

Whitemud Resources Inc.
Condensed Interim Financial Statements
For the Three and Nine months ended September 30, 2023

(Unaudited - Prepared by Management)

WHITEMUD RESOURCES INC.

September 30, 2023

NOTICE OF NO AUDITOR REVIEW OF CONDENSED 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 unaudited condensed interim financial statements of the Company have been prepared by Management and approved by the Audit Committee and Board of Directors of the Company.

The Company's independent auditors have not performed a review of these condensed interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditors.

WHITEMUD RESOURCES INC.
Condensed Interim Statements of Financial Position
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	September 30, 2023	December 31, 2022
Assets		
Current Assets		
Cash	\$ 1,058,477	\$ 1,808,210
Accounts receivable	11,206	36,303
Financial receivable [note 14, 17]	-	582,548
Inventory [note 5]	298,084	296,403
Prepaid expenses and deposits	133,267	14,347
Total Current Assets	1,501,034	2,737,811
Property, plant and equipment [note 6]	554,109	486,257
Total Assets	\$ 2,055,143	\$ 3,224,068
Liabilities and Shareholders' Deficiency		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 216,801	\$ 366,967
Notes payable [note 7, 18]	1,139,561	1,139,561
Total Current Liabilities	1,356,362	1,506,528
Asset retirement obligation [note 8]	2,434,324	2,375,704
Total Liabilities	3,790,686	3,882,232
Shareholders' Equity (Deficiency)		
Share capital [note 9]	77,902,637	77,902,637
Contributed surplus	5,353,381	5,353,381
Deficit	(84,991,561)	(83,914,182)
Total Shareholders' Equity (Deficiency)	(1,735,543)	(658,164)
Total Liabilities and Shareholders' Deficit	\$ 2,055,143	\$ 3,224,068
Going concern [note 1]		
Contingency [note 18]		
Subsequent events [note 19]		

On behalf of the Board of Directors:

Director

Director

WHITEMUD RESOURCES INC.
Statements of Net Income (loss) and Comprehensive Income (loss)
For the three and nine months ended September 30
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Three Months Ended		Nine Months Ended	
	Sept. 30, 2023	Sept. 30, 2022	Sept. 30, 2023	Sept. 30, 2022
Revenue	\$ 1,530	78,908	\$ 27,542	641,795
Expenses				
Operating	143,200	218,007	483,500	593,829
General and administration	203,701	89,805	592,242	472,584
Finance charges <i>[note 11]</i>	19,540	3,533	58,620	10,600
Depreciation <i>[note 6]</i>	6,391	1,428	18,505	4,285
	372,832	312,773	1,152,867	1,081,298
Income before interest and other income	(371,302)	(233,865)	(1,125,325)	(439,503)
Interest and other income (expense)	14,546	9,279	47,946	13,318
Net income and comprehensive income (loss)	\$ (356,756)	(224,586)	\$ (1,077,379)	(426,185)
Earnings per share, basic and diluted <i>[note 12]</i>	\$ (.0010)	(0.0006)	\$ (.0030)	(.0012)

WHITEMUD RESOURCES INC.
Statement of Changes in Shareholders' Equity (Deficiency)
For the nine months ended September 30, 2023 and 2022
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Share Capital	Contributed Surplus	Deficit	Total
Balance January 1, 2023	\$ 77,902,637	\$ 5,353,381	\$ (83,914,182)	\$ (658,164)
Net income and comprehensive income	-	-	(1,077,379)	(1,077,379)
Balance Sept. 30, 2023	\$ 77,902,637	\$ 5,353,381	\$ (84,991,561)	\$ (1,735,543)
Balance January 1, 2022	\$ 77,902,637	\$ 5,353,381	\$ (83,877,830)	\$ (621,812)
Net Income (loss) and comprehensive income (loss)	-	-	(426,185)	(426,185)
Balance Sept. 30 , 2022	\$ 77,902,637	\$ 5,353,381	\$ (84,304,015)	\$ (1,047,997)

WHITEMUD RESOURCES INC.
Condensed Interim Statements of Cash Flows
For the three and nine months ended September 30
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Three months ended		Nine months ended	
	Sept. 30, 2023	Sept. 30, 2022	Sept. 30, 2023	Sept. 30, 2022
Cash provided by (used) in:				
OPERATING ACTIVITIES:				
Net income and comprehensive income	\$ (356,756)	\$ (224,586)	\$ (1,077,379)	\$ (426,185)
Items not involving cash:				
Depreciation <i>[note 6]</i>	6,391	1,428	18,505	4,284
Accretion of asset retirement obligations <i>[note 8]</i>	19,540	3,533	58,620	10,600
	(330,825)	(219,625)	(1,000,254)	(411,301)
Change in non-cash working capital <i>[note 16]</i>	(45,363)	(63,748)	336,878	(12,004)
Cash flows from operating activities	(376,188)	(283,373)	(663,376)	(423,305)
INVESTING ACTIVITIES:				
Capital expenditures <i>[note 6]</i>	-	-	(86,357)	-
Cash flows from investing activities	-	-	(86,357)	-
FINANCING ACTIVITIES:				
Decrease in note payable <i>[note 7]</i>	-	-	-	-
Cash flows from financing activities	-	-	-	-
Increase (decrease) in cash and cash equivalents	(376,188)	(283,373)	(749,733)	(423,305)
Cash and cash equivalents, beginning of period	1,434,665	2,193,719	1,808,210	2,333,651
Cash and cash equivalents, end of period	\$1,058,477	\$ 1,910,346	\$1,058,477	\$ 1,910,346

1. NATURE OF THE ORGANIZATION AND FUTURE OPERATIONS

Whitemud Resources Inc. (the “Company” or “Whitemud”) was originally incorporated as the General Partner of Whitemud Resources Limited Partnership (the “Partnership”) on April 28, 2005, under the laws of the Province of Alberta, Canada. The Company was restructured through an amalgamation between the Company and the Partnership under the laws of the Province of Alberta on July 27, 2006. The Company is headquartered in Calgary, Alberta, Canada. The registered address of the Company is 3900 Bow Valley Square 2, Calgary, Alberta T2P 2V7. Whitemud is a publicly traded company whose shares are listed on the TSX Venture Exchange under the symbol WMK.

The Company was formed to engage in the business of developing a process to mine and process kaolin into a high reactivity metakaolin that imparts beneficial properties to concrete mixtures containing up to 20% replacement of Portland cement. Since inception, the efforts of the Company have been devoted to the development of a process of producing kaolin and metakaolin, developing market demand, and planning and constructing the production facilities to manufacture the product. However, the Company has not earned sufficient revenues and the future is dependent on customer acceptance of the product, further development of markets, and its ability to obtain additional financing. With the formation of a new division in 2015, Midstream Energy Partners, the Company also markets hydrocarbon products.

Pursuant to a Share Purchase Agreement dated December 15, 2020, SAM Holdings Ltd. acquired 14,976,000 Class A Voting Common shares and 309,245,703 Class B Non-Voting Common shares in the capital of Whitemud Resources Inc from Petrogas Energy Corp. The aggregate consideration paid was \$149,760 in cash and the release of a \$1 million letter of credit in favour of the Government of Saskatchewan, as represented by the Minister of Environment, with respect to the Company’s metakaolin processing facility. SAM Holdings Ltd. is owned and controlled by Stan Owerko. Mr. Owerko is the Chief Executive Officer of Whitemud Resources Inc.

Going Concern

These financial statements were prepared by management in accordance with International Financial Reporting Standards applicable to a going concern entity which assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The uncertainty in the use of the going concern assumption is impacted by the following factors.

For the fiscal year ended December 31, 2022 the Company generated a net loss of \$36,352 and an operating cash flow deficit of \$525,441. In the most recent quarter the company generated a net loss of \$412,377 and an operating cash flow deficit of \$341,108. In order for the Company to continue operations for the longer term, including generating sufficient cash flows and ultimately attaining profitable operations, additional financing will be required.

The matters and conditions noted above indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

Based on the Company’s current projections, including budgeted loss and negative cash flows, future operations are dependent on the Company’s ability to generate improved market acceptance for the Company’s product and the ongoing support of its creditors.

The ability of the Company to continue as a going concern and realize the carrying value of its assets and discharge its liabilities when due, is dependent on the successful completion of the actions taken or planned by management. There is no certainty that these and other strategies will be sufficient to permit the Company to continue beyond the foreseeable future as such strategies are contingent upon new equity or debt funds from shareholders, investors and lenders, as well as improved market acceptance and revenues for the Company’s product. As at September 30, 2023 the Company has a cash balance of \$1,058,477 that allows the Company to continue its operations into the foreseeable future.

1. NATURE OF THE ORGANIZATION AND FUTURE OPERATIONS *(continued from previous page)*

The financial statements do not reflect any adjustments relating to the recoverability and classification of recorded assets or liabilities that may be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not appropriate for these financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications used. Those adjustments would be material.

2. BASIS OF PREPARATION

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committees ("IFRIC") effective as at January 1, 2022.

These financial statements were authorized for issuance by the Board of Directors of the Company on November 24, 2023.

These financial statements have been prepared on a historical cost basis except for financial instruments classified as financial assets at fair value through profit or loss ("FVTPL") that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except cash flow information.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the Company's significant accounting policies as outlined below:

a) Foreign currencies

The presentation and functional currency of the Company is the Canadian dollar, which is the currency of the primary economic environment on which the Company operates. Transactions in currencies other than the Canadian dollar are recorded at the rates of exchange prevailing on the dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Any gains or losses are recorded in the statement of net income (loss) and comprehensive income (loss).

b) Financial Instruments*Classification*

The Company classifies its financial assets and financial liabilities in the following measurement categories: (i) those to be measured subsequently at fair value through profit or loss ("FVTPL"); (ii) those to be measured subsequently at fair value through other comprehensive income ("FVOCI"); and (iii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and whether the contractual cash flows represent solely payments of principal and interest ("SPPI"). Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income. The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Financial assets at fair value through comprehensive income

Equity instruments that are not held-for-trading can be irrevocably designated to have their change in fair value recognized through comprehensive income instead of through profit or loss. This election can be made on individual instruments and is not required to be made for the entire class of instruments. Attributable transaction costs are included in the carrying value of the instruments. Financial assets at fair value through other comprehensive income are initially measured at fair value and changes therein are recognized in other comprehensive income.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued from previous page)**Measurement*

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition). Financial assets with changes taken through profit and loss includes equity investments, financial assets held for trading, financial assets designated upon initial recognition at FVTPL, and financial assets mandatorily required to be measured at fair value i.e. fail the SPPI test. Derivatives are classified as held for trading unless they are designated as effective hedging instruments. All derivatives held by the Company are classified as held for trading and will be subsequently measured at fair value.

For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in other comprehensive income.

Expected credit losses

The Company performs impairment testing annually for accounts receivable in accordance with IFRS 9. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which are determined on a probability-weighted basis. IFRS 9 outlines a three-stage approach to recognizing ECLs which is intended to reflect the increase in credit risks of a financial instrument based on 1) 12-month expected credit losses or 2) lifetime expected credit losses. The Company measures provision for ECLs at an amount equal to lifetime ECLs.

The Company applies the simplified approach to determine ECLs on trade receivables by using a provision matrix based on historical credit loss experiences. The historical results were used to calculate the run rates of default which were then applied over the expected life of the trade receivables, adjusted for forward looking estimates.

Financial instrument de-recognition

Financial assets are de-recognized when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred. Financial liabilities are de-recognized when the obligation is discharged, cancelled, or expired.

c) Use of estimates and judgments

The preparation of financial statements in accordance with IFRS requires management to make critical estimates and judgments that affects the reported amounts of assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. In the process of applying the Company's accounting policies management takes into consideration existing circumstances and estimates at the date of these financial statements, which affects the reported amounts of income and expenses during the reporting periods. Given the uncertainty inherent in determining these factors, actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Significant areas requiring the use of management estimates relate to, but are not limited to:

3. SIGNIFICANT ACCOUNTING POLICIES *(continued from previous page)**(i) Impairment tests*

The Company assesses, at the end of each reporting period, whether there is an indication that an asset may be impaired. If any indication of impairment exists, the Company determines the recoverable amount of the asset group. Fair value less cost to dispose is determined as the amount that would be obtained from the sale of an asset group in an arm's length transaction between knowledgeable and willing parties. The impairment for long-lived assets is based on assumptions regarding future business volumes, sales prices, costs, cash flows, changes in customer or industry dynamics, new technologies, environmental considerations, economic declines, discount rates and other relevant assumptions.

(ii) Inventory

The Company values inventory at the lower of cost and net realizable value through inventory allowances. Inventory allowances require estimates and assumptions about forecasted selling prices and the demand for kaolin and metakaolin.

(iii) Asset retirement obligation

The Company applies several assumptions in estimating provisions that are recorded for asset retirement obligations and environmental remediation at the mine site. These factors include estimated future costs, discount rates, anticipated life of the plant and inflation.

(iv) Trade and other receivables

The Company implemented a simplified expected credit loss model. Expected credit losses of trade and other receivables which include receivables from shareholders are constantly monitored. Expected credit losses are based upon historical values, observed customer solvency, external credit ratings, aging of the receivable and industry risks. The Company has recognized expected credit losses of \$nil (2022 - \$nil).

(v) Taxes

Uncertainties exist with respect to the interpretation of the amount and timing of future taxable income. Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable earnings will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable earnings together with future tax planning strategies.

(vi) Going concern

The assessment of the Corporation's ability to execute its strategy by funding future working capital requirements involves judgment. The Board of Directors monitors future cash requirements to assess the Corporation's ability to meet these future funding requirements. Further information regarding going concern is outlined in Note 1.

d) Cash

Cash is classified as FVTPL and include balances with Canadian chartered banks.

e) Revenue recognition

IFRS 15 introduced a single model for recognizing revenue from contracts with customers. This standard applies to all contracts with customers, with only some exceptions, including certain contracts accounted for under other IFRSs. The standard requires revenue to be recognized in a manner that depicts the transfer of promised goods or services to a customer and at an amount that reflects the consideration expected to be received in exchange for transferring those goods or services. This is achieved by applying the following five steps: i) identify the contract with a customer; ii) identify the performance obligations in the contract; iii) determine the transaction price; iv) allocate the transaction price to the performance obligations in the contract; and v) recognize revenue when (or as) the entity satisfies a performance obligation.

The Company recognizes revenue when the product is shipped, and ownership has transferred to the customer and the price charged to customers is fixed and determinable and collectability is reasonably assured.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued from previous page)*

f) Inventory

Inventories of finished goods, raw materials and operating and maintenance supplies are valued at the lower of cost and net realizable value, with cost determined on a weighted average cost basis. The cost of finished goods includes direct materials and direct labor.

g) Property, plant, and equipment

Property, plant, and equipment are recorded at historical cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. This includes the purchase price, any other costs directly attributable to bringing the assets to a working condition for intended use, the costs of dismantling and removing the items and restoring the site on which they are located and borrowing costs on qualifying assets.

Where an item of property, plant and equipment comprises significant parts with useful lives that are significantly different from that of the asset as a whole, the parts are accounted for as separate items of property, plant and equipment and depreciated accordingly.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising from derecognizing an asset determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the Statement of Net Income and Comprehensive Income.

Expenditures incurred that renew or refurbish plant and equipment to extend its useful life or increase its productive capacity are capitalized when it is determined that a future benefit will flow to the Company as a result of the renewal.

The Company depreciates the costs of its property, plant and equipment over their estimated useful lives using the following rates and methods:

Processing plant, mine preparation and mine expansion	35% declining balance
Buildings	20% declining balance
Plant and equipment	30% declining balance
Computer equipment	30% declining balance
Furniture and equipment	20% declining balance

h) Impairment of non-financial assets

The Company assesses at each reporting date, whether there is an indication that an asset or a cash generating unit ("CGU") may be impaired. A CGU is the smallest identifiable group of assets that generates cash flows largely independent of the cash inflows from other assets or groups of assets. If any indication of impairment exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the asset is tested as part of a larger CGU. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired, and an impairment loss is charged to the Statement of Net Income and Comprehensive Income.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflect current market assessments of the time value of money and the risks specific to the asset.

These assessments require the use of estimates and assumptions such as long-term selling prices and volumes, discount rates, future capital requirements, exploration potential and operating performance.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued from previous page)*

Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. The best evidence of fair value is the value obtained from an active market or binding sale agreement. Where neither exists, fair value is based on the best information available to reflect the amount the Company could receive for the CGU in an arm's length transaction. This is often estimated using discounted cash flow techniques.

Impairment losses are reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. Impairment losses are reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been previously recognized.

i) Impairment of financial assets

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. The criteria used to determine if objective evidence of an impairment loss include significant financial difficulty of the obligor; delinquencies in interest or principal payments; and the probability that the borrower will enter bankruptcy or other financial reorganization. If such evidence exists, the Company recognizes an impairment loss, as follows:

(i) Financial assets carried at amortized cost:

The loss is the difference between the amortized cost of the loan or receivable and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate. The carrying amount of the asset is reduced by this amount either directly or indirectly through the use of an allowance account.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized.

j) Asset retirement obligations

The Company's operations give rise to decommissioning, restoration and rehabilitation activities. Environmental costs arise when environmental disturbances are caused by the exploration, development or ongoing production of a mineral property interest. The net present value of future restoration cost estimates arising from the decommissioning, restoration and rehabilitation are capitalized to related assets with a corresponding increase in the restoration provision in the period incurred. Discounting using risk free rates that reflect the time value of money are used to calculate the net present value. The capitalized restoration costs are charged against income and loss over the economic life of the related asset, through depreciation on a unit of production method. The restoration provision is accreted to net present value each reporting period with the unwinding of the restoration provision being charged to finance expense in the Statement of Net Income and Comprehensive Income. Actual costs incurred to settle the site restoration obligation are charged against the provision. Any difference between the actual costs incurred and the provision is recognized as a gain or loss in the Statement of Net Income and Comprehensive Income in the period in which the settlement occurs. The Company's estimates of restoration costs could change as result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to related assets with a corresponding entry to the restoration provision. The changes are recorded in statement of net income (loss) if the related assets are fully depreciated or impaired.

k) Taxes

Taxes on the profit or loss for the periods presented comprise current and deferred tax. Tax is recognized in profit or loss except to the extent that relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax legislation enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued from previous page)*

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amount used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of the assets and liabilities using the tax rates enacted or substantively enacted at the financial position reporting date applicable to the period of expected realization or settlement. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

l) Royalties

Royalty payments for kaolin quarried and processed under the Quarrying Regulations are recorded to operating expenses as incurred.

m) Income (loss) per common share

Basic loss per common share amount is calculated using the weighted average number of shares outstanding during the year. Diluted per common share amounts are calculated based on the treasury-stock method, which assumes that any proceeds obtained on the exercise of in-the-money options would be used to purchase shares at the average market price. The weighted average number of basic shares outstanding is then adjusted by the net change.

n) Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses. All operating segments' results are reviewed by the Company's management in order to make decisions regarding the allocation of resources to the segment. Segment results include items directly attributable to a segment as those that can be allocated on a reasonable basis.

4. NEW AND PROPOSED ACCOUNTING PRONOUNCEMENTS

The Company has reviewed amended accounting pronouncements that have been issued but are not yet effective and determined that the following pronouncements may impact the Company but are not expected to have a material impact on its financial statements.

a) Amendments to IAS 12 Income Taxes

Effective January 1, 2023, amendments to IAS 12 require entities to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences.

b) Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors

Effective January 1, 2023, amendments to IAS 8 replace the definition of a change in accounting estimate with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The amendments clarify that a change in an accounting estimate that results from new information or new developments is not the correction of an error.

c) Amendments to IAS 1 Presentation of Financial Statements

Effective January 1, 2023, amendments to IAS 1 require that a company disclose its material accounting policies rather than its significant accounting policies and explain how a company can identify material accounting policies. Effective January 1, 2024, amendments to IAS 1 clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability with covenants as current or non-current and related disclosure.

WHITEMUD RESOURCES INC.**Notes to the Interim Financial Statements**

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

5. INVENTORY

The Company has inventory as follows:

	September 30, 2023	December 31, 2022
Kaolin and metakaolin	\$ 16,748	\$ 15,590
Spare parts	271,199	271,199
Fuels, coal and miscellaneous	10,137	9,614
	\$ 298,084	\$ 296,403

Operating expenses includes \$10,222 (2022 - \$197,238) related to the cost of inventory from metakaolin sales.

6. PROPERTY, PLANT AND EQUIPMENT

Included in land and buildings is land with a cost of \$486,257 (2022 - \$486,257).

Cost	Land and buildings	Plant and equipment	Computer equipment, office furniture	Total
Balance January 1, 2022	28,946,657	34,093,481	58,234	63,098,372
Additions	\$ -	\$ 5,715	\$ -	\$ 5,715
Balance December 31, 2022	28,946,657	34,099,196	58,234	63,104,087
Additions	\$ -	\$ 86,357	\$ -	\$ 86,357
Balance September 30, 2023	\$ 28,946,657	\$ 34,185,553	\$ 58,234	\$ 63,190,444
Depreciation and impairment losses				
Balance January 1, 2022	\$ 28,460,400	\$ 34,093,43	\$ 58,234	\$ 62,612,117
Depreciation	-	5,713	-	5,713
Impairment	-	-	-	-
Balance December 31, 2022	\$ 28,460,400	\$ 34,099,196	\$ 58,234	\$ 62,617,830
Depreciation	\$ -	\$ 18,505	\$ -	\$ 18,505
Impairment	-	-	-	-
Balance September 30, 2023	\$ 28,460,400	\$ 34,117,701	\$ 58,234	\$ 62,636,335

Carrying Amounts

At December 31, 2022	\$ 486,257	\$ -	\$ -	\$ 486,257
At September 30, 2023	\$ 486,257	\$ 67,852	\$ -	\$ 554,109

7. NOTES PAYABLE

The Company has the following notes payable:

	September 30, 2023		December 31, 2022
Kasten Resources ("Kasten")	\$ 1,139,561	\$	1,139,561
	\$ 1,139,561	\$	1,139,561

The note has no fixed terms of repayment and interest has not been paid since its inception. The Company has received an opinion from its legal counsel that any claims in respect of the note are statute barred under the Limitations Act (Alberta). That opinion is disputed. The Company is engaged in discussions to address the matter.

8. ASSET RETIREMENT OBLIGATION

The Company's asset retirement obligation results from ownership of a processing facility and mine property in southern Saskatchewan. The Company has completed construction of the plant and preparation of the mine and commissioned the facility. A third-party assessment of costs to decommission the plant and clean the plant site amounted to \$2,040,000, to be incurred by 2038. In the prior year internal assessments of costs to decommission the plant were conducted. Current year revaluations of asset retirement obligation due to inflation factors and discount rate changes as required by IFRS resulted in revisions of \$(321,074) for the fiscal year ended December 31, 2022 (2021 – \$1,539,956) due to the updated assessment, inflation factors and an increase in the risk-free interest rate to 3.29 % (2021 – 1.76 %). The amounts are subject to measurement uncertainty with respect to estimated costs, the actual timing of reclamation, the inflation rate and the discount rates used.

	September 30, 2023		December 31, 2022
Balance beginning of year	\$ 2,375,704		2,682,645
Change in estimate	-		(321,074)
Accretion	58,620		14,133
Balance end of year	\$ 2,434,324		2,375,704

9. SHARE CAPITAL

Authorized

Unlimited number of Class A common shares without par value and voting
Unlimited number of Class B common shares without par value and non-voting
Unlimited number of preferred shares

Common Shares Issued

	Number of shares		Amount
Class A Common Shares, December 31, 2022 and September 30, 2023	34,026,300	\$	77,902,637

	Number of shares		Amount
Class B non-voting Common Shares, December 31, 2022 and September 30, 2023	326,499,700	\$	-

WHITEMUD RESOURCES INC.**Notes to the Interim Financial Statements**

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

10. CAPITAL MANAGEMENT

As part of the management of capital, the Company prepares annual operating and capital budgets and may from time-to-time issue new equity or debt in order to finance its capital expenditures. The Company has not declared or paid any dividends on its outstanding shares and any decision to pay dividends in the future would be based upon the financial condition of the Company. The Company may elect to alter its capital structure through the issuance of new shares, issuance of new debt, refinancing of existing debt or by acquiring or disposing of assets.

The capital structure, as disclosed on the Statements of Financial Position, consists of cash, notes payable, and shareholders' equity (deficiency).

	September 30, 2023		December 31, 2022	
Cash	\$	1,058,477	\$	1,808,210
Notes payable	\$	1,139,561	\$	1,139,561
Shareholders' equity (deficiency)	\$	(1,735,543)	\$	(658,164)

11. FINANCE CHARGES

Financing charges are comprised of:

	September 30, 2023		December 31, 2022	
Accretion of asset retirement obligation	\$	58,620	\$	14,133
	\$	58,620	\$	14,133

12. NET INCOME (LOSS) PER SHARE

Net income (loss) per share is calculated using the weighted average number of shares outstanding. The weighted average number of shares outstanding for the period ended September 30, 2023 is 360,526,000 (2022 - 360,526,000). There are no dilutive instruments.

13. TAXES

The following table summarizes the Company's tax recovery:

	2022		2021	
Statutory tax rate		23.00%		23.00%
Income before taxes	\$	(36,352)	\$	(2,133,979)
Expected tax recovery		8,361		490,815
Change in deferred tax asset not recognised		(8,361)		(490,815)
Tax recovery	\$	-	\$	-

The components of the unrecognized deductible temporary differences are as follows:

	2022		2021	
Non-capital losses	\$	59,004,536	\$	58,646,878
Property, plant and equipment		18,150,036		14,770,857
Asset retirement obligation		2,375,704		2,685,645
	\$	79,530,276	\$	76,103,380

13. TAXES (continued from previous page)

The Company has non-capital losses of approximately \$58,984,000 (2021 - \$58,646,878) that are available to offset future taxable income. The non-capital losses will expire as follows:

2032	\$	11,950,000
2033	\$	14,785,000
2034	\$	12,211,000
2035	\$	10,658,000
2036	\$	8,475,000
2041	\$	568,000
2042	\$	337,000

The Company has undepreciated capital cost and resource tax pools of \$18,636,000 (2021 - \$18,664,000) which are available for deduction against future taxable income. The realization of tax benefits related to these future potential tax deductions is uncertain and cannot be viewed as probable. Accordingly, no deferred tax asset has been recognized.

14. RELATED PARTY TRANSACTIONS

On December 15, 2020, the Company entered into a set-off agreement with Petrogas Energy Corp. (“Petrogas”) whereby the parties agreed to set-off all amounts owing to Whitemud by Petrogas. Petrogas agreed to forgive the remaining outstanding amount under the loan, approximately \$21.5 million, such that all amounts owing between the parties have been fully satisfied and paid. In addition, the Company agreed to repay \$2.3 million to Petrogas which was recorded in accrued liabilities as at December 31, 2020.

It was a condition of the set-off and loan forgiveness that Whitemud enter into a non-competition agreement in favour of Petrogas whereby it agreed not to participate in any business or other activity competitive with Petrogas and its affiliates in Canada or the United States until September 30, 2022, provided that such restrictions will not affect Whitemud’s ability, through Midstream Energy Partners (the commodity marketing division), to maintain its ongoing operations and preserve its existing business.

On January 1st, 2021, the Company entered into an LPG service agreement with Midstream LPG Partnership. The agreement was intended to retain the services and expertise of a qualified marketer that would enter into purchase and sale contracts for LPG products, consistent with the objective of diversifying the Company’s revenue streams. The contract specified that the fees related to the services provided would equal 15% of the net profits realized, and a portion of the salary of the marketer based on actual time spent providing the services. The Company entered into various purchase and sale contracts totaling \$554,808, less management fees of \$83,221, resulting in a net gain of \$471,588.

As of December 31, 2022, a financial receivable of \$582,548 is due from Midstream LPG Partnership, related to the net profits realized on the purchase and sale contracts plus applicable sales tax. As of December 31, 2022, \$129,382 included in accounts payable and accrued liabilities, is due to Midstream LPG Partnership, related to the management fees, payroll allocation plus applicable sales tax.

As of September 30, 2023, the Company has not entered into any contracts.

The remuneration of directors and executive officers during the period is as follows:

		2023		2022
Salaries and other short-term benefits	\$	-	\$	3,000

WHITEMUD RESOURCES INC.**Notes to the Interim Financial Statements**

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

15. OPERATING SEGMENTS

For management purposes, the Company is organized into divisions based on their products and services provided. Management monitors the operating results of each division separately for the purpose of making decisions about resource allocation and performance assessment.

The Company has two reportable operating segments as follows:

1. Metakaolin - mining, processing, and marketing kaolin and metakaolin
2. Commodities - Midstream Energy Partners – managing and marketing commodities

September 2023	Metakaolin	Commodities	Total
Revenue	\$27,542	\$ -	\$27,542
Operating costs	(483,500)	-	(483,500)
Depreciation	(18,505)	-	(18,505)
General and administrative	(592,242)	-	(592,242)
Finance charges	(58,620)	-	(58,620)
Other income	47,946	-	47,946
Income before taxes	<u>\$(1,077,379)</u>	<u>\$ -</u>	<u>\$(1,077,379)</u>
Current assets	<u>\$1,501,034</u>	<u>\$ -</u>	<u>\$1,501,034</u>
Total assets	<u>\$2,055,143</u>	<u>\$ -</u>	<u>\$2,055,143</u>
Current liabilities	<u>\$1,356,362</u>	<u>\$ -</u>	<u>\$1,356,362</u>
Total liabilities	<u>\$3,790,686</u>	<u>\$ -</u>	<u>\$3,790,686</u>

September 2022	Metakaolin	Commodities	Total
Revenue	\$171,207	\$470,588	\$641,795
Operating costs	(593,829)	-	(593,829)
Depreciation	(4,285)	-	(4,285)
General and administrative	(401,995)	(70,589)	(472,584)
Finance charges	(10,600)	-	(10,600)
Other income	13,318	-	13,318
Income before taxes	<u>\$(826,184)</u>	<u>\$399,999</u>	<u>\$(426,185)</u>
Current assets	<u>\$2,447,823</u>	<u>\$ -</u>	<u>\$2,447,823</u>
Total assets	<u>\$2,935,658</u>	<u>\$ -</u>	<u>\$2,935,658</u>
Current liabilities	<u>\$1,290,410</u>	<u>\$ -</u>	<u>\$1,290,410</u>
Total liabilities	<u>\$3,983,655</u>	<u>\$ -</u>	<u>\$3,983,655</u>

16. CHANGE IN NON-CASH WORKING CAPITAL

	3 months ended September 30, 2023	9 months ended September 30, 2023
Accounts receivable	7,721	25,097
Financial receivable	-	582,548
Inventory	4,519	(1,681)
Prepaid expenses and deposits	(46,526)	(118,920)
Accounts payable and accrued liabilities	(11,077)	(150,166)
Total	\$(45,363)	\$336,878

17. FINANCIAL INSTRUMENTS

The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

Fair Values

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, and notes payable. The fair value of cash, accounts receivable, accounts payable and accrued liabilities, and notes payable approximate their carrying values due to the immediate or short-term maturity of these financial instruments.

The financial assets classified as fair value through profit or loss are measured within level 1 of the fair value hierarchy as described below:

Level 1 – Unadjusted quotes prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Inputs to the valuation methodology included quoted prices for identical assets or liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Inputs to the valuation methodology are not based on observable market data.

The Company's financial assets carried at fair value are considered Level 1.

Risk Management

The Company's risk management program focuses on minimizing the potential adverse effects on the Company's financial performance. The Company manages risks and risk exposure through a combination of a system of internal and disclosure controls, as well as insurance and sound business practices.

Risk management is primarily the responsibility of the Company's corporate finance function. Any significant risks are monitored and when appropriate, actions will be taken according to the Company's policies established related to that purpose. In addition, as required, the risks are reviewed with the Company's Board of Directors.

Interest Rate Risk

The Company defines interest rate risk as the financial risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company currently maintains cash balances and notes payable. The Company's current policy is to invest any excess cash not required for operations in guaranteed investment certificates with short-term maturities. The Company's sensitivity to interest rate risk on its guaranteed investment certificates is immaterial as the funds available for investment are minimal due to the funds being needed to fund ongoing operations. Any change in interest rates would not result in any material change in expected interest income.

17. FINANCIAL INSTRUMENTS *(continued from previous page)***Credit Risk**

Credit risk is defined as the financial risk associated with non-performance of contractual obligations by counterparties. Credit risk arises from cash held with the Company's bank along with credit exposure to customers and other outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets.

The Company's objective for managing the counterparty credit risk is to prevent losses on its financial assets. The Company is not yet in full commercial production, but upon full commercial production will assess the credit quality of its counterparties, taking into consideration their financial position, past payment histories and other factors. Management regularly monitors counterparty credit limits and perform credit reviews. The Company's current sensitivity to credit risk is managed by dealing with reputable customers. Prior to significant commercial sales, relatively minimal supplies are required, with the Company's counterparty credit risk limited to government agencies and select companies that do not present any material concerns.

The Company's financial assets consist of accounts receivable of \$11,206. As at September 30, 2023, \$336 (2022 - \$Nil) of the trade accounts receivable is over 90 days past due. The allowance for expected credit losses as at September 30, 2023 is \$Nil (2022 - \$Nil). Approximately 96% (2022 - 99%) of the Company's sales in 2023 were with five (2022 - four) customers.

Market Risk

The Company's future cash flows are subject to commodity price risk from fluctuations related to the Midstream Energy Partners commodity marketing division, which periodically enters forward contracts for hydrocarbon products. As of September 30, 2023, the Company has not entered into any forward contracts.

Foreign Currency Exchange Risk

The Company currently operates in Canada and deals periodically with suppliers and customers in the United States. The functional currency of the Company and reporting currency is the Canadian dollar. Current dealings with suppliers in the United States are very minimal in comparison to dealings with Canadian suppliers. The Company has not entered into any derivative agreements to mitigate this risk.

As at September 30, 2023, the Company had \$Nil in US\$ receivables and \$Nil in US\$ payables. A 1% change in the exchange rate at September 30, 2023 of the US dollar is estimated to have no effect on the net income and comprehensive income for the fiscal quarter.

Liquidity Risk

The Company defines liquidity risk as the financial risk that the Company will encounter difficulties meeting its obligations associated with financial liabilities. The Company's objective for managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The matters and conditions noted in Note 1 indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

At September 30, 2023, the Company had working capital of \$144,672. The Company's trade payables and accrued liabilities are \$216,801 of which \$36,340 are 90 days overdue.

The Company has demand notes payable in the amount of \$1,139,561 as described in Note 7.

18. CONTINGENCY

The Company received a Statement of Claim on January 11, 2023 in which Kasten Energy Inc. claims repayment of a loan made effective April 4, 2011 in an amount of \$1,139,561 plus interest, plus punitive damages of \$113,000, plus costs on a solicitor and client basis. The Company has filed a Statement of Defense on January 27, 2023, which states the claim is statute barred by virtue of the Limitations Act. The likelihood of Kasten Energy's claim being successful cannot be assessed at this time. Management is of the view that is improbable there will be a material financial impact to the Company as a result of this claim. Consequently, no provision has been recorded in these financial statements.

19. SUBSEQUENT EVENTS

On November 21, 2023, the Board of Directors authorized a capital program for \$7 million to reconfigure the kaolin calcination process, whereby new upgrades will replace an energy inefficient process.

On November 21, 2023, the Board of Directors authorized the Company to enter into an interim line of credit agreement with its major shareholder SAM Holdings Ltd., which will be utilized to fund the capital program. The Company can draw up to \$7 million on the interim line of credit, which will bear interest at 5.0% per annum. The principal and interest will be payable on the closing of a financing, currently anticipated to close in Q1 2024. In the absence of such financing, the interest will be payable annually on December 31 in arrears, with the first payment commencing December 31, 2024. The terms of the interim line of credit agreement have not been finalized.

On November 24, 2023, the Board of Directors authorized the Company to pursue financing, currently anticipated to close in Q1 2024. The anticipated financing will consist of a \$10 million, non-convertible debenture, with a maturity date of 5 years after the date of issuance. The debenture will have an 8.5% coupon rate, payable at the end of each quarter. It is expected that the debenture will have 10 million warrants attached. These warrants are anticipated to be priced in line with TSXV policies on warrants in connection with loans. The financing and its terms are still subject to TSXV approval.