



**Baselode Energy Corp.**

**Condensed Interim Financial Statements**

For the three and nine months ended September 30, 2023 and 2022

*(Unaudited - Expressed in Canadian Dollars)*

**Notice of No Auditor Review of Interim Financial Statements**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying condensed interim financial statements of the company have been prepared by and are the responsibility of the company's management. The company's independent auditor has not performed an audit or review of these condensed interim financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants.

**Baselode Energy Corp.**  
**Condensed Interim Statements of Financial Position**  
(Unaudited - Expressed in Canadian dollars)

As at	Notes	September 30, 2023	December 31, 2022
<b>ASSETS</b>			
<b>Current</b>			
Cash		\$7,360,431	\$7,043,611
Amounts receivable		90,100	825,380
Prepaid expenses and deposits		119,086	52,535
Due from related party	11	108,979	68,233
Total current assets		7,678,596	7,989,759
Equipment	5	172,297	202,702
<b>TOTAL ASSETS</b>		<b>\$7,850,893</b>	<b>\$8,192,461</b>
<b>LIABILITIES</b>			
<b>Current</b>			
Accounts payable and accrued liabilities		\$767,666	\$294,878
Flow-through share premium liability		156,491	\$1,216,117
<b>TOTAL LIABILITIES</b>		<b>924,157</b>	<b>1,510,995</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	10	\$31,602,244	26,776,384
Reserves	10	10,088,092	7,706,056
Deficit		(34,763,600)	(27,800,974)
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>6,926,736</b>	<b>6,681,466</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>\$7,850,893</b>	<b>\$8,192,461</b>

Nature of operations (Note 1)  
Going concern (Note 2)  
Commitments and contingencies (Note 12)  
Subsequent event (Note 13)

Approved on behalf of the Board

"Stephen Stewart" Director

"James Sykes" Director

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

**Baselode Energy Corp.****Condensed Interim Statements of Loss and Comprehensive Loss**

(Unaudited - Expressed in Canadian dollars)

		Three months ended September 30		Nine months ended September 30	
	Notes	2023	2022	2023	2022
<b>EXPENSES</b>					
Exploration and evaluation expenditures	6	<b>\$2,991,990</b>	\$2,797,717	<b>\$5,995,399</b>	\$14,506,540
Share-based compensation	11	<b>414,894</b>	291,113	<b>1,594,034</b>	720,279
Management and consulting	11	<b>85,600</b>	87,529	<b>259,560</b>	259,452
Transfer agent, filing fees and shareholder communications		<b>148,356</b>	116,228	<b>319,075</b>	327,681
Professional fees		<b>24,616</b>	2,367	<b>83,631</b>	45,582
Office, general and administrative		<b>41,269</b>	18,318	<b>160,596</b>	114,486
Amortization	5	<b>10,135</b>	11,305	<b>30,408</b>	33,918
Interest income, net of interest income		<b>(97,986)</b>	(45,061)	<b>(264,192)</b>	(102,990)
<b>TOTAL EXPENSES</b>		<b>\$3,618,874</b>	\$3,279,516	<b>\$8,178,511</b>	\$15,904,948
<b>(Loss) from operations for the period</b>		<b>(3,618,874)</b>	3,279,516	<b>(8,178,511)</b>	15,904,948
<b>Deferred income tax recovery</b>					
Flow-through share premium liability renunciation		<b>(173,885)</b>	-	<b>(1,215,885)</b>	-
<b>NET (LOSS) AND COMPREHENSIVE LOSS FOR THE PERIOD</b>		<b>\$(3,792,759)</b>	\$3,279,516	<b>\$(6,962,626)</b>	\$15,904,948
<b>Weighted average number of shares - basic and diluted</b>		<b>102,302,820</b>	85,355,219	97,478,047	85,210,798
<b>(Loss) per share – basic and diluted</b>		<b>\$(0.04)</b>	\$0.04	<b>\$(0.07)</b>	\$0.19

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

**Baselode Energy Corp.**  
**Condensed Interim Statements of Changes in Shareholders' Equity (Deficit)**  
(Expressed in Canadian dollars)

	Number of Shares	Share Capital	Share-based Reserve	Retained Earnings (Deficit)	Total Equity
<b>Balance at December 31, 2021</b>	83,633,866	\$24,073,364	\$6,175,045	\$(9,698,075)	\$20,550,334
Loss for the period	-	-	-	(15,904,948)	(15,904,948)
Stock options exercised	225,000	221,435	(95,435)	-	126,000
Exercise of warrants	2,642,079	1,126,795	(220,359)	-	906,436
Share-based payments	-	-	720,279	-	720,279
<b>Balance at September 30, 2022</b>	86,292,207	\$25,361,792	\$6,348,219	\$(22,323,507)	\$6,398,101
<b>Balance at December 31, 2022</b>	90,204,249	\$26,776,384	\$7,706,056	\$(27,800,974)	\$6,681,466
Loss for the period	-	-	-	(6,962,626)	(6,962,626)
Share issued on flow-through private placement	10,417,349	3,523,280	992,410	-	4,515,691
Stock options exercised	80,000	8,000	-	-	8,000
Warrants exercised	2,725,429	1,294,580	(204,408)	-	1,090,172
Share-based payments	-	-	1,594,034	-	1,594,034
<b>Balance at September 30, 2023</b>	<b>103,427,027</b>	<b>\$31,602,244</b>	<b>\$10,088,092</b>	<b>\$(34,763,600)</b>	<b>\$6,926,736</b>

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

**Baselode Energy Corp.**  
**Condensed Interim Statements of Cash Flows**  
(Unaudited - Expressed in Canadian dollars)

<i>For the nine months ended</i>	<b>September 30, 2023</b>	<b>September 30, 2022</b>
<b>Operating activities</b>		
(Loss) for the period	<b>\$(6,740,921)</b>	\$(15,904,948)
Items not involving cash		
Amortization	<b>30,408</b>	33,918
Flow-through share premium renunciation	<b>(1,215,885)</b>	-
Share-based payments	<b>1,372,329</b>	720,279
Changes in non-cash working capital items		
Prepaid expenses	<b>(66,551)</b>	114,496
Amounts receivable	<b>735,280</b>	(726,829)
Accounts payable and accrued liabilities	<b>472,784</b>	110,496
Due from related party	<b>(40,746)</b>	-
Net cash used in operating activities	<b>\$(5,453,302)</b>	\$(15,652,588)
<b>Financing activities</b>		
Shares issued on flow-through private placement, net	<b>4,671,951</b>	-
Warrants exercised	<b>1,090,172</b>	906,436
Stock options exercised	<b>8,000</b>	126,000
Net cash provided by financing activities	<b>\$5,770,122</b>	\$1,032,436
<b>Investing activities</b>		
Purchase of equipment	-	(43,611)
Due to/from related parties	-	(13,847)
Net cash (used in) investing activities	<b>\$-</b>	\$(57,458)
<b>Net increase in cash</b>	<b>316,820</b>	(14,677,610)
<b>Cash, beginning of period</b>	<b>7,043,611</b>	20,197,903
<b>Cash, end of period</b>	<b>\$7,360,431</b>	\$5,520,293

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

# **Baselode Energy Corp.**

## **Notes to the Condensed Interim Financial Statements**

**For the three and nine months ended September 30, 2023 and 2022**

(Unaudited - Expressed in Canadian dollars)

### **1. NATURE OF OPERATIONS**

Baselode Energy Corp. (Formerly Rider Investment Capital Corp.) (the “Company” or “Baselode”) was incorporated under the Alberta Business Corporations Act on January 30, 2018 and was a Capital Pool Company, as defined in the Policy 2.4 of the TSX Venture Exchange. On June 10, 2020, the Company closed an agreement to acquire the Mann Mine, began trading under the symbol “FIND” and concurrently changed its name to Baselode Energy Corp.

Baselode’s principal business is the acquisition and exploration of mineral properties. To date, the Company has not earned any revenue as it is in the exploration stage. The ability of the Company to carry out its business plan rests with its ability to secure equity and other financing. The Company’s head office is located at 55 University Avenue, Suite 1805, Toronto, Ontario, M5J 2H7.

### **2. GOING CONCERN**

The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The recoverability of the amounts expended on mineral properties are dependent upon future profitable production or proceeds from the disposition of properties.

The business of mining and exploration involves a high degree of risk and there can be no assurance that the Company’s exploration programs will result in profitable mining operations. The Company’s continued existence is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its properties, making the required payments pursuant to mineral property option agreements and/or securing additional financing; all of which are uncertain.

Although the Company has taken steps to verify title to the properties on which it is conducting its exploration activities, these procedures do not guarantee the Company’s title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, social licensing requirements, aboriginal land claims and non-compliance with regulatory and environmental requirements. The Company’s property interests may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

The Company raised funds during the current period and year ended December 31, 2022, and will utilize these funds for its exploration programs and working capital requirements. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change and existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations.

Management believes the Company has sufficient funds or access to sufficient funds to cover planned operations throughout the next twelve-month period. However, management plans on securing additional financing through the issue of new equity, among other things. Nevertheless, there is no assurance that these initiatives will be successful. These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Accordingly, it does not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern and, therefore,

## **Baselode Energy Corp.**

### **Notes to the Condensed Interim Financial Statements**

#### **For the three and nine months ended September 30, 2023 and 2022**

(Unaudited - Expressed in Canadian dollars)

be required to realize its assets and liquidate its liabilities in other than in the normal course of business and at amounts that may differ from those shown in these financial statements. Such adjustments could be material.

As at September 30, 2023, the Company had working capital excluding flow-through share liability of \$6,910,931 (December 31, 2022 - \$7,694,881), and an accumulated deficit of \$34,763,600 (December 31, 2022 - \$27,800,974). The Company has no proven history of performance, earnings or success.

### **3. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION**

#### **a) Statement of compliance and basis of measurement**

These unaudited condensed consolidated interim financial statements ("interim financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") with interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") which the Canadian Accounting Standards Board has approved for incorporation into Part I of the CPA Canada Handbook – Accounting, as applicable to the preparation of interim financial statements, including International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34"). These interim financial statements should be read in conjunction with the December 31, 2022 consolidated annual financial statements. These interim financial statements were authorized for issuance by the Audit Committee on behalf of the Board of Directors on November 29, 2023.

These interim financial statements follow the same accounting principles and methods of application as disclosed in the consolidated financial statements as at and for the year ended December 31, 2022. The interim consolidated financial statements may condense or omit certain disclosures that otherwise would be present in annual financial statements prepared in accordance with IFRS.

#### **b) Significant accounting judgments and sources of estimation uncertainty**

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts and the valuation of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the period reported.

Management uses its best estimates for these purposes, based on assumptions that it believes reflect the most probable set of economic conditions and planned courses of action. However, actual results could differ materially from these estimates.

The significant areas of estimation and uncertainty considered by management in preparing the condensed consolidated interim financial statements for the nine-month period ended September 30, 2023 are the same as those described in the Company's annual financial statements for the year ended December 31, 2022.

#### **c) Significant accounting policies**

The Company's accounting policies applied to all periods presented in these Financial Statements are the same as those applied by the Company in its annual consolidated financial statements as at and for the year ended December 31, 2022, except as detailed in note 4.

## Baselode Energy Corp.

### Notes to the Condensed Interim Financial Statements

For the three and nine months ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian dollars)

#### 4. FUTURE ACCOUNTING PRONOUNCEMENTS

At the date of authorization of these consolidated interim financial statements, the IASB has issued new and revised Standards and Interpretations which are not yet effective for the relevant reporting period. Many are not applicable or do not have a significant impact to the Company. Management is currently evaluating the impact of these pronouncements on the Company's consolidated interim financial statements.

#### 5. EQUIPMENT

	Automotive equipment	Computer Equipment	Mining equipment	Total
<b>Cost</b>				
Balance, January 1, 2022	\$75,165	\$7,337	\$177,358	\$259,860
Additions	43,611	-	-	43,611
Balance, December 31, 2022	118,776	7,337	177,358	303,471
Additions	-	-	-	-
<b>Balance, September 30, 2023</b>	<b>\$118,776</b>	<b>\$7,337</b>	<b>\$177,358</b>	<b>\$303,471</b>
<b>Accumulated amortization</b>				
Balance, January 1, 2022	\$14,382	\$1,931	\$39,232	\$55,545
Amortization	16,518	1,081	27,625	45,224
Balance, December 31, 2022	30,900	3,012	66,857	100,769
Amortization	13,181	648	16,576	30,405
<b>Balance, September 30, 2023</b>	<b>44,081</b>	<b>3,660</b>	<b>83,433</b>	<b>131,174</b>
Net book value, January 1, 2022	87,876	4,325	110,501	202,702
<b>Net book value, September 30, 2023</b>	<b>\$74,695</b>	<b>\$3,677</b>	<b>\$93,925</b>	<b>\$172,297</b>

#### 6. EXPLORATION AND EVALUATION EXPENSES

The following are details of the Company's exploration and evaluation expenses for the periods ended:

	September 30, 2023	September 30, 2022	Accumulated From Property Inception
Mann project, Ontario	\$-	\$34,478	\$1,536,507
Shadow, Hook and Catharsis Project, Saskatchewan	5,995,399	14,472,062	25,690,647
	<b>\$5,995,399</b>	<b>\$14,506,540</b>	<b>\$27,227,154</b>

##### Mann Project

The Company has 100% ownership of the Mann Silver-Cobalt Mine Project which is in the Shining Tree district of Ontario. The Mann Project consists of 18 contiguous mining claims and the Project is subject to various NSR ranging from 2% to 4% with rights to buyback of 1% of the NSR.

##### Shadow Project

In June 2020, the Company acquired 100% ownership of the Shadow Uranium Project in the Athabasca Basin area of northern Saskatchewan, Canada. The Project is free of any option agreement or underlying

## **Baselode Energy Corp.**

### **Notes to the Condensed Interim Financial Statements**

#### **For the three and nine months ended September 30, 2023 and 2022**

(Unaudited - Expressed in Canadian dollars)

royalties. In 2023, the Company paid deficiency deposits totalling \$430,000 to keep the Shadow Uranium Project claims in good standing. The deposit is equal to the amount of work required to keep the claims in good standing and is recoverable once the required work is completed in 2023. The Company has recognized the deposits as an expense in the current period.

#### **Hook Project**

In July 2020, the Company acquired 100% ownership of the Hook Uranium Project in the Athabasca Basin area of northern Saskatchewan, Canada. The Project is free of any option agreement or underlying royalties.

#### **Catharsis Project**

In March 2021, the Company acquired 100% ownership of the Catharsis Uranium Project in the Athabasca Basin area of northern Saskatchewan, Canada. The Project is free of any option agreement or underlying royalties.

## **7. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns to shareholders and benefits to other stakeholders. The Company considers the items included in equity as capital. The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through equity offerings or return capital to shareholders.

There can be no assurance that the Company will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management in the period.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

## **8. FINANCIAL RISK MANAGEMENT**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

#### ***Fair value of financial instruments***

The fair value of financial instruments approximates their carrying value due to the short-term maturity of these instruments. As at September 30, 2023 and December 31, 2022, the Company has no financial instruments to classify in the fair value hierarchy. The fair value of the Company's financial instruments approximate their carrying amount given their short term nature.

#### ***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. GST/HST receivable is due from the Government of Canada and the Company believes the risk of loss related to these is remote. The Company's exposure to credit risk is on its cash held in bank accounts. Cash is held with major banks in Canada. Management assesses credit risk of cash as remote.

## Baselode Energy Corp.

### Notes to the Condensed Interim Financial Statements

For the three and nine months ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian dollars)

#### **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company strives to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. The Company's accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. In the long-term, the Company may have to issue additional equity to ensure there is sufficient capital to meet long-term objectives.

#### **Currency and interest rate risk**

The Company is not exposed to any significant foreign exchange risk or interest rate risk.

#### **Classification of financial instruments**

Financial assets and liabilities included in the statement of financial position are as follows:

	September 30, 2023	December 31, 2022
<b>Financial assets at amortized costs:</b>		
Cash	\$7,360,431	\$7,043,611
Amounts receivable	90,100	825,380
Due from related parties	108,979	68,233
	<b>\$7,559,510</b>	<b>\$7,937,224</b>
	September 30, 2023	December 31, 2022
<b>Financial liabilities at amortized costs:</b>		
Accounts payable and accrued liabilities	\$767,665	\$294,878
	<b>\$767,665</b>	<b>\$294,878</b>

## 9. FLOW-THROUGH SHARE PREMIUM LIABILITY

The issuance of flow-through common shares requires the Company to incur an amount equivalent to the proceeds of the issued flow-through common shares on Canadian qualifying exploration expenditures. The Company has indemnified the holders of such shares for any tax and other costs payable by them in the event the Company has not incurred the required exploration expenditures. As expenditures are incurred, the flow-through share premium liability is reversed. At September 30, 2023, the flow-through share premium liability was \$156,491 (December 31, 2022 - \$1,216,117). During the three and nine months ended September 30, 2023, the Company recognized a flow-through share premium recovery of \$173,885 and \$1,215,885, respectively (September 30, 2022 – \$Nil) in the statement of loss.

## 10. SHARE CAPITAL

#### **Authorized share capital**

Unlimited number of voting common shares without par value.

#### **Issued share capital**

(a) In May and June 2023, the Company completed a private placement totaling \$5,000,000 which closed in 3 tranches. It consisted of 10,417,349 flow-through units at a price of \$0.48 per unit for gross proceeds of \$5,000,328, where each unit consists of one flow through common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.70 until May 10, 2025. The valuation of the warrants was estimated in the amount of \$950,000 using the Black-Scholes option pricing model in connection with the financing, the Company has issued 615,441 finders' warrants. Each finder's warrant entitles the holder, on exercise

## Baselode Energy Corp.

### Notes to the Condensed Interim Financial Statements

#### For the three and nine months ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian dollars)

thereof, to purchase one common share at a price of \$0.48 until May 10, 2025. The valuation of the finders' warrants was estimated in the amount of \$133,000 using the Black-Scholes option pricing model. In connection with financing the Company incurred cash finders' fees of \$296,641.

The following assumptions were used in the Black-Scholes option pricing model calculations: expected dividend yield rate of 0%, expected volatility of 91% based on comparable entities, risk free interest rate of 3.68%, share price of \$0.48 and an expected life of 2 years.

(b) During the period ended September 30, 2022, the Company issued 2,688,341 common shares from the exercise of 100,000 stock options and 2,558,341 warrants for cash proceeds of \$56,000 and \$976,436, respectively.

### Warrants

A summary of the changes in the Company's warrants is set out as follows:

<i>For the period ended</i>	September 30, 2023			September 30, 2022		
	Number of warrants	Weighted average exercise price	Weighted average life (years)	Number of warrants	Weighted average exercise price	Weighted average life (years)
Outstanding, beginning of period	17,975,854	\$0.88	0.88	21,364,956	\$0.78	1.41
Exercised	(2,725,429)	0.40	-	(2,642,079)	0.34	-
Expired	(8,770,117)	-	-	(708,265)	0.15	-
Warrants outstanding, end of period	6,480,308	\$1.32	0.5	18,014,612	\$0.86	0.9

As at September 30, 2023, the following warrants were outstanding:

Number of warrants outstanding	Exercise Price	Expiry Date
4,000,275	1.60	30-Nov-23
480,033	1.15	30-Nov-23
1,785,715	0.80	19-Dec-24
214,285	0.52	19-Dec-24
6,480,308	\$1.32	

### Stock options

On August 2, 2023, the Company granted 4,000,000 stock options to directors, officers and consultants of the Company. Each option is exercisable to acquire one common share at a price of \$0.43 and a term of 5 years. These options vest one year from the date of issuance. The total fair value of \$1,330,226 was estimated using the Black-Scholes option pricing model assuming an expected life of 5 years, a risk-free interest rate of 3.97%, an expected volatility of 120% based on historical volatility, share price of \$0.40 and expected dividend yield of rate of 0%. The granting of these options resulted in a share-based payment expense of \$221,704 during the three and nine months ended September 30, 2023.

## Baselode Energy Corp.

### Notes to the Condensed Interim Financial Statements

For the three and nine months ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian dollars)

A summary of the changes in the Company's stock options is set out below:

<i>For the three months ended</i>	September 30, 2023			September 30, 2022		
	Number of options	Weighted average exercise price	Weighted average life (years)	Number of options	Weighted average exercise price	Weighted average life (years)
Outstanding, beginning of period	12,355,000	\$0.61	3.40	7,980,050	\$0.28	4.11
Granted	4,000,000	0.43	0.85	4,810,000	0.85	5.00
Exercised	(80,000)	0.10	-	(225,000)	0.56	-
Forfeited/expired	-	-	-	(200,000)	1.00	4.50
Options outstanding, end of period	16,275,000	\$0.57	2.41	12,365,000	\$0.61	3.89
Options exercisable, end of period	12,275,000	\$0.57	1.66	8,265,000	\$0.61	3.43

The following incentive stock options were outstanding and exercisable at September 30, 2023:

Number of options outstanding	Number of options exercisable	Exercise Price (\$)	Expiry Date
3,400,000	3,400,000	\$0.10	04-Jun-25
2,350,000	2,350,000	\$0.56	10-Jun-26
1,725,000	1,725,000	\$1.00	20-Dec-26
800,000	700,000	\$1.12	02-Apr-27
4,000,000	4,000,000	\$0.80	07-Aug-27
4,000,000	-	\$0.43	05-Aug-28
16,275,000	12,275,000	\$0.57	

## 11. RELATED PARTY TRANSACTIONS

### *Key management personnel compensation*

Key management includes directors and officers. Unless disclosed elsewhere, related party transactions for the three and nine months ended September 30, 2023 and 2022 include:

	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
Salaries and geological consulting included in exploration expenses	\$52,500	\$52,500	\$157,500	\$127,500
Management and consulting fees	65,017	63,397	196,481	217,149
Share-based payments	262,141	198,015	1,059,791	269,426
	\$379,658	\$313,912	\$1,413,772	\$614,076

## Baselode Energy Corp.

### Notes to the Condensed Interim Financial Statements

For the three and nine months ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian dollars)

<i>As at</i>	September 30, 2023	December 31, 2022
Due from Standard Ore Corporation	\$43,271	\$44,104
Due from Orecap Invest Corp	8,158	188
Due from American Eagle Corp.	8,618	-
Due from QC Copper and Gold Inc.	8,618	-
Due from Mistango River Resources	8,806	-
Due from Metal Energy Corp.	31,508	23,941
	<b>\$108,979</b>	<b>\$68,233</b>

Standard Ore Corporation (“Standard Ore”) is controlled by a director of the Company. Standard Ore provides administrative, corporate, consulting and office rental services to the Company. The balance receivable is unsecured, non-interest bearing and due on demand.

## 12. COMMITMENTS AND CONTINGENCIES

(i) As at September 30, 2023, the Company is committed to spend a further \$5.4 million by December 31, 2023, to utilize funds raised from the issuance of flow-through shares.

The Company has indemnified the subscribers of the flow-through share offerings against any tax-related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitments.

(ii) The Company’s exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made and expects to make in the future expenditures to comply with such laws and regulations.

## 13. SUBSEQUENT EVENTS

On October 18, 2023, the Company completed private placements for gross proceeds of \$10.7 million. The private placements included the following brokered and non-brokered components:

### *Brokered*

- 3,703,749 units of the Company were sold at a price of \$0.405 per unit, resulting in gross proceeds of up to \$1,500,018. Each unit consisted of one common share and one half of one warrant to purchase one common share at a price of \$0.60 at any time on or before October 18, 2025.
- 5,208,333 flow-through units of the Company were sold at a price of \$0.48 per unit, resulting in gross proceeds of \$2,500,000. Each unit consisted of one common share issued as a “flow-through share” within the meaning of the Income Tax Act (Canada) and one half of one warrant to purchase one common share at a price of \$0.60 at any time on or before October 18, 2025.
- 10,000,000 charity flow-through units were sold to charitable purchasers at a price of \$0.60 per unit, resulting in gross proceeds of \$6,000,000. Each unit consisted of one common share issued as a “flow-through share” within the meaning of the Income Tax Act (Canada) and one half of one warrant to purchase one common share at a price of \$0.60 at any time on or before October 18, 2025.

## **Baselode Energy Corp.**

### **Notes to the Condensed Interim Financial Statements**

#### **For the three and nine months ended September 30, 2023 and 2022**

(Unaudited - Expressed in Canadian dollars)

##### *Non-brokered*

- 1,386,183 flow-through units of the Company were sold at a price of \$0.48 per unit, resulting in gross proceeds of 665,386. Each unit consisted of one common share issued as a “flow-through share” within the meaning of the Income Tax Act (Canada) and one half of one warrant to purchase one common share at a price of \$0.60 at any time on or before October 18, 2025

The Company paid commissions and finder’s fees totaling approximately \$540,000 and issued 912,499 broker warrants entitling the holder to purchase one common share of the company at a price of \$0.405 at any time on or before October 18, 2025 and 83,170 finder’s warrants entitling the holder to purchase one common share of the company at a price of \$0.48 at any time on or before October 18, 2025.