
PNG Copper Inc.

Unaudited Condensed Interim Financial Statements

September 30, 2022

PNG Copper Inc.

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Notice of Non-Review of Interim Financial Statements

The attached condensed interim financial statements for the nine-month period ended September 30, 2022 have been prepared by and are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. The Company's independent auditor has not performed a review of these condensed interim financial statements.

PNG Copper Inc.

Unaudited Condensed Interim Balance Sheet

Expressed in Canadian Dollars

As at,	September 30, December 31,	
	2022	2021
	\$	\$
Assets		
Current:		
Cash	13,843	87,502
Prepaid expenses	3,957	2,396
Total current assets	17,800	89,898
Equipment, <i>note 5</i>	92,229	112,726
Total Assets	110,029	202,624
Liabilities		
Current:		
Accounts payable and accrued liabilities, <i>note 8</i>	197,446	515,558
Total current liabilities	197,446	515,558
Total Liabilities	197,446	515,558
Shareholders' Equity		
Issued capital, <i>note 6</i>	9,301,086	7,934,947
Equity reserves, <i>note 7</i>	2,577,745	1,710,230
Deficit	(11,966,248)	(9,958,111)
Total Shareholders' Equity	(87,417)	(312,934)
Total Liabilities and Shareholders' Equity	110,029	202,624

Going concern, commitments and contingencies, *notes 1, 4 and 9*
See accompanying notes to the unaudited condensed interim financial statements.

Approved on behalf of the Board:

"David Drinkwater" Director

"Stephen Grey" Director

PNG Copper Inc.

Unaudited Condensed Interim Statements of Changes in Equity

Expressed in Canadian Dollars

	Shares #	Issued Capital \$	Equity reserves \$	Deficit \$	Total equity \$
December 31, 2020	85,293,425	6,977,439	1,228,597	(7,286,332)	919,704
Expiry of options	-	-	(2,879)	2,879	-
Non-brokered private placement, net of issuance costs	11,054,998	1,533,749	-	-	1,533,749
Warrants issued	-	(758,912)	758,912	-	-
Shares issued for property	664,032	112,885	-	-	112,885
Share based payments	-	-	91,222	-	91,222
Loss for nine months	-	-	-	(2,696,396)	(2,696,396)
September 30, 2021	97,012,455	7,865,161	2,075,852	(9,979,849)	(38,836)
Expiry of options	-	-	(351,987)	351,987	-
Non-brokered private placement, net of issuance costs	1,428,572	69,786	-	-	69,786
Share based payments	-	-	(13,635)	-	(13,635)
Loss for three months	-	-	-	(330,249)	(330,249)
December 31, 2021	98,441,027	7,934,947	1,710,230	(9,958,111)	(312,934)
Expiry of options	-	-	(34,180)	34,180	-
Non-brokered private placement, net of issuance costs	6,980,000	320,012	-	-	320,012
Warrants issued, <i>note 7</i>	-	(292,499)	292,499	-	-
Shares issued for property	14,805,405	732,091	-	-	732,091
Shares issued in settlement of accounts payable	20,304,936	1,114,639	-	-	1,114,639
Warrants issued, <i>note 7</i>	-	(508,104)	508,104	-	-
Share based payments	-	-	101,092	-	101,092
Loss for nine months	-	-	-	(2,042,317)	(2,042,317)
Balance at September 30, 2022	140,531,368	9,301,086	2,577,745	(11,966,248)	(87,417)

See accompanying notes to the unaudited condensed interim financial statements.

PNG Copper Inc.

Unaudited Condensed Interim Statements of Operations and Comprehensive Loss

Expressed in Canadian Dollars

For the three months ended September 30...	2022	2021		
For the nine months ended September 30...			2022	2021
	\$	\$	\$	\$
Expenses:				
Amortization	7,227	7,725	21,680	23,175
Consulting services	-	-	4,322	34,509
Exploration and evaluation expenses, <i>note 4</i>	722,612	695,211	1,631,203	1,768,928
Foreign exchange loss (gain)	(6,344)	7,544	6,562	34,935
Insurance	10,355	8,694	14,291	14,077
Investor relations	462	1,729	1,582	6,519
Management fees, <i>note 8</i>	-	189,583	-	277,083
Office and general	1,770	3,876	3,835	13,848
Professional fees, <i>note 8</i>	64,124	77,364	231,807	262,045
Rent	-	1,750	-	7,750
Salaries and employee benefits, <i>note 8</i>	-	43,750	-	135,662
Share based payments, <i>note 7</i>	43,463	25,893	101,092	91,222
Transfer agent and filing fees	6,811	10,475	25,943	26,469
Travel	-	174	-	174
Total expenses	850,480	1,073,768	2,042,317	2,696,396
Net and comprehensive loss for the period	(850,480)	(1,073,768)	(2,042,317)	(2,696,396)
Net loss per common share:				
- basic	(0.00)	(0.01)	(0.01)	(0.03)
- diluted	(0.00)	(0.01)	(0.01)	(0.03)
Weighted average common shares outstanding				
- basic	129,107,855	93,808,463	115,711,371	90,828,025
- diluted	129,107,855	93,808,463	115,711,371	90,828,025

See accompanying notes to the unaudited condensed interim financial statements.

PNG Copper Inc.

Unaudited Condensed Interim Statements of Cash Flows

Expressed in Canadian dollars

For the three months ended September 30...	2022	2021		
For the nine months ended September 30...			2022	2021
	\$	\$	\$	\$
Cash was provided by (used for):				
Operating activities:				
Net loss for the period	(850,480)	(1,073,768)	(2,042,317)	(2,696,396)
Items not affecting cash:				
Shares issued for settlement of accounts payable	338,164	-	1,114,640	-
Shares issued for property acquisition	454,592	-	732,091	149,370
Amortization	7,227	7,725	21,680	23,175
Share-based payments	43,463	25,893	101,092	91,222
	(7,034)	(1,040,150)	(72,814)	(2,432,629)
Cash was provided by (used to finance) changes in the following working capital items:				
Prepaid expenses	2,823	2,984	(1,562)	8,053
Accounts payable and accrued liabilities	(116,186)	205,300	(318,112)	179,156
	(113,363)	208,284	(319,674)	187,209
Net cash used in operating activities	(120,397)	(831,866)	(392,488)	(2,245,420)
Investing activities:				
Equipment additions	-	-	(1,183)	-
Net cash used in investing activities	-	-	(1,183)	-
Financing activities:				
Share subscriptions	-	-	-	15,055
Non-brokered private placement	100,000	874,750	379,000	1,124,750
Issue costs	(13,906)	(82,655)	(58,988)	(124,501)
Net cash provided by financing activities	86,094	792,095	320,012	1,015,304
Change in cash	(34,303)	(39,771)	(73,659)	(1,230,116)
Cash, beginning of period	48,146	251,299	87,502	1,441,644
Cash, end of period	13,843	211,528	13,843	211,528

See accompanying notes to the unaudited condensed interim financial statements.

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

1. Nature of operations and going concern

PNG Copper Inc. (the "Company" or "PNG Copper Inc.") was incorporated on October 4, 2017 under the Canada Business Corporations Act (the "Act") as Golden Birch Resources Inc. The name was changed to PNG Copper Inc. on August 12, 2021. The principal business of the Company is the acquisition, exploration and development of mineral property interests in Papua New Guinea. The Company is a reporting issuer in the Province of Ontario and is incorporated in Canada with limited liability under the legislation of Canada. The head office is located at 66 Wellington Street West, Suite 4100, Toronto, Ontario M5K 1B7.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of amounts expended on exploration and evaluation activities is dependant upon a discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and future profitable production or, alternatively, upon disposition of such properties at a profit. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, expropriation, currency exchange fluctuations and restrictions and political uncertainty.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements, unregistered prior claims and agreements, aboriginal claims, social license requirements and non-compliance with regulatory requirements.

The Company had a net loss of \$2,042,317 (September 30, 2021 - \$2,696,396) for the period ended September 30, 2022, had an accumulated deficit of \$11,966,248 (December 31, 2021 - \$9,958,111) and a working capital deficiency of \$(179,646) (December 31, 2021 - \$(425,660)) as at September 30, 2022. The Company's ability to continue as a going concern is dependent on the Company being able to satisfy its liabilities as they become due, the Company being able to obtain the necessary financing to complete the development of its mineral properties, the attainment of profitable mining operations, and/or the receipt of proceeds from the disposition of its mineral properties. The outcome of these matters cannot be predicted at this time. There is no assurance that funds will be available on terms acceptable to the Company or at all. These financial statements do not include any adjustments to the carrying values and classification of assets and liabilities that would be necessary if the Company were unable to realize its assets or discharge its liabilities in anything other than the ordinary course of operations. Such adjustments could be material.

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

1. Nature of operations and going concern (continued)

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 in future periods.

2. Basis of presentation

(a) Statement of compliance with International Financial Reporting Standards

These financial statements, including comparatives, have been prepared in accordance and compliance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

(b) Basis of preparation

The interim condensed financial statements for the nine months ended September 30, 2022 have been prepared in accordance with IAS 34 Interim Financial Reporting.

The interim condensed financial statements do not include all information and disclosures required in the annual financial statements, and should be read in conjunction with the annual financial statements as at December 31, 2021.

Current accounting changes

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2022. Many are not applicable or do not have a significant impact to the Company and have been excluded.

Future Accounting changes

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on January 1, 2022 or later. Updates that are not applicable or are not consequential to the Company have been excluded.

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

3. Significant accounting policies

These unaudited condensed interim financial statements have been prepared in accordance with IFRS as issued by the IASB on a basis consistent with those followed in the Company's most recent annual financial statement for the year ended December 31, 2021.

These unaudited condensed interim financial statements do not include all note disclosures required by IFRS for annual financial statements, and therefore should be read in conjunction with the annual financial statements for the year ended December 31, 2021. In the opinion of management, all adjustments considered necessary for fair presentation of the Company's financial position, results of operations and cash flows have been included. Operating results for the nine month period ended September 30, 2022 are not necessarily indicative of the results that may be expected for the year ending December 31, 2022.

The significant accounting policies followed in these condensed interim financial statements are consistent with those applied in the Corporation's audited annual financial statements for the year ended December 31, 2021.

Use of critical estimates and judgements

The preparation of these condensed interim consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income, and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

In preparing these condensed interim consolidated financial statements, the significant judgements and estimates made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited consolidated financial statements as at and for the year ended December 31, 2021.

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

4. Exploration and evaluation expenses

Transactions for the nine months ended September 30, 2022 and 2021 on the Keveri project are as follows:

	2022	2021
Accommodations	7,708	30,337
Accounting services	22,099	42,308
Administration	12,036	10,393
Assays	2,933	9,015
Communications	16,791	11,434
Community support	7,534	2,098
Landowners compensation	285	29,590
Drilling	74,459	117,831
Employment services	23,472	203,550
Field supplies	48,302	107,470
Geologists	160,621	119,169
Helicopter chartering	276,455	435,925
In-country logistics	1,856	69,133
Option payments	734,538	296,985
Other	15,089	10,418
Road maintenance	1,262	(9,365)
Site meal services	14,290	52,261
Storage	6,045	(3,265)
Travel and vehicle	103,442	71,049
Wages	101,986	162,592
	1,631,203	1,768,928

Keveri Property, Papua New Guinea

Pursuant to an option and joint venture agreement with Papuan Mineral Pty Ltd. (PMPL) and its wholly owned subsidiary Papuan Miners Ltd. (PML) dated August 28, 2018, which agreement was replaced by a definitive option agreement amongst the parties dated March 20, 2020, the Company has an option to acquire 85% of the issued and outstanding shares of PML. PML is the legal and beneficial owner of 100% of the licences which encompass the Keveri Project in Papua New Guinea. The renewal application for one of the two licences for the Keveri Project is currently in process.

The interest will be earned in two stages: To exercise the first option and earn a 51% interest in the Keveri Project, the Company must:

- (a) pay to PMPL \$129,000 AU (\$123,000) within 25 days of execution of the agreement (paid);
- (b) pay to PMPL \$100,000 AU (\$96,000) within six months of the execution of the agreement if the shares of the Company are not listed on a recognized stock exchange ("Listing") (paid);

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

4. Exploration and evaluation expenses (continued)

Keveri Property, Papua New Guinea (continued)

- (c) pay to PMPL \$200,000 AU (\$192,000) within twelve months of the execution of the agreement if the shares of the Company are not listed on a recognized stock exchange (paid);
- (d) List the shares of the Company on a recognized stock exchange within 18 months of the execution date, August 24, 2018, of the agreement (Completed). Effective March 2, 2020, the Company commenced trading on the Canadian Securities Exchange ("CSE");
- (e) fund a total of \$300,000 AU in exploration expenditures on the Keveri Project, within twelve months of March 2, 2020 (Completed);
- (f) complete 3,000 metres of diamond drilling within 42 months of March 2, 2020;
- (g) complete an equity financing of not less than \$3,000,000 AU (\$2,876,000), net of fees, upon Listing. Equity financing's completed prior to listing are included in the total (Completed);
- (h) pay to PMPL \$450,000 AU (\$431,000) in cash as follows:
 - (i) \$150,000 AU (\$131,000) upon Listing (paid);
 - (ii) \$150,000 AU (\$149,000) within 12 months of Listing or by the issuance of Common Shares (at the Company's election) at the volume-weighted average price for trading of Common Shares on a recognized stock exchange immediately preceding their issue (paid); and
 - (iii) \$150,000 AU (\$144,000) within 24 months of Listing or by the issuance of Common Shares (at the Company's election) at the volume-weighted average price for trading of Common Shares on a recognized stock exchange immediately preceding their issue (issued).
- (i) pay to PMPL \$1,500,000 AU (\$1,438,000) in cash or in common shares of the Company with values as follows:
 - (i) \$500,000 AU (\$479,000) within 30 months of Listing (issued); and
 - (ii) \$1,000,000 AU (\$959,000) within 36 months of Listing.
- (j) issue to PMPL shares of the Company with a value of \$600,000 AU (\$575,000) upon Listing (issued);
- (k) from the Listing date, pay PMPL an annual option fee of \$150,000 AU (\$144,000) per year until the second option is completed; and
- (l) meet the exploration expenditure requirements to maintain the licences in good standing for a period of two years after listing on a recognized stock exchange and for a period of 12 months should the Company elect not to exercise the second option. Annual exploration expenditure requirements are approximately K60,000 (\$24,000).

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

4. Exploration and evaluation expenses (continued)

Keveri Property, Papua New Guinea (continued)

To exercise the second option and earn a further 34% interest in the Keveri Project, the Company must:

- (a) complete 10,000 metres of diamond drilling during the period of the second option; and
- (b) make the following payments in cash or shares of the Company as follows:
 - (i) \$500,000 AU (\$479,000) within 48 months of Listing
 - (ii) \$1,000,000 AU (\$959,000) within 60 months of Listing
 - (iii) \$1,500,000 AU (\$1,438,000) within 72 months of Listing

The Company must pay the applicable ground rent and mineral right fees, which are payable to the Government of Papua New Guinea pursuant to the Prospecting License, and becoming due during the option period. The Company is also obligated to meet PML's statutory and administrative expenses during the option period. These costs are estimated to be approximately \$10,000 annually.

The Project is subject to a 2.0% net smelter royalty ("NSR Royalty") in the Keveri Property, 1/2 of which the Company has the right to purchase (1.0%) at any time for \$1,500,000.

The government of Papua New Guinea holds the right to acquire up to a 30% interest in the licences at any time prior to the commencement of mining by paying to the Company the prorata amount of accumulated exploration expenditures incurred. The government would then further contribute to the development on a prorata basis unless otherwise agreed. They are also entitled to a levy of 0.25% of mine revenue. Two former directors of the Company control PMPL. See Note 8.

5. Equipment

	Computer hardware	Furniture and equipment	Total
	\$	\$	\$
Cost December 31, 2021	19,045	139,813	158,858
Additions	488	695	1,183
September 30, 2022	19,533	140,508	160,041
Accumulated depreciation			
December 31, 2021	16,249	29,883	46,132
Charges for the year	1,254	20,426	21,680
September 30, 2022	17,503	50,309	67,812
Net book value			
September 30, 2022	2,030	90,199	92,229
Net book value			
December 31, 2021	2,796	109,930	112,726

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

6. Issued Capital

(i) Authorized

Authorized share capital consists of:

- (i) an unlimited number of voting and participating Class A shares without par value; and
- (ii) an unlimited number of non-voting and non-participating Class B shares without par value, redeemable for the amount paid for such shares. No Class B shares are outstanding.

(ii) Shares issued for property

On February 25, 2021, the Company issued 664,032 Class A common shares with a stated value of \$0.225 per share pursuant to the option on the Mount Suckling property. The value attributed to the shares was based on the quoted market price on the date of issuance.

On March 21, 2022, the Company issued 4,703,364 Class A common shares with a value of \$277,499 required pursuant to the Mount Suckling Option and Joint Venture Agreement, as disclosed in note 4.

On September 2, 2022, the Company issued 10,102,041 Class A common shares with a value of \$454,592 required pursuant to the Mount Suckling Option and Joint Venture Agreement, as disclosed in note 4.

(iii) Settlement of accounts payable

On January 24, 2022, the Company issued 500,000 Class A common shares to the acting president to settle accounts payable in the amount of \$35,000.

On March 7, 2022, the Company settled outstanding obligations in the amount of \$108,711 with a director of the Company by the issuance of 1,553,020 Class A common shares of the Company and warrants to purchase 1,553,020 Class A common shares of \$0.10 per share expiring March 7, 2027.

On March 21, 2022, the Company settled outstanding obligations in the amount of \$349,996 with former senior management of the Company by the issuance of 5,833,266 Class A common shares of the Company.

On May 18, 2022, the Company settled outstanding obligations in the amount of \$25,000 with acting president of the Company by the issuance of 500,000 Class A common shares of the Company.

On May 18, 2022, the Company settled outstanding obligations in the amount of \$257,768 with a director of the Company by the issuance of 5,155,365 Class A common shares of the Company and warrants to purchase 5,155,365 Class A common shares of \$0.07 per share expiring May 18, 2027.

On August 16, 2022, the Company settled outstanding obligations in the amount of \$25,000 with acting president of the Company by the issuance of 500,000 Class A common shares of the Company.

On August 16, 2022, the Company settled outstanding obligations in the amount of \$313,164 with a director of the Company by the issuance of 6,263,285 Class A common shares of the Company and warrants to purchase 6,263,285 Class A common shares of \$0.07 per share expiring August 16, 2027.

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

6. Issued Capital (continued)

(iv) Non-brokered private placements

On June 22, 2021, the Company completed the first tranche of its non-brokered private placement financing. This tranche consisted of the sale of 1,666,666 units at a price of \$0.15 per unit for gross proceeds of \$250,000, with each unit being comprised of one common share and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share of the company at a price of \$0.20 per common share until June 22, 2026. The Company paid a finder's fee of \$22,500 in cash and 166,666 non-transferable finder's warrants, with each such finder's warrant entitling the holder thereof to acquire one unit of the Company at a price of \$0.15 per share and one finder's unit warrant. Each finder's unit warrant entitles the holder to purchase one common share at a price of \$0.20 per common share until June 22, 2026.

On August 12, 2021, the Company completed the second tranche of its non-brokered private placement financing. This tranche consisted of the sale of 3,333,333 units at a price of \$0.15 per unit for gross proceeds of \$500,000, with each unit being comprised of one common share and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share of the company at a price of \$0.20 per common share until August 12, 2026. The Company paid a finder's fee of \$47,000 in cash and 333,333 non-transferable finder's warrants, with each such finder's warrant entitling the holder thereof to acquire one unit of the Company at a price of \$0.15 per share and one finder's unit warrant. Each finder's unit warrant entitles the holder to purchase one common share at a price of \$0.20 per common share until August 12, 2026.

On September 2, 2021, the Company completed the third and final tranche of its non-brokered private placement financing. This tranche consisted of the sale of 2,498,333 units at a price of \$0.15 per unit for gross proceeds of \$37,750, with each unit being comprised of one common share and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share of the company at a price of \$0.20 per common share until September 2, 2026. The Company paid a finder's fee of \$18,000 in cash and 133,333 non-transferable finder's warrants, with each such finder's warrant entitling the holder thereof to acquire one unit of the Company at a price of \$0.15 per share and one finder's unit warrant. Each finder's unit warrant entitles the holder to purchase one common share at a price of \$0.20 per common share until September 2, 2026.

On December 14, 2021 the Company completed a non-brokered private placement financing. This consisted of the sale of 1,428,572 units at a price of \$0.07 per unit for gross proceeds of \$100,000, with each unit being comprised of one common share and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.10 per common share until December 13, 2026. The Company paid a finder's fee of \$9,000 in cash and 142,857 non-transferable finder's warrants, with each such finder's warrant entitling the holder thereof to acquire one unit of the Company at a price of \$0.07 per unit. Each finder's unit warrant entitles the holder to purchase one common share at a price of \$0.10 per common share until December 13, 2026.

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

6. Issued Capital (continued)

(iv) Non-brokered private placements (continued)

On January 24, 2022, the Company completed a non-brokered private placement financing. This consisted of 1,500,000 units at a price of \$0.07 per unit for gross proceeds of \$105,000 is comprised of one common share and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.07 per common share until January 24, 2027. The Company paid a finder's fee of \$9,450 in cash and 150,000 non-transferable finder's warrants, with each such warrant entitling the holder thereof to acquire one unit at a price of \$0.07 per share until January 24, 2027.

On June 1, 2022, the Company completed a brokered private placement financing. This consisted of 3,480,000 units at a price of \$0.05 per unit for gross proceeds of \$174,000 is comprised of one common share and one common share purchase warrant. Each broker warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.07 per common share until June 1, 2027. The Company paid a finder's fee of \$15,660 in cash and 348,000 non-transferable finder's warrants, with each such warrant entitling the holder thereof to acquire one unit at a price of \$0.05 per share until August 16, 2027.

On August 16, 2022, the Company completed a brokered private placement financing. This consisted of 2,000,000 units at a price of \$0.05 per unit for gross proceeds of \$100,000 is comprised of one common share and one common share purchase warrant. Each broker warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.07 per common share until August 16, 2027. The Company paid a finder's fee of \$9,000 in cash and 200,000 non-transferable finder's warrants, with each such warrant entitling the holder thereof to acquire one unit at a price of \$0.05 per share until August 16, 2027.

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

7. Equity reserves

	No. of options #	Weighted Average Exercise Price \$	Grant Date Fair Value of options \$	No. of warrants #	Weighted Average Exercise Price \$	Grant Date Fair Value of warrants \$	Total Value \$
December 31, 2020	8,499,995	0.18	544,118	12,610,011	0.15	684,479	1,228,597
Granted/Expensed	1,019,000	0.30	77,587	13,265,759	0.17	758,912	836,499
Forfeited	(6,263,995)	(0.15)	(354,866)	-	-	-	(354,866)
December 31, 2021	3,255,000	0.18	266,839	25,875,770	-	1,443,391	1,710,230
Granted/Expensed	3,800,000	0.10	101,093	20,649,670	0.07	800,602	901,695
Exercised/Forfeited	(300,000)	(0.10)	(34,180)	-	-	-	(34,180)
September 30, 2022	6,755,000	0.12	333,752	46,525,440	0.15	2,243,993	2,577,745

Employee share option plan

The Company has a share option plan to assist the Company in attracting, retaining and motivating directors, key officers, employees and consultants of the Company and to closely align the personal interests of such parties with those of the shareholders by providing them with the opportunity, through options, to acquire common shares of the Company.

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

7. Equity reserves (continued)

The following share option arrangements were in existence as at September 30, 2022:

Date Granted	Options Granted	Options Exercisable	Exercise Price \$	Expiry Date
June 30, 2019	975,000	975,000	0.25	June 30, 2023
October 21, 2019	359,425	359,425	0.15	October 21, 2023
March 2, 2020	280,575	280,575	0.15	March 2, 2024
October 26, 2020	340,000	340,000	0.20	October 26, 2024
June 23, 2021	400,000	300,000	0.20	June 23, 2025
November 25, 2021	600,000	300,000	0.15	November 25, 2026
February 9, 2022	2,150,000	1,075,000	0.10	May 9, 2027
May 30, 2022	300,000	300,000	0.10	May 30, 2027
September 1, 2022	1,350,000	337,500	0.10	September 1, 2027
	6,755,000	4,267,500	0.12	

The weighted average exercise price of options exercisable at September 30, 2022 was \$0.16 (December 31, 2021 - \$0.19).

The weighted average remaining contractual life of options outstanding at September 30, 2022 is 3.75 years (December 31, 2021 - 2.35 years).

The fair value of share options granted has been estimated at the date of the grant using the Black-Scholes option pricing model with the following assumptions:

Grant date	Expected dividend yield %	Risk-free interest rate %	Expected volatility %	Expected life	Estimated grant date fair value \$	Share price \$
October 4, 2018	0	2.46	135	4 years	117,000	0.051
June 30, 2019	0	2.46	135	4 years	234,000	0.100
October 21, 2019	0	1.61	134	4 years	89,000	0.150
March 2, 2020	0	1.07	134	4 years	62,000	0.150
October 26, 2020	0	1.07	134	4 years	124,429	0.140
June 23, 2021	0	0.97	134	4 years	48,185	0.115
November 25, 2021	0	1.41	134	4 years	34,180	0.07
February 14, 2022	0	2.31	134	4 years	64,500	0.06
May 30, 2022	0	1.41	141	4 years	16,833	0.06
September 1, 2022	0	3.37	141	4 years	53,546	0.05

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

7. Equity reserves (continued)

The following warrant arrangements were in existence as at September 30, 2022:

Warrants #	Exercise Price \$	Estimated Grant Date Fair Value \$	Expiry Date
7,500,000	0.15	356,381	May 14, 2025
750,000 *	0.15	85,695	May 14, 2025
3,693,343	0.15	182,180	July 30, 2025
363,333 *	0.15	42,278	July 30, 2025
303,335	0.15	17,945	August 27, 2025
3,556,666	0.20	234,853	January 4, 2026
6,000 *	0.15	409	January 4, 2026
1,666,666	0.20	95,432	June 22, 2026
166,666 *	0.15	11,105	June 22, 2026
3,333,333	0.20	197,695	August 12, 2026
333,333 *	0.15	22,245	August 12, 2026
2,498,333	0.20	152,921	September 2, 2026
133,333 *	0.15	8,855	September 2, 2026
1,428,572	0.10	30,514	December 13, 2026
142,857 *	0.07	4,883	December 13, 2026
1,500,000 *	0.07	49,054	January 24, 2027
150,000 *	0.07	5,135	January 24, 2027
1,553,020 *	0.10	50,764	March 7, 2027
5,155,365 *	0.07	183,518	May 18, 2027
3,480,000 *	0.07	138,292	May 18, 2027
348,000 *	0.05	15,542	June 1, 2027
2,000,000 *	0.07	75,538	August 16, 2027
200,000 *	0.05	8,938	August 16, 2027
6,263,285 *	0.07	273,821	August 16, 2027
46,525,440	0.16	2,243,993	

The warrants indicated by an "*" grant the holder a unit, consisting of a share and a warrant.

The weighted average remaining contractual life of warrants outstanding at September 30, 2022 is 4.17 years (December 31, 2021 - 4.44).

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

7. Equity reserves (continued)

The fair value of warrants granted has been estimated at the date of the grant using the Black-Scholes option pricing model with the following assumptions:

Grant date	Expected dividend yield %	Risk-free interest rate %	Expected volatility %	Expected life	Estimated grant date fair value \$
May 14, 2020	0	0.37	105	5	442,076
July 30, 2020	0	0.31	108	5	224,458
August 27, 2020	0	0.26	108	5	17,945
January 4, 2021	0	0.39	131	5	235,262
June 22, 2021	0	0.95	126	5	119,573
August 12, 2021	0	0.89	137	5	224,376
September 2, 2021	0	0.77	136	5	167,680
March 7, 2022	0	1.51	141	5	50,764
May 18, 2022	0	2.70	141	5	183,518
June 1, 2022	0	2.74	141	5	153,834
August 16, 2022	0	2.95	141	5	358,278

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

8. Related party information

The following transactions were entered into with related parties during the nine month periods ended September 30, 2022 and 2021:

	2022	2021
	\$	\$
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With a person related to a director of the Company:		
Rent	-	7,750
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With directors of the Company:		
Management fees	-	277,083
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With a partnership in which an officer of the Company is a partner:		
Accounting services	84,894	109,864
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With a corporation whose directors are directors and officers of the Company:		
Keveri acquisition payments	732,091	-

Accounts payable and accrued liabilities as at September 30, 2022 include amounts owing to directors and officers in the amount of \$120,039 (September 30, 2021 - \$183,899). These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

The remuneration of directors and other members of key management personnel during the nine months ended September 30, 2022 and 2021 were as follows:

	2022	2021
	\$	\$
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Short-term benefits	-	135,992
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Share-based payments	78,766	81,177

PNG Copper Inc.

Notes to the Unaudited Condensed Interim Financial Statements

September 30, 2022

(expressed in Canadian dollars unless otherwise noted)

9. Commitments and contingencies

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

10. Capital management

The capital of the Company consists of issued capital, warrants and options. The Company manages and adjusts its capital structure based on available funds in order to support the acquisition, exploration and development of its exploration and evaluation assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, seek debt financing, or acquire or dispose of 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 Company is not subject to any externally imposed capital requirements. Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable. There have been no significant changes in the risks, objectives, policies and procedures in 2022 or 2021.

11. Subsequent events

Management Cease Trade Order

On November 30, 2022, the Ontario Securities Commission ordered that management of the Company cease trading in the shares of the Company for failure to file the following documents:

- (i) interim financial statements for the period ended September 30, 2022
- (ii) management's discussion and analysis relating to the interim financial statements for the period ended September 30, 2022; and
- (iii) certification of the foregoing filings as required by National Instrument 52-109.

Management has until January 29, 2023 to remedy the situation, failing which the shares of the Company will be cease traded.