# CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021 (Expressed in Canadian Dollars) (Unaudited)

# NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed interim consolidated financial statements for Scotch Creek Ventures Inc. (the "Company") have been prepared by management in accordance with International Financing Reporting Standards (IAS 34). These condensed interim consolidated financial statements are the responsibility of management are unaudited and have not been reviewed by the Company's auditors with the disclosure requirements of National Instruments 51-102 released by the Canadian Securities Administrators.

The Company's Audit Committee and Board of Directors has reviewed and approved these condensed interim consolidated financial statements.

#### CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Expressed in Canadian Dollars) (Unaudited)

**JUNE 30**, **DECEMBER 31**, 2021 2020 ASSETS Current \$ 1,229,596 \$ 33,984 Cash Accounts receivable 42,163 15,654 **Total Current Assets** 1,271,759 49,638 Exploration and Evaluation Assets (Note 6) 3,251,904 260,625 \$ **Total Assets** 4,523,663 \$ 310,263 LIABILITIES Current Accounts payable and accrued liabilities \$ 44.561 135,719 \$ Promissory Notes (Note 7) 91,000 44,561 226,719 Long Term Promissory Note (Note 7) 25,000 EQUITY Share Capital (Note 8) 5,730,837 627,208 Subscriptions Received Reserves 363,718 32,441 Deficit (1,615,453)(601, 105)**Total Equity** 4,479,102 58,544 **Total Liabilities and Equity** \$ 4,523,663 \$ 310,263 NATURE AND CONTINUANCE OF OPERATIONS (NOTE 1)

SUBSEQUENT EVENTS (Note 11)

The condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors on August 25, 2021. They were signed on the Company's behalf by:

"David Ryan"	"Logan Anderson"
Director	Director
The accompanying notes are an integral par	t of these condensed interim consolidated

financial statements

## CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (Expressed in Canadian Dollars) (Unaudited)

	REE MONTH PERIOD ENDED INE 30, 2021	ļ	REE MONTH PERIOD ENDED NE 30, 2020	SIX MONTH PERIOD ENDED JNE 30, 2021	SIX MONTH PERIOD ENDED JNE 30, 2020
Expenses					
Directors' fees Interest Office and Administration Management fees (Note 11) Professional fees Rent Share based payment Social media,website, marketing Travel	\$ 3,000 505 117,268 60,000 8,377 7,500 - 521,377 7,184 725,211	\$	3,000 2,108 5,917 30,000 1,626 3,000 - - 525 46,176	\$ 6,000 2,843 127,785 120,000 46,421 15,000 142,240 521,377 22,682 1,014,348	\$ 6,000 4,978 10,601 60,000 5,575 6,000 - - 525 93,679
Net Loss and Comprehensive Loss for the Period	\$ (725,211)	\$	(46,176)	\$ (1,014,348)	\$ (93,679)
Loss Per Common Share, Basic and Diluted	\$ (0.03)	\$	(0.00)	\$ (0.00)	\$ (0.01)
Weighted Average Number of Common Shares Outstanding	24,594,401		13,835,000	21,071,946	13,835,00

## SCOTCH CREEK VENTURES INC. CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS (Expressed in Canadian Dollars)

(Unaudited)

	F	SIX MONTH PERIOD ENDED JUNE 30, 2021		SIX MONTH PERIOD ENDED JUNE 30, 2020
Cash Provided By (Used In):				
Operating Activities				
Net loss for the period	\$	(1,014,348)	\$	(93,679)
Net changes in non-cash operating working capital items: Accounts receivable Accounts payable and accrued liabilities Share based cost-warrants Share based payments-options		(26,509) (91,158) 189,037 142,240 (800,738)		(584) 63,937 - (30,326)
Financing Activities Proceeds from promissory notes Repayment of promissory notes Proceeds from private placement Shares issued for property acquisition Proceeds from Warrant exercise		- (116,000) 2,013,629 2,730,000 360,000 4,987,629		36,000 - - - - 36,000
Investing Activities Exploration and evaluation assets		(2,991,279) (2,991,279)		0
Net Increase (decrease) In Cash 974,156		1,195,612		(5,674)
Cash, Beginning of Period		33,984		6,328
Cash, End of Period	\$	1,229,596	\$	11,912
Supplemental Cash Flow Information				
Interest paid Income taxes paid Exploration and evaluation assets included in accounts payable and accrued liabilities	\$ \$ \$	2,843 - -	\$ \$ \$	4,987 - -

# SCOTCH CREEK VENTURES INC. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

#### FOR THE SIX MONTH PERIODS ENDED JUNE 30, 2021 AND 2020 (Expressed in Canadian Dollars) (Unaudited)

	SHARE	SHARE CAPITAL					
	COMMON SHARES	AMOUNT	RESERVES	DEFICIT	EQUITY		
Balance December 31, 2019 Loss for the period	13,835,000	478,997	22,486	<b>389,850</b> (93,679)	<b>111,633</b> (93,679)		
Balance June 30, 2020	13,835,000	478,997	22,486	(483,529)	17,954		
Balance December 31, 2020	15,549,265	627,208	32,441	601,105	58,544		
Loss for the period	-	-	-	(1,014,348)	(1,014,348)		
Share-based payments	-	-	142,240	-	142,240		
Share issue costs on placement	-	-	189,037	-	189,037		
Warrants exercised	3,000,000	360,000	-	-	360,000		
Private placement	6,566,120	2,013,629	-	-	2,013,629		
Shares issued for property	3,500,000	2,730,000	-	-	2,730,000		
Balance June 30, 2021	28,615,385	5,730,837	363,718	(1,615,453)	4,479,102		

# NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021

(Expressed in Canadian Dollars) (Unaudited)

### 1. NATURE AND CONTINUANCE OF OPERATIONS

#### a) Nature of Operations

Scotch Creek Ventures Inc. (the "Company") was originally incorporated under the Business Corporations Act of British Columbia on January 9, 2017. The principal business of the Company is the acquisition and exploration of resource properties in North America.

The address of the Company's corporate office and principal place of business is Suite 1140, 625 Howe Street Vancouver BC, V6C 2T6, Canada.

These condensed interim consolidated financial statements (the "financial statements") of the Company are presented in Canadian dollars which is the functional currency of the Company and its subsidiary.

#### b) Continuance of Operations

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.

At the date of the consolidated interim financial statements, the Company has not identified a known body of commercial grade mineral on any of its properties. The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

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

These financial statements should be read in conjunction with the audited consolidated financial Statements for the year ended December 31, 2020.

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021 (Expressed in Canadian Dollars)

(Unaudited)

### 1. NATURE AND CONTINUANCE OF OPERATIONS (Continued)

During the six month period ended June 30, 2021, the Company incurred a net loss of \$1,014,348 (2020 - \$93,679) and had an accumulated deficit of \$1,615,453 (December 31, 2020 - \$601,105). The operations of the Company have been funded by the issuance of common shares. Continued operations of the Company are dependent on the Company's ability to complete equity financings. Management's plan in this regard is to secure additional funds through future equity financings, which may be unavailable or unavailable on reasonable terms. These factors may cast significant doubt on the Company's ability to continue as a going concern.

### c) Statement of Compliance

These financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company's annual audited consolidated financial statements for the year ended December 31, 2020, and do not include all the information required for full annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). It is suggested that these financial statements be read in conjunction with the annual audited financial statements.

These financial statements were authorized for issue by the Board of Directors on August 25, 2021.

#### d) Significant Accounting Policies

The accounting policies, estimates and critical judgments, methods of computation and presentation applied in these financial statements are consistent with those of the most recent annual audited consolidated financial statements and are those the Company expects to adopt in its annual consolidated financial statements for the year ended December 31, 2021. Accordingly, these financial statements should be read in conjunction with the Company's most recent annual audited consolidated financial statements.

#### e) New Accounting Policies

Certain pronouncements have been issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2021. The Company has reviewed these updates and determined that many of these updates are not applicable or consequential to the Company and have been excluded from discussion within these significant accounting policies

# NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021

(Expressed in Canadian Dollars) (Unaudited)

#### 4. CAPITAL DISCLOSURES

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares through private placements, sell assets to reduce debt or return capital to shareholders. The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year ended December 31, 2020 and the period ended June 30, 2021.

### 5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include interest rate risk, credit risk, liquidity risk, and currency risk and price risk. The carrying value of the Company's financial instruments approximates their fair value due to their short-term nature.

#### a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Current financial assets and financial liabilities are generally not exposed to interest rate risk because of their short-term maturity.

#### b) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. The Company's cash is held with a major Canadian based financial institution. Receivables consist of goods and services tax due from the government of Canada.

#### c) Liquidity risk

Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company addresses its liquidity through equity financing obtained through the sale of common shares and the exercise of warrants and options. 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. As at June 3, 2021, the Company held cash of \$1,229,596 to settle current liabilities of \$44,561.

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021 (Expressed in Canadian Dollars)

(Unaudited)

### 5. **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT** (Continued)

#### d) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates in Canada and is not exposed to currency risk.

#### e) Price risk

The Company is exposed to price risk with respect to commodity prices. The ability of the Company to explore its mineral properties and future profitability of the Company are directly related to the market price of commodities. The Company monitors commodity prices to determine appropriate actions to be undertaken.

### f) Fair value

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

*Level 1* – Unadjusted quoted prices in active markets for identical assets or liabilities; *Level 2* – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

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

The fair value of cash is measured based on level 1 inputs of the fair value hierarchy.

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021 (Expressed in Canadian Dollars)

(Unaudited)

### 6. EXPLORATION AND EVALUATION ASSETS

	CUPZ CLAIMS	CLAYTON VALLEY
Property acquisition costs		
Balance, December 31, 2018 and March 31,2019 Additions-Claims maintenance	\$ <b>34,275</b> 9,982	-
Balance, December 31, 2019	\$ <b>44,257</b>	-
Claims maintenance	10,390	-
Balance June 30, 2020 and December 31, 2020	\$ 54,657	-
Additions - Claim acquisitions costs	-	2,971,334
Balance June 30,2021	\$ 54,657	2,971,334
Deferred exploration expenditures		
Balance, December 31, 2018 and March 31, 2018	\$ 83,063	-
Additions during the period Geochemistry	29,019	-
Drilling	69,642	-
Assays	21,641	-
	120,302	-
Balance, December 31, 2019	\$ 203,365	-
Additions - Drilling	 2,613	-
Balance December 31, 2020	\$ 205,978	-
Total balance, June 30, 2020	\$ 247,622	-
Total balance December 31, 2020	\$ 260,625	-
Additions- Geological reports	 -	19,945
Balance June 30, 2021	\$ 260,625	\$ 2,991,279
Total Cupz and Clayton Valley June 30, 2021	\$ 3,251,904	

# NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021

(Expressed in Canadian Dollars) (Unaudited)

## 6. EXPLORATION AND EVALUATION ASSETS (Continued)

### **Clayton Valley Claims**

On June 9, 2021 the Company acquired a 100% interest in two lithium properties in the Clayton Valley, Nevada. The two properties, the Highlands West and Macallan East, cover 457 claims or approximately 9,281 acres and are centrally located in the Clayton Valley district of Nevada.

The Company issued 3,500,000 million shares (at a deemed price of \$0.78 totalling \$2,730,000) for 100% ownership of these claims and paid various BLM fees, County filing fees, and staking costs.

The Highlands West project consists of 298 20-acre placer claims and is located on the southwest side of the Clayton Valley, Nevada, United States of America.

The Macallan East property consists of 159 20-acre claims and is located on the southeast side of the Clayton Valley.

The Company had a 43-101 report completed on each of the claim blocks which can be found on the Company's website (<u>www.scotch-creek.com</u>) or on SEDAR.

#### Cupz Claims

On July 12, 2017, the Company entered into a purchase agreement with Curellie LLC ("Curellie") of Elko Nevada to acquire a 100% undivided interest in the Cupz unpatented lode claims (Cupz 1-14) located in Esmeralda County Nevada USA.

The terms of the agreement are an outright purchase of the property for \$17,000 with a 3% net smelter return ("NSR") royalty to Curellie.

The Company may at anytime reduce the royalty to 2% by paying \$500,000 to Curellie or to 1% by paying \$1,000,000.

The Company staked an additional 25 contiguous unpatented claims at a cost of \$8,485 to increase the total number of claims to 39 claims covering approximately 806 acres.

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021 (Expressed in Canadian Dollars)

(Unaudited)

## 7. PROMISSORY NOTES

On March 26, 2020, the Company issued a \$11,000 promissory note to a Company that is controlled by a Director. The note bears interest at a rate of 10% and is payable on demand. This note was repaid during the period plus interest of \$925.

On April 21, 2020, the Company issued a \$25,000 promissory note to an arm's length party which bears interest at a rate of 10% per annum and is due on or before April 21, 2022. The promissory note was repaid during the six months ended June 30, 2021.

On October 17 and October 23, 2019, the Company issued two promissory notes for \$30,000 each to arm's length parties. The notes bear interest at a rate of 10% per annum and are due on March 17, 2021 and April 23, 2021. The promissory notes were repaid during the six months ended June 30, 2021.

On May 23, 2018, the Company issued a two-year promissory note to an arm's length party for \$20,000 which bears interest at a rate of 10% per annum and is due on or before May 23, 2020. The note was repaid during the period ended June 30, 2021.

#### 8. EQUITY

#### Share Capital

#### a) Authorized

Unlimited common shares, without par value

Unlimited preferred shares, without par value (none have been issued to June 30, 2021)

b) Issued

During the six month period ended June 30, 2021 the Company issued 3,000,000 common upon the exercise of warrants for gross proceeds of \$360,000 (\$0.12 per share).

On June 9, 2021, the Company closed a private placement of 6,566,120 units at \$0.35 per unit for gross proceeds of \$2,298,142. Each unit consists of one common share and one share purchase warrant entitling the holder to acquire one additional common share at \$0.50 for a period of two years. In connection with the unit offering, the Company paid finder's fees totaling \$95,475 and issued 344,637 finders' warrants with a fair value of \$189,037. The finders' warrants are exercisable at a price of \$0.50 for a period of two years.

During the six month period ended June 30, 2021, the Company issued 3,500,000 shares in connection with the acquisition of the Clayton Valley Nevada claims at a fair value \$2,730,000 (\$0.78 per share).

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021 (Expressed in Canadian Dollars) (Unaudited)

### 8. EQUITY (Continued)

During the six month period ended June 30, 2020 the Company did not issue any common shares.

c) Escrowed securities

Of a total of 3,700,001 common shares subject to escrow, 555,001 remain held in escrow as at June 30, 2021 (June 30, 2020 – 1,110,001), which will be released at a rate of 15% every 6 months from December 28, 2019.

#### **Share Purchase Warrants**

The changes in share purchase warrants outstanding are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance as at January 1, 2020	3,297,450	
Balance as at June 30, 2020	3,297,450	\$ 0.10
Balance as at January 1, 2021	3,000,000	\$ 0.12
Warrants exercised during current period Warrants issued during the period	(3,000,000) 6,910,757	0.12 0.50
Balance as at June 30, 2021	6,910,757	0.50

The Company issued 3,000,000 common share purchase warrants with an exercise price of \$0.005 per warrant pursuant to the unit offering completed on January 31, 2017. On January 21, 2019, the Company amended the terms of 3,000,000 share purchase warrants held by two directors of the Company. The expiration date of these warrants was extended from January 31, 2019 to January 31, 2021. In addition, the exercise price of these warrants was increased to \$0.12 per share. The warrants were exercised in the six month period ended June 30, 2021.

# NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021

(Expressed in Canadian Dollars) (Unaudited)

### 8. EQUITY (Continued)

#### **Stock Options**

On May 30, 2018, the Company adopted a Stock Option Plan (the "Stock Option Plan") providing for the grant to the Company's officers, directors, employees, permitted consultants, and, management company employees, of options to purchase common shares of the Company. Under the Stock Option Plan, the Company may grant options to purchase up to10% of the issued and outstanding shares of the Company.

On March 2, 2021 the Company granted 450,000 stock options to Directors and Officers in accordance with the terms of the Company's Stock Option Plan. The stock options are exercisable at \$0.45 per share for a period of three years from the date of grant, expiring March 2, 2024, and vest immediately.

The Company has recorded the fair value of all options granted using the Black-Scholes option pricing model. Share-based payment expense was calculated using the following weighted average assumptions: expected life of options - 3 years, expected stock price volatility – 120%, no dividend yield, and a risk-free interest rate yield – 0.25%. Using these assumptions, the fair value of options granted during the period ended June 30, 2021 was \$0.31 per option, for a total of \$142,240.

	Number of Options	Weighted Average Exercise Price	
Balance as at December 31, 2019 and 2018	-	\$	0.00
Options granted (expire in July 15, 2023)	1,400,000		0.08
Balance as at December 31, 2020	1,400,000	\$	0.08
Options issued March 2,2021 Balance as at June 30, 2021	450,000	\$	0.45

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021

## (Expressed in Canadian Dollars)

(Unaudited)

## 9. RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

During the six month period ended June 30, 2021, the Company paid or accrued a total of \$60,000 (June 30, 2020 - \$60,000) in management fees, to two officers and directors of the Company.

The Company also incurred a total of \$6,000 (June 30, 2020 - \$6,000) in directors' fees to two independent directors.

As at June 30, 2021, \$23,000 (June 30, 2020- \$112,000) was owing to officers and directors and is included in accounts payable and accrued liabilities.

During the period ended the Company incurred \$15,000 (2020-\$6,000) in rent to a company controlled by two directors of the Company.

During the period ended June 30, 2021 the Company incurred a cost of \$142,240 on the issuance of options to employees of the Company.

During the period ended June 30, 2021 the Company repaid a \$11,000 promissory note owed to a company controlled by a director.

During the six month period ended June 30, 2021 the Company repaid a \$6,000 interest free loan from a director of the Company that it received during the year ended 31 December 2020.

### **10. SEGMENTED INFORMATION**

The Company's operations are limited to a single industry, being mining exploration and development. Geographic segment information of the Company's total assets as at June 30, 2021 and 2020 is as follows:

	2021	2020
Canada USA	\$  1,271,759   \$ 3,251,904	22,755 247,622
Total assets	\$ 4,523,663 \$	270,377