
HANNAN METALS LTD.

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2021 AND 2020

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Hannan Metals Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Hannan Metals Ltd. (the "Company"), which comprise the consolidated statements of financial position as at May 31, 2021 and 2020, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, 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, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits 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 Company 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 in our audits is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes 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 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 Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. 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 IFRS, 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 Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company'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.

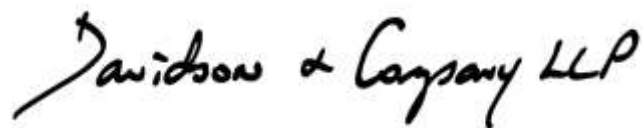
As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 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 Company'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 Company'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 Company 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 Company 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 Catherine Tai.

A handwritten signature in black ink that reads "Davidson & Garsany LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

September 27, 2021

HANNAN METALS LTD.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	Note	May 31, 2021 \$	May 31, 2020 \$
ASSETS			
Current assets			
Cash		1,799,811	1,690,911
GST/VAT receivable		16,234	9,172
Prepaid expenses		<u>72,280</u>	<u>85,877</u>
Total current assets		<u>1,888,325</u>	<u>1,785,960</u>
Non-current assets			
Equipment	4	120,412	-
Exploration and evaluation assets	5, 8(a)	<u>5,240,168</u>	<u>4,664,427</u>
Total non-current assets		<u>5,360,580</u>	<u>4,664,427</u>
TOTAL ASSETS		<u>7,248,905</u>	<u>6,450,387</u>
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	8	237,979	234,626
Due to related party	8(c)	-	20,000
Promissory notes payable	6	<u>-</u>	<u>214,850</u>
TOTAL LIABILITIES		<u>237,979</u>	<u>469,476</u>
SHAREHOLDERS' EQUITY			
Share capital	7	13,017,064	10,454,991
Share-based payments reserve		4,338,292	4,276,541
Deficit		<u>(10,344,430)</u>	<u>(8,750,621)</u>
TOTAL SHAREHOLDERS' EQUITY		<u>7,010,926</u>	<u>5,980,911</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>7,248,905</u>	<u>6,450,387</u>

Nature of Operations and Continuing Operations - Note 1

Events after the Reporting Period - Note 13

These consolidated financial statements were approved for issue by the Board of Directors on September 27, 2021 and are signed on its behalf by:

/s/ Nick DeMare
Nick DeMare
Director

/s/ Michael Hudson
Michael Hudson
Director

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

HANNAN METALS LTD.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Note	Year Ended May 31,	
		2021 \$	2020 \$
Expenses			
Accounting and administration	8(b)(ii)	57,527	53,742
Audit		25,645	20,000
Corporate development		131,016	89,344
Depreciation	4	15,992	-
Director and officer compensation	8	188,140	147,422
Drill core storage		12,269	10,868
General exploration		52,735	-
Insurance		11,308	13,749
Investor relations		233,123	-
Legal		36,528	18,072
Marketing		231,234	-
Office		25,163	35,816
Professional fees		245,999	88,079
Regulatory fees		14,432	10,712
Salaries and benefits		-	33,524
Share-based compensation	7(d), 8	214,520	567,347
Shareholder costs		18,588	17,826
Transfer agent fees		12,630	12,434
Travel		830	39,631
Vehicle rental		-	840
		<u>1,527,679</u>	<u>1,159,406</u>
Loss before other items		<u>(1,527,679)</u>	<u>(1,159,406)</u>
Other items			
Interest income		10,911	8,959
Foreign exchange		(75,233)	3,770
Interest expense	6	<u>(1,808)</u>	<u>(17,457)</u>
		<u>(66,130)</u>	<u>(4,728)</u>
Loss and comprehensive loss for the year		<u>(1,593,809)</u>	<u>(1,164,134)</u>
Basic and diluted loss per common share		<u>\$(0.02)</u>	<u>\$(0.02)</u>
Weighted average number of common shares outstanding		<u>80,933,093</u>	<u>60,085,882</u>

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

HANNAN METALS LTD.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

Year Ended May 31, 2021					
	Share Capital		Share-Based Payments Reserve \$	Deficit \$	Total Equity \$
	Number of Shares	Amount \$			
Balance at May 31, 2020	74,664,211	10,454,991	4,276,541	(8,750,621)	5,980,911
Common shares issued for cash:					
- private placement	4,000,000	1,000,000	-	-	1,000,000
- share options	930,000	168,500	-	-	168,500
- warrants	5,481,433	1,261,150	-	-	1,261,150
Share issue costs	-	(20,346)	-	-	(20,346)
Transfer on exercise of share options	-	151,489	(151,489)	-	-
Transfer on exercise of finder's warrants	-	1,280	(1,280)	-	-
Share-based compensation	-	-	214,520	-	214,520
Loss for the year	-	-	-	(1,593,809)	(1,593,809)
Balance at May 31, 2021	85,075,644	13,017,064	4,338,292	(10,344,430)	7,010,926

Year Ended May 31, 2020					
	Share Capital		Share-Based Payments Reserve \$	Deficit \$	Total Equity \$
	Number of Shares	Amount \$			
Balance at May 31, 2019	52,664,602	7,869,329	3,709,194	(7,586,487)	3,992,036
Common shares issued for:					
- private placements	20,937,109	2,661,489	-	-	2,661,489
- warrants	1,062,500	122,500	-	-	122,500
Share issue costs	-	(198,327)	-	-	(198,327)
Share-based compensation	-	-	567,347	-	567,347
Loss for the year	-	-	-	(1,164,134)	(1,164,134)
Balance at May 31, 2020	74,664,211	10,454,991	4,276,541	(8,750,621)	5,980,911

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

HANNAN METALS LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Year Ended May 31,	
	2021	2020
	\$	\$
Operating activities		
Loss for the year	(1,593,809)	(1,164,134)
Adjustments for:		
Depreciation	15,992	-
Interest expense	1,808	17,457
Share-based compensation	214,520	567,347
Changes in non-cash working capital items:		
GST/VAT receivable	(7,062)	927
Prepaid expenses	13,597	(46,479)
Accounts payable and accrued liabilities	3,353	(9,947)
Net cash used in operating activities	(1,351,601)	(634,829)
Investing activities		
Exploration and evaluation asset expenditures, net of recoveries	(575,741)	(456,585)
Equipment purchases	(136,404)	-
Net cash used in investing activities	(712,145)	(456,585)
Financing activities		
Issuance of common shares	2,429,650	2,783,989
Share issue costs	(20,346)	(198,327)
Repayment on promissory notes	(216,658)	(145,000)
Repayment of advances from related party	(20,000)	(30,000)
Net cash provided by financing activities	2,172,646	2,410,662
Net change in cash during the year	108,900	1,319,248
Cash at beginning of year	1,690,911	371,663
Cash at end of year	1,799,811	1,690,911

Supplemental cash flow information - Note 12

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

HANNAN METALS LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

1. Nature of Operations and Continuing Operations

The Company was incorporated under the provisions of the Company Act (British Columbia). The Company's common shares currently trade on the TSX Venture Exchange ("TSXV") under the symbol "HAN". The Company's principal, registered and records office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

The Company is a junior mineral exploration company engaged in the acquisition and exploration of mineral properties. As at May 31, 2021 the Company has not earned any production revenue, nor has it determined whether these properties contain economically recoverable ore reserves. The underlying value of the mineral resource interests is entirely dependent on the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete exploration and development and upon future profitable production. Mineral resource interests represent costs incurred to date, less amounts amortized and/or written off, and do not necessarily represent present or future values. As a mineral Company in the exploration stage the ability of the Company to complete the exploration and development of its mineral property interests will be affected primarily by its ability to raise adequate amounts of capital through equity financings, debt financings, joint venturing of projects and other means.

The Company has a history of losses with no operating revenues and, as at May 31, 2021, the Company had working capital of \$1,650,346. The Company's operations are funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. As at May 31, 2021 management considers that the Company has adequate resources to maintain its core operations, conduct planned exploration programs on its existing exploration and evaluation assets and discharge its obligations as they become due in the next twelve months. See also Note 13(a).

These consolidated financial statements do not reflect any adjustments related to conditions that occurred subsequent to May 31, 2021.

In March 2020 the World Health Organization ("WHO") declared the outbreak of a novel coronavirus, identified as "COVID-19", as a global pandemic. In order to combat the spread of COVID-19 governments worldwide have enacted emergency measures including travel bans, legally enforced or self-imposed quarantine periods, social distancing and business and organization closures. These measures have caused material disruptions to businesses, governments and other organizations resulting in an economic slowdown and increased volatility in national and global equity and commodity markets. All work requires the implementation of health protocols including self-distancing, disinfection procedures, use of protective masks and COVID-19 testing. Activities in Ireland have been restricted to minimal care and maintenance levels. The Company has implemented safety and physical distancing procedures, including working from home and continuing desktop and office work remotely where possible. In Peru, local social work continues to build on relationships remotely with existing stakeholders. The Company will continue to monitor the impact of the COVID-19 outbreak.

2. Basis of Preparation

Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value. These consolidated financial statements are presented in Canadian dollars unless otherwise noted.

HANNAN METALS LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

2. Basis of Preparation (continued)

Details of the Group

In addition to the Company, the consolidated financial statements include all subsidiaries. Subsidiaries are all corporations over which the Company is able, directly or indirectly, to control financial and operating policies, which is the authority usually connected with holding majority voting rights. Subsidiaries are fully consolidated from the date on which control is acquired by the Company. Inter-company transactions and balances are eliminated upon consolidation. They are de-consolidated from the date that control by the Company ceases.

The subsidiaries of the Company are as follows:

<u>Company</u>	<u>Location of Incorporation</u>	<u>Ownership Interest</u>
Hannan Metals BC Ltd.	Canada	100%
Hannan Metals Peru Ltd.	Canada	100%
Hannan Metals Ireland Limited	Ireland	100%
Hannan Metals Peru S.A.C.	Peru	100%
Hannan Resources Peru S.A.C.	Peru	100%
Hannan Servicios Peru S.A.C.	Peru	100%

3. Summary of Significant Accounting Policies

Critical Judgments and Sources of Estimation Uncertainty

The preparation of these 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 consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These 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.

Critical Judgments

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements:

- (i) The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.
- (ii) Management is required to assess the functional currency of each entity of the Company. In concluding that the Canadian dollar is the functional currency of the parent and its subsidiary companies, management considered the currency that mainly influences the cost of providing goods and services in each jurisdiction in which the Company operates. As no single currency was clearly dominant the Company also considered secondary indicators including the currency in which funds from financing activities are denominated and the currency in which funds are retained.

HANNAN METALS LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

3. Summary of Significant Accounting Policies (continued)

- (iii) Management is required to assess impairment in respect of intangible exploration and evaluation assets. The triggering events are defined in IFRS 6. In making the assessment, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves. The nature of exploration and evaluation activity is such that only a proportion of projects are ultimately successful and some assets are likely to become impaired in future periods.
- (iv) The assessment of the probability of future taxable income in which deferred tax assets can be utilized is based on the Company's estimate of future profits or losses adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in the jurisdictions in which the Company operates are also carefully taken into consideration. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized to the extent of the amount expected to be utilized. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances. Details of these can be found in Note 9.

Estimation Uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year:

- (i) The cost estimates are updated periodically during the life of a mine to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations), and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements and constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.
- (ii) Determining the fair value of warrants and stock options requires estimates related to the choice of a pricing model, the estimation of stock price volatility and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could have a significant impact on the Company's future operating results or on other components of shareholders' equity.
- (iii) The assessment of any impairment of exploration and evaluation assets is dependent upon estimates of the recoverable amount that take into account factors such as reserves, economic and market conditions and the useful lives of assets. Management has concluded there were no impairment indicators with respect to exploration and evaluation assets in fiscal 2021 and 2020.

Cash and Cash Equivalents

Cash includes cash on hand. Cash equivalents include short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. The Company is not exposed to significant credit or interest rate risk although cash is held in excess of federally insured limits with a major financial institution. As at May 31, 2021 and 2020 the Company did not have any cash equivalents.

Amounts Receivable

Receivables are recognized initially at fair value and classified as amortized cost. Receivables are subsequently measured at amortized cost using the effective interest method, less expected credit losses. At each reporting date, the Company records credit losses at an amount equal to the lifetime expected credit losses using a present value and probability-weighted model.

HANNAN METALS LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

3. Summary of Significant Accounting Policies (continued)

Accounts Payable and Accrued Liabilities

Payables are obligations to pay for materials or services that have been acquired in the ordinary course of business from suppliers. Payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Payables are classified as amortized cost initially at fair value and are subsequently measured at amortized cost using the effective interest method.

Exploration and Evaluation Assets

The Company is in the exploration stage with respect to its investment in exploration and evaluation assets and accordingly follows the practice of capitalizing all costs relating to the acquisition of, exploration for and evaluation of mineral properties and crediting all proceeds received against the cost of the related properties. Such costs include, but are not exclusive to, geological, geophysical studies, exploratory drilling and sampling. At such time as commercial production commences, these costs will be charged to operations on a unit-of-production method based on proven and probable reserves. The aggregate costs related to abandoned mineral properties are charged to operations at the time of any abandonment, or when it has been determined that there is evidence of a permanent impairment. An impairment charge relating to a mineral property is subsequently reversed when new exploration results or actual or potential proceeds on sale or farmout of the property result in a revised estimate of the recoverable amount, but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition.

The Company recognizes in income costs recovered on mineral properties when amounts received or receivable are in excess of the carrying amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets.

All capitalized exploration and evaluation expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that an exploration expenditure is not expected to be recovered, it is charged to the results of operations.

Although the Company takes steps to verify title to exploration and evaluation assets 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.

Equipment

Equipment is carried at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Equipment is depreciated annually on a straight-line basis over the estimated useful life of the assets, at a rate of 10% - 25% for office furniture and equipment and field equipment.

HANNAN METALS LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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3. Summary of Significant Accounting Policies (continued)

An item of equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss in the consolidated statement of comprehensive income or loss.

Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment. Expenditures incurred to replace a component of an item of equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

The Company compares the carrying value of equipment to estimated net recoverable amounts, based on the higher of fair value and discounted future cash flows, to determine whether there is any indication of impairment whenever events or circumstances warrant.

Impairment of Non-financial Assets

At each financial position reporting date, the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

An asset's recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value is determined as the price that would be received to sell an asset in an orderly transaction between market participants. 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. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Decommissioning Provision

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral interest by or on behalf of the Company. Costs for restoration of site damage which is created on an ongoing basis during exploration and evaluation are provided for at their net present values and charged against profits in the period such exploration and evaluation occurs. Discount rates using a risk-free rate that reflects the time value of money are used to calculate the net present value. The related liability is adjusted each period for the unwinding of the discount rate and for changes to the current market-based discount rate and amount or timing of the underlying cash flows needed to settle the obligation. As at May 31, 2021 and 2020 the Company does not have any decommissioning obligations.

Financial Instruments

The Company classifies its financial assets and financial liabilities in the following measurement categories: (i) those to be measured subsequently at fair value through profit or loss ("FVTPL"); (ii) those to be measured subsequently at fair value through other comprehensive income ("FVOCI"); and (iii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

HANNAN METALS LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

3. Summary of Significant Accounting Policies (continued)

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in other comprehensive income.

Share Capital

Common shares issued by the Company are classified as equity. Costs directly attributable to the issue of common shares, share purchase warrants and share options are recognized as a deduction from equity, net of any related income tax effects.

Equity Financing

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate mineral properties. These equity financing transactions may involve issuance of common shares or units. Units typically comprise a certain number of common shares and share purchase warrants. Depending on the terms and conditions of each equity financing transaction, the warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the terms of the transaction. The Company adopted a residual value method with respect to the measurement of common shares and share purchase warrants issued as private placement units. The fair value of the common shares issued in the private placements is determined by the closing quoted bid price on the price reservation date, if applicable, or the announcement date. The balance, if any, is allocated to the attached share purchase warrants.

Share-Based Payment Transactions

The share option plan allows Company employees and consultants to acquire shares of the Company. The fair value of share options granted is recognized as a share-based compensation expense with a corresponding increase in the equity settled share-based payments reserve in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

For employees the fair value is measured at grant date and each tranche is recognized separately on a straight line basis over the period during which the share options vest. The fair value of the share options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the share options were granted. At the end of each reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Equity-settled share-based payment transactions with non-employees are measured at the fair value of the goods or services received. However, if the fair value cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

Current and Deferred Income Taxes

The tax expense comprises current and deferred tax. Tax is recognized separately in the statement of comprehensive loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case the tax is also recognized in other comprehensive income or directly in equity, respectively.

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3. Summary of Significant Accounting Policies (continued)

Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax relating to items recognized directly in equity or other comprehensive income ("OCI") is recognized in equity or OCI and not in the statement of comprehensive loss.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Loss Per Share

Basic loss per share is computed by dividing loss attributable to common shareholders by the weighted average number of common shares outstanding during the period. The computation of diluted loss per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on loss per share. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the "if converted" method. The dilutive effect of outstanding options and warrants and their equivalents is reflected in diluted loss per share.

Foreign Currency Translation

Functional and Presentation Currency

The financial statements of each of the Company's subsidiaries are prepared in the local currency of their home jurisdictions. Consolidation of each subsidiary includes re-measurement from the local currency to the subsidiary's functional currency. Each subsidiary's functional currency, being the currency of the primary economic environment in which the subsidiary operates, is the Canadian dollar. The consolidated financial statements are presented in Canadian dollars.

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3. Summary of Significant Accounting Policies (continued)

Foreign Currency Transactions

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

Adoption of New Accounting Standard

Effective June 1, 2020 the Company adopted the Amendments to IFRS 3 - *Definition of a Business*, which clarifies the definition of a business for the purpose of determining whether a transaction should be accounted for as an asset acquisition or a business combination. The amendments:

- clarify the minimum attributes that the acquired assets and activities must have to be considered a business;
- remove the assessment of whether market participants can acquire the business and replace missing inputs or processes to enable them to continue to produce outputs;
- narrow the definition of a business and the definition of outputs; and
- add an optional concentration test that allows a simplified assessment of whether an acquired set of activities and assets is not a business.

There was no impact on the Company's consolidated financial statements upon the adoption of the amendments of this standard.

4. Equipment

	Field Equipment \$	Office Equipment \$	Total \$
Cost:			
Balance at May 31, 2020 and 2019	-	-	-
Additions	<u>125,438</u>	<u>10,966</u>	<u>136,404</u>
Balance at May 31, 2021	<u>125,438</u>	<u>10,966</u>	<u>136,404</u>
Accumulated Depreciation:			
Balance at May 31, 2020 and 2019	-	-	-
Depreciation	<u>(15,680)</u>	<u>(312)</u>	<u>(15,992)</u>
Balance at May 31, 2021	<u>(15,680)</u>	<u>(312)</u>	<u>(15,992)</u>
Carrying Value:			
Balance at May 31, 2020	-	-	-
Balance at May 31, 2021	<u>109,758</u>	<u>10,654</u>	<u>120,412</u>

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5. Exploration and Evaluation Assets

	May 31, 2021			May 31, 2020		
	Acquisition Costs \$	Deferred Exploration Costs \$	Total \$	Acquisition Costs \$	Deferred Exploration Costs \$	Total \$
Peru						
- San Martin JV Project	-	601,602	601,602	347,896	394,979	742,875
- San Martin 100% Project	191,264	10,684	201,948	-	-	-
- Previsto Project	417,947	93,803	511,750	-	-	-
Ireland - Claire Project	1,452,949	2,468,603	3,921,552	1,452,949	2,468,603	3,921,552
Other	3,316	-	3,316	-	-	-
	<u>2,065,476</u>	<u>3,174,692</u>	<u>5,240,168</u>	<u>1,800,845</u>	<u>2,863,582</u>	<u>4,664,427</u>
	Peru			Ireland	Other	Total
	San Martin JV Project \$	San Martin 100% Project \$	Previsto \$	Clare Project \$	\$	\$
Balance at May 31, 2019	<u>301,478</u>	<u>-</u>	<u>-</u>	<u>3,906,364</u>	<u>-</u>	<u>4,207,842</u>
Exploration costs						
Field supplies	46,674	-	-	-	-	46,674
Community	57,021	-	-	-	-	57,021
Geological	170,525	-	-	-	-	170,525
Sampling	11,731	-	-	-	-	11,731
Travel	28,509	-	-	-	-	28,509
	<u>314,460</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>314,460</u>
Acquisition costs						
License applications and fees	126,937	-	-	15,188	-	142,125
Balance at May 31, 2020	<u>742,875</u>	<u>-</u>	<u>-</u>	<u>3,921,552</u>	<u>-</u>	<u>4,664,427</u>
Exploration costs						
Community	9,941	-	-	-	-	9,941
Consulting	548,853	-	38,066	-	-	586,919
Exploration site	14,940	-	-	-	-	14,940
Geological	62,060	10,684	31,310	-	-	104,054
Insurance	2,264	-	142	-	-	2,406
Legal	13,644	-	-	-	-	13,644
Logistics	94,434	-	19,953	-	-	114,387
VAT incurred	59,130	-	4,332	-	-	63,462
	<u>805,266</u>	<u>10,684</u>	<u>93,803</u>	<u>-</u>	<u>-</u>	<u>909,753</u>
Acquisition costs						
License applications and fees	305,347	191,264	417,947	-	3,316	917,874
Other						
Cost recoveries	(1,251,886)	-	-	-	-	(1,251,886)
Balance at May 31, 2021	<u>601,602</u>	<u>201,948</u>	<u>511,750</u>	<u>3,921,552</u>	<u>3,316</u>	<u>5,240,168</u>

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5. Exploration and Evaluation Assets (continued)

(a) Peru

San Martin

(i) *San Martin JV Project*

On November 27, 2020 the Company entered into a binding letter agreement for an option and joint venture agreement (the "Agreement") with Japan Oil, Gas and Metals National Corporation ("JOGMEC"). Under the Agreement, JOGMEC has the option to earn up to a 75% interest in mining concessions in San Martin Province of the Department of San Martin, northern Peru (the "San Martin JV Project").

The Agreement grants JOGMEC the option to earn an initial 51% interest by funding US \$8,000,000 in project expenditures on the San Martin JV Project over a four year period, subject to acceleration at JOGMEC's discretion.

JOGMEC, at its election, can then earn:

- an additional 16% interest for a total 67% interest by achieving either a prefeasibility study or funding a further US \$12,000,000 in project expenditures in amounts of at least US \$1,000,000 per annum (for a US \$20,000,000 total expenditure); and,
- subject to owning a 67% interest, a further 8% interest for a total 75% interest by achieving either a feasibility study or funding a further US \$15,000,000 in project expenditures in amounts of at least US \$1,000,000 per annum (for a US \$35,000,000 total expenditure).

Should JOGMEC not proceed to a prefeasibility study or spend US \$20,000,000 in total, the Company shall have the right to purchase from JOGMEC for US \$1, a 2% interest, whereby the Company's interest will be increased to 51% and JOGMEC's interest will be reduced to 49%.

At the completion of a feasibility study, JOGMEC has the right to either:

- purchase up to an additional 10% interest from the Company (for a total 85% interest) at fair value as determined in accordance with internationally recognized professional standards by an agreed upon independent third-party valuator; or
- receive up to an additional 10% interest from the Company (for a total 85% interest) in consideration of JOGMEC's agreement to fund development of the San Martin JV Project, by loan carrying the Company until the San Martin JV Project generates positive cash flow.

After US \$35,000,000 has been spent by JOGMEC and before a feasibility study has been achieved, both parties will fund expenditures pro rata or dilute via a standard industry dilution formula:

- if the interest in any party is diluted to less than 5% then that party's interest will be automatically converted to a 2% net smelter royalty ("NSR"), and the other party may at any time purchase 1% of the 2% NSR for a cash payment of US \$1,000,000; and
- the Company will manage exploration at least until JOGMEC earns a 51% interest, after which the majority interest holder will be entitled to act as the operator of the San Martin JV Project.

As at May 31, 2021 the Company had 105 mining concessions granted or under application for the San Martin JV Project.

(ii) *San Martin 100% Project*

As at May 31, 2021 the Company had 28 mining concessions under application outside of the San Martin JV Project.

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5. Exploration and Evaluation Assets (continued)

Previsto Project

As at May 31, 2021 the Company had 111 mining concessions granted or under application located in central eastern Peru.

(b) **Ireland**

Clare Project

The Company holds a 100% interest in seven prospecting licences located in County Clare, Ireland (the “Licences”) pursuant to an assignment agreement. Under a separate asset purchase agreement dated June 3, 2016 (the “Asset Purchase Agreement”) between the Company and Lundin Mining Exploration Limited (“Lundin”), the Company purchased all exploration data associated with the Licences for an initial cash payment of \$191,910 (US \$150,000) in fiscal 2017 and additional cash payments totalling \$1,057,473 (US \$850,000) in fiscal 2018.

The Company is also required to pay Lundin a one-time bonus payment of US \$5,000,000 within the earlier of: (i) a decision to proceed with mine construction, or: (ii) within 90 days of the establishment of a commercial financing to finance capital costs for mine construction. Lundin retains a 2% net smelter return royalty on all sales of mineral products extracted from the area of land subject to the Licences, subject to a 0.5% buy back right of the Company for US \$5,000,000, which must be exercised within one year from the date of commercial production.

6. Promissory Notes Payable

	May 31, 2021 \$	May 31, 2020 \$
Promissory notes	-	145,000
Accrued interest	-	69,850
	<u>-</u>	<u>214,850</u>

The promissory notes were issued to shareholders of the Company, including a family trust of the CEO of the Company, and bore interest at 7% per annum. During fiscal 2021 the Company recorded \$1,808 (2020 - \$17,457) of interest expense and repaid the promissory notes and \$71,658 of accrued interest payable.

7. Share Capital

(a) *Authorized Share Capital*

The Company’s authorized share capital consists of an unlimited number of common shares without par value. All issued common shares are fully paid.

(b) *Equity Financings*

Fiscal 2021

On July 13, 2020 the Company completed a private placement of 4,000,000 units at \$0.25 per unit for \$1,000,000. Each unit consisted of one common share of the Company and one-half share purchase warrant. Each whole warrant entitles the holder to purchase an additional common share of the Company at an exercise price of \$0.35 per share expiring July 13, 2022.

The Company incurred a total of \$20,346 for legal and filing costs associated with this private placement.

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7. Share Capital (continued)

Fiscal 2020

During fiscal 2020 the Company completed non-brokered private placements as follows:

- (i) 4,753,847 common shares, at \$0.065 per share, for gross proceeds of \$309,000. Certain directors and officers of the Company purchased a total of 653,847 common shares for \$42,500;
- (ii) 1,500,000 common shares at \$0.10 per share, for gross proceeds of \$150,000; and
- (iii) 14,683,262 units, at \$0.15 per unit, for gross proceeds of \$2,202,489. Each unit comprised one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.30 per share, expiring February 18, 2022.

The Company paid a total of \$97,600 finder's fee to two finders in respect to a portion of the private placement.

The Company incurred a total of \$100,727 for legal and filing costs associated with these private placements.

(c) *Warrants*

A summary of the number of common shares reserved pursuant to the Company's outstanding warrants at May 31, 2021 and 2020 and the changes for the years ended on those dates, is as follows:

	2021		2020	
	Number	Weighted Average Exercise Price \$	Number	Weighted Average Exercise Price \$
Balance, beginning of year	24,249,162	0.27	17,267,385	0.29
Issued	2,000,000	0.35	14,683,262	0.30
Exercised	(5,481,433)	0.23	(1,062,500)	0.12
Expired	-	-	(6,638,985)	0.40
Balance, end of year	<u>20,767,729</u>	0.29	<u>24,249,162</u>	0.27

The following table summarizes information about the number of common shares reserved pursuant to the Company's warrants outstanding and exercisable at May 31, 2021:

Number	Exercise Price \$	Expiry Date
6,250,300	0.25	July 6, 2021
12,517,429	0.30	February 18, 2022
<u>2,000,000</u>	0.35	July 13, 2022
<u>20,767,729</u>		

See also Note 13(a).

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7. Share Capital (continued)

(d) *Share Option Plan*

The Company has established a rolling share option plan (the “Plan”) in which the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. The minimum exercise price of the options is set at the Company’s closing share price on the day before the grant date, less allowable discounts. Options granted may be subject to vesting provisions as determined by the Board of Directors and have a maximum term of ten years.

During fiscal 2021 the Company granted share options to purchase 700,000 (2020 - 3,645,000) common shares and recorded compensation expense of \$184,250 (2020 - \$567,347) on the options granted. The Company also recorded additional compensation expense of \$30,000 (2020 - \$nil) on the vesting of share options previously granted.

The fair value of share options granted and vested during fiscal 2021 and 2020 was estimated using the Black-Scholes Option Pricing Model using the following assumptions:

	<u>2021</u>	<u>2020</u>
Risk-free interest rate	0.22% - 0.36%	0.33% - 1.47%
Estimated volatility	98% - 112%	100% - 103%
Expected life	2 years - 3 years	3 years
Expected dividend yield	0%	0%

The estimated volatility was based on the historical share prices of the Company. The weighted average grant date fair value of all share options granted and vested during fiscal 2021 was \$0.28 (2020 - \$0.16) per share option.

Option-pricing models require the use of estimates and assumptions including the expected volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide a reliable measure of the fair value of the Company’s share options.

A summary of the Company’s share options at May 31, 2021 and 2020 and the changes for the years ended on those dates, is as follows:

	<u>2021</u>		<u>2020</u>	
	<u>Number of Options Outstanding</u>	<u>Weighted Average Exercise Price \$</u>	<u>Number of Options Outstanding</u>	<u>Weighted Average Exercise Price \$</u>
Balance, beginning of year	5,711,000	0.22	2,743,000	0.17
Granted	700,000	0.43	3,645,000	0.25
Exercised	(930,000)	0.18	-	-
Expired	(125,000)	0.35	(350,000)	0.26
Forfeited	-	-	(327,000)	0.15
Balance, end of year	<u>5,356,000</u>	0.25	<u>5,711,000</u>	0.22

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7. Share Capital (continued)

The following table summarizes information about the share options outstanding and exercisable at May 31, 2021:

Number Outstanding	Number Exercisable	Exercise Price \$	Expiry Date
701,000	701,000	0.10	November 14, 2021
60,000	60,000	0.10	November 15, 2021
3,545,000	3,545,000	0.25	January 23, 2023
100,000	100,000	0.28	May 28, 2023
250,000	187,500	0.44	July 21, 2023
250,000	250,000	0.455	August 11, 2023
250,000	250,000	0.13	September 4, 2023
100,000	100,000	0.365	October 8, 2023
<u>100,000</u>	<u>100,000</u>	0.435	December 2, 2023
<u>5,356,000</u>	<u>5,293,500</u>		

See also Note 13(b).

8. Related Party Transactions

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) *Transactions with Key Management Personnel*

The Company has determined that key management personnel consists of the Chief Executive Officer, the President and the Chief Financial Officer of the Company. During fiscal 2021 and 2020 the following amounts were incurred with respect to these positions:

	2021 \$	2020 \$
Management compensation paid	256,034	192,283
Share-based compensation	<u>-</u>	<u>161,600</u>
	<u>256,034</u>	<u>353,883</u>

During fiscal 2021 the Company incurred a total of \$256,034 (2020 - \$192,283) to key management personnel for their services which have been allocated based on the nature of the services provided: expensed \$120,640 (2020 - \$99,102) to director and officer compensation; and capitalized \$135,394 (2020 - \$93,181) to exploration and evaluation assets. As at May 31, 2021, \$51,132 (2020 - \$41,171) remained unpaid and has been included in accounts payable and accrued liabilities.

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8. Related Party Transactions (continued)

(b) *Transactions with Other Related Parties*

- (i) During fiscal 2021 and 2020 the following amounts were incurred with respect to the positions of non-management directors and the Corporate Secretary of the Company:

	2021 \$	2020 \$
Director and officer compensation	67,500	48,320
Share-based compensation	-	200,000
	<u>67,500</u>	<u>248,320</u>

As at May 31, 2021 \$151,550 (2020 - \$150,350) remained unpaid and has been included in accounts payable and accrued liabilities.

- (ii) During fiscal 2021 the Company incurred a total of \$38,050 (2020 - \$30,250) for accounting and administration services provided by Chase Management Ltd., a private corporation owned by a director of the Company. As at May 31, 2021 \$6,500 (2020 - \$4,500) remained unpaid and has been included in accounts payable and accrued liabilities.
- (c) In fiscal 2019 accounts payable and accrued liabilities included \$50,000 outstanding to an arms-length party for professional service rendered. In fiscal 2020 the indebtedness was settled on behalf of the Company by a private company owned by a director of the Company and was recorded as an advance to the Company. The Company subsequently repaid \$30,000 of that advance and \$20,000 remained unpaid as at May 31, 2020. In September 2020 the Company paid the remaining \$20,000 balance.
- (d) See also Notes 6 and 7(b).

9. Income Tax

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2021 \$	2020 \$
Loss before income taxes	<u>(1,593,809)</u>	<u>(1,164,134)</u>
Expected income tax (recovery)	(430,000)	(314,000)
Effect of change in tax rates and other	20,000	9,000
Permanent differences	61,000	153,000
Share issue costs	(5,000)	(54,000)
Adjustment to prior years provision versus statutory provision	(12,000)	-
Change in unrecognized deductible temporary differences	<u>366,000</u>	<u>206,000</u>
	<u>-</u>	<u>-</u>

Tax attributes are subject to review and potential adjustment by tax authorities.

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9. Income Tax (continued)

The significant components of the Company's unrecognized temporary differences and unused tax losses are as follows:

	2021		2020	
	\$	Expiry Dates	\$	Expiry Dates
Equipment	16,000	n/a	-	-
Share issue costs	167,000	2042 to 2045	229,000	2041 to 2044
Allowable capital losses	462,000	n/a	462,000	n/a
Non-capital losses available for future periods:				
- Canada	10,785,000	2028 to 2041	9,513,000	2028 to 2040
- Ireland	1,086,000	n/a	1,041,000	n/a
- Peru	71,000	n/a		

10. Financial Instruments and Risk Management

Categories of Financial Assets and Financial Liabilities

Financial instruments are classified into one of the following categories: fair value through profit or loss ("FVTPL"); amortized cost; and fair value through other comprehensive income ("FVOCI"). The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	May 31, 2021 \$	May 31, 2020 \$
Cash	Amortized cost	1,799,811	1,690,911
Accounts payable and accrued liabilities	Amortized cost	(237,979)	(234,626)
Due to related party	Amortized cost	-	(20,000)
Promissory notes payable	Amortized cost	-	(214,850)

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The recorded amounts for cash, accounts payable and accrued liabilities, due to related party and promissory notes payable approximate their fair value.

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

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10. Financial Instruments and Risk Management (continued)

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. Management believes that the credit risk concentration with respect to cash is remote as cash is held with high quality financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

	Contractual Maturity Analysis at May 31, 2021				
	Less than 3 Months \$	3 - 12 Months \$	1 - 5 Years \$	Over 5 Years \$	Total \$
Cash	1,799,811	-	-	-	1,799,811
Accounts payable and accrued liabilities	(237,979)	-	-	-	(237,979)

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash bears floating rates of interest. The interest rate risk on cash is not considered significant. The Company had interest bearing debt at fixed rates and was therefore not subject to fluctuating interest rate risk on its promissory note payable.

(b) Foreign Currency Risk

The Company's functional currency is the Canadian dollar. The Company maintains foreign currency bank accounts to support the cash needs of its foreign operations. Management believes the foreign exchange risk related to currency conversions is minimal and therefore does not hedge its foreign exchange risk. At May 31, 2021, 1 Canadian Dollar was equal to 3.19 Peruvian Nuevo Soles, 0.68 Euro, and 0.83 US Dollar.

Balances are as follows

	Nuevo Soles	Euros	US Dollars	CDN \$ Equivalent
Cash	155,009	3,525	441,217	585,363
VAT receivable	-	8,278	-	12,174
Accounts payable and accrued liabilities	(68,202)	(4,848)	-	(28,509)
	<u>86,807</u>	<u>6,955</u>	<u>441,217</u>	<u>569,028</u>

Based on the net exposures as of May 31, 2021 and assuming that all other variables remain constant, a 10% fluctuation on the Canadian Dollar against the Peruvian Nuevo Soles, Euro and US Dollar would result in the Company's loss and comprehensive loss being approximately \$58,000 higher (or lower).

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10. Financial Instruments and Risk Management (continued)

Capital Risk Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital and cash. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

11. Segmented Information

The Company operates in one reportable segment, being the exploration and evaluation of unproven exploration and evaluation assets. The Company's exploration and evaluation assets are located in Ireland and Peru and its corporate assets, comprising mainly of cash, are located in Canada. The Company is in the exploration stage and has no reportable segment revenues or operating results.

The Company's total assets are segmented geographically as follows:

	As at May 31, 2021			
	Canada \$	Ireland \$	Peru \$	Total \$
Current assets	1,373,019	17,358	497,948	1,888,325
Equipment	-	-	120,412	120,412
Exploration and evaluation assets	-	3,921,552	1,318,616	5,240,168
	<u>1,373,019</u>	<u>3,938,910</u>	<u>1,936,976</u>	<u>7,248,905</u>
	As at May 31, 2020			
	Canada \$	Ireland \$	Peru \$	Total \$
Current assets	1,734,649	22,040	29,271	1,785,960
Exploration and evaluation assets	-	3,921,552	742,875	4,664,427
	<u>1,734,649</u>	<u>3,943,592</u>	<u>772,146</u>	<u>6,450,387</u>

12. Supplemental Cash Flow Information

During fiscal 2021 and 2020 non-cash activities were conducted by the Company as follows:

	2021 \$	2020 \$
Operating activity		
Accounts payable and accrued liabilities	<u>-</u>	<u>(50,000)</u>
Financing activities		
Advance	-	50,000
Transfer of fair value of exercised share options and finder's warrants to share capital	<u>152,769</u>	<u>-</u>
	<u>152,769</u>	<u>50,000</u>

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13. Events after the Reporting Period

- (a) Subsequent to May 31, 2021 the Company issued 6,130,967 common shares for \$1,532,742 on the exercise of warrants. In addition warrants to purchase 119,333 common shares expired without exercise.
- (b) On June 14, 2021 the Company granted share options to purchase 275,000 common shares at an exercise price of \$0.285 per share, expiring June 14, 2024.