



# Hemlo Explorers

**(formerly Canadian Orebodies Inc.)**

**Financial Statements**

**January 31, 2021 and 2020**

**(expressed in Canadian dollars)**

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To the Shareholders of Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.):

## Opinion

We have audited the financial statements of Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.) (the "Company"), which comprise the statements of financial position as at January 31, 2021 and January 31, 2020, and the statements of operations and comprehensive loss, cash flows, and changes in equity for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

## Basis for Opinion

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

## Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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

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

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

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

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

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Andrew Kevin Spidle.

Mississauga, Ontario

May 20, 2021

*MNP LLP*

Chartered Professional Accountants

Licensed Public Accountants

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)****Statements of Financial Position**

As at January 31, 2021 and 2020

(Expressed in Canadian dollars)

|   | 2021                | 2020              |
|---|---------------------|-------------------|
| <b>Assets</b>                                 |                     |                   |
| <b>Current assets</b>                         |                     |                   |
| Cash and cash equivalents ( <i>note 5</i> )   | \$ 3,385,944        | \$ 414,762        |
| Accounts receivable                           | 64,272              | 20,444            |
| Prepaid expenses                              | 22,529              | 9,968             |
| Exploration advances                          | -                   | 2,000             |
|   | 3,472,745           | 447,174           |
| <b>Non-Current assets</b>                     |                     |                   |
| Equipment, net ( <i>note 6</i> )              | 15,654              | -                 |
| Right of use asset, net ( <i>note 7</i> )     | 25,465              | -                 |
|   | 41,119              | -                 |
| <b>Total Assets</b>                           | <b>\$ 3,513,864</b> | <b>\$ 447,174</b> |
| <b>Liabilities</b>                            |                     |                   |
| <b>Current liabilities</b>                    |                     |                   |
| Accounts payable and accrued liabilities      | \$ 292,234          | \$ 67,413         |
| Lease liability - current ( <i>note 7</i> )   | 9,106               | -                 |
|   | 301,340             | 67,413            |
| <b>Non-Current liabilities</b>                |                     |                   |
| Lease liability - long term ( <i>note 7</i> ) | 16,378              | -                 |
|   | 317,718             | 67,413            |
| <b>Shareholders' Equity</b>                   |                     |                   |
| Share capital ( <i>note 9</i> )               | 33,154,766          | 29,197,027        |
| Contributed surplus ( <i>note 10</i> )        | 6,993,792           | 6,361,051         |
| Warrants ( <i>note 11</i> )                   | 604,200             | -                 |
| Accumulated deficit                           | (37,556,612)        | (35,178,317)      |
|   | 3,196,146           | 379,761           |
| <b>Total Equity and Liabilities</b>           | <b>\$ 3,513,864</b> | <b>\$ 447,174</b> |

The accompanying notes are an integral part of the financial statements.

On behalf of the Board:

Signed: "Brian Howlett"

Director

Signed: "Michael Leskovec"

Director

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)****Statements of Operations and Comprehensive Loss**

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

|  | 2021                  | 2020                  |
|--|-----------------------|-----------------------|
| <b>Expenses</b>  |                       |                       |
| Exploration expenditures <i>(note 8 and 15)</i>              | \$ 1,491,797          | \$ 1,468,183          |
| Share based compensation <i>(note 10 and 15)</i>             | 632,741               | -                     |
| Management and administrative services <i>(note 15)</i>      | 232,238               | 264,227               |
| Shareholder information                                      | 82,708                | 34,745                |
| Office and administration                                    | 72,434                | 71,470                |
| Professional and consulting fees                             | 64,731                | 46,521                |
| Depreciation and amortization <i>(note 6 and 7)</i>          | 4,641                 | -                     |
| Travel   | 420                   | 759                   |
| Interest expense <i>(note 7)</i>                             | 88                    | -                     |
| Premium on flow-through shares income <i>(note 13)</i>       | (197,000)             | (137,809)             |
| Interest income  | (6,503)               | (15,958)              |
| <b>Net loss and comprehensive loss for the year</b>          | <b>\$ (2,378,295)</b> | <b>\$ (1,732,138)</b> |
| <b>Basic and diluted net loss per share <i>(note 12)</i></b> | <b>\$ (0.10)</b>      | <b>\$ (0.10)</b>      |

The accompanying notes are an integral part of the financial statements.

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)****Statements of Cash Flows**

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

|  | 2021                  | 2020                  |
|--|-----------------------|-----------------------|
| <b>Operating Activities</b>  |                       |                       |
| <b>Net loss</b>  | <b>\$ (2,378,295)</b> | <b>\$ (1,732,138)</b> |
| Items not affecting cash and cash equivalents from operating activities: |                       |                       |
| Interest income  | (6,503)               | (15,958)              |
| Shares issued for mineral properties                                     | 229,500               | -                     |
| Share based compensation   | 632,741               | -                     |
| Depreciation and amortization  | 4,641                 | -                     |
| Accretion  | 88                    | -                     |
| Premium on flow-through shares income                                    | (197,000)             | (137,809)             |
| <b>Changes in non-cash working capital items</b>                         |                       |                       |
| Accounts receivable  | (43,828)              | 5,979                 |
| Prepaid expenses   | (12,561)              | (842)                 |
| Exploration advances   | 2,000                 | 31,670                |
| Accounts payable and accrued liabilities                                 | 224,821               | (22,001)              |
|  | <b>(1,544,396)</b>    | <b>(1,871,099)</b>    |
| <b>Financing Activities</b>  |                       |                       |
| Issue of common shares   | 4,674,000             | -                     |
| Share issue costs  | (144,561)             | -                     |
| Repayment of lease liability (note 7)                                    | (2,383)               | -                     |
|  | <b>4,527,056</b>      | <b>-</b>              |
| <b>Investing Activities</b>  |                       |                       |
| Interest income  | 6,503                 | 15,958                |
| Equipment purchases  | (17,981)              | -                     |
|  | <b>(11,478)</b>       | <b>15,958</b>         |
| <b>Net change in cash and cash equivalents</b>                           | <b>2,971,182</b>      | <b>(1,855,141)</b>    |
| <b>Cash and cash equivalents, beginning of year</b>                      | <b>414,762</b>        | <b>2,269,903</b>      |
| <b>Cash and cash equivalents, end of year</b>                            | <b>\$ 3,385,944</b>   | <b>\$ 414,762</b>     |
| <b>Supplementary cash flow information</b>                               |                       |                       |
| Shares issued for mineral properties                                     | \$ 229,500            | \$ -                  |
| Shares issued for share issue costs                                      | \$ 41,825             | \$ -                  |

The accompanying notes are an integral part of the financial statements.

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)**

**Statements of Changes in Equity**

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

|  | <u>Share Capital</u>    |                      | <u>Reserves</u>            |                   |                            | <u>Total</u>        |
|--|-------------------------|----------------------|----------------------------|-------------------|----------------------------|---------------------|
|  | <u>Number of shares</u> | <u>Amount</u>        | <u>Contributed surplus</u> | <u>Warrants</u>   | <u>Accumulated deficit</u> |                     |
| <b>Balance, January 31, 2019</b>                               | <b>17,966,150</b>       | <b>\$ 29,197,027</b> | <b>\$ 6,336,442</b>        | <b>\$ 24,609</b>  | <b>\$ (33,446,179)</b>     | <b>\$ 2,111,899</b> |
| Fair value of warrants expired                                 | -                       | -                    | 24,609                     | (24,609)          | -                          | -                   |
| Net loss and comprehensive loss for the year                   | -                       | -                    | -                          | -                 | (1,732,138)                | (1,732,138)         |
| <b>Balance, January 31, 2020</b>                               | <b>17,966,150</b>       | <b>\$ 29,197,027</b> | <b>\$ 6,361,051</b>        | <b>\$ -</b>       | <b>\$ (35,178,317)</b>     | <b>\$ 379,761</b>   |
| Private placements ( <i>note 9</i> )                           | 8,256,667               | 4,674,000            | -                          | -                 | -                          | 4,674,000           |
| Flow-through share premium ( <i>note 13</i> )                  | -                       | (197,000)            | -                          | -                 | -                          | (197,000)           |
| Value of private placements attributed to warrants             | -                       | (604,200)            | -                          | 604,200           | -                          | -                   |
| Cost of issue of private placements - cash ( <i>note 9</i> )   | -                       | (144,561)            | -                          | -                 | -                          | (144,561)           |
| Cost of issue of private placements - shares ( <i>note 9</i> ) | 51,006                  | -                    | -                          | -                 | -                          | -                   |
| Issued for mineral properties ( <i>note 8</i> )                | 850,000                 | 229,500              | -                          | -                 | -                          | 229,500             |
| Share-based compensation ( <i>note 10</i> )                    | -                       | -                    | 632,741                    | -                 | -                          | 632,741             |
| Net loss and comprehensive loss for the year                   | -                       | -                    | -                          | -                 | (2,378,295)                | (2,378,295)         |
| <b>Balance, January 31, 2021</b>                               | <b>27,123,823</b>       | <b>\$ 33,154,766</b> | <b>\$ 6,993,792</b>        | <b>\$ 604,200</b> | <b>\$ (37,556,612)</b>     | <b>\$ 3,196,146</b> |

The accompanying notes are an integral part of the financial statements.

## **Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)**

### **Notes to the Financial Statements**

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

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#### **1. Nature of Operations**

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Hemlo Explorers Inc. (the "Company"), formerly known as Canadian Orebodies Inc., was incorporated pursuant to the provision of the Business Corporations Act (of Alberta) on January 10, 2008 ("Inception Date"). On July 21, 2008, the Company was authorized to continue its operations from the jurisdiction of Alberta to Ontario. On May 20, 2020, the Company changed its name from Canadian Orebodies Inc. to Hemlo Explorers Inc. and consolidated its share capital on a three for one basis (note 9). Its principal business activity is the exploration of mineral properties. The address of the Company's registered office is 141 Adelaide Street West, Suite 301, Toronto, Ontario M5H 3L5. The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the cumulative expenditures on mineral properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete exploration and development, and upon future profitable production or proceeds from disposition of such properties.

In March 2020, the COVID-19 outbreak was declared a global pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy, capital markets and the Company's financial position cannot be reasonably estimated at this time. The Company is monitoring developments and will adapt its business plans accordingly. The actual and threatened spread of COVID-19 globally could adversely impact the Company's ability to carry out its plans and raise capital. To date, the Company's operations have been minimally impacted and the Company continues to be able to plan and carry out activities.

#### **2. Basis of Presentation and Statement of Compliance**

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These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

These financial statements have been prepared on the basis of a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business, and on a historical cost basis except for the revaluation of certain financial instruments. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The financial statements were approved by the Board of Directors on May 20, 2021.

#### **3. Significant Accounting Policies**

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##### **(a) Changes in accounting policies**

The Company did not adopt any new accounting policies during the year ended January 31, 2021.

##### **(b) Financial instruments**

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



## Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)

### Notes to the Financial Statements

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

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### 3. Significant Accounting Policies - continued

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#### (b) Financial instruments - continued

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

The new hedge accounting guidance aligns hedge accounting more closely with an entity's risk management objectives and strategies. IFRS 9 does not fundamentally change the types of hedging relationships or the requirement to measure and recognize ineffectiveness; however, it allows more hedging strategies used for risk management to qualify for hedge accounting and introduces more judgement to assess the effectiveness of a hedging relationship, primarily from a qualitative standpoint.

Below is a summary showing the classification and measurement basis of the Company's financial instruments.

| <b>Classification</b>                    | <b>IFRS 9</b>  |
|--|----------------|
| Cash and cash equivalents                | FVTPL          |
| Accounts receivable                      | Amortized cost |
| Accounts payable and accrued liabilities | Amortized cost |

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#### Financial assets

Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

##### *Financial assets recorded at FVTPL*

Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or FVTOCI. Gains or losses on these items are recognized in profit or loss. The Company's cash and cash equivalents are classified as financial assets measured at FVTPL.

##### *Amortized cost*

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at FVTPL: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent "solely payments of principal and interest". The Company's accounts receivable, excluding HST, are classified as financial assets measured at amortized cost.

## **Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)**

### **Notes to the Financial Statements**

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

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### **3. Significant Accounting Policies - continued**

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#### **(b) Financial instruments - continued**

##### **Financial liabilities**

Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

##### *Amortized cost*

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination. The Company's accounts payable and accrued liabilities does not fall into any of the exemptions and are therefore classified as measured at amortized cost.

##### *Financial liabilities recorded at FVTPL*

Financial liabilities are classified as FVTPL if they fall into one of the five exemptions detailed above.

##### **Transaction costs**

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

##### **Subsequent measurement**

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

##### **Derecognition**

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

##### **Expected credit loss impairment model**

IFRS 9 introduced a single expected credit loss impairment model, which is based on changes in credit quality since initial application. At the date of the financial statements, the Company has no expected credit loss ("ECL") associated with its financial assets.

## **Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)**

### **Notes to the Financial Statements**

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

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### **3. Significant Accounting Policies - continued**

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#### ***(b) Financial instruments - continued***

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

#### **Fair value hierarchy**

The Company classifies its financial instruments according to a three level hierarchy that reflects the significance of the inputs used in making the fair value measurements. The three levels of fair value hierarchy are as follows:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
- Level 3 - Inputs for assets or liabilities that are not based on observable market data.

Cash and cash equivalents are classified within level 1 of the fair value hierarchy.

#### ***(c) Mineral properties and exploration expenditures***

The Company expenses all costs relating to the acquisition of, exploration for and development of mineral claims and credits all revenues received against the exploration expenditures. Such costs include, but are not limited to geological, geophysical studies, exploratory drilling and sampling.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized; this includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

#### ***(d) Income taxes***

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

## **Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)**

### **Notes to the Financial Statements**

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

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### **3. Significant Accounting Policies - continued**

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#### **(d) Income taxes - continued**

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

#### **(e) Flow-through shares**

The Company will from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenditures being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resources property exploration expenditures. The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

#### **(f) Share issue costs**

Costs incurred for the issue of common shares and warrants are deducted from share capital and warrants respectively.

#### **(g) Share-based payment transactions**

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

## **Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)**

### **Notes to the Financial Statements**

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

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### **3. Significant Accounting Policies - continued**

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#### **(g) Share-based payment transactions - continued**

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

#### **(h) Asset retirement obligation**

The operations of the Company are subject to regulations governing the environment, including future site restoration costs for mineral properties. The Company recognizes the fair value of a liability for an asset retirement obligation in the period in which it is incurred when a reasonable estimate of fair value can be made. If a reasonable estimate of fair value cannot be made in the period the asset retirement obligation is incurred, the liability is recognized when a reasonable estimate of fair value can be made.

The Company has determined that there are no asset retirement obligations or any other environmental obligations with respect to its mineral properties, and therefore no liability has been recognized in these financial statements.

#### **(i) Earnings (loss) per share**

Basic earnings (loss) per share is calculated using the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is computed using the treasury stock method. Stock options and warrants outstanding are not included in the computation of diluted earnings (loss) per share if their inclusion would be anti dilutive.

### **4. Critical Accounting Estimates and Significant Judgements**

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The preparation of these financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. The financial statements include judgments and estimates which, by their nature, are uncertain, and actual outcomes could differ. The impacts of such judgments and estimates are pervasive throughout the 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 also in future periods when the revision affects both current and future periods.

The preparation of these financial statements required the following critical accounting estimates and significant judgments:

- (i) The calculation of the fair value of warrants and stock options requires the use of estimates of inputs in the Black-Scholes option pricing model (notes 10 and 11).

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)****Notes to the Financial Statements**

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

**4. Critical Accounting Estimates and Significant Judgements - continued**

- (ii) Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

**5. Cash and Cash Equivalents**

Cash and cash equivalents include money market instruments which are readily convertible into cash or have maturities at the date of purchase of less than ninety days.

|                                   | January 31,<br>2021 | January 31,<br>2020 |
|-----------------------------------|---------------------|---------------------|
| Cash                              | \$ 188,296          | \$ 123,617          |
| GICs and money market instruments | 3,197,648           | 291,145             |
| <b>Cash and cash equivalents</b>  | <b>\$ 3,385,944</b> | <b>\$ 414,762</b>   |

**6. Equipment**

|                                    | Exploration<br>Equipment | Office &<br>Computers | Total             |
|------------------------------------|--------------------------|-----------------------|-------------------|
| <b>Cost</b>                        |                          |                       |                   |
| Balance, January 31, 2019 and 2020 | \$ -                     | \$ -                  | \$ -              |
| Additions                          | 11,804                   | 6,177                 | 17,981            |
| <b>Balance, January 31, 2021</b>   | <b>\$ 11,804</b>         | <b>\$ 6,177</b>       | <b>\$ 17,981</b>  |
| <b>Accumulated depreciation</b>    |                          |                       |                   |
| Balance, January 31, 2019 and 2020 | \$ -                     | \$ -                  | \$ -              |
| Depreciation expense               | (1,328)                  | (999)                 | (2,327)           |
| <b>Balance, January 31, 2021</b>   | <b>\$ (1,328)</b>        | <b>\$ (999)</b>       | <b>\$ (2,327)</b> |
| <b>Net book value</b>              |                          |                       |                   |
| Balance, January 31, 2019 and 2020 | \$ -                     | \$ -                  | \$ -              |
| <b>Balance, January 31, 2021</b>   | <b>\$ 10,476</b>         | <b>\$ 5,178</b>       | <b>\$ 15,654</b>  |

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)****Notes to the Financial Statements**

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**7. Leases and Right of Use**

The following table summarizes the Company's lease liabilities:

|                                   | 2021          | 2020 |
|-----------------------------------|---------------|------|
| <b>Balance, beginning of year</b> | -             | -    |
| Additions                         | 27,779        | -    |
| Accretion of interest             | 88            | -    |
| Payments                          | (2,383)       | -    |
| <b>Balance, end of year</b>       | <b>25,484</b> | -    |
| Current                           | 9,106         | -    |
| Non-current                       | 16,378        | -    |
| <b>Total lease liabilities</b>    | <b>25,484</b> | -    |

The Company's lease contract, which is for a vehicle, requires monthly payments of \$794.24 plus HST until November 16, 2023. The following table summarizes the Company's right-of-use asset:

|                                   | 2021          | 2020 |
|-----------------------------------|---------------|------|
| <b>Balance, beginning of year</b> | -             | -    |
| Additions                         | 27,779        | -    |
| Depreciation                      | (2,314)       | -    |
| <b>Balance, end of year</b>       | <b>25,465</b> | -    |

**8. Mineral Properties and Exploration Expenditures**

The total cumulative expenditures, net of recoveries, on each property in the Company's mineral property portfolio are as follows:

|                         | North Limb          | Pic                 | Hemlo West        | Belcher<br>Islands &<br>Other | Total                |
|-------------------------|---------------------|---------------------|-------------------|-------------------------------|----------------------|
| <b>January 31, 2019</b> | <b>\$ 936,690</b>   | <b>\$ 4,850,889</b> | <b>\$ -</b>       | <b>\$ 14,208,520</b>          | <b>\$ 19,996,099</b> |
| Expenditures            | 2,859               | 1,460,746           | -                 | 4,578                         | 1,468,183            |
| <b>January 31, 2020</b> | <b>\$ 939,549</b>   | <b>\$ 6,311,635</b> | <b>\$ -</b>       | <b>\$ 14,213,098</b>          | <b>\$ 21,464,282</b> |
| Expenditures            | 670,650             | 611,621             | 204,622           | 4,904                         | 1,491,797            |
| <b>January 31, 2021</b> | <b>\$ 1,610,199</b> | <b>\$ 6,923,256</b> | <b>\$ 204,622</b> | <b>\$ 14,218,002</b>          | <b>\$ 22,956,079</b> |

**North Limb Project**

On May 24, 2016, the Company purchased a 100% interest in 135 claim units comprising 2,160 hectares approximately 40 kilometers northeast of Marathon, Ontario. As consideration, the Company paid a total of \$25,000 in cash and issued 41,666 common shares valued at \$25,000. In addition, the vendors retain a 1% Net Smelter Return ("NSR") royalty on the purchased claims.

In addition to the purchased claims, the Company staked 303 claim units totaling 4,848 hectares. In April 2018, the Company's 438 claim units converted to a total of 589 mining claim cells.

## **Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)**

### **Notes to the Financial Statements**

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## **8. Mineral Properties and Exploration Expenditures - continued**

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### **North Limb Project - continued**

On May 8, 2020, the Company closed the purchase of the Hemlo West and North Hemlo properties (collectively, the "Properties") from O3 Mining Inc. ("O3"). At closing, the Company issued 850,000 common shares to O3, valued at \$229,500. The North Hemlo property added 64 mining claim cells to the North Limb Project. If in the future the Company publishes a feasibility study in respect of the Properties that contains at least 2,000,000 ounces of gold categorized as Probable Mineral Reserves, Proven Mineral Reserves or a combination thereof, then the Company shall pay a discovery bonus of \$1,000,000 (in cash or shares, at the election of the Company) to O3 within ten days of such publication.

### **Pic Project**

#### *Staked Claims*

In addition to the option and property purchases described below, the Company has staked 985 mining claim cells that form a portion of the Pic Project.

#### *Wire Lake Property*

On October 7, 2016, the Company entered into an option agreement with All-Terrain Track Sales & Services Ltd. ("ATTSS") to acquire a 100% interest in 251 claim units (now 866 claim cells) comprising 4,047 hectares approximately 15 kilometers northeast of Marathon, Ontario. On signing, the Company paid \$40,000 in cash and issued 26,042 common shares valued at \$25,000. The option agreement calls for the Company to make additional cash payments to ATTSS totaling \$550,000 over the following five anniversary dates of the option agreement as detailed below:

- (i) 2017 - \$100,000; (paid)
- (ii) 2018 - \$100,000; (paid)
- (iii) 2019 - \$100,000; (paid)
- (iv) 2020 - \$150,000; (paid) and
- (v) 2021 - \$100,000.

ATTSS may elect to receive payment in common shares of the Company in lieu of cash at their discretion. Upon completion of the option agreement, the Company will grant ATTSS a 2% NSR royalty, one-half of which may be bought back for a lump sum payment of \$1,000,000.

#### *Black Raven Property*

On April 23, 2017, the Company entered into an acquisition agreement (the "Acquisition Agreement") with StrikePoint Gold Inc. ("StrikePoint") to acquire a 100% interest in 415 claim units (now 576 claim cells) (the "Black Raven Property") totaling 6,640 hectares located adjacent to the Company's Wire Lake Property. Pursuant to the Acquisition Agreement, the Company paid \$15,000 cash on signing, and issued 416,667 common shares valued at \$587,500. Additionally, the Company issued 83,333 share purchase warrants, valued at \$40,025, entitling StrikePoint to acquire up to 83,333 common shares at a price of \$1.89 per share for a period of 12 months.



## **Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)**

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## **8. Mineral Properties and Exploration Expenditures - continued**

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### **Pic Project - continued**

In conjunction with the Acquisition Agreement, on April 23, 2017 the Company executed a termination and assumption agreement (the "Termination and Assumption Agreement") with the underlying optionors of the Black Raven Property in order to terminate the underlying option agreement, discharge a future milestone payment and assume the underlying royalty obligations. The Termination and Assumption Agreement called for the Company to issue 66,667 common shares on signing to the Optionors, valued at \$94,000, and assume a 2.5% NSR royalty. The royalty agreement provides that 1.5% of the NSR royalty may be bought back by the Company at any time upon payment of \$1,500,000, or in increments of 0.5% NSR royalty for \$500,000 each.

### *Goodchild Property*

On February 20, 2018, the Company purchased the Goodchild Lake mining property (the "Goodchild Property") from the court-appointed receiver of Century Mining Corporation ("Century") for a cash payment of \$40,000, the assumption of Century's three percent (3%) net smelter returns royalty obligations in respect of the Goodchild Property and the payment of a portion of the receiver's expenses associated with the transaction. In connection with the purchase, the Company also entered into an agreement with Teck Resources Limited ("Teck") to terminate certain rights Teck had in relation to the Goodchild Property in exchange for the granting to Teck of a one-half of one percent (0.5%) net smelter returns royalty in respect of the Goodchild Property. The Company also entered into an agreement with the existing net smelter returns royalty holders on the Goodchild Property to vary the terms on which the royalty may be bought down. In exchange for the issuance of 13,333 shares of the Company, valued at \$12,000, the Company obtained the right to purchase up to two-thirds of the royalty for \$1,500,000.

### *Benton Property*

On August 16, 2018, the Company completed the acquisition of the "Goodchild Lake" mining claims (the "Benton Property") from Benton Resources Inc. ("Benton"). The Benton Property consists of 31 claim cells totaling approximately 500 hectares, and covers a prospective trend adjacent to the northwest portion of the Company's 100% owned Black Raven Property. As consideration for the purchase, the Company issued Benton 33,333 common shares in the capital stock of the Company valued at \$27,000 and granted Benton a 1.5% net smelter returns royalty ("NSR"). The Company will have the option to buy-down 50% of the NSR at any time for the sum of \$750,000.

### **Hemlo West Project**

On May 8, 2020, the Company closed the purchase of the Hemlo West and North Hemlo properties (collectively, the "Properties") from O3 Mining Inc. ("O3"). The Hemlo West Project consists of 350 mining claim cells located approximately 10 kilometres east of Marathon, Ontario. If in the future the Company publishes a feasibility study in respect of the Properties that contains at least 2,000,000 ounces of gold categorized as Probable Mineral Reserves, Proven Mineral Reserves or a combination thereof, then the Company shall pay a discovery bonus of \$1,000,000 (in cash or shares, at the election of the Company) to O3 within ten days of such publication.

## **Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)**

### **Notes to the Financial Statements**

For the years ended January 31, 2021 and 2020

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## **8. Mineral Properties and Exploration Expenditures - continued**

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### **Belcher Islands Iron Project**

On February 14, 2011, the Company entered into a non-arm's length Purchase Agreement (the "Agreement") to acquire up to a 100% legal and beneficial interest in the Inuit Owned Lands Mineral Exploration Agreement (the "NTI Agreement") with Nunavut Tunngavik Incorporated ("NTI") which covers the Haig Inlet Iron Project with an area of approximately 1,226 hectares,

located on the Belcher Islands, Nunavut, Canada (the "Property"). The Company now holds a 100% interest in the NTI Agreement and the vendors retain a 3% gross overriding royalty, of which one-third can be purchased by the Company for a maximum of \$3,000,000. In addition to the lands acquired under the Agreement, the Company staked 29 claims covering 21,816 hectares of Municipal Land.

### **Hawkins Property Royalty Interest**

The Company has a 0.5% NSR royalty on the Hawkins property, which covers 1,536 hectares located in the Hawkins and Walls Townships. The Hawkins property is owned by Pavey Ark Minerals Inc. and under option to E2Gold Inc.

## **9. Share Capital**

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### **Authorized share capital**

On March 3, 2020, the Company closed a non-brokered private placement that raised aggregate gross proceeds of \$1,174,000 through the sale of 1,640,000 common shares (the "Shares") at a price of \$0.30 per Share, 283,333 flow-through common shares (the "FT Shares") at a price of \$0.36 per FT Share, and 1,333,334 flow-through common shares (the "Premium FT Shares") at a price of \$0.435 per Premium FT Share. The Company paid cash finders' fees of \$13,140 and other issuance costs of \$11,565 in connection with the financing.

On May 8, 2020, the Company issued 850,000 common shares valued at \$229,500 in consideration for the purchase of the Hemlo West and North Hemlo properties from O3 Mining Inc.

On May 20, 2020, the Company consolidated its share capital on a three for one basis.

On August 25, 2020, the Company closed a non-brokered private placement that raised aggregate gross proceeds of \$3,500,000 through the sale of 5,000,000 units (the "Units") at a price of \$0.70 per Unit. Each Unit was comprised of one common share and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to acquire one common share at a price of \$1.20 until February 25, 2022, subject to certain accelerated expiry terms (note 11). The Company paid issuance costs of \$34,715, cash finders' fees of \$85,142 and issued 51,006 common shares valued at \$41,825 as compensation in connection with the financing.

## **Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)**

### **Notes to the Financial Statements**

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

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#### **9. Share Capital - continued**

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At January 31, 2021, the authorized share capital consisted of an unlimited number of common shares and the issued share capital amounted to 27,123,823 common shares for \$33,154,766. The common shares do not have a par value. All issued shares are fully paid. All references to outstanding common shares, options, and warrants are presented on a post-consolidation basis after giving effect to the share consolidation on May 20, 2020.

##### **Exercise of Warrants**

During the years ended January 31, 2021 and 2020, no share purchase warrants were exercised.

#### **10. Share Options**

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The Company has a Share Option Plan (the "Plan") under which it is authorized to grant options to purchase common shares of the Company to directors, senior officers, employees and/or consultants of the Company. The aggregate number of shares of the Company which may be issued and sold under the Plan will not exceed 10% of the total number of common shares issued and outstanding from time to time. Share options are granted with a maximum term of five years with vesting requirements at the discretion of the Board of Directors.

The Company records a charge to the statements of operations and comprehensive loss using the Black-Scholes fair valuation option pricing model with respect to a share option grant. The valuation is dependent on a number of estimates, including the risk-free interest rate, the level of share volatility, together with an estimate of the level of forfeiture. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable measure of the fair value of the Company's share purchase options.

On March 9, 2020, the Company granted 505,000 share options to directors, officers, and consultants of the Company, vesting immediately, and exercisable at \$0.30 per share for a period of five years from the date of issuance. The value ascribed to the 505,000 share options granted was estimated at \$88,325 using the Black-Scholes model for option pricing. The assumptions used to determine the value were: stock price - \$0.24; expected dividend yield - 0%; weighted expected volatility - 103.53%; risk-free interest rate - 0.53% and an expected life of 5 years.

On May 19, 2020, the Company granted an aggregate of 100,000 share options to employees and consultants of the Company, vesting immediately, and exercisable at \$0.45 per share for a period of five years from the date of issuance. The value ascribed to the 100,000 share options granted was estimated at \$30,600 using the Black-Scholes model for option pricing. The assumptions used to determine the value were: stock price - \$0.405; expected dividend yield - 0%; weighted expected volatility - 106.31%; risk-free interest rate - 0.42% and an expected life of 5 years.

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)****Notes to the Financial Statements**

For the years ended January 31, 2021 and 2020

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**10. Share Options - continued**

On October 5, 2020, the Company granted an aggregate of 825,000 share options to directors, officers, employees and consultants of the Company, vesting immediately, and exercisable at \$0.80 per share for a period of five years from the date of issuance. The value ascribed to the 825,000 share options granted was estimated at \$446,985 using the Black-Scholes model for option pricing. The assumptions used to determine the value were: stock price - \$0.70; expected dividend yield - 0%; weighted expected volatility - 111.28%; risk-free interest rate - 0.37% and an expected life of 5 years.

On October 27, 2020, the Company granted an aggregate of 60,000 share options to a director of the Company, vesting immediately, and exercisable at \$0.80 per share for a period of five years from the date of issuance. The value ascribed to the 60,000 share options granted was estimated at \$27,696 using the Black-Scholes model for option pricing. The assumptions used to determine the value were: stock price - \$0.61; expected dividend yield - 0%; weighted expected volatility - 110.89%; risk-free interest rate - 0.37% and an expected life of 5 years.

On November 17, 2020, the Company granted 75,000 share options to an employee of the Company, vesting immediately, and exercisable at \$0.80 per share for a period of five years from the date of issuance. The value ascribed to the 75,000 share options granted was estimated at \$39,135 using the Black-Scholes model for option pricing. The assumptions used to determine the value were: stock price - \$0.68; expected dividend yield - 0%; weighted expected volatility - 110.43%; risk-free interest rate - 0.43% and an expected life of 5 years.

The following table reflects the continuity of share options for the years ended January 31, 2020 and 2021:

|                                  | <b>Options</b>   | <b>Weighted avg.<br/>exercise price</b> |
|----------------------------------|------------------|---|
| Balance, January 31, 2019        | 1,424,167        | \$ 0.72                                 |
| Balance, January 31, 2020        | 1,424,167        | \$ 0.72                                 |
| Granted                          | 1,565,000        | 0.62                                    |
| Expired                          | (287,500)        | 0.69                                    |
| <b>Balance, January 31, 2021</b> | <b>2,701,667</b> | <b>\$ 0.67</b>                          |

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)****Notes to the Financial Statements**

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**10. Share Options - continued**

The following table reflects the actual share options issued, exercisable, and outstanding as at January 31, 2021.

| <b>Expiry date</b> | <b>Options</b>   | <b>Exercise price</b> |
|--------------------|------------------|-----------------------|
| June 1, 2021       | 433,334          | \$ 0.60               |
| February 3, 2022   | 603,333          | 0.75                  |
| April 11, 2022     | 66,667           | 1.41                  |
| July 4, 2023       | 33,333           | 0.84                  |
| March 9, 2025      | 505,000          | 0.30                  |
| May 19, 2025       | 100,000          | 0.45                  |
| October 5, 2025    | 825,000          | 0.80                  |
| October 23, 2025   | 60,000           | 0.80                  |
| November 17, 2025  | 75,000           | 0.80                  |
|                    | <b>2,701,667</b> | <b>\$ 0.67</b>        |

**11. Warrants**

The table below reflects the continuity of warrants for the years ended January 31, 2020 and 2021:

|                                  | <b>Number of warrants</b> | <b>Allocated value</b> |
|----------------------------------|---------------------------|------------------------|
| Balance, January 31, 2019        | 71,571                    | \$ 24,609              |
| Expired                          | (71,571)                  | (24,609)               |
| Balance, January 31, 2020        | -                         | \$ -                   |
| Issued                           | 2,500,000                 | 604,200                |
| <b>Balance, January 31, 2021</b> | <b>2,500,000</b>          | <b>\$ 604,200</b>      |

The exercise price and expiry date of the warrants outstanding as at January 31, 2021 are as follows:

| <b>Expiry Date</b> | <b>Type</b> | <b>Number</b> | <b>Exercise Price</b> |
|--------------------|-------------|---------------|-----------------------|
| February 25, 2022  | Warrants    | 2,500,000     | \$ 1.20               |

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)****Notes to the Financial Statements**

For the years ended January 31, 2021 and 2020

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**12. Loss Per Common Share**

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The following table sets forth the computation of basic and diluted loss per share for the years ended January 31, 2021 and 2020:

|   | <b>2021</b>      | <b>2020</b>      |
|---|------------------|------------------|
| Loss attributable to<br>common shareholders                       | \$ (2,378,295)   | \$ (1,732,138)   |
| Weighted-average common shares<br>outstanding - basic and diluted | 23,754,775       | 17,966,150       |
| <b>Basic and diluted loss<br/>per common share</b>                | <b>\$ (0.10)</b> | <b>\$ (0.10)</b> |

Diluted loss per share does not include the effect of share options and warrants outstanding if their effect is anti-dilutive.

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**13. Deferred Premium on Flow-through Shares**

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To the extent that the Company issues common shares to subscribers on a flow-through basis at a premium to the market value of non-flow-through common shares, any such premium is recorded as a liability on the Company's statement of financial position at the time of subscription. This liability is reduced, on a pro-rata basis, as the Company fulfills its expenditure renunciation obligation associated with such flow-through share issuances, with an offsetting amount recognized as income.

|  |                   |
|--|-------------------|
| <b>Balance, January 31, 2019</b>               | <b>\$ 137,809</b> |
| Premium recognized in loss from operations     | (137,809)         |
| <b>Balance, January 31, 2020</b>               | <b>\$ -</b>       |
| Flow-through financing premium - March 3, 2020 | 197,000           |
| Premium recognized in loss from operations     | (197,000)         |
| <b>Balance, January 31, 2021</b>               | <b>\$ -</b>       |

As at January 31, 2021, the Company had no flow-through expenditure obligations.

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)****Notes to the Financial Statements**

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**14. Income Taxes**

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% (2020 - 26.5%) to the effective tax rate is as follows:

|  | 2021           | 2020           |
|--|----------------|----------------|
| Net income (loss) before recovery of income taxes    | \$ (2,378,295) | \$ (1,732,138) |
| Expected income tax (recovery) expense               | (630,250)      | (459,020)      |
| Share based compensation and non-deductible expenses | 169,020        | -              |
| Share issuance booked through equity                 | (49,390)       | -              |
| Flow-through share premium                           | (52,210)       | (36,520)       |
| Renunciation of flow-through expenditures            | 180,730        | 209,790        |
| Change in tax benefits not recognized                | 382,100        | 285,750        |
| Income tax (recovery) expense                        | -              | -              |

The following table summarizes the components of deferred tax:

|                                   | 2021     | 2020 |
|-----------------------------------|----------|------|
| <b>Deferred Tax Assets</b>        |          |      |
| Capital lease obligation          | \$ 6,750 | \$ - |
| <b>Subtotal of Assets</b>         | 6,750    | -    |
| <b>Deferred Tax Liabilities</b>   |          |      |
| Right of use assets               | (6,750)  | -    |
| <b>Subtotal of Liabilities</b>    | (6,750)  | -    |
| <b>Net deferred tax liability</b> | \$ -     | \$ - |

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

|                                      | 2021         | 2020         |
|--------------------------------------|--------------|--------------|
| Operating tax losses carried forward | \$ 8,387,040 | \$ 7,836,930 |
| Capital losses carried forward       | 111,840      | 55,920       |
| Resource pools - mineral properties  | 17,456,180   | 16,646,390   |
| Mining tax credits                   | 510,880      | 510,880      |
| Share issuance costs                 | 199,020      | 119,270      |
| Property, plant, and equipment       | 4,660        | 2,460        |

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)****Notes to the Financial Statements**

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**14. Income Taxes - continued**

The operating tax loss carry forwards expire as noted in the table below. The capital loss carry forward may be carried forward indefinitely, but can only be used to reduce capital gains. Investment tax credits expire from 2023-2033. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

The Company's Canadian non-capital income tax losses expire as follows:

| <b>Year</b>  | <b>Amount</b> | <b>Year</b> | <b>Amount</b>       |
|--------------|---------------|-------------|---------------------|
| 2029         | \$ 67,900     | 2036        | \$ 633,400          |
| 2030         | 79,740        | 2037        | 775,540             |
| 2031         | 67,900        | 2038        | 738,710             |
| 2032         | 953,130       | 2039        | 692,880             |
| 2033         | 1,241,970     | 2040        | 954,280             |
| 2034         | 864,550       | 2041        | 550,120             |
| 2035         | 766,920       |             |                     |
| <b>Total</b> |               |             | <b>\$ 8,387,040</b> |

**15. Related Party Transactions and Balances****(a) Director and executive management compensation**

Directors and executive management's compensation for the years ended January 31, 2021 and 2020 consisted of the following:

|                             | <b>2021</b>       | <b>2020</b>       |
|-----------------------------|-------------------|-------------------|
| Salary                      | \$ 152,491        | \$ 258,829        |
| Consulting fees             | 70,425            | 7,800             |
| Employment benefits         | 5,823             | 5,398             |
| Fair value of stock options | 377,130           | -                 |
|                             | <b>\$ 605,869</b> | <b>\$ 272,027</b> |

Directors and executive management received the following stock options during the year ended January 31, 2021:

| <b>Expiry date</b> | <b>Number of options</b> | <b>Exercise price</b> | <b>Stock price at grant</b> | <b>Risk-free interest rate</b> | <b>Expected life</b> | <b>Volatility factor</b> | <b>Fair value</b> |
|--------------------|--------------------------|-----------------------|-----------------------------|--------------------------------|----------------------|--------------------------|-------------------|
| March 9, 2025      | 480,000                  | \$ 0.30               | \$ 0.24                     | 0.53 %                         | 5.0                  | 104 %                    | \$ 0.175          |
| October 5, 2025    | 490,000                  | \$ 0.80               | \$ 0.70                     | 0.37 %                         | 5.0                  | 111 %                    | \$ 0.542          |
| October 23, 2025   | 60,000                   | \$ 0.80               | \$ 0.61                     | 0.37 %                         | 5.0                  | 111 %                    | \$ 0.462          |



## Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)

### Notes to the Financial Statements

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## 15. Related Party Transactions and Balances - continued

### (b) Director and executive management transactions

The aggregate value of transactions and outstanding balances relating to entities over which directors and executive management have control or significant influence were as follows:

| Account                                | Note | Transaction value   |                 | Balance outstanding |             |
|--|------|---------------------|-----------------|---------------------|-------------|
|  |      | Year ended Jan. 31, |                 | as at Jan. 31,      |             |
|  |      | 2021                | 2020            | 2021                | 2020        |
| Management and administrative services | (i)  | \$ 65,625           | \$ -            | \$ -                | \$ -        |
| Exploration expenditures               | (ii) | 4,800               | 7,800           | -                   | -           |
|  |      | <b>\$ 70,425</b>    | <b>\$ 7,800</b> | <b>\$ -</b>         | <b>\$ -</b> |

- (i) The Company paid consulting fees to Brian Michael Howlett & Associates Inc., a corporation controlled by Brian Howlett, the Company's CEO and a member of the Board of Directors.
- (ii) The Company paid geological consulting fees to Harvey Holdings Inc., a corporation controlled by John Harvey, a member of the Board of Directors.

## 16. Capital Risk Management

The Company's capital is composed of shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended January 31, 2021. The Company is not subject to externally imposed capital requirements.

### Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below.

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)**

**Notes to the Financial Statements**

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

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**16. Capital Risk Management - continued**

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**Financial risk factors - continued**

**(a) Credit risk**

The Company's credit risk is primarily attributable to accounts receivable which consist primarily of Harmonized Sales Tax receivable. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to financial instruments included in accounts receivable is remote.

**(b) Liquidity risk**

The Company is currently in the exploration stage and has not commenced commercial operations. As at the date of issue of these financial statements, the Company had an accumulated deficit of \$37,556,612. As at January 31, 2021, the Company was not yet generating operating cash flows, but had working capital of \$3,171,405 (January 31, 2020: \$ 379,761). Within this amount, it had a cash balance of \$3,385,944 (January 31, 2020: \$ 414,762) to settle current liabilities of \$301,340 (January 31, 2020: \$ 67,413).

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to fund its liabilities as they become due. All of the Company's financial liabilities have contractual maturities of less than 60 days and are subject to normal trade terms. The Company may be required to obtain additional capital to continue its progress toward recovering the amount expended on its mineral properties, and although success in this regard is not assured, management is of the opinion that additional capital can be raised as required for the foreseeable future.

**(c) Market risk**

**(i) Interest rate risk**

The Company has cash balances and no interest-bearing debt. Interest rate risk is remote.

**(ii) Price risk**

The Company is indirectly exposed to price risk with respect to the price of both precious and base metals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. Price risk is remote since the Company is not a producing entity. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

**(d) Fair Value**

The fair values of the Company's cash and cash equivalents, accounts receivable and accounts payable approximate their carrying values because of the short term-nature of these instruments.

**Hemlo Explorers Inc. (formerly Canadian Orebodies Inc.)**

**Notes to the Financial Statements**

For the years ended January 31, 2021 and 2020

(Expressed in Canadian dollars)

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**16. Capital Risk Management - continued**

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**Financial risk factors - continued**

**(e) *Sensitivity analysis***

Based on management's knowledge and experience of the financial markets, the Company believes a 50% change in equity prices is "reasonably possible" over a twelve month period. As at January 31, 2021, the Company held no marketable securities and as such net income (loss) would not be impacted by such moves in equity prices.