APPIA ENERGY CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

For the three and six months ended March 31, 2021
(unaudited)
(Expressed in Canadian $)

APPIA ENERGY CORP.
(the “Company”)
NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by, and are the responsibility of, the Company’s management. The Company’s independent auditor has not performed a review of these financial statements.

DATED this 27th day of May, 2021.

APPIA ENERGY CORP.

Per: *(signed) “Tom Drivas”*
Name: Tom Drivas
Title: Chief Executive Officer

Per: *(signed) “Frank van de Water”*
Name: Frank van de Water
Title: Chief Financial Officer

APPIA ENERGY CORP.

Condensed Interim Statements of Financial Position

(Expressed in Cdn $)

Unaudited

As at	**March 31, 2021 $**	September 30, 2020 $
Assets		
Current		
Cash and cash equivalents (note 4)	**5,958,609**	1,764,921
Accounts receivable	**81,646**	71,229
Prepaid expenses	**41,984**	75,637
Total current assets	**6,082,239**	1,911,787
Non-current assets		
Acquisition cost of properties (note 5)	**814,415**	814,415
Deferred exploration expenditure (note 5)	**722,012**	-
Exploration camp and equipment (note 6)	**151,553**	120,723
Total assets	**7,770,219**	2,846,925
Liabilities		
Current		
Accounts payable & accruals	**427,029**	331,256
Due to related parties (note 10)	**679,425**	805,555
Flow-through share premium (note 8)	**367,625**	165,000
Total liabilities	**1,474,079**	1,301,811
Nature of operations and going concern (note 1)		
Subsequent events (note 13)		
Shareholders' equity		
Share capital (note 7(a))	**18,975,293**	14,063,465
Warrants (note 7(c))	**530,333**	737,435
Contributed surplus (note 9)	**4,493,627**	3,676,415
Deficit	**(17,703,113)**	(16,932,201)
Total shareholders' equity	**6,296,140**	1,545,114
Total liabilities and shareholders' equity	**7,770,219**	2,846,925

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

APPROVED ON BEHALF OF THE BOARD on May 27, 2021.

"Signed"
Anastasios (Tom) Drivas

"Signed"
Frank van de Water

APPIA ENERGY CORP.
Condensed Interim Statements of Changes in Equity
(Expressed in Cdn $)
Unaudited

	Share Capital $	Warrants $	Contributed Surplus $	Deficit $	Total $
At September 30, 2019	12,206,321	447,807	3,239,776	(15,136,216)	757,688
Flow-through units private placement, net	1,237,379	-	-	-	1,237,379
Working capital units private placement, net	6,525	-	-	-	6,525
Valuation of warrants issued	(292,294)	292,294	-	-	-
Share-based compensation	-	-	14,726	-	14,726
Adjustment for expired warrants	-	(203,852)	203,852	-	-
Net loss and comprehensive loss for the period	-	-	-	(338,402)	(338,402)
At March 31, 2020	13,157,931	536,249	3,458,354	(15,474,618)	1,677,916
Flow-through units private placement, net	805,364	-	-	-	805,364
Working capital units private placement	140,000	-	-	-	140,000
Valuation of warrants issued	(276,420)	276,420	-	-	-
Warrants exercised	482,380	(119,191)	119,191	-	482,380
Adjustment for expired warrants	-	43,957	(43,957)	-	-
Share-based compensation	-	-	142,827	-	142,827
Allocated to flow-through premium	(245,790)				(245,790)
Net loss and comprehensive loss for the period	-	-	-	(1,457,583)	(1,457,583)
At September 30, 2020	14,063,465	737,435	3,676,415	(16,932,201)	1,545,114
Flow-through units private placement, net	1,841,365	-	-	-	1,841,365
Working capital units private placement	629,000	-	-	-	629,000
Valuation of warrants issued	(206,306)	206,306	-	-	-
Warrants exercised	2,850,394	(413,408)	413,408	-	2,850,394
Share-based compensation	-	-	403,804	-	403,804
Allocated to flow-through premium	(202,625)	-	-	-	(202,625)
Net loss and comprehensive loss for the period	-	-	-	(770,912)	(770,912)
At March 31, 2021	18,975,293	530,333	4,493,627	(17,703,113)	6,296,140

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

APPIA ENERGY CORP.

Condensed Interim Statements of Loss, and Comprehensive Loss

(Expressed in Cdn $)

(Unaudited)

	For the three months ended March 31		For the six months ended March 31	
	2021	2020	**2021**	2020
	$	$	**$**	$
Expenses				
Operating activities				
Exploration expenses	**7,578**	36,303	**79,220**	102,944
Less: refund re fees paid in lieu of work	**-**	(11,220)	**-**	(11,220)
Net exploration expenditures	**7,578**	25,083	**79,220**	91,724
Acquisition cost of properties dropped	**-**	6,784	**-**	6,784
Depreciation	**13,020**	17,141	**22,076**	34,281
General and administrative activities:				
Professional fees	**24,801**	17,255	**37,561**	33,137
Management fees and salaries	**56,088**	43,100	**104,187**	78,942
Office and general	**29,904**	4,893	**62,408**	20,548
Investor relations	**40,328**	22,808	**69,601**	62,028
Share-based compensation	**388,917**	7,282	**403,804**	14,726
General and administrative expenses	**540,038**	95,338	**677,561**	209,381
Loss for the period before the following	**(560,636)**	(144,346)	**(778,857)**	(342,170)
Interest income	**5,684**	2,998	**7,945**	3,768
Net loss and comprehensive loss for the period	**(554,952)**	(141,348)	**(770,912)**	(338,402)
Basic and diluted loss per share	**0.01**	0.00	**0.01**	0.00
Weighted average number of shares outstanding	**92,796,000**	73,757,000	**89,877,000**	69,989,000

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

APPIA ENERGY CORP.

Condensed Interim Statements of Cash Flows

(Expressed in Cdn $)

Unaudited

	For the six months ended March 31	
	2021	2020
	$	$
Operating activities		
Net loss for the period	**(770,912)**	(338,402)
Items not affecting cash:		
Share-based compensation	**403,804**	14,726
Acquisition cost (note 5)	**-**	6,784
Depreciation (note 6)	**22,076**	34,281
	(345,032)	(282,611)
Net change in non-cash working capital		
Accounts receivable	**(10,417)**	59,094
Prepaid expenses	**33,653**	63,908
Accounts payable and accrued liabilities	**95,773**	(140,891)
Due to related parties	**(126,130)**	16,360
Net cash used in operating activities	**(352,153)**	(284,140)
Investing activities		
Exploration and evaluation assets acquisition costs (note 5)	**-**	(10,070)
Exploration equipment (note 5)	**(52,906)**	-
Deferred exploration expenditures	**(722,012)**	-
Net cash used in investing activities	**(774,918)**	(10,070)
Financing activities		
Private placement of flow-through units	**2,021,000**	1,292,640
Private placement of working capital units	**629,000**	6,525
Warrants exercised	**2,850,394**	-
Share issue expense	**(179,635)**	(55,261)
Net cash from financing activities	**5,320,759**	1,243,904
Change in cash and cash equivalents	**4,193,688**	949,694
Cash and cash equivalents, beginning of the period	**1,764,921**	416,940
Cash and cash equivalents, end of the period	**5,958,609**	1,366,634

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

1. Nature of operations and going concern

Appia Energy Corp. (“Appia” or "the Company") is incorporated under the Canada Business Corporations Act and is listed on the Canadian Securities Exchange (CSE: “API”) and in New York on the OTCQB platform as “APAAF”. The shares also trade on German exchanges. The Company is evaluating its mineral resource properties in Ontario and is actively exploring on its Saskatchewan properties to determine whether the properties will contain resources that are economically recoverable. The registered office and location of corporate records is Suite 500, 2 Toronto Street, Toronto, Ontario.

The accompanying unaudited condensed interim financial statements (“Financial Statements”) of the Company have been prepared by, and are the responsibility of, the Company’s management. The Company’s independent auditor has not performed a review of these Financial Statements.

These financial statements ("Financial Statements") have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at March 31, 2021 the Company had no sources of operating cash flows. The Company will therefore require additional funding which, if not raised, would result in the curtailment of activities and project delays. The Company had working capital of $4,608,160 as at March 31, 2021, after providing for $679,425 due to related parties, and has incurred losses since inception, including expenditures of $10,231,535 for exploration and evaluation of its mineral properties, resulting in an accumulated deficit of $17,703,113 as at March 31, 2021. The Company’s ability to continue as a going concern is uncertain and is dependent upon its ability to continue to raise adequate financing. There can be no assurance that the Company will be successful in this regard, and therefore, there is doubt regarding the Company’s ability to continue as a going concern and the use of accounting principles applicable to a going concern. These Financial Statements do not reflect adjustments that would be necessary if the going concern assumption is not appropriate. If the going concern assumption is not appropriate, adjustments to the carrying values of the assets and liabilities, the expenses and the balance sheet classifications, which could be material, would be necessary.

The recoverability of the carrying cost of its resource properties is dependent upon the existence of resources that are economically recoverable, confirmation of the Company's ownership interests in the claims, the ability of the Company to obtain necessary financing to complete the exploration and the development of the properties, and upon future profitable production, or proceeds from the disposition of the properties.

2. Basis of preparation and statement of compliance with IAS 34

These Financial Statements form part of the period covered by the Company’s International Financial Reporting Standards (“IFRS”) annual financial statements and have been prepared in accordance with IAS 34 - *Interim Financial Reporting* on the basis of IFRS standards and interpretations expected to be effective as at the Company’s fiscal year end, September 30, 2021.

These Financial Statements do not contain all the disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company’s audited annual financial statements for the year ended September 30, 2020 prepared in accordance with International Accounting Standards as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”) in effect as of September 30, 2020.

In the opinion of management, all adjustments considered necessary for fair presentation have been included in these Financial Statements. Operating results for the six months ended March 31, 2021 may not be indicative of the results that may be expected for the year ending September 30, 2021.

3. Summary of significant accounting policies

Readers should refer to the September 30, 2020 annual financial statements for the accounting policies used in the preparation of these Financial Statements. The IASB continues to amend and add to current IFRS standards and interpretations with several projects underway. Accordingly, the accounting policies adopted by the Company for the Company's IFRS annual financial statements will be determined as at September 30, 2021 and if a new policy differs materially from the accounting policies used in the preparation of these Financial Statements, these Financial Statements will be restated to retrospectively account for the application of those policies adopted at September 30, 2021.

Presentation Currency

The Company's presentation currency and functional currency is the Canadian dollar ("$").

Amendments to IAS 1 and IAS 8 Definition of Material

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the financial statements of, nor is there expected to be any future impact to the Company.

Accounting pronouncements issued but not yet adopted

At the date of approval of these Financial Statements for the period ended March 31, 2021, there were no new accounting policies issued that were expected to have a material impact on the Company.

4. Cash and cash equivalents

Cash and cash equivalents comprise cash and investments in Canadian Chartered Bank demand money market funds.

On December 31, 2019 the Company closed a private placement of 8,079,000 flow-through units for gross proceeds of $1,292,640. These funds are committed to be expended on Canadian Exploration Expenditures ("CEE"). The bulk of these funds were expended by year end.

On September 30, 2020 the Company closed a private placement of 3,300,000 flow-through units for gross proceeds of $825,000. These funds are committed to be expended on Canadian Exploration Expenditures ("CEE") and therefore not available for current working capital purposes.

During the year ended September 30, 2020, the Company spent a total of $1,232,406 on exploration and evaluation activities, in Saskatchewan and Ontario leaving a balance of funds restricted to be spent on CEE of $885,234.

On December 31, 2020 the Company closed a private placement of 5,052,500 flow-through units for gross proceeds of $2,021,000. These funds are committed to be expended on Canadian Exploration Expenditures ("CEE").

5. Acquisition cost of properties

	Elliot Lake Ontario	Alces Lake Saskatchewan	Other Saskatchewan	Total
	$	$	$	$
Balance, September 30, 2019	602,593	180,108	26,482	809,183
Total additions for the period	100	1,946	9,970	12,016
Acquisition cost of properties abandoned	-	-	(6,784)	(6,784)
Balance, September 30, 2020 and March 31, 2021	602,693	182,054	29,668	814,415

Ontario, Elliot Lake

In 2007, the Company acquired a 100% interest in 61 mining claims known as the Elliot Lake property located in Beange, Bolger, Bouck, Buckles, Gunterman and Joubin Townships, Sault Ste. Marie Mining Division in the Province of Ontario from Canada Enerco Corp. ("CEC"), a company controlled by the President, CEO and Director of the Company. CEC retains the right to a 1% Uranium Production Payment Royalty and a 1% Net Smelter Returns Royalty on any precious or base metals payable, provided that the price of uranium is greater than US$130 per pound.

Appia holds over 12,545 hectares (31,000 acres) encompassing five mineralized zones in the Elliot Lake area of northern Ontario. The zones are called Teasdale, Banana Lake, Canuc, Bouck Lake and Buckles Lake.

Saskatchewan, Athabasca Basin Area

The Company commenced adding to its holdings by staking in Saskatchewan in 2011 and began significant acquisitions starting in 2016. At March 31, 2021 the Company held a 100% interest in 65,601 hectares (162,104 acres).

Alces Lake Property is located 30 km northeast of Uranium city and comprises 17,577 hectares (43,434 acres), of high-grade REE mineralization, with multiple outcrops and boulders. The property is being actively explored and drilled in summer programs.

Eastside Property is located east of Cameco's Rabbit Lake mill and the eastern edge of the Athabasca Basin and was acquired by staking in June 2017. The property comprises 4,933 hectares (12,191 acres).

Loranger Property comprises 26,409 hectares (65,258 acres) on the east side of Wollaston Lake with two diamond drill programs completed in January 2017 and March 2019.

North Wollaston Property comprises 16,682 hectares (41,221 acres) located 30 km northeast of Cameco's Rabbit lake mill on the eastern edge of the Athabasca Basin.

Exploration and evaluation expenses

Amounts expended to date for exploration and evaluation activities in each area are summarized below. These amounts have been charged to the statements of loss and comprehensive loss.

	Elliot Lake Ontario	Alces Lake Saskatchewan	Other Saskatchewan	Total
	$	$	$	$
Balance, September 30, 2019	5,387,211	1,950,594	1,582,104	8,919,909
Total additions for the period	17,636	1,077,721	137,049	1,232,406
Balance, September 30, 2020	5,404,847	3,028,315	1,719,153	10,152,315
Total additions for the period	4,383	61,067	13,770	79,220
Balance, March 31, 2021	5,409,230	3,089,382	1,732,923	10,231,535

Deferred exploration expenditures

	Alces Lake Saskatchewan
	$
Balance, September 30, 2020	-
Additions:	
Assaying	42,704
Geophysics	75,000
Helicopter fuel	122,385
Drilling	93,884
Camp rebuild	274,939
Contract labour	47,375
Subcontract labour	14,430
Personnel travel costs	8,678
Camp costs	1,551
Shipping	38,801
Other	2,265
Total additions for the period	722,012
Balance, March 31, 2021	722,012

6. Exploration camp and equipment
Alces Lake

	Machinery and Equipment	Camp	Total
Cost	**$**	**$**	**$**
Balance as at September 30, 2019 and September 30, 2020	317,133	94,735	411,868
Additions	52,906	-	52,906
Balance as at March 31, 2021	370,039	94,735	464,774
Accumulated depreciation			
Balance, September 30, 2019	(135,010)	(48,314)	(183,324)
Depreciation for the year	(93,895)	(13,926)	(107,821)
Balance, September 30, 2020	(228,905)	(62,240)	(291,145)
Depreciation for the period	(17,202)	(4,874)	(22,076)
Balance, March 31, 2021	(246,107)	(67,114)	(313,221)
Net balance, September 30, 2020	88,228	32,495	120,723
Net balance, March 31, 2021	**123,932**	**27,621**	**151,553**

Depreciation is charged at 30% per annum, on a declining balance basis.

7. Share capital

(a) Common shares

The Company is authorized to issue an unlimited number of no par value common shares. The following table provides the details of changes in the number of issued common shares.

	Number \#	Amount $
Balance, September 30, 2019	65,312,468	12,206,321
Working capital units private placement December 16, 2019	43,500	6,525
Flow-through units private placement December 16, 2019	5,087,500	814,000
Finder’s fee shares issued December 16, 2019	322,467	48,370
Flow-through units private placement December 31, 2019	2,991,500	478,640
Working capital units private placement September 14, 2020	500,000	100,000
Flow-through units private placement September 14, 2020	2,640,000	660,000
Working capital units private placement September 24, 2020	200,000	40,000
Flow-through units private placement September 24, 2020	660,000	165,000
Warrants exercised	1,919,283	482,380
Less: Value associated with warrants issued	-	(568,714)
Share issue costs	-	(123,267)
Allocated to flow-through premium (note 8)	-	(245,790)
Balance, September 30, 2020	79,676,718	14,063,465
Warrants exercised	9,450,063	2,850,394
Flow-through units private placement October 28, 2020	2,737,500	1,095,000
Working capital units private placement October 28, 2020	597,285	209,050
Flow-through units private placement November 18, 2020	1,315,000	526,000
Working capital units private placement November 18, 2020	57,000	19,950
Flow-through units private placement December 4, 2020	1,000,000	400,000
Working capital units private placement December 31, 2020	1,000,000	400,000
Less: Value associated with warrants issued	-	(206,306)
Allocated to flow-through premium (note 8)	-	(202,625)
Share issue costs	-	(179,635)
Balance, March 31, 2021	95,833,566	18,975,293

On December 16, 2019, the Company closed the first tranche of a non-brokered private placement with the sale of 5,087,500 flow-through units (“FT Units) at $0.16 per FT Unit for gross proceeds of $814,000 and 43,500 working capital units (“WC Units”) at $0.15 per WC Unit for proceeds of $6,525, for an aggregate $820,525 of the total funds raised.

Each FT Unit consists of one common share and one half of a share purchase warrant entitling the holder to purchase one common share for one full warrant at a price of $0.25 for twelve months from Closing. Each WC Unit comprises one common share and one common share purchase warrant entitling the holder to purchase one common share at a price of $0.25 for twelve months from Closing.

The Company paid cash finder’s fees of $8,050, issued 322,467 common shares and issued 251,876 FT broker warrants. Each FT broker warrant entitles the holder to acquire one common share at a price of $0.16 for twelve months from Closing. An insider of the Company subscribed for 50,000 FT Units.

On December 31, 2019, the Company closed the final tranche of a non-brokered private placement with the sale of 2,991,500 FT Units for gross proceeds of $478,640.

Eligible finders were paid cash fees totalling $22,655 and issued 101,138 FT broker warrants. An insider of the Company subscribed directly and indirectly for 468,750 FT Units.

The Company raised total gross proceeds of $1,299,165 in the two private placements.

On September 14, 2020, the Company closed the first tranche of a non-brokered private placement with the sale of 2,640,000 flow-through units (“FT Units) at $0.25 per FT Unit for gross proceeds of $660,000 and 500,000 working capital units (“WC Units”) at $0.20 per WC Unit for proceeds of $100,000, for an aggregate $760,000.

On September 24, 2020, the Company closed the second tranche of the non-brokered private placement with the sale of 660,000 flow-through units (“FT Units) at $0.25 per FT Unit for gross proceeds of $165,000 and 200,000 working capital units (“WC Units”) at $0.20 per WC Unit for proceeds of $40,000, for an aggregate $205,000.

Each FT Unit consists of one common share and one half of a share purchase warrant entitling the holder to purchase one common share for one full warrant at a price of $0.35 for eighteen months from Closing. Each WC Unit comprises one common share and one common share purchase warrant entitling the holder to purchase one common share at a price of $0.30 for eighteen months from Closing.

Of the total funds raised in the year ended September 30, 2020 on FT offerings an amount of $245,790 (2019 - $nil) has been calculated as a FT share premium (Note 8).

In October, 2020, the Company closed non-brokered private placements with the sale of 2,737,500 FT Units at $0.40 per FT Unit for gross proceeds of $1,095,000 and 597,285 WC Units at $0.35 per WC Unit for proceeds of $209,050, for an aggregate $1,304,050.

In November, 2020, the Company closed a non-brokered private placement with the sale of 1,315,000 FT Units at $0.40 per FT Unit for gross proceeds of $526,000 and 57,000 WC Units at $0.35 per WC Unit for proceeds of $19,950, for an aggregate $1,850,000.

In December, 2020, the Company closed a non-brokered private placement with the sale of 1,000,000 FT Units at $0.40 per FT Unit for gross proceeds of $400,000 and 1,000,000 WC Units at $0.40 per FT Unit for gross proceeds of $400,000 for an aggregate $800,000.

Of the total funds raised in the three months, ended December 31, 2020 on FT offerings an amount of $202,625 (2019 - $nil) has been calculated as a FT share premium (Note 8).

(b) Common share purchase options

The Company has a stock option plan (the “Plan”) for the benefit of directors, officers and consultants. The total number of shares which may be reserved and set aside for issuance to eligible persons may not exceed 10% of the issued and outstanding common shares.

As at March 31, 2021, 6,150,000 common shares were reserved for the exercise of stock options granted under the Plan.

The following table provides the details of changes in the number of issued common share purchase options during the period:

	Options	**Weighted-average exercise price $**
Outstanding at September 30, 2019	4,050,000	0.29
Expired	(300,000)	0.40
Granted	1,200,000	0.25
Outstanding at September 30, 2020	4,950,000	0.27
Granted	1,200,000	0.65
Outstanding at March 31, 2021	6,150,000	0.66
Exercisable at March 31, 2021	4,883,333	0.35

On May 15, 2019 the Company granted 300,000 options to purchase common shares exercisable at $0.40 per share for three years to one consultant. The options were subject to expiry after six months if the consulting agreement was not extended. The options expired, unexercised in January, 2020.

Number of stock options	Number exercisable	Remaining contractual life	Exercise price per share	Expiry date
500,000	500,000	0.5 months	$0.10	April 14, 2021
100,000	100,000	4.7 months	$0.30	August 22, 2021
2,950,000	2,950,000	10 months	$0.30	February 1, 2022
200,000	200,000	28 months	$0.30	August 1, 2023
1,200,000	600,000	52.1 months	$0.25	August 4, 2025
200,000	200,000	58.3 months	$0.68	February 10, 2026
1,000,000	333,333	59.2 months	$0.65	March 5, 2026
6,150,000	4,883,333			

The weighted average fair value of all the options issued in the period ended March 31, 2021 was calculated as $0.65 per share option. The fair value was estimated at the date of grant using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate of 0.49-0.90%, expected dividend yield of nil, expected volatility of 180.81 and expected life term of 60 months. Options that have been issued generally vest one-half immediately on the date of grant and one-half twelve months from the date of grant. The 200,000 options issued on February 10, 2021 vested on issue and 1,000,000 options issued on March 5, 2021 vested one-third on issue and one-third on the next two anniversary dates.

(c) Warrants

On certain issuances of common shares, the Company grants warrants entitling the holder to acquire additional common shares of the Company, and the Company grants warrants as consideration for services associated with the placement of such common share issues. The following table provides the details of changes in the number of shares issuable on exercise of outstanding common share purchase warrants:

	Number of shares	Value $
Balance September 30, 2019	15,742,364	447,807
Expired, unexercised	(7,078,243)	(159,895)
Private placement warrants issued	6,436,014	568,714
Warrants exercised	(1,919,283)	(119,191)
Balance September 30, 2020	13,180,852	737,435
Private placement warrants issued	3,640,042	206,306
Warrants exercised	(9,450,063)	(409,908)
Warrants expired	(133,289)	(3,500)
Balance March 31, 2021	7,237,542	530,333

A summary of the outstanding warrants is as follows:

	Number of shares	Remaining contractual life	Exercise price per share	Expiry date
Warrants	1,400,000	9.7 months	$0.30	January 20, 2022
Warrants	375,000	10 months	$0.30	January 30, 2022
Warrants	1,300,000	11.5 months	$0.35	March 14, 2022
Warrants	250,000	11.5 months	$0.30	March 14, 2022
Warrants	330,000	11.8 months	$0.35	March 24, 2022
Warrants	100,000	11.8 months	$0.30	March 24, 2022
Warrants	1,368,750	12.9 months	$0.50	April 28, 2022
Warrants	47,250	12.9 months	$0.40	April 28, 2022
Warrants	298,642	12.9 months	$0.50	April 28, 2022
Warrants	3,000	12.9 months	$0.35	April 28, 2022
Warrants	657,500	13.6 months	$0.50	May 18, 2022
Warrants	78,900	13.6 months	$0.40	May 18, 2022
Warrants	28,500	13.6 months	$0.50	May 18, 2022

Warrants	500,000	14.1 months	$0.50	June 4, 2022
Warrants	500,000	15 months	$0.50	June 30, 2022
Balance, March 31, 2021	7,237,542			

The fair value of the warrants and broker warrants issued in December 2019 were estimated using the Black-Scholes option pricing model with the following assumptions: risk-free weighted-average interest of 1.71%, expected dividend yield of nil, average expected volatility of 124.77-125.05% and expected life term of 12 months. Under this method of calculation, the Company recorded $292,294 as the value of the warrants and $8,529 as the value of the broker warrants issued under this offering.

The fair value of the warrants issued in September 2020 was estimated using the Black-Scholes option pricing model with the following assumptions: risk-free weighted-average interest of 0.23%, expected dividend yield of nil, average expected volatility of 143.15-143.71% and expected life term of 18 months. Under this method of calculation, the Company recorded $276,420 as the value of the warrants issued under this offering.

The fair value of the warrants issued for the three months ended December 31, 2020 was estimated using the Black-Scholes option pricing model with the following assumptions: risk-free weighted-average interest of 0.20-0.27%, expected dividend yield of nil, average expected volatility of 133.91-135.53% and expected life term of 18 months. Under this method of calculation, the Company recorded $206,306 as the value of the warrants issued under this offering.

The number of common shares outstanding on March 31, 2021 was 95,833,566. Taking into account outstanding share purchase options and warrants, the fully diluted number of common shares that could have been outstanding on March 31, 2021 was 109,221,108.

8. Flow-through share premium

Flow-through liabilities include the deferred premium portion of the flow-through shares issued. The following is a continuity schedule of the liability portion of the flow-through issuances.

	March 31, 2021, $	September 30, 2020, $
Balance at the beginning of the period	165,000	-
Liability incurred on flow-through shares issued	202,625	247,790
Settlement of liability settled through the expenditure of funds	-	(80,790)
Balance at the end of the period	367,625	165,000

9. Contributed surplus

A summary of changes in contributed surplus is:

	Amount $
Balance, September 30, 2019	3,239,776
Share-based payments	157,553
Warrants exercised	119,191
Warrants expired	159,895
Balance, September 30, 2020	3,676,415
Share-based payments	403,804
Warrants exercised	409,908
Warrants expired	3,500
Balance, March 31, 2021	4,493,627

10. Related party transactions

During the three and six months ended March 31, 2021, the Company incurred related party expenses totaling $60,250 (2020 – $67,244) and $124,178 (2020 - $126,560). These expenses related to management fees paid or payable to key management personnel; Tom Drivas, Chief Executive Officer, Frederick Kozak, President from March 8, 2021, Frank van de Water, Chief Financial Officer, James Sykes, Vice-President, Exploration and Development, and office administration services paid to Romios Gold Resources Inc., a company with a number of common directors and officers. The amount charged for office administration services is included under office and general expenses. At March 31, 2021, $580,375 (2020 - $626,730) of accumulated related party expenditures was payable to Tom Drivas and $17,109 (2020 - $2,100) was payable to the other officers and Romios Gold Resources Inc.

Two insiders subscribed for 518,750 FT units in the December 2019 private placements. Three insiders subscribed for 660,000 FT units and 200,000 WC units in the September 2020 private placements.

Key management personnel were not paid post-retirement benefits, termination benefits, or other long-term benefits during the period ended March 31, 2021 and 2020.

During the three and six months ended March 31, 2021, the Company incurred expenses of $8,000 (2020 - $6,000) and $12,000 (2020 - $12,000) for independent directors' fees. At March 31, 2021, $68,500 (2020 - $109,000) of accrued directors' fees was outstanding.

During the three and six months ended March 31, 2021, the Company incurred expenses of $21,937 (2020 - $10,323) and $73,593 (2020 - $32,384) for legal fees to a law firm related to a director of the Company, William R. Johnstone. At March 31, 2021 $13,441 (2020 – $1,288) was payable to this related party.

As disclosed in Note 5, the Elliot Lake exploration properties were acquired from a related party that holds a 1% Uranium Production Payment Royalty and a 1% NSR Royalty on any precious or base metals payable provided that the price of uranium is greater than US$130 per pound.

11. Financial instruments and risk management

Categories of financial assets and liabilities

Under IFRS, financial instruments are classified into one of the following five categories: Fair value through profit and loss ("FVTPL"), held to maturity investments, loans and receivables, financial assets and financial liabilities. The carrying values of the Company's financial instruments, including those held for sale are classified into the following categories:

	March 31 2021 $	September 30 2020 $
FVTPL(1)	**5,958,609**	1,764,921
Receivables (2)	**81,646**	71,229
Financial liabilities (3)	**417,384**	312,642

(1) Includes cash, committed cash and demand deposits and money market funds of a Canadian Chartered Bank.
(2) Includes accounts receivable related to HST and PST tax refunds.
(3) Includes accounts payable.

Financial Instruments

The carrying amounts for the Company's financial instruments approximate their fair values because of the short-term nature of these items.

Risks arising from financial instruments and risk management

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company.

Pandemic COVID-19 risk

On March 11, 2020 the World Health Organization declared the COVID -19 infectious virus a global pandemic, with resulting travel bans, physical distancing, closing of social, cultural and educational facilities and non-essential businesses. Global financial equity markets have declined considerably and remain volatile. The effect on the Company in 2020 included difficulty in accessing exploration sites and hiring personnel for exploration programs, as well as in raising additional equity financing. The timing of a return to normal and the impact on the Company's operations is difficult to project.

Carrying value of exploration and evaluation assets

The Company regularly reviews the carrying value of its properties to determine whether the cost of these assets will be recoverable from future cash flows or from the proceeds of their disposal. Assumptions underlying the cash flow estimates would include the forecasted prices for uranium and rare earth elements, planned production levels, and operating, capital, exploration and reclamation costs, which are subject to risks and uncertainties. Management has determined that there is no impairment of the carrying value of its exploration properties.

12. Capital disclosures

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration and evaluation assets. The capital of the Company consists of capital stock, warrants and contributed surplus.

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

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements.

13. Subsequent events

In April 2021, 1,243,500 warrants were exercised for proceeds of $388,750, 500,000 options were exercised for proceeds of $50,000 and 610,000 warrants expired, unexercised.

On May 19,2021 a "bought deal" private placement closed with gross proceeds of $5,750,000. 5,782,333 units were issued at $0.60 and 3,258,000 flow-through units were issued at $0.70. Each unit included one common share and a warrant entitling the holder to acquire one common share at an exercise price of $0.75 for a period of 24 months. The Underwriter received a cash fee of 7% of the gross proceeds and 632,823 warrants entitling the holder to purchase one common share at an exercise price of $0.60 for a period of 24 months.