MANNING VENTURES

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2021 AND 2020

Expressed in Canadian Dollars

S H I M

SHIM & Associates LLP
Chartered Professional Accountants
Suite 970 – 777 Hornby Street
Vancouver, B.C. V6Z 1S4
T: 604 559 3511 **| F:** 604 559 3501

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Manning Ventures Inc.

Opinion

We have audited the accompanying consolidated financial statements of Manning Ventures Inc. (the Company), which comprise the statement of financial position as at November 30, 2021, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the year ended November 30, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at November 30, 2021, and its consolidated financial performance and cash flows for the year ended November 30, 2021 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

The consolidated financial statements of Manning Ventures Inc.. as at, and for the year ended November 30, 2020 were audited by another auditor who expressed an unmodified opinion on those statements on March 26, 2021.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information, other than the consolidated financial statements and our auditors' report thereon, included in Management's Discussion and Analysis report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements
Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Dong H. Shim.

"SHIM & Associates LLP"

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, Canada
March 29, 2022

MANNING VENTURES INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
Expressed in Canadian Dollars

	November 30, 2021	November 30, 2020
	$	$
ASSETS		
Current		
Cash	2,009,023	410,000
Accounts receivable	4,670	1,284
Prepaid expenses	268,772	593
Total current assets	2,282,465	411,877
Exploration and evaluation assets (Note 5)	6,276,660	196,739
Total assets	**8,559,125**	**608,616**
LIABILITIES		
Current		
Accounts payable and accrued liabilities	205,427	55,188
Flow through share premium liability (Note 8)	219,783	-
Total liabilities	425,210	55,188
EQUITY		
Share capital (Note 7)	8,206,346	856,635
Contributed surplus (Note 7)	1,983,177	22,097
Deficit	(2,055,608)	(325,304)
Total equity	8,133,915	553,428
Total liabilities and equity	**8,559,125**	**608,616**

Nature and continuance of operations (Note 1)
Commitments (Note 11)
Subsequent events (Note 13)

Approved and authorized for issue on behalf of the Board on March 29, 2022

*Alexander Klenman*______
Director

*Christopher Cooper*______
Director

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

MANNING VENTURES INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
Expressed in Canadian Dollars

	Years Ended November 30,	
	2021	2020
	$	$
EXPENSES		
Consulting	**442,247**	-
Directors' fee (Note 9)	**55,000**	-
Filing	**31,357**	12,083
Insurance	**3,415**	-
Investor relations	**125,131**	2,555
Marketing	**17,154**	-
Office and administration (Note 9)	**63,627**	60,130
Professional fees	**85,777**	32,001
Stock based compensation	**760,243**	-
Transfer agent	**17,192**	15,559
Foreign exchange	**422**	-
TOTAL EXPENSES	**(1,601,565)**	(122,328)
OTHER INCOME		
Gain on debt settlement	**-**	1,216
Write-down of exploration and evaluation assets (Note 5)	**(128,739)**	-
Loss and comprehensive loss	**(1,730,304)**	(121,112)
Basic and diluted loss per share	**(0.05)**	(0.01)
Weighted average number of shares outstanding	**38,165,388**	18,075,628

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

MANNING VENTURES INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
Expressed in Canadian Dollars

	Number of shares	Share capital	Contributed surplus	Deficit	Total equity
		$	$	$	$
Balance, November 30, 2019	**18,000,000**	**787,110**	**22,097**	**(204,192)**	**605,015**
Shares issued for debt	85,000	5,525	-	-	5,525
Shares issued for mineral properties	400,000	64,000	-	-	64,000
Loss for the year	-	-	-	(121,112)	(121,112)
Balance, November 30, 2020	**18,485,000**	**856,635**	**22,097**	**(325,304)**	**553,428**
Shares issued in private placements	16,347,406	2,514,906		-	2,514,906
Share issue costs	-	(321,921)	196,949	-	(124,972)
Flow through share premium liability	-	(219,782)	-	-	(219,782)
Shares and warrants issued for acquisition	12,150,001	3,523,500	1,294,768	-	4,818,268
Shares and warrants issued for mineral properties	4,800,000	878,000	421,672	-	1,299,672
Shares issued on exercise of stock options	450,000	139,595	(49,595)	-	90,000
Shares issued on exercise of RSUs	842,000	339,660	(339,660)	-	-
Shares issued on exercise of warrants	1,724,560	495,753	(323,297)	-	172,456
Stock based compensation – Stock options granted	-	-	523,500	-	523,500
Stock based compensation – RSUs granted	-	-	236,743	-	236,743
Loss for the year	-	-	-	(1,730,304)	(1,730,304)
Balance, November 30, 2021	**54,798,967**	**8,206,346**	**1,983,177**	**(2,055,608)**	**8,133,915**

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

MANNING VENTURES INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Expressed in Canadian Dollars

	Years ended November 30, 2021	2020
	$	$
OPERATING ACTIVITIES		
Net loss	**(1,730,304)**	(121,112)
Gain on debt settlement	**-**	(1,216)
Stock based compensation	**760,243**	-
Write-down of exploration and evaluation assets	**128,739**	-
Changes in working capital items:		
Accounts receivable	**(2,496)**	1,749
Prepaid expenses	**(268,179)**	1,423
Accounts payable	**126,748**	7,115
	(985,249)	(112,041)
INVESTING ACTIVITIES		
Exploration and evaluation properties	**(351,154)**	(25,000)
Acquisition of subsidiary, net of cash received	**283,035**	-
	(68,119)	(25,000)
FINANCING ACTIVITIES		
Shares issued for cash, net	**2,389,935**	-
Shares issued on exercise of warrants	**172,456**	-
Shares issued on exercise of stock options	**90,000**	-
	2,652,391	-
Change in cash	**1,599,023**	(137,041)
Cash, beginning	**410,000**	547,041
Cash, end	**2,009,023**	410,000

SUPPLEMENTAL CASH DISCLOSURES		
Interest paid	**-**	-
Shares issued for debt	**-**	5,525
Shares and warrants issued for acquisition	**4,818,268**	-
Shares and warrants issued for mineral property	**1,299,672**	64,000
Income taxes paid	**-**	-

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Manning Ventures Inc. (the "Company") was incorporated under the Business Corporations Act of British Columbia on July 26, 2018. The address of the Company's corporate office and its principal place of business is 10th Floor, 595 Howe Street, Vancouver BC.

During the year ended November 30, 2019 the Company completed the Initial Public Offering ("IPO") and its shares were listed and commenced trading on the Canadian Securities Exchange on October 23, 2019 under the symbol "MANN".

The Company is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future, and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. At November 30, 2021, the Company has not generated revenue or cash flow from operations to adequately fund its activities and has therefore relies principally upon the support of creditors, related parties and issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. These factors form a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The carrying value of the Company's exploration and evaluation assets do not reflect current or future values. The Company has not yet determined whether its exploration and evaluation assets contain economically recoverable ore reserves. The Company has no source of operating revenue and has significant cash requirements to meet its administrative overhead and maintain its exploration and evaluation assets.

The recoverability of amounts shown for exploration and evaluation assets is dependent on several factors, which include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of exploration and evaluation assets.

1. NATURE AND CONTINUANCE OF OPERATIONS (continued)

Although these financial statements do not include any adjustments that may result from the inability to secure future financing, such a situation would have a material adverse effect on the Company's recoverability of assets, classification of assets and liabilities, and results of operations should the Company be unable to continue as a going concern.

Over the past eighteen months, the effects of the COVID-19 global pandemic on industry and commerce have been far-reaching. To date there have been significant fluctuations in the global economy and equity markets, and the movement of people and goods has experienced significant restrictions. The Company’s ability to fund ongoing operations and exploration is affected by the availability of financing. Due to market uncertainty the Company may be restricted in its ability to raise additional funding. The impact of these factors on the Company over the past year was not materially significant, however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. ln particular, there may be heightened risk of going concern uncertainty.

2. BASIS OF PREPARATION

(a) Statement of Compliance

The Company prepared these consolidated financial statements in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board. These consolidated financial statements were approved by the Board of Directors of the Company on March 29, 2022.

(b) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Wabush Iron Ore Inc. (“Wabush”) from the date of its acquisition (Note 6). All inter-company balances and transactions have been eliminated upon consolidation.

(c) Basis of preparation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The presentation and functional currency of the Company is the Canadian dollar.

2. BASIS OF PREPARATION (continued)

(d) Significant accounting judgements and estimates

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgements and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year.

Significant estimate, judgements and assumptions about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from estimates made, relate to:

(i) Going concern assumption

These assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company has disclosed a material uncertainty regarding going concern in Note 1 which requires the use of management's judgment on the ability of the Company to continue its operations and to develop or acquire a self-sustaining business or assets.

(ii) Income taxes

In assessing the probability of realizing deferred tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessment, management gives additional weight to positive and negative evidence that can be objectively verified.

(iii) Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and profitability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

2. BASIS OF PREPARATION (continued)

(d) Significant accounting judgements and estimates (continued)

(iv) Valuation of share-based compensation

The Company uses Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

(v) Decommissioning restoration provision

The Company will record a provision for decommissioning and restoration provision based on management's best estimate of the present value of the future cash outflows required to settle the liability. The provision reflects estimates of future costs, inflation, and assumptions of risks associated with the future cash outflows, and the applicable risk-adjusted discount rate for the discounting future cash outflows. Changes in the above factors can result in a change to the provision recognized by the Company. Changes to any restoration and decommissioning costs are recorded with a corresponding change to the carrying amount of the related mining property. Adjustments to the carrying amounts of the related mineral property can result in a change to future depletion expenses.

While management believes judgements and the estimates are reasonable, actual results could differ from those judgements and estimates and could impact future results of operations and cash flows.

3. SIGNIFICANT ACCOUNTING POLICIES

Exploration and evaluation assets

Pre-exploration costs are expensed as incurred. Costs directly related to the exploration and evaluation of mineral properties are capitalized once the legal rights to explore the mineral properties are acquired or obtained. When the technical and commercial viability of a mineral resources has been demonstrated, the capitalized costs of the related property are first tested for impairment and then reclassified to mining assets and amortized over the estimated useful life of the property.

If it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount. Exploration and evaluation assets are reviewed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and evaluation properties (continued)

The costs include the cash or other consideration and the assigned value of share issued, if any, on the acquisition of exploration and evaluation assets. Costs related to properties acquired under option agreements or joint ventures, whereby payments are made at the sole discretion of the Company, are recorded in the accounts at such time as the payments are made. The Company does not accrue the estimated future cost of maintaining its exploration and evaluation assets in good standing.

Capitalized costs are reported on the statements of financial position represent costs incurred to date and may not reflect actual, present, or future value. Recovery of carrying value is dependent upon future commercial success or proceeds from disposition of the exploration and evaluation property interests.

Management assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. Write-downs due to impairment in value are charged to profit or loss.

General exploration costs not related to specific properties and general administrative expenses are charged to profit or loss in the period in which they are incurred.

Restoration and environmental obligations

The Company recognizes provisions for statutory, contractual, constructive or legal obligations associated with the reclamation of mineral properties and retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future cost estimates arising from the decommissioning of plant, site restoration work and other similar retirement activities is added to the carrying amount of the related asset, and depreciated on the same basis as the related asset, along with a corresponding increase in the provision in the year incurred. Discount rates using a pre-tax rate that reflect the current market assessments of the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

The Company’s estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the provision. The Company’s estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and change in estimates.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Restoration and environmental obligations (continued)

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the year. The net present value of reclamation costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the year incurred. The costs of reclamation projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation properties. A gain or loss may be incurred upon settlement of the decommissioning obligation.

Impairment of assets

The carrying amount of the Company's assets (which include exploration and evaluation interests) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

The recoverable amount of assets is the greater of an asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss id only reserved if there is an indication that the impairment loss may no longer exists and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

Share-based payments to employees are measured at the fair value of the instruments issued on the grant date and recognized 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 fair value of the options, as determined using the Black-Scholes Option Valuation Model, which incorporates all market vesting conditions are expensed to profit or loss. The corresponding amount is recorded to the stock options reserve. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting year 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 will eventually vest.

Share issued costs

Costs directly identifiable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

The value of compensatory warrants granted to agents in a private placement is determined using the Black-Scholes option pricing model. The fair value of these compensatory warrants is recognized as share issuance costs, with the offsetting credit to reserves.

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. For the periods presented, this calculated proved to be anti-dilutive.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another equity.

Financial assets
On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

Cash is measured at FVTPL.

Impairment
An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the assets, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss in reversed through profit or loss to the extent that the carrying amount f the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities
Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

Accounts payable are classified under amortized cost and carried on the statement of financial position at amortized cost.

As at November 30, 2021, the Company does not have any derivative financial liabilities.

Income taxes

Current income tax
Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax
Deferred tax is provided, using the liability method, on all temporary differences at the statement of financial position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes related to the same taxable entity and the same taxation authority.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Foreign currency translation

The Company's reporting currency and the functional currency of all of its operations, including that of its subsidiary, is the Canadian dollar as this is the principal currency of the economic environment in which it operates.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement if financial position date while non-monetary assets and liabilities are translated at historical rates. Revenue and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and loses arising on translation are reflected in profit or loss for the period.

Valuation of Equity Units

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measured component based on fair value and then the residual value, if any, to the less easily measurable component.

Flow through shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the Company allocates the flow through share proceeds into: (i) share capital, (ii) flow through share premium, if any, and (iii) warrants, if any, using the residual value method. The premium recorded on the flow through share is recognized as a liability on the statement of financial position. As expenditures are incurred, the liability associated with the renounced tax deductions is recognized through profit and loss with a pro-rata portion of the deferred premium.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Standards issued but not yet effective

There are no IFRS standards or interpretations that are not yet effective that would be expected to have a material impact on the Company’s financial statements.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company’s financial instruments consist of cash and accounts payable.

Fair values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash is determined using level 1 of the fair value hierarchy. The carrying values of the accounts payable and accrued liabilities approximate their fair values due to the expected maturity of these financial instruments.

Financial instrument risk exposure and risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Financial instrument risk exposure and risk management (continued)

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash, and commodity tax recoverable. The Company manages credit risk, in respect of cash, by placing its cash with a major Canadian financial institution in accordance with the Company's investment policy.

Concentration of credit risk exists with respect to the Company's cash as all amounts are held at a single major Canadian financial institution. The Company's concentration of credit risk and maximum exposure thereto is considered minimal.

The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in obtaining funds to meet commitments. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company is exposed to liquidity risk.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and commodity price risk.

i. Interest rate risk
Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Some of the Company’s accounts payable are subject to interest on unpaid balances. Additionally, the Company may hold cash balances in an interest-bearing bank account from time to time.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Financial instrument risk exposure and risk management (continued)

ii. Commodity price risk

Commodity price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company actively monitors commodity price changes and stock market prices to determine the appropriate course of action to be taken by the Company.

iii. Foreign Currency Risk

The functional currency of the Company is the Canadian dollar. As of November 30, 2021 the Company had no financial assets and liabilities that were subject to currency translation risk.

Expressed in Canadian Dollars

5. EXPLORATION AND EVALUATION ASSETS

During the years ended November 30, 2021 and 2020 the Company incurred the following exploration and evaluation costs related to the mineral properties:

	Squid Project	Flint Project	Hope Lake	Lac Simone	Hydro Project	Heart Lake	Broken Lake	Total
	$	$	$	$	$	$	$	$
Balance, November 30, 2019	107,739	-	-	-	-	-	-	107,739
Acquisition costs:								
Cash	5,000	20,000	-	-	-	-	-	25,000
Shares issued	16,000	48,000	-	-	-	-	-	64,000
Total addition to acquisition costs	21,000	68,000	-	-	-	-	-	89,000
Total expenses during the year	21,000	68,000	-	-	-	-	-	89,000
Balance, November 30, 2020	128,739	68,000	-	-	-	-	-	196,739
Acquisition costs:								
Cash	-	30,000	-	-	-	-	-	30,000
Shares issued	-	42,000	-	-	278,667	278,666	278,667	878,000
Warrants issued	-	-	-	-	140,557	140,557	140,558	421,672
Acquisition of Wabush (Note 6)	-	-	2,278,917	2,278,917	-	-	-	4,557,834
Total addition to acquisition costs	-	72,000	2,278,917	2,278,917	419,224	419,223	419,225	5,887,506
Exploration costs								
Assays	-	3,257	-	3,250	-	-	-	6,507
Surveying		71,847	-	-	-	-	-	71,847
Administration	-	-	1,069	1,654	-	-	-	2,723
Claim maintenance	-	-	34,307	3,427	-	-	-	37,734
Field supplies	-	-	5,330	20,339	-	-	215	25,884
Geological	-	6,877	36,021	43,272	122	122	5,619	92,033
Travel	-	895	70,693	12,469	-	-	369	84,426
Total addition to exploration costs	-	82,876	147,420	84,411	122	122	6,203	321,154
Total expenses during the year	-	154,876	2,426,337	2,363,328	419,346	419,345	425,428	6,208,660
Write-down of exploration and evaluation assets	(128,739)	-	-	-	-	-	-	(128,739)
Balance, November 30, 2021	**-**	**222,876**	**2,426,337**	**2,363,328**	**419,346**	**419,345**	**425,428**	**6,276,660**

5. EXPLORATION AND EVALUATION ASSETS (continued)

Squid Project

On September 26, 2018 the Company signed an Option Agreement to purchase 75% interest in Squid East Mineral Property (the "Squid Project") located in the Dawson Mining District, Yukon, Canada. The agreement was amended on November 25, 2020. As consideration for the amendment to the Option Agreement, the Company paid $5,000 and issued 100,000 common shares to the optionor on November 25, 2020. Under the terms of the amended agreement, the Company must:

(a) issue a total of 800,000 common shares and pay $55,000 in cash as follows:
  i. issue 600,000 shares (issued) and pay $35,000 (paid) on or before the date the Company becomes a listed issuer;
  ii. issue 200,000 shares and pay $20,000 on or before December 31, 2021;

(b) Spend a total of $1,150,000 on exploration as follows:
  i. $50,000 by December 31, 2021;
  ii. $300,000 between January 1, 2022 and December 31, 2022 and
  iii. $700,000 between January 1, 2023 and December 31, 2023.

Upon earning a 75% interest in the property, the Company was to pay the optionor a net smelter returns Royalty ("NSR") of 3%, provided the Company may purchase 1/3 of the NSR for total consideration of $1,000,000 subject to certain conditions.

Beginning on May 31, 2021 and annually thereafter, the Company was to make Annual Advance Minimum Royalty payment of $100,000 to optionor (AAMR). The AAMR and NSR payments will be adjusted annually according to the consumer price index with a base of May 31, 2021. The Company may deduct from NSR payments, if any, the aggregate total of all AMMR payments made in accordance with the Option Agreement.

As of November 30, 2021, the Company decided not to pursue the acquisition of the Squid Project and subsequent to the year-end, the Company terminated the option agreement (Note 13). An amount of $128,739 was recognized as an impairment loss for the write-down of exploration and evaluation assets for the year ended November 30, 2021.

5. EXPLORATION AND EVALUATION ASSETS (continued)

Flint Project

On November 25, 2020 the Company signed an Option Agreement to purchase 100% interest in Flint Mineral Property (the "Flint Project") located in the Kenora Mining District, Ontario, Canada. Under the terms of the amended agreement, the Company must:

(a) issue a total of 2,200,000 common shares and pay $145,000 in cash as follows:
  i. issue 300,000 shares (issued) and pay $20,000 (paid) on the Option Agreement date;
  ii. issue 400,000 shares (issued) and pay $30,000 (paid) on or before November 25, 2021;
  iii. issue 500,000 shares and pay $40,000 on or before November 25, 2022 and
  iv. issue 1,000,000 shares and pay $55,000 on or before November 25, 2023.

(b) Spend a total of $775,000 on exploration as follows:
  i. $75,000 on or before November 25, 2021 (incurred);
  ii. $200,000 on or before November 25, 2022 and
  iii. $500,000 on or before November 25, 2023.

Upon earning a 100% interest in the Flint Project, the Company shall pay the optionor a net smelter returns Royalty ("NSR") of 1%, provided the Company may purchase 1/2 of the NSR for total consideration of $500,000 at any time.

Hope Lake and Lac Simone

On February 24, 2021, the Company entered into a Share Exchange Agreement to acquire 100% of the issued and outstanding securities, including dilutive securities, of Wabush Iron Ore Inc. (Note 6). Wabush is the beneficial owner of 100% interest in the Hope Lake Project and the Lac Simone Project located in the Province of Quebec.

Broken Lake, Heart Lake, and Hydro properties

On May 25, 2021 the Company entered into a Property Purchase and Sale Agreement to acquire an undivided 100% legal, beneficial, and registered interest in the Broken Lake property, Heart Lake property and Hydro property (collectively, the "Properties"). The Properties are located in the Province of Quebec. In consideration for the acquisition the Company must:

  i. issue 4,000,000 shares (issued);
  ii. issue an aggregate of 4,000,000 common share purchase warrants, each of which is exercisable into one common share at an exercise price of $0.35 per warrant for a period of two years (issued); and
  iii. paid nominal cash consideration of $1.00 (paid).

In connection with the acquisition of the Properties, the Company issued 400,000 common shares to an arm's length finder as a finder's fee (Note 7).

Expressed in Canadian Dollars

6. ACQUISITION OF WABUSH IRON ORE

On February 24, 2021, the Company entered into a Share Exchange Agreement to acquire 100% of the issued and outstanding securities, including dilutive securities, of Wabush Iron Ore Inc. On May 4, 2021, the Company issued 11,150,001 common shares to Wabush shareholders and 5,575,000 replacement warrants, each replacement warrant entitles the holder to purchase one common share of the Company, to Wabush warrantholders. In connection to the Share Exchange Agreement, the Company issued 1,000,000 common shares as a finder's fee (Note 7).

Wabush is an arm's length company solely focusing on acquisition and exploration of mineral property.

The acquisition of Wabush was not considered a business combination as defined in IFRS 3. As a result, the acquisition has been accounted as an asset acquisition.

	$
Consideration paid:	
Fair value of common shares issued	3,233,500
Fair value of finder's shares	290,000
Fair value of warrants issued	1,294,768
Total	**4,818,268**
Net assets acquired	
Cash	283,035
Receivable	890
Exploration and evaluation assets (Note 5)	4,557,834
Accounts payable	(23,491)
Net assets acquired	**4,818,268**

7. SHARE CAPITAL

(a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

(b) Escrow Shares:

As at November 30, 2021, a total of 60,000 common shares are held in escrow.

(c) As at November 30, 2021, the Company has 54,798,967 common shares issued and outstanding.

7. SHARE CAPITAL (continued)

During the year ended November 30, 2021, the Company issued:

i. On February 11, 2021, the Company closed a non-brokered private placement of 10,067,906 non-flow-through units at a price of $0.15 per unit for gross proceeds of $1,510,186. Each non-flow-through unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.25 per share until February 11, 2023. In connection with the private placement, the Company has paid finder's fees of $55,355 and issued 369,729 non-transferable finders' warrants. Finders' warrants have the same terms as the unit warrants.

ii. On May 4, 2021, the Company issued 12,150,001 common shares in connection with the Share Exchange Agreement with Wabush (Note 6).

iii. On June 10, 2021, the Company issued 4,400,000 common shares related to the acquisition of the Properties (Note 5).

iv. On October 22, 2021, the Company closed a non-brokered private placement of 6,279,500 flow-through units at a price of $0.16 per unit for aggregate gross proceeds of $1,004,720 (Notes 8 and 11). Each flow-through unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder thereof to purchase one non-flow-through share at a price of $0.24 per share until October 22, 2024. In connection with the private placement, the Company has paid finder's fees of $69,617 and issued 413,235 finders' warrants. Finders' warrants have the same terms as the unit warrants.

v. On November 25, 2021, the Company issued 400,000 as a payment for the Flint Project (Note 5).

vi. During the year ended November 30, 2021, 450,000 shares were issued on exercise of stock options at an exercise price of $0.20. The fair value of the stock options of $49,595 was transferred from contributed surplus to share capital.

vii. During the year ended November 30, 2021, 1,724,560 shares were issued on exercise of warrants at an exercise price of $0.10. The fair value of the warrants of $323,297 was transferred from contributed surplus to share capital.

viii. During the year ended November 30, 2021, 842,000 shares were issued on exercise of restricted share units. The fair value of the restricted share units of $339,660 was transferred from contributed surplus to share capital.

7. SHARE CAPITAL (continued)

During the year ended November 30, 2020 the company issued:

i. 85,000 common shares to settle debt of $5,525;
ii. 300,000 shares for the Flint Project (Note 5);
iii. 100,000 shares for the Squid Project (Note 5).

(d) Share purchase warrants

On February 11, 2021, the Company issued 10,067,906 warrants with units in a private placement. The warrants are exercisable at $0.25 for a period of two years. No value was allocated to these warrants under residual method of accounting for equity units.

On February 11, 2021, in connection to the private placement, the Company issued 369,729 warrants to the finders. Each warrant entitles the holder to acquire an additional common share for $0.25 per share for a two-year period. The fair value of the warrants of $162,372 was calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.55; exercise price – $0.25; expected life – two years; volatility – 143%; dividend yield – $nil; and risk-free rate – 0.176%.

On May 4, 2021, the Company issued 5,5750,000 warrants pursuant to Share Exchange Agreement with the shareholders of Wabush Iron Ore Inc. (Note 6), of which 3,950,000 warrants are exercisable at $0.10 per share until December 31, 2022, and 1,625,000 warrants exercisable at $0.10 per share until January 27, 2023. The fair value of 3,950,000 warrants was $915,740 calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.29; exercise price – $0.10; expected life – 1.66 years; volatility – 138%; dividend yield – $nil; and risk-free rate – 0.30%. The fair value of 1,625,000 warrants was $379,028 calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.29; exercise price – $0.10; expected life – 1.73 years; volatility – 138%; dividend yield – $nil; and risk-free rate – 0.30%.

On June 10, 2021, the Company issued 4,000,000 warrants related to the acquisition of the Properties (Note 5). The warrants are exercisable at $0.35 per share until June 10, 2023. The fair value of the warrants was $421,672 calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.19; exercise price – $0.35; expected life – two years; volatility – 136%; dividend yield – $nil; and risk-free rate – 0.31%.

On October 22, 2021 the Company issued 3,139,750 warrants with units in a private placement The warrants are exercisable at $0.24 for a period of 36 months. No value was allocated to these warrants under residual method of accounting for equity units.

Expressed in Canadian Dollars

7. SHARE CAPITAL (continued)

(d) Share purchase warrants (continued)

On October 22, 2021, in connection with the private placement, the Company issued 413,235 warrants to the finders. Each finder's warrant will entitle the holder thereof to purchase one common share in the capital of the company at a price of $0.24 for a period of 36 months from the date of issuance. The fair value of the warrants was $34,576 calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.125; exercise price – $0.24; expected life – three years; volatility – 134%; dividend yield – $nil; and risk-free rate – 1.072%.

During the year ended November 30, 2021, a total of 1,724,560 warrants were exercised at a price of $0.10. The fair value of the warrants of $323,297 was deducted from contributed surplus.

As at November 30, 2021, the Company had warrants outstanding to acquire common shares of the Company as follows:

Expiry date	Exercise price	Number of warrants outstanding	Weighted average remaining contractual life (in years)
	$		
December 31, 2022	0.10	3,000,000	1.08
January 27, 2023	0.10	1,275,000	1.16
February 11, 2023	0.25	10,437,635	1.20
June 10, 2023	0.35	4,000,000	1.53
October 22, 2024	0.24	3,552,985	2.90
Total		**22,265,620**	**1.54**

The following is a continuity of the Company's warrants for the year ended November 30, 2021 and year ended November 30, 2020:

	Number of Options	Weighted Average Exercise Price, CAD
		$
Balance, November 30, 2019	-	-
Issued	438,000	0.10
Balance, November 30, 2020	438,000	0.10
Issued	23,565,620	0.23
Exercised	(1,724,560)	0.10
Expired	(13,440)	0.10
Balance, November 30, 2021	**22,265,620**	**0.24**

Expressed in Canadian Dollars

7. SHARE CAPITAL (continued)

(e) Stock options

The Company has adopted a stock option plan under which it may grant total stock options that do not exceed 10% of the Company's issued and outstanding shares.

On January 20, 2021, the Company granted 600,000 stock options to directors and officers of the Company. The stock options are exercisable at $0.20 per share for a period of five years. The fair value of the stock options was $124,786 calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.235; exercise price – $0.20; expected life – five years; volatility – 137%; dividend yield – $nil; and risk-free rate – 0.43%.

On January 20, 2021, the Company granted 450,000 stock options to a consultant of the Company. The stock options are exercisable at $0.20 per share for a period of one years. The fair value of the stock options was $49,645 calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.235; exercise price – $0.20; expected life – one years; volatility – 111%; dividend yield – $nil; and risk-free rate – 0.13%.

On January 22, 2021 the Company granted 450,000 stock options to consultants of the Company. The stock options are exercisable at $0.325 per share for a period of one years. The fair value of the stock options was $62,363 calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.32; exercise price – $0.325; expected life – one year; volatility – 116%; dividend yield – $nil; and risk-free rate – 0.18%.

During the year ended November 30, 2021, a total of 450,000 stock options were exercised at a price of $0.20 per share. The fair value of the stock options of $49,595 was deducted from contributed surplus.

The following is a continuity of the Company's stock options for the year ended November 30, 2021:

	Year ended November 30, 2021	
	Number of Options	**Weighted Average Exercise Price**
		$
Balance, beginning of the year	-	-
Granted	1,500,000	0.24
Exercised	(450,000)	0.20
Balance, end of the year	**1,050,000**	**0.25**

As at November 30, 2021, the Company has 1,050,000 fully vested stock options with the life of 2.43 years outstanding.

Expressed in Canadian Dollars

7. SHARE CAPITAL (continued)

(f) Restricted Share Units

The Company has adopted a restricted share unit ("RSU") plan under which it may grant unlimited RSUs as long as RSU shares combined with any other compensation agreements do not exceed 10% of the Company's issued and outstanding shares. RSUs vest at a specified date and may be settled by the Company at any time after the vesting date and before the expiry date. The Company has the option to settle RSUs either by issuing one common share of the Company for each RSU, or by paying a cash amount equal to the fair market value of one common share of the Company as at the vesting date for each RSU.

The following is a continuity of RSUs for the year ended November 30, 2021:

	Year ended November 30, 2021 Number of RSUs
Balance, beginning of the year	-
Granted	1,225,000
Exercised	(842,000)
Balance, end of the year	**383,000**

8. FLOW THROUGH SHARE PREMIUM LIABILITY

The following is a continuity schedule of the liability portion of the flow through shares issuances.

	$
Balance at November 30, 2020	**-**
Flow through share premium on the flow through shares issued	219,782
Balance at November 30, 2021	**219,782**

On October 22, 2021, the Company completed a non-brokered private placement of 6,279,500 flow through common shares at a price of $0.16 per shares for gross proceeds of $1,004,720 (Notes 7 and 11). A premium of $0.035 per share was received for the flow through shares.

9. KEY MANAGEMENT COMPENSATION AND RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). During the year ended November 30, 2021 the Company paid $60,000 (2020 - $60,000) to key management and is included in office and administration expense. In addition, the Company paid $60,000 (2020 - $Nil) to a company controlled by a director of the Company, for which $55,000 were expensed as directors fee and $5,000 recorded as prepaid expense.

As at November 30, 2021, the balance owing to related parties was $Nil (2020 - $Nil).

10. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, and exploration of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

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

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

There were no changes in the Company's approach to capital management during the year ended November 30, 2021. The Company is not subject to externally imposed capital requirements.

11. COMMITMENTS

The Company is committed to certain cash payments, common share issuances and exploration expenditures as described in Note 5.

During the year ended November 30, 2021, the Company completed a flow-through private placement of $1,004,720 (Notes 7 and 8). The Company has the obligation to incur eligible exploration and evaluation expenditures no later than December 31, 2022.

Expressed in Canadian Dollars

12. INCOME TAXES

The Company has not recognized any deferred income tax assets. The Company recognizes deferred income tax assets based on the extent to which it is probable that sufficient taxable income will be realized during the carry forward periods to utilize all deferred tax assets.

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates:

	2021	**2020**
	$	**$**
Canadian statutory income tax rate	27%	27%
Income tax recovery at statutory rate	467,182	32,700
Permanent differences and other	(118,347)	(540)
Change in deferred tax assets not recognized	348,835	(32,160)
Deferred income tax recovery	-	-

The temporary differences that give rise to significant portions of the deferred tax assets not recognized are presented below:

	2021	2020
	$	$
Non-capital loss carry forwards	328,725	84,033
Mineral properties	34,760	-
Share issuance costs	69,685	302
Deferred tax assets not recognized	(433,170)	(84,335)
	-	-

The Company has losses carried forward of approximately $1,217,500 (2020 - $311,000) available to reduce income taxes in future years which expire in 2041. In addition, the Company has accumulated Canadian Exploration Expenses and Canadian Development Expenses for income tax purposes of approximately $6,400,000. The expenditures pools can be carried forward indefinitely to be applied against income of future years.

13. SUBSEQUENT EVENTS

On December 12, 2021, the Company terminated its option to earn an interest in the Squid Project (Note 5).

On December 16, 2021, the Company has entered into a property acquisition agreement with SCD Investment Corp. dated December 15, 2021, pursuant to which the company has agreed to acquire a 100% interest in the Bounty lithium project. The property, which consists of 89 mineral claims totaling 4,659 hectares, is located in the James Bay region of west-central Quebec. In accordance with the terms and conditions of the acquisition agreement and as consideration for the acquisition of the property, the company has agreed to (i) pay SCD cash consideration of $25,000, and (ii) grant SCD a 2% net smelter return royalty on the property.

In January 2022, a total of 450,000 stock options expired unexercised.

On February 22, 2022, the Company entered into a Share Exchange Agreement among the company, Red Bay Exploration Inc. ("Red Bay") and the shareholders of Red Bay to acquire 100% of the issued and outstanding securities of Red Bay by issuing 9,000,000 of the Company common shares. Red Bay is the beneficial owner of four mineral projects in Newfoundland, Canada, representing over 10,500 hectares of prospective gold, polymetallic (copper, lead, zinc, cobalt, silver), uranium and rare earth projects. The four mineral projects are (i) the Red Indian Lake project, (ii) the Little Sheep Brook project, (iii) the Butterfly Pond project and (iv) the Mount Hogan project.

On February 22, 2022, the Company granted 1,500,000 stock options to its directors and employees. The stock options are exercisable at $0.10 for a period of two years.

On March 8, 2022, the Company issued 9,000,000 common shares in connection with Red Bay Share Exchange Agreement.