

**ITEM I. FINANCIAL STATEMENTS**

**ATHENA GOLD CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
*(unaudited)*

<b>Assets</b>	<u>9/30/21</u>	<u>12/31/20</u>
Current assets		
Cash	\$338,266	\$8,986
Total current assets	<u>338,266</u>	<u>8,986</u>
Other assets		
Mineral Rights - Excelsior Springs	150,000	150,000
Total other assets	<u>150,000</u>	<u>150,000</u>
Total assets	<u><u>\$488,266</u></u>	<u><u>\$158,986</u></u>
 <b>Liabilities and Stockholders' Deficit</b>		
Current liabilities		
Accounts payable	\$87,761	\$61,149
Accrued liabilities - related party	0	96,500
Accrued interest	24,441	21,189
Advances payable - related party	0	21,898
Convertible note payable, net of discount of \$0 and \$7,324	51,270	43,946
Total current liabilities	<u>163,472</u>	<u>244,682</u>
Long term liabilities		
Warrant liability	812,859	0
Total long term liabilities	<u>812,859</u>	<u>0</u>
Total liabilities	<u>976,331</u>	<u>244,682</u>
Stockholders' equity		
Preferred stock, \$.0001 par value, 5,000,000 shares authorized, none outstanding	0	0
Common stock - \$.0001 par value; 250,000,000 shares authorized, 71,391,020 and 54,887,876 issued and outstanding	7,139	5,489
Additional paid in capital	10,146,014	9,897,700
Accumulated deficit	<u>(10,641,218)</u>	<u>(9,988,885)</u>
Total stockholders' deficit	<u>(488,065)</u>	<u>(85,696)</u>
Total liabilities and stockholders' deficit	<u><u>\$488,266</u></u>	<u><u>\$158,986</u></u>

*See accompanying notes to the unaudited financial statements.*

**ATHENA GOLD CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
*(unaudited)*

	Three Months Ended		Nine Months Ended	
	9/30/21	9/30/20	9/30/21	9/30/20
Operating expenses				
Exploration, evaluation and project expenses	\$66,840	\$52,154	\$128,616	\$52,154
General and administrative expenses	123,434	52,777	454,381	117,713
Total operating expenses	190,274	104,931	582,997	169,867
Net operating loss	(190,274)	(104,931)	(582,997)	(169,867)
Interest expense - related party	0	(28,292)	0	(83,848)
Interest expense	(1,096)	(6,991)	(11,203)	(13,372)
Revaluation of warrant liability	(120,226)	0	(58,133)	0
Net loss	(\$311,596)	(\$140,214)	(\$652,333)	(\$267,087)
Weighted average common shares outstanding – basic and diluted	68,282,320	36,597,537	63,760,729	36,554,218
Loss per common share – basic and diluted	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.01)

*See accompanying notes to the unaudited financial statements.*

**ATHENA GOLD CORPORATION**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**  
(Unaudited)

	Common Stock		Additional Paid In Capital	Accumulated Deficit	Total
	Shares	Amount			
December 31, 2019	36,532,320	\$3,653	\$6,618,495	(\$9,506,948)	(\$2,884,800)
Net loss	0	0	0	(63,616)	(63,616)
March 31, 2020	<u>36,532,320</u>	<u>\$3,653</u>	<u>\$6,618,495</u>	<u>(\$9,570,564)</u>	<u>(\$2,948,416)</u>
Convertible note beneficial conversion feature	0	0	21,973	0	21,973
Net loss	0	0	0	(63,257)	(63,257)
June 30, 2020	<u>36,532,320</u>	<u>\$3,653</u>	<u>\$6,640,468</u>	<u>(\$9,633,821)</u>	<u>(\$2,989,700)</u>
Sale of common stock	500,000	50	9,950	0	10,000
Net loss	0	0	0	(140,214)	(140,214)
September 30, 2020	<u>37,032,320</u>	<u>\$3,703</u>	<u>\$6,650,418</u>	<u>(\$9,774,035)</u>	<u>(\$3,119,914)</u>
December 31, 2020	54,887,876	\$5,489	\$9,897,700	(\$9,988,885)	(\$85,696)
Conversion of management fees	2,144,444	214	96,286	0	96,500
Stock based compensation	0	0	128,775	0	128,775
Private placement	3,250,000	325	149,675	0	150,000
Net loss	0	0	0	(256,972)	(256,972)
March 31, 2021	<u>60,282,320</u>	<u>\$6,028</u>	<u>\$10,272,436</u>	<u>(\$10,245,857)</u>	<u>\$32,607</u>
Private placement	8,000,000	800	401,023	0	401,823
Warrant liability	0	0	(485,052)	0	(485,052)
Stock based compensation	0	0	18,520	0	18,520
Net loss	0	0	0	(83,765)	(83,765)
June 30, 2021	<u>68,282,320</u>	<u>\$6,828</u>	<u>\$10,206,927</u>	<u>(\$10,329,622)</u>	<u>(\$115,867)</u>
Private placement	3,108,700	311	190,241	0	190,552
Warrant liability	0	0	(269,674)	0	(269,674)
Stock based compensation	0	0	18,520	0	18,520
Net loss	0	0	0	(311,596)	(311,596)
September 30, 2021	<u>71,391,020</u>	<u>\$7,139</u>	<u>\$10,146,014</u>	<u>(\$10,641,218)</u>	<u>(\$488,065)</u>

*See accompanying notes to the unaudited financial statements.*

**ATHENA GOLD CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(unaudited)*

	Nine Months Ended	
	9/30/21	9/30/20
Cash flows from operating activities		
Net loss	(\$652,333)	(\$267,087)
Adjustments to reconcile net loss to net cash used in operating activities		
Amortization of debt discount	7,324	9,155
Loss from revaluation of warrant liability	58,133	0
Share based compensation	165,815	0
Change in operating assets and liabilities:		
Accounts payable	26,612	20,325
Accrued interest - related party	0	83,848
Other liabilities	3,252	13,164
Net cash used in operating activities	(391,197)	(140,595)
Cash flows from financing activities		
Proceeds from private placement of stock	742,375	10,000
Proceeds from advances from related parties	12,012	126,498
Payments on advances from related parties	(33,910)	(23,187)
Payment on deed amendment liability	0	(10,000)
Borrowings from credit facility and notes payable - related parties	0	42,750
Net cash provided by financing activities	720,477	146,061
Net increase in cash	329,280	5,466
Cash, beginning of period	8,986	117
Cash, end of period	\$338,266	\$5,583
Supplemental disclosure of cash flow information		
Cash paid during period for interest	\$627	\$1,053
Noncash investing and financing activities		
Discount on note payable - Beneficial conversion feature	\$0	\$21,973
Conversion of management fee payable	\$96,500	\$0
Warrant liability	\$754,726	\$0

*See accompanying notes to the unaudited financial statements.*

## NOTES TO FINANCIAL STATEMENTS

(Unaudited)

### **Note 1 – Organization, Basis of Presentation, Liquidity and Going Concern**

#### **Nature of Operations**

Athena Gold Corporation (“we,” “our,” “us,” or “Athena”) is engaged in the acquisition and exploration of mineral resources. We were incorporated in Delaware on December 23, 2003 and began our mining operations in 2010.

In December 2009, we formed and organized a wholly-owned subsidiary, Athena Minerals, Inc. (“Athena Minerals”) which owns and operates mining interests and property in California. On December 31, 2020 we sold the subsidiary to Tripower Resources Inc., a company controlled by Mr. John Gibbs, a related party, in a non-cash exchange. This transaction is discussed in further detail in our Annual Report on Form 10-K for the year ended December 31, 2020.

Effective December 15, 2020, Athena entered into a definitive Property Option Agreement with Nubian Resources Ltd. (“Nubian”) (TSXV: NBR), pursuant to which Nubian has granted Athena the option to acquire a 100% interest in Nubian’s Excelsior Springs exploration project located in Esmeralda County, Nevada. Details of this transaction are further discussed in Note 2 – Mineral Rights – Excelsior Springs.

Our primary focus going forward will be to continue evaluating of our properties, and possible acquisitions of additional mineral rights and exploration, all of which will require additional capital. Further information regarding our mineral rights are discussed below in Note 2 – Mineral Rights – Excelsior Springs, as well as in our Annual Report on Form 10-K for the year ended December 31, 2020.

#### ***Basis of Presentation***

On December 31, 2020 we sold our wholly-owned subsidiary, Athena Minerals Inc. to a related party shareholder in a non-cash exchange. As such, operating results for all reporting periods prior to January 1, 2021 include the operations of Athena Minerals, Inc., while all reporting periods subsequent to December 31, 2020 do not include the operations of Athena Minerals, Inc.

We prepared these interim financial statements in accordance with accounting principles generally accepted in the United States (“GAAP”). The accompanying unaudited interim financial statements have been prepared in accordance with GAAP for interim financial information and in accordance with Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In our opinion, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three- and nine-month periods ended September 30, 2021 are not necessarily indicative of the results for the full year. While we believe that the disclosures presented herein are adequate and not misleading, these interim consolidated financial statements should be read in conjunction with the audited financial statements and the footnotes thereto contained in our Annual Report on Form 10-K for the year ended December 31, 2020.

#### ***Reclassifications***

Certain reclassifications may have been made to our prior year’s consolidated financial statements to conform to our current year presentation. These reclassifications had no effect on our previously reported results of operations or accumulated deficit.

#### ***Foreign Currency Translation***

The Company is exposed to currency risk on transactions and balances in currencies other than the functional currency. The Company has not entered any contracts to manage foreign exchange risk.

The functional currency of the Company is the US dollar; therefore, the Company is exposed to currency risk from financial assets and liabilities denominated in Canadian dollars.

#### ***Recent Accounting Pronouncements***

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

#### ***Liquidity and Going Concern***

Our interim financial statements have been prepared on a going concern basis, which assumes that we will be able to meet our obligations and continue our operations during the next fiscal year. Asset realization values may be significantly different from carrying values as shown in our consolidated financial statements and do not give effect to adjustments that would be necessary to the carrying values of assets and liabilities should we be unable to continue as a going concern.

At September 30, 2021, we had not yet achieved profitable operations and we have accumulated losses of approximately \$10,600,000 since our inception. We expect to incur further losses in the development of our business, all of which raise substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern depends on our ability to generate future profits and/or to obtain the necessary financing to meet our obligations arising from normal business operations when they come due.

### ***Stock-Based Compensation***

Stock-based compensation is accounted for based on the requirements of the Share-Based Payment Topic of ASC 718 which requires recognition in the consolidated financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award (presumptively, the vesting period). This ASC also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award.

The estimated fair value of each stock option as of the date of grant was calculated using the Black-Scholes pricing model. The Company estimates the volatility of its common stock at the date of grant based on Company stock price history. The Company determines the expected life based on the simplified method given that its own historical share option exercise experience does not provide a reasonable basis for estimating expected term. The Company uses the risk-free interest rate on the implied yield currently available on U.S. Treasury issues with an equivalent remaining term approximately equal to the expected life of the award. The Company has never paid any cash dividends on its common stock and does not anticipate paying any cash dividends in the foreseeable future. The shares of common stock subject to the stock-based compensation plan shall consist of unissued shares, treasury shares or previously issued shares held by any subsidiary of the Company, and such number of shares of common stock are reserved for such purpose.

### ***COVID-19 Pandemic***

An occurrence of an uncontrollable event such as the COVID-19 pandemic may negatively affect our operations. The occurrence of an uncontrollable event such as the COVID-19 pandemic may negatively affect our operations. A pandemic typically results in social distancing, travel bans and quarantine, and this may limit access to our facilities, customers, management, support staff and professional advisors. These factors, in turn, may not only impact our operations, financial condition and demand for our goods and services but our overall ability to react timely to mitigate the impact of this event. Also, it may hamper our efforts to comply with our filing obligations with the Securities and Exchange Commission.

### **Note 2 – Mineral Rights - Excelsior Springs**

Effective December 15, 2020, Athena entered into a definitive Property Option Agreement (“Option Agreement”) with Nubian Resources Ltd. (“Nubian”) (TSXV: NBR), pursuant to which Nubian has granted Athena the option to acquire a 100% interest in Nubian’s Excelsior Springs exploration project located in Esmeralda County, Nevada.

The Option Agreement is exercisable in two tranches: the first tranche was exercised immediately pursuant to which the Company acquired a 10% interest in Excelsior Springs in consideration of issuing to Nubian an aggregate of 5,000,000 shares of Athena common stock. On December 15, 2020 the company issued the 5,000,000 shares of its common stock valued at \$0.03 per share totaling \$150,000. The second tranche is exercisable on or before December 31, 2021 to purchase an additional 90% interest in Excelsior Springs in consideration of issuing to Nubian an additional 45 million shares of Athena common stock. Should both options be exercised, Nubian will hold 50 million shares of Athena common stock, which will be subject to a six-month lockup.

Athena’s agreement with Nubian includes 100% of the 140 unpatented claims at Excelsior Springs with two additional patented claims held under a lease option that are subject to a 2% net smelter returns royalty on gold production. Under the terms of the Option Agreement, Nubian will retain a 1% net smelter returns royalty (“**NSR Royalty**”) on the Excelsior Springs Project if Athena fully exercises the option. Athena will have the right to purchase 0.5% (being one half) of the NSR Royalty for CAD \$500,000 and the remaining 0.5% of the NSR Royalty at fair market value.

### **Note 3 – Fair Value of Financial Instruments**

Financial assets and liabilities recorded at fair value in our balance sheets are categorized based upon a fair value hierarchy established by GAAP, which prioritizes the inputs used to measure fair value into the following levels:

Level 1 – Quoted market prices in active markets for identical assets or liabilities at the measurement date.

Level 2 – Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable and can be corroborated by observable market data.

Level 3 – Inputs reflecting management’s best estimates and assumptions of what market participants would use in pricing assets or liabilities at the measurement date. The inputs are unobservable in the market and significant to the valuation of the instruments.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The carrying values of cash and cash equivalents, accounts payable, accrued liabilities and other short-term debt, approximate their fair value because of the short-term nature of these financial instruments.

Financial assets and liabilities measured at fair value on a recurring basis are summarized below:

	Carrying Value at Sept 30, 2021	Fair Value Measurement at September 30, 2021		
		Level 1	Level 2	Level 3
Warrant liability	\$ 812,859	\$ –	\$ –	\$ 812,859

#### Note 4 – Convertible Note Payable

Effective April 1, 2015, the Company executed a convertible promissory note (the “Note”) in the principal amount of \$51,270 in favor of Clifford Neuman, the Company’s legal counsel, representing accrued and unpaid fees for past legal services. The Note is unsecured and accrues interest at the rate of 6% per annum, compounded quarterly, and is due on demand. The principal and accrued interest due under the Note may be converted, at the option of the holder, into shares of the Company’s common stock.

On April 24, 2020, the Company agreed to reduce the conversion price from \$0.0735 per share to \$0.0210 per share. All other terms of the Note remain unchanged, and therefore did not change the cash flows of the Note. The Company determined the transaction was considered an extinguishment because of the change in conversion price in which no gain or loss was recorded according to ASC 470-50. However, because the conversion price was reduced below the \$0.03 market value on the date of the change, a beneficial conversion feature resulted from the price reduction in the amount of \$21,973, which was accounted for as a discount to the debt and a corresponding increase in additional paid in capital. The debt discount is being amortized on a straight-line basis over one year to interest expense. A total of \$7,324 was amortized to interest expense during the nine months ended September 30, 2021. At December 31, 2020 and September 30, 2021, a total of \$7,324 and \$0, respectively, of unamortized discounts remained and are presented as a reduction of the Note principle on the accompanying consolidated balance sheets.

Accrued interest totaled \$24,441 and \$21,189 at September 30, 2021 and December 31, 2020, respectively, and is shown as accrued interest on the accompanying consolidated balance sheets. Total interest expense associated with this Note was \$10,576 and \$3,164 for the nine months ended September 30, 2021 and 2020, respectively.

#### Note 5 – Common Stock and Warrants

During the nine months ended September 30, 2021 we sold 14,358,700 shares of common stock in private placements realizing proceeds of \$742,375.

On September 30, 2021 we completed a private placement in which we sold 3,108,700 units. Each unit was priced at CAD\$0.08 and consisted of one share of the Company’s common stock and one stock purchase warrant granting the holder the right to purchase one additional share of common stock at a price of CAD\$0.15. The warrants expire May 31, 2024. All securities issued in connection with the offering are subject to restrictions on resale in Canada and the United States pursuant to applicable securities laws and the policies of any applicable stock exchange. An additional 91,000 Broker Warrants (“Broker Warrants”) were granted to a Canadian broker as a placement fee. We realized total proceeds of \$190,552 net of offering costs.

The warrants have an exercise price in Canadian dollars while the Company’s functional currency is US dollars. Therefore, in accordance with ASU 815 - Derivatives and Hedging, the warrants have a derivative liability value.

At inception date of September 30, 2021, we determined the warrants fair value to be \$269,674 based on the following assumptions:

<u>Fair value assumptions – investor warrants:</u>	<u>September 30, 2021</u>
Risk free interest rate	0.53%
Expected term (years)	2.7

Expected volatility	189%
Expected dividends	0%

The Broker Warrants were evaluated for purposes of classification between liability and equity. The Broker Warrants do not contain features that would require a liability classification and are therefore considered equity. The Black Scholes pricing model was calculated in US dollars to estimate the fair value of \$7,472 with the following inputs:

<b>Fair value assumptions – broker warrants:</b>	<b>September 30, 2021</b>
Risk free interest rate	0.28%
Expected term (years)	2.0
Expected volatility	196%
Expected dividends	0%

On May 25, 2021 we completed a private placement in which we sold 6,250,000 units. Each unit was priced at CAD\$0.08 and consisted of one share of the Company's common stock and one stock purchase warrant granting the holder the right to purchase one additional share of common stock at a price of CAD\$0.15. The warrants expire May 31, 2024. All securities issued in connection with the offering are subject to restrictions on resale in Canada and the United States pursuant to applicable securities laws and the policies of any applicable stock exchange. An additional 173,810 Broker Warrants ("Broker Warrants") were granted to a Canadian broker as a placement fee. We realized total proceeds of \$401,823 net of offering costs.

The warrants have an exercise price in Canadian dollars while the Company's functional currency is US dollars. Therefore, in accordance with ASU 815 - Derivatives and Hedging, the warrants have a derivative liability value.

At inception date of May 25, 2021, we determined the warrants fair value to be \$485,052. For the nine months ending September 30, 2021, the warrant liability was valued at \$543,185, resulting in a revaluation of warrant liability of \$58,133 based on the following assumptions:

<b>Fair value assumptions – warrant liability:</b>	<b>May 25, 2021</b>	<b>September 30, 2021</b>
Risk free interest rate	0.30%	0.49%
Expected term (years)	3.0	2.7
Expected volatility	180%	190%
Expected dividends	0%	0%

The Broker Warrants were evaluated for purposes of classification between liability and equity. The Broker Warrants do not contain features that would require a liability classification and are therefore considered equity. The Black Scholes pricing model was calculated in US dollars to estimate the fair value of \$12,943 with the following inputs:

<b>Fair value assumptions – broker warrants:</b>	<b>May 25, 2021</b>
Risk free interest rate	0.14%
Expected term (years)	2.0
Expected volatility	205%
Expected dividends	0%

During the quarter ended March 31, 2021, we sold 5,000,000 shares of common stock in private placements to six individuals at a price of \$0.03 per share, realizing total proceeds of \$150,000. Of the 5,000,000 shares sold, 1,750,000 shares were issued on May 28, 2021.

On January 1, 2021 Mr. John Power, the Company's CEO/CFO agreed to convert accrued management fees totaling \$96,500. As a result, we issued 2,144,444 shares common stock at a price of \$0.045 per share.

## Note 6 – Share Based Compensation

On March 22, 2021 the Company issued a total of 2,000,000 non-statutory stock options to four individuals, three of which are Directors of the Company, the other an independent technical consultant that is helping design our 2021 exploration programs at Excelsior Spring. Upon vesting, each option is exercisable to purchase one share of common stock at a price of \$0.09 per share. The options vest 50% upon issuance, and 25% on each of the 1<sup>st</sup> and 2<sup>nd</sup> anniversaries of the grant date.

We estimated the fair value of the options using the Black-Scholes option pricing model, which includes assumptions for expected dividends, expected share price volatility, risk-free interest rate, and expected life of the options. Our expected volatility assumption is based on our historical weekly closing price of our stock over a period equivalent to the expected remaining life of the options. The total estimated fair value of the options utilized the following assumptions:

Expected volatility	184%
Contractual term	5 years



Risk free interest rate	0.87%
Expected dividend rate	0%

The calculations resulted in the total fair value of the options issued to be \$197,552. We expense share-based compensation, adjusted for estimated forfeitures, using the straight-line method over the vesting term of the award for our employees and directors and over the expected service term for our non-employee consultants. As such, a stock-based compensation charges totaling of \$135,815 have been charged during the nine months ended September 30, 2021, and is included in administrative expenses on the accompanying consolidated statement of operations.

Also, on March 22, 2021 the Company agreed to issue a total of 300,000 restricted stock units at a price of \$0.10 per share to the independent technical consultant helping design our 2021 exploration programs at Excelsior Springs. However, the shares shall not be issued until such time the individual either provides a written request or his termination date, whichever is sooner. The shares shall have no voting rights until issued. As such, we have recorded stock-based compensation in the amount of \$30,000 which was charged to exploration costs on the accompanying consolidated statement of operations and recorded the full amount as additional paid in capital.

#### **Note 7 – Commitments and Contingencies**

We are subject to various commitments and contingencies as discussed in Note 2 – Mineral Rights – Excelsior Springs.

#### **Note 8 – Related Party Transactions**

##### ***Conflicts of Interests***

Magellan Gold Corporation (“Magellan”) is a company under common control. Mr. John Power is a significant shareholder of both Athena and Magellan and an officer and director of Athena. Mr. John Gibbs is a significant shareholder in both Athena and Magellan. Athena and Magellan are both involved in the business of acquisition and exploration of mineral resources.

Silver Saddle Resources, LLC (“Silver Saddle”) is also a company under common control. Mr. Power and Mr. Gibbs are the owners and managing members of Silver Saddle. Athena and Silver Saddle are both involved in the business of acquisition and exploration of mineral resources.

There exists no arrangement or understanding with respect to the resolution of future conflicts of interest. The existence of common ownership and common management could result in significantly different operating results or financial position from those that could have resulted had Athena, Magellan and Silver Saddle been autonomous.

##### ***Management Fees – Related Parties***

The Company is subject to a month-to-month management agreement with Mr. Power requiring a monthly payment of \$2,500 as consideration for the day-to-day management of Athena. For each of the nine months ended September 30, 2021 and 2020, a total of \$22,500 was recorded as management fees and are included in general and administrative expenses in the accompanying consolidated statements of operations. At September 30, 2021 and December 31, 2020, \$0 and \$96,500, respectively, of management fees due to Mr. Power had not been paid and are included in accrued liabilities – related parties on the accompanying consolidated balance sheets.

On January 1, 2021, the Company agreed to convert the \$96,500 balance of management fees due Mr. Power into 2,144,444 shares of common stock at a price of \$0.045 per share.

##### ***Accrued Interest and Interest Expense – Related Parties***

Related party interest primarily represented interest on the convertible credit facility which was settled as part of the sale of Athena Minerals, Inc. on December 31, 2020. Therefore, on December 31, 2020 all accrued and unpaid interest due Mr. Gibbs totaling \$668,012 on the convertible credit facility was also waived as part of the sale of Athena Minerals transaction discussed in Note 1 – basis of presentation. Further information regarding this transaction is included in our Annual Report on Form 10-K for the year ended December 31, 2020.

Total related party interest was \$0 and \$83,848 for the nine months ended September 30, 2021 and 2020, respectively.

##### ***Advances Payable - Related Parties***

Mr. Power and Mr. Gibbs have advanced the Company funds generally utilized for day-to-day operating requirements. These advances are non-interest bearing and are generally repaid as cash becomes available. The Company also utilizes credit cards owned by Mr. Power to pay various obligations when an online payment is required, the availability of cash is limited, or the timing of the payments is considered critical.

During the nine months ended September 30, 2021, Mr. Power made short-term advances to the Company totaling \$12,012, and \$33,910 was repaid during the period, leaving an unpaid balance of \$0 representing advances payable – related party on the accompanying consolidated balance sheets.

During the three months ended September 30, 2021, there were no related party transactions..

***Sales of Common Stock - Related Parties***

On May 25, 2021 the Company sold 2,200,000 units in its private placement at a price of CAD\$0.08 to Mr. Gibbs, realizing net proceeds of \$144,848. During the same private placement, Mr. Power purchased 300,000 units realizing net proceeds of \$19,752.

On January 15, 2021 the Company sold 250,000 shares of common stock at a price of \$0.03 per share in a private placement to Mr. Gibbs, realizing total proceeds of \$7,500.

**Note 9 – Subsequent Events**

The Company received approval for the listing of its common shares on the Canadian Securities Exchange and began trading its common shares on Monday, October 18, 2021 under the ticker symbol “ATHA”.