

GOLDEN SUN MINING CORP.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED
JANUARY 31, 2022 and 2021

(Unaudited)

Golden Sun Mining Corp.

Condensed Consolidated Interim Statements of Financial Position

In Canadian Dollars, unless noted (unaudited)

As at	Notes	January 31, 2022	April 30, 2021
		\$	\$
ASSETS			
Cash		115,498	53,824
Accounts receivable		19,124	9,746
Prepaid expenses		10,103	-
		144,725	63,570
Exploration and evaluation assets	6, 10	50,000	-
TOTAL ASSETS		194,725	63,570
LIABILITIES			
Accounts payable and accrued liabilities	6	898,727	663,772
Loan payable	4	159,171	154,766
TOTAL LIABILITIES		1,057,898	818,538
EQUITY			
Share capital	5	6,769,503	6,619,503
Contributed surplus		194,205	145,414
Deficit		(7,826,881)	(7,519,885)
TOTAL EQUITY		(863,173)	(754,968)
TOTAL LIABILITIES AND EQUITY		194,725	63,570

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

Going concern (Note 2), Commitments (Note 7) and Subsequent events (Note 9)

Approved on behalf of the Board of Directors:

"Eli Dusenbury", Director

"Jason Latkowcer", Director

Golden Sun Mining Corp.**Condensed Consolidated Interim Statements of Net and Comprehensive Loss**

In Canadian Dollars, unless noted (unaudited)

For Period Ended January 31,	Three Months Ended		Nine Months Ended	
	2022	2021	2022	2021
	\$	\$	\$	\$
EXPENSES				
Exploration and evaluation costs (Note 10)	8,187	-	8,187	-
Management fees (Note 6)	37,000	-	108,000	-
Office and miscellaneous	4,451	98	8,030	98
Professional fees	52,263	62,354	76,620	79,572
Rent	10,000	-	40,000	-
Share-based compensation (Note 6)	-	-	48,791	-
OPERATING EXPENSES	(116,065)	(85,171)	(302,591)	(102,389)
Interest expense (Note 4)	(1,468)	(400)	(4,405)	(400)
NET AND COMPREHENSIVE LOSS	(117,533)	(85,571)	(306,996)	(102,789)
Loss per share, basic and diluted	(0.03)	(0.08)	(0.11)	(0.09)
Weighted average number of common shares outstanding – Basic and diluted	3,729,801	1,099,367	2,821,840	1,099,367

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

Golden Sun Mining Corp.

Condensed Consolidated Interim Statements of Changes in Equity

In Canadian Dollars, unless noted (unaudited)

	Common Shares (#)	Share Capital	Contributed Surplus	Deficit	Total Equity
		\$	\$	\$	\$
Balance, April 30, 2020	1,099,366	6,619,503	-	(7,125,527)	(506,024)
Net loss for the period	-	-	-	(102,789)	(102,789)
Balance, January 31, 2021	1,099,366	6,619,503	-	(7,228,316)	(608,813)
Balance, April 30, 2021	1,099,366	6,619,503	145,414	(7,519,885)	(754,968)
Share based compensation	-	-	48,791	-	48,791
Private placements	2,000,000	100,000	-	-	100,000
Asset acquisition	1,000,000	50,000	-	-	50,000
Net loss for the period	-	-	-	(306,996)	(306,996)
Balance, January 31, 2022	4,099,366	6,769,503	194,205	(7,826,881)	(863,173)

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

Golden Sun Mining Corp.
Condensed Consolidated Interim Statements of Cash Flow

In Canadian Dollars, unless noted (unaudited)

For the Nine Months Ended January 31,	2022	2021
	\$	\$
OPERATING ACTIVITIES		
Net loss for the period	(306,996)	(102,789)
Items not affecting cash		
Share-based compensation	48,791	-
Interest expense	4,405	400
Net changes in non-cash working capital items:		
Accounts receivable	(9,378)	-
Prepaid expenses	(10,103)	-
Accounts payable and accrued liabilities	234,955	97,291
Cash used in operating activities	(38,326)	(5,098)
FINANCING ACTIVITIES		
Proceeds from share issuances	100,000	-
Proceeds from deposits / loans	-	202,518
Cash received from financing activities	100,000	202,518
Net change in cash	61,674	197,420
Cash, beginning of period	53,824	-
Cash, end of period	115,498	197,420

Non-cash financing and investing activities

Issuance of common shares for exploration and evaluation assets for the nine months ended January 31, 2022 - \$50,000 (January 31, 2021 – nil)

No cash interest paid during the three or nine months ended January 31, 2022 and 2021

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

Golden Sun Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2022 and 2021

In Canadian Dollars, unless noted (unaudited)

1. NATURE OF OPERATIONS

Golden Sun Mining Corp. (the “Company”) is a public company incorporated under the laws of the Province of British Columbia on March 14, 2007. On September 4, 2013, the BC Securities Commission issued a cease trade order (“CTO”) as a result of the Company’s failure to file its technical disclosure as per the disclosure requirements of NI 43-101 or NI 51-101. Prior to the CTO the Company was listed on the TSX Venture Exchange (“TSX-V”) under the trading symbol “GSU”, on the Frankfurt Stock Exchange under the trading symbol “SS6”, and on the OTC Pink under the symbol “GSUXF”. The Company was in the business of exploration and evaluation of mineral properties.

During the year ended April 30, 2021, the Company completed a share consolidation on the basis of 50 old shares for one post-consolidation share. All share and per share numbers in these condensed consolidated interim financial statements reflect this consolidation.

The Company's corporate office is located at 1177 West Hastings Street, Suite 1930, Vancouver, British Columbia V6C 3E8.

These condensed consolidated interim financial statements (the “financial statements”) were approved by the Board of Directors on March 31, 2022.

2. GOING CONCERN

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company did not generate cash flow from operations to fund its exploration activities and has therefore relied upon the issuance of securities for financing. The Company intends to continue relying upon the issuance of securities to finance its future operations and exploration activities to the extent such instruments are issuable under terms acceptable to the Company. While the Company has been successful in raising funds in the past, it is uncertain whether it will be able to raise sufficient funds in the future.

These events and conditions create a material uncertainty that may cast significant doubt upon the Company’s ability to continue as a going concern. If the Company is unable to secure additional financing, repay liabilities as they come due, negotiate suitable joint venture agreements, and/or continue as a going concern, then material adjustments may be required to the carrying value of assets and liabilities and the consolidated statement of financial position classifications used. These condensed consolidated interim financial statements do not include any adjustments relating to the classification of assets and liabilities that may arise should the Company be unable to continue as a going concern.

The COVID-19 pandemic continues to impact the global economic recovery. The current situation is dynamic and the ultimate duration and magnitude of the impact on the economy and the financial effect on the Company is not known at this time. Estimates and judgements made by management in the preparation of these financial statements are subject to a higher degree of measurement uncertainty during this volatile period.

Golden Sun Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2022 and 2021

In Canadian Dollars, unless noted (unaudited)

3. BASIS OF PRESENTATION

In these financial statements, unless otherwise indicated, all amounts are expressed in Canadian dollars, which is the Company's functional and presentation currency.

These financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These financial statements are condensed as they do not include all of the information required by IFRS for annual financial statements and therefore should be read in conjunction with the Company's audited consolidated financial statements for the year ended April 30, 2021.

The financial statements have been prepared on a historical cost basis, except as detailed in the accounting policies disclosed in Notes 2 and 3 of the Company's audited consolidated financial statements for the year ended April 30, 2021. All accounting policies and methods of computation followed in the preparation of these financial statements are consistent with those of the previous year, except as noted in Note 12 "New Accounting Policies".

4. LOAN PAYABLE

On November 18, 2020, the Company entered into a loan agreement with a non-arm's length third party for \$50,000, bearing interest at Prime plus 1% per annum due on November 18, 2021. On January 28, 2021, the Company entered into a further loan agreement with a non-arm's length third party for \$152,518 bearing interest at a rate of 4.00% per annum due on demand or before July 1, 2021. On April 19, 2021, the Company repaid \$50,000 under the 4.00% loan payable.

As at January 31, 2022, \$159,171 (April 30, 2021 - \$154,766) is outstanding, including \$152,518 in principal plus \$6,653 in accrued interest payable (April 30, 2021 - \$152,518 and \$2,248, respectively).

5. SHARE CAPITAL

A) Authorized and Issued Share Capital

The authorized share capital consists of an unlimited number of common shares without par value.

Common shares issued and outstanding as at January 31, 2022 are 4,099,366 (April 30, 2021 – 1,099,366).

During the nine months ended January 31, 2022, the Company had the following common share transactions:

- During October 2021, the Company issued 2,000,000 common shares at \$0.05 per common share for total gross proceeds of \$100,000 pursuant to a private placement.
- On December 4, 2021, the Company entered into the Amended and Restated Asset Purchase Agreement with Beta Energy Corp. and Voltaic Minerals (USA), Inc. for the purchase of the mineral property referred to as the Green Energy Project located in the State of Utah. Pursuant to the terms of the agreement, the Company will issue to Beta Energy Corp. 1,000,000 common shares and at any time within twenty-four months following the closing date, the Company has

Golden Sun Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2022 and 2021

In Canadian Dollars, unless noted (unaudited)

the option to complete the acquisition by issuing to Beta Energy Corp. \$950,000 worth of common shares at the market price, either in a single or multiple tranches. The total value of the acquisition was \$50,000 (1,000,000 common shares, issued at \$0.05/share) and has been recorded as “Exploration and evaluation Assets” on the statement of financial position.

B) Share Purchase Options

A summary of the Company’s share purchase options (“options”) is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, April 30, 2021 & January 31, 2022	300,000	\$ 0.50

At January 31, 2022, the following options were outstanding:

Grant Date	Number of Options	Exercisable	Exercise Price	Expiry Date	Weighted Average Remaining Life
April 22, 2021	300,000	300,000	\$0.50	April 22, 2026	4.22
	300,000	300,000	\$0.50		

During the nine months ended January 31, 2022, the Company recorded a fair value of \$48,791 pursuant to options vesting (nine months ended January 31, 2021 – nil).

6. RELATED PARTY TRANSACTIONS AND BALANCES

Key management are those personnel having the authority and responsibility for planning, directing, and controlling the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

The aggregate value of transactions relating to key management personnel during the nine months ended January 31, 2022 and 2021 were as follows:

	January 31, 2022	January 31, 2021
	\$	\$
Management fees	108,000	-
Share-based compensation	48,791	-
Total	156,791	-

As at January 31, 2022, a \$27,192 balance (April 30, 2021 – \$28,385) was owing to key management personnel for fees and expenses incurred on behalf of the Company with these amounts all included in accounts payable. The amounts payable are non-interest bearing, are unsecured, and have no specific terms of repayment.

Golden Sun Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2022 and 2021

In Canadian Dollars, unless noted (unaudited)

7. COMMITMENTS

The Company has contract with a company controlled by the CEO and Director of the Company for monthly payments of \$12,000 for a period of two years beginning in May 2021. The Consultant shall receive an aggregate of 1,000,000 restricted shares ("RSRs") under the Company's equity incentive plan, with vesting subject to the following performance-based milestones:

500,000 of the RSRs will vest in 3 equal tranches based on the successful completion of the following:

- a) Successful launch of a pilot project;
- b) Successful fundraise of \$5,000,000 in a single financing or in a series of financings; and
- c) Complete an acquisition or series of acquisitions in total value over \$2,000,000.

The remaining 500,000 RSRs will be released quarterly in 4 equal tranches beginning 4 months after the date of final acceptance of the Company's listing.

These RSR's have not yet been issued and management has applied vesting probability of 0% to the vesting of these RSRs and as a result no expense has been recorded to date.

8. RISK MANAGEMENT

A) Financial Risk Management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

I. Credit Risk

Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. Management's assessment of the Company's exposure to credit risk on its \$115,498 in cash (April 30, 2021 - \$53,824) is low as the Company's cash is held with major Canadian financial institutions, or in trust with the Company's legal counsel.

II. Liquidity Risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at January 31, 2022 the Company's working capital deficiency is \$913,173 (April 30, 2021 - \$754,968), and it does not have any long-term monetary liabilities. The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. The Company intends to seek additional financing to better manage its liquidity risk to ensure it will have sufficient liquidity to meet its current and future liabilities.

III. Market Risk

Market risk incorporates a range of risks. Movements in risk factors, such as market price risk, affect the fair values of financial assets and liabilities. The Company is not exposed to these risks.

Golden Sun Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2022 and 2021

In Canadian Dollars, unless noted (unaudited)

IV. Currency Risk

The operating results and financial position of the Company are reported in Canadian dollars. As the Company is exploring opportunities in an international environment, some of the Company's financial instruments and transactions are denominated in currencies other than the Canadian dollar. The results of the Company's operations are subject to currency risk.

The Company has not entered into any agreements or purchased any foreign currency hedging instruments to hedge possible currency risks at this time. Management believes the foreign exchange risk derived from currency conversions is not significant, and therefore, does not hedge its foreign exchange risk.

B) Fair Values

The carrying values of cash, accounts payable and accrued liabilities and loan payable approximate their fair values due to their short-term to maturity.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

9. SUBSEQUENT EVENTS

Subsequent to January 31, 2022, the Company entered into a promissory note agreement ("Loan"), with 1328012 B.C. Ltd, under which the Company may borrow up to \$500,000 in advance of pursuing a transaction with 1328012 B.C. Ltd. The Loan will accrue interest at 10% per annum payable along with the principal on the earlier of the maturity date of six months from the effective date of the initial advance or the demand date. In February 2022 the Company drew down an initial advance of \$150,000 under the Loan.

10. NEW ACCOUNTING POLICY – EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation expenditures incurred before the Company has obtained legal rights to explore an area of interest are expensed as incurred. All costs related to the acquisition, exploration and evaluation of mineral properties incurred subsequent to the acquisition of legal rights to explore, including property maintenance costs, are capitalized by property. Mineral properties acquired from entities under common control are recorded at the same carrying value which the common control entity carried the mineral properties at. If economically recoverable mineral reserves are determined to exist, capitalized costs of the related property will be reclassified as mineral assets and amortized using the unit of production method.

Golden Sun Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended January 31, 2022 and 2021

In Canadian Dollars, unless noted (unaudited)

When a property is abandoned, all related costs are written off or derecognized. Exploration and evaluation assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

In circumstances where indicators of impairment exist, an impairment test is required to determine if the carrying amount of the exploration and evaluation asset exceeds its estimated recoverable amount. The estimated recoverable amount is the greater of fair value less costs of disposal ("FVLCD"), and value in use ("VIU"). If the exploration and evaluation asset is determined to be impaired, the exploration and evaluation asset is written down to the estimated recoverable amount.

The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing and permitting to explore and complete the development of the properties, and future profitable production from the disposition of the minerals produced from the properties or by sale.

Pre-exploration costs and general and administrative costs are expensed as incurred.