

ICONIC MINERALS LTD.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED AUGUST 31, 2021

Expressed in Canadian Dollars

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Iconic Minerals Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Iconic Minerals Ltd. (the "Company"), which comprise the consolidated statements of financial position as at August 31, 2021 and 2020, and the consolidated statements of income (loss) and comprehensive income (loss), changes in shareholders' equity (deficiency), and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at August 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which states that as at August 31, 2021, the Company had a working capital deficiency and the Company's ability to meet its obligations and maintain its current operations is contingent upon successful completion of additional financing arrangements. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information 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 Stephen Hawkshaw.

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

Vancouver, Canada

Chartered Professional Accountants

December 23, 2021

Iconic Minerals Ltd

Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

As at	August 31, 2021 -\$	August 31, 2020 -\$
ASSETS		
Current assets		
Cash	1,238,780	117,561
Restricted cash (Note 3)	1,133,063	-
Prepaid expenses	7,672	125,000
Receivables (Note 4)	18,699	33,445
Marketable securities (Note 5)	291,475	525,919
	2,689,689	801,925
Non-current assets		
Exploration advances (Note 6)	4,874	114,113
Exploration and evaluation assets (Note 6)	4,348,605	3,665,169
TOTAL ASSETS	7,043,168	4,581,207
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 7)	1,563,837	2,040,364
Advances from operating partner (Note 6)	1,133,063	-
Current portion of long-term liabilities (Note 9)	140,000	130,000
	2,836,900	2,170,364
Long-term liabilities (Note 9)	1,690,403	1,920,484
Rehabilitation obligation (Note 6)	50,445	52,376
TOTAL LIABILITIES	4,577,748	4,143,224
SHAREHOLDERS' EQUITY		
Share capital (Note 10)	45,209,338	42,947,815
Reserves (Note 10)	5,009,225	4,084,942
Performance shares issuable (Note 6)	233,647	182,859
Deficit	(47,986,790)	(46,777,633)
TOTAL SHAREHOLDERS' EQUITY	2,465,420	437,983
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	7,043,168	4,581,207

Nature of Operations and Going Concern (Note 1)
Subsequent events (Note 15)

Approved by the Directors:

"Jurgen Wolf"

"Richard Kern"

See accompanying notes to the consolidated financial statements

Iconic Minerals Ltd.

Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
(Expressed in Canadian dollars)

	Year Ended August 31, 2021 -\$-	2020 -\$-
EXPENSES		
Business development (Note 8)	365,352	57,921
Consulting (Note 8)	192,502	73,000
Foreign exchange loss (gain)	(100,318)	537
Interest expense (Note 9)	132,759	60,593
Management fees (Note 8)	100,196	105,859
Office administration (Note 8)	156,837	156,893
Professional fees	125,464	54,416
Shareholder communications	96,867	4,260
Share-based compensation (Notes 8 and 10)	926,857	-
Transfer agent and regulatory fees	25,499	14,484
Operating loss	(2,022,015)	(527,963)
Management fee income (Note 6)	42,599	-
Impairment of exploration and evaluation assets (Note 6)	(20,221)	(33,178)
Unrealized gain (loss) on marketable securities (Note 5)	(118,194)	24,972
Gain on sale of marketable securities (Note 5)	418,174	28,421
Gain on disposal of Hercules property (Note 5 and 6)	490,500	900,098
Gain on forgiveness of debt (Note 8)	-	194,139
Income (loss) and comprehensive income (loss) for the year	(1,209,157)	586,489
Basic income (loss) per share	\$ (0.01)	\$ 0.01
Diluted income (loss) per share	\$ (0.01)	\$ 0.01
Weighted average number of common shares outstanding	114,843,057	83,616,348
Diluted weighted average number of common shares outstanding	114,843,057	92,221,029

See accompanying notes to the consolidated financial statements

Iconic Minerals Ltd.

Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian dollars)

	Share capital		Reserves	Performance shares issuable	Deficit	Total
	Number of shares	Amount				
Balance at August 31, 2019	82,630,778	\$ 41,962,355	\$ 4,083,201	\$ 159,232	\$ (47,364,122)	\$ (1,159,334)
Shares issued for cash	20,000,000	1,000,000	-	-	-	1,000,000
Share issued cost	-	(14,540)	1,741	-	-	(12,799)
Performance shares issuable	-	-	-	23,627	-	23,627
Income for the year	-	-	-	-	586,489	586,489
Balance at August 31, 2020	102,630,778	\$ 42,947,815	\$ 4,084,942	\$ 182,859	\$ (46,777,633)	\$ 437,983
Shares issued for cash	10,000,000	1,000,000	-	-	-	1,000,000
Share issued cost	-	(45,927)	13,176	-	-	(32,751)
Stock options exercised	250,000	43,250	(15,750)	-	-	27,500
Warrants exercised	16,560,000	1,264,200	-	-	-	1,264,200
Share-based compensation	-	-	926,857	-	-	926,857
Performance shares issuable	-	-	-	50,788	-	50,788
Loss for the year	-	-	-	-	(1,209,157)	(1,209,157)
Balance at August 31, 2021	129,440,778	\$ 45,209,338	\$ 5,009,225	\$ 233,647	\$ (47,986,790)	\$ 2,465,420

See accompanying notes to the consolidated financial statements

Iconic Minerals Ltd.

Consolidated Statements of Cash Flows (Expressed in Canadian dollars)

	Year Ended August 31,	
	2021	2020
	-\$-	-\$-
OPERATING ACTIVITIES		
Income (loss) for the year	(1,209,157)	586,489
Adjustments for non-cash items:		
Interest expense accreted	132,759	60,593
Impairment of exploration and evaluation assets	20,221	33,178
Foreign exchange loss (gain)	(1,931)	(998)
Gain on sale of marketable securities	(418,174)	(28,421)
Unrealized loss (gain) on marketable securities	118,194	(24,972)
Gain on disposal of Hercules property	(490,500)	(900,098)
Gain on forgiveness of debt	-	(194,139)
Share-based compensation	926,857	-
Net change in non-cash working capital accounts:		
Advance from operating partner	1,133,063	-
Prepaid expenses	117,328	(112,500)
Receivables	14,746	(18,873)
Accounts payable and accrued liabilities	(313,807)	(168,852)
NET CASH FLOWS PROVIDED BY (USED IN) OPERATING ACTIVITIES	29,599	(768,593)
INVESTING ACTIVITIES		
Exploration and evaluation assets expenditures	(1,293,656)	(339,099)
Recoveries of exploration and evaluation expenditures	848,466	-
Exploration advance	-	(114,113)
Refund of reclamation bonds	-	168,506
Net proceeds from sale of marketable securities	1,024,924	352,421
NET CASH FLOWS PROVIDED BY INVESTING ACTIVITIES	579,734	67,715
FINANCING ACTIVITIES		
Proceeds from issuance of shares	1,000,000	1,000,000
Share issued costs	(32,751)	(12,799)
Shares issued for warrants exercised	1,264,200	-
Shares issued for options exercised	27,500	-
Repayment of long-term debt	(614,000)	(175,000)
NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	1,644,949	812,201
Increase in cash in the year	2,254,282	111,323
Cash, beginning	117,561	6,238
CASH AND RESTRICTED CASH, ENDING	2,371,843	117,561

Cash paid for interest and taxes \$nil (2020 - \$nil) during the year ended August 31, 2021.

The significant non-cash transactions during the years presented include:

	August 31, 2021	August 31, 2020
	\$	\$
Accounts payable related to exploration and evaluation assets	910,625	812,185
Allocation of debt from long term to current	140,000	130,000
Performance shares issuable for exploration and evaluation assets	50,788	23,627
Fair value of options allocated to share capital	15,750	-
Finders warrants	13,176	1,741

See accompanying notes to the consolidated financial statements

Iconic Minerals Ltd.

Notes to the Consolidated Financial Statements
(Expressed in Canadian dollars)
For the year ended August 31, 2021

1. NATURE OF OPERATIONS AND GOING CONCERN

Iconic Minerals Ltd. ("Company") is engaged in the acquisition and exploration of exploration and evaluation assets. The Company was incorporated under the laws of British Columbia on September 14, 1979. The Company's head office and principal place of business is located at 303 - 595 Howe Street, Vancouver, British Columbia, V6C 2T5.

These consolidated financial statements have been prepared on the assumption that the Company and its subsidiary will continue as a going concern, meaning they will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. At August 31, 2021, the Company had a working capital deficiency and the Company's ability to meet its obligations and maintain its current operations is contingent upon successful completion of additional financing arrangements, continued cooperation of creditors and related parties, and ultimately upon the discovery of proven reserves and generating profitable operations. These material uncertainties may cast significant doubt upon the entity's ability to continue as a going concern.

The Company is currently evaluating its exploration and evaluation assets and has not determined whether any of these properties contain reserves that are economically recoverable. The recoverability of amounts recorded for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves. The Company's future capital requirements depend on many factors, including costs of exploration and development of the exploration and evaluation assets, cash flow from operations, costs to complete additional exploration, and competition and global market conditions. The Company's operating losses and working capital deficiency will require that it obtain additional capital to continue operations.

The Company will depend almost exclusively on outside capital. Such outside capital will include the issuance of additional equity shares. There can be no assurance that capital will be available to meet the continuing exploration costs or, if the capital is available, that it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company may result in significant dilution to the equity interests of its current shareholders. Obtaining commercial loans, assuming those loans would be available, will increase the Company's liabilities and future cash commitments. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected, thus giving rise to doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments relating to the recoverability and reclassification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

Statement of compliance to International Financial Reporting Standards

These consolidated financial statements are 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").

Iconic Minerals Ltd.

Notes to the Consolidated Financial Statements
(Expressed in Canadian dollars)
For the year ended August 31, 2021

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd...)

These consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The financial statements were authorized for issued on December 23, 2021 by the directors of the Company.

Principles of consolidation

These financial statements have been prepared on a consolidated basis and include the accounts of the Company, its wholly-owned subsidiary Bonaventure Nevada Inc. ("Bonaventure") incorporated in the State of Nevada, USA and its wholly-owned subsidiary Goldnev Exploration Ltd. ("Goldnev") incorporated in British Columbia, Canada on August 7, 2020. All significant inter-company balances and transactions have been eliminated on consolidation. All amounts are expressed in Canadian dollars which is the functional currency of the parent company and its subsidiary, unless denominated otherwise.

Exploration and evaluation assets

Upon acquiring the legal right to explore, all costs related to the acquisition, exploration and development of exploration and evaluation assets are capitalized by property. If economically recoverable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the unit of production method. When a property is abandoned, all related costs are written off to operations. If, after management review, it is determined that the carrying amount of an exploration and evaluation asset is impaired, that property is written down to its estimated net realizable value. An exploration and evaluation asset is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

Recoveries on mineral properties are recorded against the related property cost as amounts are received, with any net excess recorded to profit or loss.

Joint venture participation and accounting

From time to time the Company enters into agreements that provide for specified percentage interests in exploration and evaluation asset rights to be allocated to joint venture participants in exchange for funding or joint funding of exploration programs.

Where agreements specify the Company as the operator and where controlling interest of the exploration program remains with the Company, such arrangements are considered to be participation funding and not considered to be joint ventures. Funds provided by partners in advance of expenditure are classified as restricted cash.

Tax credits

Any federal or provincial tax credits received by the Company, with respect to exploration or development work conducted on any of its exploration and evaluation assets are credited as a reduction to the carrying costs of the exploration and evaluation assets to which the credits relate. Until such time that there is significant certainty with regard to collections and assessments, the Company will record any recovered tax credits at the time of receipt. No gain or loss is realized during the exploration stage until all carrying costs of the specific interest have been offset.

Iconic Minerals Ltd.

Notes to the Consolidated Financial Statements
(Expressed in Canadian dollars)
For the year ended August 31, 2021

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd...)

Future site restoration costs

Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of its exploration and evaluation assets, when those obligations result from the acquisition, construction, development, or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related assets along with a corresponding increase in the decommission liability in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as related assets.

The Company's estimates of decommissioning costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed at the end of each reporting period for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of decommissioning costs, are charged to profit or loss.

Estimated future removal and site restoration costs will be provided for on the unit-of-production method. Costs will be based on estimates in accordance with current legislation and industry practices. Actual removal and site restoration expenditures will be charged to the accumulated provision account as incurred.

Financial instruments

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Receivables are measured at amortized cost with subsequent impairments recognized in profit or loss and cash, restricted cash, and marketable securities are classified as FVTPL.

Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

Iconic Minerals Ltd.

Notes to the Consolidated Financial Statements
(Expressed in Canadian dollars)
For the year ended August 31, 2021

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd...)

Financial instruments (cont'd...)

Impairment (cont'd)

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Accounts payable, accrued liabilities and long-term liabilities (including current portion) are classified as other financial liabilities and carried on the statement of financial position at amortized cost.

Income (loss) per share

The Company computes income (loss) per share assuming that proceeds received from in-the-money stock options and share purchase warrants are used to repurchase common shares at the prevailing market rate.

Basic income (loss) per share figures is calculated using the weighted average number of shares outstanding during the respective years. Diluted income (loss) per share is computed by dividing net income (loss) by the weighted average shares outstanding adjusted for additional shares from the assumed exercise of stock options, restricted share units, or warrants, if dilutive. The number of additional shares is calculated by assuming the outstanding dilutive stock options are exercised and that the assumed proceeds are used to acquire common shares at the average market price during the year.

Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the determination of the recoverability of the carrying value of exploration and evaluation assets, rehabilitation obligation, fair value measurements for long term liabilities and other equity-based payments, including performance shares issuable. Actual results may differ from those estimates and judgments.

Iconic Minerals Ltd.

Notes to the Consolidated Financial Statements
(Expressed in Canadian dollars)
For the year ended August 31, 2021

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd...)

Significant accounting judgments, estimates and assumptions (cont'd...)

Rehabilitation obligation

The Company has recorded an estimated present value of a rehabilitation obligation that is expected to be paid at a future date, determined by estimates of amounts to be paid in future years. Such estimates are revised based on market conditions.

Long term debt

The Company has non-interest-bearing long-term debt as described in Note 9. The Company has recorded an estimate of the current value of such debt expected to be repaid over 25 years. Assumptions and estimates are made in relation to the expected amounts to be repaid in future years, and the expected timing of those repayments. Such estimates are revised based on market conditions.

Valuation of Exploration and Evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project. Property under lease has attributes of an option agreement and accordingly the Company capitalizes annual lease payments and exploration and evaluation costs required under the lease agreement.

Share-based compensation

The Company grants stock options to directors, officers and consultants. All share-based awards are measured and recognized using a fair value-based method. The fair value of options and other share-based awards to employees or consultants, issued or altered in the period, are determined using the Black-Scholes option pricing model.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received. The vesting of share-based payments is subject to estimation uncertainty.

The Company uses the Black-Scholes option pricing model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can significantly change the fair value estimate and the Company's earnings and equity reserves.

Performance shares issuable is calculated based on the fair value of the equity instruments effected for estimated forfeiture rates on performance benchmarks and is recorded as benchmarks are achieved.

Deferred income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Iconic Minerals Ltd.

Notes to the Consolidated Financial Statements
(Expressed in Canadian dollars)
For the year ended August 31, 2021

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd...)

Deferred income taxes (cont'd)

Deferred tax is recorded based on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither the accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that the future taxable profits will be available against which the assets can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Foreign currency translation

The Company's reporting currency and the functional currency of all its operations is the Canadian dollar as this is the principal currency of the economic environment in which the Company operates. The functional currency determination was conducted through an analysis of consideration factors identified in IAS 21, *The Effect of Changes in Foreign Exchange Rates*.

Transactions in foreign currencies are translated at the exchange rate in effect at the date of the transaction. Foreign denominated monetary assets and liabilities are translated to their Canadian dollar equivalents using foreign exchange rates prevailing at the financial position reporting date. Exchange gains or losses arising on foreign currency translation are reflected in profit or loss.

Impairment of assets

The carrying amount of the Company's assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

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

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

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2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd...)

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operation decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resource or obligations between related parties.

3. RESTRICTED CASH

At August 31, 2021, the Company classified \$1,133,063 (2020 - \$nil) as restricted cash. This amount is from the joint operating partner for exploration on the Bonnie Claire project pursuant to the Bonnie Claire option agreement (Note 6). Partner advances expected to be used within the following 12 months are included with current assets.

4. RECEIVABLES

The components of receivables are as follows:

	August 31, 2021 -\$ -	August 31, 2020 -\$ -
Due from government agencies	18,699	33,445
	18,699	33,445

5. MARKETABLE SECURITIES

Marketable securities consist of shares or warrants of publicly listed companies which are carried at market value.

- 1) During the year ended August 31, 2019, pursuant to the Bonnie Claire Lithium Project Agreement (Note 6), the Company purchased units for \$100,000 in a company related by virtue of a common officer (CFO).

During the year ended August 31, 2021, the Company recognized a gain of \$ 471,990 upon the sale of 735,000 shares of St-Georges. As at August 31, 2021, the Company held 265,000 (2020 -1,000,000) shares of St-Georges, and the value of the shares was \$66,250 (2020 - \$75,000). The 1,000,000 warrants expired unexercised on January 14, 2021, and the value of the warrants was \$nil (2020 - \$20,419).

- 2) During the year ended August 31, 2020, pursuant to the Hercules Option Agreement (Note 6), the Company received 1,000,000 shares of Eclipse Gold Mining Corporation ("TSXV: EGLD") ("Eclipse").

On February 19, 2021, The Company held 10,000 shares of Eclipse, and exchanged into 10,900 shares of Northern Vertex Mining Corp. (TSXV: NEE") "Northern Vertex" upon the acquisition of Eclipse by Northern Vertex. During the year ended August 31, 2021, the Company recognized a loss of \$32,550 upon the sale of 540,000 shares of Eclipse. As at August 31, 2021, the Company held nil (2020 – 550,000) shares of Eclipse, and the value of the shares was \$nil (2020 - \$429,000).

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5. MARKETABLE SECURITIES (cont'd...)

- 3) On February 19, 2021, the Company received 10,900 shares of Northern Vertex upon exchange of 10,000 shares of Eclipse. During the year ended August 31, 2021, pursuant to the amending agreement (Note 6), the Company received 1,090,000 shares of Northern Vertex.

During the year ended August 31, 2021, the Company recognized a loss of \$21,266 upon the sale of 315,900 shares of Northern Vertex. As at August 31, 2021, the Company held 785,000 (2020 – nil) shares of Northern Vertex, and the value of the shares was \$223,725 (2020 - \$nil).

During the year ended August 31, 2021, the Company recognized a gain of \$418,174 (2020 - \$28,421) upon the sale of certain shares, and an unrealized loss on securities held of \$97,775 (2020 - \$38,800 gain) and unrealized loss of \$20,419 (2020 - \$13,828) for the warrants.

6. EXPLORATION AND EVALUATION ASSETS

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

NEVADA, USA PROPERTIES

The following table summarizes the consolidated schedule of exploration and evaluation assets:

	New Pass - \$ -	Hercules - \$ -	Midas South - \$ -	Bonnie Claire - \$ -	Smith Creek - \$ -	Total - \$ -
Beginning balance September 1, 2019	5,948	-	1	3,139,240	179,973	3,325,162
Claims renewals and reclamation bonds	12,590	679	16,800	165,386	9,534	204,989
Drilling, geophysical and assay	876	-	877	133,076	838	135,667
Exploration expenditure, extraction technology	-	-	-	23,627	-	23,627
Fieldwork	84	-	-	65	-	149
Site office	-	-	-	3,573	-	3,573
Travel	-	1,272	-	3,908	-	5,180
	13,550	1,951	17,677	329,635	10,372	373,185
	19,498	1,951	17,678	3,468,875	190,345	3,698,347
Less:						
Impairments	(13,550)	(1,951)	(17,677)	-	-	(33,178)
Ending balance August 31, 2020	5,948	-	1	3,468,875	190,345	3,665,169

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6. EXPLORATION AND EVALUATION ASSETS (cont'd...)

	New Pass	Midas South	Bonnie Claire	Smith Creek	Total
	- \$ -	- \$ -	- \$ -	- \$ -	- \$ -
Beginning balance September 1, 2020	5,948	1	3,468,875	190,345	3,665,169
Claims renewals and reclamation bonds	11,893	15,870	365,963	312,279	706,005
Consulting geological	137,361	610	242,459	318	380,748
Drilling, geophysical and assay	899	3,741	367,405	5,238	377,283
Exploration expenditure, extraction technology	-	-	50,788	-	50,788
Fieldwork	-	-	1,440	975	2,415
Site office and administration	17	-	9,502	184	9,703
Travel	-	-	21,819	3,362	25,181
	<u>150,170</u>	<u>20,221</u>	<u>1,059,376</u>	<u>322,356</u>	<u>1,552,123</u>
	156,118	20,222	4,528,251	512,701	5,217,292
Less:					
Impairments	-	(20,221)	-	-	(20,221)
Recoveries	-	-	(848,466)	-	(848,466)
Ending balance August 31, 2021	156,118	1	3,679,785	512,701	4,348,605

New Pass - The property consists of a 50% interest in certain unpatented mining claims located in Churchill County, Nevada.

The Company has estimated a rehabilitation obligation of \$25,222 (August 31, 2020 - \$26,188) related to this property.

As at August 31, 2021, the Company has posted a bond of \$5,894 (August 31, 2020 - \$5,948).

Midas South - The property consists of a 50% interest in certain unpatented mining claims located in Elko County, Nevada.

Hercules Project – The Company is a party to an earn in agreement, subsequently amended, with a company related by virtue of a common director, on certain claims in Lyon County, Nevada.

On August 9, 2019, the Company entered into an agreement ("Hercules Option Agreement") with Great Basin Resources Inc., Eclipse Gold Mining Corporation ("Eclipse") and Hercules Gold USA, LLC ("HGU"), a subsidiary of Eclipse, in respect of the Hercules project.

In consideration for the termination of the existing option and data transfer, Eclipse will:

- make a cash payment to Iconic in the sum of \$325,000 within five business days of the execution of the Hercules Option Agreement (received); and
- issue up to an aggregate of 4,000,000 common shares in the capital of Eclipse to the Company as follows:
 - 1,000,000 Eclipse shares on the date which is 10 days immediately following the date on which Eclipse's share become listed on a public stock exchange (received February 28, 2020, valued of \$720,000), and
 - 1,000,000 Eclipse shares on each of the first, second, and third anniversary dates of the Listing Date (amending agreement on February 12, 2021).
 -

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6. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Under the terms of the Hercules Option Agreement, Great Basin Resources Inc. has granted an option ("HGU Option") to HGU, under which HGU must complete certain exploration expenditures over a three-year period and make cash payments to Great Basin Resources Inc. In the event that HGU fails to exercise the HGU Option in accordance with the Hercules Option Agreement, the Company may elect to receive an assignment of HGU's rights and benefits under the Hercules Option Agreement and to assume certain of HGU's remaining obligations under the Hercules Option Agreement as may be outstanding at such time. The term of the HGU Option is the earlier of the date of exercise of the HGU Options, the termination of the Hercules Option Agreement or 12 years from the Listing Date.

Pursuant to the Hercules Option Agreement, the Company terminated the existing option, and lease, and transferred the existing data to HGU. The Company has recorded the receipt of the \$325,000 paid by Eclipse as a recovery to the property. No value was originally assigned to the Eclipse shares as they are contingently issuable by Eclipse pursuant to the option agreement. During the year ended August 31, 2020, the Company received 1,000,000 shares of Eclipse valued at \$720,000, and recorded it as a gain on disposal of the Hercules property. Additionally, the Company received a refund of \$168,506 from the Bureau of Land Management for the Hercules project reclamation bond, and the reversal of its retirement obligations of \$11,591.

On February 12, 2021, the Company entered into an amending agreement with Great Basin Resources Inc., Eclipse, and Hercules, and Northern Vertex Mining Corp. ("Northern Vertex") to add Northern Vertex as a party to the agreement and to agree that rather than Eclipse issuing to the Company the remaining 3,000,000 option shares, Northern Vertex will issue to the Company 3,270,000 pre-consolidation common shares of Northern Vertex as follows:

- a) 1,090,000 on February 28, 2021; (received on Feb 23, 2021)
- b) 1,090,000 on February 28, 2022; and
- c) 1,090,000 on February 28, 2023.

During the year ended August 31, 2021, the Company received 1,090,000 shares of Northern Vertex valued at \$490,500, and recorded it as a gain on disposal of the Hercules property.

Bonnie Claire Lithium Project - In December 2015, the Company entered into a Property Option Agreement ("Bonnie Claire Option Agreement") with a party related by virtue of a common director to acquire a 100% interest in certain lithium claims located in Nye County, Nevada.

The Company earned its 100% interest in the property by paying US \$96,500 and incurring expenditures totaling US \$1,300,000.

The Company has estimated a rehabilitation obligation of \$25,223 (August 31, 2020 - \$26,188) related to this property.

In January 2018, the Company entered into an exclusive definitive licensing agreement with St-Georges Eco-Mining Corp. ("St-Georges"), a non-arm's length transaction by virtue of a common chief financial officer, to utilize its proprietary lithium extraction, purification and processing technology. The agreement grants the Company the exclusive right to a site license within the state of Nevada, to use St-Georges' proprietary and related technology, products, patents and future improvements for the purpose of extracting, processing and selling lithium. Pursuant to the agreement, St-Georges has agreed to provide engineering and technical services on all licensed production sites.

In consideration for the licensing rights, the Company agreed to issue St-Georges a total of 5,000,000 common shares in stages over a 36-month period, subject to performance benchmarks. The performance shares vest in three tranches which are subject to the forfeiture rates of 0%, 25%, and 25% respectively.

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6. EXPLORATION AND EVALUATION ASSETS (cont'd...)

In July 2019, St-Georges completed a performance benchmark resulting in the Company issuing 2,000,000 common shares with a value of \$234,000 to St-Georges. The shares will remain in escrow for three years.

During the year ended August 31, 2019, the Company executed an option to invest \$100,000 into units of St-Georges at a price of \$0.10 per unit in a private placement (Note 5).

During the year ended August 31, 2021, the Company has recorded a total of \$233,647 (2020 - \$182,859) to performance shares issuable to record the fair value of the performance shares issuable should the performance benchmarks be achieved. The Company has agreed to pay a Net Revenue Interest Royalty (NRI) of 5% on all minerals produced and sold on all production sites licensed with St-Georges' technologies. The Company is entitled to receive 20% of royalties received by St-Georges from other operations within a specified area.

On November 30, 2020, the Company and its wholly owned subsidiary, Bonaventure entered into an option agreement ("NL Option Agreement") and subsequently amended agreement with Nevada Lithium Corp. ("Nevada Lithium"), which provides for the earn-in by Nevada Lithium of up to a 50% interest in the Bonnie Claire lithium property and the subsequent formation of a joint venture among the Company, Bonaventure, and Nevada Lithium ("NL Joint Venture").

On November 30, 2020, the Company entered into an agreement to amend the Bonnie Claire option agreement dated December 8, 2015 so as to: (i) reduce the 4.5% NSR royalty to 2.0% payable to the vendor of the Bonnie Claire option agreement, and remove the right of the Company to buy back any portion of the NSR.

Pursuant to the NL Option Agreement, Nevada Lithium may exercise the option in three stages by funding US\$5,600,000 in cumulative exploration expenditures on the Bonnie Claire property as follow:

- Option Phase I – acquire 20% interest in the property by advancing funds for exploration expenditures totaling US\$1,600,000 on or before March 8, 2021;
 - 1) \$300,000 on or before December 31, 2020 (received);
 - 2) \$180,000 on or before January 8, 2021 (received);
 - 3) \$720,000 on or before February 8, 2021 (received); and
 - 4) \$400,000 on or before March 8, 2021 (received).
- Option Phase II – acquire 15% interest in the property by advancing funds for exploration expenditures totaling US\$2,000,000 on or before December 1, 2021 (Note 15);
- Option Phase III – acquire 15% interest in the property by advancing funds for exploration expenditures totaling US\$2,000,000 on or before December 15, 2021 (Note 15).

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6. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Upon the exercise of the option in full, the Company and Nevada Lithium will form a joint venture, with the initial joint venture interests of the parties being 50% as to the Company and 50% as to Nevada Lithium.

As at August 31, 2021, the Company has \$1,133,063 (2020 - \$nil) advances from operating partner, and recorded \$42,599 (2020 - \$nil) management fee income from the Bonnie Claire project.

Smith Creek Lithium Project - In October 2016, the Company entered into an option agreement with a company related by virtue of a common director to acquire a 100% interest in certain mining claims in Nevada. The Company may earn its 100% interest by: (a) reimbursing the vendor for all documented expenses, not to exceed US \$40,000; (b) expending initial and annual claim filing fees and expenses estimated at US \$193,000; and (c) also expending for exploration in the first year US \$200,000, second year US \$500,000, third year US \$500,000 and fourth year US \$1,000,000, totaling US \$2,000,000. The Company is currently in default, however, the optionor has agreed to suspend the commitments under the option until additional funding is received to advance the property.

As of August 31, 2021, the Company has advanced \$4,874 (2020 - \$114,113) to vendors for future exploration on its properties.

7. ACCOUNTS PAYABLES AND ACCRUED LIABILITIES

	August 31, 2021 - \$ -	August 31, 2020 - \$ -
Trade payables	373,771	285,306
Amounts due to related parties (Note 8)	736,696	1,059,302
Accrued liabilities (Note 9)	453,370	695,756
	1,563,837	2,040,364

8. RELATED PARTY TRANSACTIONS AND BALANCES

The Company defines key management as directors and officers of the Company. During the year ended August 31, 2021 and 2020, transactions with key management were as follows:

	2021 - \$ -	2020 - \$ -
Management fees paid or accrued to the CEO and CFO	100,196	104,659
Consulting fees paid or accrued to a company controlled by the corporate manager	48,000	48,000
Consulting fees to directors	30,000	1,200
Fees paid or accrued to a company controlled by the corporate manager for office administration, accounting and reimbursement of out of pocket expenses	150,000	150,000
Fees paid or accrued to a company controlled by the corporate manager for business development	180,000	-
Forgiveness of debt by CEO	-	(194,139)
Share-based compensation	579,692	-
Total	1,087,888	109,720

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8. RELATED PARTY TRANSACTIONS AND BALANCES (cont'd...)

The amounts due to key management personnel as at August 31, 2021 and 2020 were as follows:

	2021 - \$ -	2020 - \$ -
Included in accounts payable and accrued liabilities are amounts due to the corporate manager or companies controlled by the corporate manager	655	375,834
Included in accounts payable are amounts due to a company controlled by the CFO	-	4,200
Included in accounts payable are amounts due to the CEO and companies controlled by the CEO.	736,041	679,268
Total	736,696	1,059,302

The remuneration of directors and other key management personnel, which include the amounts disclosed above for the year ended August 31, 2021 and 2020, were as follows:

	2021 - \$ -	2020 - \$ -
Short-term employee benefits – management, administrative, and consulting fees	178,196	153,859
Share-based compensation	579,692	-

9. LONG-TERM LIABILITIES

Pursuant to debt settlements reached with certain creditors during fiscal 2010, the Company agreed to repay their debts pro-rata at an aggregate amount of ten percent from the gross proceeds of future share financings plus twenty percent of any warrants exercised. The debts are unsecured and non-interest bearing.

The total amount of debt subject to the agreements was \$3,613,433. The amount expected to be repaid within the upcoming twelve months has been estimated at \$140,000 (2020 - \$130,000). During the year ended August 31, 2021, the Company recorded an interest expense related to accretion of \$132,759 (2020 - \$60,593). The long-term balance has been discounted to reflect a fair value long-term balance, using a net present value calculation to reflect an estimated 25 years repayment schedule, of which 15 years remain, and a risk-free rate of interest of 2.76% per annum. The discount is being accreted to interest expense and loan balance over the remaining period of 15 years. Based on the financings completed, \$1,114,967 was due to the creditors, of which \$936,500 has been paid and \$178,467 remains in accounts payable and accrued liabilities as at August 31, 2021.

10. SHARE CAPITAL AND RESERVES

2020 Transactions

On June 29, 2020, the Company closed its non-brokered private placement to raise gross proceeds of \$1,000,000, by issuing 20,000,000 units at \$0.05 per unit. Each unit is comprised of one common share of the Company and one transferable common share purchase warrant, with each warrant exercisable to purchase one common share of the Company for a period of two years from the date of closing of the private placement at a price of \$0.07 per warrant share in the first year, and \$0.10 per warrant share in the second year.

The Company paid finders fees of \$3,000 in cash and issued 60,000 finders warrants with a fair value of \$1,741. The finder's warrants are exercisable at \$0.07 per share for a period of one year. The fair value of the finders warrants was estimated based on the following assumptions: share price at grant date of \$0.06; exercise price of \$0.07; expected life of 1 year; expected volatility of 132%; risk free interest rate of 0.25%; expected dividend yield rate of 0%; and forfeiture rate of 0%.

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10. SHARE CAPITAL AND RESERVES (cont'd...)

2021 Transactions

On January 26, 2021, the Company completed its non-brokered private placement to raise gross proceeds of \$1,000,000 by issuing 10,000,000 units at a price of \$0.10 per unit. Each unit consists of one common share and one-half of one transferable common share purchase warrant, with each warrant entitling the holder thereof to purchase one share at an exercise price of \$0.15 per share for a period of 12 months.

The Company paid finders fees of \$21,000 in cash and issued 105,000 finders warrants with a fair value of \$13,176 at an exercisable at \$0.15 per share for a period of one year. The fair value of the finders warrants was estimated based on the following assumptions: share price at grant date of \$0.21; exercise price of \$0.15, expected life of 1 year; expected volatility of 141%; risk free interest rate of 0.17%; expected dividend yield rate of 0%; and forfeiture rate of 0%.

During the year ended August 31, 2021, the Company issued 16,560,000 common shares for \$1,264,200 for exercise of warrants.

During the year ended August 31, 2021, the Company issued 250,000 common shares for \$27,500 for the exercise of stock options.

Stock options

The Company's stock option plan allows for the granting of options to acquire a number of common shares equal to 10% of the issued and outstanding common shares at the time of the grant. Options granted under the plan will vest at a schedule determined by the board of directors.

Share-based payment

On September 2, 2020, a total of 7,500,000 stock options were granted to purchase common shares, exercisable on or before September 2, 2022, at an exercise price of \$0.11 per share. The estimated grant date fair value of these options was \$472,660.

The grant date fair values of the options granted above were based on the following assumptions: share price at grant date of \$0.10; exercise price of \$0.11; expected life of 2 years; expected volatility of 131%; risk free interest rate of 0.24%; expected dividend yield rate of 0%; and forfeiture rate of 0%.

On February 4, 2021, a total of 3,000,000 stock options were granted to purchase common shares, exercisable on or before February 4, 2023, at an exercise price of \$0.25 per share. The estimated grant date fair value of these options was \$454,197.

The grant date fair values of the options granted above were based on the following assumptions: share price at grant date of \$0.24; exercise price of \$0.25; expected life of 2 years; expected volatility of 129%; risk free interest rate of 0.17%; expected dividend yield rate of 0%; and forfeiture rate of 0%.

	August 31, 2021		August 31, 2020	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning of year	-	-	2,950,000	\$ 0.25
Options granted	10,500,000	\$ 0.15	-	-
Options exercised	(250,000)	\$ 0.11	(2,950,000)	\$ 0.25
Options outstanding, end of the year	10,250,000	\$ 0.15	-	-
Options exercisable, end of the year	10,250,000	\$ 0.15	-	-

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10. SHARE CAPITAL AND RESERVES (cont'd...)

On January 8, 2020, 2,950,000 options expired unexercised.

In connection to an exclusive definitive licensing agreement with St-Georges (Note 6), as of August 31, 2021, the Company has recorded the cumulative fair value of performance shares issuable as \$233,647 (2020 - \$182,859) based on meeting certain future performance benchmarks.

Warrants

Details of the Company's warrants are as follows:

	Number of Warrants	Weighted Average Prices	Weighted Average Remaining Life
Balance, August 31, 2019	6,754,546	\$ 0.156	0.34 years
Warrants issued	20,060,000	0.07	1.82 years
Warrants expired	(6,754,546)	0.156	
Balance, August 31, 2020	20,060,000	\$ 0.07	1.82 years
Warrants issued	5,105,000	0.15	1 year
Warrants exercised	(16,560,000)	0.08	
Balance, August 31, 2021	8,605,000	\$ 0.13	0.58 year

On December 27, 2019, 6,000,000 warrants expired unexercised.

On February 21, 2020, 754,546 warrants expired unexercised.

The following warrants were outstanding as at August 31, 2021:

Number of Warrants	Exercise Price	Expiry Date
3,500,000	\$ 0.10	June 29, 2022
5,105,000	\$ 0.15	January 26, 2022

11. SEGMENTED INFORMATION

The Company operates in one business segment being the acquisition and exploration of properties.

Geographic information is as follows:

Exploration and evaluation assets	United States - \$ -
At August 31, 2020	3,665,169
At August 31, 2021	4,348,605

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12. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to carry out exploration and evaluation activities and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash.

The issuance of common shares requires approval of the Board of Directors. It is the Company's objective to safeguard its ability to continue as a going concern, so that it can continue to explore and develop its properties for the benefit of its stakeholders. There are no externally imposed capital requirements other than described in Note 9.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

The fair value of cash, restricted cash and marketable securities are measured using level 1 of the fair value hierarchy. The carrying values of receivables and accounts payable and accrued liabilities approximate fair values because of the short-term nature of these instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The carrying value of long-term debt differed from the fair value which was estimated based on discounted future cash flows using the Company's estimated risk-free rate of interest.

The Company's financial instruments are exposed to a number of financial and market risks, including credit, liquidity, interest rate and price risks. The Company may, or may not, establish from time to time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of its operations would warrant such hedging activities.

Credit Risk

Credit risk arises from non-performance by counterparties of contractual financial obligations. The Company's credit risk is primarily attributable to cash and receivables. The Company's cash and restricted cash are invested in established Canadian and US banking and federal institutions and collection of receivables is primarily due from government agencies.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity by endeavoring to maintain sufficient cash to meet its anticipated operational needs. Liquidity requirements are managed based on expected cash flow to ensure that there is adequate capital to meet short term and long-term obligations. At August 31, 2021, the Company had a working capital deficit of \$147,211 (2020 - \$1,368,439) and is seeking additional financing.

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13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

Currency risk

The Company operates in Canada and the United States. The Company has foreign exchange risk with respect to US accounts payable of CAD \$1,233,196. If the Canadian dollar changes by one percent against all foreign currencies, with all other variables held constant, the impact of the foreign currency change on the Company's foreign denominated financial instruments would result in a reduction or increase of after-tax net loss of approximately \$12,332 for the year ended August 31, 2021.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has minimal risk as it does not carry interest bearing debt.

Commodity price risk

The ability of the Company to find and explore exploration and evaluation assets and the future profitability of the Company are directly related to the market price of base metals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Risk management

The Company conducts business in Canada and the United States giving rise to exposure to market risks from changes in foreign currency rates. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk.

The Company is engaged primarily in mineral exploration and manages related industry risk issues directly. The Company is at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations. The Company is not exposed to significant credit concentration risk or interest rate risk.

14. DEFERRED INCOME TAXES

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

	2021 - \$ -	2020 - \$ -
Income (loss) for the year	(1,209,157)	586,489
Expected income tax (recovery)	(326,000)	158,000
Change in statutory, foreign tax, foreign exchange rates and other	42,000	(37,000)
Permanent differences	255,000	3,000
Share issue cost	(9,000)	(3,000)
Change in unrecognized deductible temporary differences	38,000	(121,000)
Total income tax expenses (recovery)	-	-

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14. DEFERRED INCOME TAXES (cont'd...)

The significant components of the Company's deferred tax assets and liabilities are as follows:

	2021 - \$ -	2020 - \$ -
Deferred tax assets(liabilities)		
Debt with accretion	(164,000)	(151,000)
Non-capital losses	164,000	151,000
Net deferred tax liability	-	-

The significant components of the Company's deferred tax assets that have not been included on the consolidated statement of financial position are:

	2021 - \$ -	2020 - \$ -
Deferred tax assets (liabilities)		
Exploration and evaluation assets	2,579,000	2,682,000
Share issue costs	8,000	6,000
Marketable securities	19,000	3,000
Asset retirement obligation	11,000	11,000
Allowable capital losses	62,000	121,000
Non-Capital losses available for future period	4,575,000	4,393,000
	7,254,000	7,216,000
Unrecognized deferred tax assets	(7,254,000)	(7,216,000)
Net deferred tax liability	-	-

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

Temporary Differences	2021 - \$ -	Expiry Date Range	2020 - \$ -	Expiry Date Range
Exploration and evaluation assets	9,247,000	No expiry date	9,737,000	No expiry date
Investment tax credit	3,000	2030	3,000	2030
Share issue costs	31,000	2042 to 2045	22,000	2040 to 2043
Marketable securities	140,000	No expiry date	22,000	No expiry date
Asset retirement obligation	50,000	No expiry date	52,000	No expiry date
Allowable capital losses	231,000	No expiry date	450,000	No expiry date
Non-capital losses available for future periods	18,964,000	2026 to 2041	18,356,000	2026 to 2040
Canada	9,872,000	2026 to 2041	8,964,000	2026 to 2040
USA	9,091,000	2026 to 2041	9,392,000	2026 to 2040

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

Iconic Minerals Ltd.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended August 31, 2021

15. SUBSEQUENT EVENTS

- Subsequent to the year ended August 31, 2021, 250,000 warrants were exercised for proceeds of \$37,500.
- Subsequent to the year ended August 31, 2021, the Company received the second and third option payment for a total of US\$4,000,000 from Nevada Lithium. Upon payment of the third option, Nevada Lithium has fully earned its option for an aggregate 50% ownership in the Bonnie Claire Project. (Note 6)