



GAMBIER GOLD CORP.

CONSOLIDATED FINANCIAL STATEMENTS

For the years ended March 31, 2022 and 2021

GAMBIER GOLD CORP.

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Independent Auditor's Report

To the Shareholders of Gambier Gold Corp.

Opinion

We have audited the consolidated financial statements of Gambier Gold Corp. (the "Group"), which comprise the consolidated statements of financial position as at March 31, 2022 and March 31, 2021 and the consolidated statements of net loss and comprehensive loss, changes in shareholders' equity (deficiency) and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at March 31, 2022 and March 31, 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the other information prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are

responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Hilda Leung.

"Crowe MacKay LLP"

**Chartered Professional Accountants
Vancouver, Canada
July 26, 2022**

GAMBIER GOLD CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Presented in Canadian Dollars)

	Note	March 31, 2022	March 31, 2021
ASSETS			
Current			
Cash		\$ 199,582	\$ 1,069,472
Amount receivable		12,369	35,636
Prepaid expenses and deposit	9	15,486	57,213
		227,437	1,162,321
Non-current			
Exploration and evaluation assets	7	561,850	563,562
Equipment		2,886	3,890
		564,736	567,452
		\$ 792,173	\$ 1,729,773
LIABILITIES			
Current			
Accounts payable and accrued liabilities	9	\$ 864,230	\$ 436,378
Loans payable		310	310
Premium on flow-through shares	12	-	33,300
		864,540	469,988
SHAREHOLDERS' EQUITY (DEFICIENCY)			
Share capital	8	16,321,585	15,709,098
Share subscriptions	8	-	95,110
Reserves	8	4,251,795	3,917,157
Deficit		(20,645,747)	(18,461,580)
		(72,367)	1,259,785
		\$ 792,173	\$ 1,729,773

Nature of operations and continuance of operations (Note 1)

These consolidated financial statements are authorized for issue by the Board of Directors on July 26, 2022.

Approved by the Board of Directors:

"Sven Gollan"

Sven Gollan

"Daniel Rodriguez"

Daniel Rodriguez

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

GAMBIER GOLD CORP.**CONSOLIDATED STATEMENTS OF NET LOSS AND COMPREHENSIVE LOSS**

(Presented in Canadian Dollars)

		For the	
		years ended March 31	
	Note	2022	2021
Exploration expenses	7, 9	\$ 1,666,811	\$ 376,962
Administrative expenses			
Bank charges and interest		72,088	484
Consulting fees	9	122,750	110,000
Depreciation		1,004	1,380
Management fee	9	165,000	56,500
Office and general		32,866	23,059
Professional fees		75,960	71,633
Share-based payments	8, 9	-	355,300
Shareholder communications		28,203	8,868
Transfer agent and filing fees		27,214	35,862
Travel and entertainment		8,859	3,872
Write-off of exploration and evaluation assets	7	166,712	3,700
		<u>700,656</u>	<u>670,658</u>
Other items			
Other income	7, 12	<u>(183,300)</u>	<u>(54,000)</u>
Net loss and comprehensive loss for the year		<u>\$ 2,184,167</u>	<u>\$ 993,620</u>
Basic and diluted loss per share		<u>\$ 0.05</u>	<u>\$ 0.03</u>
Weighted average number of common shares outstanding		<u>44,058,453</u>	<u>29,151,353</u>

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

GAMBIER GOLD CORP.**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)**

(Presented in Canadian Dollars)

	Common Shares					Total shareholders' equity (deficiency)
	Number of shares	Amount	Share subscriptions	Reserves	Deficit	
Balance as at March 31, 2020	26,105,016	\$ 13,906,404	\$ -	\$ 3,413,823	\$ (17,467,960)	\$ (147,733)
Shares issued:						
Private placement	9,971,480	1,434,099	-	130,717	-	1,564,816
Share issue cost		(74,288)	-	-	-	(74,288)
Warrants exercised	125,000	18,750	-	-	-	18,750
Stock options exercised	100,000	15,000	-	-	-	15,000
Shares issued pursuant to agreements	2,350,000	467,500	-	-	-	467,500
Share subscription received	-	-	95,110	-	-	95,110
Agent's warrants	-	(44,587)	-	44,587	-	-
Transfer of fair value on warrants exercised	-	10,270	-	(10,270)	-	-
Transfer of fair value on stock options exercised	-	17,000	-	(17,000)	-	-
Reclassify premium on flow-through	-	(41,050)	-	-	-	(41,050)
Share-based payments	-	-	-	355,300	-	355,300
Net loss and comprehensive loss	-	-	-	-	(993,620)	(993,620)
Balance as at March 31, 2021	38,651,496	15,709,098	95,110	3,917,157	(18,461,580)	1,259,785
Shares issued:						
Private placement	5,333,334	457,287	-	342,713	-	800,000
Stock options exercised	47,500	15,200	-	(8,075)	-	7,125
Shares issued pursuant to agreements	2,200,000	140,000	-	-	-	140,000
Share subscription received	-	-	(95,110)	-	-	(95,110)
Net loss and comprehensive loss	-	-	-	-	(2,184,167)	(2,184,167)
Balance as at March 31, 2022	46,232,330	\$ 16,321,585	\$ -	\$ 4,251,795	\$ (20,645,747)	\$ (72,367)

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

GAMBIER GOLD CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Presented in Canadian Dollars)

	For the	
	years ended March 31	
	2022	2021
Cash provided by (used for):		
Operating activities		
Net loss	\$ (2,184,167)	\$ (993,620)
Items not involving cash:		
Other income	(183,300)	(54,000)
Depreciation	1,004	1,380
Share-based payments	-	355,300
Write-off of exploration and evaluation assets	166,712	3,700
Changes in non-cash working capital items:		
Amount receivable	23,267	(30,117)
Prepaid expenses and deposit	41,727	(17,525)
Accounts payable and accrued liabilities	427,852	180,530
Cash used in operating activities	<u>(1,706,905)</u>	<u>(554,352)</u>
Investing activities		
Net expenditures on the exploration and evaluation assets	(25,000)	(51,850)
Proceeds from sale of exploration and evaluation assets	150,000	-
Cash used in investing activities	<u>125,000</u>	<u>(51,850)</u>
Financing activities		
Shares issued for cash	712,015	1,598,566
Share subscriptions received in advance	-	95,110
Share issue costs	-	(74,288)
Cash provided by financing activities	<u>712,015</u>	<u>1,619,388</u>
Change in cash during the year	(869,890)	1,013,186
Cash - beginning of the year	1,069,472	56,286
Cash - end of the year	<u>\$ 199,582</u>	<u>\$ 1,069,472</u>
Supplemental disclosure of cash flow information		
Cash paid during the year:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -

See note 5 supplemental cash flow information.

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

GAMBIER GOLD CORP.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED MARCH 31, 2022 and 2021
(Presented in Canadian Dollars)**

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Gambier Gold Corp. (the “Company” or “Gambier”) was incorporated on March 2, 2006 and is domiciled in Canada under the Business Corporations Act (British Columbia). Its registered office and records office is Suite 2300 – 550 Burrard Street, Vancouver, BC, V6C 2B5.

The Company’s principal business activity is the acquisition and exploration of mineral properties. The Company is listed on the TSX Venture Exchange (the “Exchange”) under the symbol “GGAU”.

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At March 31, 2022, the Company has not achieved profitable operations, has accumulated losses of \$20,645,747 since inception and expects to incur further losses in the development of its business. The above material uncertainties cast significant doubt about the Company’s ability to continue as a going concern. The Company’s continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

There was a global pandemic outbreak of COVID-19. The outbreak has caused companies and various governmental bodies to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend. At this point, the extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company’s control; however, it is possible that COVID-19 may have a material adverse effect on the Company’s business, results of operations and financial condition.

The Company’s business financial condition and results of operations may be further negatively affected by economic and other consequences from the conflict in the Ukraine and the sanctions imposed in response to that action in late February 2022. While the Company expects any direct impacts of the pandemic and the conflict in Ukraine to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future.

	March 31,	March 31,
	2022	2021
Deficit	\$ (20,645,747)	\$ (18,461,580)
Working capital (deficiency)	\$ (637,103)	\$ 692,333

2. BASIS OF PREPARATION

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and related IFRS Interpretations Committee (“IFRICs”) as issued by the International Accounting Standards Board (“IASB”). The consolidated 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. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, profit and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

(b) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the March 31, 2022 reporting period. The Company has not early adopted the following new and revised standards, amendments and interpretations that have been issued but are not yet effective:

- Presentation of financial statements

An amendment to IAS 1 was issued in January 2020 and applies to annual reporting periods beginning on or after January 1, 2023. The amendment clarifies the criterion for classifying a liability as non-current relating to the right to defer settlement of a liability for at least 12 months after the reporting period.

The Company anticipates that the application of the above new and revised standards, amendments and interpretations will have no material impact on its results and financial position.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

Subsidiaries

The consolidated financial statements include the financial statements of the Company and the entity controlled by the Company (its “subsidiary”). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The Company’s subsidiary is:

	<u>% of ownership</u>	<u>Jurisdiction</u>	<u>Principal activity</u>
CIN Energy Materials Inc.	100%	Canada	Inactive

The subsidiary is fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continues to be consolidated until the date that such control ceases.

Inter-company balances and transactions

Inter-company balances and transactions, including unrealised income and expenses arising from inter-company transactions, are eliminated in preparing the consolidated financial statements.

(b) Exploration and evaluation assets

Exploration and evaluation rights to explore

The Company capitalizes direct mineral property acquisition costs and those expenditures incurred following the determination that the property has economically recoverable reserves. Mineral property acquisition costs include cash consideration, option payment under an earn-in arrangement and the fair value of common shares issued for mineral property interests, pursuant to the terms of the relevant agreement. Once the technical feasibility and commercial viability of extracting the mineral resources has been determined, the property is considered to be a mine under development and development costs are capitalized to “mines under construction” on the statement of financial position. These costs are amortized over the estimated life of the property following commencement of commercial production, or written off if the property is sold, allowed to lapse or abandoned, or when impairment in value has been determined to have occurred. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

Exploration and evaluation expenditures

Exploration and evaluation (“E & E”) expenditures are charged to operations in the year incurred until such time as it has been determined that a property has economically recoverable resources, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized into property, plant and equipment.

(c) Equipment

Equipment is stated at cost less accumulated depreciation and impairment losses. The residual value, useful life and depreciation method are evaluated every reporting period and changes to the residual value, estimated useful life or depreciation method resulting from such review are accounted for prospectively. Depreciation is provided for using the declining balance method at the following rates per annum:

Computer equipment	30%
Office equipment	20%

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(d) Impairment of assets

The Company's assets are reviewed for an indication of impairment at each statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in the profit or loss for the period. Impairment losses recognized in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

(e) Provisions

Rehabilitation Provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the year in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and revegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related exploration and evaluation assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the year in which they occur.

Other Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(f) Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, stock options, share purchase warrants and flow-through shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(g) Value of equity units issued in private placements

The Company has adopted a pro rata method with respect to the measurement of shares and warrants issued as private placement units. The pro rata method requires each component to be valued at fair value and an allocation of the total proceeds received based on the pro rata relative values of the components. The fair value of the common shares is based on the closing quoted bid price on the announcement date and the fair value of the common share purchase warrants is determined at the announcement date using the Black-Scholes pricing model. The fair value attributed to the warrants is recorded in equity reserves. Upon exercise, shares are issued from treasury, and the amount reflected in reserve is credited to share capital. Amounts reflected in reserves for warrants which expire unexercised remain in reserves.

(h) Flow-through shares

The Company will, from time to time, issue flow-through shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On the issuance of a flow-through share, it is bifurcated into equity (share) and liability (flow-through) components on the issue date. Upon expenditures being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Lookback Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

(i) Basic and diluted loss per share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. Diluted earnings/loss per common share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted. Potentially dilutive common shares related to warrants and options outstanding totaling 11,066,624 at March 31, 2022 (2021 – 5,780,790) were not included in the computation of loss per share because their effect was anti-dilutive. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Share-based payment

Equity-settled share-based payments for directors, officers and employees are measured at fair value at the date of grant using the Black-Scholes valuation model and recorded as compensation expense in profit or loss, with a corresponding increase to reserves. The fair value determined at the grant date of the equity-settled share based payments is expensed on a graded vesting basis over the vesting period based on the Company's estimate of stock options that will eventually vest. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share-based payments, along with the amounts reflected in reserves, is credited to share capital. Shares are issued from treasury upon the exercise of the equity-settled share based instruments.

Compensation expense on stock options granted to non-employees is measured at the earlier of the completion of performance and the date the options are vested using the fair value method and is recorded as an expense in the same period as if the Company had paid cash for the goods or services received. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by the use of the Black-Scholes valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations. Expected volatility was determined based on the historical trading prices of the Company.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

All equity-settled share-based payments are reflected in reserves until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserves is credited to share capital, adjusted for any consideration paid. Amounts reflected in reserves for stock options which expire unexercised remain in reserves.

Where a grant of options is cancelled and settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense. Amount recorded in reserves for share options which expire unexercised remain in reserves.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(k) Financial instruments

Financial Assets – Classification

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through Other Comprehensive Income (“OCI”), or through profit or loss (“FVTPL”), or
- Those to be measured at amortized cost.

The classification depends on the Company’s business model for managing the financial assets and contractual terms of the cash flows. For assets measured at fair value, gains or losses are recorded in profit or loss or OCI.

The Company’s cash are measured at FVTPL.

Financial Assets – Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, the transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in the entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are measurement categories under which the Company classifies its financial assets:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through OCI (“FVOCI”): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is not reclassified from equity to profit or loss and remains in accumulated OCI. Interest income from these financial assets is included as finance income using the effective interest rate method.
- Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented in other income in the Consolidated Statement of Net Loss in the period which it arises.

Impairment of Financial Assets at Amortized Cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses of the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of net income (loss), as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(k) Financial instruments *(Continued)*

Financial Liabilities

The Company classifies its financial liabilities into the following categories: financial liabilities at FVTPL or amortized cost.

A financial liability is classified as FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: the amount of change in fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Company does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest rate method. The Company classifies its accounts payable and accrued liabilities and loans payable as financial liabilities held at amortized cost.

(l) Income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income (loss), in which case the income tax is also recognized directly in equity or other comprehensive income (loss).

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred income tax assets and liabilities are presented as non-current.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Critical judgments in applying accounting policies

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the next financial year are discussed below:

Exploration and Evaluation Asset and Impairment

The application of the Company's accounting policy for exploration and evaluation assets and impairment of the capitalized expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in profit or loss in the year the new information becomes available.

Going Concern

The assessment of the Company's ability to continue as a going concern requires significant judgement. See Note 1.

Title to Mineral Property Interests

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.

Significant estimates

There were no significant estimates used in the preparation of the consolidated financial statements.

5. SUPPLEMENTAL CASH FLOW INFORMATION

The Company incurred non-cash financing and investing activities for the years ended March 31, 2022 and 2021 as follows:

		March 31, 2022		March 31, 2021
Fair value of agent warrants issued	\$	-	\$	44,587
Shares issued for exploration and evaluation assets	\$	140,000	\$	467,500
Fair value of stock options and warrants transferred on exercise	\$	8,075	\$	27,270

6. SEGMENTED INFORMATION

The Company currently operates in one industry segment, being mineral exploration and in one geographic area, being Canada.

GAMBIER GOLD CORP.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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7. EXPLORATION AND EVALUATION ASSETS AND MINERAL EXPLORATION EXPENSES

The following tables summarize the Company's exploration and evaluation assets as at March 31, 2022 and 2021.

Exploration and evaluation assets	Hemlo Property	Urban Berry	JAM Beryllium	Detour West	Total
As of March 31, 2020	\$ 31,700	\$ 12,512	\$ 3,700	\$ -	\$ 47,912
Shares issued	87,500	-	-	380,000	467,500
Cash - payment	-	-	-	40,000	40,000
Cash - staking	-	-	-	11,850	11,850
Impairment	-	-	(3,700)	-	(3,700)
As of March 31, 2021	119,200	12,512	-	431,850	563,562
Shares issued	10,000	-	-	130,000	140,000
Cash - payment	25,000	-	-	-	25,000
Impairment	(154,200)	(12,512)	-	-	(166,712)
As of March 31, 2022	\$ -	\$ -	\$ -	\$ 561,850	\$ 561,850

The following tables summarize the Company's exploration expenditures for the years ended March 31, 2022 and 2021.

Mineral exploration expenses for the year ended March 31, 2022	Cluff Lake	Detour West	Total
Assays	\$ -	\$ 75,877	\$ 75,877
Consulting	-	13,250	13,250
Geological	1,688	1,575,996	1,577,684
	\$ 1,688	\$ 1,665,123	\$ 1,666,811

Mineral exploration expenses for the year ended March 31, 2021	Hemlo Property	Urban Berry	Detour West	General	Total
Geological	\$ 25,000	\$ 3,600	\$ 306,566	\$ -	\$ 335,166
Other costs (recovery)	-	9,047	32,935	(186)	41,796
	\$ 25,000	\$ 12,647	\$ 339,501	\$ (186)	\$ 376,962

7. EXPLORATION AND EVALUATION ASSETS AND MINERAL EXPLORATION EXPENSES *(Continued)*

(a) Hemlo Property, Ontario

Hemlo West

On January 23, 2020, and as amended on February 15, 2020, the Company entered into a mineral property acquisition agreement with Rudolf Wahl (the "Vendor") in which the Company will acquire a 100% interest in 125 mineral claims located in Cotte, Pic & Lecours Townships, Thunder Bay Mining District, Ontario, Canada (also known as "Hemlo Property") in exchange for cash of \$120,000, issuance of 1,000,000 common shares and incur \$200,000 in exploration expenditures as follows:

	<u>Cash</u>		<u>Shares</u>		<u>Exploration expenditures</u>
January 23, 2020	\$ 20,000	(paid)	200,000	(issued)	
January 24, 2021	25,000	(paid)	200,000	(issued)	
January 24, 2022	25,000	(paid)	200,000	(issued)	
January 24, 2023	25,000		200,000		
January 24, 2024	25,000		200,000		\$ 200,000 (a)
	<u>\$ 120,000</u>		<u>1,000,000</u>		

(a) The \$200,000 exploration expenditures are required to be spent within four years of signing the agreement. By March 31, 2022, the Company spent a total of \$25,000 on this property.

The Company will pay to the Vendor a royalty of 3% Gross Overriding Royalty ("GOR") with respect to diamonds extracted. The Company shall have the right, to purchase 2% of the GOR from the Vendor in consideration of \$2,000,000. The Company shall have first right of offer to obtain the remaining 1%.

The Company will pay to the Vendor a royalty of 3% Net Smelter Royalty ("NSR") with respect to any non-diamond minerals and/or metals. The Company shall have the right to purchase 2% of the NSR from the Vendor in consideration of \$2,000,000.

Upon completion of a NI 43-101 compliant resource exceeding 1,000,000 ounces of Gold, the Company will issue 500,000 common shares to the Vendor. Upon completion of a positive bankable feasibility study, the Company will issue 1,000,000 common shares to the Vendor.

As at March 31, 2022, Management of the Company has decided not to pursue with this project and have written-off \$154,200 in acquisition cost to profit or loss.

Hemlo South

During the year ended March 31, 2020, the Company staked another 74 claims in the Hemlo South project located in the Archean Schreiber-Hemlo greenstone belt for a total of \$3,700.

7. EXPLORATION AND EVALUATION ASSETS AND MINERAL EXPLORATION EXPENSES *(Continued)*

(b) Detour West, Ontario

On July 27, 2020, the Company entered into a property option agreement with Altus Capital Partners and Luke Schuss (the “Optionors”) to acquire 100% interest in 912 mineral titles located in Ontario, Canada also known as Detour West property. As consideration the Company will pay cash payments of \$40,000 and issue 6,000,000 common shares of the Company from the date of the Exchange’s acceptance (September 10, 2020) as follows:

	Cash		Shares	
September 10, 2020	\$ 40,000	(paid)	2,000,000	(issued)
September 10, 2021	-		2,000,000	(issued)
September 10, 2022	-		2,000,000	(a)
	\$ 40,000		6,000,000	

Upon exercise of the Option, the Company will pay to the Optionors a royalty of 2.5% Net Smelter Royalty (“NSR”). The Company shall have the right, to purchase 1.0% of the NSR from the Optionors in consideration of \$500,000.

(a) Subsequently on July 21, 2022, the Company issued 2,000,000 common shares and completed the Option to acquire the 100% interest.

(c) Urban Berry, Quebec

During the year ended March 31, 2020, the Company staked 190 claim cells for a total of 10,714 hectares in Urban Berry Property in Quebec, Canada for \$12,512. During the year ended March 31, 2022, Management of the Company has decided not to pursue with this project and have written-off \$12,512 in acquisition cost to profit or loss.

(d) JAM Beryllium Property, British Columbia

During the year ended March 31, 2019, the Company purchased three claims in JAM Beryllium Property in Northern British Columbia, Canada for \$3,700. During the year ended March 31, 2021, management of the Company has decided not to pursue with this project and have written-off the \$3,700 in acquisition cost to profit or loss.

(e) Cluff Lake, Saskatchewan

During the year ended March 31, 2019, the Company staked ten claims for a total of 26,942 hectares in the Cluff Lake property in Saskatchewan.

(f) Carbo Property, British Columbia

On September 21, 2021, the Company entered to a Mineral Property Acquisition Agreement with Eagle Bay Resources Corp, an exploration company in British Columbia, to sell the Carbo Property, a mineral property previously written down to \$nil, for \$150,000. The Company received \$150,000 cash in the sale of the property, which was recognized as other income during the year ended March 31, 2022.

8. SHARE CAPITAL

(a) Authorized:

At March 31, 2022, the authorized share capital was comprised of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

(b) Share issuances:

During the year ended March 31, 2021:

On September 14, 2020, the Company completed a non-brokered private placement of 3,793,400 units at a price of \$0.06 per unit for total proceeds of \$227,604. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one common share at a price of \$0.15 per common share expiring on September 14, 2023. The fair value of the warrants was \$55,828 which was included in equity reserves. The fair value has been estimated as of the announcement date using the Black-Scholes Option Pricing Model with the following assumptions: share price on announcement date of \$0.07, risk-free interest rate of 0.32%, dividend yield of 0%, volatility of 133.45% and expected life of three years. The Company paid a cash finder's fee of \$1,050.

On December 22, 2020, the Company completed a non-brokered private placement of 2,073,080 units at a price of \$0.15 per unit for total proceeds of \$310,962. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one common share at a price of \$0.20 per common share expiring on December 22, 2022. The fair value of the warrants was \$74,889 which was included in equity reserves. The fair value has been estimated as of the announcement date using the Black-Scholes Option Pricing Model with the following assumptions: share price on announcement date of \$0.18, risk-free interest rate of 0.20%, dividend yield of 0%, volatility of 132.84% and expected life of two years.

On January 25, 2021, the Company issued 350,000 common shares pursuant to the terms of a property agreement valued at \$87,500.

On February 11, 2021, the Company issued 2,000,000 common shares pursuant to the terms of a property agreement valued at \$380,000.

On March 24, 2021, the Company completed a non-brokered private placement of 4,105,000 flow-through shares at a price of \$0.25 per share for total proceeds of \$1,026,250. The Company recognized a flow-through premium of \$41,050. In connection with the private placement the Company paid cash finder's fee of \$67,638 and \$5,600 in other share issue cost. The Company also issued 270,550 agent's warrants. Each agent's warrant entitles the holder to purchase one common share of the Company at a price of \$0.25 per share for a period of two years expiring on March 24, 2023. The Company fair valued the agent's warrants at \$44,587. The fair value has been estimated using the Black-Scholes Option Pricing Model with the following assumptions: share price \$0.24 (without the flow-through premium), risk-free interest rate of 0.22%, dividend yield of 0%, volatility of 134.60% and expected life of two years.

During the year ended March 31, 2021, the Company issued an aggregate of 125,000 common shares pursuant to the exercise of share purchase warrants for total proceeds of \$18,750. The Company transferred \$10,270 from reserves.

During the year ended March 31, 2021, the Company issued an aggregate of 100,000 common shares pursuant to the exercise of share purchase options for total proceeds of \$15,000. The Company transferred \$17,000 from reserves with a weighted average fair value of \$0.25 on the date of exercise.

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8. SHARE CAPITAL (Continued)

(b) Share issuances: (Continued)

During the year ended March 31, 2022:

On April 14, 2021, the Company issued an aggregate of 47,500 common shares pursuant to the exercise of stock options for total proceeds of \$15,200 with a fair market price of \$0.23 per share. The Company transferred \$8,075 from reserves.

On April 15, 2021, the Company completed a non-brokered private placement of 5,333,334 units at a price of \$0.15 per unit for total proceeds of \$800,000. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant is exercisable at a price of \$0.23 per common share expiring on April 15, 2023. The fair value of the warrants was \$342,713 which was included in equity reserves. The fair value has been estimated as of the announcement date using the Black-Scholes Option Pricing Model with the following assumptions: share price on announcement date of \$0.25, risk-free interest rate of 0.31%, dividend yield of 0%, volatility of 134.18% and expected life of two years.

On February 18, 2022, the Company issued a total of 2,200,000 common shares pursuant to the terms of two property agreements valued at \$140,000.

(c) Stock options:

The Company has established a stock option plan for directors, employees and consultants which is administered by the board of directors with full and final authority with respect to the granting of all options. The exercise prices shall be determined by the board, but shall, in no event, be less than the closing market price of the Company's shares on the grant date, less the maximum discount permitted under the Exchange's policies. The number of common shares issuable under the plan may not exceed 10% of the issued and outstanding common shares. In addition, the number of common shares which may be reserved for issuance to any one individual may not exceed 5% of the issued common shares on a yearly basis. Options may be exercisable for a maximum of ten years from the date of grant.

Stock option transactions and the number of stock options for the year ended March 31, 2022 are summarized as follows:

Expiry date	Exercise price	March 31, 2021	Granted	Exercised	Expired / Cancelled	March 31, 2022				
January 11, 2023	\$ 0.20	712,000	-	-	-	712,000				
September 17, 2025 ^(a)	\$ 0.15	1,990,000	-	(47,500)	-	1,942,500				
Options outstanding		2,702,000	-	(47,500)	-	2,654,500				
Options exercisable		2,702,000	-	-	-	2,654,500				
Weighted average exercise price	\$	0.16	\$	-	\$	0.15	\$	-	\$	0.16

(a) With the resignations of certain directors, 331,875 of these options will expire on February 14, 2023 and 828,750 of these options will expire on June 1, 2023, all being one year after the resignations.

As at March 31, 2022, the weighted average contractual remaining life of options is 2.75 years (March 31, 2021 – 3.76 years).

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8. SHARE CAPITAL (Continued)

(c) Stock options: (Continued)

Stock option transactions and the number of stock options for the year ended March 31, 2021 are summarized as follows:

Expiry date	Exercise price	March 31, 2020	Granted	Exercised	Expired / Cancelled	March 31, 2021
January 27, 2021	\$ 1.00	180,000	-	-	(180,000)	-
January 11, 2023	\$ 0.20	712,000	-	-	-	712,000
September 17, 2025	\$ 0.15	-	2,090,000	(100,000)	-	1,990,000
Options outstanding		892,000	2,090,000	(100,000)	(180,000)	2,702,000
Options exercisable		-	2,090,000	-	-	2,702,000
Weighted average exercise price	\$	0.36	\$ 0.15	\$ 0.15	\$ 1.00	\$ 0.16

The weighted average assumptions used to estimate the fair value of options for the years ended March 31, 2022 and 2021 were as follows:

	2022	2021
Expected dividend yield	n/a	0.00%
Expected stock price volatility	n/a	160.00%
Risk-free interest rate	n/a	0.36%
Forfeiture rate	n/a	0.00%
Expected life of options	n/a	5 years

(d) Warrants:

The continuity of warrants for the year ended March 31, 2022 is as follows:

Expiry date	Exercise price	March 31, 2021	Issued	Exercised	Expired	March 31, 2022
December 22, 2022	\$ 0.20	1,036,540	-	-	-	1,036,540
September 14, 2023	\$ 0.15	1,771,700	-	-	-	1,771,700
April 15, 2023	\$ 0.23	-	5,333,334	-	-	5,333,334
Warrants outstanding		2,808,240	5,333,334	-	-	8,141,574
Weighted average exercise price	\$	0.17	\$ 0.23	\$ -	\$ -	\$ 0.21

As at March 31, 2022, the weighted average contractual remaining life of warrants is 1.09 years (March 31, 2021 – 2.19 years).

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8. SHARE CAPITAL (Continued)

(d) Warrants: (Continued)

The continuity of warrants for the year ended March 31, 2021 is as follows:

Expiry date	Exercise price	March 31, 2020	Issued	Exercised	Expired	March 31, 2021				
July 12, 2020	\$ 1.00	67,500	-	-	(67,500)	-				
December 21, 2020	\$ 0.25	1,071,366	-	-	(1,071,366)	-				
December 21, 2020	\$ 0.35	575,000	-	-	(575,000)	-				
December 28, 2020	\$ 0.35	362,500	-	-	(362,500)	-				
December 22, 2022	\$ 0.20	-	1,036,540	-	-	1,036,540				
September 14, 2023	\$ 0.15	-	1,896,700	(125,000)	-	1,771,700				
Warrants outstanding		2,076,366	2,933,240	(125,000)	(2,076,366)	2,808,240				
Weighted average exercise price	\$	0.32	\$	0.17	\$	0.15	\$	0.32	\$	0.17

(e) Agent's warrants:

The continuity of agent's warrants for the year ended March 31, 2022 is as follows:

Expiry date	Exercise price	March 31, 2021	Issued	Exercised	Expired	March 31, 2022				
March 24, 2023	\$ 0.25	270,550	-	-	-	270,550				
Agent's warrants outstanding		270,550	-	-	-	270,550				
Weighted average exercise price	\$	0.25	\$	-	\$	-	\$	-	\$	0.25

As at March 31, 2022, the weighted average contractual remaining life of agent's warrants is 0.98 years (March 31, 2021 – 1.98 years).

The continuity of agent's warrants for the year ended March 31, 2021 is as follows:

Expiry date	Exercise price	March 31, 2020	Issued	Exercised	Expired	March 31, 2021				
December 21, 2020	\$ 0.25	461,285	-	-	(461,285)	-				
December 28, 2020	\$ 0.35	52,000	-	-	(52,000)	-				
March 24, 2023	\$ 0.25	-	270,550	-	-	270,550				
Agent's warrants outstanding		513,285	270,550	-	(513,285)	270,550				
Weighted average exercise price	\$	0.26	\$	0.25	\$	-	\$	0.26	\$	0.25

The weighted average assumptions used to estimate the fair value of agent's warrants for the year ended March 31, 2022 and 2021 were as follows:

	2022	2021
Expected dividend yield	n/a	0.00%
Expected stock price volatility	n/a	134.60%
Risk-free interest rate	n/a	0.22%
Forfeiture rate	n/a	0.00%
Expected life of options	n/a	2 years

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9. RELATED PARTY TRANSACTIONS AND BALANCES

The following expenses were incurred with key management personnel of the Company and companies controlled by key management personnel. Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain current and former directors and officers. Key management compensation comprises:

For the year ended March 31, 2022:

	Service for	Key management compensation	Share-based payments ⁽⁶⁾	TOTAL
Michael Schuss ⁽¹⁾ Director, Chief Executive Officer	Management fees	\$ 165,000	\$ -	\$ 165,000
Geoff Balderson ⁽²⁾ Director, Chief Financial Officer	Consulting fees	\$ 36,000	\$ -	\$ 36,000
Michael Burns ⁽³⁾ Former Director	Consulting fees	\$ 1,540,279	\$ -	\$ 1,540,279
Casey Forward ⁽⁵⁾ Director	Consulting fees	\$ 10,000	\$ -	\$ 10,000

For the year ended March 31, 2021:

	Service for	Key management compensation	Share-based payments ⁽⁶⁾	TOTAL
Michael Schuss ⁽¹⁾ Director, Chief Executive Officer	Management fees	\$ 56,657	\$ 84,468	\$ 141,125
Geoff Balderson ⁽²⁾ Director, Chief Financial Officer	Consulting fees	\$ 36,000	\$ 56,419	\$ 92,419
Michael Burns ⁽³⁾ Former Director	Consulting fees	\$ 332,327	\$ 56,419	\$ 388,746
Rafael Vaudrin ⁽⁴⁾ Former Director	Consulting fees	\$ 30,000	\$ 56,419	\$ 86,419

Related party balances:

Amounts included in Accounts payable and accrued liabilities:	Services for:	As at March 31, 2022	As at March 31, 2021
Hard Rock Consulting ⁽⁴⁾	consulting	\$ 30	\$ 30
Rafael Vaudrin ⁽⁴⁾	consulting	-	15,750
Geoff Balderson ⁽²⁾	consulting	186	-
Harmony Corporate Services ⁽²⁾	accounting service	-	22,050
101252103 Saskatchewan Ltd. ⁽³⁾	consulting	52,500	15,750
Pioneer Exploration Consultants Ltd ⁽³⁾	consulting	575,426	136,666
Total		\$ 628,142	\$ 190,246

Amounts owing are unsecured, non-interest bearing and have no specific terms of repayment other than the balance owed to Pioneer Exploration Consultants Ltd. The balance due to Pioneer Exploration Consultants Ltd. is due on receipt and is subject to a 2% monthly penalty. During the year, the Company paid or accrued \$68,913 (2021 - \$Nil) in interest charges to Pioneer Exploration Consultants Ltd.

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9. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

Amounts included in Prepaid expenses and deposit:	Services for:	As at March 31, 2022	As at March 31, 2021
Michalel Schuss ⁽¹⁾	advances on expenses	\$ -	\$ 13,059
Harmony Corporate Services ⁽²⁾	accounting service	3,150	-
Total		\$ 3,150	\$ 13,059

- (1) Fiscal 2021's key management compensation includes \$157 related to general exploration cost. Subsequent to March 31, 2022, Michael Schuss ceased to be a director and an officer of the Company on June 1, 2022.
- (2) Geoff Balderson's consulting fees were incurred with Harmony Corporate Services, a private company controlled by Mr. Balderson. Subsequent to March 31, 2022, Mr. Balderson ceased to be a director and an officer of the Company on June 1, 2022.
- (3) Michael Burns' consulting fees were incurred with 101252103 Saskatchewan Ltd. and Pioneer Exploration Consultants Ltd., two private companies controlled by Mr. Burns. On February 15, 2022, Mr. Burns resigned from being a director of the Company.
- (4) Rafael Vaudrin's fiscal 2021's \$15,000 consulting fees were incurred with Hard Rock Consulting, a private company controlled by Mr. Vaudrin and the other \$15,000 key management compensation fees were incurred directly with Mr. Vaudrin. On February 15, 2022, Mr. Vaudrin resigned from being a director of the Company. Subsequently, on June 1, 2022, Mr. Vaudrin was appointed as a director of the Company again.
- (5) Casey Forward was appointed as a director effective February 15, 2022. Subsequent to March 31, 2022, Mr. Forward ceased to be a director on June 1, 2022.
- (6) The share-based payments are the Black-Scholes values of the options granted during the year.

All related party transactions are in the normal course of operations and have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

10. CAPITAL RESOURCES

The Company's objectives when managing capital are to identify, pursue and complete the exploration and development of resource properties, to maintain financial strength, to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain credit worthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject, other than flow-through commitments (note 12). Capital of the Company comprises cash and shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

The Company's investment policy is to invest its cash in financial instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected timing of expenditures from continuing operations.

There were no changes to the Company's approach to capital management during the year.

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed through its operations to the following financial risks:

- Liquidity risk
- Market risk
- Credit risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

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 manages liquidity risk through the management of its capital structure and financial leverage as outlined in the note.

The Company monitors its ability to meet its short-term administrative expenditures by matching investment income received to expenditures to be incurred, and by disposing of its investments when required. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

As at March 31, 2022, the Company had a cash balance of \$199,582 and GST receivable of \$12,369 to settle accounts payable and accrued liabilities and loans payable of \$864,540.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Interest rate risk

The Company is not exposed to significant interest rate risk.

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. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(Continued)*

Credit Risk

Financial instruments that potentially expose the Company to credit risk is cash. To minimize the credit risk on cash the Company places the instrument with a high credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

Fair Values

The Company's financial instruments include cash, accounts payable and accrued liabilities and loans payable. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature. It is impractical to determine the fair value of these financial instruments with sufficient reliability due to the nature of these financial instruments, the absence of secondary market and the significant cost of obtaining external appraisals.

Fair Value Hierarchy

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy as follows:

March 31, 2022	Level 1	Level 2	Level 3	Total
Cash	\$ 199,582	\$ -	\$ -	\$ 199,582

March 31, 2021	Level 1	Level 2	Level 3	Total
Cash	\$ 1,069,472	\$ -	\$ -	\$ 1,069,472

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12. INCOME TAXES

The difference between tax expense for the year and the expected income taxes based on the statutory tax rates arises as follows:

		March 31, 2022		March 31, 2021
Loss before tax	\$	2,184,167	\$	993,620
Statutory tax rate		27.00%		27.00%
Expected income tax recovery		589,700		268,300
Permanent differences		9,000		(81,400)
Change in valuation allowance		(598,700)		(186,900)
Income tax recovery	\$	-	\$	-

The nature and tax effect of the taxable temporary differences giving rise to deferred tax assets are summarized as follows:

		March 31, 2022		March 31, 2021
Non-capital losses	\$	1,709,000	\$	1,542,000
Undeducted financing costs		19,000		23,000
Equipment		3,000		3,000
Resources properties		2,069,000		1,834,000
		3,800,000		3,402,000
Valuation allowance		(3,800,000)		(3,402,000)
Net deferred income tax assets	\$	-	\$	-

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12. INCOME TAXES *(Continued)*

As at March 31, 2022, the Company has Canadian exploration and development expenses of approximately \$8,222,000 (2021: \$7,357,000) and estimated non-capital losses of \$6,329,000 (2021: \$5,710,000) for Canadian income tax purposes that may be carried forward to reduce taxable income derived in future years, and if not utilized, expire as summarized below:

Year of Expiry	Loss carry-forwards
2027	\$ 32,000
2028	137,000
2029	307,000
2030	472,000
2031	811,000
2032	1,022,000
2033	473,000
2034	410,000
2035	281,000
2036	251,000
2037	236,000
2038	222,000
2039	480,000
2040	233,000
2041	343,000
2042	619,000
	\$ 6,329,000

The Company entered into flow-through share subscription agreements during the year ended March 31, 2019 whereby it was committed to incur within a 24 month period a total of \$375,000 of qualifying Canadian Exploration Expenses (“CEE”) as described in the Income Tax Act of Canada. As at March 31, 2021, the Company incurred all of the required CEE, and the remaining flow-through liabilities of \$46,250 was recognized as other income during the year ended March 31, 2021.

On March 24, 2021, the Company entered into flow-through share subscription agreements whereby it was committed to incur within a 24 month period a total of \$1,026,250 of qualifying CEE, of which approximately \$193,746 was incurred as at March 31, 2021 with a balance of \$832,504 remaining. A flow through premium of \$41,050 was recognized initially, with \$33,300 remaining at March 31, 2021 and \$7,750 was recognized as other income during the year ended March 31, 2021. During the year ended March 31, 2022, the Company incurred the remaining \$832,504 in exploration expenditures and recognized the remaining \$33,300 as other income.