SPEARMINT RESOURCES INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

July 31, 2023

NOTICE OF NO AUDITOR REVIEW

The condensed consolidated interim financial statements, and accompanying notes thereto, for the periods ended July 31, 2023 and 2022 have not been reviewed by the Company’s external auditor.

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

ASSETS		July 31, 2023		January 31, 2023
Current assets				
Cash and cash equivalents – Note 3	$	726,474	$	933,079
Receivables		3,295		4,566
Prepaid expenses		-		810
Total current assets		729,769		938,455
Non-current assets				
Security deposits – Note 4		16,121		16,121
Exploration and evaluation assets – Note 4		3,422,612		3,361,210
Total assets	$	4,168,502	$	4,315,786
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities – Notes 5 and 9	$	62,822	$	61,764
Flow-through share premium liability – Note 6		4,049		4,049
Total current liabilities		66,871		65,813
SHAREHOLDERS' EQUITY				
Share capital – Note 7		10,514,511		10,382,511
Reserves – Note 7		2,417,939		2,103,022
Accumulated deficit		(8,830,819)		(8,235,560)
Total shareholders' equity		4,101,631		4,249,973
Total liabilities and shareholders' equity	$	4,168,502	$	4,315,786

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

APPROVED BY THE DIRECTORS:

"James Nelson"	Director	*"Dennis Aalderink"*	Director
James Nelson		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, 2023	Three months ended July 31, 2022	Six months ended July 31, 2023	Six months ended July 31, 2022
Operating expenses				
Consulting fees	$ 16,500	$ 16,500	$ 33,000	$ 33,000
Corporate branding	12,508	10,057	15,953	35,353
Management fees – Note 9	17,500	15,000	32,500	30,000
Office and miscellaneous	11,761	8,106	35,462	26,867
Professional fees – Note 9	17,950	18,096	33,299	34,393
Share-based payments – Notes 7 and 9	376,855	425,739	446,917	425,739
Shareholder information	927	3,788	977	7,326
Transfer agent and filing fees	8,930	10,547	15,450	17,723
Travel	-	7,953	213	15,309
	(462,931)	(515,786)	(613,771)	(625,710)
Interest income	6,183	3,940	12,602	5,596
Gain on settlement of accounts payable	5,910	-	5,910	-
Other income on settlement of flow-through share premium – Note 6	-	25,247	-	25,247
	12,093	29,187	18,512	30,843
Loss and comprehensive loss for the period	$ (450,838)	$ (486,599)	$ (595,259)	$ (594,867)
Loss per share - basic and diluted - Note 8	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of shares outstanding - basic and diluted - Note 8	262,349,235	257,403,583	261,707,229	256,782,589

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

	Six months ended July 31, 2023	2022
Operating Activities		
Loss for the period	$ (595,259)	$ (594,867)
Adjustments for non-cash items:		
Gain on settlement of accounts payable	(5,910)	-
Other income on settlement of flow-through share premium liability	-	(25,247)
Share-based payments	446,917	425,739
Changes in non-cash working capital items:		
Receivables	1,271	14,838
Prepaid expenses	810	6,810
Accounts payable and accrued liabilities	6,968	(118,485)
Cash used in operating activities	(145,203)	(291,212)
Investing Activities		
Exploration and evaluation assets	(61,402)	(787,923)
Cash used in investing activities	(61,402)	(787,923)
Financing Activities		
Proceeds from issuance of share capital	-	72,500
Cash provided by financing activities	-	72,500
Decrease in cash and cash equivalents during the period	(206,605)	(1,006,635)
Cash and cash equivalents, beginning of the period	933,079	2,330,214
Cash and cash equivalents, end of the period	$ 726,474	$ 1,323,579

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, 2022	254,953,583	$ 9,990,999	$ 1,593,616	$ (6,823,235)	$ 4,761,380
Share purchase warrants exercised	1,200,000	60,000	-	-	60,000
Stock options exercised	250,000	12,500	-	-	12,500
Transfer of reserve on options exercised	-	7,012	(7,012)	-	-
For exploration and evaluation assets	1,000,000	120,000	-	-	120,000
Share-based payments	-	-	425,739	-	425,739
Loss for the period	-	-	-	(594,867)	(594,867)
Balance, July 31, 2022	257,403,583	10,190,511	2,012,343	(7,418,102)	4,784,752
Shares issued for restricted share units	2,640,000	132,000	(132,000)	-	-
For exploration and evaluation assets	1,000,000	60,000	-	-	60,000
Share-based payments	-	-	222,679	-	222,679
Loss for the period	-	-	-	(817,458)	(817,458)
Balance, January 31, 2023	261,043,583	10,382,511	2,103,022	(8,235,560)	4,249,973
Shares issued for restricted share units	2,640,000	132,000	(132,000)	-	-
Share-based payments	-	-	446,917	-	446,917
Loss for the period	-	-	-	(595,259)	(595,259)
Balance, July 31, 2023	263,683,583	$10,514,511	$ 2,417,939	$ (8,830,819)	$ 4,101,631

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, 2023, 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, 2023, the Company had not yet achieved profitable operations, incurred a loss of $595,259 during the six months ended July 31, 2023 and has an accumulated deficit of $8,830,819 since its inception. The Company expects to incur further losses in the development of its business. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The Company may require additional financing in order to conduct the planned work programs on its exploration and evaluation assets, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. 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.

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 results of operations at this time.

(Expressed in Canadian Dollars)

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, 2023, 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 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 20, 2023.

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 consolidated 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, 2023 are as follows:

Name of subsidiary	Place of Incorporation	Ownership Interest July 31, 2023	Ownership Interest January 31, 2023
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, 2023		January 31, 2023
Cash at bank	$	691,974	$	898,579
Short-term deposits		34,500		34,500
	$	726,474	$	933,079

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS

	NL Goose Gold Propert	ON Escape Lake North PGM Prospect	QC Chibougama Vanadium Prospects	QC Perron E.Gold Prospect	NV Elon and McGee Lithium Properties	NV Green Clay Lithium	NV Clayton Ridge	Total
Balance, January 31, 2022	$ 179,689	$ 19,681	$ 93,082	$ 895,407	$ 1,683,784	$ 282,205	$ -	$3,153,848
Acquisition costs								
Staking costs & Share issuance	-	-	-	-	16,490	210,000	-	226,490
Deferred exploration expenditures								
Assay	13,903	-	-	-	25,896	-	-	39,799
Claim maintenance fees	-	-	-	-	38,306	23,000	-	61,306
Drilling	215,689	-	-	-	14,569	-	-	230,258
Geological consulting	-	-	-	-	2,259	1,124	-	3,383
Geological report	-	421	-	-	46,863	-	-	47,284
Reclamation	-	-	-	-	12,080	-	-	12,080
Travel	-	-	-	-	13,362	2,783	-	16,145
Write-down of exploration & evaluation assets	(409,281)	(20,102)	-	-	-	-	-	(429,383)
Balance, January 31, 2023	-	-	93,082	895,407	1,853,609	519,112	-	3,361,210
Acquisition costs								
Staking costs & Share issuance	-	-	-	-	-	-	8,240	8,240
Deferred exploration expenditures								
Claim maintenance fees	-	-	-	-	25,349	21,650	-	46,999
Travel	-	-	-	-	6,163	-	-	6,163
Balance, July 31, 2023	$ -	$ -	$ 93,082	$ 895,407	$ 1,885,121	$ 540,762	$ 8,240	$3,422,612

4. EXPLORATION AND EVALUATION ASSETS (continued)

QC Chibougamau Vanadium Prospects - Staking

In December 2018 and January 2019, 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 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.

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.

Nevada Elon and McGee Properties - Purchase Agreement

On July 12, 2016, the Company entered into a share purchase agreement with five arm's length 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. In consideration for the net assets acquired, the Company issued 12,700,000 common shares at a value of $444,500. 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, 2020, 2021 and 2022, the Company provided a security deposit of $11,098, $631, $938 and $3,454, respectively, in relation to its McGee Property.

During the year ended January 31, 2023, the Company incurred a total of $16,490 in staking costs to secure the placer and lode claims on the McGee Property.

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS (continued)

Nevada Green Clay Lithium Project - Option Agreement

On August 31, 2021, the Company entered into an option agreement (the "Green Clay Agreement") with an arm's length vendor (the "Seller"), whereby the Seller granted an option to the Company to acquire a 100% interest in certain mineral claims (the "Green Clay Lithium Project") located in the Clayton Valley of Nevada, USA. In consideration, the Company is required to the following:

- Pay $30,000 and issue 2,000,000 common shares (paid & issued at a value of $230,000) to the Seller on signing the Green Clay Agreement;
- Pay $30,000 and issue 1,000,000 common shares (paid & issued at a value of $120,000) to the Seller within six months of signing; and
- Issue 1,000,000 common shares (issued at a value of $60,000) to the Seller within the first anniversary of signing.

The Seller will retain a 1.5% NSR Royalty on this property. The Company will have the right to purchase 0.75% of the NSR Royalty for $500,000 at any time up to the commencement of production.

Nevada Clayton Ridge Project - Staking

In June 2023, the Company acquired a 100% interest in certain mineral claims (the "Clayton Ridge Project") in Clayton Valley, Nevada, for staking costs of $8,240.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

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

	July 31, 2023	January 31, 2023
Trade payables	$ 45,322	$ 39,364
Accrued liabilities	17,500	22,400
Total payables	$ 62,822	$ 61,764

All amounts are short-term.

(Expressed in Canadian Dollars)

6. FLOW-THROUGH SHARE PREMIUM LIABILITY

Balance at January 31, 2022	$	61,476
Liability derecognized due to exploration expenditures renounced to shareholders		(57,427)
Balance at January 31, 2023 and July 31, 2023	$	4,049

During the year ended January 31, 2023, the Company renounced and incurred the exploration expenditures. Accordingly, the Company derecognized the flow-through share premium liability of $57,427 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, 2023 – 263,683,583 (January 31, 2023: 261,043,583)

Private placement

During the six months ended July 31, 2023 and 2022, the Company did not close any private placements.

Share purchase warrants

The following is a summary of changes in share purchase warrants from January 31, 2022 to July 31, 2023:

	Number of Warrants	Weighted Average Exercise Price
Balance, January 31, 2022	9,227,318	$0.12
Exercised	(1,200,000)	$0.05
Balance, January 31, 2023	8,027,318	$0.13
Expired	(2,500,000)	$0.30
Balance, July 31, 2023	5,527,318	$0.05

As of July 31, 2023, the Company had 5,527,318 share purchase warrants outstanding. Each warrant entitles the holder the right to purchase one common share as follows:

Number	Exercise Price	Expiry Date
5,527,318	$0.05	July 29, 2025

(Expressed in Canadian Dollars)

7. SHARE CAPITAL AND RESERVES (continued)

Share-based payments

The Company has an Equity Plan effective December 2022, which superseded a previous stock option plan. The Equity Plan provides the grant of stock options, RSUs, DSUs, and PSUs. Under the Equity Plan, the maximum number of equity-based awards issued cannot exceed 20% of the Company's issued and outstanding common shares, as at the date of grant.

Stock options

In accordance with the Equity Plan, the exercise price of each option granted shall not be less than the market price of the Company's stock. Options may be granted for a maximum term of ten years and vesting periods are determined by the Board of Directors.

The following is a summary of changes in share purchase options from January 31, 2022 to July 31, 2023:

	Number of Options	Weighted Average Exercise Price
Balance, January 31, 2022	15,550,000	$0.15
Granted	18,550,000	$0.08
Exercised	(250,000)	$0.05
Expired	(15,300,000)	$0.16
Balance, January 31, 2023	18,550,000	$0.08
Granted	18,500,000	$0.05
Expired	(17,500,000)	$0.08
Balance, July 31	19,550,000	$0.05

As of July 31, 2023, 19,550,000 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:

Number Outstanding and Exercisable	Exercise Price	Expiry Date
1,050,000	$0.05	October 31, 2023
18,500,000	$0.05	January 24, 2024
19,550,000		

During the six months ended July 31, 2023, Nil stock options were exercised (six months ended July 31, 2022: 250,000 stock options were exercised at a price of $0.05 per share for total proceeds of $12,500). 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 $Nil (six months ended July 31, 2022: $7,012).

(Expressed in Canadian Dollars)

7. SHARE CAPITAL AND RESERVES (continued)

Share-based payments (continued)

Stock options (continued)

During the six months ended July 31, 2023, the Company granted 18,500,000 stock options with an exercise price of $0.05 per share and an expiry date of July 24, 2024 (six months ended July 31, 2022: 17,500,000 options were granted with an exercise price of $0.08 per share and an expiry date of July 22, 2023). The weighted average fair value of the options issued in the six months ended July 31, 2023 was estimated at $0.02 per option (six months ended July 31, 2022: $0.02) at the grant date using the Black-Scholes option pricing model with the following assumptions:

	Six months ended July 31, 2023	2022
Weighted average expected dividend yield	0.00%	0.00%
Weighted average expected volatility*	111.42%	86.76%
Weighted average risk-free interest rate	4.79%	3.07%
Weighted average expected term	1 year	1 year

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

RSUs

In accordance with the Equity Plan, the Company may grant RSUs to any participant in respect of services rendered by the applicable participant in a taxation year (the "**RSU Service Year**"). The number of RSUs awarded and underlying vesting terms are determined by the board of directors in its discretion.

Upon settlement, participants will redeem each vested RSU for the following at the election of such participant but subject to the approval of the board of directors: (a) one fully paid and non-assessable share in respect of each vested RSU, (b) a cash payment or (c) a combination of shares and cash. Any such cash payments made by the Company shall be calculated by multiplying the number of RSUs to be redeemed for cash by the market price per share as at the settlement date. Subject to the provisions of the Equity Plan and except as otherwise provided in an award agreement, no settlement date for any RSU shall occur, and no share shall be issued or cash payment shall be made in respect of any RSU any later than the final business day of the third calendar year following the applicable RSU Service Year.

The following is a summary of changes in RSUs from January 31, 2022 to July 31, 2023:

	Number
Outstanding, January 31, 2022	-
Granted	6,600,000
Vested	(2,640,000)
Outstanding January 31, 2023	3,960,000
Vested	(2,640,000)
Outstanding July 31, 2023	1,320,000

(Expressed in Canadian Dollars)

7. SHARE CAPITAL AND RESERVES (continued)

Share-based payments (continued)

RSUs (continued)

During the year ended January 31, 2023, the Company granted 6,600,000 RSUs to its officers, directors and consultants, whereby 40% (2,640,000) of the RSUs vested on January 31, 2023, 20% (1,320,000) vested on July 31, 2023, 20% (1,320,000) vested on July 31, 2023 and 20% (1,320,000) vest on October 31, 2023.

The RSUs are valued at the fair market value of the Company's stocks on the date of grant. Accordingly, 6,600,000 RSUs were granted at a value of $0.05 each for a total value of $330,000 which was being recognized as share-based payments over the vesting periods.

Total expenses arising from share-based payment transactions recognized during the six months ended July 31, 2023 were $446,917 (six months ended July 31, 2022: $425,739), of which $108,940 (six months ended July 31, 2022: $Nil) was attributable to vesting of RSUs during the period with the remaining portion of share-based payment expense being attributable to the vesting of stock options, as described above.

8. LOSS PER SHARE

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

	Six months ended July 31, 2023	2022
Net loss	$ (595,259)	$ (594,867)
Weighted average number of common shares for the purpose of basic and diluted loss per share	261,707,229	256,782,589

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, 2023 and 2022.

Basic and diluted loss per share for the six months ended July 31, 2023 was $(0.00) (six months ended July 31, 2022: $(0.00)).

(Expressed in Canadian Dollars)

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, 2023	Six months ended July 31, 2022
Management fees	$ 32,500	$ 30,000
Professional fees	32,500	30,000
Share-based payments*	300,935	291,936
	$ 365,935	$ 351,936

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

Related party balances

At July 31, 2023, accounts payable and accrued liabilities include $5,427 (January 31, 2023: $12,500) payable to one director and one former director of the Company, and one 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, 2023	January 31, 2023
Canada	$ 988,489	$ 988,489
U.S.A.	2,434,123	2,372,721
	$ 3,422,612	$ 3,361,210

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, 2022:

- Included in accounts payable and accrued liabilities was $52,866 for exploration and evaluation assets.
- The Company issued 1,000,000 common shares valued at $120,000 pursuant to the Green Clay Agreement for the acquisition of the Green Clay Lithium Project.