JAMES BAY RESOURCES LIMITED

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

JAMES BAY RESOURCES LIMITED

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2021 AND 2020

Independent Auditor's Report

To the Shareholders of James Bay Resources Limited:

Opinion

We have audited the consolidated financial statements of James Bay Resources Limited (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2021 and December 31, 2020, and the consolidated statements of income (loss) and comprehensive income (loss), changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2021 and December 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 Consolidated 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 consolidated 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company had a working capital deficiency and an accumulated deficit as at December 31, 2021, which has been funded primarily by the issuance of equity and debt. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

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

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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 Consolidated Financial Statements

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

In preparing the consolidated 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 Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 Patrycja Anna Kajda.

MNP LLP

Mississauga, Ontario
April 27, 2022

Chartered Professional Accountants
Licensed Public Accountants

MNP

JAMES BAY RESOURCES LIMITED
Consolidated Statements of Financial Position
Expressed in Canadian dollars
As at

	December 31, 2021 $	December 31, 2020 $
ASSETS		
Current assets		
Cash	30,520	55,663
Prepaid expenses	6,427	6,684
Amounts receivable	11,750	15,093
Total current assets	48,697	77,440
Equipment (Note 7)	12,938	82,901
Investment in Cerrado Gold Inc. (Note 8)	3,585,489	25,020
Total non-current assets	3,598,427	107,921
Total assets	3,647,124	185,361
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 9, 18)	1,428,366	897,194
Shareholder loan (Note 11)	255,317	238,538
Current portion of lease payable (Note 10)	-	77,551
Canada emergency business account loan (Note 12)	60,000	-
Total current liabilities	1,743,683	1,213,283
Non-current		
Canada emergency business account loan (Note 12)	-	49,116
Total non-current liabilities	-	49,116
Total liabilities	1,743,683	1,262,399
SHAREHOLDER'S EQUITY		
Share capital (Note 13)	18,378,620	18,209,835
Warrants reserve (Note 15)	178,781	54,027
Share based payment reserve (Note 14)	372,300	-
Accumulated other comprehensive loss (Note 8)	-	(237,807)
Deficit	(17,026,260)	(19,103,093)
Total common shareholders' equity (deficit)	1,903,441	(1,077,038)
Total liabilities and shareholders' equity	3,647,124	185,361

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)
COMMITMENTS AND CONTINGENCIES (Note 19)

APPROVED ON BEHALF OF THE BOARD:
Signed "STEPHEN SHEFSKY" ,Director
Signed "JEAN J. GAUTHIER" , Director

See accompanying notes to the consolidated financial statements

JAMES BAY RESOURCES LIMITED

Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)

Expressed in Canadian dollars

For the years ended December 31,

	2021	2020
	$	$
Expenses		
Management salaries and benefits (Note 18)	39,033	22,009
Professional fees (Note 18)	62,467	194,263
Office and general	10,445	26,847
Share-based payments (Note 14)	372,300	-
Transfer agent and listing fees	3,705	1,310
Depreciation	7,000	9,616
Loss before the undernoted	(494,950)	(254,045)
Foreign exchange gain (loss)	(31,930)	6,720
Interest (expense) income (Note 12)	(3,253)	7,325
Impairment on equity investment in CINRL (Note 9)	(1,016,852)	(226,595)
Loss from equity investment in CINRL (Note 9)	(878,053)	(185,395)
Loss from equity investment in Cerrado Gold (Note 8)	(25,020)	(1,254,404)
Gain (Loss) from investment in Cerrado Gold (Note 8)	4,526,891	-
Loss on disposal of equipment (Note 7)	-	(4,660)
Net income (loss)	2,076,833	(1,911,054)
Other comprehensive loss from investment in Cerrado Gold (Note 8)	-	(237,807)
Total comprehensive income (loss) for the year	2,076,833	(2,148,861)
Income (loss) per share		
Basic and diluted	0.04	(0.04)
Weighted average number of shares outstanding		
Basic and diluted	52,464,617	48,506,853

See accompanying notes to the consolidated financial statements

JAMES BAY RESOURCES LIMITED

Consolidated Statements of Cash Flows

Expressed in Canadian dollars

	2021	2020
	$	$
Cash provided (used) by operating activities:		
Net income (loss) for the year	2,076,833	(1,911,054)
Add (deduct) items not affecting cash:		
Depreciation	7,000	9,616
Loss on disposal of equipment	-	4,660
Loss from equity investment in CINRL (Note 9)	878,053	185,395
Loss from equity investment in Cerrado Gold Inc. (Note 8)	25,020	1,254,404
Interest accretion	3,253	(7,325)
Impairment on equity investment (Note 9)	1,016,852	226,595
Share-based payment	372,300	-
Gain on investment in Cerrado Gold (Note 8)	(4,526,891)	-
Net change in non-cash working capital:		
Prepaid expenses	257	816
Accounts receivable	3,343	111,558
Lease liability	(81,138)	-
Accounts payable and accruals	531,172	170,265
Net cash provided by operating activities	306,054	44,930
Cash provided by (used in) investing activities:		
Proceeds from the sale of Cerrado Gold (Note 8)	1,177,703	-
Advances to equity investment in CINRL (Note 9)	(1,808,438)	(411,990)
Net cash used in investing activities	(630,735)	(411,990)
Cash provided by (used in) financing activities:		
Lease payments	-	(7,124)
Private placement (Note 13)	300,000	259,000
Share issued costs (Note 13)	(6,462)	(23,305)
Shareholder loan (Note 11)	6,000	118,164
CEBA loan	-	60,000
Net cash provided by financing activities	299,538	406,735
(Decrease) increase in net cash flow during the year	(25,143)	39,675
Cash, beginning of the year	55,663	15,988
Cash, end of the year	30,520	55,663

See accompanying notes to the consolidated financial statemen

JAMES BAY RESOURCES LIMITED
Consolidated Statements of Changes in Equity
Expressed in Canadian dollars

	Common Shares $	Share-based payments reserve $	Warrants reserve $	Accumulated other comprehensive loss $	Deficit $	Total Shareholders' equity $
Balance, December 31, 2020	18,209,835	-	54,027	(237,807)	(19,103,093)	(1,077,038)
Private placement (Note 13)	300,000	-	-	-	-	300,000
Warrants issued (Note 15)	(127,500)	-	127,500	-	-	-
Share issue costs (Note 13)	(3,715)	-	(2,746)	-	-	(6,461)
Share-based payment reserve (Note 14)	-	372,300		-	-	372,300
Other comprehensive loss from investment in Cerrado Gold Inc. (Note 8)	-	-	-	237,807	-	237,807
Net income for the year	-	-	-	-	2,076,833	2,076,833
Balance, December 31, 2021	18,378,620	372,300	178,781	-	(17,026,261)	1,903,441

	Common Shares $	Share-based payments reserve $	Warrants reserve $	Accumulated other comprehensive loss $	Deficit $	Total Shareholders' equity $
Balance, December 31, 2019	18,028,167	305,170	-	-	(17,497,209)	836,128
Private placement (Note 13)	259,000	-	-	-	-	259,000
Warrants issued (Note 15)	(59,369)	-	59,369	-	-	-
Share issue costs (Note 13)	(17,963)	-	(5,342)	-	-	(23,305)
Share-based payment reserve – expired	-	(305,170)		-	305,170	-
Other comprehensive loss from investment in Cerrado Gold Inc. (Note 8)	-	-	-	(237,807)	-	(237,807)
Net loss for the year	-	-	-	-	(1,911,054)	(1,911,054)
Balance, December 31, 2020	18,209,835	-	54,027	(237,807)	(19,103,093)	(1,077,038)

See accompanying notes to the consolidated financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

James Bay Resources Limited (the "Company" or "James Bay") was incorporated on November 5, 2007. The Company's shares are listed on the Canadian Securities Exchange ('CSE') under the symbol "JBR".

James Bay is a junior resource company originally focused on the acquisition and exploration of base and precious metal mineral properties, with activities centered in Canada. In 2011, the Company entered into a preliminary agreement to conduct due diligence to identify potential oil and gas acquisition targets in Nigeria. The Company, through its wholly owned subsidiary, James Bay Energy Nigeria Limited ("JBENL") has a 45% ownership interest in Crestar Integrated Natural Resources Limited ("CINRL" or "Crestar") with the remaining 55% portion held by an indigenous Nigerian corporation, Crestar Hydrocarbon Exploration and Production Company Limited ("CHEPCL").

The business of exploring for oil and gas involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable operations. The Company's continued existence is dependent upon the preservation of its interests in its underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, the ability of the Company to secure an interest in new properties or the ability of the Company to complete additional financings, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, unregistered claims, aboriginal claims and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, social licensing requirements, currency exchange fluctuations and restrictions, and political uncertainty.

As at December 31, 2021, the Company had a working capital deficiency of $1,694,986 (December 31, 2020 - $1,135,843) and had an accumulated deficit of $17,026,260 (December 31, 2020 - $19,103,093) which has been funded primarily by the issuance of equity and debt. The ability of the Company to continue as a going concern is dependent upon its ability to raise sufficient funds to meet its obligations as they become due. While the Company has been successful in securing financing in the past, there is no assurance that it will be able to do so in the future. Because of continuing operating losses, the Company's continuance as a going concern is dependent on its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operation.

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying consolidated financial statements. Such adjustments could be material. The material uncertainties noted above together may cast significant doubt upon the Company's ability to continue as a going concern.

The head office, principal address and records office of the Company is located at 77 Bloor Street West, Suite 1200 and 1210, Toronto, Ontario, Canada, M5S 1M2. These consolidated financial statements of the Company for the year ended December 31, 2021 were approved and authorized for issue by the Board of Directors on April 27, 2022.

2. BASIS OF PREPARATION

(a) Statement of compliance

The Company consolidated 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 International Financial Reporting Interpretations Committee. These consolidated financial statements were approved by the Board of Directors on April 27, 2022.

These consolidated financial statements of the Company and its subsidiaries were prepared in accordance with IFRS on a going concern basis, under the historical cost basis except for those financial instruments carried at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. The policies set out below were consistently applied to all the periods presented unless otherwise noted below.

3. RECENT ACCOUNTING PRONOUNCEMENTS AND CHANGES IN ACCOUNTING POLICIES

Recent accounting pronouncements
Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2021 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded.

Standards and amendments issued but not yet effective or adopted

IAS 1, Presentation of Financial Statements
The IASB issued an amendment to IAS 1, Presentation of Financial Statements to clarify one of the requirements under the standard for classifying a liability as non-current in nature, specifically the requirement for an entity to have the right to defer settlement of the liability for at least 12 months after the reporting period. The amendment includes: (i) specifying that an entity's right to defer settlement must exist at the end of the reporting period; (ii) clarifying that classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement; (iii) clarifying how lending conditions affect classification; and (iv) clarifying requirements for classifying liabilities an entity will or may settle by issuing its own equity instruments. An assessment will be performed prior to the effective date of January 1, 2023 to determine the impact to the Company's consolidated financial statements.

IAS 16, Property, Plant and Equipment

The IASB issued an amendment to IAS 16, Property, Plant and Equipment to prohibit the deducting from property, plant and equipment amounts received from selling items produced while preparing an asset for its intended use. Instead, sales proceeds and its related costs must be recognized in profit or loss. The amendment will require companies to distinguish between costs associated with producing and selling items before the item of property, plant and equipment is available for use and costs associated with making the item of property, plant and equipment available for its intended use. The amendment is effective for annual periods beginning on or after January 1, 2022, with earlier application permitted. The Company will adopt the standard on January 1, 2022 and does not expect a material impact on the consolidated financial statements.

IAS 37, Provisions, Contingent Liabilities and Contingent Assets, was amended in May 2020 with the issuance of Onerous Contracts - Cost of Fulfilling a Contract by IASB. The IASB specified the costs of fulfilling a contract to include incremental costs incurred and allocation of other direct costs when determining whether a contract is onerous. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Company will adopt the standard on January 1, 2022 and does not expect a material impact on the consolidated financial statements.

4. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries.

James Bay Energy Nigeria LLC, USA	100%
James Bay Energy Nigeria Limited, Nigeria	100%
D&H Energy Nigeria Limited, Nigeria	100%

Subsidiaries

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

5. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated 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 the revision affects both current and future periods. Such estimates and assumptions affect the carrying value of assets, the determination of impairment charges of non-current assets, impact decisions as to when exploration and evaluation costs should be capitalized or expensed and affect estimates for asset retirement obligations and reclamation costs. Other significant estimates made by the Company include factors affecting valuations of share-based payments, warrants and income tax accounts. The Company regularly reviews its estimates and assumptions; however, actual results could differ from these estimates and these differences could be material.

5. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

(a) Income taxes
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.

(b) Share-based payments and warrants
Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Warrants are valued in a similar way. Changes in these assumptions affect the fair value estimates.

(c) Contingencies
Refer to Note 19.

(d) Estimated useful life of property and equipment, depreciation
Management estimates the useful lives of equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for depreciation of equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of physical wear and tear, technical or commercial obsolescence and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's equipment in the future.

6. SIGNIFICANT ACCOUNTING POLICIES

(a) Reporting and functional currencies

The presentation currency of the Company and the functional currency of the Company and each of its subsidiaries is the Canadian dollar.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the consolidated statements of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Gains and losses on translation are charged to profit or loss.

(b) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in the share-based payments note.

The fair value is determined at the grant date of the equity-settled share-based payments and is recognized on a graded-vesting basis over the period during which the employee becomes unconditionally entitled to the equity instruments, based on the Company's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve. Upon exercise of the stock options, the consideration paid, together with the amount previously recognized in share-based payments reserve, is recorded as an increase in common shares. Unexercised stock options and warrants are transferred to deficit.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

(c) Income Tax

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.

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.

6. SIGNIFICANT ACCOUNTING POLICIES (continued)

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.

(d) Equipment

Equipment is carried at cost less accumulated amortization. Amortization is calculated over the estimated useful life of the assets at the following annual rates:

Office equipment	-	20% declining balance basis
Furniture and fixtures	-	20% declining balance basis
Right of use asset	-	lesser of expected useful life or the lease term
Computer equipment	-	55% declining balance basis
Vehicles	-	30% declining balance basis

(e) Impairment of non-financial assets

The carrying values of capitalized exploration and evaluation assets and equipment are assessed for impairment when indicators of such impairment exist. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated. The recoverable amount is determined as the higher of the fair value less costs to sell for the asset and the asset's value in use. For exploration and evaluation assets, indicators of impairment would include exploration of a right to explore, no budgeted or planned material expenditures in an area or a decision to discontinue exploration in a specific area.

If the carrying amount of the asset exceeds its recoverable amount, the asset is impaired, and an impairment loss is charged to profit or loss to reduce the carrying amount to its recoverable amount.

A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If this is the case, the carrying amount of the asset is increased to its recoverable amount. The increased amount cannot exceed the carrying amount that would have been determined, net of depreciation/amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss in the period of reversal.

(f) Financial instruments

Financial assets:

Financial assets are classified as either financial assets at fair value through profit or loss, amortized cost, or fair value through other comprehensive income. The Company determines the classification of its financial assets at initial recognition.

Financial assets recorded at fair value through profit or loss (FVTPL)
Financial assets are classified as fair value through profit or loss if they do not meet the criteria of amortized cost or fair value through other comprehensive income. Gains or losses on these items are recognized in profit or loss. Cerrado Gold shares are recorded at fair value through profit or loss (FVTPL).

6. SIGNIFICANT ACCOUNTING POLICIES (continued)

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 fair value through profit and loss: 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 cash and accounts receivable are classified as financial assets measured at amortized cost.

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss 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 fair value through profit or loss, 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, and shareholder loan are classified as measured at amortized cost.

Financial liabilities recorded fair value through profit or loss ("FVTPL")

Financial liabilities are classified as fair value through profit or loss if they fall into one of the five exemptions detailed above.

Expected Credit Loss Impairment Model:

A financial asset carried at amortized cost is considered impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flow of that asset and that the estimated future cash flow of that asset can be estimated reliably. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For amounts receivable, the Company uses a combined approach of specific account identification and a provision matrix to estimate lifetime expected impairment. For all other financial assets, the Company uses specific account identification to determine the amount of expected impairment. Losses are recognized in the consolidated statements of income (loss) and comprehensive income (loss) and reflected as an expected credit loss allowance against the financial asset. When a subsequent event causes the amount of the allowance to decrease, the decrease in allowance is reversed through the consolidated statements of income (loss) and comprehensive income (loss).

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 – valuation techniques using inputs for the assets or liability that are not based on observable market data (unobservable inputs).

6. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Income (loss) per share

Basic income (loss) per share is calculated by dividing the income (loss) available to common shareholders by the weighted average number of common shares outstanding in the period. Diluted income (loss) per share is calculated by assuming that the proceeds to be received on the exercise of dilutive convertible debentures, share options and warrants are used to repurchase common shares at the average market price during the period.

For the years ended December 31, 2021 and 2020 diluted loss per share is the same as basic loss per share as the effects of options, warrants would be anti-dilutive.

(h) Leases recognition

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represents substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then an asset is not identified.
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.
- In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:
    - The Company has the right to operate the asset; or
    - The Company designed the asset in a way that predetermines how and for what purpose it will be used.

If a contract is assessed to contain a lease, a lease liability is recognized representing the present value of cash flows estimated to settle the contract, discounted using the discount rate implicit in the lease, or if that is not available, a discount rate which would be required if the underlying asset was acquired through a financing arrangement. The Company will also recognize a right-of-use asset ("ROU") that will generally be equal to the lease obligation at adoption.

The ROU is subsequently amortized over the life of the contract. This policy is applied to contracts entered into, or changed, on or after January 1, 2019. The ROU asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses, adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The Company uses it incremental borrowing rate as the discount rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is measure when there is a change in future lease payments arising from a change in index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

Expressed in Canadian dollars

7. EQUIPMENT

Cost	Office equipment $	Furniture and fixtures $	Computer equipment $	Vehicles $	ROU $	Total $
Balance, December 31, 2019	21,366	126,381	46,253	22,946	197,103	414,049
Disposal	(3,976)	(684)	-	-	-	(4,660)
Addition	-	-	-	-	3,396	3,396
Balance December 31, 2020 and December 31, 2021	17,390	125,697	46,253	22,946	200,499	412,785

Accumulated amortization	Office equipment $	Furniture and fixtures $	Computer equipment $	Vehicles $	ROU $	Total $
Balance December 31, 2019	14,065	125,537	45,161	18,888	58,598	262,249
Depreciation	1,472	160	601	1,478	63,925	67,636
Balance, December 31, 2020	15,537	125,697	45,762	20,366	122,523	329,884
Depreciation	1,853	-	491	779	66,839	69,962
Balance, December 31, 2021	17,390	125,697	46,253	21,145	189,362	399,847

Carrying value	Office equipment $	Furniture and fixtures $	Computer equipment $	Vehicles $	ROU $	Total $
Balance December 31, 2020	1,853	-	491	2,580	77,975	82,901
Balance, December 31, 2021	-	-	-	1,801	11,137	12,938

As at December 31, 2021, the net book value of the Company’s property and equipment by geographic location is as follows: Canada $11,137 (December 31, 2020 - $80,322) and Nigeria $1,801 (December 31, 2020 - $2,579).

8. INVESTMENT IN CERRADO GOLD INC.

On November 8, 2018, the Company announced that the Board of Directors approved an investment (the "Investment") of US$1.5 million to acquire 3,333,334 common shares from the treasury of Cerrado Gold Inc. ("Cerrado" or "Cerrado Gold"). The Investment represented approximately 14% of the issued and outstanding common shares of Cerrado Gold on November 8, 2018.

Cerrado, through its 100%-owned Brazilian subsidiaries Templewood Mineração e Participações Societárias Ltda ("Templewood") and Serra Alta Mineração Ltda. ("Serra Alta") owns the Monte de Carmo Gold Project ("MDC") in the State of Tocantins, Brazil and the Minera Don Nicholas mine in Santa Cruz province, Argentina.

On February 19, 2021, Cerrado completed a reverse takeover ("RTO") transaction with BB1 Acquisition Corp. ("BB1") whereby Cerrado amalgamated with a wholly owned subsidiary of BB1 and the shareholders of BB1 received corresponding securities of Cerrado on a 1:8.3 basis for the issuance of Cerrado shares and options. Cerrado continued under the name Cerrado Gold Inc. following the completion of the RTO and began trading its common shares on the TSX Venture Exchange under the symbol CERT.

Mr. Stephen Shefsky, President, Chief Executive Officer and a director of James Bay, is also a director and a shareholder of Cerrado Gold. Mr. Mark Brennan, a former director of James Bay, is also a director and a shareholder of Cerrado Gold. Due to the common directors and the Company's shareholding in Cerrado Gold, it was determined that as of December 31, 2020 until April 30, 2021, the Company could exercise significant influence over Cerrado Gold and the investment was accounted for on an equity basis as of those dates.

On April 30, 2021, Mr. Mark Brennan resigned as a director of James Bay. This event triggered a change of accounting policy as the Company no longer exercised significant influence over Cerrado and did not meet the definition of an associate. Therefore, the Company's investment in Cerrado Gold was reclassified as financial asset recorded at FVTPL.

Upon reclassification of the investment, the Company recorded a loss on equity investment in Cerrado Gold of $25,020 (December 31, 2020 - $1,254,404) and other comprehensive loss of $Nil (December 31, 2020 - $237,807). The Company recorded $4,526,891 gain in the consolidated statements of income (loss) and comprehensive income (loss) during the year. This gain consisted of $4,579,860 unrealized gain upon reclassification as financial asset recorded at FVTPL, $209,623 realized gain on sale of Cerrado Gold shares during the year and $262,592 unrealized loss recorded at year-end to adjust the investment to its fair value at December 31, 2021.

During the year, the Company sold 790,434 shares for total net proceeds of $1,177,703. At December 31, 2021, the fair value of the 2,542,900 common shares of Cerrado Gold held by the Company was $3,585,489. Subsequent to year-end, the Company sold 593,300 Cerrado Gold shares for gross proceeds of approximately $854,400.

Expressed in Canadian dollars

9. PETROLEUM PROPERTY INTERESTS

OML 25 PROJECT

The Company, through its wholly owned subsidiary JBENL has a 45% ownership interest in CINRL with the remaining 55% portion held by an indigenous Nigerian corporation, Crestar Hydrocarbon Exploration and Production Company Limited ("CHEPCL").

In June 2014, CINRL was selected as the winning bidder for a 45% participating interest in active Oil Mining Lease No. 25 ("OML 25") in the Niger Delta region, offered by joint venture partners: The Shell Petroleum Development Company of Nigeria Limited, Total E&P Nigeria Limited, and Nigerian AGIP Oil Company Limited (collectively the "Shell JV"). CINRL obtained terms for a loan from a prospective future investor, for the full purchase price of OML 25.

The Company, through CINRL, is engaged in arbitration before the International Chamber of Commerce (International Court of Arbitration) against The Shell Petroleum Development Company of Nigeria Limited, Total E&P Nigeria Limited and Nigerian Agip Oil Company Limited, in relation to claims involving its interest in OML 25 and has filed a Respondent /Counterclaimant Statement of Defence and Counterclaim in the arbitration.

Pursuant to the agreement with the Company's litigation counsel, James Bay is to pay 30% of the legal fees, to a cap of US$1.25 M. The terms of the 70% accrued fees ("Accrued Fees") are contingent as follows:

1. If the Arbitration is resolved prior to the date on which the hearing is scheduled to commence, James Bay shall pay litigation counsel an amount equal to three times the Accrued Fees.
2. If the Arbitration is not resolved prior to the commencement date of the Hearing, James Bay shall pay litigation counsel an amount equal to five times the Accrued Fees.

In addition to the Accrued Fees, James Bay has agreed to pay litigation counsel a success fee equal to 2% of any sums recovered by Crestar at resolution of the Arbitration, whether through settlement, award or otherwise.

The maximum legal fees exposure is US$375,000. The Company has paid US$307,500 with the remaining balance of $67,500 included in accounts payable and accrued liabilities as at December 31, 2021. Subsequent to year end, the Company paid the full balance outstanding to the litigation counsel.

During the year ended December 31, 2021, the Company recorded a loss on equity investment in CINRL of $878,053 (December 31, 2020 - $185,395). As at December 31, 2021, the Company recorded impairment of equity investment of $1,016,852 (December 31, 2020 - $226,595). The majority of expenses incurred in CINRL pertains to arbitration fees in connection with OML-25. The Company incurred approximately $1,097,000 in arbitration costs for the year-ended December 31, 2021. This includes legal, professional and arbitration panel fees.

The following is a summary of the financial information for CINRL for the years ended December 31, 2021 and 2020:

	USD December 31, 2021 $	USD December 31, 2020 $
Total current assets	107,371	73,820
Total current liabilities	89,270	89,270
Total non-current asset	304,762	1,943,810
Total comprehensive loss	1,543,080	347,428

Expressed in Canadian dollars

10. LEASES

	December 31, 2021	December 31, 2020
	$	**$**
Total lease payable	-	81,140
Effect of discounting	-	(3,589)
Present value of lease payable	-	77,551
Less: current portion	-	(77,551)
Long-term lease payable	-	-

11. SHAREHOLDER LOAN

The President and CEO of the Company had extended a loan to finance the working capital of the Company. The loan bears an interest rate of 4.75% and is due on demand. As at December 31, 2021, the Company owed $255,317 (December 31, 2020 - $238,538) which includes accrued interest in the amount of $22,573.

12. CANADA EMERGENCY BUSINESS ACCOUNT (CEBA)

On April 15, 2020 and December 18, 2020, the Company received a loan of $40,000 and $20,000 respectively pursuant to the Canada Emergency Business Account ("CEBA"). The CEBA provides zero-interest, partially forgivable loans of up to $60,000 to small businesses that have experienced diminished revenues due to COVID-19 but face ongoing non-deferrable costs, such as rent, utilities, insurance, taxes, and employment costs. If the balance of the loan is repaid on or before December 31, 2022, 25% of the loan will be forgiven. The loan bears no interest until December 31, 2022, at which point if unpaid, it will convert to a three-year term loan bearing interest at 5% per annum.

Expressed in Canadian dollars

13. SHARE CAPITAL

(a) **Authorized** - Unlimited common shares, with no par value
(b) **Issued** – 54,014,068 common shares

	#	$
Balance, December 31 2019	46,697,401	18,028,167
Private placement (i)	4,316,667	259,000
Warrants attached to units	-	(59,369)
Share issue costs	-	(17,963)
Balance, December 31, 2020	51,014,068	18,209,835
Private placement (ii)	3,000,000	300,000
Warrants attached to units	-	(127,500)
Share issue costs	-	(3,715)
Balance, December 31, 2021	54,014,068	18,378,620

(i) On July 31, 2020, the Company raised proceeds of $259,000 by way of a non-brokered private placement of 4,316,667 units at a price of $0.06 per unit. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share for 2 years at an exercise price of $0.12 per common share. The Company paid a total of $23,305 for legal and filing fees and other cash-related share issue costs.

(ii) On July 8, 2021, the Company closed a non-brokered private placement (the "Offering") of 3,000,000 units ("Units") at a price of $0.10 per Unit, for aggregate gross proceeds of $300,000. Each Unit is comprised of one common share and one common share purchase warrant in the capital of James Bay. Each warrant is exercisable for a common share at a price of $0.15 for 2 years from the date of issuance. The Company paid a total of $6,461 for legal and filing fees and other cash-related share issue costs.

Expressed in Canadian dollars

14. SHARE-BASED PAYMENTS RESERVE

The Company has an incentive stock option plan (the "Plan") whereby the Company can grant to directors, officers, employees and consultants, options to purchase shares of the Company. The Plan provides for the issuance of stock options to acquire up to 20% of the Company's issued and outstanding capital at the time of granting of options for a maximum term of five years. In no case (calculated at the time of grant) shall the Plan result in:

- the number of options granted in a 12-month period to any one consultant exceeding 2% of the issued shares of the Company;
- the aggregate number of options granted in a 12-month period to any one individual exceeding 5% of the outstanding shares of the Company;
- the number of options granted in any 12-month period to employees or consultants undertaking investor relations activities exceeding in aggregate 2% of the issued shares of the Company;
- the aggregate number of common shares reserved for issuance to any one individual upon the exercise of options granted under the Plan or any previously established and outstanding stock option plans or grants exceeding 5% of the issued shares of the Company in any 12-month period.

The following reconciles the share options outstanding:

	December 31, 2021		December 31, 2020	
	Number of options #	Weighted average exercise price $	Number of options #	Weighted average exercise price $
Balance, beginning of year	-	-	5,150,000	0.29
Granted	5,000,000	0.10		
Expired May 4, 2020	-	-	(4,900,000)	0.25
Expired September 15, 2020	-	-	(250,000)	0.30
Balance, end of year	5,000,000	0.10	-	-

On December 22, 2021, the Company granted 5,000,000 stock options to directors, officers and a consultant of the Company. The fair value of the options was estimated using the Black-Scholes option-pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 100%; risk free interest rate of 1.25%; expected life of 5 years. An amount of $372,300 was recorded relating to these stock options for the year ended December 31, 2021.

Expressed in Canadian dollars

15. WARRANT RESERVE

	#	$
Balance, December 31, 2019	-	-
Warrants(i)	4,316,667	59,369
Warrant issue costs	-	(5,342)
Balance, December 31, 2020	4,316,667	54,027
Warrants(ii)	3,000,000	127,500
Warrant issue costs	-	(2,746)
Balance, December 31, 2021	7,316,667	178,781

(i) In connection with July 31, 2020 private placement (Note 13), the Company issued 4,136,667 warrants which entitle the holder to purchase one common share of the Company at a price of $0.12 for a period of 2 years. The estimated fair value of the warrants of $59,369 was estimated using the Black-Scholes option pricing model with the following assumptions: an expected dividend yield of 0%, expected volatility of 100%, a risk-free interest rate of 0.27% and an expected life of 2 years.

(ii) In connection with July 8, 2021 private placement (Note 13), the Company issued 3,000,000 warrants which entitle the holder to purchase one common share of the Company at a price of $0.15 for a period of 2 years. The estimated fair value of the warrants of $127,500 was estimated using the Black-Scholes option pricing model with the following assumptions: an expected dividend yield of 0%, expected volatility of 100%, a risk-free interest rate of 0.48% and an expected life of 2 years.

16. CAPITAL MANAGEMENT

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 its properties. The capital structure of the Company consists of equity attributable to common shareholders comprised of common shares, warrant reserve, share-based payments reserve, and deficit. 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 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 years ended December 31, 2021 and 2020. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the CSE which requires adequate working capital of $50,000. As of December 31, 2021, the Company is not in compliance with the policies of the CSE.

17. FINANCIAL INSTRUMENTS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures from the previous period.

Credit risk
The Company's credit risk is primarily attributable to cash and cash equivalents and amounts receivable. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to cash and cash equivalents and amounts receivable is remote.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have liquidity to meet liabilities when due. At December 31, 2021, the Company had cash of $30,520 (December 31, 2020 - $55,663) to settle current liabilities of $1,669,520 (December 31, 2020 - $1,213,283). The Company has a working capital deficiency of $1,620,823 (December 31, 2020 - $1,135,843). The Company's current financial liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk
(a) Interest rate risk

The Company has cash balances. The Company's current policy is to invest excess cash in investment-grade short-term guaranteed investment certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign currency risk
The Company is subject to foreign exchange risk as the Company has certain assets and liabilities, and makes certain expenditures, in US dollars and Nigerian Naira. The Company is therefore subject to gains and losses due to fluctuations in the US dollar and the Nigerian Naira relative to the Canadian dollar. The Company does not hedge its foreign exchange risk.

Fair value
The carrying value of cash, amounts receivable, CEBA loan, shareholder loan, accounts payable and accrued liabilities approximate their fair value due to the relatively short periods to maturity of the financial instruments. Management believes the carrying value of the convertible debentures approximates its fair value. The derivative liabilities are recorded at their estimated fair values.

Fair value hierarchy and liquidity risk disclosure
Fair value measurements are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy shall have the following levels: (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

Expressed in Canadian dollars

18. RELATED PARTY DISCLOSURES

These consolidated financial statements include balances and transactions with directors and officers of the Company and/or corporations related to them. During the years ended December 31, 2021 and 2020, the Company entered into the following transactions involving related parties:

During the year ended December 31 2021, $79,481 (December 31, 2020 - $188,321) was charged by a law firm of which a partner is a director of the Company. As of December 31, 2021, included in accounts payable and accrued liabilities is an accumulated balance of approximately $229,000 (December 31, 2020 - $188,321) owing to this law firm.

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of key management personnel for years ended December 31, 2021 and 2020 were as follows:

	December 31, 2021	December 31, 2020
Management salaries	$287,000	$252,000
Director fees	45,000	-
	$332,000	$252,000

During the year ended December 31, 2021, the Company paid $92,600 and accrued $180,000 (December 31, 2020 - paid $64,800 and accrued $187,200) to three executive officers, of which $245,340 (December 31, 2020 - $291,600) has been charged as management fees to CINRL.

At December 31, 2021, the Company has accrued a total of $410,000 (December 31, 2020 - $370,000) in management salary to the President and CEO. Of which, $50,000 related to 2019, and $360,000 related to 2021 and 2020 fiscal year. The amounts are included in accounts payable and accrued liabilities.

19. COMMITMENTS AND CONTINGENCIES

The Company is party to certain management contracts, which contain clauses requiring additional payments of up to $864,000 be made upon the occurrence of certain events such as a change of control and additional payments of up to $872,000 be made upon termination of contracts. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements. As of December 31, 2021, under these management contracts, management has committed to $522,000 of salaries and benefits due within one year.

The Company's exploration and evaluation activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Company is party to legal proceedings in the ordinary course of its operations related to legally binding agreements with a third party. As at December 31, 2021, one such proceeding was ongoing. The Company believes this claim to be without merit. Management does not expect the outcome of this proceeding to have a materially adverse effect on the results of the Company's financial position or results of operations and therefore this amount has not been reflected in these consolidated financial statements. Should any losses result from the resolution of this dispute, that amount will be charged to operations in the year that it is determined. The proceeding was scheduled for trial in September 2021, but the trial was adjourned for a potential conflict issue raised by the presiding judge. The defendant brought a motion for costs and was ultimately awarded $74,163 in costs by the judge. Included in accounts payable and accrued liabilities is $74,163 (December 31, 2020 – Nil) for cost of the adjournment in connection with this legal proceeding.

Expressed in Canadian dollars

20. COVID-19 (coronavirus)

The global outbreak of COVID-19 had a significant impact on businesses through restrictions put in place by the Canadian government regarding travel, business operations and isolations/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease and the duration of the outbreak, including the duration of travel restrictions, business time, or disruptions and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, this outbreak has cause supply chain disruptions, staff shortages and increased government regulations, all of which may negatively impact the Company's business and financial condition. The Company has put in place strict health protocols to safeguard the health and wellbeing of its staff. The Company's management and staffs work mainly from home. While the extent of the impact remains unknown, the President and CEO of the Company has continued to seek equity financing and extend loans to finance the working capital of the Company.

21. INCOME TAXES

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

	2021 $	2020 $
Income (loss) before income taxes	2,076,833	(1,911,054)
Expected income tax (recovery) based on statutory rate	550,360	(506,430)
Differences in foreign tax rates	1,560	(1,100)
Expenses not deductible for tax purposes	107,140	273,570
Gain on investment in Cerrado Gold non-deductible	(596,510)	-
Expenses of subsidiary	367,420	-
Share issuance cost booked directly to equity	(1,710)	(6,180)
Other comprehensive loss from investment in Cerrado Gold	31,510	(31,510)
Benefit of tax assets not recognized	(459,770)	271,650
Income tax (recovery)	-	-

Expressed in Canadian dollars

21. INCOME TAXES (continued)

The following table summarizes the components of deferred tax:

	2021 $	2020 $
Deferred Tax Assets		
Lease liability	-	19,430
Operating tax losses carried forward	277,720	2,880
Subtotal of Assets	277,720	22,310
Deferred Tax Liabilities		
Equipment	(1,080)	(19,430)
Investment in Cerrado Gold	(276,640)	-
Canada emergency business account loan	-	(2,880)
Subtotal of Liabilities	(277,720)	(22,310)
Net deferred tax liability	-	-

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the 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 Canada	4,426,380	6,794,040
Resource pools – mineral properties	3,451,850	3,451,850
Operating losses carried forward USA	69,550	68,920
Capital losses carried forward	5,240,610	4,935,930
Share issue costs	19,150	18,640
Reserve	367,250	-
Investment in Cerrado Gold	-	1,938,180
Lease liability	-	4,240
Total	13,574,790	17,211,800

The Canadian operating tax losses carry forwards expire as noted in the table below. Share issuance costs will be fully amortized in 2025. The capital loss carry forward may be carried forward indefinitely but can only be used to reduce capital gains. 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.

Expressed in Canadian dollars

21. INCOME TAXES (continued)

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

Year of expiry	Canada	US
2035	$ 958,930	$ -
2036	1,525,950	-
2037	352,270	-
2038	466,070	-
2039	896,040	-
2040	227,110	-
Indefinite	-	69,553
	$ 4,426,370	$ 69,553