St-Georges Eco-Mining Corp.

Condensed Consolidated Interim Financial Statements

For the Six Months Ended June 30, 2021

(unaudited)

(Expressed in Canadian Dollars)

NOTICE TO READER

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

The accompanying unaudited condensed consolidated interim financial statements have been prepared by and are the responsibility of the management.

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

MONTREAL, QUEBEC
August 29, 2021

St-Georges Eco-Mining Corp.
Condensed Consolidated Interim Statements of Financial Position (unaudited)

As at	Note	June 30, 2021	December 31, 2020
Assets		**$**	$
Current assets			
Cash		**10,771,804**	325,619
Accounts receivable		**1,131,105**	59,153
Prepaid expenses		**222,888**	527,754
Marketable securities	**9**	**1,397,322**	213,000
Intangible assets	**7**	**834,834**	-
Total current assets		**14,357,953**	1,125,526
Non-current assets			
Marketable securities	**9**	**36,271**	35,197
Equipment		**10,024**	11,193
ROU Asset	**19**	**122,815**	148,968
Exploration and evaluation assets	**6**	**5,675,372**	3,300,938
Property acquisition goodwill	**7**	**12,252,564**	-
Total assets		**32,454,999**	4,621,822
Liabilities and Shareholders' Equity (Deficiency)			
Current liabilities			
Accounts payable and accrued liabilities	**11**	**4,253,707**	2,250,650
Debt due on demand	**12**	**3,658,498**	3,519,585
Flow-through liability	**13**	**43,000**	43,000
Lease liability	**19**	**29,020**	32,303
Convertible debt at amortized cost	**12**	**-**	147,592
Convertible debentures at fair value	**12**	**57,506**	149,385
Total current liabilities		**8,041,731**	6,142,515
Long-Term Liabilities			
Lease liability	**19**	**120,227**	122,913
Derivative liability	**12**	**5,912**	108,273
Convertible debentures	**12**	**7,679,744**	4,418,235
Total liabilities		**15,847,614**	10,791,936
Shareholders' equity (deficiency)			
Common shares	**13**	**37,894,731**	22,178,472
Capital surplus	**13**	**3,233,349**	1,693,482
Reserves	**13,17**	**10,431,290**	4,753,804
Subscriptions receivable	**13**	**(435,000)**	(575,000)
Deficit		**(30,453,825)**	(28,030,430)
Shareholders' equity		**20,670,545**	20,328
Non-controlling interest	**1**	**(4,063,160)**	(6,190,442)
Total shareholders' equity (deficiency)		**16,607,385**	(6,170,114)
Total liabilities and shareholders' equity		**32,454,999**	4,621,822

Subsequent events (Note 21)
Contingencies (Note 20)

signed "Herb Duerr"	*signed "Richard Barnett"*
Herb Duerr	Richard Barnett
President and Chief Executive Officer	Chief Financial Officer

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

St-Georges Eco-Mining Corp.
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

	Note	Six months ended June 30, 2021 $	Six months ended June 30, 2020 $	Three months ended June 30, 2021 $	Three months ended June 30, 2020 $
Operating expenses					
Accretion and interest expenses	12	**882,272**	581,630	**624,187**	294,161
Consulting fees	17	**549,985**	81,139	**412,016**	34,409
Foreign exchange (gain)		**11,827**	(54,258)	**13,301**	(8,272)
Management fees	17	**879,667**	242,807	**545,375**	12,500
Office expenses		**418,178**	77,437	**209,575**	32,311
Professional fees		**176,726**	80,822	**76,774**	47,442
Publicity and promotions		**102,086**	20,094	**49,609**	1,777
Research and development fees	8, 17	**239,776**	322,399	**142,257**	86,105
Stock-based compensation	14	**1,058,155**	-	**950,730**	-
Transfer agent and listing fees		**60,468**	55,953	**42,538**	33,592
Travel		**19,925**	3,516	**18,480**	2,489
		(4,399,065)	(1,411,539)	**(3,084,842)**	(536,514)
Other items					
Gain on payment with marketable digital assets	5	**-**	332	**-**	-
Unrealized loss on marketable digital assets	5	**-**	(15,796,380)	**-**	(15,309,139)
Gain on sale of marketable securities	9	**119**	-	**119**	-
Unrealized gain (loss) on marketable securities	9	**85,972**	(118,561)	**(446,134)**	102,736
Loss on change in fair value of convertible loan investment	10	**-**	82,352	**-**	(49,889)
Equity loss on investment	9	**-**	(155,618)	**-**	(70,016)
Gain (loss) on fair market value change in debentures	12	**(1,827,030)**	23,722	**1,522**	-
Gain (loss) on debt settlement	12, 13	**1,099,818**	(18,909)	**-**	(25,233)
Impairment loss on property	6	**-**	(398)	**-**	-
Gain on lithium recovery technology	6	**557,920**	-	**-**	-
Write-off accounts payable		**3,469**	-	**3,469**	-
Income tax refund		**-**	50,449	**-**	50,449
Net loss and comprehensive loss for the period		**(4,478,797)**	(17,344,550)	**(3,525,866)**	(15,837,606)
Net loss per share – basic and diluted		**$ (0.02)**	$ (0.12)	**$ (0.02)**	$ (0.11)
Weighted average number of common shares outstanding – basic and diluted		**193,272,411**	144,206,936	**207,451,603**	145,338,936
Net loss and comprehensive loss attributable to:					
Shareholders of the Company		**(2,423,395)**	(6,571,602)	**(2,137,560)**	(5,744,095)
Non-controlling interests		**(2,055,402)**	(10,772,948)	**(1,388,306)**	(10,093,511)
		(4,478,797)	(17,344,550)	**(3,525,866)**	(15,837,606)

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

St-Georges Eco-Mining Corp.
Condensed Consolidated Interim Statements of Changes in Shareholders’ Equity (Deficiency)
For the six months ended June 30, 2021 and 2020
(Unaudited)

	Number of Common Shares	Common Shares	Capital surplus	Subscriptions Receivable	Subscriptions Received In Advance	Reserve	Deficit accumulated	Shareholders’ Equity (Deficiency)	Non-Controlling Interests	Total Shareholders’ Equity (Deficiency)
		$	$	$	$	$	$	$	$	$
Balance as at January 1, 2020	**138,408,961**	**20,171,267**	**8,009,339**	**(518,603)**	**16,500**	**3,202,078**	**(20,731,313)**	**10,149,268**	**9,244,559**	**19,393,827**
Shares issued for cash	1,650,000	156,908	-	(100,000)	-	-	-	56,908	-	56,908
Shares issued for warrants exercised	165,000	16,500	-	-	(16,500)	-	-	-	-	-
Shares issued as acquisition payment	5,000,000	350,000	-	-	-	-	-	350,000	-	350,000
Shares issued for debt settlement	114,975	8,048	-	-	-	-	-	8,048	-	8,048
Capital contributions made by non-controlling interest	-	-	-	-	-	-	-	-	18,251	18,251
Allocation of equity to non-controlling interests	-	-	(11,517)	-	-	-	10,772,948	10,761,431	(10,761,431)	-
Net loss for the period	-	-	-	-	-	-	(17,344,550)	(17,344,550)	-	(17,344,550)
Balance as at June 30, 2020	**145,338,936**	**20,702,723**	**7,997,822**	**(618,603)**	**-**	**3,202,078**	**(27,302,915)**	**3,981,105**	**(1,498,621)**	**2,482,484**
Balance as at December 31, 2020	**166,188,936**	**22,178,472**	**1,693,482**	**(575,000)**	**-**	**4,753,804**	**(28,030,430)**	**20,328**	**(6,190,442)**	**(6,170,114)**
Shares issued for cash	20,343,536	10,082,524	-	-	-	229,931	-	10,312,455	-	10,312,455
Shares issued for warrants exercised	14,270,300	2,702,560	-	-	(231,250)	55,085	-	2,526,395	-	2,526,395
Shares issued for stock options exercised	2,725,000	238,750	-	-	-	-	-	238,750	-	238,750
Shares issued for convertible debt converted	3,962,878	2,632,425	(170,849)	-	-	-	-	2,461,576	-	2,461,576
Shares issued for debt settlement	375,000	60,000	-	-	-	-	-	60,000	-	60,000
Subscriptions received	-	-	-	140,000	231,250	-	-	371,250	-	371,250
Equity component of convertible debenture						4,334,315	-	4,334,315	-	4,334,315
Stock-based compensation	-	-	-	-	-	1,058,155	-	1,058,155	-	1,058,155
Capital contributions made by non-controlling interest	-	-	-	-	-	-	249,935	249,935	5,643,465	5,893,400
Allocation of equity to non-controlling interests	-	-	1,710,716	-	-	-	1,805,467	3,516,183	(3,516,183)	-
Net loss for the period	-	-	-	-	-	-	(4,478,797)	(4,478,797)	-	(4,478,797)
Balance as at June 30, 2021	**207,865,650**	**37,894,731**	**3,233,349**	**(435,000)**	**-**	**10,431,290**	**(30,453,825)**	**20,670,545**	**(4,063,160)**	**16,607,385**

St-Georges Eco-Mining Corp.
Condensed Consolidated Interim Statements of Cash Flows
(Unaudited)

For the six months ended June 30	2021	2020
	$	$
Operating activities		
Net loss and comprehensive loss for the period	**(4,478,797)**	(17,344,550)
Non-cash items		
Accretion and interest on convertible debenture	**882,272**	581,630
Unrealized loss on marketable of digital assets	**-**	15,796,380
Unrealized loss (gain) on marketable securities	**(85,972)**	118,561
Gain on sale and payment of marketable digital assets	**-**	(332)
Gain on sale of marketable securities	**(119)**	-
Gain on change in fair value of convertible loan	**-**	(82,352)
Equity loss on investments	**-**	155,618
Loss (gain) on debt settlement and other	**(1,099,818)**	18,909
Gain on redemption of convertible debenture	**-**	(23,722)
Impairment loss on property	**-**	398
Gain on lithium recovery technology	**(557,920)**	-
Stock-based compensation	**1,058,155**	-
	(4,282,199)	(779,460)
Net changes in working capital items		
Receivable	**(414,934)**	107,155
Prepaid expenses	**304,866**	717
Accounts payable and accrued liabilities	**688,077**	252,906
	578,009	360,778
Net cash used in operating activities	**(3,704,190)**	(418,682)
Investing activities		
Exploration and evaluation costs	**(2,374,434)**	(5,544)
Short term investments	**(565,804)**	-
Net proceeds from sale of marketable securities	**24,419**	-
Net cash used in investing activities	**(2,915,819)**	(5,544)
Financing activities		
Shares issued for cash (net)	**10,312,454**	156,908
Shares issued for warrants exercise	**2,702,560**	16,500
Shares issued for stock options exercise	**238,750**	-
Shares issued for debt	**60,000**	8,048
Shares issued for convertible debentures	**1,602,994**	-
Convertible debentures issued	**2,009,436**	-
Subscription receivable	**140,000**	(100,000)
Subscription received in advance	**-**	(16,500)
Net cash provided by financing activities	**17,066,194**	64,956
Change in cash	**10,446,185**	(359,270)
Cash, beginning of period	**325,619**	377,449
Cash, end of period	**10,771,804**	18,179

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

1. Corporate Information and Going Concern of Operations

St-Georges Eco-Mining Corp. (the "Company" or "St-Georges") was incorporated under the Canada Business Corporations Act on June 21, 2002. The Company is listed on the Canadian Securities Exchange ("CSE"), having the symbol SX, on the OTC PINK, having the symbol SXOOF, and on the Deutsche Börse in Frankfurt (FSE) under the symbol 85G1. The address of the Company's corporate office and principal place of business is 2700-1000 Rue Sherbrooke West, Montreal, QC H3A 3G4, Canada. The principal activities of the Company are the exploration and evaluation of mineral properties in Canada and Iceland and block-chain technology development.

In May 2018, the Company signed an Arrangement Agreement ("Arrangement") providing for the spin-out of its subsidiary ZeU Technologies Inc. (formerly ZeU Crypto Networks Inc.) ("ZeU") with the intent of listing ZeU on the Canadian Securities Exchange ("CSE").

On December 24, 2019, the CSE accepted the listing of the common shares of ZeU, and ZeU started trading on the CSE on December 30, 2019 under the symbol "ZEU". As a result of the Arrangement, effective December 24, 2019, ZeU ceased to be a wholly-owned subsidiary of the Company. ZeU distributed 11,098,074 shares of the 20,000,000 shares held by the Company to the Company's shareholders pursuant to the Arrangement. At December 31, 2019, the Company retained 8,750,175 shares and de facto control of ZeU. At June 30, 2021, the Company retained 10,136,191 (December 31, 2020 – 8,750,175) shares and de facto control of ZeU.

The consolidated financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realization of assets and discharge of liabilities in the normal course of business. At June 30, 2021, the Company has not yet achieved profitable operations, had an accumulated deficit of $30,453,825 (December 31, 2020 - $28,030,430), had no operating income and had a working capital of $6,316,222 (December 31, 2020 - $5,016,989 deficiency). As such, the Company's ability to continue as a going concern depends on its ability to successfully raise additional financing. If additional capital is not raised, the going concern basis may not be appropriate with the result that the Company may have to realize its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts different from those stated in the financial statements. No adjustments for such circumstances have been made in the consolidated financial statements.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, continuation of the Company's interest in the underlying resource claims, the ability of the Company to obtain necessary financing to complete their development and upon future profitable production or proceeds from the disposition thereof. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be available on acceptable terms. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

Expressed in Canadian dollars – unaudited)

2. Basis of Presentation

a) Statement of Compliance

These condensed consolidated interim financial statements of the Company for the period ended June 30, 2021 have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting.

These financial statements follow the same accounting policies and methods of application as our most recent annual financial statements. Accordingly, they should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2020, which have been prepared in accordance with IFRS as issued by the IASB.

The consolidated financial statements of the Company were authorized for issue by the Board of Directors on August 29, 2021.

b) Basis of Measurement

The consolidated financial statements have been prepared on an historical cost basis except for certain assets and liabilities measured at fair value as required under specific IFRS pronouncements. The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

c) Basis of Consolidation

These consolidated financial statements comprise the accounts of the Company and the following controlled subsidiaries:

Name	Country of incorporation	Ownership Percentage
Iceland Resources EHF ("Iceland Resources")	Iceland	100%
Melmi ehf Iceland ("Melmi")	Iceland	100%
ZeU Technologies Inc. ("ZeU")	Canada	30%
Borealis Commodities Exchange ehf ("Borealis")	Iceland	100%
St-Georges Metallurgy Corp. ("St-Georges Metallurgy")	Canada	100%
EVSX Corp. ("EVSX")	Canada	100%

All intercompany transactions, balances and unrealized gains and losses from intercompany transactions are eliminated on consolidation. ZeU is consolidated due to the fact that common directors of St-Georges control the operations of ZeU.

d) Comparative Figures

Certain comparative figures may have been reclassified to conform to the current year's presentation. Such reclassification is for presentation purpose only and has no effect on previously reported results.

e) Functional and Presentation Currency

The functional currency of the parent company is the Canadian dollar, which is also the presentation currency of the consolidated financial statements. The functional currency of the Company's subsidiaries is also the Canadian dollar.

2. Basis of Presentation (continued)

Transactions in foreign currencies are initially recorded in the functional currency by applying exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are re-translated to the functional currency at the closing rate (the exchange rate at the reporting date). Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are re-translated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on re-translation are recognized in the consolidated statements of loss and comprehensive loss.

3. Summary of Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

a) Mining Properties and Deferred Exploration and Evaluation Expenditures

Pre-exploration Costs

Pre-exploration costs are expensed in the year in which they are incurred.

Exploration and Evaluation Expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation ("E&E") expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the year in which they occur. Tax credits and mining duties are applied to reduce related E&E expenditures in the period recognized.

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmer on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

When a project is deemed to no longer have commercially viable prospects to the Company, E&E expenditures in respect of that project are deemed to be impaired. As a result, those E&E expenditures, in excess of estimated recoveries, are written off to the consolidated statements of loss and comprehensive loss.

The Company assesses E&E assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. E&E assets are also tested for impairment before the assets are transferred to development properties. Mining exploration and evaluation expenditures are classified as intangible assets.

3. Summary of Significant Accounting Policies (continued)

b) Impairment of Non-Financial Assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at the financial year-end. Other non-financial assets, including exploration and evaluation assets, are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. An impairment loss is charged to profit or loss, except to the extent they reverse gains previously recognized in accumulated other comprehensive loss.

c) Classification of digital currencies as current assets

The Company has determined that digital currencies are intangible assets. The Company has classified digital currencies as current assets, if based on management's assessment its digital currencies held are considered to be commodities, there is a liquid market in which the Company may sell a portion of its holdings and if the Company is able to sell a portion of its digital currencies in the near future to generate a profit from price fluctuations. Digital currencies not classified as current assets are classified as long-term assets.

Digital currencies are initially recorded on the consolidated statements of financial position at their cost on the date acquired and are only re-measured at each reporting date if those assets are traded in an active market. Digital currencies that are not traded in an active market will be recorded at historical cost. Revaluation losses, as well as realised gains or losses on the sale of digital currencies are included in the consolidated statement of loss and comprehensive loss. Unrealized revaluation gains, for those digital currencies that are traded in an active market, above their initial fair, are included in other comprehensive income.

There is currently no specific definitive guidance in IFRS or alternative accounting frameworks for the accounting for the mining and strategic selling of digital currencies and management has exercised significant judgement in determining the appropriate accounting treatment for the recognition of income from digital currencies.

d) Financial Instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

Cash, marketable securities, convertible debenture investment, certain convertible debentures and derivative liability are classified as FVTPL. Accounts receivable, accounts payable, debt due on demand, and certain convertible debentures are classified as amortized cost.

3. Summary of Significant Accounting Policies (continued)

d) Financial Instruments (continued)

Measurement

Financial assets and liabilities at amortized cost

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

Financial assets and liabilities at FVTPL

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

Debt investments at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in Other Comprehensive Income ("OCI"). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Impairment of financial assets at amortized cost

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

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss and comprehensive loss.

3. Summary of Significant Accounting Policies (continued)

d) Financial Instruments (continued)

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in the consolidated statements of loss and comprehensive loss.

Other financial liabilities

Financial liabilities are classified as other financial liabilities, based on the purpose for which the liability was incurred, and comprise of trade payables and accrued liabilities, debt due on demand and certain convertible debentures. These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding. This category includes accounts payable and accrued liabilities, certain convertible debentures, and debt due on demand.

e) Intangible assets

Intangible assets consist of digital currencies. If the digital currencies are traded in an active market, the Company initially records digital currencies at their cost or fair value on the date of acquisition and revalues the digital currencies at each reporting period at their then fair value under IAS 38. Under the revaluation model, intangible assets are measured at cost or fair value on initial recognition and subsequently remeasured at fair value at each reporting date. Unrealized revaluation increases above the initial cost or fair value are recognized in other comprehensive income. Revaluation losses, as well as realized gains or losses on the sale of digital currencies are included in the consolidated statement of loss and comprehensive loss.

For digital currencies that are not traded in an active market, the Company initially records the digital currencies at their cost on the date of acquisition and these digital currencies are not subsequently measured at fair value. At each reporting date the Company will assess if the Digital currencies that are carried at cost are impaired and will record a loss if an impairment exists at the reporting date.

f) Research and development

Expenditure on research activities is recognized as an expense in the period in which it is incurred. An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- The intention to complete the intangible asset and use or sell it;
- The ability to use or sell the intangible asset;
- How the intangible asset will generate probable future economic benefits;
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- The ability to measure reliably the expenditure attributable to the intangible asset during its development.

3. Summary of Significant Accounting Policies (continued)

f) Research and development (continued)

The amount initially recognized for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognized, development expenditure is recognized in the loss in the period in which the expenditure is incurred.

Subsequent to initial recognition, internally-generated intangible assets are recorded at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.
At June 30, 2021 and December 31, 2020, the Company had not recognized any internally-generated intangible assets and had recorded all amounts incurred as research costs.

g) Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company also provides consulting services to customize its products on a contract basis. Services are provided on both a time-and-materials basis and a fixed fee basis. Revenue with respect to time-and-materials contracts is recognized as services are provided. Revenue from services on fixed fee contracts is recognized under the terms of the contract based upon when the services have been provided and accepted by the customer. Revenue from the sale of goods is recognised when the goods have been delivered and title have been passed. No revenue is recognised if there are significant uncertainties regarding recovery of the amount due, associated costs or the possible return of goods.

h) Convertible debentures

Convertible debentures issued for cash are recorded at amortized cost and accounted for as a hybrid financial instrument with separate debt and derivative liability components. The derivative liability is recorded at fair value and deducted from the face value of the debt to arrive at the liability component which will be accreted to face value over the life of the debenture. The derivative liability is remeasured at fair value at each period subsequent to initial recognition. Convertible debentures issued in consideration for goods and services are accounted as share-base payments under IFRS 2. At inception the fair value of the debt component is estimated and recorded as a liability and the fair vale of the conversion feature is determined and either recorded as a liability or as equity and allocated to capital surplus. The carrying value of convertible debentures measured at amortized cost will be accreted to face value over the life of the debenture. The carrying value of convertible debentures measured at fair value is determined at each reporting date with changes in fair value recorded in profit or loss.

i) Tax Credits and Mining Duties

The Government of Quebec provides a 16% non-taxable refundable credit for losses to help operators meet exploration, mineral deposit evaluation and mine development costs by refunding part of eligible expenditures incurred. This credit is based on the lesser of:

- The amount of the annual loss; and
- 50% of eligible exploration expenditures, mineral deposit evaluation and mine development expenses, reduced by tax credits related to resources.

3. Summary of Significant Accounting Policies (continued)

i) Tax Credits and Mining Duties (continued)

The Government of Quebec also offers businesses having establishments and that carry on activities in Quebec a refundable tax credit of 28% on eligible exploration expenses. Tax credits and mining duties, which are earned as a result of qualifying mineral exploration expenses, are recognized when the exploration expenses are incurred and collection is reasonably assured. They are applied to reduce related mineral exploration expense in the period recognized.

j) Income Taxes

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year, the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

k) Share Capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, preferred shares, share warrants and flow-through shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Flow-through Shares

The Company may from time to time issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital.

Upon expenditures being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

3. Summary of Significant Accounting Policies (continued)

k) Share Capital (continued)

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period. The portion of the proceeds received but not yet expended at the end of the Company's reporting year is disclosed separately as flow-through share proceeds.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

l) Share-based Payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the consolidated statements of loss and comprehensive loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the consolidated statement of loss and comprehensive loss over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the consolidated statement of loss and comprehensive loss. Options or warrants granted related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model.

All equity-settled share-based payments are reflected in reserves until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserves is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

3. Summary of Significant Accounting Policies (continued)

m) Loss per Share

The basic loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant year.

The diluted loss per common share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

n) Rehabilitation Provisions

The Company is subject to various government laws and regulations relating to environmental disturbance caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes: restoration, reclamation, and revegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur. As of June 30, 2021, no rehabilitation provision has been recorded.

o) Net Smelters Return (“NSR”) Royalties

The NSR royalties are generally not to be accounted for when acquiring the mining property since they are deemed to be a contingent liability. Royalties are only accounted for when probable and can be measured with sufficient reliability.

p) Leases

Effective January 1, 2019 the Company adopted IFRS 16 – Leases. The standard introduces a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset and a lease liability. The adoption of IFRS 16 had no impact on the financial statements as the Company had no leases as at January 1, 2019. During the year ended December 31, 2020, the Company entered into a lease in Iceland (Note 19). The right of use asset and the lease obligations has been disclosed in the consolidated statements of financial position.

q) Equity accounted investments

Equity accounted investments are those entities in which the Company has significant influence, but does not have control over the financial and operating policies of the investees. Significant influence is presumed to exist when the Company holds between 20 and 50 percent of the voting power of another entity. Joint arrangement entities are those over which the Company has joint control, established by contractual agreement and requiring unanimous consent for strategic, financial and operating decisions. Joint ventures are joint arrangements whereby the parties have joint control of the arrangement and have rights to the net assets of the arrangement.

3. Summary of Significant Accounting Policies (continued)

q) Equity accounted investments (continued)

Investments in associates and joint ventures are accounted for by the equity method, whereby the original cost of the investment is adjusted for the Company's share of earnings or losses less dividends since significant influence was acquired. When net accumulated losses from an equity accounted investment exceed its carrying amount, the investment balance is reduced to $nil and additional losses are not provided for unless the Company is committed to provide other financial support to the investee. The Company resumes accounting for its portion of income (loss) of the investment when the entity subsequently reports net income and the Company's share of that net income exceeds the share of net losses not recognized during the period the equity method was suspended.

Profits or losses resulting from transactions between the Company and its associates are eliminated to the extent of the interest in the associate. The Company determines at each reporting date whether there is objective evidence that the investments in associates are impaired. The financial statements of associates are prepared for the same reporting period as the Company. Where necessary, adjustments are made to bring the accounting policies of associates in line with those of the Company.

The Company accounted for the following entity using the equity method up until January 2020, after which time the Company lost significant influence. Effective January 2020, the Company accounts for the shares in BWA Group PLC at FVTPL.

	Ownership Interest	Jurisdiction
BWA Group PLC ("BWA")	19.4%	United Kingdom

4. Critical Accounting Judgments and Estimates

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the next financial year are discussed below:

a) Judgments

i) Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the year the new information becomes available.

4. Critical Accounting Judgments and Estimates (continued)

a) Judgments (continued)

ii) Going Concern

Management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. The factors considered by management are disclosed in Note 1.

iii) Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. This is deemed to be the case when there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which are expected to reverse in the same year as the expected reversal of the deductible temporary difference, or in years into which a tax loss arising from the deferred tax asset can be carried back or forward. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

b) Estimates

i) Title to Mineral Properties

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

ii) Digital assets – valuation and impairment

Judgement and estimation is involved with respect to the assessment of whether digital currencies, that are not traded in active markets, are impaired. Management uses all possible evidence in determining if the digital currencies are impaired. Judgement is also required in determining if a digital currency is traded in an active market.

iii) Share-based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the stock option, volatility and dividend yield and making assumptions about them.

4. Critical Accounting Judgments and Estimates (continued)

b) Estimates (continued)

iv) Provisions and Contingencies

The amount recognized as provision, including legal, contractual, constructive and other exposures or obligations, is the best estimate of the consideration required to settle the related liability, including any related interest charges, taking into account the risks and uncertainties surrounding the obligation. In addition, contingencies will only be resolved when one or more future events occur or fail to occur. Therefore, assessment of contingencies inherently involves the exercise of significant judgement and estimates of the outcome of future events. The Company assesses its liabilities and contingencies based upon the best information available, relevant tax laws and other appropriate requirements.

v) Impairment of exploration and evaluation assets

Exploration and evaluation assets are assessed for an impairment when facts and circumstances suggest that their carrying amount may exceed recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the Company shall measure, present and disclose any resulting impairment loss. Indications of impairment as well as the evaluation of recoverable amount of exploration and evaluation assets require significant judgment. Management considers various factors including, but are not limited to, financial and human resources available, exploration budgets planned, importance and results of exploration work done previously, industry and economic trends and price of minerals.

vi) Valuation of tax credits related to resources and mining tax credits

Tax credit related to resources and mining tax credit for the current and prior periods are measured at the amount expected to be recovered from the taxation authorities using the tax rates and tax laws that have been enacted or substantively enacted at the statement of financial position date. Uncertainties exist with respect to the interpretation of tax regulations for which certain expenditures could be disallowed by the taxation authorities in the calculation of credits, and the amount and timing of their collection.

The calculation of the Company's credits necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until notice of assessments and payments have been received from the relevant taxation authority. Difference arising between the actual results following final resolution of some of these items and the assumptions made could necessitate adjustments to tax credit related to resources and to mining tax credit, exploration and evaluation assets and income tax expense in future periods.

The amounts recognized in the consolidated financial statements are derived from the Company's best estimation and management's judgment as described above. However, the inherent uncertainty regarding the outcome of these items means that eventual resolution could differ from the accounting estimates and therefore have an impact on the Company's financial position and its cash flows.

Expressed in Canadian dollars – unaudited)

5. Intangible assets

Intangible assets consist of digital currencies. Digital currencies are typically part of a decentralized system of recording transactions and issuance of new units and rely on cryptography to secure its transactions, to control the creation of additional units, and to verify the transfer of assets.

Ether Coins

During the year ended December 31, 2018, the Company received 3,936 Ether coins in consideration for the issuance of $3,708,692 convertible debentures (Note 12). The continuity of Ether coins is as follows:

	Number of Ether Coins	Ether Coins $
Digital currency received on issuance of convertible debentures	3,936	3,708,692
Loss on revaluation adjustment	-	(3,003,302)
Balance December 31, 2018	**3,936**	**705,390**
Sale of digital currency	(2,958)	(840,830)
Payments made with digital currency	(958)	(254,056)
Gain on revaluation adjustment	-	392,865
Balance December 31, 2019	**20**	**3,369**
Payments made with digital currency	(20)	(3,369)
Balance December 31, 2020 and June 30, 2021	**-**	**-**

During the year ended December 31, 2020, the Company made a payment of $3,701 for director fees to directors with 20 Ether coins (fair value of $3,369). The Company recorded a gain on the payment of $332.

As at June 30, 2021 and December 31, 2020, the Company held no Ether coin.

Kamari Tokens

In November 2019, the Company received 24,000,000 Kamari tokens in consideration for the issuance of $7,834,000 in convertible debentures (Note 12). On the date of issuance, the Kamari tokens' fair value was determined to be $24,268,723. The continuity of Kamari tokens is as follows:

	Number of Kamari tokens	Kamari tokens $
Digital currency received on issuance of convertible debentures	24,000,000	24,268,723
Original impairment recorded	-	(1,921,778)
Restatement	-	(15,465,549)
Balance December 31, 2019	24,000,000	6,881,396
Impairment	-	(6,881,396)
Balance December 31, 2020	**24,000,000**	**-**
Settlement of $1,099,818 of Kamari convertible debentures	(3,366,564)	-
Balance June 30, 2021	**20,633,436**	**-**

Expressed in Canadian dollars – unaudited)

5. Intangible assets (continued)

As at June 30, 2021, the Company held 20,633,436 (December 31, 2020 - 24,000,000) Kamari tokens. The 24,000,000 Kamari tokens received in consideration for the convertible debenture with a face value of $7,834,000 are subject to the following voluntary transfer restrictions without the prior written consent of Kamari: (i) in any one-month period, the transfer, directly or indirectly, is limited to 1/30th of the total number of Kamari tokens forming the consideration; and (ii) on any given day, any sale on an exchange is limited to 5% of the total volume of Kamari tokens traded. As of June 30, 2021, 11,833,436 (December 31, 2020 - 10,400,000) Kamari tokens were available for disposal or transfer.

As at June 30, 2021, 20,633,436 (December 31, 2020 - 20,000,000) Kamari tokens will be available for disposal or transfer within the next twelve months. The Kamari tokens are currently not trading on any exchange and accordingly there is no objective evidence to determine the fair value of the Kamari tokens at June 30, 2021or December 31, 2020. Accordingly, the Company has impaired the value of the Kamari tokens to $nil and recorded an impairment of $6,881,396 in the statement of loss and comprehensive loss at December 31, 2020.

On March 31, 2021, the Company repaid $500,000 of the Kamari Convertible debenture plus $661,834 of accrued interest by transferring 3,366,564 Kamari tokens to the debenture holder. The Company recorded a gain of $1,099,818 on the debt settlement as the Company has a contractual right to repay the debenture and accrued interest using Kamari tokens on a mark to market basis, which was agreed with the debenture holder at that date.

6. Exploration and Evaluation Assets

	Julie Property $	Le Royal Lithium Property $	Manicouagan Property $	Iceland Property $	Total $
December 31, 2019	**-**	**284,271**	**-**	**2,057,476**	**2,341,747**
Acquisition costs	-	-	227,922	519,573	747,495
Tax Credit	-	(50,449)	-	-	(50,449)
Exploration costs	-	1,030	75,544	185,571	262,145
December 31, 2020	**-**	**234,852**	**303,466**	**2,762,620**	**3,300,938**
Acquisition costs	5,427	-	-	-	5,427
Claims renewals	9,849	95	5,810	-	15,754
Exploration costs	816,574	-	1,406,961	129,718	2,353,253
	831,850	95	1,412,771	129,718	2,374,434
June 30, 2021	**831,850**	**234,947**	**1,716,237**	**2,892,338**	**5,675,372**

The exploration and evaluation assets are described in more detail below.

Expressed in Canadian dollars – unaudited)

6. Exploration and Evaluation Assets (continued)

Julie Projects

The Julie Project is located near seaport city of Baie-Comeau on the Quebec North shore. It is contained on NTS sheets 22F13 and 22F14.

Le Royal Property

The project, comprised of 5 mining claims for an area of 286.02 hectares, is located in the lithium mining camp of LaCorne, in the Abittibi region of Quebec. The acquisition was done jointly with Lepidico Ltd. (ASX: LPD) (formerly known as Platypus Minerals Ltd.) ("Lepidco"). St-Georges currently owns 90% of the project and Lepidico owns 10%.

The Company is required to fulfill the following in order to acquire its interest in the Le Royal Property:

Exploration work:	
On or before October 7, 2019	Complete $450,000 in exploration work. Magnor Exploration Inc. will be guaranteed $100,000 of the contracts for work at fair market value. Lepidico has agreed to extend the expenditure requirement to November 2021.
Milestone payments:	
Payable in cash or issuance of common shares. If the Company elects to issue shares, the number of shares will be determined based on the volume weighted average price for 5 trading days post announcement of the NI43-101 resource.	Compliant NI43-101 5 million tonnes at 1.0%: $500,000 payable in cash or shares. Compliant NI43-101 10 million tonnes at 1.0%: $1,000,000 payable in cash or shares.
Finder's fee:	Issuance of 360,000 common shares (issued, with a fair value of $18,000 (Completed) and 3% of all planned payments, excluding the Milestone payments noted above.

Lepidico paid an initial $10,000 and will provide access of its lepidolite-lithium extraction technology to the Company for the Le Royal Property. Lepidico has the option to increase its ownership interest in the Le Royal Property up to 1 year after the date of acquisition by paying the Company 150% of 40% of its total expenditures and after 1 year after the date of acquisition by paying the Company 200% of 40% of its total expenditures.

The optionor is entitled to a 1% NSR, based on zone requirements and can be reduced on the basis of additional claims acquired by the Company, such that the NSR does not exceed 2%. The Company has the right to purchase 0.5% of the NSR from the optionor at any time for a total cash sum of $1,000,000.

Manicouagan Nickel-Copper-PGE Project

On January 27, 2020, the Company entered into an agreement to acquire 100% of the Manicouagan Nickel-Copper-PGE project comprised of 77 mining claims and located 165km north of its 100% owned Julie Nickel-PGE project on the Quebec North Shore. This project was co-owned by Exploration J. F. Inc and Frank Dumas (director of the Company).

On February 6, 2020, pursuant to the agreement, the Company issued 5 million shares (Note 13) at $0.07 per share. The 2,000,000 shares issued to Exploration JF Inc. are subject to a 2 years escrow period with timed release. All 3,000,000 shares issued to Frank Dumas are subject to escrow for 60 months from issuance; $50,000 will be paid in two installments to Exploration JF Inc., $25,000 at signing and $25,000 at the anniversary date of the agreement; and a 2% NSR will be granted to the vendors as well as a zone of influence covering the 2 NTS sheets where the project is located.

On August 13, 2020, the Company entered into agreement to acquire two mining claims from two arms-length vendors, which are strategically located within the boundaries of the Manicouagan project of the Company.

6. Exploration and Evaluation Assets (continued)

The terms of the acquisition are:

(1) Issue 600,000 common shares of the Company and a payment of $10,000 within 30 days of the approval of the transaction;(completed) (Note 13)

(2) A payment of $10,000 at the 6-month anniversary of the first payment; (invested into units of the Company at a price of $0.10 per unit in a private placement which closed on November 25, 2020) (Note 13) and

(3) A payment of an additional of $25,000 that has to be subscribed in the next financing of the Company, and allow an estimated 250,000 shares and 250,000 warrants at the price established by the Company in its offering; (invested into units of the Company at a price of $0.10 per unit in a private placement which closed on November 25, 2020) (Note 13) and

(4) The agreement also calls for the signing of an NSR agreement within 30 days following the acquisition. The NSR covering these claims will be set at 1.5%, of which 1% can be bought back for $2,225,000 at any time at the Company's discretion. The NSR agreement will have to include an option in favor of the buyer to buy-back 0.5% of this royalty for $750,000 and a subsequent 0.5% of the remaining NSR royalty for $1,500,000.

The two mineral claims will be transferred from the vendors to the Company within 10 days of completion of (1), (2) and (3).

The fair value of the 5,600,000 shares issued was $132,922, which was based on the fair value of the shares on the date of issuance less a discount for the escrow period. In addition, the Company has issued 350,000 shares with a fair value of $35,000 on November 25, 2020 and has paid cash consideration of $60,000.

In April 2021, the Company added 37 new mining claims through electric map staking to the existing 79 mining claims.

Iceland Resources EHF

The Iceland Properties are located in Iceland.

On November 16, 2016, the Company entered into a Binding Term Sheet with Iceland Resources EHF, an exploration company incorporated under the laws of the Republic of Iceland, with a focus on the Scandinavian region. On February 28, 2017, the Company and Iceland Resources executed a Purchase of Business Agreement (the "Purchase Agreement"), whereby the Company will acquire all of the issued and outstanding shares of Iceland Resources for total consideration of $850,000.

On October 6, 2018, the Company entered into a share purchase agreement ("SPA") with the minority shareholders of Iceland Resources, to acquire the remaining 40% interest in Iceland Resources, such that Iceland Resources is now a wholly owned subsidiary of the Company.

On October 11, 2018, Iceland Resources executed a share purchase and subscription agreement with Spá EHF and Íslensk Vatnsorka EHF, to allow Iceland Resources to acquire 15% interest in Íslensk Vatnsorka EHF, a private company with its main project being Hagavatnsvirkjun, a 10-20 MW hydro power plant located just south of Langjokull in Iceland.

The following projects are being identified as priorities:

- The Thormodsdalur (Thor) Gold Mine is located near the city of Reykjavik and south-east of the lake Hafravatn.
- The Tröllaskagi (Troll) Gold Project covers an area of 1,018 km2 in northern Iceland near the town of Akureyri.
- The Vopnafjorður (Vopna) Gold Project covers 598.5 km2 located to the northeastern corner of Iceland.

6. Exploration and Evaluation Assets (continued)

On May 5, 2020, the Company received the permits for its 2020 seasonal work programs for the Vopnafjörður and Tröllaskagi gold and polymetallic licenses in Iceland. And the Icelandic mineral licensing authority, Orkustofnun, approved the work programs submitted on March 31, 2020 by the Company.

On June 29, 2020, the Company signed a binding letter of intent to acquire all of the issued and outstanding shares of Melmi ehf ("Melmi"), which owns a 100% interest in the Thor Gold Property. The Company only had a 41% farm-in option. Under the terms of the binding letter of intent, the Company will pay up to $775,000 in consideration of the Melmi shares as follows:

- Pay $65,000 upon the execution of the definitive share purchase agreement ("Definitive Agreement") (paid);
- Pay an additional $60,000 on the earlier of: (a) 90 days after execution of the Definitive Agreement; and (b) the start of drilling on the Thor Property (paid);
- Issue $400,000 of non-transferable debentures of the Company bearing a 6% annual interest, maturing 3 years from issuance, of which $100,000 will be convertible into common shares of the Company at a deemed price of $0.10 per share, $150,000 at a deemed price of $0.15 per share, and $150,000 at a deemed price of $0.20 per share (Note 12);
- As additional consideration, subject to and upon all the licenses applications having been granted, issue $250,000 non-transferable debentures of the Company bearing a 6% annual interest, maturing 3 years from issuance, and convertible into shares of the Company at a deemed price of $0.20 per share.

The fair value of the cash and the convertible debentures was determined to be $519,573 and was based on a discount rate of 19% and a Black Scholes Pricing Model for the conversion feature.

Kings of the North Corp

During the year ended December 31, 2017, the Company established a wholly-owned subsidiary, KOTN, to facilitate mining transactions in Canada.

<u>Sale of Kings of the North Corp.</u>

On May 29, 2019, the Company and the minority shareholders of KOTN entered into a share purchase agreement with BWA, pursuant to which BWA acquired of all the issued and outstanding shares of KOTN for an aggregate consideration of $7,500,000 or approximately £4,400,000 unsecured, convertible interest-free loan notes ("Notes") with an initial repayment date three years after issued at a minimum price of £0.005 per share at the time of conversion.

On September 30, 2019, BWA's shareholders voted to approve the acquisition of KOTN. The Company received £2,451,409 (CAD$4,183,000) of convertible loan notes with a fair value of $2,698,575 on the completion of the sale (Note 10), and recognized a gain on the disposal of $1,445,974.

In December 2020, the Company terminated the letter agreement with BWA to reacquire 100% of KOTN. The Company has commenced the process of consulting with its legal advisors to seek full reimbursement and compensation of its expenses related to the agreement, and outstanding debts of BWA and KOTN, as well as, to review potential actions on behalf of its shareholders, and as a shareholder and debtholder of BWA (Note 10).

6. Exploration and Evaluation Assets (continued)

Lithium Extraction Technology

On December 7, 2017, the Company announced that it had entered into a final agreement to deploy its proprietary lithium extraction suite of technologies ("SX Technologies").

St-Georges and Iconic Minerals Ltd (TSX-V: ICM) ("Iconic") entered into a definitive exclusive technology licensing agreement for all sites to be operated by Iconic and/or its affiliates in the state of Nevada.

In return for a perpetual license for the SX Technologies and its future improvements, Iconic will provide the following to St-Georges:

- Issue in total 5 million common shares ("Shares") of Iconic to be released in stages, based on benchmarks reached. The performance schedule outlining the stages of each development phase where Shares will be issued according to the schedule below:

  2,000,000 shares at Stage 1 Benchmark completion: which is defined by the delivery of an independent laboratory report by the Company (received on August 29, 2019) (Note 9);

  1,500,000 shares at Stage 2 Benchmark completion: which is defined by independent report describing results of initial pilot mining operations and the processing of a minimum of one (1) metric ton in a simulated industrial environment; and

  1,500,000 shares at Stage 3 Benchmark completion: which is defined by the reception of a Preliminary Economical Assessment Report (PEA) or at commercialization decision or the third (3rd) year anniversary mark of this agreement assuming other issuance have all been done.

  The shares, St-Georges earns in each stage will be escrowed for the duration of 36 months.

- A perpetual Net Revenue Interest Royalty (NRI) of 5% on all minerals produced on sites licensed with SX Technologies.

On July 24, 2019, the Company completed the Independent Review of the Stage 1, and the report was delivered to Iconic. On August 29, 2019, Iconic issued 2,000,000 common shares to the Company (Note 9) with a fair value of $118,293 upon completion of the Stage 1 benchmark. The shares will remain in escrow for three years.

Lithium Processing Technology

On December 1, 2020, the Company signed a Binding Letter of Intent with Altair International Corp. ("Altair") (US-OTC: ATAO) pursuant to which the Company has agreed to provide access to its patent pending lithium processing technology for lithium-in-clay mineral deposits, and also agreed to jointly develop a patentable electric vehicle battery recycling industrial process.

In return for the access to the lithium processing technology and as part of their contribution in the development of patentable intellectual property related to EV Battery Recycling, Altair will issue a total of 6,000,000 common shares in 3 tranches as milestones mutually agreed upon are met. Altair will also make a total of US$300,000 cash payment to the Company. Both companies will contribute equally to the battery recycling research & development effort and to the design and construction of a battery recycling industrial pilot-plant circuit in the Company contracted installations in Quebec.

During the six months ended June 30, 2021, the Company received 2,000,000 shares of Altair at a fair value of $557,920.

6. Exploration and Evaluation Assets (continued)

St-Georges Metallurgy Corp.

On February 27, 2020, the Company incorporated a new subsidiary, St-Georges Metallurgy Corp. ("St-Georges Metallurgy)". This entity is owned 100% by the Company.

On July 9, 2020, St-Georges Metallurgy entered a pilot-plant service agreement with Carrefour innovation sur les matériaux de la MRC des Sources ("CIMMS"), a Quebec based, publicly funded laboratory. The agreement allows St-Georges Metallurgy access to a lithium metallurgical processing pilot plant and start operations of the pilot plant as soon as current test work is completed.

The agreement has an 18-month duration and can be extended. Initial payment of $30,000 was paid upon signing the agreement. St-Georges Metallurgy commits to spend a minimum $120,000 within 18 months. All tests must have been carried out within 18 months after commencement of work.

On February 12, 2021, the Company and St-Georges Metallurgy, and Altair entered into a License and Royalty Agreement for Altair to license St-Georges Metallurgy's patent-pending extraction methods and technology in separation, recovery, and purification of lithium and to act as an agent of the Company's developing technology in battery recycling.

Pursuant to the License and Royalty Agreement, St-Georges Metallurgy will grant Altair a non-exclusive license to use the lithium extraction technology for any of Altair's lithium-bearing prospects in the United States. In exchange for the license, Altair has agreed to grant the Company a 5% net revenue royalty on all metals and minerals extracted and processed using any of the Company's methods or technologies. In addition, the Company will provide Altair with full access to the EV Battery Recycling Technology for the purpose of Altair acting as exclusive master agent to promote the licensing and deployment of the EV Battery Recycling Technology.

Pursuant to the License and Royalty Agreement, the Company and St-Georges Metallurgy retain all ownership rights to the EV Battery Technology and the Lithium Extraction Technology, respectively. In addition, the Company retains the right to market, promote, license, and sell the EV Battery Recycling Technology to third parties. The License and Royalty Agreement may be terminated by mutual written consent of the parties. This agreement replaces the parties' previous agreement, and no additional payments or additional share issuance is to be expected.

EVSX Corp.

On January 20, 2021, the Company incorporated a new subsidiary, EVSX Corp. ("EVSX"). This entity is owned 100% by the Company.

On April 16, 2021, EVSX entered a binding term sheet to secure the site and building for its proposed battery recycling plant in the deep seaport of Baie-Comeau on the Quebec North Shore.

On June 21, 2021 the Company executed a final option agreement that allows the Company to secure the land and building for its proposed battery recycling plant. Early design and engineering reviews of the industrial plant being secured have not identified the need for a major overhaul. The Company will have 45 days following the reception of its final feasibility study report to decide to enter into a lease agreement for the building. St-Georges will issue to Roberge Industries Inc. a total of 250,000 common share warrants with an execution price of $0.75 for two years. A clause allows the Company to accelerate the expiration of these warrants if the share price of St-Georges exceeds $1.05 at any time after the 4-month regulatory hold period.

7. Blockchain and commitments

On February 4, 2019, ZeU executed an asset purchase agreement with VN3T Technologies Inc. and its subsidiaries, collectively "VN3T", an arm's length party to acquire the key IP of VN3T's decentralized data market place platform and secured development services.

Under the agreement, ZeU paid $150,000 to VN3T for the IP by the issuance of a debenture of ZeU (Note 12) maturing 2 years from its issuance. VN3T also granted ZeU an exclusive option to acquire the additional assets for a purchase price of $25,000, which would be satisfied by the issuance of a $25,000 debenture under the same terms and conditions. As at June 30, 2021, $220,000 (2020 - $220,000) was expensed in research and development as the technological feasibility has not yet been achieved (Note 8).

On March 8, 2019, ZeU agreed to provide its patent pending Blockchain Random Number Generator and other related blockchain technologies to St. James House PLC ("St. James"), a UK licensed gaming operator, by the way of joint-venture for the establishment of a blockchain lottery.

All technology operating costs of the Lottery JV will be met by ZeU, and in return ZeU will charge a service fee that will not exceed 90% of the revenues from the Lottery JV. Profits generated by the Lottery JV will be distributed as a dividend to the shareholders.

Additional consideration, in excess of the 19.9% of the net profits that ZeU will receive and the revenues generated for the technology usage, ZeU will receive from St. James 'new UK subsidiary, LottoCo, 100,000 non-voting, zero-coupon redeemable preferred shares with a par value of 2 pence (the "Preferred Shares"). The Preferred Shares will be redeemable in 21 years with the redemption price to be fixed within 3 months after the issuance of the audited financial statements of the Lottery JV for the second year of operations and will be based on an independent valuation report. At the discretion of ZeU, the Preferred Shares may be exchanged on the basis of one Preferred Share for two ordinary shares of 1 pence each in St. James ("Ordinary Shares"), with notice to be given one day before the Preferred Shares are due to be redeemed in 21 years, i.e. a maximum of 200,000 Ordinary Shares may be issued.

On November 5, 2019, ZeU has also executed a joint venture agreement with Kamari Limited ("Kamari") of Malta for the joint development and deployment of lotteries and gaming offering in Africa ("JV Co.").

Under the terms of the JV Co., both parties agreed to invest up to Euro 50,000, ZeU agreed among other things, to grant JV Co. a non-exclusive licence to its technologies in exchange for a 30% interest in JV Co., and Kamari agreed to provide JV Co. with support in accessing online lottery markets exchange for a 70% interest in JV Co. As at June 30, 2021, the JV Co. remains inactive and did not incur any expenses or make any payments.

On January 31, 2020, ZeU entered into a binding term sheet with Dalgo Inc., a New York AI Specialist & Data Trading Exchange Developer. Dalgo Inc. will be integrated in the stage 2 development of the MulaMail data trading platform and in the SaaS Patient HealthCare data auction module development. Dalgo Inc. will integrate ZeU's encryption technology into its own suite of solutions and will allocate resources to allow it to participate in the 2020 cycle of the US Federal Procurement Process including but not limited, to the DoD Procurement Cycle.

On August 13, 2020, ZeU initiated the process to obtain a license to operate a financial institution in Malta. ZeU will integrate remittance and micro-lending, as well as creation of Mula and ZeU-branded debit and credit cards to integrate with ZeU Crypto wallets and Mulamail accounts using ZeU's stable staking tokens.

On September 28, 2020, ZeU entered into an arm's length binding letter of intent with Prego and its majority shareholder to acquire 100% of issued and outstanding securities of Prego, though a wholly owned subsidiary ZeUPay Inc. ("ZeUPay") for consideration of $8,125,000. (Note 23).

Expressed in Canadian dollars – unaudited)

7. Blockchain and commitments (continued)

On February 8, 2021, ZeU executed a definitive agreement to acquire all of the issued and outstanding shares of Prego International Group AS, through ZeUPay (Note 7) for a total consideration of $8,125,000 comprised of:

a) Issuance of 2,500,000 common shares of ZeU at a price of $0.25;

b) The issuance of $7,500,000 of convertible debentures of ZeUPay; and

c) The issuance of 7,500,000 non-transferable share purchase warrants of ZeU, each entitling the holder to acquire one common share of ZeU at a price of $0.90 per share for a period of 12 months from the closing of the transaction, or at a price of $1.50 for a period of 12 months from the date that is 12 months from the closing date.

An aggregate of 2,100,000 Consideration Shares and the Common Shares issuable upon conversion of the ZeUPay Debentures are subject to a voluntary resale restriction of one year from the Closing Date or the date of conversion, as applicable.

On March 2, 2021, ZeU completed the acquirement of Prego through it subsidiary ZeUPay.

Consideration paid	**CAD $**
Convertible Debenture	7,500,000
Shares and Warrants issuance fair value	4,959,314
Total consideration	12,459,314

Net assets acquired	**CAD $**
Cash	1
General Trading receivables	643,365
Intercompany receivables	13,653
Intangible assets	858,742
Exploration and evaluation assets	8,403,183
Goodwill	3,849,381
Accounts Payable	(1,309,011)
	12,459,314

On May 4, 2021, ZeU entered into a letter of intent with Money Line Sports Inc, ("Money Line") a licensed platform and provider of streaming sports content, to acquire all of their outstanding securities for consideration of $1,501,500 which was paid by the issuance of 1,500,000 in unsecured convertible debentures of ZeU's subsidiary and the issuance of 1,500,000 non-transferable ZeU share purchase warrants at $0.91 for a period of 2 years from the closing. The principal amount of the convertible debentures will bear interest at a rate of 6% per annum for 2 years from the closing date.

ZeU developed a platform for Borealis Derivatives DEX ehf ("Borealis"), which is a decentralized, distributed, digital derivative marketplace. The core coding of the platform is complete and configuration and deployment will occur after Borealis acquires a government license for its decentralised exchange.

8. Research and development expenses

During the period ended June 30, 2021, ZeU incurred expenditures of $239,776 (2020 - $322,399) related to the development of the technology. Since the technological commercial stage has not been yet reached, all these expenditures were expensed in the consolidated statement of loss and comprehensive loss.

Expressed in Canadian dollars – unaudited)

9. Marketable Securities and Equity Investments

Marketable securities consist of shares of publicly traded companies. Marketable securities are reported at their fair market value. The Company has the following investments at fair value as of June 30, 2021 and December 31, 2020:

	June 30, 2021		December 31, 2020	
	Number of Shares	Fair value $	Number of Shares	Fair value $
Iconic Minerals Ltd. ("Iconic") (1)	2,000,000	36,271	2,000,000	35,197
ThreeD Capital Inc. (2)	455,185	327,733	300,000	213,000
BWA Group PLC	60,000	-	60,000	-
ZeU Technologies Inc. (3)	1,386,016	790,029		
Altair International Corp. (4)	2,000,000	279,560		
		1,433,593		248,197

(1) On August 29, 2019, Iconic issued 2,000,000 common shares with a fair value of $118,293 to the Company upon completion of the Stage 1 benchmark. The shares will remain in escrow for three years (Note 6). As at June 30, 2021, the fair value of $36,271 of this marketable security was presented as a long-term asset in the consolidated statements of financial position.

(2) On December 23, 2019, the Company received 5,000,000 common shares of ThreeD Capital Inc. ("ThreeD") at a price of $0.05 per common share and a cash payment of $50,000 from ThreeD for the acquisition of 3,000,000 units of the Company at a price of $0.10 per unit, a private placement closed on December 23, 2019. (Note 13)

On April 27, 2020, ThreeD consolidated its outstanding common shares on a basis of one new common share for every four existing common shares. After the consolidation, the Company has 1,250,000 shares of ThreeD.

On November 25, 2020, the Company received 300,000 common shares of ThreeD at a price of $0.48 per common share and a cash payment of $6,000 from ThreeD for the acquisition of 1,500,000 units of the Company at a price of $0.10 per unit, a private placement closed on November 25, 2020. (Note 13)

During the year ended December 31, 2020, the Company purchased 120,000 shares of ThreeD on the market for $39,265, and the Company sold 1,370,000 shares of ThreeD for proceeds totaling $432,942 (cost of $289,265).

On January 7, 2021, ZeU received 185,185 common shares of ThreeD Capital Inc. at a deemed price of $0.81 per share from ThreeD Capital Inc. for the acquisition of 600,000 units of ZeU at a price of $0.25 per unit. During the period ended June 30, 2021, ZeU sold 30,000 shares of ThreeD for proceeds of $24,419 (cost of $24,300).

(3) On March 11, 2021, the Company exercised 1,386,016 warrants of ZeU at a price of $0.30 per share.

(4) In January 2021, the Company received 2,000,000 shares of Altair International Corp. (USOTC: ATAO) upon signing the Binding Letter of Intent. (Note 6)

During the period ended June 30, 2021, the Company recorded a gain of $119 (2020 - $nil) upon the sale of certain shares and an unrealized gain of $85,972 (2020 - $118,561 loss) on the marketable securities held.

As of December 31, 2020, the Company remains a significant shareholder of BWA, but no longer has the ability to appoint an officer or a director of BWA. As such, the Company no longer has significant influence over BWA, and accordingly the investment is recorded at fair value. As at December 31, 2020, the last significant trading price of the BWA shares was £0.002 and the shares are thinly traded. Management estimated it would take several years to dispose of the BWA shares based on the current trading volume and accordingly impaired the investment to $nil. On December 31, 2020, the Company recorded an impairment loss of $402,451 related to the BWA shares.

Expressed in Canadian dollars – unaudited)

10. Convertible debenture investment

On September 30, 2019, the Company received £2,451,409 of convertible debenture with a fair value of $2,698,575 upon the completion of the sale of KOTN to BWA. The BWA convertible debenture is unsecured, interest-free with an initial repayment date of 3 years from its issuance, and convertible into shares of BWA at a minimum price of £0.005 per share at the time of conversion or the VWAP of the 10 consecutive trading days preceding conversion. The conversion option is limited to 29% of the voting rights at the conversion date. On October 31, 2019, the Company converted £300,000 of the convertible debenture (Note 9) with a fair value of $459,443 into 60,000,000 ordinary shares of BWA. As at December 31, 2019, the remaining principal amount of the convertible debenture investment is £2,151,409 and the fair value is $2,213,564.

During the year ended December 31, 2020, the principal amount of the convertible loan receivable from BWA for £2,151,409 (2019 - £2,151,409) with a fair value of $2,238,797 was written off.

11. Accounts payable and accrued liabilities

	June 30, 2021	December 31, 2020
	$	$
Accounts payable (Note 17)	**4,025,155**	**2,095,650**
Accrued liabilities (Note 17)	**228,552**	**155,000**
	4,253,707	**2,250,650**

As at June 30, 2021, the Company has recorded an obligation of $64,973 (December 31, 2020 - $64,973) for consulting fees to be settled with the issuance of common shares.

12. Convertible Debentures

The convertible debentures as at June 30, 2021 and December 31, 2020 are as follow:

	Convertible Debenture at Fair Value	**Convertible Debenture at Amortized Cost**	**Debt due on Demand at Amortized Cost**	**Derivative Liability**	**Total**
	$	$	$	$	$
Balance at December 31, 2020	4,567,620	147,592	3,519,585	108,273	8,343,070
Convertible debenture issued	4,134,720	-	-	-	4,134,720
Accretion expense and interest	740,989	2,370	138,913	-	882,272
Settlement of convertible debentures with Kamari tokens	(1,099,818)	-	-	-	(1,099,818)
Conversion to equity	(606,261)	(149,962)	-	(102,361)	(858,584)
Balance at June 30, 2021	**7,737,250**	**-**	**3,658,498**	**5,912**	**11,401,660**
Current-term	**(57,506)**	**-**	**(3,658,498)**	**-**	**(3,716,004)**
Long-term	**7,679,744**	**-**	**-**	**5,912**	**7,685,656**

Expressed in Canadian dollars – unaudited)

12. Convertible Debentures (continued)

The convertible debentures as at December 31, 2020 and 2019 are as follow:

	Convertible Debenture at Fair Value	Convertible Debenture at Amortized Cost	Debt due on Demand at Amortized Cost	Derivative Liability	Total
	$	$	$	$	$
Balance at December 31, 2019	3,714,575	3,740,739	-	190,793	7,646,107
Convertible debenture issued	288,079	-	-	(3,801)	284,278
Convertible debenture matured	-	(3,383,742)	3,383,742	-	-
Accretion expense and interest	34,419	261,246	135,843	-	431,508
Extinguishment of debt	-	(427,695)	-	(78,719)	(506,414)
Fair value of convertible debentures issued	371,354	-	-	-	371,354
Conversion to equity	(276,009)	(42,956)	-	-	(318,965)
Fair value adjustment	435,202	-	-	-	435,202
Balance at December 31, 2020	**4,567,620**	**147,592**	**3,519,585**	**108,273**	**8,343,070**
Current-term	**(149,385)**	**(147,592)**	**(3,519,585)**	**-**	**(3,816,562)**
Long-term	**4,418,235**	**-**	**-**	**108,273**	**4,526,508**

a) Convertible Debentures issued in 2018

On October 6, 2018, the Company granted a 6% unsecured convertible debenture for an aggregate principal amount of $300,000. The convertible debenture issued had a maturity date of October 6, 2019 and can be convertible into common shares of the Company at the 5-day weighted average share price, subject to a minimum price of $0.15.

During the year ended December 31, 2019, debentures with a total face value of $277,209 together with accrued interest were converted into 1,848,060 shares (Note 13). On October 6, 2019, the Company extended the maturity date of the remaining $22,791 debentures to October 6, 2021. The variance between the discounted cash flow of the debt based on the original terms and the amended terms at modification date was greater than 10%. Accordingly, the amendment to the terms of the convertible debentures was accounted as an extinguishment of debt in accordance with IFRS 9. During the year ended December 31, 2019, the Company recognized a gain on extinguishment of the original liability of $14,900.

On October 11, 2018, the Company granted three 6% unsecured convertible debentures for an aggregate principal amount of $600,000. The convertible debentures issued had a maturity date of October 11, 2028 and can be convertible into common shares of the Company at a 20% discount from the 7-day weighted average share price, subject to minimum prices ranging from $0.10 to $0.20. During the year ended December 31, 2018, debentures with fair value of $200,000 were converted into 2,000,000 shares.

During the year ended December 31, 2019, debentures with a total face value of $200,000 together with accrued interest was converted into 1,333,333 shares (Note 13).

As the conversion price of the convertible debentures issued in 2018 is variable, the Company accounted for the convertible debentures as a hybrid financial instrument with separate debt and derivative liability components. The derivative liability is recorded at fair value and deducted from the principal of the debt to arrive at the net principal which is recorded at amortised cost and will be accreted to face value over the life of the convertible note. The derivative liability is remeasured at fair value at each period subsequent to initial recognition. The fair value of the derivative liability as at December 31, 2019 was estimated to be $112,074.

On February 10, 2021, the $200,000 convertible debenture plus $27,518 accrued interest was converted into 1,137,589 common shares of the Company at a price of $0.20 per share (Note 13).

On May 10, 2021, the Company issued 17,669 common shares for the conversion of convertible debentures of the principal amount of $5,656 plus accrued interest of $864 at a price of $0.369 per share (Note 13).

On June 14, 2021, the Company issued 2,620 common shares for the conversion of convertible debentures of the principal amount of $870 plus accrued interest of $139 at a price of $0.385 per share (Note 13).

12. Convertible Debentures (continued)

a) Convertible Debentures issued in 2018 (continued)

As at June 30, 2021, the carrying value of the convertible debentures issued in 2018 including accrued interest was $22,315 (December 31, 2020 - $213,195) and the accretion and interest expense recognized during the period was $3,852 (2020 - $10,791).

On July 5, 2018, ZeU closed an initial tranche of its 10% unsecured convertible debentures offering for an aggregate principal amount of $4,783,692 of which $3,708,692 was issued in consideration of digital currencies delivered to ZeU, $550,000 was issued pursuant to signing bonus's where the management and consulting services will be earned over a period of four years and $525,000 were issued for cash consideration. Each convertible debenture issued had a maturity date of July 5, 2020 and can be convertible into common shares of ZeU at the greater of $1.00 or the price listed for each common share on an exchange. As the conversion price is variable, ZeU accounted for the convertible debentures issued for cash, based on IAS 32, as a hybrid financial instrument with separate debt and derivative liability components. The derivative liability is recorded at fair value and deducted from the face value of the debt to arrive at the liability component which is recorded at amortised cost and will be accreted to face value over the life of the convertible note. The derivative liability component is remeasured at fair value at each period subsequent to initial recognition. The fair value of the derivative liability as at December 31, 2019 was estimated to be $78,719.

The convertible debentures of $4,258,692 issued for the digital currencies and the signing bonuses were accounted as share-base payments in accordance with IFRS 2. The fair value of the debt component of these convertible debentures at inception was determined to be $3,837,784, based on the estimated interest rate of 17% on the liability component, and the residual value of $420,908 was recorded in the capital surplus.

On September 10, 2019, ZeU redeemed $23,660 convertible debentures with 100 Ether coins (Note 5).

On November 25, 2019, the $550,000 signing bonus together with $76,549 of accrued interest was converted into 626,549 common shares of ZeU.

On December 30, 2019, $1,191,209 of these debentures, representing 25% of the principal amount together with accrued interest of the outstanding 10% debentures, were converted into 1,191,209 common shares of ZeU at a price of $1 per share upon the listing of the shares on the CSE (Liquidity Event). The carrying value of the convertible debentures, including accrued interest, as at December 31, 2019 was $3,579,727.

On July 5, 2020, the convertible debentures, with a face value of $3,157,524, which were issued in 2018, matured. A portion of these convertible debentures, with a face value of $2,801,274, were not renewed and are now due on demand and are presented as debt due on demand. The carrying value, including principal and interest of the debt due of demand as at December 31, 2020 totaled $3,519,585.

On July 7, 2020, ZeU entered into amending agreements with debenture holders to amend the terms of the remaining 2018 convertible debentures with a face value of $356,250. The principal balance plus accrued interest totalling $427,695 was converted into the 2020 convertible debentures on the terms described below.

As at June 30, 2021, the carrying value including principal and interest of the debt due on demand was $3,658,498, and interest expense recognized during the period was $138,913.

12. Convertible Debentures (continued)

b) Convertible Debentures issued in 2019

On February 4, 2019, under the agreement with VN3T, ZeU issued a debenture in the amount of $150,000 to VN3T (Note 7) in consideration for acquired research and development technology. The debenture matures in 2 years from its issuance and is convertible into common shares of ZeU at a price equal to the 5-day VWAP of ZeU's shares on the CSE, subject to a minimum of $1.85. The convertible debenture was accounted as share-based payment in accordance with IFRS 2 as the consideration received was in the form of goods and services. The fair value of the debt component at inception was determined to be $107,137, based on an interest rate of 17%, and the residual value of $42,864 was recorded in capital surplus. As at December 31, 2019, the carrying value of the convertible debentures, including accrued interest was $124,699.

As at December 31, 2020, the carrying value of the convertible debentures of ZeU issued to VN3T including accrued interest was $147,592 and the interest expense recognized during the year ended December 31, 2020 was $22,931.

On March 1, 2021, ZeU entered into a debt settlement agreement with the debenture holder, and the $150,000 debentures were converted into 217,391 common shares of ZeU at a deemed price of $0.69 per share.

On February 25, 2019, ZeU retained the services of Cassiopeia Services Ltd. ("CSL"), a UK based communication and investors awareness firm specialized in blockchain technology. ZeU issued a debenture in the amount of $50,000 to CSL which is convertible at the greater of $1.00 per share or the price listed for each common share on an exchange for a period of 2 years. The convertible debenture was accounted as share-based payment in accordance with IFRS 2. The fair value of the debt component at inception was determined to be $35,713, based on an interest rate of 17%, and the residual value of $14,287 was recorded in capital surplus. The carrying value of the convertible debentures, including accrued interest as at December 31, 2019 was $41,164.

On February 11, 2020, the $50,000 convertible debenture was converted into 50,000 common shares of ZeU at a price of $1.00 per share.

On November 13, 2019, ZeU completed a 12% unsecured convertible debenture financing in the principal amount of $7,834,000, and in consideration ZeU received digital currency, consisting of 24,000,000 Kamari ("KAM") from Kamari Limited (Note 5). Each convertible debenture may be converted into common shares of ZeU at a price equal to the greater of (i)$1.50, and (ii) if the date of any conversion occurs after ZeU completes a transaction ("Liquidity Event") pursuant to which it will become a "reporting issuer" under applicable Canadian securities laws, the 10-day volume-weighted average trading price of the shares of ZeU, immediately prior to the applicable conversion date. The debenture issued pursuant to the offering will have a maturity date of May 12, 2022. The KAM are subject to voluntary transfer restrictions (Note 5).

This convertible debenture was accounted as share-base payment in accordance with IFRS 2 as ZeU received intangible assets. The fair value of the digital currencies received in consideration for the convertible debentures with the principal amount of $7,834,000 was $6,881,396 and the fair value of the conversion feature was determined to be $nil. Accordingly, the fair value of the Kamari convertible debentures at the date of issuance was $6,881,396 and was determined based on an interest rate of 17%. The Kamari Convertible debenture will be carried at fair value with changes in fair value recorded in the statement of loss and comprehensive loss.

Upon the occurrence of a Liquidity Event, ZeU will be entitled to require the holders of the convertible debentures to convert up to 50% of the principal amount outstanding, together with any accrued and unpaid interest owing thereon, into share of ZeU at the conversion price described above. On December 30, 2019, ZeU converted $3,963,445, representing 50% of the principal amount together with accrued interest on the outstanding Kamari convertible debentures into 2,642,297 common shares of ZeU at a price of $1.50 per share.

12. Convertible Debentures (continued)

b) Convertible Debentures issued in 2019 (continued)

On March 31, 2021, ZeU exercised its option to repay $500,000 of the Kamari convertible debentures and all accrued interest for a total of $1,161,834 using 3,336,564 KAM tokens.

As at June 30, 2021, the carrying value including principal and interest of the Kamari convertible debentures was $3,098,356 (December 31, 2020 - $3,904,516), and interest expense recognized during the period was $293,658 (2020 - $310,904).

c) Convertible Debentures issued in 2020

On July 7, 2020, ZeU entered into amending agreements with certain of the 2018 debenture holders to amend the terms convertible debentures with a face value plus accrue interest of $427,695 which matured on July 5, 2020.

Under the terms of the amended debentures ("Amended Debentures"), the maturity date has been extended two years from July 5, 2020 to July 5, 2022, and in exchange:

1) The floor conversion price of the principal amount of the Amended Debentures has been reduced from $1.00 to $0.25 per share;
2) The interest has been raised from 10% to 12%;
3) The Amended debentures now rank in priority of all unsecured debts; and
4) ZeU issued 1,718,972 warrants with a term of 2 years and an exercise price of $0.30 per common share purchase for every tranche of $0.25 of original debenture principal plus accrued interest. The proceeds of the warrants will be used to buy back the debentures if it has not been repaid or converted at the time of the warrants exercise.

The fair value of the new convertible debenture at inception was determined to be $371,354 and the fair value of the warrants issued for this modification was $160,724. The fair value of the convertible debenture was determined using at market interest rate of 17% and the fair value of the warrants issued was estimated using Black-Scholes Option Pricing Model (Stock price $0.18, exercise price of $0.3, volatility 200%, risk free interest rate of 2.40%, discount for lack of market ability of 35% and 0% dividend yield).

On July 28, 2020, ZeU converted $36,016 of the principal amount together with accrued interest on the outstanding 12% debentures into 145,106 common shares of ZeU at a price of $0.25 per share. These shares were issued after the year end. On December 22, 2020, ZeU converted $240,040 of the principal amount together with accrued interest on the outstanding 12% debentures into 1,030,200 common shares of ZeU at a price of $0.25 per share.

As at December 31, 2020, the fair values of the 2020 convertible debentures were $149,385.

On January 14, 2021, ZeU redeemed $27,012 of amended convertible debentures with $27,012 in cash.

On January 14, 2021, ZeU converted $23,835 of the principal amount together with accrued interest into 95,339 common shares of ZeU at a deemed price of $0.25 per share.

On January 26, 2021, ZeU converted $19,216 of the principal amount together with accrued interest into 35,585 common shares of ZeU at a price of $0.54 per share (volume weighted average price ("VWAP")).

On February 17, 2021, 255,034 warrants of ZeU were exercised, and the proceeds of $76,510 were used to buy back the principal amount together with accrued interest.

12. Convertible Debentures (continued)

c) Convertible Debentures issued in 2020 (continued)

As at June 30, 2021, the carrying value including principal and interest of the remaining amended debentures was $57,506, and interest expense recognized during the period was $5,785 (2020 - $nil).

On October 23, 2020, pursuant to the acquisition of Melmi agreement, the Company issued the following convertible debentures:

- $100,000 of non-transferable debentures bearing 6% annual interest, maturing 3 years from issuance date, convertible into common shares if the Company at a deemed price of $0.10 per shares; and
- $150,000 of non-transferable debentures bearing 6% annual interest, maturing 3 years from issuance date, convertible into common shares if the Company at a deemed price of $0.15 per shares; and
- $150,000 of non-transferable debentures bearing 6% annual interest, maturing 3 years from issuance date, convertible into common shares if the Company at a deemed price of $0.20 per shares; and

The fair value of the liability component at inception was determined to be $229,151 based on an interest rate of 25%, and the residual value of $170,849 was recorded in equity component of debenture. As at December 31, 2020, the carrying value of the convertible debentures of the Company issued in 2020 including accrued interest was $300,524, and the accretion and interest expenses recognized during the year ended December 31, 2020 was $71,373.

During the year ended December 31, 2020, the Company recognized accretion and interest expenses of $430,865 (2019 - $776,510) on all the convertible debentures, and loss on fair market value change in derivative liability of $479,242 (2019 - $304,343). The fair value of the derivative liabilities as at December 31, 2020 was $108,273.

On February 26, 2021, the $100,000 convertible debenture plus $2,000 accrued interest was converted into 1,020,000 common shares of the Company at a price of $0.10 per share (Note 13).

On February 26, 2021, the $150,000 convertible debenture plus $3,000 accrued interest was converted into 1,020,000 common shares of the Company at a price of $0.15 per share (Note 13).

On February 26, 2021, the $150,000 convertible debenture plus $3,000 accrued interest was converted into 765,000 common shares of the Company at a price of $0.20 per share (Note 13).

d) Convertible Debentures issued in 2021

On March 2, 2021, ZeUPay issued 7,500,000 convertible debentures for the acquisition of Prego.

The ZeUPay Debentures mature in 4 years from its issuance and bear interest at the rate of 6.00% per annum until the earlier of: (i) their date of conversion or (ii) 48 months from the Closing Date (the "Maturity Date"). The interest on the ZeUPay Debentures may, at the sole discretion of ZeUPay, be paid (i) in cash or (ii) by the issue of the equivalent value in common shares of ZeUPay at a price per share equal to the greater of (a) $1.00 and (b) the last financing price of ZeUPay.

The principal amount of the ZeUPay Debentures, together with the interest accrued thereon, will automatically convert into common shares of ZeUPay on the earlier of: (i) the Maturity Date and (ii) the occurrence of a liquidity event, at a conversion price equal to the higher of: (a) $1.00 and (b) the last financing price of ZeUPay.

12. Convertible Debentures (continued)

d) Convertible Debentures issued in 2021 (continued)

Holders of the ZeUPay Debentures have a right to convert all of the outstanding principal amount of the ZeUPay Debentures, together with the interest accrued thereon, into common shares of the Company at a price equal to the higher of: (i) $1.00 and (ii) the 5-day volume-weighted average price of the Common Shares on the CSE, at any time prior to the earlier of: (i) the Maturity Date and (ii) the occurrence of a liquidity event. The fair value of the debt component at inception was determined to be $4,134,720, based on a risk adjusted interest rate of 17%, and the residual value of $3,365,280 was recorded in capital surplus.

As at June 30, 2021, the carrying value including principal and interest of the ZeUPay debentures was $4,559,073, and interest expense recognized during the period was $424,353.

During the period ended June 30, 2021, the Company total recognized accretion and interest expenses of $882,272 (2020 - $581,630) on all the convertible debentures.

13. Share Capital

a) Common Shares

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

2020

On January 13, 2020, 165,000 warrants were exercised for proceeds of $16,500, which was included in subscriptions received in advance as at December 31, 2019.

On January 17, 2020, the Company closed the final tranche of 1,650,000 cash units of its non-brokered private placement, at a price of $0.10 per unit, for aggregate gross proceeds of $165,000. Each cash unit is comprised of one common share and one share purchase warrant, entitling the holder to purchase one share at an exercise price of $0.185 until October 17, 2020.

On February 6, 2020, pursuant to the Manicouagan Nickel-Copper-PGE Project agreement, the Company issued 5,000,000 shares at a price of $0.07 per share to the vendors (Note 6).

On February 11, 2020, the Company issued 114,975 common shares, with a fair value of $8,048, to settle $14,372 of accounts payable.

On November 9, 2020, pursuant to the acquisition of two mineral claims adjacent to the Manicouagan Palladium Project, the Company issued 600,000 shares at a fair value of $45,000 to the vendor.

On November 19, 2020, the Company closed the first tranche of 11,500,000 flow-through shares at $0.10 per flow-through share, and 200,000 units at a price of $0.10 per unit of its non-brokered private placement for aggregate gross proceeds of $1,170,000. Each unit is comprised of one common share in the capital of the Company and one share purchase warrant, entitling the holder to purchase one share at an exercise price of $0.185 until November 19, 2022. There was a flow through premium in the issuance of the flow through shares.

13. Share Capital (continued)

a) Common Shares (continued)

2020 (continued)

The Company paid finders fee of $69,000 in cash and issued 690,000 warrants with a fair of $63,326 at an exercise price of $0.20 per share until November 19, 2022. The fair value of the finder's warrants was estimated based on the following assumptions: share price at grant date of $0.13; exercise price of $0.20; expected life of 2 years; expected volatility of 166%; risk free interest rate of 0.26%; expected dividend yield rate of 0%; and forfeiture rate of 0%.

On November 25, 2020, the Company closed the second and final tranche of 2,150,000 flow-through shares at $0.10 per flow-through share, and 6,400,000 units at a price of $0.10 per unit of its non-brokered private placement, for aggregate gross proceeds of $855,000. Each unit is comprised of one common share in the capital of the Company and one share purchase warrant, entitling the holder to purchase one share at an exercise price of $0.185 until November 24, 2022. The Company paid a finder fee of $4,000 in cash. A flow through liability was recognized on the issuance.

2021

On February 5, 2021, the Company closed a non-brokered private placement of 1,428,571 units at a price of $0.14 per unit, for an aggregate gross proceed of $200,000. Each unit is comprised of one common share of the Company and one share purchase warrant, entitling the holder to purchase one share an exercise price of $0.21 per share until February 5, 2023.

On February 10, 2021, the Company issued 1,137,589 shares for the conversion of convertible debentures of the principal amount of $200,000 plus interest accrued of $27,518 at a price of $0.20 per share. The carrying value of the debt component and the derivative liability of the debentures converted at the conversion date was $352,653.

On February 26, 2021, the Company issued 2,805,000 shares for the conversion of convertible debentures of the principal amount of $100,000 plus accrued interest of $2,000 at a price of $0.10 per share, principal amount of $150,000 plus accrued interest of $3,000 at a price of $0.15 per share, and principal amount of $150,000 plus accrued interest of $3,000 at a price of $0.20 per share. The carrying value of the debt component and the equity component of debenture at the conversion date was $2,272,050.

On March 3, 2021, the Company closed its first tranche non-brokered private placement of 10,000,000 units at a price of $0.50 and 8,831,632 flow-through units at a price of $0.60 for total gross proceeds of $9,698,979.

Each unit is comprised of one common share of the Company and one share purchase warrant, entitling the holder to purchase one share at an exercise price of $0.65 until first 18 months from the issuance, and $1.05 for the 18 moths thereafter, together 36 months expiry period. Each flow-through unit is comprised of one common share of the Company on a flow-through bases, and one flow-through share purchase warrant. Each flow-through warrant entitles the holder thereof to purchase one share at an exercise price of $0.75 until first 18 months from the issuance, and $1.25 for the 18 months thereafter, together 36 months expiry period. The Company paid finder fee of $201,034 in cash, issued 140,000 non-transferable Finders warrants at an exercise price of $0.65 until March 3, 2024, and issued 169,890 non-transferable finders warrants at an exercise price of $0.75 until March 3, 2024.

On March 11, 2021, the Company closed its final tranche non-brokered private placement of 1,083,333 flow-through units at a price of $0.60 for gross proceeds of $650,000.

Each flow- through unit is comprised of one common share of the Company on a flow-through basis, and one flow-through share purchase warrant. Each flow-through warrant entitles the holder thereof to purchase one share at an exercise price of $0.75 until first 18 months from the issuance, and $1.25 for the 18 months thereafter.

Expressed in Canadian dollars – unaudited)

13. Share Capital (continued)

a) Common Shares (continued)

2021 (continued)

The Company paid finder fee of $39,000 in cash and issued 65,000 non-transferable finders warrants at an exercise price of $0.75 until March 12, 2024.

On April 19, 2021, the Company issued 375,000 common shares to settle $60,000 of accounts payable for its subsidiary EVSX.

On May 10, 2021, the Company issued 17,669 common shares for the conversion of convertible debentures of the principal amount of $5,656 plus accrued interest of $864 at a price of $0.369 per share. The carrying value of the debt component and the derivative liability of the debentures converted at the conversion date was $6,714.

On June 14, 2021, the Company issued 2,620 common shares for the conversion of convertible debentures of the principal amount of $870 plus accrued interest of $139 at a price of $0.385 per share. The carrying value of the debt component and the derivative liability of the debentures converted at the conversion date was $1,009.

During the six months ended June 30, 2021, the Company issued 2,725,000 common shares for stock options exercised for proceeds of $238,750, and issued 14,270,300 common shares for warrants exercised for proceeds of $2,702,560.

During the six months ended June 30, 2021, the Company received $140,000 of subscriptions receivable from a prior year private placement. The balance of subscription receivable as at June 30, 2021 is $435,000 (December 31, 2020 - $575,000).

b) Preferred shares

The Company is authorized to issue an unlimited number of preferred shares without nominal or par value. The Company has not issued any preferred shares.

c) Share-based payment reserve

The share-based payment reserve account is used to record the accumulated fair value of stock options recognized as share-based payments. The reserve is increased by the fair value of these items on vesting and is reduced by the corresponding amounts when options are exercised (Note 14).

d) Warrants

The following is a summary of changes in warrants from January 1, 2020 to June 30, 2021:

	Number of Warrants	Weighted Average Exercise Price
		$
Balance as at January 1, 2020	16,995,300	0.19
Issued	8,940,000	0.19
Exercised	(165,000)	0.10
Balance as at December 31, 2020	**25,770,300**	**0.19**
Issued	20,968,426	0.67
Exercised	(14,270,300)	0.19
Expired	(6,500,000)	0.19
Balance as at June 30, 2021	**25,968,426**	**0.57**

13. Share Capital (continued)

d) Warrants (continued)

On January 14, 2021, 6,300,000 warrants expired unexercised.

On March 3, 2021, the Company elected to exercise its right to accelerate the expiry date of 5,217,800 warrants of the Company issued on or before November 1, 2020, to April 5, 2021.

On April 5, 2021, 200,000 warrants expired unexercised.

As at June 30, 2021, the warrants have a remaining average life of 2.37 years.

e) Capital surplus

Capital surplus includes the equity component of the convertible debentures issued for goods and services (Note 12) attributable to the Company. As at June 30, 2021, the carrying value was $3,233,349 (December 31, 2020 - $1,693,482).

14. Share-based Payments

Stock Option Plan

On September 1, 2009, the Company established a stock-based compensation plan. Under the stock-based compensation plan, the board of directors of the Company may, from time to time, at its discretion, and in accordance with CSE requirements, grant to directors, officers and technical consultants of the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed ten percent (10%) of the issued and outstanding common shares exercisable for a period of up to five (5) years from the date of grant.

The number of common shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares.

Options may be exercised no later than 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised with a maximum period of one year after such death, subject to expiry date of such option.

The subscription price of the shares which may be issued under the plan must not be lower than the closing price of the last regular board lot sold on the CSE on the trading day immediately preceding the date of grant. The option price is payable in full at the time the options is exercised. The vesting periods in respect of the options are determined by the Board of Directors at the time of each grant of options.

On December 8, 2020, the Company issued 7,150,000 stock options, vesting immediately, with an exercise price of $0.20. The Company estimated a grant date fair value of these options of $660,020. The grant date fair values of these options were estimates based on the following assumptions: share price at grant date of $0.095; exercise price of $0.20; expected life of 5 years; expected volatility of 208%; risk free interest rate of 0.47%; expected dividend yield rate of 0%; and forfeiture rate of 0%. Stock based compensation of $660,020 (2019 - $nil) was incurred during the year ended December 31, 2020 related to the vesting of options granted in the year.

On January 21, 2021, the Company issued 500,000 stock options, vesting immediately, with an exercise price of $0.20. The Company estimated a grant date fair value of these options of $70,781. The grant date fair values of these options were estimates based on the following assumptions: share price at grant date of $0.145; exercise price of $0.20; expected life of 5 years; expected volatility of 207%; risk free interest rate of 0.45%; expected dividend yield rate of 0%; and forfeiture rate of 0%. Stock based compensation of $70,781 was incurred during the period ended June 30, 2021 related to the vesting of options granted in the period.

Expressed in Canadian dollars – unaudited)

14. Share-based Payments (continued)

On January 21, 2021, the Company issued 300,000 stock options, vesting immediately, with an exercise price of $0.20. The Company estimated a grant date fair value of these options of $36,644. The grant date fair values of these options were estimates based on the following assumptions: share price at grant date of $0.145; exercise price of $0.20; expected life of 3 years; expected volatility of 172%; risk free interest rate of 0.45%; expected dividend yield rate of 0%; and forfeiture rate of 0%. Stock based compensation of $36,644 was incurred during the period ended June 30, 2021 related to the vesting of options granted in the period.

On May 18, 2021, the Company issued 1,025,000 stock options, vesting immediately, with an exercise price of $0.45. The Company estimated a grant date fair value of these options of $223,100. The grant date fair values of these options were estimates based on the following assumptions: share price at grant date of $0.295; exercise price of $0.45; expected life of 2 years; expected volatility of 175%; risk free interest rate of 0.32%; expected dividend yield rate of 0%; and forfeiture rate of 0%. Stock based compensation of $223,100 was incurred during the period ended June 30, 2021 related to the vesting of options granted in the period.

The following options were outstanding as at June 30, 2021:

Grant Date	Expiry Date	Exercise Price	Closing balance December 31, 2020	Issued	Cancelled/ Exercised/ Expired	Closing balance June 30, 2021	Vested
July 19, 2016	July 19, 2021	$ 0.075	2,150,000	-	(1,900,000)	250,000	250,000
June 1, 2017	June 1, 2022	$ 0.075	550,000	-	(550,000)	-	-
April 19, 2018	April 19, 2021	$ 0.80	200,000	-	(200,000)	-	-
April 19, 2018	April 19, 2023	$ 0.80	4,050,000	-	-	4,050,000	4,050,000
April 19, 2018	April 19, 2023	$ 0.70	250,000	-	-	250,000	250,000
December 8, 2020	December 7, 2023	$ 0.20	1,000,000	-	-	1,000,000	1,000,000
December 8, 2020	December 7, 2025	$ 0.20	6,150,000	-	(275,000)	5,875,000	5,875,000
January 22, 2021	January 22, 2024	$ 0.20	-	300,000	-	300,000	300,000
January 22, 2021	January 22, 2026	$ 0.20	-	500,000	-	500,000	500,000
May 18, 2021	May 18, 2023	$ 0.45	-	1,025,000	-	1,025,000	1,025,000
			14,350,000	1,825,000	(2,925,000)	13,250,000	13,250,000

The following options were outstanding as at December 31, 2020:

Grant Date	Expiry Date	Exercise Price	Closing balance December 31, 2019	Issued	Cancelled/ Exercised/ Expired	Closing balance December 31, 2020	Vested
July 19, 2016	July 19, 2021	$ 0.075	2,400,000	-	(250,000)	2,150,000	2,150,000
June 1, 2017	June 1, 2022	$ 0.075	625,000	-	(75,000)	550,000	550,000
April 19, 2018	April 19, 2023	$ 0.80	5,000,000	-	(750,000)	4,250,000	4,250,000
April 19, 2018	April 19, 2023	$ 0.70	250,000	-	-	250,000	250,000
December 8, 2020	December 7, 2025	$ 0.20	-	7,150,000	-	7,150,000	7,150,000
			8,275,000	7,150,000	(1,075,000)	14,350,000	14,350,000

As at June 30, 2021, the stock options have a weighted average exercise price of $0.41 (December 31, 2020- $0.36) and weighted average remaining life of 3.12 years (December 31, 2020 – 3.32 years).

15. Financial Risk Management and Financial Instruments

Financial Risk

The primary goals of the Company's financial risk management are to ensure that the outcomes of activities involving elements of risk are consistent with the Company's objectives and risk tolerance, and to maintain an appropriate risk/reward balance while protecting the Company's balance sheet from events that have the potential to materially impair its financial strength. Balancing risk and reward is achieved through aligning risk appetite with business strategy, diversifying risk, pricing appropriately for risk, mitigating risks through preventive controls and transferring risk to third parties. The Company's exposure to potential loss from financial instruments is primarily due to various market risks, including interest rate, liquidity and credit risk.

Market Risk

Market risk is the risk of loss arising from adverse changes to market rates and prices, such as interest rates, equity market fluctuations, foreign currency exchanges rates, and other relevant market rate or price changes. Market risk is directly influenced by the volatility and liquidity in the markets in which the related underlying assets are traded. Below is a discussion of the Company's primary market risk exposures and how those exposures are currently managed.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet cash flow commitments associated with financial instruments. The purpose of liquidity management is to ensure that there is sufficient cash to meet all financial commitments and obligations as they fall due. To manage cash flow requirements, the Company may have to issue additional common shares or conclude private placements.

As at June 30, 2021, the Company has current liabilities of $8,041,731 (December 30, 2020 - $6,142,515) due within 12 months and has cash of $10,771,804 (December 30, 2020 - $325,619) to meet its current obligations. Liquidity risk is assessed as low.

Credit Risk

Credit risk is the risk that one party to a financial instrument fails to discharge an obligation and causes financial loss to another party. Financial instruments that potentially subject the Company to credit risk consist primarily of cash. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada. This amount best represents the maximum exposure to any potential credit risk and the risk is assessed as low.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market-interest rates. The Company's convertible debentures have fixed interest rates and accordingly are not subject to cash flow interest rate risk due to changes in the market rate of interest. The Company does not use financial derivatives to reduce its exposure to risk as it considers its interest rate risk to be minimal.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not hedge its exposure to fluctuations in foreign exchange rates. The Company has operations in Iceland and the exchange risk is not considered significant considering the level of assets and liabilities.

Fair Value Measurement

Fair value is the amount at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair value estimates are based on present value and other valuation techniques using rates that reflect those that the Company could currently obtain, on the market, for financial instruments with similar terms, conditions and maturities.

Expressed in Canadian dollars – unaudited)

15. Financial Risk Management and Financial Instruments (continued)

Financial Risk (continued)

The carrying amount and fair value of cash, accounts receivable, and accounts payables are considered to be a reasonable approximation of fair value because of their short-term maturities.

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 either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

Derivative liability and convertible denture investment are measured using level 3 inputs. The fair value of the derivative liability was determined using Black-Scholes Option Pricing Model with the following assumptions:

Share price	$0.10 -$2.5 (ZeU)	$0.11 (Zeu) -$0.13
Exercise price	$0.15 -$1	$0.10 - $1
Expected life	0.51 -8.79 years	0.75 -9.79 years
Volatility	108% - 284%	236% -289%
Risk free interest rate	1.70%	1.86%
Dividend yield rate	0%	0%
Forfeiture rate	0%	0%

The fair value of the convertible debenture investment was determined using an interest market rate of 17% and a Black-Scholes Option Pricing Model for the conversion feature using the following assumptions; share price of £0.003; exercise price of £0.005; expected life of 2.7 years; expected volatility of 70.65%; risk free interest rate of 0.71%; expected dividend yield rate of 0%; and forfeiture rate of 0%. At December 31, 2020, the Company determined that based on the financial condition of BWA, the convertible debenture investment was impaired.

The fair value of the marketable securities was originally determined using Level 1 inputs and Level 3 inputs for the 3 year lock up period which was determined using a Black-Scholes Option Pricing Model with the following assumptions:

Share price	$0.08
Exercise price	$0.08
Expected life	3 years
Volatility	140%
Risk free interest rate	1.32%
Dividend yield rate	0%
Forfeiture rate	0%

16. Capital Management

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at June 30, 2021, the Company's shareholders' equity was $16,607,385 (December 31, 2020 - $6,170,114 deficiency). The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term.

Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels. To meet these objectives, management monitors the Company's capital requirements against unrestricted net working capital and assesses additional capital requirements on specific business opportunities on a case-by-case basis.

The capital for expansion is mostly from proceeds from the issuance of common shares and convertible debentures. The net proceeds raised will only be sufficient for a certain amount of exploration and development work on its properties, and for working capital purposes. Additional funds may be required to finance the Company's corporate objectives. There was no change in the Company's capital management policy for the period ended June 30, 2021. The Company is not currently exposed to any externally imposed capital requirements.

17. Related Party Transactions

a) Related party transactions

During the period, the Company incurred transactions with related parties including companies or subsidiaries controlled by its Chief Executive Officer, President, CFO, Directors, Vice President of Exploration and corporate secretary. During the period ended June 30, 2021, the Company incurred management and administration fees, including bonuses, of $846,667 (2020 - $242,807), and consulting fees of $159,237 (2020 - $162,372) which were expensed as research and development costs.

During the year ended December 31, 2020, the Company acquired the Manicouagan property from Exploration JF Inc. and Frank Dumas, a director of the Company by issuing 5,000,000 shares (Note 6).

b) Due to Related Parties

As at June 30, 2021, included in accounts payable and accrued liabilities is $715,341 (December 31, 2020 - $1,180,274) owing to directors. These amounts are non-interest bearing, unsecured and have no fixed terms of repayment.

On January 7, 2021, ZeU issued 1,354,000 common shares at a deemed price of $0.25 per share to settle an aggregate of $338,500 of indebtedness owed to certain core management and directors.

c) Stock Options Granted

During the year ended December 31, 2020, a total of 5,200,000 stock options were granted to the key management to purchase common shares of the Company at an exercise price of $0.20 per share on or before December 7, 2025. The Company recorded stock-based compensation of $480,015 for options granted to related parties during the year ended December 31, 2020.

Expressed in Canadian dollars – unaudited)

18. Segmented Information

The Company currently operates two operating segments: the acquisition and exploration of mining properties and block-chain technology development. All of the Company's activities are conducted in Canada and Iceland.

Key decision makers review assets, liabilities and operating expenses as the primary indicators of segment information. The primary indicators are as follows:

June 30, 2021	Exploration of mining properties	Blockchain technology development	Total
	$	$	**$**
Assets	18,475,220	13,979,779	**32,454,999**
Liabilities	1,942,502	13,905,112	**15,847,614**
Operating expenses	(1,854,635)	(2,544,430)	**(4,399,065)**

December 31, 2020	Exploration of mining properties	Blockchain technology development	Total
	$	$	**$**
Assets	4,604,878	16,944	**4,621,822**
Liabilities	1,355,261	9,436,675	**10,791,936**
Operating expenses	(1,850,808)	(2,393,115)	**(4,243,923)**

19. Right-of-use asset and lease liability

The Company entered into in a lease agreement on December 1, 2020 for the office premises of its subsidiary Iceland in Reykjavík, Iceland. The lease agreement is on November 30, 2023.

The discount rate used for the lease was 10%. Set out below are the carrying amounts of right of use assets and lease liabilities recognized and the movements during the period:

	Right-of-use asset	Lease liability
	$	**$**
As at December 31, 2019	149,598	149,598
Depreciation	(4,211)	-
Interest	-	1,262
Foreign exchange adjustment	3,581	4,359
Payments	-	-
As at December 31, 2020	**148,968**	**155,216**
Less: long-term portion		122,913
Current portion		32,303
Depreciation	(26,153)	-
Interest	-	7,445
Foreign exchange adjustment	-	(1,484)
Payments	-	(11,930)
As at June 30, 2021	122,815	149,247
Less: long-term portion		120,227
Current portion		29,020

20. Contingencies

In January 2020, the Company received a demand letter from BWA claiming there were material misrepresentations in the share purchase agreement and that BWA was claiming damages of $4,200,000. In February 2020, the Company issued a cease and desist letter to BWA and claimed certain costs from BWA related to the share purchase agreement. To date, none of these claims have been taken to court. The Company intends to vigorously defend itself from the claims made by BWA. As at June 30, 2021, no amounts have been accrued in the consolidated financial statements related to the claim made by BWA against the Company. As the legal matter has not been taken to court and is still in the early stages, the outcome of the matter cannot be determined at this point in time.

21. Subsequent Events

- Subsequent to the period ended June 30, 2021, 400,000 stock options were exercised for proceeds of $48,750, of which $30,000 was to settle of accounts payable of its subsidiary Iceland.

- On July 23, 2021, the Company granted a total of 300,000 stock options to certain consultants at an execution price of $0.45 until July 23, 2023.

- On August 11, 2021, the Company entered into a purchase agreement for 28 mineral claims adjacent to the Julie Nickel project.

  Pursuant to the agreement, the Company will issue a total of 100,000 common shares and pay $50,000 to the vendor upon acceptance of the transaction or no later than 30 days of the signing of the agreement; sign a Net Smelter Return ("NSR") agreement in favour of the vendors for one and one half percent within 60 days.

  On August 13, 2021, pursuant to the agreement, the Company issued 100,000 common shares at a fair value of $27,000 to the vendor.

- On August 11, 2021, ZeU executed the definitive agreement to acquire all of the issued and outstanding shares of Money Line Sports Inc. and its wholly-owned subsidiary, Money Line Sports Acquisition Corp., through ZeU Gaming Inc. ("ZeU Gaming"), a wholly-owned subsidiary of ZeU for a total consideration of $1,501,500, which shall be paid and satisfied as follows:

  - $250,000 principal amount of convertible debentures of ZeU Gaming.
  - 1,500,000 ono-transferable common share purchase warrants of ZeU at an exercise price of $0.91 for a period of 24 months following the closing date.
  - In addition, subject to the completion of the following milestones, ZeU Gaming will pay up to $1,250,000 in milestones bonus, which shall be paid and satisfied in principal amount of ZeU Gaming.

  The transaction completion is conditional on several conditions, including completion of a definitive agreement, final due diligence, Money Line minority shareholders' approval, and CSE approval.