Gallagher Security Corp.

Condensed Interim Consolidated Financial Statements

For the Three Months Ended September 30, 2021

(Expressed in United States dollars - Unaudited)

750 - 1620 Dickson Avenue, Kelowna, B.C. V1Y 9Y2, Canada

NOTICE TO READER

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

The Company's independent auditors have not performed a review of these condensed interim financial statements in accordance with the standards established by the Chartered Professional Accountants Canada for a review of interim financial statements by an entity’s auditor.

Gallagher Security Corp.
STATEMENTS OF FINANCIAL POSITION
(Expressed in U.S. dollars - Unaudited)

	Notes	As at September 30, 2021 $	As at June 30, 2021 $
ASSETS			
Current			
Cash		**165,434**	183,032
Amounts receivable		**18,746**	16,130
Loans receivable	4	**1**	1
		184,181	199,163
LIABILITIES			
Current			
Accounts payable and accrued liabilities	6	**212,365**	206,349
Derivative liability – warrants	3, 5	**990,328**	990,328
		1,202,693	1,196,677
SHAREHOLDERS' DEFICIENCY			
Share capital	5	**18,910,260**	18,910,260
Subscriptions receivable	5	**-**	(60,495)
Reserves	5	**2,818,557**	2,818,557
Accumulated deficit		**(22,747,329)**	(22,665,836)
		(1,018,512)	(997,514)
		184,181	199,163

Corporate information and going concern (Note 1)

Approved on behalf of the Board of Directors:

/s/ Jamie Bannerman
Director

/s/ Devinder Randhawa
Director

Gallagher Security Corp.
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in U.S. dollars - Unaudited)

	Notes	**For the three months ended September 30, 2021**	For the three months ended September 30, 2020
		$	$
EXPENSES			
Consulting and management fees	6	**37,762**	37,400
Foreign exchange on translation		**1,336**	2,501
General and administration		**11,653**	859
Investor relations and business development		**1,101**	-
Professional fees		**6,622**	3,431
Regulatory and filing		**16,658**	3,023
Travel		**6,361**	-
NET LOSS AND COMPREHENSIVE LOSS		**(81,493)**	(47,214)
Basic and diluted loss per common share		**(0.00)**	(0.00)
Weighted average number of common shares outstanding		**27,651,315**	17,251,315

The accompanying notes are integral to these condensed interim financial statements.

Gallagher Security Corp.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in U.S. dollars - Unaudited)

	For the three months ended September 30, 2021 $	For the three months ended September 30, 2020 $
OPERATING ACTIVITIES		
Net loss for the year	**(81,493**	(47,214)
Changes in non-cash working capital items:		
Amounts receivable	**(2,616)**	(2,456)
Accounts payable and accrued liabilities	**6,017**	28,320
	(78,092)	(21,350)
FINANCING ACTIVITIES		
Share subscriptions received	**60,495**	-
CHANGE IN CASH	**(17,597)**	(1,902)
CASH, BEGINNING OF THE YEAR	**183,032**	8,045
CASH, END OF THE YEAR	**165,435**	6,143

The accompanying notes are integral to these condensed interim financial statements.

Gallagher Security Corp.
CONDENSED INTERIM STATEMENTS OF CHANGES IN DEFICIENCY
(Expressed in U.S. dollars - Unaudited)

	Share Capital				Reserves		
	Number of Common Shares	Number of Convertible Common Shares	Amount $	Subscriptions receivable $	Share-based Payments $	Accumulated Deficit $	Total Deficiency $
As at June 30, 2020	**17,251,315**	**3,858,817**	**18,895,418**	**-**	**2,648,620**	**(21,723,898)**	**(179,860)**
Cancellation of convertible Shares (Note 5)	-	(3,858,817)	-	-	-	-	-
Net loss for the period	-	-	-	-	-	(47,214)	(47,214)
As at September 30, 2020	**17,251,315**	**-**	**18,895,418**	**-**	**2,648,620**	**(21,771,112)**	**(227,074)**
As at June 30, 2021	**27,651,315**	**-**	**18,910,260**	**(60,495)**	**2,818,557**	**(22,665,836)**	**(997,514)**
Share subscriptions received	-	-	-	60,495	-	-	60,495
Net loss for the period	-	-	-	-	-	(81,493)	(81,493)
As at September 30, 2021	**27,651,315**	**-**	**18,910,260**	**-**	**2,818,557**	**(22,747,329)**	**(1,018,512)**

The accompanying notes are integral to these condensed interim financial statements

1. CORPORATE INFORMATION AND GOING CONCERN

Gallagher Security Corp. (the "Company") is a company incorporated on June 30, 2005 under the Business Corporation Act of British Columbia, Canada. The registered office of the Company is 700-595 Howe Street, Vancouver, British Columbia, V6C 2T5. The records office of the Company and the principal office of operations is 700-1620 Dickson Avenue, Kelowna, British Columbia, V1Y 9Y2. The Company's shares are publicly listed on the Canadian Securities Exchange ("CSE") under the symbol "GLL" and on the OTCQB Venture Market ("OTCQB") under the symbol "MYCLF".

These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet all of its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. The Company has incurred losses since its inception and has an accumulated deficit of $22,747,329 at September 30, 2021. The Company has a need for financing for working capital and to continue the development of its business. The ability of the Company to continue as a going concern is dependent upon the continued financial support of its shareholders, other investors and lenders and the identification and development of a viable business opportunity. These factors indicate the existence of a material uncertainty that raises significant doubt about the Company's ability to continue as a going concern.

These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

2. BASIS OF PREPARATION AND MEASUREMENT

a) Statement of compliance with International Financial Reporting Standards

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB. The policies applied in these unaudited condensed interim financial statements are based on IFRSs issued and outstanding as of November 24, 2021, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended June 30, 2021, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending June 30, 2022 could result in restatement of these unaudited condensed consolidated interim financial statements.

b) Basis of measurement

Depending on the applicable IFRS requirements, the measurement basis used in the preparation of these financial statements is cost, net realizable value, fair value or recoverable amount. These financial statements, except for the statement of cash flows, are based on the accrual basis.

c) Presentation and functional currency

The functional currency of the Company is the United States dollar and, unless otherwise specified, all dollar amounts in these financial statements are expressed in United States dollars. The functional currency is the currency of the primary economic environment in which the Company operates.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Significant accounting judgments, estimates and assumptions – The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout these financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods.

Critical judgments

Going concern of operations

Management has made the determination that the Company will continue as a going concern for the next year.

Significant estimates and assumptions

Warrants / Derivative liability

Management has made significant assumptions in the application of the Black-Scholes option-pricing model when calculating the fair value of the derivative liability - warrants.

Cash and cash equivalents – The Company considers deposits with banks or highly liquid short-term interest-bearing securities that are readily convertible to known amounts of cash and those that have maturities of three months or less when acquired to be cash equivalents. The Company did not have any cash equivalents at September 30, 2021 and June 30, 2021.

Income taxes - The Company accounts for and measures deferred tax assets and liabilities in accordance with the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively-enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that includes the date of enactment or substantive enactment of the change. When the future realization of income tax assets does not meet the test of being more likely than not to occur, no net asset is recognized. Accordingly, the Company’s accounting policy for deferred income taxes currently has no effect on the financial statements of any of the fiscal periods presented.

Derivative liability - The Company evaluates its convertible debt, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for. This accounting treatment requires that the carrying amounts of embedded derivatives be marked-to-market at each statement of financial position date and carried at fair value. In the event that the fair value is recorded as a liability, the change in fair value during the period is recorded in the statement of comprehensive loss as either income or expense. Upon conversion, exercise or modification to the terms of a derivative instrument, the instrument is marked to fair value at the conversion date and then the related fair value is reclassified to equity.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The classification of financial instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities will be classified in the statement of financial position as current or non-current based on whether or not net-cash settlement of the derivative instrument is expected within 12 months of the statement of financial position date.

Management must determine whether an instrument (or an embedded feature) is indexed to the Company's own shares. An entity should use a two-step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own shares, including evaluating the instrument's contingent exercise and settlement provisions. This exercise affects the accounting for (i) certain freestanding warrants that contain exercise price adjustment features; (ii) convertible notes containing full-ratchet and anti-dilution protections; and (iii) certain free-standing warrants that contain contingently puttable cash settlement.

Share capital - Common shares issued for non-monetary consideration are recorded at their fair market value on the date of share issuance. Costs incurred to issue shares are deducted from share capital.

Share-based payment transactions - The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital.

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

Earnings (loss) per share - The Company presents basic and diluted earnings (loss) per share data for its common shares, calculated by dividing the loss attributed to common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted earnings (loss) per share are calculated in a manner similar to that used to calculate basic earnings (loss) per share except that the weighted average shares outstanding are increased to include the additional shares resulting from the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the reporting periods. Diluted loss per share does not adjust the loss attributed to common shareholders or the weighted average number of common shares outstanding when the effect of such adjustments is anti-dilutive.

Provisions - Provisions are recognized where a legal or constructive obligation has been incurred as a result of past events, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation.

Related party transactions - Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments - Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of a financial instrument.

At initial recognition, financial assets are measured at fair value and classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVTOCI") or fair value through profit or loss ("FVTPL"). At initial recognition, financial liabilities are measured at fair value and classified as, subject to certain exceptions, subsequently measured at amortized cost. For financial assets and financial liabilities not at FVTPL, fair value is adjusted for transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in the statement of comprehensive loss.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL: (i) it is held within a business model whose objective is to hold assets to collect contractual cash flows, and (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at FVTOCI if it meets both of the following conditions and is not designated as at FVTPL: (i) it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at FVTPL unless it is measured at amortized cost or FVTOCI. However, an irrevocable election can be made at initial recognition for particular investments in equity instruments that would otherwise be measured at FVTPL to present subsequent changes in fair value through other comprehensive income.

The Company's financial instruments are classified and subsequently measured as follows:

Account	Classification
Cash	Amortized cost
Amounts receivable (excluding GST/sales tax receivable)	Amortized cost
Loans receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Promissory notes payable	Amortized cost
Derivative instruments	Fair value through profit or loss

Impairment - The Company recognizes an allowance using the expected credit loss ("ECL") model on financial assets classified as subsequently measured at amortized cost. The Company has elected to use the simplified approach for measuring ECL by using a lifetime expected loss allowance for all amounts recoverable. Under this model, impairment provisions are based on credit risk characteristics and days past due. When there is no reasonable expectation of collection, financial assets classified as subsequently measured at amortized cost are written off. Indications of credit risk arise based on failure to pay and other factors. Should objective events occur after an impairment loss is recognized, a reversal of impairment is recognized in the statement of comprehensive loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

New, amended and future accounting standards and interpretations – The IFRs pronouncements listed below become effective subsequent to June 30, 2021.

a) IAS 1 - *Presentation of Financial Statements* has been amended to:

- clarify the criterion for a liability as non-current relating to the right to defer settlement of a liability for at least 12 months after the reporting period; and
- amend the definition of material to "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." Materiality depends on the size and nature of the omission or misstatement judged in the surrounding circumstances. The size or nature of the item, or a combination of both, could be the determining factor."

b) IAS 8 – *Accounting Policies, Changes in Accounting Estimates and Errors* has been amended to amend the definition of material to reflect the changes outlined above under IAS 1.

4. LOANS RECEIVABLE

On February 17, 2021, the Company entered into a Letter of Intent with MyCelium Warehouse Ltd. ("MyCelium"), pursuant to which the Company may acquire up to 100% of the issued and outstanding securities of MyCelium by executing a definitive agreement which contemplates the following:

a) Making the following payments to MyCelium to acquire an initial 50% of the issued and outstanding common shares of MyCelium:
   i. $200,000 cash for 20% equity of MyCelium (paid);
   ii. $200,000 cash for a further 20% equity of MyCelium (paid); and
   iii. $200,000 cash for a further 10% equity of MyCelium (paid)

b) If the Company completes the initial $600,000 in payments and acquires an initial 50% of the issued and outstanding securities of MyCelium, then the Company may acquire the remaining 50% of the common shares of MyCelium by issuing common shares of the Company on a pro rata basis to the shareholders of MyCelium based on an exchange ratio of one (1) common share of the Company for each common share of MyCelium that is not already owned by the Company.

Of the $600,000 advanced, $250,000 bears interest of 1% per annum, is unsecured, and has a maturity date of July 4, 2021 and $350,000 bears no interest, is unsecured and has no fixed terms of repayment.

As at June 30, 2021, the Company had advanced $600,000 to MyCelium and had not received a share certificate representing 50% of the outstanding common shares of MyCelium. In addition, MyCelium had spent the $600,000 and does not have the ability to repay the advances if the proposed transaction does not complete. Accordingly, as at June 30, 2021, the Company wrote down the advances to a nominal amount of $1 and wrote off the $645 in accrued interest due to the uncertainty of being able to recover the advances.

5. SHARE CAPITAL AND RESERVES

a) Authorized

Unlimited voting common shares without par value.
Unlimited non-voting preferred shares with a par value of $1 CDN each (none issued).

The non-voting preferred shares are redeemable at $1,000 per share. Preferred shares are redeemable in whole or in part upon 21 days' written notice from either the Company or the holder. Upon redemption, the holder is entitled to receive the redemption amount plus any declared and unpaid dividends.

Common shares are entitled to receive dividends as declared by the directors in their sole discretion from time to time, and preferred shares are entitled to non-cumulative dividends at the discretion of the directors and at a rate to be determined by the directors at the time of issuance of the preferred shares, as a percentage of the redemption amount thereof, per annum.

b) Issued and Outstanding - Common Shares

For the year ended June 30, 2021

On March 26, 2021, the Company closed the first tranche of a private placement by issuing 4,406,000 Units at a price of $0.125 CDN per Unit for gross proceeds of $444,235 ($550,750 CDN). Each Unit is comprised of one common share and one-half of one share purchase warrant exercisable for two years at a price of $0.20 per share. $39,276 of the proceeds were allocated to share capital and $404,959 was allocated to the Unit share purchase warrants as a derivative liability.

On April 16, 2021, the Company closed the second tranche of a private placement by issuing 5,994,000 Units at a price of $0.125 CDN per Unit for gross proceeds of $604,345 ($749,250 CDN). Each Unit is comprised of one common share and one-half of one share purchase warrant exercisable for two years at a price of $0.20 per share. Finder's fees of $6,453 ($8,000 CDN) and share issue costs of $44,105 ($54,680 CDN) were paid on this closing. $26,124 of the proceeds were allocated to share capital and $578,221 was allocated to the Unit share purchase warrants as a derivative liability.

In relation to second tranche of the private placement, $60,495 ($75,000 CDN) was receivable as at June 30, 2021 and subsequently received in July 2021.

c) Issued and Outstanding – Convertible Common Shares

Pursuant to the Company's acquisition of 24% of HTSI on June 12, 2018, increasing the Company's stake in HTSI to 49%, the Company issued 4,913,666 convertible common shares valued at $10,810,064 to certain shareholders of HTSI.

On September 21, 2020, the Company and HTSI entered into a termination of license agreement (the "TLA") for the purpose of terminating the license agreement between the parties dated February 27, 2018. Pursuant to the TLA and effective September 21, 2020, the parties mutually agreed that:

- The license and all rights and obligations thereunder will terminate; and
- Following termination, the Company has no further rights to any software or other intellectual property of HTSI and HTSI has no further obligations, under the license.

(Expressed in U.S. dollars unless otherwise noted - Unaudited)

5. SHARE CAPITAL AND RESERVES (continued)

On September 21, 2020, the Company, HTSI and three HTSI shareholders entered into a termination and release agreement (the "TRA") for the purpose of cancelling certain shares and terminating certain agreements. Pursuant to the TRA and effective September 21, 2020, the parties mutually agreed that:

- The 3,858,817 shares of the Company's convertible common shares held by HTSI pursuant to the acquisition agreement will be cancelled;
- The 2,795 common shares of HTSI held by the Company pursuant to the acquisition agreement will be cancelled;
- Upon cancellation of the Company's convertible common shares and HTSI's common shares, all associated rights and obligations will terminate and the Company will no longer be party to and bound by the shareholders' agreement by and between HTSI and its shareholders dated November 17, 2017;
- The acquisition agreement dated December 19, 2017 will terminate and its provisions will no longer be in force or effect; and
- The consulting agreements between the Company and the HTSI shareholders dated February 27, 2017 will terminate and their provisions will no longer be in force or effect.

d) Share Purchase Warrants

	Number of Warrants	Weighted Average Exercise Price
		$CDN
Warrants outstanding, June 30, 2020	**2,376,842**	**0.36**
Issued	**5,200,000**	**0.20**
Warrants outstanding, June 30, 2021	**7,576,842**	**0.25**
Expired	**(1,834,500)**	**0.05**
Warrants outstanding, September 30, 2021	**5,742,342**	**0.31**

(Expressed in U.S. dollars unless otherwise noted - Unaudited)

5. SHARE CAPITAL AND RESERVES (continued)

As at September 30, 2021, the Company had warrants outstanding as follows:

Expiry Date	Exercise Price	Outstanding	Remaining Contractual Life (Years)
December 6, 2021	$1.40 CDN	442,342	0.18
January 2, 2022	$1.40 CDN	100,000	0.26
March 26, 2023	$0.20 CDN	2,203,000	1.48
April 16, 2023	$0.20 CDN	2,997,000	1.54

As at September 30, 2021, the weighted average remaining life of warrants outstanding was 1.39 years (2020 – 1.21 years).

When the Company undertakes a private placement, it may issue units comprised of common stock of the Company and warrants to acquire common stock of the Company. Warrants with a strike price denominated in the Company's functional currency (the US dollar) are considered to be indexed to the Company's stock and are classified as equity. Warrants with a strike price denominated in a currency other than the Company's functional currency are considered not to be indexed to the Company's stock and are classified as a derivative liability. Warrants classified as a derivative liability are initially measured at fair value with changes in fair value recorded in profit or loss in each reporting period.

At September 30, 2021 and June 30, 2021, the carrying amount of the derivative liability was as follows:

	September 30, 2021 $	June 30, 2021 $
Derivative liability – beginning of year	**990,328**	41,672
Issuance of warrants with a $CDN strike price – fair value	**-**	983,180
Unrealized gain on revaluation of warrants	**-**	(34,524)
Realized gain on expiration of warrants	**-**	-
Derivative liability – end of year	**990,328**	990,328
Current portion	**(990,328)**	(990,328)
Long-term portion	**-**	-

The Company employed the Black-Scholes option-pricing model using the following weighted average assumptions to calculate the fair value of the derivative liability:

	June 30, 2021
Volatility	144.32% – 264.68%
Expected life	0.14 – 2.00 years
Risk-free interest rate	0.23% – 0.44%
Dividend yield	0%

(Expressed in U.S. dollars unless otherwise noted - Unaudited)

5. SHARE CAPITAL AND RESERVES (continued)

e) Stock Options

The Company has a stock option plan that provides for the issuance of stock options to its officers, directors, employees and consultants. Stock options must be non-transferable and the aggregate number of shares that may be reserved for issuance pursuant to stock options may not exceed 10% of the issued shares of the Company at the time of granting and may not exceed 5% to any individual.

The exercise price of stock options is determined by the Board of Directors of the Company at the time of grant and may not be less than the closing market price of the Company's shares on the day immediately prior to the award date, less any discount which may be permitted by the exchange on which the Company is listed. Options have a maximum term of five years. Upon exercise of any stock options, consideration paid by the option holder together with the amount previously recognized in reserves is recorded as an increase to share capital.

	Number of Options	Weighted Average Exercise Price
		$CDN
Options outstanding, June 30, 2020	**55,000**	**2.30**
Granted	**1,400,000**	**0.13**
Options outstanding, June 30, 2021	**1,455,000**	**0.21**
Options outstanding, September 30, 2021	**1,455,000**	**0.21**

As at September 30, 2021, the Company had options outstanding as follows:

Expiry Date	Exercise Price	Outstanding	Exercisable	Remaining Contractual Life (Years)
January 13, 2023	$0.13 CDN	1,400,000	1,400,000	1.29
August 30, 2023	$2.30 CDN	55,000	55,000	1.92

As at September 30, 2021, the weighted average remaining life of options outstanding was 1.31 years (2021 –1.56 years).

On January 13, 2021, the Company granted 1,400,000 stock options to various officers, directors and consultants. The options are exercisable at $0.13 CDN per share, expire on January 13, 2023 and vest immediately.

(Expressed in U.S. dollars unless otherwise noted - Unaudited)

5. SHARE CAPITAL AND RESERVES (continued)

The Company employed the Black-Scholes option-pricing model using the following weighted average assumptions to calculate the fair value of the options:

	June 30, 2021
Volatility	276.20%
Expected life	2.00 years
Risk-free interest rate	0.16%
Dividend yield	0%

6. RELATED PARTY TRANSACTIONS

The Company has identified its directors, officers and companies controlled by them as its key management personnel.

Amounts paid or accrued to key management personnel and/or entities over which they have control during the three months ended September are as follows:

	2021 $	2020 $
Key management personnel compensation	41,302	37,400

Related party transactions were recorded at the exchange amount, which is the consideration determined and agreed to by the related parties.

Balances Payable

As at September 30, 2021, the Company owed the following balances to related parties and/or entities over which they have control:

- $136,385 ($173,364 CDN) (2021 - $114,873 [$142,522 CDN]) in management fees and reimbursable expenses to a private company controlled by the Company’s CEO.
- $24,781 ($31,500 CDN) (2021 - $29,621) in consulting fees to a director of the Company.
- $37,172 ($47,250 CDN) (2021 - $31,736) in consulting fees to the CFO of the Company.

Transactions

During the period ended September 30, 2021, the Company paid or accrued the following fees to related parties:

- $23,601 ($30,000 CDN) (2020 - $22,440 [$30,000 CDN]) in management fees to a company controlled by the Company's CEO.
- $11,801 ($12,000 CDN) (2020 - $14,960 [$20,000 CDN]) in consulting fees to a director of the Company.
- $5,900 ($7,500 CDN) (2020 - $Nil in professional fees to a company controlled by the Company's CFO.

6. RELATED PARTY TRANSACTIONS (continued)

Promissory Notes

On July 31, 2020, September 2, 2020, October 26, 2020 and January 12, 2021, unsecured PNs in the amounts of $11,936 ($16,000 CDN), $7,653 ($10,000 CDN), $18,773 ($25,000 CDN), and $78,460 ($100,000 CDN) (total $116,822 [$151,000 CDN]), respectively were advanced to the Company bearing interest between 1% to 5% per annum with no maturity date. On May 4, 2021, the Company repaid the principal balance of $122,612 ($151,000 CDN) and $2,540 ($3,271 CDN) in accrued interest.

7. CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of components of shareholders' equity. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed through its operations to the following financial risks:

- Market risk
- Credit risk
- Liquidity risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company’s objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

General Objectives, Policies, and Processes

The Board of Directors of the Company has overall responsibility for the determination of the Company’s risk management objectives and policies and, while retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to senior management. The overall objective of the Board of Directors is to set policies that seek to reduce risk as far as possible without unduly affecting the Company’s competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, commodity price risk and equity price risk. The Company is not currently exposed to interest rate risk or commodity price risk.

Credit Risk
Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The financial instruments that are potentially subject to credit risk are cash, amounts receivable (excluding GST) and loans receivable. The carrying amounts of these financial assets represent their maximum credit exposure. Cash is maintained with a financial institution of reputable credit and may be redeemed upon demand. See Note 4 for loans receivable.

(Expressed in U.S. dollars unless otherwise noted - Unaudited)

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

Determination of Fair Value

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 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 for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's derivative liability – warrants is the only financial instruments on the statement of financial position measured at fair value. There were no transfers between Level 1, 2 or 3 during the period ended June 30, 2021 and June 30, 2020.

The following table summarizes the carrying value of financial liabilities which are measured at fair value as at June 30, 2021 and June 30, 2020:

	September 30, 2021		
	Level 1	**Level 2**	**Level 3**
	$	**$**	**$**
Derivative liability - warrants	-	-	990,328

	June 30, 2021		
	Level 2	**Level 2**	**Level 3**
	$	**$**	**$**
Derivative liability - warrants	-	-	41,672

9. WRITE-OFF OF ACCOUNTS PAYABLE

During the year ended June 30, 2021, the Company wrote off $125,422 of historical trade payables deemed to be past the statute of limitations for collectability.