



Land Administration
P.O. Box 100
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Email: aadnc.landsmining.aandc@canada.ca

April 9th, 2021

Thomas Ullrich, CEO, Director
Aston Bay Holdings Ltd.
80 Richmond St. W, Suite 303
Toronto, ON, CA
M5H 2A4

Dear Celine McEachern Apex Geoscience Ltd. on behalf of Aston Bay Holdings Ltd.

Re: Land Use Permit #N2021C0004
Type of Operation: Mining (Exploration)
Location: Somerset Island, Baffin, NU, NTS, 058B, C, &F

Enclosed is your copy of Land Use permit number N2021C0004 authorizing your project as described in your application dated February 2nd, 2021.

Your application has received a wide distribution to other Federal departments, Government of the Nunavut departments, communities in the area of your operation and concerned Inuit groups. In distributing your application the Nunavut Impact Review Board (NIRB) sought comments from these various agencies based on their area of expertise that will help ensure minimum negative impact on the environment. The issuance of this permit indicates that as a result of the NIRB environmental screening process it was decided that the potentially adverse environmental effects that may be caused by your proposal are mitigable with known technology and are not significant. The terms and conditions in the permit will, in our opinion, provide the necessary protection to the environment.

Please ensure that you adhere to the operating conditions, along with the Archaeological Palaeontological terms and conditions, annexed to your permit. Should you have any questions regarding any conditions of this permit, please contact [Land Administrator Name] at [Phone] or email aadnc.landsmining.aandc@canada.ca.

Sincerely,

Jeremy Fraser,
Land Administration Specialist



LAND USE PERMIT
NORTHERN AFFAIRS PROGRAM

PERMIS D'UTILISATION DES TERRES
PROGRAMME DES AFFAIRES DU NORD

Permit Class - Permis Catégorie

Class A

Permit No - NE de permis

N2021C0004

Subject to the Territorial Land Use Regulations and the terms and conditions in this permit, authority is hereby granted to:

Sous réserve du Règlement sur l'utilisation des terres territoriales et des conditions de ce permis:

Aston Bay Holdings Ltd.

Permittee - Détenteur de permis

To proceed with the land use operation described in the application of:

Est autorisé à entreprendre les travaux d'exploitation des terres décrits dans la demande de permis du:

Signature Celine McEachern Apex Geoscience Ltd. on behalf of Aston Bay Holdings Ltd.	Date April 9th, 2021
Type of Land Use Operation - Genre de travaux d'exploitation des terres Mining (Exploration)	
Location - Emplacement Somerset Island, Baffin, NU, NTS 058B, C & F	

The conditions attached to this permit are incorporated into and form an integral part of the permit.

Les conditions attachées à ce permis en font partie intégrante.

This permit may be assigned, extended, discontinued, suspended or cancelled pursuant to the Territorial Land Use Regulations.

Ce permis peut faire l'objet d'une cession, d'une prolongation d'une cessation d'une suspension ou d'une annulation, en vertu du Règlement sur l'utilisation des terres territoriales.

Dated at
Date à Iqaluit

Engineer
Ingénieur

This
Ce 9th Day of
Jour de April, 2021.

Commencement Date
Date du début des travaux April 22, 2021

Expiry Date
Date d'achèvement April 21, 2026

NOTE

IT IS A CONDITION OF THIS PERMIT THAT THE PERMITTEE COMPLY WITH ANY OTHER APPLICABLE ACT, REGULATION, ORDINANCE BY - LAW OR ORDER. DEFAULT HEREOF MAY RESULT IN SUSPENSION OR CANCELLATION OF THIS PERMIT.

REMARQUE

LE DÉTENTEUR DU PRÉSENT PERMIS DOIT SE CONFORMER À TOUT AUTRE RÈGLEMENT, LOI, DÉCRET RÈGLEMENT MUNICIPAL OU ARRÊTÉ APPLICABLE. LE MANQUEMENT À CETTE OBLIGATION POURRAIT DONNER LIEU À LA SUSPENSION OU À L'ANNULATION DU PERMIS.

**CONDITIONS ANNEXED TO AND FORMING PART
OF LAND USE PERMIT NUMBER N2021C0004**

Failure to comply with any term and condition issued as part of this permit is an offence under the Territorial Lands Act. Every person who commits an offence is liable, on summary conviction, for a first offence, to a fine not exceeding \$100 000, and for a second or subsequent offence, to a fine not exceeding \$200 000. Please note that an offence that is committed on more than one day constitutes a separate offence for each day on which it is committed or continued.

31 (1) (a) - Location and Area

1.	The Permittee shall not conduct this land use operation on any land(s) not designated in the accepted application, unless otherwise authorized in writing by the Engineer.	AUTHORIZED AREA OF ACTIVITY
2.	The Permittee shall remove from Territorial lands all scrap metal, discarded machinery and parts, barrels and kegs, buildings and building materials, to an approved landfill or disposal facility.	REMOVE WASTE MATERIAL
3.	The Permittee shall locate all camps on gravel, sand or other durable land.	CAMP LOCATION
4.	The Permittee shall not construct an adit or drillsite within thirty-one (31) metres of the normal high water mark of a water body unless approval in writing is obtained from the Engineer.	LOCATION OF ADITS & DRILLSITES

31 (1) (b) - Time

5.	The Permittee's Field Supervisor shall contact or meet with a Land Use Inspector at the Department of Indigenous and Northern Affairs Canada, phone number (867) 975-1787; email address joseph.monteith@Canada.ca at least 48 hours prior to the commencement of this land use operation.	CONTACT INSPECTOR
6.	The Permittee's Field Supervisor shall provide notification of commencement of the land use operation within 10 days, to the Engineer at the Iqaluit office of the Department of Indigenous and Northern Affairs Canada either by emailing landsmining@aandc.gc.ca or by telephone at (867) 975-4283.	NOTICE TO ENGINEER
7.	The Permittee shall submit a progress report to the Engineer every year during this land use operation.	PROGRESS
8.	The Permittee shall notify a Land Use Inspector at least ten (10) days prior to back filling any sump.	BLACKFILLING NOTIFICATION
9.	The Permittee shall advise a Land Use Inspector at least 10 days prior to the completion of the land use operation of: <ul style="list-style-type: none"> a) a plan for removal or storage of equipment and materials, and b) when final clean-up and restoration of the lands used will be completed. 	REPORTS BEFORE REMOVAL

10.	<p>The Permittee shall submit an annual report to the Engineer by March 30 of each year of permitted activities. The annual report must contain, but not limited to, the following information:</p> <ul style="list-style-type: none"> a) a technical summary of the activities undertaken for the year, b) a table and map showing the following items, if applicable, with exact coordinates in degree/min/sec format, in NAD 83: <ul style="list-style-type: none"> i. All camp locations ii. Air strip and landing location iii. All drilling locations iv. All fuel caches v. Any other locations where activities were conducted vi. All active and backfilled sumps, c) a work plan for the following year, d) any progressive reclamation work undertaken. 	ANNUAL REPORTING
11.	The Permittee shall complete all clean-up and restoration of the lands used prior to the expiry date of this permit.	CLEAN-UP
12.	The Engineer reserves the right to impose closure to any area to the Permittee in periods when dangers to natural resources are severe.	CLOSURE

31 (1) (c) - Equipment

13.	The Permittee shall not use any equipment except of the type, size and number that is listed in the accepted application, unless otherwise authorized in writing by the Land Use Inspector.	ONLY APPROVED EQUIPMENT
14.	The Permittee shall use a forced-air fuel-fired incinerator to incinerate all combustible garbage and debris. If no incinerator is being established on site, garbage must be backhauled to an approved disposal facility.	INCINERATORS
15.	The Permittee shall burn all combustible garbage and debris in a container until disposed of.	INCINERATORS
16.	The Permittee shall keep all garbage and debris in a covered container until disposed of at an approved facility. Garbage must be stored in such a manner as to prevent access by wildlife.	GARBAGE CONTAINERS

31 (1) (d) - Methods and Techniques

17.	The Permittee shall plug all bore holes as the land use operation progresses.	PLUG HOLES
18.	The Permittee shall refill and restore bore holes as craters as the land use operation progresses.	REFILL CRATERS
19.	The Permittee shall remove all wire from the land as the land use operation progresses.	REMOVE WIRE

20.	The Permittee shall replace all excavated material from the test pits immediately upon completion of activity.	TEST PITS
21.	The Permittee shall not erect camps or store material on the surface ice of streams.	STORAGE ON ICE

31 (1) (e) - Type, Location, Capacity and Operation of Facilities

22.	The Permittee shall not locate any sump within thirty one (31) metres of the normal high water mark of any water body. Sumps and areas designated for waste disposal shall be sufficiently bermed or otherwise contained to ensure that substances do not enter a waterway unless otherwise authorized.	SUMPS FROM WATER
23.	The Permittee shall maintain all drill wastes at least 1.2 metres below the lowest elevation of contiguous surrounding ground surface at all times.	SUMPS FREEBOARD
24.	The Permittee shall backfill and restore all sumps prior to the expiry date of this permit or immediately following completion of activity.	BACKFILL SUMPS
25.	The Permittee shall ensure that the land use area is kept clean and tidy at all times.	CLEAN WORK AREA

31 (1) (f) - Control or Prevention of Flooding, Erosion and Subsidence of Land

26.	<p>a) The Permittee shall, where flowing water from bore holes is encountered, plug the bore hole in such a manner as to permanently prevent any further outflow of water.</p> <p>b) The artesian occurrence shall be reported to the Engineer within forty-eight (48) hours.</p>	PLUG ARTESIAN WELLS
27.	The Permittee shall remove any obstruction to natural drainage caused by any part of this land use operation.	NATURAL DRAINAGE
28.	The Permittee shall not move any equipment or vehicles unless the ground surface is in a state capable of fully supporting the equipment or vehicles without rutting or gouging.	VEHICLE MOVEMENT FREEZE-UP
29.	The Permittee shall suspend overland travel of equipment or vehicles if rutting occurs.	SUSPEND OVERLAND TRAVEL
30.	The Permittee shall save the organic soil stripped from the excavation area and place it over the disturbed area, prior to the expiry date of this permit.	SAVE ORGANIC SOIL
31.	The Permittee shall place the organic soil over the disturbed area prior to the expiry date of this permit.	PLACE ORGANIC SOIL

31 (1) (g) - Use, Storage, Handling and Disposal of Chemical or Toxic Material

32.	The Permittee shall not use chemicals in connection with the land use operation without the prior approval of the Engineer.	APPROVAL OF CHEMICALS
33.	The Permittee shall not use the following materials during the drilling operation without the prior written approval of the Engineer. Chlorinated phenols (Dowicide B, etc.) Compounds composed primarily of heavy metals Asbestos	PROHIBITED CHEMICALS
34.	The Permittee shall deposit all sewage into a sump.	SEWAGE DISPOSAL
35.	The Permittee shall deposit into a sump drill wastes containing additives demonstrated to be non-toxic. If additives are used that are toxic, then drill waste must be backhauled as hazardous waste.	DRILL WASTE DISPOSAL
36.	The Permittee shall deposit all drill waste into a sump.	DRILL WASTE
37.	The Permittee shall not allow any drilling waste to spread to the surrounding lands.	DRILL WASTE CONTAINMENT
38.	The Permittee shall incinerate all combustible wastes daily and remove ash from incineration activities.	GARBAGE DISPOSAL
39.	The Permittee shall remove all garbage and debris from the area of the land use operation to a disposal site approved in writing by a Land Use Inspector.	REMOVE GARBAGE
40.	The Permittee shall backhaul and dispose all combustible waste petroleum products at an approved disposal facility unless there is an approved waste oil burner on site.	WASTE PETROLEUM DISPOSAL
41.	The Permittee shall backhaul and dispose of all hazardous wastes at an approved waste disposal facility.	WASTE CHEMICAL DISPOSAL
42.	The Permittee shall treat all fluids used to wash machinery and equipment prior to disposal.	RIG WASH DISPOSAL
43.	The Permittee shall remove and treat hydrocarbon contaminated soils on site or transport them to an approved disposal site.	HYDROCARBON CONTAMINATED SOIL
44.	The Permittee shall report all spills immediately in accordance with instructions contained in "NT-NU Spill Report" form and to the twenty four (24) hour spill report line (867)920-8130.	REPORT CHEMICAL AND PETROLEUM SPILLS

31 (1) (h) - Wildlife and Fisheries Habitat

45.	The Permittee shall not unnecessarily damage wildlife habitat in conducting this land use operation.	HABITAT DAMAGE
46.	The Permittee shall construct and maintain all structures placed in streams frequented by fish, in such a manner that will not obstruct passage of fish.	FRESH FISH MOVEMENT

47.	The Permittee shall not obstruct the movement of fish while conducting this land use operation.	FREE FISH MOVEMENT
48.	The Permittee shall not harass wildlife. This includes persistently worrying, chasing, or disturbing large groups of animals. The Proponent shall not hunt or fish, unless proper Nunavut authorizations have been acquired.	HARASSMENT OF WILDLIFE
49.	The Permittee shall not disturb or destroy the nests or eggs of any birds. If nests are encountered and/or identified, the Permittee shall take precaution to avoid further interaction and/or disturbance (e.g. a 100 meter buffer around the nests). If active nests are discovered (i.e. with eggs or young) the Permittee shall avoid these areas until nesting is complete and the young have left the nest.	WILDLIFE SENSITIVITY
50.	During the period of May 1 st to July 15 th , when caribou are observed within 1 km of project operations, the Permittee shall suspend all operations, including low-level flights, blasting, and use of snowmobiles and overland vehicles outside the immediate vicinity of the camps. During the period following July 15 th , if caribou cows or calves are observed within 1 km of project operations, the Permittee shall also suspend operations in the vicinity, including low-level over flights and use of all-terrain vehicles, until caribou are no longer in the immediate area.	WILDLIFE SENSITIVITY
51.	The Permittee shall cease activities that may interfere with migration or calving of caribou or muskox, until the caribou or muskox have passed or left the area.	MIGRATION/CALVING OF MUSKOX AND CARIBOU
52.	Your operation is in an area where bears may be encountered, Proper food handling and garbage disposal procedures will lessen the likelihood of bears attracted to your operation.	BEAR/MAN CONFLICT
53.	The Permittee shall not feed wildlife.	NO FEEDING WILDLIFE

31 (1) (k) - Petroleum Fuel Storage

54.	The Permittee shall report in writing to a Land Use Inspector the location and quantity of all petroleum fuel caches within ten (10) days after the establishment.	REPORT FUEL LOCATION
55.	The Permittee shall not place any petroleum fuel storage containers within thirty-one (31) metres of the normal high water mark of any water body.	FUEL BY STREAM
56.	The Permittee shall not allow petroleum products to spread to surrounding lands or into water bodies.	FUEL CONTAINMENT
57.	The Permittee shall construct a dyke around each stationary fuel container or group of stationary fuel containers where any one container has a capacity exceeding 4,000 liters.	DYKE FUEL CONTAINERS

58.	The Permittee shall have one extra fuel storage container on site equal to, or greater than, the size of the largest fuel container.	FUEL EXTRA CONTAINER
59.	The Permittee shall line the dyke and area enclosed by the dyke with a type of plastic film liner approved by the Engineer.	LINE DYKE
60.	The volume of the dyked area shall be 10% greater than the capacity of the largest fuel container placed therein.	CAPACITY
61.	The Permittee shall: <ul style="list-style-type: none"> a) examine all fuel storage containers for leaks a minimum of once every day. b) repair all leaks immediately; 	CHECK FOR LEAKS
62.	The Permittee shall mark all stationary petroleum products storage facilities with flags, posts or similar devices so that they are at all times plainly visible to local vehicle travel. The facility markings shall be maintained to the satisfaction of the Inspector.	MARK FUEL LOCATION
63.	The Permittee shall seal all container outlets except the outlet currently in use.	SEAL OUTLET
64.	The Permittee shall mark all fuel containers with the Permittee's name and the Land Use Permit number.	MARK CONTAINERS
65.	The Permittee shall use adequate secondary containment or a surface liner (e.g. self-supporting insta-berms and fold-a-tanks), when storing barrelled fuel and chemicals at all locations as well as re-fuelling stations. The volume of the berm area shall be 10% greater than the capacity of the largest fuel container placed therein.	SECONDARY CONTAINMENT

31 (1) (m) - Matters Not Inconsistent with the Regulations

67.	The Permittee shall display a copy of this permit in a conspicuous place in each campsite established to carry out this land use operation.	DISPLAY PERMIT
68.	The Permittee shall keep on hand, at all times during this land use operation, a copy of the Land Use Permit.	COPY OF PERMIT
69.	The Permittee shall conspicuously display the land use permit number on all vehicles and equipment.	DISPLAY PERMIT NUMBER
70.	<p><u>Part 1</u> - In this Permit:</p> <p>“sump” means a man-made pit, trench hollow or cavity in the earth's surface used for the purpose of disposing waste material therein.</p> <p>“drill waste” means all materials or chemicals, solid or liquid, associated with the drilling of bore holes and includes bore hole cuttings.</p>	

	“dogleg” means clearing a line, trail or right-of-way that is curved sufficiently so that no part of the clearing beyond the curve is visible when approached from either direction.	
71.	<p>The permittee shall provide in writing to the Engineer, at least forty-eight (48) hours prior to commencement of this land use operation, the following information:</p> <ul style="list-style-type: none"> a) person, or persons, in charge of field operation to whom notices, orders, and reports may be served; b) alternates; c) all the indirect methods for contacting the above person(s). 	IDENTIFY AGENT
72.	The permittee shall submit to the Engineer a contingency plan, for chemical and petroleum spills, for use during the construction and operation of the winter road.	CONTINGENCY PLAN
73.	<ul style="list-style-type: none"> a) During migration of caribou, the Permittee shall not locate any operation so as to block or cause substantial diversion of migration. b) The Permittee shall cease activities that may interfere with migration, such as airborne geophysics surveys or movement of equipment, until the migrating caribou have passed. 	CARIBOU PROTECTION MIGRATION
74.	The Permittee shall abide by and comply with all applicable lawful rules, acts, regulations, and by-laws of Canada, Nunavut, any Municipal or regulatory body or authority having jurisdiction, the Nunavut Land Claim Agreement, and all other agreements, permits, licenses, and other instruments whatsoever related to the project.	ADHERENCE TO LAWFUL RULES, ACTS, REGS & BYLAWS
ARCHAEOLOGICAL AND PALEONTOLOGICAL TERMS AND CONDITIONS		
75.	<p>“archaeological site” means a place where an archaeological artifact is found.</p> <p>“archaeological artifact” means any tangible evidence of human activity that is more than 50 years old and in respect of which an unbroken chain of possession or regular pattern of usage cannot be demonstrated, and includes a Denesuline archaeological specimen referred to in section 40.4.9 of the Nunavut Land Claims Agreement.</p> <p>“paleontological site” means a site where a fossil is found.</p> <p>“fossil” includes:</p> <ul style="list-style-type: none"> a) natural casts b) preserved tracks, coprolites and plant remains; and c) the preserved shells and exoskeletons of invertebrates and the eggs, teeth and bones of vertebrates. 	DEFINITIONS
76.	The Permittee shall avoid any known or suspected archaeological and/or paleontological sites.	AVOIDANCE OF

77.	The Permittee shall not remove, disturb, or displace any archaeological artifact or site, or any paleontological site or fossil.	DISTURBANCE OF
78.	The Permittee shall ensure that all persons working under the authority of the permit are aware of these conditions pertaining to archaeological sites and artifacts as well as paleontological sites and fossils.	KNOWLEDGE OF
79.	<p>The Permittee shall immediately cease any activity should a suspected archaeological, paleontological, or burial site be discovered during the course of a land use operation. The Permittee is required to immediately contact the Land Administration division at Indigenous and Northern Affairs Canada at (867)975-4283 or (867)975-4285 or (867)975-4280 as well as the Department of Culture and Heritage at (867)934-2046 or (867)975-5500 or 1(866)934-2035.</p> <p>Permission to resume land use operations must be obtained from the Engineer. At such time the Engineer may, at his/her discretion, require that you have an archaeologist or palaeontologist perform the following functions:</p> <ul style="list-style-type: none"> a) Survey, b) Inventory and documentation of the archaeological or paleontological resources of the land use area, c) Assessment of potential for damage to archaeological or paleontological sites, d) Mitigation, e) Marking boundaries of archaeological or paleontological sites, f) Site restoration. 	CEASE OPERATION OF LAND USE ACTIVITY

Species At Risk in Nunavut

This list includes species listed on one of the Schedules of SARA (*Species at Risk Act*) and under consideration for listing on Schedule 1 of SARA. These species have been designated as at risk by COSEWIC (Committee on the Status of Endangered Wildlife in Canada). This list may not include all species identified as at risk by the Territorial Government.

- a) Schedule 1 is the official legal list of Species at Risk for SARA. SARA applies to all species on Schedule 1. The term "listed" species refers to species on Schedule 1.
- b) Schedule 2 and 3 of SARA identify species that were designated at risk by the COSEWIC prior to October 1999 and must be reassessed using revised criteria before they can be considered for addition to Schedule 1.
- c) Some species identified at risk by COSEWIC are "pending" addition to Schedule 1 of SARA. These species are under consideration for addition to Schedule 1, subject to further consultation or assessment.

Schedules of SARA are amended on a regular basis so it is important to periodically check the SARA registry (www.sararegistry.gc.ca) to get the current status of a species.

Terrestrial Species at Risk	COSEWIC Designation	Schedule of SARA	Governmental Lead Management Responsibility
Eskimo Curlew	Endangered	Schedule 1	EC
Ivory Gull	Endangered	Schedule 1	EC
Ross's Gull	Threatened	Schedule 1	EC
Harlequin Duck (Eastern population)	Special Concern	Schedule 1	EC
Rusty Blackbird	Special Concern	Schedule 1	GN
Felt-leaf Willow	Special Concern	Schedule 1	GN
Peregrine Falcon	Special Concern (<i>anatum-tundrius</i> complex)	Schedule 1 (<i>anatum</i>) Schedule 3 (<i>tundrius</i>)	GN
Short-eared Owl	Special Concern	Schedule 3	GN
Peary Caribou	Endangered	Schedule 1	GN
Barren-ground Caribou (Dolphin and Union population)	Special Concern	Schedule 1	GN
Polar Bear	Special Concern	Schedule 1	GN
Red Knot (<i>rufa</i> subspecies)	Endangered	Pending	EC
Red Knot (<i>islandica</i> subspecies)	Special Concern	Pending	EC
Porsild's Bryum	Threatened	Pending	GN
Horned Grebe (Western Population)	Special Concern	Pending	EC
Grizzly Bear	Special Concern	Pending	GN
Wolverine (Western Population)	Special Concern	Pending	GN
Atlantic Cod, Arctic Lakes	Special Concern	No Schedule	DFO
Atlantic Walrus	Special Concern	Pending	DFO
Beluga Whale (Cumberland Sound population)	Threatened	Pending	DFO
Beluga Whale (Eastern Hudson Bay population)	Endangered	Pending	DFO
Beluga Whale (Western Hudson Bay population)	Special Concern	Pending	DFO
Beluga Whale (Eastern High Arctic Baffin Bay population)	Special Concern	Pending	DFO
Bowhead Whale (Eastern Canada – West Greenland population)	Special Concern	Pending	DFO
Killer Whale (Northwest Atlantic / Eastern Arctic populations)	Special Concern	Pending	DFO
Narwhal	Special Concern	Pending	DFO

Updated: January 2012