



StrikePoint Gold Inc.

ANNUAL INFORMATION FORM

For the year ended December 31, 2022

November 22, 2023

Suite 3123 - 595 Burrard Street
PO Box 49139 Three Bentall Centre
Vancouver, BC V7X 1J1
www.strikepointgold.com
Phone: 604-602-1440
Email: info@strikepointgold.com

TABLE OF CONTENTS

EXPLANATORY NOTES AND CAUTIONARY STATEMENTS.....	1
DEFINITIONS AND GLOSSARY OF TERMS	5
CORPORATE STRUCTURE	7
GENERAL DEVELOPMENT OF THE BUSINESS	8
DESCRIPTION OF THE BUSINESS.....	13
RISK FACTORS.....	16
THE CUPRITE GOLD PROJECT	28
OTHER MINERAL PROPERTIES.....	45
DIVIDENDS AND DISTRIBUTIONS	45
DESCRIPTION OF CAPITAL STRUCTURE	45
MARKET FOR SECURITIES.....	48
ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER	49
DIRECTORS AND EXECUTIVE OFFICERS.....	49
PROMOTERS.....	53
THE COMPANY DOES NOT CURRENTLY HAVE ANY PROMOTERS, NOR HAS IT HAD ANY PROMOTERS DURING THE PAST TWO MOST RECENTLY COMPLETED FINANCIAL YEARS.	53
LEGAL PROCEEDINGS AND REGULATORY ACTIONS.....	53
INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....	53
TRANSFER AGENTS AND REGISTRARS.....	53
MATERIAL CONTRACTS.....	53
INTERESTS OF EXPERTS.....	53
AUDIT COMMITTEE	54
ADDITIONAL INFORMATION.....	56
APPENDIX "A"	57

EXPLANATORY NOTES AND CAUTIONARY STATEMENTS

In this annual information form (this “AIF” or “Annual Information Form”), unless the context otherwise requires, the “Company” or “StrikePoint” refers to StrikePoint Gold Inc. This AIF applies to the business activities and operations of the Company for the financial year ended December 31, 2022. Unless otherwise indicated, the information in this AIF is given as of November 22, 2023.

This AIF contains references to Canadian dollars and United States dollars. Unless otherwise indicated, all references to “\$” or “C\$” in this AIF are to Canadian dollars and all references to “US\$” in this AIF are to U.S. dollars. The following table reflects the low and high rates of the exchange for one US dollar, expressed in Canadian dollars, during the periods noted, the rates of exchange at the end of such periods and the average rates of exchange during such periods, based on the Bank of Canada exchange rates.

	Year Ended December 31,		
	2022	2021	2020
Closing	C\$1.3544	C\$1.2678	C\$1.2732
High	C\$1.3856	C\$1.2942	C\$1.4496
Low	C\$1.2451	C\$1.2040	C\$1.2718
Average ⁽¹⁾	C\$1.3013	C\$1.2535	C\$1.3415

⁽¹⁾ Calculated as an average of the applicable daily rates for each period.

On November 21, 2023, the indicative rate of exchange as reported by the Bank of Canada was US\$1.00 : C\$1.3698.

Cautionary Statement Regarding Forward-Looking Information

This AIF and the Company’s other public disclosure contain “forward-looking information” within the meaning of applicable Canadian securities laws (“**forward-looking information**”) concerning the Company’s business plans, including, but not limited to, anticipated results and developments in the Company’s operations in future periods and other matters that may occur in the future. In certain cases, forward-looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “target”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “determine”, “continue”, “projects”, “potential”, “proposed”, “seeks” or “believes”, or variations or the negative of such words and phrases, or statements that certain actions, events or results “may”, “could”, “whether to”, “would”, “should”, “likely”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology. Forward-looking information contained in this AIF includes, but is not limited to, statements regarding:

- the Company’s strategies and objectives, both generally and in respect of its specific mineral properties;
- the timing of decisions regarding the strategy and costs of exploration programs with respect to, and the issuance of the necessary permits and authorizations required for, the Company’s exploration programs;
- the timing and cost of planned exploration programs of the Company, and the timing of the receipt of results therefrom;
- the Company’s future cash requirements;
- general business and economic conditions;
- the Company’s ability to meet its financial obligations as they come due, including payments required to maintain the Company’s mineral property interests;

- the timing and pricing of proposed financings, if applicable;
- the anticipated use of the proceeds from any financings completed by the Company;
- the potential for the expansion of the known mineralized zones; and
- the potential for the amenability of mineralization to respond to proven technologies and methods for recovery of ore.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, including, without limitation, assumptions about:

- the level and volatility of the prices for precious and base metals;
- general business and economic conditions;
- the timing of the receipt of regulatory and governmental approvals, permits and authorizations necessary to implement and carry on the Company's planned exploration programs;
- conditions in the financial markets generally, and with respect to the prospects for junior exploration gold, copper and precious and base metal companies specifically;
- the Company's ability to secure the necessary consulting, drilling and related services and supplies on favorable terms;
- the Company's ability to attract and retain key staff, and to retain consultants to provide the specialized information and skills involved in understanding the precious and base metal exploration, mining, processing and marketing businesses;
- the nature and location of the Company's mineral exploration projects, and the timing of the ability to commence and complete the planned exploration programs;
- the anticipated terms of the consents, permits and authorizations necessary to carry out the planned exploration programs and the Company's ability to comply with such terms on a cost-effective basis;
- the ongoing relations of the Company with government agencies and regulators and its underlying property vendors/options; and
- that the metallurgy and recovery characteristics of samples from certain of the Company's mineral properties are reflective of the deposit as a whole.

While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

Furthermore, by their very nature, forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, events, results, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include, without limitation, risks related to the Company's inability to negotiate successfully for the acquisition of interests in exploration and evaluation assets, the determination of applicable governmental agencies not to issue the exploration concessions applied for by the Company or excessive delay by the applicable governmental agencies in connection with any such issuances,

the Company's inability to identify one or more economic deposits on its properties, variations in the nature, quality and quantity of any mineral deposits that may be located, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital, to complete certain financing transactions, or to be fully able to implement its business strategies, and other risks identified herein under "Risk Factors".

This is not an exhaustive list of the risks and factors that may affect the Company's forward-looking information. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in the forward-looking information, there may be other factors that cause actions, events, conditions, results, performance or achievements not to be as anticipated, estimated or intended. In addition to those discussed in this AIF, please refer to the risks described in the Company's other public disclosure record.

The Company cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking information contained in this AIF. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake any obligation to publicly update or revise any forward-looking information other than as required under applicable securities laws.

Compliance with NI 43-101

As required by NI 43-101 (as defined herein), the Company has filed the Technical Report (as defined herein). For the purposes of NI 43-101, the Company's material mineral property is the Cuprite Gold Project. Unless otherwise indicated, the Company has prepared the technical information in this AIF (the ("**Technical Information**") based on information contained in the Disclosure Documents available under the Company's profile on SEDAR+ at www.sedarplus.ca. Technical Information contained in each Disclosure Document was prepared by or under the supervision of a "qualified person" as defined in NI 43-101. For readers to fully understand the information in this Annual Information Form, they should read the Disclosure Documents in their entirety, including all qualifications, assumptions and exclusions that relate to the information set out in this Annual Information Form which qualifies the Technical Information. The Disclosure Documents are each intended to be read as a whole, and sections should not be read or relied upon out of context. The Technical Information is subject to the assumptions and qualifications contained in the Disclosure Documents.

Unless otherwise indicated, all scientific and technical information relating to the Cuprite Gold Project contained in this AIF has been reviewed and approved by Michael G. Allen, P. Geo, CEO, President and Director of StrikePoint, who by reason of education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, fulfills the requirements of a "qualified person" as defined in NI 43-101.

All scientific and technical information relating to the Company's Canadian mineral projects, the Willoughby and the Porter-Idaho Projects contained in this AIF has been reviewed and approved by Andrew Hamilton, P. Geo, technical advisor of StrikePoint, who by reason of education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, fulfills the requirements of a "qualified person" as defined in NI 43-101.

All scientific and technical information relating to the Cuprite Gold Project and incorporated by reference from the Technical Report has been reviewed and approved by the Technical Report Author, who by reason of education, affiliation with a professional association (as defined in NI 43-101) and past relevant work

experience, each fulfill the requirements of a qualified person as defined in NI 43-101, and is independent of the Company applying all of the tests in Section 1.5 of NI 43-101CP.

Classification of Mineral Reserves and Mineral Resources

In this AIF and as required by NI 43-101, the definitions, if any, of proven and probable mineral reserves and measured, indicated and inferred mineral resources are those used by Canadian provincial securities regulatory authorities and conform to the definitions utilized by CIM (as defined herein) in the CIM Standards (as defined herein).

Cautionary Note to U.S. Investors Concerning Estimates of Mineral Reserves and Mineral Resources

The mineral resource and mineral reserve estimates, if any, contained in this Annual Information Form have been prepared in accordance with the requirements of NI 43-101. The definitions, if any, of proven and probable mineral reserves and measured, indicated and inferred mineral resources are those under CIM Standards. These definitions differ from the definitions of such terms under the requirements of United States securities laws adopted by the Securities and Exchange Commission. Investors are cautioned not to assume that all or any part of mineral reserves and mineral resources determined in accordance with NI 43-101 and CIM standards will qualify as, or be identical to, mineral reserves and mineral resources estimated under the standards of the SEC applicable to U.S. companies under Subpart 1300 of Regulation S-K. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. An “inferred mineral resource” is that part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An inferred mineral resource has a lower level of confidence than that applying to an indicated mineral resource and must not be converted to a mineral reserve. It is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration.

Accordingly, information contained in this Annual Information Form containing descriptions of the Company’s mineral deposits may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

DEFINITIONS AND GLOSSARY OF TERMS

The following is a glossary of certain terms used in this AIF, including the summary that follows. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders. Certain additional terms are defined within the body of this AIF and in such cases will have the meanings ascribed thereto.

AIF or Annual Information Form	This Annual Information Form.
BCBCA	The <i>Business Corporations Act</i> (British Columbia).
Board	The Board of Directors of the Company.
CIM	Canadian Institute of Mining, Metallurgy and Petroleum.
CIM Standards	<i>CIM Definition Standards on Mineral Resources and Mineral Reserves.</i>
Common Shares	The common shares in the capital of the Company.
Cuprite, the Cuprite Property or the Project	The Cuprite Gold Project located in Nevada, USA.
Disclosure Documents	The Technical Report, news releases and other public filings available under the Company's profile on SEDAR+.
NI 43-101	National Instrument 43-101 – <i>Standards of Disclosure for Mineral Projects.</i>
NI 52-109	National Instrument 52-109 – <i>Certification of Disclosure in Issuers' Annual and Interim Filings.</i>
NI 52-110	National Instrument 52-110 – <i>Audit Committees.</i>
Options	Incentive stock options of the Company.
Registrar	The British Columbia Registrar of Companies appointed under the BCBCA.
Securities Legislation	The securities legislation of each of the provinces and territories of Canada and the Securities Exchange Act of 1934 and U.S. Securities Act of 1933, each as now enacted or as amended and the applicable rules, regulations, rulings, orders, instruments and forms made or promulgated under such statutes, as well as the rules, regulations, by-laws and policies of the TSXV.
SEDAR+	System for Electronic Document Analysis and Retrieval +
StrikePoint or the Company	StrikePoint Gold Inc., a company incorporated under BCBCA.
Technical Report	The technical report entitled "Technical Report on the Cuprite Gold – Silver Project, Nye and Esmeralda Counties, Nevada, USA" dated effective March 7, 2023,

detailing the technical information related to Cuprite and authored by the Technical Report Author.

Technical Report Author Steven I. Weiss, C.P.G., PhD.

TSXV The TSX Venture Exchange.

CORPORATE STRUCTURE

Name, Address and Incorporation

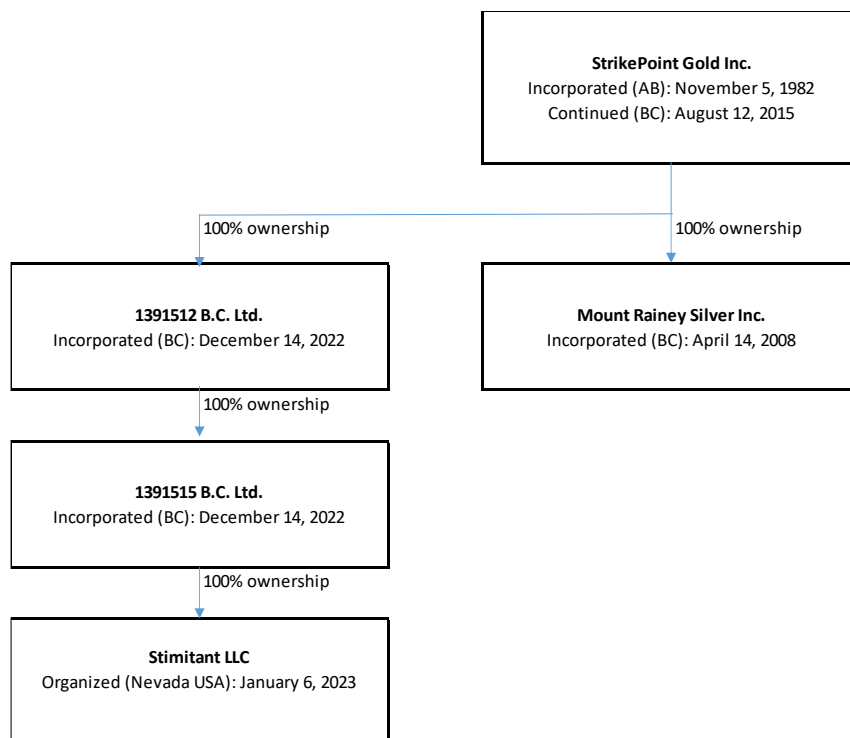
StrikePoint Gold Inc. was originally incorporated under the name Marum Resources Inc. under the *Business Corporations Act* (Alberta) on November 5, 1982. On June 25, 2009, the Company changed its name to “StrikePoint Gold Inc.” On August 12, 2015, the Company continued into British Columbia from the jurisdiction of Alberta, under the BCBCA.

The common shares of the Company are currently listed on the TSXV under the ticker symbol “SKP” and on the OTCQB in the United States under the ticker symbol “STKXF”. The Company is in the exploration stage with respect to its mineral properties. Based on the information available to date, the Company has not yet determined whether its mineral properties contain ore reserves.

The Company’s head office is located at Suite 3123 – 595 Burrard Street, PO Box 49139, Vancouver, BC, V7X 1J1 and the registered office is located on the 10th floor of 595 Howe Street, Vancouver, British Columbia, V6C 2T5.

Intercorporate Relationships

During the year ended December 31, 2022, the Company incorporated 1391512 B.C. Ltd. and 1391515 B.C. Ltd. (both are inactive holding companies that were incorporated under the BCBCA). The Company also incorporated its wholly-owned subsidiary Stimitant LLC, in Nevada, U.S.A. in January 2023. Stimitant LLC owns the Cuprite Gold Project. The following is a table of the Company’s organizational structure, including incorporation dates and locations. The Company’s wholly-owned subsidiary Mount Rainey Silver Inc. is incorporated under the BCBCA.



GENERAL DEVELOPMENT OF THE BUSINESS

Overview

StrikePoint is an exploration-stage company engaged in the acquisition, exploration and development of mineral properties of merit in Canada and the United States of America with the aim of developing them to a stage where they can be exploited at a profit or arranging joint ventures whereby other companies provide funding for development and exploitation. The Company will continue to acquire, explore, and develop precious metal projects in top-tier jurisdictions with the goal of creating shareholder value.

The Company's material property is the Cuprite Gold Project consisting of approximately 574 unpatented claims covering approximately 44-square kilometers, located 15-kilometers south of Goldfield, Nevada, and 85-kilometers northwest of Beatty, Nevada. The project is easily accessible by Highway 95 on the western margin of the property. Cuprite is located within the Walker Lane Gold Trend, which hosts AngloGold Ashanti Limited's ("Anglogold") exciting Silicon Gold and Merlin discoveries approximately 75-kilometers southeast of Cuprite. In addition, the Walker Lane hosts Tier 1 gold mines including Kinross's Round Mountain Mine located approximately 130-kilometers north of Cuprite.

In addition to Cuprite, the Company controls two additional exploration assets in British Columbia's Gold Triangle: the past-producing high-grade silver Porter-Idaho Project and the high-grade gold Willoughby Project.

Three Year History

Recent Developments – Subsequent to December 31, 2022

- On September 26, 2023, StrikePoint announced the results of its first phase of exploration results at Cuprite, occurring throughout 2023. The Company completed 13.5-line kilometres of Induced Polarization ("IP") geophysical survey, which identified a possible 6-kilometre long structural corridor that aligns with the hypothesised Stonewall Mountain Caldera margin. Zones of high resistivity thought to be potential silicification were offset through normal faulting. Chargeability highs correspond to the interpreted faults.

In addition to the IP survey conducted, a total of 1,041 soil samples were collected in 17-line spaced approximately 200 metres apart. On-line sample spacing was approximately 30 metres. Samples were collected using a hand auger at an average depth of approximately 30 centimetres. Results of the survey were a coherent mercury soil anomaly, coincidental with the projection of and geophysical signature of normal faults of the Stonewall Mountain Caldera, plus minor mercury anomalies possibly associated with secondary structures. Associated arsenic and antimony anomalies appear to be associated slightly outboard of the mercury anomalies suggesting the possibility of a convection cell caused by the oxidation of sulphides at depth. Individual samples ranged from 0.0009 parts per million ("ppm") to 7.4 ppm mercury, with 12 samples registering greater than 1 ppm mercury.

The Company's on-going geological mapping at Cuprite has also identified multiple east-west structures that project into the mercury anomaly identified from the soil sampling program, thereby, highlighting the potential of significant ground preparation for mineralizing fluids where the east-west structures intersect the hypothesized Stonewall Mountain Caldera margin.

In summary, our exploration work to date has shown the Cuprite Gold Project as a known area of significant hydrothermal and acid-leach alteration. The Company has identified sizable, structural, geochemical, and geophysical anomalies similar in scale to the nearby AngloGold's Silicon gold deposit. The soil geochemical anomalies, coincident with geophysical and mapped structures indicate a large-scale target on the project. StrikePoint continues to evaluate the additional geophysical and geological work to help refine targets prior to the Company's inaugural drill program at Cuprite.

- On April 11, 2023, the Company filed its initial independent Technical Report prepared in accordance with NI 43-101 for the Cuprite Gold Project, which can be found on the Company's profile on SEDAR+ at www.sedarplus.ca and the Company's website, www.strikepointgold.com.
- On March 1, 2023, StrikePoint announced the expansion, via staking, of the land holdings at Cuprite, resulting in the acquisition of 310 new claims that surrounded the original claims purchased at Cuprite (discussed in the point below) to cover additional exploration targets of interest and establish a dominant land position in the area.

The Company also announced the appointment of Paulo Santos, CPA as the Company's CFO and Kia Russell as the Company's Corporate Secretary. In conjunction with these appointments, the Company accepted the resignation of Mark Gelmon (previously StrikePoint's CFO), Marion McGrath (previously StrikePoint's Corporate Secretary), and Marilyne Laccase (previously StrikePoint's Vice-President, Exploration).

- On January 23, 2023, the Company announced the execution of the purchase and sale agreement with Orogen Royalties Inc. ("Orogen") whereby StrikePoint would acquire the Cuprite Gold Project (completed in March 2023). Further information on Cuprite is available in this AIF under the section "The Cuprite Gold Project".

Pursuant to the terms of the purchase and sale agreement, StrikePoint acquired a 100% interest in the Cuprite Gold Project by issuing 6,428,571 Common Shares, reimbursing US\$35,208 on project related costs, and granting a 3% net smelter royalty ("NSR") royalty to Orogen, whereby 0.5% of the NSR royalty can be purchased for US\$2.5 million. Orogen will also retain a 1.5% NSR royalty on any after acquired internal claims held by third parties. Orogen will hold a one-kilometre area of interest around the Cuprite project and additional claims staked within this area of interest will be subject to the 3% NSR.

Events During Fiscal Year Ended December 31, 2022

- On December 19, 2022, StrikePoint announced the results of its diamond drilling, reconnaissance channel and grab sampling from its 2022 exploration program at the 100%-owned Porter-Idaho Project, located near Stewart in British Columbia's prolific Golden Triangle. The 2022 exploration program was designed to drill test extensions to high-grade silver mineralization outlined in historic resource estimates and explore for gold-silver-rich intrusive-related mineralization. Drilling was successful in confirming high-grade silver mineralization within the historic resource block and demonstrated the potential for gold-silver-rich intrusion-related mineralization at the underexplored Red Reef Prospect, which is located 2.35 kilometres northwest of, and 850 metres below the elevation of the Porter-Idaho/Silverado mineralization and may potentially be the root of the system.
- On November 28, 2022, StrikePoint announced the drilling results and reconnaissance grab sample results from the 2022 exploration program at the 100%-owned Willoughby Gold-Silver Project ("Willoughby"), located east of the community of Stewart in British Columbia's prolific Golden Triangle.

The 2022 program at Willoughby expanded the then-known mineralized footprint on the property, with significant gold and silver grades established through surface sampling and drilling of approximately 2,700 metres of strike length at the Willoughby trend.

- On November 1, 2022, the Company appointed Michael G. Allen as the StrikePoint's President, CEO, and Director. In addition, Shawn Khunkhun was elevated to the role of Executive Chairman and Director of the Company. Mr. Allen has over 20 years of multifaceted work experience in the mineral exploration and development business. His experience has been from grassroots to advancing projects through feasibility studies, construction and operations, in a variety of geological systems and jurisdictions. In addition, Mr. Allen brings additional capital markets strength to StrikePoint having raised significant amounts of capital to advance various projects. Most notably Mr. Allen was President, CEO and Director of Northern Empire Resources, where he was responsible for identifying, acquiring and advancing the Sterling Project in the Beatty district of Southwest Nevada. Northern Empire was sold to Coeur Mining, Inc. at the all-time high of the share price for approximately \$120 million. Recently, Mr. Allen was President of Elevation Gold Mining Corp., Arizona's largest precious metals producer.
- On September 19, 2022, StrikePoint executed a definitive agreement with Snowline Gold Corp. ("Snowline"), whereby StrikePoint sold its interest in certain concessions located in the Mayo and Watson Lake Mining Districts in the Yukon, Canada. The terms of the Yukon project sale included Snowline making a cash payment to StrikePoint of \$500,000 (completed) and issuing 500,000 Snowline common shares to StrikePoint (completed). The sale of this project was completed in early 2023.
- On April 12, 2022, the Company announced the results from surface channel sampling as well as reconnaissance grab samples collected during the 2021 exploration program at the 100%-owned Willoughby. The results provided quality surface assay data over the surface expression of mineralized zones that could be used to refine drill targets for future exploration drilling programs.
- On March 2, 2022, StrikePoint announced the results of 13 diamond drill holes from the 2021 exploration program at Willoughby (initial results from this program were announced on December 9, 2021). Drilling was successful in extending the 1,300-metre long high-grade gold and silver mineralization trend.
- On February 1, 2022, the Company announced the appointment of Ms. Marilyne Lacasse, P. Geo. as its Vice-President, Exploration.

Events During Fiscal Year Ended December 31, 2021

- On December 16, 2021, Strikepoint announced the results of certain surface channel sampling as well as reconnaissance grab samples collected during the 2021 exploration program at the 10%-owned Willoughby Gold-Silver Project. The results were from seven continuous series of channel samples in steep terrain at the Icefall Zone from well-exposed bedrock hosting disseminated to massive sulphides, primarily pyrite and pyrrhotite. The samples covered approximately 55 metres of strike and 80 metres of vertical relief along a steep exposure. These samples provided representative assay data for surface expressions projected up-dip from previous and current drilling.

Channel sampling at the Icefall Zones confirmed continuous gold and silver mineralization along all seven channel sample lines. The gold-silver mineralization is hosted in semi-massive to replacement style sulphides, primarily pyrite and pyrrhotite with lesser sphalerite and galena within Jurassic volcanic

rocks. Pervasive sericite alteration was consistently observed throughout all channel samples at Icefall, all of which returned intervals of gold and silver mineralization.

Results were also announced from select grab samples collected at the Icefall Zone during the 2021 exploration program season.

- On December 9, 2021, the Company announced the drill results received from the first of four areas drilled during the 2021 exploration program at Willoughby along strike identified during the 2020 drilling program. Gold-silver mineralization was encountered in all holes. During the 2021 program, 4,050 meters of core drilling in seventeen holes were completed at Willoughby, as well as extensive surface chip-channel sampling and mapping of well-exposed, gold-silver mineralization within disseminated to massive sulphides that were follow up to 2020 surface results and in-field observations. The objective of the program was to target gaps between previously drilled high-grade zones at Willoughby as well as the Willow zone one kilometer to the north that hosts analogous high-grade mineralization.
- On August 31, 2021, the Company announced that Carol Li resigned from its Board of Directors.
- On July 2, 2021, StrikePoint closed a non-brokered private placement of 18,050,000 flow-through units at a price of \$0.25 per unit for gross proceeds of \$4,512,500 (initially announced on June 15, 2021 and a revision to increase the size of the private placement announced on June 16, 2021). Each flow-through unit was comprised of one flow through common share and one-half of one common share purchase warrant. Each whole warrant entitled the holder to acquire an additional Common Share at an exercise price of \$0.35 per share for a period of 18 months. The Company paid \$243,000 and issued 972,000 finder's warrants in connection with the private placement. The finder's warrants were issued at the same terms as the warrants issued in the financing. The proceeds of this private placement were utilized to fund the Company's exploration activities at both the Porter and Willoughby projects located in the Golden Triangle of northwest British Columbia.
- On June 7, 2021, StrikePoint announced the execution with a third-party to sell its then owned 100%-interest in a projected named the Angelina Property located near Bissett, Manitoba in consideration for a \$20,000 cash payment and 1,750,000 common shares in the capital stock of 1911 Gold Corporation ("1911"). The Company retains a one percent net smelter returns royalty, which may be purchased by 1911 at any time for payment of \$500,000.
- On February 3, 2021, the Company announced remaining drill results from the 2020 exploration drilling program at Willoughby, which was successful in identifying: 1) a new-high grade discovery at the Edge Zone, and 2) long intervals of disseminated gold mineralization at the Wilby area. During 2020, in addition to surface mapping and sampling at Willoughby, the Company completed 1,715 meters of drilling in six holes; four tested disseminated gold-silver at the Wilby Zone and two tested for high-grade intrusive-related mineralization at the Edge Zone. Willoughby hosts at least three styles of mineralization in eight known areas, two of which were tested were tested in this drilling program.
- On January 21, 2021, StrikePoint announced the results of surface sampling from the 2020 exploration program at the 100%-owned Porter Silver Project, located near the community of Stewart, British Columbia in the prolific Golden Triangle.

Geologists completed detailed scale mapping and sampling in areas of steep terrain and extensive ice recession, adjacent the historic Silverado Mine on the west side of Porter, and at the Prosperity-Porter

Idaho Mines located on the east side. There were no records of mapping or sampling of veins in these newly sampled areas. This surface exploration program uncovered massive to semi-massive pyrite-galena-sphalerite-chalcopryrite polymetallic veins in shear zone at the Prosperity-Porter Idaho and Silverado area. New mineralized structures at Prosperity & Porter-Idaho were also identified.

In addition, the Company received assay results from 80 grab samples collected during 2020 at the Porter project.

Events During Fiscal Year Ended December 31, 2020

- On December 14, 2020, StrikePoint announced the results of 232 grab and channel surface sampling results from its 2020 exploration program at Willoughby. Surface sampling and mapping during this program was completed at the Edge, Wilkie, Wilby and Upper Icefall zones. Experienced geologists completed detailed 1:1,500 scale mapping of areas where extensive ice recession has occurred, notably between the Edge and Wilby Zones. The sampling of the newly exposed outcroppings uncovered massive to semi-massive pyrite-sphalerite-chalcopryrite in veins and replacement-style mineralization in the Edge Zone area.
- On November 16, 2020, the Company announced the closing of a non-brokered private placement of 4,761,906 flow-through units raising gross proceeds of \$1,000,000 at a price of \$0.21 per unit (initially announced on November 9, 2020). Each unit comprised of one flow through common share and one share purchase warrant, with each warrant entitling the holder to acquire one additional Common Share at an exercise price of \$0.25 per share for a period of two years. The Company paid \$60,000 and issued 285,714 finder's warrants in connection with this private placement. The finder's warrants are issued at the same terms as the warrants included in the unit. The proceeds of the placement were utilized to fund the Company's Canadian exploration activities on its existing mineral property portfolio.
- On October 5, 2020, further to its previous announcements on September 8, 2020 and September 10, 2020, StrikePoint closed a non-brokered private placement offering of 21,886,633 conventional units at a price of \$0.15 per unit and 4,761,906 flow-through units at a price of \$0.21 per unit, raising total gross proceeds of \$4,282,995. Each conventional unit was comprised of one Common Share and one common share purchase warrant, with each warrant entitling the holder to acquire one additional Common Share at an exercise price of \$0.25 per share for a period of two years. Each flow-through unit was comprised of one flow through common share and one common share purchase warrant, on the same terms of the warrants comprising the conventional units. The Company paid \$15,597 and issued 103,980 finder's warrants in connection with this private placement, with each finder's warrant issued under the same terms as the warrants included in the unit. The proceeds of the private placement were utilized to fund the Company's exploration activities on its Canadian mineral properties and general working capital.
- On July 24, 2020, further to the Company's news release dated July 8, 2020, StrikePoint announced the completion of a non-brokered private placement financing for total gross proceeds of \$1,955,000 through the issuance of 23,000,000 units at a price of \$0.085 per unit. Each unit was comprised of one Common Share of the Company and one-half share purchase warrant, with each whole warrant entitling the holder to acquire an additional Common Share at the price of \$0.12 per share for a period of two years from the date of closing. In conjunction with this private placement, 1,380,000 units were issued as a finder's fee in connection with the financing. Proceeds from the private placement were used for exploration and general working capital.

- On June 29, 2020, the Company announced its plans for the 2020 exploration programs for its wholly-owned projects at Willoughby and Porter. The first phase of the program was intended to refine and prioritize drill targets to be tested later in 2020 during a second phase of exploration.
- On January 22, 2020, the Company issued 15,000,000 Common Shares with a value of \$750,000 to Skeena Resources Limited as a final payment in conjunction with the acquisition of Mount Rainey Silver Inc.
- On January 21, 2020, StrikePoint announced the sale of its 100%-owned Glacier Creek Property to American Creek Resources (“American Creek”). Pursuant to the terms of the agreement, American Creek issued 3,000,000 Common Shares and paid \$50,000 to StrikePoint. In addition, StrikePoint retains a 0.5% NSR, which can be purchased for an additional cash payment of \$500,000.
- On January 14, 2020, StrikePoint announced the sale of its 100%-owned Mahtin Property to Sitka Gold Corp (“Sitka”). The project is located 40-kilometres Norwest of the town of Mayo in the central Yukon Territory. Under the terms of the agreement, Sitka issued 2,000,000 common shares to StrikePoint. StrikePoint retains a 1% NSR, which can be purchased for an additional cash payment of \$1,000,000.

Business Outlook

On April 27, 2023, the Company announced a multi-stage exploration program for its 100%-owned Cuprite Gold Project, located in Nevada’s prolific Walker Lane. Cuprite is thought to be analogous to the nearby multi-million-ounce Silicon gold deposit recently discovered by AngloGold Ashanti Limited. Geochemical, geophysical, and structural vectoring led to the Silicon gold deposit discovery and StrikePoint will be using similar techniques to assess the 44 square kilometer Cuprite Gold Project. In addition, the Company has initiated the permitting process for future exploration work, including an initial drilling program.

The Company will continue to investigate and review projects of merit focusing on gold and precious metal projects located in the US and Canada with a view of growing StrikePoint’s portfolio and profile. At this time, the Company has not planned any significant exploration programs for any other projects in which StrikePoint has an interest in.

DESCRIPTION OF THE BUSINESS

Summary

The Company is an exploration stage company and engages principally in the exploration and evaluation of mineral resource assets in the United States of America and Canada. The Company is currently focused on its Cuprite Project, StrikePoint’s material project. Other projects include the Porter-Idaho Project and the Willoughby Project. Refer to the sections titled, “*General Development of the Business*” and “*The Cuprite Gold Project*” for information on the Company’s material project.

The Company does not hold any interests in production or commercial mineral deposits at this time. The Company has no production or other material revenue. There is no operating history upon which investors may rely. Commercial development of any kind will only occur if sufficient quantities of mineral resources containing economic concentrations of minerals are discovered. If, in the future, a discovery is made, substantial financial resources will be required to establish mineral resources and/or mineral reserves. Additional substantial financial resources will be required to develop mining and processing facilities for any mineral resources and/or mineral reserves that may be discovered. If the Company is unable to finance the establishment of mineral

reserves or the development of mining and processing facilities it may be required to sell all or a portion of its interest in such property to one or more parties capable of financing such development.

Production and Services

As the Company is in the mineral exploration business, it does not have marketable products and is not distributing any products at this time.

Specialized Skills and Knowledge

The nature of the Company's business requires specialized skills and knowledge. The Company conducts exploration activities in the United States of America and in Canada, which require technical expertise in the areas of geology, metallurgical processing, community and governmental relations and environmental compliance. In addition, the Company also relies on staff members, local contractors, and consultants with specialized knowledge of logistics and operations in each of the countries in which it operates. To attract and retain personnel with the specialized skills and knowledge required for the Company's operations, the Company maintains remuneration and compensation packages it believes to be competitive. To date, the Company has been able to meet its staffing requirements. See "*Risk Factors*".

Competitive Conditions

The precious metal mineral exploration and mining business is competitive in all phases of exploration, development and production. Competition in the mineral exploration and production industry can be significant at times. The Company competes with a number of other companies that have resources significantly in excess of those of the Company in the search for and the acquisition of attractive precious metal mineral properties, qualified service providers, labour, equipment and suppliers. The Company also competes with other mining companies for production from, mineral concessions, claims, leases and other interests, as well as for the recruitment and retention of qualified employees and consultants. The ability of the Company to acquire precious metal mineral properties in the future will depend on its ability to operate and develop its present properties and on its ability to select and acquire suitable producing properties or prospects for precious metal development or mineral exploration in the future. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company. See "*Risk Factors*".

Raw Materials

The Company uses critical components such as water, electrical power, explosives, diesel, and propane in its business, all of which are readily available.

Intangible Properties

The Company does not currently have any identifiable intangible properties.

Business Cycles and Seasonality

The Company can conduct drilling operations throughout the entire year at Cuprite, while in Canada significant field exploration may be limited to warmer months of the year, such as between June and October. The precious metals sector is volatile and cyclical, with the mining business subject to commodity price cycles. These cycles can create a weaker financial market for the general mining sector, and in particular for earlier stage

development and exploration focused companies within the sector. The Company's ability to continue to fund exploration and development is impacted by the availability of financing which in turn may be driven by the strength of the precious metals market environment. There is no certainty that gold prices will remain at current levels and that there will be a robust financial market for the precious metals sector.

The marketability of minerals and mineral concentrates is also affected by worldwide economic cycles. The price of StrikePoint's common shares, financial results, exploration, development and mining activities may in the future be significantly and adversely affected by declines in the price of gold, silver and other minerals. Mineral prices fluctuate widely and are affected by numerous factors such as global supply, demand, inflation, exchange rates, interest rates, forward selling by producers, central bank sales and purchases, production, global or regional political, economic or financial situations and other factors beyond the control of the Company.

Economic Dependence

The Company's business is not substantially dependent on a single commercial contract or group of contracts either from suppliers or contractors.

Changes to Contracts

It is not expected that the Company's business will be materially affected in the current financial year by the renegotiation or termination of any contracts or sub-contracts.

Environmental Protection

The Company's exploration activities are subject to various levels of government laws and regulations relating to the protection of the environment, including requirements for closure and reclamation of mining properties.

Environmental legislation is evolving in a manner that means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies including their directors, officers and employees.

Due to the early stage of the Company's activities, environmental protection requirements have had a minimal impact on the Company's capital expenditures and competitive position. If needed, the Company will make and will continue to make expenditures to ensure compliance with applicable laws and regulations. New environmental laws and regulations, amendments to existing laws and regulations, or more stringent implementations of existing laws and regulations, as well as the costs of complying with such laws and regulations, could have a material adverse effect on the Company by potentially increasing capital and/or operating costs and reducing potential for profitability. The Company did not have any significant environmental liabilities as of December 31, 2022. See "*Risk Factors*".

Employees

As of December 31, 2022, the Company had one full-time employee. The Company relies to a large degree upon consultants and contractors to carry on many of its activities and, in particular, to supervise and carry out the work programs on its mineral properties.

Foreign Operations

The Company's material property is located in the United States and expenses in relation to the property may be incurred in United States dollars. As a result, StrikePoint is subject to foreign currency fluctuations which may materially change its financial position and results.

Lending

The Company does not currently have any lending operations.

Bankruptcy and Similar Procedures

There is no bankruptcy, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. There have not been any voluntary bankruptcy, receivership or similar proceedings by the Company within the three most recently completed financial years or currently proposed for the current financial year.

Reorganizations

There have been no reorganizations of or involving the Company within the three most recently completed financial years or currently proposed for the current financial year.

Social and Environmental Policies

Protecting the environment and maintaining a social license with the communities where the Company operates is integral to the success of the Company. The Company's approach to social and environmental policies is guided by both the legal guidelines in the jurisdictions in which the Company operates, as well as by a combination of Company-specific policies and standards with a commitment to best practice management.

The Company's current exploration activities are subject to environmental laws and regulations in the jurisdictions in which it operates. There are environmental restrictions in the United States and Canada that apply to the Company's exploration and land holdings. These restrictions address such matters as protection of the natural environment, employee health and safety, waste disposal, remediation of environmental sites, reclamation, control of toxic substances, air and water quality and emissions standards. See "*Risk Factors*". StrikePoint seeks to adopt leading practice environmental programs on its worksites to manage environmental matters and ensure compliance with local and international legislation.

RISK FACTORS

The Company's securities should be considered a highly speculative investment and investors should carefully consider all the information disclosed in the Company's Canadian regulatory filings prior to making an investment in the Company. Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits, which through present, are insufficient in quantity and/or quality to return a profit from production. Without limiting the foregoing, the following risk factors should be given special consideration when evaluating an investment in the Company's securities.

There are several risk factors that could cause future results to differ materially from those described herein. The following are certain risk factors relating to the business carried on by the Company, which prospective

investors should carefully consider before deciding whether to purchase StrikePoint's common shares. The risks and uncertainties described herein are not the only ones that the Company faces. Additional risks and uncertainties, including those that the Company does not know about now or that it currently deems immaterial, may also adversely affect the Company's business. If any of the following risks actually occur, the Company's business may be harmed, and its financial condition and results of operation may suffer significantly. References to the Company include its owned and partially-owned subsidiaries and affiliates in which the Company has an interest, as applicable.

Global Conditions and Related Risks

Public health crises could adversely affect our Company's business

Our Company's financial and/or operating performance could be materially adversely affected by the outbreak of public health crises, epidemics, pandemics or outbreaks of new infection diseases or viruses, such as the global outbreak of COVID. Such public health crises can result in volatility and disruption to global supply chains, trade and market sentiment, mobility of people, and global financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions and results of operations, and other factors relevant to our Company. The risks to our Company of such public health crises also include risks to employee/contractor health and safety, a slowdown or suspension of operations, additional non-compensable costs, or could result in the cancellation of contracts, as well as supply chain disruptions that could negatively impact our Company's business, financial condition and results of operations.

International conflict

International conflict and other geopolitical tensions and events, including war, military action, terrorism, trade disputes, and international responses thereto have historically led to, and may in the future lead to, uncertainty or volatility in global energy, supply chain and financial markets. Russia's invasion of Ukraine has led to sanctions being levied against Russia by the international community and may result in additional sanctions or other international action, any of which may have a destabilizing effect on commodity prices, supply chain and global economies more broadly. Volatility in commodity prices and supply chain disruptions may adversely affect the company's business and financial condition. The extent and duration of the current Russian-Ukrainian conflict and related international action cannot be accurately predicted at this time and the effects of such conflict may magnify the impact of the other risks identified in this AIF, including those relating to commodity price volatility and global financial conditions. The situation is rapidly changing, and unforeseeable impacts may materialize, and may have an adverse effect on the Company's business, results of operations and financial condition.

Global financial conditions and economy

The recent unprecedented events in global financial markets have had a profound impact on the global economy. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability. Specifically:

- the global credit/liquidity crisis could impact the cost and availability of financing and the Company's overall liquidity;

- the volatility of precious and base metal prices may impact the Company's future revenues, profits and cash flow;
- volatile energy prices, inflation, commodity and consumables prices and currency exchange rates impact potential costs and may result in increasing expenditures; and
- the devaluation and volatility of global stock markets impacts the valuation of the common shares of the Company, which may impact the Company's ability to raise funds through the issuance of equity securities.

Currency fluctuations

The Company may be adversely affected by foreign currency fluctuations. The Company is primarily funded through equity investments into the Company denominated in Canadian Dollars. In the normal course of business, the Company enters into transactions for the purchase of supplies and services denominated in Canadian and United States Dollars. The Company also has cash and certain liabilities denominated in United States Dollars. Exploration, development and administrative costs to be funded by the Company in the United States will be denominated in United States Dollars. Fluctuations in the exchange rates between the Canadian Dollar and the United States Dollar are out of StrikePoint's control and may adversely affect the Company's financial position and results.

Metal price volatility

Metal prices have historically been subject to significant price fluctuation. No assurance may be given that metal prices will remain stable. Significant price fluctuations over short periods of time may be generated by numerous factors beyond the control of the Company, including domestic and international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increases or decreases in production due to improved mining and production methods. Significant reductions or volatility in metal prices may have an adverse effect on the Company's business, including the economic attractiveness of the Company's projects, the Company's ability to obtain financing and, if the Company's projects enter the production phase, the amount of the Company's revenue or profit or loss.

Risk Relating to the Common Shares of the Company

Market for securities and volatility of share price

There can be no assurance that an active trading market in the Company's securities will be sustained. In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploration or development-stage mining companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur going forward.

The factors influencing such volatility include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Common Shares is also likely to be significantly affected by short-term changes in precious metal prices or other mineral prices, currency exchange fluctuations and the Company's financial condition or results of operations as reflected in its earnings reports. Other factors unrelated to the performance of the Company that may have an effect on the price of the Common Shares include the following:

- the extent of analyst coverage available to investors concerning the business of the Company may be limited if investment banks with research capabilities do not follow the Company's securities;
- lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of securities of the Company;
- the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and
- a substantial decline in the price of the securities of the Company that persists for a significant period of time could cause the Company's securities to be delisted from an exchange, further reducing market liquidity.

Need for additional financing and possible effects of dilution

The Company may sell additional equity securities in subsequent offerings (including through the sale of securities convertible into equity securities) and may issue additional equity securities to finance operations, exploration, development, acquisitions or other projects. The Company cannot predict the size of future issuances of equity securities or the size and terms of future issuances of debt instruments or other securities convertible into equity securities or the effect, if any, that future issuances and sales of the Company's securities will have on the market price of the common shares. Any transaction involving the issuance of previously authorized but unissued shares, or securities convertible into common shares, would result in dilution to security holders. Exercises of presently outstanding share options or share purchase warrants may also result in dilution to security holders.

The Board has the authority to authorize certain offers and sales of additional securities without the vote of, or prior notice to, shareholders. Based on the need for additional capital to fund expected expenditures and growth, it is likely that the Company will issue additional securities to provide such capital. Such additional issuances may involve the issuance of a significant number of Common Shares at prices less than the current market price for the common shares.

Sales of substantial amounts of the Company's securities, or the availability of such securities for sale, could adversely affect the prevailing market prices for the Company's securities and dilute investors' earnings per share. A decline in the market prices of Company's securities could impair the Company's ability to raise additional capital through the sale of securities should the Company desire to do so.

Dividends

The Company has not paid any dividends on the outstanding Common Shares, nor is there any intention of paying dividends in the foreseeable future. Any decision to pay dividends on the Common Shares will be made by the Board on the basis of its earnings, financial requirements and other conditions.

Risks Relating to the Mining Industry

Exploration, Development and Operating Risks

Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold and other minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and

possible legal liability. The financing, exploration, development and mining of any of the Company's properties is furthermore subject to a number of macroeconomic, legal and social factors, including commodity prices, laws and regulations, political conditions, currency fluctuations, the ability to hire and retain qualified people, the inability to obtain suitable adequate machinery, equipment or labor and obtaining necessary services in jurisdictions in which the Company operates. Unfavorable changes to these and other factors have the potential to negatively affect the Company's operations and business.

Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. Whether a gold or other precious or base metal or mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of mineralization and proximity to infrastructure; mineral prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

There is no certainty that the expenditure to be made by the Company towards the exploration and evaluation of gold or other minerals will result in discoveries or production of commercial quantities of gold or other minerals. In addition, once in production, mineral reserves are finite and there can be no assurance that the Company will be able to locate additional reserves as its existing reserves (if any) are depleted.

Exploration Stage Company and Exploration Risks

The Company is a junior resource company focused primarily on the acquisition, exploration and development of mineral properties located in the United States and Canada. The Company's properties have no established mineral reserves. There is no assurance that any of the Company's projects can be mined profitably. Any reference to potential quantities and/or grade is conceptual in nature, as there has been insufficient exploration to define any mineral resource and it is uncertain if further exploration will result in the determination of any mineral resource. Quantities and/or grade described in this AIF should not be interpreted as assurances of a potential resource or reserve, or of potential future mine life or of the profitability of future operations. Accordingly, it is not assured that the Company will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of the Company will be dependent upon developing and commercially mining an economic deposit of minerals, which in itself is subject to numerous risk factors.

The exploration and development of mineral deposits involves a high degree of financial risk over a significant period of time that even a combination of management's careful evaluation, experience and knowledge may not eliminate. While discovery of ore-bearing structures may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration and development programs of the Company will result in profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the cost and success of its exploration and development programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral reserves that are sufficient to support commercial

mining operations and to construct, complete and install mining and processing facilities on those properties that are actually developed.

Few properties that are explored are ultimately developed into producing mines. Substantial expenditures are required to establish mineral reserves through drilling, to develop metallurgical processes to extract the metal from the ore and in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

No assurance can be given that any particular level of recovery of minerals will be realized or that any potential quantities and/or grade will ever qualify as a mineral resource, or that any such mineral resource will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited.

Where expenditures on a property have not led to the discovery of mineral reserves, incurred expenditures will generally not be recoverable.

Title risk

The acquisition of title to resource properties can be a detailed and time-consuming process. The precise location of the boundaries of some of the claims and ownership of mineral rights on specific tracts of land comprising the claims can be in doubt. Claims may be subject to annual compliance with assessment work requirements and maintenance payments. Other parties may dispute the Company's title to the properties. While the Company has taken reasonable measures to investigate title to the mineral claims comprising the properties and, to the best of its knowledge, title to the properties is in good standing, this should not be construed as a guarantee of title.

The Company's properties may have complex title histories and there may be conflicting unrecorded or undocumented claims to title to the properties. Although the Company has taken reasonable precautions to ensure that legal title to its properties is properly documented, there can be no assurance that the Company's title work has discovered all adverse title interests or that its property interests will not be challenged. Such title issues and any defects in title may impair the Company's development of its properties and could result in a loss of all or a portion of the properties to which a title defect relates. Title insurance is generally not available with respect to mining claims.

The Company's properties may be subject to prior unrecorded agreements or transfers and title may be affected by undetected defects. These defects could adversely affect the Company's title to such properties or delay or increase the cost of the development of such properties. In addition, the Company's properties may be subject to aboriginal or other historical rights that may be claimed on federal, provincial or state properties or other types of tenure with respect to which mineral rights have been conferred. The Company is not aware of any aboriginal land claims having been asserted or any legal actions relating to native issues having been instituted with respect to any of the mineral properties in which the Company has an interest.

Competition

The Company's business of acquiring, exploring and developing mineral properties is intensely competitive. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. Increased competition could adversely affect the Company's ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration in the future.

Regulatory and policy risks

Business, exploration activities and any future development activities and mining operations are and will be subject to extensive United States, Canadian, and other foreign, federal, state, provincial, territorial and local laws and regulations and also exploration, development, production, exports, taxes, labor standards, waste disposal, protection of the environment, reclamation, historic and cultural resource preservation, mine safety and occupational health, reporting and other matters, as well as accounting standards. Compliance with these laws, regulations and standards or the imposition of new such requirements could adversely affect our Company's operating and future development costs, the timing of our Company's operations, ability to operate and financial results. These laws and regulations governing various matters include:

- environmental protection;
- management of natural resources;
- exploration, development of mines, production and post-closure reclamation;
- export and import controls and restrictions;
- price controls;
- taxation;
- labour standards and occupational health and safety, including mine safety;
- historic and cultural preservation; and
- generally accepted accounting principles.

The costs associated with compliance with these laws and regulations may be substantial and possible future laws and regulations, or more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures, restrictions on or suspensions of our Company's operations and delays in the development of our project. These laws and regulations may allow governmental authorities and private parties to bring lawsuits based upon damages to property and injury to persons resulting from the environmental, health and safety impacts of our Company's past and current operations, and could lead to the imposition of substantial fines, penalties or other civil or criminal sanctions. In addition, our Company's failure to comply strictly with applicable laws, regulations and local practices relating to permitting applications or reporting requirements could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners. Any such loss, reduction, expropriation or imposition of partners could have a materially adverse effect on our Company's operations or business.

Permits

The Company's current and anticipated future operations, including further exploration, development activities and any commencement of future production on the Company's properties (including Cuprite), require permits from various national, state and local governmental authorities. The Company cannot be certain that it will receive, or maintain once granted, the necessary federal, provincial and/or state permits on acceptable terms to conduct further exploration and to develop such properties. There can be no assurance that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects, on reasonable terms or at all. Delays or a failure to obtain such licenses and permits, or a failure to comply with the terms of any such licenses and permits that the Company does obtain, could increase the Company's costs and delay its activities, and could have a material adverse effect on the Company. In addition to proposed statutory changes, changes to the regulations

promulgated under mining statutes are often proposed by federal regulatory agencies, and non-governmental organizations often litigate to influence the application of existing regulations.

If our Company discovers economically mineable mineralized material, our Company may experience delays in developing our project. The timing of development at our project depends on many factors, some of which are beyond our control, including: taxation, the timely issuance of permits, and the acquisition of surface land and easement rights required to develop and operate our project. These delays could increase development costs of our project, affect our Company's economic viability, or prevent our Company from completing the development of our project.

Limitations on mineral resource estimates

Mineral resources, if any, are estimates only and are based on estimates of mineral content and quantity derived from limited information acquired through drilling and other sampling methods and require judgmental interpretations of geology, structure, grade distributions and trends and other factors. A company's mineral resource estimates may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing and other factors. There are numerous uncertainties inherent in estimating mineral resources, including many factors beyond a company's control. Estimation is a subjective process, and the accuracy of the mineral resource estimate is a function of the quantity and quality of available data, and of the assumptions made and judgments used in engineering and geological interpretation of that data and the level of congruence with the actual size and characteristics of the deposits. No assurance can be given that the estimates are accurate or that the indicated level of metal will be produced. Actual mineralization or geological formations may be different from those predicted. Further, it may take many years before production is possible, and during that time the economic feasibility of exploiting a discovery may change. These estimates may, therefore, require adjustments or downward revisions based upon further exploration or development work, drilling or actual production experience.

Fluctuations in gold prices, results of drilling, metallurgical testing and production, the evaluation of mine plans after the date of any estimate, permitting requirements or unforeseen technical or operational difficulties may require revision of a company's mineral resource estimates. Mineral resource estimates are based on drill hole information, which is not necessarily indicative of conditions between and around the drill holes. Accordingly, such mineral resource estimates may require revision as more geologic and drilling information becomes available and as actual production experience is gained. There is a degree of uncertainty in estimating mineral resources and of the grades and tonnages that are forecast to be mined and, as a result, the grade and volume of gold that a company mines, processes and recovers may not be the same as currently anticipated. Any material reductions in estimates of mineral resources, or of a company's ability to economically extract these mineral resources, could have a material adverse effect on a company's business, financial condition, results of operations, cash flows or prospects.

Mineral resources are not mineral reserves and have a greater degree of uncertainty as to their existence and feasibility. Mineral resources that are not mineral reserves do not have demonstrated economic viability. There is no assurance that mineral resources will be upgraded to proven or probable mineral reserves. Inferred and Indicated mineral resources have a substantial degree of uncertainty as to their existence, and economic and legal feasibility. Accordingly, there is no assurance that Inferred or Indicated mineral resources will ever be upgraded to a higher category. Investors are cautioned not to assume that part or all of an Inferred or Indicated mineral resource exists or is economically or legally mineable.

Risk Relating to the Company's Business

Lack of commercial production

Development of mineral properties involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The commercial viability of a mineral deposit is dependent upon a number of factors beyond the Company's control, including the attributes of the deposit, commodity prices, government policies and regulation and environmental protection. Fluctuations in the market prices of minerals may render reserves and deposits containing relatively lower grades of mineralization uneconomic. The development of the Company's properties will require obtaining land use consents, permits and the construction and operation of mines, processing plants and related infrastructure. As a result, the Company is subject to all of the risks associated with establishing new mining operations, including, but not limited to:

- the timing and cost, which can be considerable, of the construction of mining and processing facilities and related infrastructure;
- the availability and cost of skilled labour and mining equipment;
- the availability and cost of appropriate smelting and/or refining arrangements;
- the need to obtain necessary environmental and other governmental approvals and permits, and the timing of those approvals and permits;
- the availability of funds to finance construction and development activities;
- potential opposition from non-governmental organizations, environmental groups or local groups which may delay or prevent development activities; and
- potential increases in construction and operating costs due to changes in the cost of fuel, power, materials and supplies and foreign exchange rates.

The costs, timing and complexities of mine construction and development can be increased if the projects are located in remote locations, with additional challenges related thereto, including water and power supply and other support infrastructure. It is common in new mining operations to experience unexpected costs, problems and delays during development, construction and mine ramp-up. Accordingly, there are no assurances that the Company's properties will be brought into a state of commercial production.

History of losses and additional funding requirements

The Company has had a history of losses. None of the Company's properties are currently in production, and there is no certainty that the Company will succeed in placing any of its properties into production in the near future, if at all. The Company anticipates continued losses for the foreseeable future until it can successfully place one or more of its properties into commercial production on a profitable basis. It could be years, if ever, before the Company receives any revenues from any production of metals. If the Company is unable to generate significant revenues with respect to its properties from their development or sale, the Company will not be able to earn profits or continue operations.

The Company will require additional financing to continue its operations. There can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financing will be favourable, for further exploration and development of its projects. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development and the property interests of the Company with the possible dilution or loss of such interests. Further, revenues, financings and profits, if any, will depend upon various factors, including the success, if any, of exploration programs and general market conditions for natural resources.

The Company's financial resources are limited, and the Company currently has no operating revenues. The Company's ability to continue as a going concern in the long term is dependent upon, among other things, the Company establishing commercial quantities of mineral reserves on its properties and obtaining the necessary financing to develop and profitably produce such minerals or, alternatively, disposing of its interests on a profitable basis. Any unexpected costs, problems or delays could severely impact the Company's ability to continue exploration and development activities. Should the Company be unable to continue as a going concern, realization of assets and settlement of liabilities in other than the normal course of business may be at amounts materially different than the Company estimates.

Limited number of projects

The Company's activities are currently focused on our Cuprite Gold Project. The Company will as a consequence be exposed to some heightened degree of risk due to the lack of property diversification. Adverse changes or developments affecting Cuprite would have a material and adverse effect on the Company's business, financial condition, results of operations and prospects.

Unforeseen costs and growth

The capital costs to take the Company's projects into production may be significantly higher than anticipated. None of the Company's mineral properties has an operating history upon which the Company can base estimates of future operating costs. Decisions about the development of the Company's mineral properties will ultimately be based upon feasibility studies. Feasibility studies derive estimates of cash operating costs based upon, among other things:

- anticipated tonnage, grades and metallurgical characteristics of the ore to be mined and processed;
- anticipated recovery rates of metals from the ore;
- cash operating costs of comparable facilities and equipment; and
- anticipated climatic conditions.

Capital costs, operating costs, production and economic returns, and other estimates contained in studies or estimates prepared by or for the Company, may differ significantly from those anticipated by the Company's current studies and estimates, if any, and there can be no assurance that the Company's actual capital and operating costs will not be higher than currently anticipated. If capital and operating costs are higher than estimated, production and economic returns may significantly differ from those the Company has anticipated.

In addition, the Company has only one full-time employee and a small number of part-time consultants. The Company may need to increase its general and administrative capabilities to support future growth. The Company's management, personnel and systems currently in place may not be adequate to support this future growth. If the Company is unable to successfully manage this growth and increased complexity of operations, our business may be adversely affected.

Key personnel

The senior officers of the Company are critical to its success. In the event of the departure of a senior officer, the Company believes that it can attract and retain qualified successors but there can be no assurance of such. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for recruiting such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative and mining personnel as well as additional operations staff. If the

Company cannot attract or train qualified personnel on a timely basis, the efficiency of its operations could be affected, which could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Conflicts of interest

The directors and officers of the Company are or may become directors or officers of other reporting companies or have significant shareholdings in other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The Company and its directors and officers will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such participation or terms. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which several directors or officers may have a conflict. In determining whether or not the Company will participate in a particular program, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Other Risks

Accounting policies, internal controls, fraud and corruption

The Company prepares its financial reports in accordance with International Financial Reporting Standards. In preparation of financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies are described in more detail in the Company's audited financial statements. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported, the Company has implemented and continues to analyze its internal control systems for financial reporting. Although the Company believes its financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance.

The Company is subject to anti-corruption laws and regulations, including the Canadian Corruption of Foreign Public Officials Act and certain restrictions imposed by the U.S. Foreign Corrupt Practices Act of 1977, as amended, which generally prohibit companies from bribing or making other prohibited payments to foreign public officials in order to obtain or retain an advantage in the course of business. The Company's Code of Conduct, among other governance and compliance processes, may not prevent instances of fraudulent behavior and dishonesty nor guarantee compliance with legal and regulatory requirements. To the extent that the Company suffers from any actual or alleged breach or breaches of relevant laws, it may lead to regulatory and civil fines, litigation, public and private censure and loss of operating licenses or permits and may damage the Company's reputation. The occurrence of any of these events could have an adverse effect on the Company's business, financial condition and results of operations.

Future litigation risk

The Company is subject to litigation risks. All industries, including the mining industry, are subject to legal claims, with and without merit. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of

any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's project development operations.

Uninsured risks

The Company maintains insurance policies to protect itself against certain risks related to its operations. This insurance is maintained in amounts that the Company believes to be reasonable depending upon the circumstances surrounding each identified risk. However, the Company may elect not to have insurance for certain risks because of the high premiums associated with insuring those risks or for various other reasons; in other cases, insurance may not be available for certain risks. Some concern always exists with respect to investments in parts of the world where civil unrest, war, nationalist movements, political violence or economic crisis are possible. These countries may also pose heightened risks of expropriation of assets, business interruption, increased taxation and a unilateral modification of concessions and contracts. The Company does not maintain insurance policies against political risk. Occurrence of events for which the Company is not insured could adversely affect our Company's exploration activities and its financial condition.

Information systems and cyber security

The Company's operations depend on information technology ("IT") systems. These IT systems could be subject to network disruptions caused by a variety of sources, including computer viruses, security breaches and cyber-attacks, as well as disruptions resulting from incidents such as cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.

Although to date the Company has not experienced any material losses relating to cyber attacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Social media and other web-based applications risk

As a result of the increased usage and the speed and the global reach of social media and other web-based applications used to generate, publish and discuss user-generated content and to connect with others, the Company will be at a much greater risk of losing control over how it is perceived by the public.

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether credible, factual, true or not. While the Company will plan to place a great emphasis on protecting and nurturing its strong reputation, it will not ultimately have direct control over how it is perceived by others, including how it is viewed on social media and other web-based applications.

Harm to the Company's reputation (which could be promulgated through social media and other web-based applications) may lead to increased challenges in developing and maintaining investor confidence and stakeholder relations and could act as an obstacle to the Company's overall ability to maintain its current operations, to advance its project, and to procure capital from investors, which could have a material adverse effect on its business.

Tax risk

The Company is subject to various taxes including, but not limited to the following: income tax; goods and services tax; sales tax; land transfer tax; payroll tax; and equivalent taxes imposed by the taxing authorities in the United States and in Canada. The Company's tax filings will be subject to audit by various taxation authorities. While the Company intends to base its tax filings and compliance on the advice of its tax advisors, there can be no assurance that its tax filing positions will never be challenged by a relevant taxation authority resulting in a greater than anticipated tax liability.

Forward-Looking Statements May Prove Inaccurate

Investors are cautioned not to place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, assumptions and uncertainties are found in this AIF under the heading "*Cautionary Statement Regarding Forward-Looking Information*".

THE CUPRITE GOLD PROJECT

For the purposes of this AIF, the Company has identified the Cuprite Gold Project as its material property. The following disclosure relating to Cuprite is based on information derived from the Technical Report. Reference should be made to the full text of the Technical Report, which is available electronically on the SEDAR+ website at www.sedarplus.ca under the Company's SEDAR+ profile and which is incorporated by reference into this Annual Information Form, as the Technical Report contains additional assumptions, qualifications, references, reliances and procedures which are not fully described herein. The Technical Report Author has reviewed and approved the scientific and technical disclosure contained in the following summary.

The Technical Report was prepared by the Technical Report Author in accordance with NI 43-101 and Form 43-101F1 *Technical Report*. All are independent "qualified persons" ("QPs") as defined by Canadian Securities Administrators NI 43-101 and as described in Section 28 (Date and Signature Pages) of the Technical Report. The effective date of the Technical Report is March 7, 2023.

Introduction

In January of 2023, StrikePoint announced it has entered into a purchase agreement with Orogen Royalties Inc. ("Orogen"), the vendor, to acquire a 100% interest in 264 claims and subsequently staked an additional 310 claims which together comprise Cuprite. The property is located approximately 18km south of Goldfield, Nevada. Cuprite overlaps a large area of advanced-argillic alteration of the steam-heated type with similarities to the alteration exposed above the Silicon gold-silver deposit approximately 75km south of Cuprite. No drilling is known to have been conducted within Cuprite and, to the best of the Technical Report Author's knowledge, there have been no prior NI 43-101 technical reports on the Project.

The Technical Report Author visited Cuprite on March 7, 2023, accompanied by Mr. Ronald Kieckbusch, Senior Consulting Geologist for StrikePoint. During the site visit, the general geology of the property was reviewed and areas of hydrothermally altered rocks within and adjacent to the property were examined. The location of the water well within the property at the historical Ralston site was verified and the UTM coordinates of the well-head were measured.

Property Description and Location

Location and land area

The Cuprite Property is centered at approximately 37°33'00"N and 117°09'30"W in southwestern Nevada, approximately 20km south of the town of Goldfield and 55km south of the town of Tonopah. It is located in adjacent portions of Esmeralda and Nye Counties. The Project consists of 574 unpatented federal lode mining claims that in aggregate cover approximately 4,468 hectares.

Figure 1. Location of the Cuprite Property
(inset shows area with respect to the State of Nevada)

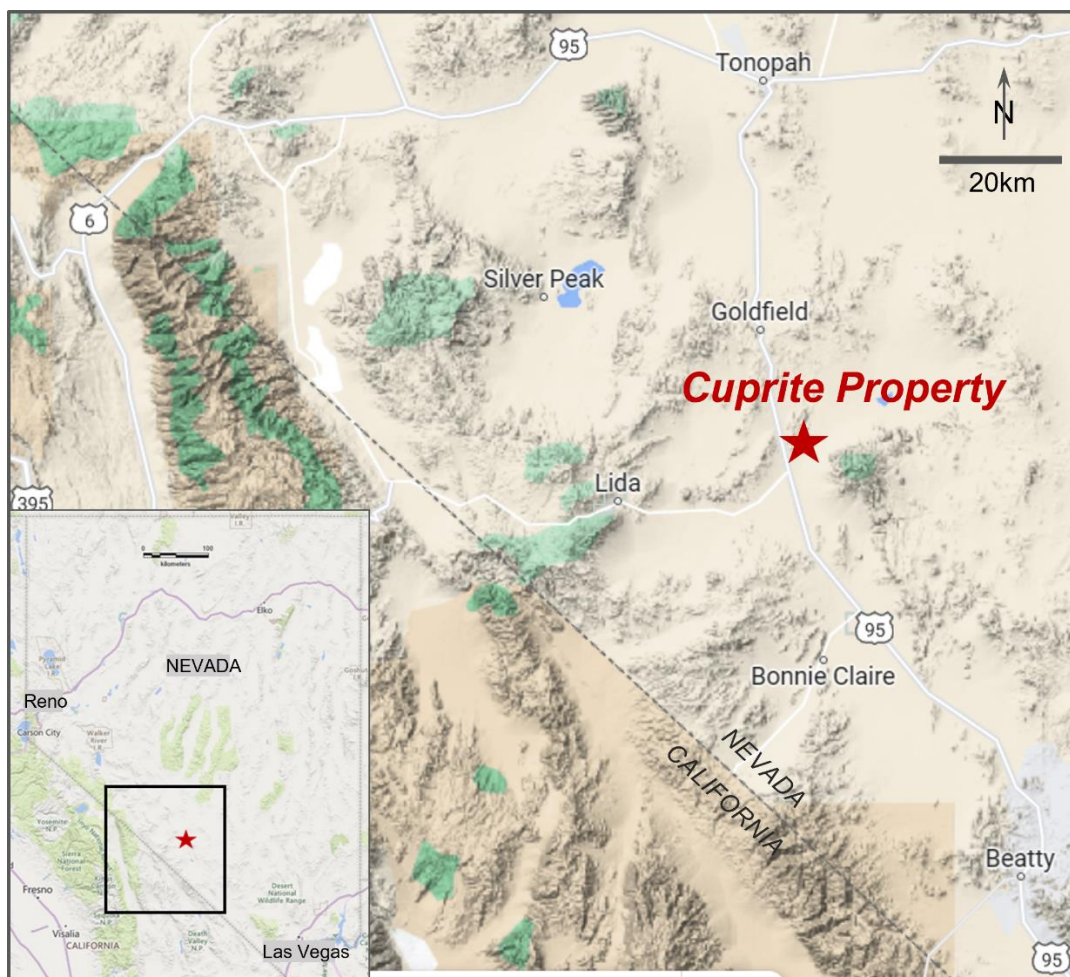
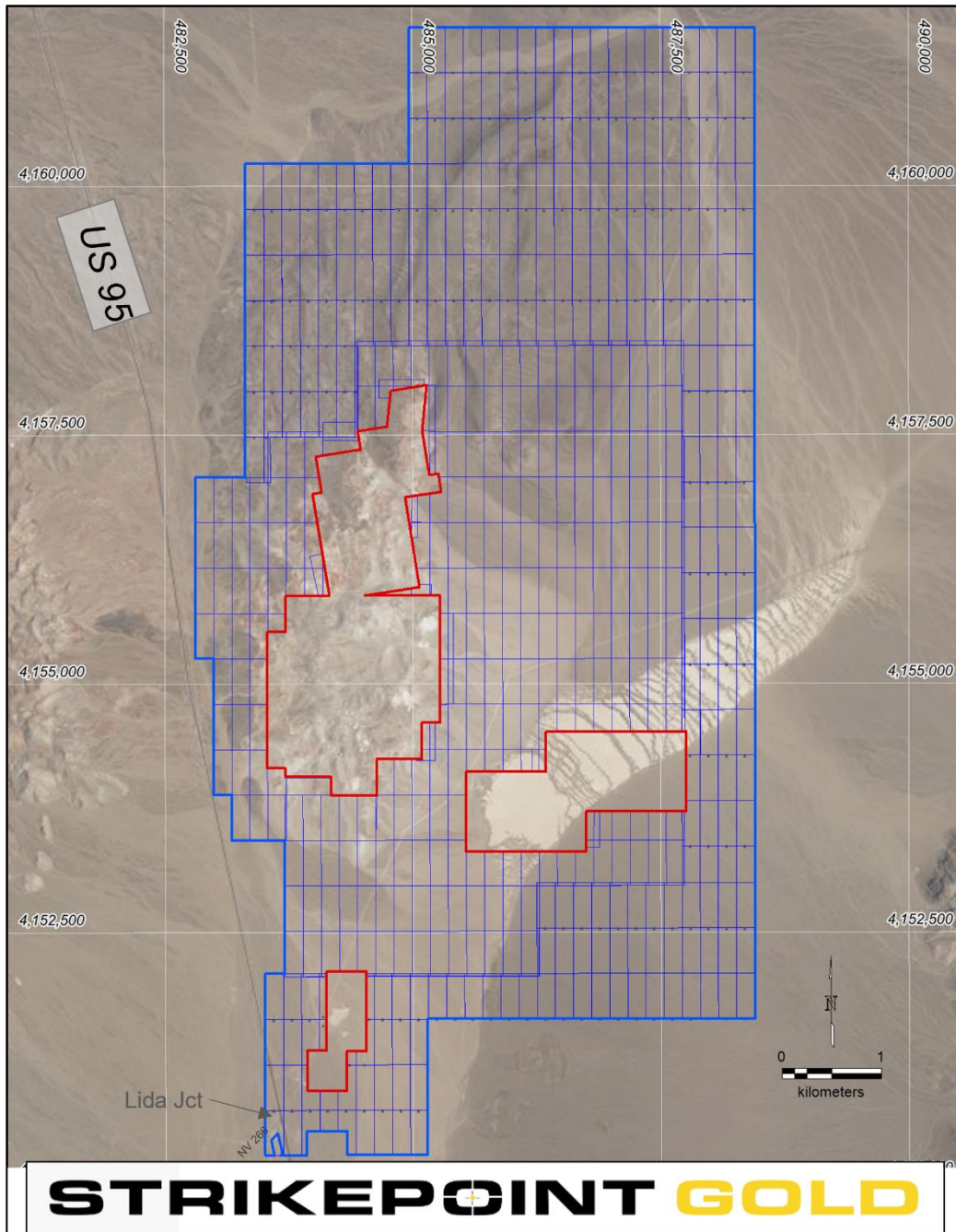


Figure 2. Cuprite Property Map



Note: Blue solid line is boundary of StrikePoint's Cuprite Property; red lines show third-party inlier claims. UTM NAD83 projection.

Ownership of the unpatented mining claims is in the name of the holder (locator), subject to the paramount title of the United States of America, under the administration of the U.S. Bureau of Land Management ("BLM"). Under the Mining Law of 1872, which governs the location of unpatented mining claims on federal lands, the locator has the right to explore, develop, and mine minerals on unpatented mining claims without payments of production royalties to the U.S. government, subject to the surface management regulation of the BLM. Currently, annual claim-maintenance fees are the only federal payments related to unpatented mining claims.

There is no expiration of ownership for the unpatented claims as long as the annual federal claim maintenance fees and county recording fees are paid on time. StrikePoint holds full surface rights for exploration, development, and mining activities, subject to applicable state and federal environmental regulations.

The current annual fees for the Cuprite unpatented mining claims are estimated at US\$108,600, including the county recording fees. This reflects the annual federal fee of US\$165 per claim payable to the BLM. There are no other annual holding costs for the Cuprite Property.

Agreements and encumbrances

In January of 2023, StrikePoint announced it entered into a purchase and sale agreement with Orogen under which StrikePoint acquired a 100% interest in 264 unpatented lode claims of the Cuprite Property then held by Orogen. The agreement required StrikePoint to issue to Orogen 6,428,571 common shares of StrikePoint with a deemed value of C\$450,000, reimbursing Orogen US\$35,208 on project related costs, and granting a 3.0% net smelter return (“NSR”) royalty to Orogen. StrikePoint will have the right to purchase from Orogen 0.5% of the NSR royalty for US\$2.5 million. Orogen will hold a one-kilometer area of interest (“AOI”) around the Cuprite Property. Additional claims staked within the Orogen AOI will be subject to the 3.0% NSR. Orogen will also retain a 1.5% NSR royalty on any subsequently acquired internal claims held by other owners.

StrikePoint subsequently located 310 unpatented lode claims, in January and February of 2023, to expand the Cuprite Property to the current total of 574 claims. As of the effective date of the Technical Report, StrikePoint has completed the terms of the purchase and sale agreement and owns 100% of the Cuprite Property.

Environmental liabilities

The Technical Report Author is not aware of any environmental liabilities at Cuprite. Areas of waste-rock (historical mine dumps) left from historical mining are noted on the property and are common in this part of Nevada.

Environmental permitting

Geologic mapping, rock-chip and soil sampling, and geophysical surveying can be carried out at the Cuprite Property without environmental permitting. Exploration activities such as drilling and trenching that result in disturbance of the surface, including construction of drill roads, drill pads and trenches can be conducted under a Notice of Intent (“NOI”) filed with the BLM if the total disturbance is less than 2.20 hectares (5.0 acres). The exploration activities proposed in the Technical Report will require an approved NOI from the BLM. It is expected that an NOI for this exploration work can be approved in 30 days or less from the filing date.

Accessibility, Climate, Local Resources, Infrastructure, and Physiography

Access and Physiography

Access to the Cuprite Property is via the paved US Highway 95 (“US 95”) which connects the cities of Reno and Las Vegas, Nevada, via the towns of Tonopah, Goldfield and Beatty, Nevada. The Project is reached by proceeding 22.5km south from Goldfield on US 95 and then turning northeast on the gravel Stonewall Flat road for about 1.6km to the south boundary of the Project. The Project is traversed by the Stonewall Flat road and a network of improved and unimproved dirt roads.

Elevations range from a maximum of about 1,600m to a minimum of about 1,400m. Topography varies from rolling hills and mesas to gently sloping pediments and the sub-horizontal playa lakebed in Stonewall Flat. The area is drained by several stream beds that are dry most of the year. Vegetation is sparse, consisting of mixtures of low-growing desert brush, dry-land grasses and small quantities of yucca and cacti.

Climate

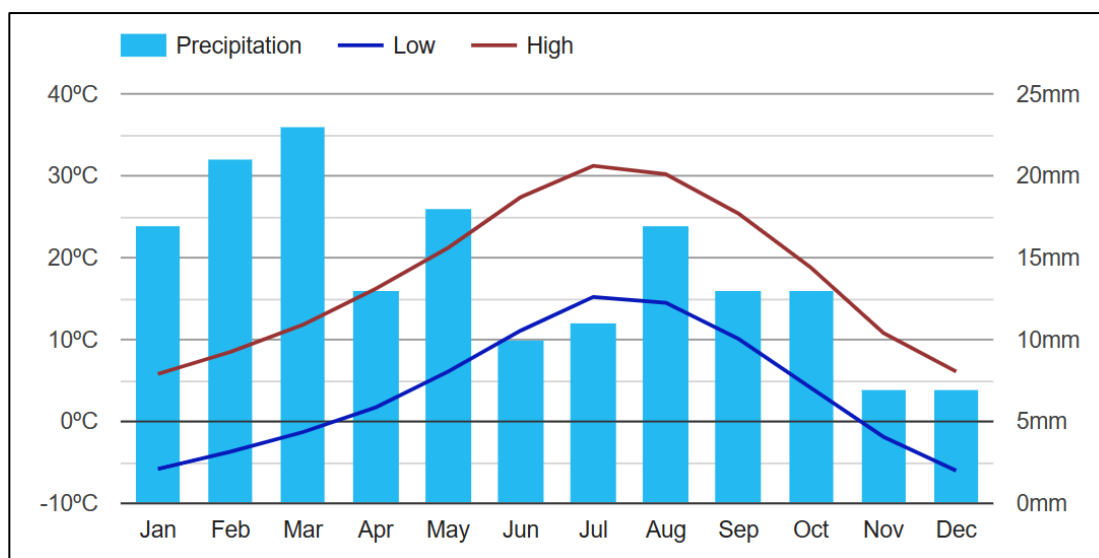
Climate at the Cuprite Project can be described as the continental desert to steppe type, owing to the location in southwestern Nevada. According to www.climate-data.org, average annual precipitation is 17cm per year at the nearby town of Goldfield, 19km north of the property, as summarized in the tables immediately below. Most of the precipitation occurs in rain and snow during the winter months and during mid- to late-summer thunderstorms. Maximum temperatures can reach 40°C during summer; minimum temperatures in the winter can occasionally fall below -15°C. Exploration and mining activities can be conducted year-round at Cuprite.

Figure 3. Summary of Climate Data for Goldfield, NV
 (from <https://www.usclimatedata.com/climate/goldfield/nevada/united-states/usnv0036>, 2023)

	Jan	Feb	Mar	Apr	May	Jun
Average high in °C	5.8	8.5	11.8	16.2	21.2	27.4
Average low in °C	-5.8	-3.7	-1.3	1.7	6.1	11.1
Av. precipitation in mm	17	21	23	13	18	10

	Jul	Aug	Sep	Oct	Nov	Dec
Average high in °C	31.2	30.2	25.4	18.8	10.8	6.1
Average low in °C	15.2	14.5	10.1	4.1	-1.9	-6.0
Av. precipitation in mm	11	17	13	13	7	7

Figure 4. Monthly Averages for Goldfield, NV Climate
 (from <https://www.usclimatedata.com/climate/goldfield/nevada/united-states/usnv0036>, 2023)



Local resources and infrastructure

Sufficient sources of labor for exploration and mining operations are available in the cities of Las Vegas (275km via US 95), Reno (280km via US 95) and Tonopah, Nevada (70km via US 95). Banking, fuel, groceries, and accommodations are available in Tonopah. Full engineering and mining equipment services are available in Reno and Las Vegas.

Electrical power is available adjacent to the southwestern limit of the property at Lida Junction (intersection of Nevada State Route 266 and US 95). Significant surface water is not available at the project. There is a capped water well of approximately 20cm diameter within the property at the old site of Ralston, Nevada and it is believed that groundwater could potentially be developed by installing additional water wells. Water for exploration drilling may potentially be obtained from the wells at Ralston, at Lida Junction and in Lida Valley, which are located less than 1km and 8.5km from the property, respectively.

The surface rights to the unpatented claims summarized previously are sufficient for the exploration and mining activities proposed in the Technical Report. There are ample areas suitable for the potential construction of waste-rock storage, tailings storage, mine offices, maintenance and processing facilities within the Cuprite Property.

History

Little is known about the early history of the project area which is located in the eastern portion of the Cuprite mining district. The Cuprite mining district is mainly within Esmeralda County west of US 95 in the northeast-trending Mount Jackson Ridge and Cuprite Hills and extends for about 2.5km east of US 95 to approximately the Nye County line (Tingley, 1998). According to Tingley (1983; 1998), the district was discovered in 1905 and much of the early activity was focused on copper- and silver-bearing veins in hornfelsed Cambrian rocks west of US 95. Minor amounts of sulfur, silica, mercury, and clay are believed to have been produced in the northern part of the district, mainly from east of US 95. Silica production was recorded in 1914-1918 and again in 1960 (Tingley, 1983). In the northeastern part of the district, adjacent to the Cuprite Property, cinnabar was prospected in the 1930s, mainly at a site known as “the Ralston prospect” which was active in 1943 with a trench and shallow underground workings in opal-clay-alunite altered rocks (Bailey and Phoenix, 1944). Numerous dozer cuts and about a half-dozen small dozer excavations in white, clay-altered and opalized tuffs within a kilometer of the property boundaries likely date from 1950s to 1970s clay, mercury and silica exploration.

Figure 5. View of Eastern Cuprite District
(looking west from Ralston, Nevada, 2023)



The interior margins of the Cuprite Property and adjacent areas of the Cuprite mining district were likely explored for base- and precious-metals deposits during the 1970s and later decades, but the Technical Report Author has very sparse information on what companies operated in the district. Documents in the mining district files of the Nevada Bureau of Mines (“NBMG”) indicate that the Continental Oil Company (“CONOCO”) conducted geologic mapping and minor rock sampling (Long, 1975). Earth Sciences Inc. is believed to have been active in the district in 1974 for sodium and potassium (<https://nbgm.unr.edu/Collections/MiningDistricts/MDDDBTextSearch.html>).

ARCO Oil and Gas Company (“ARCO”) collected 138 soil samples in the Cuprite district, including the current Cuprite Property, between 1979 and 1981, that were analyzed for mercury as part of a geothermal evaluation program (Van Kooten, 1987). For the entire district, mercury assays ranged from 0.013ppm to 2.523ppm (Van Kooten, 1987). The reported sample locations cannot be precisely related to the limits of the Cuprite Property and cannot be verified, but the results suggest modestly elevated mercury could be present in the range of 0.075ppm to 0.250ppm near the interior margins of the property, with concentrations >0.250ppm Hg within the third-party central area (see figures in Van Kooten, 1987).

1980s and 1990s spectral mineralogic and geologic mapping

During the late 1970s into the 2000s, the northern part of the Cuprite district and the Cuprite Property, were the site of studies by NASA and the United States Geological Survey (“USGS”) to develop and apply mineralogical mapping technologies using airborne and satellite imaging spectrometers (“remote sensing”), particularly the ASTER and AVIRIS systems. Due to the very sparse vegetation and large areas of altered rock exposures, Cuprite was one of the test sites for some of the first broadband remote sensing instruments (Rowan et al., 1974; Abrams et al., 1977; Ashley and Abrams, 1980) and later for some of the first hyperspectral (imaging spectrometer) instruments (Goetz et al., 1985; Kruse et al., 1990). Later remote sensing studies involving the use of airborne and orbital visible, near-infrared, and thermal-infrared sensors were done by Swayze (1997 and references therein), Rowan et al. (2003), Clark et al. (2003), Swayze et al. (2003), Mars and Rowan (2006, 2010) and several others. These studies culminated in the integrated geologic and remote sensing paper by Swayze et al. (2014) that includes district-scale spectral maps of hydrothermal minerals and bedrock alteration types as well as important geologic and geochronological interpretations.

2022 Orogen Royalties Corp.

In early 2022, Orogen acquired a portion of the Cuprite Property that is the subject of the Technical Report by staking 264 unpatented lode mining claims. Orogen compiled available historical geologic, alteration and surface mercury geochemical information, but conducted no significant work on Cuprite. In January 2023, Orogen sold Cuprite to StrikePoint. 310 unpatented lode claims were staked by StrikePoint in January and February 2023 to expand the property to the total of 574 unpatented claims as of the effective date of the Technical Report.

Historical mineral resource estimates

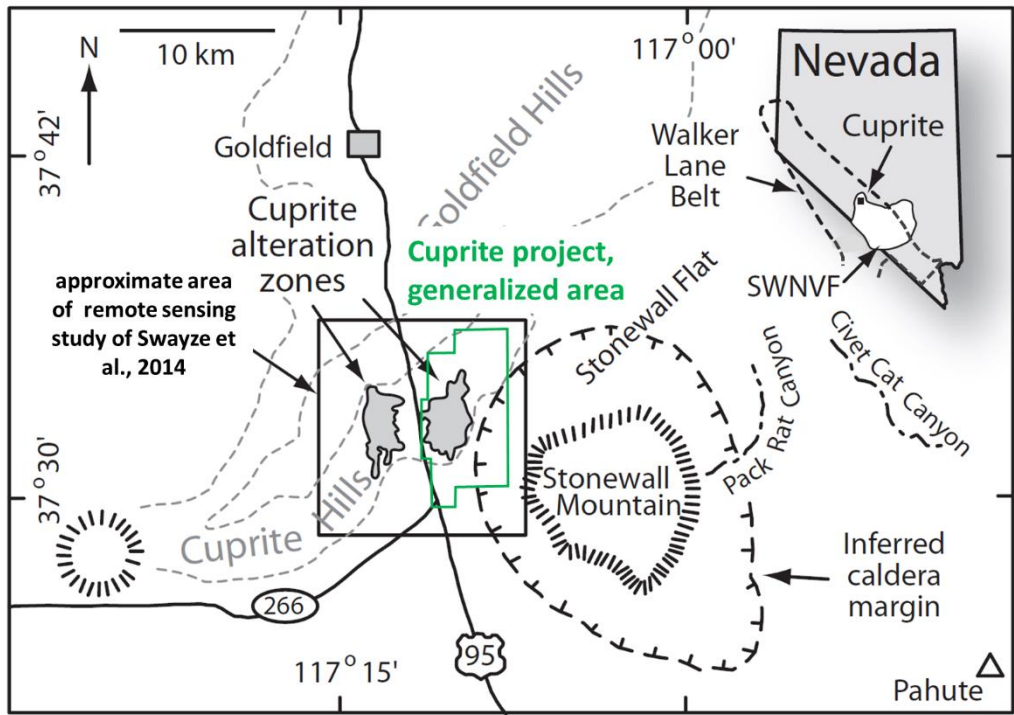
The Technical Report Author is not aware of historical estimates of mineral resources for the Cuprite Property.

Geologic Setting and Mineralization

Regional geologic setting

The figure below depicts the regional geologic setting of the Cuprite district and the Project area. The Cuprite district is situated in the Goldfield segment of the Walker Lane belt, a broad, northwest-southeast oriented zone of strike-slip and trans-tensional deformation between the Sierra Nevada and Basin and Range geologic provinces of Nevada and California (Stewart, 1988; Faulds and Henry, 2008). Northwest of Goldfield and the Goldfield Hills, Neogene and Quaternary faulting of the Walker Lane belt has overprinted extensive sequences of largely Miocene intermediate-composition volcanic and volcanic-sedimentary rocks of the ancestral Cascades magmatic arc (John and Henry, 2022). In some areas the ancestral Cascades andesites and dacites are underlain by voluminous felsic ash-flow sheets of the late Eocene to early Miocene “ignimbrite flareup” from calderas of the Western Nevada and Central Nevada volcanic fields of Henry and John (2013). In other locations within the Walker Lane belt, the ancestral Cascades rocks overlie a deeply eroded basement of folded and thrust-faulted Paleozoic and Mesozoic sedimentary rocks intruded by Jurassic and Cretaceous plutons of mainly granitic compositions.

Figure 6. Regional Geologic Setting of the Cuprite Project
(modified from Swayze et al., 2014)



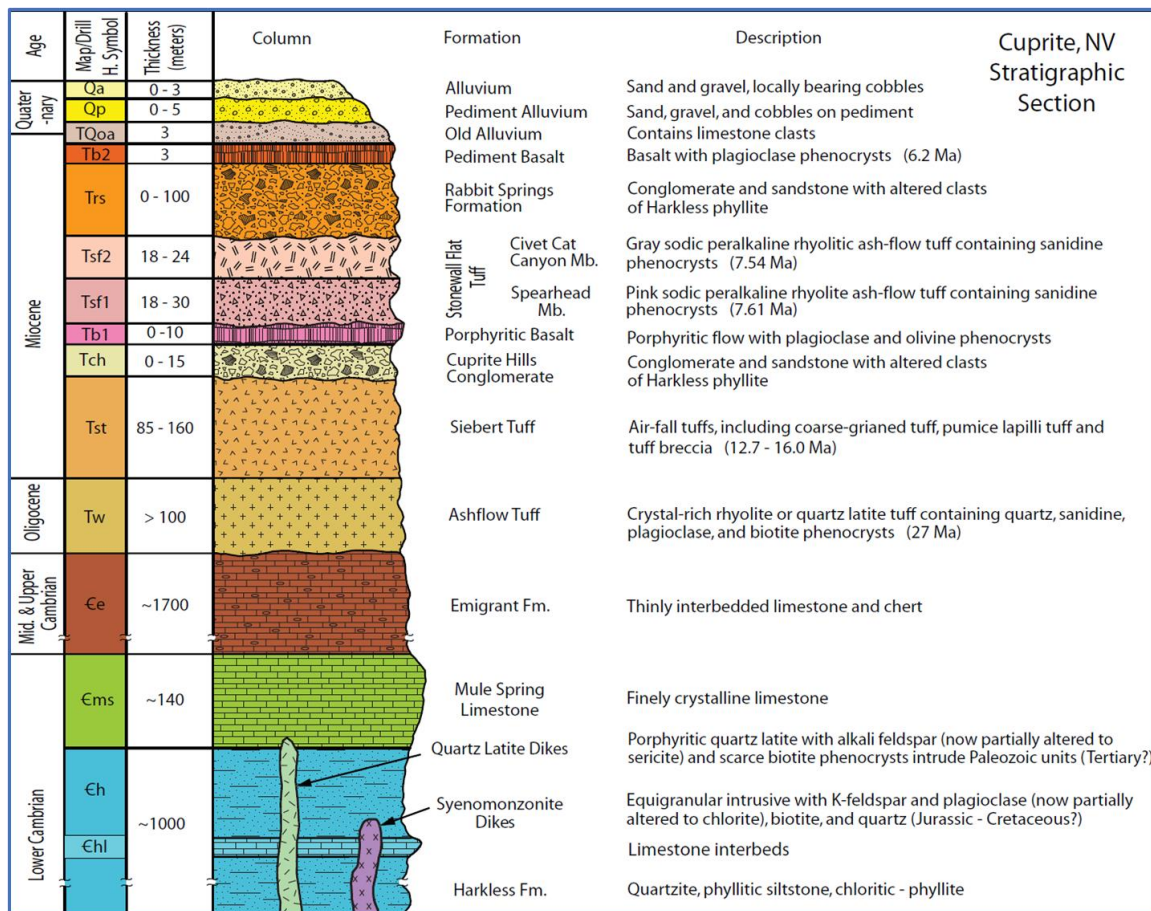
Southeast of Goldfield, the Walker Lane belt transects the 15Ma to 7Ma Southwestern Nevada Volcanic Field (“SWNVF”). The Project area is located near the northwestern margin of the SWNVF, only a few kilometers from exposures of the Stonewall Mountain volcanic center (Foley, 1978). Stonewall Mountain is the youngest caldera of the SWNVF and the source of the two major rhyolite ash-flow sheets that comprise the Stonewall Flat Tuff (Noble et al., 1984, Weiss and Noble, 1989).

District and property area geology

Geologic mapping in the Cuprite district by Ashley and Abrams (1980) and Swayze (1997), together with isotopic age dates in Swayze et al. (2014), has defined the district stratigraphic setting as shown in the figure below. It should be noted that the early Miocene “Siebert Tuff” from Swayze et al. (2014) was originally named by Spurr (1905) for exposures near Tonopah, Nevada, and correlated by Ransome (1909) with tuffs and lacustrine volcanic-sedimentary rocks near Goldfield. In the Tonopah area, 75km north of Cuprite, the Siebert Tuff was

raised to formational status (*i.e.*, the “Siebert Formation”) by Bonham and Garside (1979) who recognized the sequence included a large variety of interstratified pyroclastic, lacustrine, and fluvatile sedimentary and volcanoclastic deposits, as well as lavas of intermediate compositions. In the Tonopah region the Siebert Formation is constrained by isotopic age dates to the interval between 17.5Ma and about 16Ma, somewhat older than rocks assigned to the Siebert Tuff by Swayze et al. (2014) in the Cuprite district.

Figure 7. Stratigraphic Column for the Cuprite District, Nevada
(from Swayze et al., 2014)



In the Tonopah area the Siebert Formation hosts the Hasbrouck and Three Hills gold-silver deposits. These two deposits in aggregate contain an estimated 52.5 million short tons classified as Measured and Indicated resources for an estimated 0.84 million ounces of gold and 12.2 million ounces of silver (Dyer et al., 2023). Inferred resources for the two deposits total 6.2 million short tons for an estimated 0.07 million ounces of gold and 1.0 million ounces of silver (Dyer et al., 2023).

A geologic map of the Cuprite Property and adjacent portion of the district is shown in Figure 9, modified from Swayze et al. (2014). The stratigraphic units and colors shown in Figure 8 correspond to the map units in Figure 9.

The southern and eastern portions of the property are covered by Quaternary-age, little-consolidated alluvial fan deposits of sand, silt, gravel and conglomerate, as well as silt and clay in the intermittently wet playa lakebed in the Stonewall Flat. These Quaternary surficial deposits conceal the now buried, western and northwestern segments of the topographic margin of the Stonewall Mountain caldera (Figure 9).

Pre-Quaternary bedrock is exposed only in the western and northern portions of the property. These exposures principally consist of rocks assigned to the Siebert and underlying, crystal-rich Tw unit of Swayze et al. (2014). In the western and central areas of the property, the Siebert is overlain by the peralkaline rhyolite ash-flow sheets of the Spearhead and Civet Cat Canyon members of the Stonewall Flat Tuff (Figure 9).

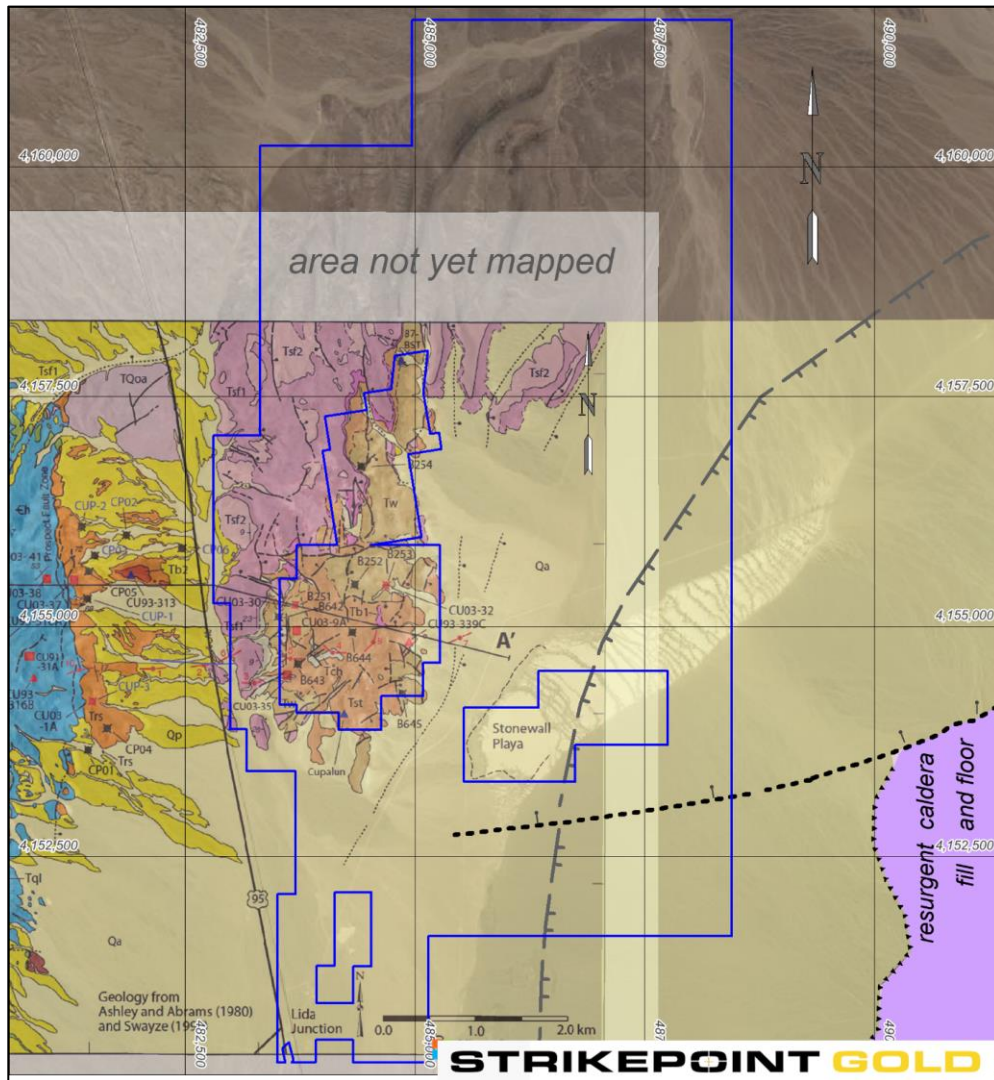
North-south to northeast-southwest striking, east-dipping normal faults have displaced the two units of the Stonewall Flat Tuff and underlying rocks down to the east in the north-central part of the property (Figure). These faults are projected to extend south and southwest, beneath Quaternary alluvial deposits, toward the southwestern margin of the property. Although the amount of vertical displacement is not known, it is reasonable to expect the altered bedrock units have been displaced down-to-the-east and continue at depth beneath the younger alluvial deposits within the property.

Another potentially important geologic structure is the northwestern margin of the Stonewall Mountain caldera, which is inferred beneath the Quaternary cover about one to two kilometers east of the previously discussed normal faults (Figure). This is the projected position of the southeast-facing topographic margin considering the information and interpretations presented by Weiss (1987) and Weiss and Noble (1989). Faults related to the caldera collapse and resurgence are most likely concealed southeast of the property limits.

Alteration and mineralization

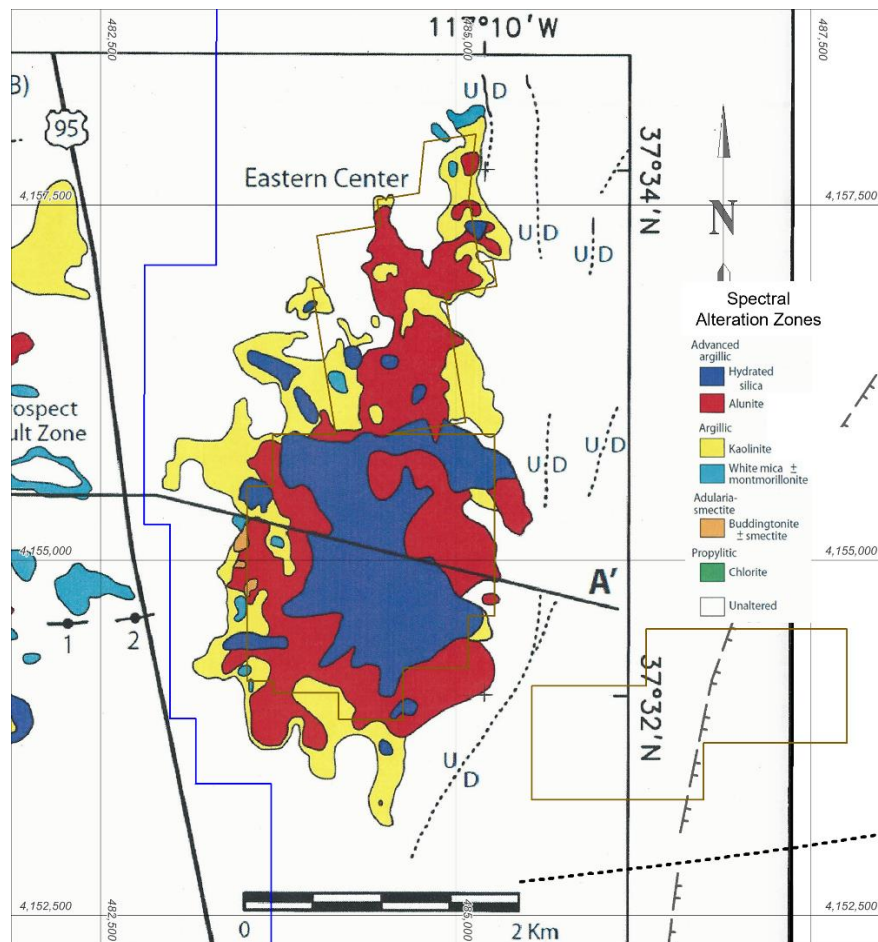
The Oligocene and Miocene volcanic and sedimentary bedrock units in the Cuprite district have undergone aerially extensive hydrothermal alteration in two “centers” separated by unaltered bedrock and post-alteration cover as shown in Figure modified from Swayze et al. (2014). The Cuprite Property surrounds and overlaps the eastern center where advanced-argillic and argillic alteration has affected rocks as young as the Stonewall Flat Tuff. The most intensely acid-leached rock corresponds to the area of spectrally defined “Hydrated silica” and adjacent “Alunite” in the eastern center (Swayze et al., 2014; Figure), but lesser amounts of kaolinite are present in both these areas.

Figure 9. Geologic Map of the Cuprite Property Area
 (modified from Swayze et al., 2014 and references therein)



Note: Blue solid line is boundary of StrikePoint's Cuprite property; brown lines show third-party inlier claims; dashed line with double hachures marks the inferred location of the topographic margin of the Stonewall Mountain caldera beneath Quaternary cover from Noble et al. (1984), Weiss (1987) and Weiss and Noble (1989); map units as in **Error! Reference source not found.** UTM NAD83 projection.

Figure 10. Cuprite Area Spectral Alteration Map of Bedrock Units
(modified from Swayze et al., 2014)



Note: Blue solid line is boundary of StrikePoint's Cuprite Property; brown lines show third-party inlier claims; dashed line with double hachures marks the inferred location of the topographic margin of the Stonewall Mountain caldera beneath Quaternary cover from Noble et al. (1984), Weiss (1987) and Weiss and Noble (1989); UTM NAD83 projection.

The principal silica minerals are opal and chalcedony, often in crumbly to powdery, porous leached rock characteristic of a steam-heated setting above the paleo-groundwater table. In places, tabular, stratiform to lens-shaped bodies of chalcedony ± opal have replaced the volcanic and volcanic-sedimentary rocks. Locally, small amounts of native sulfur and cinnabar can be found in the acid-leached rocks. Gold and silver mineralization are not known to be present.

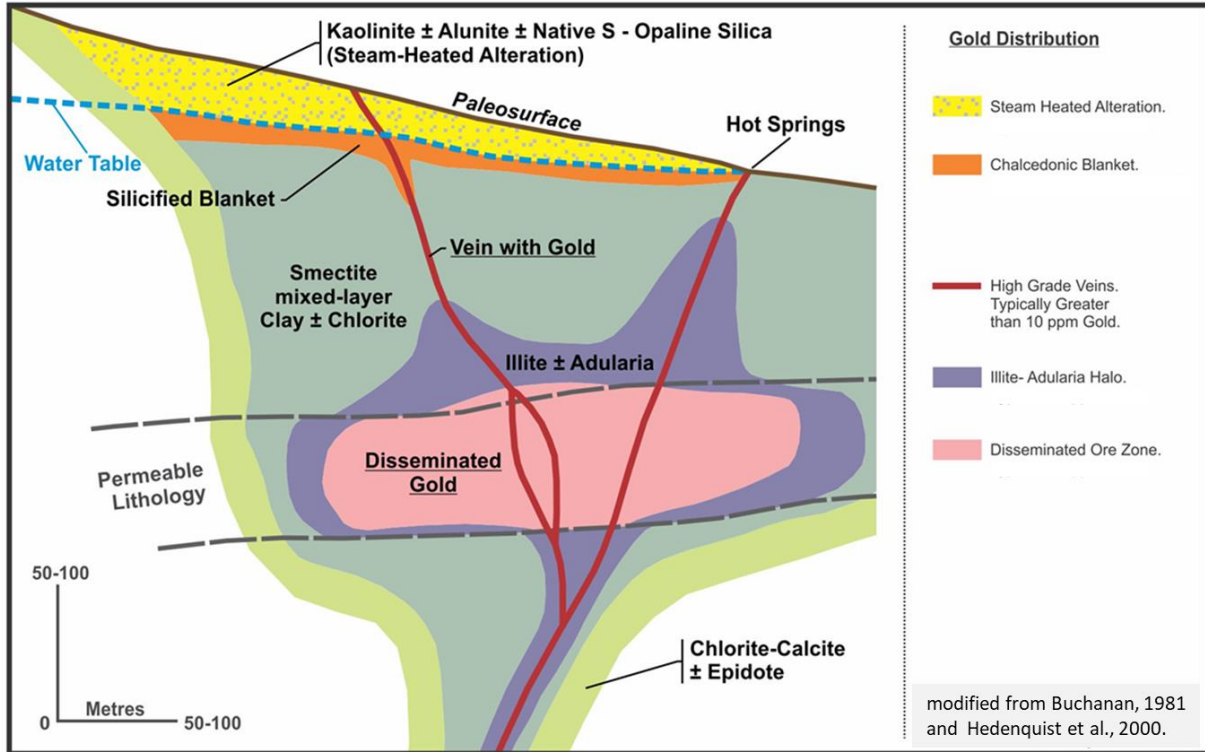
Advanced-argillic alteration in and adjacent to the Cuprite Property has affected rocks as young as the Stonewall Flat Tuff. Alunite in samples from the eastern part of the Cuprite district has been isotopically dated at 6.0 ± 0.6 Ma (Noble et al., 1988) and 6.86 ± 0.1 Ma (Swayze et al., 2014).

Deposit Types

The advanced-argillic alteration widely exposed in the Cuprite district is interpreted in the context of the upper part of a low-sulfidation epithermal precious-metals hydrothermal system such as that of Figure . In this deposit model, the exposures at Cuprite correspond to rocks that underwent steam-heated argillic and advanced-argillic alteration above the paleowater table. Exposures of the paleosurface at the time of hydrothermal activity are

not known to be preserved in the eastern part of the district where the Cuprite Property is situated. One or more major episodes of boiling of near-neutral pH fluids at depth in an aerially extensive hydrothermal system are reasonably expected to have occurred given the preserved exposures of steam-heated alteration spanning approximately 5km north-south, by 2km east-west.

Figure 11. Conceptual Cross-Section for Low-Sulfidation Epithermal System
(modified from Buchanan, 1981; Hedenquist et al., 2000)



The steam-heated advanced-argillic zone in the low-sulfidation epithermal model of Figure 11 is typically barren of precious metals which, if present, are deposited below the paleowater table. Volatile elements such as mercury and arsenic ± antimony may be enriched in the steam-heated zone.

In recent decades two significant and potentially economic gold-silver deposits have been discovered by drilling beneath areas of steam-heated advanced-argillic alteration in southwestern Nevada. These include the Eastside deposit about 80km northwest of Cuprite (Ristorcelli, 2016; 2021), and the Silicon gold-silver deposit (Bartos et al., 2022) about 75km southeast of Cuprite.

Exploration

StrikePoint has not carried out exploration work at the Cuprite Property as of the effective date of the Technical Report, March 7, 2023.

Drilling

Eight drill holes are known to have been drilled in the adjacent, inlier portion of the district as shown by Swayze et al. (2014), within 2.0km of the property limits, but the Technical Report Author has no further information on these holes. The Technical Report Author is not aware of exploration drilling that may have been performed

within the Cuprite Property and StrikePoint has not obtained the historical drilling data for the adjacent properties as of the effective date of this Technical Report.

Sample Preparation, Analysis, and Security

No information is available for the limited rock sampling conducted by CONOCO in the early to mid-1970s. The ARCO soil samples of 1979-1981 were collected at depths of 5-10cm below the surface and sieved to 80 mesh before being analyzed for mercury by a thin-gold-film detector or by atomic adsorption methods (Van Kooten, 1987). The Technical Report Author has no information on the name or location of the analytical laboratory or its relationship to ARCO, and the Technical Report Author has no information on the procedures used for sample security by ARCO in 1979-1981.

The Technical Report Author is unaware of any quality assurance/quality control (“QA/QC”) methods or procedures used by historical operators at the Cuprite Project.

Records of the historical sampling at the Project are incomplete and there is no information on QA/QC and sample security methods or procedures that may have been used by historical operators. The Technical Report Author concludes that the historical mercury data are anecdotal in nature and of very limited usefulness. The Technical Report Author recommends that future soil sampling and analysis, if conducted, involve the insertion of blanks and certified reference materials (“CRMs”) for QA/QC purposes, as well as an independent commercial laboratory with analytical methods appropriate for the elements to be assayed.

Data Verification

The Technical Report Author conducted a site visit and personal inspection of the Cuprite Property on March 7, 2023, accompanied by Mr. Ronald Kieckbusch, Senior Consulting Geologist for StrikePoint. During the site visit, the project geology was reviewed particularly through the central and western portions of the Project and adjacent areas where representative exposures of unaltered to intensely hydrothermally altered rocks were inspected. The styles, general mineralogy and overall intensity of alteration, as well as major stratigraphic units were observed and verified in surface outcrops and roadcut exposures. In addition, the Technical Report Author verified the location of the water well at the historical Ralston site. UTM coordinates (NAD27 CONUS) of the well-head were measured with a hand-held Garmin GPSMap65 GPS receiver and were within 5m or less of the coordinates of the well shown on the United States Geological Survey (“USGS”) 1988 edition of the Ralston 7.5-minute topographic quadrangle. The Technical Report Author has also maintained a relatively continual line of communication through telephone calls and emails with Mr. Kieckbusch and Mr. Michael G. Allen, President, CEO, and Director of StrikePoint in which the project status, procedures, and geologic ideas and concepts were discussed.

The Cuprite Property is at such an early stage that no precisely located surface geochemical or drilling data from within the Project are available as of the effective date of this Technical Report.

The Technical Report Author has conducted a site visit and data verification that was limited to verification of the surface geology, access and infrastructure because no drilling or verifiable surface geochemical sample data are available for the Project. The author concludes that the limited Cuprite Project data are acceptable as used in the Technical Report, most significantly to support the planning of further exploration activities and the first phase of drilling.

Mineral Processing and Metallurgical Testing

The Technical Report Author is unaware of any records of metallurgical or mineral processing test work conducted for the Cuprite Project.

Mineral Resource Estimates

There are no estimated mineral resources for the Cuprite Project.

Adjacent Properties

There are third-party claims internal to StrikePoint's holdings.

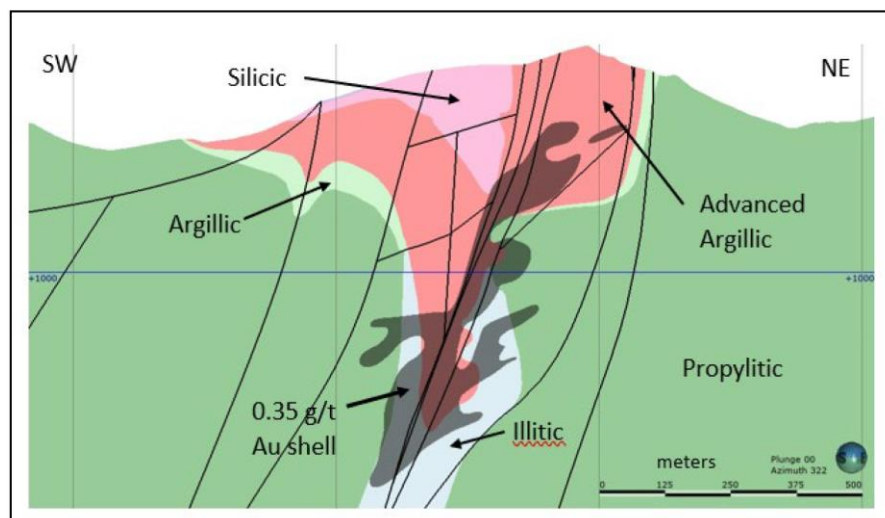
Interpretation and Conclusions

The Cuprite Property surrounds and overlaps a large area of steam-heated advanced-argillic alteration in the eastern portion of the Cuprite district. This alteration zone is exposed for a minimum of 4.8km north-south, by about 2.2km in an east-west direction. Intensely acid-leached rocks consisting mainly of hydrated silica (opal, chalcedony) and lesser kaolinite, are surrounded by variable mixtures of opal, alunite and kaolinite developed in felsic volcanic rocks of Oligocene and Miocene ages. The large aerial extent and intensity of this steam-heated zone are interpreted to reflect one or perhaps multiple episodes of fluid boiling at depth in a voluminous, district-scale epithermal system.

Boiling of near-neutral pH hydrothermal fluids is an important mechanism for the formation of low-sulfidation epithermal precious-metal deposits within faults and fracture zones, and/or permeable lithologies, beneath the paleowater table at the time of hydrothermal activity. Although the overlying steam-heated alteration formed above the paleowater table may commonly host concentrations of mercury and other volatile metals, it is typically barren of gold and silver. Exceptions to this are known in districts where the paleowater table descended in elevation during or between episodic boiling and relatively late steam-heated alteration overprinted earlier-formed gold-silver mineralization such as at the Crofoot-Lewis deposit (Hycroft mine) at Sulfur, Nevada, (Ebert and Rye, 1997).

The vertical depth from the present-day surface at Cuprite to the base of the steam-heated zone, and the levels beneath the paleowater table at the time of boiling that could be prospective for gold-silver mineralization, are not known. Some steam-heated zones may extend for hundreds of meters below current levels of erosion, imparting considerable exploration risk for drilling if anomalous gold or silver are absent at the surface. Nonetheless, during the last decade or so, at least two significant low-sulfidation epithermal gold-silver deposits of Miocene age have been discovered in southwestern Nevada beneath large areas of steam-heated advanced argillic alteration. The Silicon gold-silver deposit in Nye County, Nevada, approximately 75km southeast of Cuprite, was discovered by AngloGold Ashanti in 2019 by drilling in a large zone of barren advanced-argillic alteration. Gold mineralization $\geq 0.35\text{g Au/t}$ was encountered approximately 150m below surface as shown in Figure taken from Bartos et al. (2022).

Figure 12. Silicon Gold and Alteration Cross Section, Nye County, Nevada
(from Bartos et al., 2022)



As of early 2022, Inferred resources at the Silicon project were estimated at 120.4 million tonnes averaging 0.87g Au/t and 3.66g Ag/t, for 3.37 million contained ounces of gold and 14.17 million contained ounces of silver (Bartos et al., 2022). The mineralization has not been closed off at depth.

At the Eastside gold-silver deposit in Esmeralda County, Nevada, approximately 80km northwest of Cuprite, drilling in 2011 through 2021 has demonstrated the presence of gold and silver mineralization beneath an extensive area of steam-heated advanced-argillic alteration centered on a cluster of rhyolite flow-domes (Ristorcelli, 2016). Gold-silver mineralization is situated largely below advanced-argillic alteration that has a preserved thickness of as much as about 200m. The lower part of the steam-heated zone is locally exposed by erosion, including rocks that contain gold in the range of 0.5 to 7g Au/t known from historical surface rock samples (Ristorcelli, 2016). Inferred resources have been estimated at 61.73 million tonnes averaging 0.55g Au/t and 4.4g Ag/t for 1.09 million contained ounces of gold and 8.7 million ounces of contained silver (Ristorcelli, 2021).

The north-south and northeast-southwest trending normal faults in the north-central part of the Cuprite property that have offset the ash-flow sheets of the Stonewall Flat Tuff (Figure) are interpreted to project south through the central part of the property where they are inferred beneath Quaternary alluvial deposits within about 500m east of the advanced-argillic alteration zone (Figure). These faults are interpreted to dip east and have displaced the intensely altered rocks with down-to-the-east offset such that the altered rocks are now covered with Quaternary alluvium. This fault zone has a projected length of at least 3.5km and could include faults and related fracture networks that at depth were potentially highly permeable, high fluid-flow zones during hydrothermal activity, assuming the fault zone existed prior to the end of hydrothermal activity and not all of the displacement occurred after the advanced-argillic alteration was formed.

At various locations adjacent to and within the property, the advanced-argillic alteration has overprinted rocks of the 7.6 to 7.5 Ma Stonewall Flat Tuff. Isotopic ages from alunite in the district indicate hydrothermal activity and advanced-argillic alteration took place about 6.8 to 6.2 Ma (Noble et al., 1988; Swayze et al., 2014), within 0.8 to 1.3 Ma after the formation of the nearby Stonewall Mountain caldera. This timing and the setting peripheral to the Stonewall Mountain caldera are broadly analogous to the settings of the Bullfrog and Bare Mountain districts to the south, where multiple pulses of hydrothermal activity and significant epithermal gold-silver mineralization occurred during and slightly after the main and Timber Mountain magmatic stages of the southwestern Nevada volcanic field (Noble et al., 1991; Weiss, 1996).

Recommendations

The Cuprite Property includes areas of intense, steam-heated, advanced-argillic alteration with potential for gold-silver mineralization at depth and the author believes that the Cuprite Project is an initial-stage project of merit. To advance the Cuprite Project, the Technical Report Author recommends a Phase I exploration program with estimated costs of US \$1.225 million as summarized in **Error! Reference source not found.**

Table 1. StrikePoint Gold Cost Estimate for the Recommended Program

Item	Unit Cost	Amount
1,000 Surface Soil and Rock Sample Analyses	US \$80/Sample	US \$80,000
Geologic Mapping, Alteration Mapping, Spectral Analyses; 3 months, crew	US \$63,000/month	US \$190,000
IP/Resistivity Survey; 13.5-line kilometers	US \$6,300/km	US \$85,000
Gravity Survey; 400 data points		US \$15,000
Geologic Supervision and Core Logging; 2 months	US \$15,000/month	US \$30,000
Permitting at NOI Level		US \$10,000
Drill Pads and Access, Water Hauls		US \$50,000
Diamond Core Drilling; 2,000 meters	US \$300/meter	US \$600,000
Drill Sample and Spectral Analyses	US \$80/sample	US \$135,000
Supplies and Core Sampling		US \$30,000
Total Phase I		US \$1,225,000

The Phase 1 program includes the following proposed work:

- Geologic mapping to better delineate the locations and extents of fault and fracture zones and their relations to significant alteration features;
- Grid-type soil and rock-chip geochemical surveys with short-wave infrared mineralogical and multi-element geochemical analyses are recommended to support the geologic mapping. Multi-element geochemical data, including gold and silver, have the potential to identify zones of greater volatile element flux and also areas that may have been below the paleowater table at some time prior to steam-heated alteration;
- An IP/Resistivity survey of approximately 13.5 line-kilometers is recommended to image possible resistivity and chargeability features at depth that could correspond to potential mineralized structures such as vein and/or stockwork zones at depth;
- A reconnaissance gravity survey of 400 survey points is recommended for its potential to better define the location(s) and geometry of the faults and large changes in alluvial cover thickness in the central portion of the property; and
- A Phase I diamond-core drilling program of 2,000m is recommended with drill sites to be determined following analysis of the information obtained in the previous proposed work items.

Prior to conducting the proposed drilling, a Notice of Intent and a reclamation bond for the proposed surface disturbance will need to be filed with the BLM.

OTHER MINERAL PROPERTIES

Willoughby Property

The Company holds a 100% interest in the Willoughby gold-silver project (“Willoughby”), located in north-western British Columbia, just east of the town of Stewart in the prolific Golden Triangle of BC. The project is subject to a 1.5% NSR royalty, of which 0.5% can be purchased for a cash payment of \$1,000,000.

Willoughby occurs along the eastern margin of the Cambria Icefield, approximately seven kilometres east of the advanced-stage Red Mountain Deposit owned by Ascot Resources Ltd. Upper Triassic Stuhini rocks and Lower Jurassic Hazelton volcano-sedimentary rocks underlay Willoughby, subsequently intruded by an early Jurassic-aged hornblende-feldspar porphyry, potentially comagmatic with the Goldslide Intrusive suite at the nearby Red Mountain deposit. Intrusive-related mineralized zones consist of primary pyrite with lesser pyrrhotite, sphalerite, galena, chalcopyrite, and native gold. Eight gold and silver mineralized zones have been identified to date over a two-kilometre strike-length mineralized trend.

Porter-Idaho Property and Nearby Projects

The Company holds a 100% interest in the Porter-Idaho Property, located near Stewart, British Columbia, also in the Golden Triangle of BC. The property is subject to a 1% NSR, of which the Company has the option to purchase 0.5% for \$750,000. The Company also holds a 100% interest in the Handsome Jack property, adjacent to the Porter-Idaho property (subject to a 1% NSR, of which the Company can buy back 0.5% for \$500,000). The Company also staked, the Big, Bada and Boom properties, contiguous to its Porter-Idaho and Handsome Jack properties all near Stewart, BC.

The Porter-Idaho Property contains two shears-hosted silver-rich vein systems: the Silverado and Prosperity-Porter Idaho. The showings are 2.35km apart, located on opposite sides of Mt. Rainey, overlooking the town of Stewart. The Porter-Idaho Property is located strategically at the head of the Portland Canal, a deep-water port with year-round, ice-free access.

DIVIDENDS AND DISTRIBUTIONS

There are no restrictions that would prevent the Company from paying dividends on the Common Shares; however, the Company has neither declared nor paid any dividends on the Common Shares since incorporation and has not established any dividend or distribution policy. The payment of dividends, if any, in the future, rests within the sole discretion of the Board. The payment of dividends will depend upon the Company’s earnings, its capital requirements and its financial condition, as well as other relevant factors. The Company intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on the Common Shares in the foreseeable future.

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

The authorized share capital of the Company consists of an unlimited number of Common Shares. As of the date hereof there are an aggregate of 213,775,457 Common Shares issued and outstanding (on a non-diluted basis) as fully paid and non-assessable common shares in the capital of the Company.

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share confers the right to one vote in person or by proxy

at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the preference of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board may declare. In the event of the liquidation, dissolution, winding-up of the Company, whether voluntary or involuntary, or other distribution of assets of the Company among shareholders, the holders of the Common Shares are entitled to receive, subject to the preference of any other class of shares of the Company, the remaining property and assets of the Company, equally and rateably on a share for share basis.

Preferred Shares

The authorized share capital of the Company consists of an unlimited number of Preferred Shares. As of the date hereof there are no Preferred Shares issued and outstanding. The Board may, from time to time, issue Preferred Shares in one or more series, each series to consist of such number of shares as may be determined by Board resolution.

The Board may, by resolution, fix from time to time before the issuance thereof the designation, price, rights, privileges, restrictions, conditions and limitations to be attached to the Preferred Shares of each series, including but not limited to, the calculation and payment of dividends, redemption and retraction rights, voting rights and conversion rights. The Preferred Shares of each series shall rank, both as regards dividends and return of capital, in priority to all other shares of the Company.

Stock Options

On October 18, 2023, the shareholders of the Company approved the adoption of StrikePoint's Stock Option Plan (the "**Stock Option Plan**"). A summary of the material provisions of the Stock Option Plan are as follows:

- a) the Stock Option Plan reserves, for issuance pursuant to the exercise of stock options, Common Shares equal to up to a maximum of 10% of the issued Common Shares at the time of any stock option grant;
- b) under the Stock Option Plan, an optionee must either be an Eligible Charitable Organization or a Director, Officer, Employee, Consultant or Management Company Employee of the Company at the time the option is granted in order to be eligible for the grant of a stock option to the optionee;
- c) the aggregate number of options granted to any one Person (and companies wholly owned by that Person) in a 12-month period under this Stock Option Plan and any other Security Based Compensation Plan must not exceed 5% of the issued Common Shares calculated on the date an option is granted to the Person (unless the Company has obtained the requisite Disinterested Shareholder Approval);
- d) the aggregate number of options granted to any one Consultant in a 12-month period under this New Stock Option Plan and any other Security Based Compensation Plan must not exceed 2% of the issued Common Shares, calculated at the date an option is granted to the Consultant;
- e) the aggregate number of options granted to all Investor Relations Service Providers must not exceed 2% of the issued shares of the Company in any 12-month period, calculated at the date an option is granted to any such Person;
- f) the aggregate number of outstanding Charitable Stock Options must not exceed 1% of the issued shares of the Company, calculated at the date an option is granted to an Eligible Charitable Organization;
- g) if the Common Shares are listed for trading on the TSXV, then, notwithstanding anything in the Stock Option Plan to the contrary, the aggregate number of Common Shares that may be issued to Insiders (as a group) pursuant to Options granted under the Stock Option Plan and under any other Security

Based Compensation Plan, must not exceed 10% of the outstanding Shares at any point in time, unless the Company has obtained the requisite Disinterested Shareholder Approval;

- h) if the Common Shares are listed for trading on the TSXV then, notwithstanding anything in the Stock Option Plan to the contrary, the aggregate number of Common Shares that may be issued to Insiders (as a group) pursuant to Options granted under the plan and under any other Security Based Compensation Plan in any 12 month period shall not exceed 10% of the outstanding Shares at the time of the grant, unless the Company has obtained the requisite Disinterested Shareholder Approval;
- i) options issued to Investor Relations Service Providers must vest in stages over a period of not less than 12 months with no more than 1/4 of the options vesting in any 3-month period;
- j) the minimum exercise price per Common Share of a stock option must not be less than the Market Price of the Common Shares, subject to a minimum exercise price of \$0.05;
- k) options can be exercisable for a maximum of 10 years from the date of grant (subject to extension where the expiry date falls within a "blackout period" (see (o) below);
- l) a Charitable Stock Option must expire on or before the earlier of:
 - (i) the date that is 10 years from the date of grant; and
 - (ii) the 90th day following the date that the holder of the Charitable Stock Option ceases to be an Eligible Charitable Organization;
- m) stock options (other than options held by Investor Relations Service Providers) will cease to be exercisable 90 days after the optionee ceases to be a Director (which term includes a senior officer), Employee, Consultant, Eligible Charitable Organization or Management Company Employee otherwise than by death, or for a "reasonable period" not exceeding 12 months after the optionee ceases to serve in such capacity, as determined by the Board. Stock options granted to Investor Relations Service Providers will cease to be exercisable 30 days after the optionee ceases to serve in such capacity otherwise than by death, or for a "reasonable period" after the optionee ceases to serve in such capacity, as determined by the Board;
- n) all options are non-assignable and non-transferable;
- o) Disinterested Shareholder Approval will be obtained for any reduction in the exercise price of a stock option, or the extension of the term of a stock option, if the optionee is an Insider of the Company at the time of the proposed amendment;
- p) the Stock Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of a stock option, subject to prior acceptance of the TSXV, in the event of an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization, other than in connection with a share consolidation or split;
- q) upon the occurrence of an Accelerated Vesting Event (as defined in the Stock Option Plan), the Board will have the power, at its sole discretion and subject to the prior acceptance of the TSXV, to make such changes to the terms of stock options as it considers fair and appropriate in the circumstances, including but not limited to: (a) accelerating the vesting of stock options, conditionally or unconditionally, except in the case of stock options held by Investor Relations Service Providers; (b) terminating every stock option if under the transaction giving rise to the Accelerated Vesting Event, options in replacement of the stock options are proposed to be granted to or exchanged with the holders of stock options, which replacement options treat the holders of stock options in a manner which the Board considers fair and appropriate in the circumstances having regard to the treatment of holders of Common Shares under such transaction; (c) otherwise modifying the terms of any stock option to assist the holder to tender into any take-over bid or other transaction constituting an Accelerated Vesting Event; or (d) following the successful completion of such Accelerated Vesting Event, terminating any stock option to the extent it has not been exercised prior to successful completion of the Accelerated Vesting Event. The

determination of the Board in respect of any such Accelerated Vesting Event shall for the purposes of the Stock Option Plan be final, conclusive and binding;

- r) in connection with the exercise of an option, as a condition to such exercise the Company shall require the optionee to pay to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such option; and
- s) a stock option will be automatically extended past its expiry date if such expiry date falls within a blackout period during which the Company prohibits optionees from exercising their options, provided that any extension will not exceed ten business days after the expiry of the applicable blackout period and subject to the following requirements: (a) the blackout period must (i) be formally imposed by the Company pursuant to its internal trading policies; and (ii) must expire following the general disclosure of undisclosed Material Information; (b) the automatic extension of an optionee's stock option will not be permitted where the optionee or the Company is subject to a cease trade order (or similar order under Securities Laws) in respect of the Company's securities; and (d) the automatic extension is available to all Eligible Persons under the same terms and conditions.

“Consultant”, “Charitable Stock Option”, “Director”, “Disinterested Shareholder Approval”, “Eligible Charitable Organization”, “Employee”, “Investor Relations Activities”, “Investor Relations Service Provider”, “Management Company Employee”, “Market Price”, “Material Information”, “Person”, “Securities Laws” and “Security Based Compensation Plan” all have the same definition as in the policies of the TSXV.

As of the date of this AIF, there are 17,850,000 stock options outstanding under the Stock Option Plan.

MARKET FOR SECURITIES

Trading Price and Volume

The following table sets out information relating to the monthly trading of the Common Shares on the TSXV (under the symbol “SKP”) during the year ended December 31, 2022:

Month	High (C\$)	Low (C\$)	Volume (# of Common Shares)
January	0.15	0.105	4,900,835
February	0.15	0.105	4,404,603
March	0.14	0.075	13,496,263
April	0.11	0.078	3,828,901
May	0.095	0.06	2,250,481
June	0.075	0.055	2,811,514
July	0.105	0.05	5,750,896
August	0.12	0.075	3,225,464
September	0.09	0.065	1,519,349
October	0.105	0.07	1,364,890
November	0.12	0.08	1,364,063
December	0.11	0.065	1,628,320

Prior Sales

During the year ended December 31, 2022, the Company did not issue any securities, which could be convertible into Common Shares but are not listed or quoted on a marketplace.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

As at the date of this Annual Information Form, no securities of the Company are held in escrow or otherwise subject to a contractual restriction on transfer.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holding

The following table sets forth information with respect to the directors and executive officers of the Company, including their respective provinces or states and countries of residence, their position(s) with the Company, their principal occupations, the dates on which they first became directors or officers of the Company and the number of the Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, by such persons or such persons' respective associates or affiliates.

The directors hold office until the next annual meeting of the Company or until they otherwise cease to hold office in accordance with the Company's Articles. The term of office of the executive officers expires at the discretion of the Board.

Name, Province/State and Country of Residence	Position with the Company	Principal Occupation and Background	Period as Director and/or Officer	Number and Percentage of Common Shares Held ⁽¹⁾
Michael G. Allen ⁽⁵⁾ British Columbia, Canada	President, Chief Executive Officer, and Director	<p>Mr. Allen brings over 20 years of multifaceted work experience in the mineral exploration and development business. His experience has been from grassroots to advancing projects through feasibility studies, construction and operations, in a variety of geological systems and jurisdictions. In addition, Mr. Allen brings additional capital markets strength to StrikePoint having raised significant amounts of capital to advance projects. Most notably Mr. Allen was President, CEO and Director of Northern Empire Resources, where he was responsible for identifying, acquiring and advancing the Sterling Project in the Beatty district of Southwest Nevada. Northern Empire was sold to Coeur Mining at the all-time high of the share price for approximately \$120 million. Recently, Mr. Allen was President of Elevation Gold Mining Corporation, Arizona's largest precious metals producer.</p> <p>Mr. Allen is a Professional Geologist and QP under the definitions of NI43-101.</p>	Since November 1, 2022	300,000 (0.14%)

Name, Province/State and Country of Residence	Position with the Company	Principal Occupation and Background	Period as Director and/or Officer	Number and Percentage of Common Shares Held ⁽¹⁾
Shawn Khunkhun ⁽²⁾⁽³⁾ British Columbia, Canada	Executive Chairman and Director (formerly, Chief Executive Officer and President)	Mr. Khunkhun has over 20 years of experience in the capital markets, mineral exploration and development sector with a focus on enhancing shareholder value. He has served in a variety of strategic roles including Investor Relations, Corporate Development, CEO, Director and Executive Chairman. Mr. Khunkhun has been instrumental in creating awareness for undervalued companies including grass root explorers, developers and producers. Mr. Khunkhun's experience in incubating and growing early-stage companies through capital raises, acquisitions, joint ventures and spinouts, as well as long-standing relationships with an extensive global network of high-net-worth investors, private equity and institutional investors, analysts, brokers, and investment bankers, have been a valuable asset to growing mineral explorations and development companies. Mr. Khunkhun is a Director of Goldshore Resources Inc., Gladiator Metals and is Director & CEO of Dolly Varden Silver. Mr. Khunkhun has facilitated over \$1 billion in capital raises.	Director Since November 23, 2011 (formerly President and CEO from May 13, 2013 to November 1, 2022)	1,169,850 ⁽⁶⁾ (0.55%)
Ian Harris ⁽²⁾⁽⁴⁾⁽⁵⁾ Florida, United States of America	Director	Mr. Harris is a mining engineer with over 25 years of mining experience. He was most recently senior vice-president and country manager of Corriente Resources ("Corriente") in Ecuador and was directly involved in the operations and negotiations that led to the sale of Corriente for US\$690 million.	Since May 14, 2013	280,000 (0.13%)
Darryl Jones ⁽³⁾⁽⁴⁾⁽⁵⁾ British Columbia, Canada	Director	Mr. Jones has over 15 years of capital market experience and an established financial network. Prior to joining StrikePoint in 2015, Mr. Jones was an investment advisor with PI Financial Corp Canada and Raymond James Ltd Canada. He was responsible for raising significant risk capital for growth companies in all sectors, with a particular focus on natural resources.	Since February 17, 2015	Nil (0.00%)
Adrian Fleming ⁽²⁾⁽³⁾⁽⁴⁾ Auckland, New Zealand	Director	Mr. Fleming is a professional geologist with over 40 years of technical and corporate experience. Previously, he was a director of Northern Empire Resources Corporation, and he is Chair of the Safety, Environment and Social Responsibility Committee of Reunion Gold. In addition, Mr. Fleming led the team that made the discovery and defined the maiden resource of the million-ounce White Gold deposit in the Yukon.	Since May 16, 2017	81,818 (0.04%)
Paulo Santos British Columbia, Canada	Chief Financial Officer	Mr. Santos has significant experience in various senior executive financial roles within the mining industry, including most recently as the CFO for Elevation Gold Mining Corporation, the Interim CFO and VP, Finance of Calibre Mining Corp, the CFO for Northern Empire Resources Corporation,	Since March 1, 2023	Nil (0.00%)

Name, Province/State and Country of Residence	Position with the Company	Principal Occupation and Background	Period as Director and/or Officer	Number and Percentage of Common Shares Held ⁽¹⁾
		and the Treasurer and Corporate Secretary for Newmarket Gold Inc.		
Kia Russell British Columbia, Canada	Corporate Secretary	Ms. Russell is currently employed as an associate corporate finance at Fiore Management & Advisory Corp. since 2020 and the consulting CEO at 1010714 BC Ltd. since 2014. Ms. Russell also currently acts as an executive officer for a number of publicly traded junior companies, including Oronova Energy Inc. (since May 2022), Butte Energy Inc. (since May 2022), and Total Helium Ltd. (since September 2021). Ms. Russell has previously served as an officer and Director of several publicly traded junior companies.	Since March 1, 2023	Nil (0.00%)

⁽¹⁾ Based on 213,775,457 Common Shares issued and outstanding as of the date of this AIF.

⁽²⁾ Member of the Audit Committee.

⁽³⁾ Member of Compensation Committee

⁽⁴⁾ Member of Corporate Governance and Nominating Committee

⁽⁵⁾ Member of Health Safety and Environment Committee

⁽⁶⁾ Of these shares 1,000,000 are owned by S2K Capital Corp. for which Mr. Khunkhun has direction and control over.

Each director's term of office will expire at the next annual general meeting of the Company unless earlier due to resignation, removal or death of the director. The term of office of the officers expires at the discretion of the Company's directors.

Aggregate Ownership of Securities

As at the date of this AIF, the Company's directors and executive officers as a group beneficially own, directly or indirectly, or exercise control of, 1,831,668 Common Shares, collectively representing 0.86% of the 213,775,457 issued and outstanding Common Shares.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

At the date of this AIF, no director, executive officer or promoter of the Company is, or was within 10 years prior to the date of this AIF, a director, chief executive officer or chief financial officer of any company that:

- (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under Securities Legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director, executive officer or promoter was acting in the capacity as director, chief executive officer or chief financial officer of the relevant company; or
- (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under Securities Legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director, executive officer or promoter ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

To the Company's knowledge, no director or executive officer of the Company or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (i) is as at the date of this AIF, or has been within the 10 years before the date hereof, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (ii) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became 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, executive officer or shareholder.

Penalties or Sanctions

To the Company's knowledge, and other than as disclosed herein, no director or executive officer of the Company or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

- (i) any penalties or sanctions imposed by a court relating to provincial and territorial Securities Legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement agreement with a provincial and territorial securities regulatory authority; or
- (ii) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

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

The directors and officers of the Company are aware of the existence of laws governing the accountability of directors and officers for corporate opportunity and requiring disclosures by the directors of conflicts of interest

and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors and officers. All such conflicts will be disclosed by such directors or officers in accordance with the Business Corporations Act (British Columbia) and each director and officer shall govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law. The directors and officers of the Company are not aware of any such conflicts of interests.

PROMOTERS

The Company does not currently have any promoters, nor has it had any promoters during the past two most recently completed financial years.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

To the best of StrikePoint's knowledge, the Company is not and was not, during the year ended December 31, 2022, a party to any legal proceedings, nor is any of its property, nor was any of its property during the year ended December 31, 2022, the subject of any legal proceedings. As at the date hereof, no such legal proceedings are known to be contemplated.

There have been no penalties or sanctions imposed against the Company by a court relating to securities legislation or by any securities regulatory authority during the year ended December 31, 2022, or any other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor making an investment decision, and the Company has not entered into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority during the year ended December 31, 2022.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer, or principal shareholder of the Company or an associate or affiliate of a director, executive officer or principal shareholder of the Company has or had any material interest, direct or indirect, in any transaction within the three years before the date of this AIF, or in any proposed transaction, that has materially affected or will materially affect the Company.

TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar of the Company is Computershare Investor Services Inc. of 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

There are no contracts of the Company other than contracts entered into in the ordinary course of business of the Company, including the acquisition of various projects, (See "General Development of the Business"), that are material to the Company and that were entered into within the most recently completed financial year of the Company or before the most recently completed financial year of the Company and which are still in effect.

INTERESTS OF EXPERTS

Excluding the Company's auditors, the following persons and companies are named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 *Continuous Disclosure Obligations* by the Company during, or relating to, the

Company’s most recently completed financial year and whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company:

Steven I. Weiss, C.P.G., PhD. is responsible for the technical report entitled, “Technical Report on the Cuprite Gold – Silver Project, Nye and Esmeralda Counties, Nevada, USA” incorporated by reference in this AIF. See section entitled “The Cuprite Gold Project” in this AIF.

Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company, has confirmed that they are independent with respect to the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Neither of the aforementioned persons, nor any director, officer, employee or partner, as applicable, of the aforementioned companies or partnerships, is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

AUDIT COMMITTEE

Audit Committee Charter

The Audit Committee Charter sets out the Audit Committee’s responsibilities and authority, procedures governing meetings, qualifications for membership and particulars governing the role of the chair of the Audit Committee. A copy of the Audit Committee Charter is attached as Appendix “A” hereto.

Composition of the Audit Committee

As at the date of this AIF, the following individuals are the current members of the Audit Committee and will hold office until the next annual general meeting of shareholders of the Company:

Adrian Fleming (Chair)	Independent ⁽¹⁾	Financially Literate ⁽¹⁾
Shawn Khunkhun	Not Independent ⁽²⁾	Financially Literate ⁽¹⁾
Ian Harris	Independent ⁽¹⁾	Financially Literate ⁽¹⁾

⁽¹⁾ As defined by NI 52-110.

⁽²⁾ Mr. Khunkhun is the current Executive Chairman of the Company and would not be considered independent under NI 52-110.

The members of the Audit Committee are appointed by the Board at its first meeting following the annual Shareholders’ meeting. Unless a chair is elected by the full Board, the members of the Audit Committee designate a chair by a majority vote of the full Audit Committee membership.

Relevant Education and Experience

The relevant education and/or experience of each member of the Audit Committee is as follows:

Adrian Fleming is a professional geologist with over 40 years of technical and executive experience with exploration and development stage mining companies. He was the co-founder and president of Underworld Resources from 2006- 2010. In 2007, Mr. Fleming, together with colleague Robert McLeod, acquired a Shawn Ryan project with interesting soil geochemistry results. Mr. Fleming led the team which made the discovery and defined the maiden resource of the million-ounce White Gold deposit, located in the White Gold district,

Yukon. The project was subsequently acquired by Kinross in 2010 for \$138 million. Mr. Fleming was a founding Director of Northern Empire Resources which was acquired in 2018 by Coeur Mining for \$117 million. Mr. Fleming was also involved with gold discoveries and/or developments at Porgera in PNG, Big Bell in Western Australia, Gross Rosebel in Suriname and Hope Bay in Nunavut.

Shawn Khunkhun has over 20 years of experience in the capital markets, mineral exploration and development sector with a focus on enhancing shareholder value. He has served in a variety of strategic roles including Investor Relations, Corporate Development, CEO, Director and Executive Chairman. Mr. Khunkhun has been instrumental in creating awareness for undervalued companies including grass root explorers, developers and producers. Mr. Khunkhun's experience in incubating and growing early-stage companies through capital raises, acquisitions, joint ventures and spinouts, as well as long-standing relationships with an extensive global network of high-net-worth investors, private equity and institutional investors, analysts, brokers, and investment bankers, have been a valuable asset to growing mineral explorations and development companies. Mr. Khunkhun is a Director of Goldshore Resources Inc., Gladiator Metals Inc. and is Director & CEO of Dolly Varden Silver Corp. Mr. Khunkhun has facilitated over \$1 billion in capital raises.

Ian Harris is a mining engineer with over 25 years of mining experience. He was most recently senior vice-president and country manager of Corriente Resources in Ecuador and was directly involved in the operations and negotiations that led to the sale of Corriente for US \$690 million. Mr. Harris brings a strong background of project management, strategic management and technical skills to the board of StrikePoint.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The audit committee of the Corporation has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter attached hereto as Schedule "A".

External Auditor Service Fees (By Category)

The following table sets out the aggregate fees billed by Davidson & Company LLP, Chartered Professional Accountants, the Company's external auditors, for the years ended December 31, 2022 and 2021.

<i>Financial Year Ending</i>	<i>Audit Fees⁽¹⁾</i>	<i>Audit Related Fees⁽²⁾</i>	<i>Tax Fees⁽³⁾</i>	<i>All Other Fees⁽⁴⁾</i>
December 31, 2022	\$35,427	\$Nil	\$11,500	\$Nil
December 31, 2021	\$30,366	\$Nil	\$3,500	\$Nil

⁽¹⁾ "Audit Fees" include the aggregate fees billed in each financial year for audit fees.

⁽²⁾ "Audit Related Fees" include the aggregate fees billed in each financial year for assurance and related services to the performance of the audit or review of the Company's financial statements not already disclosed under "Audit Fees".

⁽³⁾ "Tax Fees" are the aggregate fees billed by the auditor for tax compliance, tax advice and tax planning.

⁽⁴⁾ "All Other Fees" include aggregate fees billed for products or services not already reported in the above table.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-Audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pursuant to Section 6.1 of NI 52-110, the Company is exempt from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found under the Company's profile on SEDAR+ at www.sedarplus.ca.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the management information circular dated September 6, 2023, and filed in connection with the annual general and special meeting of shareholders that was held on October 18, 2023. Such information for the year ended December 31, 2023, will be updated and contained in the Company's management information circular required to be prepared and filed in connection with its next annual meeting of shareholders.

Additional financial information is provided in the Company's audited annual consolidated financial statements and accompanying management's discussion and analysis for the year ended December 31, 2022, each of which is available under the Company's SEDAR+ profile on www.sedarplus.ca.

APPENDIX "A"
AUDIT COMMITTEE CHARTER

STRIKEPOINT GOLD INC.

CHARTER OF THE AUDIT COMMITTEE

1. Mandate

The primary function of the audit committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. The Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements;
- review and appraise the performance of the Company’s external auditor; and
- provide an open avenue of communication among the Company’s auditor, financial and senior management and the Board.

2. Composition

The Board will appoint from among their membership an audit committee after each annual meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors.

2.1 Independence

A majority of the members of the audit committee must be “independent” (as defined in Sec. 1.4 of National Instrument 52-110 (Audit Committees)) (“**NI 52-110**”).

2.2 Expertise of Committee Members

A majority of the members of the audit committee must be “financially literate” (as defined in Sec. 1.6 of NI 52-110) or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company’s Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

Appendix A:
Audit Committee Charter

The audit committee shall fulfil the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, or performing other audit, review or attest services, including the resolution of disagreements between management and the external auditors regarding financial reporting. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- (b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors;
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards; and
- (f) an audit committee must review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- (a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and
- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 Financial Reporting

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

**Appendix A:
Audit Committee Charter**

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- (b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- (a) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (b) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- (c) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- (a) review and approve the interim financial statements prior to their release to the public; and
- (b) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- (a) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public. An audit committee must be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and must periodically assess the adequacy of those procedures.

4.4 *Non-Audit Services*

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

- (a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services

**Appendix A:
Audit Committee Charter**

approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

- (a) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or
 - (ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

- (a) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:
 - (i) the pre-approval policies and procedures are detailed as to the particular service;
 - (ii) the audit committee is informed of each non-audit service; and
 - (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 *Other Responsibilities*

The audit committee shall:

- (a) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;
- (b) establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- (d) review the policies and procedures in effect for considering officers' expenses and perquisites;

Appendix A:
Audit Committee Charter

- (e) perform other oversight functions as requested by the Board; and
- (f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the audit committee; and
- (c) communicate directly with the internal and external auditors.

6. Guidance – Roles & Responsibilities

The following guidance is intended to provide the Audit Committee members with additional guidance on fulfilment of their roles and responsibilities on the committee:

6.1 Internal Control

- (a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 Financial Reporting

General

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and

**Appendix A:
Audit Committee Charter**

- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and
- (c) understand industry best practices and the Company's adoption of them.

Annual Financial Statements

- (a) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;
- (b) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- (c) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- (d) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (e) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- (a) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (b) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and
- (c) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
 - (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financial statements are consistent with changes in the Company's operations and financing practices;
 - (iii) generally accepted accounting principles have been consistently applied;
 - (iv) there are any actual or proposed changes in accounting or financial reporting practices;

**Appendix A:
Audit Committee Charter**

- (v) there are any significant or unusual events or transactions;
- (vi) the Company's financial and operating controls are functioning effectively;
- (vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and
- (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 *Compliance with Laws and Regulations*

- (a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- (c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 *Other Responsibilities*

- (a) review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements.