

SPEARMINT RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

July 31, 2021

NOTICE OF NO AUDITOR REVIEW

The unaudited condensed consolidated interim financial statements, and accompanying notes thereto, for the periods ended July 31, 2021 and 2020 have not been reviewed by the Company's external auditor.

SPEARMINT RESOURCES INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

<u>ASSETS</u>	July 31, <u>2021</u>	January 31, <u>2021</u>
Current assets		
Cash and cash equivalents – Note 3	\$ 3,175,069	\$ 1,962,170
Receivables	9,182	3,961
Prepaid expenses	16,980	4,849
Total current assets	3,201,231	1,970,980
Non-current assets		
Security deposits – Note 4	12,667	12,667
Exploration and evaluation assets – Note 4	2,153,320	1,998,127
Total assets	\$ 5,367,218	\$ 3,981,774
<u>LIABILITIES</u>		
Current liabilities		
Accounts payable and accrued liabilities – Notes 5 and 9	\$ 216,403	\$ 270,309
Flow-through share premium liability – Note 6	238,446	9,204
Total current liabilities	454,849	279,513
<u>SHAREHOLDERS' EQUITY</u>		
Share capital – Note 7	9,521,122	7,669,335
Reserves – Note 7	1,270,439	942,496
Accumulated deficit	(5,879,192)	(4,909,570)
Total shareholders' equity	4,912,369	3,702,261
Total liabilities and shareholders' equity	\$ 5,367,218	\$ 3,981,774

Nature and Continuance of Operations – Note 1
Subsequent Events – Note 12

APPROVED BY THE DIRECTORS:

“James Nelson” Director
James Nelson

“Dennis Aalderink” Director
Dennis Aalderink

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

SPEARMINT RESOURCES INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS & COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Three months ended July 31,		Six months ended July 31,	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Operating expenses				
Consulting fees	\$ 16,500	\$ 9,000	\$ 33,000	\$ 18,000
Corporate branding	138,554	18,750	320,772	18,750
Management fees – Note 9	15,000	-	30,000	-
Office and miscellaneous	11,472	7,896	29,574	21,394
Professional fees – Note 9	15,183	8,727	31,173	16,625
Share-based payments – Notes 7 and 9	516,455	71,114	516,455	71,114
Shareholder information	7,396	8,353	10,801	10,038
Transfer agent and filing fees	8,756	7,404	17,002	12,163
Travel and miscellaneous	1,947	-	5,545	-
	<u>(731,263)</u>	<u>(131,244)</u>	<u>(994,322)</u>	<u>(168,084)</u>
Interest income	2,282	-	3,942	-
Loss on sale of exploration and evaluation assets – Note 4	-	(170,124)	-	(170,124)
Other income on settlement of flow- through share premium – Note 6	19,016	-	20,758	-
	<u>21,298</u>	<u>(170,124)</u>	<u>24,700</u>	<u>(170,124)</u>
Net loss and comprehensive loss for the period	<u>\$ (709,965)</u>	<u>\$ (301,368)</u>	<u>\$ (969,622)</u>	<u>\$ (338,208)</u>
Loss per share - basic and diluted - Note 8	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average number of shares outstanding - basic and diluted - Note 8	<u>248,241,953</u>	<u>162,790,053</u>	<u>243,265,256</u>	<u>162,545,665</u>

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

SPEARMINT RESOURCES INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Six months ended July 31,	
	2021	2020
Operating Activities		
Loss for the period	\$ (969,622)	\$ (338,208)
Adjustments for non-cash items:		
Loss on sale of exploration and evaluation assets	-	(170,124)
Other income on settlement of flow-through share premium liability	(20,758)	-
Share-based payments	516,455	71,114
Changes in non-cash working capital items:		
Receivables	(5,221)	(1,506)
Prepaid expenses	(12,131)	-
Accounts payable and accrued liabilities	(104,016)	52,793
Cash used in operating activities	(595,293)	(45,683)
Investing Activities		
Exploration and evaluation assets	(105,083)	(31,359)
Cash used in investing activities	(105,083)	(31,359)
Financing Activities		
Proceeds from issuance of share capital	1,979,887	733,090
Share issue costs	(66,612)	(35,913)
Cash provided by financing activities	1,913,275	697,177
Increase in cash and cash equivalents during the period	1,212,899	620,135
Cash and cash equivalents, beginning of the period	1,962,170	151,553
Cash and cash equivalents, end of the period	\$ 3,175,069	\$ 771,688

Supplemental Disclosure with Respect to Cash Flows (Note 11)

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

SPEARMINT RESOURCES INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	No. of shares	Amounts	Reserves	Accumulated deficit	Total
Balance, January 31, 2020	162,295,847	\$ 4,490,214	\$ 851,814	\$ (4,130,282)	\$ 1,211,746
Shares issued for private placement	22,733,474	699,790	-	-	699,790
Share issue costs	-	(35,913)	-	-	(35,913)
Broker warrants issued for private placement	-	(70,972)	70,972	-	-
Share purchase warrants exercised	666,000	33,300	-	-	33,300
Stock options issued	-	-	71,114	-	71,114
Flow-through share premium liability	-	(17,786)	-	-	(17,786)
Loss for the period	-	-	-	(338,208)	(338,208)
Balance, July 31, 2020	185,695,321	5,098,633	993,900	(4,468,490)	1,624,043
Share issue costs	-	(1,214)	-	-	(1,214)
Share purchase warrants exercised	30,755,531	1,995,754	(7,977)	-	1,987,777
Stock options exercised	6,500,000	325,000	-	-	325,000
Transfer of reserve on options exercised	-	121,162	(121,162)	-	-
For exploration and evaluation assets	2,000,000	130,000	-	-	130,000
Stock options issued	-	-	77,735	-	77,735
Loss for the period	-	-	-	(441,080)	(441,080)
Balance, January 31, 2021	224,950,852	7,669,335	942,496	(4,909,570)	3,702,261
Shares issued for private placement	5,000,000	1,000,000	-	-	1,000,000
Share issue costs	-	(66,612)	-	-	(66,612)
Share purchase warrants exercised	14,797,731	781,223	(41,336)	-	739,887
Stock options exercised	4,800,000	240,000	-	-	240,000
Transfer of reserve on options exercised	-	147,176	(147,176)	-	-
Stock options issued	-	-	516,455	-	516,455
Flow-through share premium liability	-	(250,000)	-	-	(250,000)
Loss for the period	-	-	-	(969,622)	(969,622)
Balance, July 31, 2021	249,548,583	\$ 9,521,122	\$ 1,270,439	\$ (5,879,192)	\$ 4,912,369

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

SPEARMINT RESOURCES INC.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
July 31, 2021

1. NATURE AND CONTINUANCE OF OPERATIONS

Spearmint Resources Inc. (the “Company”) was incorporated under the Business Corporations Act of British Columbia, Canada on September 23, 2009. The Company is an exploration stage public company and is listed on the Canadian Securities Exchange (the “CSE”) under the symbol “SPMT”. The Company’s principal business activities include acquiring and exploring exploration and evaluation assets. At July 31, 2021, the Company had exploration and evaluation assets located in Canada and the United States.

The Company’s head office and principal business address is located at 2905 – 700 West Georgia Street, Vancouver, British Columbia, V7Y 1K8. The Company’s registered and records office is located at 900 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realization of assets and discharge of liabilities in the normal course of business. At July 31, 2021, the Company had not yet achieved profitable operations, incurred a net loss of \$969,622 during the six months ended July 31, 2021 and has an accumulated deficit of \$5,879,192 since its inception. The Company expects to incur further losses in the development of its business. The Company estimates it has sufficient capital for the next 12 months or longer.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or ability to raise funds. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. Accordingly, these condensed consolidated interim financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used, then the adjustments required to report the Company’s assets and liabilities on a liquidation basis could be material to these condensed consolidated interim financial statements.

2. BASIS OF PREPARATION

a) Statement of Compliance

These condensed interim consolidated financial statements of the Company have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* (“IAS34”) as issued by the International Accounting Standards Board (“IASB”). Therefore, these condensed interim consolidated financial statements do not include all of the information required for full annual financial statements, and should be read in conjunction with the Company’s most recently issued audited financial statements for the year ended January 31, 2021, which includes information necessary or useful to understanding the Company’s business and financial statement presentation. In particular, the Company’s significant accounting policies, use of judgements and estimates were

2. BASIS OF PREPARATION (continued)

a) Statement of Compliance (continued)

presented in Note 2 and Note 3 of these audited financial statements, and have been consistently applied in the preparation of these condensed interim consolidated financial statement..

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on September 21, 2021.

b) Basis of Consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries. All inter-company balances, transactions, income and expenses have been eliminated upon consolidation.

c) Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company has power over an investee, when the Company is exposed, or has rights, to variable returns from the investee and when the Company has the ability to affect those returns through its power over the investee. Subsidiaries are included in the condensed consolidated interim financial results of the Company from the effective date of acquisition up to the effective date of disposition or loss of control. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Company.

The principal subsidiaries of the Company as of July 31, 2021 are as follows:

Name of subsidiary	Place of Incorporation	Ownership Interest July 31, 2021	Ownership Interest January 31, 2021
1177905 B.C. Ltd.	Canada	100%	100%
Mathers Lithium Corp.	U.S.A.	100%	100%

3. CASH AND CASH EQUIVALENTS

The Company's cash and cash equivalents are denominated in Canadian Dollars and include the following components:

	July 31, <u>2021</u>	January 31, <u>2021</u>
Cash at bank	\$ 3,140,569	\$ 1,927,670
Short-term deposits	34,500	34,500
	<u>\$ 3,175,069</u>	<u>\$ 1,962,170</u>

SPEARMINT RESOURCES INC.
Notes to the Condensed Consolidated Interim Financial Statements
(Expressed in Canadian Dollars)
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4. EXPLORATION AND EVALUATION ASSETS

	BC EL N. Nickel- Copper Prospects	BC NEBA Copper Gold Prospects	BC Safari Copper Gold Property	BC Hammernose Gold Property	BC Gold Triangle Prospects	NL Goose Gold Property	On Carscallen W Gold Project	ON Case Lake South Cesium Prospect	ON Escape Lake North PGM Prospect	ON River Valley E. Platinum Palladium Prospect	QC Chibougamau Vanadium Prospects	QC Perron E.Gold Prospect	Nevada Elon and McGee Lithium Properties	Total
Balance, January 31, 2020	\$ 3,547	\$ 227,073	\$ 30,751	\$ 14,120	\$ 234,050	\$ -	\$ -	\$ -	\$ -	\$ 4,850	\$ 96,651	\$ 1,372	\$ 934,994	\$1,547,408
Acquisition costs														
Staking costs	-	-	-	1,966	-	-	2,450	7,050	3,950	-	-	4,543	-	19,959
Share issuance	-	-	-	-	-	130,000	-	-	-	-	-	-	-	130,000
Proceeds from sale	-	(25,000)	-	-	-	-	-	-	-	-	-	-	-	(25,000)
Deferred exploration expenditures														
Assay	-	-	-	2,932	-	-	-	-	-	-	-	-	17,246	20,178
Claim maintenance fees	-	-	-	-	-	-	-	-	-	-	-	-	13,618	13,618
Drilling	-	-	-	-	-	-	-	-	-	-	-	-	236,490	236,490
Geological consulting	-	-	-	2,250	-	9,100	-	-	-	-	-	-	40,444	51,794
Reclamation	-	-	-	-	-	-	-	-	-	-	-	-	6,551	6,551
Sampling	-	-	-	10,944	-	7,728	-	-	-	-	-	-	-	18,672
Survey	-	-	-	-	-	-	-	-	-	-	-	107,023	-	107,023
Travel	-	-	-	8,035	-	3,150	-	-	-	-	-	12,890	17,483	41,558
Loss on sale of exploration and evaluation assets	-	(170,124)	-	-	-	-	-	-	-	-	-	-	-	(170,124)
Balance, January 31, 2021	3,547	31,949	30,751	40,247	234,050	149,978	2,450	7,050	3,950	4,850	96,651	125,828	1,266,826	1,998,127
Assay	-	-	-	-	-	-	-	-	-	-	-	4,219	2,474	6,693
Geological consulting	-	-	-	-	-	-	-	-	-	-	-	6,105	-	6,105
Geological report	-	-	-	-	-	2,125	-	-	-	-	-	-	45,873	47,998
Survey	-	-	-	-	-	-	-	-	-	-	-	67,006	-	67,006
Testing	-	-	-	-	-	-	-	-	-	-	-	-	8,561	8,561
Travel	-	-	-	-	2,500	-	-	-	2,486	-	-	9,468	4,376	18,830
Balance, July 31, 2021	\$ 3,547	\$ 31,949	\$ 30,751	\$ 40,247	\$ 236,550	\$ 152,103	\$ 2,450	\$ 7,050	\$ 6,436	\$ 4,850	\$ 96,651	\$ 212,626	\$ 1,328,110	\$2,153,320

4. EXPLORATION AND EVALUATION ASSETS (continued)

BC EL North Nickel-Copper Prospects - Staking

In September 2017, the Company acquired a 100% interest in certain mineral claims (the “EL North and EL North 2 Nickel-Copper Prospects”) located in the Golden Triangle of British Columbia for staking costs of \$2,892. During the year ended January 31, 2020, the Company decided to drop these claims. Accordingly, previous acquisition costs of \$2,892 and exploration costs of \$14,563 were written off.

In March and September 2019, the Company acquired a 100% interest in certain mineral claims (the “EL North 3 Nickel-Copper Prospects” and the “EL North 1 Nickel-Copper Prospects”) located in the Golden Triangle Gold District of British Columbia for staking costs of \$280 and \$466, respectively.

As at July 31, 2021, the Company had incurred a total of \$2,801 in exploration costs on this property.

BC NEBA Copper-Gold Prospects - Staking and Purchase Agreement

In September 2017, the Company acquired a 100% interest in certain mineral claims (the "NEBA Copper-Gold Prospect") located in the Golden Triangle Gold District of British Columbia for staking costs of \$2,162.

In August 2018, the Company acquired a 100% interest in certain mineral claims located in the Golden Triangle Gold District in British Columbia for staking costs of \$651. During the year ended January 31, 2020, the Company decided to drop these claims. Accordingly, previous staking costs of \$651 were written off.

On October 5, 2018, the Company entered into a share purchase agreement (the “SPA”) with two arm’s length vendors (the “Vendors”) to purchase 100% of the issued and outstanding shares of 1177905 B.C. Ltd., which holds a 100% interest in certain mineral claims in B.C. (the "NEBA Copper-Gold Prospects", the "Nickle N. Property", and the "Gold Triangle Prospects"). The acquisition has been accounted for as an asset acquisition. In consideration, the Company issued 18,000,000 shares (issued at a value of \$540,000) to the Vendors pursuant to the SPA. 1177905 B.C. Ltd. became a wholly owned subsidiary of the Company. The acquisition costs had been split evenly between these properties.

On September 14, 2020, the Company entered into a letter agreement with Enduro Metals Corporation, an arm’s length party, to sell certain mineral claims of its NEBA Prospects to Enduro Metals for \$25,000. The Company recognized a realized loss of \$170,124 during the year ended January 31, 2021.

As at July 31, 2021, the Company had incurred a total of \$30,249 in exploration costs on the remaining claims of this property.

4. EXPLORATION AND EVALUATION ASSETS (continued)

BC Safari Copper-Gold Property - Staking

In October 2018, the Company acquired a 100% interest in certain mineral claims located in the northern Quesnel Trough in north-central British Columbia for staking costs of \$6,381.

As at July 31, 2021, the Company had incurred a total of \$24,370 in exploration costs on this property.

BC Hammernose Gold Property - Staking

In October 2018, the Company acquired a 100% interest in certain mineral claims in the Spences Bridge gold belt located in southern British Columbia for staking costs of \$3,640.

In July 2019, the Company acquired a 100% interest in certain mineral claims to increase the size of the Hammernose Gold Property for staking costs of \$546.

In July 2020, the Company acquired a 100% interest in certain mineral claims to increase the size of the Hammernose Gold Property for staking costs of \$1,966.

As at July 31, 2021, the Company had incurred a total of \$34,095 in exploration costs on this property.

BC Gold Triangle Prospects - Staking and Purchase Agreement

In July 2017, the Company acquired a 100% interest in certain mineral claims (the “Gold Triangle Prospects”) located in the Golden Triangle Gold District in British Columbia for staking costs of \$2,900.

Under the SPA, the Company indirectly acquired a 100% interest in certain mineral claims in British Columbia.

In July 2019, the Company acquired a 100% interest in certain mineral claims (the “Prickle Claims”) located in the Golden Triangle Gold District of British Columbia for staking costs of \$3,527.

During the year ended January 31, 2020, the Company decided to drop certain mineral claims. Accordingly, previous acquisition costs of \$632 and exploration costs of \$4,488 associated with these claims were written off.

As at July 31, 2021, the Company had incurred a total of \$50,755 in exploration costs on this property.

ON Carscallen West Gold Project - Staking

In May 2020, the Company acquired a 100% interest in certain mineral claims (the “Carscallen West Gold Project”) located in the Abitibi Greenstone belt in Ontario for staking costs of \$2,450

4. EXPLORATION AND EVALUATION ASSETS (continued)

ON Case Lake South Cesium Prospect - Staking

During the year ended January 31, 2021, the Company acquired a 100% interest in certain mineral claims (the “Case Lake South Cesium Prospect”) located in the Larder Lake Mining Division in Northeast Ontario for staking costs of \$7,050.

ON Escape Lake North PGM Project - Staking

In May 2020, the Company acquired a 100% interest in certain mineral claims (the “Escape Lake North PGM Project”) located north of Thunder Bay, Ontario, for staking costs of \$3,950.

As at July 31, 2021, the Company had incurred a total of \$2,486 in exploration costs on this property.

ON River Valley East Platinum-Palladium Prospect - Staking

In January 2020, the Company acquired a 100% interest in certain mineral claims (the “River Valley E. Platinum-Palladium Prospect”), all located in northern Ontario for staking costs of \$4,850.

NL Goose Gold Property - Purchase Agreement

On August 10, 2020, the Company entered into a purchase agreement with arm’s length vendors to acquire a 100% interest in certain mineral claims (the “Goose Gold Project”) located in Newfoundland, Canada. In consideration, the Company issued 2,000,000 shares (issued at a value of \$130,000) to the vendors. The vendors will retain a 2.5% NSR Royalty on this property. The Company will have the right to purchase 0.25% of the royalty for \$250,000 any time prior to the commencement of commercial production.

As at July 31, 2021, the Company had incurred a total of \$22,103 in exploration costs on this property.

QC Chibougamau Vanadium Prospects - Staking

In June 2017, the Company acquired a 100% interest in certain mineral claims (the “Chibougamau Vanadium Prospects”), all located in the direct vicinity of Lac Chibougamau, Quebec for staking costs of \$4,550. In December 2018 and January 2019, the Company acquired a 100% interest in certain mineral claims to increase the holdings in its Chibougamau Vanadium Prospects for aggregate staking costs of \$3,031. In February 2019, the Company acquired a 100% interest in certain mineral claims to increase the acreage in the Chibougamau Vanadium district in Quebec for staking costs of \$457.

During the year ended January 31, 2020, the Company decided not to continue with certain mineral claims and allowed them to lapse when they became due. Accordingly, prior acquisition costs of \$769 and exploration costs of \$14,710 associated with these claims had been written off during the period.

4. EXPLORATION AND EVALUATION ASSETS (continued)

As at July 31, 2021, the Company had incurred a total of \$89,382 in exploration costs on this property.

QC Perron-East Gold Prospects - Staking

In September 2019, the Company acquired a 100% interest in certain mineral claims (the “Perron-East Gold Prospects”), all located in the Abitibi greenstone belt of northwestern Quebec for staking costs of \$1,372.

In February and June 2020, the Company acquired a 100% interest in certain mineral claims in Quebec to increase the holdings in its Perron East Gold Prospects for staking costs of \$4,543.

As at July 31, 2021, the Company had incurred a total of \$206,711 in exploration costs on this property.

Nevada Elon and McGee Properties - Purchase Agreement

On July 12, 2016, the Company entered into a share purchase agreement (the “Agreement”) with five arm’s length vendors (the “Vendors”) to purchase 100% of the issued and outstanding common shares of 1074942 B.C. Ltd., which through its wholly-owned subsidiary Mathers Lithium Corp. (a Nevada corporation) holds a 100% interest in certain lithium mineral claims (the “Elon claims” and the “McGee claims”) in Nevada. The acquisition has been accounted for as an asset acquisition. In consideration for the net assets acquired, the Company issued 12,700,000 common shares at a value of \$444,500 to the Vendors pursuant to the Agreement. The Company issued 912,000 common shares at a value of \$31,920 as a finder’s fee and paid \$20,000 for land acquisition and \$3,903 in filing fees in connection with this transaction. The above acquisition costs were allocated to the Elon Property and the McGee Property proportionately, being \$175,113 and \$325,210, respectively.

On June 14, 2017, the Company assumed an additional US\$30,000 payment owed to the vendors for the McGee claims as follows: US\$10,000 by September 1, 2017 (paid) and US\$20,000 by December 31, 2017 (paid). The vendors retain an NSR of 3.75% on the McGee claims.

During the years ended January 31, 2018 and 2020, the Company provided a security deposit of \$11,098 and \$631, respectively, in relation to its McGee Properties. During the year ended January 31, 2021, the Company provided additional security deposit of \$938 in relation to its McGee Properties.

As at July 31, 2021, the Company had incurred a total of \$16,952 in claim maintenance fees on the Elon Property and \$771,897 in exploration costs on the McGee Property, respectively.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities recognized in the statements of financial position consist of the following:

	July 31, <u>2021</u>	January 31, <u>2021</u>
Trade payables	\$ 216,403	\$ 250,809
Accrued liabilities	-	19,500
Total payables	<u>\$ 216,403</u>	<u>\$ 270,309</u>

All amounts are short-term. The carrying value of trade payables and accrued liabilities is considered a reasonable approximation of fair value due to the short-term nature of these instruments.

6. FLOW-THROUGH SHARE PREMIUM LIABILITY

Balance at January 31, 2020	\$ -
Liability incurred on flow-through shares issued	17,786
Liability derecognized due to exploration expenditures renounced to shareholders	<u>(8,582)</u>
Balance at January 31, 2021	9,204
Liability incurred on flow-through shares issued	250,000
Liability derecognized due to exploration expenditures renounced to shareholders	<u>(20,758)</u>
Balance at July 31, 2021	<u>\$ 238,446</u>

In July 2020, the Company issued 3,557,142 flow-through units (the "FT Units") at \$0.035 per unit for gross proceeds of \$124,500. Each FT Unit consisted of one flow-through common share and one share purchase warrant. The premium received on the flow-through shares issued was determined to be \$17,786 and was recorded as a share capital reduction. An equivalent premium liability was also recorded.

During the year ended January 31, 2021, the Company renounced and incurred the exploration expenditures. Accordingly, the Company derecognized the flow-through share premium liability of \$8,582 and recognized it as other income.

In May 2021, the Company issued 5,000,000 flow-through units (the "FT Units") at \$0.20 per FT Unit for gross proceeds of \$1,000,000. Each FT Unit consisted of one flow-through common share and one-half of one share purchase warrant. The premium received on the flow-through shares issued was determined to be \$250,000 and was recorded as a share capital reduction. An equivalent premium liability was also recorded.

During the six months ended July 31, 2021, the Company renounced and incurred the exploration expenditures. Accordingly, the Company derecognized the flow-through share premium liability of \$20,758 and recognized it as other income.

7. SHARE CAPITAL AND RESERVES

Authorized: Unlimited common shares, without par value

Issued and outstanding as at July 31, 2021 – 249,548,583 (January 31, 2021: 224,950,852)

Private placement

Six months ended July 31, 2021:

In May 2021, the Company closed a non-brokered private placement consisting of 5,000,000 flow-through units (the “FT Units”) at \$0.20 per FT Unit for gross proceeds of \$1,000,000. Each FT Unit consisted of one flow-through common share and one-half of one share purchase warrant (each, a “Warrant”). Each whole Warrant entitles the holder to purchase one additional non flow-through common share of the Company at a price of \$0.30 per share until May 12, 2023. The Company paid legal and filing fees of \$6,612, and finders' fees of \$60,000 in connection with this private placement.

Six months ended July 31, 2020:

In July 2020, the Company closed a non-brokered private placement consisting of 3,557,142 flow-through units (the “FT Units”) at \$0.035 per FT Unit and 19,176,332 non flow-through units (the “NFT Units”) at \$0.03 per NFT Unit for gross proceeds of \$699,790. Each FT Unit consisted of one flow-through common share and one share purchase warrant which entitles the holder to purchase one additional non flow-through common share of the Company at a price of \$0.05 per share until July 29, 2025. Each NFT Unit consisted of one common share and one share purchase warrant which entitles the holder to purchase one additional common share of the Company at a price of \$0.05 per share until July 29, 2025. The Company incurred filing and legal fees totalling \$2,170, finders' fees of \$33,743, and issued 918,106 broker warrants in connection with this private placement. Each broker warrant is exercisable at \$0.05 per share until July 29, 2020. The broker warrants were valued at \$70,972 using the Black-Scholes pricing model with the following assumptions: dividend yield 0%, expected volatility 180.8%, risk-free interest rate 0.32% and an expected life of five years.

Share purchase warrants

The following is a summary of changes in share purchase warrants from January 31, 2020 to July 31, 2021:

	Number of Warrants	Weighted Average Exercise Price
Balance, January 31, 2020	31,900,000	\$0.06
Issued	23,651,580	\$0.05
Exercised	(31,421,531)	\$0.06
Balance, January 31, 2021	24,130,049	\$0.05
Issued	2,500,000	\$0.30
Exercised	(14,797,731)	\$0.05
Balance, July 31, 2021	11,832,318	\$0.10

7. SHARE CAPITAL AND RESERVES (continued)

Share purchase warrants (continued)

As of July 31, 2021, the Company had 11,832,318 share purchase warrants outstanding. Each warrant entitles the holder the right to purchase one common share as follows:

<u>Number</u>	<u>Exercise Price</u>	<u>Expiry Date</u>	
2,200,000	\$0.05	September 21, 2021	(Note 12)
2,500,000	\$0.30	May 12, 2023	
<u>7,132,318</u>	\$0.05	July 29, 2025	
<u>11,832,318</u>			

Share-based payments

The Company has a stock option plan whereby the maximum number of shares reserved for issue under the plan shall not exceed 10% of the outstanding common shares of the Company, as at the date of grant. The exercise price of each option granted under the plan may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount, subject to a minimum exercise price of \$0.05. Options may be granted for a maximum term of five years and vesting periods are determined by the Board of Directors. Pursuant to the regulations of the CSE, stock options may be granted outside of the stock option plan.

The following is a summary of changes in share purchase options from January 31, 2020 to July 31, 2021:

	<u>Number of Options</u>	<u>Weighted Average Exercise Price</u>
Balance, January 31, 2020	13,050,000	\$0.05
Granted	5,000,000	\$0.06
Exercised	(6,500,000)	\$0.05
Expired	(4,500,000)	\$0.05
Balance, January 31, 2021	7,050,000	\$0.06
Granted	10,000,000	\$0.16
Exercised	(4,800,000)	\$0.05
Balance, July 31, 2021	<u>12,250,000</u>	<u>\$0.15</u>

As of July 31, 2021, 12,250,000 share purchase options were outstanding entitling the holders thereof the right to purchase one common share of the Company for each option held as follows:

7. SHARE CAPITAL AND RESERVES (continued)

Share-based payments (continued)

Number Outstanding and Exercisable	Exercise Price	Expiry Date	
2,000,000	\$0.085	September 4, 2021	(Note 12)
250,000	\$0.05	March 13, 2022	
10,000,000	\$0.16	July 21, 2022	
<u>12,250,000</u>			

During the six months ended July 31, 2021, 4,800,000 stock options were exercised at a price of \$0.05 per share for total proceeds of \$240,000. The previously recognized share-based payment expense relating to these stock options were reclassified from share-based payment reserve to share capital in the amount of \$147,176. During the six months ended July 31, 2020, Nil stock options had been exercised.

During the six months ended July 31, 2021, the Company granted 10,000,000 stock options with an exercise price of \$0.16 per share and an expiry date of July 21, 2022 (six months ended July 31, 2020: 3,000,000 options were granted with an exercise price of \$0.05 per share and an expiry date of May 15, 2021). The weighted average fair value of the options issued in the six months ended July 31, 2021 was estimated at \$0.05 per option (six months ended July 31, 2020: \$0.02) at the grant date using the Black-Scholes option pricing model with the following assumptions:

	Six months ended July 31,	
	<u>2021</u>	<u>2020</u>
Weighted average expected dividend yield	0.00%	0.00%
Weighted average expected volatility*	127.59%	219.53%
Weighted average risk-free interest rate	0.46%	0.28%
Weighted average expected term	1 year	1 year

* Expected volatility has been based on historical volatility of the Company's publicly traded shares.

Total expenses arising from share-based payment transactions recognized during the six months ended July 31, 2021 was \$516,455 (six months ended July 31, 2020: \$71,114).

8. LOSS PER SHARE

The calculation of basic and diluted loss per share was based on the following data:

	Six months ended July 31,	
	<u>2021</u>	<u>2020</u>
Net loss	\$ 969,622	\$ 338,208
Weighted average number of common shares for the purpose of basic and diluted loss per share	243,265,256	162,545,665

Basic loss per share is computed by dividing loss by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution of common share equivalents, such as stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. All of the stock options and share purchase warrants currently issued (see Note 7) were anti-dilutive for the six months ended July 31, 2021 and 2020.

Basic and diluted loss per share for the six months ended July 31, 2021 was \$(0.00) (six months ended July 31, 2020: \$(0.00)).

9. RELATED PARTY TRANSACTIONS

Key management personnel compensation

Key management of the Company are directors and officers of the Company and their remuneration includes the following:

	Six months ended July 31,	
	<u>2021</u>	<u>2020</u>
Management fees	\$ 30,000	\$ -
Professional fees	30,000	15,000
Share-based payments*	289,215	64,003
	<u>\$ 349,215</u>	<u>\$ 79,003</u>

*Share-based payments are the fair value of options granted to key management personnel as at the grant date.

Related party balances

At July 31, 2021, accounts payable and accrued liabilities include \$10,918 (January 31, 2021: \$19,428) payable to three directors and a former director of the Company, and a public company with common directors for unpaid fees. These amounts are unsecured, non-interest bearing and payable on demand.

10. SEGMENTAL REPORTING

The Company operates in one business segment, being the acquisition and exploration of mineral properties. The Company's exploration and evaluation assets are distributed by geographic locations as below:

	July 31, <u>2021</u>	January 31, <u>2021</u>
Canada	\$ 825,210	\$ 731,301
U.S.A.	1,328,110	1,266,826
	<u>\$ 2,153,320</u>	<u>\$ 1,998,127</u>

11. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Investing and financing activities that do not have a direct impact on cash flows are excluded from the statement of cash flows.

During the six months ended July 31, 2021:

- Included in accounts payable and accrued liabilities was \$77,624 for exploration and evaluation assets.

12. SUBSEQUENT EVENTS

Subsequent to July 31, 2021, the following occurred:

- 2,107,000 share purchase warrants were exercised at \$0.05 per share;
- 900,000 stock options were exercised and 1,100,000 stock options were expired unexercised, all at \$0.085 per share; and
- On August 31, 2021, the Company entered into an option agreement with an arm's length vendor to acquire a 100% interest in certain mineral claims (the "Green Clay Lithium Property") located in Clayton Valley, Nevada, USA. In consideration, the Company is required to the following: to pay \$30,000 and issue 2,000,000 common shares (paid & issued subsequently) to the vendor on signing the option agreement; to pay \$30,000 and issue 1,000,000 common shares to the vendor within six months after signing; and to issue 1,000,000 common shares to the vendor within the first anniversary of signing. The vendor will retain a 1.5% NSR Royalty on this property. The Company will have the right to purchase 0.75% NSR Royalty for \$500,000 at any time prior to the commencement of commercial production.