



STERLING METALS CORP.

(FORMERLY LATIN AMERICAN MINERALS INC.)

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021

Expressed in Canadian Dollars

NOTICE OF NO AUDITOR REVIEW OF THE CONDENSED INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed interim financial statements of the company have been prepared by and are the responsibility of the Company's management. The Company's independent auditors have not performed a review of these condensed interim financial statements.

MANAGEMENT’S RESPONSIBILITY

To the Shareholders of Sterling Metals Corp (Formerly Latin American Minerals Inc.):

Management is responsible for the preparation and presentation of the accompanying unaudited condensed interim financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the unaudited condensed interim financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded, and financial records are properly maintained to provide reliable information for the preparation of unaudited condensed interim financial statements.

The Audit Committee are composed primarily of directors who are neither management nor employees of the Company. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial information presented. The board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and the external auditors. The Audit Committee has the responsibility of meeting with management and the external auditors to discuss the internal controls over the financial reporting process, auditing matters and financial reporting issues. The Audit Committee is also responsible for recommending the appointment of the Company’s external auditors.

We draw attention to Note 1 in the unaudited condensed interim financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the Company’s ability to continue as a going concern.

We also draw your attention to Note 7, Property rights, evaluation and exploration assets commitments and contingencies outstanding as of September 30, 2021.

The financial statements were approved by the Board of Directors on November 29, 2021.

“Mathew Wilson”

Mathew Wilson, CEO

“Dennis Logan”

Dennis Logan, CFO

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UNAUDITED CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION

| | As at September 30, 2021 | As at December 31, 2020 |
|---|--------------------------------|-------------------------------|
| Assets | | |
| Current Assets | | |
| Cash | \$3,304,958 | \$2,763,429 |
| Sales tax receivable | 370,992 | 110,309 |
| Prepaid expenses | 505,923 | 622,769 |
| Total Current Assets | 4,181,873 | 3,496,507 |
| Equipment and vehicles (Note 6) | 47,972 | - |
| Property rights, evaluation and exploration assets (Note 7) | 5,534,140 | 3,252,065 |
| | 5,582,112 | 3,252,065 |
| Total Assets | \$9,763,985 | \$6,748,572 |
| Liabilities | | |
| Current Liabilities | | |
| Accounts payable and accrued liabilities (Note 8) | \$570,249 | \$184,221 |
| Flow through share premium liability (Note 9) | 112,228 | - |
| Total Current Liabilities | 682,477 | 184,221 |
| Provision for mineral property payment (Note 7) | - | 200,000 |
| Total Liabilities | 682,477 | 384,221 |
| Shareholders' Equity | | |
| Share capital (Note 10) | 36,023,236 | 33,394,405 |
| Warrants (Note 10) | 8,903,610 | 7,871,791 |
| Share based payment reserve (Note 10) | 15,396,357 | 15,191,891 |
| Deficit | (51,241,695) | (50,093,736) |
| Total Shareholders' Equity (Deficiency) | 9,081,508 | 6,364,351 |
| Total Liabilities and Shareholders' Equity | \$9,763,985 | \$6,748,572 |

Nature of operations and going concern (Note 1)
Commitments (Note 7 and Note 9)

The financial statements were approved by the Board of Directors on November 29, 2021, and were signed on its behalf by:

"Stephen Keith"
Stephen Keith, Director

"Richard Patricio"
Richard Patricio, Director

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UNAUDITED CONDENSED INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS

| | Three Months Ended September 30, 2021 | Three Months Ended September 30, 2020 | Nine Months Ended September 30, 2020 | Nine Months Ended September 30, 2020 |
|---|--|--|---|---|
| General and Administrative Expenses | | | | |
| General and administration | \$52,177 | \$18,836 | \$151,404 | \$60,968 |
| Investor relations | 82,078 | 2,981 | 245,295 | 4,857 |
| Management and Director fees (Note 12) | 78,559 | 45,000 | 268,931 | 135,000 |
| Consulting fees | 36,969 | 22,098 | 83,621 | 60,132 |
| Share based compensation (Note 10(c)) | - | - | 306,700 | - |
| Exploration costs | - | 32,908 | - | 32,908 |
| Net foreign exchange (gain) loss | - | 815 | (2,033) | 52,034 |
| Professional fees | 70,929 | 37,667 | 94,041 | 41,241 |
| Net loss and comprehensive loss for the period | (\$320,712) | (\$160,305) | (\$1,147,959) | (\$387,140) |
| Net loss per share for the period | | | | |
| Basic and fully diluted loss per share | (\$0.01) | (\$0.01) | (\$0.03) | (\$0.03) |
| Weighted Average Number of Shares Outstanding | 47,307,992 | 18,391,955 | 45,570,615 | 15,287,385 |

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UNAUDITED CONDENSED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)

| | Number of shares outstanding | Share Capital | Warrants | Share Based Payment Reserve | (Deficit) | Total Equity |
|---|------------------------------------|---------------------|--------------------|-----------------------------------|-----------------------|--------------------|
| Balance at January 1, 2020 | 13,718,042 | \$27,965,478 | \$5,967,523 | \$13,765,607 | (\$48,032,912) | (\$334,304) |
| Shares and warrants issued on private placement | 10,000,000 | 1,500,000 | - | - | - | 1,500,000 |
| Share issuance costs | - | (69,251) | - | - | - | (69,251) |
| Net loss and comprehensive loss for the period | - | - | - | - | (387,140) | (387,140) |
| Balance at September 30, 2020 | 23,718,042 | \$29,396,227 | \$5,967,523 | \$13,765,607 | (\$48,420,052) | \$709,305 |
| Balance at October 1, 2020 | 23,718,042 | \$29,396,227 | \$5,967,523 | \$13,765,607 | (\$48,420,052) | \$709,305 |
| Shares and warrants issued on private placement (Note 10) | 11,006,278 | 2,875,785 | 1,926,098 | - | - | 4,801,883 |
| Share issuance costs | - | (396,421) | (377,558) | - | - | (773,979) |
| Issuance of broker warrants | - | - | 355,728 | - | - | 355,728 |
| Shares issued on property option acquisition (Note 7) | 5,899,125 | 2,949,563 | - | - | - | 2,949,563 |
| Share-based payments - Issuance of share options | - | - | - | 1,426,284 | - | 1,426,284 |
| Net loss and comprehensive loss for the period | - | - | - | - | (1,673,684) | (1,673,684) |
| Balance at December 31, 2020 | 40,623,445 | \$33,394,405 | \$7,871,791 | \$15,191,891 | (\$50,093,736) | \$6,364,351 |
| Balance at January 1, 2021 | 40,623,445 | \$33,394,405 | \$7,871,791 | \$15,191,891 | (\$50,093,736) | \$6,364,351 |
| Shares issued on private placement (Note 10) | 5,649,730 | 1,606,330 | 1,266,530 | - | - | 2,872,860 |
| Units issued to finders in lieu of cash | - | 34,804 | 27,441 | - | - | 62,245 |
| Share issuance costs | - | (201,718) | (147,548) | - | - | (349,266) |
| Issuance of broker warrants | - | - | 110,019 | - | - | 110,019 |
| Shares issued for property option acquisition (Note 7) | 606,061 | 200,000 | - | - | - | 200,000 |
| Shares issued on warrant exercise (Note 10) | 1,190,075 | 757,181 | (224,623) | - | - | 532,558 |
| Shares issued on option exercise | 250,000 | 232,234 | - | (102,234) | - | 130,000 |
| Share based compensation | - | - | - | 306,700 | - | 306,700 |
| Net loss and comprehensive loss for the period | - | - | - | - | (1,147,959) | (1,147,959) |
| Balance at September 30, 2021 | 48,319,311 | \$36,023,236 | \$8,903,610 | \$15,396,357 | (\$51,241,695) | \$9,081,508 |

UNAUDITED CONDENSED INTERIM STATEMENT OF CASH FLOWS

| | Nine Months Ended September 30, 2021 | Nine Months Ended September 30, 2020 |
|--|---|---|
| Operating activities | | |
| Net loss for the year | (\$1,147,959) | (\$387,140) |
| Add (deduct) non-cash items: | | |
| Non-cash share based compensation | - | - |
| Impairment of exploration and evaluation assets (Note 7) | - | - |
| | <u>(1,147,959)</u> | <u>(387,140)</u> |
| Net change in non-cash working capital | | |
| Change in sales tax receivable | (260,683) | (9,532) |
| Change in prepaid expenses | 116,846 | 5,615 |
| Change in accounts payable and accrued liabilities | 386,028 | (940,478) |
| Cash used in operating activities | <u>(905,768)</u> | <u>(1,331,535)</u> |
| Investing activities | | |
| Purchase of equipment and vehicles (Note 6) | (54,147) | - |
| Purchase of property rights, evaluation and exploration costs (Note 7) | (1,975,021) | - |
| Long-term deposits | - | (7,986) |
| Cash used in investing activities | <u>(2,029,168)</u> | <u>(7,986)</u> |
| Financing activities | | |
| Issuance of common shares on the exercise of options and warrants and (Note 10) | 675,021 | - |
| Issuance of common shares and warrants (Note 10) and share premium liability (Note 9) | 3,000,000 | 1,500,000 |
| Issuance costs allocated to shares and warrants (Note 10) and share premium liability (Note 9) | (198,556) | (69,251) |
| Cash provided by financing activities | <u>3,476,465</u> | <u>1,430,749</u> |
| Net increase (decrease) in cash during the period | 541,529 | 91,228 |
| Cash at beginning | 2,763,429 | 433,883 |
| Cash at ending | <u>\$3,304,958</u> | <u>\$525,111</u> |
| Supplementary Cash Flow Information | | |
| Issuance of 606,061 Common shares on settlement of liability related to property acquisition | \$ 200,000 | - |

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NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

1) Nature of operations and going concern

Sterling Metals Corp. (formerly Latin American Minerals Inc.) ("SAG" or "the Company") was incorporated under the Canada Business Corporations Act on December 9, 2003. The Company's principal business activity is the exploration and development of resource properties. The head office of the Company is located at Suite 401, 217 Queen Street West, Toronto, ON, M5V 0R2. The Company is listed on the TSX Venture Exchange ("TSX-V") under the symbol SAG (formerly under the symbol LAT).

These unaudited condensed interim financial statements have been prepared on the going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company realized a net loss of \$1,147,959 for the nine months ended September 30, 2021 (2020: loss of \$387,140). On September 30, 2021, the Company had an accumulated deficit of \$51,241,695 (December 31, 2020: \$50,093,736). In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. On September 30, 2021, the Company had a total of \$4,181,873 of current assets and working capital of \$3,499,396 and had flow through expenditure commitments of \$324,258 to be spent by December 31, 2021 (which can be extended to December 31, 2022, under COVID-19 available relief), and \$1,449,400 to be spent by December 31, 2022.

While the Company has been successful in obtaining the necessary financing to cover its corporate operating costs and advance the development of its projects through the issuance of common shares and the exercise of warrants in the past, there is no assurance it will be able to raise funds in this manner in the future. There remain material uncertainties that may cast significant doubt as to the Company's ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern.

The recent outbreak of the coronavirus, also known as "COVID-19", has spread across the globe and is impacting worldwide economic activity. Conditions surrounding COVID-19 continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The extent to which the coronavirus may impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time.

2) Statement of compliance

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and should be read in conjunction with the Company's audited financial statements as of and for the year ended December 31, 2020. They do not include all the information required for a complete set of International Financial Reporting Standards ("IFRS") financial statements. However, selected explanatory notes are included to explain events and transactions deemed significant to provide an understanding of the changes in the Company's financial position and performance since its most recent annual financial statements. These unaudited condensed interim financial statements are presented in Canadian dollars. The Canadian dollar serves as the functional currency of the Company.

The accounting policies applied in the preparation of these condensed interim financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended December 31, 2020.

The unaudited condensed interim financial statements were approved and authorized for issuance by the Board of Directors on November 29, 2021.

(a) Basis of Measurement

These unaudited condensed interim financial statements have been prepared on the going concern basis, under the historical cost convention except for certain financial instruments that are measured at fair value as described herein.

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3) Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with IFRS requires the use of judgments and/or estimates that affect the amounts reported and disclosed in the consolidated financial statements and related notes. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances, having given regard to previous experience, but actual results may differ materially from the amounts included in the financial statements. The critical estimates and judgments applied in the preparation of the unaudited condensed interim financial statements for the three and nine months ended September 30, 2021, are consistent with those applied and disclosed in note 3 to the Company's audited financial statements for the year ended December 31, 2020.

4) New accounting standards issued and adopted in the current period and Recent accounting pronouncements not yet adopted

New Standards Adopted in the Current Period

There were no new standards adopted by the Company during the period.

5) Financial instruments and risk management

a) Fair value hierarchy

Financial instruments are recorded at fair value are classified using a fair value hierarchy that reflects the significant of the inputs used in making the measurements.

The fair value of hierarchy has the following levels:

- Level 1 – quoted prices in active markets for identical financial instruments.
- Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in the markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 – valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company's financial instruments include cash, prepaid expenses, accounts payable and accrued liabilities and are classified as Level 1. The carrying amounts approximate their fair values due to their short-term nature.

b) Credit risk

Credit risk is the risk that a third party might fail to discharge its obligations under the terms of a financial instrument. Credit risk arises from cash with banks and financial institutions. It is management's opinion that the Company is not exposed to significant credit risk arising from these financial instruments. The Company limits credit risk by entering into business arrangements with high credit-quality counterparties. There have not been any changes in the exposure to risk or the entity's objective, policies, and processes for managing the risk.

c) Interest rate risk

Interest rate risk is the risk of losses that arise as a result of changes in contracted interest rates. The Company is not exposed to significant interest rate risk. There have not been any changes in the exposures to risk or the Company's objectives, policies, and processes for managing risk.

d) Currency risk

The Company operates domestically in Canada. The Company incurs certain expenditures in US dollars. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the functional currency of the Company or subsidiary that holds the financial asset or liability. The Company's risk management policy is to review its exposure to non-Canadian dollar forecast operating costs on a case-by-case basis.

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5) Financial instruments and risk management (continued)

The majority of the Company's forecast operating costs are in Canadian dollars. The risk is measured using sensitivity analysis and cash flow forecasting. There have not been any changes in the exposure to risk or the entity's objectives, policies, and processes for managing the risk.

The carrying amount of foreign currency financial assets and liabilities in Canadian dollars as of September 30, 2021, is as follows:

| Canadian Dollar amounts of foreign currency assets and liabilities | | |
|---|---------|--------------|
| | Cash | Liabilities |
| US Dollars | \$2,450 | <i>\$nil</i> |

Based on the financial instruments held as of September 30, 2021, the Company's net loss would have increased by \$312 had the Canadian dollar shifted by 10% as a result of foreign exchange effect on translation of non-Canadian dollar denominated financial instruments.

e) Liquidity risk

Liquidity risk management involves maintaining at all times sufficient cash, liquid investments and committed credit facilities to meet the Company's commitments as they arise. The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring forecast and actual cash flows. Where insufficient liquidity may exist, the Company may pursue various debt and equity instruments for short or long-term financing of its operations.

As at September 30, 2021, the Company had positive working capital of \$3,499,396. Available funds from cash on hand and working capital are expected to be sufficient to cover the Company's planned expenditures for the next twelve months. Any shortfall in available funds may be made up of potential proceeds of future equity financings, loans, lease financing and entering into joint venture agreements, or any combination thereof. There have not been any changes in the exposure to risk or the entity's objectives, policies, and processes for managing the risk.

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6) Exploration equipment and vehicles

| | Exploration and Evaluation Equipment | Furniture & Equipment | Total |
|---|--|--------------------------|-------------|
| Cost | | | |
| Balance December 31, 2020 and 2019 | \$ - | \$ - | \$ - |
| Additions | 54,147 | - | 54,147 |
| Disposals | - | - | - |
| Balance June 30, 2021 | \$ 54,147 | \$ - | \$ 54,147 |
| Accumulated Amortization | | | |
| Balance December 31, 2020 and 2019 | \$ - | \$ - | \$ - |
| Amortization | (6,175) | - | (6,175) |
| Disposals | - | - | - |
| Additions | - | - | - |
| Balance June 30, 2021 | (\$ 6,175) | \$ - | (\$ 6,175) |
| Carrying Amounts | | | |
| At December 31, 2020 and 2019 | \$ - | \$ - | \$ - |
| At June 30, 2021 | \$ 47,972 | \$ - | \$ 47,972 |

7) Property rights, evaluation and exploration assets

| | Sail Pond | Butt Township | Total |
|---|--------------|---------------|-------------|
| Carrying amount | | | |
| Balance January 1, 2020 | \$ - | \$265,600 | \$265,600 |
| Acquisitions | | | |
| Common shares issued | 3,149,563 | - | 3,149,563 |
| Exploration | | | |
| Geological and Geophysical services | 35,275 | - | 35,275 |
| Assays | 3,425 | - | 3,425 |
| Field and admin | 595 | - | 595 |
| Prospecting | 63,207 | - | 63,207 |
| Impairment | | | |
| Impairment writedown | - | (265,600) | (265,600) |
| Balance December 31, 2020 | \$ 3,252,065 | \$ - | \$3,252,065 |
| Exploration | | | |
| Drilling | 1,197,781 | - | 1,197,781 |
| Field and admin | 60,493 | - | 60,493 |
| Geological and Geophysical services | 943,186 | - | 943,186 |
| Assays | 74,440 | - | 74,440 |
| Depreciation and amortization capitalized | 6,175 | - | 6,175 |
| Balance September 30, 2021 | \$5,534,140 | \$ - | \$5,534,140 |

Sail Pond Silver-Copper-Lead-Zinc Project

On October 2, 2020, the Company entered into an option agreement (“Sail Pond Property Option Agreement”) with Altius Resources Inc. to purchase from Altius Resources Inc., 100% of the Sail Pond silver-copper-lead-zinc project (“Project”) on the Great Northern Peninsula of Newfoundland. In consideration for the purchase of the Project, on signing of the Definitive Agreement (the “Agreement”), the Company issued 5,899,125 common shares of the Company, representing approximately 19.9% of the then outstanding shares of the Company, to Altius Resources Inc. Altius acquired a 0.5% NSR royalty over the project. Other key conditions of the option purchase agreement include a minimum expenditure commitment on the project of \$500,000 within the first 12 months (incurred as of September 30, 2021) and \$1,000,000 within the following 24 months (incurred as of September 30, 2021).

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7) Property rights, evaluation and exploration assets (continued)

Additionally, the Company was committed to issue Altius Resources Inc. an additional \$200,000 in common shares on the earlier of 12 months from the date of signing or on the completion of an equity financing of at least \$2,000,000. On February 1, 2021, the Company issued an additional 606,061 common shares valued at \$200,000 to Altius in satisfaction of this commitment.

The Company incurred exploration expenditures on the project in the amount of \$102,502 during the period October 6, 2020, to December 31, 2020, and incurred \$2,282,075 in exploration expenditures on the project during the nine months ended September 30, 2021. The Company, having fulfilled its commitments under the Option Agreement, has assumed full ownership of the Sail Pond Project.

The Company had the following commitments under the terms of the Sail Pond Property Option Agreement:

| Exploration Expenditures required under the Sail Pond Property Option Agreement | Cash Payments | Exploration Expenditures |
|--|----------------------|---------------------------------|
| On or before October 2, 2021 (incurred as of June 30, 2021) | - | 500,000 |
| On or before October 2, 2023 (incurred as of September 30, 2021) | - | 1,000,000 |
| Total | \$ - | \$1,500,000 |

Butt Township Uranium and Rare Earth Project Impairment

On August 24, 2018, the Company entered into an option agreement (the "Option Agreement") with Grifco Corporation ("Grifco") pursuant to which the Company has been granted the right to earn a 100% ownership interest in the Butt Township uranium and rare-earth mineral property (collectively, the "Property") in Ontario. The following commitments are required for the Company to exercise the option:

- the payments of \$50,000 (paid) and the issuance of 5,000,000 (issued) common shares to Grifco on September 27, 2018, the date the TSX-V granted approval of the transaction (the "Effective Date");
- the payment of \$25,000 (paid), the issuance of 2,500,000 (issued) common shares to Grifco on or before the first anniversary of the Effective Date; The Company incurred \$65,600 in exploration expenditures on the property up to December 31, 2019 and had until August 20, 2020 to incur an additional \$134,400 in exploration expenditures on the property. This deadline passed without the Company incurring the required expenditures;
- the payment of \$25,000, the issuance of 2,500,000 common shares to Grifco and the Company incurring a further \$200,000 in expenditures on the Property on or before the second anniversary of the Effective Date. This deadline passed without the Company making the required payment or issuing the common shares to Grifco.; and,
- the payment of \$25,000, the issuance of 2,500,000 common shares to Grifco and the Company incurring a further \$500,000 in expenditures on the Property on or before the third anniversary of the Effective Date.

The Company was not successful in negotiating an extension of time to complete the required exploration expenditures, make the necessary cash payments and issue common shares to Grifco, resulting in the Property Option Agreement being terminated by Grifco. As of December 31, 2020, the Company assessed the value of certain expenditures that had been capitalized to the Butt Township exploration and evaluation assets and determined that continued capitalization of these amounts was no longer justified. The Company recorded an impairment charge of \$265,500 against the amounts previously capitalized reducing the carrying amount to nil.

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8) Accounts payable and accrued liabilities

| | September 30, 2021 | December 31, 2020 |
|---------------------|--------------------|-------------------|
| Accounts payable | \$ 354,723 | \$ 142,221 |
| Accrued liabilities | 215,526 | 42,000 |
| Total | \$ 570,249 | \$ 184,221 |

9) Flow-through share premium liability

A summary of the changes in the Company's flow-through share premium liability was as follows:

Flow-Through Share Premium Liability

| | |
|---|-------------------|
| Balance December 31, 2020 | \$ - |
| Flow-through share premium on the issuance of flow-through common share units (Note 10 (b)) | \$ 127,140 |
| Issuance costs allocated to the flow-through share premium liability | (14,912) |
| Settlement of flow-through share premium liability on renunciation of expenditures | - |
| Balance September 30, 2021 | \$ 112,228 |

During the nine months ended September 30, 2021, the Company issued flow-through shares and estimated the value of the flow-through premium associated with those shares to be \$127,140 and allocated \$14,912 in share issuance costs to the flow-through share premium liability.

The Company must spend \$324,258 by December 31, 2021 (which may be extended to December 21, 2022 under available COVID-19 relief), and \$1,449,400 by December 31, 2022, in order to satisfy its expenditure renunciation commitments under the various issuances of flow through shares.

10) Share capital

a) Authorized

Unlimited number of common shares without par value. There are no restrictions on the Company's common shares with respect to issuance, transfer, distribution of dividends, the repayment of capital or voting rights.

b) Issued

Nine months ended September 30, 2021

On February 1, 2021, the Company issued 606,061 common shares to Altius Resources Inc. (a wholly owned subsidiary of Altius Minerals Corp.), at a price of \$0.33 per common share. The issuance settled \$200,000 that was owing to Altius Resources Inc. from the Company's acquisition of the Sail Pond Project (see Note 6).

On March 31, 2021, the Company closed a non-brokered private placement through the issuance of 2,981,925 units at a price of \$0.52 per unit and 2,542,805 flow-through units at a price of \$0.57 per flow-through unit for aggregate gross proceeds of \$3,000,000. Each unit is comprised of one common share in the capital of the Company and one common share purchase warrant. Each unit warrant entitles the holder thereof to acquire one common share at a price of \$0.78 per common share for a period of 2 years from the closing date. Each flow-through unit is comprised of one common share in the capital of the Company issued on a flow-through basis and one common share purchase warrant having the same terms as the unit warrant. The Company paid an advisory fee of \$65,000 that was satisfied through the issuance of 125,000 units and a cash finders' fee of \$180,084 and issued 268,845 warrants to finders ("March 2021

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10) Share capital (continued)

Broker Warrants”). Each March 2021 Broker Warrant entitles the holder to acquire a common share at a price of \$0.65 per Common Share for a period of 2 years from the closing date.

Total gross proceeds of \$3,000,000 was allocated to common shares, warrants and the flow-through premium liability in the amounts of \$1,606,330, \$1,266,530 and \$127,140 respectively.

The fair value of the Warrants and Broker Warrants was determined with the following weighted average assumptions:

| Assumption | Warrants | Broker Warrants |
|-------------------------|-----------------------|------------------------|
| | March 31, 2021 | March 31, 2021 |
| Share price | \$0.43 | \$0.43 |
| Strike Price | \$0.78 | \$0.65 |
| Risk-free rate | 0.22% | 0.22% |
| Expected dividend yield | 0.00% | 0.00% |
| Expected volatility | 302.50% | 302.50% |
| Warrant life in years | 2.00 | 2.00 |

During the nine months ended September 30, 2021, the Company issued 1,190,075 common shares on the exercise of 1,190,075 common share purchase warrants and realized cash proceeds of \$532,558 from the exercises.

During the nine months ended September 30, 2021, the Company issued 250,000 common shares on the exercise of 250,000 options and realized \$130,000 in cash proceeds from the exercise.

Year ended December 31, 2020

On August 18, 2020, the Company issued 100,000,000 common shares at a price of \$0.015 per common share raising gross proceeds of \$1,500,000 (10,000,000 common shares at a price of \$0.15 per share on a post 10-for-1 share consolidation that took place on November 6, 2020). The Company incurred \$69,251 in share issuance costs related to the issuance of the common shares.

On December 18, 2020, the Company closed a brokered private placement through the issuance of (i) 3,701,296 units (each, a “Unit”) at a price of \$0.30 per Unit; (ii) 4,364,213 flow-through units (each, a “FT Unit”) at a price of \$0.35 per FT Unit; and, (iii) 2,564,103 charity flow-through units (each, a “Charity FT Unit”) at a price of \$0.39 per Charity FT Unit for aggregate gross proceeds of \$3,637,864 (the “Offering”). Each Unit was comprised of one common share (“Common Share”) in the capital of the Company and one Common Share purchase warrant (“Warrant”) of the Company. Each Warrant entitles the holder thereof to acquire one Common Share at a price of \$0.45 until December 22, 2022, Each FT Unit was comprised of one Common Share, issued on a flow-through basis (“FT Share”) and one Warrant, issued on a non-flow-through basis, having the same terms as the Warrants partially comprising the Units. Each Charity FT Unit was be comprised of one Common Share, issued on a flow-through basis (“Charity FT Share”) and one Warrant, having the same terms as the Warrants comprising the Units and FT Units. The FT Shares and the Charity FT Shares qualified as “flow-through shares” within the meaning of subsection 66(15) of the Income Tax Act (Canada). In addition, the Company completed a concurrent non-brokered private placement of 376,666 Units at a price of \$0.30 per Unit for aggregate gross proceeds of \$113,000.

Total gross proceeds of \$3,750,864 was allocated to common shares, warrants and the flow-through premium liability in the amounts of \$1,375,785, \$1,926,098 and \$448,980 respectively.

As consideration for the services provided by the agent in connection with the brokered private placement, the Company paid a cash commission of \$291,029 and incurred \$145,981 in other share issuance costs and (ii) an aggregate of 850,369 broker warrants, exercisable at a price of \$0.30 per Common Share until December 22, 2022. The Company recorded \$355,728 for the issuance of the broker warrants.

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NOTES TO THE FINANCIAL STATEMENTS

10) Share capital (continued)

The fair value of the Warrants and Broker Warrants was determined with the following weighted average assumptions:

| Assumption | Warrants | Broker Warrants |
|-------------------------|--------------------------|--------------------------|
| | December 22, 2020 | December 22, 2020 |
| Share price | \$0.43 | \$0.43 |
| Strike Price | \$0.45 | \$0.30 |
| Risk-free rate | 0.24% | 0.24% |
| Expected dividend yield | 0.00% | 0.00% |
| Expected volatility | 301.55% | 301.55% |
| Warrant life in years | 2.00 | 2.00 |

On October 2, 2020, the Company entered into an option agreement with Altius Resources Inc to purchase 100% of the Sail Pond silver-copper-lead-zinc project on the Great Northern Peninsula of Newfoundland. In consideration for the purchase, on signing of the Definitive Agreement (the "Agreement"), the Company issued 5,899,125 common shares of the Company valued at \$2,949,563 to Altius Resources Inc. (see Note 6).

c) Stock options

The Company has established an incentive stock option plan (the "Plan") for management, directors, and consultants of the Company, as designated and administered by a committee of the Company's Board of Directors. Under the Plan, the Company may grant options for up to 10% of the issued and outstanding common shares of the Company.

During the nine months ended September 30, 2021

On April 16, 2021, the Company granted 750,000 incentive stock options to Officers, Directors and Consultants of the Company that vested immediately. These options are exercisable at a price of \$0.52 per common share for a period of two years from the grant date. The Company recognized \$306,700 in share-based compensation for the stock options that were granted. The weighted average assumptions used were as follows:

| Weighted Average | April 16, 2021 |
|-------------------------|-----------------------|
| Share price | \$0.43 |
| Exercise price | \$0.52 |
| Risk-free rate | 0.29% |
| Expected dividend yield | 0.00% |
| Expected volatility | 423.12% |
| Warrant life in years | 2.00 |

During the year ended December 31, 2020

On December 22, 2020, the Company granted 3,220,000 incentive stock options to Officers, Directors and Consultants of the Company that vested immediately. These options are exercisable at a price of \$0.46 per common share for a period of two years from the grant date.

During the year ended December 31, 2020, the Company recognized \$1,426,284 in share-based compensation for stock options granted that vested immediately. The weighted average assumptions used were as follows:

| Weighted Average | December 22, 2020 |
|-------------------------|--------------------------|
| Share price | \$0.46 |
| Risk-free rate | 0.22% |
| Expected dividend yield | 0.00% |
| Expected volatility | 301.94% |
| Warrant life in years | 2.00 |

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NOTES TO THE FINANCIAL STATEMENTS

10) Share capital (continued)

The following table summarizes information about stock options outstanding and exercisable as of September 30, 2021:

| Expiry date | Exercise Price | September 30, 2021 Outstanding | September 30, 2021 Exercisable |
|------------------|----------------|-----------------------------------|--|
| June-5-2022 | \$1.50 | 75,000 | 75,000 |
| July-18-2022 | \$1.50 | 100,000 | 100,000 |
| December-22-2022 | \$0.46 | 3,220,000 | 3,220,000 |
| January-9-2023 | \$1.30 | 245,000 | 245,000 |
| April-16-2023 | \$0.52 | 500,000 | 500,000 |
| | | 4,140,000 | 4,140,000 |
| | | | September 30, 2021 |
| | | | The outstanding options have a weighted-average exercise price of: \$0.56 |
| | | | The weighted average remaining life in years of the outstanding options is: 1.25 |

The following table reflects the continuity of stock options for the periods presented:

| Stock option activity | September 30, 2021 | Weighted Average Exercise price | December 31, 2020 | Weighted Average Exercise price |
|----------------------------|--------------------|---------------------------------|-------------------|---------------------------------|
| Balance – beginning | 3,740,000 | \$0.64 | 679,500 | \$1.72 |
| Granted | 750,000 | \$0.52 | 3,220,000 | \$0.46 |
| Expired | (100,000) | \$3.50 | (159,500) | \$1.74 |
| Exercised | (250,000) | \$0.52 | - | \$0.00 |
| Balance – ending | 4,140,000 | \$0.56 | 3,740,000 | \$0.64 |

d) Warrants

The following table summarizes warrants outstanding at September 30, 2021:

| Date of Issuance | Date of Expiry | Exercise Price | September 30, 2021 Outstanding |
|------------------|------------------|----------------|---|
| December-01-2017 | December-01-2022 | \$1.00 | 1,404,667 |
| December-20-2017 | December-20-2022 | \$1.00 | 1,462,000 |
| December-28-2017 | December-28-2022 | \$1.00 | 143,333 |
| December-28-2017 | December-28-2022 | \$0.80 | 105,895 |
| December-22-2020 | December-22-2022 | \$0.45 | 9,836,045 |
| December-22-2020 | December-22-2022 | \$0.30 | 830,527 |
| March-31-2021 | March-31-2023 | \$0.78 | 5,649,730 |
| March 31, 20201 | March-31-2023 | \$0.65 | 268,845 |
| | | | 19,701,042 |
| | | | September 30, 2021 |
| | | | The outstanding warrants have a weighted-average exercise price of: \$0.63 |
| | | | The weighted average remaining life in years of the outstanding warrants is: 1.30 |

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NOTES TO THE FINANCIAL STATEMENTS

10) Share capital (continued)

The following table reflects the continuity of warrants for the periods presented:

| | September 30, 2021 | Weighted Average Exercise price | December 31, 2020 | Weighted Average Exercise price |
|---------------------------------|-----------------------|---------------------------------------|----------------------|---------------------------------------|
| Warrant activity | | | | |
| Balance – beginning | 14,972,542 | \$0.55 | 4,570,728 | \$0.99 |
| Issuanced on private placements | 5,649,730 | \$0.78 | 11,006,278 | \$0.45 |
| Issued to brokers | 268,845 | \$0.65 | 850,369 | \$0.30 |
| Exercised | (1,190,075) | \$0.45 | - | - |
| Expired | - | - | (1,454,833) | \$1.00 |
| Balance – ending | 19,701,042 | \$0.63 | 14,972,542 | \$0.55 |

11) Capital management

The Company's capital structure consists of all components of shareholders' equity in the amount of \$9,763,985. The Company's objective when managing capital is to maintain adequate levels of funding to support the acquisition and exploration of resource properties and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future.

The Company invests all capital that is surplus to its immediate operational needs in short-term, highly-liquid, high-grade financial instruments. There were no changes to the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

12) Related party transactions

Related party transactions are summarized as follows:

| Name and principal position | Year | Remuneration or fees ⁽¹⁾ | Share based compensation ⁽¹⁾ | Included in accounts payable ⁽¹⁾ |
|---|------|--|--|--|
| Mathew Wilson, CEO - management fees ² | 2021 | \$185,000 | \$102,233 | \$ - |
| | 2020 | 90,000 | - | - |
| Dennis Logan, CFO - management fees ² | 2021 | \$63,000 | \$20,447 | - |
| | 2020 | 45,000 | - | - |
| Directors -director fees | 2021 | \$20,931 | \$61,340 | - |
| | 2020 | - | - | \$2,000 |

⁽¹⁾ Amounts disclosed were paid or accrued to the related party during the nine months ended September 30, 2021 and 2020.

⁽²⁾ Amounts paid to the individuals indirectly through companies controlled by the related party.