Unaudited Condensed Interim Financial Statements

For the Three Months ended September 30, 2022 and 2021

(Expressed in Canadian Dollars)

## **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 condensed interim 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 of the Company.

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

Unaudited Condensed Interim Statements of Financial Position (Expressed in Canadian Dollars)

	As at September 30,	As at June 30,
	2022	2022
	\$	\$
	(Unaudited)	(Audited)
<u>Assets</u>		
Current Assets		
Cash	392,660	470,801
Other receivables (Note 4)	9,681	4,764
Prepaid expenses and advance	2,934	-
Total Assets	405,275	475,565
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities (Notes 5 and 9)	19,406	33,877
Total Liabilities	19,406	33,877
Shareholders' Equity		
Share capital (Note 6)	847,839	847,839
Warrants reserve (Note 8)	24,155	24,155
Accumulated deficit	(486,125)	(430,306)
Total Shareholders' Equity	385,869	441,688
Total Liabilities and Shareholders' Equity	405,275	475,565

Nature of operations and going concern (Note 1)

Commitments (Note 10)

Contingencies (Note 14)

## Approved on behalf of the Board of Directors:

"Stephen Dunn"	"Patrick Morton"
Stephen Dunn, Director	Patrick Morton, Director

Unaudited Condensed Interim Statements of Loss and Comprehensive Loss For the Three Months ended September 30, 2022 and 2021 (Expressed in Canadian Dollars)

	Three Months	Three Months
	ended September 30,	ended September 30,
	2022	2021
	\$	\$
Expenses		
Exploration and evaluation expenses (Note 10)	29,899	-
Professional fees (Notes 9 and 13)	23,930	68,770
Transfer agent fees	1,918	-
General and administrative	72	445
Net Loss and Comprehensive Loss	(55,819)	(69,215)
Weighted Average Number of Outstanding Shares		
– Basic and Diluted	21,750,000	14,632,609
Net Loss per Share – Basic and Diluted (Note 7)	(0.003)	(0.005)

Unaudited Condensed Interim Statements of Changes in Shareholders' Equity For the Three Months ended September 30, 2022 and 2021 (Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Warrants Reserve	Accumulated Deficit	Total
	#	\$	\$	\$	\$
<b>Balance, June 30, 2021</b>	12,600,000	233,250	-	(172,354)	60,896
Issuance of shares for cash (Note 6)	3,400,000	170,000	-	-	170,000
Net loss and comprehensive loss	-	=	-	(69,215)	(69,215)
Balance, September 30, 2021	16,000,000	403,250	-	(241,569)	161,181
Balance, June 30, 2022	21,750,000	847,839	24,155	(430,306)	441,688
Net loss and comprehensive loss	<u> </u>	-	-	(55,819)	(55,819)
Balance, September 30, 2022	21,750,000	847,839	24,155	(486,125)	385,869

Unaudited Condensed Interim Statements of Cash Flows For the Three Months ended September 30, 2022 and 2021 (Expressed in Canadian Dollars)

	Three Months ended September 30, 2022	Three Months ended September 30, 2021
	\$	\$
Operating Activities	Ψ	Ψ
Net loss for the period	(55,819)	(69,215)
Net change in non-cash working capital items:		
Other receivables	(4,917)	(3,597)
Prepaid expenses and advance	(2,934)	(19,043)
Accounts payable and accrued liabilities	(14,471)	31,117
Cash Flows (used in) Operating Activities	(78,141)	(60,738)
Financing Activities		
Proceeds from issuance of common shares (Note 6)	-	170,000
Cash Flows provided by Financing Activities	-	170,000
(Decrease) increase in cash	(78,141)	109,262
Cash, beginning of period	470,801	72,115
Cash, end of period	392,660	181,377

Notes to the Unaudited Condensed Interim Financial Statements For the Three Months ended September 30, 2022 and 2021 (Expressed in Canadian Dollars)

## 1. Nature of Operations and Going Concern

Corcel Exploration Inc. ("Corcel" or the "Company") was incorporated under the laws of the Province of British Columbia, Canada, on July 21, 2020. The Company was formed to engage in the business of acquiring, exploring, and evaluating mineral resource properties. On December 2, 2021, the Company completed its initial public offering (the "Offering"), and effective December 3, 2021, the Company's common shares commenced trading under the ticker symbol "CRCL" on the Canadian Securities Exchange. The address of the Company's corporate office and principal place of business is 335-1632 Dickson Avenue, Kelowna, British Columbia, V1Y 7T2, Canada.

The Company's mineral resource properties are in the exploration stage and, as a result, the Company has no source of operating cash flow. The exploration and development of the Company's mineral resource properties depend on the ability of the Company to obtain financing.

The Company's future viability depends upon the acquisition and financing of mineral exploration or other projects. If the mineral projects are to be successful, additional funds will be required for development and, if warranted, to place them into commercial production. The expected primary source of future funds presently available to the Company is through the issuance of common shares. The ability of the Company to arrange such financing will depend, in part, on prevailing market conditions as well as the business performance of the Company. These events and conditions indicate the existence of material uncertainties that cast significant doubt on the Company's ability to continue as a going concern. There can be no assurance that the Company will be successful in its efforts to arrange the necessary financing, if needed, on terms satisfactory to the Company. If additional financing is arranged through the issuance of shares, control of the Company may change, and shareholders may suffer significant dilution.

Although the Company has taken steps to verify title to the mineral resource properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, undetected defects, unregistered claims, native land claims, and non-compliance with regulatory and environmental requirements.

These unaudited condensed interim financial statements have been prepared on a going concern basis which assumes that the Company will continue in operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Realization values may be substantially different from carrying values as shown and the financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

#### 2. Basis of Presentation

#### (a) Statement of Compliance

These unaudited condensed interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standards 34 – Interim Financial Reporting ("IAS 34").

These unaudited condensed interim financial statements were reviewed, approved, and authorized for issuance by the Board of Directors (the "Board") of the Company on November 8, 2022.

### (b) Basis of Measurement

These unaudited condensed interim financial statements have been prepared in accordance with IFRS, on the historical cost basis. In addition, these unaudited condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Notes to the Unaudited Condensed Interim Financial Statements For the Three Months ended September 30, 2022 and 2021 (Expressed in Canadian Dollars)

#### 2. Basis of Presentation (continued)

#### (c) Functional Currency

These unaudited condensed interim financial statements are presented in Canadian dollars, which is the functional currency of the Company, unless otherwise noted. The functional currency is the currency of the primary economic environment in which the Company operates.

#### (d) Significant Accounting Judgments and Estimates

The preparation of these unaudited condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue, and expenses. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. These estimates are reviewed periodically, and adjustments are made as appropriate in the period they become known. Items for which actual results may differ materially from these estimates are described as follows:

#### Going concern

At each reporting period, management exercises judgment in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources and future obligations.

## Fair value of financial assets and financial liabilities

Fair value of financial assets and financial liabilities on the statements of financial position that cannot be derived from active markets, are determined using a variety of techniques including the use of valuation models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. The judgments include, but are not limited to, consideration of model inputs such as volatility, estimated life and discount rates.

#### Income taxes

Income taxes and tax exposures recognized in the financial statements reflect management's best estimate of the outcome based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference.

In addition, when the Company incurs losses that cannot be associated with current or past profits, it assesses the probability of taxable profits being available in the future based on its budgeted forecasts. These forecasts are adjusted to take account of certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses.

When the forecasts indicate the sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

#### Warrants

Warrants are initially recognized at fair value, based on the application of the Black-Scholes valuation model ("Black-Scholes"). This pricing model requires management to make various assumptions and estimates which are susceptible to uncertainty, including the expected volatility of the share price, expected forfeitures, expected dividend yield, expected term of the warrants or options, and expected risk-free interest rate.

Notes to the Unaudited Condensed Interim Financial Statements For the Three Months ended September 30, 2022 and 2021 (Expressed in Canadian Dollars)

#### 2. Basis of Presentation (continued)

### (d) Significant Accounting Judgments and Estimates (continued)

**Provisions** 

The Company recognizes provisions if there is a present obligation as a result of a past event, it is probable that the Company will be required to settle the obligation and the obligation can be reliably estimated. The amount recognized as a provision reflects management's best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

## 3. Summary of Significant Accounting Policies

The accounting policies applied by the Company in these unaudited condensed interim financial statements are the same as those noted in the Company's audited financial statements for the years ended June 30, 2022 and 2021, unless otherwise noted below.

## (a) Adoption of New Accounting Policies

The Company adopted the following amendments, effective July 1, 2022. The changes were made in accordance with the applicable transitional provisions. The Company adopted these amendments and had assessed that there was no material impact upon their adoption on its financial statements:

Amendments to IAS 37 – Provisions, Contingent Liabilities and Contingent Assets ("IAS 37")

In May 2020, the IASB issued amendments to update IAS 37. The amendments specify that in assessing whether a contract is onerous under IAS 37, the cost of fulfilling a contract includes both the incremental costs and an allocation of costs that relate directly to contract activities. The amendments also include examples of costs that do, and do not, relate directly to a contract.

Amendments to IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

In February 2021, the IASB issued *Definition of Accounting Estimates*, which amended IAS 8. The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. That distinction is important because changes in accounting estimates are applied prospectively only to future transactions and other future events, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events. The amendments to IAS 8 are effective for annual periods beginning on or after January 1, 2023. The Company early-adopted these amendments as permitted.

### 4. Other Receivables

The Company's other receivables balance represents amounts due from government taxation authorities in respect of the Goods and Services Tax/Harmonized Sales Tax. The Company anticipates full recovery of these amounts and therefore no expected credit losses had been recorded against these receivables, which are due in less than one year.

## 5. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities of the Company are principally comprised of amounts outstanding for trade purchases incurred in the normal course of business.

September 30,	June 30,
2022	2022
\$	\$
15,406	15,865
4,000	18,012
19,406	33,877
	2022 \$ 15,406 4,000

The Company's standard term for trade payables is 30 to 60 days.

Notes to the Unaudited Condensed Interim Financial Statements For the Three Months ended September 30, 2022 and 2021 (Expressed in Canadian Dollars)

## 6. Share Capital

Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value.

Common shares issued and outstanding as at September 30, 2022 and 2021 are as follows:

	September 30,	June 30,
	2022	2022
	\$	\$
Issued: 21,750,000 common shares		
(June 30, 2022 – 21,750,000 common shares)	847,839	847,839

Share capital transactions for the three months ended September 30, 2022

There were no share capital transactions for the three months ended September 30, 2022.

Share capital transactions for the three months ended September 30, 2021

On August 6, 2021, the Company issued 3,400,000 common shares, at a price of \$0.05 per common share, for gross proceeds of \$170,000.

## 7. Loss per Share

Basic and diluted loss per share is calculated by dividing the net loss for the period by the weighted average number of common shares outstanding during the period. For the three months ended September 30, 2022, the basic and diluted loss per share was \$0.003 (2021 – loss of \$0.005 per share). Currently, the Company's basic and diluted loss per share is the same, as warrants issued to date are anti-dilutive.

### 8. Warrants Reserve

In connection with the Offering which closed on December 2, 2021, the Company granted 460,000 Agent's Warrants, with each Agent's Warrant exercisable into one common share at the price of \$0.10 until December 2, 2023. The grant date fair value of the Agent's Warrants issued was estimated to be \$24,155 using Black-Scholes with the following assumptions: expected volatility of 100% based on comparable companies, expected dividend yield of 0%, risk-free interest rate of 0.96% and an expected life of two years. On closing, issuance cost of \$24,155 was allocated to warrants reserve.

The following table summarizes information of warrants outstanding as at September 30, 2022:

Date of expiry	Number of warrants outstanding	Exercise price	Weighted average remaining life
	#	\$	Years
December 2, 2023	460,000	0.10	1.17
	460,000	0.10	1.17

Notes to the Unaudited Condensed Interim Financial Statements For the Three Months ended September 30, 2022 and 2021 (Expressed in Canadian Dollars)

### 9. Related Party Transactions

In accordance with IAS 24 – Related Party Disclosures, key management personnel, including companies controlled by them, are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key executives is determined by the compensation committee of the Board.

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

	Three Months	Three Months
	ended	ended
	September 30,	September 30,
	2022	2021
	\$	\$
Professional fees	9,000	6,000
	9,000	6,000

During the three months ended September 30, 2022, Branson Corporate Services Ltd. ("Branson"), where the Company's Chief Financial Officer ("CFO") is employed, charged fees of \$9,000 (2021 – \$6,000), for CFO services provided to the Company, as well as other accounting and administrative services, which are included in professional fees. As at September 30, 2022, a balance of \$3,150 (June 30, 2022 – \$3,150) was owed to Branson and is included in accounts payable and accrued liabilities. The amount outstanding is unsecured, non-interest bearing and due on demand.

## 10. Exploration and Evaluation Expenses

On August 4, 2020, the Company entered into an option agreement (the "Option Agreement") with two individual vendors to acquire a 100% interest in the Peak Mineral Property (the "Peak Property") located in the Province of British Columbia, in exchange for 1,000,000 common shares of the Company with a fair value of \$20,000 based on the price of the most recent private placement financing at the time.

Pursuant to the Option Agreement, the Company is required to spend \$250,000 in exploration on the Peak Property:

- (i) \$100,000 by December 31, 2020 (completed); and
- (ii) \$150,000 by July 20, 2023.

A 2% royalty on net smelter returns ("NSR") from all production by the Company at the Peak Property will be payable. The Company may purchase one-half (1/2) of the NSR for \$1,000,000 at any time prior to specified milestones for commercial production.

During the three months ended September 30, 2022, and 2021, the Company's exploration and evaluation ("E&E") expenses are comprised of the following:

	Three Months ended	Three Months ended
	September 30,	September 30,
	2022	2021
	\$	\$
Field program	29,899	
	29,899	-

Notes to the Unaudited Condensed Interim Financial Statements For the Three Months ended September 30, 2022 and 2021 (Expressed in Canadian Dollars)

#### 11. Capital Management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern and to maintain optimal returns to shareholders and benefits for its stakeholders. While the Company does not yet have any revenues, management monitors its capital structure and makes adjustments according to market conditions to meet its objectives given the current outlook of the business and industry in general. The Board of the Company does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the management team to sustain the future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's capital management objectives, policies and processes have remained unchanged since the Company's most recent financial reporting period.

The Company is not subject to any externally imposed capital requirements.

#### 12. Financial Instruments

The Company's financial instruments consist primarily of cash, and accounts payable and accrued liabilities. The Company is exposed to various risks as it relates to these financial instruments. Management, under oversight of the Board, mitigates these risks by assessing and monitoring the Company's risk management processes. There have not been any changes in the nature of these risks or the process of managing these risks from the previous reporting periods.

#### Credit risk

Credit risk is the risk of potential loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. Cash is held with a reputable Canadian chartered bank, which is closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash is minimal.

#### Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company manages its liquidity risk by reviewing its capital requirements on an ongoing basis. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at September 30, 2022, the Company had a cash balance of \$392,660 (June 30, 2022 – \$470,801) to settle current liabilities of \$19,406 (June 30, 2022 – \$33,877).

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities as at September 30, 2022:

	Carrying			
	amount	Year 1	Year 2 to 3	Year 4 to 5
	\$	\$	\$	\$
Accounts payable and accrued liabilities	19,406	19,406	-	-

The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring anticipated cash flows to identify financial requirements. Where insufficient liquidity may exist, the Company may pursue various debt and equity instruments for short or long-term financing of its operations.

With the proceeds from the Offering, management believes there is sufficient capital to meet short-term business obligations, after taking into account cash flow requirements from operations and the Company's cash position as at September 30, 2022.

Notes to the Unaudited Condensed Interim Financial Statements For the Three Months ended September 30, 2022 and 2021 (Expressed in Canadian Dollars)

#### 12. Financial Instruments (continued)

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2022, the Company had no financial instruments which are interest-bearing, and had no hedging agreements in place with respect to floating interest rates. Management believes that the interest rate risk concentration with respect to financial instruments is minimal.

#### Foreign exchange risk

Foreign exchange risk is the risk that the Company will be subject to foreign currency fluctuations in satisfying obligations related to its foreign activities. The Company's operations are based in Canada, but may have, from time to time, transactions denominated in foreign currencies. The Company's primary exposure to foreign exchange risk is that transactions denominated in foreign currency may expose the Company to the risk of exchange rate fluctuations. Based on its current operations, management does not anticipate a high volume of transactions to be denominated in foreign currencies and believes that the foreign exchange risk remains minimal.

#### Fair value

Fair value estimates of financial instruments are made at a specific point in time based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

As at September 30, 2022, the Company's financial instruments consisted of cash, and accounts payable and accrued liabilities. The fair value of cash and accounts payables and accrued liabilities are approximately equal to their carrying value due to their short-term nature.

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at September 30, 2022, the Company did not have any financial instruments which were carried at fair value (June 30, 2022 – \$nil).

## COVID-19

In December 2019, COVID-19 surfaced in Wuhan, China. The World Health Organization declared a global emergency on January 30, 2020 with respect to the outbreak then characterized it as a pandemic on March 11, 2020. The outbreak has spread globally, and it has continued to cause companies and various international jurisdictions to impose restrictions, such as quarantines, closures, cancellations and travel restrictions. The duration of the business disruptions internationally and related financial impact to the global economy remains highly uncertain at this time, as COVID-19 continues to evolve.

The Company's operations had been impacted by a delay in projects and restricted access to financing, but management expects the situation to improve once lockdown restrictions will be lifted with vaccine roll-out. Ultimately, the extent to which the COVID-19 pandemic impacts the Company's financial results will depend on future developments, which remain highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the COVID-19 pandemic and actions taken to contain it or its impact, among others. These uncertainties arise from the inability to predict the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put in place by Canada, and other countries to fight the virus.

Notes to the Unaudited Condensed Interim Financial Statements For the Three Months ended September 30, 2022 and 2021 (Expressed in Canadian Dollars)

### 12. Financial Instruments (continued)

COVID-19 (continued)

While the extent of the impact remains unknown, the Company anticipates this outbreak may cause supply chain disruptions, and increased government regulations, all of which may negatively impact the Company's business and financial condition.

#### 13. Professional Fees

During the three months ended September 30, 2022, and 2021, the Company's professional fees are comprised of the following:

	<b>Three Months</b>	Three Months
	ended	ended
	September 30,	September 30,
	2022	2021
	\$	\$
Audit and accounting expenses	17,626	18,500
General legal expenses	-	8,907
Listing and filing fees related to IPO	6,304	41,363
	23,930	68,770

## 14. Contingencies

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

#### 15. Reclassification

Certain comparative figures have been reclassified to conform to the current year's presentation on the unaudited condensed interim statements of loss and comprehensive loss. Net loss previously reported has not been affected by these reclassifications.