
COMET INDUSTRIES LTD.
CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED
OCTOBER 31, 2022 AND 2021
(unaudited)

Notice to No Auditor Review of Condensed Interim Financial Statements

The accompanying unaudited condensed interim financial statements have been prepared by management and approved by the Board of Directors. The Company's independent auditors have not performed a review of these condensed interim financial statements in accordance with the standards established for a review of interim financial statements by an entity's auditors.

COMET INDUSTRIES LTD.**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**

(Expressed in Canadian Dollars)

(Unaudited)

	Note	October 31, 2022	January 31, 2022
		\$	\$
ASSETS			
CURRENT ASSETS			
Cash		745,088	826,703
Prepaid expenses		25,553	23,820
		770,641	850,523
LONG-TERM INVESTMENTS	6	294,409	295,568
INVESTMENT PROPERTIES	7	1,504,783	1,505,578
		2,569,833	2,651,669
LIABILITIES			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities	5	89,315	171,488
Current portion of long-term debt	10	11,718	45,850
		101,033	217,338
LOAN PAYABLE	9	40,000	40,000
LONG-TERM DEBT	10	655,408	652,378
		496,441	909,716
EQUITY			
SHARE CAPITAL	12	3,836,760	3,836,760
SHARE BASED PAYMENT RESERVE		541,186	541,186
DEFICIT		(2,604,554)	(2,635,993)
		1,773,392	1,741,953
		2,269,833	2,651,669

NATURE AND CONTINUANCE OF OPERATIONS (Note 1)

Approved on Behalf of the Board on December 29, 2022

"Michael O' Reilly"

Michael O' Reilly, Director

"Richard J. Angus"

Richard J. Angus, Director

(The Accompanying Notes are an Integral Part of These Financial Statements)

COMET INDUSTRIES LTD.

CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Expressed in Canadian Dollars)

(Unaudited)

	Three months ended Oct 31, 2022	Three months ended October 31, 2021	Nine months ended Oct 31, 2022	Nine months ended October 31, 2021
REVENUE				
Rental income	\$ 151,712	\$ 120,439	\$ 463,731	\$ 288,101
EXPENSES				
Amortization	\$ 265	\$ 281	\$ 795	\$ 839
Automotive	48	-	2,349	-
Bank charges	115	111	389	369
Insurance	6,427	5,348	21,675	16,044
Interest on long term debt	9,958	7,328	23,483	22,018
Management fees (Note 5)	12,000	12,000	36,000	45,000
Office supplies and sundry	4,565	1,116	6,179	4,800
Professional fees	88,016	23,789	155,661	48,716
Property taxes and utilities	45,347	31,008	112,092	82,113
Rent	1,500	-	1,500	-
Repairs and maintenance	3,874	260	12,261	54,604
Salary and benefits (Note 5)	13,500	16,500	43,500	47,023
Telephone	233	315	1,395	4,076
Transfer agency	6,169	3,732	15,570	12,368
Travel and entertainment	2,050	2,096	2,059	4,590
	194,067	103,884	434,908	342,560
INCOME (LOSS) FROM OPERATION	(42,355)	16,555	28,823	(54,459)
OTHER ITEMS				
Share of (loss) in equity method investments [Note 6]	(260)	542	(1,158)	59,846
Other income – Canada Emergency Wage Subsidy [Note 11]	-	-	3,774	8,548
NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)	(42,615)	17,097	31,439	13,935
EARNING (LOSS) PER SHARE – BASIC AND DILUTED				
	\$ (0.01)	\$ 0.00	\$ 0.01	\$ 0.00
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING				
	4,666,901	4,666,901	4,666,901	4,666,901

(The Accompanying Notes are an Integral Part of These Financial Statements)

COMET INDUSTRIES LTD.**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**

(Expressed in Canadian Dollars)

(Unaudited)

	Number of Common Shares	Share Capital	Share-Based Payment Reserve	Deficit	Total Equity
		\$	\$	\$	\$
Balance, January 31, 2021	4,666,901	3,836,760	541,186	(2,996,188)	1,381,758
Comprehensive loss	–	–	–	13,935	13,935
Balance, October 31, 2021	4,666,901	3,836,760	541,186	(2,982,253)	1,395,693
Balance, January 31, 2022	4,666,901	3,836,760	541,186	(2,635,993)	1,741,953
Comprehensive income (loss)	–	–	–	31,439	31,439
Balance, October 31, 2022	4,666,901	3,836,760	541,186	(2,604,554)	1,773,392

(The Accompanying Notes are an Integral Part of These Financial Statements)

COMET INDUSTRIES LTD.**CONDENSED INTERIM STATEMENTS OF CASH FLOWS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2022 AND 2021**

(Expressed in Canadian Dollars)

(Unaudited)

	Note	2022	2021
			\$
OPERATING ACTIVITIES			
Net income (loss) for the period		34,439	13,935
Items not involving cash:			
Amortization		795	839
Interest accrual and accretion on long-term debt		-	-
Share of (profit) loss in equity investments	6	1,159	(59,846)
		36,393	(45,072)
Changes in non-cash working capital items:			
Prepaid expenses		(1,733)	(6,187)
Accounts payable and accrued liabilities		(82,173)	(24,149)
		(47,513)	(75,408)
INVESTING ACTIVITY			
Long-term investments	6	-	(7,343)
FINANCING ACTIVITIES			
Repayment of demand loans from related parties		-	(2,100)
Repayment of long-term debt	10	(31,102)	(32,566)
		(31,102)	(34,666)
INCREASE (DECREASE) IN CASH		(78,615)	(117,417)
CASH, BEGINNING OF PERIOD		826,703	311,358
CASH, END OF PERIOD		748,088	193,941
SUPPLEMENTAL DISCLOSURES			
Income taxes			-
Interest paid		23,483	22,018

(The Accompanying Notes are an Integral Part of These Financial Statements)

COMET INDUSTRIES LTD.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2022 AND 2021**

(Expressed in Canadian Dollars)

(Unaudited)

1. NATURE AND CONTINUANCE OF OPERATIONS

Comet Industries Ltd. (“Comet” or the “Company”) was incorporated in the Province of British Columbia and is listed on the TSX Venture Exchange. The address of the Company’s corporate office and its principal place of business is 1177 West Hastings Street, Suite 1710, Vancouver, British Columbia, Canada V6E 2K3.

The Company is in the business of holding and developing real properties, all in British Columbia (“BC”). The Company owns unimproved land in Kamloops, Terrace, Pender Harbour, BC and a rental property in Vancouver, BC on a freehold basis. It also holds various resource properties related to the Kamloops land and it has previously explored these resource properties for copper, gold, silver and other mineralization. The exploration activities of the Company have been funded primarily by both equity and debt financing. It has not yet been determined whether these properties contain reserves that are economically feasible.

The Company is also earning commercial rental revenue from its Carrall Street rental property in Vancouver and holds other real estate properties.

The outbreak of COVID-19 has resulted in the federal and provincial governments enacting numerous measures such as the implementation of a travel ban, self-imposed quarantine periods and social distancing. These measures have caused material disruption to businesses and has resulted in an economic slowdown.

During this time, the Company has applied for the Canada Emergency Commercial Rent Assistance (“CECRA”) for certain tenants whose business has been impacted because of the COVID-19 pandemic. The applications are being processed on a case-by-case basis.

It is not possible to forecast with certainty the duration and full scope of the economic impact of COVID-19 and accordingly certain aspects of the Company’s operations could be affected, including rent collection, occupancy rates, demands for space, capitalization rates, and the resulting value of the Company’s properties. The full extent and duration of COVID-19 remains uncertain at this time.

2. BASIS OF PREPARATION**a) Statement of compliance and basis of measurement**

These condensed interim financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) and in accordance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*. These condensed interim financial statements should be read in conjunction with the Company’s financial statements for the year ended January 31, 2022.

These condensed interim financial statements are prepared on the historical cost basis except for certain financial instruments, which are measured at fair value as explained in the accounting policies set out in Note 3. All amounts are expressed in Canadian dollars unless otherwise stated.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED OCTOBER 31, 2022 AND 2021

(Expressed in Canadian Dollars)

(Unaudited)

2. BASIS OF PREPARATION (continued)

b) Use of estimates and judgements

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

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

Critical accounting estimates with a significant risk of material adjustment include the determination of the fair value of land, impairment of investment properties, impairment of exploration and evaluation assets, recoverability of advances to related parties and long-term investments, decommissioning liabilities, realization of deferred income tax assets and disclosure of the fair value of investment properties described in Note 7.

Critical accounting judgements are accounting policies that have been identified as being complex or involving subjective judgments or assessments with a significant risk of material adjustment in the next year.

(i) Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgement. The directors monitor future cash requirements to assess the Company's ability to meet these future funding requirements.

(ii) Classification of investment properties

The application of the Company's accounting policy to classify properties as investment properties requires judgement, which may be based on decisions made on assumptions about future events or circumstances. Management may have planned to utilize the properties for operation at acquisition. If management's intention changes due to new business information becoming available, management can decide to classify the properties from property and equipment used in operations to investment properties. As of October 31, 2022 and 2021, the Company has identified the Pender Harbor, Kamloops, Green Bay and Carrall Street properties as investment properties.

(iii) Impairment of advances to related parties, recoverability of long-term investments and exploration and evaluation assets

Judgement is required in assessing whether certain factors would be considered an indicator of impairment. Annually, the Company must assess its long-term investment balance for impairment by reviewing various impairment indicators. As at October 31, 2022 and 2021, management determined there were no impairment indicators present.

COMET INDUSTRIES LTD.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2022 AND 2021**

(Expressed in Canadian Dollars)

(Unaudited)

2. BASIS OF PREPARATION (continued)**b) Use of estimates and judgements (continued)****(iv) Assessment of deferred income tax assets and liabilities**

Judgement is required in determining whether it is probable that the Company's deferred tax assets will be recovered because of future taxable income. Management has determined that the recoverability of the Company's deferred tax assets is remote due to the history of losses. As a result, no deferred income tax assets have been recognized as of October 31, 2022 and 2021.

3. SIGNIFICANT ACCOUNTING POLICIES**a) Functional currency**

The Company's mineral properties and other properties are in Canada and most transactions are in Canadian dollars and therefore the reporting and functional currency of the Company is the Canadian dollar.

b) Cash and cash equivalents

The Company considers deposits with banks or highly liquid short-term interest bearing securities that are readily convertible to known amounts of cash and those that have maturities of 90 days or less when acquired to be cash equivalents.

c) Long-term investments

These financial statements include the Company's 26.6% investment in DVO Industries Ltd., and 35.8% investment in Initial Developers Limited, which are accounted for using the equity method. Under this method, the investments are initially carried at cost and are adjusted annually to reflect the Company's share of the investees' income or loss.

d) Financial instruments

Financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVTOCI) and fair value through profit and loss (FVTPL).

Measurement – initial recognition

All financial assets and financial liabilities are initially recorded on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. All financial asset and liabilities are initially recorded at fair value, net of attributable transaction costs, except for those classified as fair value through profit or loss ("FVTPL"). Subsequent measurement of financial assets and financial liabilities depends on the classifications of such assets and liabilities.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED OCTOBER 31, 2022 AND 2021

(Expressed in Canadian Dollars)

(Unaudited)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Financial Instruments (continued)

Classification – financial assets

Amortized cost:

Financial assets that are held within a business model whose objective is to hold financial assets to collect contractual cash flows, and that the contractual terms of the financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured after initial recognition at amortized cost.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. Interest income is recognized using the effective interest method, and is recognized in Interest and other income, on the statements of comprehensive income (loss).

As of October 31, 2022, the Company classifies its accounts receivable and advances to related entities as amortized cost.

Fair value through other comprehensive income (“FVTOCI”):

Financial assets that are held within a business model whose objective is to hold financial assets to both collect contractual cash flows and selling financial assets, and that the contractual terms of the financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Upon initial recognition of equity securities, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate its equity securities that would otherwise be measured at FVTPL to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other OCI. The cumulative gain or loss is not reclassified to profit or loss on disposal of the instrument; instead, it is transferred to retained earnings.

The Company currently has no financial assets designated as FVTOCI.

Fair value through profit or loss (“FVTPL”):

By default, all other financial assets are measured subsequently at FVTPL. The Company’s cash is designated as FVTPL.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED OCTOBER 31, 2022 AND 2021

(Expressed in Canadian Dollars)

(Unaudited)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Financial Instruments (continued)

Classification – financial liabilities

Financial liabilities that are not contingent consideration of an acquirer in a business combination, held for trading or designated as at FVTPL, are measured at amortized cost using the effective interest method.

Financial liabilities at amortized cost include accounts payable, demand loans from related parties, long-term debt, and loan payable.

Financial liabilities classified FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized in the statements of loss and comprehensive loss. The Company does not have any financial liabilities at FVTPL.

The Company has no hedging arrangements and does not apply hedge accounting.

Impairment

The Company recognizes a loss allowance for expected credit losses on its financial assets when necessary. The amount of expected credit losses is updated at each reporting period to reflect changes in credit risk since initial recognition of the respective financial instruments.

e) Property and equipment

Property and equipment are stated at cost less accumulated amortization and any impairment charges. Amortization is recorded over the useful lives of the assets on the declining balance basis, with a half year's provision in the year of acquisition, at the following annual rates:

Furniture and fixtures	20%
Equipment	30%

f) Investment properties

Investment properties are held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment properties are measured under the cost model. After initially being measured at cost, they are stated at cost less accumulated amortization which is recorded over the useful lives of the assets on the declining balance basis, with a half year's provision in the year of acquisition, at a rate of 5%.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

g) Exploration and evaluation assets

All expenditures related to the cost of exploration and evaluation of mineral resources including acquisition costs for interests in mineral claims, are capitalized as mineral property and exploration and evaluation assets. General exploration costs not related to specific mineral properties are expensed as incurred. If economically recoverable reserves are developed, capitalized costs of the related property are reclassified as mining assets and upon commencement of commercial production, are amortized using the units of production method over estimated recoverable reserves. Impairment is assessed at the level of cash-generating units.

The recoverability of mineral properties and capitalized exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values. Management regularly assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if one of the following factors are present; the rights to explore have expired or are near to expiry with no expectation of renewal, no further substantive expenditures are planned or budgeted, exploration and evaluation work is discontinued in an area for which commercially viable quantities have not been discovered, indications that in an area with development likely to proceed the carrying amount is unlikely to be recovered in full by development or sale. Mineral properties are regularly reviewed for impairment or whenever events or changes in circumstances indicate that the carrying amount of reserve properties may exceed its recoverable amount. When an impairment review is undertaken, the recoverable amount is assessed by reference to the higher of a value in use (being the present value of expected future cash flows of the relevant cash-generating unit) and fair value less costs to sell. If the carrying amount of an asset exceeds the recoverable amount an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the asset.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Impairment

The Company's tangible and intangible assets are regularly reviewed for indications of impairment at each statement of financial position date. If indications of impairment exist, the asset's recoverable amount is estimated. An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit and loss for the period. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

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

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

i) Decommissioning liabilities

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities and may from time to time incur asset retirement obligations and the associated retirement costs related to site reclamation and abandonment. The fair value of the liability for a decommissioning liability is recorded when it is incurred and the corresponding increase to the asset is depreciated over the life of the asset. The liability is increased over time to reflect an accretion element considered in the initial measurement at fair value. As at October 31, 2022, the Company had not incurred any decommissioning liabilities related to the exploration and development of its mineral properties.

j) Provisions

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

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, considering the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

COMET INDUSTRIES LTD.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2022 AND 2021**

(Expressed in Canadian Dollars)

(Unaudited)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)**k) Revenue recognition**

Rental revenue is recorded when persuasive evidence of a contract or similar arrangement exists, the amount is fixed and determinable and is considered collectible. The Company's revenue consists primarily of commercial rental revenue on its investment property and small amounts of incidental rent revenue on other undeveloped properties. Revenue is measured at fair value of consideration received.

l) Share-based payments

The Company records all share-based payments at their fair value. The share-based compensation costs are charged to operations over the stock option vesting period and agents' options and warrants issued in connection with common share placements are recorded at their fair value on the date of issue as share issuance costs. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options expected to vest. On the exercise of stock options and agents' options and warrants, share capital is credited for consideration received and for fair value amounts previously credited to contributed surplus. The Company uses the Black-Scholes option pricing model to estimate the fair value of share-based payments.

m) Share issue costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred share issue costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred share issue costs related to financing transactions that are not completed are charged to expenses.

n) Income taxes

The Company utilizes the liability method of accounting for income taxes. Under the liability method, deferred income taxes and liabilities are recognized to reflect the expected deferred tax consequences arising from temporary differences between the carrying value and the tax bases of the deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. A valuation allowance is recorded against any deferred income tax asset if it is probable that the asset will not be realized.

The following temporary differences do not result in deferred tax assets or liabilities: the initial recognition of assets or liabilities, not arising in a business combination, that does not affect accounting or taxable profit, goodwill; and investments in subsidiaries, associates and jointly controlled entities where the timing of reversal of the temporary differences can be controlled and reversal in the foreseeable future is not probable.

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.

COMET INDUSTRIES LTD.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED OCTOBER 31, 2022 AND 2021

(Expressed in Canadian Dollars)

(Unaudited)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

o) Earnings (Loss) per share

Basic earnings (loss) per share ("EPS") is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of common shares outstanding (denominator) during the period. The Company applies the treasury stock method in calculating diluted EPS. Diluted EPS excludes all dilutive potential common shares if their effect is anti-dilutive.

4. CHANGES IN ACCOUNTING POLICIES AND RECENT ACCOUNTING PRONOUNCEMENTS

New Accounting Standards Issued But Not Yet Effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the IFRIC that are mandatory for future accounting periods. The Company has not identified any new standards, interpretations or amendments to existing standards that are expected to have an impact on the Company's financial statements.

5. RELATED PARTY BALANCES AND TRANSACTIONS AND KEY MANAGEMENT PERSONNEL COMPENSATION

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that the key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

During the period, the Company paid management fees of \$NIL (2021 - \$9,000) to Garden Bay Management Ltd., which is controlled by the spouse of the Company's former President. These transactions were recorded at the amount agreed to between the Company and Garden Bay Management Ltd. and the directors.

During the period, the Company paid management fees of \$36,000 (2021 - \$36,000) to the Company's President. Included in accounts payable and accrued liabilities at October 31, 2022 was \$4,200 (2021 - \$Nil) owed to the President.

During the period, the Company paid \$43,500 (2021 - \$45,000) to a related person for management service on the Carrall Street property.

During the period ended October 31, 2022, the Company incurred legal fees of \$42,712 (2021 - \$26,995) to a firm in which one of the directors is a principal. Included in accounts payable and accrued liabilities at October 31, 2022 was \$4,177 (2021 - \$7,574) owed to this firm for legal fees.

Related party transactions and amounts paid or received are established by contract or as agreed upon by the Company and the related party.

COMET INDUSTRIES LTD.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2022 AND 2021**

(Expressed in Canadian Dollars)

(Unaudited)

6. LONG-TERM INVESTMENTS

	October31, 2022	January 31, 2022
DVO Industries Ltd.:	\$	\$
315,302 common shares of DVO Industries Ltd. ("DVO"), 26.6% owned and common directors with Comet		
Carrying value at beginning of year / period	235,698	237,807
Share of current year's gain (loss)	(1,158)	(2,109)
Carrying value at end of year / period	234,540	235,698
Advances to DVO:		
Advances beginning of year / period	7,896	383,246
Settlement during the year	-	(383,246)
Advances during the year	-	7,896
Advances end of year / period	7,896	7,896
Long-term investment in DVO Industries Ltd. at end of year / period	242,436	243,594
<p>During the year ended January 31, 2022, the Company has settled a debt owed by DVO Industries Ltd. to the Company in the amount of \$383,246. As consideration for settlement of the debt, DVO has transferred 40% interest in a parcel of land on Nelson Island, BC to the Company (Note 7).</p>		
Initial Developers Limited.:		
1,800,000 common shares of Initial Developers Limited ("Initial"), 35.8% owned, carrying value at beginning and end of year / period	-	-
Advances to Initial, beginning and end of year / period	51,974	51,974
Long-term investment in Initial Developers Limited at end of year / period	51,974	51,974
Total long-term investment end of year / period	294,410	295,568

The Company, DVO and Initial have a combined interest of 25% in Property B comprised of exploration and evaluation assets (Note 8). The three companies are entitled to receive a total of 25% of the net project derived from this mining operation. Currently, the only activity for DVO is property rental and Initial is inactive.

As required by the IAS 28 – *Investments in associates and joint ventures*, the Company records its investments using the equity method, whereby the investment is initially recorded at cost and the carrying value, adjusted thereafter to include the Company's pro-rata share of post-acquisition earnings or loss in DVO and Initial. The Company's share in the associate's gains or losses resulting from intercompany transactions are eliminated.

COMET INDUSTRIES LTD.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2022 AND 2021**

(Expressed in Canadian Dollars)

(Unaudited)

6. LONG-TERM INVESTMENTS (continued)

For both DVO and Initial, the principal place of business is BC and the country of incorporation is Canada.

The Company's unrecognized share of Initial's loss, as at January 31, 2022 is \$Nil (2021 - \$1,479) and cumulatively is \$178,082 (2021 - \$176,603).

The following is summarized financial information for DVO, which has an April 30 year-end.

	2022	2021
	\$	\$
Current assets	4,745	1,709
Non-current assets	751,574	806,066
TOTAL ASSETS	756,319	807,775
Current liabilities and financial liabilities	350	6,062
Due to related parties	93,916	438,264
TOTAL LIABILITIES	94,266	444,326
	Year ended January 31, 2022	Year ended January 31, 2021
		\$
Revenue	28,294	30,750
Gain on debt settlement	312,368	-
Depreciation and amortization	(476)	(482)
Interest expense	(173)	(101)
Loss from continuing operations	(7,907)	(7,771)
Comprehensive income (loss)	320,275	(7,771)

The following is summarized financial information for Initial. Since Initial is inactive, no Statement of Comprehensive Income is available. Initial holds 750,000 common shares of the Company (Note 12).

	2000
	\$
Current assets	22,423
Non-current assets	157,793
TOTAL ASSETS	180,216
Current liabilities and financial liabilities	203,501
TOTAL LIABILITIES	203,501

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7. INVESTMENT PROPERTIES

	Land – Carrall St.	Building – Carrall St.	Land – Kamloops	Land – Pender Harbor	Land – Terrace	Land – Green Bay	Total
Balance - January 31, 2021							
Cost	99,471	145,925	544,053	535,707	152,300	–	1,477,456
Accumulated amortization	–	(123,608)	–	–	–	–	(122,608)
	99,471	22,317	544,053	535,707	152,300	-	1,353,848
Movements during 2022							
Additions	–	-	–	–	–	383,346	383,246
Amortization	–	(839)	–	–	–	–	(839)
	–	(839)	–	–	–	383,246	382,407
Balance - October 31, 2021							
Cost	99,471	145,925	544,053	535,707	152,300	383,246	1,860,702
Accumulated amortization	–	(124,447)	–	–	–	–	(124,447)
	99,471	21,478	544,053	535,707	152,300	383,246	1,736,255
Balance - January 31, 2022							
Cost	99,471	145,925	544,053	305,307	152,300	383,246	1,630,302
Accumulated amortization	–	(124,724)	–	–	–	–	(124,724)
	99,471	21,201	544,053	305,307	152,300	383,246	1,505,578
Movements during 2023							
Additions	–	–	–	–	–	–	–
Amortization	–	(795)	–	–	–	–	(795)
	–	(795)	–	–	–	–	(795)
Balance - October 31, 2022							
Cost	99,471	145,925	544,053	305,307	152,300	383,246	1,630,302
Accumulated amortization	–	(125,519)	–	–	–	–	(125,519)
	99,471	20,406	544,053	305,307	152,300	383,246	1,504,783

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7. INVESTMENT PROPERTIES (continued)

The Carrall Street land and building have been used as a commercial rental property leased to third parties. It is pledged as security for the debt described in Note 10.

During the year ended January 31, 2022, a portion of the Pender Harbor land was disposed for a net cash consideration of \$608,376.

During the year ended January 31, 2022, the Company has settled a debt owed by DVO Industries Ltd. to the Company in the amount of \$383,246. As consideration for settlement of the debt, DVO has assigned 40% interest in a parcel of land on Nelson Island, BC to the Company (Note 6).

In the absence of current prices in an active market, the fair value of the Carrall street land and building is estimated by applying a market yield to the net annual rental value. The yield applied was 4%. The estimated fair value of the property at January 31, 2022 was \$6 million.

In the absence of current prices in an active market, the fair value is estimated based on the 2022 property tax assessment. The estimated fair values of the Kamloops, Pender Harbor, Green Bay and Terrace properties at January 31, 2022 were \$2,686,400, \$677,500, \$578,200 and \$217,000, respectively.

8. EXPLORATION AND EVALUATION ASSETS

All of the Company's mineral claims are held jointly with others and are located in the Kamloops Mining Division, BC. The Company owns a 40% working interest in the Big Onion zone on the Iron Mask Property ("Property A"), which consists of five crown granted mineral claims.

The adjoining property, Property "B", is held under the BC mineral claims system and is operated by KGHM International Ltd. The Company has a 10% net profits royalty interest in this property, which is a mix of various claims, crown grants and a mineral lease. DVO Industries Ltd. and Initial Developers Limited own an additional combined 15% net profit royalty interest.

Amounts included in these financial statements for resource properties represent the Company's acquisition costs of Property A:

	2022	2021
	\$	\$
Mineral claims – acquisition costs	-	23,961

The Company does not have any current plans to explore the mineral claims. As of January 31, 2022, the Company assessed and determined the acquisition costs should be impaired.

9. LOANS PAYABLES

During the year ended January 31, 2021, the Company received a loan from the Canadian government's Canada Emergency Business Account ("CEBA") Program in the amount of \$40,000 on April 24, 2020 and an additional \$20,000 on December 18, 2020 for a total of \$60,000. The CEBA is a government guaranteed loan of up to \$60,000 that is interest-free until December 31, 2022. The loan is available to help businesses with operating costs during COVID-19. A prescribed portion of the loan amount (\$20,000) is eligible for forgiveness if the business pays back \$40,000 on or before December 31, 2023. If the business cannot pay back the loan by December 31, 2023, it will be converted into a three-year term loan at an interest rate of 5%.

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10. LONG-TERM DEBT

	October 31, 2022	January 31, 2022
	\$	\$
Mortgage repayable in monthly instalments of \$6,065 including interest of 3.98% per annum, maturing on January 1, 2024	667,126	698,228
Current portion	(11,718)	(45,850)
Long-term portion	655,408	652,378

The mortgage payable is secured as follows:

- General security agreement;
- Collateral mortgage on land and building and an assignment of rents (Note 7); and
- Estoppel Certificates from all of the tenants.

Required principal repayments of long-term debt over the next five fiscal years is as follows:

2023	\$ 11,718
2024	\$ 648,567

Total interest expense incurred for the mortgage payable for the period ended October 31, 2022, was \$23,483 (2021 - \$22,018).

11. GOVERNMENT GRANT**Canada Emergency Wage Subsidy (CEWS)**

The Federal Government of Canada passed legislation, providing Canada Emergency Wage Subsidy ("CEWS") on April 11, 2020. CEWS is a wage subsidy for eligible Canadian employer whose business has been affected by COVID-19. The CEWS helps businesses keep employees on the payroll and encourage employers to re-hire workers previously laid off, and better positions businesses to bounce back following the crisis. The CEWS is originally for up to 24 weeks, retroactive from March 15, 2020 to June 6, 2020.

On October 31, 2022, an amount of \$3,774 CEWS (2021 – 8,548) was credited to wages and benefits in the statement of operations and comprehensive income (loss). There are no unfulfilled conditions and outstanding contingencies regarding the CEWS.

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12. SHARE CAPITAL

Authorized: 50,000,000 common shares without par value

	Number of Shares	Amount
		\$
Issued and outstanding: October 31, 2021	4,666,901	3,836,760
Issued and outstanding: October 31, 2022	4,666,901	3,836,760

The issued and outstanding common shares above are presented net of 370,694 of the Company's common shares representing a value of \$77,510 owned by investees of the Company.

There are no shares held in escrow.

13. SHARE-BASED PAYMENTS

The Company's Stock Option Plan ("the Plan") provides certain directors, officers, employees and consultants of the Company an opportunity to purchase common shares and to benefit from their appreciation.

The Company has in place a rolling stock option plan whereby a maximum of 10% of the issued shares will be reserved for issuance under the plan.

Options vest as set forth in the Option Agreement as determined by the Board at the time of granting the Option.

During the year ended January 31, 2022, there have been no stock options granted, exercised, cancelled or forfeited.

During the year ended January 31, 2021, the Company received \$300,000 for the exercise of 200,000 share options at \$1.50 per share, and settled \$86,550 of amounts owing by the Company to related parties in exchange for the exercise of 57,700 share options at \$1.50 per share. The remaining 142,300 of share options expired unexercised. There have been no stock options granted, cancelled or forfeited during the same period.

14. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to maintain the rental business and to pursue the sourcing and exploration of mineral properties. The Company does not have any externally imposed capital requirements to which it is subject.

As of October 31, 2022, the Company considers capital to consist of all components of shareholders' equity, long-term debt and demand loans from related parties. The Company manages the capital structure and adjusts it considering 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 common shares or dispose of assets.

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15. FINANCIAL INSTRUMENTS AND RISK**Fair Values and Classification of Financial Instruments**

As of October 31, 2022, the Company's financial instruments consist of cash, accounts receivable, advances to related entities (including advance balances recorded in long-term investments), accounts payable (excluding GST payable), demand loans from related parties and long-term debt. The fair values of these financial instruments approximate their carrying values because of their current nature except for long-term debt carried at amortized cost and long-term investments, which are accounted under the equity method as described in Note 3(c).

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

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Assets and liabilities measured at fair value on a recurring basis as of October 31, 2022 are as follows:

	<u>Fair Value Measurements Using</u>			Balance, October 31, 2022
	(Level 1)	(Level 2)	(Level 3)	
	\$	\$	\$	\$
Assets:				
Cash	745,088	–	–	745,088
Total assets measured at fair value	745,088	–	–	745,088

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15. FINANCIAL INSTRUMENTS AND RISK (continued)

Financial risk management objectives and policies

The Company's financial instruments include cash, amounts receivable, advances to related entities, accounts payable, demand loans from related parties and long-term debt. The risks associated with these financial instruments and policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash, amounts receivable and advances to related entities. To minimize its credit risk the Company deposits its cash with financial institutions.

The Company's amounts receivable primarily consists of cost recoveries owing from tenants who rent the Company's investment property and are less than 30 days, which is not considered as past due. Credit risk from amounts receivable encompasses the default risk of its tenants. The Company manages its exposure to credit risk by only working with reputable tenants. In addition, on an ongoing basis, management monitors the level of amounts receivable attributable to each tenant and the length of time taken for amounts to be settled and where necessary, takes appropriate action to follow up on those balances considered overdue.

Management does not believe that there is significant credit risk arising from any of the Company's tenants. However, should one of the Company's main tenants be unable to settle amounts the maximum exposure to loss arising from amounts receivable is equal to their total carrying amounts.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined in Note 14.

The following are the contractual maturities of financial liabilities as at October 31, 2022:

	Carrying Amount	Contractual Cash Flows	Within 1 year	Within 2 years	Within 3 + years
	\$	\$	\$	\$	\$
Accounts payable	69,315	(69,315)	(69,315)	-	-
Loan payable	60,000	(60,000)	(20,000)	(40,000)	-
Long-term debt	667,126	(667,126)	(11,718)	(11,718)	(655,048)
Total	796,441	(796,441)	(101,033)	(51,718)	(655,048)

The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuance when required. Most of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms except for long-term debt which has terms as described in Note 10. The Company's mortgage is secured by an assignment of rents. The Company does not have investments in any asset-backed deposits. The accounts payable and long-term debt are due and within 1 year. The demand loans and advances from related parties are due on demand.

15. FINANCIAL INSTRUMENTS AND RISK (continued)

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The sale of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity prices. The Company is exposed to market risk and unfavourable market conditions could result in dispositions of investments at less than favourable prices. The Company's investments are accounted for at estimated fair values and are sensitive to changes in market prices, such that changes in market prices result in a proportionate change in the carrying value of the Company's investments. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

a) Currency Risk

The Company does not have significant foreign exchange risk as all its transactions and financial instruments are denominated in Canadian dollars.

b) Interest Rate Risk

The Company is not subject to interest rate risk on its demand loans from related parties and long-term debt which are at fixed rates of interest.

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16. SEGMENTED INFORMATION

Operating segments are defined as components of an enterprise for which separate financial information is available and which are evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

The Corporation operates rental properties, holds properties for development and mineral exploration in BC, Canada. Details of these three segments (see Note 1) are as follows:

	October 31, 2022			
	Rental	Exploration	General / Administration	Total
	\$	\$	\$	\$
Investment properties	1,505,783	–	–	1,505,783
Accounts payable and accrued liabilities	–	–	(89,315)	(89,315)
Loans payable	–	–	(40,000)	(40,000)
Long-term debt	–	–	(667,126)	(667,126)
Rental revenue	463,731	–	–	463,731
Government subsidy	3,774	–	–	3,774
Amortization	795	–	–	795
Building maintenance	12,261	–	–	12,261
Insurance	21,675	–	–	21,675
Interest on long-term debt	23,483	–	–	23,483
Property taxes	65,830	–	–	65,830

	January 31, 2022			
	Rental	Exploration	General / Administration	Total
	\$	\$	\$	\$
Investment properties	1,505,578	–	–	1,505,578
Accounts payable and accrued liabilities	–	–	(171,488)	(171,488)
Loans Payable	–	–	(40,000)	(40,000)
Long-term debt	(698,228)	–	–	(698,228)
Rental revenue	424,649	–	–	424,649
Gain on disposal of investment property	377,976	–	–	377,976
Government subsidy	8,548	–	–	8,548
Amortization	(1,116)	–	–	(1,116)
Building maintenance	(55,454)	–	–	(55,454)
Insurance	(20,751)	–	–	(20,751)
Interest on long-term debt	(28,949)	–	–	(28,949)
Property taxes	(97,450)	–	–	(97,450)