

AMERICAN CRITICAL ELEMENTS INC.
(formerly Razore Rock Resources Inc.)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED JULY 31, 2022 AND 2021
(expressed in Cdn \$)

UNAUDITED

Notice of disclosure of non-auditor review of consolidated interim financial statements pursuant to National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators.

The accompanying condensed consolidated interim financial statements of the Company for the three months ended July 31, 2022 have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards and are the responsibility of the Company's management.

The Company's auditors have not performed an audit or a review of these interim financial statements.

AMERICAN CRITICAL ELEMENTS INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

UNAUDITED
(Expressed in Canadian Dollars)

	July 31, 2022	April 30, 2022
ASSETS		
Current:		
Cash	\$ 1,780	\$ 4,371
H.S.T. receivable	<u>3,651</u>	<u>3,358</u>
	<u>5,431</u>	<u>7,729</u>
Non-current assets:		
Exploration and evaluation assets <i>(Note 5)</i>	100,932	100,932
Investments <i>(Note 4)</i>	<u>3,060</u>	<u>3,781</u>
	<u>103,992</u>	<u>104,713</u>
	<u>\$ 109,423</u>	<u>\$ 112,442</u>
LIABILITIES		
Current:		
Accounts payable and accrued liabilities <i>(Note 7 and Note 9)</i>	\$ 33,365	\$ 31,386
Short term loan payable <i>(Note 9)</i>	<u>19,000</u>	<u>19,000</u>
	<u>52,365</u>	<u>50,386</u>
EQUITY (DEFICIENCY)		
Common Shares <i>(Note 6)</i>	1,688,969	1,688,969
Contributed surplus	138,250	138,250
Deficit	(1,805,958)	(1,801,681)
Accumulated other comprehensive income	<u>(23,942)</u>	<u>(23,221)</u>
Equity attributable to owners of the Company	(2,681)	2,317
Non-controlling interests	<u>59,739</u>	<u>59,739</u>
Total Equity	<u>57,058</u>	<u>62,056</u>
	<u>\$ 109,423</u>	<u>\$ 112,442</u>

Approved on behalf of the board on September 22, 2022:

"William R. Johnstone"
William R. Johnstone, director

"Ken Ralfs"
Ken Ralfs, director

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

AMERICAN CRITICAL ELEMENTS INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS

FOR THE THREE MONTHS ENDED JULY 31, 2022 AND 2021

UNAUDITED
(Expressed in Canadian Dollars)

	Three months ended July 31	
	<u>2022</u>	<u>2021</u>
Expenses:		
General administration	\$ 2,298	\$ 2,400
Professional fees (Note 7)	1,500	2,417
Interest on short term loans (Note 9)	<u>479</u>	<u>101</u>
Other comprehensive income, net of tax:		
Change in unrealized gains and losses on available-for-sale financial assets	<u>(721)</u>	<u>(360)</u>
Loss and comprehensive loss for the period	<u>\$ (4,998)</u>	<u>\$ (5,278)</u>
Net loss per share - basic and diluted	<u>\$ -</u>	<u>\$ -</u>
Weighted average number of shares outstanding - basic and diluted	<u>7,811,754</u>	<u>7,611,754</u>

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AMERICAN CRITICAL ELEMENTS INC.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGE IN SHAREHOLDERS EQUITY

FOR THE THREE MONTHS ENDED JULY 31, 2022 AND 2021

UNAUDITED
(Expressed in Canadian Dollars)

	Common # Shares	Shares \$ Amount	Contributed Surplus	Accumulated Comp. loss	Deficit	Total Shareholders Equity
Balance April 30, 2021	7,611,754	\$ 1,671,969	\$ 138,250	\$ (23,041)	\$ (1,767,784)	\$ 19,394
Net loss for the period	-	-	-	(360)	(4,918)	(5,278)
Balance July 31, 2021	7,611,754	1,671,969	138,250	(23,401)	(1,772,702)	14,116
Issuance of shares for property	200,000	17,000	-	-	-	17,000
Net loss balance of year	-	-	-	180	(28,979)	(28,799)
Balance April 30, 2022	7,811,754	1,688,969	138,250	(23,221)	(1,801,681)	2,317
Net income (loss) for the period	-	-	-	(721)	(4,277)	(4,998)
Balance July 31, 2022	7,811,754	\$ 1,688,969	\$ 138,250	\$ (23,942)	\$ 1,805,958)	\$ (2,681)

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

AMERICAN CRITICAL ELEMENTS INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED JULY 31, 2022 AND 2021

UNAUDITED
(Expressed in Canadian Dollars)

	<u>2022</u>	<u>2021</u>
Cash was provided by (used in) the following activities:		
Operations:		
Net loss for the period	\$ (4,277)	\$ (4,918)
Items not requiring an outlay of cash:		
Net change in non-cash working capital		
balances related to operations <i>(Note 8)</i>	<u>1,686</u>	<u>(217)</u>
	<u>(2,591)</u>	<u>(5,135)</u>
Financing:		
Short term loans <i>(Note 10)</i>	<u>-</u>	<u>3,000</u>
Net change in cash during the period	(2,591)	(2,135)
Cash, beginning of period	<u>4,371</u>	<u>3,214</u>
Cash, end of period	<u>\$ 1,780</u>	<u>\$ 1,079</u>

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

AMERICAN CRITICAL ELEMENTS INC.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED JULY 31, 2022 AND 2021

UNAUDITED

(Expressed in Canadian Dollars)

1. Nature of Operations and Going Concern:

American Critical Elements Inc. (formerly Razore Rock Resources Inc.) is a public company incorporated under the laws of the Province of Ontario and its principal business activity is the exploration of its mineral properties. At July 31, 2022 the Company had working capital deficiency in the amount of \$46,934. (April 30, 2022 - \$42,657).

These unaudited condensed consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of operations, adverse conditions could cast doubt upon the validity of this assumption. In order to meet its corporate and administrative obligations for the coming year the Company will be required to raise funds through debt or equity financing's. Although the Company has been successful in raising funds in prior years through debt and equity financing's, there is no certainty that the Company will be successful in the future.

If the going concern assumption was not appropriate for these financial statements, then adjustments might be necessary to the carrying values of assets and liabilities, the reported loss and the balance sheet classifications used. These adjustments could be material.

The continued outbreak of the novel strain of coronavirus, specifically identified as "COVID 19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID 19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. The development of apparently safe and effective vaccines have had a positive effect on the outlook for ending the pandemic however, uptake of the vaccine is in its early stages. At the present time, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

2. Significant accounting policies:

(a) Statement of Compliance

These unaudited condensed consolidated interim financial statements have been prepared for the three months ended July 31, 2022, including comparative figures, in accordance with International Accounting Standard ("IFRS"), and in particular in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). They have been prepared using the accounting policies the Company expects to adopt in its consolidated financial statements as at and for the financial year ending April 30, 2023.

These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's April 30, 2022 year end audited consolidated financial statements prepared in accordance with IFRS.

Accounting Standards Issued but not yet Effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2022 or later periods. There are currently no new standards that are expected to have a material impact on the Company in the current year.

AMERICAN CRITICAL ELEMENTS INC.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED JULY 31, 2022 AND 2021

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3. Capital Management:

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and risks characteristic of the underlying resource assets. As a junior resource exploration company, the Company considers its capital structure to comprised only working capital. In order to maintain or adjust the capital structure, the Company may from time to time issue shares and adjust its capital spending to manage current and projected expenditure levels.

The Company has not paid or declared any dividends since the date of its incorporation, nor are any dividends contemplated in the foreseeable future.

The Company does not have any externally imposed capital requirements.

There were no changes in the Company's approach to capital management during the period.

4. Investments:

The Company has investments in Big Tree Carbon Inc. (formerly Aurcrest Gold Inc.) as follows:

	July 31,	April 30,
	<u>2022</u>	<u>2022</u>
18,000 shares of Big Tree Carbon Inc. (formerly Aurcrest Gold Inc.)	\$ <u>3,060</u>	\$ <u>3,781</u>

The fair market value of its investment as at July 31, 2022 is approximately \$3,060. These fair value through other comprehensive income ("FVTOCI") financial instruments have been adjusted to fair market value.

5. Exploration and evaluation assets

On October 9, 2019 the Company entered into an option agreement with True North Gems Inc. ("True North") to earn up to 70% working interest in the True Blue Property ("Property") in the Yukon Territory. The True Blue Property consists of 68 mining claims in the Ketzta-Seagull district of the Southern Yukon in the Watson Lake Mining District comprising 13.3 square kilometres. The Company can earn a 70% interest in the Property by incurring expenditures in the aggregate amount of \$300,000 over three years and issuing an aggregate of 600,000 common shares with 200,000 shares to be issued on closing (issued), a further 200,000 shares on or before November 30, 2020 (issued) and a further 200,000 shares on or before November 30, 2021 (issued). The exploration expenditure component was subsequently amended to extend the expenditure of the remaining \$250,000 to \$100,000 to be spent by the end of the 4th anniversary of the agreement with the balance to be spent by the 5th anniversary date. Consideration to be issued for the extension is 50,000 common shares of the Company (see Note 10).

If the Company earn its 70% interest, the parties will form a joint venture and contribute pro-rata to the further exploration and development of the Property. If a party is reduced to a 10% or less interest in the Property, that party's interest will be reduced to a 2% net smelter returns royalty with the right of the remaining party to acquire a 1% net smelter returns royalty at any time for the payment of \$1,000,000

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6. Share based payments:

The Company has a common share purchase option plan (the "Plan") for directors, officers, employees, and consultants. Options granted under the Plan generally have a five-year term. Options are granted at a price no lower than the market price of the common shares at the time of the grant.

No share based payments were made in the current quarter and no options are outstanding at the end of the quarter.

Warrants:

	Warrants outstanding and exercisable	Exercise price
Outstanding as at July 31, 2021 and July 31, 2022	<u>5,000,000</u>	<u>\$ 0.15</u>

The following table summarizes information about the warrants outstanding at July 31, 2022

Weighted. avge. Exercise Price		Whtd. avge. remaining contractual life in years	
\$ 0.15	<u>5,000,000</u>	<u>0.33</u>	

During the fiscal year ended April 30, 2022 the expiry date of the 5,000,000 warrants was extended for a further 1 year until December 8, 2022 at the same exercise price of \$0.15 per share, As the warrants had no value on issuance the change in the expiry date had no effect on valuation of the warrants.

7. Related party transactions and balances:

The Company's related parties consist of executive officers and directors

Related Party	Item	Three months ended July 31	
		2022	2021
Director	Legal fees charged to statement of loss	\$ -	\$ 407
	Amounts included in accounts payable related to above noted fees	\$ 19,721	\$ 8,333
	Temporary non-interest bearing, unsecured demand loans from directors and related parties	\$ -	\$ -
Key Management Personnel			
	Salaries and fees charged to statement of loss	\$ -	\$ -
	Share-based payments charged to statement of loss	\$ -	\$ -

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7. Related party transactions and balances (Continued):

The above transactions were in the normal course of operations and were measured at the exchange amount, which are the amounts agreed to by the related parties.

8. Supplemental cash flow information:

Net change in non-cash working capital:	July 31 <u>2022</u>	July 31 <u>2021</u>
H.S.T receivable	\$ (293)	\$ (318)
Accounts payable and accrued liabilities	<u>1,979</u>	<u>101</u>
	<u>\$ 1,686</u>	<u>\$ (217)</u>

9. Short-term loans payable:

As at the end of the last fiscal year ended April 30, 2022 the Company had obtained short term loans totaling \$19,000 from an arm's length party. These loans are due on demand, interest bearing at 10% per annum and is unsecured. Interest expense in the amount of \$479 is recorded for the current quarter (2021 - \$101). Interest payable in the amount of \$1,960 (April 30, 2022 - \$1,481) is recorded and included in Accounts payable and accrued liabilities.

10. Subsequent event:

After the end of the quarter, the exploration expenditure component of the property option agreement disclosed in Note 5 was amended to extend the expenditure of the remaining \$250,000 to \$100,000 to be spent by the end of the 4th anniversary of the agreement with the balance to be spent by the 5th anniversary date. Consideration to be issued for the extension is 50,000 common shares of the Company. The 50,000 shares were issued after quarter end.