AMERIWEST LITHIUM INC.
(FORMERLY OAKLEY VENTURES INC.)

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED APRIL 30, 2021 AND 2020

(Expressed in Canadian Dollars)

DeVISSER GRAY LLP
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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Ameriwest Lithium Inc. (formerly Oakley Ventures Inc.)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Ameriwest Lithium Inc. (formerly Oakley Ventures Inc.) (the "Company"), which comprise the consolidated statements of financial position as at April 30, 2021 and 2020 and the consolidated statements of comprehensive loss, changes in shareholders' equity (deficiency) and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2021 and 2020 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Other Information

Management is responsible for the other information. The other information comprises the information included in "Management's Discussion and Analysis" but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

The engagement partner on the audit resulting in this independent auditor's report is Keith Macdonald.

De Visser Gray LLP

Chartered Professional Accountants

Vancouver, BC, Canada
August 31, 2021

AMERIWEST LITHIUM INC. (FORMERLY OAKLEY VENTURES INC.)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
As at

	Note	April 30, 2021	April 30, 2020
ASSETS			
Current			
Cash		$ 483,325	$ 2,762
Receivables		7,649	826
Prepaid	10	37,533	-
Deferred financing costs		-	10,000
		528,507	13,588
Reclamation deposits	5	2,750	-
Exploration and evaluation assets	5	1,051,321	123,890
TOTAL ASSETS		$ 1,582,578	$ 137,478
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)			
Current liabilities			
Trade payables		$ 207,622	$ 109,727
Due to related parties	9	46,254	2,347
Loans payable	7	-	937
		253,876	113,011
Non-current liabilities			
Trade payables	6	-	33,286
Total liabilities		253,876	146,297
Shareholders' equity (deficiency)			
Share capital	8	1,688,231	273,250
Shares subscribed	16	311,500	-
Reserves	8	243,077	-
Deficit		(914,106)	(282,069)
Total shareholders' equity (deficiency)		1,328,702	(8,819)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		$ 1,582,578	$ 137,478

Nature and continuance of operations (Note 1)
Subsequent events (Note 16)

"Glenn Collick"	*"James Gheyle"*
Director	Director

AMERIWEST LITHIUM INC. (FORMERLY OAKLEY VENTURES INC.)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Note	Year ended April 30, 2021	Year ended April 30, 2020
EXPENSES			
Accounting and audit	10	$ 74,900	$ 37,870
Consulting fees	10	45,873	-
Interest on loan payable	7	213	187
Legal fees		126,039	46,985
Management fees	9	51,157	-
Office and administration		3,856	533
Rent		9,600	-
Shareholder information and promotion		48,807	-
Share-based compensation	8, 9	225,910	-
Transfer agent and filing fees		57,879	5,250
Travel and accommodation		-	235
		(644,234)	(91,060)
BC METC refund		3,419	1,735
Foreign exchange gain		8,778	-
Net loss and comprehensive loss for the year		$ (632,037)	$ (89,325)
Loss per common share – basic and diluted		$ (0.03)	$ (0.01)
Weighted average number of common shares outstanding – basic and diluted		19,194,790	13,430,000

AMERIWEST LITHIUM INC. (FORMERLY OAKLEY VENTURES INC.)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Year ended April 30, 2021	Year ended April 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the year	$ (632,037)	$ (89,325)
Items not involving cash:		
Accrued interest on loans payable	-	187
Share-based compensation	225,910	-
Changes in non-cash working capital items:		
Receivables	(6,823)	(826)
Prepaid	(37,533)	-
Trade payables	25,584	83,351
Due to related parties	38,907	(1,000)
Net cash used in operating activities	(385,992)	(7,613)
CASH FLOWS FROM INVESTING ACTIVITIES		
Reclamation deposits	(2,750)	-
Exploration and evaluation assets	(471,620)	(3,000)
BC METC refund received	-	11,259
Net cash used in investing activities	(474,370)	8,259
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of common shares for cash	1,146,000	-
Shares subscribed	311,500	-
Share issue costs	(122,338)	-
Warrants exercised	6,700	-
Proceeds from loans payable	8,000	8,750
Repayment of loans payable	(8,937)	(8,000)
Net cash provided by financing activities	1,340,925	750
Change in cash	480,563	1,396
Cash, beginning	2,762	1,366
Cash, end	$ 483,325	$ 2,762

Supplemental disclosure with respect to cash flows (Note 14)

AMERIWEST LITHIUM INC. (FORMERLY OAKLEY VENTURES INC.)
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
(Expressed in Canadian Dollars)

	Number of Shares	**Share Capital**	**Shares Subscribed**	**Reserves**	**Deficit**	**Shareholders' Equity (Deficiency)**
Balance, April 30, 2019	**13,430,000**	**$ 273,250**	**$ -**	**$ -**	**$ (192,744)**	**$ 80,506**
Net loss for the year	-	-	-	-	(89,325)	(89,325)
Balance, April 30, 2020	**13,430,000**	**273,250**	**-**	**-**	**(282,069)**	**(8,819)**
Shares issued for cash	10,210,000	1,146,000	-	-	-	1,146,000
Shares issued for exploration and evaluation assets	3,000,000	420,000	-	-	-	420,000
Shares subscribed	-	-	311,500	-	-	311,500
Share issue costs	-	(161,215)	-	20,663	-	(140,552)
Exercise of warrants	67,000	10,196	-	(3,496)	-	6,700
Share-based compensation	-	-	-	225,910	-	225,910
Net loss for the year	-	-	-	-	(632,037)	(632,037)
Balance, April 30, 2021	**26,707,000**	**$ 1,688,231**	**$ 311,500**	**$ 243,077**	**$ (914,106)**	**$ 1,328,702**

1. NATURE AND CONTINUANCE OF OPERATIONS

Ameriwest Lithium Inc. (formerly Oakley Ventures Inc.) (the "Company") was incorporated under the Business Corporations Act (British Columbia) on May 17, 2017. The Company's head office and principal address is located at Suite 306, 1110 Hamilton Street, Vancouver, BC, Canada, V6B 2S2.

The Company is in the business of the exploration and development of natural resource properties in Canada and the USA.

During the year ended April 30, 2021, the Company completed its initial public offering ("IPO") of 3,960,000 common shares at a price of $0.10 per share for gross proceeds of $396,000. The common shares were approved for listing on the Canadian Securities Exchange (the "CSE") on July 23, 2020 and began trading on July 24, 2020 under the symbol OAKY. On April 16, 2021, the Company's symbol was changed to AWLI. On May 5, 2021, the Company began trading on the Frankfurt Stock Exchange under the symbol 5HV0. On June 29, 2021, the Company began trading on the OTCQB under the symbol AWLIF.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at April 30, 2021, the Company has not generated any revenues from operations, has working capital of $274,631 and a deficit of $914,106.

The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management believes that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the statement of financial position. On May 28, 2021, the Company completed a non-brokered private placement for gross proceeds of $6,041,500. See Note 16.

The coronavirus, also known as "COVID-19", has spread across the globe and is impacting worldwide economic activity. Government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The extent to which the coronavirus may impact the Company's business activities will depend on future developments, such as the duration of the outbreak, travel restrictions, business disruptions and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and, as such, the Company cannot determine their financial impact at this time.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The significant accounting policies applied in these consolidated financial statements are based on the IFRS issued and effective as of April 30, 2021.

These consolidated financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These consolidated financial statements were authorized for issuance on August 31, 2021 by the directors of the Company.

2. BASIS OF PREPARATION (continued)

The functional currency of the Company and its subsidiary is the Canadian dollar. These consolidated financial statements are presented in Canadian dollars, unless otherwise indicated.

Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Oakley Ventures USA Corp. All significant intercompany balances and transactions have been eliminated upon consolidation.

Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company possesses power over an investee, has exposure to variable returns from the investee and has the ability to use its power over the investee to affect its returns. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Company.

The subsidiary of the Company is as follows:

Name of subsidiary	Incorporation	Interest April 30, 2021	Interest April 30, 2020
Oakley Ventures USA Corp.	Nevada, USA	100%	N/A

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

a) Significant judgments

The preparation of the consolidated financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's accounting policies include the assessment of the Company's ability to continue as a going concern and the classification/allocation of expenditures as exploration and evaluation expenditures or operating expenses.

b) Significant estimates and assumptions

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income/loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

b) Significant estimates and assumptions (continued)

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets and provisions for restoration and environmental obligations.

4. SIGNIFICANT ACCOUNTING POLICIES

a) Exploration and Evaluation Assets

The Company's exploration and evaluation assets consist of mineral rights acquired and exploration and evaluation expenditures capitalized in respect of projects that are at the exploration and evaluation stage.

No amortization charge is recognized in respect of exploration and evaluation assets. These assets are transferred to mine development assets in property, plant and equipment upon the commencement of mine development.

Exploration and evaluation expenditures in the relevant area of interest are comprised of costs which are directly attributable to:

- Acquisition;
- Assays, Staking, and Mapping;
- Consulting & Professional;
- Drilling;
- Field Work;
- Geological & Geophysical; and
- Travel & Accommodation.

Exploration and evaluation expenditures related to an area of interest where the Company has tenure are capitalized as intangible assets and are initially recorded at cost less impairment.

Exploration and evaluation expenditures also includes the costs incurred in acquiring mineral rights, the entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects. Capitalized costs, including general and administrative costs, are only allocated to the extent that those costs can be related directly to operational activities in the relevant area of interest.

Where the Company has entered into option agreements to acquire interests in mineral properties that require periodic share issuances, amounts un-issued are not recorded as liabilities since they are issuable entirely at the Company's option. Option payments are recorded as mineral property costs when the payments are made and share issuances are recorded as mineral property costs using the fair market value of the Company's common shares at the date of the issuance.

All capitalized exploration and evaluation expenditures are assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability or facts and circumstances suggest that the carrying amount exceeds the recoverable amount. The following circumstances indicate that an entity should test exploration and evaluation assets for impairment:

- The period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditures on further exploration and evaluation of mineral resources in the specific area is neither budgeted nor planned;

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

a) Exploration and Evaluation Assets (continued)

- Exploration and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Company has decided to discontinue such activities in the specific area; and
- Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

In circumstances where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the period.

b) Mineral Exploration Tax Credit ("METC")

The Company recognizes METC amounts when the Company's METC application is approved by Canada Revenue Agency or when the amount to be received can be reasonably estimated and collection is reasonably assured.

c) Financial Instruments

The Company recognizes financial assets and liabilities on the statement of financial position when it becomes a party to the contractual provisions of the instrument.

At initial recognition, financial assets are measured at fair value and classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVTOCI") or fair value through profit or loss ("FVTPL"). At initial recognition, financial liabilities are measured at fair value and classified as, subject to certain exceptions, subsequently measured at amortized cost. For financial assets and financial liabilities not at FVTPL, fair value is adjusted for transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVTOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

An equity investment that is held for trading is measured at FVTPL. For other equity investments that are not held for trading, the Company may irrevocably elect to designate them as FVTOCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVTOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

c) Financial Instruments (continued)

financial asset that otherwise meets the requirements to be measured at amortized cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

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 the Company has elected to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Financial Instrument	IFRS 9 Classification
Cash	Amortized cost
Receivables, excluding GST	Amortized cost
Reclamation deposits	Amortized cost
Trade payables	Amortized cost
Due to related party	Amortized cost
Loan payable	Amortized cost

Subsequent measurement

The following accounting policies apply to the subsequent measurement of financial instruments:

Financial assets at FVTPL
These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost
These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Equity investments at FTVOCI
These assets are subsequently measured at fair value. Dividends are recognized 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 recognized in OCI and are never reclassified to profit or loss.

Debt investments at FTVOCI
These assets are subsequently measured at fair value. Interest income is calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Impairment of financial instruments

The Company assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For financial assets measured at amortized cost the Company applies the expected credit loss impairment model.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation estimated at the end of each reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

e) Income Taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date applicable to the period of expected realization or settlement. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

f) Share Capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity. Common shares issued for consideration other than cash are valued based on their market value at the date the common shares are issued. If shares are issued when options and warrants are exercised, the share capital account also comprises the compensation costs previously recorded as reserves.

g) Loss Per Share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) 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.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS

	Koster Dam, Canada	Thunderbird, Canada	Quet & Fire, Canada	ESN, USA	Deer Musk East, USA	Railroad Valley, USA	Total
Acquisition Costs							
Balance – April 30, 2019 and 2020	**$ 2,189**	**$ 846**	**$ 48,000**	**$ -**	**$ -**	**$ -**	**$ 51,035**
Additions	500	-	-	447,048	181,490	217,524	846,562
Balance – April 30, 2021	**2,689**	**846**	**48,000**	**447,048**	**181,490**	**217,524**	**897,597**
Exploration & Evaluation Expenditures							
Balance – April 30, 2019	**67,257**	**6,302**	**-**	-	**-**	**-**	**73,559**
Assays	399	-	-	-	-	-	399
Consulting & professional	9,495	-	-	-	-	-	9,495
Field work	375	-	-	-	-	-	375
Travel and accommodation	286	-	-	-	-	-	286
Cost recoveries	(9,686)	(1,573)	-	-	-	-	(11,259)
Balance – April 30, 2020	**68,126**	**4,729**	**-**	-	**-**	**-**	**72,855**
Consulting & professional	4,425	-	-	30,192	14,331	2,744	51,692
Field work	11,733	-	-	-	631	-	12,364
Geological & geophysical (Note 9)	15,550	-	-	-	7,515	2,500	25,565
Travel and accommodation	938	-	-	-	327	-	1,265
Cost recoveries	(9,770)	(247)	-	-	-	-	(10,017)
Balance – April 30, 2021	**91,002**	**4,482**	**-**	30,192	**22,804**	**5,244**	**$ 153,724**
Exploration & Evaluation Assets							
Balance – April 30, 2020	**$ 70,315**	**$ 5,575**	**$ 48,000**	**$ -**	**$ -**	**$ -**	**$ 123,890**
Balance – April 30, 2021	**$ 93,691**	**$ 5,328**	**$ 48,000**	**$ 477,240**	**$ 204,294**	**$ 222,768**	**$ 1,051,321**

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristics of many mining properties. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties is in good standing. The exploration and evaluation assets in which the Company has committed to earn an interest are located in Canada and the USA.

5. EXPLORATION AND EVALUATION ASSETS (continued)

Koster Dam Property, Canada

On June 30, 2017, the Company entered into an option and joint venture agreement (the "Agreement") with a third party whereby the Company was granted the option to acquire up to a 100% interest in six (6) mineral claims located in the Clinton Mining Division of British Columbia (the "Property"). Pursuant to the Agreement, the Company was granted the sole and exclusive right and option (the "Initial Option") to acquire a 50% right, title and interest in the Property by incurring a total of $110,495 of expenditures on the Property within 12 months (extended to 15 months on April 18, 2018). Upon completing the Initial Option, the Company has the sole and exclusive irrevocable right and option (the "Call Option") to acquire the remaining 50% right, title and interest in the Property by paying $400,000 in cash. Concurrently with the Call Option, the third party has the option (the "Put Option") to dispose of the remaining 50% interest in the Property to the Company. The Company has the right to terminate the Agreement at any time up to the date of exercise of the Initial Option. In the event the Initial Option is completed but neither of the Call Option nor the Put Option are exercised, a joint venture will be formed in accordance with the terms and conditions of the Agreement.

On October 26, 2018, the Agreement was amended and replaced by an amended and restated option and joint venture agreement (the "Amended Agreement") whereby the Company was granted the option to acquire up to a 50% interest in 10 mineral claims. Pursuant to the Amended Agreement, the Company was granted the sole and exclusive right and option (the "Initial Option") to acquire a 45% right, title and interest in the Property by incurring a total of $110,495 of expenditures on the Property within 24 months from June 30, 2017 and the sole and exclusive right and option (the "Second Option") to acquire an additional 5% right, title and interest in the Property by paying $50,000 in cash within 30 days of exercising the Initial Option. At any time after June 30, 2018, the Company has the right to exclude any portion of the Property from the Amended Agreement. The Company has the right to terminate the Amended Agreement at any time up to the date of exercise of the Initial Option. In the event that the Initial Option is exercised, and regardless of whether or not the Second Option is exercised, a joint venture will be formed in accordance with the terms and conditions of the Amended Agreement.

On June 29, 2020, an amendment to the Amended Agreement was entered into whereby the due date for completion of the Initial Option was extended to October 1, 2020.

If, during the term of the Amended Agreement and so long as the joint venture agreement is still in force, either party or any of its affiliates stakes any interest in mineral claims or any other form of mineral tenure (the "AOI Tenure") within two kilometers around the perimeter boundaries of the Property or any part thereof (the Area of Interest or "AOI") located wholly or partly within the AOI, the acquiring party must give notice to the other party of such staking. If staking occurs prior to the formation of the joint venture, the non-acquiring party may elect to require that such AOI Tenure be included in and thereafter form part of the Property. If a non-acquiring party so elects and if the AOI Tenure was staked by the Company or any of its affiliates, the staking or acquisition costs shall constitute expenditures. If a non-acquiring party so elects and if the AOI Tenure was staked by the third party or any of its affiliates, the Company shall reimburse the third party for the staking or acquisition costs and these costs will also constitute expenditures. If such staking occurs after formation of the joint venture, the non-acquiring party may elect to require that such AOI Tenure be included in and thereafter form part of the Property provided that it then holds a participating interest, excluding any interest in any royalty, in the Property. If the AOI Tenure becomes part of the Property, the acquiring party shall be reimbursed its staking costs in proportion to its participating interest and such reimbursement shall be deemed a cost of the joint venture.

On September 30, 2020, the Company notified the third party that the Company had completed the minimum expenditure required to exercise the Initial Option and thereby acquired a 45% interest in the Koster Dam property. The parties are negotiating the terms and conditions of a joint venture.

Thunderbird Property, Canada

On May 31, 2017, the Company acquired an interest in one (1) mineral claim known as the Thunderbird Property.

5. EXPLORATION AND EVALUATION ASSETS (continued)

Quet & Fire Property, Canada

On May 19, 2017, the Company entered into an agreement with an officer and director of the Company whereby the Company purchased the right, title, estate and interest in six (6) claims known as the Quet & Fire Property for a total consideration of $48,000, consisting of $41,750 in cash payments and the issuance of 1,250,000 common shares (issued at a fair value of $6,250).

ESN Property, USA

On November 11, 2020, the Company, as transferee, entered into an Assignment and Novation Agreement (the "ANA") with two companies in the State of Nevada, USA, Emigrant Springs Gold Corporation ("ESGC"), the transferor, and Trend Resources L.L.C. ("Trend"), the Obligee. ESGC and Trend are the original parties to a Mining and Lease Option Purchase Agreement dated August 3, 2020, as amended by an Amendment To Mining Lease Option Agreement dated October 31, 2020 (collectively, called the "Subject Agreement") pursuant to which Trend granted an option to ESGC to acquire a 100% undivided interest in and to certain mineral claims comprising the Emigrant Springs Project (collectively, the "Property"). Pursuant to the ANA, ESGC assigned, transferred, set over and conveyed all of its right, title, estate and interest in and to the Subject Agreement and all rights, benefits, privileges and advantages of ESGC to be derived therefrom, to have and to hold the same unto the Company for its sole use and benefit in the same manner and to the same extent as if the Company had been originally named as a party thereto instead of ESGC. The Company agreed to pay the following compensation:

- Issued an aggregate of three million common shares of the Company (the "Assignment Fee") with the shares vesting as follows – 1 million on November 20, 2020, 1 million on May 10, 2021 and 1 million on August 10, 2021;
- On completion of the acquisition of the Property by the Company in accordance with the terms of the Subject Agreement, grant to ESGC a production royalty based on the Net Smelter Returns ("NSR") from the production or sale of minerals from the Property, at the rate of 2% of the NSR, with the Company having the right to repurchase each 1% of the royalty at the rate of US$1 million for each 1% within five years after the date of the acquisition;
- Complete exploration expenditures of at least $300,000 or such other amount as is required to complete a first phase exploration program on any interests comprising the Property which is supported by a technical report in the form required by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (the "Minimum Exploration Expenditures") by November 11, 2022; and
- On completing the Minimum Exploration Expenditures and acquiring a 100% undivided interest in and to the property from Trend, subject only to the royalties specified in the Subject Agreement, issue an additional 2 million common shares of the Company.

Pursuant to the Subject Agreement, Trend granted ESGC the sole and exclusive right and option to purchase certain mineral claims located in the Emigrant Springs Project (collectively, the "Property"), which includes 17 unpatented mining claims and 16 additional unperfected claims, by paying an aggregate of $125,000 in cash ($15,000 of which was paid by ESGC) on or before August 3, 2025 and incurring an aggregate of $300,000 in exploration expenditures on or in relation to the Property on or before October 31, 2022. ESGC may in its sole discretion at any time accelerate the payment of the cash payment amounts in order to exercise the option and acquire the Property. ESGC will pay Trend a production royalty based on the NSR from the production or sale of all minerals from the Property, including any additions to the Property resulting from the parties' location of unpatented mining claims located in the Area of Interest (as defined). The royalty percentage is 2% of the NSR, with ESGC having the right to repurchase 1% of the NSR for $1 million with Trend retaining the remaining 1%. During the term of the Subject Agreement, ESGC is responsible for paying all required real property taxes and federal mining claim maintenance fees in respect of the Property and performing all required annual claim maintenance assessment work on the Property to satisfy the annual assessment work requirements. The Subject Agreement can be terminated by Trend in the event of an unresolved default and by ESGC by giving 30 days written notice.

Deer Musk East Property, USA

On January 28, 2021, the Company acquired an early-stage lithium property located in Nevada's Clayton Valley, known as the Deer Musk East. The property consists of 275 claims spanning a total of 5,500 acres and is located approximately five

5. EXPLORATION AND EVALUATION ASSETS (continued)

Deer Musk East Property, USA (continued)

miles from Albemarle's Silver Peak lithium project. The claims were staked on behalf of the Company's wholly-owned Nevada subsidiary, Oakley Ventures USA Corp., which was recently established for the purpose of holding title to the claims.

Railroad Valley Property, USA

On April 19, 2021, the Company acquired (through staking) 6,200 acres in the Railroad Valley, Nevada. The claims were staked on behalf of the Company's wholly-owned Nevada subsidiary, Oakley Ventures USA Corp.

Reclamation Bonds

On September 30, 2020, the Company paid half of the $5,500 deposited to the Ministry of Energy and Mines for the reclamation permit of Koster Dam property.

6. TRADE PAYABLES

A third-party vendor had agreed to postpone the payment due date of $33,286 until August 24, 2021. This amount was classified as non-current liability on the statement of financial position as at April 30, 2020, and was paid in full on August 5, 2020.

7. LOANS PAYABLE

During the year ended April 30, 2021, the Company received a loan in the amount $8,000 from a shareholder of the Company. This loan bore interest at 10% per annum, and was repaid on August 6, 2020.

During the year ended April 30, 2020, the Company received a loan in the amount of $8,750 from a shareholder of the Company and repaid $8,000. This loan bore interest at 10% per annum, and the remainder of this loan was repaid on September 18, 2020.

As of April 30, 2021, the Company recorded interest expense of $213 related to the loans (2020 - $187).

8. SHARE CAPITAL

The Company has authorized an unlimited number of common shares without par value, and an unlimited number of preferred shares without par value. At April 30, 2021 and 2020, only common shares were issued and outstanding.

During the year ended April 30, 2021, the Company:

a) Completed its initial public offering (“IPO”) of 3,960,000 common shares at a price of $0.10 per share for gross proceeds of $396,000. Pursuant to an agency agreement dated May 6, 2020, Mackie Research Capital Corporation acted as agent for the IPO. The agent received a cash commission equal to 10% of the gross proceeds of the IPO, or $39,600, and a corporate finance fee of $20,000 plus GST, in addition to reimbursement of reasonable expenses. Additionally, the Company granted agent’s warrants at a fair value of $27,087 to purchase an aggregate of 396,000 common shares at a price of $0.10 per share, exercisable on or before July 23, 2022.

b) Closed a non-brokered private placement at a price of $0.12 per unit for proceeds of $750,000. The Company issued an aggregate of 6,250,000 units, with each unit consisting of one common share and one share purchase warrant. Each warrant is exercisable into one common share of the Company at a price of $0.50 per share for a period of 24 months.

c) Issued 3,000,000 common shares with a fair value of $420,000 relating to an exploration and evaluation asset (Note 5).

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

d) Issued 67,000 common shares from the exercise of agent's warrants for proceeds of $6,700.

Pursuant to an escrow agreement dated December 11, 2019, 2,690,000 common shares of the Company were deposited into escrow. 269,000 of these common shares were released from escrow on the Company's listing on the Canadian Securities Exchange. The remaining common shares will be released in equal instalments 6, 12, 18, 24, 30 and 36 months after the listing date. As at April 30, 2021, 2,017,501 shares were being held in escrow.

There were no share issuances during the year ended April 30, 2020.

Stock options

	Number of Options	Weighted Average Exercise Price ($)
Outstanding, April 30, 2019 and 2020	-	-
Granted	1,400,000	0.59
Outstanding, April 30, 2021	**1,400,000**	**0.59**
Exercisable, April 30, 2021	**650,000**	**0.47**

The weighted-average remaining contractual life of options at April 30, 2021 was 4.92 years (2020 - Nil).

Additional information regarding stock options outstanding as at April 30, 2021 is as follows:

Exercise price ($)	Number of options	Expiry Date
0.40	500,000	February 8, 2026
0.70	900,000	April 30, 2026
	1,400,000	

On February 8, 2021, the Company granted 500,000 options to directors and officers of the Company. These options have an exercise price of $0.40 per share, expire on February 8, 2026 and vested on the grant date.

On April 30, 2021, the Company granted 900,000 options to directors of the Company. These options have an exercise price of $0.70 per share, expire on April 30, 2026 and vest as follows:

- 150,000 – on the date of grant;
- 450,000 – 12 months from the date of grant;
- 150,000 – 18 months from the date of grant; and
- 150,000 – 24 months from the date of grant.

The fair value of these stock options was measured using the Black Scholes option pricing model.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

Stock options (continued)

The following inputs were used for the Black-Scholes valuation of the stock options assuming no expected dividends or forfeitures:

	February 8, 2021	**April 30, 2021**
Exercise price	**$ 0.40**	**$ 0.70**
Share price	**$ 0.40**	**$ 0.70**
Expected life (in years)	**5**	**5**
Expected volatility	**100%**	**100%**
Risk-free interest rate	**0.50%**	**0.93%**

Warrants

	Number of Warrants	Weighted Average Exercise Price ($)
Outstanding, April 30, 2019 and 2020	-	-
Issued	6,646,000	0.48
Exercised	(67,000)	0.10
Outstanding, April 30, 2021	**6,579,000**	**0.48**

The weighted-average remaining contractual life of warrants at April 30, 2021 was 1.74 years (2020 – nil).

Additional information regarding warrants outstanding as at April 30, 2021 is as follows:

Exercise price	Number of warrants	Expiry Date
$ 0.10	329,000	July 23, 2022
0.50	6,250,000	February 5, 2023
	6,579,000	

On July 23, 2020, the Company issued 396,000 agent's warrants to Mackie Research Capital Corporation. These warrants have an exercise price of $0.10 per share and expire on July 23, 2022. The fair value of these agent's warrants of $20,663 was measured using the Black Scholes option pricing model. The following inputs were used for the Black-Scholes valuation of the agent's warrants:

	July 23, 2020
Exercise price	**$ 0.10**
Share price	**$ 0.10**
Expected life (in years)	**2**
Expected volatility	**100%**
Risk-free interest rate	**0.27%**

The fair value of these agent's warrants was recorded as a deduction against share capital.

9. RELATED PARTY TRANSACTIONS

Related party transactions were in the normal course of operations and measured at the exchange amount, which is the amount established and agreed to by the related parties. Key management personnel are the persons responsible for planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

As at April 30, 2021, the amount due to the related parties is comprised of the following:

- $26,347 (2020 - $2,347) due to Glenn Collick, an officer and director of the Company;
- $14,657 (2020 – $nil) due to David Watkinson an officer of the Company; and
- $5,250 (2020 - $nil) due to James Gheyle, a director of the Company.

These amounts are non-interest bearing with no stated terms of payment.

During the year ended April 30, 2021, the Company had the following transactions with related parties:

- $24,000 (2020 - $nil) to Glenn Collick for management services;
- $14,657 (2020 - $nil) to David Watkinson for management services;
- $12,500 (2020 - $nil) to Sam Eskandari, an officer of the Company, for management services;
- $5,000 (2020 - $nil) to James Gheyle for geological consulting; and
- $225,910 (2020 - $nil) in share-based compensation to officers and directors of the Company.

Contracts with related parties

On January 1, 2021, the Company entered into a Master Services Agreement (the "MSA") with a consultant, whereby the consultant will provide services typical of those for an executive officer in the position of Director and Chief Operating Officer ("COO"). Pursuant to the MSA, the consultant will receive a monthly fee of $6,000 as compensation for providing these services.

On April 1, 2021, the Company entered into a Geological Consulting Services Agreement (the "GCSA") with a Director of the Company, whereby the consultant will be generally responsible for assisting the geological team for any matters typical of those of a geological consultant. Pursuant to the GCSA, the consultant will receive a monthly fee of $5,000 as compensation for providing these services.

On April 8, 2021, the Company entered into a Management Services Agreement (the "MSA2") with a consultant, whereby the consultant was appointed to the roles of President and CEO of the Company. Pursuant to the MSA2, the consultant will receive a monthly fee of US$12,000 as compensation for providing these services.

Pursuant to the agreements:

- Each agreement is for an initial term of 12 months and may be renewed for further 12-month increments thereafter, subject to mutual agreement. The agreements can be terminated by either party giving the other 30 days written notice;
- The consultants are eligible for participation in the Company's stock option plan, with the grant of options being subject to recommendation by the Compensation Committee and approval by the Board of Directors;
- For the MSA and MSA2, the Company will review the consultant's remuneration on an annual basis and may adjust the monthly remuneration upon mutual agreement. The Company may also elect to provide performance incentives or bonuses as determined from time to time by the Board of Directors based on performance;

9. RELATED PARTY TRANSACTIONS (continued)

- If the MSA and the GCSA are terminated by the consultants, they are entitled to an amount equal to the monthly fee and, if by the Company, an amount equal to three times the monthly fee. If the MSA2 is terminated by the consultant, he is entitled to an amount equal to the monthly fee and, if by the Company, an amount equal to the remaining months of the current 12-month term but not less than three months; and
- If there is a change of control (as defined) and the MSA and the GCSA are terminated within the current 12-month term, the Company will pay the consultants a lump sum payment equal to three times the monthly fee. If there is a change of control and the MSA2 is terminated, the Company will pay the consultant a lump sum payment equal to three times the monthly fee plus the remaining monthly fee of the current term.

10. CONTRACTUAL OBLIGATIONS

On January 22, 2021, the Company entered into a Consulting Services Agreement (the "CSA") with the brother of a Director of the Company, whereby the consultant will provide consulting and advisory services to the Company including, but not limited to, financial analysis, advice with respect to any merger, acquisition, joint venture, substantial asset purchase or sale or other transaction contemplated by the Company from time to time, including responding to any offers for such transactions with the Company made by one or more parties. Pursuant to the CSA, the consultant received $50,000, inclusive of GST, on February 8, 2021 as compensation for providing these services. The CSA is for a period of 12 months commencing January 1, 2021, after which the parties may enter into a new consulting services agreement on terms and conditions to be agreed upon by the parties.

On April 1, 2021, the Company entered into an Accounting Services Agreement (the "ASA") with a company controlled by the brother of a Director of the Company, whereby the consultant will provide accounting and reporting advisory services to the Company. Pursuant to the ASA, the consultant will receive a monthly fee of $6,000 as compensation for providing these services. The ASA is for an initial term of 12 months after which, the parties may enter into a new consulting services agreement on terms and conditions to be agreed upon by the parties.

11. CAPITAL DISCLOSURE AND MANAGEMENT

The Company defines its capital as all components of shareholders' equity. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern.

In order to maintain its capital structure, the Company is dependent on equity funding and when necessary, raises capital through the issuance of equity instruments, primarily comprised of common shares. The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will make changes to its capital structure as deemed appropriate under the specific circumstances.

The Company is not subject to any externally imposed capital requirements or debt covenants, and does not presently utilize any quantitative measures to monitor its capital. There were no changes to the Company's approach to managing capital during the period.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

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 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:

(a) *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's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with its bank from which management believes the risk of loss is remote.

(b) *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Trade payables are due within the current operating period, except as disclosed in Note 6. There can be no assurance of continued access to significant equity funding. As at April 30 2021, the Company had cash of $483,325 to cover current liabilities of $253,876. On May 28, 2021, the Company completed a non-brokered private placement for gross proceeds of $6,041,500. See Note 16.

(c) *Market ri*sk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. As at April 30, 2021, the Company had the following foreign currency balances – trade payables (US$64,278) and due to related parties (US$12,000). A 10% fluctuation in the US$ against the Canadian dollar would not have a significant effect on net comprehensive loss.

(d) *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 exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions.

(e) *Commodity Price Risk*

The ability of the Company to finance the exploration and development of its properties and the future profitability of the Company is directly related to the market price of the primary minerals identified in its mineral properties. Mineral prices fluctuate on a daily basis and are affected by a number of factors beyond the Company's control. A sustained, significant decline in the prices of the primary minerals or in the share prices of junior mineral exploration companies in general, could have a negative impact on the Company's ability to raise additional capital. Sensitivity to commodity price risk is remote since the Company has not established any reserves or production.

13. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration and development of mineral properties. The Company operates in Canada and the United States. The Company's exploration and evaluation assets are located in Canada and the USA. Geographic information is as follows: as at April 30, 2021, $147,019 (April 30, 2020 – $123,890) of the Company's non-current assets were located in Canada and $904,302 (April 30, 2020 – $nil) were located in the USA.

(Expressed in Canadian Dollars)

14. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

Significant non-cash transactions during the year ended April 30, 2021 included:

(a) Granted agent's warrants at a fair value of $20,663 to purchase an aggregate of 396,000 common shares at a price of $0.10 per share upon completion of the Company's IPO. This amount was charged against share capital.

(b) Issued 3,000,000 common shares valued at $420,000 for the acquisition of exploration and evaluation assets.

(c) Included in exploration and evaluation assets is $86,319 which is in trade payables and $5,000 which is in due to related parties.

(d) Transferred a fair value of $3,496 from reserves to share capital on the exercise of 67,000 agent's warrants.

(e) $10,000 was transferred from deferred financing costs to share issue costs.

(f) Included in share issue costs is $8,214 which is in trade payables.

Significant non-cash transactions during the year ended April 30, 2020 included:

(a) Included in exploration and evaluation assets is $55,508 which is in trade payables.

15. INCOME TAXES

A reconciliation of income taxes at statutory rates of 27% (2020 – 27%) with the reported taxes is as follows:

	Year ended April 30, 2021	Year ended April 30, 2020
Expected income tax recovery	$ (170,650)	$ (24,118)
Effect of deductible and non-deductible amounts	22,124	(468)
Change in deferred tax assets not recognized	148,526	24,586
Deferred income tax recovery	$ -	$ -

The Company's deductible temporary differences and unused tax losses consist of the following amounts:

	April 30, 2021	April 30, 2020
Non-capital losses	$ 732,873	$ 292,058
Exploration and evaluation assets	(15,577)	(6,062)
Share issue costs and incorporation costs	116,992	8,700
	$ 834,288	$ 294,696

The Company has available for deduction against future taxable income non-capital losses of approximately $733,000. These losses, if not utilized, will expire between 2038 and 2041. Subject to certain restrictions, the Company also has exploration and evaluation expenditures at April 30, 2021 of approximately $1,036,000 available to reduce taxable income in future years.

16. SUBSEQUENT EVENTS

Events not disclosed elsewhere in these financial statements are as follows:

Shareholder information and promotion

In May 2021, the Company paid a company in Lucerne, Switzerland an aggregate of €256,000 ($376,550) for consulting services, internet advertising financial platforms and a digital and social media marketing program for a term of one month from May 15, 2021 to June 14, 2021 (€106,000) and for an exclusive online marketing package for a term of three months from June 15, 2021 to September 14, 2021 (€150,000).

On June 3, 2021, the Company entered into an agreement for services to be rendered and to be provided with regard to the production of a minimum five-minute audio interview segment featuring the Company to be updated and aired for a period

of seven months beginning June 15, 2021 and continuing until January 15, 2022. Pursuant to the agreement, the Company will pay $50,000 as compensation for providing these services, of which $25,000 was paid on signing and the balance being due on or before September 3, 2021.

On June 28, 2021, the Company paid a company in Houston, Texas US$100,000 ($123,685) for marketing services related to a multi-media campaign for a term of one month.

On July 9, 2021, the Company paid a company in Hamburg, Germany €300,000 ($445,470) for editorial services for September and October 2021.

On August 1, 2021, the Company entered into an Online Marketing Agreement (the “OMA”) with a company in Annapolis, Maryland, whereby the company will design, create and distribute advertising content for the Company to enhance its exposure among industry stakeholders and investors in the United States. On August 3, 2021, the Company paid a one-time non-refundable initial deposit of US$150,000 ($189,120) for the design and creation of advertising content. On August 3, 2021, the Company paid US$250,000 ($315,293) for the first three months of the initial five-month term for continuing the services. The Company can terminate the OMA at any time by providing 30 days written notice. If termination occurs within the first three months of the initial term, the Company will receive a pro-rated refund of the US$250,000. On June 3, 2021, the Company paid the company US$50,000 ($60,937).

On August 3, 2021, the Company entered into an Audience Development Program with a company in Kalispell, Montana, whereby the company will create and run social media-specific, Google and investor-oriented website ad campaigns through to November 3, 2021. The Company paid US$15,000 ($19,026) as compensation for these services.

Share issuances and stock option grants

On May 28, 2021, the Company closed a non-brokered private placement at a price of $0.50 per unit for gross proceeds of $6,041,500, of which $311,500 was received during the year ended April 30, 2021. The Company issued an aggregate of 12,083,000 units, with each unit consisting of one common share and one share purchase warrant. Each warrant is exercisable into one common share of the Company at a price of $0.75 per share for a period of 24 months. Cash finders’ fees totalling $250,725 and 261,450 broker warrants were paid in connection with the private placement, being 10% of $1.2 million and 7% of $1,867,500 raised.

On June 21, 2021, the Company granted 100,000 stock options to each of the CFO of the Company and a consultant pursuant to agreements as described below. These options are fully vested and are exercisable at a price of $0.87 per share for a period of two years.

On June 30, 2021, 2,000 warrants were exercised at $0.50 per share for gross proceeds of $1,000.

16. SUBSEQUENT EVENTS (continued)

On August 16, 2021, the Company granted 100,000 stock options to each of a Director of the Company and a member of the Company's advisory board. These options are fully vested and are exercisable at a price of $0.82 per share for a period of five years.

In August 2021, an aggregate of 149,000 agent's warrants were exercised at $0.10 per share for aggregate gross proceeds of $14,900.

Agreements with related parties

On May 1, 2021, the Company entered into a Management Services Agreement (the "MSA") with a consultant, whereby the consultant will be generally responsible for all matters typical of those for an executive officer in the position of Director and Chief Financial Officer ("CFO"). Pursuant to the MSA, the consultant will receive a monthly fee of $2,000 as compensation for providing these services. The consultant is eligible for participation in the Company's stock option plan, with the grant of options being subject to recommendation by the Compensation Committee and approval by the Board of Directors. The Company will review the consultant's remuneration on an annual basis and may adjust the monthly remuneration upon mutual agreement. The Company may also elect to provide performance incentives or bonuses as determined from time to time by the Board of Directors based on performance. The MSA is for an initial term of 12 months and may be renewed for further 12-month increments thereafter, subject to mutual agreement. The MSA can be terminated by either party giving the other 30 days written notice. If the MSA is terminated by the consultant, he is entitled to an amount equal to the monthly fee and, if by the Company, an amount equal to three times the monthly fee. If there is a change of control (as defined) and the MSA is terminated, the Company will pay the consultant a lump sum payment equal to three times the monthly fee. On June 25, 2021, the consultant resigned as CFO and was appointed to the role of Corporate Secretary.

On June 21, 2021, the Company entered into a Financial Consulting Services Agreement (the "FCSA") with a consultant, whereby the consultant will provide consulting services and was appointed to the role of CFO of the Company. Pursuant to the FCSA, the consultant will receive a monthly fee of $3,000 as compensation for providing these services. The Company will review the consultant's fee from time to time and may, in its sole and absolute discretion, increase the fee depending on the consultant's performance and the Company's financial circumstances. The Board of Directors may consider payment of reasonable industry standard annual bonuses based upon the performance of the Company and upon the achievement by the consultant and/or the Company of reasonable financial and subjective management objectives to be reasonably established by the Board of Directors. The consultant was also granted an initial and fully vested stock option to purchase an aggregate of up to 100,000 common shares of the Company at an exercise price of $0.87 for a period of two years. The FCSA is for an initial term of 12 months and will automatically renew if not specifically terminated. The consultant can either voluntarily or for any change in control (as defined) terminate the FCSA by giving the Company 30 days written notice. If the Company terminates the FCSA without just cause, the consultant is entitled to an amount equal to six times the monthly fee and the prorated portion of any then declared and/or earned bonus. If the FCSA is terminated as a result of a change of control the consultant is entitled to an amount equal to three times the monthly fee and the prorated portion of any then declared and/or earned bonus.

Consulting agreements

On June 1, 2021, the Company entered into a Consulting Services Agreement (the "CSA") with a company in Phoenix, Arizona, whereby the consultant will be generally responsible for assisting the Company with any matters typical of those for an engineering and hydrogeological consultant as directed by the Company's CEO. Pursuant to the CSA, the consultant will receive a monthly fee of US$5,000 as compensation for providing these services. The consultant is eligible for participation in the Company's stock option plan, with the grant of options being subject to recommendation by the Compensation Committee and approval by the Board of Directors. The consultant was also granted an initial and fully vested stock option to purchase an aggregate of up to 100,000 common shares of the Company at an exercise price of $0.87 for a period of two years. The CSA is for an initial term of 12 months and may be renewed for further 12-month increments

16. SUBSEQUENT EVENTS (continued)

thereafter, subject to mutual agreement. The CSA can be terminated by either party giving the other 30 days written notice. If the CSA is terminated by the consultant, he is entitled to an amount equal to the monthly fee and, if by the Company, an amount equal to three times the monthly fee. If there is a change of control (as defined) and the CSA is terminated, the Company will pay the consultant a lump sum payment equal to three times the monthly fee.

On June 25, 2021, the Company entered into a Corporate Development Services Agreement (the "CDSA") with a company in Reno, Nevada, whereby the consultant will provide such mineral property acquisition and development services as the Board of Directors will, from time to time, reasonably assign to the consultant and as may be necessary for the ongoing maintenance and development of the Company's various business interests. Pursuant to the CDSA, the consultant will receive a monthly fee of US$5,000 as compensation for providing these services. The Company will review the consultant's fee from time to time and may, in its sole and absolute discretion, increase the fee depending on the consultant's performance and the Company's financial circumstances. The Board of Directors may consider payment of reasonable industry standard annual bonuses based upon the performance of the Company and upon the achievement by the consultant and/or the Company of reasonable financial and subjective management objectives to be reasonably established by the Board of Directors. The consultant will also be further compensated by way of the aggregate issuance of up to 74,074 restricted common shares of the Company at a deemed issuance price of $0.675 per share and representing an aggregate fair market value of $50,000, as follows:

- An initial 10% (7,405 shares) issued on July 23, 2021, being the Initial Issuance Date (the "IID");
- A further 15% (11,111 shares) on the three-month anniversary of the IID;
- A further 25% (18,519 shares) on the six-month anniversary of the IID;
- A further 25% (18,519 shares) on the nine-month anniversary of the IID; and
- The final 25% (18,520 shares) on the 12-month anniversary of the IID.

These shares are refundable, apportionable, and not a prepayment for future services, but for services which will continue during the initial term and the continuance of the CDSA following the effective date. If either party terminates the CDSA, any unissued shares will be cancelled.

While the services are being rendered, the consultant is entitled to a transaction fee in conjunction with the closing of any and all proposed mineral property acquisitions or the completion of any mineral property staking by the Company. Subject to CSE approval in each instance, the transaction fee will be calculated as follows:

- *Completed transaction* – upon each closing or completion of each completed transaction, the Company will issue of US$50,000 in value restricted common shares;
- *Resource estimate* – if at any time after a completed transaction while the Company still maintains any interest in the subject proposed mineral project it becomes the subject of a verified CSA National Instrument 43-101 technical report: (i) an additional US$300,000 in value restricted common shares; and (ii) a 1% net smelter return royalty over the subject proposed mineral property; and
- *Tag for transaction fee* – in the event the Company completes a completed transaction after the initial term and during the continuance of the CDSA and for one year following its termination, the consultant is entitled to receive the transaction fee provided that the transaction was initiated during the initial term and continuance of the CDSA.

The CDSA is for an initial term of 12 months commencing June 1, 2021, and then will be renewed for a period of one year unless sooner terminated. The consultant can either voluntarily or for any change in control (as defined) terminate the FCSA by giving the Company 30 days written notice. If the Company terminates the CDSA without just cause, the consultant is entitled to an amount equal to six times the monthly fee and the prorated portion of any then declared and/or earned bonus. If the CDSA is terminated as a result of a change of control, the consultant is entitled to an amount equal to three times the monthly fee and the prorated portion of any then declared and/or earned bonus.