KING GLOBAL VENTURES INC.

CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2021 AND 2020

(EXPRESSED IN CANADIAN DOLLARS)

SATURNA GROUP
CHARTERED PROFESSIONAL ACCOUNTANTS LLP
Suite 1605, 1166 Alberni Street
Vancouver, BC Canada V6E 3Z3

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of King Global Ventures Inc.

Opinion

We have audited the consolidated financial statements of King Global Ventures Inc. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company had no revenues, incurred a net loss of $637,301, and had negative cash flows from operations of $836,321 during the year ended December 31, 2021 and, as of that date, has an accumulated deficit of $36,008,233. In addition, the Company has not generated operating revenue and relies on debt and equity funding to support its operations. These events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

The engagement partner on the audit resulting in this independent auditor's report is Henry Chow.

Saturna Group LLP

Saturna Group Chartered Professional Accountants LLP

Vancouver, Canada

May 2, 2022

King Global Ventures Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	December 31, 2021 $	December 31, 2020 $
Assets		
Current assets		
Cash	1,111,086	449,916
Amounts receivable	31,186	51,042
Short-term investments	2,661	–
Prepaid expenses	413,845	5,750
Total current assets	1,558,778	506,708
Non-current assets		
Equipment	–	8,119
Mineral exploration properties (Note 6)	1,364,715	642,925
Total non-current assets	1,364,715	651,044
Total assets	2,923,493	1,157,752
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities (Notes 7 and 8)	230,496	159,006
Loans payable (Note 7)	41,535	205,618
Due to related parties (Note 8)	490,637	424,462
Total liabilities	762,668	789,086
Shareholders' equity		
Share capital (Note 9)	22,045,576	20,919,076
Warrants reserve (Note 9)	1,799,384	986,778
Share-based payment reserve (Note 10)	14,595,014	14,348,461
Share subscriptions receivable (Note 9)	–	(307,706)
Accumulated other comprehensive loss	(270,916)	(207,011)
Deficit	(36,008,233)	(35,370,932)
Total shareholders' equity	2,160,825	368,666
Total liabilities and shareholders' equity	2,923,493	1,157,752

Nature of operations and continuance of business (Note 1)
Subsequent events

Approved and authorized for issuance by the Board of Directors:

/s/ "Ken Ralfs"
Ken Ralfs, Director

/s/ "Nick Watters"
Nick Watters, Director

(The accompanying notes are an integral part of these consolidated financial statements)

King Global Ventures Inc.

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

	Year ended December 31, 2021 $	Year ended December 31, 2020 $
Expenses		
Foreign exchange gain	(44,747)	(2,075)
General and administrative (Note 8)	385,826	329,726
Impairment of mineral exploration property (Note 6)	–	110,000
Share-based compensation (Notes 8 and 10)	246,553	–
Shareholder communications	75,559	33,245
Total expenses	663,191	470,896
Loss before other income (expense)	(663,191)	(470,896)
Other income (expense)		
Gain on sale of subsidiaries (Note 5)	71,199	–
Impairment of investment in Santa Rita (Note 4)	–	(2,282,752)
Impairment of short-term investment	(17,339)	–
Interest expense (Notes 7 and 8)	(27,970)	(14,505)
Proportionate loss of investment in Santa Rita (Note 4)	–	(55,620)
Total other income (expense)	25,890	(2,352,877)
Net loss before income taxes	(637,301)	(2,823,773)
Income taxes		
Deferred income tax recovery (Note 15)	–	334,628
Net loss	(637,301)	(2,489,145)
Other comprehensive income (loss)		
Unrealized gain (loss) on foreign currency translation	(63,907)	18,849
Net comprehensive loss	(701,208)	(2,470,296)
Basic and diluted net loss per share	–	(0.03)
Weighted average number of shares outstanding	133,269,814	92,522,346

(The accompanying notes are an integral part of these consolidated financial statements)

King Global Ventures Inc.

Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share capital		Warrants reserve	Share-based payment reserve	Share subscriptions receivable	Accumulated other comprehensive income (loss)	Deficit	Total shareholders' equity
	Number of shares	Amount $	$	$	$	$	$	$
Balance, December 31, 2019	66,802,282	20,095,225	303,863	14,348,461	–	(225,860)	(32,881,787)	1,639,902
Shares issued in private placement	40,000,000	341,470	258,530	–	–	–	–	600,000
Issuance of flow-through shares	6,323,499	215,250	164,160	–	(307,706)	–	–	71,704
Shares issued for exploration and evaluation assets	8,250,000	340,000	205,925	–	–	–	–	545,925
Share issuance costs	–	(72,869)	54,300	–	–	–	–	(18,569)
Foreign currency translation gain	–	–	–	–	–	18,849	–	18,849
Net loss for the year	–	–	–	–	–	–	(2,489,145)	(2,489,145)
Balance, December 31, 2020	121,375,781	20,919,076	986,778	14,348,461	(307,706)	(207,011)	(35,370,932)	368,666
Shares issued for private placement	26,384,829	957,806	807,206	–	–	–	–	1,765,012
Proceeds received from flow-through shares	–	–	–	–	307,706	–	–	307,706
Shares issued for exploration and evaluation assets	5,000,000	250,000	–	–	–	–	–	250,000
Share issuance costs	–	(81,306)	5,400	–	–	–	–	(75,906)
Share-based compensation	–	–	–	246,553	–	–	–	246,553
Realized foreign currency translation on sale of subsidiary	–	–	–	–	–	(42,572)	–	(42,572)
Foreign currency translation loss	–	–	–	–	–	(21,333)	–	(21,333)
Net loss for the year	–	–	–	–	–	–	(637,301)	(637,301)
Balance, December 31, 2021	152,760,610	22,045,576	1,799,384	14,595,014	–	(270,916)	(36,008,233)	2,160,825

(The accompanying notes are an integral part of these consolidated financial statements)

King Global Ventures Inc.

Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year ended December 31, 2021 $	Year ended December 31, 2020 $
Operating Activities		
Net loss	(637,301)	(2,489,145)
Items not involving cash:		
Amortization	33	72
Deferred income tax recovery	–	(334,628)
Gain on sale of subsidiaries	(71,199)	–
Impairment of mineral exploration properties	–	110,000
Impairment of investment in Santa Rita	–	2,282,752
Impairment of short-term investments	17,339	
Proportionate loss from investment in Santa Rita	–	55,620
Realized foreign currency translation on sale of subsidiaries	(42,572)	–
Share-based compensation	246,553	–
Changes in non-cash working capital items:		
Amounts receivable	(30,144)	(587)
Prepaid expenses	(471,167)	47
Accounts payable and accrued liabilities	85,962	68,959
Due to related parties	66,175	119,275
Net cash used in operating activities	(836,321)	(187,635)
Investing Activities		
Mineral property expenditures	(471,790)	(85,000)
Proceeds from sale of subsidiary	21,276	–
Net cash used in investing activities	(450,514)	(85,000)
Financing Activities		
Proceeds from issuance of common shares	2,072,718	671,704
Share issuance costs	(75,906)	(18,569)
Proceeds from loans payable	–	59,193
Repayment of loans payable	(27,474)	–
Advances to related parties	–	(70,474)
Net cash provided by financing activities	1,969,338	641,854
Effect of foreign exchange rate changes on cash	(21,333)	(4,083)
Change in cash	661,170	365,136
Cash, beginning of year	449,916	84,780
Cash, end of year	1,111,086	449,916
Non-cash investing and financing activities:		
Accrual of mineral property acquisition costs	–	12,000
Fair value of finders' warrants issued	5,400	54,300
Shares and warrants issued for acquisition of mineral property assets	250,000	545,925
Transfer of amounts receivable to related party payables	–	40,442

(The accompanying notes are an integral part of these consolidated financial statements)

1. Nature of operations and going concern

King Global Ventures Inc. (the "Company"), is an exploration-stage, publicly-traded company and is trading on the TSX Venture Exchange ("TSXV") under the symbol 'KING'. The Company was incorporated in Ontario, Canada and was continued in the Province of British Columbia on November 14, 2018, and on September 25, 2019, Rosita Mining Corporation changed its name to King Global Ventures. The Company is a junior prospecting and natural-resource company, focused on growing exploration and mineral assets to build shareholder value. The Company's properties are located in Newfoundland and Quebec, Canada and Nicaragua. The Company's head office is at Suite 200, 82 Richmond Street East, Toronto, ON, M5C 1P1.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The impact of COVID-19 has not had a material impact on the Company's business, and management continues to oversee and mitigate the potential impact of COVID-19 on the Company's planned business activities and objectives.

These consolidated financial statements have been prepared on the going concern basis, which assumes that the Company will be able to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business. These consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. During the year ended December 31, 2021, the Company had no revenues, used cash of $836,321 for operating activities, and incurred a net loss of $637,301. As at December 31, 2021, the Company has an accumulated deficit of $36,008,233. The continuing operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing.

Management is of the opinion that additional funds will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern and accordingly use accounting principles applicable to a going concern. These consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Basis of presentation and principles of consolidation

The consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements for the year ended December 31, 2021 were approved and authorized for issue by the Company's Board of Directors on May 2, 2022.

These consolidated financial statements have been prepared on a going concern basis under the historical cost convention, except for the revaluation of certain financial instruments. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. Significant accounting policies

(a) Basis of consolidation

The consolidated financial statements have been prepared on a historical cost basis. These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency.

These consolidated financial statements include the accounts of the Company and its wholly-owned, subsidiaries: Midlands Minerals Ghana Limited, Midenka Resources Limited, Midlands Minerals Tanzania Limited, and Manonga Minerals Limited. The consolidation of Alder Resources Ltd., and ALR Nicaragua S.A. ceased on June 17, 2021 upon the sale of the subsidiaries. Refer to Note 5. All significant inter-company balances and transactions have been eliminated on consolidation.

(b) Use of estimates and judgments

The preparation of these consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Significant areas requiring the use of estimates include the collectability of amounts receivable, impairment of short-term investments, the useful lives and carrying values of equipment, recoverability of exploration and evaluation assets, fair value of share-based compensation, and unrecognized deferred income tax assets.

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. The following are significant management judgments in applying the accounting policies of the Company that have the most significant effect on the consolidated financial statements:

- Assessment of the going concern assumption;
- Determination of technical feasibility and commercial viability of exploration and evaluation assets; and
- Determination of functional currency in accordance with IAS 21.

(c) Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

(d) Equipment

Equipment is stated at cost less accumulated depreciation and accumulated impairment losses. Where the cost of certain components of property and equipment are significant in relation to the total cost of the item, they are accounted for and depreciated separately. Depreciation commences when the equipment is put into use.

Computer equipment and software	2 years straight-line
Office equipment	5 years straight-line

The Company reviews the depreciation rate and useful lives at each reporting date. Any gain or losses arising on the disposal of equipment is recognized in the consolidated statement of loss.

3. Significant accounting policies (continued)

(e) Investments in joint venture

Joint ventures are joint arrangements whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Investments in joint ventures are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition.

If the ownership interest in a joint venture is reduced but significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income (loss) is reclassified to profit or loss where appropriate.

The Company's share of post-acquisition profit or loss is recognized in the consolidated statement of loss, and its share of post-acquisition movements in other comprehensive income (loss) is recognized in other comprehensive income (loss) with a corresponding adjustment to the carrying amount of the investment. When the Company's share of losses in a joint venture equal or exceeds its interest in the joint venture, the Company does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the joint venture.

The Company determines at each reporting date whether there is any objective evidence that the investment in the joint venture is impaired. If this is the case, the Company calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value and recognizes the amount in the consolidated statement of loss.

Profits and losses resulting from transactions between the Company and its joint venture are recognized in the Company's consolidated financial statements only to the extent of the unrelated investor's interest in the joint venture. Unrealized losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Company. Dilution gains and losses arising in investments in joint ventures are recognized in the consolidated statement of loss.

(f) Exploration and evaluation expenditures

Pre-license expenditures are expensed in the period in which they are incurred. Once the legal right to explore has been acquired, costs directly associated with the exploration project are capitalized as exploration and evaluation ("E&E") assets. Such E&E costs may include, but are not limited to, undeveloped land acquisition, geological, geophysical and seismic studies, exploratory drilling and completion, testing, decommissioning, and directly attributable internal costs. Subsequently, the E&E assets are carried at cost, less any impairment, until such time as the assets are substantially ready for their intended use, being commercial production at operating levels intended by management, or sale.

E&E assets are assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability or facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For purposes of impairment testing, E&E assets are assessed at the individual asset level. If it is not possible to estimate the recoverable amount of the individual asset, E&E assets are allocated to cash-generating units (CGU's). Such CGU's are not larger than an operating segment.

3. Significant accounting policies (continued)

(f) Exploration and evaluation expenditures (continued)

E&E assets are not depleted and are carried forward until technical feasibility and commercial viability of extracting a mineral resource is considered to be determinable or sufficient/continued progress is made in assessing the commercial viability of the E&E assets. The technical feasibility and commercial viability of extracting a mineral resource is considered to be determinable when proven reserves are determined to exist. A review of each exploration license or field is carried out, at least annually, to confirm whether the Company intends further appraisal activity or to otherwise extract value from the property. When this is no longer the case, the costs are written off. Upon determination of proven reserves, E&E assets attributable to those reserves are first tested for impairment and then reclassified from E&E assets to mineral properties.

The Company has taken steps, in accordance with industry standards, to verify mineral properties in which it has an interest. Although the Company has made efforts to ensure that legal title to its properties is properly recorded in the name of the Company when all terms of agreements have been met, there can be no assurance that such title will ultimately be secured.

(g) Impairment of non-current assets

Non-current assets are assessed for impairment at each reporting date. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

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

(h) Reclamation and remediation provisions

The Company recognizes a provision for statutory, contractual, constructive, or legal obligations associated with decommissioning of mining operations and reclamation and rehabilitation costs arising when environmental disturbance is caused by the exploration or development of mineral properties, plant, and equipment. Provisions for site closure and reclamation are recognized in the period in which the obligation is incurred or acquired, and are measured based on expected future cash flows to settle the obligation, discounted to their present value. The discount rate used is a pretax rate that reflects current market assessments of the time value of money and the risks specific to the liability including risks specific to the countries in which the related operation is located.

When an obligation is initially recognized, the corresponding cost is capitalized to the carrying amount of the related asset in mineral properties, plant, and equipment. These costs are depreciated using either the unit of production or straight-line method depending on the asset to which the obligation relates.

The obligation is increased for the accretion and the corresponding amount is recognized as a finance expense. The obligation is also adjusted for changes in the estimated timing, amount of expected future cash flows, and changes in the discount rate. Such changes in estimates are added to or deducted from the related asset except where deductions are greater than the carrying value of the related asset in which case, the amount of the excess is recognized in the consolidated statements of loss.

3. Significant accounting policies (continued)

(h) Reclamation and remediation provisions (continued)

Due to uncertainties concerning environmental remediation, the ultimate cost to the Company of future site restoration could differ from the amounts provided. The estimate of the total provision for future site closure and reclamation costs is subject to change based on amendments to laws and regulations, changes in technology, price increases, interest rates, and as new information concerning the Company's closure and reclamation obligations becomes available.

(i) Financial instruments

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit and loss ("FVTPL").

Below is a summary showing classification under IFRS 9 for the Company's financial instruments:

Classification	**IFRS 9**
Cash	Amortized cost
Short-term investments	FVPTL
Accounts payable and accrued liabilities	Amortized cost
Loans payable	Amortized cost
Due to related parties	Amortized cost

Classification and measurement – initial recognition

On initial recognition, all financial assets and liabilities are classified and recorded at fair value, net of attributable transaction costs, except for financial assets and liabilities classified as at fair value through profit or loss ("FVTPL").

Classification and measurement – subsequent to initial recognition

Subsequent measurement of financial assets and liabilities depends on their classification and measurement basis.

Financial assets

Subsequent to initial recognition, financial assets are measured at amortized cost, fair value through other comprehensive income, or fair value through profit or loss, depending on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at amortized cost if both of the following conditions are met:

a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. Significant accounting policies (continued)

(i) Financial instruments (continued)

Classification and measurement – subsequent to initial recognition (continued)

Financial assets (continued)

A financial asset shall be measured at fair value through other comprehensive income if both of the following conditions are met:

a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that do not meet the above conditions are classified as fair value through profit or loss. The Company's cash is measured at amortized cost.

Financial liabilities

Subsequent to initial recognition, financial liabilities are measured at amortized cost, unless designated as fair value through profit or loss. The Company's accounts payable and accrued liabilities, loans payable, and amounts due to related parties are measured at amortized cost.

Impairment of financial assets

The Company applies the ECL model to its financial assets measured at amortized cost. Under the ECL model, loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

Upon recognition of a financial asset, 12-month ECLs are recognized in the consolidated statement of operations and a loss allowance is established. At each reporting date, if the credit risk associated with a financial asset has increased significantly and is not considered low, lifetime ECLs are recognized in the consolidated statement of loss.

Government assistance

Government assistance is recognized as a recovery of exploration expenses in the consolidated statement of loss when there is reasonable assurance that the Company will comply with the conditions attached to them and that the assistance will be received.

3. Significant accounting policies (continued)

(j) Income taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the consolidated statement of operations. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(k) Foreign currency translation

The Company's functional and reporting currency is the Canadian dollar. All entities have a functional currency of Canadian dollars with the exception of ALR which has a functional currency of Nicaraguan Cordobas. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the statement of financial position date. Average monthly rates are used to translate revenues and expenses. Gains and losses arising on translation of foreign currency denominated transactions or balances are included in the statement of loss.

The Company uses the current rate method to translate the financial statements of ALR Nicaragua to its reporting currency. Accordingly, assets and liabilities are translated into Canadian dollars at the period end exchange rate while revenue and expenses are translated at the average exchange rates during the period. Related exchange gains and losses are included in a separate component of shareholders' equity as accumulated other comprehensive income.

(l) Loss per share

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share, whereby all "in the money" stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, basic and diluted loss per share are the same as the exercise of stock options and share purchase warrants is considered to be anti-dilutive. As at December 31, 2021, the Company has 76,822,614 (2020 – 57,787,516) potentially dilutive shares outstanding.

3. Significant accounting policies (continued)

(m) Comprehensive income (loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in the consolidated statement of loss. As at December 31, 2021 and 2020, the Company's comprehensive loss includes foreign currency translation

(n) Share-based payments

The grant date fair value of share-based payment awards granted to employees is recognized as stock-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

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

The Company has a stock option plan, which is described in Note 10. The Company applies the fair value method to all share-based payments and to all grants that are direct awards of stock that call for settlement in cash or other assets. Options granted under the Company's stock option plan vest as determined by the directors at the time of grant. Compensation expense is recognized over the applicable vesting period with a corresponding increase in contributed surplus. When the options are exercised, share capital is credited for the consideration received and the related share-based payment reserve is decreased.

The stock option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

Where the stock options are awarded to employees, the fair value is measured at grant date, and each tranche is recognized on the graded vesting method over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of loss, unless the fair value cannot be estimated reliably, in which case they are recorded at the fair value of the equity instruments granted.

3. Significant accounting policies (continued)

(o) Newly adopted accounting pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2021. Many are not applicable or do not have a significant impact to the Company. There are no relevant IFRS's or IFRS interpretations that are effective that would have a material impact on the Company.

Accounting standards issued but not yet effective

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2022. Many are not applicable or do not have a significant impact to the Company and have been excluded.

4. Investment in joint venture

On October 11, 2018, the Company, through its subsidiary ALR, was a party to a joint venture agreement between the Company and two other non-related companies which resulted in the incorporation of a joint venture company, Santa Rita Mining Company (“Santa Rita”), a Nicaraguan company. As part of the joint venture agreement, the Company would transfer its 70% interest in the Rosita Project into Santa Rita in exchange for a 17.5% interest in Santa Rita, Calibre Mining Corporation ("Calibre") would transfer its 30% interest in the Rosita Project into Santa Rita for 7.5% interest in Santa Rita, and Century Resources (“Century”) would contribute US$8,500,000 for a 75% interest in Santa Rita. As part of the arrangement, the Board of Directors for Santa Rita would consist of 5 members, where Century would elect 3 members and ALR and Calibre would each elect one member each to the Santa Rita Board. Significant decisions impacting the operations of Santa Rita would require unanimous consent. On March 11, 2019, the Company transferred its interest in the Rosita Project into Santa Rita.

The investment in Santa Rita has been accounted for as a joint venture arrangement in accordance with IFRS 11, Joint Arrangements. The agreement meets the standard as a joint arrangement as the three parties are bound by a contractual agreement and each party has joint control over the arrangement which requires unanimous consent of the parties sharing control. The parties to the joint venture arrangement have rights to the net assets of Santa Rita.

During the year ended December 31, 2020, the Company recognized an impairment loss of $2,282,752 on its investment in Santa Rita given that: (i) there were cost overruns on the project; (ii) there was uncertainty as to whether additional financing could be obtained to continue development; and (iii) the impact of COVID-19 in Nicaragua created substantial doubt as to whether resources and personnel would be available to continue development.

(Expressed in Canadian Dollars)

4. Investment in joint venture (continued)

Proportionate Loss on Investment in Santa Rita

	Year ended December 31, 2021 $	Year ended December 31, 2020 $
Expenses		
Depreciation	–	17,712
Office and miscellaneous	–	197,067
Rent	–	79,399
Travel	–	23,651
Net loss	–	(317,829)
Company's share of net loss for the year	–	(55,620)

Changes in the investment in Santa Rita

	$
Balance, December 31, 2019	2,317,744
Proportionate net loss for the year	(55,620)
Foreign exchange translation adjustment	20,628
Impairment	(2,282,752)
Balance, December 31, 2020 and 2021	–

5. Sale of Alder Resources and ALR Nicaragua S.A.

On June 17, 2021, the Company entered into an agreement with an arms-length party to sell its wholly owned subsidiary, Alder Resources Ltd., which holds 100% interest in ALR Nicaragua S.A., the Company's investment in Santa Rita, for proceeds of $30,000 and 400,000 common shares of MarkX Ventures Inc., a private company incorporated in British Columbia, with a fair value of $20,000. As part of the sale, the Company recorded a gain on sale of $71,199 determined as follows:

	$
Disposal of net assets (liabilities) of Alder Resources	
Cash	8,724
Prepaid expense and other receivables	63,072
Loan receivable	50,000
Equipment	8,086
Accounts payable	(14,472)
Loans payable	(136,609)
Net liabilities	(21,199)
Consideration received:	
Cash	(30,000)
Fair value of MarkX common shares	(20,000)
Gain on sale of subsidiaries	(71,199)

(Expressed in Canadian Dollars)

6. Mineral exploration properties

	York Gold Project $	Newfoundland Projects $	Chapel Island Project $	Total $
2021				
Acquisition costs:				
Balance, December 31, 2020	49,725	593,200	–	642,925
Additions	–	345,000	35,000	380,000
Total acquisition costs	49,725	938,200	35,000	1,022,925
Exploration costs:				
Balance, December 31, 2020	–	–	–	–
Geological and reports		26,908	15,245	42,153
Sampling, assays, and analysis		225,753	3,000	228,753
Supplies		40,629	3,737	44,366
Travel and accommodation		22,851	3,667	26,518
Total exploration costs	–	316,141	25,649	341,790
Balance, December 31, 2021	49,725	1,254,341	60,649	1,364,715

	Marilyn Three Project $	York Gold Project $	Newfoundland Projects $	Total $
2020				
Acquisition costs:				
Balance, December 31, 2019	110,000	–	–	110,000
Additions	–	49,725	593,200	642,925
Impairment	(110,000)	–	–	(110,000)
Total acquisition costs	–	49,725	593,200	642,925
Balance, December 31, 2020	–	49,725	593,200	642,925

Marilyn Three Properties

On August 11, 2018, the Company acquired a 100% interest in mining claims and patents located near Grand Falls, Newfoundland comprised of 104 claim blocks of approximately 6,448 acres. In exchange for the interest in the claims, the Company will pay $35,000 (paid) and issue 2,500,000 common shares (issued). The seller retains a 2% net smelter royalty (NSR), and the Company has the option to acquire 1% of the NSR for $1,000,000. As at December 31, 2020, the Company had no plans for further exploration of the property and recorded an impairment loss of $110,000. On February 24, 2021, the option agreement lapsed.

6. Mineral exploration properties (continued)

York Gold Property

On February 13, 2020 the Company acquired a 100% interest in the York Gold Project, located in northeastern Quebec, and is comprised of 77 claims and exceeds 40 square kilometres in size for the following consideration: cash payment of $12,000 and 1,250,000 units for the acquisition, where each unit is comprised of one common share and one share purchase warrant to acquire one additional share at $0.07 per share for the first six months and $0.10 per share thereafter for a period of one year from the date of acquisition. The vendor retains a 2% NSR, of which 1% can be acquired for $1,000,000.

Newfoundland Projects

During the year ended December 31, 2021, the Company acquired three gold exploration properties with high-grade indications, in the province of Newfoundland and Labrador, the Boulder Gold Property, the Golden Nugget Property and the Miss Pickle Property.

Boulder Gold
On September 23, 2020, the Company acquired a 100% interest in the Boulder Gold Property for $15,000 (paid) and the issuance of 2,000,000 units of the Company (issued) where each unit is comprised of one common share and one share purchase warrant exercisable at $0.10 per share for a period of one year. The vendors retain a 2% NSR of which 1% can be acquired for $500,000. Upon earning a 100% interest in the property, the Company is committed to annual advance royalty payments of $15,000 commencing on the third anniversary of the agreement.

The fair value of the 2,000,000 share purchase warrants was estimated at $55,200 using the Black-Scholes pricing model with the following assumptions: expected forfeiture rate and dividend yield of 0%, risk free interest of 0.21%, volatility of 221%, and an expected life of one year.

Golden Nugget
On September 23, 2020, the Company acquired a 100% interest in the Golden Nugget Property for $250,000 and the issuance of 11,000,000 common shares of the Company and incur minimum exploration expenditures of $300,000.

The cash payments are due as follows:

- $35,000 upon acceptance of the agreement (paid);
- $45,000 on the first anniversary of the agreement (paid);
- $50,000 on the second anniversary of the agreement; and
- $120,000 on the third anniversary of the agreement.

The common shares are due as follows:

- 2,000,000 units upon acceptance of the agreement, where each unit is comprised of one common share and one share purchase warrant exercisable at $0.10 per share for a period of one year (issued).
- 3,000,000 common shares on the first anniversary of the agreement (issued);
- 3,000,000 common shares on the second anniversary of the agreement; and
- 3,000,000 common shares on the third anniversary of the agreement.

The minimum exploration expenditures to be incurred as follows:

- $100,000 of cumulative expenditures by the first anniversary of the agreement (incurred);
- $150,000 of cumulative expenditures by the second anniversary of the agreement;
- $200,000 of cumulative expenditures by the third anniversary of the agreement;
- $250,000 of cumulative expenditures by the fourth anniversary of the agreement; and
- $300,000 of cumulative expenditures by the fifth anniversary of the agreement.

6. Mineral exploration properties (continued)

Newfoundland Projects (continued)

Golden Nugget (continued)

The vendors retain a 2% NSR, of which 1% can be acquired for $1,000,000. Upon earning the 100% interest in the property, the Company is committed to annual advance royalties off $25,000 commencing on the fifth anniversary of the agreement, and the payments will be held against any future NSR payments. Upon achieving an indicated resource of 500,000 ounces of gold, the Company will make an additional payment of $1,000,000 to the vendors.

The fair value of the 2,000,000 share purchase warrants issued on acceptance of the agreement was estimated at $55,200 using the Black-Scholes pricing model with the following assumptions: expected forfeiture rate and dividend yield of 0%, risk free interest of 0.21%, volatility of 221%, and an expected life of one year.

Miss Pickle
On October 16, 2020, the Company acquired a 100% interest in the Miss Pickle Gold Property for $255,000, issuance of 11,000,000 common shares, and incur minimum exploration expenditures of $300,000.

The cash payments are due as follows:
- $50,000 upon acceptance of the agreement (paid);
- $35,000 on the first anniversary of the agreement (paid);
- $50,000 on the second anniversary of the agreement; and
- $120,000 on the third anniversary of the agreement.

The common shares are due as follows:
- 3,000,000 units upon acceptance of the agreement, where each unit is comprised of one common share and one share purchase warrant exercisable at $0.10 per share for a period of one year (issued);
- 2,000,000 common shares on the first anniversary of the agreement (issued);
- 3,000,000 common shares on the second anniversary of the agreement; and
- 3,000,000 common shares on the third anniversary of the agreement.

The minimum exploration expenditures to be incurred as follows:
- $100,000 of cumulative expenditures by the first anniversary of the agreement (incurred);
- $150,000 of cumulative expenditures by the second anniversary of the agreement;
- $200,000 of cumulative expenditures by the third anniversary of the agreement;
- $250,000 of cumulative expenditures by the fourth anniversary of the agreement; and
- $300,000 of cumulative expenditures by the fifth anniversary of the agreement.

The vendors retain a 2% NSR, of which 1% can be acquired for $1,000,000. Upon earning the 100% interest in the property, the Company is committed to annual advance royalties off $25,000 commencing on the fifth anniversary of the agreement, and the payments will be held against any future NSR payments. Upon achieving an indicated resource of 500,000 ounces of gold, the Company will make an additional payment of $1,000,000 to the vendors.

The fair value of the 3,000,000 share purchase warrants issued on acceptance of the agreement was estimated at $82,200 using the Black-Scholes pricing model with the following assumptions: dividend yield 0%; risk free interest 0.21%; volatility 221% and an expected life of one year.

6. Mineral exploration properties (continued)

Chapel Island Project

On June 25, 2021, the Company entered into an agreement to acquire a 100% interest in 54 mining claims located on Chapel Island, Newfoundland (the "Chapel Island Property") by issuing 2,000,000 shares and 2,000,000 warrants, exercisable at $0.12 per share for 18 months, paying $35,000 cash upon exchange acceptance (paid), and completing $100,000 of work in the first year. On the 14th-month anniversary of exchange acceptance, it will pay $45,000 in cash and issue two million shares. On the second anniversary of exchange acceptance, it will pay $50,0000 in cash and issue three million shares. On the third anniversary of exchange acceptance, it will pay $120,000 in cash and issue three million shares. On achieving an indicated resource exceeding 500,000 ounces of gold in accordance with National Policy 41-101, it will make an additional payment of $1 million. Upon payment of the purchase price, King shall have acquired a 100-per-cent undivided interest in the property, subject to a 2% net smelter return (NSR) royalty, of which 1% can be acquired for $1,000,000. Advance royalties of $25,000 commence on the fifth anniversary of signing of the agreement.

7. Loans payable

(a) As at December 31, 2021, the Company owed $41,535 (2020 - $61,535) to a shareholder of the Company, which is unsecured, bears interest at 12% per annum, and is due on demand. In addition, the Company also owed $17,059 (2020 - $13,044) of accrued interest, which has been included in accounts payable and accrued liabilities. For the year ended December 31, 2021 the Company repaid $20,000 (year ended December 31, 2020 - $nil) in advances for the shareholder, and for the year ended December 31, 2021 interest of $4,015 was recorded (year ended December 31, 2020 - $6,855), and the amount were outstanding at December 31, 2021.

(b) As at December 31, 2021, the Company owes $nil (2020 - $144,083) to Santa Rita. The amounts are unsecured, non-interest bearing, and due on demand. During the year ended December 31, 2021, the Company sold its interest in Alder, which included the loan payable to Santa Rita.

8. Related party balances and transactions

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The Company entered into the following transactions with related parties:

(a) As at December 31, 2021, the Company owed $557,764 (2020 - $407,161) to a company controlled by the former Chief Executive Officer of the Company, of which $117,428 (2020 - $33,000) is recorded in accounts payable and accrued liabilities is unsecured, non-interest bearing and due on demand and $440,336 (2020 - $374,161) accrues interest at 6% per annum and is due on September 30, 2022. During the year ended December 31, 2021, the Company incurred management fees of $96,000 (2020 - $160,000), which has been included in general and administrative expenses and the Company recorded interest expense of $18,406 (2020 - $nil).

(b) As at December 31, 2021, the Company owed $50,301 (2020 - $50,301) to a company controlled by the former Chief Financial Officer of the Company, which is unsecured, bears interest at 6% per annum, and is due on demand. In addition, the Company also owed $33,110 (2020 - $27,561) of accrued interest, which has been included in accounts payable and accrued liabilities. During the year ended December 31, 2021, the Company incurred interest expense of $5,549 (2020 -$7,650).

(c) As at December 31, 2021, the Company owed $950 (2020 - $2,219), recorded in accounts payable and accrued liabilities, to a company that employs the Chief Financial Officer of the Company, which is unsecured, non-interest bearing, and due on demand. During the year ended December 31, 2021, the Company incurred $27,957 (2020 - $18,700) of professional fees, which has been included in general and administrative expenses, to a company that employs the Chief Financial Officer of the Company.

8. Related party balances and transactions (continued)

(d) During the year ended December 31, 2021, the Company incurred fees of $57,000 (2020 - $nil) to the company controlled by a director of the Company which has been included in general and administrative expenses.

(e) During the year ended December 31, 2021, the Company incurred fees of $69,500 (2020 - $nil) to the company controlled by an officer of the Company which has been included in general and administrative expenses.

(f) During the year ended December 31, 2021, the Company granted stock options with a fair value of $246,553 (2020 - $nil) to officers and directors of the Company.

9. Share capital

(a) Authorized share capital

Unlimited common shares without par value

(b) Common shares issued

Year Ended December 31, 2021

(i) On May 31, 2021, the Company issued 16,384,616 units at $0.065 per unit for gross proceeds of $1,065,000. Each unit is comprised of one common share and one share purchase warrant which is exercisable into one common share of the Company at $0.085 per share until May 31, 2024. As part of the financing, the Company paid finders' fees of $60,000 and other costs of $7,906. The fair value of the share purchase warrant was $497,056 which was calculated using the Black-Scholes option pricing model assuming no expected forfeitures or dividends, volatility of 178%, expected life of three years, and risk-free rate of 0.51%.

(ii) On October 28, 2021, the Company completed a private placement of 10,000,213 units at $0.07 per unit for gross proceeds of $700,015. Each unit is comprised of one common share and one two year warrant exercisable at $0.09 per common share. The fair value of the share purchase warrants was estimated at $310,150 using the Black-Scholes pricing model with the following assumptions: dividend yield 0%; risk free interest 1.0%; volatility 191% and an expected life of two years. In connection with the private placement, the Company paid finders' fees totaling $8,000 and issued 114,286 warrants exercisable at $0.09 for 2 years with an. estimated value of at $5,400 using the Black-Scholes pricing model assuming no expected forfeitures or dividends, risk free interest 1.0%; volatility 191% and an expected life of two years.

(iii) In November 2021, the Company issued 5,000,000 shares at $0.05 per share, as per agreement for the Golden Nugget and Miss Pickle properties. Refer to Note 6.

Year Ended December 31, 2020

(iv) On May 11, 2020, the Company issued 1,250,000 units with a fair value of $37,725 for the acquisition of the York Gold Property. Refer to Note 6. Each unit is comprised of one common share and one share purchase warrant exercisable at $0.10 per common share until May 11, 2021. The fair value of the share purchase warrant was $12,725 which was calculated using the Black-Scholes option pricing model assuming no expected forfeitures or dividends, volatility of 221.4%, expected life of one year, and risk-free rate of 0.31%.

9. Share capital (continued)

Year Ended December 31, 2020 (continued)

(v) On May 20, 2020, the Company issued 40,000,000 units in a private placement at $0.015 per unit for gross proceeds of $600,000. Each unit is comprised of one common share and one share purchase warrant, which is exercisable into one common share of the Company at $0.05 per common share until May 20, 2022, subject to the Company's option to accelerate expiry in the event that the Company's share price closes at or above $0.07 per share for 10 consecutive trading days. The fair value of the share purchase warrants was estimated at $258,529 using the Black-Scholes pricing model assuming no expected forfeitures or dividends, volatility of 185%, risk free interest of 0.28%, and an expected life of two years. In connection with the private placement, the Company paid finders' fees and other costs of $12,865 and issued 2,656,000 finders warrants which are exercisable at $0.05 per share until November 19, 2020. The fair value of the finders' warrants was $48,000 using the Black-Scholes pricing model assuming no expected forfeitures or dividends, volatility of 284%, expected life of six months, and risk-free rate of 0.28%.

(vi) In December 2020, the Company issued 7,050,000 units at $0.045 per share in consideration for the Newfoundland mineral properties acquisition. Refer to Note 5.

(vii) On December 31, 2020, the Company completed a private placement and issued 6,323,499 flowthrough units (a "FT Unit") of the Company at a price of $0.06 per FT Unit for gross proceeds of $379,410, of which $307,706 was received subsequent to December 31, 2020. Each unit is comprised of one flow-through share and one share purchase warrant, which is exercisable into one common share of the Company at $0.08 per share for a period of two years from the date of issuance. The fair value of the 6,323,499 share purchase warrants was estimated at $164,161 using the Black-Scholes pricing model with the following assumptions: dividend yield 0%; risk free interest 0.20%; volatility 193% and an expected life of two years. In connection with the private placement, the Company paid finders' fees totaling $5,704 and issued 214,017 share purchase warrants estimated at $6,300 using the Black-Scholes pricing model assuming no expected forfeitures or dividends, volatility of 222%, expected life of one year, and risk-free rate of 0.20%. After the bifurcation of the fair value of the share purchase warrant from the flow-through unit, it was determined that there was no flow-through premium resulting from the issuance.

10. Stock options

The Company has adopted a stock option plan pursuant to which options may be granted to directors, officers, employees, and consultants of the Company to a maximum of 10% of the issued and outstanding common shares, and not exceeding 5% granted to any individual. The stock options have a maximum term of five years and cannot be assigned or transferred.

On July 22, 2021, the Company granted 4,000,000 stock options to directors, officers and consultant of the Company The options are exercisable for a period of three years at an exercise price of $0.07 per common share and are vested immediately. The fair value of these options at the date of grant was estimated at $246,553 using the Black-Scholes option pricing model with the following assumptions: volatility of 179%, expected life of 3 years, risk-free rate of 0.6%, and no expected dividends or forfeitures.

(Expressed in Canadian Dollars)

10. Stock options (continued)

The following table summarizes the continuity of the Company's stock options:

	Number of options	Weighted average exercise price $
Outstanding, December 31, 2019 and 2020	3,000,000	0.08
Granted	4,000,000	0.07
Expired	(3,000,000)	0.08
Outstanding, December 31, 2021	4,000,000	0.07

Additional information regarding stock options as at December 31, 2021 is as follows:

Range of exercise prices $	Number of options outstanding and exercisable	Weighted average remaining contractual life (years)	Weighted average exercise price $
0.07	4,000,000	2.6	0.07

The weighted average grant date fair value of stock options granted during the year ended December 31, 2021 was $0.05 (2020 - $nil) per option.

11. Share purchase warrants

The following table reflects the continuity of warrants for the years presented:

	Number of warrants	Weighted average exercise price $
Outstanding, December 31, 2019	–	–
Issued	57,443,516	0.06
Expired	(2,656,000)	0.05
Outstanding, December 31, 2020	54,787,516	0.06
Issued	26,499,115	0.09
Expired	(8,464,017)	0.07
Outstanding, December 31, 2021	72,822,614	0.08

As at December 31, 2021, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
40,000,000	0.05*	May 19, 2022
6,323,499	0.08	December 31, 2022
10,114,499	0.09	October 28, 2023
16,384,616	0.085	May 31, 2024
72,822,614		

* The Company has the option to accelerate the expiry in the event that the Company's share price closes at or above $0.07 for 10 consecutive trading days.

(Expressed in Canadian Dollars)

12. Segmented information

The Company operates in one industry segment, namely exploration of mineral resources in two geographic regions, Canada and Nicaragua. Geographical segmentation of the Company's non-current assets is as follows:

December 31, 2021	Canada $	Nicaragua $	Total $
Mineral exploration properties	1,364,716	–	1,364,716

December 31, 2020	Canada $	Nicaragua $	Total $
Property and equipment	–	8,119	8,119
Mineral exploration properties	642,925	–	642,925
	642,925	8,119	651,044

13. Capital management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital, warrant reserve, and share-based payment reserve.
The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2021. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body.

14. Financial instruments and risk management

Fair value

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's consolidated statement of financial position as at December 31, 2021 as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Carrying Amount $
Short-term investments	–	2,661	–	2,661

14. Financial instruments and risk management (continued)

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
- Level 3 – Inputs that are not based on observable market data

The fair value of financial instruments, which include cash, accounts payable and accrued liabilities, loan payable, and amounts due to related parties, approximate their carrying values due to the relatively short- term maturity of these instruments.

Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. Amounts receivable consist of GST refunds due from the Government of Canada. The carrying amount of financial assets represents the maximum credit exposure.

Foreign Exchange Risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the foreign exchange rates. In addition to Canadian dollars, the Company conducts transactions in Nicaraguan Cordoba. A 10% change in the foreign exchange rate would not have a material impact on the Company's consolidated financial statements.

Interest Rate Risk

Interest rate risk is the risk from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at December 31, 2021, the Company had cash, amounts receivable, short-term investments, and prepaid expenses of $1,558,778 (2020 - $506,708) to settle current liabilities of $762,668 (2020 - $789,086).

Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

(Expressed in Canadian Dollars)

15. Income taxes

The tax effect of the significant temporary differences, which comprise deferred income tax assets and liabilities, are as follows:

	2021 $	2020 $
Statutory income tax rate	27%	27%
Income tax recovery at statutory rate	(172,071)	(672,069)
Tax effect of:		
Permanent differences and other	(278,733)	(85,806)
Expiry of tax loss	379,028	–
Change in unrecognized deferred income tax assets	71,776	423,247
Deferred income tax recovery	–	(334,628)

The significant components of deferred income tax assets and liabilities are as follows:

	2021 $	2020 $
Deferred income tax assets (liabilities)		
Non-capital losses carried forward	4,782,711	4,725,747
Share issuance costs	19,403	4,591
Resource pools	29,700	29,700
Unrecognized deferred income tax assets	(4,831,814)	(4,760,038)
Net deferred income tax assets (liability)	–	–

As at December 31, 2020, the Company has non-capital losses carried forward of approximately $17,361,000, which are available to offset future years' taxable income. These losses expire as follows:

	Total $
2023	–
2024	–
2026	900,000
2027	996,000
2028	1,182,000
2029	746,000
2030	1,972,000
2031	3,183,000
2032	1,750,000
2033	1,186,000
2034	1,505,000
2035	1,416,000
2036	662,000
2037	240,000
2038	78,000
2039	235,000
2040	47,000
2041	1,615,000
	17,713,000

The Company also has available mineral resource related expenditure pools totaling $1,474,716 which may be deducted against future taxable income on a discretionary basis.

16. Subsequent Events

(a) On April 20, 2022, the Company issued 3,000,000 units at $0.05 per unit for gross proceeds of $150,000. Each unit is comprised of one common share and one share purchase warrants which is exercisable at $0.075 per common share for a period of three years from the date of issuance. As part of the private placement, the Company paid finders' fees of $12,000 and issued 240,000 finders' warrants exercisable at $0.075 per common share for a period of one year from the date of issuance.

(b) On April 22, 2022, the Company amended the expiry date of 4,000,000 share purchase warrants previously issued on May 19, 2020, which were set to expire on May 19, 2022. After the amendment, these share purchase warrants have been extended to May 19, 2024, with the exercise price being $0.075 per common share until May 19, 2023 and $0.085 per common share thereafter.