General Gold Resources Inc.

Consolidated Financial Statements

(Expressed in Canadian Dollars)
(Unaudited)

Nine Month Period Ended

May 31, 2021 and 2020

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements. The accompanying condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

General Gold Resources Inc.

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

	May 31, 2021	August 31, 2020
	($)	**($)**
ASSETS		
Current assets		
Cash	650,519	828
Accounts receivable	42,707	28,055
Prepaid expenses (Note 6)	150,371	-
	843,597	28,883
Prepaid expenses (Note 6)	-	40,000
Restricted deposits	7,500	-
Exploration and evaluation assets (Note 6)	104,000	50,000
	955,097	118,883
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current liabilities		
Accounts payable and accrued liabilities (Note 7 and 10)	67,846	407,819
Notes payable (Note 8)	-	3,300
	67,846	411,119
Notes payable (Note 8)	-	139,331
	67,846	550,450
Shareholders' equity (deficiency)		
Share capital (Note 9)	9,742,237	8,157,277
Share-based payments reserve (Note 9)	654,360	-
Deficit	(9,509,346)	(8,588,844)
	887,251	(431,567)
	955,097	118,883

Nature of operations and going concern (Note 1)
Commitments (Note 11)
Subsequent events (Note 14)

These consolidated financial statements were authorized for issue by the Board of Directors on July 30, 2021. They are signed on behalf of the Board of Directors by:

"Michelle Gahagan"
Director

"Michael Curtis"
Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

General Gold Resources Inc.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Three Month Period Ended May 31, 2021	Three Month Period Ended May 31, 2020	Nine Month Period Ended May 31, 2021	Nine Month Period Ended May 31, 2020
	($)	**($)**	**($)**	**($)**
EXPENSES				
Consulting fees	-	-	60,000	-
Geological consulting	20,023	-	30,750	-
Interest expense (Note 8)	-	1,105	5,087	6,863
Investor relations & marketing	3,730	-	3,730	-
Office and miscellaneous	1,058	272	6,121	6,423
Management fees (Note 10)	25,000	-	25,000	-
Professional fees	-	-	35,945	4,790
Rent (Note 10 and 11)	18,000	25,490	54,000	73,230
Share-based compensation (Note 9)	654,360	-	654,360	-
Transfer agent and filing fees	3,857	3,390	41,168	17,135
Travel	2,835	-	4,342	-
Loss from operations	(728,862)	(30,257)	(920,502)	(108,441)
Write-off of liabilities (Note 8)	-	5,404	-	169,459
Income (loss) and comprehensive income (loss)	(728,862)	(24,853)	(920,502)	61,018
Basic and diluted income (loss) per common share	(0.02)	(0.00)	(0.04)	0.09
Weighted average common shares outstanding	35,667,529	9,597,097	23,177,366	657,399

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

General Gold Resources Inc.

Condensed Consolidated Interim Statements of Changes in Shareholders` Equity (Deficiency)
(Expressed in Canadian Dollars)
(Unaudited)

	Number of Shares	Amount	Deficit	Total Shareholders' Deficiency
		($)	($)	($)
Balance at August 31, 2019	**5,005,793**	**7,917,277**	**(8,556,312)**	**(639,035)**
Shares issued pursuant to a private placement	4,800,000	240,000	-	240,000
Loss and comprehensive loss	-	-	61,018	61,018
Balance at May 31, 2020	**9,805,793**	**8,157,277**	**(8,495,294)**	**(338,017)**
Balance at August 31, 2020	**9,805,793**	**8,157,277**	**(8,588,844)**	**(431,567)**
Shares issued pursuant to a private placement	15,350,000	921,000	-	921,000
Shares issued pursuant to a debt settlement	7,989,997	479,400	-	479,400
Shares issued pursuant to warrant exercise	2,400,000	240,000	-	240,000
Shares issued pursuant to a mineral property option agreement	200,000	12,000	-	12,000
Shares issuance costs	-	(67,440)	-	(67,440)
Loss and comprehensive loss	-	-	(920,502)	(920,502)
Balance at May 31, 2021	**35,745,790**	**9,742,237**	**(9,509,346)**	**887,251**

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

General Gold Resources Inc.

Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Nine Month Period Ended May 31, 2021 ($)	Nine Month Period Ended May 31, 2020 ($)
CASH PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Income (loss) for the period	(920,502)	61,018
Items not affecting cash:		
Accrued interest	5,087	6,863
Share-based compensation	654,360	-
Write-off of liabilities	-	(169,459)
Changes in non-cash working capital items:		
Accounts receivables	(14,652)	(7,440)
Prepaid expenses	(110,371)	-
Restricted deposits	(7,500)	-
Accounts payable and accrued liabilities	(345,059)	14,989
	(738,638)	(94,029)
FINANCING ACTIVITIES		
Issuance of common shares for cash	921,000	240,000
Issuance of common shares to settle debt	479,400	-
Issuance of common shares from warrant exercise	240,000	-
Share issuance costs	(67,440)	-
Repayment of notes payable	(145,931)	(136,200)
Proceeds from notes payable	3,300	16,006
	1,430,329	119,806
INVESTING ACTIVITIES		
Acquisition of property, plant and equipment	(54,000)	-
Issuance of shares pursuant to mineral property option agreement	12,000	-
	(42,000)	-
Change in cash during the period	649,691	25,777
Cash, beginning of period	828	1,144
Cash, end of period	650,519	26,921

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

General Gold Resources Inc. (formerly CellStop Systems Inc.) (the "Company") was incorporated on April 29, 1982, under the laws of the Province of British Columbia.

The address of the Company's head office and registered office is 1558 West Hastings Street, Vancouver, British Columbia, V6G 3J4, Canada.

The Company is a publicly traded company and the Company's listing on the TSX Venture Exchange ("TSX-V") was transferred to the NEX board of the TSX-V effective July 2, 2010 due to the Company's lack of operations.

During the year ended August 31, 2020, the Company entered into an option agreement to acquire a 100% interest in the Clarks Brook property in Newfoundland, in conjunction with a proposed change of business to a mining issuer and listing its common shares for trading on the Canadian Securities Exchange ("CSE"). On December 29, 2020, the Company delisted from the NEX board of the TSX-V, changed its name from Cellstop Systems Inc. to General Gold Resources Inc. on December 30, 2020, and on February 1, 2021, listed its common shares for trading on the CSE under the symbol GGLD.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. Currently, the Company has no source of operating cash flows. The Company had an accumulated loss of $9,509,346 since inception and a working capital of $775,751 at May 31, 2021. The Company has relied mainly upon the issuance of share capital and notes payable to finance its activities. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. The Company intends to continue to rely upon the issuance of share capital to finance its future activities but there can be no assurance that such financing will be available to the Company. The outbreak of COVID-19 could have a negative impact on the Company's ability to execute its business plan and the stock market, including trading prices of the Company's shares and its ability to raise new capital. Inability to secure future financing would have a material adverse effect on the Company's business, results of operations, and financial condition. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. Failure to continue as a going concern may require restatement of assets and liabilities on a liquidation basis, which could differ materially from the going concern basis. These consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations committee. They do not include all disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements, and, therefore, should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended August 31, 2020, prepared in accordance with IFRS as issued by the IASB.

These condensed interim consolidated financial statements were approved by the Audit Committee and Board of Directors of the Company on July 30, 2021.

2. BASIS OF PRESENTATION (continued)

Basis of presentation

These condensed interim consolidated financial statements have been prepared on a historical cost basis, using the accrual basis of accounting, except for cash flow information.

Basis of Consolidation

The condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned inactive subsidiary, US incorporated Palm Coast Solutions Inc. (collectively the "Company"). All significant intercompany transactions and balances have been eliminated. A company is consolidated from the date on which control is obtained by the Company and cease to be consolidated from the date on which control is lost by the Company. Where there is loss of control of a subsidiary, the consolidated financial statements include the results for the part of the reporting period during which the Company has control. It was determined that the Company had lost control of its subsidiary on August 31, 2019 through a series of events including but not limited to the loss of control to internal financial and corporate information of the subsidiary (Note 5).

Functional and presentation currency

These condensed interim consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is the functional currency of the Company.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Significant Accounting Judgments, Estimates and Assumptions

In the application of the Company's accounting policies which are described in below, management is required to make judgements, estimates, and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, revenue and expenses and are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and management's assessment of current events and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Significant judgements, estimates and assumptions that have the most significant effect on the amounts recognized in these consolidated financial statements include:

<u>Deferred income taxes</u>

Deferred tax assets, including those arising from un-utilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Significant Accounting Judgments, Estimates and Assumptions (continued)

Impairment of mineral properties

The assessment of indications of impairment of the mineral properties and related determination of the net realizable value and write-down of the mineral property requires a significant amount of management judgment.

Leases

Management exercises judgment when contracts are entered into that may give rise to a right-of-use asset that would be accounted for as a lease. Judgment is required in determining the appropriate lease term on a lease by lease basis. Management considers all facts and circumstances that create an economic incentive to exercise a renewal option or to not exercise a termination option at inception and over the term of the lease, including investments in major leasehold improvements, operating performance, and changed circumstances. The periods covered by renewal or termination options are only included in the lease term if management is reasonably certain to exercise that option. Changes in the economic environment may impact the assessment of the lease term and any changes in the estimate of lease terms may have a material impact on the Company's consolidated statement of financial position.

(b) Foreign Currency Translation

The Company's functional and reporting currency is the Canadian dollar.

Foreign currency transactions are translated into Canadian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year-end exchange rates are recognized in profit or loss.

Non-monetary items measured at historical cost are translated using the exchange rates at the date of the transaction and are not retranslated. Non-monetary items measured at fair value are translated using the exchange rates at the date when fair value was determined.

(c) Financial Instruments

(i) Classification and measurement

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. The Company classifies its financial instruments in the following categories: at amortized cost, at fair value through other comprehensive income (loss)("FVTOCI"), or at fair value through profit ("FVTPL").

Financial Assets

The Company determines the classification of financial assets at initial recognition. The classification of financial instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Financial Instruments (continued)

Financial assets at amortized cost
Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of these financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding, are subsequently measured at amortized cost using the effective interest rate method. If there is objective evidence that the financial assets are impaired, determined by reference to external credit ratings and other relevant indicators, the financial assets are measured at the present value of estimated future cash flows. Any changes to the carrying amount of the financial asset, including impairment losses, are recognized through profit or loss. There are no assets classified in this category.

Financial assets at FVTOCI
Financial assets carried at FVTOCI are financial assets that are held within a business model whose objective is to hold financial assets in order to both collect contractual cash flows and selling financial assets, and that the contractual terms of the financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income. The cumulative gain or loss is not reclassified to profit or loss on disposal of the instrument; instead, it is transferred to deficit. The Company does not have any financial assets classified as FVTOCI.

Financial assets at FVTPL
By default, all other financial assets are measured subsequently at FVTPL. Assets at FVTPL include cash.

Financial assets at FVTPL are initially recognized, and subsequently carried, at fair value with changes recognized in profit or loss. Attributable transaction costs are recognized in profit or loss when incurred.

Financial Liabilities

The Company classifies its financial liabilities into the following categories: at amortized cost or at FVTPL.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows:

- the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in other comprehensive income; and
- the remaining amount of the change in the fair value is presented in profit or loss.

The Company does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Financial Instruments (continued)

The Company has classified its accounts payable and notes payable as amortized cost.

(ii) Impairment

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

The Company recognizes loss allowances for expected credit losses ("ECLs") on its financial assets measured at amortized cost. Due to the nature of its financial assets, the Company measures loss allowances at an amount equal to expected lifetime ECLs. Lifetime ECLs are the anticipated ECLs that result from all possible default events over the expected life of a financial asset. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i. e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the related financial asset. The Company does not have any financial assets that contain a financing component.

(d) Share Capital

The Company records proceeds from the share issuances, net of commissions and issuance costs, as share capital.

The Company engages in equity financing transactions to obtain the funds necessary to continue operations. The equity financings may involve the issuance of common shares or units. Warrants that are part of units are assigned a value based on the residual value, if any, and included in the reserves.

(e) Share-Based Payments

The Company has a stock option plan for its directors, officers and employees. Under this plan, stock options are not issued at less than their fair market value.

The Company recognizes compensation cost for options and other share-based compensatory awards under the fair value method. Compensation cost is measured using the Black-Scholes option pricing model at the date of the grant and is expensed over the vesting period of the equity instrument awarded, with the offsetting amounts credited to share-based payment reserve. Consideration received on the exercise of stock options is recorded as share capital and the related share-based payment reserve amount is transferred to share capital. For the periods presented, the Company had no stock options outstanding.

(f) Provisions

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.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Loss Per Share

Basic loss per share is calculated using the weighted average number of shares issued and outstanding during the period. Diluted loss per share is the same as basic loss per share as the issuance of shares on the exercise of share purchase options and warrants is anti-dilutive.

(h) Income Taxes

Tax expense recognized in profit or loss comprises the sum of current tax and deferred tax not recognized in other comprehensive income or directly in equity.

(i) Current Income Tax

Current income tax assets and/or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

(j) Deferred Income Tax

Deferred income taxes are calculated based on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full.

Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income. Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

4. ACCOUNTING STANDARDS ADOPTED AND ISSUED

Adoption of New or Amended Accounting Standards

IFRS 16, Leases - IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

4. ACCOUNTING STANDARDS ADOPTED AND ISSUED (continued)

Adoption of New or Amended Accounting Standards (continued)

The main features of the new standard are as follows:
- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarity to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.

On adoption of IFRS 16, the Company used the following additional practical expedients:
- Applied a single discount rate to a portfolio of leases with similar characteristics;
- Applied the exemption not to recognize right-of-use assets and lease liabilities for short-term leases with terms less than 12 months and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line or other systematic basis over the lease term;
- Excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application; and
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

The Company chose to adopt the modified retrospective approach on transition to IFRS 16 on September 1, 2019. Accordingly, the comparative information presented for the prior period has not been restated and is presented as previously reported under IAS 17 and related interpretations.

As at September 1, 2019, the Company has determined there is no identifiable asset pertaining to its cost sharing arrangement agreement (Note 11) and therefore adoption of IFRS 16 will have no impact on the consolidated financial statements other than increased disclosure.

A number of new standards and amendments to existing standards have been issued by the IASB that are mandatory for accounting periods beginning on or after January 1, 2020, or later periods. The Company has not early adopted these new standards in preparing these consolidated financial statements. There new standards are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

5. DISCOUNTINUED OPERATIONS

During the year ended August 31, 2019, the Company determined it had lost control of Palm Coast Solutions Inc. as described in Note 2 through a series of events including but not limited to the loss of control to internal financial and corporate information of the subsidiary. The operations of the subsidiary were reported as discontinued in 2019 accordingly.

(Expressed in Canadian dollars)

5. DISCOUNTINUED OPERATIONS (continued)

As a result of this loss of control, the Company derecognized the assets and liabilities of the subsidiary. Any resulting gain or loss is recognized in profit or loss.

	($)
Assets of subsidiary derecognized	-
Liabilities of subsidiary derecognized	2,208
Gain on loss of control of subsidiaries	(2,208)

During the year ended August 31, 2019, there was no net income or loss from discontinued operations.

6. EXPLORATION AND EVALUATION ASSETS

	Acquisition Costs	**Exploration Costs**	**Total**
	($)	**($)**	**($)**
Balance, August 31, 2018 and 2019	-	-	-
Acquisition costs	50,000	-	50,000
Balance, August 31, 2020	**50,000**	**-**	**50,000**
Acquisition costs	42,000	-	42,000
Exploration expenditures	-	12,000	12,000
Balance, May 31, 2021	**92,000**	**12,000**	**104,000**

Clark's Brook Property
On July 29, 2020 the Company entered into an arm's length option agreement (the "Option Agreement") with Metals Creek Resources Corp. ("MCR") to acquire 100% of the right, title and interest in and to the Clark's Brook Property in central Newfoundland.

In order to earn its option, the Company must issue an aggregate of 1,500,000 common shares of the Company and make cash payments totaling $225,000 over the course of a three year period as outlined below:

# of Shares	**$ Cash**	**Date**
-	50,000	On signing of Option Agreement (paid)
200,000	-	On initial listing on Canadian Securities Exchange (Issued January 6, 2021)
300,000	30,000	On or before 12 months from Initial Issuance Date (cash paid)
500,000	45,000	24 months from Initial Issuance Date
500,000	100,000	36 months from Initial Issuance Date
1,500,000	**225,000**	

In accordance with the terms of the Option Agreement, the Company will reserve to MCR a 2% net smelter royalty (the "NSR") on the mineral claims, provided, however, that the Company shall have the right at any time to purchase from MCR 1% of the NSR in consideration for a one-time payment of the sum of $1,000,000.

During the year ended August 31, 2020, the Company made the initial $50,000 cash payment under the Option Agreement and made a refundable property payment advance of $40,000 on an unrelated prospective property, which was included in prepaid expenses as at August 31, 2020.

(Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION ASSETS (continued)

During the period ended May 31, 2021, the Company determined not to proceed with the prospective property and the refundable property advance of $40,000 was returned to the Company. During the nine month period ended May 31, 2021, the Company made the second cash payment of $30,000 and issued 200,000 common shares at a deemed price of $0.06, pursuant to the terms of the Option Agreement. The Company incurred $12,000 in exploration expenditures on the Clark's Brook property during the period ended May 31, 2021.

Included in prepaid expenses as at May 31, 2021 was $150,371 for exploration and legal costs relating to a prospective property acquisition which was entered into subsequent to the period end (see Note 14, Subsequent Events).

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	May 31, 2021 ($)	August 31, 2020 ($)
Trade payables	34,343	24,308
Related party payables (Note 10)	22,330	276,243
Accrued interest (Note 8)	11,173	55,785
Accrued liabilities	-	51,483
Total	67,846	407,819

8. NOTES PAYABLE

	May 31, 2021 ($)	August 31, 2020 ($)
Unsecured loan bearing interest at 10% per annum with various due dates (i)	-	139,331
Unsecured loan bearing interest at 10% per annum, due on April 29, 2021 (iii)	-	3,300
Total	-	142,631
Less current portion	-	(3,300)
Long-term portion	-	139,331

i) During the period ended May 31, 2021, the Company issued a total of $3,300 (August 31, 2020 - $16,806) to third-party creditors and $Nil (August 31, 2020 - $90,000) to directors and officers of the Company (Note 10) in unsecured notes payable which bear interest at 10% per annum, compounded annually, and payable quarterly in cash. All loans have a maturity date of three years from issuance.

During the period ended May 31, 2021, the Company repaid a total of $Nil (August 31, 2020 - $136,200), in unsecured notes payable.

During the period ended May 31, 2021, the Company settled $145,931 in principal notes payable and $29,699 in accrued interest through the issuance of units at a price of $0.06. Each unit consists of one common share and one common share purchase warrant, exercisable at $0.10 for a period of 18 months from the date of issue.

8. NOTES PAYABLE (continued)

ii) During the year ended August 31, 2019, the Company received an unsecured loan of $80,000 from a creditor to be used to pay expenses which were incurred pursuant to a proposed corporate transaction between the creditor and the Company. The loan bears interest at 10% per annum and matures on or before December 31, 2019, unless the creditor determines not to proceed with the proposed corporate transaction with the Company, in which case the loan and any accrued interest will be forgiven by the creditor.

During the year ended August 31, 2020, the $80,000 unsecured loan and $3,792 in accrued interest was written off as the creditor determined not to proceed with the proposed corporate transaction as noted above. In addition, a total of $85,667 in trade payables was written off relating to professional fees incurred in connection with the proposed transaction that has since been terminated. As a result, during the year ended August 31, 2020, the Company recognized $169,459 (2019 - $Nil) in gain on write-off of liabilities.

During the nine month period ended May 31, 2021, the Company incurred $5,087 (2020 - $5,758) of interest expense.

9. SHARE CAPITAL

a) Authorized share capital

An unlimited number of common shares without par value.

b) Issued share capital

During the nine month period ended May 31, 2021, the following share issuances occurred:

i) On January 6, 2020, the Company completed a non-brokered private placement, raising gross proceeds of $921,000 through the issuance of 15,350,000 units at $0.06 per unit. Each unit consists of one common share and one common share purchase warrant exercisable at $0.10 for a period of 18 months from the date of issuance.

ii) On January 6, 2020, the Company completed a debt settlement, issuing 7,989,997 units at a price of $0.06 per unit, extinguishing aggregate debt of $479,400. Each unit consists of one common share and one common share purchase warrant exercisable at $0.10 for a period of 18 months from the date of issuance.

iii) On January 6, 2020, the Company issued 200,000 common shares to Metals Creek Resources Corp. pursuant to the terms of the option agreement for the Clark's Brook mineral property.

iv) On March 4, 2021, the Company issued 2,400,000 common shares pursuant to the exercise of warrants at $0.10, for aggregate gross proceeds of $240,000.

During the year ended August 31, 2020, the Company completed a non-brokered private placement through the issuance of 4,800,000 units at $0.05, raising gross proceeds of $240,000. Each unit consists of one common share and one-half of one common share purchase warrant exercisable at $0.10 for a period of 12 months from the date of issue. There was no value allocated to these warrants under the residual method.

(Expressed in Canadian dollars)

9. SHARE CAPITAL (continued)

c) Stock options

The Company adopted a new 15% rolling stock option plan (the "Plan") in compliance with the CSE's policies, which was approved by the Company's shareholders on December 16, 2020. The number of common shares reserved and authorized for issuance pursuant to options granted under the Plan is 5,,001,868, as of February 28, 2021, representing 15% of the number of issued and outstanding shares. The exercise price of each stock option shall not be less than the market price of the Company's stock at the date of grant. Vesting terms are at the discretion of the directors.

A continuity schedule of outstanding stock options is as follows:

	Number Outstanding	Weighted Average Exercise Price
		($)
Balance – August 31, 2020	-	-
Granted	2,800,000	0.32
Cancelled	(500,000)	0.32
Balance – May 31, 2021	2,300,000	0.32

On March 25, 2021, the Company granted 2,300,000 stock options to directors, officers and consultants exercisable at $0.315 for a period of 5 years. On April 28, 2021, the Company granted 500,000 stock options to a director exercisable at $0.35 for a period of 5 years. All options vested on the date of grant.

During the nine month period ended May 31, 2021, the Company recognized $654,360 (2020 - $Nil) in share-based compensation relating to options vesting during the period.

The options were valued using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk-free interest rate ranging from 0.90% to 0.93%, a forfeiture and dividend rate of Nil, and a volatility ranging from 138% to 139%.

As at May 31, 2021, the Company had incentive stock options enabling the holders to acquire further common shares as follows:

Expiry Date	Options Outstanding	Options Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Life
			($)	(years)
March 25, 2026	1,800,000	1,800,000	0.315	4.82
April 28, 2026	500,000	500,000	0.35	4.91
	2,300,000	2,300,000	0.32	4.84

(Expressed in Canadian dollars)

9. SHARE CAPITAL (continued)

d) Share purchase warrants

A continuity schedule of outstanding share purchase warrants is as follows:

	Number Outstanding	Weighted Average Exercise Price ($)
Balance – August 31, 2019	-	-
Granted	2,400,000	$0.10
Balance – August 31, 2020	2,400,000	$0.10
Granted	23,339,997	$0.10
Exercised	(2,400,000)	$0.10
Balance – May 31, 2021	23,339,997	$0.10

During the nine month period ended May 31, 2021, 2,400,000 warrants were exercised at $0.10 for gross proceeds of $240,000.

As at May 31, 2021, the Company had 23,339,997 warrants outstanding as outlined below:

Expiry Date	Warrants Outstanding	Exercise Price	Weighted Average Remaining Life
		($)	(years)
July 6, 2022	23,339,997	0.10	1.10

10. RELATED PARTY TRANSACTIONS AND BALANCE

Key Management Compensation
The Company defines key management personnel as officers and directors of the Company and/or entities controlled by them. During the years presented, key management personnel did not charge any fees for services in an effort to conserve resources while exploring potential projects for reactivation.

As at May 31, 2021, a total of $15,750 (August 31, 2020 - $13,400), was included in accounts payable and accrued liabilities owing to a corporation controlled by the chief financial officer of the Company for management fees. The amounts are non-interest bearing, unsecured with no formal terms of repayment.

Other Related Party Transactions

	2021	2020
	($)	($)
Office sharing and occupancy costs paid or accrued to a corporation that shared management in common with the Company (i) (Note 11).	54,000	47,740
Management fees	25,000	-
Share-based compensation	515,510	-
Interest expense (ii)	3,331	-
	597,841	47,740

(Expressed in Canadian dollars)

10. RELATED PARTY TRANSACTIONS AND BALANCE (continued)

i) As at May 31, 2021, a total of $6,580 (August 31, 2020 - $262,843) was included in accounts payable and accrued liabilities owing to a corporation that formerly shared management in common with the Company for office sharing and occupancy costs. The amounts are non-interest bearing, unsecured with no formal terms of repayment.

ii) During the nine month period ended May 31, 2021, the Company recognized interest expense of $3,331 (2020 - $Nil) relating to unsecured notes issued to directors and officers of the Company, which bear interest at 10% per annum for a three-year term (Note 8). During the period ended May 31, 2021, the Company settled $95,000 in principal notes payable to directors and officers through the issuance of units at a price of $0.06. Each unit consists of one common share and one common share purchase warrant, exercisable at $0.10 for a period of 18 months from the date of issue. As at May 31, 2021, $4,242 remains payable to directors and officers in accrued interest, which is included under accounts payable and accrued liabilities.

11. COMMITMENTS

The Company entered into a cost sharing arrangement agreement for the provision of office space and various administrative services. Under the terms of the agreement, the Company will pay $7,700 per month effective February 1, 2019, and increasing to $8,470 per month on February 1, 2020 until the expiration of the underlying head lease on July 31, 2021. During the year ended August 31, 2020, the Company moved office spaces and entered into an amended cost sharing agreement on a month-to-month basis, reducing the monthly cost to $6,000 effective August 1, 2020.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Values and Classification

The Company's financial instruments consist of cash, accounts payable and notes payable. Financial instruments are classified into one of the following categories: fair value through profit or loss ("FVTPL"), fair value through other comprehensive income ("FVTOCI"), or amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	**Category**	**May 31, 2021**	**August 31, 2020**
		($)	**($)**
Cash	FVTPL	650,519	828
Accounts payable	Amortized cost	67,846	300,551
Notes payable	Amortized cost	-	142,631

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.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

The fair value of cash is measured on the consolidated statement of financial position using level 1 of the fair value hierarchy. The fair values of accounts payable approximate their book values because of the short-term nature of these instruments.

The carrying amounts of the notes payable approximate fair value as the interest rates were negotiated based on market rates.

Financial instrument risk exposure

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company manages this credit risk by ensuring that cash is placed with a major financial institution with strong investment grade ratings by a primary ratings agency.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company endeavors to ensure that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts which are available on demand. The Company is exposed to liquidity risk.

Contractual undiscounted cash flow requirements for financial liabilities as at May 31, 2021 are as follows:

	<1 year	**2-3 Years**	**Total**
	($)	**($)**	**($)**
Accounts payable and accrued liabilities	67,846	-	67,846
Notes payable	-	-	-
	67,846	-	67,846

Interest rate risk

The Company is nominally exposed to interest rate risk. The Company's bank account earns interest income at variable rates. The Company does not have any variable interest rate liabilities.

Foreign exchange risk

The Company is not exposed to significant foreign currency risk.

13. MANAGEMENT OF CAPITAL

The Company considers items included in shareholders' equity as capital. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue project opportunities for the benefit of its shareholders. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits.

There have been no changes to the Company's approach to capital management during the period ended May 31, 2021.

14. SUBSEQUENT EVENTS

On July 20, 2021, the Company announced that it had entered into an option agreement (the "Agreement") with Deep Blue Trading Inc. to acquire up to a 100% interest in and to the copper-gold Topley Richfield property (the "Property").

The Property is located in the Omineca Mining Division of British Columbia, and is 60km ESE from Smithers. It is accessible by road, power runs through the western side of the Property and the village of Topley is less than 10km away. The Property covers 2,313 hectares and is comprised of seven contiguous claims. Previous exploration has focussed on expanding the known mineralization.

Pursuant to the Agreement, the Company can commence the earn-in to acquire a 50.1% interest in the Property through the issuance of 2 million common shares and a cash payment of $200,000 on or before 10 days after signing the Agreement (the "Effective Date"). Thereafter, should the Company wish to keep the option to earn a 50.1% interest in the Property in good standing, it may, in its sole discretion: issue 2 million common shares on or before 12 months from the Effective Date and thereafter should the Company wish to complete the earn-in and acquire the 50.1% interest in the Property, the Company would issue 2 million common shares on or before 24 months from the Effective Date (the "First Option Earn-In Deadline").

The Company can acquire an additional 16.9% interest in the Property by issuing 2 million common shares within 45 days after the First Option Earn-In Deadline (the "Second Option Earn-In Deadline"). Following the exercise of the second option, the Company can earn a final 33% interest in the Property (for a total interest of 100%) by issuing 4 million common shares and making a cash payment of $15,000 within 12 months of the Second Option Earn-In Deadline.

The exercise of the options (and the payments and share issuances at each tranche) are at the discretion of the Company. If the Company exercises the first option, second option or third option, as applicable, and makes all required payments and issuances thereunder, it will have earned the interest subject to such option.

On July 27, 2021, the Company announced that it had exercised the first option under the Agreement, issuing 2,000,000 common shares at a deemed price of $0.45, and a cash payment of $200,000 to acquire the initial 50.1% interest in the Property.