GETCHELL

GETCHELL GOLD CORP.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2021 AND 2020

(Expressed in Canadian Dollars)

Smythe CPA

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF GETCHELL GOLD CORP.

Opinion

We have audited the consolidated financial statements of Getchell Gold Corp. (the "Company"), which comprise:

- the consolidated statements of financial position as at March 31, 2021 and 2020;
- the consolidated statements of loss and comprehensive loss for the years then ended;
- the consolidated statements of changes in shareholders' equity for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2021 and 2020, and its consolidated financial performance and consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss of $3,929,589 during the year ended March 31, 2021 and, as of that date, had an accumulated deficit of $15,878,365. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises of Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, and remain alert for indications that the other information appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditors' report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Michelle Chi Wai So.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
July 26, 2021

GETCHELL GOLD CORP.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at March 31,	**2021**	2020
	$	$
ASSETS		
CURRENT ASSETS		
Cash	**1,767,830**	810,190
Accounts receivable	**148,916**	46,849
Prepaid expenses	**209,154**	122,037
Reclamation deposit	**16,646**	20,367
TOTAL CURRENT ASSETS	**2,142,546**	999,443
Reclamation deposits	**56,330**	63,551
Furniture (Note 4)	**1,614**	337
TOTAL ASSETS	**2,200,490**	1,063,331
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities (Note 5)	**137,581**	254,548
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 6)	**16,279,269**	11,632,170
STOCK OPTIONS RESERVE (Note 6)	**1,486,077**	960,923
WARRANTS RESERVE (Note 6)	**175,928**	262,941
DEFICIT	**(15,878,365)**	(12,047,251)
TOTAL SHAREHOLDERS' EQUITY	**2,062,909**	808,783
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**2,200,490**	1,063,331

APPROVED ON BEHALF OF THE BOARD:

Signed, "William S. Wagener" Director

Signed, "Mike Sieb" Director

See accompanying notes to the consolidated financial statements.

GETCHELL GOLD CORP.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

For the years ended March 31,		**2021**		**2020**
EXPENSES				
Exploration and evaluation expenditures (Note 7)	$	1,947,076	$	1,162,239
Administrative and general (Note 5)		48,384		48,393
Advertising and promotion (Note 6)		438,751		36,915
Communication		7,745		5,652
Filing fees		47,832		50,988
Management and consulting (Note 5)		617,848		523,128
Occupancy/rent		16,058		13,100
Office and general		32,409		11,403
Professional fees		185,609		210,429
Share-based compensation (Notes 5 and 6)		599,202		419,525
Travel		18,676		73,781
Depreciation (Note 4)		390		112
Foreign exchange loss (gain)		25,610		(6,183)
	$	(3,985,590)	$	(2,549,482)
LOSS BEFORE OTHER INCOME (EXPENSES)				
Amortization of warrant issue costs (Note 6)	$	-	$	(37,000)
Other income (Note 6)		-		29,104
Recovery on reversal of accounts payable		56,001		35,712
Unrealized gain on warrant liability (Note 6)		-		77,844
Loss on extension of warrants (Note 6)		-		(147,317)
LOSS AND COMPREHENSIVE LOSS FOR THE YEAR	$	(3,929,589)	$	(2,591,139)
Loss per share - basic and diluted	$	(0.06)	$	(0.06)
Weighted average number of shares outstanding - basic and diluted		65,208,299		39,890,463

See accompanying notes to the consolidated financial statements.

GETCHELL GOLD CORP.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

For the years ended March 31,	2021 $	2020 $
Operating activities:		
Loss for the year	(3,929,589)	(2,591,139)
Items not affecting cash:		
Depreciation	390	112
Share-based compensation	599,202	419,525
Unrealized foreign exchange loss (gain)	2,364	(19,200)
Shares issued for property	267,883	130,227
Shares issued as consideration of services	115,336	-
Unrealized gain on warrant liability	-	(77,844)
Other income	-	(29,104)
Amortization of warrant issue costs	-	37,000
Recovery on reversal of accounts payable	(56,001)	(35,712)
Loss on extension of warrants	-	147,317
Net change in non-cash working capital balances:		
Accounts receivable	(102,067)	(25,225)
Prepaid expenses	(87,117)	(90,062)
Accounts payable and accrued liabilities	(43,466)	(103,600)
Cash used in operating activities	(3,233,065)	(2,237,705)
Investing activities:		
Purchase of furniture	(1,667)	-
Reclamation deposit	1,406	-
Cash used in investing activities	(261)	-
Financing activity:		
Issuance of common shares, net of issue costs	4,183,794	2,523,334
Cash provided by financing activity	4,183,794	2,523,334
Foreign exchange effect on cash	7,172	11,186
Change in cash	957,640	296,815
Cash, beginning of year	810,190	513,375
Cash, end of year	1,767,830	810,190
Supplemental cash flow information:		
Cash paid for interest	-	-
Cash paid for income tax	-	-
Non-cash investing activity:		
Reclamation deposit in accounts payable and accrued liabilities	-	24,332
Non-cash financing activity:		
Shares issued pursuant to debt settlement	17,500	-

See accompanying notes to the consolidated financial statements.

GETCHELL GOLD CORP.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share Capital #	Share Capital $	Shares to be Issued $	Stock Options Reserve $	Warrants Reserve $	Deficit $	Total $
Balance, March 31, 2019	**28,690,664**	**9,095,269**	**31,418**	**311,801**	**47,049**	**(9,488,505)**	**(2,968)**
Shares issued for cash	24,189,398	2,742,077	(31,418)	-	61,333	-	2,771,992
Share issue costs	-	(517,890)	-	251,880	17,352	-	(248,658)
Cancellation of stock options and warrants	-	-	-	(22,283)	(10,110)	32,393	-
Share-based compensation	-	-	-	419,525	-	-	419,525
Shares issued from treasury (Note 6)	960,456	182,487	-	-	-	-	182,487
Shares issued for mineral properties	967,513	130,227	-	-	-	-	130,227
Loss on extension on warrants	-	-	-	-	147,317		147,317
Loss for the year	-	-	-	-	-	(2,591,139)	(2,591,139)
Balance, March 31, 2020	**54,808,031**	**11,632,170**	**-**	**960,923**	**262,941**	**(12,047,251)**	**808,783**
Shares issued for cash	5,622,500	1,772,550	-	-	56,450	-	1,829,000
Share issue costs	-	(284,140)	-	106,926	17,408	-	(159,806)
Cancellation of stock options and warrants	-	-	-	(98,195)	(280)	98,475	-
Share-based compensation	-	-	-	599,202	-	-	599,202
Shares issued pursuant to debt settlement	50,000	17,500	-	-	-	-	17,500
Shares issued for mineral properties	788,078	267,883	-	-	-	-	267,883
Shares issued for services received	237,126	115,336	-	-	-	-	115,336
Shares issued for options and warrants exercised	12,545,041	2,757,970	-	(82,779)	(160,591)	-	2,514,600
Loss for the year	-	-	-	-	-	(3,929,589)	(3,929,589)
Balance, March 31, 2021	**74,050,776**	**16,279,269**	**-**	**1,486,077**	**175,928**	**(15,878,365)**	**2,062,909**

See accompanying notes to the consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Getchell Gold Corp. (the “Company”) is a Canadian junior resource exploration company, that carries on business in one segment, being the identification, acquisition and exploration of properties for mining of precious and base metals. The Company is incorporated and domiciled in Ontario, Canada.

The Company has four exploration assets in Nevada, USA. The registered address of the Company and its principal place of business is 310-133 Richmond Street West, Toronto, ON M5H 2L3. The Company’s shares are listed on the Canadian Securities Exchange (“CSE”) under the symbol “GTCH” and also trade in the United States on the Over-the-Counter OTCQB Venture Market (“OTCQB”) under the symbol “GGLDF”.

Getchell Gold Corp. (“Getchell”) and Buena Vista Gold Inc. (“BVG”) entered into an arrangement agreement on November 11, 2017, pursuant to which Getchell acquired all of the issued and outstanding common shares of BVG (the “Transaction”). The Transaction was carried out by way of a plan of arrangement (the “Agreement”), pursuant to which BVG became a wholly owned subsidiary of Getchell. As a result of the Transaction, Getchell Gold Corp., as the “Resulting Issuer,” continued on with the business of BVG under the name “Getchell Gold Corp.” The Transaction was deemed to be a reverse takeover (“RTO”) as shareholders of BVG acquired control of the combined entity.

On November 6, 2018, the Company completed the Transaction and the common shares of the Resulting Issuer were listed on the CSE and began trading on December 3, 2018. Trading was halted on December 18, 2018 when the Company became aware that the former Wabi Exploration Inc. (“Wabi”) shares were trading on a pre-consolidation basis between December 3, 2018 and December 18, 2018 (the “Trading Period”), not on a 1 for 6 basis as required by the Agreement. The former Wabi shares were consolidated prior to the resumption of trading on January 21, 2019.

The Company participated in numerous formal discussions with investment industry participants and regulators in an effort to find a resolution. After careful consideration, management determined that the best option was for the Company to issue shares to buyers of shares during the Trading Period. During the year ended March 31, 2020, 1,057,956 common shares were issued (Note 6). With respect to the trading of pre-consolidation shares during the Trading Period, a brokerage account reconciliation resulted in the return of 97,500 common shares for cancellation. While there was a dilutive effect to all shareholders, the Board of Directors believed that this solution was in the best interest of all shareholders and would allow the Company to advance its exploration assets in order to create value for shareholders.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company’s continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves and the ability of the Company to dispose of its interests on an advantageous basis. Although the Company has taken steps to verify title to the property on which it is conducting exploration and in which it has an interest, these procedures do not guarantee the Company’s title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory requirements.

1. NATURE OF OPERATIONS AND GOING CONCERN – continued

The consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern. This assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations. As at March 31, 2021, the Company had not yet achieved profitable operations and continues to be dependent upon its ability to obtain sufficient working capital from external financings to meet the Company's liabilities as they become payable, and ultimately to generate profitable future operations. The Company incurred a net loss of $3,929,589 (2020 - $2,591,139) during the year ended March 31, 2021. As at March 31, 2021, the Company had a deficit of $15,878,365 (2020 - $12,047,251).

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The pandemic could result in delays in the course of business, including potential delays to its exploration efforts/activities/programs, and continue to have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time. These material uncertainties may cast some doubt on the Company's ability to continue as a going concern. These consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of operations, and at amounts different from those in the consolidated financial statements. Such amounts could be material.

2. BASIS OF PREPARATION

(i) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The policies set out below were consistently applied to all the periods presented unless otherwise noted.

These consolidated financial statements of the Company were approved and authorized for issue by the Board of Directors on July 26, 2021.

(ii) Basis of presentation

These consolidated financial statements were prepared under the historical cost basis, except for certain assets which are measured at fair value as explained in the accounting policies set out in Note 3 below. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. The consolidated financial statements are presented in Canadian dollars unless otherwise indicated.

(iii) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries Buena Vista Gold Inc. and Getchell Gold Nevada Inc. (incorporated in Nevada, USA). Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

2. BASIS OF PREPARATION – continued

(iv) Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and these differences could be material.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Going concern
As is common with exploration companies, the Company's ability to continue its on-going and planned exploration activities and continue operations as a going concern, is dependent upon the recoverability of costs incurred to date on mineral properties, the existence of economically recoverable reserves, and the ability to obtain necessary equity financing from time to time. The factors considered by management are disclosed in Note 1.

- Title to mineral property interests
Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

- Functional currency
The functional currency for the Company and each of its subsidiaries is the currency of the primary economic environment in which the entity operates. Determination of the functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

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

2. BASIS OF PREPARATION – continued

(iv) Significant accounting judgments, estimates and assumptions – continued

- Share-based compensation
Management determines costs for share-based compensation using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies that have been applied in the preparation of these consolidated financial statements are summarized below.

(i) Foreign currency transactions and translation

The Company's presentation and functional currency is the Canadian dollar. The functional currency of Buena Vista Gold Inc. and Getchell Gold Nevada Inc. is also the Canadian dollar.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the date of the consolidated statement of financial position while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

(ii) Exploration and evaluation properties

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition costs of mineral exploration properties, property option payments and evaluation activity. Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction' into property, plant and equipment. All costs relating to the construction, installation or completion of a mine that are incurred subsequent to the exploration and evaluation stage are capitalized to mines under construction. On the commencement of commercial production, depletion of each mining property will be provided on a unit-of-production basis using estimated resources as the depletion base.

(iii) Furniture

On initial recognition, furniture is valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provisions.

Furniture is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

(iii) Furniture – continued

Depreciation is based on the cost of an asset less its residual value. Depreciation is recognized in profit or loss over the estimated useful lives using the following basis:

Computers - 55% diminishing balance
Furniture and fixtures - 25% diminishing balance

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

(iv) Impairment of non-financial assets

The carrying values of long-lived assets are assessed for impairment when indicators of such impairment exist. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated. The recoverable amount is determined as the higher of the fair value less costs to sell for the asset and the asset's value in use.

If the carrying amount of the asset exceeds its recoverable amount, the asset is impaired and an impairment loss is charged to profit or loss so as to reduce the carrying amount to its recoverable amount.

(v) Financial instruments

Recognition and classification
The Company recognizes a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument.

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics.

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

Measurement

Financial assets at FVTOCI
Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

(v) Financial instruments – continued

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the credit risk on the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets or liabilities assumed, is recognized in profit or loss.

(vi) Provisions

A provision is recognized in the consolidated statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in provision due to passage of time is recognized as interest expense.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. At each consolidated statement of financial position reporting date, provisions are reviewed and adjusted to reflect the current best estimate of the expenditure required to settle the present obligation.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

(vii) Rehabilitation provision

A legal or constructive obligation to incur rehabilitation provisions may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

The Company had no significant rehabilitation obligations as at March 31, 2021 and 2020.

(viii) Share capital and warrants

The Company’s common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

Warrants are classified as equity if they will be settled only through the issuance of a fixed number of the Company’s own equity instruments. Upon exercise, the shares are issued from treasury and the amount reflected in warrants is credited to share capital for the proceeds allocated when the warrant was first issued. Upon expiry, the grant date value of the warrants is reclassified to deficit.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to common shares issued in the private placements at their fair value as determined by the closing quoted bid price on the announcement date. The remaining balance, if any, is allocated to the warrants. Any value attributed to the warrants is recorded as warrants reserve in shareholders’ equity. Share issue costs are netted against share proceeds.

Warrants issued to agents or brokers on a non-cash basis in connection with corporate financings are recorded at fair value using the Black-Scholes option pricing model and charged against share capital as share issue costs with an offsetting increase to warrants reserve if the warrants are exercisable in the Company's functional currency. Warrants exercisable in a currency other than the Company's functional currency are recorded to warrant liability on the consolidated statement of financial position and valued initially and at each period end using the Black-Scholes option pricing model. Any gains or losses are recognized in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

(ix) Share-based compensation

Equity-settled share-based compensation to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value determined at the grant date of the equity-settled share-based compensation is expensed over the vesting period. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Stock option expense incorporates an expected forfeiture rate for those options that do not vest immediately.

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

Upon expiry or cancellation, the value of share-based compensation such as stock options and warrants will be reallocated from stock option reserve to deficit.

(x) Loss per share

Basic loss per share is calculated by dividing net loss applicable to common shares of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per common share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments are converted during the year.

(xi) Taxation

Current tax
Income tax expense represents the tax currently payable on the taxable income using tax rates that have been enacted or substantively enacted by the end of the reporting period, adjusted for amendments to tax payable with regards to previous years.

Deferred tax
In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except, in the case of subsidiaries, where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred income tax assets and liabilities are presented as non-current.

(Expressed in Canadian Dollars)

4. FURNITURE

	Furniture
Cost	
Cost at March 31, 2019 and 2020	$ 3,000
Additions	1,667
Cost at March 31, 2021	4,667
Accumulated Depreciation	
Balance at March 31, 2019	$ (2,551)
Depreciation	(112)
Balance at March 31, 2020	$ (2,663)
Depreciation	(390)
Balance at March 31, 2021	$ (3,053)
Net book value March 31, 2020	$ 337
Net book value March 31, 2021	$ 1,614

5. RELATED PARTY TRANSACTONS

In accordance with IAS 24 *Related party disclosures*, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The Company had the following transactions with related parties or companies controlled by related parties during the years ended March 31, 2021 and 2020:

	2021	2020
Management and consulting fees	$ 451,386	$ 404,738
Administration fees	-	2,000
Share-based compensation	219,080	196,131
	$ 670,466	$ 602,869

Accounts payable and accrued liabilities as at March 31, 2021 include $12,582 (2020 - $9,083) due to related parties. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

6. SHARE CAPITAL, STOCK OPTIONS AND WARRANTS

a) Shares Authorized

The Company is authorized to issue an unlimited number of common shares with no par value.

b) Transactions

(i) Year ended March 31, 2021

On May 29, 2020, the Company closed a non-brokered private placement financing and issued 2,800,000 Units at $0.25 per Unit (the "Units") for gross proceeds of $700,000. Each Unit consisted of one common share and one-half share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to acquire an additional common share at a price of $0.35 per share until May 29, 2022. The Company has allocated all of the proceeds to common shares and $nil to warrants. The Company also paid aggregate finder's fees of $36,750 in cash and issued 119,000 Compensation Option Units (the "Finders Option") and 28,000 finder's warrants ("Finder's Warrant"). Each Finders Option is exercisable at a price of $0.25 per unit to acquire either: (a) one common share and one Warrant ("Finders Option Warrants") until May 29, 2022; or (b) one common share until May 29, 2025. Each Finders Option Warrant entitles the holder to acquire one common share at a price of $0.35 per share for a period of two years from the date of issue. Each Finder's Warrant will be exercisable to acquire an additional common share at $0.35 per share for a two-year period from the date of issue. The Company incurred additional cash share issuance costs of $11,890.

On July 22, 2020, the Company settled $17,500 of debt with a creditor by issuing 50,000 common shares at a fair value of $0.35 per share.

On August 7, 2020, the Company issued 38,917 common shares at a fair value of $13,543 (US$10,000) pursuant to the Star Point mining lease amended on June 1, 2020 (Note 7).

On September 15, 2020, the Company issued 180,300 common shares at a fair value of $82,036 as consideration for advertising and promotion services received.

On September 28, 2020, the Company closed a non-brokered private placement financing and issued 2,822,500 Units at $0.40 per Unit for gross proceeds of $1,129,000. Each Unit consisted of one common share and one-half of a Warrant. Each Warrant entitles the holder to acquire an additional common share at a price of $0.60 per share until September 28, 2022. The fair value attributed to the 2,822,500 shares and warrants issued was estimated to be $1,072,550 and $56,450 respectively. The Company also paid aggregate finder's fees of $92,500 in cash and issued 179,000 Finders Options and 54,500 Finder's Warrants. Each Finders Option is exercisable at a price of $0.40 for a period of five years to acquire either: (a) one common share and one-half of a Finders Option Warrant until September 28, 2022; or (b) one common share after September 28, 2022. Each whole Finders Option Warrant entitles the holder to acquire one common share at a price of $0.60 per share until September 28, 2022. Each Finder's Warrant will be exercisable to acquire an additional common share at $0.40 per share for a two-year period from the date of issue. The Company incurred additional cash share issuance costs of $18,666.

On December 18, 2020, the Company issued 749,161 common shares at a fair value of $254,340 (US$200,000) as the first anniversary payment pursuant to the Definitive Agreement in the acquisition of the Fondaway Canyon and Dixie Comstock projects (Note 7).

6. SHARE CAPITAL, STOCK OPTIONS AND WARRANTS – continued

b) Transactions – continued

(i) Year ended March 31, 2021 – continued

On March 16, 2021, the Company issued 56,826 common shares at a fair value of $33,300 as consideration for advertising and promotion services received.

During the year ended March 31, 2021, the Company issued 12,545,041 common shares for the exercise of options and warrants for gross proceeds of $2,514,600. A value of $243,370 was transferred from the share-based payment reserve to share capital as a result.

(ii) Year ended March 31, 2020

On May 21, 2019, the Company closed the first tranche of a private placement financing and issued 5,236,065 Units at $0.15 per Unit for gross proceeds of $785,410. Each Unit consisted of a common share and one-half of a Warrant. Each Warrant entitles the holder to acquire an additional common share at a price of $0.25 per share until May 17, 2021. The Company also issued 268,333 Finders Options and paid an aggregate of $39,250 to qualified finders. Each Finders Option is a compensation unit exercisable at $0.15 per option into one common share and one-half of a Finders Option Warrant for a five-year period. Each Finders Option Warrant will be exercisable to acquire an additional common share at $0.25 per share for a two-year period from the date of exercise of the Finders Option. The Company incurred share issuance costs of $22,383.

On June 4, 2019, the Company fulfilled its obligation to issue 1,057,956 common shares from treasury to buyers of shares during the Trading Period. As at March 31, 2019, the Company recorded $211,591 as other expenses in recognition of this obligation. The shares were in satisfaction of claims that may have resulted from the purchase of pre-consolidation shares during the Trading Period, as discussed in Note 1. With respect to the trading of pre-consolidation shares during the Trading Period, a brokerage account reconciliation resulted in the return of 97,500 common shares which were cancelled on July 11, 2019. The Company recognized a gain of $29,104 on the issuance of these common shares.

On July 12, 2019, the Company closed the final tranche of the May 2019 private placement financing and issued 2,453,333 Units at $0.15 per Unit for gross proceeds of $368,000. Each Unit consisted of a common share and one-half of a Warrant. Each Warrant entitles the holder to acquire an additional common share at a price of $0.25 per share until July 12, 2021. The grant date fair value attributed to the 2,453,333 shares and warrants issued was estimated to be $306,667 and $61,333 respectively. The Company also paid an aggregate of $21,333 to qualified finders and issued 134,222 Finders Options, which have the same terms as the Finders Options issued in the first tranche of the private placement. The Company incurred share issuance costs of $7,296.

On December 20, 2019, the Company closed the first tranche of a private placement financing and issued 10,008,333 Units at $0.10 per Unit for gross proceeds of $1,000,833. Each Unit consisted of a common share and one Warrant of the Company. Each Warrant entitles the holder to acquire one common share at a price of $0.14 per share until December 20, 2021. The Company also paid an aggregate of $93,200 to qualified finders and issued 756,350 Finders Options and 175,650 Finder's Warrants. Each Finders Option is exercisable at a price of $0.10 per unit to acquire either: (a) one common share and one warrant until December 20, 2021; or (b) one common share until December 20, 2024. Each Finder's Warrant entitles the holder to acquire one common share at a price of $0.14 per share until December 20, 2021. The Company incurred share issuance costs of $16,490.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL, STOCK OPTIONS AND WARRANTS – continued

c) Stock Options

The Company has a stock option plan (the "Plan") for its directors, officers, consultants and key employees under which the Company may grant options to acquire a maximum number of 10% of the total issued and outstanding common shares of the Company. These options are non-transferrable and are valid for a maximum of 5 years from the date of issue. Vesting terms and conditions are determined by the Board of Directors at the time of the grant. The exercise price of the options is fixed by the Board of Directors of the Company at the time of the grant at the market price of the common shares, subject to all regulatory requirements. Expected volatility has been determined using the share price of the Company for the period equivalent to the life of the options prior to grant date.

A summary of the Company's stock option activity during the periods presented is as follows:

	Number	Weighted Average Exercise Price
Outstanding and exercisable, March 31, 2019	941,667	$ 0.42
Granted	4,505,000	0.11
Cancelled	(66,667)	0.42
Outstanding and exercisable, March 31, 2020	5,380,000	$ 0.16
Granted	2,325,000	0.36
Exercised	(955,000)	0.08
Cancelled	(925,000)	0.14
Outstanding and exercisable, March 31, 2021	5,825,000	$ 0.26

On June 26, 2020, the Company cancelled 875,000 stock options pursuant to a settlement agreement with the former CFO of the Company.

On July 1, 2020, the Company cancelled 50,000 stock options previously held by a former consultant of the Company.

On July 2, 2020, the Company granted 1,025,000 options to directors, officers, advisors and consultants, exercisable at $0.33 for a five-year term. The options vested immediately. The following assumptions were used for the options: expected dividend yield of 0%, expected volatility of 103%, risk free rate of return of 0.32%, expected life of 5 years, and share price of $0.33, resulting in a charge of $254,843 as share-based payments for the year ended March 31, 2021.

On July 15, 2020, the Company granted 150,000 stock options to a director, exercisable at $0.35 for a five-year term. The options vested immediately. The following assumptions were used for the options: expected dividend yield of 0%, expected volatility of 103%, risk free rate of return of 0.30%, expected life of 5 years, and share price of $0.35, resulting in a charge of $38,965 as share-based payments for the year ended March 31, 2021.

On September 17, 2020, the Company granted 150,000 options to consultants, exercisable at $0.45 for a five-year term. The options vested immediately. The following assumptions were used for the options: expected dividend yield of 0%, expected volatility of 96%, risk free rate of return of 0.32%, expected life of 5 years, and share price of $0.45, resulting in a charge of $48,514 as share-based payments for the year ended March 31, 2021.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL, STOCK OPTIONS AND WARRANTS – continued

c) Stock Options - continued

On December 11, 2020, the Company granted 850,000 options to consultants, exercisable at $0.35 for a five-year term. The options vested immediately. The following assumptions were used for the options: expected dividend yield of 0%, expected volatility of 91%, risk free rate of return of 0.38%, expected life of 5 years, and share price of $0.35, resulting in a charge of $199,329 as share-based payments for the year ended March 31, 2021.

On March 10, 2021, the Company granted 150,000 options to an advisor, exercisable at $0.54 for a five-year term. The options vested immediately. The following assumptions were used for the options: expected dividend yield of 0%, expected volatility of 94%, risk free rate of return of 0.45%, expected life of 5 years, and share price of $0.54, resulting in a charge of $57,551 as share-based payments for the year ended March 31, 2021.

The weighted average remaining life of the options as at March 31, 2021 was 3.66 years (2020 – 4.22 years).

A summary of the Company's outstanding and exercisable stock options as at March 31, 2021 is presented below:

Expiry date	Options Outstanding and Exercisable	Exercise Price
November 10, 2021	750,000	$ 0.41
September 12, 2024	1,000,000	$ 0.08
March 27, 2025	1,750,000	$ 0.15
July 2, 2025	1,025,000	$ 0.33
July 15, 2025	150,000	$ 0.35
September 17, 2025	150,000	$ 0.45
December 11, 2025	850,000	$ 0.35
March 10, 2026	150,000	$ 0.54
	5,825,000	

d) Finders Options

A summary of the Company's Finders Option activity during the periods presented is as follows:

	Number	Weighted Average Exercise Price
Outstanding and exercisable, March 31, 2019	210,399	$ 0.45
Granted	1,402,405	0.11
Outstanding and exercisable, March 31, 2020	1,612,804	$ 0.16
Granted	298,000	0.34
Exercised	(95,985)	0.12
Outstanding and exercisable, March 31, 2021	1,814,819	$ 0.19

6. SHARE CAPITAL, STOCK OPTIONS AND WARRANTS – continued

d) Finders Options - continued

On May 17, 2019, the Company granted 268,333 Finders Options. Each Finders Option is a compensation unit exercisable at $0.15 per option into one common share and one-half Finders Option Warrant for a five-year period. Each Finders Option Warrant will be exercisable to acquire an additional common share at $0.25 per share for a two-year period from the date of exercise of the Finders Option. The following assumptions were used for the options: expected dividend yield of 0%, expected volatility of 110%, risk free rate of return of 1.63%, expected life of 5 years, and share price of $0.15, resulting in a charge of $71,961 as share issue costs for the year ended March 31, 2020.

On July 12, 2019, the Company granted 134,222 Finders Options. Each Finders Option is a compensation unit exercisable at $0.15 per option into one common share and one-half Finders Option Warrant for a five-year period. Each Finders Option Warrant will be exercisable to acquire an additional common share at $0.25 per share for a two-year period from the date of exercise of the Finders Option. The following assumptions were used for the options: expected dividend yield of 0%, expected volatility of 110%, risk free rate of return of 1.47%, expected life of 5 years, and share price of $0.15, resulting in a charge of $16,395 as share issue costs for the year ended March 31, 2020.

On December 20, 2019, the Company granted 756,350 Finders Options. Each Finders Option is a compensation unit exercisable at $0.10 per option to acquire either: (a) one common share and one Finders Option Warrant until December 20, 2021; or (b) one common share until December 20, 2024. Each Finders Option Warrant entitles the holder to acquire one common share at a price of $0.14 per share for a period of two years from the date of issuance. The following assumptions were used for the options: expected dividend yield of 0%, expected volatility of 114%, risk free rate of return of 1.64%, expected life of 5 years, and share price of $0.115, resulting in a charge of $118,709 as share issue costs for the year ended March 31, 2020.

On January 29, 2020, the Company granted 243,500 Finders Options. Each Finders Option is a compensation unit exercisable at $0.10 per option to acquire either: (a) one common share and one Finders Option Warrant until January 29, 2022; or (b) one common share until January 29, 2025. Each Finders Option Warrant entitles the holder to acquire one common share at a price of $0.14 per share for a period of two years from the date of issuance. The following assumptions were used for the options: expected dividend yield of 0%, expected volatility of 116%, risk free rate of return of 1.38%, expected life of 5 years, and share price of $0.13, resulting in a charge of $44,815 as share issue costs for the year ended March 31, 2020.

On May 29, 2020, the Company granted 119,000 Finders Options. Each Finders Option is a compensation unit exercisable at $0.25 per option to acquire either: (a) one common share and one Finders Option Warrant until May 29, 2022; or (b) one common share until May 29, 2025. Each Finders Option Warrant entitles the holder to acquire one common share at a price of $0.35 per share for a period of two years from the date of issuance. The following assumptions were used for the options: expected dividend yield of 0%, expected volatility of 127%, risk free rate of return of 0.35%, expected life of 5 years, and share price of $0.26, resulting in a charge of $41,160 as share issue costs for the year ended March 31, 2021.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL, STOCK OPTIONS AND WARRANTS – continued

d) Finders Options - continued

On September 28, 2020, the Company granted 179,000 Finders Options. Each Finders Option is a compensation unit exercisable at $0.40 per option to acquire either: (a) one common share and one-half of a Finders Option Warrant until September 28, 2022; or (b) one common share until September 28, 2025. Each Finders Option Warrant entitles the holder to acquire one common share at a price of $0.60 per share for a period of two years from the date of issuance. The following assumptions were used for the options: expected dividend yield of 0%, expected volatility of 131%, risk free rate of return of 0.31%, expected life of 5 years, and share price of $0.38, resulting in a charge of $65,766 as share issue costs for the year ended March 31, 2021.

A summary of the Company's outstanding and exercisable Finders Options as of March 31, 2021 is presented below:

Expiry date	Options Outstanding and Exercisable	Exercise Price
November 2, 2023	204,414	$ 0.45
May 17, 2024	268,333	$ 0.15
July 12, 2024	134,222	$ 0.15
December 20, 2024	681,350	$ 0.10
January 29, 2025	228,500	$ 0.10
May 29, 2025	119,000	$ 0.25
September 28, 2025	179,000	$ 0.40
	1,814,819	

(Expressed in Canadian Dollars)

6. SHARE CAPITAL, STOCK OPTIONS AND WARRANTS – continued

e) Warrants

A summary of the Company's warrant activity during the periods presented is as follows:

	Number Outstanding and Exercisable	Weighted Average Exercise Price (CAD)	Weighted Average Exercise Price (USD)
Outstanding, March 31, 2019	7,130,906(1)(2)(3)	$ 0.25	$0.20
Expired	(47,667)	0.42	n/a
Issued	20,604,350	0.16	n/a
Outstanding, March 31, 2020	27,687,589	$ 0.28	$0.20
Exercised	(11,494,056)	0.21	n/a
Expired	(171,250)	0.25	n/a
Issued	2,989,735	0.46	n/a
Outstanding, March 31, 2021	19,012,018	$ 0.21	$0.20

(1) Warrant issuance costs of $37,000 with respect to 2,134,375 of these warrants with an exercise price of $0.25 were recorded during the year ended December 31, 2017. The warrants issuance costs were fully amortized during the year ended March 31, 2020.

(2) The exercise price of 4,601,250 of these warrants was denominated in a currency other than the functional currency. As a result, the warrants were considered a derivative financial liability and revalued at each period end with any gain or loss in the fair value being record in the consolidated statements of loss as an unrealized gain or loss on warrant liability. On December 18, 2019, the Company announced that these share purchase warrants were repriced from US$0.40 to CAD$0.25. The fair value of these warrants was determined to be $nil on the date of the repricing and as a result, the Company recorded an unrealized gain on warrant liability of $77,844 during the year ended March 31, 2020.

The expiry date of these warrants was also extended to December 31, 2020. As a result, the Company recorded a loss on extension of warrants of $147,317 for the year ended March 31, 2020. The loss on extension of warrants was estimated using the Black-Scholes model as the difference in the fair value of the warrants between the extended period and the remaining period when the decision was taken to extend the warrants. The following weighted average assumptions were used: expected dividend yield of 0%, 118% expected volatility, 1.71% risk-free interest rate and expected life of 1 year.

(3) On July 22, 2020, the expiry date of 6,855,239 of these warrants was accelerated to August 27, 2020 automatically in accordance with the warrant repricing policy of the Canadian Securities Exchange.

On December 20, 2019, the Company issued 175,650 Finder's Warrants. Each Finder's Warrant entitles the holder to acquire one common share at a price of $0.14 per share until December 20, 2021. The following assumptions were used: expected dividend yield of 0%, expected volatility of 114%, risk free rate of return of 1.69%, expected life of 2 years, and share price of $0.115, resulting in a charge of $11,022 as share issue costs for the year ended March 31, 2020.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL, STOCK OPTIONS AND WARRANTS – continued

e) Warrants - continued

On January 29, 2020, the Company issued 84,000 Finder's Warrants. Each Finder's Warrant entitles the holder to acquire one common share at a price of $0.14 per share until January 29, 2022. The following assumptions were used: expected dividend yield of 0%, expected volatility of 116%, risk free rate of return of 1.51%, expected life of 2 years, and share price of $0.13, resulting in a charge of $6,330 as share issue costs for the year ended March 31, 2020.

On May 29, 2020, the Company issued 28,000 Finder's Warrants. Each Finder's Warrant entitles the holder to acquire one common share at a price of $0.35 per share until May 29, 2022. The following assumptions were used: expected dividend yield of 0%, expected volatility of 127%, risk free rate of return of 0.28%, expected life of 2 years, and share price of $0.26, resulting in a charge of $4,193 as share issue costs for the year ended March 31, 2021.

On September 28, 2020, the Company issued 54,500 Finder's Warrants. Each Finder's Warrant entitles the holder to acquire one common share at a price of $0.40 per share until September 28, 2022. The following assumptions were used: expected dividend yield of 0%, expected volatility of 131%, risk free rate of return of 0.23%, expected life of 2 years, and share price of $0.38, resulting in a charge of $13,215 as share issue costs for the year ended March 31, 2021.

During the year ended March 31, 2021, the Company issued 95,985 Finder's Warrants pursuant to the exercise of compensation options.

The weighted average remaining life of the warrants as at March 31, 2021 was 0.76 year (2020 – 1.43 years).

A summary of the Company's outstanding warrants as of March 31, 2021 is presented below:

Expiry date	Warrants outstanding	Exercise price (CAD)	Exercise price (USD)
May 17, 2021	1,993,033	$ 0.25	n/a
July 12, 2021	1,176,667	$ 0.25	n/a
December 20, 2021	7,378,333	$ 0.14	n/a
January 29, 2022	5,358,750	$ 0.14	n/a
May 29, 2022	1,418,000	$ 0.35	n/a
July 24, 2022	228,000	$ 0.26	$ 0.20
September 28, 2022	1,453,250	$ 0.40	n/a
March 8, 2021	5,985	$0.52	n/a
	19,012,018		

7. EXPLORATION AND EVALUATION EXPENDITURES

The Company holds a 100% interest in the Star claim group located in Pershing County Nevada, USA. A portion of the Star Point claim group is subject to a mining lease agreement between Getchell Gold Nevada Inc. and RS Gold, LLC, the “Owner”, dated June 26, 2010 and amended on May 1, 2015. The remainder of the Star claim group is controlled via staking. However, the portion of the Star claim group that is controlled via staking is within the “area of influence’ and is subject to the mining lease terms and conditions.

During the year ended March 31, 2020, the Company attempted to renegotiate the terms of the BV South, French Boy and Gold Knob mining leases but did not receive satisfactory renewal terms from the lessors. Consequently, the mining leases were not renewed. The Star Point mining lease was renewed in June 2019 and amended on June 1, 2020.

Star Point

The leased portion of the Star Point claim group is subject to a mining lease agreement, the key provisions of which are as follows:

Original term: Original term of 10 years ended June 26, 2020.

Advance Minimum Royalties: Advance pre-production royalties deductible from future production royalties were payable as follows:

1st Anniversary of signing US$40,000 (paid)
all subsequent Anniversaries US$50,000 (paid to date)

The AMR payments were temporarily amended and reduced to US$5,000 in 2015 and US$10,000 in 2016 (paid). In 2018 and 2019, the AMR payments returned to US$50,000 per year (paid).

Revised term: Revised term (effective June 1, 2020) was for 20 years ending June 1, 2040, with the option and right to extend the term for 3 additional extension terms of 10 years each.

Advance Minimum Royalties: Advance pre-production royalties deductible from future production royalties are payable as follows:

- Upon effective date of agreement – US$15,000 in cash (paid) and US$10,000 in shares (issued)
- 1st Anniversary – US$15,000 in cash and US$20,000 in shares
- 2nd Anniversary – US$20,000 in cash and US$30,000 in shares
- 3rd Anniversary – US$25,000 in cash and US$40,000 in shares
- 4th Anniversary – US$30,000 in cash and US$40,000 in shares
- 5th and subsequent Anniversaries – US$35,000 in cash or gold equivalent

Production Royalties: A fixed NSR royalty of 3% of net smelter returns on all valuable minerals produced from the property is payable to the owners on production. In addition, $365,000 in previous advance royalty payments were credited towards future production from the prior agreement.

Royalty Buy-out Provision: The Company may purchase up to a 2% NSR for US$1,500,000 per point.

During the fifteen months ended March 31, 2019, the Company staked and recorded an additional 60 claims adjacent to Star Point and subsequently staked an additional 63 claims to the south of Star Point. The staking of the additional 63 claims extended the claim package to the south. The Company renewed 199 Star Point claims on August 20, 2020.

7. EXPLORATION AND EVALUATION EXPENDITURES – continued

Hot Springs Peak

The Hot Springs Peak property consists of 167 unpatented lode mining claims in the northern Hot Springs range in Humboldt County Nevada.

In August 2017, the Company purchased 88 claims in Nevada, USA from Dutch Flats Gold Inc., a company related through common director and ownership, in exchange for 626,091 BVG common shares and settlement of $90,071 for amounts due by Dutch Flats Gold Inc. by BVG. An additional 16 claims were staked in fiscal 2017. There were also 4 claims leased from a private owner.

In 2019 an additional 87 claims were staked and recorded. The 4 leased claims expired in the first quarter of 2019 and the lease has not yet been renegotiated. Twenty-four (24) claims were not renewed with the BLM in August of 2019. The Company renewed 167 Hot Springs Peak claims on August 20, 2020.

Fondaway Canyon and Dixie Comstock

On January 3, 2020, the Company executed the definitive agreement (the "Agreement") with Canagold Resources Ltd. ("Canagold") (formerly Canarc Resource Corp.), whereby the Company has the option to acquire 100% of the Fondaway Canyon and Dixie Comstock properties located in Churchill County Nevada. Under the terms of the Agreement, the Company can acquire 100% of the projects at any time on or before the 4th anniversary of the Agreement by paying Canagold a total of US$2,000,000 in cash and US$2,000,000 in shares and granting Canagold a 2% NSR in the Fondaway Canyon and Dixie Comstock projects (1% of the NSR can be bought out for US$1,000,000 on each project).

In addition, the Company is responsible for making Advanced Royalty Payments ("ARP's") of US$35,000 per year to the original title holder of the Fondaway Canyon property. The ARP's will be applied against the 3% NSR buyout option for US$600,000.

During the year ended March 31, 2020, an additional 35 claims were staked and recorded at Fondaway Canyon. The Company renewed a total of 199 unpatented mining claims, Fondaway Canyon 171 claims and Dixie Comstock 28 claims, on August 10, 2020.

Payment terms:

- At signing of the full agreement – US$100,000 in cash (paid) and US$100,000 in shares (issued)
- 1st Anniversary – US$100,000 in cash (paid) and US$200,000 in shares (issued)
- 2nd Anniversary – US$100,000 in cash and US$300,000 in shares
- 3rd Anniversary – US$100,000 in cash and US$400,000 in shares
- 4th Anniversary – US$1,600,000 in cash and US$1,000,000 in shares

Work commitments:

- Year 1 – US$300,000 - exploration expenditures through December 31, 2020 were US$778,053
- Year 2 – US$400,000
- Year 3 – US$500,000
- Year 4 – US$250,000

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION EXPENDITURES – continued

Expenditures

Exploration and evaluation expenditures for the year ended March 31, 2021 were as follows:

	Star Point $	Hot Springs Peak $	Fondaway Canyon $	Dixie Comstock $	Total $
Acquisition and lease payments	-	-	333,119	63,451	396,570
Claim Fees	47,394	39,090	40,475	6,563	133,522
Field and support	7,899	20,843	52,737	5,698	87,177
Geologist	27,098	25,616	249,044	4,498	306,256
Geophysics	108,991	-	-	-	108,991
Geochemistry	-	-	1,441	-	1,441
Laboratory fees	-	-	69,743	-	69,743
Drilling	-	-	730,870	-	730,870
Royalty payments	33,048	-	46,267	-	79,315
Travel	1,115	2,160	29,916	-	33,191
	225,545	**87,709**	**1,553,612**	**80,210**	**1,947,076**

Exploration and evaluation expenditures for the year ended March 31, 2020 were as follows:

	Star Point $	Hot Springs Peak $	Fondaway Canyon $	Dixie Comstock $	Total $
Acquisition and lease payments	-	-	223,574	42,586	266,160
Claim Fees	46,927	39,354	12,973	-	99,254
Field and support	5	-	4,915	933	5,853
Geologist	3,381	64,533	104,798	15,964	188,676
Laboratory fees	-	76,445	-	-	76,445
Drilling	-	436,498	-	-	436,498
Royalty payments	66,540	-	-	-	66,540
Travel	401	19,098	2,728	586	22,813
	117,254	**635,928**	**348,988**	**60,069**	**1,162,239**

8. CAPITAL MANAGEMENT

The Company manages its shareholders' equity as capital, making adjustments based on available funds, 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 properties to which the Company currently has an interest are in the exploration stage and as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration as well as satisfy administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties should sufficient geological or economic potential be demonstrated and if the Company has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the current size of the Company. There were no changes to its capital management approach during the years ended March 31, 2021 and 2020. Neither the Company nor its subsidiaries is subject to externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company has no external debt and is dependent on the capital markets to finance exploration and development activities.

9. SEGMENTED INFORMATION

The Company has one operating segment: the acquisition, exploration and development of precious and base metal mineral resource properties located in Nevada, USA. the furniture is located in USA and Canada.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Liquidity Risk
- Credit Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

(Expressed in Canadian Dollars)

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - continued

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of three types of risk: foreign currency risk, interest rate risk and commodity price risk.

Foreign Currency Risk

Given the global nature of the Company's business, the Company's operating businesses, financial reporting results and cash flows are exposed to risks associated with foreign currency fluctuations. For the current fiscal year, management estimates that if the United States Dollar had weakened or strengthened by 10% against the Canadian dollar, the resulting change would result in an increase/decrease of approximately $30,109. Included in cash is US$128,630 ($161,753) (2020 – US$37,739 ($53,540)), prepaid expenses is US$118,477 ($148,985) (2020 – US$49,412 ($70,101)), and accounts payable and accrued liabilities is US$7,669 ($9,644) (2020 – US$20,199 ($28,656)) denominated in foreign currency.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash held with chartered Canadian financial institutions. Sensitivity to a plus or minus 1% change in the interest rates could impact any renewals or extensions of term deposits which would have no significant impact on the net loss due to the immateriality of the interest earned.

Commodity Price Risk

The ability of the Company to develop its mineral properties and the future profitability of the Company is directly related to the market price of precious metals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken. Based on management's knowledge and expertise of the financial markets, the Company believes that commodity price risk is not relevant as the Company is not a producing entity.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

At March 31, 2021, the Company had a cash balance of $1,767,830 (2020 - $810,190) and current liabilities of $137,581 (2020 - $254,548).

The following is a summary of the Company's material contractual obligations (representing undiscounted contractual cash flows):

	Due within				
	1 Year	2 Years	3 Years	Over 4 Years	Total
Accounts payable and accrued liabilities	$ 137,581	$ -	$ -	$ -	$ 137,581

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - continued

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk in its cash. The maximum credit risk represented by the Company's financial assets is represented by their carrying amounts. Concentration of credit risk exists with respect to the Company's cash as substantially the entire amount is held at a single major Canadian financial institution.

Credit risk on cash is minimized by depositing with only reputable financial institutions.

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The consolidated statements of financial position carrying amounts for cash, accounts receivables, and accounts payable and accrued liabilities approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

11. COMMITMENTS AND CONTINGENCIES

Environmental contingencies

The Company's exploration activities are subject to various international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive.

The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

(Expressed in Canadian Dollars)

12. INCOME TAXES

a) Provision for income taxes

The major items causing the Company's income tax expense to differ from the Canadian combined federal and provincial statutory rate of 27% at March 31, 2021 (2020 – 27%) were:

	March 31, 2021 $	March 31, 2020 $
Net loss for the year before income taxes	(3,929,589)	(2,591,139)
Expected income taxes (recoverable) at statutory rates	(1,061,000)	(700,000)
Changes resulting from:		
Expenses not deductible for tax purposes	168,000	142,000
Under provided in prior period	37,000	-
Tax benefits not realized	856,000	558,000
Deferred income tax provision	-	-

b) Deferred income tax balances

The Company has deferred tax assets not recognized as follows:

	March 31, 2021 $	March 31, 2020 $
Deferred income tax assets		
Non-capital losses	3,772,000	2,882,000
Mineral properties	4,000	4,000
Share issuance costs	88,000	27,000
	3,864,000	2,913,000

The Company has approximately $6,213,000 of non-capital losses in Canada which, under certain circumstances can be used to reduce the taxable income of future years. The losses expire in the following periods:

Year	Amount $
2026	27,000
2027	25,000
2028	61,000
2029	52,000
2030	483,000
2031	65,000
2032	371,000
2033	165,000
2034	412,000
2035	43,000
2036	663,000
2037	579,000
2038	464,000
2039	407,000
2040	895,000
2040	1,501,000
	6,213,000

13. SUBSEQUENT EVENTS

Subsequent to March 31, 2021, 3,447,548 warrants and compensation options with a weighted average exercise price of $0.23 have been exercised for gross proceeds of $772,647. In addition, 60,000 stock options were exercised at a price of $0.08 for gross proceeds of $4,800.

On May 18, 2021, the Company closed a non-brokered private placement totaling 6,022,500 Units at a price of $0.45 per Unit for aggregate gross proceeds of $2,710,125. Each Unit consists of one common share and one-half of one Warrant of the Company. Each Warrant entitles the holder to acquire one common share at a price of $0.65 per share for a period of two years from the date of issuance. In addition, the Company has agreed to pay finder's fees consisting of an aggregate of $86,875 in cash, 100,000 common shares and 293,055 Finder's Warrants. Each Finder's Warrant entitles the holder to acquire one common share at a price of $0.65 per share for a period of two years from the date of closing.

On May 26, 2021, the Company granted 695,000 options to directors, officers, advisors and consultants, which vest immediately upon grant and are exercisable at $0.59 for a five-year term.