
**MOUNT DAKOTA ENERGY CORP.
CONDENSED
FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED
OCTOBER 31, 2021 AND 2020**

(UNAUDITED)

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MOUNT DAKOTA ENERGY CORP.**STATEMENTS OF FINANCIAL POSITION****AS AT OCTOBER 31, 2021 AND JANUARY 31, 2021**(Unaudited) (Expressed in Canadian Dollars)

	Note	October 31, 2021 \$	January 31, 2021 \$
ASSETS			
CURRENT ASSETS			
Cash		340	32,259
Amounts recoverable		9,240	9,490
		9,580	41,749
DEPOSITS	4	76,743	76,456
		86,323	118,205
LIABILITIES			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities		146,618	87,550
Due to related parties	8	9,450	1,868,939
Loans payable due to related parties	10(a)	-	161,317
Loans payable	10	1,841,974	-
Decommissioning provision	6	149,334	171,297
		2,147,376	2,289,103
SHAREHOLDERS' EQUITY (DEFICIENCY)			
SHARE CAPITAL	7	6,626,804	6,221,154
CONTRIBUTED SURPLUS		387,101	387,101
DEFICIT		(9,074,958)	(8,779,153)
		(2,061,053)	(2,170,898)
		86,323	118,205

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)
COMMITMENT (Note 13)

Approved and authorized for issue on behalf of the Board:

"Eli Dusenbury"
Eli Dusenbury, Director

"John Kim"
John Kim, Director

The accompanying notes form an integral part of these financial statements.

MOUNT DAKOTA ENERGY CORP.**STATEMENTS OF LOSS AND COMPREHENSIVE LOSS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**(Unaudited) (Expressed in Canadian Dollars)

		THREE MONTHS ENDED October 31,		NINE MONTHS ENDED October 31,	
	Note	2021 \$	2020 \$	2021 \$	2020 \$
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EXPENSES					
Accretion of decommissioning provision	6	-	280	-	840
Consulting		-	34,620	-	94,620
Decommissioning expense		-	14,500	-	14,500
Interest and bank charges		1,514	1,549	4,710	4,618
Legal and accounting	8	63,238	17,750	104,172	24,455
Office and miscellaneous		-	489	1,854	708
Rent		-	9,000	-	27,000
Transfer agent and filing fees		1,856	3,442	12,454	12,307
		<hr/>	<hr/>	<hr/>	<hr/>
		66,608	81,630	123,190	179,048
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LOSS FROM OPERATIONS		(66,608)	(81,630)	(123,190)	(179,048)
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Loss on debt settlement	7(b)	-	-	(172,900)	-
Interest income		95	96	285	653
		<hr/>	<hr/>	<hr/>	<hr/>
		95	96	(172,615)	653
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LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD		(66,513)	(81,534)	(295,805)	(178,395)
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Net Loss Per Common Share – Basic and Diluted		(0.02)	(0.06)	(0.16)	(0.13)
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Weighted Average Number of Common Shares Outstanding - Basic and Diluted		2,666,138	1,336,136	1,906,136	1,336,136
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The accompanying notes form an integral part of these financial statements.

MOUNT DAKOTA ENERGY CORP.**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**(Unaudited) (Expressed in Canadian Dollars)

	Share Capital Number of Shares	Amount \$	Contributed Surplus \$	Deficit \$	Total \$
As at January 31, 2020	1,336,136	6,221,154	387,101	(8,553,385)	(1,945,130)
Loss for the period	–	–	–	(178,395)	(178,395)
As at October 31, 2020	1,336,136	6,221,154	387,101	(8,731,780)	(2,123,524)
As at January 31, 2021	1,336,136	6,221,154	387,101	(8,779,153)	(2,170,898)
Share issuance	1,330,000	405,650	–	–	405,650
Loss for the period	–	–	–	(295,805)	(295,805)
As at October 31, 2021	2,666,136	6,626,804	387,101	(9,074,958)	(2,061,053)

The accompanying notes form an integral part of these financial statements.

MOUNT DAKOTA ENERGY CORP.**STATEMENTS OF CASH FLOWS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**(Unaudited) (Expressed in Canadian Dollars)

		NINE MONTHS ENDED October 31,	
	Note	2021	2020
		\$	\$
CASH PROVIDED BY (USED IN):			
OPERATING ACTIVITIES			
Net loss for the period		(295,805)	(178,395)
Items not affecting cash:			
Changes of decommissioning provision		-	840
Interest expense on loans payable		4,253	4,253
Interest income		(287)	(652)
Loss on debt settlement	9	172,900	-
Change in non-cash components of working capital:			
Decrease in amount recoverable		250	2,030
Decrease in decommissioning provision		(21,963)	-
Decrease in accounts payable and accrued liabilities		68,518	24,148
Increase (Decrease) in due to related parties		(9,450)	121,725
NET CASH USED IN OPERATING ACTIVITIES		(81,584)	(25,399)
FINANCING ACTIVITIES			
Net proceeds from loans		49,665	17,000
NET CASH PROVIDED BY FINANCING ACTIVITIES		49,665	17,000
DECREASE IN CASH		(31,919)	(9,051)
CASH – BEGINNING OF PERIOD		32,259	11,989
CASH – END OF PERIOD		340	1,316

Supplemental information with regards to cash flows see Note 9.

The accompanying notes form an integral part of these financial statements.

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**

(Unaudited) (Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Mount Dakota Energy Corp. (the "Company") is incorporated under the laws of British Columbia and is primarily engaged in the acquisition and development of petroleum and natural gas properties and the production of petroleum and natural gas through participation agreements in Canada.

The head office, principal address and records office of the Company are located at 363 West 6th Ave, Vancouver, British Columbia. The Company's registered address is at the same address.

For the nine month period ended October 31, 2021, the Company reported a net loss of \$295,805, negative cash flows from operating activities of \$81,610, positive cash flows from financing activities of \$49,691, an accumulated deficit of \$9,074,958 and a working capital deficiency of \$2,137,796. These factors raise significant doubt about the Company's ability to continue as a going concern. The Company is in the process of decommissioning its assets, site rehabilitation and exploring business opportunities outside of the petroleum and natural gas sector.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company is currently dependent on loans from its creditors to maintain its operations. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company.

2. BASIS OF PREPARATION**[a] Statement of compliance**

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These financial statements of the Company have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including International Accounting Standards ("IAS") 34 Interim Financial Reporting.

The financial statements were authorized for issue by the Board of Directors on December 30, 2021.

[b] Basis of measurement

The financial statements have been prepared on a historical cost basis except for certain non-current assets and financial instruments, which are measured at fair value, as explained in the accounting policies set out in Note 3. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**

(Unaudited) (Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES**[a] Cash and cash equivalents**

Cash and cash equivalents include cash in bank accounts and cashable securities that on acquisition have a term to maturity of three months or less, or may be redeemed during this period. Cash and cash equivalents are highly liquid marketable securities and deposits, which are designated as fair value through profit or loss and are recorded at their fair values with changes recognized in net loss. The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As at October 31, 2021 and 2020, the Company had no cash equivalents.

[b] Use of estimates and judgments

The preparation of these financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. Significant areas requiring the use of management estimates include the determination of the recovery of accounts receivable, petroleum and natural gas reserves, decommissioning provisions, and deferred income tax assets and liabilities. Actual results could differ from these estimates.

Oil and Gas Accounting—Reserves Determination

The process of estimating reserves is complex. It requires significant estimates based on available geological, geophysical, engineering and economic data. To estimate the economically recoverable crude oil and natural gas reserves and related future net cash flows, the Company incorporates many factors and assumptions including the expected reservoir characteristics, future commodity prices and costs and assumed effects of regulation by governmental agencies. Reserves are used to calculate the depletion of the capitalized oil and gas costs and for impairment purposes as described in Note 3(e).

Property and Equipment

The Company evaluates its long-lived assets (petroleum and natural gas properties) for impairment if indicators exist. Cash flow estimates for the impairment assessments require assumptions and estimates about the following primary elements—future prices, future operating and development costs, remaining recoverable reserves and discount rates. In assessing the carrying values of the unproved properties, the Company makes assumptions about its future plans for those properties, the remaining terms of the leases and any other factors that may be indicators of potential impairment.

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**

(Unaudited) (Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[b] Use of estimates and judgments (continued)

Decommissioning Provision

In estimating the future decommissioning provision, the Company makes assumptions about activities that occur many years into the future including the cost and timing of such activities. The ultimate financial impact is not clearly known as asset removal and remediation techniques and costs are constantly changing, as are legal, regulatory, environmental, political, safety and other such considerations. In arriving at amounts recorded, numerous assumptions and estimates are made on ultimate settlement amounts, inflation factors, discount rates, timing and expected changes in legal, regulatory, environmental, political and safety environments.

Depreciation and depletion

Depletion of petroleum and natural gas properties is provided using the unit-of-production method based on production volumes before royalties in relation to total estimated reserves as determined annually by independent engineers and internal reserve evaluations. Changes in forward price estimates, production levels or results of future drilling may change the economic status of reserves and may result in reserves being revised.

Share-based payments

The fair value of share options granted is measured using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the option, expected volatility, expected life of the options, expected dividends and the risk-free interest rate. These estimates will impact the amount of share-based payments recognized. When stock options are exercised, the cash proceeds along with the amount previously recorded as share-based payment reserves are recorded as share capital.

Income taxes

Related assets and liabilities are recognized for the estimated tax consequences between amounts included in the financial statements and their tax base using substantively enacted future income tax rates. Timing of future revenue streams and future capital spending changes can affect the timing of any temporary differences and, accordingly, affect the amount of the deferred tax asset or liability calculated at a point in time.

[c] Property and equipment

Property and equipment includes petroleum and natural gas development and production assets, including costs incurred in developing oil and natural gas reserves and maintaining or enhancing production from such reserves and directly attributable general and administrative costs. Property and equipment is measured at cost, less accumulated depletion and depreciation and accumulated impairment losses.

Subsequent measurement

Costs incurred subsequent to the determination of technical feasibility and commercial viability and the costs of replacing parts of property and equipment are recognized as oil and natural gas interests only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in earnings as incurred. Capitalized oil and natural gas interests generally represent costs incurred in developing proved and/or probable reserves and bringing on or enhancing production from such reserves, and are accumulated on a field or geotechnical area basis. The carrying amount of any replaced or sold component is derecognized at the time of replacement or sale. The costs of the day-to-day servicing of property and equipment are recognized in profit or loss as incurred.

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**

(Unaudited) (Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[c] Property and equipment (continued)

Depletion and depreciation

The net carrying value of development or production assets is depleted on a field by field basis using the unit of production method by reference to the ratio of production in the year to the related proven and probable reserves, taking into account estimated future development costs necessary to bring those reserves into production. Future development costs are estimated taking into account the level of development required to produce the reserves. These estimates are reviewed by independent reserve engineers at least annually.

Proved and probable reserves are estimated by independent reserve engineers in accordance with National Instrument 51-101. Production and reserves of natural gas are converted to equivalent barrels of crude oil on the basis of six thousand cubic feet of gas to one barrel of oil. Changes in reserve estimates used in prior periods, such as proved and probable reserves, that affect the unit-of-production calculations do not give rise to prior year adjustments and are dealt with on a prospective basis.

Equipment

Furniture and computer equipment are recorded at cost and depreciated using the straight-line method based on their estimated useful lives of 3 years, net of any estimated residual value. Depreciation methods, useful lives and residual values are reviewed at each reporting date.

[d] Exploration and evaluation costs

Pre-license costs are recognized as an expense when incurred. Exploration and evaluation costs ("E&E"), including the costs of acquiring licenses, exploratory drilling and completion costs and directly attributable general and administrative costs are initially capitalized as either tangible or intangible exploration and evaluation assets according to the nature of the asset acquired. These costs are accumulated in cost centers by field or exploration area pending determination of technical feasibility and commercial viability. Ongoing carrying costs including the costs of non-producing lease rentals are capitalized to exploration and evaluation assets.

The technical feasibility and commercial viability of extracting a resource is considered to be determinable when proved and probable reserves are determined to exist. A review of each exploration license or area is carried out, at least annually, to ascertain whether proved and probable reserves have been discovered. Upon determination of proved and probable reserves, exploration and evaluation assets attributable to those reserves are first tested for impairment and then reclassified from E&E assets to property and equipment.

E&E assets are regularly reviewed for impairment or whenever events or changes in circumstances indicate that the carrying amounts of reserve properties may exceed their recoverable amount. When an impairment review is undertaken, the recoverable amount is assessed by reference to the higher of value in use (being the present value of expected future cash flows of the relevant cash-generating unit) and fair value less costs to sell. If the carrying amount of an asset exceeds the recoverable amount an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**

(Unaudited) (Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)**[e] Impairment**

The carrying amounts of the Company's property and equipment are reviewed at each reporting date for indicators of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the amount of the impairment, if any. The recoverable amount of an asset is evaluated at the cash generating unit level ("CGU"), which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The recoverable amount of a CGU is the greater of its fair value less costs to sell and its value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties, less the costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGU's are allocated to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion and depreciation, if no impairment loss had been recognized.

[f] Provisions**(i) Legal matters**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. 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. Provisions are not recognized for future operating losses.

(ii) Decommissioning liabilities

The Company's activities give rise to dismantling, decommissioning and site disturbance re-mediation activities. Provision is made for the estimated cost of site restoration and capitalized in the relevant asset category. Decommissioning provisions are measured at the present value of management's best estimate of expenditure required to settle the present obligation at the statement of financial position date. Subsequent to initial measurement, the obligation is adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The increase in the provision due to the passage of time is recognized as finance costs whereas increases/decreases due to changes in the estimated future cash flows are recorded against the related asset. Actual costs incurred upon settlement of the decommissioning provisions are charged against the provision to the extent the provision was established.

[g] Functional currency and foreign currency translation

The presentation currency and functional currency of the Company is the Canadian dollar. Monetary assets and liabilities are translated at the exchange rates in effect at the statement of financial position date. Non-monetary assets and liabilities are translated at historical rates. The resulting exchange gains or losses are recognized in income.

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**

(Unaudited) (Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)**[h] Income taxes**

The Company utilizes the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred income tax assets and liabilities are recognized to reflect the expected deferred tax consequences arising from temporary differences between the carrying values and the tax bases of the related assets and liabilities. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. Deferred income tax assets are recognized to the extent that it is probable that sufficient taxable profit will be available against which the deductible temporary difference can be utilized.

The following temporary differences do not result in deferred tax assets or liabilities:

- the initial recognition of assets or liabilities, not arising in a business combination, that does not affect accounting or taxable profit
- goodwill
- investments in subsidiaries, associates and jointly controlled entities where the timing of reversal of the temporary differences can be controlled and reversal in the foreseeable future is not probable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

[i] Financial instruments**(i) Financial assets**

All financial assets are measured at fair value on initial recognition. Measurement in subsequent periods depends on the financial assets' classification, as described below:

Fair value through profit or loss ("FVTPL"): Financial instruments designated at FVTPL are initially recognized and subsequently measured at fair value with changes in those fair values charged immediately to net earnings. Financial instruments under this classification include cash.

Amortized cost: Financial instruments designated at amortized cost are initially recognized at fair value, net of directly attributable transaction costs, and are subsequently measured at amortized cost using the effective interest method. Financial instruments under this classification include amounts recoverable and deposits.

Fair value through other comprehensive income ("FVOCI"): Financial instruments designated at FVOCI are initially recognized at fair value, net of directly attributable transaction costs, and are subsequently measured at fair value with changes in fair value recognized in other comprehensive income, net of tax.

(ii) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or amortized cost. Financial liabilities classified as amortized cost are initially recognized at fair value less directly attributable transaction costs. The Company's accounts payable and accrued liabilities, due to related parties and loans payable are classified as amortized cost. The Company does not currently have any FVTPL financial liabilities.

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**

(Unaudited) (Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)**[i] Financial instruments** (continued)**(iii) Impairment of financial assets**

An expected credit loss model exists for calculating impairment for financial assets. IFRS 9 no longer requires a triggering event to have occurred before credit losses are recognized. An entity is required to recognize expected credit losses when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments. In addition, IFRS 9 requires additional disclosure requirements about expected credit losses and credit risk. There was no adjustment relating to the implementation of the expected credit loss model for the Company's cash.

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

[j] Share-based payments

The Company grants options to purchase common shares to directors, officers, employees, consultants and certain service providers under its stock option plan. Share-based payments are measured at the fair value of the instruments issued and amortized over the vesting periods. The amount recognized as a share-based payment expense during a reporting period is adjusted to reflect the number of awards expected to vest. The offset to this recorded cost is contributed surplus.

The fair value of stock options is measured using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behavior), expected dividends, and the risk-free interest rate (based on short term government bonds). A forfeiture rate is estimated on the grant date and is subsequently adjusted to reflect the actual number of options that vest.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

[k] Comprehensive loss

Comprehensive loss is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that would not normally be included in net profit such as currency gains or losses related to self-sustaining operations. Comprehensive loss, components of other comprehensive income, and cumulative translation adjustments are presented in the statements of loss and comprehensive loss and the statements of changes in shareholders' equity (deficiency).

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**(Unaudited) (Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[l] Basic and diluted loss per share

The Company computes basic loss per share by dividing losses available to common shareholders by the weighted average number of common shares outstanding during the period. Any existence of stock options causes the calculation of diluted loss per share to be anti-dilutive. Accordingly, diluted loss per share is equal to basic loss per share.

[m] New, amended and future accounting pronouncements

Accounting standards and amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

4. DEPOSITS

The Company is required at certain times to remit deposits to the Alberta Energy Regulator to be used for the reclamation of well sites. Upon successful reclamation and receipt of reclamation certificates in accordance with Alberta's Environmental Protection and Enhancement Act, the Company may apply for release of its deposit funds. As at October 31, 2021, the Company has outstanding net deposits of \$76,743 (January 31, 2021 - \$76,456). The change in the net deposit is due to interest earned of \$287.

5. PROPERTY AND EQUIPMENT

	Petroleum and natural gas properties	Furniture and computer equipment	Total
Cost:			
Balance, January 31, 2020	\$ 122,525	\$ 10,372	\$ 132,897
Additions	-	-	-
Change in estimated decommissioning costs	-	-	-
Write down	122,525	-	-
Balance, January 31, 2021	\$ -	\$ 10,372	\$ 10,372
Additions	-	-	-
Change in estimated decommissioning costs	-	-	-
Write down	-	-	-
Balance, October 31, 2021	\$ -	\$ 10,372	\$ 10,372
Accumulated depletion and depreciation:			
Balance, January 31, 2020	\$ (122,524)	\$ (10,372)	\$ (132,896)
Write down	122,524	-	122,524
Balance, January 31, 2021	\$ -	\$ (10,372)	\$ (10,372)
Write down	-	-	-
Balance, October 31, 2021	\$ -	\$ (10,372)	\$ (10,372)
Net book value:			
As at January 31, 2020	\$ 1	\$ -	\$ 1
As at January 31, 2021	\$ -	\$ -	\$ -
As at October 31, 2021	\$ -	\$ -	\$ -

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**

(Unaudited) (Expressed in Canadian Dollars)

5. PROPERTY AND EQUIPMENT (continued)

The Company's petroleum and natural gas properties consist of the Alsike wells based in Alberta. The Company retains liability and its 100% working interest in the wells until it receives reclamation certificates from the Alberta Government issued by AER Alberta Energy Regulator.

During fiscal 2021, the Company decided to decommission and abandon the wells and consequently wrote its assets off.

During October 2020, the Company has entered into agreements with engineering companies to assist with its ongoing reclamation efforts in order to be granted reclamation certificates in accordance with Alberta's Environmental Protection and Enhancement Act (see Note 6).

6. DECOMMISSIONING PROVISION

The following table presents the reconciliation of the opening and closing aggregate carrying amount of the decommissioning provision associated with the Company's reclamation efforts for its petroleum and natural gas properties:

	October 31, 2021	January 31, 2021
	\$	\$
Balance, beginning of period	171,297	170,457
Accretion expense	-	840
Settlement of decommissioning liability	(21,963)	-
Balance, end of period	149,334	171,297

The estimated net present value of the obligation was calculated using a risk-free interest rate of 0.14% (2021 - 0.14%) based on the Bank of Canada benchmark bond yields corresponding to the estimated time of reclamation and an inflation rate of 1%.

MOUNT DAKOTA ENERGY CORP.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020

(Unaudited) (Expressed in Canadian Dollars)

7. SHARE CAPITAL

[a] Authorized Share Capital

Unlimited common shares without par value

[b] Issued and Outstanding Share Capital

Changes in common shares issued and outstanding are provided in the statements of changes in shareholders' equity (deficiency).

On February 11, 2021, the Company received TSX Venture Exchange approval for its share consolidation on the basis of one (1) post-consolidated common share for each ten (10) pre-consolidated common shares of the Company. The consolidation, which was authorized and approved by the board of directors pursuant to a resolution dated December 10, 2020, is effective on February 16, 2021 (the "Effective Date"). The pre-consolidated common shares totaling 13,362,552 have been reduced to 1,336,136 post-consolidated common shares.

All shares and per share amounts have been retroactively adjusted to reflect the share consolidation.

On July 6, 2021, the Company issued 1,330,000 common shares at fair value of \$405,650 to settle a total of \$232,750 in debt resulting in a loss on debt settlement of \$172,900.

[c] Stock Options

The Company has a stock option plan (the "Plan") whereby it may grant stock options to its directors, officers, employees and consultants. The number of stock options available under the Plan shall not exceed 20% of the issued and outstanding common shares of the Company.

The exercise price of each stock option granted generally equals the market price on the date of the grant. Stock options generally vest over an eighteen-month period from the date of grant and carry a maximum term of five years as determined by the Company's board of directors.

The Company did not grant any stock options nor had any stock options outstanding during the periods ended October 31, 2021 and 2020.

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**(Unaudited) (Expressed in Canadian Dollars)

8. RELATED PARTY TRANSACTIONS AND BALANCES

The Company has identified its directors and certain senior officers as its key management personnel. The compensation costs for key management personnel and companies related to them were recorded as follows:

Due to related parties and loans due to related parties:

Net accounting expense totalling \$13,500 (2020 - \$9,900) plus applicable taxes provided by a company controlled by a director of the Company has been paid or accrued during the period. On May 7, 2021, \$14,175 of outstanding payables have been settled by a third party (see Note 10(b)). As at October 31, 2021, \$9,450 (January 31, 2021 - \$9,450) has been included in due to related parties.

During the period ended October 31, 2021, the Company repaid a total of \$7,000 (2020 - \$Nil) in advances by a director of the Company.

On May 7, 2021 the Company received notice from a director of the Company that an aggregated amount of \$2,015,224 owed to the director has been assigned to an arms-length party. The assignment included all existing interest bearing loans of \$37,800 (January 31, 2021 - \$37,800) at 15% interest per year, and non-interest bearing advances, rent, consulting debts, and accrued interest owed by the Company.

9. SUPPLEMENTAL INFORMATION WITH RESPECT TO CASH FLOW

On July 6, 2021, the Company issued 1,330,000 common shares at fair value of \$405,650 to settle a total of \$232,750 in debt resulting in a loss on debt settlement of \$172,900.

10. LOANS PAYABLE AND DISCLOSURE ON DEBT ASSIGNMENTS AND SETTLEMENT**Loan continuity table**

		October 31, 2021
		\$
Balance, beginning of period		-
Debt assignment	(Note 8)	2,015,224
Advances		56,665
Settlement via share issuance	(Note 7)	(232,750)
Interest on loans		2,835
Balance, end of period		1,841,974

[a] On May 7, 2021 the Company received notice from a director of the Company that an aggregated amount of \$2,015,224 owed to the director has been assigned to an arms-length party ('Assignment'). The Assignment included interest bearing loans of \$37,800, and non-interest bearing debts and accrued interest of \$1,977,424. Parts of the Assignment were non-cash re-financing transactions and included a total amount of \$1,859,489 to be re-categorized from due to related parties to loans payable and further an amount of \$155,735 to be re-categorized from loans payable to loans payable to related parties.

[b] The Assignment was accompanied by a total direct payment of \$56,665 by the arms-length party to other creditors of the Company on behalf of the Company.

There are no executed agreements in place. The loans are not secured, have no stated interest and have no terms of repayment.

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**(Unaudited) (Expressed in Canadian Dollars)

11. CAPITAL MANAGEMENT

The Company defines capital as all components of shareholders' equity and amounts due to related parties. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can ultimately provide returns for shareholders and benefits for other stakeholders. The board of directors does not establish quantitative return on capital criteria for management due to the nature of the Company's business. The Company does not pay dividends and is not subject to any externally imposed capital requirements. The Company did not change its capital management objectives during the period ended October 31, 2021.

12. FINANCIAL INSTRUMENTS AND RISK**Financial Instruments**

The Company classified its financial instruments as follows:

	October 31, 2021		
Financial instruments	FVTPL	Amortized cost	Total
	\$	\$	\$
Cash	340	-	340
Amounts recoverable	-	9,240	9,240
Deposits	-	76,743	76,743
Accounts payable and accrued liabilities	-	(151,343)	(151,343)
Due to related parties	-	(4,725)	(4,725)
Loans payable	-	(1,841,974)	(1,841,974)
	340	(1,912,059)	(1,911,719)

	January 31, 2021		
Financial instruments	FVTPL	Amortized cost	Total
	\$	\$	\$
Cash	32,259	-	32,259
Amounts recoverable	-	9,490	9,490
Deposits	-	76,456	76,456
Accounts payable and accrued liabilities	-	(87,550)	(87,550)
Due to related parties	-	(1,868,939)	(1,868,939)
Loans payable	-	(161,317)	(161,317)
	32,259	(2,031,860)	(1,999,601)

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**(Unaudited) (Expressed in Canadian Dollars)

12. FINANCIAL INSTRUMENTS AND RISK (continued)

IFRS 7 *Financial Instruments – Disclosures*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. The financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 7 prioritizes the inputs into three levels that may be used to measure fair value:

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

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable.

The Company's financial assets and liabilities measured at fair value on a recurring basis as of October 31, 2021 are as follows:

	Balance at October 31, 2021	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	\$	\$	\$	\$
Financial Assets:				
Cash	340	340	–	–

The Company thoroughly examines the various financial instrument risks to which it is exposed, and assesses the impact and likelihood of those risks. Where material, these risks are reviewed and monitored by management. There have not been any significant changes from the previous year as to how these risks are reviewed and monitored by management. The types of financial instrument risk exposures and the objectives and policies for managing these risk exposures is described below.

Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and amounts recoverable and deposits. To minimize the credit risk related to cash, the Company places these instruments with high credit quality financial institutions. The Company's current policy is to invest excess cash in investment-grade, short-term deposit certificates issued by reputable financial institutions with which it keeps its bank accounts. As at October 31, 2021, cash balances do not exceed the amounts covered by federal deposit insurance. As at October 31, 2021, the Company has minimal amounts recoverable exposure, as it relates to amounts due from the government of Canada pursuant to goods and services tax credits.

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 by maintaining adequate cash and credit facilities with financial institutions and other parties. The Company continuously monitors and reviews both actual and forecasted cash flows. As at October 31, 2021, the Company had a working capital deficiency of \$2,137,796 (see Note 1). The carrying value of balances due within 12 months approximate their fair values due to their relatively short period to maturity.

MOUNT DAKOTA ENERGY CORP.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED OCTOBER 31, 2021 AND 2020**(Unaudited) (Expressed in Canadian Dollars)

12. FINANCIAL INSTRUMENTS AND RISK (continued)**Foreign Exchange Risk**

The Company's functional currency is the Canadian dollar. The Company is not exposed to significant currency 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 the market interest rates. As at October 31, 2021, \$37,800 (January 31, 2021 - \$37,800) in loans payable is owing and is subject to interest at a fixed rate of 15% per annum. The Company is therefore not exposed to significant interest rate risk on its financial instruments.

13. COMMITMENT

During 2010, the Company entered into surface lease agreements with a third party whereby the Company will pay a total annual consideration of \$12,000 for the Alsike properties for a total of five years. Total consideration paid at the end of five years will be \$60,000. The Company has made total payments of \$34,500 with \$25,500 outstanding.

On October 28, 2020, the Company entered into a settlement-agreement according to which the Company agreed to pay the amount of \$37,000 in full and final settlement for all damages that may have incurred on the surface leases.

Further, the Company will pay \$3,000 representing rentals due and owing for period of January 1, 2020 to December 31, 2021.

Any such outstanding amounts are included in decommissioning provision (Note 6).

Settlement	\$	37,000
Rentals 2020 - 2021		3,000
	\$	<u>40,000</u>

14. SUBSEQUENT EVENTS

The Company entered into a Letter of Intent ("LOI") with HYTN Beverage Corp. ("HYTN") to complete a business combination by way of an amalgamation transaction (the "Acquisition").

The Proposed Transaction is intended to constitute a Reverse Takeover and will be completed contemporaneously with a delisting of MMO's securities from the TSX Venture Exchange ("TSXV") and listing on the Canadian Securities Exchange (the "CSE") (collectively the "Listing Transfer", and together with the Acquisition, the "Proposed Transaction"). As a result of the Acquisition, the Company will acquire all of the issued and outstanding securities of HYTN in exchange for the issuance of 15,532,000 Common Shares at a deemed price of \$0.35 per share and up to 2,532,000 Warrants of the Issuer as consideration to the HYTN security holders.