

Form 1
Start-Up Crowdfunding - Offering Document

GENERAL INSTRUCTIONS:

(1) *Filing Instructions*

An issuer relying on the start-up crowdfunding prospectus exemption is required to file the offering document no later than the 30th day after the closing of the distribution as follows:

- ***In all participating jurisdictions (except British Columbia and Ontario)*** – file this form through the System for Electronic Document Analysis and Retrieval (SEDAR) in accordance with National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR).
- ***In British Columbia*** – through BCSC eServices at <http://www.bcsc.bc.ca>.
- ***In Ontario*** – through the OSC Electronic Filing Portal at <https://www.osc.gov.on.ca/filings>.

This offering document and all amendments must be filed where the issuer has made a start-up crowdfunding distribution, as well as in the participating jurisdiction where the issuer's head office is located.

- (2) *This offering document must be completed and certified by an authorized individual on behalf of the issuer.*
- (3) *Draft this offering document so that it is easy to read and understand. Be concise and use clear, plain language. Avoid technical terms.*
- (4) *Conform as closely as possible to the format set out in this form. Address the items in the order set out below. No variation of headings, numbering or information set out in the form is allowed and all are to be displayed as shown.*
- (5) *This offering document is to be provided to your funding portal which has to make it available on its website. If the information contained in this offering document no longer applies or is no longer true, you must immediately amend the document and send the new version to the funding portal.*

(6) For information on how to complete this form and for information relating to the filing of this form, please refer to the Start-up Crowdfunding Guide for Businesses available on the website of the securities regulatory authority or regulator of the participating jurisdictions.

Item 1: RISKS OF INVESTING

1.1 Include the following statement, in bold type:

“No securities regulatory authority or regulator has assessed, reviewed or approved the merits of these securities or reviewed this offering document. Any representation to the contrary is an offence. This is a risky investment.”

Item 2: THE ISSUER

2.1 Provide the following information for the issuer:

Full Legal Name of Issuer:	Element79 Gold Corporation
Legal Status: Jurisdiction Type of Organization	British Columbia Corporation
Head Office Address of Issuer:	230-997 Seymour Street, Vancouver, British Columbia
Telephone:	403 850 8050
Fax:	N/A
Website Address:	www.Element79gold.com

2.2 Provide the following information for a contact person of the issuer who is able to answer questions from purchasers and security regulatory authority or regulator:

Full Legal Name of Contact Person	James Tworek
Position Held at Issuer	CEO
Business Address	230-997 Seymour Street, Vancouver, British Columbia
Business Telephone Number	403 850 8050
Business Fax	NA
Business Email Address	jt@element79gold.com

Item 3: BUSINESS OVERVIEW

3.1 Briefly explain, in a few lines, the issuer’s business and why the issuer is raising funds.

Element79 is a North American based Gold exploration company focused on the acquisition and development of high potential Gold assets located in favourable, established mining jurisdictions. The

teams' skills of capital raising, M&A and project exploration and advancement are a perfect

combination to produce results.

We are big believers in Gold, and that we are about to enter a bull run in the precious metals sector for

a variety of reasons.

“A more detailed description of the issuer’s business is provided below.”

Item 4: MANAGEMENT

4.1 Provide the information in the following table for each promoter, director, officer and control person of the issuer:

Personal Information

	Full legal name	Principal occupation for the last five years	Expertise, education, and experience that is relevant to the issuer's business	City, prov/state and country of residence	Position at issuer	Percentage of time the person spends/will spend on the issuer's business (if less than full time)
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#1	James Tworek	Co-founder, President - Gaia Grow Corp. Managing Director, Candela Capital Inc.	Commercial Banking, Corporate finance for private and public issuers. Capital raising and Operations management.	Calgary, Alberta	CEO	90%
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#2	Heidi Gutte	Founder and President of Heidi Gutte Consulting Inc.	Corporate Finance and Administration for public issuers, mining and natural resources industries. CGA, CPA – 2015, Bachelor of Science (Computer Science) – 2006.	Lower Mainland, BC	CFO	50%
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#3	Konstantin Lichtenwald	CPA	CPA with public market and RTO experience, BBA (2012), CGA, CPA – 2015.	Vancouver, BC	Director	30%
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#4	Julie Hajduk	Founder and President of Purple Crown Communications Corp.	Corporate Finance, go-public capital raising, mining and natural resource industry investing and general acumen, communication for public and private issuers.	British Columbia	Director	50%
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Securities Held

	Full Name	Number and type of securities of the issuer owned, directly or indirectly	Date securities were acquired and price paid for securities	% of the issuer's issued and outstanding securities as of the date
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				of this crowdfunding offering document
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#1	James Tworek	500,000 special warrants	2020-08-01 \$0.02 per Warrant	1%
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#2	Heidi Gutte	Nil	NA NA	0%
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#3	Konstantin Lichtenwald	500,000 Shares 1,000,000 Special Warrants	July 2020 \$0.005 per Share August 2020 \$0.02 per Warrant	4%
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#4	Julie Hajduk	500,000 Shares 1,000,000 Special Warrants	July 2020 \$0.005 per Share August 2020 \$0.02 per Warrant	4%
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Criminal History

Has any person listed in item 4 ever pled guilty to or found guilty of:

	Full Name	A summary conviction or indictable offence under the <i>Criminal Code</i> (R.S.C. 1985, c. C-46) of Canada?	A quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction?	A misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein?	An offence under the criminal legislation of any other foreign jurisdiction?
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#1	James Tworek	No	No	No	No
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#2	Heidi Gutte	No	No	No	No
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#3	Konstantin Lichtenwald	No	No	No	No
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#4	Julie Hajduk	No	No	No	No
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Securities/Regulatory History

Is or has any person listed in item 4:

	Full Name	been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by a government agency, administrative agency,	been the subject of a bankruptcy or insolvency proceeding in the last ten years?	an executive officer, director, promoter or control person of an issuer that is or has been subject to a proceeding described in all previous questions?
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		self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last ten years related to his or her involvement in any type of business, securities, insurance or banking activity?		
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#1	James Tworek	No	No	No
#2	Heidi Gutte	No	No	No
#3	Konstantin Lichtenwald	No	No	No
#4	Julie Hajduk	No	No	No

Item 5: START-UP CROWDFUNDING DISTRIBUTION

- 5.1 Provide the name of the funding portal the issuer is using to conduct its start-up crowdfunding distribution.

Equivesto Canada Inc.
Website: <https://portal.equivesto.com>
Email: support@equivesto.com
Contact Person: Alexander Morsink
Address: 1 Adelaide St. West, Suite 3001
Toronto, Ontario, Canada
M5C 2V9

A purchaser can check if the funding portal is operated by a registered dealer at the following website:
www.aretheyregistered.ca

- 5.2 List the name of all the participating jurisdictions (Canadian province or territory) where the issuer intends to raise funds and make this offering document available.

Ontario, Alberta, Nova Scotia, British Columbia

- 5.3 Provide the following information with respect to the start-up crowdfunding distribution:

- (a) the date before which the issuer must have raised the minimum offering amount for the closing of the distribution (no later than 90 days after the date this offering document is made available on the funding portal).

October 25, 2020

- (b) the date(s) and description of any amendment(s) made to this offering document, if any.

2020-10-13 Moved Campaign closing date from October 15, 2020 to October 25, 2020

5.4 Indicate the type of eligible securities offered.

Special Warrants convertible into Common, Voting Shares

5.5 The eligible securities offered provide the following rights (choose all that apply):

- ☐ Voting rights;
☐ Interest or dividends;
☐ Redemption rights;
☐ Rights on dissolution;
☒ Conversion rights: Each security is convertible into Common, Voting Shares;
☐ Other

5.6 Provide a brief summary of any other material restrictions or conditions that attach to the eligible securities being offered, such as tag-along, drag along or pre-emptive rights.

Each Special Warrant will, upon exercise thereof, entitle the holder to receive one common shares of the Company (a "Share").

The Purchaser and the Company acknowledge and agree that the Special Warrants will be duly and validly created and issued pursuant to a special warrant certificate and will be deemed to have been exercised, delivered and surrendered by the Purchaser, without any further action on the part of the Purchaser, upon the earlier of the following dates:

- (a) The fifth business day after the date on which the Company obtains a receipt from the applicable securities commission(s) in Canada for a final prospectus qualifying the distribution of the Shares to be issued upon exercise or deemed exercise of the Special Warrants; or
(b) The date that is four months and a day after the Closing Date.

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of eligible securities issuable
Minimum offering amount	\$25,000	250,000
Maximum offering amount	\$50,000	500,000
Price per eligible security	\$0.10	

5.8 Indicate the minimum investment amount per purchaser, if any.

Minimum Investment: \$100

5.9 Include the following statement, in bold type:

“Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to Element79 Gold Corporation that are raised by concurrent distributions using other prospectus exemptions without having to amend this offering document.”

Item 6: ISSUER’S BUSINESS

6.1 Describe the issuer’s business. Provide details about the issuer’s industry and operations.

The Company:

Element79 is a North American based Gold exploration company focused on the acquisition and development of high potential Gold assets located in favourable, established mining jurisdictions. The teams’ skills of capital raising, M&A and project exploration and advancement are a perfect combination to produce results.

Project #1 - DALE PROPERTY - Ontario Canada

DALE PROPERTY HIGHLIGHTS

- The Dale Property is situated within a stable and developed mining jurisdiction in Canada.
- The Property comprises a contiguous block of 90 claims (~4 square kilometers in size, 4171 acres), situated in the northwest part of the Dale Township, Porcupine Mining Division, Ontario Canada.
- The Property is easily accessible by logging roads or lake access.
- Historically the Property has been underexplored. Only recently have several new gold occurrences been discovered while prospecting only a small percentage of the Dale Stock.
- Gold has been found by traditional prospecting which focused on shears and contacts within the Dale Stock where rocks contain weak sulfurization which is

associated with +/- chlorite, carbonate, potassic alteration and quartz-carbonate veining.

- Till sampling, alluvial-stream sampling and grab samples have returned highly elevated pristine-modified gold grain counts. Grab samples have returned up to 4 gr/T Au from weak shears and veining at locations mostly distant from each other suggesting there might be multiple auriferous locations within the Dale Stock. Its contacts with the mafic volcanic lithologies further suggest both quartz-carbonate vein and disseminated-stockwork hosted gold potential also associated with chalcopyrite and molybdenite.
- Silver has been assayed as high as 1.2 oz/T in narrow massive sulphide veins and up to 6 gr/T in porphyry textured rocks near gold bearing weakly altered, mineralized shears. Most recently the silver potential has been recognized and included in laboratory analysis.
- The Property is situated in the Swayze Greenstone Belt, between two high strain zones and the Horwood Fault System transects north-south and centrally through it. Gold has been found at the contact of the mafic volcanic and Dale Stock contacts and the Horwood Lake fault system which to the north of the Dale Stock.
- The lithologies of the Dale Stock have similarities to other gold occurrences and mines in the Swayze Greenstone Belt (SGB). Recently the Côté Gold Mine Project (situated 45 kilometers south of the Dale Property) announced it is going into production. (Construction Decision Approval announced July 21, 2020, total proven and probable reserves of 4.7 million ounces. 69% of total reserve ounces are in the Proven category. Total measured and indicated resources of 6.5 million ounces, total inferred resources of 1.6 million ounces, average grade 0.5 gr/T).

ABOUT THE DALE PROPERTY

History

The Dale Property was acquired on June 1, 2012 by ground staking (Ontario Gazette) after the Algoma-Talisman's appeal failed in December 2010, reverting several townships back to the crown. Due to the history of the land tenure, Dale Township was privately held and unavailable for conventional staking and prospecting.

The area was staked due to its structural and regional relationships with other gold occurrences and an anomalous gold in till, down ice glacial outwash leading back to the Dale Stock. Other anomalous gold in glacial till outwash lead back to historic gold mines supporting the potential of undiscovered gold potential in the Dale Stock.

The Dale Township itself was first acquired by Algoma-Talisman as part of the Algoma Eastern Railway. Prior to the Dale and other townships reverting to the Crown. Placer Dome Canada Limited (PDCL) completed the most extensive exploration program in Dale Township

to date, which included an airborne magnetic-electromagnetic (EM) survey, followed with a ground campaign.

The 2019 Induced Polarization intermediate gradient survey completed within the shoreline of Horwood Lake, over the ice, corresponds very well with PDCL weak EM anomalies.

Since acquiring the Dale Property, the claim holders were prospecting on a limited budget, for short periods of time, taking samples from prospective locations distant from each site, of which on every occasion, assays returned anomalous to highly anomalous gold.

Recent ground truthing of 4 of 21 of the strongest induced polarization intermediate gradient survey anomalies have returned >0.5 to 4 gr/T Au, taken from the first available mineralized outcrop to the anomalous IP anomaly. The location of the 4 gr/T sample has been measured to approximately 10 meters in width with an undetermined strike length. In the same location numerous similar mineralized rocks, from an apparent close source, in an up-ice direction suggest an undiscovered auriferous zone. A duplicate till sample taken by the claim holders 10 meters from a highly anomalous gold in till sample taken by Ontario Geological Survey (OGS) regional till sampling program in the 1980s, resulted in increasing the gold grains from 42 (OGS sample) to 114 gold grains (Overburden Drilling Management). 95% of the gold grains in this sample were pristine to modified suggesting a local source from within the Dale Stock. There are also indications of base metals in the northeast sector of the Dale Property.

REGIONAL SETTING AND MINERALIZATION

The Swayze Greenstone Belt

The Swayze Greenstone Belt is bounded to the west by the Kapuskasing structural zone and by the Nat River granitoid complex to the north, the Kenogamissi batholithic complex to the east, and the Ramsey-Algoma granitoid complex to the south. Volcanic and sedimentary rocks range in age from 2731 to 2690 Ma (Dale Stock 2680 Ma), whereas the intrusive rocks range in age from 2740 to 2660 Ma. The volcanic and sedimentary rocks form an upward-facing, upward-younging stratigraphic sequence that is complexly folded and faulted.

The Swayze Greenstone Belt (SGB) north and south parts have undergone a considerable amount of mineral exploration since the turn of the 20th century, with peaks of prospecting activity in the 1900s, 1930s, and from the mid 1940s to the present time. Early exploration in the area was concentrated on iron and gold (Harding 1937). Gold mineralization was discovered at the Joburke Mine in Keith Township in 1946. This find resulted in an increase in gold exploration (Prest 1951) which has continued to the present. Other past producing gold mines in the SGB with similar lithologies to the Dale Stock include the Jerome Gold Mine, Halcrow Swayze Mine, Kenty Gold Mine, Rundal Mine, Orogino Mine, and the Tionaga Mine.

Other economic commodities discovered in the SGB include nickel, copper, zinc, silver, lead, cobalt, manganese, iron, asbestos, barite, talc, and silica.

Down Ice Distribution of Anomalous Gold Grains

Map P2234 by the Ontario Geological Survey (OGS) shows the down ice distribution of anomalous gold grains. Note the patterns of elevated gold grains in till south of known gold deposits and compared to the Dale Stock. It could be interpreted that an undiscovered source of gold exists within the Dale Stock that has created the anomalous gold in till samples in a down ice direction. The till sample that twinned the OGS sample was taken at two depths. The upper layer contained rounded material suggesting a distal source. The lower sample taken below 30 to 60 centimeters contained angular fragments of the same rock locally and no rounded material suggesting a source derived from the Dale Stock.

- 6.2 Describe the legal structure of the issuer and indicate the jurisdiction where the issuer is incorporated or organized.

Jurisdiction: British Columbia

Legal Structure: Corporation

- 6.3 Indicate where the issuer's articles of incorporation, limited partnership agreement, shareholder agreement or similar document are available to purchasers.

The Articles of Incorporation are available at
<https://portal.equivesto.com/element79gold/>

Indicate which statement(s) best describe the issuer's operations (select all that apply):

- ☐ has never conducted operations;
- ☐ is in the development stage;
- ☒ is currently conducting operations;
- ☐ has shown profit in the last financial year.

- 6.4 Indicate whether the issuer has financial statements available. If yes, include the following statement, in bold type:

Audits (preceding go-public reporting) are underway. Will be available upon request when once complete. They will not be available during this offering.

“Information for purchasers: If you receive financial statements from an issuer conducting a start-up crowdfunding distribution, you should know that those financial statements have not been provided

to or reviewed by a securities regulatory authority or regulator. They are not part of this offering document. You should ask the issuer which accounting standards were used to prepare the financial statements and whether the financial statements have been audited.

You should also consider seeking advice of an accountant or an independent financial adviser about the information in the financial statements.”

- 6.5 Describe the number and type of securities of the issuer outstanding as at the date of the offering document. If there are securities outstanding other than the eligible securities being offered, please describe those securities.

Type of Securities	Date Issued	Quantity	Price Paid	Special Terms/Conditions
Common Shares	March 6, 2020	10,000,000	\$0.005 per share	
Common Shares	April 7, 2020	80,000	\$0.02 per share	
Common Shares	September 2, 2020	29,650,000	\$0.02 per share	
Common Shares	September 18, 2020	200,001	\$0.05 per share	

Item 7: USE OF FUNDS

- 7.1 Provide information on all funds previously raised and how they were used by the issuer.

\$643,000 has been raised to date. These funds were raised from private investors and well-known parties (friends, family close business associates) of original founders of the corporation. They were raised via private placement. These funds were used for acquisition of the companies' initial project 'the Dale Property', preparation of the 43-101 report for the Dale Property, initial exploration of the Dale Property, the preparation of the company to go public in the future, and general working purposes.

- 7.2 Using the following table, provide a detailed breakdown of how the issuer will use the funds from this start-up crowdfunding distribution. If any of the funds will be paid directly or indirectly to a promoter, director, officer or control person of the issuer, disclose in a note to the table the name of the person, the relationship to the issuer and the amount. If more than 10% of the available funds will be used by the issuer to pay debt and the issuer incurred the debt within the two preceding financial years, describe why the debt was incurred.

Description of intended use of funds	Total amount (\$)
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listed in order or priority	Assuming minimum offering amount	Assuming maximum offering amount
Commissions/fees to Equivesto	1,750	3,500
Operational capital (salaries, legal fees, exchange fees, related to going public)	23,250	46,500

Item 8: PREVIOUS START-UP CROWDFUNDING DISTRIBUTIONS

8.1 For each start-up crowdfunding distribution in which the issuer and each promoter, director, officer and control person of the issuer have been involved in any of the participating jurisdictions in the past five years, provide the information below:

(a) the full legal name of the issuer that made the distribution,

NA – No other Distributions

(b) the name of the funding portal, and

NA – No other Distributions

(c) whether the distribution successfully closed, was withdrawn by the issuer or did not close because the minimum offering amount was not reached and the date on which any of these occurred.

NA – No other Distributions

Item 9: COMPENSATION PAID TO FUNDING PORTAL

9.1 Describe the commission, fee and any other amounts expected to be paid by the issuer to the funding portal for this start-up crowdfunding distribution.

Description of expenses	Assuming aggregate minimum proceeds	Assuming maximum amount raised, if applicable
Fees to be paid to funding portal	Application Fee of \$1,000 plus tax Commission of 7% of Total Successful Raise Amount, Estimated \$1,750.00 Applicable Sales Taxes on Services Provided, Estimated \$0	Application Fee of \$1,000 plus tax Commission of 7% of Total Successful Raise Amount, Estimated \$3,500 Applicable Sales Taxes on Services Provided, Estimated \$0

Item 10: RISK FACTORS

10.1 Describe in order of importance, starting with the most important, the main risks of investing in the issuer's business for the purchasers.

The potential risks the Company may face are:

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

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

The risks discussed below also include forward - looking statements and actual results may differ substantially from those discussed in these forward - looking statements.

COVID-19 Outbreak

In December 2019, COVID-19 emerged in Wuhan, China. Since then, it has spread to several other countries and infections have been reported around the world. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact

on our business, operations and financial results. In response to the COVID-19 pandemic, the Company has implemented precautionary measures at its corporate office, including limiting visits to essential personnel and ensuring proper protocols around sanitation and social distancing.

The outbreak of COVID-19 may cause disruptions to the Company's business and operational plans. These disruptions may include disruptions resulting from (i) shortages of employees, (ii) unavailability of contractors and subcontractors, (iii) interruption of supplies from third parties upon which the Company relies, (iv) restrictions that governments impose to address the COVID-19 outbreak, and (v) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Company's business, financial condition and results of operations. Such adverse effect could be rapid and unexpected. These disruptions may severely impact the Company's ability to carry out its business plans for 2020 in accordance with the use of proceeds section above.

While mining is listed as one of the priority services exempt from government-imposed shutdowns, those in the mining sector have generally taken steps to minimize activities. At present, there are no exploration activities planned for 2020 and those for 2021 are expected to be planned on an "as possible" basis due to the significant uncertainty regarding further government regulations for sites in Ontario resulting from the COVID-19 pandemic. Further government regulations could result in changes to the Company's exploration plans.

Dependence on the Property

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

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

environmental protection. Most of the above factors are beyond the Company's control.

Exploration, Development and Production Risks

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

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

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

The long-term commercial success of the Company depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties

worthy of exploration and development for minerals. No assurance can be given that the Company will be able to locate satisfactory properties or acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Mineral Resources and Reserves

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

Unless otherwise indicated, mineralization figures presented in this Prospectus are based upon estimates made by the Company, personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis which may prove to be unreliable. There can be no assurance that these estimates will be accurate; resource or other mineralization figures will be accurate; or such mineralization could be mined or processed profitably.

Insufficient Resources or Reserves

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

Maintaining Interests in Mineral Properties

The Company's continuing right to maintain its conditional interest in the Property will be dependent upon compliance with applicable laws and with the terms of the Option Agreement. There can be no assurance that the Company will have the funds, will be able to raise the funds or will be able to comply with the provisions of the Option Agreement relating to the Property which would entitle it to an undivided 100% interest therein and, if it fails to do so, its interest in the Property would be lost and the Option Agreement would terminate.

Option Agreement

The Option Agreement provides that the Company must make certain cash and Share payments over a period of time to exercise the Option and acquire the Property. If the Company fails to make such payments as set out in the Option Agreement, the Company may lose its right to ultimately acquire an undivided 100% interest in the Property, wherein, failure to exercise the option will result in the

Company having no beneficial interest in and to the Property.

Obtaining and Renewing Licenses and Permits

In the ordinary course of business, the Company will be required to obtain and renew governmental licenses or permits for exploration, development, construction and commencement of mining at the Property. Obtaining or renewing the necessary governmental licenses or permits is a complex and time consuming process involving public hearings and costly undertakings on the part of the Company. The duration and success of the Company's efforts to obtain and renew licenses or permits are contingent upon many variables not within the Company's control, including the interpretation of applicable requirements implemented by the licensing authority. The Company may not be able to obtain or renew licenses or permits that are necessary to its operations, including, without limitation, an exploitation

license, or the cost to obtain or renew licenses or permits may exceed what the Company believes they can recover from the Property. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

No Assurances

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

Title Matters, Surface Rights and Access Rights

The Property may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Property and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Property or the size of the area to which such claims and interests pertain. The Company cannot guarantee that title to its mineral properties will not be challenged. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely

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

Additional Funding Requirements

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

Dependence on Key Personnel and Qualified and Experienced Employees

Element79's success depends on the efforts and abilities of certain senior officers and key employees. Certain of Teras' employees have significant experience in the mineral exploration industry, and the number of individuals with significant experience in this industry is small. While the Company does not foresee any reason why such officers and key employees will not remain with the Company, if for any reason they do not, Element79 could be adversely affected.

Element79 has not purchased key man life insurance for any of these individuals. The Company's success also depends on the availability of qualified and experienced employees to work in the Company's operations and its ability to attract and retain such employees. In addition, the Company's ability to keep essential operating staff in place may also be challenged as a result of potential COVID-19 outbreaks or quarantines.

Dilution

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

First Nations Land Claims

The Property may now or in the future be the subject of First Nations land claims. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of Aboriginal rights in the area in which the Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of Aboriginal interests in order to facilitate exploration and development work on the Property, there is no assurance that the Company will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the Property.

Environmental Risks

All phases of the Company's operations with respect to the Property will be subject to environmental regulation.

Environmental legislation involves strict standards and may entail increased scrutiny, fines and penalties for noncompliance, stringent environmental assessments of proposed projects and a high

degree of responsibility for companies and their officers, directors and employees. Changes in environmental regulation, if any, may adversely impact the Company's operations and future potential profitability. In addition, environmental hazards may exist on the Property that are currently unknown. The Company may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Company's operations and future potential profitability.

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

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

Limited Operating History and Early Stage Property

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

The Property is in the early exploration stage and is without resources or reserves. The proposed programs on the Property are an exploratory search for a mineral deposit. Development of the Property will only follow upon obtaining satisfactory results. Exploration for, and the development of, minerals involve a high degree of risk and few properties, which are explored, are ultimately

developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore.

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

Lack of Operating Cash Flow

The Company currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Company sustains losses over an extended period of time, it may be unable to continue our business. Further exploration and development of the Property will require the commitment of substantial financial resources. It may be several years before the Company will generate any revenues from operations, if at all. There can be no assurance that the Company will realize revenue or achieve profitability.

Regulatory Requirements

Even if the Property is proven to host economic reserves of precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits.

Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry.

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

Volatility of Mineral Prices

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

Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure.

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

Acquiring Additional Properties

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

Risks Associated with Acquisitions

If appropriate opportunities present themselves, the Company may acquire other mineral claims and/or companies.

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

Executive Employee Recruitment and Retention

The success of the Company will be dependent upon the performance of its management and key employees. The loss of any key executive or manager of the Company may have an adverse effect on the future of the Company's business. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, geologic and

mining personnel as well as additional operations staff. There is no assurance that it will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on its future cash flows, earnings, results of operations and financial condition.

Adverse General Economic Conditions

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

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

Claims and Legal Proceedings

The Company may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to former employees. These

matters may give rise to legal uncertainties or have unfavourable results. The Company may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from the Company's operations. In addition, the Company may be involved in disputes with other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact the Company's financial position, cash flow, results of operations, and reputation, regardless of the specific outcome.

Force Majeure

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

Uncertainty of Use of Proceeds

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

Competition

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

Conflicts of Interest

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

the Company except as otherwise disclosed herein.

Dividends

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

Litigation

The Company and/or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Company may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition.

Operating Hazards, Risks and Insurance

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

It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of our securities. Liabilities that the Company incurs may exceed the policy limits of insurance coverage or may not be covered by insurance, in which event the Company could incur significant costs that could adversely impact its business, operations, potential profitability or value. Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage the Company's interests, even when those efforts are successful, people are

fallible and human error could result in significant uninsured losses. These could include loss or forfeiture of mineral interests or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort the Company might undertake and legal claims for errors or mistakes by personnel.

Absence of Public Trading Market

Currently, there is no public market for the Shares. The company will attempt to go public soon after the closing of this Crowdfunding distribution but there is no assurance that it will succeed in doing so.

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

If the company does go public it will incur additional ongoing costs for preparing required filings that will reduce the funds available to conduct operations.

Item 11: REPORTING OBLIGATIONS

11.1 Describe the nature and frequency of any disclosure of information the issuer intends to provide to purchasers after the closing of the distribution and explain how purchasers can access this information.

Financial Audits of the company are underway at this time. The company will prepare to attempt to go public immediately after the closing of this Crowdfunding distribution. If it is successful it will provide all disclosures required under securities legislation and regulations.

Item 12: RESALE RESTRICTIONS

“The securities you are purchasing are subject to a resale restriction. You may never be able to resell the securities.”

Item 13: PURCHASERS' RIGHTS

“If you purchase these securities, your rights may be limited and you will not have the same rights that are attached to a prospectus under applicable securities legislation. For information about your rights you should consult a lawyer.

You can cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal within 48 hours of your subscription. If there is an amendment to this offering document, you can cancel your agreement to purchase

these securities by sending a notice to the funding portal within 48 hours of receiving notice of the amendment.

The offering of securities described in this offering document is made pursuant to a start-up crowdfunding registration and prospectus exemptions order issued by the securities regulatory authority or regulator in each participating jurisdiction exempting the issuer from the prospectus requirement.

Item 14: DATE AND CERTIFICATE

“On behalf of the issuer, I certify that the statements made in this offering document are true.”

Date of Crowdfunding Offering Document: 2020-10-13

Date Crowdfunding Offering Document made available to Purchasers: 2020-09-29, reissued on 2020-10-13

Signatures of each individual certifying this crowdfunding offering document:

 _____ Signature	 _____ Signature
Date: 10/13/2020	Date: 10/13/2020
Name: James Tworek	Name: Heidi Gutte
Position: CEO 	Position: CFO 

Questions:

Refer any questions to the following participating jurisdictions:

Ontario Ontario Securities Commission 20 Queen Street West, 22 nd Floor Toronto, Ontario M5H 3S8 Toll free: 1-877-785-1555 E-mail: inquiries@osc.gov.on.ca www.osc.ca	New Brunswick Financial and Consumer Services Commission 85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Toll free: 1-866-933-2222 E-mail: emf-md@fcnb.ca www.fcnb.ca
Alberta The Alberta Securities Commission Suite 600, 250-5th Street SW Calgary, Alberta T2P 0R4 Telephone: 403-297-6454 E-mail: registration@asc.ca www.asc.ca	Nova Scotia Nova Scotia Securities Commission Suite 400, 5251 Duke Street Halifax, Nova Scotia B3J 1P3 Telephone: 902-424-7768 Toll free in Nova Scotia: 1-855-424-2499 E-mail: nssc.crowdfunding@novascotia.ca nssc.novascotia.ca
British Columbia British Columbia Securities Commission P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2 Telephone: 604-899-6854 Toll free in Canada: 1-800-373-6393 E-mail: portal@bcsc.bc.ca www.bcsc.bc.ca	Québec Autorité des marchés financiers Direction de l'encadrement des intermédiaires 800, rue du Square-Victoria, 4th floor P.O. Box 246, Tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514-395-0337 Toll free in Québec: 1-877-525-0337 E-mail: financement-participatif@lautorite.qc.ca www.lautorite.qc.ca
Manitoba The Manitoba Securities Commission 500 - 400 St Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2548 Toll free in Manitoba: 1-800-655-2548 E-mail: exemptions.msc@gov.mb.ca www.mbsecurities.ca	Saskatchewan Financial and Consumer Affairs Authority of Saskatchewan Securities Division Suite 601 – 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: 306-787-5645 E-mail: registrationfcaa@gov.sk.ca


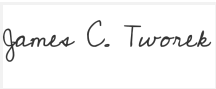
SIGNATURE
CERTIFICATE



REFERENCE NUMBER
33E5A598-C0FF-4336-97AC-91995B23AD4D

TRANSACTION DETAILS	DOCUMENT DETAILS
Reference Number 33E5A598-C0FF-4336-97AC-91995B23AD4D	Document Name 45 506 Startup Crowdfunding Offering Document Element79 Updated 20201013
Transaction Type Signature Request	Filename 45_506_startup_crowdfunding_offering_document_element79_20201013.pdf
Sent At 10/13/2020 11:03 EDT	Pages 31 pages
Executed At 10/13/2020 15:10 EDT	Content Type application/pdf
Identity Method email	File Size 510 KB
Distribution Method email	Original Checksum a7d58c5ad32e8212018cd8b2b97deb9c708f2267c42e42e75957c81244b67be9
Signed Checksum b01f4c57f9c549305451886ab5c4079f7921c8b4cf26ec72d5a4384f2edbd382	
Signer Sequencing Disabled	
Document Passcode Disabled	

SIGNERS

SIGNER	E-SIGNATURE	EVENTS
Name Heidi Gutte	Status signed	Viewed At 10/13/2020 15:07 EDT
Email hg@element79gold.com	Multi-factor Digital Fingerprint Checksum 82d9e1b33ed5260010ff55f43114bc7f62ccbd4410d162e9aa0e33e83059019	Identity Authenticated At 10/13/2020 15:10 EDT
Components 3	IP Address 24.84.172.48	Signed At 10/13/2020 15:10 EDT
	Device Mobile Safari via iOS	
	Drawn Signature 	
	Signature Reference ID 15D3A6D4	
	Signature Biometric Count 152	
Name James Tworek	Status signed	Viewed At 10/13/2020 11:33 EDT
Email jt@element79gold.com	Multi-factor Digital Fingerprint Checksum d0ebb7ef12a12235df5c34d7efca362460bf494598eadf326891fd483e6191aa	Identity Authenticated At 10/13/2020 11:34 EDT
Components 3	IP Address 72.143.231.40	Signed At 10/13/2020 11:34 EDT
	Device Mobile Safari via iOS	
	Typed Signature 	
	Signature Reference ID 5A5ACC95	

AUDITS

TIMESTAMP	AUDIT
10/13/2020 15:10 EDT	Heidi Gutte (hg@element79gold.com) signed the document on Mobile Safari via iOS from 24.84.172.48.
10/13/2020 15:10 EDT	Heidi Gutte (hg@element79gold.com) authenticated via email on Mobile Safari via iOS from 24.84.172.48.
10/13/2020 15:07 EDT	Heidi Gutte (hg@element79gold.com) viewed the document on Mobile Safari via iOS from 24.84.172.48.
10/13/2020 15:07 EDT	Heidi Gutte (hg@element79gold.com) viewed the document on Mobile Safari via iOS from 24.84.172.48.
10/13/2020 11:34 EDT	James Tworek (jt@element79gold.com) signed the document on Mobile Safari via iOS from 72.143.231.40.
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10/13/2020 11:33 EDT	James Tworek (jt@element79gold.com) viewed the document on Mobile Safari via iOS from 72.143.231.40.

TIMESTAMP	AUDIT
10/13/2020 11:26 EDT	James Tworek (jt@element79gold.com) viewed the document on Mobile Safari via iOS from 72.143.231.40.
10/13/2020 11:03 EDT	James Tworek (jt@element79gold.com) was emailed a link to sign.
10/13/2020 11:03 EDT	Heidi Gutte (hg@element79gold.com) was emailed a link to sign.
10/13/2020 11:03 EDT	Alexander Morsink (alexander.morsink@equivesto.com) created document '45_506_startup_crowdfunding_offering_document_element79_20201013.pdf' on Chrome via Windows from 142.59.175.59.