

NOTICE

The accompanying unaudited condensed consolidated interim financial statements have been prepared by management and approved by the Audit Committee and Board of Directors. The Company's independent auditors have not performed a review of these financial statements.



Consolidated Financial Statements

Three and Nine Months Ended September 30, 2021

(Expressed in Canadian Dollars)

BELL COPPER CORPORATION
Consolidated Statements of Financial Position
As at September 30, 2021 and December 31, 2020
Expressed in Canadian Dollars

	Notes	September 30, 2021	December 31, 2020
ASSETS			
Current assets			
Cash		\$ 95,332	\$ 324,845
Prepaid expenses		25,335	-
GST receivable		10,880	2,133
		131,547	326,978
Non-current assets			
Reclamation bonds		109,483	109,406
Equipment		25,790	-
Exploration and evaluation assets	5	6,924,543	4,940,704
TOTAL ASSETS		\$ 7,191,363	\$ 5,377,088
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable	6	292,918	1,349,366
Provision for contingent liabilities	7	1,841,075	1,839,774
Total liabilities		2,133,993	3,189,140
Shareholders' equity			
Share capital	8	69,745,328	67,002,068
Contributed surplus	9	2,196,919	2,085,324
Accumulated other comprehensive income		59,449	33,149
Deficit		(66,944,326)	(66,932,593)
Total shareholders' equity		5,057,370	2,187,948
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 7,191,363	\$ 5,377,088

Nature of operations and going concern (Note 1)

Contingent liabilities (Note 7)

Commitments (Note 12)

Subsequent events (Note 13)

The accompanying notes are an integral part of these consolidated financial statements

Approved on behalf of the directors on November 29, 2021

"Timothy Marsh"

Director

"Annie Storey"

Director

BELL COPPER CORPORATION
Consolidated Statements of Comprehensive Loss
For the Three and Nine Months Ended September 30, 2021
Expressed in Canadian Dollars

		Three months ended September 30, 2021	Three months ended September 30, 2020	Nine months ended September 30, 2021	Nine months ended September 30, 2020
	Notes				
Expenses					
Consulting and management fees	6	\$ 67,170	\$ 77,055	\$ 199,375	\$ 111,849
Foreign exchange loss (gain)		16,923	(157,094)	421	53,638
Gain on write off of debt		(580,333)	-	(580,333)	-
Insurance		3,838	14,624	10,771	22,650
Investor relations		79,103	36,000	185,956	61,899
Office and administrative services		93	217	1,508	264
Professional fees		-	37,225	44,386	37,225
Regulatory and filing fees		6,655	30,921	38,054	38,529
Share-based payments	9	-	859,728	111,595	859,728
Net income (loss) for the period		406,551	898,676	(11,733)	1,185,782
Other comprehensive income					
Foreign currency translation		(14,910)	-	(26,300)	-
Net income (loss) and comprehensive income (loss) for the period		\$ 391,641	\$ 898,676	\$ (38,033)	\$ 1,185,782
Basic and diluted loss per share		\$ 0.00	\$ 0.01	\$ 0.00	\$ 0.02
Weighted average number of common shares outstanding		104,251,910	81,070,888	97,100,518	78,636,981

The accompanying notes are an integral part of these consolidated financial statements

BELL COPPER CORPORATION
Consolidated Statements of Cash Flows
For the Three and Nine Months Ended September 30, 2021
Expressed in Canadian Dollars

	Nine months ended September 30, 2021	Nine months ended September 30, 2020
Cash provided by (used in):		
Operating activities		
Net loss for the period	\$ (11,733)	\$ (1,185,782)
Items not affecting cash:		
Foreign exchange	26,492	(12,435)
Gain on write off of debt	(580,333)	-
Stock based compensation	111,594	859,728
Changes in non-cash working capital items:		
Accounts payable	(476,115)	(10,999)
Prepaid expenses	(25,335)	-
GST receivable	(8,747)	3,919
Net cash (used in) provided by operating activities	(964,177)	(345,569)
Investing activities		
Purchase of equipment	(25,790)	-
Reclamation bond	-	(78,527)
Exploration and evaluation assets expenditures	(1,982,806)	(257,695)
Net cash (used in) provided by investing activities	(2,008,596)	(336,222)
Financing activities		
Proceeds of shares issued for cash	2,743,260	1,113,402
Net cash (used in) provided by financing activities	2,743,260	1,113,402
Net decrease in cash	(229,513)	431,611
Cash, beginning of the period	324,845	153,164
Cash, end of the period	\$ 95,332	\$ 584,775

The accompanying notes are an integral part of these consolidated financial statements

Supplemental cash flow information (Note 12)

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Consolidated Statements of Changes in Shareholder's Equity For the Three and Nine Months Ended September 30, 2021 Expressed in Canadian Dollars

	Common shares		Contributed surplus	Subscription funds	Accumulated other comprehensive income	Deficit	Total shareholders' equity
	Shares	Amount					
Balance, December 31, 2019	71,351,633	\$ 65,669,451	\$ 957,956	\$ 187,607	\$ 26,333	\$ (65,413,724)	\$ 1,427,623
Common shares issued - private placements	14,681,390	1,301,009	859,728	(187,607)	-	-	1,973,130
Subscription funds received	-	-	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	-	-	(1,185,782)	(1,185,782)
Balance, September 30, 2020	86,033,023	\$ 66,970,460	\$ 1,817,684	\$ -	\$ 26,333	\$ (66,599,506)	\$ 2,214,971
Common shares issued - private placements	-	-	-	-	-	-	-
Common shares issued - exercise of options	250,000	31,608	267,640	-	-	-	299,248
Foreign currency translation adjustment	-	-	-	-	6,816	-	6,816
Total comprehensive loss for the period	-	-	-	-	-	(333,087)	(333,087)
Balance, December 31, 2020	86,283,023	\$ 67,002,068	\$ 2,085,324	\$ -	\$ 33,149	\$ (66,932,593)	\$ 2,187,948
Common shares issued - private placements	17,598,039	2,713,000	-	-	-	-	2,713,000
Common shares issued - exercise of options	250,000	12,500	-	-	-	-	12,500
Common shares issued - exercise of warrants	222,000	17,760	-	-	-	-	17,760
Stock based compensation	-	-	111,595	-	-	-	111,595
Foreign currency translation adjustment	-	-	-	-	26,300	-	26,300
Total comprehensive loss for the period	-	-	-	-	-	(11,733)	(11,733)
Balance, September 30, 2021	104,353,062	\$ 69,745,328	\$ 2,196,919	\$ -	\$ 59,449	\$ (66,944,326)	\$ 5,057,370

The accompanying notes are an integral part of these consolidated financial statements

BELL COPPER CORPORATION

Notes to the Consolidated Financial Statements

For the Three and Nine Months Ended September 30, 2021

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1. Nature of operations and going concern

Bell Copper Corporation ("the Company") was incorporated in British Columbia and is a public company listed on the TSX Venture Exchange ("TSX-V") and the OTCQB Venture Marketplace. The principal business activity of the Company is the exploration and evaluation of mineral property interests. The corporate head office of the Company is located at Suite 900 – 885 West Georgia Street, Vancouver, BC, V6C 3H1.

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether the properties contain mineral resources that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production. The ability of the Company to complete the acquisition, exploration and development of its properties will be affected principally by its ability to raise adequate amounts of capital through equity financings, debt financings, joint venturing of projects and or other means.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing registration or regulations, unregistered prior agreements, unregistered claims, aboriginal claims and noncompliance with regulatory and environmental requirements. The Company's assets are subject to increases in taxes and royalties, renegotiation of contracts, expropriation, currency exchange fluctuations and restrictions and political uncertainty.

On March 11, 2020, the World Health Organization declared the coronavirus disease ("COVID-19") a global pandemic, which has had a significant impact on businesses through the restrictions put in place by the Canadian and U.S., provincial, state and municipal governments regarding travel, business operations and isolation/quarantine orders. The COVID-19 pandemic has a limited effect on Bell Copper Corporation and its operations located in the US. Mining is considered an "essential" function for the economy and is exempt from business closure restrictions or orders. Other than the recommended "social distancing", utilization of personal protective equipment, and extra diligence in sanitizing work spaces and equipment, the Company is able continue executing the current operating plan. Where practical, administrative and technical staff are working remotely to provide the safest work environment possible. The Company does not foresee any significant business risks other than potential minor delays in equipment repairs/maintenance, which could be due to limited workforce availability.

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") applicable to a going concern which contemplates that the Company will be able to realize its assets and settle its liabilities in the normal course as they come due for the foreseeable future. As at September 30, 2021, the Company had no source of operating cash flows and reported net loss for the period of \$38,033, a working capital deficit of \$2,002,446, and has an accumulated deficit of \$66,944,326. The Company expects to incur further losses in the development of its business, which indicates that a material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern. Management has estimated that the Company will require additional financing to meet its obligations for the next fiscal year. Continued operations are dependent on the Company's ability to complete equity financings, secure project debt financing, and / or generate profitable operations in the future. During the periods ended September 30, 2021 and December 31, 2020, the Company raised funds under a private placement. The Company cannot guarantee whether further financing efforts will be successful or if the Company will attain profitable levels of operations.

These consolidated financial statements do not include adjustments or disclosures that may result should the Company not be able to continue as a going concern. If the going concern assumption were not appropriate for these consolidated financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, and the reported comprehensive loss and classifications used on the statement of financial position. These adjustments could be material.

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Notes to the Consolidated Financial Statements

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2. Basis of preparation

a) Statement of compliance

These condensed consolidated interim financial statements are unaudited and are prepared in accordance with International Accounting Standard 34 (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”). The Company’s disclosures exceed the minimum requirements under IAS 34. The Company has elected to exceed the minimum requirements in order to present the Company’s accounting policies in accordance with IFRS and certain additional disclosures required under IFRS.

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries: Rogue River Resources Corp. (“Rogue River”), MMDEX, LLC, and Bell Resources (Nevada) Corporation. All inter-company transactions have been eliminated upon consolidation.

These condensed consolidated interim financial statements are stated in Canadian dollars and were prepared under the historical cost convention, except for share-based payment transactions.

b) Critical accounting estimates and judgments

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and contingency liabilities as at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The key critical judgment and sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements are as follows:

Critical judgment in applying accounting policies:

Determination of functional currency

In accordance with IAS 21, The Effects of Changes in Foreign Exchange Rate, management has determined that the functional currency of Bell Copper Corporation is the Canadian dollar and its subsidiaries are the United States dollar for U.S. companies.

Going concern

These consolidated financial statements have been prepared on the basis of the accounting principles applicable to a going concern, which assumes the Company’s ability to continue in operation for the foreseeable future and to realize its assets and discharge its liabilities in the normal course of operations. There are several adverse conditions which may cast significant doubt about the Company’s ability to continue as a going concern. Refer to Note 1 for more details.

Key sources of estimation uncertainty:

Impairment of exploration and evaluation assets

The Company makes certain estimates regarding the recoverability of the carrying values of exploration and evaluation assets. These assumptions are changed when conditions exist that indicate the carrying value may be impaired, at which time an impairment loss is recorded. While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and

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indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows expected to be derived from the Company's properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation assets.

Capitalization of exploration and evaluation costs

Management has determined that exploration and evaluation costs incurred during the period have future economic benefits and are economically recoverable. In making this judgment, management has assessed various sources of information, including but not limited to the geologic and metallurgic information, history of conversion of mineral deposits to proven and probable mineral reserves, scoping and feasibility studies, proximity of operating facilities, operating management expertise and existing permits.

Estimation of decommissioning and restoration costs and the timing of expenditure

The Company recognizes the liability for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of exploration and evaluation assets, when those obligations result from the exploration or development of its properties. The Company assesses its provision for site reclamation at each reporting date. Significant estimates and assumptions are made in determining the provision for site reclamation as there are numerous factors that will affect the ultimate liability payable. These factors include estimates of the extent and costs of rehabilitation activities, technological changes, regulatory changes, cost increases as compared to inflation rates, and discount rates. Those uncertainties may result in future actual expenditures differing from the amounts currently provided. The provision at the reporting date represents management's best estimate of the present value of any future reclamation costs required. To date, the Company has not recognized any decommissioning liabilities.

Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing deferred tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

Share-based payments and warrants

The Company has an equity-settled share-based scheme for directors, officers, employees and consultants. Management determines values for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based non-vested share awards are determined at the date of grant using generally accepted valuation techniques. Similar calculations are made to value warrants. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and for stock based compensation, future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain, and any changes in these assumptions affect the fair value estimates.

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3. Significant accounting policies

The significant accounting policies of the Company are as follows:

a) Principles of consolidation

These consolidated financial statements include the accounts of the Company, its wholly owned and controlled subsidiaries, Bell Resources (Nevada) Corporation and Rogue River Resources Corporation, and its 75% owned subsidiary MMDEX, LLC,. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All inter-company transactions and balances have been eliminated upon consolidation.

b) Functional Currency

Functional and presentation currency

The functional currency of the Company, for each subsidiary, is the currency of the primary economic environment in which the entity operates. The Consolidated Financial Statements are presented in Canadian dollars.

Once the Company determines the functional currency of an entity, it is not changed unless there is a significant change in the relevant underlying transactions, events and circumstances. Any change in an entity's functional currency is accounted for prospectively from the date of the change, and the consolidated statements of financial position are translated using the exchange rate at that date.

At the end of each reporting period, the Company translates foreign operation balances on its consolidation based as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of the statement of financial position;
- Income and expenses for each statement of income are translated at average exchange rates;
- All resulting exchange differences are recognized as other comprehensive income (loss) as cumulative translation adjustments.

When an entity disposes of its entire interest in a foreign operation, or loses control, joint control, or significant influence over a foreign operation, the foreign currency gains or losses are accumulated in comprehensive income (loss) related to the foreign operation.

Functional currency of subsidiaries

At the end of each reporting period, the Company translate foreign currency (currencies other than the functional currency) balances on each subsidiary as follows:

- Monetary items are translated at the closing rate in effect at the date of the statement of financial position
- Non-monetary items that are measured in terms of historical costs are translated using the exchange rate at the date of the transaction. Items measured at fair value are translated at the exchange rate in effect at the date of fair value was measured;
- Income statement items are translated using the average exchange rate during the period (as this is considered to be reasonable approximation to actual rates)
- All resulting foreign exchange gains or loss are recognized in statements comprehensive loss as foreign exchange translation

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Each of the subsidiary functional currency is included on the table below:

Name	Country of Incorporation	Functional Currency
Bell Copper Corporation	Canada	CAD
Bell Resources (Nevada) Corporation	U.S.	USD
Rogue River Resources Corporation	U.S.	USD
MMDEX, LLC	U.S.	USD

c) Cash and cash equivalents

Cash is comprised of cash on hand and deposits in banks. Cash equivalents are short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

d) Reclamation deposit

The Company maintains cash deposits, as required by regulatory bodies, as assurance for the funding of decommissioning costs. These funds are restricted to that purpose and are not available to the Company until the reclamation obligations have been fulfilled, and are therefore classified as long term assets.

e) Exploration and evaluation assets

General exploration and evaluation expenditures incurred prior to acquiring the legal right to explore are charged to the statement of comprehensive loss as incurred.

Exploration and evaluation assets represent the costs incurred on the exploration and evaluation of potential mineral resources and include costs such as exploratory drilling, sample testing, activities in relation to evaluation of technical feasibility and commercial viability of extracting a mineral resource, surveying, geological and geotechnical expenditures, land maintenance, sampling and storage, mineral claims and permits, and general and administrative costs relating to the support of exploration and evaluation activities. If economically recoverable ore reserves are developed, capitalized costs of the exploration and evaluation assets are reclassified as mining assets and amortized using the unit of production method. No amortization charge is recognized in respect of exploration and evaluation assets. When an exploration and evaluation asset is abandoned, all related costs are written off to profit or loss.

The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. The recoverability of these assets is dependent upon successful development or sale of the undeveloped project. All capitalized exploration and evaluation expenditures are assessed for impairment if facts and circumstances indicate that impairment may exist. If a project does not prove viable or is abandoned, all unrecoverable costs associated with the project, net of any impairment provisions are expensed in comprehensive loss.

f) Provisions

Provisions are recognized when (a), the Company has a present obligation (legal or constructive) as a result of a past event, and (b), it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and (c) a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is included in comprehensive loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these decommissioning activities

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includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas.

The obligation generally arises when the asset is installed or the ground / environment is disturbed at the production location. When the liability is initially recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related mining assets to the extent that it was incurred prior to the production of related ore. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognized in comprehensive loss as a finance cost. Additional disturbances or changes in decommissioning costs will be recognized as additions or charges to the corresponding assets and decommissioning liability when they occur. For closed sites, changes to estimated costs are recognized immediately in comprehensive loss.

The Company does not currently have any such significant legal or constructive obligations for reclamation or decommissioning and therefore no decommissioning provisions have been recorded. The Company has recorded provisions for other contingencies (Note 8).

g) Impairment of non-financial assets

Non-financial assets are evaluated at the end of each reporting period by management for indicators that carrying value is impaired and may not be recoverable. When indicators of impairment are present, the recoverable amount of an asset is evaluated at the level of a cash generating unit ("CGU"), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets, where the recoverable amount of the CGU is the greater of the CGU's fair value less costs to sell and its 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 to the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive loss.

Where an impairment loss subsequently reverses for assets with a finite useful life, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior periods. A reversal of an impairment loss is recognized immediately in the statement of comprehensive loss.

h) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects. Common shares issued for consideration other than cash, are valued based on their trading value at the date the shares are issued.

When share capital recognized as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognized as a deduction from equity. Share capital is reduced by the average per-common-share carrying amount, with the difference between this amount and the consideration paid, added to or deducted from reserves.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a private placement to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

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i) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date using the Black-Scholes option pricing model.

The fair value is estimated at grant date and each tranche is recognized on a graded-vesting basis over the period the options vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in comprehensive loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to option and warrant reserve.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

j) Loss per share

Basic loss per share ("LPS") is calculated by dividing profit or loss attributable to ordinary equity holders (numerator) by the weighted average number of ordinary shares outstanding (denominator) during the period. The denominator is calculated by adjusting the shares issued at the beginning of the period by the number of shares bought back during the period, multiplied by a time-weighting factor.

Diluted loss per share is calculated by adjusting the earnings and number of shares for the effects of dilutive options and other dilutive potential units. The effects of anti-dilutive potential units are ignored in calculating diluted earnings per share. All options are considered anti-dilutive when the Company is in a loss position.

k) Income taxes

Tax expense comprises current and deferred tax. Tax expense is recognized in income except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to tax authorities.

Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amount of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit or loss, and are accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, deferred tax liabilities are not recognized for taxable temporary differences arising on investments in subsidiaries where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future, or on temporary differences that arise from goodwill which is not deductible for tax purposes.

Deferred tax assets are recognized to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilized. Deferred tax assets are reviewed at the end of the reporting period and

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reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

l) Segmented information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are reviewed regularly by the Company's President and CEO to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Company manages its business on the basis of one reportable segment under two geographic regions, being Canada and the United States ("USA").

m) Financial instruments

Financial assets and financial liabilities are recognized in the Company's consolidated statement of financial position when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, all financial assets and financial liabilities are recorded at fair value, net of attributable transaction costs, except for financial assets and liabilities classified as at fair value through profit or loss ("FVTPL"). The directly attributable transaction costs of financial assets and liabilities classified as at FVTPL are expensed in the period in which they are incurred. Subsequent measurement of financial assets and liabilities depends on the classification of such assets and liabilities.

Classification of financial assets

Financial assets that meet the following conditions are measured subsequently at amortized cost:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cashflows, and
- The contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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 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.

Financial assets that meet the following conditions are measured at fair value through other comprehensive income ("FVTOCI"):

- The financial asset is held within a business model whose objective is achieved by both collection contractual cash flows and selling financial assets, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at FVTPL.

The Company, at initial recognition, may also irrevocably designate a financial asset as measured at FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases.

Financial assets measured at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in profit or loss to the extent they are not part of a designated hedging relationship.

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

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Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Classification of 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 effective interest method.

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Impairment

The Company assesses on a forward-looking basis the expected credit loss ("ECL") associated with financial assets measured at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

n) Recent accounting standards

There are no recent accounting pronouncements that are applicable to the Company.

4. Capital management

The Company classifies its shareholders' equity as capital, which at September 30, 2021 totalled \$5,057,370 (December 31, 2020 - \$2,187,948). When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish qualitative 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 properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent upon external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

5. Financial instruments and financial risk management

a) Fair value hierarchy

Financial instruments that are held at fair value are categorized based on a valuation hierarchy which is determined by the valuation methodology utilized:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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The Company's financial assets and liabilities which are measured and recognized on the consolidated statement of financial position at fair value on a recurring basis consist of cash and cash equivalents, which are categorized as a level 1 financial instrument. The fair values of the Company's accounts payable approximate their carrying values due to their short-term nature.

b) Financial risk management

The Company's Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and in response to the Company's activities. Management regularly monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

In the normal course of operations, the Company is exposed to various risks such as interest rate, foreign exchange, credit and liquidity risks. To manage these risks, management determines what activities must be undertaken to minimize potential exposure to risks. The objectives of the Company in managing risks are as follows:

- Maintaining sound financial condition;
- Financing operations; and
- Ensuring liquidity to all operations.

In order to satisfy these objectives, the Company has adopted the following policies:

- Prepare budget documents at prevailing market rates to ensure clear, corporate alignment to performance management and achievement of targets;
- Recognize and observe the extent of operating risk within the business; and
- Identify the magnitude of the impact of market risk factors on the overall risk of the business and take advantage of natural risk reductions that arise from these relationships.

There have been no changes in risks that have arisen or how the Company manages those risks during the period.

(i) Interest rate risk

The Company's interest rate risk arises primarily from the interest received on cash, which is invested on a short term basis to enable adequate liquidity for payment of operational and capital expenditures. Interest rate risk is considered minimal.

(ii) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, accounts payable and provision for contingent liabilities that are denominated in US dollars. Management also recognizes that the Company is exposed to financial risks arising from fluctuations in foreign exchange rates and the degree of volatility of these rates, as many of its exploration activities are conducted in United States dollars. The Company does not use derivative instruments to reduce its exposure to foreign exchange risk.

(iii) Commodity price risk

The Company will be exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. The Company's future operations will be significantly affected by changes in the market prices of these commodities. Prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for commodities, the level of interest rates, the rate of inflation and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors may in turn be influenced by changes in international investment patterns and monetary systems and political developments.

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(iv) Credit risk

Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations and arises principally from trade receivables. The Company's credit risk is primarily attributable to cash, and reclamation bond. The Company limits its exposure to credit risk on cash as these financial instruments are held with major Canadian and international banks, from which management believes the risk of loss to be remote. Credit risk on reclamation bond is considered to be minimal given the bonds are held with government agency. The carrying amount of financial assets recorded in the financial statements, net of any allowances, represents the Company's maximum exposure to credit risk.

(v) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company's accounts payable have contractual maturities of 30 days and are subject to normal trade terms. The Company manages liquidity risk by maintaining cash. Liquidity requirements are managed based on expected cash flow to ensure there is capital to meet short term and long-term obligations. As disclosed in Note 1, the ability of the Company to continue as a going concern is dependent on many factors.

6. Exploration and evaluation assets

a) Perseverance (formerly "Kabba"), Mohave County, Arizona, USA

On November 1, 2005, the Company entered into an agreement to acquire a 100% interest in the Perseverance (formerly "Kabba") property located in the Maynard District, Mohave County, Arizona by issuing 250,000 common shares of the Company at a deemed value of \$62,500. In a concurrent transaction with a separate party, the Company was also required to pay advance royalties of US\$130,300, and an additional US\$38,740 of advance royalties per year until November 1, 2015 (all payments are current). This royalty is applicable to a sublease portion of the property, and a 4% NSR can be decreased to 2% by paying US\$4,000,000 within the first 20 years of the sublease. During the year ended December 31, 2014, this agreement was extended to 2025. Under the extended agreement, advance royalties of US\$38,682 per year were payable until 2016, increasing to \$50,110 per year until 2019, and increasing to US\$61,572 per year thereafter. Pursuant to the Cordoba Minerals earn-in and joint venture agreement discussed below, so long as the earn-in and joint venture agreement is in effect, the sublease term extends to November 1, 2059, with the right to extend the term of the sublease for an additional 10 year period, and then subject again to an additional five year extension.

On August 27, 2018 the Company entered into an earn-in and joint venture agreement with Cordoba Minerals Corporation ("Cordoba") on Bell's Perseverance project. Under the agreement, Cordoba has the right to earn up to an 80% interest in the Perseverance project by completion of certain financial commitments and the expenditure of \$17,300,000 on the project over the next 7.5 years by completing certain phased financial commitments and project expenditures. These commitments are outlined as follows:

Earn-In Schedule	Spending Commitment
Initial Commitment (a)	C\$200,000 private placement in Bell Copper and C\$300,000 to complete drill hole K-20
Phase 1 (b)	C\$1M within 18 months to earn 25% interest
Phase 2 (c)	Additional C\$3M within subsequent 2 years for 51% interest
Phase 3	Additional C\$3M within subsequent 2 years for 70% interest
Phase 4	Additional C\$10M within subsequent 2 years for 80% interest

- (a) During the year ended December 31, 2018, Cordoba subscribed to 2,857,143 units through a private placement at 0.07 per unit. Each unit consisted of one common share of Bell Copper and one full warrant valid until August 27, 2019 and exercisable at 0.105.

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(b) On March 31, 2019, Cordoba's Phase 1 project expenditures surpassed \$1 million. Cordoba acquired a 25% shareholding in MMDEX in May 2019. The carrying value of MMDEX's assets and liabilities was \$Nil as at December 31, 2020 and 2019. MMDEX's revenue and net loss for the period ended December 31, 2020 and 2019 was \$Nil.

(c) As at September 30, 2021 and December 31, 2020, Phase 2 spending commitment has not been met.

b) Big Sandy, Mohave County, Arizona, USA

On July 20, 2020, the Company staked the Big Sandy project, a large, truncated porphyry copper-molybdenum prospect located in northwestern Arizona, approximately 30 kilometers from the Company's Perseverance Project. The Big Sandy project comprises approximately 5,733 acres of mineral tenures, including 256 federal lode mining claims and 3 State of Arizona Mineral Exploration Permits.

A reconciliation of exploration and evaluation assets is as follows:

	Perseverance, Arizona USA	Big Sandy, Arizona USA	Total
Balance, December 31, 2019	\$ 4,189,432	\$ -	\$ 4,189,432
Exploration costs			
Administration	63,360	44,599	107,959
Drilling	-	177,996	177,996
Field expenses	-	35,100	35,100
Foreign exchange translation	(837)	-	(837)
Balance, September 30, 2020	\$ 4,251,955	\$ 257,695	\$ 4,509,650
Acquisition costs	-	41,042	41,042
Exploration costs			
Drilling	-	532,863	532,863
Field expenses	-	50,155	50,155
Foreign exchange translation	(12,493)	(180,513)	(193,006)
Balance, December 31, 2020	\$ 4,239,462	\$ 701,242	\$ 4,940,704
Acquisition costs	-	60,677	60,677
Exploration costs			
Drilling	-	1,647,673	1,647,673
Exploration costs	-	118,296	118,296
Field expenses	-	156,160	156,160
Foreign exchange translation	8,167	(7,134)	1,033
Balance, September 30, 2020	\$ 4,247,629	\$ 2,676,914	\$ 6,924,543

The Company made reclamation deposits to Arizona State Land Department and US Department of Interior for the closure of the Perseverance and big sandy properties and this deposit is held until the mine effectively closes.

7. Related party balances and transactions

Key management compensation

Compensation paid to key management, which, includes directors and officers, for the nine months ended September 30, 2021 and 2020 is as follows:

	September 30, 2021	September 30, 2020
Fees	\$ 144,897	\$ 109,313

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During the nine months ended September 30, 2021 and 2020, the Company entered into transactions with the following related parties:

Related party	Relationship	Nature of Transactions	Incurred nine months ended September 30, 2021	Incurred nine months ended September 30, 2020	Balance payable at September 30, 2021	Balance payable at December 31, 2020
Tim Marsh	Chief executive officer and director	Management and geological consulting	\$ 99,897	\$ 64,313	\$ 34,857	\$ 89,849
Ginger Fire Media Finance Corp.	Annie Storey, chief financial officer and director, is shareholder	Financial consulting	45,000	45,000	95,465	184,715
			\$ 144,897	\$ 109,313	\$ 130,323	\$ 274,564

8. Contingent liabilities

The Company's exploration and evaluation assets are affected by the laws and regulations concerning environmental protection that exist in the various jurisdictions. It is not possible to estimate the future impact on operating results, if any, as a result of, future changes in regulations or developments.

During 2008, the Company was invoiced a total of \$1,460,695 by Golden Gryphon for amounts related to option payments and exploration work. Although the full amount of this invoice is in dispute, the Company has accrued \$556,975 as at September 30, 2021 (\$445,000 USD) (December 31, 2020 - \$566,574 (\$445,000 USD)) as a contingent liability. On July 31, 2009, Golden Gryphon commenced legal proceedings against the Company relating to the invoice by filing a writ of summons in the Supreme Court of British Columbia. The Company filed an appearance on September 4, 2009. Golden Gryphon has not taken any steps to advance the litigation since it was commenced, and therefore the Company has brought an application to the court for an order dismissing the proceeding for want of prosecution. The application is currently scheduled to be heard in December 2021.

The Company's subsidiary, Rogue River, entered into a stock purchase agreement as of January 25, 2007 with Fischer-Watt Gold Company, Inc. ("Fischer-Watt") for purchase of the La Balsa property. As part of the purchase, Rogue River granted to Fischer-Watt a 1% net smelter royalty ("NSR") for production from the porphyry portion of the property. The agreement was subject to the purchase of one-half of the NSR for \$1,000,000 USD (September 30, 2021 - \$1,274,100) (December 31, 2020 - \$1,273,200) in the event that commercial production was not achieved on the porphyry portion of the property by December 4, 2012 ("the "Repurchase Right"). Since no economically significant porphyry has been discovered on the property to date, the Repurchase Right is currently in dispute, however the Company has elected to accrue this amount as a contingent liability. The Company continues to believe that the full amount of the claim is without merit.

9. Share capital

Authorized: unlimited common voting shares, without par value.

Issued:

In June 2021, the Company closed a non-brokered private placement unit financing. The Company issued 13,333,333 units for gross proceeds of \$2,000,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of \$0.25 per share for a period of 2 years from the date of closing. At the discretion of the Company, warrants will be subject to an accelerated expiry, such that if the closing price equals or exceeds \$0.50 per share for 20 consecutive trading days, then the Company will provide notice to the warrant holders that the exercise period of the warrants shall be reduced to 30 days. No values were allocated to the warrants using the residual method. Finders' fees of \$12,000 were paid in conjunction with this private placement.

On May 27, 2021, 250,000 common shares were issued upon the exercise of stock options for proceeds of \$12,500.

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On March 12, 2021, the Company announced it had entered into a shares-for-services agreement with an arm's length party for the provision of marketing services. In June, 2021 the Company deemed the services were not required and the arrangement with the contractor was terminated. The application for TSX acceptance of the shares for services arrangement was withdrawn and no shares were issued for any services.

On March 12, 2021, the Company closed a non-brokered private placement unit financing. The Company issued 4,264,706 units for gross proceeds of \$725,000. Each unit consists of one common share and one half of one common share purchase warrant. Each full warrant entitles the holder to purchase one additional common share at a price of \$0.26 per share for a period of 2 years from the date of closing. At the discretion of the Company, warrants will be subject to an accelerated expiry, such that if the closing price equals or exceeds \$0.40 per share for 10 consecutive trading days, then the Company will provide notice to the warrant holders that the exercise period of the warrants shall be reduced to 30 days, with the reduce period commencing seven calendar days following the tenth consecutive trading day.

On September 16, 2020, the Company closed a non-brokered private placement unit financing. The Company issued 5,687,390 units for gross proceeds of \$853,109. Each unit comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase an additional common share at a price of \$0.25 per share up until September 16, 2021. No values were allocated to the warrants using the residual method. Finders' fees of \$1,800 were paid in conjunction with this private placement.

On May 12, 2020, the Company closed the final tranche of a non-brokered private placement unit financing. The Company issued 3,072,000 units for gross proceeds of \$153,600. Each unit comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase an additional common share at a price of \$0.08 per share up until May 8, 2022. No values were allocated to the warrants using the residual method.

On January 21, 2020, the Company closed the second tranche of a non-brokered private placement unit financing. The Company issued 1,760,000 units for gross proceeds of \$88,000. Each unit comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase an additional common share at a price of \$0.08 per share up until January 21, 2022. No values were allocated to the warrants using the residual method.

On January 9, 2020, the Company closed the first tranche of a non-brokered private placement unit financing. The Company issued 3,862,000 units for gross proceeds of \$193,100. Each unit comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase an additional common share at a price of \$0.08 per share up until January 9, 2022. No values were allocated to the warrants using the residual method.

During the year ended December 31, 2020, 550,000 options were exercised at \$0.05 per share, for proceeds of \$27,500. The fair value of \$19,108 related to the options exercised was reclassified from contributed surplus to share capital.

10. Options and warrants

a) Stock options

The Company has adopted an incentive stock option plan (the "SOP"), as amended, under the rules of the TSX-V pursuant to which it is authorized to grant options to executive officers, directors, employees and consultants. Under the SOP, the option exercise price of any option granted shall be equal to the greater of either the amount designated by the administrator at the time of grant, or the discounted market price of the Company's common shares for the 10 trading days immediately preceding the day on which the TSX-V received notice that options have been granted under this SOP. For the purpose of the SOP, the discounted market price is calculated in accordance with the policies of the TSX-V at the time of grant of the options. The administrator may also determine that the option exercise price per common share may escalate at a specified rate or rates. The options can be granted for a maximum term of 5 years and certain options vest 25% on the date of grant and 25% every 6 months thereafter for 18 months, while others vest immediately. No individual may hold options to purchase common shares of the Company exceeding 5% of the total number of common shares outstanding from time to time. Pursuant to the policies of the TSX Venture Exchange, shares issued upon the exercise of options are restricted from trading during the 4-month period subsequent to the exercise of the options. For stock options granted to employees, officers, directors and consultants, the Company recognizes stock based compensation expense based on the

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estimated fair value of the stock options granted as calculated using the Black-Scholes option-pricing model on the date of the grant.

During the period ended September 30, 2021, the Company granted 910,000 options to directors, officers and consultants to acquire common shares of the Company at a price of \$0.20. The options vest immediately and are exercisable for a period of five years from the date of grant.

On June 16, 2021, 50,000 options held by a consultant were cancelled due to the cessation of their services.

On May 27, 2021, 250,000 common shares were issued upon the exercise of stock options for proceeds of \$12,500.

On September 30, 2020, the Company granted 200,000 options to a director to acquire common shares of the Company at a price of \$0.21. The options vest immediately and are exercisable for a period of five years from the date of grant. The Company recorded \$39,359 in stock-based compensation expense as a result of this grant.

On August 11, 2020, 450,000 options were cancelled due to the departure of a director.

On July 6, 2020, the Company granted 8.4 million options to directors, officers and consultants to acquire common shares of the Company at a price of \$0.15. The options vest immediately and are exercisable for a period of five years from the date of grant. The Company recorded \$1,107,118 in stock-based compensation expense as a result of this grant.

Option assumptions used in the calculation of stock-based compensation expense are as follows:

	June 30, 2021	December 31, 2020
Risk free rate of interest	1.00%	0.36%-0.38%
Expected life of options	5 years	5 years
Exercise price of options	\$ 0.20	\$0.15 - \$0.21
Expected annualized volatility	100%	166%-170%
Expected dividend rate	0%	0%

A summary of stock option activity is as follows:

	Number of options	Average exercise price
Balance, December 31, 2019	6,903,244	\$ 0.09
Issued	8,400,000	0.15
Issued	200,000	0.15
Exercised	(550,000)	0.05
Cancelled	(250,000)	0.05
Cancelled	(200,000)	0.15
Expired	(1,733,499)	0.05
Balance, December 31, 2020	12,769,745	\$ 0.14
Issued	910,000	0.20
Expired	(50,000)	0.15
Exercised	(250,000)	0.05
Balance, September 30, 2021	13,379,745	\$ 0.15

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A summary of options outstanding as at September 30, 2021 and December 31, 2020 is as follows:

Expiry date	Number of options	Exercise price	remaining contractual life (years)
December 8, 2021	1,195,273	0.05	0.44
January 25, 2023	2,674,472	0.15	1.57
July 6, 2025	8,400,000	0.15	4.02
September 30, 2025	200,000	0.21	4.25
May 4, 2026	910,000	0.20	4.85

As at September 30, 2021, 13,379,745 (December 31, 2020 – 12,769,745) are exercisable.

b) Warrants

During the period ended September 30, 2021, 222,000 common shares were issued upon the exercise of warrants for proceeds of \$17,760.

In August 2021, the Company extended the expiry date of 5,687,390 warrants to purchase common shares exercisable at a price of \$0.25 per share issued in connection with a non-brokered private placement completed on September 16, 2020. The expiry date of the warrants has been extended from September 16, 2021 to September 16, 2022.

During the nine months ended September 30, 2021, the Company issued 15,465,685 warrants pursuant to private placements (Note 8).

During the year ended December 31, 2020, the Company issued 14,381,390 warrants pursuant to private placements (Note 8).

A summary of warrant activity is as follows:

	Number of warrants	Average exercise price
Balance, December 31, 2019	851,250	\$ 0.20
Granted	8,694,000	0.08
Granted	5,687,380	0.25
Expired / forfeited	(851,250)	0.20
Balance, December 31, 2020	14,381,380	0.15
Granted	2,132,352	0.26
Granted	13,333,333	0.25
Exercised	(222,000)	0.08
Balance, September 30, 2021	29,625,065	\$ 0.20

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A summary of warrants outstanding as at September 30, 2021 and December 31, 2020 is as follows:

Expiry date	Number of warrants	Exercise price	remaining contractual life (years)
January 9, 2022	3,640,000	0.08	0.28
January 21, 2022	1,760,000	0.08	0.31
May 12, 2022	3,072,000	0.08	0.61
September 16, 2022	5,687,390	0.25	0.96
March 11, 2023	2,132,352	0.26	1.44
June 12, 2023	6,746,666	0.25	1.70
June 19, 2023	6,586,667	0.25	1.72

10. Segmented information

The Company has one reportable operating segment, being the acquisition and exploration and future development of mineral properties. All of the Company's mineral properties are located in the United States.

11. Supplemental cash flow information

There were no amounts of cash paid for interest or income taxes for the years presented.

On March 12, 2021, the Company announced it had entered into a shares-for-services agreement with an arm's length party for the provision of marketing services. In June 2021 the Company deemed the services were not required and the arrangement with the contractor was terminated. The application for TSX acceptance of the shares for services arrangement was withdrawn and no shares were issued for any services.

12. Commitments

The Company is committed under various contracts and agreements on its exploration and evaluation assets, as described in Note 5.

During the year ended December 31, 2013, the Company received notice that Gordon J. Fretwell Law Corporation ("GJFLC") has been awarded a default judgment against the Company in the amount of \$263,414 for outstanding legal fees. During the year ended December 31, 2018, the Company settled \$100,000 of this amount for 2,000,000 common shares of the Company at \$0.05 per share. The balance payable at September 30, 2021 is \$60,000 (December 31, 2020 - \$60,000).

In July 2021, the Company retained Red Cloud Securities to provide market making services to the Company in compliance with the policies of the TSX Venture Exchange and other applicable legislation for a fee of \$5,000 per month. The term of the engagement is ongoing and may be terminated by either party upon 30 days written notice.

13. Subsequent Events

Subsequent to September 30, 2021, the Company commenced trading on the OTCQB.

Also subsequent to September 30, 2021, 945,273 options were exercised for proceeds of \$47,263. In addition, 100,000 warrants were exercised for proceeds of \$8,000.