



For the Three Months Ended September 30, 2021

Condensed Interim Financial Statements

(Expressed in Canadian Dollars)

(Unaudited-Prepared by Management)

- Notice of No Auditor Review of Consolidated Financial Statements
- Interim Statements of Financial Position
- Interim Statements of Comprehensive Loss
- Interim Statements of Changes in Equity
- Interim Statements of Cash Flows
- Notes to the Financial Statements

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of Ximen Mining Corp. for the period ended September 30, 2021 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of consolidated interim financial statements by an entity's auditor.

Ximen Mining Corp.

Condensed Interim Statements of Financial Position

(Expressed in Canadian Dollar)

(Unaudited)

	Note	September 30, 2021 \$	June 30, 2021 \$
ASSETS			
CURRENT			
Cash		11,729	9,945
GST Recoverable		77,071	71,171
Other Receivables	8	92,083	92,083
Marketable Securities	4	169,887	119,920
Prepaid Expenses and Deposits		-	90,000
		<u>350,770</u>	<u>383,119</u>
NON-CURRENT			
Reclamation Bonds	5	199,550	125,800
Property and Equipment	6	2,695,268	2,702,114
		<u>3,245,588</u>	<u>3,211,033</u>
LIABILITIES			
CURRENT			
Accounts Payable and Accrued Liabilities		564,007	204,748
Flow-Through Share Premium Liability	10	8,929	8,929
Loan Payable	9	27,000	-
Payable on acquisition of subsidiary	14	480,000	480,000
Due to Related Parties	12	448,228	50,285
		<u>1,528,164</u>	<u>743,962</u>
NON-CURRENT			
Payable on acquisition of subsidiary	14	122,500	122,500
		<u>1,650,664</u>	<u>866,462</u>
SHAREHOLDERS' EQUITY			
Share Capital	11	36,875,959	35,960,384
Share Subscriptions Received		2,500	2,500
Share-Based Payment Reserve		2,128,684	2,128,684
Reserve – Other Comprehensive Income		(45,514)	(45,514)
Deficit		(37,518,263)	(35,855,530)
		<u>1,443,366</u>	<u>2,190,524</u>
Equity Attributed to Ximen Mining Corp. Shareholders			
Non-Controlling Interest	7	151,558	154,047
		<u>1,594,924</u>	<u>2,344,571</u>
		<u>3,245,588</u>	<u>3,211,033</u>

Nature of Operations and Ability to Continue as a Going Concern (Note 1)

Commitment (Note 14)

Subsequent Events (Note 18)

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

Approved on Behalf of the Board:

“Chris Anderson”

Chris Anderson, Director

“Scott Kent”

Scott Kent, Director

Ximen Mining Corp.

Condensed Interim Statements of Changes in Equity

(Expressed in Canadian Dollar)

(Unaudited)

	Note	Number of Post- Consolidated Common Shares	Share Capital \$	Share Subscription Received \$	Share- Based Payment Reserve \$	Accumulated Other Comprehensive Loss	Deficit \$	Non- Controlling Interest \$	Total Shareholders' Equity \$
Balance, June 30, 2020		60,627,397	30,445,419	103,750	2,029,645	(44,211)	(30,396,063)	164,216	2,302,756
Shares Issued for Cash, Net of Share Issuance Costs	11(b)	4,042,353	2,038,145	-	-	-	-	-	2,038,145
Shares Issued for Exploration and Evaluation Assets	11(b)	1,000,000	500,000	-	-	-	-	-	500,000
Shares Issued for Acquisition of 0995237 B.C. Ltd	11(b),7	3,334	1,500	-	-	-	-	-	1,500
Shares for Debt	11(b)	800,000	352,000	-	-	-	-	-	352,000
Share Subscription Received		-	-	(101,250)	-	-	-	-	(101,250)
Shares Issued on Exercise of Share Purchase Warrants	11(e)	100,000	30,000	-	-	-	-	-	30,000
Shares Issued on Exercise of Agent Warrants	11(f)	1,600	739	-	(259)	-	-	-	480
Shares Issued on Exercise of Stock Options	11(d)	100,000	30,000	-	(25,781)	-	25,781	-	30,000
Fair Value of Agents' Warrants Issued	11(f)(g)	-	(14,303)	-	14,303	-	-	-	-
Non-Controlling Interest	7	-	-	-	-	-	-	(197)	(197)
Net Loss for the Period		-	-	-	-	-	(1,865,191)	(1,377)	(1,866,568)
Other Comprehensive Loss for the Period		-	-	-	-	(1,303)	-	-	(1,303)
Balance, September 30, 2020		66,674,684	33,383,500	2,500	2,017,908	(45,514)	(32,235,473)	162,642	3,285,563
Balance, June 30, 2021		74,607,861	35,960,384	2,500	2,128,684	(45,514)	(35,855,530)	154,047	2,344,571
Shares Issued for Exploration and Evaluation Assets	11(b)	3,455,000	915,575	-	-	-	-	-	915,575
Share Subscription Received		-	-	-	-	-	-	-	-
Non-Controlling Interest		-	-	-	-	-	-	-	-
Net Loss for the Period		-	-	-	-	-	(1,662,733)	(2,489)	(1,665,222)
Balance, September 30, 2021		78,062,861	36,875,959	2,500	2,128,684	(45,514)	(37,518,263)	151,558	1,594,924

Ximen Mining Corp.

Condensed Interim Statements of Comprehensive Loss

(Expressed in Canadian Dollar)

(Unaudited)

		Three Months Ended	
	Note	2021	September 30, 2020
		\$	\$
EXPENSES			
Advertising and Marketing		99,035	440,107
Audit and Legal		9,995	8,636
Bank Charges and Interest		474	21,798
Consulting		35,000	165,935
Depreciation		86,846	57,492
Exploration and Evaluation Expenditures	8	1,300,468	991,318
Management	14	60,000	45,000
Office and Administration		76,351	187,951
Rent		18,600	29,100
Regulatory Fees and Transfer Agent		7,940	11,510
Travel and Accommodation		20,480	25,946
		<u>(1,715,189)</u>	<u>(1,984,793)</u>
LOSS BEFORE OTHER ITEMS			
Reversal of Flow-Through Share Premium Liability		-	109,225
Write Up (Down) of Marketable Securities to Market Value	4	49,967	9,000
		<u>(1,665,222)</u>	<u>(1,866,568)</u>
NET LOSS AND COMPREHENSIVE LOSS FOR THE YEAR			
Attributable to the Shareholders		(1,662,733)	(1,865,191)
Attributable to the Non-Controlling Interest		(2,489)	(1,377)
		<u>(1,665,222)</u>	<u>(1,866,568)</u>
OTHER COMPREHENSIVE INCOME			
		-	(1,303)
		<u>(1,665,222)</u>	<u>(1,867,871)</u>
Attributable to the Shareholders		-	(1,303)
Attributable to the Non-Controlling Interest		-	-
		<u>-</u>	<u>(1,303)</u>
Basic and Diluted Loss Per Share		<u>(0.02)</u>	<u>(0.03)</u>
Weighted Average Number of Common Shares Outstanding		<u>76,936,231</u>	<u>64,444,805</u>

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

Ximen Mining Corp.

Condensed Interim Statements of Cash Flows

(Expressed in Canadian Dollar)

(Unaudited)

	Three Month Ended	
	2021	September 30, 2020
	\$	\$
CASH PROVIDED FROM (UTILIZED FOR):		
OPERATING ACTIVITIES		
Net Comprehensive Loss for the Year	(1,665,222)	(1,866,568)
Non-Cash Items		
Depreciation	86,846	57,492
Exploration and Evaluation Expenditures	915,575	500,000
Shares Issued as Payment on Loan	-	352,000
Reversal of Flow-Through Share Premium Liability	-	(109,225)
Write (Up) Down of Marketable Securities to Market	(49,967)	(9,000)
	<u>(712,768)</u>	<u>(1,075,301)</u>
Change in Non-Cash Working Capital Accounts		
GST Recoverable	(5,900)	(82,653)
Prepaid Expenses and Deposits	90,000	(278,273)
Share Subscription Receivable	-	(3,000)
Accounts Payables and Accrued Liabilities	359,259	162,385
Due to/from Related Parties	397,943	313,341
	<u>128,534</u>	<u>(963,501)</u>
INVESTING ACTIVITIES		
Purchase of Equipment	(80,000)	(601,668)
Reclamation Bonds	(73,750)	-
	<u>(153,750)</u>	<u>(601,668)</u>
FINANCING ACTIVITIES		
Proceeds from Issuance of Shares, Net of Share Issuance Costs	-	2,038,145
Share Subscription Received	-	(101,250)
Proceeds from Exercise of Share Purchase Warrants	-	30,000
Proceeds from Exercise of Agents' Warrants	-	480
Proceeds from Exercise of Stock Options	-	30,000
Proceeds from Loans	27,000	-
Repayment of Loan	-	(665,500)
	<u>27,000</u>	<u>1,331,875</u>
INCREASE (DECREASE) IN CASH	1,784	(233,294)
Cash, Beginning of the Year	9,945	718,573
CASH, END OF THE YEAR	11,729	485,279

Supplementary Cash Flow Information (Note 13)

The accompanying notes are an integral part of the interim financial statements.

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 1 – NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN

Ximen Mining Corp. (the “Company”) was incorporated under the Business Corporations Act in British Columbia on December 4, 2006, as Everett Resources Ltd. and changed its name to Elm Tree Minerals Inc. on March 19, 2012. On September 4, 2013, the Company changed its name to Ximen Mining Corp. On July 4, 2013, the Company consolidated its share capital, options and warrants on a five to one basis. In addition, on January 8, 2018, the Company consolidated its share capital, options, and warrants at a ratio of five common shares to one common share. These financial statements reflect the retroactive application of both share consolidations.

The Company is currently engaged in the acquisition, exploration, and evaluation of its mineral property interests located in British Columbia. The Company’s shares are listed on the TSX Venture Exchange under the symbol XIM, on the Frankfurt Exchange under the symbol 1XMA, and on the US OTCQB, under the symbol XXMMF. The head office, principal address, and registered office is located at 888 Dunsmuir Street, Suite 888, Vancouver, British Columbia, Canada.

These financial statements have been prepared using International Financial Reporting Standards applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Accordingly, it does not give effect to adjustments that, if any, would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in the financial statements. The ability of the Company to continue as a going concern is dependent on its ability to obtain additional equity financing and achieve future profitable operations.

As at September 30, 2021, the Company has an accumulated deficit of \$37,518,263 and working capital of \$1,177,394. The Company’s ability to continue operations is dependent upon the financial support from its shareholders and other related parties, its ability to obtain additional financing, the existence of economically recoverable reserves, and the attainment of profitable operations or enough proceeds from disposition of the properties. The outcome of these matters cannot be predicted at this time. While management has been successful in obtaining enough funding for its operating, capital, development, and exploration requirements from the inception of the Company to date, there is no assurance that additional future funding will be available to the Company or on terms that are acceptable to management.

The Company is in the process of exploring and developing its exploration and evaluation assets and has not yet determined whether the properties contain mineral reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain necessary financing to complete the development of those mineral reserves, and upon future production or proceeds from the disposition thereof.

The current cash resources are not adequate to pay the Company’s accounts payable and to meet its minimum commitments at the date of these financial statements, including planned corporate and administrative expenses, and other project implementation costs; accordingly, there is significant doubt about the Company’s ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

a) Statement of Compliance

The interim financial statements have been prepared in accordance to IAS 34 *Interim Financial Reporting* using accounting policies consistent with the International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value.

These unaudited financial statements were approved and authorized for issue by the board of Directors on November 27, 2021.

b) Basis of Preparation

These interim financial statements do not include all the information required for full annual financial statements. The condensed interim financial statements should be read in conjunction with the Company’s annual audited financial statements for the year ended June 30, 2021. The accounting policies, methods of computation and presentation applied in these financial statements are consistent with those of the previous financial year.

NOTE 3 – NEW ACCOUNTING STANDARDS ISSUED

Several new standards, and amendments to standards and interpretations, are not yet effective for the year ended June 30, 2021, and have not been applied in preparing these consolidated financial statements. None are currently considered by the Company to be significant or likely to have a material impact on future consolidated financial statements.

NOTE 4 – MARKETABLE SECURITIES.

Marketable securities consist of a portfolio of investments held for trading. The fair value of the marketable securities has been determined directly by reference to public price quotations in an active market. These marketable securities are comprised of common shares of publicly traded companies and are classified as fair value through profit or loss and measured at fair value with unrealized gains and losses recognized through the statement of operations.

	September 30, 2021 \$	June 30, 2021 \$
Opening Balance	119,920	156,914
Marketable Securities Purchased (at Cost)	-	(63,000)
Write – Up of Marketable Securities to Market Value	49,967	26,006
	<hr/>	<hr/>
	169,887	119,920

NOTE 5 – RECLAMATION BONDS

The Company posts non-interest-bearing reclamation bonds against any potential land restoration costs that may be incurred in the future on its mineral properties. The funds are held in trust and may be released after required reclamation is satisfactorily completed.

As at September 30, 2021, the amount on deposit was \$199,550 (June 30, 2021 – \$125,800) with respect to the Brett Property (\$31,000), Gold Drop Property (\$38,000), Treasure Mountain Property (\$5,000), Providence Property (\$15,000), Kenville Property (\$45,800), Amelia (\$31,700), California (\$8,350) and Bud Elk (\$24,700).

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 6 – PROPERTY AND EQUIPMENT

	Vehicle \$	Property and Equipment \$	Office Furniture \$	Surface Rights	Total \$
COST					
Balance, June 30, 2020	245,889	1,771,074	12,667	-	2,029,630
Additions	91,724	498,957	10,987	-	601,668
Balance, September 30, 2020	337,613	2,270,031	23,654	-	2,631,298
Balance, June 30, 2021	559,875	2,442,766	23,654	100,000	3,126,295
Additions	-	80,000	-	-	80,000
Balance, September 30, 2021	559,875	2,522,766	23,654	100,000	3,206,295
ACCUMULATED DEPRECIATION					
Balance, June 30, 2020	12,000	16,231	4,000	-	32,231
Depreciation	16,281	40,228	983	-	57,492
Balance, September 30, 2020	28,281	56,459	4,983	-	89,723
Balance, June 30, 2021	110,119	306,130	7,932	-	424,181
Depreciation	22,488	63,572	786	-	86,846
Balance, September 30, 2021	132,607	369,702	8,718	-	511,027
NET BOOK VALUE					
Balance, June 30, 2021	449,756	2,136,636	15,722	100,000	2,702,114
Balance, September 30, 2021	427,268	2,153,064	14,936	100,000	2,695,268

NOTE 7 – INVESTMENT IN KENVILLE GOLD MINE AND PROPERTY

In April and May 2019, the Company entered into various agreements whereby it acquired approximately 78% of the issued and outstanding shares of 0995237 B.C. Ltd (“099 BC”), a private arm’s length company, in exchange for common shares and future cash payments by the Company. The principal asset of 099 BC is its option to acquire the Kenville Gold Mine, located west of Nelson, B.C.

Acquisition of Subsidiary - 0995237 B.C. Ltd.

In May 2019, the Company issued a total of 3,528,769 common shares from treasury (approximately 10.62% of the Company’s total issued outstanding common shares) for common shares and notes payable of 099 BC as follows:

- (i) 2,253,769 common shares of the Company, fair valued at \$1,115,616, to former shareholders of 099 BC in exchange for 43,261,811 common shares of 099 BC, representing 78% of the total outstanding common shares of 099 BC (the “78% Interest”).
- (ii) 1,275,000 common shares of the Company, fair valued at \$631,125, to a former shareholder of 099 BC in exchange for his promissory note receivable from 099 BC – principal amount of \$1,000,000 plus accrued interest receivable of \$118,388, for total face value of \$1,118,388. The excess of the total face value of the note payable and interest over the fair value of the Company’s shares issued, \$487,263, is recognized as gain on assumption of the promissory note payable.

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 7 – INVESTMENT IN KENVILLE GOLD MINE AND PROPERTY - Continued

The Company also has additional obligations as it acquired the following payables of 099 BC from a former shareholder of 099 BC as follows:

- (iii) Cash payable of \$980,000 in exchange for 099 BC note payable – principal amount of \$780,000 plus accrued interest payable of \$1,177,865, for total face value of \$1,957,865. The excess of the total face value of the note payable and interest over the future cash payment, \$977,865, is recognized as gain on assumption of the promissory note payable. This future cash payment is unsecured, is non-interest bearing, and includes repayment dates (Note 14).
- (iv) Cash payable of \$400,000 in exchange for the same amount of debt owed to a former shareholder of 099 BC who paid for a mining equipment owned by 099 BC. This future cash payment is unsecured, is non-interest bearing, and includes repayment dates.
- (v) Assumption of debt totaling \$270,000 to two former shareholders of 099 BC by 099 BC. This amount was incurred on exploration expenditures related to Kenville property.

The following table summarizes the recognized fair value amounts of assets acquired and liabilities assumed on May 30, 2019, the date of acquisition of 78% interest in 099 BC:

	\$
Cash	11,552
Term Deposit (Reclamation Bond)	45,800
GST Recoverable	3,451
Property	984,200
Equipment purchase	708,262
Accounts Payable	(400,793)
Promissory Notes Payable (8(ii)(iii))	(3,076,253)
Royalty Option Payable	(220,000)
Shareholder Advances (8(v))	(79,000)
	<hr/>
Net Liabilities of 0995237 B.C. Ltd.	(2,022,781)

The acquisition of 78% interest of 099 BC by the Company does not meet the requirement of IFRS 3, Business Combination. As such, this acquisition was accounted for under IFRS 6, Exploration and Evaluation of Mineral Resources. The premium of the consideration paid by the Company over the net liabilities of the acquired 099 BC was expensed as exploration and evaluation expenditures as the Company's accounting policy is expensing both the acquisition costs and exploration costs during the period where the expenditures were incurred.

Acquisition of Subsidiary - 0995237 B.C. Ltd. (Continued)

The fair value of the consideration given by the Company for the 78% controlling interest in 099 BC, was \$1,115,616, (2,253,769 common shares issued at \$0.495 per share). The fair value of the 22% non-controlling interest in 099 BC was therefore valued at \$314,661, using the 78% valuation amount. Accordingly, the premium in the amount of \$3,453,057, comprising of the fair value of the shares issued by the Company plus the fair value of the 22% non-controlling interest, totaling \$1,430,277, over the fair value of the net liabilities of 0995237 BC Ltd. acquired by the Company, were recognized as exploration and evaluation expenditures for 2019.

On July 3, 2019, as part of the acquisition of 099 BC, the Company acquired an additional 4,733,320 shares of 099 BC by issuing 236,666 common shares to shareholders of 099 BC. On June 8, 2020, the Company acquired an additional 400,000 shares of 099 by issuing 20,000 common shares. The additional shares purchased brings the total percentage owned of 099 BC from 78% to 88%. The fair value of the consideration given by the Company for the additional 10% of non-controlling interest was \$167,033 including \$153,833 (236,666 common shares issued at \$0.65 per share) and \$13,200 (20,000 common shares issued at \$0.66 per share). The carrying value of the additional 10% non-controlling interest was \$122,822 prior to the acquisition of these non-controlling interests by the

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

Company. The difference between the fair value of the consideration paid by the Company (\$167,033) and the carrying value (\$122,822), \$44,211, was charged to other comprehensive loss in 2020.

On July 7, 2020, the Company acquired a further 66,667 shares of 099 BC by issuing 3,334 shares, fair valued at \$1,500, and in addition, 099 BC cancelled 4,000,000 shares, representing 7% of non-controlling interest. The difference between the fair value of the consideration paid and the carrying value is \$1,303 which was charged to other comprehensive loss.

Acquisition of Royalty Option from Gungnir Resources Inc.

On April 25, 2019, the Company entered into a royalty option agreement with Gungnir Resources Inc. (“Gungnir”) to acquire Gungnir’s receivable from 099 BC in the amount of \$220,000 and all of Gungnir’s remaining interest in its 4% gross metal royalty over 099 BC owned Kenville Gold Mine Property for total consideration of \$1,700,000. The option is exercisable at the Company’s sole discretion. To exercise the option under the option agreement, the Company is required to pay the \$1,700,000 as follows:

- \$500,000 in cash (paid);
- \$200,000 in common shares of Ximen (285,918 shares issued fair valued at \$142,959);
- \$1,000,000 in cash, to be paid on or before October 31, 2019 (paid).

The exercise of the option is conditional on Ximen paying the full purchase price as set out above and receipt of TSXV approval. TSXV approved the transaction on May 24, 2019.

NOTE 8 – EXPLORATION AND EVALUATION ASSETS

Cumulative acquisition and exploration costs incurred by the Company to September 30, 2021 on its mineral properties are summarized below.

	Brett \$	Gold Drop \$	Treasury Mountain \$	Kenville \$	Bouleau, Dentonia, Providence \$	Various, (i)(j)(k)(l) (m)(n)(o)(p) \$	General Exploration \$	Total \$
Balance, June 30, 2020	5,681,738	414,489	165,416	5,858,308	812,505	2,741,029	148,122	15,821,607
Acquisition Costs	-	-	-	-	-	500,000	23,050	523,050
Exploration Costs	45,352	2,495	-	268,553	146,294	-	5,574	468,268
Exploration Advance	-	-	-	-	-	-	-	-
Option payments received	-	-	-	-	-	-	-	-
Balance, Sept. 30, 2020	<u>5,727,090</u>	<u>416,984</u>	<u>165,416</u>	<u>6,126,861</u>	<u>958,799</u>	<u>3,241,029</u>	<u>176,746</u>	<u>16,812,925</u>
Balance, June 30, 2021	5,738,774	416,984	236,284	6,812,480	1,185,720	3,702,058	349,834	18,442,134
Acquisition Costs	-	-	-	-	-	915,575	-	915,575
Exploration Costs	2,987	22,262	-	215,753	254	143,637	-	384,893
Exploration Advance	-	-	-	-	-	-	-	-
Option payments received	-	-	-	-	-	-	-	-
	<u>2,987</u>	<u>22,262</u>	<u>-</u>	<u>215,753</u>	<u>254</u>	<u>1,059,212</u>	<u>-</u>	<u>1,300,468</u>
Balance, Sept 30, 2021	<u><u>5,741,761</u></u>	<u><u>439,246</u></u>	<u><u>236,284</u></u>	<u><u>7,028,233</u></u>	<u><u>1,185,974</u></u>	<u><u>4,761,270</u></u>	<u><u>349,834</u></u>	<u><u>19,742,602</u></u>

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing. All properties are located in Canada.

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 8 – EXPLORATION AND EVALUATION ASSETS - Continued

a) Brett Property, British Columbia, Canada

On December 3, 2013, the Company entered into an option agreement to acquire a 100% interest in the Brett Gold Project situated in the North Okanagan region of southwest British Columbia approximately 29 kilometers west of Vernon. Under the terms of the agreement, the Company may acquire a 100% undivided interest by making cash option payments totalling \$1,000,000, issuing 200,000 common shares, and issuing additional common shares of the Company with an aggregate deemed value of \$350,000 as follows:

		Number of Shares	Cash \$
On execution of agreement	(Paid)	-	50,000
By December 18, 2013	(Paid)	-	50,000
By December 23, 2013	(Issued – fair valued at \$290,000)	200,000	-
By January 17, 2014	(Paid)	-	200,000
By January 05, 2015	(Paid)	-	300,000
By January 05, 2015	(Issued – fair valued at \$126,000)	140,000	-
By December 03, 2015	(Paid)	-	400,000
By December 03, 2015	(Issued – fair valued at \$166,667)	666,667	-
		<u>1,006,667</u>	<u>1,000,000</u>

The Company has earned a 100% undivided interest as it has complied with all the terms of the option agreement.

On January 24, 2014, the Company entered into an option agreement to acquire a 100% interest in the 2% net smelter royalty (“NSR”) on the Brett Gold Project. The agreement was amended on February 14, 2017 and May 17, 2017 under the following amended terms: the issuance of \$50,000 worth of the Company’s common shares based on a ten day weighted average upon signing of the amended agreement, the issuance of \$420,000 worth of the Company’s common shares upon TSX approval of the amended agreement, the payment or issuance of \$60,000 in cash or common shares of the Company on February 18, 2018 and \$75,000 on February 18, 2019, and final cash payment of \$830,000 payable by February 20, 2020.

On December 4, 2018, the agreement was further amended whereby the outstanding amount of \$905,000 would be made in a final payment of 2,400,000 shares at a deemed price of \$0.30 for a total of \$720,000 thereby completing any and all payment. TSX approval was received on December 7, 2018. The fair value recognized of \$912,000 was based on the closing quoted price of the Company’s share at the date of issuance.

		Number of Shares	Cash \$
By February 20, 2014	(Issued – fair valued at \$30,000)	20,000	-
By February 20, 2015	(Issued – fair valued at \$49,077)	51,660	-
By February 20, 2016	(Issued – fair valued at \$67,739)	225,800	-
By February 18, 2017	(Issued – fair valued at \$56,601)	125,780	-
Upon TSX Approval	(Issued – fair valued at \$210,000)	1,200,000	-
By February 18, 2018	(Issued – fair valued at \$59,993)	352,900	-
By December 7, 2018	(Issued – fair valued at \$912,000)	2,400,000	-
		<u>4,376,140</u>	<u>-</u>

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 8 – EXPLORATION AND EVALUATION EXPENDITURES - Continued

b) Gold Drop Property, British Columbia, Canada

On November 27, 2013, the Company entered into an option agreement to acquire a 100% interest in the Gold Drop Property located about 9 kilometers northeast from Greenwood, British Columbia, in the Greenwood Gold Mining district. Under the terms of the option agreement, the Company may acquire a 100% undivided interest by making cash option payments totalling \$170,000, and issuing an aggregate of 150,000 common shares as follows:

	Number of Shares	Cash \$
On November 27, 2013 (Paid)	-	25,000
On February 23, 2014 (Issued – fair valued at \$49,500, and paid)	30,000	15,000
By February 24, 2015 (Issued – fair valued at \$120,000, and paid)	50,000	60,000
By February 24, 2016 (Issued – fair valued at \$168,000, and paid)	70,000	70,000
	<u>150,000</u>	<u>170,000</u>

During the year ended June 30, 2016, the Company earned a 100% undivided interest by making the final cash payment of \$70,000, therefore, complying with all the terms of the option agreement.

On June 21, 2016, the Company entered into an option agreement with GGX Gold Corp. (“GGX”) to sell its 100% interest in the Gold Drop Property. GGX is required to make cash option payments totalling \$400,000, issue 1,000,000 common shares, issue additional common shares with a fair value of \$450,000, and incur exploration expenditures on the property as follows:

Cash Payments:

- \$50,000 on execution of the agreement (received);
- \$50,000 within five business day following the approval by TSX Venture (received); and
- \$100,000 on or before July 26, 2017 (received), July 26, 2018 (received), and July 26, 2019 (received).

Share Payments:

- 1,000,000 common shares within five business day following the approval by TSX Venture (received); and
- Additional common shares with a fair value of \$150,000 per year on or before July 26, 2017 (received), July 26, 2018 (received), and July 26, 2019 (received).

Exploration Expenditures:

- A minimum of \$1,000,000 on the property on or before July 26, 2019, but not less than \$150,000 per year on the property on or before July 26, 2017, July 26, 2018, and July 26, 2019. The option agreement was completed in the year ended June 30, 2020.

The Company will retain a 2.5% net smelter return royalty (the “NSR Royalty”) which GGX may buy down 1% of the NSR Royalty by paying \$1,000,000 to the Company. Upon the completion of the sale of the Property, the Company will have a right for nine months thereafter to elect to form a joint venture with GGX by paying to GGX the amount of money equal to 30% of the total amount expended on the Property by GGX.

If the Company exercises this joint-venture right, the Company and GGX will enter into a joint venture for the exploration and development of the Property.

The transaction was approved by TSX Venture on July 26, 2016.

GGX has a common director and officer of the Company.

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 8 – EXPLORATION AND EVALUATION EXPENDITURES - Continued

c) Treasure Mountain Property, British Columbia, Canada

In March 2014, the Company entered into an option agreement whereby the Company acquired a 100% interest in the Treasure Mountain property located 30 kilometres east of Hope, British Columbia by making cash payments as follows: \$75,000 cash upon signing of the agreement (paid) and \$50,000 cash due 90 days after the signing of the agreement (paid).

In 2014, the Company also acquired a 100% interest in three surrounding mineral claims for cash payments of \$70,000 (paid).

On December 7, 2016, the Company acquired a mineral tenure claim north of Treasure Mountain Property for cash payment of \$15,000 (paid) from a director of the Company. The agreement is subject to a 2% NSR payable to the vendor.

On November 30, 2016, the Company entered into an option agreement with New Destiny Mining Corp (“New Destiny”) to sell its 100% interest in all mineral claims which comprise the Treasure Mountain Property. New Destiny is required to make cash and or issue common shares totalling \$400,000, issue an aggregate of 500,000 common shares, and incur exploration expenditures on the property as follows:

Cash Payments:

- \$25,000 on execution of the agreement (received);
- \$50,000 within five business day following the approval by TSX-V (received);
- \$75,000 in cash and/or common shares equivalent (subject to a minimum of \$10,000 to be paid in cash) per year on or before the first (received), second (not received), and third anniversaries of the approval by TSX-V; and
- \$100,000 in cash and/or common shares equivalent (subject to a minimum of \$10,000 to be paid in cash) on or before the fourth anniversary of the approval by TSX-V.

Share Payment:

- 500,000 common shares with a minimum fair value of \$50,000 within five business day following the approval by TSX-V (received).

Exploration Expenditures:

- Annual minimum exploration expenditures of \$100,000, \$150,000, \$250,000, and \$250,000 on the property in each year ending on or before the first, second, third, and fourth anniversaries, respectively, of the approval by TSX Venture.

d) Kenville Property, British Columbia, Canada

In April and May 2019, the Company entered into various agreements whereby it acquired approximately 78% of the issued and outstanding shares of 0995237 B.C. Ltd (“099 BC”), a private arm’s length company, in exchange for common shares and future cash payments by the Company. The principal asset of 099 BC is its option to acquire the Kenville Gold Mine, located west of Nelson, B.C.

The acquisition costs comprised of: (i) the premium on the acquisition of 099 BC in the amount of \$3,429,334, the assumption of additional debts from former shareholders of 099 BC in the amount of \$191,000, and the considerations paid by the Company to Gungnir in the amount of \$500,000 (cash) and issuance of 200,000 shares with fair value of \$142,959, less assumption of the receivable from 099 BC in the amount of \$220,000.

During the year ended June 30, 2021, the Company increased its percentage ownership of 099 BC from 78% to 95% (Note 7).

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 8 – EXPLORATION AND EVALUATION EXPENDITURES - Continued

e) Cariboo-Amelia (“Carmelia”) Property, British Columbia, Canada

On June 4, 2019, the Company entered into an agreement to acquire crown granted mineral properties covering the Cariboo-Amelia gold mine in Camp McKinney in British Columbia. The acquisition includes crown-granted claims: Molson, Paragon, Burley#1, Edward VII, Wonder Y, Last Chance, Fontenoy, Emma, Alice, Cariboo, Amelia, Okanagan, Maple Leaf, Sawtooth and Wiarnton. The properties Maple Leaf and Wiarnton also include the surface rights as originally granted. In exchange for the 100% interest in all these properties, the Company issued 212,888 common shares fair valued at \$93,671.

f) Bouleau Property, British Columbia, Canada

On July 15, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Bouleau Property which is adjacent to the Company’s Brett property located near Vernon, British Columbia. Under the terms of the option agreement, the Company may acquire a 100% undivided interest by making cash option payments totalling US\$250,000, and issuing additional common shares of the Company with an aggregate deemed value of \$300,000 as follows:

		Number of Shares	Cash US\$
On September 05, 2014	(Paid)	-	100,000
On September 05, 2014	(Issued – fair valued at \$102,174)	43,478	-
By March 05, 2015	(Paid)	-	50,000
By March 05, 2015	(Issued – fair valued at \$67,211)	96,015	-
By September 30, 2015	(Paid)	-	50,000
By September 30, 2015	(Issued– fair valued at \$46,260)	264,340	-
By March 05, 2016	(Paid)	-	50,000
By March 05, 2016	(Issued – fair valued at \$72,545)	241,818	-
By September 05, 2016	(Issued – fair valued at \$82,944)	107,025	-
		<u>752,676</u>	<u>250,000</u>

During the year ended June 30, 2017, the Company earned a 100% undivided interest by making the final share issuance payment, therefore, complying with all the terms of the option agreement.

g) Dentonia Property, South, British Columbia, Canada

On August 29, 2014, the Company entered into a property option agreement whereby the Company acquired a 100% interest in the Dentonia South Property, located 10 miles south of Greenwood, British Columbia, by issuing 30,000 common shares fair valued at \$51,000.

h) Providence Property, South, British Columbia, Canada

In August 2017, the Company entered into a property option agreement whereby the Company acquired a 100% interest in the Providence South Property, near Greenwood, British Columbia, by issuing a total of 280,000 common shares fair valued at \$53,000.

i) Nelson California and Camp McKinney, Southern British Columbia, Canada

In February 2020, the Company entered into an agreement with an arm’s length individual to acquire mineral claims comprising of the Nelson California gold mineral claim and the Camp McKinney gold mineral claim in Southern British Columbia. For consideration, the Company issued 111,111 common shares fair valued at \$50,000 and cash payment of \$30,000.

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 8 – EXPLORATION AND EVALUATION ASSETS - Continued

j) Ron Gold, Clubine, Hughes and Quartz Mountain, Southern British Columbia, Canada

In March 2020, the Company entered into an agreement with an arm's length company to acquire 100% of its properties located in British Columbia including the Ron Gold Property, the Clubine Property, the Hughes Property and the Quartz Mountain Property. The properties total 98 mineral claims covering 1,171 hectares and one crown granted mineral claim of 8.7 hectares located in southeastern British Columbia. For consideration, the Company paid \$100,000 cash, issued 1,000,000 shares fair valued at \$410,00 and issued 1,000,000 share purchase warrants exercisable at \$0.45 for a 24 month period, fair valued at \$200,000.

k) Stewart and Rozan, Southern British Columbia, Canada

In March 2020, the Company entered into an agreement with an arm's length company to acquire 100% of Stewart and Rozan properties located in southeastern British Columbia. The two properties consist of 60 mineral claims covering a total of 7,739 hectares. For consideration, the Company paid \$100,000, issued 1,275,000 shares fair valued at \$369,750 and 1,275,000 share purchase warrants at \$0.45 per share for three years, increasing to \$0.55 per share in year 4 and year 5 from the date of issuance, fair valued at \$342,000.

l) 49er Creek and Queen Victoria, Southern British Columbia, Canada

In March 2020, the Company entered into an agreement with an arm's length company to acquire 100% of its mineral properties located in southeastern British Columbia. The properties cover a total of 105 mineral claims covering approximately 4,276 hectares. For consideration, the Company paid \$100,000 and issued 1,400,000 shares fair valued at \$525,000.

m) Bud-Elk Property, Southern British Columbia, Canada

In March 2020, the Company entered into an agreement with an arm's length company to acquire 100% of its mineral properties located in southeastern, British Columbia. The properties consist of 6 mineral claims covering a total of 380.6 hectares. For consideration, the Company issued 388,888 shares fair valued at \$147,777.

n) Ymir Property, Southern British Columbia, Canada

In June 2020, the Company entered into an agreement with an arm's length company to acquire 100% of its mineral properties located in southern, British Columbia. The properties consist of 11 mineral claims covering a total of 1,600 hectares. For consideration, the Company issued 600,000 shares fair valued at \$318,000.

o) Venus and Juno Gold Mines, Southern British Columbia, Canada

In July 2020, the Company entered into an option agreement with an arm's length company to acquire 100% of its mineral properties located in southern British Columbia. The properties consist of 5 mineral claims covering a total of 231 hectares. As consideration, the Company has agreed to pay \$100,000 in cash and issue 200,000 shares over four years. Subject to a 1% NSR which can be purchased back for \$500,000. The agreement is subject to TSX and regulatory approval.

p) Golden Crown, Southern British Columbia, Canada

In July 2020, the Company acquired 3% net smelter royalties covering properties located in the Greenwood mining camp in Southern British Columbia and a royalty on material processed in the Boundary Falls mill. Terms of the agreement include the issuance of 1,000,000 shares (issued, fair market value of \$500,000).

q) Running Wolf, Southern British Columbia, Canada

In February 2021, the Company entered into an agreement with arm's length individuals to acquire 100% of their mineral properties located in southern British Columbia. The properties consist of 10 mineral claims covering a total of 860 hectares in the Cranbrook Gold Belt. For consideration, the Company issued 200,000 shares fair valued at \$74,000 and made a cash payment of \$30,000.

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 8 – EXPLORATION AND EVALUATION ASSETS - Continued

r) Greenwood Mining Camp, Southern British Columbia, Canada

In April 2020, the Company entered into an agreement to acquire a royalty covering 15,116 hectares of mineral properties in Greenwood Mining Camp located in Southern British Columbia. The 2.5% NSR is on 51 claims covering 15,116 hectares on mineral properties referred to as the Sidley Gold-Dayton Copper Properties. Also included with the NSR are five mineral claims covering 3,873 hectares (Meyers Creek 2020, Rock Creek, RC West 1000, RC Norther 1000 and RC West 2000) acquired from a private corporation for consideration of 800,000 shares of the Company (issued April 2021 fair valued at \$244,000).

s) Wild Horse Creek Gold Property, Southern British Columbia, Canada

In July 2021, the Company acquired several mineral claims in the Wild Horse Creek area, located in the Fort Steele Mining Division in southern British Columbia. The Company entered into agreements to acquire 139 mineral claims covering 12,767 hectares. For consideration, the Company issued 3,455,000 shares fair market valued at \$915,575. The Company acquired 100% interest in the claims, subject to a 1.0% net smelter return royalty.

NOTE 9 – LOAN PAYABLE

During the period ended September 30, 2021, the Company entered into an agreement with an arm's length individual for a loan of \$27,000. The loan is unsecured, non-interest bearing and has no terms of repayment.

NOTE 10 – FLOW-THROUGH SHARES PREMIUM LIABILITY

A summary of the changes in the Company's flow-through share premium liability is as follows:

	September 30, 2021	June 30, 2021
Opening Balance	\$ 8,929	\$ 109,225
Flow-Through Share Premium Liability obligation due to issuance of Flow-Through Shares	-	8,929
Settlement pursuant to incurring Qualified Expenditures	-	(109,225)
	<u>8,929</u>	<u>8,929</u>

During the year 2021, the Company raised flow-through funds totaling \$2,000,519 and has incurred \$1,620,500 in qualifying mineral explorations. As at June 30, 2021, the Company has unspent flow-through funds totaling \$990,637.

During the period ended September 30, 2021, the Company expended \$384,893 flow-through funds.

NOTE 11 – SHARE CAPITAL

a) Authorized Share Capital

Unlimited common shares without par value

b) Issued and Outstanding Share Capital

As at September 30, 2021, there were 78,062,861 (June 30, 2021 – 74,607,861) common shares issued and outstanding.

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 11 – SHARE CAPITAL - Continued

The following share issuances occurred during the period ended September 30, 2020:

- In July 2020, the Company acquired as part of the acquisition of 099 BC (Note 7), an additional 66,667 shares of 099 BC by issuing 3,334 common shares, fair valued at \$1,500 to a shareholder of 099 BC.
- In July 2020, the Company acquired 3% net smelter royalties covering properties located in the Greenwood mining camp in Southern British Columbia and a royalty on material processed in the Boundary Falls mill. The Company issued 1,000,000 shares, fair market valued at \$500,000, as consideration (Note 8(p)).
- In July and August 2020, the Company completed two non-brokered private placements of 1,920,276 units at a price of \$0.45 per unit for gross proceeds of \$864,124 and 1,667,532 units at a price of \$0.60 for gross proceeds of \$1,000,519. For both offerings, one unit consists of one common share and one transferable common share purchase warrant. One warrant entitles the holder to purchase, for a period of 2 years from the date of issue, one additional common share at an exercise price of \$0.75 per share.
- In July 2020, the Company closed a draw-down equity financing facility with Alumina. The Company drew down \$236,363 from Alumina by issuing 454,545 units consisting of one common share priced at \$0.52 per share and two year warrants exercisable at \$0.8125 per share.
- In September 2020, the Company issued 800,000 shares fair valued at \$352,000 as payment on loans owing (Note 14).
- During the period ended September 30, 2020, the Company issued 100,000 shares for gross proceeds of \$30,000 on exercise of stock options. The Company also issued 100,000 shares for gross proceeds of \$30,000 on exercise of share purchase warrants and 1,600 shares for gross proceeds of \$480 on exercise of Agents' warrants.

The following share issuances occurred during the period ended September 30, 2021:

- In July 2021, the Company issued 3,455,000 shares fair market valued at \$915,575 as part of the acquisition agreement for the Wild Horse Creek Gold Property (Note 8(s)).

c) Shares Issued Under Restricted Stock Unit (RSU) Plan

During the year ended June 30, 2019, the board of directors approved the adoption of a new Restricted Share Unit Plan ("RSU Plan"), which was approved by the shareholders. The RSU Plan allows the eligible person to acquire restricted share units of the Company and is designed to provide the Company with an additional tool to compensate certain directors, officers, consultants and other key employees of the Company. The maximum number of RSU units that the Company may grant is 2,250,000 units.

d) Stock Options

The Company has a stock option plan under which it is authorized to grant options to directors, employees, and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price, minimum price, or a discounted price of the Company's shares as calculated on the date of grant. The options can be granted for a maximum term of 5 years. Vesting terms are determined by the board of directors at the time of grant.

The continuity schedules of stock options for the periods ended September 30, 2021 and 2020 are as follows.

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 11 – SHARE CAPITAL - Continued

d) Stock Options - Continued

For the period ended September 30, 2021, 3,965,000 options were outstanding with a weighted average exercise price of \$0.49 and an average remaining life of 3.29 years.

Expiry Date	Exercise Price	June 30, 2021	Granted	Exercised	Expired/ Cancelled	September 30, 2021
October 5, 2021	\$0.75	130,000	-	-	-	130,000
November 22, 2021	\$0.60	210,000	-	-	-	210,000
February 14, 2023	\$0.18	50,000	-	-	-	50,000
December 27, 2023	\$0.30	475,000	-	-	-	475,000
July 11, 2024	\$0.75	100,000	-	-	-	100,000
July 15, 2024	\$0.70	1,000,000	-	-	-	1,000,000
February 11, 2026	\$0.40	2,000,000	-	-	-	2,000,000
		3,965,000	-	-	-	3,965,000

As at September 30, 2020, 2,120,000 options were outstanding with a weighted average exercise price of \$0.56 and an average remaining life of 2.95 years.

Expiry Date	Exercise Price	June 30, 2020	Granted	Exercised	Expired/ Cancelled	September 30, 2020
February 2, 2021	\$0.25	155,000	-	-	-	155,000
October 5, 2021	\$0.75	130,000	-	-	-	130,000
November 22, 2021	\$0.60	210,000	-	-	-	210,000
February 14, 2023	\$0.18	50,000	-	-	-	50,000
December 27, 2023	\$0.30	575,000	-	(100,000)	-	475,000
July 11, 2024	\$0.75	100,000	-	-	-	100,000
July 15, 2024	\$0.70	1,000,000	-	-	-	1,000,000
		2,220,000	-	(100,000)	-	2,120,000

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 11 – SHARE CAPITAL – Continued

e) Share Purchase Warrants

The continuity schedules of share purchase warrants for the periods ended September 30, 2021 and 2020 are as follows.

Total outstanding share purchase warrants as at September 30, 2021 is 17,857,937 with a weighted average exercise price of \$0.59.

Expiry Date	Exercise Price	June 30, 2021	Issued	Exercised	Expired/ Cancelled	September 30, 2021
July 07, 2021	\$0.45	468,498	-	-	(468,498)	-
July 27, 2021	\$0.45	500,000	-	-	(500,000)	-
August 15, 2021	\$0.50	462,000	-	-	(462,000)	-
October 24, 2021	\$1.00	924,040	-	-	-	924,040
December 30, 2021	\$0.50	200,000	-	-	-	200,000
April 11, 2022	\$0.375	940,000	-	-	-	940,000
April 13, 2022	\$0.375	404,500	-	-	-	404,500
April 20, 2022	\$0.375	200,000	-	-	-	200,000
May 05, 2022	\$0.45	1,000,000	-	-	-	1,000,000
June 25, 2022	\$0.75	2,524,169	-	-	-	2,524,169
July 28, 2022	\$0.75	1,920,276	-	-	-	1,920,276
July 29, 2022	\$0.75	927,532	-	-	-	927,532
July 31, 2022	\$0.75	535,000	-	-	-	535,000
August 17, 2022	\$0.75	205,000	-	-	-	205,000
November 06, 2022	\$0.35	1,600,000	-	-	-	1,600,000
December 13, 2022	\$0.25	122,000	-	-	-	122,000
February 05, 2023	\$0.5313	470,588	-	-	-	470,588
February 25, 2023	\$0.5125	487,805	-	-	-	487,805
March 06, 2023	\$0.55	454,545	-	-	-	454,545
March 12, 2025 (Note 9(k))	\$0.45/\$0.55	1,275,000	-	-	-	1,275,000
June 3, 2023	\$0.7875	500,000	-	-	-	500,000
July 30, 2023	\$0.8125	454,545	-	-	-	454,545
November 10, 2023	\$0.60	694,444	-	-	-	694,444
February 04, 2024	\$0.45	1,218,493	-	-	-	1,218,493
June 24, 2024	\$0.35	800,000	-	-	-	800,000
		19,288,435	-	-	(1,430,498)	17,857,937

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 11 – SHARE CAPITAL – Continued

e) Share Purchase Warrants - Continued

As at September 30, 2020, the Company had 20,250,667 outstanding share purchase warrants with a weighted average exercise price of \$0.60.

Expiry Date	Exercise Price	June 30, 2020	Issued	Exercised	Expired/Cancelled	September 30, 2020
January 03, 2021	\$0.30	840,000	-	(100,000)	-	740,000
January 11, 2021	\$0.8125	480,770	-	-	-	480,770
January 26, 2021	\$0.8750	446,428	-	-	-	446,428
March 18, 2021	\$0.5125	487,804	-	-	-	487,804
April 04, 2021	\$0.45	833,333	-	-	-	833,333
April 08, 2021	\$0.45	833,500	-	-	-	833,500
April 21, 2021	\$0.45	853,334	-	-	-	853,334
May 25, 2021	\$0.45	350,000	-	-	-	350,000
June 17, 2021	\$0.45	250,000	-	-	-	250,000
July 07, 2021	\$0.45	468,498	-	-	-	468,498
July 27, 2021	\$0.45	500,000	-	-	-	500,000
August 15, 2021	\$0.50	462,000	-	-	-	462,000
October 24, 2021	\$1.00	924,040	-	-	-	924,040
December 30, 2021	\$0.50	200,000	-	-	-	200,000
April 11, 2022	\$0.375	940,000	-	-	-	940,000
April 13, 2022	\$0.375	404,500	-	-	-	404,500
April 20, 2022	\$0.375	200,000	-	-	-	200,000
May 05, 2022	\$0.45	1,000,000	-	-	-	1,000,000
June 25, 2022	\$0.75	2,524,169	-	-	-	2,524,169
July 28, 2022	\$0.75	-	1,920,276	-	-	1,920,276
July 29, 2022	\$0.75	-	927,532	-	-	927,532
July 31, 2022	\$0.75	-	535,000	-	-	535,000
August 17, 2022	\$0.75	-	205,000	-	-	205,000
December 13, 2022	\$0.250	122,000	-	-	-	122,000
February 05, 2023	\$0.5313	470,588	-	-	-	470,588
February 25, 2023	\$0.5125	487,805	-	-	-	487,805
March 06, 2023	\$0.55	454,545	-	-	-	454,545
March 12, 2025 (Note 9(k))	\$0.45/\$0.55	1,275,000	-	-	-	1,275,000
June 3, 2023	\$0.7875	500,000	-	-	-	500,000
July 30, 2023	\$0.8125	-	454,545	-	-	454,545
		16,308,314	4,042,353	(100,000)	-	20,250,667

Ximen Mining Corp.

Notes to the Condensed Financial Statements

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(Expressed in Canadian Dollars)

(Unaudited)

NOTE 11 – SHARE CAPITAL – Continued

f) Agents' Warrants

The continuity schedules of agent's warrants for the periods ended September 30, 2021 and 2020 are as follows.

Total outstanding Agents' warrants as at September 30, 2021 is 472,142 with a weighted average exercise price of \$0.46.

Expiry Date	Exercise Price	June 30, 2021	Issued	Exercised	Expired/Cancelled	September 30, 2021
October 24, 2021	\$0.390	89,744	-	-	-	89,744
December 12, 2021	\$0.390	44,872	-	-	-	44,872
March 09, 2022	\$0.500	84,000	-	-	-	84,000
April 13, 2022	\$0.375	23,000	-	-	-	23,000
June 25, 2022	\$0.750	21,210	-	-	-	21,210
July 29, 2022	\$0.750	36,400	-	-	-	36,400
October 13, 2022	\$0.400	131,250	-	-	-	131,250
November 16, 2022	\$0.420	41,666	-	-	-	41,666
		472,142	-	-	-	472,142

As at September 30, 2020 there were 316,382 outstanding Agents' warrants with a weighted average exercise price of \$0.48.

Expiry Date	Exercise Price	June 30, 2020	Issued	Exercised	Expired/Cancelled	September 30, 2020
December 11, 2020	\$0.300	15,556	-	-	-	15,556
January 04, 2021	\$0.300	3,200	-	(1,600)	-	1,600
October 24, 2021	\$0.390	89,744	-	-	-	89,744
December 12, 2021	\$0.390	44,872	-	-	-	44,872
March 09, 2022	\$0.500	84,000	-	-	-	84,000
April 13, 2022	\$0.375	23,000	-	-	-	23,000
June 25, 2022	\$0.750	21,210	-	-	-	21,210
July 29, 2022	\$0.750	-	36,400	-	-	36,400
		281,582	36,400	(1,600)	-	316,382

g) Share-Based Payments

Stock-based compensation costs have been determined based on the fair value of the stock options and agents' warrants at the grant date using the Black-Scholes option-pricing model.

During the period ended September 30, 2021, the Company did not issue any options or finders' warrants.

During the period ended September 30, 2020, the Company granted 2,000,000 stock options at an exercise price of \$0.50 for five years. The stock options are subject to a four-month hold, vesting January 2021 (stock-based compensation will be recorded at time of vesting). The Company also issued 36,400 agents' warrants with a stock-based compensation of \$14,303.

The following assumptions were used for the Black-Scholes valuation of agents' warrants granted:

	September 30, 2021	September 30, 2020
Risk-free interest rate	-	0.2617%
Expected life of agents' warrants	-	2 years
Annualized volatility	-	112.84%
Dividend rate	-	0.00%

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 12 – RELATED PARTY TRANSACTIONS

Key management includes directors (executive and non-executive) and senior management, including the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”). The amounts paid by the Company for the services provided by related parties have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements. These transactions are in the normal course of operations. Details of transactions between the Company and related parties, in addition to those transactions disclosed elsewhere in these financial statements, are described below.

a) Amount Due to Related Party

Amounts due to related parties are in the normal course of business, unsecured, non-interest bearing, and have no specific terms of repayment.

b) Compensation of Key Management Personnel

All related party transactions were in the ordinary course of business and were measured at their exchange amount.

	September 30, 2021	September 30, 2020
	\$	\$
Consulting Fees	-	-
Management Fees	60,000	45,000
Office Administration and Support Fees	40,869	65,087
	<u>100,869</u>	<u>110,087</u>

c) During the period ended September 30, 2021, the Company incurred \$100,869 (2020 – \$110,087) in management and consulting fees, and reimbursements of travel and other expenses to a director and officer (and a company controlled by the director) of the Company. As at September 30, 2021, \$173,228 (June 30, 2021 - \$50,285) was payable.

d) During the period ended September 30, 2021, the Company received loan proceeds from a director and officer in the amount of \$275,000. The loan is non-interest bearing and has no terms of repayment. As at September 30, 2021, \$275,000 (June 30, 2021 - \$Nil) was payable.

Subsequent to the period ended September 30, 2021, the loan was repaid in full.

NOTE 13 – SUPPLEMENTAL CASH FLOW INFORMATION

a) Significant Non-Cash Financing Activities

	September 30, 2021	September 30, 2020
	\$	\$
Shares Issued for Exploration and Evaluation Expenditures	915,575	500,000
Shares for Debt	-	352,000
	<u>915,575</u>	<u>852,000</u>

b) Other Items

Income Taxes Paid	-	-
Interest Paid	-	-

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 14– COMMITMENT

Pursuant to the acquisition of 099 BC and mining equipment from former shareholders of 099 BC (Note 7), the cash payable due dates are as follows:

- (i) \$122,500 due to the former shareholders of 099 BC – on or before November 30, 2021;
- (ii) \$122,500 due to the former shareholders of 099 BC – on or before May 30, 2022; and
- (iii) \$122,500 due to the former shareholders of 099 BC – on or before November 30, 2022.

NOTE 15 – NON-CONTROLLING INTEREST

The Company acquired 78%, the controlling shares, of 099 BC on May 30, 2019 (Note 7). In July 2019, June 2020 and September 2020, the Company acquired an additional 10% ownership and 099 BC cancelled 4,000,000 shares bringing total ownership to 95%. As at June 30, 2021, the non-controlling interest consists of 5% ownership of 0995237 BC.

	2021	2020
	\$	\$
CURRENT:		
Assets	6,942	89,778
CURRENT NET ASSETS	6,942	89,778
NON-CURRENT		
Assets	860,797	945,545
Liabilities	(4,034,403)	(4,009,114)
NON-CURRENT NET LIABILITIES	(3,173,606)	(3,063,569)
NET LIABILITIES	(3,166,664)	(2,973,791)

The following is the summarized comprehensive loss of 099 BC for the period since acquisition to June 30, 2020 and 2021:

	Year Ended June 30, 2021	Year Ended June 30, 2020
	\$	\$
Expenses	193,323	23,423
Net Loss for the Year	193,323	23,423

The following is the summarized comprehensive loss of 099 BC for the period ended September 30, 2021

	September 30, 2021	September 30, 2020
	\$	\$
Expenses	49,782	11,468
Net Loss for the Period	49,782	11,468

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 16 – CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration, and development of resource properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company manages its share capital as capital, which as at September 30, 2021, was \$36,875,959 (June 30, 2021 – \$35,960,384). Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period ended September 30, 2021.

NOTE 17 – FINANCIAL INSTRUMENTS

The fair value of the Company's loan receivable, accounts payable and accrued liabilities, convertible debentures payable, and amounts due to related parties approximate their carrying value, which is the amount recorded on the consolidated statement of financial position. The Company's other financial instruments and cash under the fair value hierarchy are recorded at fair value based on level one quoted prices in active markets for identical assets or liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Management believes that its credit risk is not significant.

b) Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2021, the Company had a cash balance of \$11,729 to settle current liabilities of \$1,528,164. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. Management expects to fund those liabilities through the issuance of capital stock and loans from related parties over the coming year.

c) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's loans receivable and amounts due to related parties are non-interest bearing. Interest on the Company's debentures payable are based on fixed rates, and as such, the Company is not exposed to significant interest rate risk.

d) Foreign Currency Risk

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents and accounts payable and accrued liabilities that are denominated in U.S. Dollars. The Company's financial instruments denoted in U.S. Dollars are insignificant and any fluctuation in foreign currency exchange rates would have an insignificant impact on net loss for the year.

e) Commodity Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. Management closely monitors commodity prices to determine the appropriate course of actions to be taken in its investing and financing activities. As the Company has not yet developed commercial mineral interests, it is not exposed to significant commodity price risk.

Ximen Mining Corp.

Notes to the Condensed Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

NOTE 18 – SUBSEQUENT EVENTS

- On October 20, 2021, the Company closed a non-brokered private placement totaling 1,818,200 flow-through shares at a price of \$0.22 per share for gross proceeds of \$400,004. Each flow-through share consists of one common share and one-half transferable common share warrant exercisable at \$0.35 for a period of 36 months.
- On October 25, 2021, the Company closed a non-brokered private placement totaling 4,545,456 flow-through shares at a price of \$0.22 per share for gross proceeds of \$1,000,000. Each flow-through share consists of one common share and one transferable common share warrant exercisable at \$0.35 for a period of 36 months.

The Company paid a cash commission of \$70,000 and issued 318,182 finders warrants. The finder warrants are valid for 3 years from closing with an exercise price of \$0.22.

- In October 2021, the Company closed a financing, over three tranches, by issuing 2,500,000 units at a price of \$0.20 per unit for gross proceeds of \$500,000. Each unit issued consists of one common share and one transferable common share purchase warrant exercisable at \$0.35 for a period of 36 months.
- In November 2021, the Company closed the first tranche of a flow-through financing by issuing 831,818 flow-through shares at a price of \$0.22 per share for gross proceeds of \$183,000. Each flow-through share consists of one common share and one transferable common share warrant exercisable at \$0.35 for a period of 36 months.

The Company paid a cash commission of \$6,545 and issued 29,750 finders warrants. The finder warrants are valid for 3 years from closing with an exercise price of \$0.35.

NOTE 19 – CORONAVIRUS (COVID-19) PANDEMIC

The outbreak of the COVID-19 virus and the worldwide pandemic has impacted the Company's plans and activities. The Company may face disruption to operations, supply chain delays, travel and trade restrictions, and impacts on economic activity in affected countries or regions can be expected and are difficult to quantify. Regional disease outbreaks and pandemics represent a serious threat to hiring and maintaining a skilled workforce and could be a major health-care challenge for the Company. There can be no assurance that the Company's personnel will not be impacted by these regional disease outbreaks and pandemics and ultimately that the Company would see its workforce productivity reduced or incur increased medical costs and insurance premiums as a result of these health risks.

In addition, the pandemic has created a dramatic slowdown in the global economy. The duration of the outbreak and the resulting travel restrictions, social distancing recommendations, government response actions, business disruptions and business closures may have an impact on the Company's exploration operations and access to capital. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by the pandemic's impact on global industrial and financial markets which may reduce metal prices, share prices and financial liquidity thereby severely limiting access to essential capital.