

KODIAK COPPER CORP.

Condensed Interim Consolidated Financial Statements

For the nine months ended June 30, 2022 and 2021

(Unaudited - Expressed in Canadian Dollars)

NOTICE OF NON-REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim financial statements of Kodiak Copper Corp. (the “Company” or “Kodiak”) have been prepared by and are the responsibility of the Company’s management.

The attached condensed interim financial statements for the nine months ended June 30, 2022 have not been reviewed by the Company’s auditors.

KODIAK COPPER CORP.

Condensed Interim Consolidated Statements of Financial Position

June 30, 2022

(Unaudited-Expressed in Canadian Dollars)

	June 30, 2022	September 30, 2021
Assets		
Current Assets:		
Cash and cash equivalents (Note 10)	\$ 13,925,266	\$ 11,765,345
Amounts receivable (Note 10)	151,946	127,441
Advances and deposits (Note 10)	125,415	59,210
Marketable securities (Note 5c)	151,793	146,171
	14,354,420	12,098,167
Non-Current Assets:		
Equipment	-	450
Reclamation bonds (Note 4)	253,281	184,986
Long term deposits (Note 10)	59,486	59,486
Exploration and evaluation assets (Note 5)	15,942,408	10,046,620
Total Assets	\$ 30,609,595	\$ 22,389,709
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts payable and accrued liabilities (Notes 6,7 & 10)	\$ 1,345,152	\$ 1,440,636
Flow through share premium liability (Note 9)	1,382,086	1,858,347
	2,727,238	3,298,983
Long term loan (Note 11)	40,000	40,000
Total Liabilities	2,767,238	3,338,983
Shareholders' Equity:		
Share capital (Note 8)	76,183,438	67,296,953
Reserves (Note 8d)	8,793,457	7,445,602
Accumulated other comprehensive income (loss)	(439,043)	(441,824)
Deficit	(56,695,495)	(55,250,005)
	27,842,357	19,050,726
Total Liabilities and Shareholders' Equity	\$ 30,609,595	\$ 22,389,709

Approved on Behalf of the Board:

"Steven Krause"
Steven Krause

"Chad Ulansky"
Chad Ulansky

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

KODIAK COPPER CORP.

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss

June 30, 2022

(Unaudited - Expressed in Canadian Dollars)

	Notes	Three months ended June 30, 2022	Three months ended June 30, 2021(Restat ed Note 13)	Nine months ended June 30, 2022	Nine months ended June 30, 2021(Restat ed Note 13)
Expenses					
Amortization		\$ -	\$ 96	\$ 450	\$ 288
Consulting fees		41,704	29,940	153,668	125,406
Insurance		11,496	10,144	34,076	29,580
Management fees	7	121,272	87,551	570,107	432,018
Directors Fees		26,999	22,500	80,734	30,000
Payroll Costs		34,522	21,200	126,729	69,363
Office and administration		33,616	34,644	99,554	91,914
Professional fees		22,667	64,672	60,096	132,731
Rent		28,122	29,938	84,365	60,956
Share-based compensation	8d	63,746	-	1,538,114	1,307,496
Transfer agent and filing		20,675	35,700	69,171	134,873
Travel, promotion and shareholder information		196,764	156,792	582,786	523,453
Impairment of E&E assets	5	3,838	4,201	15,086	8,719
		(605,421)	(497,378)	(3,414,936)	(2,946,797)
Other income (expenses)					
Foreign currency gain (loss)		8,153	(7,952)	4,882	(1,975)
Interest		62,815	25,595	99,275	78,563
Other income	9	1,019,588	494,672	1,865,289	874,150
Other income (expenses)		1,090,556	512,315	1,969,446	950,738
Income (Loss) for the period		485,135	14,937	(1,445,490)	(1,996,059)
Other comprehensive income (loss)					
Foreign currency translation adjustment		(2,886)	(4,446)	(2,841)	13,012
Unrealized gain (loss) on marketable securities	5c	(56,220)	(67,464)	5,622	(262,651)
Comprehensive loss for the period		\$ 426,030	\$ (56,972)	\$ (1,442,709)	\$ (2,245,697)
Earnings (loss) per share					
Basic		\$ 0.009	\$ 0.00	\$ (0.028)	\$ (0.044)
Weighted average number of shares outstanding		55,612,314	46,725,620	51,627,213	45,287,015

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

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Condensed Interim Consolidated Statements of Changes in Equity

June 30, 2022

(Unaudited - Expressed in Canadian Dollars)

	Share Capital						
	Number of Shares	Amount	Reserves	AOCL	Deficit	Total	
Balance at September 30, 2020 (Restated - Note 13)	39,166,738	\$ 52,087,591	\$ 6,764,559	\$ (123,491)	\$ (53,440,170)	\$ 5,288,489	
Net loss for the period					(1,996,059)	(1,996,059)	
Shares issued in private placement	1,027,443	2,003,514	-	-	-	2,003,514	
Flow through shares issued in private placement	3,739,316	10,673,965	-	-	-	10,673,965	
Flow through shares premium		(3,382,299)	-	-	-	(3,382,299)	
Share issue costs	-	(18,875)	-	-	-	(18,875)	
Shares issued for mineral property	950,000	1,577,000	-	-	-	1,577,000	
Warrants exercised	2,370,941	1,955,576	-	-	-	1,955,576	
Options exercised	251,000	309,852	(164,027)	-	-	145,825	
Share-based compensation	-	-	1,307,496	-	-	1,307,496	
Fair Value adjustment on marketable securities	-	-	-	(262,650)	-	(262,650)	
Foreign currency translation adjustment	-	-	-	(13,012)	-	(13,012)	
Balance at June 30, 2021 (Restated – Note 13)	47,505,438	\$ 65,206,324	\$ 7,908,028	\$ (399,153)	\$ (56,650,269)	\$ 16,064,930	
	Number of Shares	Amount	Reserves	AOCL	Deficit	Total	
Balance at September 30, 2021	49,105,088	\$ 67,296,953	\$ 7,445,602	\$ (441,824)	\$ (55,250,005)	\$ 19,050,726	
Net gain (loss) for the period	-	-	-	-	(1,445,490)	(1,445,490)	
Flow through shares issued in private placement	4,635,417	9,600,000	-	-	-	9,600,000	
Flow through shares premium	-	(1,488,019)	-	-	-	(1,488,019)	
Share issue costs	-	(533,489)	-	-	-	(533,489)	
Share based compensation	-	-	1,538,114	-	-	1,538,114	
Warrants exercised	1,468,815	869,674	-	-	-	869,674	
Broker warrants exercised	240,994	165,033	(30,370)	-	-	134,663	
Options exercised	162,000	273,286	(159,889)	-	-	113,397	
Foreign currency translation adjustment	-	-	-	(2,841)	-	(2,841)	
Fair value adjustment on marketable securities	-	-	-	5,622	-	5,622	
Balance at June 30, 2022	55,612,314	\$ 76,183,438	\$ 8,793,457	\$ (439,043)	\$ (56,695,495)	\$ 27,842,357	

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

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Condensed Interim Consolidated Statements of Cash Flows

June 30, 2022

(Unaudited - Expressed in Canadian Dollars)

		Nine Months Ended June 30, 2021(Restated Note 13)
Cash provided by / (used in):	Nine Months Ended June 30, 2022	
Operating Activities:		
Loss for the period	\$ (1,445,490)	\$ (1,996,059)
Items not affecting cash:		
Amortization	450	288
Other income	(1,865,289)	(874,150)
Share-based compensation	1,538,114	1,307,496
Impairment of exploration and evaluation assets	15,086	8,719
Net changes in non-cash working capital items:		
Amounts receivable	(24,505)	(1,373)
Advances and deposits	(66,205)	46,355
Accounts payable and accrued liabilities	(415,473)	(365,529)
	(2,263,312)	(1,874,253)
Investing Activities:		
Reclamation bonds	(68,295)	(13,694)
Exploration and evaluation assets	(5,590,885)	(2,926,737)
	(5,659,180)	(2,940,431)
Financing Activities:		
Shares issued for cash, net of share issuance costs	8,967,520	12,651,736
Proceeds from marketable securities	-	307,632
Warrants exercised	1,004,337	1,955,576
Options exercised	113,397	145,825
	10,085,253	15,060,769
Effect of exchange rate changes on cash and cash equivalents	(2,841)	(13,012)
Change in cash and cash equivalents for the period	\$ 2,159,921	\$ 10,233,073
Cash and cash equivalents, beginning of the period	\$ 11,765,345	\$ 2,572,178
Cash and cash equivalents, end of the period	\$ 13,925,266	\$ 12,805,251
Supplemental Information:		
Non-cash investing and financing activities:		
Change in mineral property costs included in accounts payable	\$ (319,989)	\$ (18,936)

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Notes to the Condensed Interim Consolidated Financial Statements

June 30, 2022

(Unaudited - Expressed in Canadian Dollars)

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

The Company was incorporated under the laws of the Province of British Columbia on January 12, 1987. The Company's common shares are trading as a mining issuer on Tier 2 of the TSX Venture Exchange under the trading symbol KDK.

The Company's activities consist of the exploration and development of base and precious metals throughout North America. The head office and principal address of the Company are located at 1020 – 800 West Pender Street, Vancouver, BC V6C 2V6.

As the Company is in the exploration stage, the recoverability of amounts shown for exploration and evaluation assets and the Company's ability to continue as a going concern is dependent upon the discovery of economically recoverable reserves, continuation of the Company's interest in the underlying resource claims, the ability of the Company to obtain necessary financing to complete their development and upon future profitable production or proceeds from the disposition thereof. The amounts shown as exploration and evaluation assets represent net costs to date, less amounts amortized and/or written-off, and do not necessarily represent present or future values.

The Company incurred a net loss of \$1,445,490 during the nine months ended June 30, 2022 and, as of that date, the accumulated deficit was \$56,695,495. The Company expects to incur future losses in the development of its business. While these condensed interim consolidated financial statements have been prepared with the assumption that the Company will be able to meet its obligations and continue its operations for its next fiscal year, the aforementioned conditions indicate the existence of material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. Realization values may be substantially different from carrying values as shown and these consolidated financial statements do not give effect to adjustments that would be necessary if the Company were not to continue as a going concern.

The novel coronavirus ("COVID-19") has caused many countries to implement measures to reduce the spread of the virus. The effect and duration of COVID-19 and government responses to it are unknown. Consequently, management anticipates, but cannot predict the effect of unknown adverse changes to its future business plans, financial position, cash flows, and results of operations.

Statement of Compliance

These condensed interim consolidated financial statements for the nine months ended June 30, 2022 were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations ("IFRIC") in effect at June 30, 2022. The Company has elected to present the statements of operations and comprehensive loss in a single statement. The condensed interim consolidated financial statements of the Company for the nine months ended June 30, 2022 (including comparatives) have been prepared by management, reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on August 25, 2022.

2. BASIS OF PREPARATION

Critical judgments in applying accounting policies

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim consolidated financial statements and reported amounts of expenses during the year. Actual results could differ from these estimates.

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Notes to the Condensed Interim Consolidated Financial Statements

June 30, 2022

(Unaudited - Expressed in Canadian Dollars)

2. BASIS OF PREPARATION (continued)

These condensed interim consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Certain comparative figures have been reclassified to conform with the current year presentation.

3. SIGNIFICANT ACCOUNTING POLICIES

New standards, interpretations and amendments adopted by the Company

The accounting policies applied in the preparation of these condensed interim financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the years ended September 30, 2021 and 2020.

4. RECLAMATION BONDS

	June 30, 2022	September 30, 2021
MPD	\$ 97,500	\$ 97,500
Mohave	115,781	47,486
Kahuna	40,000	40,000
	\$ 253,281	\$ 184,986

The MPD portion of the reclamation bonds is a \$50,000 security deposit paid to the Ministry of Energy, Mines and Low Carbon Innovation of British Columbia as a part of the permit application. In January of 2021 the security deposit was increased by an additional \$47,500.

The Mohave portion of the reclamation bonds is a cost determined to be paid by the Company to the Bureau of Land Management ("BLM") Kingman Field Office in the state of Arizona, USA. This cost determined by the BLM of US\$89,850 - \$115,781 - 2022, (US\$37,270 - \$47,486 - 2021) is for the Company to meet its anticipated reclamation requirements. During Q2 the Company placed a new reclamation bond deposit with the Bureau of Land Management for US\$52,580, as the Company permitted additional sites. This amount will replace the original bond amount of US\$37,270, which will be refunded to the Company. Once the US\$37,270 is refunded, the Company will have a reclamation bond amount of US\$52,580 in place with the BLM.

For the Kahuna resource property in the territory of Nunavut a reclamation Letter of Credit is recorded in reclamation bonds. A \$40,000 "Letter of Credit" was arranged with BMO on August 29, 2017 and amended on October 4, 2017. This letter is held by the financial institution as security for possible reclamation obligations pursuant to Land Use License KVL315B01, issued by the Kivalliq Inuit Association which authorizes surface exploration activities on Inuit Owned Land parcel CI-15. The Letter of Credit is a certificate which is extended automatically from year to year, and available to the Kivalliq Inuit Association upon written demand.

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Notes to the Condensed Interim Consolidated Financial Statements

June 30, 2022

(Unaudited - Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS

Summary of the mineral projects' costs by project for the nine months ended June 30, 2022:

	Notes	Trapper (BC, Canada)	Kahuna (NU, Canada)	MPD (BC, Canada)	Mohave (AZ, USA)	Total
<u>Acquisition costs:</u>						
Beg balance, September 30, 2021	\$	-	\$ -	\$ 1,967,720	\$ 214,078	\$ 2,181,798
Additions /(deductions) during the period:						
Claim fees		-	-	4,343	-	4,343
Acquisition costs, June 30, 2022	\$	-	\$ -	\$ 1,972,063	\$ 214,078	\$ 2,186,141
<u>Exploration costs:</u>						
Beg balance, September 30, 2021	\$	-	\$ -	\$ 7,798,256	\$ 66,566	\$ 7,864,822
Additions /(deductions) during the period:						
Geological staff & consulting	7	-	5,119	1,850,678	6,125	1,861,922
Drilling & support		-	-	2,879,460	-	2,879,460
Aircraft charter		-	1,467	-	-	1,467
Assays		-	-	326,346	-	326,346
Exploration support		-	8,500	400,822	36,302	445,624
Fuel		-	-	18,419	-	18,419
Travel		-	-	368,081	2,980	371,061
Foreign exchange movements		-	-	-	2,232	2,232
Impairment of exploration costs		-	(15,086)	-	-	(15,086)
Exploration costs, June 30, 2022	\$	-	\$ -	\$ 13,642,062	\$ 114,205	\$ 13,756,267
Balance, June 30, 2022	\$	-	\$ -	\$ 15,614,125	\$ 328,283	\$ 15,942,408

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Notes to the Condensed Interim Consolidated Financial Statements

June 30, 2022

(Unaudited - Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (continued)

Summary of the mineral projects' costs by project for the year ended September 30, 2021:

	Trapper (BC, Canada)	Kahuna (NU, Canada)	MPD (BC, Canada)	Mohave (AZ, USA)	Total
<u>Acquisition costs:</u>					
Balance, September 30, 2020	\$ -	\$ -	\$ 390,574	\$ 186,700	\$ 577,274
Additions during the year					
Claim fees	-	-	146	27,378	27,524
Axe property acquisition (shares)	-	-	1,577,000	-	1,577,000
Balance, September 30, 2021	\$ -	\$ -	\$ 1,967,720	\$ 214,078	\$ 2,181,798
<u>Exploration costs:</u>					
Balance, September 30, 2020	\$ -	\$ -	\$ 2,243,182	\$ 60,126	\$ 2,303,308
Additions /(deductions) during the year:					
Geological staff & consulting	432	17,241	1,843,161	8,922	1,869,756
Drilling & support	-	-	2,612,883	-	2,612,883
Assays	-	-	275,461	-	275,461
Exploration support	-	4,100	492,576	1,565	498,241
Fuel	-	8,000	10,005	-	18,005
Travel	-	-	320,988	-	320,988
Foreign exchange movements	-	-	-	(4,047)	(4,047)
Impairment of exploration costs	(432)	(29,341)	-	-	(29,773)
Exploration costs, September 30, 2021	\$ -	\$ -	\$ 7,798,256	\$ 66,566	\$ 7,864,822
Balance, September 30, 2021	\$ -	\$ -	\$ 9,765,976	\$ 280,644	\$ 10,046,620

a. MPD Property

On November 29, 2018, the Company entered into a purchase agreement to acquire 100% ownership of the Man, Prime and Dillard properties, the "MPD Project" in south-central British Columbia.

The Company paid \$100,000 in cash and issued 360,000 shares with a fair value of \$162,000. A further \$100,000 was paid in March 2019. The property is subject to a 1.25% to 2% net smelter return royalty, which is payable on three mineral claims.

A mineral exploration permit was obtained for the MPD property. In connection with the permit a refundable \$50,000 security deposit was posted with the Ministry of Energy, Mines and Low Carbon Innovation of British Columbia. An additional \$47,500 was posted in January 2021 (see Note 4).

As part of the MPD permit, the Company agreed to assume the clean up obligation of a previous operator. As a result, the amount of \$100,000 has been recorded in Exploration and Evaluation assets, Geological consulting, and the liability is recorded in Accounts Payable and Accrued Liabilities.

On April 19, 2021 the Company announced that it had entered into a purchase agreement to acquire a 100% interest in the Axe Copper-Gold Property from Orogen Royalties ("Orogen"). The property is contiguous with the Company's MPD property.

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Notes to the Condensed Interim Consolidated Financial Statements

June 30, 2022

(Unaudited - Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (continued)

a. MPD Property (continued)

As consideration for the property, the Company will provide the following:

- 950,000 Kodiak shares upon closing of the transaction; (issued – Note 8)
- A 2% net smelter returns royalty on the Axe property of which 0.5% may be purchased by Kodiak for \$2,000,000 at any time;
- A cash payment will be made to Orogen in the amount equal to the value of 75,000 Orogen shares up to a maximum of \$50,000 upon the completion of 5,000 metres of drilling on the Axe Property;
- A cash payment will be made to Orogen in the amount equal to the value of 200,000 Orogen shares up to a maximum of \$150,000 upon the announcement of a measured or indicated mineral resource estimate of at least 500,000,000 tonnes at a grade of at least 0.40% copper equivalent on the Axe property; and
- A cash payment will be made to Orogen in the amount equal to the value of 250,000 Orogen shares up to a maximum of \$200,000 upon the completion of a feasibility study on the Axe Property.

Contingent payments related to performance milestones were not included in the purchase price as per the Company's Policy (Note (3p) of the September 30, 2021 year end financial statements).

b. Mohave Property

On March 4, 2019, the Company announced that it had entered into a letter of intent to acquire 100% of the Mohave copper-molybdenum-silver porphyry ("Mohave") project in Mohave County, Arizona, USA, from Bluestone Resources Inc. ("Bluestone").

In relation to the acquisition, the Company paid \$50,000 in cash and issued 232,558 common shares at a fair value of \$100,000 upon closing of the transaction, which occurred on May 22, 2019. The Company has committed to issue 100,000 shares upon the public disclosure of a 43-101 resource of the project, 100,000 shares upon the public disclosure of a preliminary economic analysis for the project, 100,000 shares upon the public disclosure of a pre-feasibility or more advanced study for the project, and a 0.5% NSR royalty on the Mohave claims and on a 2km area of interest around the Mohave claims.

In addition to the above commitments to Bluestone Resources Inc., the Company is committed to pay US\$ \$1,000,000 to the original optionor of the Mohave property no later than 30 days after the Company announces a production decision or has secured financing to implement such a decision.

In addition to the 0.5% NSR royalty to Bluestone, the Mohave property is subject to a 3.0% NSR royalty to the original optionor of which 1% can be bought back for US \$1,500,000.

The measurement of the commitments and NSRs have not been reflected in the asset acquisition transaction and such liabilities will be recognized as the related activities that give rise to the liabilities occur.

The breakdown of the transaction is below:

Assets acquired:

Acquisition costs	\$	115,158
Exploration and evaluation assets		34,842
	\$	150,000

Consideration:

Cash	\$	50,000
Shares issued and measured at issuance date		100,000
	\$	150,000

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Notes to the Condensed Interim Consolidated Financial Statements

June 30, 2022

(Unaudited - Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (continued)

c. Trapper Property

By agreement dated November 29, 2010 and amended June 28, 2013 the Company acquired 100% of the Trapper property in northern BC.

During the year ended September 30, 2020, the Company entered into an agreement with Brixton Metals Corporation ("Brixton") to dispose of its 100% interest in the Trapper property for net consideration of \$918,119, to be satisfied by an initial payment of \$100,000 in cash and 2,324,393 Brixton shares. The shares were recorded at the closing price of \$0.365 per share on the date of receipt of the shares (September 8, 2020). During the 2021 fiscal year, the Company released the \$30,284 Trapper bond to Brixton. See table below for a summary of the transaction.

Trapper Property Sale	
Cash	\$ 100,000
Fair value of Brixton shares on Sept 8	848,403
Less: reclamation bond	(30,284)
Net consideration received	918,119
Carrying value of Trapper Property	-
Gain on Sale of Trapper Property	\$ 918,119

At June 30, 2022, the Company held 1,124,393 Brixton shares and the price was \$0.135, resulting in a fair value adjustment on the Brixton marketable securities of \$5,622 (2021- (\$262,651)) recorded to other comprehensive income (loss).

d. Kahuna Property

By agreements dated November 4, 2014 and April 30, 2017, the Company acquired a 100% interest in the Kahuna Diamond project located in Nunavut, Canada.

The Kahuna Property is currently subject to two separate 2% gross overriding royalties "GOR" on diamonds, and two separate 2% net smelter return royalties (each, an "NSR" and together, the "NSRs") on all other minerals derived from the Property. Pursuant to the Royalty Agreement, 1% of each GOR may be purchased from either of the parties for \$2 million, and 1% of each NSR may be purchased from either of the parties for \$2 million.

On December 11, 2015, the Company entered into an agreement with Kel-ex Development ("Kel-ex"), a private company controlled by a former advisor to the Company, whereby Kel-ex will provide equity financing equal to one-third of the Company's diamond processing and other laboratory costs incurred through a laboratory controlled by the former advisor. Kel-ex has continued to maintain its interest as per the agreement.

During the year ended September 30, 2021, the Company has decided to write-down the value of the project to \$Nil because the Company has no budgeted or planned exploration and has decided to leave the property on care and maintenance. Any future expenses will be charged to impairment of E&E assets.

The Kahuna property is subject to an Annual Assessment Expenditure Commitment on active claims.

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Notes to the Condensed Interim Consolidated Financial Statements

June 30, 2022

(Unaudited - Expressed in Canadian Dollars)

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable include primarily amounts owing for Company's exploration programs, and general corporate expenditures.

The Company is disputing \$287,154 of accounts payable that arose in 2011 and the Company believes these amounts will be settled without payment. This disputed amount is included in the June 30, 2022 and 2021-year end balance.

7. RELATED PARTY TRANSACTIONS

The Company's transactions with related parties during the nine months ended June 30, 2022 and 2021 consist of transactions with directors, officers, and shareholders of the Company.

Amounts paid and accrued to key management personnel, officers and companies controlled by directors and officers:

	Nine Months ended June 30, 2022	Nine Months ended June 30, 2021
Geological fees capitalized to exploration & evaluation ⁽¹⁾	\$ 278,459	\$ 280,514
Management and directors fees ⁽²⁾	482,279	396,968
Share-based compensation	828,634	745,720
Total	\$ 1,589,372	\$ 1,423,202

(1) Geological fees were paid to the Company's VP Exploration and VP Operations.

(2) Management fees includes salaries and compensation to the Company's CEO & President, VP Exploration, VP Operations, VP Corporate Development, Directors and the CFO.

8. SHARE CAPITAL

a. Authorized

Share capital consists of an unlimited number of common shares and preferred shares without par value. The Company has not issued any preferred shares.

b. Share Issuances

Issued during the nine months ended June 30, 2022

During the nine months ended June 30, 2022 1,709,809 shares were issued for warrants exercised. This resulted in total gross proceeds of \$1,004,337. Also during the same period 162,000 shares were issued for options exercised. This resulted in total gross proceeds of \$113,397.

On March 31, 2022 the Company announced the closing of a bought deal private placement and a non-brokered private placement for aggregate gross proceeds of \$9.6 million. In the bought deal private placement a total of 4,375,000 charity flow-through commons shares were sold at a price of \$2.08 per charity flow-through share, for gross proceeds of \$9.1million. Kodiak's largest shareholder Teck Resources exercised their right to maintain a 9.9% shareholding and participated with a \$2 million investment in the placement.

The Company also completed a non-brokered private placement of flow-through common shares for gross proceeds of \$0.5 million. 260,417 flow-through shares were issued at a price of \$1.92.

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Notes to the Condensed Interim Consolidated Financial Statements

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(Unaudited - Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)**b. Share issuances (continued)**

\$1,488,020 of the total proceeds was allocated to flow through premium. In connection with the offering the Company paid the underwriters a cash commission equal to 6% of the gross proceeds of the gross proceeds of the offering, other than in respect of proceeds sold under the presidents list for which the Company paid a 3% cash commission. Total finders fees and other costs related to share issuance totaled \$632,481, of which \$98,992 was allocated to offset the flow through premium liability.

Issued during the year ended September 30, 2021

On October 7, 2020, the Company closed a non-brokered private placement for gross proceeds of \$12,677,479. The Company issued 1,027,443 non flow through shares at a price of \$1.95 and 3,739,316 flow through common shares through a charity flow-through arrangement consisting of 2,786,666 at a price of \$2.88 per share and 952,650 at a price of \$2.78. \$3,382,299 of the proceeds was allocated to flow-through premium. In connection with the closing of the private placement the Company paid total finders' fees of \$25,744 of which \$6,869 was allocated to offset the flow through premium liability. During the year ended September 30, 2020, the Company had received \$273,000 in advance of the issuance of shares for the total financing which was recorded in accounts payable and accrued liabilities. This amount was allocated to share capital during the year ended September 30, 2021.

Teck Resources Limited ("Teck"), who participated in the financing, acquired approximately 9.9% of the issued and outstanding common shares of Kodiak on a non-diluted basis. In connection with the placement, Kodiak has agreed to grant Teck an equity participation right to maintain its pro-rata ownership in the Company.

On April 26, 2021, the Company issued 950,000 common shares with a fair value of \$1,577,000 in connection with the Axe-Copper-Gold Property (Note 5a).

During the year ended September 30, 2021, 806,000 stock options were exercised for total gross proceeds of \$500,575.

During the year ended September 30, 2021, 3,415,591 warrants were exercised for total gross proceeds of \$3,108,675. Of the warrants exercised, 59,448 were broker warrants.

c. Warrants

	Number of Warrants	Weighted Average Exercise Price
Balance as at September 30, 2020	5,196,005	\$0.81
Exercised	(3,415,591)	\$0.91
Expired	(70,002)	\$1.19
Balance as at September 30, 2021	1,710,412	\$0.59
Exercised	(1,709,812)	\$0.59
Expired	(600)	\$0.75
Balance as at June 30, 2022	-	\$-

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8. SHARE CAPITAL (continued)

c. Warrants (continued)

As at June 30, 2022, there were no warrants outstanding.

d. Stock Options

On June 29, 2022, the Company approved, certain amendments to the Option Plan and the amendments to the Option Plan (the Option Plan, as amended, being referred to as the “**Amended Option Plan**”) which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with TSX-V requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Included in the Amended Option Plan are provisions that provide that the number of common shares reserved for issuance will not exceed 10% of the then issued and outstanding common shares of the Company. At the discretion of the Board of Directors of the Company, options granted under the Amended Option Plan can have a maximum exercise term of 10 years from the date of grant. Vesting terms are determined at the time of grant by the Board of Directors and unless otherwise stated fully vest when granted.

During the nine months ended June 30, 2022, 1,417,500 options were granted. Resulting in share-based compensation of \$1,538,114, which is charged to the income statement and reserves.

During the year ended September 30, 2021, the Company recognized share-based compensation of \$1,427,850, which is charged to the income statement and reserves.

The fair value of the options was estimated at the grant date based on the Black-Scholes option pricing model, using the following assumptions:

	Year Ended September 2021	Nine Months Ended June 30 2022
Expected dividend yield	0%	0%
Weighted average risk-free interest rate	0.24%-1.02%	0.63%-2.80%
Weighted average expected life	1-5 years	1-5 years
Weighted average expected volatility	123%-165%	57%-121%
Weighted average fair value of options granted	\$1.07-\$1.36	\$0.31-\$1.43

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Notes to the Condensed Interim Consolidated Financial Statements

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(Unaudited - Expressed in Canadian Dollars)

8. SHARE CAPITAL *(continued)***d. Stock Options** *(continued)*

The following is a summary of the Company's stock option activity:

	Number of Options	Weighted Average Exercise Price
Balance as at September 30, 2020	2,705,000	\$ 0.60
Granted	1,079,000	\$ 1.57
Exercised	(806,000)	\$ 0.62
Expired	(125,000)	\$ 0.65
Balance as at September 30, 2021	2,853,000	\$ 0.96
Granted	1,417,500	\$ 1.36
Exercised	(162,000)	\$ 0.70
Cancelled	(129,000)	\$ 0.84
Expired	(30,000)	\$ 2.28
Balance as at June 30, 2022	3,949,500¹	\$ 1.107

¹ All outstanding options were exercisable as at June 30, 2022.

As at June 30, 2022, the Company has outstanding stock options as follows:

Expiry date (mm/dd/yyyy)	Number of Options	Weighted Average Remaining life in years	Weighted Average Exercise Price
10/07/2022	25,000	0.27	\$1.20
01/31/2023	356,000	0.59	\$1.20
02/03/2023	20,000	0.60	\$1.35
04/21/2023	15,000	0.81	\$1.73
03/04/2024	280,000	1.68	\$0.375
03/12/2025*	801,000	2.70	\$0.35
06/14/2025	50,000	2.96	\$0.43
01/20/2026	935,000	3.56	\$1.56
03/15/2026	10,000	3.71	\$1.57
08/03/2026	100,000	4.10	\$1.41
10/07/2026	50,000	4.27	\$1.20
02/03/2027	1,267,500	4.60	\$1.35
04/21/2027	40,000	4.81	\$1.73
	3,949,500	3.30	\$1.107

* 6,000 March 2025 expiry options were exercised subsequent to quarter end.

e. Restricted and Deferred Share Units

On June 29, 2022, the Company approved, certain amendments to the restricted share unit ("RSU") & deferred share unit ("DSU") compensation plan (the "RSU & DSU Plan") and the amendments to the RSU & DSU Plan (the RSU & DSU Plan, as amended, being referred to as the "**Amended RSU & DSU Plan**"). RSU's granted under Amended RSU & DSU Plan may be granted to directors, officers, employees, management company employees and consultants or an affiliate of the Company.

The maximum number of Common Shares reserved for issuance to insiders (as a group) at any time under the Amended RSU and DSU Plan, together with any other Common Shares issuable under any security-based compensation arrangements of the Company, may not exceed 10% of the issued and outstanding Common Shares on a non-diluted basis, nor can the number of Common Shares granted within a 12-month period exceed 10%.

There are no RSU's or DSU's outstanding as at June 30, 2022.

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9. FLOW THROUGH SHARE PREMIUM LIABILITY

Flow through share premium liabilities include the liability portion of the flow through shares issued. The following is a continuity schedule of the liability portion of the flow through shares issuances.

	Issued on March 12, 2020	Issued on October 08, 2020	Total
Balance at September 30, 2020	\$ 237,811	-	\$ 237,811
Liability incurred on flow through shares issued	-	3,382,299	3,382,299
Flow-through issuance costs (Note 8b)	-	(6,869)	(6,869)
Settlement of flow through share liability on incurring expenditures	(237,811)	(1,517,083)	(1,754,894)
Balance at September 30, 2021	\$ -	1,858,347	\$ 1,858,347

	Issued on October 08, 2020	Issued on March 31, 2022	Total
Balance at September 30, 2021	\$ 1,858,347	-	\$ 1,858,347
Liability incurred on flow through shares issued	-	1,488,020	1,488,020
Flow-through issuance costs (Note 8b)	-	(98,992)	(98,992)
Settlement of flow through share liability on incurring expenditures	(1,858,347)	(6,942)	(1,865,289)
Balance at June 30, 2022	\$ -	1,382,086	\$ 1,382,086

As at June 30, 2022, the Company has fulfilled 100% of its commitment to incur expenditures in relation to the flow through share financing from March and October, 2020.

In relation to the flow through share financings from October 2020 and March, 2022 a net flow through premium liability of \$1,865,289 was reversed during the nine month period (2021 - \$874,150).

10. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, amounts receivables, advances and deposits, marketable securities, accounts payable and accrued liabilities and CEBA loan. The fair values of these financial instruments approximate their carrying values, other than cash and marketable securities which is carried at fair value.

Marketable securities are a Level 1 financial instrument.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following summarizes fair value hierarchy under which the Company's financial instruments are valued:

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10. FINANCIAL INSTRUMENTS (continued)

- Level 1 – fair values based on unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – fair values based on inputs that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – fair values based on inputs for the asset or liability that are not based on observable market data.

The Company examines the various financial instrument risks to which it is exposed and assesses any impact and likelihood of those risks. The Company's risk exposures and their corresponding impact on the Company's consolidated financial instruments are summarized below.

Liquidity risk is the risk that the Company cannot meet a demand for cash or fund its obligations as they come due. As at June 30, 2022, the Company had a cash and cash equivalents balance of \$13,925,266 (September 30, 2021 - \$11,765,345), a marketable securities balance of \$151,793 (September 30, 2021 - \$146,171) to settle current liabilities of \$2,727,238 that are due within one year (September 30, 2021 - \$3,298,983).

The Company intends to finance future requirements from its existing cash reserves together with share issuances, the exercise of options and/or warrants, debt or other sources. There can be no certainty of the Company's ability to raise additional financing through these means.

Credit risk is the risk that the counterparty to a financial instrument will fail to meet their payment obligations, thus this risk is primarily attributable to cash and cash equivalents. The Company maintains its cash and cash equivalents with high-credit quality financial institutions, thus limiting its credit risk. As at June 30, 2022, the Company had a receivable balance of \$151,946 (September 30, 2021 - \$127,441), which primarily relates to GST receivable from the Federal Government of Canada. There was \$125,415 in Advances and Deposits as at June 30, 2022 (September 30, 2021 - \$59,210) which is made up predominately of prepayments to vendors. There was \$59,486 in Long term deposits at June 30, 2022 (September 30, 2021 - \$59,486) which is made up of long term deposits to vendors for rent, vehicles, drilling contractor.

Interest rate risk is the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at June 30, 2022, the Company does not have any interest-bearing loans or liabilities outstanding, apart from the CEBA loan, see Note 11. All receivable and payable balances are current and as such, are not subject to interest, so its exposure to interest rate risk is insignificant.

Currency risk relates to the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign currency. As at June 30, 2022, the Company did not have any material monetary assets or liabilities denominated in a foreign currency and consequently is not exposed to significant foreign currency risk.

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, and commodity and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. Investments in equity instruments which are classified as fair value through other comprehensive income (loss) and are measured at fair value, are listed on public stock exchanges, including TSX-V and OTC-QB. The Company is exposed to market price risk on its marketable securities. The Company's marketable securities consist of one listed entity called Brixton Metals Corporation. A 10% change in quoted market price for Brixton Metals Corporation at June 30, 2022 would result in a change to other comprehensive income (loss) and fair value of marketable securities of \$15,179.

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11. CAPITAL DISCLOSURES

The Company's objective, when managing capital, is to ensure sufficient resources are available to meet day to day operating and exploration requirements and to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

In May of 2020, the Company received the \$40,000 interest free Canada Emergency Business Account (CEBA) loan. The program is operated by the Government of Canada. If the loan balance is paid on or before December 31, 2022, there will be loan forgiveness of 25% or \$10,000.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period. In the management of capital, the Company includes the components of shareholders' equity, as well as cash and cash equivalents.

12. SEGMENTED INFORMATION

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. All of the Company's operations are within the mineral exploration sector in Canada and the USA (Note 5). No material assets and revenue exist in the USA for separate presentation, other than what is included in Note 5.

13. RESTATEMENT

The Company has restated the comparative financial information on the statements of financial position as at September 30, 2020 and October 1, 2019 and the comparative financial information on the statements of loss and comprehensive loss, cash flows and changes in shareholders' equity for the year ended September 30, 2020. The restatement is a result of the Company erroneously recording a deferred tax liability and deferred tax expense in relation to proceeds received from issuance of flow-through shares in prior years.

Effects on Statements of Financial Position

	As at September 30, 2020			As at October 1, 2019		
	Previously stated	Adjustments	As Restated	Previously stated	Adjustments	As restated
Total Assets	\$6,676,201	-	\$6,676,201	\$11,695,227		\$11,695,227
Deferred tax liability	\$1,214,040	(\$1,214,040)	-	\$567,470	(\$567,470)	-
Total liabilities	\$2,601,752	(\$1,214,040)	\$1,387,712	\$1,255,013	(\$567,470)	\$687,543
Shareholders' equity:						
Deficit	(\$54,654,210)	\$1,214,040	(\$53,440,170)	(\$44,030,655)	\$567,470	(\$43,463,185)
Total shareholders' equity (deficit)	\$4,074,449	\$1,214,040	\$5,288,489	\$10,440,214	\$567,470	\$11,007,684

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13. RESTATEMENT (continued)*Effects on Statements of Loss and Comprehensive Loss*

For the year ended September 30, 2020			
	Previously stated	Adjustments	As restated
Loss before income taxes	(\$9,976,985)	-	(\$9,976,985)
Deferred income tax	(\$646,570)	\$646,570	-
Loss for the year	(\$10,623,555)	\$646,570	(\$9,976,985)
Weighted number of shares outstanding	33,817,723	-	33,817,723
Basic and diluted loss per share	(\$0.31)	-	(\$0.30)

Effects on Statements of Cash Flows

For the year ended September 30, 2020			
	Previously stated	Adjustments	As restated
Operating activities:			
Loss for the year	(\$10,623,555)	\$646,570	(\$9,976,985)
Total operating activities	(\$1,370,328)	-	(\$1,370,328)
Total investing activities	(\$1,765,103)	-	(\$1,765,103)
Total financing activities	\$4,875,747	-	\$4,875,747