Altina Capital Corp.

INTERIM FINANCIAL STATEMENTS
SEPTEMBER 30, 2021
(UNAUDITED)

(EXPRESSED IN CANADIAN DOLLARS)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The Company's independent auditor has not performed a review of these interim financial statements and accompanying notes.

Altina Capital Corp.
Interim Statement of Financial Position
(Expressed in Canadian dollars)

	September 30, 2021	December 31, 2020
	(Unaudited)	
	$	$
ASSETS		
CURRENT		
Cash	456,385	513,499
Deferred financing costs	7,950	19,392
TOTAL ASSETS	**464,335**	**532,891**
LIABILITIES AND SHAREHODERS' EQUITY		
CURRENT		
Accounts payable and accrued liabilities	122,426	77,119
TOTAL LIABILITIES	**122,426**	**77,119**
SHAREHOLDERS' EQUITY		
Share capital (Note 6)	484,380	484,380
Contributed surplus	50,533	50,533
Deficit	(193,004)	(79,141)
TOTAL SHAREHOLDERS' EQUITY	**341,909**	**455,772**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**464,335**	**532,891**

NATURE OF BUSINESS AND CONTINUING OPERATIONS (NOTE 1)
QUALIFYING TRANSACTION (NOTE 10)

Approved on behalf of the Board:

"Terry Salman" Director "Mirza Rahimani" Director

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

Altina Capital Corp.
Interim Statement of Loss and Comprehensive Loss
(Expressed in Canadian dollars)
(Unaudited)

	For the three month period ended September 30, 2021	For the three month period ended September 30, 2020	For the nine month period ended September 30, 2021	For the nine month period ended September 30, 2020
	$	$	$	$
EXPENSES				
Professional fees	73,328	26,584	101,962	34,274
Filing fees	3,354	2,499	11,901	7,749
Share-based payments (Notes 6)	–	–	–	29,663
LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	**(76,682)**	**(29,083)**	**(113,863)**	**(71,686)**
LOSS PER SHARE, BASIC AND DILUTED	(0.01)	(0.01)	(0.01)	(0.02)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	8,000,000	4,391,304	8,000,000	3,870,803

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

Altina Capital Corp.
Interim Statement of Cash Flows
(Expressed in Canadian dollars)
(Unaudited)

	For the nine month period ended September 30, 2021	For the nine month period ended September 30, 2020
	$	$
OPERATING ACTIVITIES		
Loss for the period	(113,863)	(71,686)
Adjustments For Items Not Affecting Cash:		
Share-based payments	–	29,663
Changes In Non-Cash Working Capital Items:		
Accounts payable and accrued liabilities	45,307	21,084
Prepaid expenses	–	10,000
Deferred financing costs	11,442	–
Net cash used in operating activities	(57,114)	(10,939)
FINANCING ACTIVITY		
Common shares issued for cash, net	–	70,000
Common shares issued pursuant to IPO	–	335,750
Net cash provided by financing activities	–	405,750
CHANGE IN CASH FOR THE PERIOD	(57,114)	394,811
CASH, BEGINNING OF PERIOD	513,499	120,000
CASH, END OF PERIOD	456,385	514,811
Interest paid	$ –	$ –
Income tax paid	$ –	$ –

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

Altina Capital Corp.
Interim Statement of Changes in Shareholders' Equity
(Expressed in Canadian dollars)
(Unaudited)

	Number of shares	Share Capital	Contributed Surplus	Deficit	Total
		$	$	$	$
Balance, December 31, 2019	**2,600,000**	**130,000**	**–**	**(5,000)**	**125,000**
Common shares issued	1,400,000	70,000	–	–	70,000
IPO	4,000,000	400,000	–	–	400,000
Share issuance costs	–	(95,620)	20,870	–	(74,750)
Share-based payments	–	–	29,663	–	29,663
Loss for the period	–	–	–	(71,686)	(71,686)
Balance, September 30, 2020	**8,000,000**	**504,380**	**50,533**	**(76,686)**	**478,227**
Balance, December 31, 2020	**8,000,000**	**484,380**	**50,533**	**(79,141)**	**455,772**
Loss for the period	–	–	–	(113,863)	(113,863)
Balance, September 30, 2021	**8,000,000**	**484,380**	**50,533**	**(193,004)**	**341,909**

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

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Altina Capital Corp. (TSXV: ALTN.P) (the "Company") was incorporated on August 23, 2019 under the laws of British Columbia and is a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange (TSX-V) Policy 2.4. The Company has not commenced commercial operations and has no significant assets. The activities of the Company are initially limited to the efforts to identify and evaluate the acquisition of assets and business, which would represent a "Qualifying Transaction" for regulatory purposes. Refer to Note 10. On September 21, 2020, the Company completed its initial public offering. The Company's common shares are listed for trading on the TSX-V under the trading symbol ALTN.P. The head office and the records and registered office is located at 25th Floor, 700 W Georgia St. Vancouver, British Columbia, V7Y 1B3.

Since incorporation on August 23, 2019, the Company has had no active business operations. As a CPC, the Company's principal business objective will be to identify and evaluate assets or businesses with a view to potential acquisition or participation by completing a Qualifying Transaction, as defined in Exchange Policy 2.4 subject, in certain cases, to shareholder approval and acceptance by the Exchange. On June 1, 2021, the Company entered into a definitive arrangement agreement with Omega Gold Corp. ("Omega Gold") (the "Definitive Agreement"). The Definitive Agreement will constitute the Company's Qualifying Transaction. Refer to Note 10. The Company has an accumulated deficit of $193,004 as at September 30, 2021. The Company's ability to continue its operations is dependent upon obtaining additional financing sufficient to cover its operating costs. All of the preceding indicates the existence of a material uncertainty that may cast substantial doubt 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.

These financial statements were authorized by the Board of Directors on November 29, 2021.

2. STATEMENT OF COMPLIANCE

These unaudited interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). These financial statements comply with International Accounting Standard 34, *Interim Financial Reporting* ("IAS 34").

3. BASIS OF PRESENTATION

These unaudited interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these unaudited interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These unaudited interim financial statements follow the same accounting policies and methods of application as the annual audited financial statements for the year ended December 31, 2020.

These unaudited interim financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2020.

4. CHANGES IN ACCOUNTING POLICIES

New accounting standards and interpretations

There were no new or amended accounting standards or interpretations adopted during the nine-month period ended September 30, 2021. Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

5. RELATED PARTIES

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

As of September 30, 2021, and 2020, there were no amounts due to related parties.

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them were recorded at their exchange amounts as agreed upon by transacting parties.

6. SHARE CAPITAL

a) **Authorized**

Unlimited number of common shares without par value.

Unlimited number of preferred shares without par value. The preferred shares may be issued from time to time in one or more series, each consisting of a number of preferred shares as determined by the board of directors of the Corporation which also may fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of preferred shares

b) **Issued and outstanding**

As at September 30, 2021, there are 8,000,000 common shares and no preferred shares issued and outstanding, of which 4,000,000 common shares are subject to escrow in accordance with the policies of the TSX Venture Exchange.

On February 20, 2020, the Company issued 1,400,000 seed common shares at a price of $0.05 per share for total proceeds of $70,000.

On September 21, 2020, the Company completed its initial public offering (the "IPO") of 4,000,000 common shares at a price of $0.10 per unit for gross proceeds of $400,000. In connection with the IPO, the Company paid a cash commission of $40,000, finance fees of $10,500, other share issuance costs of $24,250, and granted 400,000 agent's compensation options. Each agent's compensation option entitles the holder to purchase one common share at a price of $0.10 per common share until September 21, 2022. The agent's compensation options had a fair value of $20,870, which was determined using the Black-Scholes option pricing model with the following assumptions: Risk-free interest rate – 0.26%, dividend yield – 0%, expected volatility – 100%, expected life – 2 years, forfeiture rate – 0%

6. SHARE CAPITAL *(continued)*

c) Warrants

A summary of the Company's warrants activity is as follows:

	Number of warrants	Weighted average exercise price
Balance, December 31, 2019	**–**	**$ –**
Issued	400,000	$ 0.10
Balance, December 31, 2020	**400,000**	**$ 0.10**
Issued	–	$ –
Balance, September 30, 2021	**400,000**	**$ 0.10**

As at September 30, 2021, the following warrants were outstanding:

Expiry date	Exercise price	Warrants outstanding	Remaining contractual life (years)
September 21, 2022	$0.10	400,000	0.98
		400,000	**0.98**

d) Stock Options

During the nine month period ended September 30, 2020, the Company adopted an incentive stock option plan whereby the Company may issue up to 700,000 incentive stock options until the completion of a Qualifying Transaction by the Corporation and 10% of the issued and outstanding common shares thereafter to eligible directors, officers, employees or consultants. These options may be granted for a maximum term of ten years from the date of grant and vest as determined by the board of directors. The exercise price will be set by the directors at the time of grant and cannot be less than the discounted market price of the Company's common shares, subject to a minimum exercise price of $0.10.

Any Common Shares acquired pursuant to the exercise of options under the Option Plan prior to Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

A summary of the Company's stock option activity is as follows:

	September 30, 2021	
	Number outstanding	Weighted average exercise price
Balance, December 31, 2019	**–**	**$ –**
Granted	700,000	$ 0.10
Balance, December 31, 2020	**700,000**	**$ 0.10**
Granted	–	$ –
Balance, September 30, 2021	**700,000**	**$ 0.10**

6. SHARE CAPITAL *(continued)*

d) Stock Options *(continued)*

As at September 30, 2021, stock options outstanding are as follows:

Number of options outstanding and exercisable	Exercise price	Expiry date	Remaining contractual life (years)
700,000	$0.10	September 21, 2030	8.72
700,000	**$0.10**		**8.72**

During the nine months ended September 30, 2021, the Company recorded share-based payments of $nil (2020 - $29,663) in equity reserves. The fair values of options granted during the nine month period was estimated on the date of grant using the Black-Scholes option pricing model assuming no expected dividends and with the following weighted-average assumptions:

	2021	2020
Risk-free interest rate	N/A	0.84%
Estimated annualized volatility	N/A	100%
Expected life (years)	N/A	10.00
Expected dividend yield	N/A	Nil

7. BASIC AND DILUTED LOSS PER SHARE

The calculation of basic and diluted loss per share for the nine month period ended September 30, 2021 was based on the loss attributable to common shareholders of $113,863 (2020 - $71,686) and the weighted average number of common shares outstanding of 8,000,000 (2020 – 3,870,803).

8. MANAGEMENT OF CAPITAL

Capital is comprised of the Company's shareholders' equity. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels. In the management of capital, the Company includes components of shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company is not subject to any externally imposed capital requirements and there were no changes to management's approach to capital management during the nine months ended September 30, 2021.

9. FINANCIAL INSTRUMENTS

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. The type of risk exposure and the way in which such exposure is managed is provided as follows:

9. FINANCIAL INSTRUMENTS *(continued)*

Fair Value Measurements

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

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

The fair value of cash is determined based on Level 1 inputs, which consist of quoted prices in active markets for identical assets. The fair value of all other financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

Financial risk management

- **Credit Risk**

  Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. Management believes that the credit risk related to its cash is negligible.

- **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 described in Note 8.

  The Company monitors its ability to meet its short-term administrative expenditures by raising additional funds through share issuance when required. The Company does not have investments in any asset backed deposits.

- **Market Risk**

  The significant market risks to which the Company is exposed are interest rate risk and currency risk.

  Interest Rate Risk

  Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risk on cash is not considered significant.

  Currency Risk

  The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company is not exposed to significant currency risk. The Company has not entered into any foreign currency contracts to mitigate this risk.

10. QUALIFYING TRANSACTION

On June 1, 2021, the Company entered into the Definitive agreement with Omega Gold. Pursuant to the Definitive Agreement, the Company will acquire all of the issued and outstanding securities of Omega on a one for one basis in exchange for the Company's common shares (the "Transaction"). Omega's primary business is gold exploration and has rights to certain mineral exploration claims in Peru. In connection with the Transaction, the Company and Omega Gold will complete one or more private placements for aggregate proceeds of at least $10,161,668 and not more than $13,000,000 ("Concurrent Financings"). Completion of the Transaction is conditional upon receipt of all required consents and approvals (including from the directors and shareholders of Omega Gold, and the directors and if necessary, the shareholders, of the Company, and from the TSX-V), Omega Gold providing a current technical report that is acceptable to the TSX-V and the Company, Omega Gold delivering a title opinion for the subject property in a form and content reasonably satisfactory to the Company, completion of the Concurrent Financings, completion of satisfactory due diligence and several other conditions. On June 10, 2021. the Company received conditional approval from the TSX-V for its private placement in connection with the Concurrent Financings for aggregate proceeds of not less than $5,500,000 and not more than $7,500,000 comprised of Units of the Company at a price of $0.25 per Unit. Each Unit will be comprised of one common share and one share purchase warrant exercisable to acquire one common share of the Company at $0.50 for a period of one year from the date of issuance. On November 2, 2021, the Company and Omega Gold entered into an amendment agreement in which it was mutually agreed upon to extend the outside date for completion of the Transaction to January 14, 2022.

In the event that the Transaction is not completed for any reason, the Company will instead complete a standalone private placement (the "Private Placement") of up to 31,250,000 common shares at a price of $0.24 per common share for aggregate proceeds of up to $7,500,000. It is anticipated that the proceeds realized under the Private Placement would be used by the Issuer only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed qualifying transaction in accordance with TSX-V policies.

The closing of either the Concurrent Financing or the Private Placement is subject to the final approval of the TSX-V and, subject to compliance with applicable TSX-V policies, the Private Placement is not subject to any minimum subscription amount.