# Ivor Exploration Inc.

## Financial Statements

## For the Years Ended June 30, 2021 and 2020

## (Expressed in Canadian Dollars)

UNIT#168
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**Adam Kim**
**ADAM SUNG KIM LTD.**
**CHARTERED PROFESSIONAL ACCOUNTANT**

# INDEPENDENT AUDITOR'S REPORT

To: the Shareholders of
Ivor Explorations Ltd.

**Opinion**
I have audited the financial statements of Ivor Explorations Ltd. (the "Company"), which comprise the statements of financial position as at June 30, 2021 and 2020, and the statements of loss and comprehensive loss, statements of cash flows and statements of changes in equity for the years ended June 30, 2021 and 2020, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2021 and 2020, and its financial performance and its cash flow for the years then ended in accordance with International Financial Reporting Standards (IFRSs).

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

**Material Uncertainty Related to Going Concern**
I draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of $39,670 during the year ended June 30, 2021 and, as of that date, the Company had not yet achieved profitable operations, had accumulated losses of $262,412 since its inception, and expects to incur further losses in the development of its business. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. My opinion is not modified in respect of this matter.

**Other Information**
Management is responsible for the other information. The other information comprises the Management Discussion and Analysis.

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

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**
Management is responsible for the preparation and fair presentation of the 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 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 Financial Statements**

My objectives are to obtain reasonable assurance about whether the 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 my 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 financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

• Identify and assess the risks of material misstatement of the 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 my 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 I conclude that a material uncertainty exists, I are required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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 financial statements, including the disclosures, and whether the 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 business activities within the Company to express an opinion on the financial statements. I am responsible for the direction, supervision and performance of the audit. I remain solely responsible for my audit opinion.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Adam Kim, CPA, CA.

***"Adam Sung Kim Ltd."***
Chartered Professional Accountant

UNIT# 168
4300 NORTH FRASER WAY
BURNABY, BC V5J 5J8
September 10, 2021

**Ivor Exploration Inc.**
Statements of Financial Position
(Expressed in Canadian Dollars)

| | Note | | June 30, 2021 | | June 30, 2020 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Current assets** | | | | | |
| Cash | | $ | 136,667 | $ | 325,733 |
| GST receivable | | | 14,257 | | 7,533 |
| | | | 150,924 | | 333,266 |
| **Non-Current assets** | | | | | |
| Exploration and evaluation assets | 5 | | 178,578 | | 127,638 |
| **TOTAL ASSETS** | | **$** | **329,502** | **$** | **460,904** |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | | | | |
| **Current Liabilities** | | | | | |
| Accounts payable and accrued liabilities | 8 | $ | 68,914 | $ | 150,261 |
| Loans from related parties | 6,8 | | - | | 10,385 |
| **TOTAL LIABILITIES** | | | **68,914** | | **160,646** |
| **SHAREHOLDERS' EQUITY** | | | | | |
| Share capital | 7 | | 499,307 | | 499,307 |
| Reserves | 7 | | 23,693 | | 23,693 |
| Deficit | | | (262,412) | | (222,742) |
| **TOTAL SHAREHOLDERS' EQUITY** | | | **260,588** | | **300,258** |
| **TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY** | | **$** | **329,502** | **$** | **460,904** |

**Nature and continuance of operations** (Note 1)

Approved by the board of directors and authorized for issue on September 10, 2021:

| | |
|---|---|
| *"Brent Hahn"* | *"Barry Hartley"* |
| Brent Hahn, Director | Barry Hartley, Director |



See accompanying notes to the financial statements.

**Ivor Exploration Inc.**
Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

| | Note | | Year ended June 30, 2021 | | Year ended June 30, 2020 |
|---|---|---|---|---|---|
| **Expenses** | | | | | |
| Office and miscellaneous | | $ | 658 | $ | 1,210 |
| Management fees | 7 | | - | | 100,000 |
| Professional fees | | | 20,601 | | 69,776 |
| Property evaluation cost | | | 4,900 | | - |
| Transfer agent and filing fees | | | 13,511 | | 2,991 |
| | | | (39,670) | | (173,977) |
| Interest income | | | - | | 137 |
| **Loss and comprehensive loss** | | **$** | **(39,670)** | **$** | **(173,840)** |
| **Loss per share – basic and diluted** | | **$** | **(0.00)** | **$** | **(0.02)** |
| **Weighted average number of common shares outstanding** | | | **11,780,000** | | **7,888,696** |

**Ivor Exploration Inc.**
Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

| | | Share capital | | | | |
|---|---|---|---|---|---|---|
| | Notes | Number of shares | Amount | Reserves | Deficit | Total |
| **Balance at June 30, 2019** | | **7,780,000** | **$ 209,000** | **$ -** | **$ (48,902)** | **$ 160,098** |
| Additional capital | 7 | - | 23,325 | - | - | 23,325 |
| Shares issued for cash | 7 | 4,000,000 | 400,000 | - | - | 400,000 |
| Share issuance costs | 7 | - | (109,325) | - | - | (109,325) |
| Share-based payments | 7 | - | (23,693) | 23,693 | - | - |
| Loss for the year | | - | - | - | (173,840) | (173,840) |
| **Balance at June 30, 2020** | | **11,780,000** | **$ 499,307** | **$ 23,693** | **$ (222,742)** | **$ 300,258** |
| Loss for the year | | - | - | - | (39,670) | (39,670) |
| **Balance at June 30, 2021** | | **11,780,000** | **$ 499,307** | **$ 23,693** | **$ (262,412)** | **$ 260,588** |

**Ivor Exploration Inc.**
Statements of Cash Flows
(Expressed in Canadian Dollars)

| | | Year ended June 30, 2021 | | Year ended June 30, 2020 |
|---|---|---|---|---|
| **Operating activities** | | | | |
| Loss for the year | $ | (39,670) | $ | (173,840) |
| Changes in non-cash working capital items: | | | | |
| GST receivable | | (6,724) | | (724) |
| Accounts payable and accrued liabilities | | (131,787) | | 116,849 |
| **Net cash flows used in operating activities** | | (178,181) | | (57,715) |
| **Investing activities** | | | | |
| Exploration and evaluation assets | | (500) | | - |
| **Net cash flows used in investing activities** | | (500) | | - |
| **Financing activities** | | | | |
| Additional capital contribution | | - | | 23,325 |
| Proceeds from issuance of common shares | | - | | 400,000 |
| Share issuance costs | | - | | (48,620) |
| Related party loans | | (10,385) | | 4,000 |
| **Net cash flows provided by (used in) financing activities** | | (10,385) | | 378,705 |
| Change in cash | | (189,066) | | 320,990 |
| Cash, beginning | | 325,733 | | 4,743 |
| **Cash, ending** | **$** | **136,667** | **$** | **325,733** |
| Cash paid during the year of interest | $ | - | $ | - |
| Cash paid during the year of income taxes | $ | - | $ | - |

## 1. Nature and continuance of operations

Ivor Exploration Inc. (formerly Ivor Ventures Ltd.) (the "Company") was incorporated on July 4, 2011, under the Canada Business Corporations Act. On October 12, 2017, the Company changed its name to Ivor Exploration Inc. The Company is a resource exploration company that is acquiring and exploring mineral properties. The Company common shares were listed on Canadian Securities Exchange under the stock symbol "IVOR".

The head office, principal address, records office and registered address of the Company are located at 1080 - 789 West Pender Street, Vancouver BC, V6C 1H2.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. At June 30, 2021 the Company had not yet achieved profitable operations and had accumulated losses of $262,412 since its inception. The Company expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon the successful results from its business activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to finance operating costs over the next twelve months with private placement financing and loans from directors and companies controlled by directors.

Since March 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID- 19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

## 2. Statement of compliance and basis of preparation

### *Statement of compliance*

These financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

### *Basis of presentation*

These financial statements have been prepared on a historical cost basis except for some financial instruments classified in accordance with measurements standards under IFRS. These financial statements are presented in Canadian dollars unless otherwise specified.

## 3. Significant accounting policies

***Significant accounting judgments and estimates***

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. The most significant accounts that require estimates as the basis for determining the stated amounts include valuation of share-based payments and recognition of deferred income tax amounts and provision for restoration, rehabilitation and environmental costs.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Economic recoverability and probability of future economic benefits of mineral properties

Management has determined that mineral property costs incurred which were capitalized have future economic benefits and are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geological and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions with the reporting entity.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectations 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 assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Site decommissioning obligations

The Company recognizes a provision for future abandonment activities in the financial statements equal to the net present value of the estimated future expenditures required to settle the estimated future obligation at the statement of financial position date. The measurement of the decommissioning obligation involves the use of estimates and assumptions including the discount rate, the expected timing of future expenditures and the amount of future abandonment costs. The estimates were made by management and external consultants considering current costs, technology and enacted legislation. As a result, there could be significant adjustments to the provisions established which would affect future financial results.

**3. Significant accounting policies** (continued)

***Financial instruments***

The following is the Company's new accounting policy for financial instruments under IFRS 9:

*Classification*

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the classifications under IFRS 9:

| | **Classification under IFRS 9** |
|---|---|
| Cash | FVTPL |
| Accounts payable and accrued liabilities | Amortized cost |

*Measurement*

Financial assets and liabilities at amortized cost

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

Financial assets and liabilities at FVTPL

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

Debt investments at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income ("OCI"). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

**3. Significant accounting policies** (continued)

***Financial instruments*** (continued)

Impairment of financial assets at amortized cost

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

*Derecognition*

Financial assets

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

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

***Exploration and evaluation assets***

Exploration and evaluation expenditures relating to mineral properties include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

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

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, or (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

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

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

**3. Significant accounting policies** (continued)

***Exploration and evaluation assets*** (continued)

From time to time, the Company acquires or disposes of properties pursuant to the terms of option agreements. Options are exercisable entirely at the discretion of the optionee and, accordingly, are recorded as mineral property costs or recoveries when the payments are made or received. After costs are recovered, the balance of the payments received is recorded as a gain on disposition of a mineral property. Any revenue, including the receipt of fees and similar payments, earned prior to the commencement of commercial production, and reasonably attributable to the costs historically incurred on a property, is also offset against those costs as received.

The Company capitalizes all costs, net of any recoveries, of acquiring, exploring and evaluating an exploration and evaluation asset, until the right to which they relate is placed into production, at which time these deferred costs will be amortized over the estimated useful life of the right upon commissioning the property, or written-off if the right is disposed of, impaired or abandoned.

Management reviews the carrying amounts of mineral rights annually or when there are indicators of impairment and will recognize impairment based upon current exploration results and upon assessment of the probability of profitable exploitation of the rights.

An indication of impairment includes but is not limited to expiration of the right to explore, absence of planned or budgeted substantive expenditure in the specific area, and the decision to discontinue exploration activity in a specific area.

***Impairment of assets***

The carrying amount of the Company's assets (which include exploration and evaluation assets) 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 the statement of income and comprehensive income.

The recoverable amount of assets is the greater of an asset's fair value less cost 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 is only reversed if there is an indication that the impairment loss may no longer exist 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.

***Leases***

IFRS 16 – Leases is a new standard which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. It introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from the lease. The adoption of IFRS 16 did not have a material impact on the financial statements as the Company has no leases.

**3. Significant accounting policies** (continued)

***Share-based payments***

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

***Loss per share***

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

***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 countries 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 income tax:

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income 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 income tax asset to be utilized.

Deferred income 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 tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

(Expressed in Canadian dollars)

## 4. Acquisition and disposal

On December 14, 2020, the Company acquired from a director of the Company, all the issued and outstanding shares being 1 common share in the capital of HAB Capital Inc. ("HAB Capital) with a fair value of $0.01 (Note 7).

On January 4, 2021, the Company formed a 100% owned company, Kelso Capital, Inc. ("Kelso Capital").

On February 22, 2021, the Company sold to Penn Capital Inc. 100% interest in HAB Capital for $1 and 100% interest in Kelso Capital for $1.

## 5. Exploration and evaluation assets

The Company owns a 100% interest in the Ultimate property (the "Property"). The Property is located in British Columbia.

The following are the expenditures incurred on the Property for the years ended June 30, 2021 and 2020:

| | | |
|---|---|---|
| Balance, June 30, 2020 | $ | 127,638 |
| Costs incurred during the year: | | |
| Assay and analysis | | 3,900 |
| Camp and crew costs | | 3,870 |
| Geological consulting | | 36,700 |
| Transportation | | 4,620 |
| Other expenses | | 1,850 |
| **Balance, June 30, 2021** | **$** | **178,578** |

| | | |
|---|---|---|
| Balance, June 30, 2019 | $ | 121,701 |
| Costs incurred during the year: | | |
| Geological consulting | | 5,937 |
| **Balance, June 30, 2020** | **$** | **127,638** |

## 6. Loans from related parties

As at June 30, 2021, loans from related parties are $Nil (June 30, 2020 - $10,385). The loans are unsecured, non-interest-bearing and due on demand.

(Expressed in Canadian dollars)

## 7. Share capital

***Authorized share capital***

Unlimited number of common shares without par value.

***Issued share capital***

At June 30, 2021, there were 11,780,000 (June 30, 2020 – 11,780,000) issued and fully paid common shares.

There were no common share issuances during the year ended June 30, 2021.

On June 26, 2020, the Company completed its initial public offering ("IPO") of 4,000,000 common shares for total proceeds of $400,000. The Company granted 320,000 agent's options exercisable into one common share of the Company at a price of $0.10 until June 26, 2022. Cash share issuance costs associated with closing of the IPO were $109,325.

***Additional capital contribution***

On January 24, 2020, a resolution was passed that was consented to in writing by all the directors of the Company. According to this resolution, the issue price of 777,500 common shares held by Brent Hahn (Chief Executive Officer and a director of the Company) and the issue price of 777,500 common shares held by Southern Cross Management Inc. (a company controlled by Barry Hartley, Chief Financial Officer and a director of the Company) was increased from $0.005 per share to $0.02 per share. Accordingly, the additional capital contribution in the amount of $11,662.50 was received from each of the shareholders (Note 7).

***Stock options***

In connection with the IPO, 320,000 agent's options were issued on June 26, 2020. Each option gives the agent the right to acquire a further common share of the Company at a price of $0.10 for a term of two years. The agent's options were valued at $23,693 using Black Scholes pricing model with the following assumptions: risk-free rate of $0.26%, volatility of 159.21%, dividends of $Nil and expected life of two years.

The following is a summary of stock options outstanding as at June 30, 2021:

| Expiry date | Exercise price | Remaining average contractual life (Years) | Number of options outstanding | Number of options exercisable |
|---|---|---|---|---|
| June 26, 2022 | $ 0.10 | 0.99 | 320,000 | 320,000 |

***Warrants***

The Company has not issued any warrants and no warrants are outstanding as at June 30, 2021 and 2020.

## 8. Related party transactions

***Balances***

As at June 30, 2021, accounts payable and accrued liabilities include $Nil (June 30, 2020 - $102,500) owing to directors and officers of the Company. Amounts due to related party are unsecured, non-interest bearing and has no specified terms of repayment.

As at June 30, 2021, loans from related parties are $Nil (June 30, 2020 - $10,385). The loans are unsecured, non-interest-bearing and due on demand.

(Expressed in Canadian dollars)

**8. Related party transactions** (continued)

***Transactions***

On December 14, 2020, the Company acquired from a director of the Company, all the issued and outstanding shares being 1 common share in the capital of HAB Capital with a fair value of $0.01 (Note 3).

During the year ended June 30, 2021, the Company recorded $Nil (2020 - $100,000) of management fees for Chief Executive Officer and Chief Financial Officer services.

During the year ended June 30, 2020, issue price for shares held by the two directors and officers was increased from $0.005 per share to $0.02 per share and accordingly each received additional capital contribution of $11,662.50.

**9. Income taxes**

| | | **Year ended June 30, 2021** | | **Year ended June 30, 2020** |
|---|---|---|---|---|
| Loss for the year | **$** | **(39,670)** | $ | (173,840) |
| Statutory tax rate | | **27%** | | 27% |
| Expected recovery of income taxes | | **(10,711)** | | (46,937) |
| Items deductible and not deductible for income tax purposes | | **-** | | (29,518) |
| Change in benefit not recognized | | **10,711** | | 76,455 |
| Deferred income tax recovery | **$** | **-** | **$** | **-** |

| | | **June 30, 2021** | | **June 30, 2020** |
|---|---|---|---|---|
| Non-capital losses | **$** | **82,658** | **$** | 66,044 |
| Share issuance costs | | **17,711** | | 23,614 |
| Less: Unrecognized deferred tax assets | | **(100,369)** | | (89,658) |
| | **$** | **-** | **$** | **-** |

The Company has approximately $306,000 of non-capital losses available, which will expire through to 2041 and may be applied against future taxable income. The Company also has approximately $179,000 of exploration and development costs which are available for deduction against future income for tax purposes. At June 30, 2021, the net amount which would give rise to a deferred income tax asset has not been recognized as it is not probable that such benefit will be utilized in the future years.

**10. Financial instruments**

***Fair value***

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and loans from related parties. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these investments. Cash is classified as Level 1.

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

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is not exposed to credit risk.

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

***Interest rate risk***

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk.

***Capital Management***

The Company defines its capital as shareholders' equity. 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 and development of mineral properties. The Board of Directors do 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 has historically relied on the equity markets to fund its activities. In addition, the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will need to raise additional funds. 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.

## 11. Segmented information

The Company operates in a single reportable operating segment – exploration of mineral properties.