



ULTRA LITHIUM INC.

(the “Company”)

(Formerly Ultra Resources Inc.)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2023

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The management of Ultra Lithium Inc. is responsible for the preparation of the accompanying unaudited condensed interim consolidated financial statements. The unaudited condensed interim consolidated financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of condensed interim consolidated financial statements and are in accordance with IAS 34 – Interim Financial Reporting.

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

Ultra Lithium Inc.

(Formerly Ultra Resources Inc.)

Condensed Interim Consolidated Statements of Financial Position

(Unaudited - Expressed in Canadian Dollars)

	<i>Note</i>	Unaudited July 31, 2023	Audited October 31, 2022
		\$	\$
Assets			
Current assets:			
Cash and cash equivalents		65,849	8,958,944
Amounts receivable	4	413,255	309,268
Prepaid expenses and deposits	9	105,829	233,494
		584,933	9,501,706
Noncurrent assets:			
Exploration and evaluation assets	5	12,695,969	8,911,628
		13,280,902	18,413,334
Liabilities and Shareholders' Equity			
Current liabilities:			
Trade payables and accrued liabilities	9	1,237,101	1,130,377
Advance payable	6	-	5,000,000
Flow-through share premium liability		-	5,187
Loan payable	7	1,022,798	-
		2,259,899	6,135,564
Noncurrent liabilities:			
Deferred tax liability		247,726	247,726
		2,507,625	6,383,290
Shareholders' equity:			
Share capital	8	26,679,432	26,679,432
Reserves	8	2,367,642	2,667,039
Deficit		(18,273,797)	(17,316,427)
		10,773,277	12,030,044
		13,280,902	18,413,334

Nature and continuance of operations and going concern (Note 1)

Subsequent events (Note 13)

"Weiguo Lang" Director
Weiguo Lang

"Andrew Lee Smith" Director
Andrew Lee Smith

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Ultra Lithium Inc.

(Formerly Ultra Resources Inc.)

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars)

		Three months ended July 31,		Nine months ended July 31,	
	Note	2023	2022	2023	2022
			Restated (Note 3)		Restated (Note 3)
		\$	\$	\$	\$
Expenses:					
Bank charges and interest		11,027	1,534	21,264	3,867
Consulting fees		-	67,500	10,000	173,890
General exploration	9	3,000	(3,900)	9,000	5,850
Management fees	9	91,500	30,000	274,500	90,000
Office, rent and administration		42,066	35,836	106,403	97,283
Professional fees	9	97,611	93,935	242,906	160,700
Shareholder communication		67,879	-	236,162	-
Stock exchange and filing fees		9,139	10,127	25,727	30,960
Transfer agent fees		2,270	4,161	7,824	12,805
Travel and promotion		15,860	38,088	106,778	40,728
		(340,352)	(277,281)	(1,040,564)	(616,083)
Other income (expenses):					
Foreign exchange (loss) gain		54,686	(10,523)	53,985	(6,862)
Interest expense	7	(21,844)	-	(21,844)	-
Interest income		900	-	45,866	-
Settlement of flow-through premium liability		-	-	5,187	-
		33,742	(10,523)	83,194	(6,862)
Loss for the period		(306,610)	(287,804)	(957,370)	(622,945)
Other comprehensive income (loss):					
Foreign currency translation		(301,301)	17,745	(299,397)	2,664
Comprehensive loss		(607,911)	(270,059)	(1,256,767)	(620,281)
Loss per share		(0.00)	(0.00)	(0.00)	(0.00)
Weighted average number of common shares – basic and diluted		168,731,713	157,558,520	168,731,713	158,394,570

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Ultra Lithium Inc.

(Formerly Ultra Resources Inc.)

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Unaudited - Expressed in Canadian Dollars)

	Share Capital			Reserves			Total shareholder's equity		
	Note	Common shares	Amount	Share subscriptions	Equity reserve	Foreign currency translation		Total	Deficit
		#	\$	\$	\$	\$		\$	\$
Balance, October 31, 2021		107,462,928	17,149,858	247,300	1,128,618	111,192	1,239,810	(15,606,777)	3,030,191
Private placement		34,170,421	5,851,399	(247,300)	-	-	-	-	5,604,099
Shares issued for property acquisition		23,000,000	4,140,000	-	-	-	-	-	4,140,000
Shares issuance cost		-	(825,338)	-	107,124	-	107,124	-	(718,214)
Warrants exercised		1,929,586	389,034	-	-	-	-	-	389,034
Options exercised		12,500	2,563	-	-	-	-	-	2,563
Flow-through premium liability		-	(168,377)	-	-	-	-	-	(168,377)
Comprehensive loss for the period		-	-	-	-	2,664	2,664	(622,945)	(620,281)
Balance, July 31, 2022 (restated, Note 3)		166,575,435	26,539,139	-	1,235,742	113,856	1,349,598	(16,229,722)	11,659,015
Balance, October 31, 2022		168,731,713	26,679,432	-	2,126,215	540,824	2,667,039	(17,316,427)	12,030,044
Comprehensive loss for the period		-	-	-	-	(299,397)	(299,397)	(957,370)	(1,256,767)
Balance, July 31, 2023		168,731,713	26,679,432	-	2,126,215	241,427	2,367,642	(18,273,797)	10,773,277

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Ultra Lithium Inc.

(Formerly Ultra Resources Inc.)

Condensed Interim Consolidated Statements of Cash Flows

(Unaudited - Expressed in Canadian Dollars)

For the nine months ended July 31,

	2023	2022
		Restated (Note 3)
Operations:		
Loss for the period	\$ (957,370)	\$ (622,945)
Items not involving cash:		
Foreign exchange gain	(38,165)	14,064
Interest expense	21,844	-
Settlement of flow-through premium liability	(5,187)	-
Changes in non-cash working capital items:		
Amounts receivable	(103,987)	(606,628)
Prepaid expenses and deposits	127,665	(71,281)
Trade payables and accrued liabilities	195,657	196,726
	<u>(759,543)</u>	<u>(1,090,064)</u>
Financing:		
Shares issued for cash	-	9,744,099
Share issuance cost	-	(677,082)
Warrant and options exercised	-	391,597
Proceeds from loan	1,018,077	-
	<u>1,018,077</u>	<u>9,458,614</u>
Investing:		
Exploration and evaluation assets	(4,145,743)	(4,194,118)
Advance payable	(5,000,000)	5,000,000
	<u>(9,145,743)</u>	<u>805,882</u>
Change in cash and cash equivalents	(8,887,209)	9,174,432
Effects of foreign exchange translation on cash and cash equivalents	(5,886)	(14,064)
Cash and cash equivalents, beginning of period	8,958,944	483,881
Cash and cash equivalents, end of period	<u>65,849</u>	<u>9,644,249</u>
Supplementary information:		
Exploration and evaluation assets in trade payables and accrued liabilities	711,184	226,963
Shares issued for subscriptions received in prior year	-	247,300
Finders' fee warrants issued	-	107,124
Flow-through share premium liability recognized	-	168,377
Cash and cash equivalents consist of:		
Cash	65,849	2,589,249
Guaranteed investment certificates	-	2,055,000
Short-term investment	-	5,000,000
	<u>65,849</u>	<u>9,644,249</u>

Ultra Lithium Inc. (Formerly Ultra Resources Inc.)

Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited - Expressed in Canadian Dollars)

For the three and nine months ended July 31, 2023

NOTE 1 – NATURE AND CONTINUANCE OF OPERATIONS AND GOING CONCERN

Ultra Lithium Inc. (the “Company”) (formerly Ultra Resources Inc.) was incorporated on November 27, 2004 under the Business Corporations Act of British Columbia and is engaged in the acquisition, exploration and evaluation of exploration and evaluation assets. On January 21, 2022, the Company changed its name to Ultra Lithium Inc. The Company’s common shares are listed for trading on Tier 2 of the TSX Venture Exchange (the “Exchange”) under the symbol “ULT”. The head office and principal address of the Company are located at 2735 Carolina Street, Vancouver, BC, Canada, V5T 3T3. The Company’s records office and registered office address is located at Suite 1120 - 789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2.

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The Company’s ability to continue as a going concern and the recoverability of the amounts shown for exploration and evaluation assets are dependent upon the ability of the Company to raise additional financing in order to complete the exploration and development of its resource properties, the discovery of economically recoverable reserves and upon future profitable production or proceeds from disposition of the Company’s exploration and evaluation assets. As a resource company in the exploration stage, the ability of the Company to complete its acquisition, exploration and development will be affected principally by its ability to raise adequate amounts of capital through equity financings, debt financings, joint venturing of projects and other means.

These condensed interim consolidated financial statements have been prepared on a basis of accounting principles applicable to a going concern which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has a history of losses with no operating revenue other than interest income and had a working capital deficit of \$1,674,966 as at July 31, 2023 (working capital as of October 31, 2022 - \$3,366,142) and accumulated deficit of \$18,273,797 (October 31, 2022 - \$17,316,427) and expects to incur further losses in the development of its business. The Company requires additional financing in order to fund working capital requirements and operations for the upcoming fiscal year. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be available on acceptable terms. These material uncertainties may cast significant doubt on the entity’s ability to continue as a going concern.

During the year, there was a continued global outbreak of COVID-19 (“Coronavirus”), which has had a significant impact on businesses through the restrictions put in place by the Canadian, United States and Argentina governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the Coronavirus outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by the governments to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may continue to cause supply chain disruptions, staff shortages and increased government regulations, all of which may negatively impact the Company’s business and financial conditions.

These condensed interim consolidated financial statements do not reflect any adjustments, which could be material, to the carrying values of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The condensed interim consolidated financial statements were authorized for issue on September 29, 2023, by the Directors of the Company. The accounting policies have been applied consistently to all years presented in these consolidated financial statements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of presentation and consolidation

These condensed interim consolidated financial statements are unaudited and have been prepared in accordance with IAS 34 ‘Interim Financial Reporting’ (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These interim financial statements should be read in conjunction with the audited financial statements for the year ended October 31, 2022, which have been prepared in accordance with IFRS.

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Ultra Lithium (USA) Inc. (“ULI USA”), Ultra Argentina S.R.L. (“UAL”) Ultra Minerals S.A. (“ULM”), and North Canada Lithium Corp. (“NCLC”). All intercompany balances and transactions are eliminated on consolidation.

On April 11, 2022, the Company incorporated NCLC to act as a holding company for the Georgia Lake and Forgan Lake properties.

The preparation of the Company’s condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, apart from those requiring estimates, in applying accounting policies. The most significant judgments applying to the Company’s financial statements include:

- the determination of the element of costs recorded as exploration and evaluation assets and determination of reclamation obligations;
- the classification of financial instruments; and
- the determination of the functional currency of the parent company and its subsidiaries.

(b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the Company’s consolidated entities are measured using the currency of the primary economic environment in which the entity operates.

The consolidated financial statements are presented in Canadian dollars which is the functional currency of the Company. The functional currency of ULI USA and UAL is the US dollar, and the functional currency of NCLC is the Canadian dollar.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of transaction. Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are included in profit or loss.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Foreign currency translation (continued)

(iii) Consolidated entities

The results and financial position of consolidated entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Shareholder's equity is translated at historical rates of exchange at the reporting date;
- Assets and liabilities are translated at the closing rate at the reporting date;
- Income and expenses are translated at average exchange rates for the year; and
- All resulting exchange differences are recognized in other comprehensive income as cumulative translation adjustments.

(c) Use of estimates and judgments

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the year in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting years include the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, provisions for restoration and environmental obligations and contingent liabilities.

(i) Share-based payments

Share-based payments, as measured with respect to stock options granted and finders warrants issued and re-priced, are estimated by reference to the Black-Scholes pricing model; a detailed discussion of management's estimates with respect to the pricing model is found in Note 8.

(ii) Recoverability of exploration and evaluation assets

Recorded costs of exploration and evaluation assets and deferred exploration and evaluation costs are not intended to reflect present or future values of these properties. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge, that change in future conditions could require a material change in the recognized amount. Management is required, at each reporting date, to review its exploration and evaluation assets for signs of impairment. This is highly subjective process taking into consideration exploration results, metal prices, economics, financing prospects and sale or option prospects. Management makes these judgements based on information available, but there is no certainty that a property is or is not impaired. Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Use of estimates and judgments (continued)

(iii) Going concern

These consolidated financial statements have been prepared on a going concern basis. Management has applied judgment in the assessment of the Company's ability to continue as a going concern, considering all available information, and concluded that the going concern assumption is appropriate for a period of at least twelve months following the end of the reporting period. Given the judgment involved, actual results may lead to a materiality different outcome.

(iv) Deferred income tax amounts

The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry forwards. Changes in these assumptions could significantly affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

(v) Functional currency

The determination of the functional currency of the Company and its subsidiaries requires judgment in assessing the primary economic environment in which each of the entities operate in.

(vi) Control

The Company uses judgement when assessing if the Company controls an investee, which includes the assessment of whether it holds power over the relevant activities, is exposed to variable returns and has the ability to use that power to affect those variable returns.

NOTE 3 – RESTATEMENT OF COMPARATIVE FIGURES

The Company has restated the statements of comprehensive (loss) and income and statements of equity to reflect year ended October 31, 2022 adjusting journal entry which was applicable to the three and nine months ended July 31, 2022. On April 12, 2022, the Company entered into a Purchase and Sale and Joint Venture Agreement (the "Agreement") Yahua to sell 60% interest in the Company's subsidiary, NCLC. On October 14, 2022, the Company and Yahua mutually agreed to terminate the Agreement. Refer to Note 7 for the details of transaction. During the period from the closing date of the Agreement to the termination date, the Company concluded that control of NCLC was retained, recognizing Yahua's 60% interest in NCLC as a non-controlling interest that has been reacquired as of October 31, 2022.

As a result of termination, the Company restated the financial statements for the period ended July 31, 2022, reversing the \$4,280,322 gain on sale of NCLC recorded in the profit and loss. There is no net impact on the financial position, net loss, cash flows or loss per share in the audited financial statements for the year ended October 31, 2022 as a result of a restatement.

The restatement of the comparative figures is based on an adjustment to reverse the gain on sale of NCLC of \$4,280,322 in the statement of comprehensive (loss) and income, resulting in net loss for the three and nine months of \$287,804 and \$622,945, respectively. In addition, because of the reversal, advance payable increased to \$5,000,000, investment in associate and due from related party decreased to \$nil, exploration and evaluation assets increased by \$1,706,725. This increased accumulated deficit to \$16,229,722 from \$11,949,400. Basic and diluted EPS for the three and nine months ended July 31, 2022 changed from income of \$0.03 and \$0.02, respectively, to a loss of \$0.00.

Ultra Lithium Inc. (Formerly Ultra Resources Inc.)

Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited - Expressed in Canadian Dollars)

For the three and nine months ended July 31, 2023

NOTE 4 – AMOUNTS RECEIVABLE

As at July 31, 2023, amounts receivable is comprised of GST receivable of \$412,626 (October 31, 2022 - \$289,961), interest receivable of \$nil (October 31, 2022 - \$18,723), and other receivable of \$629 (October 31, 2022 - \$584).

NOTE 5 – EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets are comprised of:

	Georgia Lake, Ontario	Forgan Lake, Ontario	Laguna Verde, Antofagasta, Argentina	La Rioja, Argentina	La Borita, Argentina	Antigua, Argentina	Cordoba, Argentina	Salta, Argentina	Big Smoky Valley, Nevada	Total
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance, October 31, 2021	214,925	359,868	1,615,663	420,149	-	-	-	-	-	2,610,605
Acquisition costs	-	150,000	299,728	-	130,625	-	-	-	-	580,353
Exploration and evaluation expenditures	899,572	1,451,560	3,085,386	116,155	11,478	-	-	-	36,829	5,600,980
Cost recovery (Note 5)	-	(200,000)	-	-	-	-	-	-	-	(200,000)
Foreign exchange	-	-	282,837	26,082	8,554	-	-	-	2,217	319,690
Subtotal	899,572	1,401,560	3,667,951	142,237	150,657	-	-	-	39,046	6,301,023
Balance, October 31, 2022	1,114,497	1,761,428	5,283,614	562,386	150,657	-	-	-	39,046	8,911,628
Acquisition costs	-	-	672,984	-	-	67,298	39,626	-	-	779,908
Exploration and evaluation expenditures	39,155	982,305	2,106,769	117,064	391	10,005	5,093	4,697	11,625	3,277,104
Foreign exchange	-	-	(243,556)	(20,523)	(4,562)	(2,335)	(1,351)	(142)	(202)	(272,671)
Subtotal	39,155	982,305	2,536,197	96,541	(4,171)	74,968	43,368	4,555	11,423	3,784,341
Balance, July 31, 2023	1,153,652	2,743,733	7,819,811	658,927	146,486	74,968	43,368	4,555	50,469	12,695,969

Ultra Lithium Inc. (Formerly Ultra Resources Inc.)

Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited - Expressed in Canadian Dollars)

For the three and nine months ended July 31, 2023

NOTE 5 – EXPLORATION AND EVALUATION ASSETS (continued)

Exploration and evaluation costs were as follows:

	Georgia Lake, Ontario	Forgan Lake, Ontario	Laguna Verde, Antofagasta, Argentina	La Rioja, Argentina	La Borita, Argentina	Antigua, Argentina	Cordoba, Argentina	Salta, Argentina	Big Smoky Valley, Nevada	Total
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
For the year ended October 31, 2022										
Drilling	580,126	948,123	1,844,008	150	-	-	-	-	-	3,372,407
Exploration expense	115,455	186,873	329,155	23,065	5,689	-	-	-	-	660,237
Geology and geophysics	138,760	216,070	134,535	16,906	5,600	-	-	-	-	511,871
Licenses, permits, claim fees and taxes	-	1,740	46,989	7,092	-	-	-	-	36,829	92,650
Local office and administration	13,125	8,125	363,250	41,432	189	-	-	-	-	426,121
Travel, transport, and storage	52,106	90,629	367,449	27,510	-	-	-	-	-	537,694
Total	899,572	1,451,560	3,085,386	116,155	11,478	-	-	-	36,829	5,600,980
For the period ended July 31, 2023										
Assays and laboratory	-	44,075	17,494	169	-	309	-	-	-	62,047
Drilling	-	304,441	679,384	20,190	-	-	-	-	-	1,004,015
Exploration expense	6,503	195,710	956,990	36,379	391	-	1,612	3,910	-	1,201,495
Geology and geophysics	28,180	210,880	36,512	27,700	-	2,203	-	-	-	305,475
Licenses, permits, claim fees and taxes	-	140,616	5,307	985	-	-	-	747	11,625	159,280
Local office and administration	4,472	18,294	66,861	10,577	-	-	243	7	-	100,454
Travel, transport, and storage	-	68,289	344,221	21,064	-	7,493	3,238	33	-	444,338
Total	39,155	982,305	2,106,769	117,064	391	10,005	5,093	4,697	11,625	3,277,104

NOTE 5 – EXPLORATION AND EVALUATION ASSETS (continued)

(a) Georgia Lake Property, Ontario

The Company holds certain claims staked in Ontario.

(b) Forgan Lake Property, Ontario

On September 4, 2018, the Company entered into a purchase agreement with International Lithium Corp. (“ILC”) to acquire a 100% interest in the Forgan Lake Lithium property for a consideration of \$200,000 (\$191,000 as per the amendment agreement dated October 17, 2019) in cash and shares over the period of two years: \$25,000 in cash (paid) and \$25,000 in shares on signing (issued), \$37,500 in cash and \$37,500 in shares on the first anniversary (\$66,000 in cash paid on the first anniversary as per the amendment agreement dated October 17, 2019), and \$37,500 in cash and \$37,500 in shares on the second anniversary of the agreement date (paid and issued).

On April 6, 2022, the Company entered into an amended agreement with ILC for the purchase of Forgan Lake property. Pursuant to the terms of the amendment agreement, the Company earned 100% interest in the property by paying \$150,000 to ILC in lieu of the requirement of \$500,000 exploration expenditures on the property. The property is located in the Thunder Bay Mining District in Northwestern Ontario, Canada, and is subject to 1.5% NSR with an option for the Company to purchase 1% NSR for \$1,000,000.

(c) Laguna Verde, Antofagasta, Argentina

On June 28, 2019, the Company entered into an option agreement to acquire a 100% interest in one lithium brine property located in the Antofagasta region, Province of Catamarca in Argentina. Under the terms of agreement, the Company will pay \$500,000 USD in five equal bi-annual payments to acquire a 100% rights to the property. The property is subject to a 2.5% royalty. As of July 31, 2023, the Company has paid \$450,000 USD in connection with the option agreement. Subsequent to July 31, 2023, the Company paid the remaining \$50,000 USD.

On June 16, 2022, the Company entered into a definitive agreement with Zangge Mining Investment (Chengdu) Co. Ltd. (“Zangge”) wherein Zangge will, in staged payments, pay US\$10 million to Ultra Lithium and invest US\$40 million in the Laguna Verde Project as work expenditures for a 65% stake in UAL that holds the title to the Laguna Verde Property. In November of 2022, Zangge received an order from the Government of Canada to divest its interest in UAL. Accordingly, the Company and Zangge have mutually agreed to terminate the definitive agreement with respect to the Laguna Verde property.

On September 8, 2022, the Company entered into a purchase agreement to acquire 100% interest in three mining concessions located in the Antofagasta region. Under the terms of agreement, the Company may acquire a 100% interest in the concessions by paying \$100,000 USD upon signing of the agreement (paid), a second payment of \$450,000 USD on December 24, 2022 (paid), and the final payment of \$450,000 on June 24, 2023. The property is subject to a 2.5% royalty.

The Laguna Verde project also consists certain claims staked in Archivarca, Argentina.

(d) La Rioja, Argentina

The Company holds certain claims (the “ULTRA” claims) staked in La Rioja, Argentina. On June 24, 2019, the Company acquired thirteen gold mining licenses in Chepes Area, La Rioja Province, Argentina (the “Chepes licences”). The Company will pay the vendor 10% of the profit from any future production from the Chepes licences. The Company also agreed to pay the vendor 5% of the profit from any future production from its ULTRA claims which are in the vicinity of the newly acquired Chepes licences.

Ultra Lithium Inc. (Formerly Ultra Resources Inc.)

Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited - Expressed in Canadian Dollars)

For the three and nine months ended July 31, 2023

NOTE 5 – EXPLORATION AND EVALUATION ASSETS (continued)

(e) La Borita, Argentina

In February 2022, the Company entered into a purchase agreement to obtain 100% of the La Borita mining concessions. The purchase consideration amounted to 300,000 USD payable in six instalments over the period of two years. As of July 31, 2023, the Company has paid \$100,000 USD in instalments as the purchase consideration. Subsequent to July 31, 2023, the Company paid \$100,000 USD in instalments as the purchase consideration.

(f) Antigua, Argentina

On November 2, 2022, the Company entered into a purchase agreement to acquire the Antigua property located in La Rioja, Argentina. As consideration for the mining rights, the Company agreed to make payments in the amount of \$20,000 USD on the date of signing of the agreement, and \$45,000 USD payable in three (3) equal instalments on December 1, 2022, January 1, 2023 and February 1, 2023. The property is subject to a 1% royalty. As of July 31, 2023, amounts totalling \$50,000 USD have been advanced related to this purchase agreement.

(g) Cordoba, Argentina

The Company holds certain claims stakes in Cordoba, Argentina.

(h) Salta, Argentina

The Company holds certain claims stakes in Salta, Argentina.

(i) Big Smoky Valley, Nevada

During the period ended July 31, 2023, the Company incurred additional exploration expenses in relation to certain claims staked in Big Smoky Valley, Nevada.

NOTE 6 – SALE OF NCLC

On April 12, 2022, the Company entered into a Purchase and Sale and Joint Venture Agreement (the "Agreement") Ya Hua International Investment and Development Co., Limited, ("Yahua") to sell 60% interest in the Company's subsidiary, NCLC, which holds title to the Company's Georgia Lake and Forgan Lake properties for proceeds of \$5,000,000. As per the terms of the Agreement, Yahua agreed to contribute \$3,000,000 towards exploration expenditures (\$200,000 received) and the Company assumed the responsibility managing the exploration and development activities.

In May 2022, the Company received the purchase consideration of \$5,000,000.

On October 14, 2022, the Company and Yahua mutually agreed to terminate the Agreement. As part of the terms of the termination, the Company is to repay the \$5,000,000 purchase price to Yahua, in exchange for reacquiring 100% ownership in NCLC. The \$200,000 of funds advanced to date for the ongoing exploration and evaluation of the properties is not required to be repaid by the Company. Repayments are to be made in accordance with the following schedule:

- (i) \$1,000,000 on November 14, 2022 (paid);
- (ii) \$2,000,000 on December 14, 2022 (paid); and,
- (iii) \$2,000,000 on January 14, 2023 (paid).

During the period from the closing date of the Agreement to the termination date, the Company concluded that control of NCLC was retained, recognizing Yahua's 60% interest in NCLC as a non-controlling interest that has been reacquired as of October 31, 2022.

NOTE 7 – LOAN PAYABLE

On May 12, 2023, the Company received a secured demand loan of AUD \$1,130,000 that bears interest at 10% per annum. The loan is payable in shares until June 30, 2024, and either in shares or cash after that date.

The number of shares that are issuable upon conversion of the demand loan is calculated at a variable price based on the ratio of the Company's share price on the date of the loan and Company's share price on the date of notice of exercise, subject to TSXV policies. The Company determined that the conversion feature of the demand loan does not meet the definition of an equity instrument and therefore, no equity component was recognized in the financial statements. The loan was accounted for at fair value through profit and loss. The loan is secured by a general security agreement.

As at July 31, 2023 the carrying amount of the loan is \$1,022,798 (October 31, 2022 - \$nil), which includes interest accrued and unpaid. Interest expense recognized during the three and nine months ended July 31, 2023 is \$21,844 and \$21,844 (2022 - \$nil and \$nil).

NOTE 8 – SHARE CAPITAL AND RESERVES

(a) Authorized

Unlimited number of voting common shares without par value.

(b) Issued Share Capital

At July 31, 2023, there were 168,731,713 issued and fully paid common shares (October 31, 2022 – 168,731,713).

(c) Share Issuances

During the year ended October 31, 2022, the Company issued 1,929,586 common shares at prices ranging from \$0.20 to \$0.25 per share pursuant to exercise of warrants for proceeds of \$389,034. On exercise, the fair value of warrants totaling \$70,876 was transferred from reserves to share capital.

During the year ended October 31, 2022, the Company issued 12,500 common shares at \$0.205 per share pursuant to exercise of options for proceeds of \$2,563. On exercise, the fair value of options totaling \$2,530 was transferred from reserves to share capital.

On October 7, 2022, the Company issued 2,156,278 non flow-through units at \$0.15 per unit pursuant to a private placement for total proceeds of \$323,442. Each unit consists of one common share of the Company and one half of one warrant. Each warrant will entitle the holder thereof to purchase one common share of the Company for a period of twenty four (24) months. Each warrant is exercisable at a price of \$0.25 per share for the first twelve (12) months and at \$0.35 thereafter. A value of \$118,595 was attributed to the warrants' component of the units on the residual value method. Finder's fees of \$11,216 were paid and 58,995 finders' warrants were issued in connection with the private placement, maturing twenty four (24) months from the date of issuance and exercisable at a price of \$0.25 in the first twelve (12) months, and at \$0.35 thereafter. The finders' fee warrants have a value of \$1,269 calculated using the Black-Scholes option pricing model with an expected volatility of 97.55%, expected dividend yield of 0%, expected term of 2 year, share price of \$0.095, and a risk-free interest rate of 3.99%.

NOTE 8 – SHARE CAPITAL AND RESERVES (continued)

(c) Share Issuances (continued)

On June 15, 2022, the Company issued 4,220,000 flow-through units at \$0.25 per unit pursuant to a private placement for total proceeds of \$1,055,000 and 83,829 non-flow-through units at a price of \$0.235 per unit (each, a “NFT Unit”) for gross proceeds of \$19,700. Each FT Unit consists of one (1) common share of the Company issued as a “flow-through share” (each, a “FT Share”), and one half of one common share purchase warrant (each whole warrant, a “Warrant”). Each NFT Unit consists of one common share of the Company (each, a “NFT Share”) and one half of one Warrant. Each Warrant will entitle the holder thereof to purchase one common share of the Company at a price of \$0.30 per share for a period of twelve (12) months from their date of issue. A value of \$129,115 was attributed to the warrants’ component of the units on the residual value method.

There was a flow-through premium of \$0.015 per share or \$63,300 which was recorded as a flow-through share premium liability which was recognized in other income as flow-through expenditures were incurred.

In connection with the private placement closed on June 15, 2022, the Company paid finder’s fees of \$78,888 and issued 298,468 finder’s warrants, each exercisable into a common share of the Company at a price of \$0.30 for a period of twelve (12) months from their date of issue. The finders’ fee warrants have a value of \$14,679 calculated using the Black-Scholes option pricing model with an expected volatility of 86.80%, expected dividend yield of 0%, expected term of 1 year, share price of \$0.21, and a risk-free interest rate of 3.30%.

On May 24, 2022, the Company issued 24,610,000 units (each, a “Unit”) at \$0.18 per share pursuant to a private placement for the total proceeds of \$4,429,800. Each Unit is comprised of one common share of the Company and one half of one common share purchase warrant (each whole warrant, a “Warrant”), each Warrant will entitle the holder thereof to purchase one common share of the Company at a price of \$0.25 for a period of 12 months. No value was attributed to the warrant component of the unit. The Company paid finder fees of \$68,593, issued 102,100 finder’s warrants, and issued 1,610,000 finders’ fee units. Each finder fee unit is comprised of one common share of the Company and one half of one common share purchase warrant, each Finder’s warrant and each whole warrant comprised in the finders’ fee unit will entitle the holder to purchase one common share of the Company at a price of \$0.25 per a period of twelve (12) months from their date of issue. The finders’ fee warrants have a value of \$8,129 calculated using the Black-Scholes option pricing model with an expected volatility of 94.71%, expected dividend yield of 0%, expected term of 1 year, share price of \$0.23, and a risk-free interest rate of 2.54%.

On April 28, 2022, the Company closed a tranche of a non-brokered private placement comprising of 3,167,778 units of the Company (each, a “Unit”) at a price of \$0.18 per Unit for gross proceeds of \$570,200 from the sale of Units. Each Unit consists of one (1) common share of the Company, and one half of one common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will entitle the holder thereof to purchase one common share of the Company at a price of \$0.25 per share for a period of twelve (12) months from their date of issue. No value was attributed to the warrant component of the unit. The Company paid finder’s fees of \$35,891 and issued 190,478 finder’s warrants in connection with the private placement, each exercisable into a common share of the Company at a price of \$0.25 for a period of twelve (12) months from their date of issue. The finders’ fee warrants have a value of \$23,255 calculated using the Black-Scholes option pricing model with an expected volatility of 79.37%, expected dividend yield of 0%, expected term of 1 year, share price of \$0.31, and a risk-free interest rate of 2.44%.

On December 7, 2021, the Company closed a tranche of a non-brokered private placement comprising of 7,005,147 flow-through units of the Company (each, a “FT Unit”) at a price of \$0.165 per FT Unit for gross proceeds of \$1,155,849 from the sale of FT Units, and 16,473,667 non-flow-through units of the Company (each, an “NFT Unit”) at a price of \$0.15 per NFT Unit for gross proceeds of \$2,471,050 from the sale of NFT Units. Each FT Unit consists of one (1) common share of the Company issued as a “flow-through share” (each, a “FT Share”), and one half of one common share purchase warrant (each whole warrant, a “Warrant”). Each NFT Unit consists of one common share of the Company (each, a “NFT Share”) and one half of one Warrant. Each Warrant will entitle the holder thereof to purchase one common share of the Company at a price of \$0.25 per share for a period of twelve (12) months from their date of issue.

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NOTE 8 – SHARE CAPITAL AND RESERVES (continued)

(c) Share Issuances (continued)

No value was attributed to the warrants' component of the units. There was a flow-through premium of \$0.015 per flow-through unit or \$105,077 which was recorded as a flow-through share premium liability which was recognized in other income as flow-through expenditures were incurred.

In connection with the private placement closed on December 7, 2021, the Company paid finder's fees of \$241,402 and issued 660,227 finder's warrants. Each finder's warrant will entitle the holder thereof to purchase one common share of the Company at an exercise price of \$0.25 for a period of twelve (12) months from the date of issuance. The finders fee warrants have a value of \$61,061 calculated using the Black-Scholes option pricing model with an expected volatility of 121.09%, expected dividend yield of 0%, expected term of 1 year, share price of \$0.22, and a risk-free interest rate of 0.93%.

(d) Warrants

Each whole warrant entitles the holder to purchase one common share of the Company. A summary of the status of the warrants outstanding follows:

	Warrants	Weighted Average Exercise Price
	#	\$
Balance, October 31, 2021	6,151,203	0.20
Issued	31,778,722	0.25
Exercised	(1,929,586)	0.20
Expired	(4,283,950)	0.20
Balance, October 31, 2022	31,716,389	0.25
Expired	(30,579,254)	0.25
Balance, July 31, 2023	1,137,135	0.35

The following table summarizes the warrants outstanding as at July 31, 2023:

Warrants	Exercise Price	Expiry Date	Weighted Average Remaining Contractual Life
#	\$		
1,137,135	0.35	October 7, 2024	1.19
1,137,135			1.19

(e) Stock Options

The Company adopted a stock option plan whereby the Company may from time to time in accordance with the Exchange requirements grant to directors, officers, employees and consultants options to purchase common shares of the Company provided that the number of options granted, including all options granted by the Company to date, does not exceed 10% of the Company's common shares issued and outstanding at the time of granting stock options. Options granted under the Option Plan can have a maximum exercise term of 10 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

On October 11, 2022, the Company granted 7,762,500 stock options to employees, directors and consultants pursuant to the Company's Stock Option Plan. The options have an exercise price of \$0.10 per share, an expiry date of October 11, 2027 and vested immediately on the date of grant. The options were valued at \$714,900, calculated using the Black-Scholes option pricing model with an expected volatility of 153.54%, share price of \$0.10, expected dividend yield of 0%, expected term of 5 years, and a risk-free interest rate of 3.62%.

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NOTE 8 – SHARE CAPITAL AND RESERVES (continued)

(e) Options (continued)

A summary of the status of the options outstanding follows:

	Options #	Weighted Average Exercise Price \$
Balance, October 31, 2021	6,435,000	0.17
Granted	7,762,500	0.10
Exercised	(12,500)	0.21
Expired	(2,150,000)	0.19
Balance, October 31, 2022	12,035,000	0.12
Expired	(2,772,500)	0.14
Balance, July 31, 2023	9,262,500	0.11

The following table summarizes the options outstanding and exercisable as at July 31, 2023:

Shares #	Exercise Price Per Share \$	Expiry Date	Exercisable #	Weighted Average Remaining Contractual Life
810,000	0.19	June 4, 2024	810,000	0.85
2,190,000	0.13	March 8, 2026	2,190,000	2.61
6,262,500	0.10	October 11, 2027	6,262,500	4.20
9,262,500			9,262,500	3.53

NOTE 9 – RELATED PARTY TRANSACTIONS

(a) Related party transactions

During the three and nine months ended July 31, 2023 and 2022, the Company incurred the following transactions with a company controlled by the VP exploration:

	Three months ended July 31		Nine months ended July 31	
	2023	2022	2023	2022
	\$	\$	\$	\$
Geological fees	36,000	19,500	108,000	58,500
	36,000	19,500	108,000	58,500

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NOTE 9 – RELATED PARTY TRANSACTIONS (continued)

(b) Compensation of key management personnel

The remuneration of directors and other members of key management personnel were as follows:

	Three months ended		Nine months ended	
	July 31		July 31	
	2023	2022	2023	2022
	\$	\$	\$	\$
Short-term benefits ⁽¹⁾	142,500	97,500	427,500	202,500
	142,500	97,500	427,500	202,500

⁽¹⁾ Short-term benefits include management fees paid directly to key management and accounting fees paid to a company controlled by the CFO.

(c) Related party balances

Included in prepaid expenses and deposits are \$333 paid to the CFO (October 31, 2022 - \$363) for expenses.

Included in the trade payables and accrued liabilities is \$90,937 (October 31, 2022 - \$36,523) due to the related parties.

NOTE 10 – SEGMENTED INFORMATION

The Company operated in the following geographic segments as at:

	Canada	United States	Argentina	Total
	\$		\$	\$
Exploration and evaluation assets				
July 31, 2023	3,897,384	50,469	8,748,116	12,695,969
October 31, 2022	2,875,925	39,046	5,996,657	8,911,628

NOTE 11 - FINANCIAL RISK EXPOSURE AND RISK MANAGEMENT

(a) Fair Value of Financial Instruments

The carrying values of cash and cash equivalents, amounts receivable, exclusive of sales tax recoverable, trade payables and accrued liabilities, advances payable and loan payable approximate their fair values because of their short-term nature.

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement.

The three levels of hierarchy are:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and
- Level 3 - Inputs for the asset or liability that are not based on observable market data.

NOTE 11 - FINANCIAL RISK EXPOSURE AND RISK MANAGEMENT (continued)

(b) Financial Instruments Risk

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The Board approves and monitors the risk management processes:

(i) Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company is subject to credit risk on the cash and cash equivalents and amounts receivable. The risk to the Company is managed as its investments are with Schedule 1 banks or equivalent, with the majority of its cash held in Canadian based banking institutions, authorized under the Bank Act to accept deposits, which may be eligible for deposit insurance provided by the Canadian Deposit Insurance Corporation. Cash in Argentina is held at Tier 1 banking institutions. The credit risk from amounts receivable is also minimal as at July 31, 2023, as it consists primarily of GST.

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due. As at July 31, 2023, the Company had a cash and cash equivalents balance of \$65,849 to settle current liabilities of \$2,259,899 that are considered short term. Management believes that the Company will be able to obtain financing as required to meet its obligations and commitments for fiscal 2023.

(iii) Market Risk

a) Currency Risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company has subsidiaries in the United States, Argentina, and the Republic of Serbia and holds cash in Canadian dollars, United States dollars, Argentina pesos, and Serbian Dinar currencies in line with forecasted expenditures. In addition, the Company's loan payable is denominated in Australian dollars. The Company's main risk is associated with fluctuations in the US dollar, Argentina pesos, Serbian Dinar and Australian dollars. Assets and liabilities are translated based on the foreign currency translation policy described in Note 2.

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NOTE 11 - FINANCIAL RISK EXPOSURE AND RISK MANAGEMENT (continued)

The Canadian dollar equivalent of the Company's net exposure to the US dollar, Argentina pesos, and Serbian Dinar on financial instruments is as follows:

	July 31, 2023	October 31, 2022
	\$	\$
US dollar:		
Cash	72	832
Trade payable and accrued liabilities	(500)	(507)
Net US dollar	(428)	325
Argentina pesos:		
Cash	6,022	36,601
Trade payable and accrued liabilities	(34,628)	-
Net Argentina pesos	(28,606)	36,601
Serbian Dinar:		
Amounts receivable	629	584
Trade payable and accrued liabilities	(43,817)	(40,674)
Net Serbian Dinar	(43,188)	(40,090)
Australian dollar:		
Loan payable	(1,022,798)	-
Net Australian dollar	(1,022,798)	-

The Company has determined that an effect of a 10% increase or decrease in the US dollar, Argentina pesos, Serbian Dinar and Australian dollar against the Canadian dollar on financial assets and liabilities, as at July 31, 2023, denominated in US dollars, Argentina pesos, Serbian Dinar and Australian dollar would result in an increase or decrease of approximately \$95,057 to net loss for the period ended July 31, 2023. At July 31, 2023, the Company had no hedging agreements in place with respect to foreign exchange rates. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

b) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The interest on cash and cash equivalents is typical of Canadian banking rates, which are at present low, however, the conservative investment strategy mitigates the risk of deterioration to the investment. The Company is not exposed to interest rate risk as its loan payable is at a fixed rate of 10%.

c) Commodity Price Risk

Commodity price risk is the risk of financial loss resulting from movements in the price of the Company's commodity inputs and outputs. The Company's risk relates primarily to the expected output to be produced at its exploration and evaluation assets described in Note 5 of which production is not expected in the near future.

During the period ended July 31, 2023, there were no changes to the Company's risk exposure or to the Company's policies for risk management.

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NOTE 12 – CAPITAL MANAGEMENT

The Company's objectives when managing capital are to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern and maintain adequate levels of funds to support the acquisition, exploration and development of exploration and evaluation assets such that it can continue to provide returns to shareholders and benefits for other stakeholders.

The Company considers the items included in shareholders' equity as capital. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the Company's underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares or sell assets to settle liabilities. The Company has no long-term debt and is not subject to externally imposed capital requirements.

The properties in which the Company currently has an interest in are in the exploration stage, as such, the Company does not recognize revenue from its exploration properties. The Company's historical sources of capital have consisted of the sale of equity securities, loans, and advances from related parties. In order for the Company to carry out planned exploration and development and pay for administrative costs, the Company will spend its working capital and expects to raise additional amounts externally as needed.

There were no changes in the Company's management of capital during the period ended July 31, 2023.

NOTE 13 – SUBSEQUENT EVENTS

- In August 2023, the Company closed a non-brokered private placement comprised of 18,181,818 units at a price of \$0.055 per unit for gross proceeds of \$1,000,000. Each Unit is comprised of one common share of the Company and one half of one common share purchase warrant. Each whole Warrant entitles the holder thereof to purchase one common share of the Company at \$0.11 in the first twelve months following issuance and at \$0.25 in the second twelve months following issuance. In connection with a portion of the Private Placement the Company paid cash finder's fees of \$30,000 and issued 545,455 finder's shares to a finder.
- In September 2023, the Company closed a non-brokered private placement comprised of 3,636,364 units at a price of \$0.055 per unit for gross proceeds of \$200,000. Each Unit is comprised of one common share of the Company and one half of one common share purchase warrant. Each whole Warrant entitles the holder thereof to purchase one common share of the Company at \$0.11 in the first twelve months following issuance and at \$0.25 in the second twelve months following issuance. The net proceeds from the sale of Units will be used for general working capital purposes.
- The Company paid the remaining \$50,000 USD pursuant to the Laguna Verde, Antofagasta option agreement. (Note 5c)
- The Company paid a \$100,000 USD instalments pursuant to the La Borita purchase agreement. (Note 5e)