

# **Peloton Minerals Corporation**

## **Condensed Interim Consolidated Financial Statements**

(Expressed in United States Dollars)

**(Unaudited)**

**For the Nine and Three Months Ended September 30,  
2021**

## **Management's Responsibility for Interim Financial Statements**

The accompanying unaudited condensed interim financial statements of Peloton Minerals Corporation (the "Company" or "Peloton") are the responsibility of management.

The unaudited condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34, "Interim Financial Reporting", using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by, the unaudited condensed interim consolidated financial statements and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

**"Edward Ellwood"**  
(signed)

**"Eric Plexman"**  
(signed)

### **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 condensed 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 interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

**Peloton Minerals Corporation**  
**Interim Consolidated Statements of Financial Position**  
(Expressed in United States Dollars)  
**As at**  
(Unaudited)

	September 30, 2021	December 31, 2020
<b>Assets</b>		
<b>Current</b>		
Cash	\$ 79,352	\$ 497,338
HST receivable	2,516	8,955
Prepaid expenses	16,883	19,302
	<b>98,751</b>	525,595
<b>Equipment</b> (Note 3)	<b>43,129</b>	49,939
<b>Reclamation bonds</b> (Note 5)	<b>43,695</b>	30,845
	<b>\$ 185,575</b>	<b>\$ 606,379</b>
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Notes 6 and 11)	\$ 524,570	\$ 409,335
Convertible debenture (Note 7)	100,000	97,337
	<b>624,570</b>	506,672
<b>Derivative liability – convertible debenture</b> (Note 7)	<b>73,984</b>	130,024
<b>Derivative liability – foreign currency warrants</b> (Note 9)	<b>622,314</b>	1,625,276
	<b>1,320,868</b>	<b>2,261,972</b>
<b>Shareholders' Deficiency</b>		
<b>Capital stock</b> (Note 8)	<b>10,402,858</b>	10,259,963
<b>Contributed surplus</b>	<b>2,250,270</b>	2,232,386
<b>Deficit</b>	<b>(13,788,421)</b>	(14,147,942)
	<b>(1,135,293)</b>	(1,655,593)
	<b>\$ 185,575</b>	<b>\$ 606,379</b>

*Nature of Operations and Going Concern (Note 1)*  
*Commitments (Note 14)*  
*Subsequent events (Note 15)*

See accompanying notes.

**Peloton Minerals Corporation**  
**Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)**  
**For the Nine and Three Months Ended September 30**  
(Expressed in United States Dollars)  
(Unaudited)

	For the Nine Months Ended September 30,		For the Three Months Ended September 30,	
	2021	2020	2021	2020
<b>Expenses</b>				
Office and administrative costs	\$ 375,642	\$ 316,832	\$ 131,863	\$ 146,640
Professional fees	43,782	43,563	14,564	14,920
Exploration and evaluation expenditures (Note 4)	349,100	93,265	98,458	69,846
Foreign exchange loss (gain)	2,228	(6,472)	(7,524)	8,446
Stock-based compensation	-	24,113	-	24,113
Depreciation	6,810	6,810	2,270	2,270
	<b>777,562</b>	<b>478,111</b>	<b>239,631</b>	<b>266,235</b>
<b>Other expenses (income)</b>				
Loss (gain) on revaluation of foreign currency warrants (Note 9)	(1,117,576)	(69,640)	(545,453)	329,979
Loss (gain) on revaluation of derivative liability (Note 7)	(56,040)	(24,872)	(38,767)	26,310
Accretion expense	2,663	15,898	-	5,641
Fair value of warrants extended	33,870	219,668	-	126,202
	<b>(1,137,083)</b>	<b>141,054</b>	<b>(584,220)</b>	<b>488,132</b>
<b>Net (loss) income and comprehensive income (loss) for the period</b>	<b>\$ 359,521</b>	<b>\$ (619,165)</b>	<b>\$ 344,589</b>	<b>\$ (754,367)</b>

**(Loss) earnings per share (Note 10)**

<b>Basic and diluted</b>	<b>\$ 0.003</b>	<b>\$ (0.007)</b>	<b>\$ 0.003</b>	<b>\$ (0.008)</b>
--------------------------	-----------------	-------------------	-----------------	-------------------

**Weighted average number of common shares outstanding (Note 10)**

<b>Basic and diluted</b>	<b>103,371,384</b>	<b>87,544,808</b>	<b>105,560,192</b>	<b>91,415,703</b>
--------------------------	--------------------	-------------------	--------------------	-------------------

See accompanying notes.

**Peloton Minerals Corporation**  
**Interim Consolidated Statements of Changes in Equity (Deficiency)**  
(Expressed in United States Dollars)  
**For the Nine Months Ended September 30,**

	Number of Shares	Capital Stock	Contributed Surplus	Deficit	Total
<b>Balance, January 1, 2020</b>	<b>84,621,354</b>	<b>\$ 9,629,754</b>	<b>\$ 2,031,405</b>	<b>\$(12,900,062)</b>	<b>\$(1,238,903)</b>
Net loss and comprehensive loss	-	-	-	(619,165)	(619,165)
Units issued for cash	11,192,893	618,916	-	-	618,916
Allocated to warrants	-	(207,992)	-	-	(207,992)
Stock-based compensation	-	-	24,113	-	24,113
<b>Balance, September 30, 2020</b>	<b>95,814,247</b>	<b>\$ 10,040,678</b>	<b>\$ 2,055,518</b>	<b>\$(13,519,227)</b>	<b>\$(1,423,031)</b>
Net loss and comprehensive loss	-	-	-	(628,715)	(628,715)
Units issued for cash	4,246,667	241,862	-	-	241,862
Units issued for exploration services	720,000	40,543	-	-	40,543
Allocated to warrants	-	(97,475)	-	-	(97,475)
Units issuance fees	-	(9,096)	-	-	(9,096)
Broker units	-	(17,038)	17,038	-	-
Exercise of warrants	637,727	60,489	-	-	60,489
Stock-based compensation	-	-	159,830	-	159,830
<b>Balance, December 31, 2020</b>	<b>101,418,641</b>	<b>\$ 10,259,963</b>	<b>\$ 2,232,386</b>	<b>\$(14,147,942)</b>	<b>\$(1,655,593)</b>
Units issued for cash (Note 8)	4,301,334	260,861	-	-	260,861
Allocated to warrants (Note 8)	-	(80,744)	-	-	(80,744)
Units issuance fees (Note 8)	-	(19,338)	-	-	(19,338)
Broker units (Note 8 and 9)	-	(17,884)	17,884	-	-
Net income and comprehensive income	-	-	-	359,521	359,521
<b>Balance, September 30, 2021</b>	<b>105,719,975</b>	<b>\$ 10,402,858</b>	<b>\$ 2,250,270</b>	<b>\$(13,788,421)</b>	<b>\$(1,135,293)</b>

See accompanying notes.

**Peloton Minerals Corporation**  
**Interim Consolidated Statements of Cash Flow**  
(Expressed in United States Dollars)  
**For the Nine Months Ended September 30,**  
(Unaudited)

	2021	2020
<b>Cash provided by (used in)</b>		
<b>Operations</b>		
Net income (loss)	\$ 359,521	\$ (619,165)
Items not affecting cash:		
(Gain) loss on revaluation of foreign currency warrants	(1,117,576)	(69,640)
Accretion expense	2,663	15,898
(Gain) loss on revaluation of derivative liability	(56,040)	(24,872)
Depreciation	6,810	6,810
Stock-based compensation	-	24,113
Fair value of warrants extended	33,870	219,668
Non-cash expenses	-	40,543
	<b>(770,752)</b>	<b>(406,645)</b>
Net changes in non-cash working capital		
HST receivable	6,439	(8,116)
Prepaid expenses	2,419	(25)
Accounts payable and accrued liabilities	115,235	67,460
	<b>(646,659)</b>	<b>(347,326)</b>
<b>Investing</b>		
Reclamation bonds	(12,850)	(2,242)
	<b>(12,850)</b>	<b>(2,242)</b>
<b>Financing</b>		
Proceeds from share issuances, net	241,523	578,373
Proceeds for shares to be issued	-	15,280
	<b>241,523</b>	<b>593,653</b>
<b>Net change in cash</b>	<b>(417,986)</b>	<b>244,085</b>
<b>Cash, beginning of period</b>	<b>497,338</b>	<b>52,895</b>
<b>Cash, end of period</b>	<b>\$ 79,352</b>	<b>\$ 296,980</b>
<b>Non-cash transactions:</b>		
Warrants extensions	33,870	219,668

See accompanying notes.

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

---

**1. NATURE OF OPERATIONS AND GOING CONCERN**

Peloton Minerals Corporation (the "Company" or "Peloton") was incorporated under the Ontario Business Corporations Act on December 21, 2000. The Company has five wholly-owned subsidiary corporations: Celerity Mineral Corporation, a Canadian corporation incorporated on April 15, 2012; GT Subsidiary Corporation (formerly Montana Gold Subsidiary Corporation), a United States corporation incorporated under the laws of the State of Montana on August 28, 2012; IV Subsidiary Corporation, a United States corporation incorporated under the laws of the State of Montana on December 11, 2020; SBSL Subsidiary Corporation, a United States corporation incorporated under the laws of the State of Montana on October 15, 2018; and TC Subsidiary Corporation (formerly Celerity Subsidiary Corporation), a United States corporation incorporated under the laws of the State of Montana on August 28, 2012.

The Company is engaged in the business of locating and exploring mineral properties. Substantially all of the efforts of the Company are devoted to these business activities. To date, the Company has not earned significant revenues and is considered to be in the exploration stage. The head office and principal address of the Company is 380 Wellington Street, 6th Floor, London City Centre, Tower B, London, Ontario, N6A 5B5.

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis that presumes the realization of assets and discharge of liabilities in the normal course of business.

During the period ended September 30, 2021, the Company had a net income of \$359,521 (September 30, 2020 – net loss of \$619,165) and negative cash flows from operations of \$646,659 (September 30, 2020 - \$347,326). As of that date, the Company had accumulated a deficit of \$13,788,421 (December 31, 2020 - \$14,147,942) and a working capital deficiency of \$525,819 (December 31, 2020 – working capital of \$18,923).

As is common with exploration companies, the Company's ability to continue as a going concern is dependent upon obtaining necessary equity financing to finance its on-going and planned exploration activities and to cover administrative costs, the discovery of economically recoverable resources, the ability of the Company to secure and maintain title and beneficial interest in the properties, entering agreements with others to explore and develop the mineral properties and future profitable production or proceeds from disposition of such properties. However, there can be no assurances that the Company will be able to obtain financing especially in light of the duration and impact that COVID-19 outbreak could have and the efficacy of the government and central bank interventions. These factors create material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

These unaudited condensed interim consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue operations. Such adjustments may be material.

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

---

**2. SIGNIFICANT ACCOUNTING POLICIES**

**Statement of Compliance**

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board.

These unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2020, prepared in accordance with IFRS. The accounting policies adopted in these unaudited condensed interim consolidated financial statements are consistent with those disclosed in the Company's audited financial statement for the year ended December 31, 2020. Refer to these audited financial statements for significant accounting policies and future changes in accounting policies.

These unaudited condensed interim consolidated financial statements were approved by the Board of Directors on November 29, 2021.

**Basis of Consolidation**

The unaudited condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Celerity Mineral Corporation (Canada), GT Subsidiary Corporation (United States), IV Subsidiary Corporation (United States), SBSL Subsidiary Corporation (United States) and TC Subsidiary Corporation (United States). The functional currency of each entity is the United States dollar. The financial statements of the subsidiaries are included in the unaudited condensed interim consolidated financial statements from the date that control commences until the date that control ceases.

All transactions and balances between the Company and its subsidiaries are eliminated on consolidation.

**3. EQUIPMENT**

<b>Cost</b>	December 31, 2019	Additions	December 31, 2020	Additions	<b>September 30, 2021</b>
Diamond Drilling Equipment	\$90,799	\$ -	\$90,799	\$ -	<b>\$90,799</b>
<b>Accumulated Depreciation</b>	December 31, 2019	Depreciation	December 31, 2020	Depreciation	<b>September 30, 2021</b>
Diamond Drilling Equipment	\$31,780	\$9,080	\$40,860	\$6,810	<b>\$47,670</b>
Carrying amount December 31, 2020					\$49,939
<b>Carrying amount September 30, 2021</b>					<b>\$43,129</b>



**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

**4. MINING CLAIMS - EXPLORATION AND EVALUATION EXPENDITURES**

Cumulative spending to date:

	December 31, 2020	Additions	September 30, 2021
Silver Bell St. Lawrence Claims, MT <sup>(a)</sup>	\$ 463,371	\$ 5,356	\$ 468,727
Golden Trail Claims, NV <sup>(b)</sup>	537,155	188,397	725,552
Independence Valley, NV <sup>(c)</sup>	36,698	6,270	42,968
Texas Canyon, NV <sup>(d)</sup>	41,253	11,750	53,003
Boulder Porphyry, MT <sup>(e)</sup>	-	137,327	137,327
Cost related to potential property acquisitions	56,260	-	56,260
	<b>\$ 1,134,737</b>	<b>\$ 349,100</b>	<b>\$ 1,483,837</b>

  

	December 31, 2019	Additions	December 31 2020
Silver Bell St. Lawrence Claims, MT <sup>(a)</sup>	\$ 463,040	\$ 331	\$ 463,371
Golden Trail Claims, NV <sup>(b)</sup>	501,990	35,165	537,155
Independence Valley, NV <sup>(c)</sup>	26,435	10,263	36,698
Texas Canyon, NV <sup>(d)</sup>	28,757	12,496	41,253
Cost related to potential property acquisitions	15,068	41,192	56,260
	<b>\$ 1,035,290</b>	<b>\$ 99,447</b>	<b>\$ 1,134,737</b>

(a) Silver Bell St. Lawrence

The Company holds 100% interest in the Silver Bell St. Lawrence ("SBSL") property consisting of 10 (December 31, 2020 - 10) mining claims. These claims are subject to a 2% net smelter royalty to an arms-length party.

The Company also holds 100% interest in 20 (December 31, 2020 - 20) mining claims adjacent to the northern and eastern boundaries of the SBSL property. These mining claims are called the Roar claims.

To maintain the staked claims, the Company must pay annual maintenance fees to the Department of the Interior (Bureau of Land Management - BLM Nevada State Office) in the amount of \$165 per claim.

On March 15, 2019, the Company, through its wholly owned subsidiary, SBSL Subsidiary Corporation, signed an exploration agreement with Frederick Private Equity Corporation ("Frederick PEC") on the Silver Bell St. Lawrence Gold Project. Under the agreement, Frederick PEC may earn up to 75% interest in the Project by spending a total of US\$2,000,000 in exploration expenditures within six years and making annual option payments.

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

---

**4. MINING CLAIMS - EXPLORATION AND EVALUATION EXPENDITURES (Cont'd)**

(a) Silver Bell St. Lawrence (Cont'd)

On April 26, 2019, African Metals Corporation ("AFR") announced that it had entered into an agreement with Frederick PEC whereby it may acquire initially a 51% interest in the Silver Bell St. Lawrence Project from Frederick PEC. As part of that transaction, AFR has agreed to expend a minimum of US\$200,000 in exploration expenditures in the first year. There is a common director between the Company and Frederick PEC and AFR who recused himself from the approval process of the transactions.

(b) Golden Trail

The Company holds 100% interest in the Golden Trail property consisting of 44 (December 31, 2020 - 44) contiguous unpatented mining claims in the Elko County region of Nevada.

To maintain the staked claims, the Company must pay annual maintenance fees to the Department of the Interior (Bureau of Land Management - BLM Nevada State Office) and the local counties in the cumulative approximate amount of \$177 per claim.

(c) Independence Valley

During July 2016, the Company acquired by staking a 38 mineral claim package comprising 785 acres and located in Elko County, Nevada, about 77 miles south of the Company's Golden Trail Project. The mineral claim package is named the Independence Valley Project.

To maintain the staked claims, the Company must pay annual maintenance fees to the Department of the Interior (Bureau of Land Management - BLM Nevada State Office) and the local county in the cumulative approximate amount of \$177 per claim.

On April 17, 2018, the Company signed an option agreement with Kinross Gold USA Inc. ("Kinross") on the Company's Independence Valley project in Elko County, Nevada. Under the option agreement, Kinross can earn up to a 51% interest by spending \$2,500,000 in exploration expenditures within four years, with a minimum \$200,000 in expenditures during the first year (subsequently extended to October 1, 2019). Kinross can earn a further 24% interest by spending \$1,500,000 in exploration expenditures in the two years after earning the initial 51%. Should Kinross earn the 75% interest, the parties will then fund future expenditures proportional to their interest. In the event that either party's interest is diluted to 10% or less, that party's interest shall be converted to a 2% net smelter royalty which may be bought down to 1% for \$1,000,000. Kinross has elected to terminate the option agreement, thereby returning the property 100% to Peloton, including the additional 31 claims staked by Kinross within the area of influence. These additional 31 claims were not renewed by the Company.

(d) Texas Canyon

During February 2018, the Company acquired by staking a 44-mineral claim package comprising approximately 909.04 acres and located in Elko County, Nevada, about five miles west of the Company's Golden Trail Project. The mineral claim package is called the Texas Canyon Project.

To maintain the staked claims, the Company must pay annual maintenance fees to the Department of the Interior (Bureau of Land Management - BLM Nevada State Office) and the local county in the cumulative approximate amount of \$177 per claim.

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

---

**4. MINING CLAIMS - EXPLORATION AND EVALUATION EXPENDITURES (Cont'd)**

(e) Boulder Porphyry

The Company has reached an agreement to acquire 100% of the issued and outstanding shares of privately held Westmount Resources LLC ("Westmount") through the Company's wholly owned subsidiary, Celerity Mineral Corporation ("Celerity"). Westmount holds a 100% interest in 331 unpatented mineral claims called the Boulder Porphyry Property located approximately 16 miles (26 km) north-northeast of Butte, Montana. The shareholders of Westmount (the "Westmount Shareholders") will be issued 50% of the issued and outstanding shares of Celerity in exchange for their Westmount Shares in this arms-length transaction and receive a promissory note in the amount of US \$600,000 to be paid within one year (the "Promissory Note"), and a 1% net smelter return royalty (NSR) that may be bought down prior to commercial production by one-half for US \$5 million. If the Promissory Note is not paid within one year the Westmount ownership and property revert back to the Westmount Shareholders.

Peloton plans to have Celerity self-fund its operations and seek to become its own publicly traded company in a series of financings and transactions.

**5. RECLAMATION BONDS**

As at September 30, 2021, a reclamation bond is being held by the Bureau of Land Management ("BLM") in the amount of \$18,063 (December 31, 2020 - \$17,302) on the Golden Trail property, \$13,543 (December 31, 2020 - \$13,543) on the Independence Valley property and \$12,089 (December 31, 2020 - \$Nil) on the Texas Canyon property. The Company has not recorded a restoration liability as at September 30, 2021 as the Company has not yet disturbed the land at the Golden Trail property and the Independence Valley property to trigger the recognition of this liability.

**6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

The following is a breakdown of the amounts included in accounts payable:

	<b>September 30,</b>	<b>December 31,</b>
	<b>2021</b>	<b>2020</b>
Trade payables	<b>\$ 20,025</b>	\$ 12,599
Accrued liabilities:		
Management and director fees	<b>496,775</b>	367,283
Audit and accounting	<b>7,770</b>	29,453
	<b>\$ 524,570</b>	\$ 409,335

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

---

**7. CONVERTIBLE DEBENTURE**

(a) Convertible debenture of \$100,000 USD

On August 11, 2015, the Company received \$100,000 USD (principal) from an arm's length party in exchange for a convertible debenture. The convertible debenture is due on demand upon six months' notice in writing, with such notice not to be given on or before August 11, 2020. The debenture pays interest at the rate of 4%, payable quarterly, beginning October 1, 2015 with the first payment due December 31, 2015. The convertible debenture, and all principal and interest owing, is convertible, in whole or in part, at the holder's option into units of the Company (the "Unit"). Each Unit consists of one common share and one common share purchase warrant. The conversion price of the debenture is \$0.039 (\$0.05 CDN) per Unit. Each warrant will entitle the holder to acquire one additional common share at a price of \$0.0785 (\$0.10 CDN) per share until August 11, 2020. Since the conversion into Unit did not happen by August 11, 2020, the warrant component has expired and the debenture is now only convertible into shares.

As security, the Company has pledged the diamond drill rig (Note 3).

If the common shares of the Company trade for ten consecutive days trading days on the Canadian Securities Exchange or any other stock exchange or quotation service upon which it happens to trade or be quoted at that time, at a price equal to or greater than \$0.157 (\$0.20 CDN) per share, this debenture will automatically be converted into units without any action on the part of either the Company or the holder.

(b) Valuation of debenture

The conversion rate of the units and the warrants to be issued on conversion of the above convertible debentures are not in the Company's functional currency and as a result are presented as a derivative financial liability. The Company valued the derivative financial liabilities using the Black-Scholes option pricing model and after valuing the derivative financial liabilities assigned the remaining value to the convertible debenture.

The fair value of the units of Debenture were estimated at the issuance date using the Black-Scholes pricing model with the following assumptions:

Share price	\$0.04 CDN
Expected dividend yield	Nil
Exercise price	\$0.05 - \$0.10 CDN
Risk free interest rate	0.72%
Expected life	5.0 - 5.5 years
Expected volatility (based on historical prices)	210 - 223%

On the date of issuance, the Company determined the amount relating to the units in the convertible debenture to be \$76,886.

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

---

**7. CONVERTIBLE DEBENTURE (Cont'd)**

The fair value of the conversion option of the Debenture was revalued at September 30, 2021 using the Black-Scholes option pricing model using the following assumptions:

Share price	\$0.085 CDN
Expected dividend yield	Nil
Exercise price	\$0.05 CDN
Risk free interest rate	0.37%
Expected life	0.50 year
Expected volatility (based on historical prices)	66%

On September 30, 2021, the conversion option was revalued at \$73,984 resulting in a gain on revaluation of derivative liability of \$56,040 for the nine months ended September 30, 2021.

<b>Convertible Debenture</b>	<b>September 30, December 31,</b>	
	<b>2021</b>	<b>2020</b>
Principal – debenture	\$ 100,000	\$ 100,000
Derivative liability – debenture	(76,886)	(76,886)
Accretion expense	76,886	74,223
	<b>\$ 100,000</b>	<b>\$ 97,337</b>

The effective interest rate of the convertible debentures is 26.33%.

<b>Derivative Liability</b>	<b>September 30, December 31,</b>	
	<b>2021</b>	<b>2020</b>
Derivative liability – debenture (fair value on issuance date)	\$ 76,886	\$ 76,886
Fair value adjustment – debenture	(2,902)	53,138
	<b>\$ 73,984</b>	<b>\$ 130,024</b>

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

**8. CAPITAL STOCK**

Authorized

Unlimited common shares

Issued and outstanding common shares

	<b>Number of Shares</b>	<b>Value</b>
<b>Balance, December 31, 2019</b>	<b>84,621,354</b>	<b>\$ 9,629,754</b>
Units issued for cash	15,439,560	860,778
Units issued for exploration services	720,000	40,543
Allocated to warrants	-	(305,467)
Share issuance costs	-	(26,134)
Exercise of warrants	637,727	60,489
<b>Balance, December 31, 2020</b>	<b>101,418,641</b>	<b>\$ 10,259,963</b>
Units issued for cash <sup>(a)</sup>	4,301,334	260,861
Allocated to warrants	-	(80,744)
Share issuance costs	-	(37,222)
<b>Balance, September 30, 2021</b>	<b>105,719,975</b>	<b>\$ 10,402,858</b>

- (a) (i) On May 4, 2021, the Company issued 2,668,000 units at \$0.075 CDN per unit for proceeds of \$162,481 (\$200,100 CDN). Each unit consists of one common share and one share purchase warrant exercisable for 3 years. Each warrant entitles the holder to purchase one share at a price of \$0.125 CDN up to May 4, 2024.

The fair value of these warrants was estimated at the grant date based on the Black Scholes pricing model, using the following weighted average assumptions:

Share price	\$0.10 CDN
Expected dividend yield	Nil
Exercise price	\$0.125 CDN
Risk free interest rate	1.18%
Expected life	3.0 years
Expected volatility (based on historical prices)	78%

The Company determined the amount relating to the warrants in the unit issuance to be \$50,629, based on a relative fair value allocation on proceeds to shares and share purchase warrants.

The Company paid a finder's fee consisting of \$12,998 (\$16,008 CDN) in cash and 213,440 broker warrants with each broker warrant exercisable at \$0.075 within three years to purchase additional private placement units consisting of one common share and one common share purchase warrant exercisable for three years at \$0.125.

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

---

**8. CAPITAL STOCK (Cont'd)**

The fair value of these broker warrants of \$17,884 was estimated at the grant date based on the Black Scholes pricing model, using the following weighted average assumptions:

Share price	\$0.10 CDN
Expected dividend yield	Nil
Exercise price	\$0.075 - \$0.125 CDN
Risk free interest rate	1.18%
Expected life	3.0 years
Expected volatility (based on historical prices)	78%

- (ii) On July 12, 2021, the Company issued 1,633,334 units at \$0.075 CDN per unit for proceeds of \$98,380 (\$122,500 CDN). Each unit consists of one common share and one share purchase warrant exercisable for 3 years. Each warrant entitles the holder to purchase one share at a price of \$0.125 CDN up to July 12, 2024.

The fair value of these warrants was estimated at the grant date based on the Black Scholes pricing model, using the following weighted average assumptions:

Share price	\$0.10 CDN
Expected dividend yield	Nil
Exercise price	\$0.125 CDN
Risk free interest rate	1.09%
Expected life	3.0 years
Expected volatility (based on historical prices)	76%

The Company determined the amount relating to the warrants in the unit issuance to be \$30,115, based on a relative fair value allocation on proceeds to shares and share purchase warrants.

The Company agreed to pay a finder's fee consisting of \$4,110 (\$5,125 CDN) in cash to arms length parties.

**9. STOCK OPTIONS AND WARRANTS**

**(a) Stock Options**

The Company has a Stock Option Plan (the "Plan") to provide options for the benefit of employees, directors and third parties. The maximum number of shares allocated to and made available to be issued under the Plan shall not exceed 10% of the common shares issued and outstanding (on a non-diluted basis) at any time. The exercise price of options granted under the Stock Option Plan will be determined by the directors, but will be at least equal to the closing trading price for the common shares for the last trading day prior to the grant and otherwise the fair market price as determined by the Board of Directors. The term of any option granted shall not exceed five years. Except as otherwise provided elsewhere in the Stock Option Plan, the options shall be cumulatively exercisable in installments over the option period at a rate to be fixed by the Board of Directors. The Company will not provide financial assistance to any optionee in connection with the exercise of options.

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

**9. STOCK OPTIONS AND WARRANTS (Cont'd)**

**(a) Stock Options (Cont'd)**

	Period ended September 30, 2021		Year ended December 31, 2020	
	Number of Options	Weighted Average Exercise Price (CDN)	Number of Options	Weighted Average Exercise Price (CDN)
Outstanding, beginning of period	9,800,000	\$ 0.11	7,250,000	\$ 0.10
Granted	-	\$ -	2,800,000	\$ 0.13
Expired	-	\$ -	-	\$ -
Cancelled	-	\$ -	(250,000)	\$ 0.10
Outstanding, end of period	9,800,000	\$ 0.11	9,800,000	\$ 0.11
Exercisable, end of period	9,800,000	\$ 0.11	9,800,000	\$ 0.11

The Company had the following stock options outstanding at September 30, 2021:

Number of Options	Exercise Price	Expiry Date
200,000	CDN \$0.100	February 10, 2022
250,000	CDN \$0.100	April 28, 2022
2,350,000	CDN \$0.100	May 18, 2022
1,000,000	CDN \$0.120	May 30, 2023
500,000	CDN \$0.100	December 5, 2023
100,000	CDN \$0.100	February 1, 2024
2,600,000	CDN \$0.100	June 7, 2024
500,000	CDN \$0.100	June 7, 2024
150,000	CDN \$0.120	October 15, 2025
2,150,000	CDN \$0.135	December 18, 2025
<b>9,800,000</b>		

The above options were not included in the computation of diluted earnings per share as they are anti-dilutive. The weighted average remaining contractual life of these options is 2.32 years (December 31, 2020 – 3.06 years).



**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

**9. STOCK OPTIONS AND WARRANTS (Cont'd)**

**(b) Warrants**

The following summarizes the change in foreign currency warrants:

	<b>Period ended</b>	<b>Year ended</b>
	<b>September 30, 2021</b>	<b>December 31, 2020</b>
<b>Balance, beginning of period</b>	<b>\$ 1,625,276</b>	<b>\$ 831,794</b>
Fair value of warrants issued – May 7, 2020	-	54,385
Fair value of warrants issued – August 20, 2020	-	153,607
Fair value of warrants issued – October 16, 2020	-	97,475
Fair value of warrants issued – May 4, 2021	<b>50,629</b>	-
Fair value of warrants issued – July 12, 2021	<b>30,115</b>	-
Fair value of warrants transferred on exercise of convertible debentures	-	(10,891)
Fair value of warrants extended	<b>33,870</b>	219,668
Fair value adjustment (Note 9(b)(i))	<b>(1,117,576)</b>	279,238
<b>Balance, end of period</b>	<b>\$ 622,314</b>	<b>\$ 1,625,276</b>

(i) On June 7, 2021, the Company modified the expiry date of the following outstanding warrants:

- 1,160,000 warrants originally expiring on July 17, 2021 are now exercisable until July 17, 2023;

The incremental fair value of these warrants extended was estimated at \$33,870 using the Black Scholes pricing model with the following inputs and weighted average assumptions:

Share price	\$0.105 CDN
Expected dividend yield	Nil
Exercise price	\$0.15 CDN
Risk free interest rate	0.31% - 0.79%
Expected life (original)	0.11 years
Expected life (extended)	2.11 years
Expected volatility (original) (based on historical prices)	60%
Expected volatility (extended) (based on historical prices)	79%

The incremental fair value was recorded to foreign currency warrants with an offsetting charge to profit and loss.

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

---

**9. STOCK OPTIONS AND WARRANTS (Cont'd)**

**(b) Warrants (Cont'd)**

- (ii) At September 30, 2021, the fair value of the 43,334,418 warrants outstanding was estimated at \$622,314 using the Black-Scholes pricing model with the following weighted average assumptions:

Share price	\$0.085 CDN
Expected dividend yield	Nil
Exercise price	\$0.10 - \$0.15 CDN
Risk free interest rate	0.30% - 0.87%
Expected life	1.23 years
Expected volatility (based on historical prices)	61% - 78%

At September 30, 2021, a gain on revaluation of foreign currency warrants of \$1,117,576 (September 30, 2020 – gain of \$69,640) was recognized in the interim unaudited consolidated statement of income and comprehensive income.

The Company had the following warrants outstanding at September 30, 2021:

<b>Number of Warrants</b>	<b>Exercise Price (CDN)</b>	<b>Expiry Date</b>
3,636,364	\$ 0.10	December 21, 2021
886,667	\$0.125	December 29, 2021
4,034,090	\$ 0.10	June 30, 2022
4,827,999	\$ 0.10	August 31, 2022
1,160,000	\$ 0.15	July 17, 2021
1,301,225	\$ 0.15	December 6, 2021
1,060,625	\$ 0.15	March 15, 2022
733,529	\$ 0.15	July 12, 2022
5,233,025	\$ 0.15	September 19, 2022
3,258,264	\$0.125	May 7, 2023
7,934,629	\$0.125	August 20, 2023
4,966,667	\$0.125	October 16, 2023
2,668,000	\$0.125	May 4, 2024
1,633,334	\$0.125	July 12, 2024
<b>43,334,418</b>		

**(c) Broker Warrants**

As at September 30, 2021, there were 373,440 (December 31, 2020 – 160,000) broker warrants outstanding, with 160,000 broker warrant exercisable at \$0.075 until October 16, 2023 and 213,440 broker warrant exercisable at \$0.075 until May 4, 2024. Each broker warrant is exercisable to purchase one additional private placement units consisting of one common share and one common share purchase warrant exercisable for three years at \$0.125

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

---

**10. EARNINGS PER SHARE**

The calculation of basic and diluted earnings per share for the period ended September 30, 2021 was based on the income attributable to common shareholders of \$359,521 (September 30, 2020 – loss of \$619,165) and the weighted average number of common shares outstanding of 103,371,384 (September 30, 2020 – 87,544,808).

Diluted earnings per share did not include the effect of 9,800,000 stock options and 43,334,418 warrants outstanding as they are anti-dilutive.

**11. RELATED PARTY TRANSACTIONS**

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at fair value.

Remuneration of Directors and key management of the Company was as follows:

	<b>September 30, 2021</b>	September 30, 2020
Management and director fees <sup>(i)</sup>	<b>273,970</b>	<b>189,509</b>
Stock-based compensation	-	<b>24,113</b>

(i) Included in office and administrative costs in the interim consolidated statements of income and comprehensive income.

Other related party balances are listed below:

(a) Included in accounts payable and accrued liabilities is \$496,775 (December 31, 2020 - \$367,283) of amounts owing to directors and management of the Company for management and director fees.

**12. CAPITAL RISK MANAGEMENT**

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes capital stock, contributed surplus, deficit and foreign currency warrants in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to further exploration on its properties. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity and warrants, debt or by securing strategic partners.

The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the period ended September 30, 2021.

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

---

**13. FINANCIAL RISK MANAGEMENT**

The Company is exposed to a variety of financial risks by virtue of its activities. In particular market risk (composed of currency risk), liquidity risk, fair value risk, interest risk and credit risk. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance.

Risk management is carried out by management under policies approved by the Board of Directors. Management is charged with the responsibility of establishing controls and procedures to ensure that financial risks are mitigated in accordance with the approved policies.

**(a) Market Risk**

(i) Currency risk

The Company operates internationally and is exposed to foreign exchange risk from the Canadian Dollar. Foreign exchange risk arises from purchase transactions as well as recognized financial assets and liabilities denominated in foreign currencies.

As at September 30, 2021, the Company is exposed to currency risk through the following financial assets and liabilities denominated in Canadian dollars:

	<b>September 30, 2021 (CDN\$)</b>	December 31, 2020 (CDN\$)
Cash	\$ 11,957	\$ 185,229
Accounts payable and accrued liabilities	\$ 659,047	\$ 510,802

The above balances were translated into US dollars at the period-end rate of \$0.7849 (December 31, 2020 - \$0.7854) Canadian dollars to every US dollar.

Based on the above net exposures as at September 30, 2021, assuming that all other variables remain constant, a +/- 5% change in the Canadian dollar against the United States dollar would result in an increase/decrease in net income of approximately \$25,000.

**(b) Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

As at September 30, 2021, the Company has current liabilities of \$624,570 (December 31, 2020 - \$506,672) due within 12 months and has cash of \$79,352 (December 31, 2020 - \$497,338) to meet its current obligations. As a result the Company has liquidity risk and is dependent on raising additional capital to fund operations.

The convertible debenture is due on demand upon six months' notice in writing but the holder has not yet submitted a notice in writing demanding payment.

**13. FINANCIAL RISK MANAGEMENT (Cont'd)**

**(c) Fair Value Risk**

The carrying values of cash, reclamation bonds, accounts payable and accrued liabilities approximate fair values due to the relatively short term maturities of these instruments. The estimated fair values of convertible debt also approximate carrying values due to the fact that effective interest rates are not significantly different from market rates. The estimated fair value of warrants are subject to fluctuations based on the inputs and assumptions used to value them.

**(d) Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's interest rate risk is primarily related to the Company's interest bearing debt on its consolidated statement of financial position. The Company does not have any debt with variable interest rates, thereby minimizing the Company's exposure to cash flow interest rate risk.

**(e) Credit Risk**

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk with respect to its cash. The Company reduces its credit risk by maintaining its primary bank accounts at large financial institutions.

**14. COMMITMENTS**

The Company is committed under lease agreements to the payment of amounts totaling \$148 until October 2021.

The Company is also required to make payments to the Bureau of Land Management to keep mining claims in good standing as noted in Note 4.

**15. SUBSEQUENT EVENTS**

On November 15, 2021, the Company modified the expiry date of the following outstanding warrants:

- 1,301,225 warrants originally expiring on December 6, 2021 are now exercisable until December 6, 2023;

On November 15, 2021, the Company entered into an agreement with an arms-length consultant to provide investor awareness and market development to the Company over the next 18 months (the "Agreement"). The Agreement may be renewed for a second 18-month term or terminated by either party at any time after the first 18 months. The Company will issue the consultant 1,200,000 options to acquire common shares of the Company as follows:

- a) a first grant of 600,000 options exercisable at \$0.10 upon the signing of a contract with the Optionee;

**Peloton Minerals Corporation**  
**Notes to Condensed Interim Consolidated Financial Statements**  
(Expressed in United States Dollars)  
**September 30, 2021**  
(Unaudited)

---

**15. SUBSEQUENT EVENTS (Cont'd)**

- b) a second grant of 600,000 options when the number of outstanding shares of the Company is sufficient to allow the second grant in accordance with the Company's stock option plan. The exercise price of the second grant shall be the greater of \$0.12 or the closing price of the Company's common shares on the Canadian Securities Exchange on the day prior to the date of the second grant.

All options are exercisable until three years after the date of the first grant, subject to early termination in accordance with the Company's stock option plan.