

# **CANADIAN PALLADIUM RESOURCES INC.**

## **Consolidated Financial Statements**

(Expressed in Canadian dollars)

**Years Ended  
September 30, 2020 and 2019**

---

**INDEPENDENT AUDITORS' REPORT**

---

To the Shareholders and Directors Canadian Palladium Resources Inc.

**Opinion**

We have audited the consolidated financial statements of Canadian Palladium Resources Inc. and its subsidiaries (the "Company") which comprise the consolidated statements of financial position as at September 30, 2020 and 2019, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

**Basis for Opinion**

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' 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 audit 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 of the accompanying consolidated financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about 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, which comprises the information included in the Company's Management Discussion & Analysis to be filed with the relevant Canadian securities commissions.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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 as issued by the International Accounting Standards Board, 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.

## **Auditors' 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 auditors' 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 auditors' 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 auditors' 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 audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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 auditors' report is Fernando J. Costa.

*Manning Elliott LLP*

CHARTERED PROFESSIONAL ACCOUNTANTS  
Vancouver, Canada  
January 27, 2021

# Canadian Palladium Resources Inc.

Consolidated Statements of Financial Position  
(Expressed in Canadian Dollars)

	September 30, 2020	September 30, 2019
	(\$)	(\$)
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	586,938	227,838
Receivables (Note 5)	68,558	35,056
Short-term investments (Note 6)	693,648	482,910
Prepaid expenses	16,940	94,485
	1,366,084	840,289
Restricted deposits (Note 7)	15,000	11,500
Equipment (Note 8)	15,055	21,453
Exploration and evaluation assets (Note 9)	1,707,582	1,472,022
	3,103,721	2,345,264
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 10 and 12)	729,643	344,925
<b>Shareholders' equity</b>		
Share capital (Note 11)	31,534,974	27,625,600
Share-based payments reserve (Note 11)	3,559,260	2,944,712
Accumulated other comprehensive income	6,249	-
Deficit	(32,726,405)	(28,569,973)
	2,374,078	2,000,339
	3,103,721	2,345,264

**Nature of operations and going concern (Note 1)**

**Commitments (Note 16)**

**Subsequent events (Note 19)**

These consolidated financial statements were authorized for issue by the Board of Directors on January XX, 2021. They are signed on behalf of the Board of Directors by:

"Michelle Gahagan"  
Director

"Wayne Tisdale"  
Director

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

## Canadian Palladium Resources Inc.

Consolidated Statements of Loss and Comprehensive Loss  
(Expressed in Canadian Dollars)

	Year Ended September 30, 2020 (\$)	Year Ended September 30, 2019 (\$)
<b>Expenses</b>		
Amortization (Note 8)	5,316	3,100
Consulting fees (Note 12)	653,413	925,347
Exploration and evaluation (Note 9)	1,781,993	1,299,389
Foreign exchange loss (gain)	13,629	(16,731)
Insurance expense	16,121	12,793
Investor relations	482,579	1,852,063
Management fees (Note 12)	210,000	210,000
Office and miscellaneous (Note 12)	229,491	231,214
Professional fees	80,459	45,595
Share-based compensation (Notes 11 and 12)	525,951	610,380
Transfer agent and filing fees	46,092	61,298
Travel	110,102	334,800
<b>Loss from operations before other items</b>	<b>(4,155,146)</b>	<b>(5,569,247)</b>
<b>Other items</b>		
Interest income	112	142
Unrealized (loss) gain on short-term investments (Note 6)	(33,135)	138,203
Realized loss on short-term investments (Note 6)	(33,043)	(11,120)
Gain on sale of mineral property (Note 9)	64,780	-
Write-off of accounts receivable and payable	-	43,431
	<b>(1,286)</b>	<b>170,656</b>
<b>Net loss</b>	<b>(4,156,432)</b>	<b>(5,398,591)</b>
<b>Other Comprehensive Income</b>		
<i>Items that may be reclassified to loss</i>		
Foreign exchange gain on translation of foreign operations	6,249	-
<b>Total Comprehensive Loss</b>	<b>(4,150,183)</b>	<b>(5,398,591)</b>
<b>Basic and diluted loss per common share</b>	<b>(0.05)</b>	<b>(0.10)</b>
<b>Weighted average common shares outstanding</b>	<b>89,439,742</b>	<b>54,779,318</b>

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

## Canadian Palladium Resources Inc.

Consolidated Statement of Changes in Equity  
(Expressed in Canadian Dollars)

	Number of Shares	Amount (\$)	Share Subscriptions Receivable (\$)	Share-based Payments Reserve (\$)	Foreign Currency Translation (\$)	Deficit (\$)	Total Shareholders' Equity (\$)
<b>Balance at September 30, 2018</b>	<b>41,151,156</b>	<b>22,854,311</b>	<b>(112,000)</b>	<b>2,361,016</b>	-	<b>(23,171,382)</b>	<b>1,931,945</b>
Shares issued pursuant to asset acquisition	1,500,000	450,000	-	-	-	-	450,000
Finder's fee	125,000	30,469	-	-	-	-	30,469
Share issuance costs	-	(195,514)	-	10,566	-	-	(184,948)
Exercise of warrants	3,448,571	862,143	-	-	-	-	862,143
Exercise of options	250,000	82,250	-	(37,250)	-	-	45,000
Shares issued pursuant to a private placement, net of share issuance costs	15,719,122	2,829,442	-	-	-	-	2,829,442
Subscriptions received	-	-	112,000	-	-	-	112,000
Shares issued for exploration and evaluation assets	3,250,000	712,500	-	-	-	-	712,500
Share-based compensation	-	-	-	610,380	-	-	610,380
Loss and comprehensive loss for the year	-	-	-	-	-	(5,398,591)	(5,398,591)
<b>Balance at September 30, 2019</b>	<b>65,443,849</b>	<b>27,625,600</b>	-	<b>2,944,712</b>	-	<b>(28,569,973)</b>	<b>2,000,339</b>
Exercise of options	250,000	82,250	-	(37,250)	-	-	45,000
Shares issued pursuant to a private placement, net of share issuance costs	34,650,797	3,714,624	-	125,847	-	-	3,840,471
Shares issued for exploration and evaluation assets	750,000	112,500	-	-	-	-	112,500
Share-based compensation	-	-	-	525,951	-	-	525,951
Foreign currency translation	-	-	-	-	6,249	-	6,249
Loss and comprehensive loss for the year	-	-	-	-	-	(4,156,432)	(4,156,432)
<b>Balance at September 30, 2020</b>	<b>101,094,646</b>	<b>31,534,974</b>	-	<b>3,559,260</b>	<b>6,249</b>	<b>(32,726,405)</b>	<b>2,374,078</b>

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

## Canadian Palladium Resources Inc.

Consolidated Statements of Cash Flows  
(Expressed in Canadian Dollars)

	Year Ended September 30, 2020 (\$)	Year Ended September 30, 2019 (\$)
<b>CASH PROVIDED BY (USED IN)</b>		
<b>OPERATING ACTIVITIES</b>		
Net loss for the year	(4,156,432)	(5,398,591)
Items not affecting cash:		
Share-based compensation	525,951	610,380
Amortization	5,316	3,100
Unrealized loss (gain) on short-term investments	33,135	(138,203)
Realized loss on short-term investments	33,043	11,120
Unrealized foreign exchange	5,420	-
Gain on sale of exploration and evaluation assets	(64,780)	-
Changes in non-cash working capital items:		
Receivables	(33,467)	47,969
Prepaid expenses	77,574	(65,819)
Accounts payable and accrued liabilities	385,484	(204,540)
<b>CASH USED IN OPERATING ACTIVITIES</b>	<b>(3,188,756)</b>	<b>(5,134,584)</b>
<b>FINANCING ACTIVITIES</b>		
Proceeds received from private placements	4,000,404	3,752,992
Share subscription receivable	-	112,000
Exercise of options	45,000	-
Share issuance costs	(159,933)	(184,948)
<b>CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>3,885,471</b>	<b>3,680,044</b>
<b>INVESTING ACTIVITIES</b>		
Cash acquired from acquisition	-	56,908
Purchase of short-term investments	(723,613)	(108,137)
Proceeds from the disposal of short-term investments	491,697	78,620
Purchase of equipment	(427)	(24,553)
Proceeds from the disposal of equipment	1,509	-
Proceeds from release of restricted deposit	(3,500)	-
Exploration and evaluation expenditures	(150,002)	108,063
Proceeds from sale of mineral properties	46,721	-
<b>CASH PROVIDED BY (USED IN) IN INVESTING ACTIVITIES</b>	<b>(337,615)</b>	<b>110,901</b>
<b>CHANGE IN CASH DURING THE YEAR</b>	<b>359,100</b>	<b>(1,343,639)</b>
<b>CASH - BEGINNING OF YEAR</b>	<b>227,838</b>	<b>1,571,477</b>
<b>CASH - END OF YEAR</b>	<b>586,938</b>	<b>227,838</b>

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

## **CANADIAN PALLADIUM RESOURCES INC.**

Notes to the Consolidated Financial Statements

Years Ended September 30, 2020 and 2019

(Expressed in Canadian dollars)

---

### **1. NATURE OF OPERATIONS AND GOING CONCERN**

Canadian Palladium Resources Inc. (the "Company") was incorporated on August 25, 2005 under the laws of British Columbia. The Company's head office and registered and records office has changed during the year from 302 – 1620 West 8<sup>th</sup> Avenue, Vancouver BC V6J 1V4 to 1558 West Hastings Street, Vancouver, BC, V6G 3J4, Canada. The Company is traded on the Canadian Securities Exchange ("CSE") under the symbol 'BULL'. The Company is a mineral exploration company focused on acquiring and exploring exploration and evaluation assets in Europe and North America.

At the date of these consolidated financial statements, the Company has not identified a known body of commercial grade mineral on any of its exploration and evaluation assets. The ability of the Company to realize the costs it has incurred to date on exploration and evaluation assets is dependent upon the Company identifying a commercial mineral body, to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the exploration and evaluation assets. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

These consolidated financial statements have been prepared assuming the Company will continue on a going concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. These consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, and other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In addition, management closely monitors the commodity prices and other developments in the natural resources market, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favorable or adverse market conditions occur.

Based on its working capital at September 30, 2020, the Company estimates that it will need additional capital to operate for the next 12 months. The Company's ability to continue as a going concern is uncertain and is dependent upon the generation of profits from mineral properties, obtaining additional financing or maintaining continued support from its shareholders and creditors. While the Company has been successful in obtaining financing in the past, there is no assurance that such financing will continue to be available or be available on favourable terms in the future. An inability to raise additional financing may impact the future assessment of the Company as a going concern. In the event that additional financial support is not received or operating profits are not generated, the carrying values of the Company's assets may be adversely affected. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

On March 11, 2020, various authorities declared a pandemic related to COVID-19 resulting in restrictions on travel, quarantines in certain areas, and forced closures for certain types of public places and businesses. These restrictions are expected to continue to have an adverse impact on the economies and financial markets of many countries, including the geographical area in which the Company operates. As a result of COVID-19, the Company temporarily suspended its drilling program on its East Bull palladium property in March 2020 and resumed its drilling program in May 2020 after implementing COVID-19 safety procedures to mitigate risks onsite.

### **2. BASIS OF PRESENTATION**

These consolidated financial statements, including comparatives, are prepared using International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The consolidated financial statements were authorized for issue by the Board of Directors on January 27, 2021.



**2. BASIS OF PRESENTATION (continued)**

**Basis of Measurement**

These consolidated financial statements have been prepared on the historical cost basis, except for financial instruments classified as held for trading that have been measured at fair value. Cost is the fair value of consideration given in exchange for net assets.

**Functional and presentation currency**

These consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is the functional currency of the parent company and its subsidiaries, with the exception of the Company's wholly-owned subsidiary, Tisová Pty. Ltd., whose functional currency is the Czech Koruna.

**Basis of consolidation**

These consolidated financial statements include the accounts of the Company and its subsidiaries. Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

Name of Subsidiary	Place of Incorporation	Proportion of Ownership Interest	Principal Activity
Declan Resources (Wyoming) LLC	U.S.A.	100%	Dormant
East Bull Resources Inc.	Canada	100%	Exploration
Tisová Pty. Ltd.	Australia	100%	Exploration
TGER Pty. Ltd.	Australia	100%	Exploration
5498 Nunavut Inc.	Nunavut	100%	Dormant

**Significant Accounting Judgments, Estimates and Assumptions**

In the application of the Company's accounting policies which are described in Note 3, management is required to make judgments, estimates, and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, revenue and expenses and are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and management's assessment of current events and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

**2. BASIS OF PRESENTATION** (continued)

**Use of estimates and judgments** (continued)

Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognized in these consolidated financial statements include:

***Estimates:***

Share-based compensation

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model, which incorporates market data and involves uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, and, as a result, changes in subjective input assumptions can materially affect the fair value estimate.

Deferred income tax

The value of deferred tax assets is evaluated based on the probability of realization; the Company has assessed that it is improbable that such assets will be realized and has accordingly not recognized a value for deferred taxes.

***Judgements:***

Determination of functional currency

The functional currency of the Company and its subsidiary is the currency of the primary economic environment in which each entity operates. The Company has determined the functional currency of each entity to be the Canadian dollar with the exception of the Company's wholly-owned subsidiary, Tisová Pty. Ltd., whose functional currency is the Czech Koruna. Determination of the functional currency may involve certain judgments to determine the primary economic environment. The functional currency may change if there is a change in events and conditions which determines the primary economic environment.

The carrying value and the recoverability of exploration and evaluation assets

Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, scoping and feasibility studies, accessible facilities and existing permits.

Going Concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operation expenditures and to meet its liabilities for the ensuing year, involves significant judgement based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

### **3. SIGNIFICANT ACCOUNTING POLICIES**

#### **Exploration and Evaluation Assets**

Costs related to the acquisition of exploration and evaluation assets are capitalized by property until the commencement of commercial production. Costs incurred before the Company has obtained the legal rights to explore an area are recognized through profit or loss.

Costs related to exploration costs of exploration and evaluation assets, incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development, are charged to operations as incurred. Development expenditures incurred subsequent to a development decision and impairment test, and to increase or to extend the life of existing production, are capitalized and will be amortized on the unit-of-production method based upon estimated proven and probable reserves upon commencement of commercial production.

If commercially profitable ore reserves are developed, capitalized costs of the related exploration and evaluation assets are reclassified as mining assets and amortized using the unit-of-production method. If, after management review, it is determined that capitalized acquisition costs are not recoverable over the estimated economic life of the exploration and evaluation assets, or the exploration and evaluation assets are abandoned, or management deems there to be an impairment in value, the exploration and evaluation assets are written down to their net realizable value.

Any option payments received by the Company from third parties are credited to the capitalized cost of the exploration and evaluation assets. If payments received exceed the capitalized cost of the exploration and evaluation assets, the excess is recognized as income in the year received. The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

#### **Deferred Acquisition Costs**

Costs related to the acquisition of other companies are deferred until such time that the Company obtains control to these entities.

#### **Foreign Currency Translation**

The Company's reporting currency is the Canadian dollar.

Foreign currency transactions are translated into Canadian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year-end exchange rates are recognized in profit or loss. Non-monetary items measured at historical cost are translated using the exchange rates at the date of the transaction and are not retranslated.

#### **Equipment**

Equipment is recorded at cost less accumulated depreciation. They are amortized on a straight line basis over a five-year life.

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Financial Instruments**

*Financial Assets*

The Company classifies its financial assets in the following categories: fair value through profit or loss, amortized cost or fair value through other comprehensive income. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at initial recognition.

*Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss ("FVTPL") are initially recognized at fair value with changes in fair value recorded in profit or loss. The Company records its cash and short-term investments at FVTPL

*Amortized cost*

Financial assets are classified at amortized cost if both of the following criteria are met and the financial assets are not classified or designated as at fair value through profit and loss: 1) the Company's objective 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 restricted deposits and receivables are recorded at amortized cost.

*Fair value through other comprehensive income ("OCI")*

For financial assets that are not held for trading, the Company can make an irrevocable election at initial recognition to classify the instruments at fair value through other comprehensive income ("FVOCI"), with all subsequent changes in fair value being recognized in other comprehensive income as a component of equity. This election is available for each separate investment. Under this new FVOCI category, fair value changes are recognized in OCI while dividends are recognized in profit or loss. On disposal of the investment the cumulative change in fair value is not recycled to profit or loss, rather transferred to deficit. The Company does not have any financial assets designated as FVOCI.

*Financial liabilities*

Financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit or loss over the period to maturity using the effective interest method.

Financial liabilities are classified as current or non-current based on their maturity date. Financial liabilities include accounts payable.

**Impairment**

At the end of each reporting period, the carrying value of the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Impairment (continued)**

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

**Provision for Environmental Rehabilitation**

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as related assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss.

**Share-based Payment Transactions**

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants pursuant to a stock option plan. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model. It is recognized over the vesting period, using the graded vesting method, as an expense, with a corresponding increase to reserves in shareholders' equity. Expected volatility is based on historical volatility (based on the expected life of the options), adjusted for any expected changes due to publicly available information. No expense is recognized for awards that ultimately do not vest. If and when stock options are ultimately exercised, the amount of cash received as well as the applicable amount of the associated reserve is transferred to share capital.

Share-based payments to non-employees are measured at the fair value of the consideration received, or the fair value of equity instruments issued, whichever is more reliably measurable. The fair value of stock-based payments to nonemployees is periodically re-measured until counterparty performance is complete and any change therein is recognized over the period and in the same manner as if the Company had paid cash instead of paying with or using equity instruments. The cost of share-based payments to non-employees that are fully vested and non-forfeitable at the grant date is measured and recognized at that date.

**Share Capital**

The Company records proceeds from share issuances, net of commissions and issuance costs, as share capital.

The Company engages in equity financing transactions to obtain the funds necessary to continue operations. The equity financings may involve the issuance of common shares or units. Warrants that are a part of units are assigned a value based on the residual value, if any, and included in reserves.

3. **SIGNIFICANT ACCOUNTING POLICIES** (continued)

**Earnings (Loss) Per Share**

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting periods. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. For the year ended September 30, 2020 this calculation proved to be anti-dilutive.

**Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

**Income Taxes**

Tax expense recognized in profit or loss comprises the sum of current tax and deferred tax not recognized in other comprehensive income or directly in equity.

*Current Income Tax*

Current income tax assets and/or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

*Deferred Income Tax*

Deferred income taxes are calculated based on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full.

Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income. Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Related Party Transactions**

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

**4. RECENT ACCOUNTING PRONOUNCEMENTS**

The accounting policies applied in preparation of these financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended September 30, 2020, except for the following:

**IFRS 16 - Leases** -On October 1, 2019, the Company adopted IFRS 16 -Leases ("IFRS 16") which replaced IAS 17 -Leases. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard is effective for annual periods beginning on or after January 1, 2019.

IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applied in IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less) and leases of low-value assets.

The Company applied IFRS 16 using the modified retrospective method. Under this method, financial information will not be restated and will continue to be reported under the accounting standards in effect for those periods. The lease liabilities will be measured at the present value of the remaining lease payments, discounted using the Company's estimated incremental borrowing rate as at September 1, 2019, the date of initial application, resulting in no adjustment to the opening balance of deficit. The associated right-of-use assets will be measured at the lease liabilities amount, plus prepaid lease payments made by the Company.

The purpose of the standard is to provide users of the financial statements with a more accurate picture of a company's leased assets and associated liabilities, while also improving the comparability of companies that lease assets to those that purchase them.

The adoption of IFRS 16 did not have any significant impact on the Company's consolidated financial statements.

**5. RECEIVABLES**

As at September 30, 2020 and 2019, receivables consist of the following:

	<b>September 30, 2020</b>	<b>September 30, 2019</b>
	<b>(\$)</b>	<b>(\$)</b>
GST receivable	52,425	11,624
Other receivables	16,133	23,432
	<u>68,558</u>	<u>35,056</u>

**6. SHORT-TERM INVESTMENTS**

Short term investments are investments in quoted equity shares. The fair value of the quoted equity shares has been directly determined by reference to published price quotations in an active market. The Company has classified its short-term investments as held for trading and presents fair value changes through profit or loss.

Name	September 30, 2020		September 30, 2019	
	Number of Shares	Amount (\$)	Number of Shares	Amount (\$)
Versus Systems Inc.	1,305,000	539,565	1,305,000	482,910
Moovly Media Inc.	1,550,000	100,750	-	-
Bathurst Metals Corp.	333,333	53,333	-	-
		693,648		482,910

During the year ended September 30, 2020, the Company received net proceeds of \$491,697 (2019 - \$29,517) from the disposition of short-term investments. During the year ended September 30, 2020, the Company also recorded an unrealized loss of \$33,135 (2019 - gain of \$138,203) on its short-term investments. The realized loss recorded on the disposal of short-term investments is \$33,043 (2019 - \$11,120). The investment in Versus Systems Inc. is related by virtue of a common director.

**7. RESTRICTED DEPOSITS**

As at September 30, 2020, restricted deposits consisted of \$15,000 (2019 - \$11,500) held in a guaranteed investment certificate as collateral for a corporate credit card.

**8. EQUIPMENT**

	Vehicles (\$)
<b>Cost:</b>	
At September 30, 2018	Nil
Additions	24,634
At September 30, 2019	24,634
Additions	427
Disposals	(1,848)
At September 30, 2020	23,213
<b>Accumulated depreciation:</b>	
At September 30, 2018	Nil
Depreciation for the year	3,100
At September 30, 2019	3,100
Depreciation for the year	5,316
Disposal	(258)
At September 30, 2020	8,158
<b>Net book value:</b>	
At September 30, 2019	21,453
At September 30, 2020	15,055



## CANADIAN PALLADIUM RESOURCES INC.

Notes to the Consolidated Financial Statements

Years Ended September 30, 2020 and 2019

(Expressed in Canadian dollars)

---

### 9. EXPLORATION AND EVALUATION ASSETS

#### Turner Lake Property

On July 5, 2017, the Company acquired all of the shares of 5498 Nunavut Inc. ("5498") in exchange for consideration of \$25,000. 5498's only asset is the Turner Lake property located in Nunavut, of which 5498 is the registered and beneficial owner of a 100% interest in and to the mineral claims in the Turner Lake property.

During the year ended September 30, 2018, the Company entered into a mineral purchase agreement with Bathurst Metals Corp. ("Bathurst") (formerly Pacific Cascade Ventures) whereby Bathurst would purchase 100% of the interest in and to the mineral claims of the Turner Lake Property in exchange for 1,000,000 common shares of Bathurst to be delivered to the Company within 10 days after Bathurst receives regulatory approval for the transaction. The Company will also be reimbursed \$46,720 by Bathurst, representing prior cash expenditures incurred on the property. Upon commencement of commercial production, Bathurst shall pay a royalty to the Company equal to 1% of net smelter returns royalty ("NSR"), which may be purchased for the sum of \$1,000,000 at any time after commercial production. On July 28, 2020, the Company completed the sale of the Turner Lake Property and received 1,000,000 common shares of Bathurst with a fair market value of \$45,000 and cash reimbursements of \$46,720. The Company recorded a gain on sale of mineral property of \$64,780.

#### Tisová/TGER European Copper-Cobalt Properties

On July 6, 2018 the Company entered into an arm's length share purchase agreement to purchase 100% of the shares of Tisová Pty. Ltd. ("Tisová") And TGER Pty. Ltd. ("TGER"). Tisová and TGER are private companies which have been granted 100% interest in and to certain mineral concessions located in the Czech Republic and Germany.

Pursuant to the agreement, and in exchange for the Tisová and TGER shares, the Company is committed to issue, in aggregate, to the shareholders of Tisová and TGER the following:

- \$60,000 cash to the vendors upon execution of the agreement (paid);
- Upon satisfaction of certain conditions precedent, issue 1,500,000 common shares of the Company to the vendors on the closing date (issued);
- Spend \$1,000,000 on the properties by July 1, 2019, and issue an aggregate of 2,500,000 common shares of the Company to the vendors at such time (issued);
- Spend an additional \$1,000,000 on the properties each year for the next three years and no later than July 1, 2022 and issue an additional 4,000,000 common shares of the Company to the vendors.

If the Company fails to satisfy any of the above requirements, the shares of Tisová and TGER will be returned to the original vendors. On October 23, 2018, the Company issued 1,500,000 common shares with fair value of \$450,000 in exchange for 100% ownership of Tisová and TGER, subject to the above terms, and their respective mineral concessions. A finder's fee was issued in connection with this closing through the issuance of 46,875 common shares with a fair value of \$14,063. The related mineral concessions are subject to a 1.5% NSR of which one-half can be purchased for \$750,000.

The Company incurred the minimum exploration expenditures on the properties by June 1, 2019 and issued an aggregate of 2,500,000 common shares with a fair value of \$525,000 pursuant to the terms of the agreement. The Company paid a finder's fee by way of the issuance of 78,125 common shares with a fair value of \$16,406. Pursuant to the Tisová share purchase agreement, a load deed must be repaid to the original founders of Tisová Pty Ltd. in the amount of \$11,860, representing the initial seed capital required on incorporation of Tisová's wholly-owned subsidiary, Golden Pet S.R.O. The seed capital was subsequently converted into a loan deed by Tisová Pty Ltd. As of September 30, 2020, \$5,930 remains outstanding and is included in accounts payable.

**CANADIAN PALLADIUM RESOURCES INC.**

Notes to the Consolidated Financial Statements

Years Ended September 30, 2020 and 2019

(Expressed in Canadian dollars)

**9. EXPLORATION AND EVALUATION ASSETS (continued)**Agnew Lake Property

During the year ended September 30, 2019, the Company acquired a palladium project in Ontario through staking. The Agnew Lake property comprises over 260 claims (about 6,000 hectares) and is part of the larger East Bull Lake-Agnew Lake mafic-ultramafic complex.

East Bull Palladium Property

On February 26, 2019, the Company entered into an option agreement through its newly incorporated and wholly-owned subsidiary, East Bull Resources Inc. with Pavey Ark Minerals Inc. ("Pavey Ark") to acquire a 100% interest in the East Bull palladium property in the Sudbury mining division, Ontario (the "Agreement"). Pursuant to the Agreement, and over a period of four years (should the Company elect to continue), the Company is obliged to incur \$1,750,000 in exploration expenditures, issue \$1,000,000 in cash payments, and issue an aggregate of 4.5 million common shares of the Company to Pavey Ark in accordance with the following schedule:

Minimum Exploration Expenditures	Common Shares Issued	Cash Issued	Due Date
-	-	\$25,000	On Term Sheet signing (paid)
-	750,000	\$75,000	Within 5 days of signing (paid and issued)
\$250,000	750,000	\$150,000	On or before March 1, 2020 (paid and issued)
\$500,000	1,000,000	\$200,000	On or before March 1, 2021
\$500,000	1,000,000	\$250,000	On or before March 1, 2022
\$500,000	1,000,000	\$300,000	On or before March 1, 2023
<b>\$1,750,000</b>	<b>4,500,000</b>	<b>\$1,000,000</b>	

If the Company fails to satisfy any of the above requirements, the East Bull property will be returned to the original vendors.

During the year ended September 30, 2020, the Company incurred \$1,781,993 (2019 - \$1,299,389) in exploration expenses on all of its mineral properties.

A schedule of exploration and evaluation assets during the year ended September 30, 2020 is as follows:

	Turner Lake (\$)	TGER (\$)	Tisová (\$)	East Bull (\$)	Agnew Lake (\$)	Total (\$)
At September 30, 2018	26,940	-	-	-	-	26,940
Acquisition costs:						
Cash	-	30,000	30,000	100,000	13,450	173,450
Common shares	-	487,500	487,500	187,500	-	1,162,500
Finder's fees	-	15,234	15,234	-	-	30,468
Legal fees	-	11,213	63,303	4,148	-	78,664
<b>At September 30, 2019</b>	<b>26,940</b>	<b>543,947</b>	<b>596,037</b>	<b>291,648</b>	<b>13,450</b>	<b>1,472,022</b>
Acquisition costs:						
Cash	-	-	-	150,000	-	150,000
Common shares	-	-	-	112,500	-	112,500
Disposal	(26,940)	-	-	-	-	(26,940)
<b>At September 30, 2020</b>	<b>-</b>	<b>543,947</b>	<b>596,037</b>	<b>554,148</b>	<b>13,450</b>	<b>1,707,582</b>

**9. EXPLORATION AND EVALUATION ASSETS (continued)**

The acquisition of Tisová and TGER has been recorded as an asset purchase of exploration and evaluation assets during the year ended September 30, 2019 as follows:

**Acquisition of TGER Pty. Ltd.**

***Purchase Price:***

Common shares issues	\$ 487,500
Cash paid	30,000
Finder's fee	15,234
Legal fees	11,213
	<u>\$ 543,947</u>

***Net assets acquired:***

Exploration and evaluation asset	<u>\$ 543,947</u>
----------------------------------	-------------------

**Acquisition of Tisová Pty. Ltd.**

***Purchase Price:***

Common shares issued	\$ 487,500
Cash issued	30,000
Finder's fee	15,234
Legal fees	63,303
	<u>\$ 596,037</u>

***Net assets acquired:***

Fixed assets	\$ 7,751
Exploration and evaluation asset	630,852
Accounts receivables	13,579
Advances paid	14,429
Cash	56,908
Prepaid expenses	1,284
Trade payables	(5,617)
Other payables	(123,149)
	<u>\$ 596,037</u>

**10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

As at September 30, 2020 and 2019, the Company's accounts payable and accrued liabilities is comprised of the following:

	<b>September 30, 2020</b>	<b>September 30, 2019</b>
	<b>(\$)</b>	<b>(\$)</b>
Accounts payable	587,878	133,798
Related party payable (Note 12)	84,723	175,085
Accrued liabilities	45,000	24,000
Interest payable (Note 12)	12,042	12,042
	<u>729,643</u>	<u>344,925</u>

## **11. SHARE CAPITAL AND RESERVES**

### **a) Authorized share capital**

An unlimited number of common shares without par value.

### **b) Issued share capital**

During the year ended September 30, 2020, the following transactions took place:

On January 28, 2020, the Company closed a non-brokered private placement of units (each, a "Unit"), generating gross proceeds of \$4,000,403 through the issuance of 33,336,698 Units at \$0.12 per Unit. Each Unit consists of one common share and one common share purchase warrant exercisable at a price of \$0.18 for a period of 12 months from the date of issuance. In connection with the private placement, the Company issued 1,314,099 finder's units on the same terms of the private placement, paid \$27,605 in cash finder's fees, and issued 230,042 finder's warrants exercisable at fair value of \$0.18 for a period of 12 months from the date of issue.

On March 1, 2020, the Company issued 750,000 common shares in an arm's length transaction, in exchange for another milestone payment towards the ownership of the East Bull palladium property (Note 9).

On January 22, 2020, the Company received gross proceeds of \$45,000 from the exercise of 250,000 stock options at \$0.18.

During the year ended September 30, 2019, the following transactions took place:

On October 23, 2018 the Company issued 1,500,000 common shares in exchange for ownership of Tisová Pty. Ltd. And TGER Pty. Ltd. (Note 9). In connection with this acquisition, the Company also issued 46,875 common shares as a finder's fee to an arm's length person.

On February 26, 2019 the Company issued 750,000 common shares in an arm's length transaction, in exchange for ownership of the East Bull palladium property (Note 9).

On May 3, 2019 the Company closed the first tranche of a non-brokered private placement through the issuance of 15,579,122 units at a price of \$0.18 for aggregate gross proceeds of \$2,804,242. Each unit consists of one common share and one transferable common share purchase warrant. Each warrant shall entitle the holder thereof to acquire one share at a price of \$0.30 for a period of 24 months following the closing date.

On June 4, 2019 the Company closed the second tranche of a non-brokered private placement through the issuance of 140,000 units at a price of \$0.18 for aggregate gross proceeds of \$25,200. Each unit consists of one common share and one transferable common share purchase warrant. Each warrant shall entitle the holder thereof to acquire one share at a price of \$0.30 for a period of 24 months following the closing date. In connection with the first and second tranches, the Company paid finder's fees totaling \$184,948 and issued a total of 100,450 finder's fee warrants, each of which is exercisable to acquire one share at a price of \$0.30 for a period of 24 months from the date of issue.

On July 2, 2019 the Company issued 2,500,000 common shares pursuant to the Tisová Pty. Ltd. And TGER Pty. Ltd. acquisitions (Note 9). In connection with this acquisition, the Company also issued 78,125 common shares as a finder's fee to an arm's length person.

**11. SHARE CAPITAL AND RESERVES (continued)**

**c) Stock options**

The Company may grant incentive stock options to its officers, directors, employees and consultants. The Company has a fixed Stock Option Plan (the "Plan") whereby the Company has reserved 10% of the issued shares for issuance under the Plan. Options have a maximum term of ten years and terminate after a certain number of days following the termination of the optionee's term/employment, except in the case of death, in which case they terminate one year after the event. Vesting is determined by the Board of Directors.

A continuity schedule of outstanding stock options is as follows:

	<b>Number Outstanding</b>	<b>Weighted Average Exercise Price (\$)</b>
Balance - September 30, 2018	3,000,000	0.54
Granted	3,960,000	0.22
Exercised	(250,000)	0.18
Cancelled	(250,000)	0.39
Expired	(200,000)	2.70
<b>Balance - September 30, 2019</b>	<b>6,260,000</b>	<b>0.29</b>
Granted	3,000,000	0.20
Exercised	(250,000)	0.18
<b>Balance - September 30, 2020</b>	<b>9,010,000</b>	<b>0.26</b>

On February 11, 2020, the Company granted directors and officer 1,525,000 (2019 - 1,470,000) stock options exercisable at \$0.20 per share for a period of 5 years. All options vested on the grant date.

On February 11, 2020, the Company granted consultants 1,475,000 (2019 - 2,490,000) stock options exercisable at \$0.20 per share for a period of 5 years. All options vested on the grant date. The options are subject to vesting conditions with 25% of the options vested on the May 11, 2020, 25% vested on August 11, 2020, 25% vested on October 11, 2020 and 25% vesting on February 11, 2021.

During the year ended September 30, 2020, the Company recognized \$525,951 (2019 - \$610,380) in share-based compensation relating to options vesting during the year. An aggregate of 250,000 stock options was exercised during the year ended September 30, 2020 for gross proceeds of \$45,000.

The options were valued using the Black-Scholes option pricing model assuming a life expectancy of five years (2019 - five), a risk-free interest rate of 1.35%, (2019 - 2.43%) a forfeiture and dividend rate of Nil (2019 - Nil), and a volatility of 153% (2019 - 164%).

**11. SHARE CAPITAL AND RESERVES (continued)**

**c) Stock options (continued)**

As at September 30, 2020, the Company had incentive stock options enabling the holders to acquire further common shares as follows:

<b>Expiry Date</b>	<b>Options Outstanding</b>	<b>Options Exercisable</b>	<b>Weighted Average Exercise Price (\$)</b>	<b>Weighted Average Remaining Life (years)</b>
August 9, 2023	2,550,000	2,550,000	0.39	2.86
October 2, 2023	300,000	300,000	0.30	3.01
October 16, 2023	500,000	500,000	0.31	3.04
October 24, 2023	100,000	50,000	0.30	3.07
June 4, 2024	2,560,000	2,560,000	0.20	3.68
February 11, 2025	3,000,000	2,262,500	0.20	4.37
	9,010,000	8,222,500	0.26	3.61

**d) Share purchase warrants**

A continuity schedule of outstanding share purchase warrants is as follows:

	<b>Number Outstanding</b>	<b>Weighted Average Exercise Price (\$)</b>
Balance – September 30, 2018	12,783,857	\$0.34
Granted	15,819,572	\$0.30
Expired	(9,335,286)	\$0.37
Exercised	(3,448,571)	\$0.25
Balance – September 30, 2019	15,819,572	\$0.30
Granted	34,880,839	\$0.18
Balance – September 30, 2020	50,700,411	\$0.22

During the year ended September 30, 2019, an aggregate of 3,448,571 warrants were exercised for gross proceeds of \$862,142, and 3,694,286 warrants expired unexercised. There were no warrants exercised during the current year ended September 30, 2020.

As at September 30, 2020, the Company had 50,700,411 share purchase warrants outstanding.

<b>Expiry Date</b>	<b>Warrants Outstanding</b>	<b>Exercise Price (\$)</b>	<b>Weighted Average Remaining Life (years)</b>
May 3, 2021	15,672,572	0.30	0.59
June 3, 2021	147,000	0.30	0.67
January 28, 2021	34,880,839	0.18	0.33
	50,700,411	0.22	0.41

## 12. RELATED PARTY TRANSACTIONS

The Company's key management personnel consist of directors, officers and companies owned or controlled in whole or in part by officers and directors. Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed by the related parties). The following summarizes the Company's related party transactions during the year ended September 30, 2020 and 2019:

### Key Management Compensation

	<b>2020</b>	<b>2019</b>
	<b>(\$)</b>	<b>(\$)</b>
Rent (d)	98,560	67,200
Consulting fees (b)	120,000	120,000
Management fees (c)	210,000	210,000
Share-based payments (Note 11(c))	255,895	177,415
	<b>684,455</b>	<b>574,615</b>

- a) As at September 30, 2020, included in accounts payable and accrued liabilities was \$84,723 (2019 - \$175,085) owing to current and former officers and directors.
- b) During the year ended September 30, 2020, \$120,000 (2019 - \$120,000) was paid or accrued to the CFO and Corporate Secretary for services rendered and included in Consulting Fees.
- c) During the year ended September 30, 2020, \$210,000 (2019 - \$210,000) was paid or accrued to the CEO for services rendered, and included in Management Fees.
- d) During the year ended September 30, 2020, the Company paid or accrued \$98,560 (2019 - \$67,200) in rent to a corporation which has the Company's former CFO as a director, and is included in Office and Miscellaneous.
- e) Accounts payable as of September 30, 2020 includes \$12,042 (2019 - \$12,042) in notes payable accrued interest to corporations controlled by related parties.
- f) During the year ended September 30, 2020, the Company repaid \$Nil (2019 - \$58,000) of accrued interest to corporations controlled by related parties.

## 13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

### *Financial risk management*

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, short-term investments, receivables, restricted deposits and accounts payable.

The Company classified its cash and short-term investments as fair value through profit or loss; receivables and restricted deposits as amortized cost; and accounts payable as amortized cost. The fair values of cash and short-term investments are measured on the statement of financial position using level 1 of the fair value hierarchy. The fair values of receivables, restricted deposits and accounts payable approximate their book values because of the short-term nature of these instruments.

**CANADIAN PALLADIUM RESOURCES INC.**

Notes to the Consolidated Financial Statements

Years Ended September 30, 2020 and 2019

(Expressed in Canadian dollars)

---

**13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)**

*Financial instrument risk exposure*

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

*Credit risk*

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company has no material counterparties to its financial instruments with the exception of the financial institutions which hold its cash. The Company manages this credit risk by ensuring that these financial assets are placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist primarily of goods and services tax due from the government and other receivables; the balances are in good standing as at September 30, 2020. The Company does not believe it has a material exposure to credit risk.

*Liquidity risk*

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts which are available on demand. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its normal operating requirements.

The Company's ongoing liquidity is impacted by various external events and conditions. The Company expects to repay its financial liabilities, consisting of accounts payable and accrued liabilities and notes payable, in the normal course of operations and to fund future operational and capital requirements future equity and debt financing.

To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will seek to secure additional funds through long term debt and equity transactions.

*Interest rate risk*

The Company is exposed to interest rate risk. The Company's bank account earns interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. Interest rate risk is minimal as the Company does not have significant interest-bearing assets or any variable interest bearing liabilities that are tied into market rates.

*Foreign exchange risk*

The Company is not exposed to any significant foreign currency risk.

*Commodity price risk*

The Company is exposed to price risk with respect to commodity and equity prices. 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. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.



#### **14. MANAGEMENT OF CAPITAL**

The Company manages its common shares, stock options and share purchase warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company is not subject to any externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury invested in certificates of deposit with major financial institutions.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. 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. There have been no changes to the Company's approach to capital management during the year ended September 30, 2020.

#### **15. SEGMENTED INFORMATION**

The Company operates in one industry segment being the acquisition and exploration of mineral exploration and evaluation assets. The total assets attributable to the geographical locations relate primarily to exploration and evaluation assets that are located in Canada and Europe.

#### **16. COMMITMENTS**

The Company entered into a cost sharing arrangement agreement for the provision of office space and various administrative services in Vancouver, BC. Under the terms of the agreement, the Company will pay \$7,000 plus GST per month commencing on December 1, 2017, increasing to \$7,700 effective February 1, 2019, and further increasing to \$8,470 effective February 1, 2020 and continuing until the expiration of the underlying head lease on July 31, 2021. Effective July 1, 2020, the Company moved offices, terminated the cost-sharing agreement and entered into a new cost-sharing agreement for the new office on a month-to-month basis at the same rate. The Company also entered into a lease agreement for office space in Calgary, AB, effective September 1, 2020. The Company will pay \$1,558 per month for the Calgary-based office until the termination of the lease, on August 31, 2021 (Note 12(e)).

<b>Fiscal Year</b>	<b>Amount</b>
	<b>(\$)</b>
<b>2021</b>	<b>17,141</b>

**17. SUPPLEMENTAL CASH FLOW INFORMATION**

	<b>2020</b>	<b>2019</b>
	<b>(\$)</b>	<b>(\$)</b>
<b>Interest paid during the year</b>	-	-
<b>Income taxes paid during the year</b>	-	-
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Shares issued for exploration and evaluation assets	112,500	728,907
Fair value of options exercised	37,250	37,250
Fair value of finder's warrants issued	125,847	-
Shares received on sale of mineral property	45,000	-
Shares issued for acquisition	-	464,063

**18. INCOME TAXES**

**a) Provision for Income Taxes**

A reconciliation of the combined Canadian federal and provincial income taxes at statutory rates and the Company's effective income tax expense is as follows

	<b>2020</b>	<b>2019</b>
	<b>(\$)</b>	<b>(\$)</b>
Loss for the year	(4,156,432)	(5,398,591)
Expected income tax recovery	(1,116,000)	(1,458,000)
Permanent differences	151,000	227,000
Change in statutory, foreign tax, foreign exchange rates and other	102,000	953,000
Share issue cost	(53,000)	(53,000)
Change in unrecognized deductible temporary differences	916,000	331,000
Income tax expense	-	-

**b) Deferred Income Taxes**

The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consists of the following amounts:

	<b>2020</b>	<b>2019</b>
	<b>(\$)</b>	<b>(\$)</b>
Non-capital losses carry-forward	3,218,000	2,845,000
Exploration and evaluation assets	935,000	369,000
Share issuance costs	29,000	8,000
Marketable securities	(32,000)	(4,000)
	4,150,000	3,218,000
Unrecognized deferred tax assets	(4,150,000)	(3,218,000)
	-	-

**18. INCOME TAXES** (continued)

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

<b>Temporary Differences</b>	<b>2020</b>	<b>Expiry Date</b>
	<b>(\$)</b>	<b>Range</b>
Canadian eligible capital	13,000	No expiry date
Share issuance costs	227,000	2039 to 2042
Exploration and evaluation assets	11,457,000	No expiry date
Investment tax credit	(88,000)	2020 to 2039
Marketable securities	(357,000)	No expiry date
Allowable capital losses	-	No expiry date
Non-capital losses available for future periods	12,225,000	2028 to 2040

Tax attributes are subject to review, and potential adjustment, by tax authorities.

**19. SUBSEQUENT EVENTS**

Subsequent to September 30, 2020, the following significant transactions took place:

- (a) On October 6, 2020, the Company completed a private placement, with Eight Capital acting as agent, raising aggregate gross proceeds of \$3,391,170 through a combination of units and flow-through common shares of the Company. The Company issued a total of 13,878,000 flow-through shares at a price of \$0.135 per flow-through share and a total 12,647,000 units at a price of \$0.12 per unit.

Each unit consists of one non-flow-through common share of the Company and one non-flow-through common share purchase warrant. Each warrant shall entitle the holder thereof to acquire one share at a price of \$0.18 for a period of 36 months following the closing date.

The gross proceeds from the sale of the flow-through shares will be used for expenditures which qualify as "Canadian exploration expenses (CEE)" and "flow-through mining expenditures" both within the meaning of the Income Tax Act (Canada). The Company will renounce such CEE with an effective date of no later than December 31, 2020.

As consideration for its services, the Company paid Eight Capital a cash commission of \$148,604 and an advisory fee of \$22,400 and issued to Eight Capital an aggregate of 1,118,250 compensation warrants and 185,500 advisory warrants. Each compensation warrant and each advisory warrant shall entitle the holder thereof to acquire one unit at a price of \$0.12 for a period of 24 months from the closing date.

The Company also paid cash commissions of \$11,760 and issued an aggregate of 98,000 finder's fee warrants to eligible parties. Each finder's fee warrant shall entitle the holder thereof to acquire one share at a price of \$0.12 for a period of 24 months following the closing date.

**CANADIAN PALLADIUM RESOURCES INC.**

Notes to the Consolidated Financial Statements

Years Ended September 30, 2020 and 2019

(Expressed in Canadian dollars)

---

**19. SUBSEQUENT EVENTS (continued)**

- (b) On December 21, 2020, the Company completed a private placement, raising gross proceeds of \$1,050,000 through the issuance of 5,000,001 flow-through units at \$0.21 per unit. Each unit consists of one flow-through common share and one-half of one non-flow-through common share purchase warrant. Each whole warrant entitles the holder to acquire one non-flow-through common share at a price of \$0.30 for a period of 12 months from the date of issue.

The gross proceeds from the sale of the flow-through units will be used for expenditures which qualify as "Canadian exploration expenses (CEE)" and "flow-through mining expenditures" both within the meaning of the Income Tax Act (Canada). The Company will renounce such CEE with an effective date of no later than December 31, 2020.

The Company paid cash commissions of \$73,500 and issued an aggregate of 349,998 finder's warrants to eligible parties. Each finder's warrant entitles the holder to acquire one common share at a price of \$0.30 for a period of 12 months from the date of issue.