirements of the Corporation to fund further growth, financial condition of the Corporation and other factors which the board of directors of the Corporation may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future.

ELIGIBILITY FOR INVESTMENT

In the opinion of McMillan LLP, counsel to the Corporation, based on the current provisions of the Tax Act and the regulations thereunder, in force as of the date hereof, for Common Shares purchased pursuant to this Offering, only if, as and when the Common Shares are listed on a designated stock exchange (which includes the Exchange) or the Corporation is a “public corporation” as defined in the Tax Act, will the Common Shares be qualified investments for trusts governed by a registered retirement savings plan, registered retirement income fund, registered education savings plan, registered disability savings plan, tax-free savings account (collectively referred to as “Registered Plans”) or a deferred profit sharing plan (“**DPSF**”).

Notwithstanding the foregoing, the holder or subscriber of, or annuitant under, a Registered Plan (the “**Controlling Individual**”) will be subject to a penalty tax in respect of Common Shares held in the Registered Plan if such securities are a prohibited investment for the particular Registered Plan. A Common Share generally will be a “prohibited investment” for a Registered Plan if the Controlling Individual does not deal at arm’s length with the Corporation for the purposes of the Tax Act or the Controlling Individual has a “significant interest” (as defined in subsection 207.01(4) the Tax Act) in the Corporation. Controlling Individuals should consult their own tax advisors as to whether the Common Shares will be a prohibited investment in their particular circumstances. However, a Common Share will not be a prohibited investment for a Registered Plan if such securities are “excluded property” (as defined in subsection 207.01(1) of the Tax Act) for such Registered Plan.

PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

OTHER MATERIAL FACTS

To management’s knowledge, there are no other material facts about the securities being distributed that are not otherwise disclosed in this Prospectus, or are necessary in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed.

FINANCIAL STATEMENTS

Audited Financial Statements of the Corporation for the period from July 16, 2021 (date of incorporation) to December 31, 2021 are attached as Schedule “B”.

SCHEDULE "A"
AUDIT COMMITTEE CHARTER

See attached.

**ST CHARLES RESOURCES INC.
CHARTER OF THE AUDIT COMMITTEE**

1. PURPOSE AND PRIMARY RESPONSIBILITY

1.1 This charter sets out the Audit Committee’s purpose, composition, member qualification, member appointment and removal, responsibilities, operations, manner of reporting to the Board of Directors (the “**Board**”) of St Charles Resources Inc. (the “**Company**”), annual evaluation and compliance with this charter.

1.2 The primary responsibility of the Audit Committee is that of oversight of the financial reporting process on behalf of the Board. This includes oversight responsibility for financial reporting and continuous disclosure, oversight of external audit activities, oversight of financial risk and financial management control, and oversight responsibility for compliance with tax and securities laws and regulations as well as whistle blowing procedures. The Audit Committee is also responsible for the other matters as set out in this charter and/or such other matters as may be directed by the Board from time to time. The Audit Committee should exercise continuous oversight of developments in these areas.

2. MEMBERSHIP

2.1 A majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Issuer or of an affiliate of the Company, as defined in NI 52-110 – *Audit Committees* (“**NI 52-110**”), provided that should the Company become listed on a more senior exchange, each member of the Audit Committee will also satisfy the independence requirements of such exchange and of NI 52-110.

2.2 The Audit Committee will consist of at least three members, all of whom shall be financially literate, provided that an Audit Committee member who is not financially literate may be appointed to the Audit Committee if such member becomes financially literate within a reasonable period of time following his or her appointment.

2.3 The members of the Audit Committee will be appointed annually (and from time to time thereafter to fill vacancies on the Audit Committee) by the Board. An Audit Committee member may be removed or replaced at any time at the discretion of the Board and will cease to be a member of the Audit Committee on ceasing to be a director.

2.4 The Chair of the Audit Committee will be appointed by the Board.

3. AUTHORITY

3.1 In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

- (a) engage, set and pay the compensation for independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities, and any such consultants or professional advisors so retained by the Audit Committee will report directly to the Audit Committee;
- (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement; and

(c) incur ordinary administrative expenses that are necessary or appropriate in carrying out its duties, which expenses will be paid for by the Company.

4. DUTIES AND RESPONSIBILITIES

4.1 The duties and responsibilities of the Audit Committee include:

(a) recommending to the Board the external auditor to be nominated by the Board;

(b) recommending to the Board the compensation of the external auditor to be paid by the Company in connection with (i) preparing and issuing the audit report on the Company's financial statements, and (ii) performing other audit, review or attestation services;

(c) reviewing the external auditor's annual audit plan, fee schedule and any related services proposals (including meeting with the external auditor to discuss any deviations from or changes to the original audit plan, as well as to ensure that no management restrictions have been placed on the scope and extent of the audit examinations by the external auditor or the reporting of their findings to the Audit Committee);

(d) overseeing the work of the external auditor;

(e) ensuring that the external auditor is independent by receiving a report annually from the external auditors with respect to their independence, such report to include disclosure of all engagements (and fees related thereto) for non-audit services provided to Company;

(f) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board by receiving, at least annually, a report by the external auditor on the audit firm's internal quality control processes and procedures, such report to include any material issues raised by the most recent internal quality control review, or peer review, of the firm, or any governmental or professional authorities of the firm within the preceding five years, and any steps taken to deal with such issues;

(g) ensuring that the external auditor meets the rotation requirements for partners and staff assigned to the Company's annual audit by receiving a report annually from the external auditors setting out the status of each professional with respect to the appropriate regulatory rotation requirements and plans to transition new partners and staff onto the audit engagement as various audit team members' rotation periods expire;

(h) reviewing and discussing with management and the external auditor the annual audited and quarterly unaudited financial statements and related Management Discussion and Analysis ("MD&A"), including the appropriateness of the Company's accounting policies, disclosures (including material transactions with related parties), reserves, key estimates and judgements (including changes or variations thereto) and obtaining reasonable assurance that the financial statements are presented fairly in accordance with IFRS and the MD&A is in compliance with appropriate regulatory requirements;

(i) reviewing and discussing with management and the external auditor major issues regarding accounting principles and financial statement presentation including any significant changes in the selection or application of accounting principles to be observed in the preparation of the financial statements of the Company and its subsidiaries;

- (j) reviewing and discussing with management and the external auditor the external auditor's written communications to the Audit Committee in accordance with generally accepted auditing standards and other applicable regulatory requirements arising from the annual audit and quarterly review engagements;
- (k) reviewing and discussing with management and the external auditor all earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies prior to such information being disclosed;
- (l) reviewing the external auditor's report to the shareholders on the Company's annual financial statements;
- (m) reporting on and recommending to the Board the approval of the annual financial statements and the external auditor's report on those financial statements, the quarterly unaudited financial statements, and the related MD&A and press releases for such financial statements, prior to the dissemination of these documents to shareholders, regulators, analysts and the public;
- (n) satisfying itself on a regular basis through reports from management and related reports, if any, from the external auditors, that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements that such information is fairly presented;
- (o) overseeing the adequacy of the Company's system of internal accounting controls and obtaining from management and the external auditor summaries and recommendations for improvement of such internal controls and processes, together with reviewing management's remediation of identified weaknesses;
- (p) reviewing with management and the external auditors the integrity of disclosure controls and internal controls over financial reporting;
- (q) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company and assessing, as part of its internal controls responsibility, the effectiveness of the overall process for identifying principal business risks and report thereon to the Board;
- (r) satisfying itself that management has developed and implemented a system to ensure that the Company meets its continuous disclosure obligations through the receipt of regular reports from management and the Company's legal advisors on the functioning of the disclosure compliance system, (including any significant instances of non-compliance with such system) in order to satisfy itself that such system may be reasonably relied upon;
- (s) resolving disputes between management and the external auditor regarding financial reporting;
- (t) establishing procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practises relating thereto; and

- (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (u) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
- (v) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
- (w) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities;
- (x) establishing procedures for:
 - (i) reviewing the adequacy of the Company's insurance coverage, including the Directors' and Officers' insurance coverage;
 - (ii) reviewing activities, organizational structure, and qualifications of the Chief Financial Officer ("CFO") and the staff in the financial reporting area and ensuring that matters related to succession planning within the Company are raised for consideration with the Board;
 - (iii) obtaining reasonable assurance as to the integrity of the Chief Executive Officer ("CEO") and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Company;
 - (iv) reviewing fraud prevention policies and programs, and monitoring their implementation;
 - (v) reviewing regular reports from management and others (e.g., external auditors, legal counsel) with respect to the Company's compliance with laws and regulations having a material impact on the financial statements including:
 - (A) Tax and financial reporting laws and regulations;
 - (B) Legal withholding requirements;
 - (C) Environmental protection laws and regulations; and
 - (D) Other laws and regulations which expose directors to liability.

4.2 A regular part of Audit Committee meetings involves the appropriate orientation of new members as well as the continuous education of all members. Items to be discussed include specific business issues as well as new accounting and securities legislation that may impact the organization. The Chair of the Audit Committee will regularly canvass the Audit Committee members for continuous education needs and in conjunction with the Board education program, arrange for such education to be provided to the Audit Committee on a timely basis.

4.3 On an annual basis the Audit Committee shall review and assess the adequacy of this charter taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with whom the Company has a

reporting relationship and, if appropriate, recommend changes to the Audit Committee charter to the Board for its approval.

5. MEETINGS

5.1 The quorum for a meeting of the Audit Committee is a majority of the members of the Audit Committee.

5.2 The Chair of the Audit Committee shall be responsible for leadership of the Audit Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to circulate during the meetings as well as pre-meeting materials, and making regular reports to the Board. The Chair of the Audit Committee will also maintain regular liaison with the CEO, CFO, and the lead external audit partner.

5.3 The Audit Committee will meet separately with each of the CEO and the CFO of the Company at least annually to review the financial affairs of the Company.

5.4 The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

5.5 The external auditor must be given reasonable notice of, and has the right to appear before and to be heard at, each meeting of the Audit Committee.

5.6 Each of the Chair of the Audit Committee, members of the Audit Committee, Chair of the Board, external auditor, CEO, CFO or secretary shall be entitled to request that the Chair of the Audit Committee call a meeting which shall be held within 48 hours of receipt of such request to consider any matter that such individual believes should be brought to the attention of the Board or the shareholders.

6. REPORTS

6.1 The Audit Committee will report, at least annually, to the Board regarding the Audit Committee's examinations and recommendations.

6.2 The Audit Committee will report its activities to the Board to be incorporated as a part of the minutes of the Board meeting at which those activities are reported.

7. MINUTES

7.1 The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

8. ANNUAL PERFORMANCE EVALUATION

8.1 The Board will conduct an annual performance evaluation of the Audit Committee, taking into account the Charter, to determine the effectiveness of the Committee.

SCHEDULE "B"
FINANCIAL STATEMENTS

See attached.

ST CHARLES RESOURCES INC.

FINANCIAL STATEMENTS

**For the period from incorporation (July 16, 2021)
to December 31, 2021**

Independent Auditor’s Report

Raymond Chabot
Grant Thornton LLP
Suite 2000
National Bank Tower
600 De La Gauchetière Street West
Montréal, Québec
H3B 4L8

T 514-878-2691

To the Shareholders of
St Charles Resources Inc.

Opinion

We have audited the financial statements of St Charles Resources Inc. (hereafter “the Company”), which comprise the statement of financial position as at December 31, 2021 and the statements of net loss and comprehensive loss, changes in shareholders’ equity and cash flows for the initial 168-day period from incorporation (July 16, 2021) to December 31, 2021, and notes to 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 December 31, 2021, and its financial performance and its cash flows for the initial 168-day period from incorporation (July 16, 2021) to December 31, 2021 in accordance with International Financial Reporting Standards (IFRS).

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 indicates the existence of a material uncertainty that may cast significant doubt about 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 (IFRS),

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.

Raymond Chabot Grant Thornton LLP¹

Montréal

February 3, 2022, except as to Note 11 a) which is as of April 1, 2022

¹ CPA auditor, CA public accountancy permit no. A127023

ST CHARLES RESOURCES INC.

Statement of Financial Position

	December 31,
<i>(in Canadian dollars)</i>	2021
	\$
ASSETS	
Current	
Cash	322,446
Sales taxes receivable	3,577
Deferred financing costs (Note 4)	65,315
TOTAL ASSETS	391,338
LIABILITIES	
Current	
Accounts payable and accrued liabilities (Note 5)	23,982
TOTAL LIABILITIES	23,982
SHAREHOLDERS' EQUITY	
Share capital (Note 6)	368,000
Deficit	(644)
TOTAL SHAREHOLDERS' EQUITY	367,356
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	391,338

Nature of operations, going concern and COVID-19 (Note 1)

Events after the Reporting Date (Note 11)

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

On behalf of the Board,

/s/ James Crombie
James Crombie, Director

/s/ Mark Eaton
Mark Eaton, Director

ST CHARLES RESOURCES INC.
Statement of Net Loss and Comprehensive Loss

	Period from incorporation (July 16, 2021) to December 31, 2021
<i>(in Canadian dollars)</i>	\$
<hr/>	
Expenses	
General and administrative	644
Net loss and comprehensive loss for the period	644
<hr/>	
Loss per share	
Basic and diluted (Note 6)	(0.00)
<hr/>	
Weighted average number of shares outstanding	
Basic and diluted	5,277,895
<hr/>	

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

ST CHARLES RESOURCES INC.
Statement of Changes in Shareholders' Equity

<i>(in Canadian dollars)</i>	Number of issued and outstanding common shares	Share capital \$	Deficit \$	Total shareholders' equity \$
Balance at July 16, 2021	-	-	-	-
Seed common shares issued for cash (Note 6)	7,360,000	368,000	-	368,000
Net loss for the period	-	-	(644)	(644)
Balance at December 31, 2021	7,360,000	368,000	(644)	367,356

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

ST CHARLES RESOURCES INC.
Statement of Cash Flows

<i>(in Canadian dollars)</i>	Period from incorporation (July 16, 2021) to December 31, 2021
	\$
Operating activities	
Net loss for the period	(644)
Changes in other working capital items	
Sales taxes receivable	(3,577)
Accounts payable and accrued liabilities	59
	(4,162)
Financing activities	
Issue of shares (Note 6)	368,000
Deferred financing costs (Note 4)	(41,392)
	326,608
Net change in cash	322,446
Cash, beginning of period	-
Cash, end of period	322,446
Supplemental information	
Additions to deferred financing costs, included in accounts payable and accrued liabilities (Note 4)	23,923

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

ST CHARLES RESOURCES INC.

Notes to the Financial Statements

For the period from incorporation (July 16, 2021) to December 31, 2021 (in Canadian dollars)

1. NATURE OF OPERATIONS, GOING CONCERN AND COVID-19

St Charles Resources Inc. (the “Company” or “St Charles”) was incorporated on July 16, 2021 pursuant to the provisions of the Business Corporations Act (Ontario).

The Company intends to carry on business as a Capital Pool Corporation (“CPC”), as such term is defined in TSX Venture Exchange Inc. (the “Exchange”) Policy 2.4 – Capital Pool Companies (“CPC Policy 2.4”). As at December 31, 2021, the Company had no business operations and did not enter into any agreements to acquire an interest in businesses or assets. The Company’s principal purpose is the identification, evaluation and acquisition of assets, properties or businesses or participation therein subject, in certain cases, to shareholder approval and acceptance by the Exchange. The Company’s registered head office is located at 181 Bay Street, Suite 4400, Toronto, Ontario, Canada M5J 2T3.

The Company intends to complete an initial public offering (the “IPO”) subsequent to December 31, 2021. The gross proceeds raised from the IPO may only be used to identify and evaluate assets or businesses and obtain shareholder approval for a proposed “Qualifying Transaction” as such term is defined in Exchange CPC Policy 2.4 (“Transaction Expenses”) with the exception that general and administrative expenses are capped at \$3,000 per month, including for professional accounting, advisory, and legal services expenses, and are not time-limited.

Where a Qualifying Transaction is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing.

Going concern

These financial statements were prepared on a going-concern basis of accounting, which assumes that the Company will continue operations for the foreseeable future and will be able to realize the carrying value of its assets and discharge its liabilities and commitments in the normal course of business. The Company does not generate revenue from operations and incurred a net loss of \$644 for the period from incorporation (July 16, 2021) to December 31, 2021. However, the Company believes that its working capital balance as at December 31, 2021 will provide the Company with sufficient cash resources to meet its obligations for at least twelve months from the end of the reporting period. As the Company has no revenues, its ability to continue as a going concern is dependent on its ability to obtain additional financing and complete a Qualifying Transaction. These financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

ST CHARLES RESOURCES INC.

Notes to the Financial Statements

For the period from incorporation (July 16, 2021) to December 31, 2021 *(in Canadian dollars)*

1. NATURE OF OPERATIONS, GOING CONCERN AND COVID-19 (continued)

COVID-19

The outbreak of the coronavirus (COVID-19) has resulted in a major global health crisis which at the date of these financial statements continues to have a significant impact on the global economy and the financial markets. The Company's ability to complete its IPO and a Qualifying Transaction could be significantly adversely affected by the effects of COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries.

2. BASIS OF PRESENTATION

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Board of Directors approved these financial statements and authorized for issue on February 3, 2022.

Basis of measurement

These financial statements were prepared on a historical cost basis and on an accrual basis. The financial statements are presented in Canadian dollars, which is the Company's functional currency.

3. SUMMARY OF ACCOUNTING POLICIES

Deferred financing costs

Financing costs related to the Company's proposed financing are recorded as deferred financing costs. These costs will be deferred until the financing is completed, at which time the costs will be charged against the proceeds received. If the financing does not close, the costs will be charged to profit or loss.

ST CHARLES RESOURCES INC.

Notes to the Financial Statements

For the period from incorporation (July 16, 2021) to December 31, 2021 (in Canadian dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

Financial instruments

Financial instruments are measured on initial recognition at fair value, plus, in the case of financial instruments other than those classified as fair value through profit or loss ("FVPL"), directly attributable transaction costs. Financial instruments are recognized when the Company becomes party to the contracts that give rise to them and are classified as amortized cost, FVPL or fair value through other comprehensive income ("FVOCI"), as appropriate. The Company considers whether a contract (other than a financial asset) contains an embedded derivative when the entity first becomes a party to it. The embedded derivatives are separated from the host contract if the host contract is not measured at fair value through profit or loss and when the economic characteristics and risks are not closely related to those of the host contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required as at December 31, 2021. The Company has no financial assets at FVPL and at FVOCI.

Financial assets at amortized cost

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and is not designated as FVPL. Financial assets classified as amortized cost are measured subsequent to initial recognition at amortized cost using the effective interest method. Cash is classified as and measured at amortized cost.

Financial liabilities

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the amortization process. Accounts payable and accrued liabilities are classified as and measured at amortized cost.

ST CHARLES RESOURCES INC.

Notes to the Financial Statements

For the period from incorporation (July 16, 2021) to December 31, 2021 (in Canadian dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets

A loss allowance for expected credit losses is recognized in net loss for financial assets measured at amortized cost. At each balance sheet date, on a forward-looking basis, the Company assesses the expected credit losses associated with its financial assets carried at amortized cost and, if any, FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The expected credit losses are required to be measured through a loss allowance at an amount equal to the 12-month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date) or full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument). A loss allowance for full lifetime expected credit losses is required for a financial instrument if the credit risk of that financial instrument has deteriorated significantly since initial recognition and whose credit risk is low.

Derecognition of financial assets and liabilities

A financial asset is derecognised when either the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party. If neither the rights to receive cash flows from the asset have expired nor the Company has transferred its rights to receive cash flows from the asset, the Company will assess whether it has relinquished control of the asset or not. If the Company does not control the asset, then derecognition is appropriate.

A financial liability is derecognised when the associated obligation is discharged or canceled or has expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

ST CHARLES RESOURCES INC.

Notes to the Financial Statements

For the period from incorporation (July 16, 2021) to December 31, 2021 (in Canadian dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

Provisions and contingent liabilities

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. Timing or amount of the outflow may still be uncertain. If the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money. Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized, unless it was assumed in the course of a business combination.

Income taxes

When applicable, income tax on the profit or loss 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, in which case it is recognized directly in equity.

Current tax is the expected tax payable on the taxable profit for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination which affects tax or accounting profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date and which are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. A deferred tax asset is recognized only to the extent that it is probable that future taxable income will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset only when the Company has a legally enforceable right and intention to set off current tax assets and liabilities from the same taxation authority.

ST CHARLES RESOURCES INC.

Notes to the Financial Statements

For the period from incorporation (July 16, 2021) to December 31, 2021 (in Canadian dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

Share capital

Share capital represents the amount received on the issue of shares, less issuance costs.

Share-based payment transactions

The Company uses the fair value-based method of accounting for share-based payment arrangements. The fair value of share-based payments to directors, officers, employees and consultants with employee-related functions is recognized as an expense over the vesting period with a corresponding increase to contributed surplus. Financing warrants and warrants to brokers, in respect of an equity financing, are recognized as a share issue expense with a corresponding increase to contributed surplus. The fair value of the options granted is measured using the Black-Scholes option pricing model and taking into account an estimated forfeiture rate and the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest. Upon the exercise of share-based payments, the proceeds received, net of any direct expenses, as well as the related compensation expense previously recorded as contributed surplus, are credited to share capital.

Loss per share

The Company presents basic and diluted loss per share data for its common shares. Basic loss per share is calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares. Dilutive potential common shares are deemed to have been converted into common shares at the beginning of the period or, if later, at the date of issue of the potential common shares. The assumed proceeds from these instruments are regarded as having been received from the issue of common shares at the average market price of its shares during the period.

During the period from incorporation (July 16, 2021) to December 31, 2021, no options were issued or outstanding. Therefore, basic and diluted loss per share are the same for the period presented.

ST CHARLES RESOURCES INC.

Notes to the Financial Statements

For the period from incorporation (July 16, 2021) to December 31, 2021 (in Canadian dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

Significant accounting judgments and estimates

The preparation of financial statements in accordance with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas which will require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Income, sales taxes, withholding and other taxes

The Company is subject to income, sales taxes, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, sales taxes, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Accounting standards issued but not yet applied

The Company has not yet adopted certain standards, interpretations to existing standards and amendments which have been issued but have an effective date of later than December 31, 2021. These updates are not expected to have a significant impact on the Company and are therefore not discussed herein.

ST CHARLES RESOURCES INC.

Notes to the Financial Statements

For the period from incorporation (July 16, 2021) to December 31, 2021 (in Canadian dollars)

4. DEFERRED FINANCING COSTS

The deferred financing costs as at December 31, 2021 totaling \$65,315 related mainly to expenses associated with the IPO (Note 11).

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities as at December 31, 2021 totaling \$23,982 consisted mostly of accrued professional expenses.

6. SHARE CAPITAL

Authorized and issued

An unlimited number of common shares with no par value.

Seed shares issued

During the reporting period, the Company issued an aggregate of 7,360,000 seed common shares at a price of \$0.05 per share for gross proceeds of \$368,000. Of these, 2,860,000 were issued to directors and officers of the Company for gross proceeds of \$143,000.

Shares subject to escrow after completion of the IPO

After completing the IPO, all issued and outstanding seed shares will be subject to a uniform 18-month escrow release schedule following the Qualifying Transaction, and will be released as to 25% on the date of the final Qualifying Transaction Exchange bulletin and an additional 25% on each of the dates that are 6, 12 and 18 months thereafter, pursuant to the terms of an Escrow Agreement to be entered on or prior to the IPO between the Company, TSX Trust Company, and certain shareholders of the Company.

Subject to certain permitted exemptions, all securities of the Company held by principals of the resulting issuer will also be escrowed. All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction must also be deposited and held in escrow pursuant to the requirements of the Exchange. All common shares of the Company acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited and held in escrow.

ST CHARLES RESOURCES INC.

Notes to the Financial Statements

For the period from incorporation (July 16, 2021) to December 31, 2021 (in Canadian dollars)

7. STOCK OPTIONS

On August 16, 2021, the Board of Directors approved and the Company adopted a stock option plan ("Option Plan"). The Option Plan provides that the Board of Directors of the Company may from time to time, in its discretion and in accordance with the Exchange requirements, grant to directors, officers, consultants and employees of the Company, options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Company, exercisable for a period of up to five years from the date of grant.

8. INCOME TAXES

Provision for income taxes

Major items causing the Company's income tax rate to differ from the federal statutory rate of 26.50% were as follows:

	Period ended December 31,	
	2021	
	\$	
Loss before income tax		(644)
Expected tax recovery based on statutory rate	26.50%	(171)
Tax benefits not recognized		171
Deferred income tax expense	-	-

Deferred income tax balances

Deferred tax assets have not been recognized in respect of non-capital losses carried forward in the amount of \$644 because it is not probable that future taxable profit will be available against which the Company can use the benefits. The Company has approximately \$644 of non-capital losses in Canada, which, under certain circumstances, can be used to reduce the taxable income of future years. These losses expire in 2041.

9. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and ensure sufficient liquidity in order to become a CPC and complete a Qualifying Transaction so that it can provide adequate returns for shareholders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital as total shareholders' equity. The Company is not subject to any externally imposed capital requirements.

ST CHARLES RESOURCES INC.

Notes to the Financial Statements

For the period from incorporation (July 16, 2021) to December 31, 2021 (in Canadian dollars)

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's activities may expose it to a variety of financial risks: fair values, credit risk, liquidity risk. The Board of Directors provides regular guidance for overall risk management.

Fair values

As at December 31, 2021, the Company's financial instruments consist of cash and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

The Company is exposed in varying degrees to a number of risks arising from financial instruments. Management's involvement in the operations allows for the identification of risks and variances from expectations. The Company does not participate in the use of financial instruments to mitigate these risks. The Board approves the risk management processes. The Board's main objectives for managing risks are to ensure liquidity, the fulfillment of obligations, the completion of the IPO, the Company's search for a Qualifying Transaction, and limit exposure to credit and market risks.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company is exposed to credit risk through its cash balance which is held at a Canadian financial institution. The Company believes its exposure to credit risk is not significant.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements. The Company coordinates this planning and budgeting process with its financing activities through the capital management process described in Note 9, in normal circumstances. Accounts payable and accrued liabilities have contractual maturities less than 3 months.

ST CHARLES RESOURCES INC.

Notes to the Financial Statements

For the period from incorporation (July 16, 2021) to December 31, 2021 (in Canadian dollars)

11. EVENTS AFTER THE REPORTING DATE

a) *Initial Public Offering*

The Company is in the process of filing its amended and restated prospectus dated April 1, 2022 in connection with the IPO and is proposing to issue a minimum of 5,000,000 common shares of the Company at \$0.10 per common share for gross proceeds of \$500,000 and up to a maximum of 20,000,000 common shares of the Company at \$0.10 per common share for gross proceeds of \$2,000,000.

b) *Agent's compensation*

Pursuant to the terms of an Agency Agreement with iA Private Wealth Inc. (the "Agent") to be entered on or prior to the IPO, the Agent will receive a cash commission of 10% of the aggregate gross proceeds from the sale of the common shares, a \$12,500 corporate work fee, and reimbursement of its expenses and legal fees incurred pursuant to the IPO (not to exceed \$20,000 plus applicable taxes and disbursements). The Company will grant to the Agent and its sub-agents, if any, at the closing of the IPO the "Agent's Options" to acquire common shares in number equal to 10% of the number of common shares sold under the IPO, at \$0.10 per share for a 60-month period following the date of listing of the common shares on the Exchange. Pursuant to CPC Policy 2.4, 50% of the Agent's Options exercised or 50% of the shares held pursuant to that right may be sold prior to completion of the Qualifying Transaction. The remaining 50% may only be sold after completion of the Qualifying Transaction.

c) *Stock Options*

Concurrently with the completion of the Offering described above, the Company intends to enter into stock option agreements with officers and directors of the Company, entitling them to purchase up to that number of common shares equal to 10% of the number of common shares that will be outstanding upon completion of the Offering, at a price of \$0.10 per common share for a period of five years from the date of issuance.

CERTIFICATE OF THE CORPORATION

Dated: April 7, 2022

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

“James A. Crombie”

James A. Crombie

President, Chief Executive Officer and Director

“Alain Krushnisky”

Alain Krushnisky

Chief Financial Officer and Director

On behalf of the Board of Directors

“David A. Fennell”

David A. Fennell

Director

“Mark Eaton”

Mark Eaton

Director

CERTIFICATE OF THE AGENT

Dated: April 7, 2022

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

iA Private Wealth Inc.

“David M. Beatty”

David M. Beatty
Managing Director
Head of Mining and Metals, Investment Banking