

ROCKLAND RESOURCES LTD.
Financial Statements
For the Six months ended March 31, 2021
Expressed in Canadian Dollars - unaudited

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by and are the responsibility of the management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim financial statements by an entity's auditor.

ROCKLAND RESOURCES LTD.

Condensed Interim Statement of Financial Position
(Expressed in Canadian dollars - unaudited)

	Notes	March 31, 2021	September 30, 2020
ASSETS			
Current assets			
Cash		\$ 302,728	\$ 119,000
GST receivable		7,674	3,519
Prepaid expenses and deposits	8	-	7,292
		310,402	129,811
Non-current assets			
Reclamation bond	3	10,000	10,000
Exploration and evaluation asset	3	129,246	83,621
		\$ 449,648	\$ 223,432
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities		\$ 18,000	\$ 12,012
Due to related parties	6	28,691	8,605
		46,691	20,617
Shareholders' equity			
Share capital	4	569,605	245,251
Reserves		30,818	-
Deficit		(197,466)	(42,436)
		402,957	202,815
		\$ 449,648	\$ 223,432

Nature and continuance of operations (Note 1)

Approved on behalf of the Board of Directors

"Mike England" Director
Mike England

"Nancy Kawazoe" Director
Nancy Kawazoe

The accompanying notes are an integral part of these financial statements

ROCKLAND RESOURCES LTD.Condensed Interim Statement of Loss and Comprehensive Loss
(Expressed in Canadian dollars - Unaudited)

		Three months ended	Six months ended
	Notes	March 31, 2021	March 31, 2021
Expenses			
Bank and interest charges		\$ 22	\$ 57
Consulting fees		26,000	26,000
Filing and transfer agent fees		18,169	23,169
Management fees	6	10,500	19,500
Office and miscellaneous	6	14,691	14,765
Professional fees	6	33,794	38,793
Share-based payment	5		
Directors		-	17,761
Travel and promotion		-	-
Shareholder information		14,985	14,985
Total expenses		(118,161)	(155,030)
Loss and comprehensive loss for the period		\$ (118,161)	\$ (155,030)
Weighted average number of common shares outstanding (basic and diluted)		11,332,223	10,456,594
Basic and diluted net loss per share		\$ (0.01)	\$ (0.01)

The Company was incorporated on April 29, 2020, accordingly no comparative information is presented.

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ROCKLAND RESOURCES LTD.

Statement of Changes in Shareholders' Equity

(Expressed in Canadian dollars)

	Number of shares	Amount	Stock Based Reserves	Deficit	Total
Balance, April 29, 2020 (date of incorporation)	-	\$ -		\$ -	\$ -
Loss for the period		-	-	(42,436)	(42,436)
Shares issued pursuant to private placement	9,500,001	250,001	-	-	250,001
Shares issued to acquire exploration and evaluation assets	100,000	2,000	-	-	2,000
Share issue costs	-	(6,750)	-	-	(6,750)
Balance at September 30, 2020	9,600,001	\$ 245,251	\$ -	\$ (42,436)	\$ 202,815
Loss for the period		\$ -	\$ -	\$ (155,030)	(155,030)
Shares for initial public offering	4,025,000	402,500	-	-	402,500
Shares issued pursuant to option exercise	300,000	37,612	(7,612)	-	30,000
Share issue costs - shares	100,000	-	-	-	-
Share issue costs - cash	-	(95,089)	-	-	(95,089)
Share issue costs - broker's warrants	-	(20,669)	20,669	-	-
Share-based payments	-	-	17,761	-	17,761
Balance at March 31, 2021	14,025,001	\$ 569,605	\$ 30,818	\$ (197,466)	\$ 402,957

The accompanying notes are an integral part of these financial statements

ROCKLAND RESOURCES LTD.

Condensed Interim Statement of Cash Flows

(Expressed in Canadian dollars - unaudited)

	March 31, 2021
CASH FLOWS FROM OPERATING ACTIVITIES	
Loss for the period	\$ (155,030)
Adjustments to reconcile loss to net cash used in operating activities:	
Share-based payment	17,761
Changes in non-cash working capital items:	
GST receivable	(4,155)
Prepaid expenses and deposits	7,292
Accounts payable and accrued liabilities	26,074
Net cash used in operating activities	(108,058)
CASH FLOWS FROM INVESTING ACTIVITIES	
Exploration and evaluation assets	(45,625)
Net cash used in investing activities	(45,625)
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from issuance of shares	432,500
Share issue costs	(95,089)
Net cash provided by financing activities	337,411
Foreign exchange on cash	-
Increase (Decrease) in cash	183,728
Cash, beginning	119,000
Cash, end	\$ 302,728

The Company was incorporated on April 29, 2020, accordingly no comparative information is presented.

The accompanying notes are an integral part of these financial statements

1. Nature and continuance of operations

Rockland Resources Ltd. (the "Company") was incorporated on April 29, 2019 under the laws of the Province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties in Canada. The Company's registered office is Suite 2600 – 1066 West Hastings Street, Vancouver, BC, V6E 3X1 and its corporate office and principal place of business of the Company is 789 West Pender Street, Suite 1240, Vancouver, British Columbia, Canada, V6C 1H2.

The Company is in the business of exploring its mineral exploration assets and has not yet determined whether these properties contain ore reserves that are economically recoverable. As at March 31, 2021 the Company was in the exploration stage and had interests in properties in Canada.

Going concern

These financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern and the recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production or proceeds from the disposition thereof. The Company has sustained losses from operations and expects to incur further losses in the development of its business, and has an ongoing requirement for capital investment to explore its exploration and evaluation assets. As at March 31, 2021, the Company had a working capital of \$263,711 (September 30, 2020 - \$109,194). Based on its current plans, budgeted expenditures, and cash requirements, the Company does not have sufficient cash to finance its current plans. These material uncertainties may cast substantial doubt about the Company's ability to continue as a going concern.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due. The Company expects that it will need to raise substantial additional capital to accomplish its business plan over the next several years. The Company expects to seek additional financing through equity financing. There can be no assurance as to the availability or terms upon which such financing might be available.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses, and the statement of financial position classifications used, that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

COVID-19

The recent outbreak of the coronavirus, also known as "COVID-19", has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and 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. Significant accounting policies and basis of preparation

The financial statements were authorized for issue on May 31, 2021 by the directors of the Company.

Statement of compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). Therefore, these financial statements comply with International Accounting Standard ("IAS") 34 "Interim Financial Reporting".

Basis of preparation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for financial instruments classified as fair value through profit and loss ("FVTPL"), which are stated at their fair value. The financial statements are presented in Canadian dollars, which is the Company's functional currency, unless otherwise noted.

This interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the period from incorporation on April 29, 2020 to September 30, 2020.

3. Exploration and evaluation assets

Summit Old Timer (British Columbia)

On May 21, 2020, the Company entered into an option agreement to acquire up to a 75% interest in certain mining claims in the Nelson Mining Division, British Columbia.

To acquire a 51% interest, the Company must issue 100,000 common shares (issued) (Note 5) and make a cash payment of \$5,000 (paid) to the vendor.

To earn the further 24% of the total 75% interest, the Company must pay the Optionor \$10,000 on or before May 21, 2021, issue 100,000 common shares on or before the first anniversary of the initial listing of the Company's shares on CSE, and incur aggregate exploration expenditures of \$225,000 of which \$75,000 must be incurred before May 21, 2021 (incurred) and \$150,000 on or before the first anniversary of the initial listing of the Company's shares on an exchange (incurred \$34,246). The property is subject to a net smelter royalty of 2% payable to the vendor.

In August 2020, the Company submitted a Notice of Work on the property with the BC government and has posted a \$10,000 reclamation bond.

Cole Gold Mine (Ontario)

On March 25, 2021, the Company entered into an option agreement to acquire a 100% interest in 28 mining claims located in Red Lake Mining District, Ontario.

3. Exploration and evaluation asset (cont'd)

Cole Gold Mine (Ontario) (cont'd)

Terms of the agreement include:

Cash payments:

\$10,000 upon execution of the agreement (paid);
\$50,000 on or before April 30, 2021 (paid subsequent);
\$100,000 on or before August 7, 2021
\$150,000 on or before 1st anniversary of the approval date;
\$200,000 on or before August 7, 2022.

Share issuances:

1,071,428 shares on or before April 30, 2021 (issued subsequent);
Shares valued at \$100,000 based on the 20 day VWAP on or before August 7, 2021;
Shares valued at \$100,000 based on the 20 day VWAP on or before August 7, 2022.

Expenditures:

\$100,000 on or before August 7, 2021;
\$100,000 on or before August 7, 2022;

A summary of the Company's Exploration and Evaluation Asset is as follows:

	September 30, 2020	Incurred in period	March 31, 2020
<u>Old Timer, British Columbia</u>			
Acquisition costs:			
Cash	\$ 5,000	\$ -	\$ 5,000
Shares (Note 5)	2,000	-	2,000
	7,000	-	7,000
Exploration costs:			
Assays and testing	5,261	13	5,274
Geological consulting	44,401	2,317	46,718
Mapping and surveying	105	20,523	20,628
Reports and administration	6,572	2,772	9,344
Road construction	10,009	-	10,009
Travel and accommodation	10,273	-	10,273
	76,621	25,625	102,246
<u>Cole Gold Mine, Ontario</u>			
Acquisition costs:			
Cash	\$ -	\$ 10,000	\$ 10,000
	-	10,000	10,000
Exploration costs:			
Geological consulting	-	10,000	10,000
	-	10,000	10,000
	83,621	35,625	129,246

4. Accounts payable and accrued liabilities

	March 31, 2021	September 30, 2020
Accounts payable	\$ 10,000	\$ 5,512
Accrued liabilities	8,000	6,500
	\$ 18,000	\$ 12,012

5. Share capital

Authorized share capital

Unlimited number of common shares without par value.

At March 31, 2021, there were 14,025,001 (September 30, 2020 – 9,600,001) issued and fully paid common shares.

Issuances

To March 31, 2021

During the period the Company issued a total of 300,000 common shares pursuant to the exercise of stock options at \$0.10 for total proceeds of \$30,000. The fair value of \$7,613 was transferred from stock-based reserve to share capital. The weighted average trading price on the date of exercise was \$0.13.

On February 23, 2021, the Company completed its initial public offering of 4,025,000 shares at a price of \$0.10 per share for gross proceeds of \$4,025,000. In connection to the initial public offering, the Company paid share issuance costs of \$48,000, corporate finance fees of \$40,000, of which \$30,000 was paid in cash and \$10,000 in common shares, and 402,500 broker's warrants (valued at \$20,670) at a price of \$0.10 per share, exercisable on or before February 23, 2023.

Incorporation to September 30, 2020

On April 29, 2020, the Company issued 1 common share as an incorporation share for \$1.

On May 8, 2020, the Company issued a total of 2,000,000 common shares at \$0.005 per share to directors for gross proceeds of \$10,000.

On May 15, 2020, the Company issued a total of 1,500,000 flow-through common shares at \$0.02 per share for proceeds of \$30,000.

On May 21, 2020, the Company issued a total of 100,000 common shares with a fair value of \$2,000 for the property acquisition (Note 3).

On May 22, 2020, the Company issued a total of 1,500,000 flow-through common shares at \$0.02 per share for gross proceeds of \$30,000.

On May 25, 2020, the Company issued a total of 300,000 flow-through common shares at \$0.02 per share for gross proceeds of \$6,000.

On May 26, 2020, the Company issued a total of 200,000 common shares at \$0.02 per share for gross proceeds of \$4,000.

5. Share capital (cont'd)

Issuances (cont'd)

On June 15, 2020, the Company issued a total of 1,000,000 flow-through common shares at \$0.02 per share for gross proceeds of \$20,000.

On June 23, 2020, the Company issued a total of 3,000,000 common shares at \$0.05 per share for total gross proceeds of \$150,000. The Company paid a finder's fee of \$6,750 in cash.

Stock options

The Company adopted a stock option plan to grant options to individuals exercisable up to 10 years from the date of grant to purchase shares at the market price, less applicable discount, if any. Such grants not to exceed an aggregate of 10% of the issued and outstanding shares and vesting periods will be determined by the Board of Directors.

On November 24, 2020, the Company granted 700,000 stock options exercisable at a price of \$0.10 until November 23, 2023 to senior officers and directors. The estimated fair value of the options was \$17,761 which was determined by the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 105%; an expected life of 3 years; a dividend yield of 0%; and a risk-free rate of 0.30%

Details of options outstanding as at March 31, 2021 are as follows:

Number of Options	Exercise Price	Expiry date	Exercisable
300,000	\$0.10	November 23, 2023	300,000
100,000	\$0.10	December 31, 2021	100,000
400,000			400,000

As at March 31, 2021 the options outstanding had a weighted average exercise price of \$0.10 and a weighted average life of 2.18 years.

Warrants

On February 23, 2021, the Company granted 402,500 broker's warrants exercisable at a price of \$0.10 until February 23, 2023. The estimated fair value of the options was \$20,670 which was determined by the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 98.25%; an expected life of 2 years; a dividend yield of 0%; and a risk-free rate of 0.16%.

	Number of warrants	Weighted average exercise price
Balance at April 29, 2020 and September 30, 2020	-	\$ -
Issued	402,900	0.10
Balance at March 31, 2021	402,500	\$ 0.10

Number of Warrants	Exercise Price	Expiry date
402,500	\$0.10	February 23, 2023
402,500		

5. Share capital (cont'd)

Flow-through shares

For the purpose of calculation any premium related to issuance of the flow-through units, the Company compares the market price of its shares to the subscription price of flow-through shares to determine if there was a premium paid on the flow-through shares. As a result, the Company's flow-through liability on issuance of flow-through shares in connection with the private placements is \$nil.

6. Related party transactions

Key management compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

The remuneration of directors and key management personnel made during the period are as follows:

	March 31, 2021
Management fee	\$ 19,500
Accounting fee	8,500
Office rent and services	12,000
Share based payment	17,761
Total	\$ 57,761

Effective May 1, 2020 the Company entered into a management services agreement with a company controlled by a director and senior officer. Terms include a monthly fee of \$3,000 and automatic renewal every six months unless terminated by either the Company or the service provider. The agreement was terminated March 15, 2021.

As at March 31, 2021, the Company has \$3,000 due to a director and senior officer.

As at March 31, 2021, the Company has \$12,000 due to a company controlled by a director and senior officer.

Amounts due to related parties are non-interest bearing with no specific terms of repayment.

7. Commitment

During the period from May 15, 2020 to June 15, 2020, the Company completed issuances of flow-through shares for gross proceeds of \$86,000 (Note 5). The Company is required to spend the proceeds on qualified exploration programs no later than December 31, 2021. The Company renounced the expenditures and available income tax benefits to the flow-through shareholders effective December 31, 2020. As at December 31, 2020 the entire \$86,000 has been spent.

8. Subsequent events

On April 8, 2021 the Company issued 1,071,428 common shares pursuant to a property acquisition.

8. Subsequent events (cont'd)

On April 27, 2021 the Company issued 10,440,000 units at a price of \$0.20 per unit for gross proceeds of \$2,088,000. Each unit is comprised of one common share and one-half transferable share purchase warrant. Each whole warrant will entitle the holder to purchase one share for \$0.30 until April 27, 2023. Finders' fees of \$78,080 in cash and 430,900 finder's warrants with terms the same terms as the private placement warrants have been paid.

On April 29, 2021 the Company granted 1,650,000 stock options exercisable at a price of \$0.27 until April 29, 2023.

On May 18, 2021 the Company granted 500,000 stock options exercisable at a price of \$0.27 until May 18, 2023.

On May 25, 2021 the Company issued 100,000 common shares pursuant to an exercise of options at a price of \$0.10 for total proceeds of \$10,000.