



CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED 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 interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of Pure Energy Minerals Limited have been prepared by and are the responsibility of management. These condensed consolidated interim financial statements for the three months ended September 30, 2021 have not been reviewed or audited by the Company's independent auditors.

PURE ENERGY MINERALS LIMITED

Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian dollars)

As at	Notes	September 30, 2021 (Unaudited)	June 30, 2020 (Audited)
ASSETS			
CURRENT			
Cash		\$ 358,374	\$ 250,772
GST receivable		1,936	3,799
Prepaid expenses		50,146	29,393
		410,456	283,964
Reclamation bonds	4	58,043	56,462
Exploration and evaluation assets	4	34,884,334	34,868,686
TOTAL ASSETS		\$ 35,352,833	\$ 35,209,112
LIABILITIES			
CURRENT			
Accounts payable and accrued liabilities	5	\$ 302,058	\$ 240,254
Asset retirement obligation	4	58,043	56,462
TOTAL LIABILITIES		360,101	296,716
SHAREHOLDERS' EQUITY			
Share capital	6	58,997,211	58,968,672
Reserves	6	3,235,345	3,248,884
Accumulated other comprehensive income		15,601	(1,101)
Deficit		(27,255,425)	(27,304,059)
TOTAL SHAREHOLDERS' EQUITY		34,992,732	34,912,396
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 35,352,833	\$ 35,209,112

Nature of Business and Going Concern (note 1)

These condensed consolidated interim financial statements were approved for issue by the Audit Committee on November 29, 2021 and signed on its behalf by:

"Mary Little "
Director

"Frank Wells "
Director

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

PURE ENERGY MINERALS LIMITED

Condensed Consolidated Interim Statements of Comprehensive Loss

For the three months ended September 30, 2021 and 2020

(Unaudited - Expressed in Canadian dollars)

	Notes	September 30, 2021	September 30, 2020
REVENUE	4	\$ 126,000	\$ -
EXPENSES			
Amortization		-	282
Bank charges and interest		131	152
Investor relations		770	460
Management fees and salaries	5	47,400	49,535
Office and general		10,225	7,440
Professional fees	5	13,323	3,072
Project evaluation		-	2,388
Share-based compensation	5,6	-	70,277
Transfer agent and filing fees		6,818	10,364
NET INCOME (LOSS) BEFORE OTHER ITEMS		47,333	(143,970)
OTHER ITEMS:			
Foreign exchange gain (loss)		1,301	(1,866)
TOTAL OTHER ITEMS		1,301	(1,866)
NET INCOME (LOSS) FOR THE PERIOD		\$ 48,634	\$ (145,836)
OTHER COMPREHENSIVE INCOME			
Items that may be reclassified subsequently to loss for the period			
Foreign currency translation adjustment		16,702	(14,404)
COMPREHENSIVE INCOME (LOSS)		\$ 65,336	\$ (160,240)
Income (loss) per share, basic and diluted		\$ 0.00	\$ (0.00)
Weighted average number of common shares outstanding		32,834,101	31,990,394

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

PURE ENERGY MINERALS LIMITED

Condensed Consolidated Interim Statements of Changes in Equity

(Unaudited - Expressed in Canadian dollars)

	Share capital		Reserves	Accumulated Other Comprehensive Income (Loss)	Deficit	Total Shareholders' Equity
	Number of Common Shares without Par Value	Amount				
Balance, June 30, 2020	31,953,856	\$ 58,050,173	\$ 3,652,082	\$ 60,991	\$ (27,381,093)	\$ 34,382,153
Shares issued on exercise of stock options	39,583	11,875	-	-	-	11,875
Reclassification of fair value of exercised stock options	-	10,718	(10,718)	-	-	-
Share-based compensation	-	-	70,277	-	-	70,277
Share consolidation adjustment (Note 1)	(20)	-	-	-	-	-
Net loss and comprehensive loss for the period	-	-	-	(14,404)	(145,836)	(160,240)
Balance, September 30, 2020	31,993,419	58,072,766	3,711,641	46,587	(27,526,929)	34,304,065
Shares issued to acquire 2% royalty (Note 4)	75,000	89,250	-	-	-	89,250
Shares issued under amended option agreement (Note 4)	419,363	578,721	-	-	-	578,721
Shares issued on exercise of stock options	296,667	89,000	-	-	-	89,000
Reclassification of fair value of exercised stock options	-	80,332	(80,332)	-	-	-
Shares issued on exercise of warrants	17,788	42,691	-	-	-	42,691
Reclassification of fair value of exercised warrants	-	15,912	(15,912)	-	-	-
Share-based compensation	-	-	83,163	-	-	83,163
Reclassification of fair value of expired stock options	-	-	(365,526)	-	365,526	-
Reclassification of fair value of expired warrants	-	-	(84,150)	-	84,150	-
Shares cancelled	(4)	-	-	-	-	-
Net loss and comprehensive loss for the period	-	-	-	(47,688)	(226,806)	(274,494)
Balance, June 30, 2021	32,802,233	58,968,672	3,248,884	(1,101)	(27,304,059)	34,912,396
Shares issued on exercise of stock options	50,000	15,000	-	-	-	15,000
Reclassification of fair value of exercised stock options	-	13,539	(13,539)	-	-	-
Net income and comprehensive income for the period	-	-	-	16,702	48,634	65,336
Balance, September 30, 2021	32,852,233	58,997,211	3,235,345	15,601	(27,255,425)	34,992,732

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

PURE ENERGY MINERALS LIMITED

Condensed Consolidated Interim Statements of Cash Flows
For the three months ended September 30, 2021 and 2020
(Unaudited - Expressed in Canadian dollars)

	September 30, 2021	September 30, 2020
Cash provided by (used in):		
OPERATING ACTIVITIES		
Net income (loss) for the period	\$ 48,634	\$ (145,836)
Items not involving cash		
Amortization	-	282
Share-based compensation	-	70,277
	48,634	(75,277)
Net changes in non-cash working capital items		
GST receivable	1,863	297
Prepaid expenses	(20,753)	(23,045)
Accounts payable and accrued liabilities	61,804	(6,938)
Net cash provided by (used in) operating activities	91,548	(104,963)
FINANCING ACTIVITIES		
Proceeds from stock options exercised	15,000	11,875
Net cash provided by financing activities	15,000	11,875
Effect of exchange rate changes on cash	1,054	(1,513)
Change in cash during the period	107,602	(94,601)
Cash, beginning of the period	250,772	309,641
Cash, end of the period	\$ 358,374	\$ 215,040

Supplementary cash flow information (note 9).

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

PURE ENERGY MINERALS LIMITED

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Unaudited - Expressed in Canadian dollars)

1. NATURE OF BUSINESS AND GOING CONCERN

Pure Energy Minerals Limited ("Pure Energy" or the "Company") was incorporated on May 10, 2007 under the British Columbia *Business Corporations Act*. The Company's principal business activities are the acquisition, exploration and development of mineral properties. The Company is domiciled in Canada and is a reporting issuer in British Columbia and Alberta. Its common shares are publicly traded on the TSX Venture Exchange (the "Exchange") under the stock symbol "PE". In addition, the Company trades on the OTCQB trading platform in the United States under the trading symbol "PEMIF" and on the Börse Frankfurt (Stock Exchange) under the trading symbol "AHG". The address of its head office is 1100 – 1111 Melville Street, Vancouver, British Columbia, Canada, V6E 3V6.

On November 23, 2020, the Company completed a six for one (6:1) common share consolidation. All share figures and per share figures in these condensed consolidated interim financial statements have been retroactively adjusted to reflect the share consolidation.

At September 30, 2021, the Company had not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete development and upon future profitable production from the mineral properties or proceeds from the disposition of the mineral properties. Under the terms of an earn-in agreement dated May 1, 2019 (the "Transaction") with Schlumberger Technology Corporation ("SLB"), a subsidiary of Schlumberger Limited, SLB is responsible for all costs associated with the Clayton Valley Project ("CV project") and pilot plant (note 4).

For the three months ended September 30, 2021, the Company incurred net income of \$48,634 (2020 – net loss of \$145,836), which was funded by the issuance of equity and royalty revenue. At September 30, 2021, the Company had a working capital surplus of \$50,355 (June 30, 2021 – deficit of \$12,752) and an accumulated deficit of \$27,255,425 (June 30, 2021 - \$27,304,059). The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

The 2020 outbreak of the coronavirus, also known as COVID-19, continues to impact worldwide economic activity. The extent to which the coronavirus may impact the Company's business activities will depend on future developments, such as the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and, as such, the Company cannot determine their long-term financial impact at this time. Federal, provincial and local governments have issued public health orders in response to COVID-19, which may cause some delay in the Company's operations.

The above factors and the necessity that the Company raise sufficient funds to carry out its exploration and development plans is conditional, in part, on the continuation of its agreements and investor support. The material uncertainty raised by these events and conditions may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not give effect to any adjustments, which would be necessary should the Company be unable to continue as a going concern. In such circumstances, the Company would be required to realize its assets and discharge its liabilities outside of the normal course of business, and the amounts realized could differ materially from those reflected in the accompanying consolidated financial statements.

PURE ENERGY MINERALS LIMITED

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Unaudited - Expressed in Canadian dollars)

2. BASIS OF PRESENTATION

a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. They do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual consolidated financial statements for the fiscal year ended June 30, 2021, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board.

The condensed consolidated interim financial statements were authorized for issue by the Company's Audit Committee on behalf of the Board of Directors on November 29, 2021.

b) Basis of presentation

These condensed consolidated interim financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The accounting policies set out below have been applied consistently to all periods presented in these condensed consolidated interim financial statements.

c) Consolidation

The condensed consolidated interim financial statements include the accounts of the Company and its 100% wholly owned subsidiaries, 0891884 B.C. Ltd., Esmeralda Minerals, LLC, 1056625 B.C. Ltd., 1061582 B.C. Ltd. and LT Capital Holdings, LLC (collectively referred to as the "Company" or "Group"). Subsidiaries are entities controlled by the Company. Control exists when the Company has 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. Intercompany balances and transactions are eliminated on consolidation.

d) Significant accounting estimates and judgments

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated interim financial statements and reported amounts of expenses during the reporting period. These condensed consolidated interim financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes could differ from these estimates.

Significant assumptions about the future that management has made and other sources of estimation uncertainty at the reporting date, which could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to the following.

PURE ENERGY MINERALS LIMITED

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Unaudited - Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (continued)

d) Significant accounting estimates and judgments (continued)

Critical accounting estimates

- The inputs used in valuing share-based compensation;
- The timing and amount of the asset retirement obligation.

Critical accounting judgments

- The assessment of indications of impairment of the exploration and evaluation assets;
- The determination of the functional currency of each entity within the Group;
- The assessment of the Company's ability to continue as a going concern.

3. SIGNIFICANT ACCOUNTING POLICIES

These condensed consolidated interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited annual consolidated financial statements for the fiscal year ended June 30, 2021.

PURE ENERGY MINERALS LIMITED

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Unaudited - Expressed in Canadian dollars)

4. EXPLORATION AND EVALUATION ASSETS

		Clayton Valley Claims
Acquisition costs		
Balance, June 30, 2020	\$	19,792,118
Shares issued under amended option agreement		578,721
Shares issued to acquire 2% royalty		89,250
Cash paid to acquire 2% royalty		30,985
Impact of foreign exchange		(8,357)
Balance, June 30, 2021		20,482,717
Impact of foreign exchange		2,350
Balance, September 30, 2021	\$	20,485,067
Exploration and evaluation		
Balance, June 30, 2020	\$	14,451,076
Asset retirement obligation		(26,953)
Claims renewal and maintenance costs		8,566
Impact of foreign exchange		(46,720)
Balance, June 30, 2021		14,385,969
Impact of foreign exchange		13,298
Balance, September 30, 2021	\$	14,399,267
Total, June 30, 2021	\$	34,868,686
Total, September 30, 2021	\$	34,884,334

PURE ENERGY MINERALS LIMITED

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Unaudited - Expressed in Canadian dollars)

4. EXPLORATION AND EVALUATION ASSETS (continued)**Clayton Valley Claims**Schlumberger Transaction

The Company entered into an agreement with SLB on May 28, 2019 (the "Earn-In Agreement") for an earn-in option (the "Option") of, and if completed, the sale of the CV Project to SLB.

The Earn-In Agreement provides a three-year earn-in period (the "Option Period") commencing on the receipt of the final federal and state permits necessary for the construction of the Pilot Plant. SLB may exercise the Option at any time during the Option Period, provided that the Pilot Plant has become operational in accordance with prescribed specifications.

Concurrently, SLB undertook a private placement in the Company for US\$1,500,000, representing 5,403,623 shares, and converted convertible debt of US\$400,000 and interest of \$19,765, representing 920,618 shares, of Pure Energy. These transactions resulted SLB holding a 18.6% interest in Pure Energy at September 30, 2021 (June 30, 2021 – 18.6%).

During the Option Period, SLB will assume all project-related property, permitting and development costs and will act as operator of the Project.

Upon exercise of the Option, the Company will be entitled to receive a 3% net smelter return royalty ("NSR") on minerals produced at the CV Project and an Advance Minimum Royalty ("AMR") payment of US\$400,000 annually commencing January 1, 2021 for a period of five years or until the CV Project achieves commercial production. AMR payments are non-refundable but are re-coupable by SLB against up to 60% of future NSR payments.

During the three months ended September 30, 2021, the Company recognized \$126,000 (US\$100,000) (2020 - \$nil) of royalty revenue related to the AMR payments outlined in the Earn-In Agreement.

GeoXplor Corp. and Clayton Valley Lithium Inc. for the CV and DB claims in Clayton Valley, Esmeralda County, Nevada

On May 12, 2014, the Company entered into a definitive option agreement with GeoXplor to earn a 100% interest in the CV and DB claims in Clayton Valley, Esmeralda County, Nevada (the "Property"). Under the agreement, GeoXplor was the operator, and the Company had an option to earn a 100% interest for the following consideration:

Date	Cash Payment US\$	Expenditure Requirement US\$	Share Issuance
Effective date (paid/issued)	100,000	-	166,667
Within one year (paid/issued)	250,000	750,000	29,485
Within two years (paid/issued)	250,000	1,000,000	29,485
Within three years (superseded)	250,000	2,000,000	29,485
Within four years (superseded)	250,000	Pre-feasibility study or commercial production	29,485
Total	1,100,000	3,750,000	284,607

On May 10, 2017, the Company entered into a new option agreement with GeoXplor (described below under "GeoXplor-LiX consolidated agreement"). The new option agreement supersedes the original May 12, 2014 agreement.

GeoXplor is a private company that holds the CV and DB mineral claims, subject to the option agreement described above. Prior to this new agreement, GeoXplor also provided contract exploration services to Pure Energy at the CV Project.

PURE ENERGY MINERALS LIMITED

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Unaudited - Expressed in Canadian dollars)

4. EXPLORATION AND EVALUATION ASSETS (continued)**Clayton Valley Claims (continued)****Nevada Alaska Option and Lease Agreement for the CD and CE claims in Clayton Valley, Esmeralda County, Nevada**

On May 31, 2015 (the "Effective date"), the Company entered into an option and lease agreement whereby the Company acquired an exclusive lease and exploration license to conduct exploration and evaluation work on certain unpatented placer mining claims located in Esmeralda County, Nevada. Consideration for this acquisition is as follows:

Date	Cash Payment	Share Issuance
Effective date (paid/issued)	\$35,000	37,770
Within one year (paid/issued)	\$35,000	2,380
Within two years (paid/issued)	\$35,000	2,564
Within three years (paid/issued)	\$35,000	6,369
Within four years (paid by SLB, issued)	\$35,000	21,653
Within five years and each year thereafter ⁽¹⁾	US\$75,000	-

⁽¹⁾ SLB paid US\$75,000 on May 29, 2020 and May 27, 2021

The Company can acquire a 100% interest in the property by making a payment to the optionor of US\$500,000 or issuing shares of the Company of equal value. The optionor will retain a 3% NSR on the property.

GeoXplor-LiX consolidated agreement for NSP, PM, CV, DB, CVL and CVS claims in Clayton Valley, Esmeralda County

On May 10, 2017, the Company entered into an agreement to acquire Lithium X Energy Corp.'s ("Lithium X") subsidiaries holding certain Clayton Valley properties and property options and to consolidate the claims with the GeoXplor claims under a revised option agreement. The transaction resulted in 100% acquisition of three subsidiaries, 1056625 B.C. Ltd., 1061582 B.C. Ltd. and LT Capital Holdings, LLC.

The Company issued 3,339,697 common shares at a fair value of \$12,022,909 and 337,048 share purchase warrants measured at a fair value of \$724,223. The fair value of the shares and warrants issued, along with the costs incurred to complete the transaction, were capitalized in accordance with the Company's accounting policy over its evaluation and exploration assets. On acquisition, the Company also assumed and recognized an asset retirement obligation, measured at a fair value of \$81,381. The warrants expired unexercised during the year ended June 30, 2020.

In addition, Lithium X acquired 595,238 units of the Company for gross proceeds of \$2,000,000. Each unit consisted of one common share and one-half of one share purchase warrant. The warrants expired unexercised during the year ended June 30, 2020. As part of the agreement, the Company was assigned the obligation to pay a 2% NSR from the production of minerals and mineral ores which are extracted from the CVS and CVL claims to the original seller of such claims to Lithium X. On May 26, 2021, the Company entered into an agreement to purchase the 2% NSR. The purchase of the underlying royalty removes any future obligation by the Company for royalty payments on these properties. The purchase price consisted of 75,000 common shares of the Company, valued at \$89,250 and a cash payment of \$30,985 (US\$25,000). The Company was also required to reimburse the seller \$6,411 (US\$5,000) of legal expenses.

PURE ENERGY MINERALS LIMITED

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Unaudited - Expressed in Canadian dollars)

4. EXPLORATION AND EVALUATION ASSETS (continued)**Clayton Valley Claims (continued)****GeoXplor-LiX consolidated agreement (continued)**

On May 10, 2017, the Company also entered into a new option agreement with GeoXplor, closing June 5, 2017. The option agreement superseded the May 12, 2014 agreement (CV and DB claims). Under the option agreement, the Company decreases its royalty obligations and assumes operatorship over an expanded group of optioned mineral claims. The agreement required the completion of a feasibility study by December 31, 2019 and the payment of USD\$4.5 million on or before July 1, 2021.

The Company entered into amending agreements with GeoXplor dated June 8, 2018, August 10, 2018, October 1, 2018, and April 20, 2021.

Total cash consideration of US\$1,037,500 was paid to GeoXplor between May 10, 2017 and May 30, 2019.

Total share consideration of 1,083,333 common shares was issued to GeoXplor between May 10, 2017 and December 31, 2018.

The fourth amending agreement dated April 20, 2021 provides a modified payment schedule as follows, and eliminates the feasibility requirement in exchange for a final investment decision by SLB.

- (i) US\$500,000 in value of the Company's shares on the signing of the fourth amending agreement (issued);
- (ii) US\$250,000 of the Company's shares on or before June 30, 2021 (transferred from SLB's existing holdings);
- (iii) US\$250,000 of the Company's shares on or before December 31, 2021 (to be transferred from SLB's existing holdings);
- (iv) US\$500,000 on June 30, 2022 (to be paid by SLB);
- (v) US\$500,000 on December 31, 2022 (to be paid by SLB);
- (vi) US\$3,000,000 on December 31, 2023 or earlier at the discretion of SLB (to be paid by SLB); and
- (vii) US\$1,000,000 in value of the Company's shares on the earlier of the date of the final investment decision date or December 31, 2023 (to be issued by the Company).

The terms of the royalty obligation with GeoXplor are as follows:

- (i) A 3% royalty on all minerals produced and extracted from the GeoXplor property;
- (ii) Payment of an advance royalty of US\$250,000 on the fourth (paid subsequently by SLB) and fifth anniversaries of the May 10, 2017 option agreement (creditable against the production royalty in (i) above); and
- (iii) Payment of an advance royalty of US\$500,000 on each anniversary thereafter (creditable against the production royalty in (i) above).

The royalty can be purchased by the Company for US\$10,000,000 at any time after the eighth anniversary and prior to the ninth anniversary of the closing date.

Under the Bureau of Land Management of the United States (the "Bureau"), the Company is required to hold reclamation bonds that cover the estimated cost to reclaim the disturbed ground. As at September 30, 2021, the Company has recorded reclamation bonds of \$58,043 (June 30, 2021 - \$56,462) relating to its Clayton Valley claims. The total asset retirement obligation has been estimated as the value of reclamation bond requirements, which total \$58,043 (June 30, 2021 - \$56,462) as at September 30, 2021. Management believes that the value of the reclamation bonds as calculated by the Bureau is an accurate representation of the limited ground disturbance that has been caused to date, and the costs to remediate such is appropriate.

PURE ENERGY MINERALS LIMITED

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Unaudited - Expressed in Canadian dollars)

4. EXPLORATION AND EVALUATION ASSETS (continued)**NE Claims**

On November 8, 2017, the Company entered into an asset purchase agreement (the "Agreement") with Advantage Lithium Corp. ("Advantage") and Nevada Sunrise Gold Corporation ("Nevada Sunrise") (together, the "Vendors") to acquire the Clayton NE claim blocks (the "Acquired Claims") located in Esmeralda County, Nevada.

Pursuant to the Agreement, Pure Energy issued to the Vendors an aggregate 1,166,667 common shares (the "Consideration Shares"), with 816,667 Consideration Shares issued to Advantage and 350,000 Consideration Shares issued to Nevada Sunrise. In addition, in respect of certain of the Acquired Claims, the Company has agreed to assume a 3% gross overriding royalty granted in favour of a prior owner.

The Agreement required that the Vendors would not, directly or indirectly, sell or transfer any of the Consideration Shares.

5. RELATED PARTY TRANSACTIONS AND BALANCES

The Company's related parties consist of the directors, executive officers and companies owned in whole or in part by them. Transactions are measured at the exchange amount, which is the amount agreed to by the parties.

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

Compensation of key management personnel

For the three months ended:	September 30, 2021	September 30, 2020
Management fees and salaries	\$ 47,612	\$ 49,535
Share-based compensation – officers and management	-	30,700
Share-based compensation – directors	-	23,476
Total	\$ 47,612	\$ 103,711

Other related parties

During the three months ended September 30, 2021, the Company incurred professional fees of \$5,823 (2020 - \$3,072) and share-based compensation of \$Nil (2020 - \$4,515) to a company controlled by an officer of the Company.

Amounts due to related parties

At September 30, 2021, accounts payable and accrued liabilities include \$163,243 (June 30, 2021 - \$148,965) owing to directors and officers of the Company and a company controlled by an officer of the Company for accrued and unpaid management fees, salaries, expense reimbursements, accounting services and management services. These amounts are unsecured, non-interest-bearing and due on demand.

6. SHARE CAPITAL**a) Authorized**

The Company is authorized to issue an unlimited number of common shares without par value.

PURE ENERGY MINERALS LIMITED

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Unaudited - Expressed in Canadian dollars)

6. SHARE CAPITAL (continued)

b) Issued and outstanding

Share capital activity for the three months ended September 30, 2021 is described as follows:

- (i) During the three months ended September 30, 2021, the Company issued 50,000 common shares pursuant to the exercise of stock options for proceeds of \$15,000.

Share capital activity for the year ended June 30, 2021 is described as follows:

- (ii) On June 2, 2021, the Company issued 75,000 common shares at a fair value of \$1.19 per share to acquire a 2% NSR, related to 345 of its placer claims in Esmeralda County, Nevada (Note 4).
- (iii) On May 3, 2021 the Company issued 419,363 common shares at a fair value of \$1.38 per share pursuant to the signing of the fourth amending agreement with GeoXplor (Note 4).
- (iv) During the year ended June 30, 2021, the Company issued 336,250 common shares pursuant to the exercise of stock options for proceeds of \$100,875. The Company's weighted average share price during the period which these options were exercised was \$1.46.
- (v) On January 27, 2021, the Company issued 17,788 common shares pursuant to the exercise of brokers warrants for proceeds of \$42,691. The Company's share price on the date these warrants were exercised was \$1.96.

c) Stock options

The Company grants incentive stock options as permitted pursuant to the Company's Stock Option Plan (the "Plan"), which complies with the rules and policies of the Exchange. Under the Plan, the exercise price of each option may not be less than the discounted market price (as defined). The aggregate number of common shares that may be subject to option at any one time may not exceed 10% of the issued common shares. The options are subject to vesting provisions as determined by the Board of Directors. The maximum term is 10 years.

The continuity of stock options for the three months ended September 30, 2021 and the year ended June 30, 2021 is as follows:

	Number of Options	Weighted Average Exercise Price (\$)
Balance, June 30, 2020	1,520,836	1.60
Granted	83,333	0.90
Exercised	(336,250)	(0.30)
Expired/Cancelled	(116,667)	(3.68)
Balance, June 30, 2021	1,151,252	1.71
Exercised	(50,000)	(0.30)
Balance, September 30, 2021	1,101,252	1.78
Fully vested and exercisable at September 30, 2021	1,101,252	1.78

PURE ENERGY MINERALS LIMITED

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

*(Unaudited - Expressed in Canadian dollars)***6. SHARE CAPITAL (continued)**

c) Stock options (continued)

A summary of the Company's options outstanding as at September 30, 2021 is as follows:

Expiry Date	Exercise Price (\$)	Options Outstanding	Weighted Average Remaining Life of Options (Years)	Options Exercisable
April 19, 2022	3.00	54,167	0.55	54,167
July 11, 2022	3.42	200,000	0.78	200,000
February 26, 2023	2.22	391,667	1.41	391,667
May 21, 2023	1.62	41,667	1.64	41,667
June 8, 2025	0.30	330,418	3.69	330,418
October 27, 2025	0.90	83,333	4.08	83,333
		1,101,252	2.15	1,101,252

d) Share-based compensation

During the three months ended September 30, 2021, the Company expensed \$nil (2020 - \$70,277) relating to stock options granted and vested.

e) Warrants

A summary of the changes in the Company's warrants for the three months ended September 30, 2021 and the year ended June 30, 2021 is presented below.

	Agent Warrants		Financing Warrants	
	Number of Warrants	Weighted Average Exercise Price (\$)	Number of Warrants	Weighted Average Exercise Price (\$)
Balance, June 30, 2020	111,859	2.40	2,290,833	3.30
Exercised	(17,788)	(2.40)	-	-
Expired	(94,071)	(2.40)	(2,290,833)	(3.30)
Balance, June 30, 2021 and September 30, 2021	-	-	-	-

Financing warrants granted are valued using the residual value method. No financing warrants were granted during the three months ended September 30, 2021.

f) Reserves

As at September 30, 2021 and June 30, 2021, reserves consisted of the following:

	September 30, 2021	June 30, 2021
Loan forgiveness	\$ 2,449,536	\$ 2,449,536
Stock options	785,809	799,348
Total reserves	\$ 3,235,345	\$ 3,248,884

PURE ENERGY MINERALS LIMITED

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Unaudited - Expressed in Canadian dollars)

7. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of mineral properties. The Company considers the items in shareholders' equity as capital. There has been no change to what the Company considers capital from the prior year. The Company does not have any externally imposed capital requirements to which it is subject.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue common shares, dispose of assets or adjust the amount of cash. There has been no change to how capital is managed from the prior year.

8. FINANCIAL INSTRUMENTS**Fair value**

As at September 30, 2021, the Company's financial instruments consist of cash, reclamation bonds, accounts payable and accrued liabilities.

IFRS 13 *Fair Value Measurement* establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value.

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.
- Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e., quoted prices for similar assets or liabilities).
- Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable.

The reclamation bonds, accounts payable and accrued liabilities all have carrying amounts that approximate their fair values, due to either the short-term nature of these instruments or the attached market rate of interest. The Company's cash is carried at fair value in accordance with level 1 of the fair value hierarchy.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The financial instrument that potentially subjects the Company to concentrations of credit risk consists principally of cash. To minimize the credit risk, the Company places its cash with high quality financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due (see note 1). The Company manages liquidity risk through the management of its capital structure, as outlined in note 7. The Company is working diligently to seek financing to meet its cash needs.

The Company monitors its ability to meet its short-term exploration and administrative expenditure requirements by raising additional funds through share issuance when required. The Company's accounts payable and accrued liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company's asset retirement obligation would become due in the event the Company chose to abandon its held claims, giving rise to the obligation to reclaim any disturbance. The reclamation bonds are held to satisfy the asset retirement obligation in the event it was to be triggered. The Company currently has no plans to drop such claims.

PURE ENERGY MINERALS LIMITED

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended September 30, 2021 and 2020

(Unaudited - Expressed in Canadian dollars)

8. FINANCIAL INSTRUMENTS (continued)**Foreign exchange risk**

The Company is exposed to currency fluctuations. From time to time, the Company has US dollar balances in cash, amounts receivable, reclamation bonds, accounts payable and accrued liabilities, and is therefore exposed to gains or losses on foreign exchange. A significant change in the currency exchange rate between the Canadian dollar relative to the US dollar could have an effect on the Company's profit or loss, financial position and/or cash flows. The Company has not hedged its exposure to currency fluctuations at September 30, 2021.

At September 30, 2021, the Company, through its wholly owned subsidiaries, had a foreign currency cash balance of US\$258,387, reclamation bonds of US\$45,556, and accounts payable and accrued liabilities in foreign currencies of US\$164,902. The Company is committed to certain property payments and exploration and evaluation expenditures that are denominated in US dollars. A 10% change in the Canadian dollar versus the US dollar would give rise to a gain/loss of approximately \$7,400 based on the Company's current net exposure. In practice, the actual results may differ from this sensitivity analysis, and the difference may be material. Management considers foreign exchange to be a significant risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The interest earned on cash balances approximates fair value rates, and the Company is not at a significant risk to fluctuating interest rates. At September 30, 2021, the Company does not hold any liabilities that are subject to interest.

Price risk

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company's ability to raise capital to fund exploration and evaluation activities is subject to risks associated with fluctuations in the market price of lithium. The Company closely monitors commodity prices to determine the appropriate course of action to be taken.

9. SUPPLEMENTARY CASH FLOW INFORMATION

Non-cash Financing and Investing Activities	September 30, 2021	September 30, 2020
Fair value of options exercised	\$ 13,539	\$ 10,718

There were no cash flows for interest and income taxes during the three months ended September 30, 2021 and 2020.