TOCVAN VENTURES CORP.

INTERIM CONDENSED FINANCIAL STATEMENTS

May 31, 2021

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF 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 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 interim financial statements of the Company have been prepared by management and approved by the Board of Directors of the Company. The Company's independent auditor has not performed a review of these unaudited interim condensed 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.

June 21, 2021

TOCVAN VENTURES CORP.
INTERIM CONDENSED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

		May 31, 2020		August 31, 2020
ASSETS				
CURRENT				
Cash	$	592,590	$	897,222
GST receivable		19,699		8,483
Prepaid expenses		96,918		6,667
TOTAL CURRENT ASSETS		709,207		912,372
Exploration and evaluation assets (Note 3)		2,279,960		794,782
TOTAL ASSETS	**$**	**2,989,167**	**$**	**1,707,154**
LIABILITIES				
CURRENT				
Accounts payable and accrued liabilities (Note 4)	$	213,235	$	92,783
Due to related parties (Note 6)		5,250		10,917
TOTAL CURRENT LIABILITIES		218,485		103,700
SHAREHOLDERS' EQUITY				
Share capital (Note 5)		4,447,681		2,508,111
Reserves (Note 5)		704,492		217,247
Subscriptions receivable		–		(2,000)
Deficit		(2,381,491)		(1,119,904)
TOTAL SHAREHOLDERS' EQUITY		2,770,682		1,603,454
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**$**	**2,989,167**	**$**	**1,707,154**

Nature and continuance of operations (Note 1)
Subsequent events (Note 10)

"Derek Wood"
Director

"Greg Ball"
Director

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

TOCVAN VENTURES CORP.
INTERIM CONDENSED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Three months ended		Nine months ended	
	May 31, 2021	**May 31, 2020**	**May 31, 2021**	**May 31, 2020**
EXPENSES				
Advertising and promotion	$ 181,881	$ 94,039	$ 525,008	$ 351,732
Audit and accounting	1,183	1,800	2,533	5,971
Consulting	116,000	15,800	143,500	72,570
Legal	1,412	19,182	16,453	40,417
Management fees	15,500	4,600	43,362	30,600
Meals and entertainment	–	495	2,019	4,505
Office and miscellaneous	15,573	2,963	23,221	10,906
Registration and transfer fees	28,184	5,674	42,048	26,609
Stock-based compensation (Notes 5 and 6)	139,998	–	460,940	179,271
Travel	–	(1,633)	2,503	24,780
Operating expenses	(499,731)	(142,920)	(1,261,587)	(747,361)
Net and comprehensive loss	$ (499,731)	$ (142,920)	$ (1,261,587)	$ (747,361)
Loss per share, basic and diluted	**$ (0.02)**	**$ (0.01)**	**$ (0.05)**	**$ (0.05)**
Weighted average number of shares outstanding – basic and diluted	**27,494,966**	**15,778,781**	**25,478,526**	**14,042,853**

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

TOCVAN VENTURES CORP.

INTERIM CONDENSED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(expressed in Canadian dollars)

	Number of Shares	Share Capital	Subscription Receivable	Reserves	Deficit	Total Equity
Balance at August 31, 2019	**10,325,000**	**$ 465,506**	$ –	**$ 53,417**	**$ (178,990)**	**$ 339,933**
Shares issued on exercise of options	482,500	48,250	–	–	–	48,250
Shares issued on exercise of warrants	673,560	95,981	–	–	–	95,981
Shares issued for exploration properties	2,000,000	260,000	–	–	–	260,000
Shares issued for cash	4,745,867	711,880	–	–	–	711,880
Shares subscribed	–	–	2,800	–	–	2,800
Share issuance cost	–	(56,811)	–	–	–	(56,811)
Stock-based compensation	–	–	–	198,335	–	198,335
Loss for the year	–	–	–	–	(747,361)	(747,361)
Balance at May 31, 2020	**18,226,927**	**$ 1,524,806**	**$ 2,800**	**$ 251,752**	**$ (926,351)**	**$ 853,007**

	Number of Shares	Share Capital	Subscription Receivable	Reserves	Deficit	Total Equity
Balance at August 31, 2020	**22,970,927**	**$ 2,508,111**	**$ (2,000)**	**$ 217,247**	**$ (1,119,904)**	**$ 1,603,454**
Shares issued on exercise of options	900,000	154,750	–	–	–	154,750
Shares issued on exercise of warrants	2,305,901	653,009	2,000	–	–	655,009
Shares issued for exploration properties	1,000,000	480,000	–	–	–	480,000
Units issued for cash	1,244,668	746,801	–	–	–	746,801
Share issuance costs	–	(94,990)	–	–	–	(94,990)
Reserves	–	–	–	487,245	–	487,245
Loss for the year	–	–	–	–	(1,261,587)	(1,261,587)
Balance at May 31, 2021	**28,421,496**	**$ 4,447,681**	**$ –**	**$ 704,492**	**$ (2,381,491)**	**$ 2,770,682**

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

TOCVAN VENTURES CORP.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

		Nine months ended May 31, 2021		Nine months ended May 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss	$	(1,261,587)	$	(747,361)
Items not involving cash:				
Stock based compensation		487,245		198,335
Changes in non-cash working capital items				
GST receivable		(11,216)		(2,602)
Deposits		–		(394)
Due to related party		(5,667)		8,739
Due from related party		–		(7,264)
Prepaid expenses		(90,251)		(8,950)
Accounts payable and accrued liabilities		(43,898)		(2,572)
Net cash used in operating activities		(925,374)		(562,069)
CASH FLOWS FROM FINANCING ACTIVITIES				
Issuance of shares, net		1,459,570		799,300
Subscriptions receivable		2,000		2,800
Net cash provided by financing activities		1,461,570		802,100
CASH FLOWS FROM INVESTING ACTIVITIES				
Exploration and evaluation asset expenditures		(840,828)		(305,382)
Net cash used in investing activities		(840,828)		(305,382)
Change in cash		(304,632)		(65,351)
Cash, beginning		897,222		249,602
Cash, ending	$	592,590	$	184,251
NON CASH TRANSACTIONS				
Exploration and Evaluation assets included in accounts payable	$	164,350	$	–
Shares issued for exploration property	$	480,000	$	260,000

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Tocvan Ventures Corp. (the "Company") was incorporated on May 23, 2018 under the Alberta Business Corporations Act. Effective March 1, 2019, the Company's shares are traded on the Canadian Securities Exchange ("CSE") under the symbol "TOC".

The Company's head office address is Suite 820 – 1130 West Pender St., Vancouver, British Columbia V6E 4A4 Canada. The registered and records office address is Suite 730, 1015 – 4th Street SW, Calgary, Alberta, T2R 1J4 Canada.

The Company is primarily engaged in the acquisition, exploration and development of mineral properties. At May 31, 2021, the Company had not yet determined whether its properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production from the exploration and evaluation assets or proceeds from the disposition of the exploration and evaluation asset.

These interim condensed financial statements have been prepared with the going concern assumption, which assumes that the Company will continue in operation for the foreseeable future and, accordingly will be able to realize its assets and discharge its liabilities in the normal course of operations. At May 31, 2021, the Company had an accumulated deficit of $2,381,491 and expects to incur further losses, and require additional equity financing in the development of its business and to meet its obligations. While the Company has been successful at raising additional equity financing in the past, there is no guarantee that it will continue to do so in the future, which casts significant doubt on the Company's ability to continue as a going concern.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These interim condensed financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying interim condensed financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance and basis of presentation

These financial statements are prepared in accordance with IAS 34 Interim Financial Reporting ("IAS34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They do not include all financial information required for full annual financial statements and should be read in conjunction with the Audited Financial Statements of the Company for the year ended August 31, 2020.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

b) Use of estimates, assumptions and judgments

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the reporting period. Significant areas requiring the use of management estimates relate to the recoverability of exploration and evaluation assets and deferred exploration costs, provisions for restoration and environmental obligations and contingent liabilities, stock-based compensation and deferred tax valuation allowance.

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

1) the classification/allocation of expenses as exploration and evaluation expenditures or operating expenses;
2) the determination that the company will continue as a going concern for the next years; and
3) the determination whether there have been any events or changes in circumstances that indicate the impairment of its exploration and evaluation assets

c) Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying option. Costs incurred before the Company has obtained the legal rights to explore an area are expensed as incurred. Costs incurred once the Company has obtained the legal rights to explore an area are capitalized.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

From time-to-time, the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As such options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded at the time of the agreement. Option payments are recorded as property costs or recoveries when the payments are made or received.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c) Exploration and evaluation expenditures (continued)

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities; and
- sufficient data exist to indicate that, although development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Although the Company has taken steps that it considers adequate to verify title to exploration and evaluation assets which it has an interest in, these procedures do not guarantee the Company's title.

d) Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Impairment

The carrying amounts of the Company's non-financial assets, other than deferred tax assets if any, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

f) Provision for closure and reclamation

The Company recognizes liabilities for statutory, contractual or other legal obligations related to the retirement of its exploration and evaluation assets and its tangible long-lived assets when such obligations are incurred, if a reasonable estimate of fair value can be made. These obligations are measured initially at fair value and the resulting costs are capitalized to the carrying value of the related asset. In subsequent periods, the liability is adjusted for any changes in the amount or timing and for the discounting of the underlying future cash flows. The capitalized asset retirement cost is amortized to operations over the life of the asset. Management has determined that there was no provision required for closure and reclamation as at May 31, 2021.

g) Share-based payment transactions

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share-based payment reserve. The fair value of options is determined using the Black–Scholes Option pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Basic and diluted loss per share

Basic loss per share is computed by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the year. The computation of the diluted earnings per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on the earnings per share. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the "if converted" method. The dilutive effect of outstanding options and warrants and their equivalents is reflected in diluted earnings per share by application of the treasury stock method. The company has no dilutive instruments.

i) Share issue costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to operations.

j) Financial instruments

<u>Classification</u>
The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company's financial instruments consist of cash, amounts receivable and accounts payable and accrued liabilities which are all classified at amortized cost.

<u>Measurement</u>

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net (loss) income in the period in which they arise.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

j) Financial instruments (continued)

Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of net (loss) income.

l) Adoption of new standards - Leases

The Company adopted the requirements of IFRS 16 effective September 1, 2019. This new standard replaces IAS 27 Leases and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset. Control is considered to exist if the customer has the right to obtain substantially all of the economic benefits from the use of an identified asset and the right to direct the use of that asset. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting of lessees, introducing a single, on-balance sheet accounting model that is similar to the current finance lease accounting, with limited exceptions for short-term leases or leases of low valued assets.

Upon adoption, the Company has elected to apply the available exemptions as permitted by IFRS 16 to recognize a lease expense on a straight-line basis for short term leases (lease term of 12 months or less) and low value assets. The Company has also elected to apply the practical expedient whereby leases whose term ends within 12 months of the date of initial application would be accounted for in the same way as short-term leases. As the Company does not have any lease agreements, the adoption of IFRS 16 has not impacted the Company’s financial statements.

3. EXPLORATION AND EVALUATION ASSETS

Title to exploration and evaluation assets
Title to exploration and evaluation (“E&E”) asset interests involve certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral claims. The Company has investigated title to its exploration and evaluation asset and, to the best of its knowledge, title to all of its interests are in good standing. However, this should not be construed as a guarantee of title. The concessions may be subject to prior claims, agreements or transfers and rights of ownership may be affected by undetected defects.

The Company does not have a right-of-use asset or lease liability. It has leased office spaces on a short-term basis in Calgary Alberta. Expenses relating to these short-term leases in the nine months ended May 31, 2021 were $5,125 (2020: $3,231).

(Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSETS (continued)

Total costs incurred on exploration and evaluation assets are summarized as follows:

Nine months ended May 31, 2021

	Roger Creek Project	Pilar Project	Total
Acquisition Costs			
Balance, August 31, 2020	$ 125,000	$ 385,000	$ 510,000
Cash	–	125,000	125,000
Shares issued	–	480,000	480,000
Balance, May 31, 2021	$ 125,000	$ 990,000	$ 1,115,000
Deferred exploration expenditures			
Balance, August 31, 2020	$ 96,140	$ 188,642	$ 284,782
Geologist fees and assays	1,500	866,761	868,261
Other property expenses	–	25,587	25,587
Mining exploration tax credits	(13,670)	–	(13,670)
Balance, May 31, 2021	83,970	1,080,990	1,164,960
Total E&E Assets, May 31, 2021	**$ 208,970**	**$ 2,070,990**	**$ 2,279,960**

Year ended August 31, 2020

	Roger Creek Project	Pilar Project	Total
Acquisition Costs			
Balance, August 31, 2019	$ 85,000	$ –	$ 85,000
Cash	–	125,000	125,000
Shares issued	40,000	260,000	300,000
Balance, August 31, 2020	$ 125,000	$ 385,000	$ 510,000
Deferred exploration expenditures			
Balance, August 31, 2019	$ 35,016	$ –	$ 35,016
Geologist fees and assays	68,204	188,642	256,846
Mining exploration tax credits	(7,080)	–	(7,080)
Balance, August 31, 2020	96,140	188,642	284,782
Total E&E Assets, August 31, 2020	**$ 221,140**	**$ 573,642**	**$ 794,782**

3. EXPLORATION AND EVALUATION ASSETS (continued)

Rogers Creek, British Columbia
On May 23, 2018, the Company entered into a purchase agreement with Carube Copper Corp. ("Carube") to earn an 80% interest in certain mineral claims known as the Rogers Creek property ("Rogers Creek") in the province of British Columbia. The terms of the agreement were modified on May 20, 2020. To acquire the 80% interest, the Company agreed to:

i. pay $25,000 to Carube within five days after being listed on the CSE (the "Listing Date", February 28, 2019) (paid March 1, 2019);
ii. issue a total of 500,000 common shares to Carube on the Listing Date (issued March 7, 2019);
iii. issue 200,000 common shares to Carube by May 31, 2020 (issued June 4, 2020);
iv. issue 200,000 common shares to Carube, and complete $300,000 in exploration within eight months of the second anniversary of Listing Date;
v. issue 200,000 common shares to Carube, and complete $400,000 in exploration within eight months of the third anniversary of the Listing Date; and
vi. Issue 200,000 common shares to Carube, and complete $1,000,000 in exploration within eight months of the fourth anniversary of the Listing Date.

If the Company determines that Rogers Creek is not economically viable after assessing the results of $200,000 in expenditures, at the Company's sole discretion, it can terminate the option to purchase by giving written notice to Carube at least 30 days before the first anniversary.

Once the Company has earned its 80% interest in Rogers Creek, the Company will have the option to participate with the Carube in repurchasing any net smelter royalties ("NSRs") held by third parties. Should the Company and the Carube decide to purchase third party NSRs, the Company will be required to fund 80% of the cost of repurchase.

Pilar Project, Mexico
On September 22, 2019 the Company signed an option agreement to acquire 51% of the Pilar Gold Project in the state of Sonora, Mexico (the "Pilar Project") from Colibri Resource Corp. ("Colibri"). The agreement was amended on August 31, 2020 and the updated conditions are as follows.

To acquire 51% of the project from Colibri the Company agreed to:

i. Pay a deposit of $25,000 (paid).
ii. Pay $100,000 after completing a due diligence program (paid)
iii. Issue Colibri 2,000,000 treasury shares (issued).
iv. Complete $175,000 in exploration (completed subsequent to year end) and pay $125,000 by September 21, 2020 (paid Sept 17, 2020).
v. Issue 1,000,000 Common Shares to Colibri to Colibri by September 21, 2020 (issued Sept 17, 2020)
vi. Complete $425,000 in exploration by September 21, 2021;
vii. Issue 1,000,000 Common Shares to Colibri and pay $25,000 to Colibri by September 21, 2021;.
viii. Complete $400,000 in exploration by September 21, 2022;
ix. Issue 1,000,000 Common Shares to Colibri and pay $75,000 to Colibri by September 21, 2022;
x. Complete $500,000 in exploration by September 21, 2023;
xi. Issue 1,000,000 Common Shares to Colibri and pay $75,000 to Colibri by September 21, 2023;
xii. Complete $500,000 in exploration expenditures by September 21, 2024;
xiii. Pay $75,000 to Colibri by September 21, 2024

(Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSETS (continued)

Once the Company has fulfilled the above commitments it will have earned into a 51% interest in the property and will have a six-month option to decide to purchase the remaining 49% interest in the property or establish a joint venture agreement with Colibri. The option to acquire the additional interest will require a $2,000,000 cash payment and granting Colibri a 2% NSR. 1% of which can be repurchased for an additional cash payment of $1,000,000.

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	May 31, 2021	**August 31, 2020**
Accounts payable	$ 46,885	$ 58,283
Accrued liabilities	166,350	34,500
	$ 213,235	**$ 92,783**

5. SHARE CAPITAL

Authorized
The authorized share capital consists of an unlimited number of common shares without par value and an unlimited number of shares designated as preferred shares.

Share issuances

During the nine months ended May 31, 2021:

1,000,000 shares were issued as payment on the Pilar property at a deemed price of $0.48 per share pursuant to the Property Option Agreement dated September 22, 2019 and amended August 31, 2020 between the Company and Colibri. $125,000 in cash was also paid pursuant to this agreement.

56,650 units were issued when 56,650 warrants at $0.10 per warrant were exercised for total proceeds of $5,665. Each unit consisted of one common share and one warrant exercisable at $0.20 until February 28, 2022.

575,000 shares were issued when 575,000 options at $0.15 per option were exercised for total proceeds of $86,250.

370,310 shares were issued when 370,310 warrants at $0.20 per warrant were exercised for total proceeds of $74,062.

175,000 shares were issued when 175,000 options at $0.22 per option were exercised for total proceeds of $38,500.

150,000 shares were issued when 150,000 options at $0.20 per option were exercised for total proceeds of $30,000.

1,846,941 shares were issued when 1,846,941 warrants at $0.30 per warrant were exercised for total proceeds of $554,082.

5. SHARE CAPITAL (continued)

Share issuances (continued)

During the nine months ended May 31, 2021 (continued):

32,000 shares were issued when 32,000 warrants at $0.60 per warrant were exercised for total proceeds of $19,200.

On March 31, 2021, the Company completed a private placement and issued 1,244,668 units at $0.60 per unit for gross proceeds of $746,801. Each unit consisted of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of $0.75 per share until September 30, 2022.

In connection with the private placement, the Company paid share issuance costs of $49,960 in professional fees and issued 83,267 finders warrants to purchase 83,267 shares at a price of $0.60 per share. The Company calculated share issuance costs of $21,419 using the Black Scholes option pricing model with the following assumptions: Share price - $0.55; Exercise price - $0.60; Expected life – 1.5 years; Expected volatility – 135%; risk free interest rate – 0.22%. The finders warrants are exercisable until September 30, 2022.

Year ended August 31, 2020

During the year ended August 31, 2020 387,310 units were issued when 387,310 agent warrants at $0.10 per warrant were exercised for total proceeds of $38,731. Each unit consisted of one share and one share purchase warrant exercisable at $0.20 per warrant for one share. In relation, $34,505 was reclassified from reserves to share capital.

During the year ended August 31, 2020, 482,500 shares were issued when 482,500 options at $0.10 per option were exercised by directors of the company for total proceeds of $48,250. (Note 6)

On November 25 2019, 2,000,000 shares were issued at a fair value of $0.13 per share (total value of $260,000) as payment on completion of due diligence on the Pilar property pursuant to the Property Option Agreement dated September 22, 2019 between the Company and Colibri Resource Corp. (Note 3)

On February 13, 2020, the Company completed a private placement and issued 4,745,867 units at $0.15 per unit for gross proceeds of $711,880. Each unit consisted of one common share and one half of a share purchase warrant. Each full share purchase warrant entitles the holder to purchase one additional common share at a price of $0.30 per share until August 13, 2021.

In connection with the private placement, the Company paid share issuance costs of $37,747 in professional fees and issued 243,883 finders warrants to purchase 243,883 shares at a price of $0.30 per share. The Company calculated share issuance costs of $19,064 using the Black Scholes option pricing model with the following assumptions: Share price - $0.20; Exercise price - $0.30; Expected life – 1.5 years; Expected volatility – 107%; risk free interest rate – 1.32%. The finders warrants are exercisable until August 13, 2021.

During the year ended August 31, 2020, 4,830,250 shares were issued when 4,830,250 warrants at $0.20 per warrant were exercised for total proceeds of $966,050. Each unit consisted of one share and one share purchase warrant exercisable at $0.20 per warrant for one share.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (continued)

Share issuances (continued)

During the year ended August 31, 2020 (continued):

On June 4, 2020, 200,000 shares were issued at a fair value of $0.20 per share (total value of $40,000) as payment on the Rogers Creek property pursuant to the Property Option Agreement dated May 23, 2018 between the Company and Carube Copper Corp. (Note 3)

Stock Options

The Company has a rolling stock option plan under which it is authorized to grant options to directors, employees and consultants, to acquire up to 10% of the issued and outstanding shares. The exercise price of each option is based on the market price of the Company's stock at the date of grant. The options can be granted for a maximum term of 5 years and vest as determined by the board of directors.

The following table summarizes the stock option activity:

	Number of Stock Options	Weighted Average Exercise Price
Balance at August 31, 2019	482,500	$ 0.10
Exercised	(482,500)	0.10
Granted	1,275,000	0.17
Exercisable at August 31, 2020	1,275,000	0.17
Exercised	(900,000)	0.17
Expired	(125,000)	.37
Granted	1,450,000	0.38
Exercisable at May 31, 2021	1,700,000	$ 0.31

As at May 31, 2021, the following incentive stock options are outstanding:

Number of Stock Options	Exercise Price	Expiry Date
375,000	$ 0.15	October 24, 2024
425,000	0.35	September 11,2025
450,000	0.40	September 18, 2025
100,000	0.40	December 14, 2025
150,000	0.35	January 19, 2026
200,000	0.80	May 3, 2026
1,700,000	$ 0.375	

5. SHARE CAPITAL (continued)

Stock Options (continued)

Nine months ended May 31, 2021

On September 11, 2020, the Company granted 500,000 stock options to certain consultants, directors and officers of the Company which entitle the holder to purchase one common share for each option held at a price of $0.35 per share up to September 11, 2025.

In connection with this grant, the Company calculated stock-based compensation of $113,405 using the Black Scholes option pricing model with the following assumptions: Share price - $0.39; Exercise price - $0.35; Expected life – 5 years; Expected volatility – 68.11%; risk free interest rate – .36%.

On September 18, 2020, the Company granted 500,000 stock options to certain consultants directors and officers of the Company which entitle the holder to purchase one common share for each option held at a price of $0.40 per share up to September 18, 2025.

In connection with this grant, the Company calculated stock-based compensation of $123,708 using the Black Scholes option pricing model with the following assumptions: Share price - $0.42; Exercise price - $0.40; Expected life – 5 years; Expected volatility – 71.35%; risk free interest rate – .36%.

On December 15, 2020, the Company granted 100,000 stock options to a consultant of the Company which entitle the holder to purchase one common share for each option held at a price of $0.40 per share up to December 15, 2025.

In connection with this grant, the Company calculated stock-based compensation of $34,223 using the Black Scholes option pricing model with the following assumptions: Share price - $0.41; Exercise price - $0.40; Expected life – 5 years; Expected volatility – 123%; risk free interest rate – 0.41%.

On January 19, 2021, the Company granted 150,000 stock options to a director of the Company which entitle the holder to purchase one common share for each option held at a price of $0.35 per share up to January 19, 2026.

In connection with this grant, the Company calculated stock-based compensation of $49,606 using the Black Scholes option pricing model with the following assumptions: Share price - $0.39; Exercise price - $0.35; Expected life – 5 years; Expected volatility – 125%; risk free interest rate – .41%.

On May 3, 2021, the Company granted 200,000 stock options to a consultant of the Company which entitle the holder to purchase one common share for each option held at a price of $0.80 per share up to May 3, 2026.

In connection with this grant, the Company calculated stock-based compensation of $139,998 using the Black Scholes option pricing model with the following assumptions: Share price - $0.80; Exercise price - $0.80; Expected life – 5 years; Expected volatility – 136%; risk free interest rate – .87%.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (continued)

Stock Options (continued)

Year ended August 31, 2020

On October 26, 2019, the Company granted 550,000 fully vested stock options to certain directors and officers of the Company and to consultants which entitle the holder to purchase one common share for each option held at a price of $0.15 per share up to October 24, 2024.

In connection with this grant, the Company calculated stock-based compensation of $79,301 using the Black Scholes option pricing model with the following assumptions: Share price - $0.15; Exercise price - $0.15; Expected life – 5 years; Expected volatility – 183.5%; risk free interest rate – 1.46%.

On December 1, 2019, the Company granted 400,000 fully vested stock options to a director and officer of the Company which entitle the holder to purchase one common share for each option held at a price of $0.15 per share up to December 1, 2024. (Note 6)

In connection with this grant, the Company calculated stock-based compensation of $46,756 using the Black Scholes option pricing model with the following assumptions: Share price - $0.15; Exercise price - $0.15; Expected life – 5 years; Expected volatility – 107.36%; risk free interest rate – 1.64%.

On February 18, 2020, the Company granted 150,000 fully vested stock options to a director of the Company which entitle the holder to purchase one common share for each option held at a price of $0.20 per share up to February 18, 2025.

In connection with this grant, the Company calculated stock-based compensation of $23,306 using the Black Scholes option pricing model with the following assumptions: Share price - $0.20; Exercise price - $0.20; Expected life – 5 years; Expected volatility – 107.36%; risk free interest rate – 1.21%.

On February 20, 2020, the Company granted 175,000 fully vested stock options to a director and certain consultants of the Company which entitle the holders to purchase one common share for each option held at a price of $0.22 per share up to February 20, 2025.

In connection with this grant, the Company calculated stock-based compensation of $29,909 using the Black Scholes option pricing model with the following assumptions: Share price - $0.22; Exercise price - $0.22; Expected life – 5 years; Expected volatility – 107.36%; risk free interest rate – 1.21%.

Warrants

A summary of the Company's agent warrants are as follows:

	Number of Agent Warrants	Weighted Average Exercise Price
Balance August 31, 2019	500,000	$ 0.10
Exercised	(387,310)	0.10
Balance at August 31, 2020	112,690	0.10
Exercised	(56,650)	0.10
Balance at May 31, 2021	56,040	$ 0.10

The agent warrants have an expiry date of August 31, 2022.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (continued)

Warrants (continued)

	Number of Regular Warrants	Weighted Average Exercise Price
Balance at August 31, 2019	5,000,000	$ 0.20
Issued (from exercised agent warrants)	387,310	0.20
Exercised	(4,830,250)	0.20
Issued (private placement)	2,372,934	0.30
Issued (finders warrants)	243,883	0.30
Expired	(227,000)	0.20
Balance at August 31, 2020	2,946,877	0.23
Exercised	(1,836,941)	0.30
Exercised	(370,310)	0.20
Issued (private placement)	1,244,668	0.75
Issued (finders warrants)	83,267	0.60
Issued (from exercised agent warrants)	40,250	0.20
Exercised (finders warrants)	(32,000)	0.60
Balance at May 31, 2021	2,075,811	$ 0.30

At May 31, 2021 the following regular warrants are outstanding:

Number of Warrants	Type	Exercise Price	Expiry Date
779,876	Regular	$ 0.30	August 13, 2021
1,244,668	Regular	$ 0.75	September 30, 2022
51,267	Regular	$ 0.60	September 30, 2022
2,075,811			

6. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the nine months ended May 31, 2021 and 2020 was as follows:

	Nine months ended	
	May 31, 2021	May 31, 2020
Stock-based compensation	$ 202,183	$ 172,062
	$ 202,183	$ 172,062

6. RELATED PARTY TRANSACTIONS

Related party balances
At May 31, 2021, $nil was owed to the Company's CEO (August 31, 2020 - $10,917).

At May 31, 2021, $5,250 was owed to a company controlled by a director of the Company (August 31, 2020 - $nil).

These amounts are unsecured, non-interest bearing and due on demand.

Shares issued to related parties

On February 19, 2021, 550,000 shares were issued when 550,000 options at $0.15 per option were exercised by a director of the company for total proceeds of $82,500. (Note 5)

On February 19, 2021, 100,000 shares were issued when 100,000 options at $0.22 per option were exercised by a director of the company for total proceeds of $22,000. (Note 5)

On May 27, 2021, 150,000 shares were issued when 150,000 options at $0.20 per option were exercised by a director of the company for total proceeds of $30,000. (Note 5)

On November 4 2019, 212,500 shares were issued when 212,500 options at $0.10 per option were exercised by directors of the company for total proceeds of $21,250. (Note 5)

On November 8 2019, 135,000 shares were issued when 135,000 options at $0.10 per option were exercised by directors of the company for total proceeds of $13,500. (Note 5)

On November 14 2019, 135,000 shares were issued when 135,000 options at $0.10 per option were exercised by directors of the company for total proceeds of $13,500. (Note 5)

7. CAPITAL MANAGEMENT

The Company considers its capital to consist of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through debt and equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. There were no changes to the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

8. FINANCIAL INSTRUMENTS

a) Fair Value

The Company's financial instruments consist of cash, GST receivable, accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments:

	May 31, 2021	**August 31, 2020**
Financial assets at amortized cost (i)	$ 612,289	$ 905,705
Financial liabilities at amortized cost (ii)	$ 218,485	$ 103,700

(i) Cash, GST receivable and due from related parties
(ii) Due to related parties, accounts payable and accrued liabilities

b) Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, which is held with a high credit quality financial institution and GST receivable from the Government of Canada. As such the Company's credit risk exposure is minimal.

c) 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 manages liquidity risk through the management of its capital structure and financial leverage as outlined above.

The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuances when required. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company does not have investments in any asset backed deposits.

d) Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in foreign exchange rates. The Company is not exposed to significant foreign exchange risk.

e) Interest Rate Risk

Interest rate risk is the risk that arises from fluctuating interest rates. The Company is not exposed to significant interest rate risk.

f) Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals and the stock market to determine the appropriate course of action to be taken by the Company.

10. SUBSEQUENT EVENTS

Subsequent to the quarter end 20,000 shares were issued when 20,000 options at $0.15 per option were exercised by a director of the company for total proceeds of $3,000.

Subsequent to the quarter end 191,000 shares were issued when 191,000 warrants at $0.30 per warrant were exercised for total proceeds of $57,300.

On June 7, 2021 the Company signed a Letter of Commitment with Millrock Resources Inc. to acquire the Option Agreement for the El Picacho Gold Project within the Caborca Orogenic Gold Belt in Sonora, Mexico. The Agreement is subject to an additional 60-day due-diligence period effective June 7, 2021.

Total cash payments of $1,989,600 USD will be made over a 5 year term to acquire 100% interest in the project. Millrock is to retain a 2% NSR with option for Tocvan to purchase back 1% for $1,000,000 USD. Upon full execution of the Option Agreement an Annual Advance Minimum Royalty ("AAMR") of $25,000 USD will be paid to Millrock, doubling each year until the start of production. AAMR payments will be subtracted from royalty payments on commencement of production. An initial payment of $78,000 USD is due upon signing of the agreement.