STRAIGHTUP RESOURCES INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

SEPTEMBER 30, 2020

(Expressed in Canadian Dollars)

(Unaudited)

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 condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The unaudited condensed interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of unaudited condensed interim financial statements and are in accordance with International Accounting Standard 34 - Interim Financial Reporting.

The Company's independent auditor has not performed a review of these unaudited condensed interim 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.

Straightup Resources Inc.
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(Expressed in Canadian Dollars)
Three and nine months ended September 30, 2020 and 2019

Straightup Resources Inc.
CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
As at September 30, 2020 and December 31, 2019

	September 30 2020	December 31 2019
ASSETS		
CURRENT		
Cash and cash equivalents	$ **490,122**	$ 11,049
Prepaid expenses	**-**	10,000
Goods and Services Tax recoverable	**4,035**	128
	494,157	21,177
EXPLORATION AND EVALUATION ASSET *(Note 3)*	**187,239**	123,239
Deferred financing costs *(Note 4)*	**-**	47,000
	$ **681,396**	$ 191,416
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT		
Accounts payable and accrued liabilities	$ **10,866**	$ 115,256
Share capital *(Note 5)*	**1,189,050**	243,501
Contributed surplus	**230,565**	79,750
Deficit	**(749,085)**	(247,091)
	670,530	76,160
	$ **681,396**	$ 191,416

ON BEHALF OF THE BOARD

______________________________ *Director*

______________________________ *Director*

The accompanying notes are an integral part of these Financial Statements

Straightup Resources Inc.

CONDENSED INTERIM STATEMENT OF COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

Three and nine months ended September 30, 2020 and 2019

	3 months ended September 30 2020	3 months ended September 30 2019	**Nine months ended September 30 2020**	Nine months ended September 30 2019
EXPENSES				
Business taxes, licenses and memberships	**-**	-	**527**	545
Interest and bank charges	**192**	30	**1,051**	113
Exploration expenses	**3,891**	-	**3,891**	-
Filing and transfer agent fees	**1,636**	-	**9,601**	4,277
Listing fees	**2,250**	-	**15,953**	4,243
Accounting fees	**-**	-	**9,850**	4,650
Audit fees	**-**	3,000	**20,000**	8,000
Consulting fees	**30,000**	-	**31,500**	-
Investor relations	**78,000**	-	**80,500**	-
Legal fees	**29,425**	-	**82,900**	-
Market research	**30,000**	-	**30,000**	-
Management fees	**14,000**	-	**35,000**	15,000
Office expenses	**4,185**	-	**25,090**	3,531
Rent	**2,250**	-	**12,000**	3,750
Share-based compensation *(Note 5)*	**116,828**	-	**141,023**	-
Telephone	**943**	-	**3,109**	1,237
	313,600	3,030	**501,995**	45,346
NET LOSS	**(313,600)**	(3,030)	**(501,995)**	(45,346)
COMPREHENSIVE LOSS	**$ (313,600)**	$ (3,030)	**$ (501,995)**	$ (45,346)
EARNINGS PER SHARE	**$ (0.02)**	$ -	**$ (0.03)**	$ -
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	**19,574,065**	12,070,001	**16,096,358**	12,070,001

The accompanying notes are an integral part of these Financial Statements

Straightup Resources Inc.
CONDENSED STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)
Period ended September 30, 2020 and Years ended December 31, 2019 and 2018

	Common Shares					
	Number of shares	Amount	Share subscriptions	Contributed surplus	Deficit	**Total equity**
As at January 1, 2018	1	$ 1	$ -	$ -	$ (1,629)	**$ (1,628)**
Shares issued to founders	2,000,000	10,000	(5,000)	-	-	**5,000**
Shares issued for cash	4,820,000	128,500	-	-	-	**128,500**
Shares issued for cash (flow-through)	5,250,000	105,000	-	-	-	**105,000**
Share-based payments	-	-	-	30,000	-	**30,000**
Net loss for the year	-	-	-	-	(91,422)	**(91,422)**
As at December 31, 2018	12,070,001	$ 243,501	$ (5,000)	$ 30,000	$ (93,051)	**$ 175,450**
As at January 1, 2019	12,070,001	$ 243,501	$ (5,000)	$ 30,000	$ (93,051)	**$ 175,450**
Shares subscriptions received	-	-	5,000	-	-	**5,000**
Share-based payments	-	-	-	49,750	-	**49,750**
Net loss for the year	-	-	-	-	(154,040)	**(154,040)**
As at December 31, 2019	12,070,001	243,501	-	79,750	(247,091)	**76,160**
As at January 1, 2020	12,070,001	243,501	-	79,750	(247,091)	**76,160**
Shares issued for cash	8,016,087	1,004,013	-	-	-	**1,004,013**
Shares issued for property	300,000	39,000	-	-	-	**39,000**
Share issuance costs	-	(97,804)	-	-	-	**(97,804)**
Share-based compensation	-	-	-	116,828	-	**116,828**
Warrants issued	-	-	-	33,987	-	**33,987**
Warrants exercised	17,000	340	-	-	-	**340**
Net loss for the period	-	-	-	-	(501,994)	**(501,994)**
As at September 30, 2020	20,403,088	$ 1,189,050	$ -	$ 230,565	$ (749,085)	**$ 670,530**

Straightup Resources Inc.
CONDENSED INTERIM STATEMENT OF CASH FLOW
(Expressed in Canadian Dollars)
Nine months ended September 30, 2020 and 2019

	2020	2019
OPERATING ACTIVITIES		
Net loss for the period	$ (501,995)	$ (45,346)
Share-based payments	141,023	-
	(360,972)	(45,346)
Changes in non-cash working capital:		
Trade and other receivables	(3,507)	422
Trade and other payables	(104,416)	10,365
Deferred financing costs	47,000	-
Prepaid expenses	10,000	(10,000)
Goods and Services Tax payable	(372)	-
	(51,295)	787
Cash flow used by operating activities	(412,267)	(44,559)
INVESTING ACTIVITIES		
Exploration and evaluation asset	(25,000)	-
Cash flow from (used by) investing activities	(25,000)	-
FINANCING ACTIVITIES		
Share subscription received	-	5,000
Shares issued	916,340	-
Cash flow from financing activities	916,340	5,000
INCREASE (DECREASE) IN CASH	479,073	(39,559)
CASH AND CASH EQUIVALENT - BEGINNING OF PERIOD	11,049	49,249
CASH AND CASH EQUIVALENT - END OF PERIOD	$ 490,122	$ 9,690

1. NATURE OF OPERATIONS AND GOING CONCERN

Straightup Resources Inc. (“the Company”) was incorporated on August 22, 2017 under the laws of British Columbia. The address of the Company’s corporate office and its principal place of business is 200 - 551 Howe Street, Vancouver, British Columbia, Canada.

The Company shares are listed on the Canadian Securities Exchange and are trading under the symbol "ST".

The Company’s principal business activities include the acquisition and exploration of mineral property assets. As at September 30, 2020, the Company had not yet determined whether the Company’s mineral property asset contains ore reserves that are economically recoverable. The recoverability of the amount shown for exploration and evaluation asset 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 the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

The Company had a deficit of $749,085 as at September 30, 2020, which has been funded by the issuance of equity. 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 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 these financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance and basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”).

These financial statements were authorized for issue by the Board of Directors on November 27, 2020.

The financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(b) Significant accounting judgments, estimates and assumptions

The preparation of the Company’s consolidated financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

(continues)

(Expressed in Canadian Dollars)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Significant areas requiring the use of estimates include fair value of share-based payments and unrecognized deferred income tax assets. Actual results could differ from those estimates.

Judgments made by management include the factors used to determine the assessment of whether the going concern assumption is appropriate. The assessment of the going concern assumption requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

3. EXPLORATION AND EVALUATION ASSET

	Acquisition costs	Exploration costs		Total
Balance, December 31, 2017	$ -	$ 110,684	$ -	$ 110,684
Year 2018 additions	5,000	7,555	-	12,555
Balance, December 31, 2019 and 2018	5,000	118,239	-	123,239
Year 2020 additions	64,000	-	-	64,000
Balance, September 30, 2020	$ 69,000	$ 118,239	$ -	$ 187,239

Hi Mars Project

Pursuant to an option agreement dated October 30, 2017 (the "Agreement"), with Rich River Exploration and Craig A. Lynes, collectively, the "Optionors", the Company was granted an option to acquire a 100% undivided interest in the Hi Mars Project (the "Property") located near Powel River area in the Vancouver Mining Division, British Columbia.

In accordance with the Agreement, the Company has the option to earn the undivided 100% interest in the Property (subject to the Net Smelter Returns ("NST") described below) by issuing a total of 600,000 common shares of the Company to the Optionors, making cash payments totaling $160,000, and incurring a total of $600,000 in exploration expenditures as follows:

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(Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSET *(continued)*

	Common Shares	Cash	Exploration Expenditures
	#	$	$
Upon signing of the Agreement	-	5,000	-
Upon listing of the Company's common shares on a Canadian Stock Exchange (the "Listing")	100,000	-	-
On or before the first anniversary of the Listing	100,000	-	-
On or before the second anniversary of the Listing	100,000	25,000	200,000
On or before the third anniversary of the Listing	100,000	30,000	100,000
On or before the fourth anniversary of the Listing	200,000	100,000	300,000
Total	600,000	160,000	600,000

The cash payment due upon signing of the agreement on October 30, 2017 was made during the year ended December 31, 2018.

The Optionors will retain a 3% NSR royalty on the Property. The Company has the right to purchase the first 1% of the royalty for $750,000 and the remaining 2% for $1,000,000 at any time prior to the commencement of commercial production.

Property Option for RLX North, RLX South and Belanger Properties

On June 3, 2020 the Company entered into a property option agreement (the "Option Agreement") dated June 3, 2020 (the "Effective Date") with an arm's length vendor (the "Vendor"), whereby it has been granted the sole, exclusive and irrevocable right and option (the "Option") to acquire a 100% undivided interest in certain unpatented mining claims comprising the RLX North, RLX South and Belanger properties (collectively, the "Property") located in the District of Red Lake, Ontario, Canada, subject to a 3% net smelter returns royalty.

In order to exercise the Option in full, Straightup will be required to: (i) make cash payments to the Vendor in the aggregate amount of $150,000; and (ii) issue common shares in the capital of the Company (the "Consideration Shares") having an aggregate cash value of $300,000 to the Vendor, to be paid and delivered as set out below (collectively, the "Option Payments"):

Date	Cash	Consideration Shares
Upon execution and delivery of the Property Option Agreement	$ 25,000	300,000 Consideration Shares
On or before the first anniversary of the Effective Date	$ 25,000	Consideration Shares having a cash value of $30,000 in accordance with the Option Agreement
On or before the second anniversary of the Effective Date	$ 50,000	Consideration Shares having a cash value of $100,000 in accordance with the Option Agreement
On or before the third anniversary of the Effective Date	$ 50,000	Consideration Shares having a cash value of $140,000 in accordance with the Option Agreement

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3. EXPLORATION AND EVALUATION ASSET *(continued)*

Upon completion of the Option Payments, the Company will be deemed to have exercised the Option and will have earned an undivided 100% legal and beneficial interest in and to the Property, subject to a 3% Net Smelter Returns Royalty ("NSR Royalty") to be granted to the Vendor. The Company will have a right at any time to purchase from the Vendor two-thirds (being 2%) of the NSR Royalty from the Vendor for $1,000,000 per percentage point of the NSR Royalty (an aggregate of $2,000,000 for 2%), payable in cash or common shares of the Company.

During the Option period, the Company will be responsible for maintaining the Property in good standing, paying all exploration licenses fees and taking such other steps as may be required to carry out the foregoing. There will be no other work commitments, and any work carried out on the Property will be at the sole discretion of the Company.

On September 9, 2020, the Company engaged Clark Exploration and Consulting to compile and reinterpret all of the available historical data on the Company's RLX North, RLX South and Belanger properties, which comprise its Red Lake district property package. Clark Exploration and Consulting commenced compilation and reinterpretation work of all of the available historical data (the "Program") on the Company's Belanger gold property (the "Property"). The Program includes repatriating, re-logging and assaying historic drill core from diamond drilling conducted in 2002 by King's Bay Gold Corporation. Initial work on the Program has already commenced, with the historic drill core being relocated to Thunder Bay, Ontario. This initial work is expected to assist the Company with additional sampling and with the interpretation of the gold mineralization trends on the Property. Additional work on the Program will consist of a mapping and sampling program which will assist the Company in defining potential diamond drill targets on the Property.

4. DEFERRED FINANCING COSTS

In the year ended December 31, 2019, the Company recorded deferred financing costs in the amount of $47,000 in connection with the initial public offering then being prepared. This amount was reversed as of the IPO date when the expenses were billed to the Company.

5. SHARE CAPITAL

a) Authorized shares

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

b) Escrow

On January 7, 2020 the Company entered into an escrow agreement, whereby common shares will be held in escrow and are scheduled for release at 10% on the listing date and 15% on every six month from date of listing. At December 31, 2019, there were 6,125,001 common shares held in escrow. In connection with the Company's IPO, the Company held 7,250,001 common shares in escrow. The Company currently has no shares in escrow.

c) Issued shares

Issued and Outstanding as at September 30, 2020: 20,403,088 common shares.

During the year ended December 31, 2019, the Company had no share capital transactions.

During the year ended December 31, 2018, the Company had the following share capital transactions:

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5. SHARE CAPITAL *(continued)*

(i) The Company issued 2,000,000 common shares at a price of $0.005 per share for $10,000, of which $5,000 is recorded as share subscriptions. The fair value of the 2,000,000 common shares was estimated to be $40,000. Accordingly, the Company recorded share-based payments of $30,000 and a corresponding increase to contributed surplus.

(ii) The Company issued 3,750,000 units at a price at $0.02 and 1,070,000 units at $0.05 per unit for total gross proceeds of $128,500. Each unit is comprised of one common share and one common share purchase warrant. Each purchase warrant entitles the holder to purchase one common share of the Company at $0.05 for a period of 5 years.

(iii) The Company issued 5,250,000 flow-through units at a price of $0.02 per unit for gross proceeds of $105,000, which the Company was committed to spend in Qualifying Canadian Exploration Expenditures ("CEE"). None of the Qualifying CEE will be available to the Company for future deduction from taxable income. Each unit is comprised of one flow-through common share and one common share purchase warrant. Each purchase warrant entitles the holder to purchase one common share of the Company at $0.05 for a period of 5 years.

As at December 31, 2018, the Company has spent and renounced $105,000 in CEE.

For the purposes of the calculating the tax effect of any premium related to the issuance of the flow-through shares, the Company reviewed recent financings and compared it to determine if there was a premium paid on the shares. As a result of the review the Company did not recognize any premium on the flow-through shares issued.

On March 11, 2020, the Company completed its initial public offering (the "IPO") of 3,968,000 common shares in its capital (each a "Share"), 468,000 of which were sold pursuant to an over-allotment option, at a price of $0.10 per Share for gross proceeds of $396,800. Share issuance costs totaled $159,837. The net proceeds from the IPO will be used for working capital and to carry out exploration of the Company's Hi-Mars Property.

In consideration for the services provided by the Agent, the Company paid the Agent a cash commission equal to 10% of the gross proceeds of the IPO and a corporate finance fee of $25,000. Additionally, the Company granted the Agent and its selling group compensation warrants entitling the holder to purchase in aggregate 396,800 Shares at a price of $0.10 per Share, exercisable on or before March 11, 2022.

The Shares were listed on the Canadian Securities Exchange on March 10, 2020 and began trading on March 18, 2020 under the symbol "ST".

On June 30, 2020 the Company issued 300,000 common shares at $0.13 per share to Bounty Gold Corp. pursuant to a property option agreement.

On July 20, 2020 the Company closed a non-brokered private placement (the "Financing"). The Financing raised aggregate gross proceeds of $607,553 through the issuance of 4,065,087 units (each, a "Unit") at a price of $0.15 per Unit. Each Unit consists of one common share in the capital of the Company (each, a "Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Share at an exercise price of $0.25 per share for a period of 12 months from the closing of the Offering.

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(Expressed in Canadian Dollars)

5. SHARE CAPITAL *(continued)*

In connection with the Financing, the Company paid aggregate finder's fees consisting of $23,246.98 in cash and issued 154,979 non-transferrable finder's warrants (each, a "Finder's Warrant"). Each Finder's Warrant entitles the holder thereof to purchase one Common Share at a price of $0.25 per Common Share for a period of 12 months from the issue date, subject to the Acceleration Provisions. Canaccord Genuity Corp. received finder's fees consisting of $9,082.50 cash and 60,550 Finder's Warrants, Haywood Securities Inc. received finder's fees consisting of $9,712.48 cash and 64,749 Finder's Warrants and PI Financial Corp. received finder's fees consisting of $4,452.00 cash and 29,680 Finder's Warrant.

The net proceeds from the Financing are intended to be used for property expenditures and for general working capital. All securities issued in connection with the Financing are subject to a hold period of four months and one day in Canada.

d) Warrants

As at September 30, 2020, the Company had the following outstanding warrants:

Number of warrants		Exercise price	Expiry date
9,000,000	$	0.05	August 31, 2023
1,070,000	$	0.05	September 21, 2023
393,400	$	0.10	March 11, 2022
2,256,512	$	0.25	July 15, 2021
12,719,912			

The weighted average exercise price and life of the warrants were as follows:

Number of warrants	Expiry date		Weighted average exercise price		Weighted average years outstanding
3,750,000	2023-08-31	$	0.05		2.92
5,250,000	2023-08-31	$	0.05		2.92
1,070,000	2023-09-21	$	0.05		2.98
393,400	2022-03-11	$	0.10		1.44
2,101,533	2021-07-15	$	0.25		0.79
154,979	2021-07-15	$	0.25		0.79
12,719,912		**$**	**0.09**	**$**	**2.50**

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(Expressed in Canadian Dollars)

5. SHARE CAPITAL *(continued)*

e) Stock Options

Stock option grant

On August 4, 2020 the Company granted an aggregate of 700,000 incentive stock options to certain directors, officers, consultants and an advisory board member of the Company. The stock options will vest immediately and each be exercisable to purchase one common share in the capital of the Company on or before August 4, 2025, at a price of $0.245 per common share.

As at September 30, 2020, the Company had the following outstanding stock options:

Exercise Price	Number of Options	Expiry Date
0.10	600,000	May 17, 2024
0.245	700,000	August 04, 2025

The following table summarizes the continuity of the Company's stock options:

	Number of stock options	Weighted average exercise price
		$
Outstanding, January 1, 2019	-	-
Granted on May 17, 2019	600,000	0.10
Granted on August 4, 2020	700,000	0.25
Outstanding and exercisable, September 30, 2020	1,300,000	0.18

Share-based compensation expense is determined using the Black-Scholes option pricing model. During the year ended December 31, 2019, the Company recognized share-based compensation expense of $49,750 in contributed surplus. Weighted average assumptions used in calculating the fair value of share-based compensation expense were as follows:

Exercise price	$	0.10
Share price	$	0.10
Risk-free interest rate		2.03%
Expected life of warrants		5 years
Dividend rate		0.00%
Annualized volatility		120%

On March 11, 2020, the Company recognized share issue costs of $24,195 in contributed surplus. The assumptions used in calculating the fair value of the agent's warrants issued were as follows:

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(Expressed in Canadian Dollars)

5. SHARE CAPITAL *(continued)*

Exercise price	$	0.10
Share price	$	0.10
Risk-free interest rate		0.30%
Expected life of warrants		2 years
Dividend rate		0.00%
Annualized volatility		120%

On July 20, 2020, the Company recognized share issue costs of $9,792 in contributed surplus. The assumptions used in calculating the fair value of the finders' warrants issued were as follows:

Exercise price	$	0.22
Share price	$	0.25
Risk-free interest rate		0.23%
Expected life of warrants, years		1
Dividend rate		0.00%
Annualized volatility		84.8%

On August 4, 2020, the Company recognized share-based compensation expense of $116,828 as 700,000 options vested. The assumptions used in calculating the fair value of the options were as follows:

Exercise price	$	0.245
Share price	$	0.245
Risk-free interest rate		0.30%
Expected life of options, years		5
Dividend rate		0.00%
Annualized volatility		88.7%

6. 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. 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.

The Company had incurred the following key management personnel costs from related parties:

	9 months ended September 30, 2020	Year ended December 31, 2019
Share-based payments	**$ -**	$ 49,750
Management fees	**29,000**	15,000
Accounting fees	**9,850**	4,650

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6. RELATED PARTY TRANSACTIONS *(continued)*

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 December 31, 2018, the Company issued 2,000,000 common shares with estimated fair value of $40,000 to directors and officers of the Company. Accordingly, the Company recorded an amount of $30,000 as share-based payments for the year ended December 31, 2018.

During the three and nine months ended September 30, 2020, the Company paid consulting fees of $11,000 and $29,000 (same periods in 2019 - $nil and $15,000) and rent of $2,250 and $12,000 (2019 - $nil and $3,750) to a former director and CEO of the Company. During those same periods, the Company paid consulting fees of $3,000 and $6,000 to its current CEO and director.

During the three and nine months ended September 30, 2020, the Company incurred accounting fees of $nil and $9,850 (2019 - $nil and $4,650) to a company owned by the CFO and director. During those same periods, the Company also incurred $29,425 and $79,690 (2019 - $nil) in legal fees to a firm controlled by a family member of the CFO. Accrued liabilities of $46,692 due to the firm were reversed at the time of the IPO.

7. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

8. FINANCIAL INSTRUMENTS

International Financial Reporting Standards 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or 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).

Fair value of financial instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

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(Expressed in Canadian Dollars)

8. FINANCIAL INSTRUMENTS *(continued)*

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at September 30, 2020 were as follows:

		Fair value measurements using		
	Carrying amount	Level 1	Level 2	Level 3
September 30, 2020				
Cash	**$ 490,122**	$ 490,122	$ -	$ -
December 31, 2019				
Cash	**11,049**	11,049	-	-

Risk Management

The Company is exposed to risks of varying degrees of significance from its use of financial instruments which could affect its ability to achieve its strategic objectives for growth and stakeholder returns. The principal risks to which the Company is exposed, and the actions taken to manage them, are described below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

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 risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

Interest Rate Risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates.

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with financial liabilities. In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

9. COMMITMENTS

The Company is committed to certain cash payments, common share issuances and exploration expenditures as described in Note 3.

10. SUBSEQUENT EVENTS

The outbreak of the Coronavirus Disease 2019, or COVID-19, has spread across the globe and is impacting worldwide economic activity. This global pandemic poses the risk that the Company or its clients, employees, contractors, suppliers, and other partners may be unable to conduct regular business activities for an indefinite period of time. While it is not possible at this time to estimate the impact that COVID-19 could have on the Company's business, the continued spread of COVID-19 and the measures taken by the federal, provincial and municipal governments to contain its impact could adversely impact the Company's business, financial condition or results of operations. The extent to which the COVID-19 outbreak impacts the Company's results will depend on future developments that are highly uncertain and cannot be predicted, including new information that may emerge concerning the spread of the virus and government actions.

On October 14, 2020 the Company announced a non-brokered private placement (the "Offering") to raise aggregate proceeds of up to $1,200,000 through the sale of: (i) up to 3,600,000 units at the price of $0.20 per unit (each, a "Unit"); and (ii) up to 1,920,000 flow-through common shares at a price of $0.25 per share.

Each Unit is comprised of one non-flow-through common share of the Company and one half of one common share purchase warrant (each whole warrant, a "Warrant"), with each Warrant entitling the holder to acquire one additional common share at a price of $0.30 per share for a period of 12 months from the closing of the Offering. In the event the closing price of the Company's common shares on the Canadian Securities Exchange (the "Exchange") is equal to or greater than $0.50 per share for a minimum of ten consecutive trading days commencing four months and one day after the closing of the Offering, the Company may accelerate the expiry date of the Warrants by providing notice to the holders thereof and, in such case, the Warrants will expire on the 30th day after the date on which such notice is given by the Company.

The Company may pay finder's fees to arm's length parties that have introduced the Company to subscribers participating in the Offering. All securities issued in connection with the Offering will be subject to a four-month and one day hold period in Canada.

The net proceeds from the Offering are intended to be used for property expenditures and for general working capital.

The Company also announced that Clark Exploration and Consulting personnel have completed a preliminary field examination to complement the compilation and reinterpretation work of all of the available historical data on the Company's Belanger gold property (the "Property") located in the Red Lake District, Ontario.