

**GETTY COPPER INC.**  
**INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDING SEPTEMBER 30, 2022**

**(Stated in Canadian dollars)**

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**NOTICE THAT INTERIM CONSOLIDATED FINANCIAL STATEMENTS HAVE  
NOT BEEN REIVIEWED**

**BY AN AUDITOR**

**Interim Consolidated Financial Statements for the Nine Months Ending September 30, 2022**

“In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited interim consolidated financial statements at and for the nine months ended September 30, 2022”

**GETTY COPPER INC.**  
**Consolidated Statements of Financial Position**  
**(Stated in Canadian Dollars)**

	<b>September 30, 2022</b>	<b>December 31, 2021</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 7,464	\$ 113,509
Amounts receivable (Note 5)	498	15,409
Prepaid expenses	19,272	10,705
	27,234	139,623
<b>Reclamation Bonds</b>	52,000	52,000
<b>Exploration and Evaluation Assets</b> (Note 6)	6,223,467	6,095,186
<b>Property, Building and Equipment</b> (Note 7)	86,006	88,014
	\$ 6,388,707	\$ 6,374,823
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities (Note 8)	\$ 394,341	\$ 387,803
Provisions (Note 9)	304,600	307,000
Current portion of mortgage payable (Note 11)	881	8,616
Loans payable (Notes 17 and 18)	940,193	796,141
	1,640,015	1,499,560
<b>Debenture</b> (Notes 12, 18 and 19)	1,265,478	1,211,127
	2,905,493	2,710,687
<b>SHAREHOLDERS' EQUITY</b>		
<b>Share Capital</b> (Note 14)	24,229,383	24,229,383
<b>Share-based Reserves</b> (Note 15)	1,942,457	1,932,457
<b>Deficit</b>	(22,688,626)	(22,497,704)
	3,483,214	3,664,136
	\$ 6,388,707	\$ 6,374,823

Nature of Business and Continuing Operations (Note 1)  
Commitment (Note 21)

Approved by:

“Meryl Tellis, CFO”

“ Philip Potter, CEO”

See accompanying notes to the consolidated financial statements

**GETTY COPPER INC.**  
**Consolidated Statements of Comprehensive Loss**  
**For the Nine Months Ending September 30**  
**(Stated in Canadian dollars)**

	<b>Three Months Ending Sept. 30,</b>	<b>Nine Months Ending Sept 30, 2022</b>	<b>Three Months Ending Sept. 30, 2021</b>	<b>Nine Months Ending Sept. 30, 2021</b>
<b>Expenses:</b>				
Depreciation	\$ 10	\$ 30	\$ 13	\$ 40
Bank charges & interest	139	417	88	271
Filing fees	2,150	7,693	1,475	7,333
Interest (Notes 17 and 18)	9,080	33,552	11,134	32,034
Interest - long term (Notes 11, 12, and 19)	18,355	54,583	17,469	51,950
Insurance	3,837	11,482	1,218	3,441
Marketing & promotion	–	149	–	281
Office & miscellaneous	977	3,147	663	3,852
Professional fees	10,108	16,960	2,344	10,072
Property tax	–	5,408	–	5,688
Rent (Note 19)	1,500	4,500	1,500	4,500
Share-based payments (Note 15(d))	10,000	10,000	–	72,646
Telephone	1,360	4,096	1,374	4,171
Transfer fees	4,562	9,494	4,225	8,656
Travel	–	–	187	838
Wages & benefits	9,464	29,459	9,731	29,765
	<u>\$ 71,542</u>	<u>\$ 190,970</u>	<u>\$ 51,421</u>	<u>\$ 235,538</u>
<b>Other Items:</b>				
Interest income	6	48	6	69
	<u>6</u>	<u>48</u>	<u>6</u>	<u>69</u>
Net and comprehensive loss for the period	<u>\$ (71,536)</u>	<u>\$ (190,922)</u>	<u>\$ (51,415)</u>	<u>\$ (235,469)</u>
Loss per share (Note 3(e))	<u>\$ (0.001)</u>	<u>\$ (0.001)</u>	<u>\$ (0.001)</u>	<u>\$ (0.001)</u>
Weighted-average number of common shares	<u>121,891,205</u>	<u>121,891,205</u>	<u>108,427,205</u>	<u>108,427,205</u>

See accompanying notes to the consolidated financial statements

**GETTY COPPER INC.**  
**Consolidated Statements of Changes in Equity**  
**For the Nine Months Ending September 30,**  
**(Stated in Canadian dollars)**

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	<b>Share Capital</b>	<b>Share-based Reserves</b>	<b>Deficit</b>	<b>Total</b>
<b>Balance, January 1, 2022</b>	\$ 24,229,383	\$ 1,932,457	\$ (22,497,704)	\$ 3,664,136
Net and comprehensive loss for the period	-	-	(190,922)	(190,922)
Share-based payments		10,000		10,000
<b>Balance, September 30, 2022</b>	<u>\$ 24,229,383</u>	<u>\$ 1,942,457</u>	<u>\$ (22,688,626)</u>	<u>\$ 3,483,214</u>
<b>Balance, January 1, 2021</b>	\$ 23,565,099	\$ 1,827,111	\$ (22,168,538)	\$ 3,223,672
Net and comprehensive loss for the period	-	-	(235,469)	(235,469)
Share-based payments	-	72,646	-	72,646
<b>Balance, Sept 30, 2021</b>	<u>\$ 23,565,099</u>	<u>\$ 1,899,757</u>	<u>\$ (22,404,007)</u>	<u>\$ 3,060,849</u>

See accompanying notes to the consolidated financial statements

**GETTY COPPER INC.**  
**Consolidated Statements of Cash Flows**  
**For the Nine Months Ending September 30, 2022**  
**(Stated in Canadian dollars)**

	<b>Three Months Ending Sept. 30, 2022</b>	<b>Nine Months Ending Sept 30, 2022</b>	<b>Three Months Ending Sept. 30, 2021</b>	<b>Nine Months Ending Sept. 30, 2021</b>
<b>Cash Provided By (used for)</b>				
<b>Operating Activities</b>				
Net loss for the period	\$ (71,536)	\$ (190,922)	\$ (51,415)	\$ (235,469)
Items not involving cash:				
Depreciation	10	30	13	40
Share-based payments	10,000	10,000	–	72,646
Interest on loans payable	9,079	33,552	11,134	32,035
Interest on debenture	18,316	54,351	17,280	51,274
	<u>(34,131)</u>	<u>(92,989)</u>	<u>(22,988)</u>	<u>(79,474)</u>
Net Change in Non-Cash Working Capital Items:				
Amounts receivable	2,752	14,911	914	74,641
Prepaid expenses	(7,594)	(8,567)	2,693	(2,017)
Accounts payable and accrued liabilities	21,726	6,538	8,773	(10,667)
Provisions	(9,500)	(2,400)	2,000	(14,300)
Other:				
Interest income	(6)	(48)	(6)	(69)
Interest income received	6	48	6	69
Interest expense	139	417	88	271
Interest paid	(139)	(417)	(88)	(271)
	<u>(26,747)</u>	<u>(82,507)</u>	<u>(8,608)</u>	<u>(31,817)</u>
<b>Financing Activities</b>				
Loans payable proceeds	45,000	110,500	31,000	48,500
Mortgage payable repayment	(2,616)	(7,735)	(2,467)	(7,292)
	<u>42,384</u>	<u>102,765</u>	<u>28,533</u>	<u>41,208</u>
<b>Investing Activities</b>				
Subscription Deposit				
Investment in exploration and evaluation assets	–	–	20,000	20,000
	<u>(46,760)</u>	<u>(126,303)</u>	<u>(18,376)</u>	<u>(23,530)</u>
	<u>(46,760)</u>	<u>(126,303)</u>	<u>1,624</u>	<u>(3,530)</u>
<b>Increase in Cash</b>	<b>(31,123)</b>	<b>(106,045)</b>	<b>21,549</b>	<b>5,861</b>
<b>Cash, beginning of the period</b>	<b>38,587</b>	<b>113,509</b>	<b>40,183</b>	<b>55,871</b>
<b>Cash, end of the period</b>	<b>\$ 7,464</b>	<b>7,464</b>	<b>\$ 61,732</b>	<b>\$ 61,732</b>

Non-cash transactions - See Note 20.

See accompanying notes to the consolidated financial statements

**GETTY COPPER INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**For the Nine Months Ending September 30, 2022 and 2021**  
**(Stated in Canadian dollars)**

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**1. Nature of Business and Continuing Operations:**

Getty Copper Inc. (the "Company") was incorporated under the Canada Business Corporations Act in September 1987 and its common shares are listed for trading on the TSX Venture Exchange. Subsequent to incorporation, the Company has gone through a number of name changes and in March 2003, its name was changed to Getty Copper Inc. The Company is in the business of mineral exploration and mine development in the Highland Valley area of British Columbia.

These consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which contemplate the realization of assets and settlement of liabilities in the normal course of business as they come due. The Company has incurred losses since inception, has no source of operating revenue and at September 30, 2022, has a working capital deficiency of \$1,612,781. The Company has been and remains dependant on its capacity to raise funds via equity issuances under terms that are consistent with the best interests of shareholders in order to finance its operations. These conditions may cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements contain no provisions for adjustments which may become necessary if the Company becomes unable to continue on a going concern basis.

As the Company is in the exploration and evaluation stage, the Company has not yet determined whether its mineral rights contain ore reserves that are economically recoverable. The recoverability of amounts shown for mineral rights and the ability of the Company to meet its obligations are dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of the mineral rights and future profitable production or proceeds from the disposition thereof.

**2. Statement of Compliance and Basis of Preparation:**

**Statement of Compliance**

The interim consolidated financial statements of the Company for the nine months ending September 30, 2022 and 2021 have been prepared by management and approved and authorized for issue by the Board of Directors on November 17, 2022. Shortly thereafter, the consolidated financial statements are made available to shareholders and others through filing on SEDAR.

**Basis of Preparation**

These interim consolidated financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS and are in compliance with IAS 34 – Interim Financial Reporting.

These interim consolidated financial statements include the accounts of the parent company and its inactive Canadian subsidiary, Getty Mineral Holdings Ltd. (82% equity interest). The financial statements of the Company's subsidiary are included in the consolidated financial statements from the date that control commences, until the date that control ceases. Control exists when the Company has the power, directly or indirectly, to determine financial and operating policies of an entity so as to obtain benefits from its activities. All intercompany balances and transactions have been eliminated.

The consolidated interim financial statements have been prepared on the historical cost basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value, as explained in the accounting policies set out in Note 3. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Judgements made by management in the application of IFRS that have a significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next year are discussed in Notes 3(a) and 3(b).

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**2. Statement of Compliance and Basis of Preparation (Continued):**

All amounts are presented in Canadian dollars, unless otherwise indicated, as a significant amount of the Company's business is conducted in this currency.

**Changes in accounting policies and comparability:**

During the nine months ended September 30, 2022, the Company did not adopt any new IFRS pronouncement.

**New standards not yet effective**

**a) IAS 1 – Presentation of Financial Statements**

An amendment to IAS 1 was issued in January 2020 and applies to annual reporting periods beginning on or after January 1, 2023. The amendment clarifies the criterion for classifying a liability as non-current relating to the right to defer settlement of a liability for at least 12 months after the reporting period.

**3. Significant Accounting Policies:**

**a) Critical accounting policies, key judgements and estimates**

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

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual outcomes could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

**b) Critical judgements in applying accounting policies**

The following are the critical judgments, apart from those involving estimations that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements:

**i. Impairments**

Exploration and evaluation assets and property, building and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be fully recoverable. If an asset's recoverable amount is less than the asset's carrying amount, an impairment loss is recognized. Refer to Notes 6 and 7.

**ii. Going concern**

Judgement is used in determining the Company's ability to continue as a going concern in order to discharge its obligations as they fall due.

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**3. Significant Accounting Policies (Continued):**

**c) Key sources of measurement uncertainty**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period:

**i. Provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event; it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the related liability, including any related interest charges, taking into account the risks and uncertainties surrounding the obligation. The Company assesses its liabilities and contingencies based upon the best information available, relevant tax laws and other appropriate requirements. Refer to Note 9.

**d) Loss per share**

Loss per share has been calculated using the weighted-average number of common shares outstanding during each period. Diluted loss per share has not been calculated as it is anti-dilutive when the numerator used in the calculation is a net loss. For purposes of the calculation of the weighted-average number of common shares outstanding, share consolidations are considered to have occurred on the first day of the earliest fiscal year presented.

**e) Financial instruments**

**Classification**

Financial assets are classified as either financial assets at fair value through profit or loss (“FVTPL”), amortized cost, or fair value through other comprehensive income (“FVTOCI”). The company determines the classification of its financial assets at initial recognition.

**FVTPL**

Financial assets are classified at FVTPL if they are acquired for the purpose of selling in the near term. Gains or losses on these items are recognized in net earnings or loss.

**Amortized cost**

Financial assets are classified at amortized cost if both of the following criteria are met and the financial assets are not designated as FVTPL:

- i) The objective of the Company’s business model for these financial assets is to collect their contractual cash flows; and
- ii) The asset’s contractual cash flows represent “solely payments of principal and interest”.

A provision is recorded when the estimated recoverable amount of the financial asset is lower than the carrying amount. At each statement of financial position date, the Company assesses on a forward-looking basis the expected credit losses associated with its financial assets carried at amortized cost and fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

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**3. Significant Accounting Policies (Continued):**

**e) Financial assets (continued)**  
**Classification**

**FVTOCI**

Financial assets are classified as FVTOCI if both of the following criteria are met and the financial assets are not designated as FVTPL:

- i) The objective of the Company's business model for these financial assets is achieved by both collecting contractual cash flows and selling financial assets; and
- ii) The asset's contractual cash flows represent "solely payments of principal and interest".

For equity securities that are not held for trading, the Company can make an irrevocable election at initial recognition to classify the instruments as FVTOCI, with all subsequent changes in fair value being recognized in other comprehensive income ("OCI"). This election is available for each separate investment.

The Company's cash and reclamation bonds are classified as subsequently measured at amortized cost.

**Reclassifications**

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Company changes its business model for managing financial assets.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

**Effective interest method**

The effective interest method calculates the amortized cost of a financial asset and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset or, where appropriate, a shorter period. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as FVTPL.

**De-recognition of Financial Assets**

A financial asset is derecognized when:

- The contractual right to the asset's cash flow expires; or
- If the Company transfers the financial asset and substantially all risks and rewards of ownership to another entity.

**f) Financial liabilities**

**Classification**

All financial liabilities are classified as either financial liabilities at fair value through profit or loss ("FVTPL") or amortized cost. The company determines the classification of its financial liabilities at initial recognition.

The Company's accounts payable and accrued liabilities, debenture, mortgage payable, provisions and loans payable are subsequently measured at amortized cost. The Company does not have any financial liabilities designated at FVTPL.

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**3. Significant Accounting Policies (Continued):**

**f) Financial liabilities (continued)**

**Reclassifications**

Financial liabilities cannot be reclassified.

**De-recognition of financial liabilities**

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

**g) Cash and cash equivalents**

Cash consists of funds held in the Company's chequing and savings account that do not have any restrictions placed on them. Cash equivalents include highly liquid investments having terms to maturity of 90 days or less when acquired. As at September 30, 2022 and 2021, the Company had no cash equivalents.

**h) Property, building and equipment**

Property, building and equipment are recorded at cost less accumulated depreciation and any accumulated impairment write-downs.

Depreciation is charged to the statement of comprehensive loss so as to write-off the cost of assets less their residual values using the declining balance basis at the following annual rates:

Automotive equipment	30%
Building	4%
Computer equipment	45%
Computer software	100%
Office equipment	20%
Portable buildings	30%

When parts of an item of property, building and equipment have different useful lives, they are accounted for as separate items (major components) of property, building and equipment.

The Company assesses at each statement of financial position date, whether there is an indication that property, building and equipment may be impaired. If any indication of impairment exists, the Company performs an impairment test to determine whether an impairment loss is required to be recognized. Impairment tests are performed in accordance with the steps discussed in the accounting policy note entitled "Impairment of non-financial assets".

**i) Exploration and evaluation assets**

All direct costs relating to the exploration and evaluation assets that meet the generally accepted criteria for deferral are capitalized as incurred. These criteria include having a clearly defined process with identifiable associated costs, establishment of technical feasibility, an intention to process and sell the recovered minerals to a clearly defined market, and adequate resources exist or are expected to be available to complete the project to commercial production. Acquisition, option payments and direct exploration costs are deferred until the properties are placed into production, sold or abandoned or management has determined there to be impairment, at which time these deferred costs will either be amortized on a unit-of-production basis, charged to operations, if sold, or written-off.

**GETTY COPPER INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**For the Nine Months Ending September 30, 2022 and 2021**  
**(Stated in Canadian dollars)**

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**3. Significant Accounting Policies (Continued):**

**i) Exploration and evaluation assets (continued)**

Exploration and evaluation assets are recorded at cost less accumulated impairment losses. Direct costs include any cash consideration and fair market value of shares issued, if any, on the acquisition of a mineral property interest. Properties acquired under option agreements, whereby payments are made at the sole discretion of the Company, are recorded in the accounts when payments are made.

Carrying values of exploration and evaluation assets as reported on the consolidated statement of financial position do not necessarily reflect the actual present or future value. Recovery of carrying values is dependent upon the future commercial success of operations.

Upon establishment of commercial production, carrying values of mineral interests are amortized over the estimated life of the mines, using the unit-of-production basis, based upon the current estimated recoverable reserves and resources.

Management's assessment of the property's estimated current market value may also be based upon a review of other property transactions that have occurred in the same geographical area as that of the property under review. Administrative exploration related costs are expensed as incurred.

**j) Impairment of non-financial assets**

At each statement of financial position date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and 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 of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset, or cash-generating unit, is estimated to be less than its carrying amount, the carrying amount of the asset, or cash-generating unit, is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Where an impairment loss subsequently reverses, the carrying amount of the asset, or cash-generating unit, is increased to the revised estimate of its recoverable amount, but 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 cash-generating unit, in prior years.

**k) Asset retirement and environmental provisions**

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of exploration and evaluation assets and property, building and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for an asset retirement and environmental provision is recognized at its fair value in the period in which it is incurred. Upon initial recognition of the liability, the corresponding asset retirement and environmental provision is added to the carrying amount of the related asset and the cost is amortized in a manner consistent with the depreciation of the related asset. Following the initial recognition of the asset retirement and environmental provision, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation and accreted over time to its present value. The accretion charge is included in the statement of comprehensive loss within amortization expense.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**For the Nine Months Ending September 30, 2022 and 2021**  
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**3. Significant Accounting Policies (Continued):**

**l) Provisions**

At September 30, 2022 and 2021, the Company cannot reasonably estimate the fair value of the resource properties site restoration costs, if any. Provisions are recognized when the Company has a present legal or constructive obligation that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

**m) Related Party Transactions**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount. Refer to Note 19.

**n) Share-based payments**

The Company grants stock options and warrants to buy common shares of the Company to directors, officers, employees and service providers. The directors, officers and employees receive a portion of their remuneration in the form of share-based payment transactions, whereby employees and service providers render services as consideration for equity transactions (“equity-settled transactions”).

The Board of Directors grants such options and warrants for periods up to five years, with vesting periods determined at its sole discretion and at prices equal to or greater than the closing market price on the day preceding the date the options were granted.

The Company recognizes the fair value of share-based payments over the vesting period of the options and warrants. The fair value of the options and warrants granted is calculated using the Black-Scholes option pricing model that takes into account the exercise price, expected life of the option, expected volatility of the underlying shares, expected dividend yield, and the risk-free interest rate for the term of the option. The fair value excludes the effect of non market-based vesting conditions.

**o) Equity-settled transactions**

The costs of equity-settled transactions with employees and service providers are measured by reference to the fair value at the date on which they are granted.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (“the vesting date”). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to income for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is recorded in share-based reserves.

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**3. Significant Accounting Policies (Continued):**

**o) Equity-settled transactions (continued)**

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is

satisfied provided that all other performance and/or service conditions are satisfied. Share options granted to employees and service providers are treated as forfeited when such employees cease employment before the end of the vesting period. Such forfeitures result in a reversal of the expense previously recognized, with a corresponding adjustment to the share-based reserves.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement.

**p) Exploration tax credits**

Exploration tax credits are recorded as a reduction in exploration costs once there is reasonable assurance that they will be received.

**q) Flow through shares**

The Company will, from time to time, issue flow-through shares to finance a portion of its exploration program.

Pursuant to the terms of flow-through share agreements and Canadian tax legislation, these shares transfer the tax deductibility of qualifying resource expenditures to investors.

On issuance, the Company allocates the flow-through share into:

- i) Fair value of capital stock; and
- ii) The residual as a flow-through share premium, if any, which is recognized as a liability. Upon expenses being incurred, the Company derecognizes the liability and the related deferred tax liability will be recognized.

The Company is required to spend the proceeds received from the issuance of flow-through shares on Canadian resource property exploration expenditures within a two-year period.

The company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with the Canada Revenue Agency flow-through regulations. When applicable, this tax is accrued as an expense until paid.

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**4. Financial Instruments:**

**Categories of financial instruments**

	<b>Sept. 30, 2022</b>	<b>Sept. 30, 2021</b>
<b>Financial Assets – Amortized cost</b>		
Cash	\$ 7,464	\$ 61,732
Reclamation bonds	52,000	17,000
	<b>\$ 59,464</b>	<b>\$ 78,732</b>
<b>Financial Liabilities – Amortized cost</b>		
Accounts payable and accrued liabilities	\$ 394,341	\$ 453,677
Provisions	304,600	288,100
Mortgage payable	881	11,119
Subscription Deposit		20,000
Debenture	1,265,478	1,193,847
Loans payable	940,193	835,362
	<b>\$ 2,905,493</b>	<b>\$ 2,802,105</b>

**Fair Value**

The Company estimates that the fair value of these financial instruments, excluding debenture, approximates the carrying value at September 30, 2022 and September 30, 2021, respectively. Refer to Note 12.

All financial instruments revaluated at fair value must be classified according to a hierarchy containing 3 levels:

- i. Level 1 – Fair values based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- ii. Level 2 – Fair value techniques based on inputs other than quoted prices included in Level 1 that are observable on the market for the assets and liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- iii. Level 3 – Fair values based on inputs for the assets and liabilities that are not based on observable market data.

**5. Amounts Receivable:**

	<b>Sept. 30 2022</b>	<b>Sept. 30, 2021</b>
GST recoverable	\$ 498	\$ 620

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**6. Exploration and Evaluation Assets:**

The Getty mineral claims are contiguous and are located within the Kamloops Mining District of Highland Valley, British Columbia. Building and equipment depreciation included in exploration costs during the nine months ending September 30, 2022 amounted to \$1,978 (2021 - \$2,060).

During the nine months ending September 30, 2022, the Company incurred \$128,281 (2021 - \$25,590) in deferred costs as follows:

	Getty South	Getty	Total Exploration & Evaluation
Assay	\$ 2,699	\$ 20,182	\$ 22,881
Drilling	-	4,000	4,000
Geology	14,209	64,809	79,018
Other	4,406	17,976	22,382
<b>Total exploration &amp; evaluation costs</b>	<b>\$ 21,314</b>	<b>\$ 106,967</b>	<b>\$ 128,281</b>

During the Nine months ending Sept. 30, 2021, the Company incurred \$25,590 (2020 - \$20,894) in deferred costs as follows:

	Getty South	Getty	Total Exploration & Evaluation
Geology	\$ -	\$ 16,900	\$ 16,900
Other	\$ 1,489	\$ 7,201	\$ 8,690
<b>Total exploration &amp; evaluation costs</b>	<b>\$ 1,489</b>	<b>\$ 24,101</b>	<b>\$ 25,590</b>

As at September 30, 2022, the Company's historical deferred costs and the current carrying aggregate amount are derived as follows:

	Getty South	Getty	Total Exploration & Evaluation
Assay	\$ 69,431	\$ 611,402	\$ 680,833
Drilling	453,304	4,266,022	4,719,326
Environmental	4,059	250,397	254,456
Pre-feasibility study	184,819	343,563	528,382
Geology	521,142	4,059,140	4,580,282
Metallurgy	16,423	974,508	990,931
Other	319,118	1,980,566	2,299,684
<b>Total exploration &amp; evaluation costs</b>	<b>1,568,296</b>	<b>12,485,598</b>	<b>14,053,894</b>
<b>Mineral rights acquisition costs</b>	<b>1,069,134</b>	<b>615,282</b>	<b>1,684,416</b>
	<b>2,637,430</b>	<b>13,100,880</b>	<b>15,738,310</b>
<b>Write-offs</b>	<b>(800,706)</b>	<b>(8,714,137)</b>	<b>(9,514,843)</b>
	<b>\$ 1,836,724</b>	<b>\$4,386,743</b>	<b>\$ 6,223,467</b>

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**6. Exploration and Evaluation Assets (continued):**

As at December 31, 2021, the Company's historical deferred costs and the current carrying aggregate amount are derived as follows:

	Getty South	Getty	Total Exploration & Evaluation
Assay	\$ 66,732	\$ 591,220	\$ 657,952
Drilling	453,304	4,262,022	4,715,326
Environmental	4,059	250,397	254,456
Pre-feasibility study	184,819	343,563	528,382
Geology	506,933	3,994,331	4,501,264
Metallurgy	16,423	974,508	990,931
Other	314,712	1,962,590	2,277,302
Total exploration & evaluation costs	1,546,982	12,378,631	13,925,613
Mineral rights acquisition costs	1,069,134	615,282	1,684,416
	2,616,116	12,993,913	15,610,029
Write-offs	(800,706)	(8,714,137)	(9,514,843)
	<u>\$ 1,815,410</u>	<u>\$4,279,776</u>	<u>\$ 6,095,186</u>

During fiscal 2017, the Company amalgamated a majority of the mineral property claims. In prior years, the Getty Northwest, Getty Central, Getty North and Getty Southwest properties were presented separately. These properties have been consolidated as the Getty property for financial statement presentation purposes.

The Company acquired a 100% interest in the Getty North Property in 1992 from two private corporations controlled by Getty's then president. As consideration, the Company issued 4,608,492 common shares to each of the private corporations involved, subject to the Company obtaining a valuation on the property establishing a minimum value of \$2,304,246 and the approval of the securities commission in existence at that time. The property is subject to a 1.5% net smelter return royalty in favour of a private corporation controlled by the Chief Executive Officer of the Company.

The Getty Northwest property claims were acquired by the Company through staking this property. This property is also subject to a 1.5% net smelter return royalty in favour of a private corporation controlled by the Chief Executive Officer of the Company.

The Company originally entered into an agreement to acquire a 50% interest in the Getty Central, Getty South and Getty Southwest mineral rights from Robak Industries Ltd. ("Robak"), a private corporation controlled by the Chief Executive Officer of the Company. Certain terms and conditions laid out in this original contract were not met and on November 8, 2002, the Company and Robak terminated the original agreement and entered into a subsequent agreement for the Company to acquire a 100% interest in the Getty Central and Getty Southwest mineral rights and a 50% interest in the Getty South mineral rights in exchange for 6,000,000 common shares of the Company at a deemed value of \$1,200,000. The Company also agreed to pay 100% of the costs to place the Getty South mineral rights into production and granted a 1.5% net smelter royalty on all of these claims in favour of Robak.

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**6. Exploration and Evaluation Assets (continued):**

Pursuant to asset purchase agreements between Getty Minerals Holdings Ltd. (“GMH”) and the Company and Robak dated September 22, 2015, the Company and Robak agreed to transfer their respective interests in the Getty Claims (as defined) to GMH on the basis that the fair market value of their interests in the Getty Claims represent 82% and 18% respectively of the fair market value of their combined interests in the Getty Claims. The purchase price of the mineral property interest will be 82% (the Company) and 18% (Robak) of the fair market value of their combined interests. GMH will pay the purchase price by issuing 8,200 Class B (the Company) and 1,800 Class C (Robak) preferred shares at a deemed consideration per share equal to the purchase price divided by the number of preferred shares issued and the redemption amount of the preferred shares being equal to the purchase price per share.

Title to mining properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mining properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to its properties are in good standing.

**7. Property, Building and Equipment:**

	Automotive equipment	Computer equipment	Computer software	Office equipment	Portable buildings	Building	Land	Totals
<b>Cost</b>								
Balance, January 1, 2021	\$ 29,318	\$ 100,841	\$ 74,359	\$ 54,407	\$ 12,112	\$ 178,124	\$ 22,322	\$ 471,483
Additions	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Balance, December 31, 2021	29,318	100,841	74,359	54,407	12,112	178,124	22,322	471,483
Additions	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Balance, September 30, 2022	\$ 29,318	\$ 100,841	\$ 74,359	\$ 54,407	\$ 12,112	\$ 178,124	\$ 22,322	\$ 471,483
<b>Depreciation and impairment losses</b>								
Balance, January 1, 2021	\$ 29,318	\$ 100,841	\$ 74,359	\$ 54,027	\$ 12,112	\$ 110,012	\$ -	\$ 380,669
Depreciation for the period	-	-	-	76	-	2,724	-	2,800
Impairment loss	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Balance, December 31, 2021	29,318	100,841	74,359	54,103	12,112	112,736	-	383,469
Depreciation for the period	-	-	-	46	-	1,962	-	2,008
Impairment loss	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Balance September 30, 2022	\$ 29,318	\$ 100,841	\$ 74,359	\$ 54,149	\$ 12,112	\$ 114,698	\$ -	\$ 385,477
<b>Carrying Amounts</b>								
At January 1, 2021	\$ -	\$ -	\$ -	\$ 380	\$ -	\$ 68,112	\$ 22,322	\$ 90,814
At December 31, 2021	\$ -	\$ -	\$ -	\$ 304	\$ -	\$ 65,388	\$ 22,322	\$ 88,014
At September 30, 2022	\$ -	\$ -	\$ -	\$ 258	\$ -	\$ 63,426	\$ 22,322	\$ 86,006

The Company owns land and an office/storage building in Logan Lake. The premises are used for core storage, field offices and vehicle storage. The property is encumbered by a mortgage in the amount of \$881 as of September 30, 2022 (see Note 11).

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**8. Accounts Payable and Accrued Liabilities:**

	Sept. 30, 2022	Sept. 30, 2021
Trade payables	\$ 190,689	\$ 256,873
Amounts due to related parties (Note 19)	203,652	196,804
	<u>\$ 394,341</u>	<u>\$ 453,677</u>

**9. Provisions:**

The provision below represents accruals for professional fees.

Balance, January 1, 2021	\$ 302,400
Decrease	—
Increase	4,600
Balance, December 31, 2021	<u>307,000</u>
Decrease	2,400
Increase	—
Balance, September 30, 2022	<u>\$ 304,600</u>

See Note 18.

**10. Indemnity:**

In April, 2009, the Company reached a settlement with one of its Directors to indemnify him for approximately 88% of legal expenses incurred during 2004 to 2007 in connection with his prosecution of legal actions against former Directors who were alleged to have improperly attempted to impugn for personal reasons a 2002 mineral property interest sale agreement ("MPISA") between the Director's company and the Company. The settlement was premised on the fact that the Director's legal actions were of benefit to the Company in the conduct of its own litigation in defense of the MPISA. The settlement provided that the Director was entitled to receive \$650,000 by way of cash of \$50,000 upon execution of a definitive agreement and a secured debenture of \$600,000 bearing interest at 6%. In November 2016, the indemnity and accrued interest was repaid with the funds from a Debenture. See Note 12.

**11. Mortgage Payable:**

The mortgage payable is associated with the Logan property (see Note 7).

The mortgage payable is secured by a first mortgage on land and building and requires monthly payments of \$885 including interest at 6.0% per annum and the mortgage payable will mature on September 1, 2022.

Principal repayments required are as follows:

	Sept. 30, 2022	Sept. 30, 2021
Payable not later than one year	\$ 881	\$ 10,239
Payable later than one year and not later than five years	-	880
	<u>\$ 881</u>	<u>\$ 11,119</u>

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**12. Debenture:**

During November 2016, the Company executed a \$900,000 debenture with a company controlled by the Chief Executive Officer of the Company. The debenture bears interest at 6% per annum calculated yearly, not in advance. The principal balance plus all unpaid interest is due and payable at the earlier of:

- three days after the Company has completed, and received the proceeds from, one or more securities offering(s) where the aggregate proceeds are at least \$2 million;
- the date on which the Company sells all or substantially all of its assets; and
- the date on which there is a transfer of the Company's shares which results in more than 50% of the shares being beneficially owned, directly or indirectly, by persons other than the CEO of the Company and any related party.

The debenture is secured by:

- a fixed and specific first mortgage, pledge and charge to and in favour of Robak over: (i) all Crown grants, lands and other real and immovable property owned by the Company together with all appurtenances, buildings and fixtures located thereon; and (ii) all furniture, machinery equipment, vehicles and accessories and other goods and chattels of the Company; and
- a security interest by way of a floating charge on the whole of the Company's undertaking and all of its mineral claims, agreement rights, property and assets, but excluding the property subject to the mortgage.

The Company has the right to prepay, in whole or in part and subject to a \$10,000 minimum payment, the debenture together with any accrued and unpaid interest without notice, penalty or bonus.

The debenture proceeds were used to repay \$824,625 in liabilities as follows:

- \$581,647 (indemnity of \$450,000 plus \$131,647 in accrued interest) payable to the CEO of the Company;
- \$2,109 (expense reimbursement) payable to the CEO of the Company;
- \$176,119 (loan proceeds of \$171,000 plus \$5,119 in accrued interest) payable to a company with a common director;
- \$56,350 (management fees of \$52,500 plus \$3,850 in taxes) payable to a company with a common director; and
- \$8,400 (rent of \$8,000 plus \$400 in taxes) payable to a company with a common director.

At December 31, 2021, the fair value of the debenture was approximately \$1,212,000 (2020 - \$1,143,000). Fair value was determined using an income approach. An income approach is a present value technique that takes into account the future cash flows that would be expected to be received from holding the debenture as an asset. Present value was calculated using the following attributes – future lump sum payment consisting of principal and accrued interest of approximately \$1,298,000, 14 months to maturity and a discount rate of 6%.

On June 24, 2022, the date of repayment was extended from November 30, 2023 to March 31, 2024. Also see Note 18.

**13. CEBA Loan Payable:**

During the year ended December 31, 2020, the Company received, through its bank, a \$60,000 Canada Emergency Business Account ("CEBA") loan ("Principal"). During the initial term expiring on December 31, 2023, the Company was not required to repay any portion of the loan and no interest was to be paid. As the Company repaid \$40,000 of the loan during the year ended December 31, 2021, prior to the initial term expiring, the remaining balance of the loan was forgiven. The balance of the Principal, being \$20,000, was recorded a gain on forgiveness of CEBA Loan on the statement of comprehensive loss.

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**14. Share Capital:**

a) Authorized: Unlimited number of common shares

<u>b) Issued:</u>	Shares	Amount
Balance, January 1, 2021	108,427,205	\$ 23,565,099
Shares issued	13,464,000	673,200
Share issue costs	-	(8,916)
Balance December 31, 2021	121,891,205	24,229,383
Shares issued	-	-
Share issue costs	-	-
Balance Sept. 30, 2022	121,891,205	\$ 24,229,383

Fiscal 2021

On October 18, 2021, the Company closed a private placement, by issuing 3,366,000 units at a price of \$0.20 per unit for gross proceeds of \$673,200.

Each unit consisted of three flow-through common shares, one non flow-through common share, three warrants to purchase flow-through common shares and one warrant to purchase a non flow-through common share (total four shares and four warrants, price equivalent to \$0.05 for each share with a warrant). Each warrant is exercisable at \$0.10 per share for a period of two years from closing subject to the Company's option to accelerate the expiry date of the warrants in the event, at any time subsequent to four months following their issuance, the closing price of the Company's common shares shall exceed \$0.20 per common share for 10 consecutive trading days.

The securities issued under the private placement will be subject to a hold period expiring four months and one day from the date of issuance pursuant to the applicable Canadian securities laws and rules of the TSX Venture Exchange and relevant restrictions under the securities laws of other jurisdictions where the placees may be residents.

The Company paid finder's fees totaling \$4,800 and issued 24,000 brokers warrants with each broker warrant entitling the holder to acquire one common share of the Company at a price of \$0.10 for a period of 12 months from the date of issuance.

c) Warrants

The following is a summary of changes in share purchase warrants from January 1, 2022 to September 30, 2022:

Expiry Date	Exercise Price \$	Number of Warrants January 1, 2022	Issued	Expired/ Cancelled	Number of Warrants September 30, 2022
October 19, 2023	0.10	10,098,000	-	-	10,098,000
October 19, 2023	0.10	3,366,000	-	-	3,366,000
		13,464,000	-	-	13,464,000
Wt. Average price		0.10			0.10
Wt. Average remaining life (yrs.)		1.80			1.29

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**14. Share Capital (Continued):**

c) Warrants (continued)

The following is a summary of changes in share purchase warrants from January 1, 2021 to December 31, 2021:

Expiry Date	Exercise Price \$	Number of Warrants January 1, 2021	Issued	Expired/ Cancelled	Number of Warrants December 31, 2021
October 19, 2023	0.10	-	10,098,000	-	10,098,000
October 19, 2023	0.10	-	3,366,000	-	3,366,000
		-	13,464,000	-	13,464,000
Wt. Average price		0.00			0.10
Wt. Average remaining life (yrs.)		0.00			1.80

d) Share purchase options

The following is a summary of changes in share purchase options from January 1, 2022 to September 30, 2022:

Expiry Date	Exercise Price \$	Number of Options January 1, 2022	Issued	Expired/ Cancelled	Number of Options September 30, 2022
August 15, 2022	0.05	1,000,000	-	1,000,000	-
June 11, 2023	0.06	1,000,000	-	-	1,000,000
October 20, 2023	0.065	500,000	-	-	500,000
December 14, 2023	0.07	100,000	-	-	100,000
May 16, 2024	0.05	1,498,960	-	-	1,498,960
August 15, 2024	0.05	2,476,040	-	-	2,476,040
August 15, 2024	0.05	-	1,000,000	-	1,000,000
January 31, 2026	0.05	500,000	-	-	500,000
		7,075,000	1,000,000	1,000,000	7,075,000
Wt. Average price		0.05			0.05
Wt. Average remaining life (yrs.)		2.48			1.69

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**14. Share Capital (Continued):**

The following is a summary of changes in share purchase options from January 1, 2021 to December 31, 2021:

Expiry Date	Exercise Price \$	Number of Options January 1, 2021	Issued	Expired/ Cancelled	Number of Options December 31, 2021
February 1, 2021	0.05	500,000	-	500,000	-
May 16, 2021	0.05	1,000,000	-	1,000,000	-
August 15, 2022	0.05	1,000,000	-	-	1,000,000
June 11, 2023	0.06	-	1,000,000	-	1,000,000
October 20, 2023	0.065	-	500,000	-	500,000
December 14, 2023	0.07	-	100,000	-	100,000
May 16, 2024	0.05	1,498,960	-	-	1,498,960
August 15, 2024	0.05	2,476,040	-	-	2,476,040
January 31, 2026	0.05	-	500,000	-	500,000
		6,475,000	2,100,000	1,500,000	7,075,000
Wt. Average price		0.05			0.05
Wt. Average remaining life (yrs.)		2.48			2.16

At the Company's 2021 Annual General Meeting held June 22, 2022 the shareholders approved a new Incentive Stock Option Plan to replace the previous share option plan with a 10% rolling plan whereby the aggregate number of Common Shares that may be reserved for issuance pursuant to options shall not exceed 10% of the issued and outstanding Common Shares of the Company at the time of the granting of options. The Board of Directors is of the view that the New Plan is required in order to provide incentive to the directors, management, employees and consultants of the Company to act in the best interest of the Company and contribute to the future growth and success of the Company.

d) Share purchase options (continued)

Fiscal 2021

On February 2, 2021, the Company granted stock options to the CFO of the Company to purchase an aggregate of 500,000 common shares in the capital of the Company. The options were granted at an exercise price of \$0.05 per common share expiring on January 31, 2026. The vesting period was waived. These options were issued to replace expired options.

On June 11, 2021, the Company granted 1,000,000 stock options to a consultant of the Company. The options were granted at an exercise price of \$0.06 per common share expiring on June 11, 2023. The vesting period was waived. These options were issued to replace expired options.

On October 21, 2021, the Company granted 500,000 stock options to a consultant of the Company. The options were granted at an exercise price of \$0.065 per common share expiring October 20, 2023. The vesting period was waived.

On December 15, 2021, the Company granted 100,000 stock options to a consultant of the Company. The options were granted at an exercise price of \$0.07 per common share expiring December 14, 2023. The vesting period was waived.

On August 16 2022, the Company granted 1,000,000 stock options to consultants of the Company. The options were granted at an exercise price of \$0.05 per common share expiring August 15, 2024. The vesting period was waived. These options were issued to replace expired options.

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**14. Share Capital (Continued):**

*Fiscal 2020*

On August 16, 2022, the Company granted 1,000,000 stock options to consultants of the Company. The options were granted at an exercise price of \$0.05 per common share expiring August 15, 2024. The vesting period was waved. These options were issued to replace expired options.

Accordingly, using the Black-Scholes option pricing model, the stock options are recorded at fair value in the statement of comprehensive loss. This amount was recorded as the share-based reserves on the consolidated statement of financial position.

The following is a summary of stock options outstanding as at September 30, 2022:

Exercise Price	Options outstanding	Remaining Contractual life [years]	Options vested
0.06	1,000,000	0.71	1,000,000
0.065	500,000	1.04	500,000
0.07	100,000	1.21	100,000
0.05	1,498,960	1.63	1,498,960
0.05	2,476,040	1.88	2,476,040
0.05	1,000,000	1.88	1,000,000
0.05	500,000	3.33	500,000
	<u>7,075,000</u>		<u>7,075,000</u>

d) Share purchase options (continued)

The fair value of the stock options is estimated using the Black-Scholes model with weighted average assumption as follows:

	Sept. 30, 2022	Sept. 30, 2021
Risk free interest rate	0.33 %	0.31% - 0.42%
Expected life of options in years	2 years	2 - 5 years
Expected volatility	198.169%	178.63% - 219.067%
Dividend per share	\$Nil	\$Nil

e) Broker's warrants

The following is a summary of changes in broker's warrants from January 1, 2022 to September 30, 2022:

Expiry Date	Exercise Price \$	Number of Warrants January 1, 2022	Issued	Expired/ Cancelled	Number of Warrants September 30, 2022
October 19, 2022	0.10	24,000	—	—	24,000
		<u>24,000</u>	—	—	<u>24,000</u>
Wt. Average price		0.00			0.10
Wt. Average remaining life (yrs.)		0.00			0.30

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**14. Share Capital (Continued):**

The following is a summary of changes in broker's warrants from January 1, 2021 to December 31, 2021:

Expiry Date	Exercise Price \$	Number of Warrants January 1, 2021	Issued	Expired/ Cancelled	Number of Warrants December 31, 2021
October 19, 2022	0.10	-	24,000	-	24,000
		-	24,000	-	24,000
Wt. Average price		0.00			0.10
Wt. Average remaining life (yrs.)		0.00			0.80

**15. Share-based Reserves:**

The continuity is as follows:

	2022	2021
Balance at beginning of the period	\$ 1,932,457	\$ 1,827,111
Share-based payments	10,000	72,646
Balance at end of the period	\$ 1,942,457	\$ 1,899,757

For the nine months ending September 30, 2022, \$10,000 (2021- \$72,646) in share-based payments was recognized in the statement of comprehensive loss for options granted to adjust share-based compensation to fair value.

**16. Capital Management:**

The Company manages its capital structure and makes adjustments to it based on available funds in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its working capital position and capital stock, warrant, and option components of its shareholders' equity.

The Company manages its capital structure in a manner that provides sufficient funding for operational activities. Funds are primarily secured through a combination of equity capital raised by way of issuing equity instruments and external debt. In order to maintain or adjust the capital structure, the Company may attempt to raise additional financing through the issuance of new equity instruments, the exercise of outstanding common share purchase warrants and stock options. 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 during the nine months ending September 30, 2022. The Company is not subject to externally imposed capital requirements.

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**17. Financial Risk Factors:**

The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner. The Company does not enter into or trade financial instruments including derivative financial instruments, for speculative purposes.

**a) Credit risk**

Credit is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The Company is of the opinion that credit risk is currently minimal.

**b) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity by ensuring there is sufficient capital to meet short and long-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash and cash equivalents. The Company also strives to maintain sufficient financial liquidity at all times in order to participate in investment opportunities as they arise, as well as to withstand sudden adverse changes in economic circumstances.

The following table details the Company's expected remaining contractual maturities for its financial liabilities at September 30, 2022. The table used is based on the undiscounted cash flows of financial liabilities based on the earlier date on which the Company can be required to satisfy the liabilities.

As at September 30, 2022	6 months or less	6 to 12 months	1 to 2 years	Over 2 years	Total
Accounts payable and accrued liabilities, and provisions	\$ 698,941	\$ -	\$ -	\$ -	\$ 698,941
Mortgage payable	881	-	-	-	881
Loans payable	-	940,193	-	-	940,193
Debenture	-	-	1,265,478	-	1,265,478
	<u>\$ 699,822</u>	<u>\$ 940,193</u>	<u>\$ 1,265,478</u>	<u>\$ -</u>	<u>\$ 2,905,493</u>

**c) Interest rate risk**

Interest rate risk is the risk borne by an interest-bearing asset or liability as a result of fluctuations in interest rates. The Company currently has no assets or liabilities subject to fluctuating rates of interest and consequently, the Company is of the opinion that interest rate risk is currently nominal.

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**18. Related Party Transactions:**

In addition to balances and transactions described elsewhere in these consolidated financial statements, the Company had the following balances with officers and directors of the Company and companies with which officers or directors are associated:

	<b>Sept. 30, 2022</b>	<b>Sept. 30, 2021</b>
Payable to companies controlled by the CEO	\$ 188,919	\$ 182,618
Payable to the CEO (expense reimbursements)	14,733	14,186
	<b>\$ 203,652</b>	<b>\$ 196,804</b>

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment. See Note 8.

In 2019, the Directors of the Company approved an interest rate of 6% per annum on funds borrowed from companies controlled by the Chief Executive Officer of the Company. As at September 30, 2022 the amount outstanding is \$780,000 plus accrued interest. (See table below)

During the nine months ended September 30, 2022, \$110,500 (2021 - \$48,500), was advanced to the Company and \$33,552 (2021 - \$30,014) in accrued interest was recorded for the nine months ending September 30, 2022.

The following is a summary of the loans payable balance:

	<b>Sept. 30, 2022</b>	<b>September 30, 2021</b>
Principal:		
Private company 1	\$ 745,000	\$ 624,500
Private company 2	35,000	35,000
	<b>780,000</b>	<b>659,500</b>
Accrued interest:		
Private company 1	154,335	112,316
Private company 2	5,858	3,546
	<b>160,193</b>	<b>115,862</b>
	<b>\$ 940,193</b>	<b>\$ 775,362</b>

During 2019, the Company agreed to reimburse a company controlled by a director of the Company for legal costs associated with the Company's dispute with Dentons and former directors up to \$280,000. As at September 30, 2022, \$152,168 (2021 - \$152,168) is included in amounts due to related parties (Note 8), \$97,500 (2021 - \$97,500) is included in provisions (Note 9) and \$242,878 has been recognized as professional fees.

During the period, the Company incurred the following transactions with officers of the Company and companies with which officers are associated:

	<b>Sept. 30, 2022</b>	<b>Sept. 30, 2021</b>
Rent	\$ 4,500	\$ 4,500
Interest on debenture	54,351	51,274
Interest on loans payable	33,552	32,035
	<b>\$ 92,403</b>	<b>\$ 87,809</b>

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount agreed to by the related parties. Also see notes 10 and 12.

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**19. Non-cash Transactions:**

During the nine months ending September 30, the Company incurred the following non-cash transactions that are not reflected in the statement of cash flows:

	<b>Nine Months Ending</b>	
	<b>Sept. 30, 2022</b>	<b>Sept. 30, 2021</b>
Depreciation included within exploration and evaluation assets	\$ 1,978	\$ 2,060

**20. Additional Information:**

On August 28, 2018, Dentons Canada filed a Notice of Civil Claim in the Supreme Court of British Columbia seeking judgement against the Company in the amount of \$227,837 in respect of outstanding invoices for legal services. On September 27, 2018, the Company filed a Response to Civil Claim and a Counterclaim against Dentons Canada (“Dentons”) and one of its partners seeking damages for breaches of duty. On November 1, 2019, the Company received a settlement proposal from Denton’s, which it rejected. On January 9, 2020, the Company sent a settlement proposal to Denton’s. At December 31, 2020, the Company wrote off \$251,974 in accounts payable of which \$207,647 was payable to Dentons.

**21. Commitment:**

Funds raised through the issuance of flow-through common shares are expected to be expended on qualified Canadian mineral exploration expenditures, as defined pursuant to Canadian income tax legislation. The flow-through gross proceeds less the qualified expenditures made to date represent the funds received from flow-through share issuances that have not been spent and are held by the Company for such expenditures.

On October 18, 2021, the Company issued 10,098,000 common shares on a flow-through basis at \$0.05 per flow-through share for gross proceeds of \$504,900 (Note 15). As at September 30, 2022, the Company had spent \$501,700 of the flow-through funds. As a result, the Company is required to spend \$Nil on qualified Canadian mineral exploration expenditures during the year ended December 31, 2022.