

Musk Metals Corp.
Condensed Interim Consolidated Financial Statements
For the Three Months Ended June 30, 2021
(Unaudited)
(Expressed in Canadian Dollars)

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**NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL
STATEMENTS**

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

The accompanying unaudited condensed interim consolidated 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 condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Musk Metals Corp.**Condensed Interim Consolidated Statements of Financial Position**

Expressed in Canadian dollars

(Unaudited)

	Note	June 30, 2021 \$	March 31, 2021 \$
ASSETS			
Current assets			
Cash		509,070	580,050
Prepaid expenses		17,250	-
Sales tax recoverable and other receivables		8,969	8,866
Total current assets		535,289	588,916
Exploration and evaluation assets	4	2,079,411	1,987,922
Total assets		2,614,700	2,576,838
LIABILITIES			
Current liabilities			
Accounts payables and accrued liabilities	5	289,948	390,025
Due to related parties	9	61,773	57,125
Other liabilities	6	21,162	27,811
Total liabilities		372,883	474,961
SHAREHOLDERS' EQUITY			
Share capital	7	3,496,828	3,011,410
Reserve	8	880,957	856,908
Subscriptions received		-	89,450
Accumulated deficit		(2,135,968)	(1,855,891)
Total shareholders' equity		2,241,817	2,101,877
Total liabilities and shareholders' equity		2,614,700	2,576,838

Nature of operations and going-concern (Note 1)

Subsequent events (Note 12)

Approved on behalf of the Board:

Nader Vatanchi (signed)

Nader Vatanchi, Director

Mario Pezzente, (signed)

Mario Pezzente, Director

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

Musk Metals Corp.**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**

Expressed in Canadian dollars

(Unaudited)

		For the Three Months Ended June 31,	
	Note	2021	2020
		\$	\$
EXPENSES			
Consulting		142,500	90,375
Corporate administration		5,954	1,780
Interest and penalties		-	1,147
Management fees	9	25,500	3,000
Office and miscellaneous		10,891	6,387
Professional fees		8,922	6,751
Share-based compensation	7	86,542	-
Shareholder communications		800	-
Transfer agent and filing fees		5,617	3,056
		(286,726)	(112,496)
OTHER ITEMS			
Settlement of flow-through liability	6	6,649	-
NET LOSS AND COMPREHENSIVE LOSS		(280,077)	(112,496)
LOSS PER SHARE – Basic and diluted		(0.01)	(0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – Basic and diluted		40,779,481	17,714,487

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

Musk Metals Corp.**Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficiency)**

Expressed in Canadian dollars

(Unaudited)

	Number	Share Capital	Reserve	Subscriptions Received	Deficit	Total
		\$	\$	\$	\$	\$
Balance, March 31, 2020	17,635,366	469,838	25,700	-	(609,200)	(113,662)
Common shares issued for exploration and evaluation asset	200,000	30,000	-	-	-	30,000
Net loss and comprehensive loss	-	-	-	-	(112,496)	(112,496)
Balance, June 30, 2020	17,835,366	499,838	25,700		(721,696)	(196,158)
 Balance, March 31, 2021	 36,908,366	 3,011,410	 856,908	 89,450	 (1,855,891)	 2,101,877
Common shares issued for exercise of warrants	4,928,500	246,425	-	(63,450)	-	182,975
Common shares issued for exercise of stock options	1,500,000	191,493	(62,493)	(26,000)	-	103,000
Common shares issued for exploration and evaluation assets	500,000	47,500	-	-	-	47,500
Share-based compensation	-	-	86,542	-	-	86,542
Net loss and comprehensive loss	-	-	-	-	(280,077)	(280,077)
Balance, June 30, 2021	43,836,866	3,496,828	880,957	-	(2,135,968)	2,241,817

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

Musk Metals Corp.
Condensed Interim Consolidated Statements of Cash Flows
Expressed in Canadian dollars
(Unaudited)

	For the Three Months Ended June 30,	
	2021	2020
	\$	\$
OPERATING ACTIVITIES		
Net loss for the period	(280,077)	(112,496)
Items not affecting cash:		
Settlement of flow-through liability	(6,649)	-
Share-based compensation	86,542	-
Change in non-cash working capital items:		
Prepaid expenses	(17,250)	-
Sales tax recoverable and other receivables	(103)	(3,829)
Due to related parties	4,648	3,000
Accounts payables and accrued liabilities	(100,077)	103,697
Cash flows used in operating activities	(312,966)	(9,628)
INVESTING ACTIVITIES		
Acquisition of exploration and evaluation assets	(18,000)	(2,000)
Exploration and evaluation expenditures, net of tax credits	(25,989)	-
Cash flows used in investing activities	(43,989)	(2,000)
FINANCING ACTIVITIES		
Proceeds from issuance of common shares for exercise of warrants	182,975	-
Proceeds from issuance of common shares for exercise of stock options	103,000	-
Proceeds from issuance of loans	-	8,800
Cash flows provided by financing activities	285,975	8,800
Change in cash	(70,980)	(2,828)
Cash, beginning of period	580,050	4,702
CASH, END OF PERIOD	509,070	1,874
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Common shares issued for exploration and evaluation asset	47,500	-

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

Musk Metals Corp.

Notes to the Condensed Interim Consolidated Financial Statements

June 30, 2021

(Expressed in Canadian dollars)

(Unaudited)

1. NATURE OF OPERATIONS AND GOING CONCERN

Musk Metals Corp. ("Musk" or the "Company") was incorporated under the *Business Corporations Act* (British Columbia). On March 4, 2021, the Company changed its name from Gold Plus Mining Inc. to Musk Metals Corp. The principal business of the Company is the acquisition, exploration and evaluation of mineral properties in Canada. The Company's shares trade on the Canadian Securities Exchange under the symbol "MUSK".

The address of its head office is located at Suite 2905 - 700 West Georgia Street, Vancouver, British Columbia, Canada V7Y 1C6. The address of its registered office is 800 - 885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1.

These consolidated financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS"), which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. At June 30, 2021, the Company had not yet achieved profitable operations. The Company expects to incur further losses in the development of its exploration assets. The continued operations of the Company are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. These conditions represent a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might 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 consolidated financial statements.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting*. The condensed interim consolidated financial statements of the Company should be read in conjunction with the Company's financial statements for the year ended March 31, 2021, which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

(b) Approval of the financial statements

The condensed interim consolidated financial statements were reviewed by the Audit Committee and approved and authorized for issue on August 30, 2021 by the Board of Directors of the Company.

(c) Basis of preparation

The condensed interim consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for certain financial assets carried at fair value. The condensed interim consolidated financial statements are presented in Canadian dollars, the functional currency of the Company and its subsidiaries, unless otherwise noted.

Musk Metals Corp.

Notes to the Condensed Interim Consolidated Financial Statements

June 30, 2021

(Expressed in Canadian dollars)

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2. BASIS OF PRESENTATION (continued)

(d) Basis of consolidation

The Company's condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, 1109692 B.C. Ltd., 1258512 B.C. Ltd., 1279810 B.C. Ltd., and Tonto Investments Inc. The subsidiaries are entities controlled by the Company, where control is achieved by the Company being exposed to, or having rights to, variable returns from its involvement with the entities and having the ability to affect those returns through its power over the entities. The subsidiaries are fully consolidated from the date on which control is obtained by the Company and are deconsolidated from the date that control ceases. All inter-company transactions, balances, income and expenses are eliminated on consolidation.

(e) Use of estimates and judgements

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the year. Actual results could differ from these estimates.

The preparation of these condensed interim consolidated financial statements require management to make judgments regarding the going concern of the Company, as discussed in Note 1, and the classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- Deferred tax assets and liabilities
- Carrying value and recoverability of exploration and evaluation assets

3. FUTURE ACCOUNTING STANDARDS, AMENDMENTS, AND INTERPRETATIONS

There are no other pending IFRSs or IFRIC interpretations that are expected to have a material impact on the Company's condensed interim consolidated financial statements.

Musk Metals Corp.

Notes to the Condensed Interim Consolidated Financial Statements

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4. EXPLORATION AND EVALUATION ASSETS

Pluto Gold Prospect, Ontario

The Company has acquired the rights, through staking, to mineral claims located in the Chapais Township, Quebec, collectively known as the Pluto Gold Prospect.

McDonough Red Lake Prospect, B.C.

On May 20, 2020, the Company entered into a property option agreement to acquire a 100% interest in the McDonough Red Lake Prospect. The McDonough Red Lake Prospect consists of 4 claims in the Red Lake Greenstone Belt of northwestern Ontario. Under the terms of the agreement, the Company will pay \$2,000 (paid) and issue 200,000 common shares (issued) upon signing, \$8,000 (paid) within 30 days of signing, \$10,000 (paid) and 200,000 common shares within 12 months of signing (issued), \$15,000 on the second anniversary of signing and \$25,000 on the third anniversary of signing. The property is subject to a 1.5% Net Smelter Return ("NSR") to the Vendor of which the Company has the right to purchase a 0.75% NSR for \$500,000.

Lawyers East and West Prospect, B.C.

On September 22, 2020, the Company acquired mineral claims located in the Golden Triangle region of British Columbia, collectively known as the Lawyers East and West Prospect in connection with the acquisition of 1258512 B.C. Ltd.

Lawyers North Prospect, B.C.

On January 4, 2021, the Company acquired mineral claims located in the Golden Triangle region of British Columbia, collectively known as the Lawyers North Prospect in connection with the acquisition of 1279810 B.C. Ltd.

Elon Lithium Prospect, Quebec

On March 25, 2021, the Company acquired mineral claims located in the La Corne and Fiedmont townships of Quebec, collectively known as the Elon Lithium Prospect in connection with the acquisition of Tonto Investments Inc. During the year ended March 31, 2021, the Company recognized an impairment of \$50,900 on the Elon Lithium Prospect.

Pakeagama Lithium Prospect, Quebec

On April 6, 2021, the Company entered into a property option agreement to acquire a 100% interest in the Pakeagama Lithium Prospect claims located in the Electric Avenue pegmatite field of northwestern Ontario. The property consists of four contiguous mining claims covering approximately 1,490 hectares. In order to acquire a 100% interest, the Company must pay:

- i) \$8,000 (paid) and issue 300,000 common shares (issued) within 3 business days of signing the property option agreement;
- ii) \$12,000 and issue 300,000 common shares on the first-year anniversary;
- iii) \$20,000 on the second-year anniversary; and
- iv) \$30,000 on the third-year anniversary.

The property is subject to a 1.5% Net Smelter Return ("NSR") to the vendor, of which the Company has the right to purchase a 0.5% NSR for \$500,000.

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4. EXPLORATION AND EVALUATION ASSETS (continued)

The Company has incurred costs on its exploration and evaluation assets as follows:

	Pluto Gold Prospect \$	McDonough Red Lake Prospect \$	Lawyers East, West and North Prospects \$	Elon Lithium Prospect \$	Pakeagama Lithium Prospect \$	Total \$
Balance, March 31, 2021	139,237	86,254	1,468,331	294,100	-	1,987,922
Acquisition costs	-	26,000	-	-	39,500	65,500
Exploration expenditures:						
Geological	-	150	-	26,594	338	27,082
Mining tax credits received	(1,093)	-	-	-	-	(1,093)
Balance, June 30, 2021	138,144	112,404	1,468,331	320,694	39,838	2,079,411

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30, 2021 \$	March 31, 2021 \$
Accounts payable	268,988	355,199
Accrued liabilities	20,960	34,826
	289,948	390,025

6. OTHER LIABILITIES

Other liabilities include the liability portion of the flow-through shares issued. The following is a continuity schedule of the liability portion of the flow-through share issuances:

Flow-through Liabilities	\$
Balance, March 31, 2021	27,811
Settlement of flow-through share liability on incurring expenditures	(6,649)
Balance, June 30, 2021	21,162

7. SHARE CAPITAL

(a) Authorized – Unlimited number of common shares without par value.

(b) Issued and Outstanding

Three months ended June 30, 2021:

On April 7, 2021, the Company issued 300,000 common shares with a fair value of \$31,500 pursuant to the property option agreement to acquire a 100% interest in the Pakeagama Lithium Prospect (Note 4).

On May 12, 2021, the Company issued 200,000 common shares with a fair value of \$16,000 pursuant to the property option agreement to acquire a 100% interest in the McDonough Red Lake Prospect (Note 4).

During the three months ended June 30, 2021, the Company issued a total of 1,500,000 common shares pursuant to the exercise of stock options with exercise prices ranging between \$0.07 per share and \$0.13 per share for total proceeds of \$129,000, of which \$26,000 was received prior to March 31, 2021.

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7. SHARE CAPITAL (continued)

During the three months ended June 30, 2021, the Company issued a total of 4,928,500 common shares pursuant to the exercise of warrants at \$0.05 per share for total proceeds of \$246,425, of which \$63,450 was received prior to March 31, 2021.

Three months ended June 30, 2020:

On May 25, 2020, the Company issued 200,000 common shares with a fair value of \$30,000 pursuant to the property option agreement to acquire a 100% interest in the McDonough Red Lake Prospect (Note 4).

(c) Stock options

The Company's incentive stock option plan provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements and limitations, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares.

	Number of Options	Weighted Average Exercise Price \$
Outstanding and exercisable, March 31, 2021	2,930,000	0.10
Granted	1,200,000	0.12
Exercised	(1,500,000)	0.09
Expired	(150,000)	0.12
Outstanding and exercisable, June 30, 2021	2,480,000	0.12

Share-based compensation expense is determined using the Black-Scholes option pricing model. During the three months ended June 30, 2021, the Company recognized share-based compensation expense of \$86,542 (2020 - \$nil) in reserve, of which \$43,271 (2020 - \$nil) pertains to directors and officers of the Company.

The weighted average fair value of options granted during the three months ended June 30, 2021, was \$0.07 (2020 - \$nil) per share. Weighted average assumptions used in calculating the fair value of share-based compensation expense are as follows:

	2021	2020
Risk-free interest rate	0.23%	-
Dividend yield	0%	-
Expected volatility	178%	-
Expected life (years)	1	-
Forfeiture rate	0%	-

As at June 30, 2021, the following stock options are outstanding and exercisable:

Number of Stock Options	Exercise Price \$	Expiry Date
1,200,000	0.115	April 1, 2022
400,000	0.07	July 20, 2021
880,000	0.15	July 10, 2022
2,480,000		

The weighted average stock price on the date of the exercise of stock options during the three months ended June 30, 2021, was \$0.10 (2020 - \$nil) per share.

Musk Metals Corp.

Notes to the Condensed Interim Consolidated Financial Statements

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7. SHARE CAPITAL (continued)

(d) Share purchase warrants

	Number of Warrants	Weighted Average Exercise Price \$
Balance, March 31, 2021	29,697,528	0.14
Exercised	(4,928,500)	0.05
Balance, June 30, 2021	24,769,028	0.16

As at June 30, 2021, the Company had 24,769,028 share purchase warrants outstanding. Each warrant entitles the holder the right to purchase one common share as follows:

Number of Warrants	Exercise Price \$	Expiry Date
3,300,000	0.10	January 4, 2022
5,982,133	0.30	August 24, 2022
3,038,395	0.30	September 4, 2022
3,000,000	0.15	September 22, 2023
9,448,500	0.05	April 19, 2027
24,769,028		

As at June 30, 2021, the weighted average remaining life of warrants outstanding was 2.98 years.

8. RESERVE

	June 30, 2021 \$	March 31, 2021 \$
Balance, beginning of period	856,908	25,700
Share-based compensation	86,542	243,251
Fair value of finder's warrants	-	44,072
Fair value of warrants issued for acquisition of 1258512 B.C. Ltd.	-	417,995
Fair value of warrants issued for acquisition of 1279810 B.C. Ltd.	-	157,986
Reclassification of fair value of stock options exercised	(62,493)	(32,096)
Balance, end of period	880,957	856,908

Musk Metals Corp.

Notes to the Condensed Interim Consolidated Financial Statements

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(Expressed in Canadian dollars)

(Unaudited)

9. RELATED PARTY TRANSACTIONS

Key management personnel compensation

The Company considers key management personnel to be the directors and officers of the Company.

During the three months ended June 30, 2021, the Company incurred \$7,500 (2020 - \$nil) in management fees to a company controlled by the Chief Executive Officer of the Company, for services rendered.

During the three months ended June 30, 2021, the Company incurred \$10,500 (2020 - \$nil) in management fees to a company controlled by a Director of the Company, for services rendered.

During the three months ended June 30, 2021, the Company incurred \$7,500 (2020 - \$nil) in management fees to a company controlled by a Director of the Company, for services rendered.

During the three months ended June 30, 2021, the Company incurred \$nil (2020 - \$3,000) in management fees to the former Chief Executive Officer of the Company, for services rendered.

Related party balances

As at June 30, 2021, the Company has a balance of \$7,350 (March 31, 2021 - \$2,625) payable to a company controlled by the Chief Executive Officer of the Company. The amount is unsecured, non interest-bearing and due on demand.

As at June 30, 2021, the Company has a balance of \$7,875 (March 31, 2021 - \$7,875) payable to a company controlled by the former Chief Financial Officer of the Company. The amount is unsecured, non interest-bearing and due on demand.

As at June 30, 2021, the Company has a balance of \$10,548 (March 31, 2021 - \$10,625) payable to companies controlled by Directors of the Company. The amounts are unsecured, non interest-bearing and due on demand.

As at June 30, 2021, the Company has a balance of \$36,000 (March 31, 2021 - \$36,000) payable to the former Chief Executive Officer of the Company. The amount is unsecured, non interest-bearing and due on demand.

As at June 30, 2021, the Company has a balance of \$15,750 (March 31, 2021 - \$nil) in prepaid management fees to a company controlled by a Director of the Company, which is included in prepaid expenses.

10. FINANCIAL RISK AND CAPITAL MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company's cash is deposited with a major bank in Canada. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies.

Musk Metals Corp.

Notes to the Condensed Interim Consolidated Financial Statements

June 30, 2021

(Expressed in Canadian dollars)

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10. FINANCIAL RISK AND CAPITAL MANAGEMENT (continued)

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis.

Historically, the Company's primary source of funding has been the issuance of equity securities for cash, primarily through private placements and the advance of loans. The Company's access to equity financing is dependent upon market conditions and market risks. There can be no assurance of continued access to equity funding.

(c) Interest rate risk

Interest rate risk is the risk due to variability of interest rates. The Company is exposed to interest rate risk on its bank account and loans. The income earned on the bank account is subject to the movements in interest rates. The Company has cash balances and fixed interest-bearing loans, therefore, interest rate risk is nominal.

(d) Capital management

The Company's policy is to maintain a capital base sufficient to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of working capital and share capital. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

(e) Classification of financial instruments

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

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;

Level 3 – Inputs that are not based on observable market data.

Financial assets and financial liabilities included in the statement of financial position are as follows:

	June 30, 2021 \$	March 31, 2021 \$
Cash	509,070	580,050
Accounts payable and accrued liabilities	289,948	390,025
Due to related parties	61,773	57,125

(f) Fair value

The Company's financial instruments are presented as level one within the fair value hierarchy as at June 30, 2021 and March 31, 2021, based on observable information and demand payment requirement.

Musk Metals Corp.

Notes to the Condensed Interim Consolidated Financial Statements

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(Expressed in Canadian dollars)

(Unaudited)

11. SEGMENTED INFORMATION

The Company and its subsidiary are considered to be operating in one operating segment, being the exploration of mineral resource properties. The Company's property and offices are located in Canada.

12. SUBSEQUENT EVENTS

- (a) On July 5, 2021, the Company issued 200,000 common shares pursuant to the exercise of stock options with an exercise price of \$0.07 per share for proceeds of \$14,000.
- (b) On July 6, 2021, the Company issued 200,000 common shares pursuant to the exercise of warrants at \$0.05 per share for proceeds of \$10,000.
- (c) On July 29, 2021, the Company issued 4,166,666 flow-through units at \$0.12 per unit, for gross proceeds of \$500,000. Each unit consists of one flow-through common share and one-half of one non-flow-through warrant, with each whole warrant exercisable into one common share at \$0.14 per share for a two-year term. The Company issued 383,333 Broker Warrants as a finders' fee; each Broker Warrant entitles the holder to purchase one common share (on a non-flow-through basis) at a price of \$0.12 per Broker Warrant Share for two-year term.
- (d) On August 13, 2021, the Company granted a total of 1,200,000 stock options to Directors and consultants of the Company, which are exercisable at \$0.095 per share until August 13, 2023.
- (e) In August 2021, the Company announced a non-brokered private placement consisting of the issuance of up to 6,666,667 units at \$0.075 per unit for gross proceeds of up to \$500,000, of which \$50,000 was received subsequent to the three months ended June 30, 2021. Each unit will consist of one common share and one warrant, with each warrant exercisable into one common share at \$0.10 per share for a two-year period following the closing of the private placement.