

CORTUS METALS INC.

Consolidated Financial Statements

For the years ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Cortus Metals Inc.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Cortus Metals Inc. (the "Company"), which comprise the consolidated statements of financial position as at October 31, 2022 and 2021, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2022 and 2021 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company's continuation as a going concern is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors and generating profitable operations in the future. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in "Management's Discussion and Analysis", but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is William Nichols.

A handwritten signature in black ink that reads "De Visser Gray LLP". The signature is written in a cursive, flowing style.

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC, Canada
February 28, 2023

CORTUS METALS INC.
Consolidated Statements of Financial Position
Expressed in Canadian Dollars

As at	October 31, 2022	October 31, 2021
Assets		
Current		
Cash	\$ 5,132	\$ 72,270
Prepayments and deposits	44,545	121,289
Accounts receivable	-	10,086
Goods and services tax receivable	4,692	11,798
	<u>54,369</u>	215,443
Equipment (note 8)	26,909	33,206
Right-of-use asset (note 10)	115,936	144,920
Exploration and evaluation properties (note 4, 5)	450,417	4,651,069
	<u>\$ 647,631</u>	<u>\$ 5,044,638</u>
Liabilities		
Current		
Accounts payable and accrued liabilities (note 9)	\$ 1,272,498	\$ 464,469
Current portion of lease liability (note 10)	26,858	23,606
Loans	18,300	18,300
	<u>1,317,656</u>	506,375
Long-term		
Long-term portion of lease liability (note 10)	109,509	123,729
	<u>1,427,165</u>	630,104
Equity		
Share capital (note 6)	5,703,409	5,703,409
Subscriptions received in advance (note 6)	761,368	-
Option and warrant reserve	178,440	172,440
Deficit	(7,422,751)	(1,461,315)
	<u>(779,534)</u>	4,414,534
	<u>\$ 647,631</u>	<u>\$ 5,044,638</u>

Going concern (note 1)
Subsequent event (note 13)

Approved by the Board of Directors

Director (signed by) "John Williamson"

Director (signed by) "Sean Mager"

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

CORTUS METALS INC.
Consolidated Statements of Loss and Comprehensive Loss
Expressed in Canadian Dollars

For the years ended	October 31, 2022	October 31, 2021
Expenses		
Advertising and promotion	\$ 310,408	\$ 310,514
Management fees (note 9)	66,000	148,000
Office and administration	104,854	84,175
Professional fees	95,384	117,832
Regulatory and filing fees	23,095	73,427
	<u>(599,741)</u>	<u>(733,948)</u>
Other income		
Foreign exchange loss	(28,115)	(379)
Interest (expense) income	(55)	3,655
Share-based compensation (note 6)	(6,000)	(16,696)
Impairment of exploration and evaluation properties (note 5)	(5,327,525)	-
	<u>(5,327,525)</u>	<u>-</u>
Net and comprehensive loss for the year	\$ (5,961,436)	\$ (747,368)
Basic and diluted loss per common share	\$ (0.13)	\$ (0.02)
	<u>47,545,338</u>	<u>34,250,381</u>
Basic and diluted weighted average number of common shares outstanding	47,545,338	34,250,381

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

CORTUS METALS INC.
Consolidated Statements of Changes in Equity
Expressed in Canadian Dollars

	Share capital	Subscriptions received in advance	Option and warrant reserve	Deficit	Total equity
Balance at October 31, 2020	\$ 2,932,763	\$ -	\$ 137,206	\$ (713,947)	\$ 2,356,022
Shares issued for cash	1,884,391	-	(2,655)	-	1,881,736
Shares issued for property	708,750	-	-	-	708,750
Shares issued for debt settlement	288,700	-	-	-	288,700
Share issuance costs	(90,002)	-	-	-	(90,002)
Finders warrants issued	(21,193)	-	21,193	-	-
Share-based compensation	-	-	16,696	-	16,696
Net loss	-	-	-	(747,368)	(747,368)
Balance at October 31, 2021	\$ 5,703,409	\$ -	\$ 172,440	\$ (1,461,315)	\$ 4,414,534
Subscriptions received in advance	-	761,368	-	-	761,368
Share-based compensation	-	-	6,000	-	6,000
Net loss	-	-	-	(5,961,436)	(5,961,436)
Balance at October 31, 2022	\$ 5,703,409	\$ 761,368	\$ 178,440	\$ (7,422,751)	\$ (779,534)

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

CORTUS METALS INC.
Consolidated Statements of Cash Flows
Expressed in Canadian Dollars

For the year ended	October 31, 2022	October 31, 2021
Cash provided by (used in):		
Operating activities		
Net loss for the year	\$ (5,961,436)	\$ (747,368)
Items not affecting cash:		
Depreciation – right of use asset	-	2,415
Foreign exchange	12,425	-
Share-based compensation	6,000	16,696
Impairment of exploration and evaluation properties (note 5)	5,327,525	-
Changes in non-cash working capital:		
Goods and services tax receivable	7,106	17,850
Accounts receivable and prepayments	76,830	(54,015)
Accounts payable and accrued liabilities	156,311	(67,955)
Cash used in operating activities	<u>(375,239)</u>	<u>(832,377)</u>
Investing activities		
Cash acquired on acquisition of Intermont (note 4)	-	409
Exploration and evaluation property acquisition payments (note 5)	-	(1,023,378)
Exploration and evaluation property exploration expenditures (note 5)	(405,409)	(1,221,060)
Purchase of equipment	(9,263)	(11,350)
Transaction costs	-	(4,997)
Cash used in investing activities	<u>(414,672)</u>	<u>(2,260,376)</u>
Financing activities		
Proceeds from share issuance (note 6)	-	1,875,100
Proceeds from warrant exercise (note 6)	-	6,636
Lease payments	(38,595)	-
Repayment of loan	-	(96,250)
Subscriptions received in advance	761,368	-
Share issuance costs	-	(90,002)
Cash provided by financing activities	<u>722,773</u>	<u>1,695,484</u>
Net decrease in cash	(67,138)	(1,397,269)
Cash, beginning of year	<u>72,270</u>	<u>1,469,539</u>
Cash, end of year	\$ 5,132	\$ 72,270

Supplemental disclosure with respect to cash flows (note 12)

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

CORTUS METALS INC.

Notes to the Consolidated Financial Statements
For the years ended October 31, 2022 and 2021
Expressed in Canadian Dollars

1. Nature of operations and going concern

Cortus Metals Inc. (“Cortus” or the “Company”) was incorporated under the Business Corporations Act (British Columbia) on June 25, 2018. The Company’s common shares are listed for trading on the TSX Venture Exchange under the trading symbol “CRTS”, on the OTCQB Venture Market under the trading symbol “CRTTF”. The Company’s head office is at 250 South Ridge NW, Suite 300, Edmonton, Alberta, T6H 4M9.

The Company’s principal business activities include exploration and development of mineral resources in Nevada, USA. All of the Company’s projects are considered to be in the exploration stage and the Company has not yet determined whether these properties contain mineral resources that are economically recoverable. The Company utilizes a modified “Project Generator” business model. Through research and early-stage exploration, the Company generates new exploration ideas, acquires mineral rights and performs exploration work to clearly identify drilling targets. Earn-in option agreements with third parties will fund drilling and more advanced exploration to earn an interest in the Company’s properties.

These consolidated financial statements are prepared on a going concern basis, which assumes that the Company will continue its operations for a reasonable amount of time. At October 31, 2022, the Company had not generated revenues and had a working capital deficit of \$1,263,287 (October 31, 2021 – of \$290,932) and an accumulated deficit of \$7,422,751 (October 31, 2021 - \$1,461,315). The Company’s ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, and generating profitable operations in the future, which indicate the existence of a material uncertainty that may cast significant doubts about the Company’s ability to continue as a going concern. These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

2. Basis of presentation

a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The accounting policies applied in preparation of these consolidated financial statements are consistent with those applied and disclosed in the Company’s consolidated financial statements for the year ended October 31, 2022, unless otherwise stated.

b) Consolidated Financial Statements

These consolidated financial statements were authorized for issue by the Board of Directors of the Company on February 28, 2023.

These consolidated financial statements are presented in Canadian Dollars, unless otherwise noted and have been prepared on a historical cost basis. The Canadian dollar is the functional and reporting currency of the Company.

These consolidated financial statements include the accounts of the Company, and its 100% controlled entities, Cortus Properties LLC and Intermont Resources LLC.

CORTUS METALS INC.

Notes to the Consolidated Financial Statements
For the years ended October 31, 2022 and 2021
Expressed in Canadian Dollars

3. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise indicated.

a) Management estimates and judgments

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the amounts reported and disclosed in its consolidated financial statements and related notes. Those include estimates that, by their nature, are uncertain and actual results could differ materially from those estimates. The impacts of such estimates may require accounting adjustments based on future results. Revisions to accounting estimates are recognized in the period in which the estimate is revised.

The areas which require management to make significant estimates, judgments and assumptions in determining carrying values include:

Judgments

Going concern

Critical judgment and estimates are applied for the determination that the Company will continue as a going concern for the next year.

Exploration and evaluation properties

The application of the Company's accounting policy for exploration and evaluation properties requires judgment in determining whether it is likely that costs incurred will be recovered through successful exploration and development or sale of the asset under review. Furthermore, the assessment as to whether economically recoverable reserves exist is itself an estimation process. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

Right-of-use assets/lease liabilities

The measurement of the lease liability for premises leases includes the 1-year extension option because under IFRS 16 it is probable that a renewal option will be exercised, the renewal period has to be included into the lease liability. The incremental rate of borrowing used in the measurement of the lease liabilities was estimated by management to be 10% per annum.

b) Cash

Cash is comprised of cash on hand and cash on deposit with the Company's financial institution on which it earns variable amounts of interest.

CORTUS METALS INC.

Notes to the Consolidated Financial Statements

For the years ended October 31, 2022 and 2021

Expressed in Canadian Dollars

c) Financial instruments

Financial instruments are recognized on the date on which the Company becomes a party to the contractual provisions of the financial instrument. Financial assets are derecognized when the rights to receive cash flow from assets have expired or have been transferred and the Company has transferred all the risks and rewards of ownership. Financial liabilities are derecognized when the obligation specified in the contract is discharged, cancelled, or expires. All financial instruments are initially recognized at fair value and measurement in subsequent periods is dependent upon the classification of the financial instrument.

i) Financial assets

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are initially recognized at fair value with changes in fair value recorded in profit or loss.

Amortized cost

Financial assets are classified at amortized cost if both of the following criteria are met and the financial assets are not classified or designated as at fair value through profit and loss: 1) the Company's objective for these financial assets is to collect their contractual cash flows and 2) the asset's contractual cash flows represent 'solely payments of principal and interest'. The Company's cash and accounts receivable are recorded at amortized cost as they meet the required criteria.

ii) Financial liabilities

Financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit or loss over the period to maturity using the effective interest method.

Financial liabilities are classified as current or non-current based on their maturity date. Financial liabilities include accounts payable, accrued liabilities, lease liability and loan.

d) Equipment

Equipment is carried at cost, less accumulated amortization and accumulated impairment losses. Cost comprises the fair value of consideration given to acquire an asset and includes the direct expenditures associated with bringing the asset to the location and condition necessary for putting it into use along with the future cost of dismantling and removing the asset. When parts of an item of fixed assets have different useful lives, they are accounted for as separate items (major components) of fixed assets.

Amortization is calculated over the useful life of the asset at rates ranging from 15% to 30% per annum once the asset is available for use. Amortization charges on assets that are directly related to exploration and evaluation properties are allocated to that mineral property.

CORTUS METALS INC.

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e) Foreign currencies

The functional and reporting currency of the Company and its subsidiaries is the Canadian dollar. Transactions in currencies other than the functional currency are recorded at the rate of exchange prevailing on the dates of transactions. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at each reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign currency translation differences are recognized in profit or loss, except for differences on the retranslation of available-for-sale instruments, which are recognized in other comprehensive loss.

f) Exploration and evaluation properties

Exploration and evaluation property acquisition costs and exploration costs directly related to specific properties are deferred, commencing on the date that the Company acquires legal rights to explore a property, until technical and economic feasibility of extracting a mineral resource is demonstrable, or until the properties are sold or abandoned. Exploration costs may include costs such as materials used, surveying costs, drilling costs, payments made to contractors, analysing historical exploration data, geophysical studies, and depreciation on equipment used during the exploration stage. All other costs, including administrative overhead are expensed as incurred. If the properties are put into commercial production, the acquisition and exploration expenditures will be depleted using the units of production basis based upon the proven reserves available. If the properties are sold or abandoned, these expenditures will be written off.

Where the Company's exploration commitments for an area of interest are performed under option agreements with a third party, the proceeds of any option payments under such agreements are applied to the area of interest to the extent of costs incurred. The excess, if any, is credited to operations.

Mineral properties are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may exceed the recoverable amount. Where there is evidence of impairment, the net carrying amount of the asset will be written down to its recoverable amount. Title to resource properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many resource properties.

g) Share-based payment transactions

The Company's stock option plan allows employees and consultants to acquire shares of the Company. Share-based payments to employees are measured at the fair value of the instruments issued and recorded as an expense over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received.

The fair value of the share-based payment is measured using the Black-Scholes option pricing model. The fair value of the share-based payment is recognized as an expense or capitalized to mineral interests with a corresponding increase in share-based payment reserves. Consideration received on the exercise of stock options is recorded as share capital and the related share-based payment reserves amount is transferred to share capital.

CORTUS METALS INC.

Notes to the Consolidated Financial Statements
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h) Comprehensive income (loss) and equity

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss) ("OCI"). OCI represents changes in shareholders' equity during a period arising from transactions and other events with non-owner sources. When applicable, components of OCI are recorded net of related income taxes. Cumulative changes in OCI are included in accumulated other comprehensive income ("AOCI"), which is presented as a category of equity in the consolidated statements of changes in equity.

i) Income (loss) per share

Income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. In computing diluted earnings per share, an adjustment is made for the dilutive effect of outstanding share options, warrants and other convertible instruments. In the periods when the Company reports a net loss, the effect of potential issuances of shares under share options and other convertible instruments is anti-dilutive. When diluted earnings per share is calculated, only those share options and other convertible instruments with exercise prices below the average trading price of the Company's common shares for the period will be dilutive.

j) Income taxes

Tax provisions are recognized when it is considered probable that there will be a future outflow of funds to a taxation authority. In such cases, a provision is made for the amount that is expected to be settled, where this can be reasonably estimated. This requires the application of judgment as to the ultimate outcome, which can change over time depending on facts and circumstances. A change in estimate of the likelihood of a future outflow and/or in the expected amount to be settled would be recognized in income in the period in which the change occurs.

Deferred tax assets or liabilities, arising from temporary differences between the tax and accounting values of assets and liabilities, are recorded based on tax rates expected to be enacted when these differences are reversed. Deferred tax assets are recognized only to the extent it is considered probable that those assets will be recovered. This involves an assessment of when those deferred tax assets are likely to be realized, and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as in the amounts recognized in income in the period in which the change occurs.

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in income both in the period of change, which would include any impact on cumulative provisions, and in future periods.

k) Leases

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes a lease liability and a right-of-use asset at the lease commencement date. The lease liability is initially measured as the present value of future lease payments discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's applicable incremental borrowing rate. The incremental borrowing rate is the rate which the Company would have to pay to borrow, over a similar term and with a similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment.

CORTUS METALS INC.

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Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Company under residual value guarantees;
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the Company expects to exercise an option to terminate the lease.

The lease liability is subsequently measured by:

- increasing the carrying amount to reflect interest on the lease liability;
- reducing the carrying amount to reflect the lease payments made; and
- remeasuring the carrying amount to reflect any reassessment or lease modifications.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

The right-of-use asset is initially measured at cost, which comprises the following:

- the amount of the initial measurement of the lease liability; any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Company; and
- an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The right-of-use asset is subsequently measured at cost, less any accumulated depreciation in accordance with the Company's accounting policy and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability. Each lease payment is allocated between the lease liability and finance cost. The finance cost is charged to net earnings over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

l) New accounting standards and recent pronouncements

Accounting pronouncements adopted by the Company

During the year, the Company has adopted revisions to certain accounting standards as described below. The adoption of these revisions did not result in any material changes to the consolidated financial statements.

IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets (“IAS 37”) was amended. The amendments clarify when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e., a full-cost approach. Such costs include both the incremental costs of the contract (i.e. – costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g., contract management and supervision, or depreciation of equipment used in fulfilling the contract. The amendments are effective for annual periods beginning on or after January 1, 2022.

There are no other IFRS or IFRIC Interpretations that are not yet effective that would be expected to have a material impact on the Company.

4. Acquisition of Intermont Resources LLC ("Intermont")

Pursuant to the definitive purchase agreement (the "Agreement") executed May 28, 2020 (note 5), between the Company and the holders of the membership interest of Intermont, the Company exercised its right to acquire 100% ownership of Intermont in consideration of the issuance of 5,000,000 common shares. Under the terms of the Agreement, the Company will also grant to the members of Intermont a 2% net smelter return royalty on each of the properties owned by Intermont (the "Royalty"), subject to a buyback right in favor of the Company, whereby the Company may acquire one half, being 1%, of any Royalty at any time prior day 180 days following the earlier of (i) a production decision on the property being made or (ii) commencement of commercial production (the "Buyback Deadline") for payment of US\$1,500,000, which payment may be made in cash or through the issuance of the Company's common shares at a deemed value equivalent to the 20 day volume-weighted average price up until 60 days following the Buyback Deadline.

Due to the fact that Intermont is an exploration stage, with no significant operations, no processes or outputs, and no demonstrated technical feasibility or commercial viability of the projects, the Company has accounted for this transaction as an asset acquisition. Accordingly, the assets acquired and liabilities assumed are measured at their fair values at the acquisition date unless they are not readily determinable, in which case the fair value of the share-based payments and other consideration issued is used. No goodwill is recognized and any acquisition-related costs are capitalized to the assets.

The amounts shown below represent the relative fair value of the net assets acquired on the effective date of the acquisition, which was June 24, 2021.

Purchase consideration:	
Shares issued in exchange for Intermont Shares (i)	\$ 675,000
Other transaction costs (ii)	4,997
	<u>\$ 679,997</u>
Assets acquired:	
Cash	\$ 409
Field equipment (note 7)	21,856
Mineral interests – Nevada Properties (note 5)	<u>960,982</u>
	983,247
Less: liabilities assumed:	
Short-term loans (iii)	<u>(303,250)</u>
Total Purchase consideration	<u>\$ 679,997</u>

(i) For accounting purposes, the common shares issued were recorded at \$0.135 per common share, representing the Company's share price on the date of issuance.

(ii) In addition to the common shares issued in consideration for the acquisition of Intermont, the Company incurred costs totaling \$4,997. These costs were incurred in the process of the acquisition and include fees relating to regulatory and legal fees.

(iii) Intermont had short-term debts due to arm's length creditors of \$303,250, concurrent with the acquisition of Intermont the Company agreed to settle these amounts with the issuance of 1,258,000 private placement units at \$0.15 per unit (note 6) and cash of \$114,550 (\$96,250 paid).

5. Exploration and evaluation properties

The Company's properties consist of 1,381 registered claims across ten core project and six prospective areas in the basins of northern Nevada.

Grayson and Powerline

On May 28, 2020, the Company executed a definitive purchase agreement (the "Agreement") to acquire an aggregate 100% interest in and to the Grayson and Powerline mineral exploration properties located in Nevada, USA from Intermont.

On August 28, 2020, the Company completed the transaction with Intermont, which constituted the Company's Qualifying Transaction as defined in Policy 2.4 of the Corporate Finance Manual of the TSXV.

Pursuant to the Agreement, Cortus acquired a 100% interest in the Properties by paying:

- i. cash payments of US\$304,400 in aggregate, of which US\$19,400 was paid during 2019 as a non-refundable deposit and US\$105,000 was advanced as a secured loan to Intermont (now forgiven as a result of the Agreement), and a remaining cash payment of US\$180,000 that was paid on the closing date;
- ii. the issuance of 1,000,000 common shares in the capital of the Company, issued at a value of \$200,000;
- iii. the grant of a 2.0% net smelter return royalty on each property (the "Royalty"), with buy out provisions for each of US\$1,500,000 for 1.0%.

Concurrent with the execution of the Agreement, the Company entered into a definitive two-year agreement with Intermont whereby it had the option to acquire 100% of Intermont's common shares in consideration for the issuance of 5,000,000 common shares, less any shares issued by the Company to acquire additional properties (notes 4 and 6).

Goldrun

On September 17, 2020, the Company entered into a purchase option agreement with Fremont Gold Ltd. ("Fremont") to acquire a 100% interest in 114 unpatented mining claims that are held by Fremont's wholly-owned subsidiary and a 50% interest in 95 claims that Fremont's wholly-owned subsidiary owns jointly with a third-party, collectively known as the Goldrun property, located in Nevada, USA. To complete the option, the Company paid \$20,000 in cash during the year ended October 31, 2020 and issued 250,000 common shares on December 18, 2020.

Other Nevada Properties

The Nevada properties consists of all interests still owned by Intermont that had not been previously acquired at the date of the Company's acquisition of Intermont described in note 4.

Aggregate costs incurred by the Company on the Grayson, Powerline, Goldrun and Nevada Properties are summarized as follows:

	Acquisition	Exploration	Total
Balance, October 31, 2020	\$ 827,316	\$ 289,877	\$ 1,117,193
Acquisition payments	994,784	-	994,784
Analytics	-	96,407	96,407
Claim maintenance	1,023,326	-	1,023,326
Depreciation	-	1,639	1,639
Fieldwork – general	-	174,897	174,897
Fieldwork supplies	-	23,189	23,189
Geological consulting	-	812,944	812,944
Overhead and management fee	-	67,193	67,193
Rentals	-	63,952	63,952
Travel and support	-	275,545	275,545
Balance, October 31, 2021	\$ 2,845,426	\$ 1,805,643	\$ 4,651,069
Analytics	-	70,309	70,309
Claims and land use	371,706	-	371,706
Depreciation - equipment	-	7,226	7,226
Depreciation – right of use asset	-	30,131	30,131
Fieldwork – general	-	151,655	151,655
Geological consulting	-	343,803	343,803
Overhead and management	-	97,847	97,847
Travel and support	-	54,196	54,196
Impairment	(2,766,715)	(2,560,810)	(5,327,525)
Balance, October 31, 2022	\$ 450,417	\$ -	\$ 450,417

6. Share capital

a) Common shares

The Company's articles authorize an unlimited number of common shares without par value and an unlimited number of preferred shares.

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A summary of changes in common share capital in the year is as follows:

	Number of shares	Amount
Balance at October 31, 2020	27,737,278	\$ 2,932,763
Shares issued for properties (note 5)	5,250,000	708,750
Shares issued from private placement	12,500,666	1,875,100
Shares issued for debt settlement	1,924,668	288,700
Shares issued pursuant to warrant exercises	132,726	9,291
Share issuance cost, cash	-	(90,002)
Share issuance costs, non-cash	-	(21,193)
Balance at October 31, 2021	47,545,338	\$ 5,703,409
Shares issuance costs	-	-
Balance at October 31, 2022	47,545,338	\$ 5,703,409

During the year ended October 31, 2022, the Company received \$761,368 of subscriptions in advance, net of share issuance costs of \$11,632.

On June 14, 2021, the Company completed a non-brokered financing (the "Financing") raising gross proceeds of \$1,275,100 through the sale of 8,500,666 units at a price of \$0.15 per unit (each a "Unit"). Each Unit is comprised of one common share and one half of one share purchase warrant (each a "Warrant") to acquire a common share at a price of \$0.25 per share until June 14, 2023. The Warrants are subject to an accelerated expiry provision such that if the closing price of the Company's common shares is equal to or greater than \$0.30 for a period of five consecutive trading days (at any time at or following the expiry of the four months resale restriction period), the Company may, by notice to the warrant holder in writing or via press release reduce the remaining exercise period applicable to the Warrants to not less than 30 days from the date of such notice. Aggregate finder's fees of \$49,458 in cash and 329,723 in finder's warrants, bearing the same terms as the Warrants, were paid to registered dealers in connection with the Financing.

Concurrent with the Financing, the Company exercised its option (note 4) to acquire 100% ownership of Intermont in consideration of the issuance of 5,000,000 common shares.

The Company has entered into debt settlement agreements with two arms-length creditors (the "Creditors") to settle an aggregate of \$288,700 in debt (the "Debt"). The Debt consisted of \$100,000 owing for services provided to the Company and the settlement of \$188,700 in short-term debts of Intermont (note 4).

In the settlement and satisfaction of the Debt, the Company has agreed to issue to the Creditors an aggregate of 1,924,668 Units at a deemed issue price of \$0.15 per Unit. Each Unit is comprised of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to acquire an additional common share at a price of \$0.25 per share until June 22, 2023.

On September 1, 2021, the Company completed a private placement raising aggregate gross proceeds of \$600,000 through the sale 4,000,000 units at a price of \$0.15 per unit (each a "Unit"). Each Unit is comprised of one common share and one half of one share purchase warrant (each a "Warrant"). Each whole Warrant entitles the holder to acquire an additional common share at a price of \$0.25 per share until August 31, 2022. The Warrants are subject to an accelerated expiry provision such that if the closing price of the Company's common shares is equal to or greater than \$0.30 for a period of five consecutive trading days (at any time at or following the expiry of the four months

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resale restriction period), the Company may, by notice to the Warrant holder in writing or via press release reduce the remaining exercise period applicable to the warrants to not less than 30 days from the date of such notice. Finder's fees of \$24,012 in cash and 160,080 in finder's warrants, bearing the same terms as the Warrants, were paid to registered dealers in connection with the placement.

Escrowed common shares

Pursuant to the closing of the IPO on November 4, 2019, 5,200,000 common shares of the Company are subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 10% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on the dates that are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release. As of the date of these consolidated financial statements 1,560,000 common shares remained in escrow.

b) Stock options

The Company's has a stock option plan (the "Plan") for directors, officers, employees, and consultants. The Plan provides for the issuance of incentive options to acquire up to a total of 10% of the issued and outstanding common shares of the Company. The exercise price of each option shall not be less than the minimum prescribed amount allowed under the TSX. The options can be granted for a maximum term of 5 years with vesting provisions determined by the Company.

On December 2, 2021, the Company granted stock options to acquire up to an aggregate 150,000 common shares of the Company under the Plan, vesting immediately upon grant. The stock options are exercisable at a price of \$0.10 per common share and have an expiry date of December 2, 2022 or earlier in accordance with the terms of the Plan.

The estimated fair value of these options of \$6,000, or \$0.04 per option, has been recorded as share-based compensation expense in the current year and as an increase to option and warrant reserve, and was calculated using the Black-Scholes Option Pricing Model using the following grant-date assumptions: grant date stock price \$0.11; expected life 1 years; expected volatility 96.57%; risk-free rate 0.93%; expected dividends 0%.

A summary of stock option activity in the year is as follows:

	Number of options	Weighted average exercise price
Outstanding options, October 31, 2020	2,560,000	\$ 0.12
Issued	238,500	0.15
Outstanding options, October 31, 2021	2,798,500	\$ 0.12
Issued	150,000	0.10
Outstanding options, October 31, 2022	2,948,500	\$ 0.12

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A summary of stock options outstanding and exercisable is as follows:

Exercise Price	October 31, 2022			Exercise Price	October 31, 2021		
	Number of options	Remaining contractual life (years)			Number of options	Remaining contractual life (years)	
\$ 0.10	150,000	0.1		\$ -	-	-	
0.05	880,000	2.0		0.05	880,000	3.0	
0.15	1,680,000	2.8		0.15	1,680,000	3.8	
0.15	238,500	3.2		0.15	238,500	4.3	
\$ 0.12	2,948,500	2.5		\$ 0.12	2,798,500	3.6	

c) Warrants

A summary of share purchase warrant activity in the year is as follows:

	Number of warrants	Weighted average exercise price
Outstanding warrants, October 31, 2020	17,792,548	\$ 0.20
Issued	7,702,470	0.25
Exercised	(132,726)	0.05
Outstanding warrants, October 31, 2021	25,362,292	\$ 0.15
Expired	(769,898)	0.21
Outstanding warrants, October 31, 2022	24,592,394	\$ 0.15

A summary of warrants outstanding and exercisable is as follows:

Exercise Price	October 31, 2022			Exercise Price	October 31, 2021		
	Number of warrants	Remaining contractual life (years)			Number of warrants	Remaining contractual life (years)	
\$ -	-	-		\$ 0.25	160,080	0.8	
-	-	-		0.20	609,818	0.8	
0.15	17,050,004*	1.4		0.20	17,050,004*	0.8	
0.15	4,250,333*	1.4		0.25	4,250,333*	1.6	
0.15	962,334*	1.4		0.25	962,334*	1.6	
0.15	2,000,000*	1.4		0.25	2,000,000*	0.8	
0.25	329,723	0.6		0.25	329,723	1.6	
\$ 0.15	24,592,394	1.4		\$ 0.22	25,362,292	1.0	

* On March 16, 2022, the Company extended the expiry date of these warrants to March 16, 2024 and amended the exercise price to \$0.15.

7. Financial instruments and risk management

Fair value of financial instruments

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement.

The three levels of hierarchy are:

- Level 1 - Quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 - Inputs for the asset or liability that are not based on observable market data.

As at October 31, 2022, the Company believes that the carrying values of cash, accounts receivable, and accounts payable and accrued liabilities approximate their fair values because of their nature and relatively short maturity dates or durations.

Financial instruments risk

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counter party limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is defined as the risk of loss associated with counterparty's inability to fulfill its payment obligations. The maximum exposure to credit risk is the carrying amount of the Company's financial assets.

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle its obligations as they come due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds available to meet its short-term business requirements by taking into account the anticipated cash expenditures for its exploration and other operating activities, and its holding of cash and cash equivalents. The Company will pursue further equity or debt financing as required to meet its commitments. There is no assurance that such financing will be available or that it will be available on favourable terms.

As at October 31, 2022, the Company's financial liabilities consist of its accounts payable and accrued liabilities, which are all current obligations.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to foreign exchange risk is minimal.

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Classification of financial instruments

Financial assets included in the consolidated statements of financial position are as follows:

	<u>October 31, 2022</u>	<u>October 31, 2021</u>
Financial assets at amortized cost		
Cash	\$ 5,132	\$ 72,270
Accounts Receivable	-	10,086
	<u>\$ 5,132</u>	<u>\$ 82,356</u>

Financial liabilities included in the consolidated statements of financial position are as follows:

	<u>October 31, 2022</u>	<u>October 31, 2021</u>
Non-derivative financial liabilities		
Accounts payable and accrued liabilities	\$ 1,272,498	\$ 464,469
Lease liability	136,367	147,335
Loans	18,300	18,300
	<u>\$ 1,427,165</u>	<u>\$ 630,104</u>

Capital management

The Company monitors its equity as capital.

The Company's objectives in managing its capital are to maintain a sufficient capital base to support its operations and to meet its short-term obligations and at the same time preserve inventor's confidence and retain the ability to seek out and acquire new projects of merit. The Company is not exposed to any externally imposed capital requirements.

8. Equipment

	<u>Furniture and Office</u>	<u>Field Equipment</u>	<u>Total</u>
Balance October 31, 2020	\$ -	\$ -	\$ -
Additions	12,989	21,856	34,845
Depreciation	-	(1,639)	(1,639)
Balance, October 31, 2021	\$ 12,989	\$ 20,217	\$ 33,206
Additions	2,789	6,474	9,263
Disposals	-	(8,334)	(8,334)
Depreciation	(2,367)	(4,859)	(7,226)
Balance, October 31, 2022	\$ 13,411	\$ 13,498	\$ 26,909

9. Related party transactions

Unless otherwise noted, related party transactions were incurred in the normal course of operations and are measured at the amount established and agreed upon by the related parties. The Company incurred fees to directors and officers for management and professional services as follows:

For the year ended	October 31, 2022	October 31, 2021
Accounting fees included in professional fees	\$ 48,000	\$ -
Management fees	<u>66,000</u>	<u>148,000</u>
	\$ 114,000	\$ 148,000

Related party balances

At October 31, 2022, accounts payable and accrued liabilities were \$186,100 (October 31, 2021 - \$45,259) due to key management, directors of the Company and companies controlled by management or directors for services provided. These amounts are unsecured, non-interest bearing and have no specific terms of repayment.

10. Right-of-use asset/lease liability

The Company's subsidiary, Intermont Resources LLC is the lessee to a premise lease. The incremental rate of borrowing for this lease was estimated by management to be 10% per annum.

(a) Right-of-Use Assets

As at October 31, 2022, right-of-use assets are recorded as follows:

	2022
As at October 31, 2021	\$ 144,920
Depreciation	(30,131)
Foreign exchange	<u>1,147</u>
As at October 31, 2022	<u>\$ 115,936</u>

(b) Lease Liabilities

Minimum lease payments in respect of lease liabilities and the effect of discounting are as follows:

	2022
Undiscounted minimum lease payments:	
Less than one year	\$ 39,291
Two to three years	83,361
Three to four years	<u>44,198</u>
	166,850
Effect of discounting	<u>(30,483)</u>
Present value of minimum lease payments	136,367
Less current portion	<u>(26,858)</u>
Long-term portion	<u>\$ 109,509</u>

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(c) Lease Liability Continuity

The lease liability continuity is as follows:

	2022
As at October 31, 2021	\$ 147,335
Cash flows:	
Principal payments	(38,595)
Interest expense	14,055
Foreign exchange	13,572
As at October 31, 2022	\$ 136,367

11. Income taxes

The reconciliation of the income tax provision computed at statutory rates to the reported income tax provision is approximately as follows:

	October 31, 2022	October 31, 2021
Loss before income taxes	\$ (5,961,436)	\$ (747,400)
Total expected income tax recovery at statutory rates	(1,609,000)	(204,800)
Net effect of deductible and non-deductible amounts	1,444,000	(19,100)
Unrecognized benefit of income tax losses	165,000	223,900
Actual income tax recovery	\$ -	\$ -

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

	October 31, 2022	October 31, 2021
Non-capital loss carry-forwards	1,980,000	\$ 1,340,000
Exploration and Evaluation assets	1,070,000	-
Share issue costs	120,000	170,000
Valuation allowance	(3,170,000)	(1,510,000)
	\$ -	\$ -

This potential future tax benefit has been offset entirely by a valuation allowance and has not been recognized in these consolidated financial statements. The non-capital loss carry-forwards expire according to the following schedule:

	Non-capital losses
2038	\$ 800
2039	90,300
2040	551,500
2041	781,600
2042	553,400
	\$ 1,977,600

The deferred tax assets have not been recognized because at this stage of the Company's development it is not determinable that future taxable profit will be available against which the Company can't utilize such deferred tax assets.

12. Supplemental disclosure with respect to cash flows

The Company entered into the following transactions which had no impact on cash flow:

	Year ended	
	October 31, 2022	October 31, 2021
	\$	\$
Exploration and evaluation expenditures included in accounts payable	661,718	294,706
Amortization capitalized to exploration and evaluation properties	7,226	21,856
Right of use asset depreciation capitalized to exploration and evaluation properties	30,131	-
Write off of capital assets capitalized to exploration and evaluation properties	8,334	-
Interest expense capitalized to exploration and evaluation properties	(14,055)	-

13. Subsequent event

On February 28, 2023, the Company completed a private placement raising aggregate gross proceeds of \$475,000 through the sale of 47,500,000 common shares at a price of \$0.01 per share. In connection with the sale of the shares, Cortus paid fees of \$28,500 cash, and issued 2,850,000 non-transferable agent warrants ("Agent Warrants") to an eligible finder. Each Agent Warrant will entitle the holder to purchase one common share of the Company at an exercise price of \$0.05 until February 28, 2025.