# CDN MAVERICK CAPITAL CORP. (FORMERLY CAELAN CAPITAL INC.)

CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2021

(Unaudited - Expressed in Canadian Dollars)

#### **Notice of No Auditor Review**

These unaudited consolidated interim financial statements of CDN Maverick Capital Corp. (formerly Caelan Capital Inc.) (the "Company") have not been reviewed by the auditors of the Company. This notice is being provided in accordance with Section 4.3 (3) (a) of National Instrument 51-102 - Continuous Disclosure Obligations.

### **CDN MAVERICK CAPITAL CORP. (formerly CAELAN CAPITAL INC.)**

Consolidated Interim Statements of Financial Position (Unaudited - Expressed in Canadian Dollars)

		March 31 2021	D	ecember 31 2020	
ASSETS		ZUZ I		2020	
Current assets					
Cash	\$	1,088,346	\$	675,310	
Prepaid expenses		-		3,730	
GST recoverable		21,944		15,660	
Marketable securities (Note 4)		827,572		1,084,138	
		1,937,862		1,778,838	
Equipment (Note 5)		12,769		13,441	
Mineral properties exploration (Note 6)		373,780		179,459	
	\$	2,324,411	\$	1,971,738	
LIABILITIES Current liabilities					
Accounts payable (Note 10)	\$	52,319	\$	60,517	
Accrued liabilities (Note 10)	<u> </u>	33,300	<u> </u>	33,000	
		85,619		93,517	
SHAREHOLDERS' EQUITY					
Share capital (Note 7)		14,001,653		13,891,403	
Reserves (Note 7)		2,141,224		1,748,766	
Deficit		(13,904,085)		(13,761,948)	
		2,238,792		1,878,221	
	\$	2,324,411	\$	1,971,738	

Nature and continuance of operations (Note 1)

Approved on behalf of the Board:

Director "Peter Born"
Peter Born, Director

Director "Sandy MacDougall"

Sandy MacDougall, Director

# CDN MAVERICK CAPITAL CORP. (formerly CAELAN CAPITAL INC.) Consolidated Interim Statements of Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars)

		Three months ended March 31			
		2021	2020		
EXPENSES					
Accounting and audit fees	\$	1,950 \$	4,675		
Consulting fees	•	30,000	22,750		
Depreciation (Note 5)		672	660		
Filing fees		25,992	2,150		
Corporate communications		-	-		
Legal		4,749	-		
Management fees (Note 10)		64,500	79,500		
Office and general		10,157	8,428		
Promotion and travel		3,352	3,535		
Transfer agent and regulatory fees		765	1,000		
Loss before other item		(142,137)	(122,698)		
Other income					
Interest income		-	1,167		
Net loss		(142,137)	(121,531)		
Other comprehensive items					
Items that will not be subsequently reclassified to net income (loss):					
Gain on sale of marketable securities (Note 4)		424,211	96,995		
Change in fair value of investment (Note 4)		(31,753)	82,907		
Comprehensive income (loss)		250,321	58,371		
Basic and diluted loss per share	\$	(0.02) \$	(0.04)		
Weighted average number of common shares outstanding		8,859,688	3,371,225		

# CDN MAVERICK CAPITAL CORP. (formerly CAELAN CAPITAL INC.) Consolidated Interim Statements of Cash Flow

(Unaudited - Expressed in Canadian Dollars)

	Three months ended March 31			
	2021	2020		
Cash provided by (used in):				
Operating activities				
Net loss	\$ (142,137) \$	(121,531)		
Add (Deduct): items not involving cash				
Depreciation	672	660		
Interest income	-	(1,167)		
Non-cash working capital items				
GST recoverable	(6,284)	1,230		
Prepaid expenses	3,730	12,750		
Accounts payable and accrued liabilities	(7,898)	23,704		
Net cash used in operating activities	(151,917)	(84,354)		
Investing activities				
Proceeds from sale of marketable securities	649,024	189,957		
Purchase of marketable securities	-	(2,288)		
Loan to Noram Ventures Inc.	-	(60,000)		
Mineral properties acquisition and exploration	(84,071)	-		
Net cash provided by investing activities	564,953	127,669		
Change in cash during the period	413,036	43,315		
Cash, beginning of the period	675,310	163,410		
Cash, end of the period	\$ 1,088,346 \$	206,725		
Interest paid	\$ - \$	_		

### **CDN MAVERICK CAPITAL CORP. (formerly CAELAN CAPITAL INC.)**

Consolidated Interim Statements of Changes in Equity (Unaudited - Expressed in Canadian Dollars)

			Reserves			5		
	Number of Shares	Share Capital			Held for Sale	Deficit	Total Equity	
Balance December 31, 2019	3,371,226	\$13,283,903	\$	1,202,949	\$	(798,000)	\$ (13,211,529)	\$ 477,323
Gain on sale of marketable securities (Note 4)	-	-		-		96,995	-	96,995
Change in fair value of investment (Note 4)	-	-		-		82,907	-	82,907
Net loss	-	-		-		-	(121,531)	(121,531)
Balance March 31, 2020	3,371,226	13,283,903		1,202,949		(618,098)	(13,333,060)	535,694
Balance December 31, 2020	8,221,226	13,891,403		1,257,851		490,915	(13,761,948)	1,878,221
Issue of common shares for property interest (Note 7)	700,000	110,250		-		-	-	110,250
Gain on sale of marketable securities (Note 4)	-	-		-		424,211	-	424,211
Change in fair value of investment (Note 4)	-	-		-		(31,753)	-	(31,753)
Net loss	-	-		-		-	(142,137)	(142,137)
Balance March 31, 2020	8,921,226	\$14,001,653	\$	1,257,851	\$	883,373	\$ (13,904,085)	\$ 2,238,792

As at and for the periods ended March 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

#### 1. NATURE AND CONTINUANCE OF OPERATIONS

CDN Maverick Capital Corp. (formerly Caelan Capital Inc.) (the "Company"), incorporated in British Columbia, is a public company listed on the Canadian Securities Exchange ("CSE") under the symbol CDN, on the Frankfurt Exchange under the symbol A117RU, and on the OTCQB under the symbol AXVEF. The address of the Company's corporate office and its principal place of business is #2150 - 555 West Hastings Street, Vancouver, British Columbia, Canada, V6B 4N6.

Effective as at January 22, 2021, the Company successfully completed its listing on the OTCQB markets.

On November 4, 2020, the Company completed a share consolidation at a ratio of one new, post-consolidated share for every two old, pre-consolidated shares and concurrently changed its name to CDN Maverick Capital Corp. All share amounts in these financial statements are reflected on a post-consolidated basis.

The Company is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties in North and South America. The Company is in the process of exploring and evaluating its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related capitalized exploration expenditures is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

These consolidated interim financial statements are prepared on a going concern basis, which assumes that the Company will continue its operations for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company has incurred losses since its inception and has an accumulated deficit of \$13,904,085 at March 31, 2021 which has been funded primarily by issuance of shares. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors and generating profitable operations in the future. The Company has been successful in the past in raising funds for operations by issuing shares but there is a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. If the Company is unable to raise the necessary capital and generate sufficient cash flows to meet obligations as they come due, the Company may have to reduce or curtail its activities or obtain financing at unfavorable terms. Furthermore, failure to continue as a going concern would require the Company's assets and liabilities be restated on a liquidation basis which would differ significantly from the going concern basis. These consolidated interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern.

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. Management continues to monitor the impact but anticipates that the pandemic may affect the Company's ability to raise future financing.

As at and for the periods ended March 31, 2021 and 2020

(Unaudited - Expressed in Canadian Dollars)

These consolidated interim financial statements were authorized for issue on May 31, 2021 by the directors of the Company.

#### 2. BASIS OF PRESENTATION AND STATEMENT OF COMPLIANCE

These consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standards ("IAS") 34, Interim Financial Reporting. These consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the year ended December 31, 2020, which have been prepared in accordance with IFRS.

These consolidated financial statements include the accounts of the Company and its 100% wholly owned subsidiaries Midas Capital Inc. ("Midas") and Acrex Minerals (U.S.) Inc. ("Acrex US"). Midas was incorporated in the Province of British Columbia and Acrex US was incorporated in the State of Nevada. Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

These consolidated interim financial statements have been prepared on the historical cost basis. The presentation and functional currency of the Company is the Canadian dollar.

#### 3. SIGNIFICANT ACCOUNTING POLICIES

#### a) Significant accounting judgments, estimates and assumptions

The preparation of the Company's consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated interim 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. However, actual outcomes can differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical judgments in applying accounting policies:

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the consolidated interim financial statements:

- the determination that the Company will continue as a going concern for the next year; and
- the assessment of indications of impairment of each mineral property and related determinations of the net realizable value and write-down of those properties where applicable.

As at and for the periods ended March 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

#### 3. SIGNIFICANT ACCOUNTING POLICIES, continued

#### b) New accounting standards and amendments

The Company has performed an assessment of new standards issued by the IASB and IFRIC that are not yet effective and has determined that any new standards that have been issued would have no or very minimal impact on the Company's consolidated financial statements.

#### 4. MARKETABLE SECURITIES

On May 2, 2018, the Company received 3,800,000 common shares of Noram Ventures Inc.("Noram") as partial consideration in the sale of the Company's interest in the Clayton Valley project.

The common shares are classified as FVTOCI. The initial fair value of the shares was \$1,140,000 based on quoted market price. As at December 31, 2019, the Company held 3,800,000 common shares of Noram. The closing share price on December 31, 2019 was \$0.09 and the fair value of the shares was \$342,000. During the year ended December 31, 2019, the Company recognized an unrealized loss of \$684,000 in other comprehensive loss.

On July 17, 2020, the Company received 840,000 units in settlement of a loan plus accrued interest of \$63,000 made to Noram in January 2020. Each unit was comprised of one common share and one transferrable share purchase warrant exercisable at a price of \$0.10 for five years. The fair value of the warrants at acquisition was estimated at \$103,877 using the Black-Scholes Option Pricing Model with the following assumptions: risk-free interest rate - 0.35%, expected dividend yield – 0%, share price volatility - 133%, and expected life - 2.5 years. The Company recorded a gain on settlement of the Noram loan of \$175,277. On December 30, 2020, the Noram warrants were exercised and the Company recorded a gain of \$232,123 on exercise of the warrants.

As at December 31, 2020, the Company held 2,168,275 common shares of Noram. During the year ended December 31, 2020, the Company entered into purchase and sale transactions of Noram shares and recorded a realized loss on sale of \$50,077. The closing share price on December 31, 2020 was \$0.50 and the fair value of the shares was \$1,084,138. During the year ended December 31, 2020, the Company recognized an unrealized gain of \$1,106,869 in other comprehensive income.

As at March 31, 2021, the Company held 1,356,675 common shares of Noram. During the three months ended March 31, 2021, the Company entered into sale transactions of Noram shares and recorded a realized gain on sale of \$424,211. The closing share price on March 31, 2021 was \$0.61 and the fair value of the shares was \$827,572. During the three months ended March 31, 2021, the Company recognized an unrealized loss of \$31,753 in other comprehensive income.

As at and for the periods ended March 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

### 5. EQUIPMENT

Cost	Office	Total		
Balance, December 31, 2019	\$	16,945	\$ 16,945	
Additions		3,210	3,210	
Balance, December 31, 2020		20,155	20,155	
Additions		-		
Balance, March 31, 2021	\$	20,155	\$ 20,155	
Accumulated depreciation and impairments				
Balance, December 31, 2019	\$	3,754	\$ 3,754	
Depreciation		2,960	2,960	
Balance, December 31, 2020		6,714	6,714	
Depreciation		672	672	
Balance, March 31, 2021	\$	7,386	\$ 7,386	
Carrying Amount				
As at December 31, 2020	\$	13,441	\$ 13,441	
Balance, March 31, 2021	\$	12,769	\$ 12,769	

As at and for the periods ended March 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

#### **6. MINERAL PROPERTIES EXPLORATION**

		Rainbow	Ranger / Lake	
March 31, 2021	Olinghouse	e Canyon	Gold	Total
Acquisition Costs				
Balance, December 31, 2020	\$	- \$	- \$ -	\$ -
Additions	174,523	3		174,523
Impairment		-		
Acquisition costs, March 31, 2021	174,523	3		174,523
Exploration Costs				
Balance, December 31, 2020		- 179,45	9 -	179,459
Additions		- 19,79	8 -	19,798
Impairment		-		-
Exploration costs, March 31, 2021		- 199,25	<del>7 -</del>	199,257
Balance, March 31, 2021	\$ 174,523	3 \$ 199,25	7 \$ -	\$ 373,780
			Ranger	
D		Rainbow	ı Lake	<b>T</b>
December 31, 2020	Olinghouse		ı Lake	Total
Acquisition Costs	Olinghouse	e Canyon	Lake Gold	
Acquisition Costs  Balance, December 31, 2019	Olinghouse		Lake Gold	\$ -
Acquisition Costs  Balance, December 31, 2019  Additions	Olinghouse	e Canyon	Lake Gold - \$ - - 50,000	\$ - 50,000
Acquisition Costs  Balance, December 31, 2019  Additions Impairment	Olinghouse	e Canyon	Lake Gold	\$ -
Acquisition Costs  Balance, December 31, 2019  Additions	Olinghouse	e Canyon	Lake Gold - \$ - - 50,000	\$ - 50,000
Acquisition Costs  Balance, December 31, 2019  Additions Impairment	Olinghouse	e Canyon	Lake Gold - \$ - - 50,000	\$ - 50,000
Acquisition Costs  Balance, December 31, 2019  Additions Impairment  Acquisition costs, December 31, 2020	Olinghouse	e Canyon	Lake Gold - \$ 50,000 - (50,000)	\$ - 50,000
Acquisition Costs  Balance, December 31, 2019  Additions Impairment  Acquisition costs, December 31, 2020  Exploration Costs	Olinghouse	\$	- \$ - - 50,000 - (50,000) 	\$ - 50,000 (50,000)
Acquisition Costs  Balance, December 31, 2019  Additions Impairment  Acquisition costs, December 31, 2020  Exploration Costs  Balance, December 31, 2019  Additions Impairment	Olinghouse	\$ Canyon \$ - 31,16 - 148,29	Lake Gold  - \$ - 50,000 - (50,000)	\$ - 50,000 (50,000) - 31,164 148,295
Acquisition Costs  Balance, December 31, 2019  Additions Impairment  Acquisition costs, December 31, 2020  Exploration Costs  Balance, December 31, 2019  Additions	Olinghouse	\$ Canyon	Lake Gold  - \$ - 50,000 - (50,000)	\$ - 50,000 (50,000) - 31,164

Rainbow Canyon, Nevada – By an Agreement dated March 25, 2011, the Company purchased non-patented mineral claims and staked additional claims during the same year, in Washoe County, Nevada, USA. The purchase price for the claims was US\$125,000 (CAN\$123,719). A 3% Net Smelter Return ("NSR") is reserved to the vendor subject to the Company's right to purchase back up to a 2% NSR by the payment of \$500,000 for each 1% NSR interest purchased.

As at and for the periods ended March 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

#### 6. MINERAL PROPERTIES EXPLORATION, continued

#### Rainbow Canyon, Nevada, continued

During the year ended December 31, 2019, the Company filed a Notice of Intent with the BLM for its Rainbow Canyon Property to include additional drilling.

On January 7, 2021 the Company acquired all of the outstanding share capital of Midas which holds a 100% interest in 25 mineral claims known as the Olinghouse Property, which is adjacent to the Company's Rainbow Canyon property in Nevada and is considered part of the Rainbow Canyon property.

Pursuant to the Share Exchange Agreement, the Company acquired all the issued and outstanding shares of Midas (1,500,000 common shares), and in consideration for which, the Company paid cash of USD 50,000 and issued 700,000 common shares to the shareholders of Midas. As a result of this transaction, Midas became a wholly owned subsidiary of the Company.

As Midas did not meet the definition of a business, the Company treated this acquisition as an asset acquisition. The purchase price was allocated according to the assets acquired:

Exploration and evaluation asset acquired	\$ 174,523
Total consideration	\$ 174,523

During the period ended March 31, 2021, the Company incurred \$31,164 (December 31, 2020 - \$148,295) in exploration expenditures on the Rainbow Canyon Property.

Ranger Lake Gold, Quebec, Canada - On August 20, 2020, the Company entered into a Property Option Agreement ("Agreement") with an arms' length vendor to acquire 100% interest in the Ranger Lake Gold Project in the Province of Quebec. Under the terms of the agreement the Company will make a cash payment of \$50,000 within five business days of the signing of the Agreement (*paid*), an additional cash payment of \$50,000 on or before six months of the signing of the Agreement, and a final cash payment of \$100,000 on or before twelve months of the signing of the Agreement. The Company must also complete \$250,000 in exploration expenditures on or before twelve months of the signing of the Agreement.

The Company terminated their option on December 28, 2020 and recognized impairment of \$50,000.

As at and for the periods ended March 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

#### 7. SHARE CAPITAL AND RESERVES

#### Authorized

Unlimited common shares without par value.

#### Issued

#### 2021

On January 7, 2021, the Company entered into a share exchange agreement with Midas, a private, arms' length company to acquire all of the issued and outstanding share capital of Midas. The purchase price consists of \$50,000 USD cash and 700,000 common shares issued by the Company to the shareholders of Midas at a price of \$0.1575 per share (\$110,250) for a total acquisition cost of \$174,523.

#### 2020

On April 13, 2020, the Company consolidated all its issued and outstanding share capital on a one-new-for-ten-old basis. All figures as to the number of common shares, stock options, warrants, and loss-per-share in these consolidated financial statements have been retroactively restated to reflect the consolidation.

On October 30, 2020, the Company completed a private placement raising a total of \$480,000 through the sale of 4,000,000 units at a price of \$0.12 per unit. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.16 for a period of five years. Under the residual method, no value was attributed to the warrants.

On November 4, 2020, the Company completed a share consolidation at a ratio of one new, post-consolidated share for every two old, pre-consolidated shares and concurrently changed its name to CDN Maverick Capital Corp. All figures as to the number of common shares, stock options, warrants, and loss-per-share in these consolidated financial statements have been retroactively restated to reflect the consolidation.

On December 23, 2020, the Company completed a private placement raising a total of \$127,500 through the sale of 850,000 units at a price of \$0.15 per unit. Each unit consists of one flow-through common share and one share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.20 for a period of five years. Under the residual method, no value was attributed to the warrants.

#### **Share-based Payments Reserve**

Share-based payment reserve records items recognized as share-based compensation expense and other share-based payments until such time as the stock options or warrants or agent's warrants are exercised, at which time the corresponding amount will be transferred to share capital.

As at and for the periods ended March 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

#### 7. SHARE CAPITAL AND RESERVES, continued

#### Held for sale reserve

The reserve records unrealized gains and losses arising on held for sale financial assets except for foreign exchange gains and losses.

#### 8. STOCK OPTIONS

Under the Company's stock option plan, the exercise price of each option is determined by the Board, subject to the pricing policies of the Exchange. Options vest immediately when granted and expire five years from the date of the grant unless the Board establishes more restrictive terms.

The aggregate number of shares issuable pursuant to options granted under the plan is limited to 10% of the Company's issued shares at the time the options are granted. The aggregate number of options granted to any one optionee in a 12-month period is limited to 5% of the issued shares of the Company.

On July 17, 2020, all stock options outstanding at that date were cancelled by the Board of Directors.

On October 20, 2020, the Company granted 325,000 incentive stock options to a consultant of the Company. These options vest immediately and are exercisable at \$0.17 per share for a period of five years, expiring October 20, 2025. The Company recorded \$54,902 as share-based compensation. The fair value of the options granted were determined using the Black-Scholes Option Pricing Model, using the following weighted average assumptions:

Risk-free interest rate	0.36%
Expected dividend yield	0%
Share price volatility	244%
Expected life of options	5 years

All options granted are in accordance with the Company's 10% rolling stock option plan.

The continuity of options is as follows:

		months e ch 31, 20	Year ended December 31, 2020			
	Number of Options	average	ghted e exercise rice	Number of Options	Weig average pri	exercise
Outstanding - beginning of period	325,000	\$	0.17	258,750	\$	1.42
Granted	-		-	325,000		0.17
Cancelled	-		-	(258,750)		1.42
Outstanding - end of period	325,000	\$	0.17	325,000	\$	0.17

As at and for the periods ended March 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

#### 8. STOCK OPTIONS, continued

Details of the share options outstanding and exercisable as at March 31, 2021 are as follows:

Expiry Date	Number of Options Outstanding	Number of Options Vested	ns Options Exercise			Weighted Average Remaining Life
October 20, 2025	325,000	325,000	Nil	\$	0.17	4.56 years
	325,000	325,000	Nil	\$	0.17	4.56 years

#### 9. WARRANTS

As at March 31, 2021, the following warrants were outstanding:

	Number of Warrants	Weighted average ants exercise price		Expiry date	Remaining Life (years)
Issued in private placement	4,000,000	\$	0.16	October 30, 2025	4.59
Issued in private placement	850,000	\$	0.15	December 23, 2025	4.73
	4,850,000	\$	0.16		4.61

Warrant activity for the three months ended March 31, 2021 and year December 31, 2020 is presented below:

	Three months ended March 31, 2021			Year en December 3		
	Number of Warrants	Weighted average er of Warrants exercise price Number of War		Number of Warrants		eighted average
Outstanding - beginning of period	5,252,738	\$	0.30	1,326,029	\$	2.00
Issued in private placement	-		-	4,000,000		0.16
Issued in private placement	-		-	850,000		0.15
Expired	(402,738)		2.00	(923,292)		2.00
Outstanding - end of period	4,850,000	\$	0.16	5,252,738	\$	0.30

As at March 31, 2021, warrants outstanding had a weighted average life of 4.61 years (December 31, 2020 – 4.5 years).

As at and for the periods ended March 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

#### 10. RELATED PARTY TRANSACTIONS

#### Related Party Transactions

Key management compensation for the three months ended March 31, 2021 and 2020 consisted of the following:

Management fees in the amount of \$60,000 (2020 - \$75,000) were paid to a company controlled by the CEO and geological consulting fees in the amount of \$4,500 (2020 - \$4,500) were paid to a company controlled by a common director of the Company.

#### Related Party Balances

At March 31, 2021, included in accounts payable and accrued liabilities was \$44,475 (December 31, 2020 - \$39,390) owing to companies with common directors in respect of fees.

Key management personnel comprise the Company's Board of Directors and executive officers. No remuneration was paid to key management personnel during the periods ended March 31, 2021 and 2020 other than as indicated above.

#### 11. CAPITAL MANAGEMENT

The Company's objectives for the management of capital are to safeguard the Company's ability to continue as a going concern, including the preservation of capital, and to achieve reasonable returns on invested cash after satisfying the objective of preserving capital.

The Company considers its cash to be its manageable capital. The Company's policy is to maintain sufficient cash and deposit balances to cover operating costs over a reasonable future period. The Company accesses capital markets as necessary and may also raise additional funds where advantageous circumstances arise.

The Company currently has no externally imposed capital requirements. There was no change to the Company's approach to capital management during the period.

#### 12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at March 31, 2021 and December 31, 2020, the Company's financial instruments consist of cash, marketable securities and accounts payable.

In management's opinion, the Company's carrying values of cash, marketable securities and accounts payable approximate their fair values due to the immediate or short-term maturity of these instruments.

The Company classifies the fair value of these financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Cash and marketable securities are classified under Level 1.

As at and for the periods ended March 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

#### 12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT, continued

Level 2 – Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices). The Company does not have any financial instruments classified under Level 2.

Level 3 – Valuations in the level are those with inputs for the asset or liability that are not based on observable market data.

The Company's financial instruments are exposed to the following risks:

#### Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash is held at a large Canadian financial institution in interest bearing accounts, and therefore the Company is subject to low credit risk.

#### Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company manages liquidity risk through its capital management as outlined in Note 11 to the financial statements. The Company is subject to high liquidity risk.

#### Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices and foreign exchange rates.

The Company does not believe it is exposed to significant market risk.

#### Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company does not believe it is exposed to significant interest rate risk.

#### Price Risk

The Company is not exposed to price risk.

#### **Currency Risk**

As at March 31, 2021, the Company's expenditures are predominantly in Canadian dollars, and any future equity raised is expected to be predominantly in Canadian dollars. As a result, the Company does not believe it is exposed to any significant currency risk.

As at and for the periods ended March 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

#### 13. OPERATING SEGMENT INFORMATION

The Company's operations are limited to a single industry segment being the acquisition, exploration and development of mineral properties. The Company has mineral properties located in the State of Nevada, USA.

#### **14. SUBSEQUENT EVENTS**

During the month of April 2021, the Company sold 200,000 shares at \$0.50 for net proceeds of \$100,000.