

STEADRIGHT CRITICAL MINERALS INC.

(formerly Steadright Capital Development Incorporated)

UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS

(PREPARED BY MANAGEMENT)

FOR THE THREE AND NINE MONTH PERIODS ENDED DECEMBER 31, 2022 AND 2021

(In Canadian Dollars)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited interim condensed financial statements of Steadright Critical Minerals Inc. were prepared by management in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board. The most significant of these accounting principles have been disclosed in the notes to the unaudited interim condensed financial statements. Management acknowledges responsibility for the preparation and presentation of the unaudited interim condensed financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the unaudited interim condensed financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited interim condensed financial statements and (ii) the unaudited interim condensed financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited interim condensed financial statements.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim condensed financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited interim condensed financial statements together with other financial information of the Company for issuance to the shareholders. These unaudited interim condensed financial statements were authorized for issuance by the Board on November 29, 2022.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Notice of no auditor review of interim financial statements:

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

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

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

"Mark Urbanski"
Director

"John Morgan"
Director

February 28, 2023

STEADRIGHT CRITICAL MINERALS INC.

(formerly Steadright Capital Development Incorporated)

UNAUDITED INTERIM CONDENSED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

AS AT

	Notes	December 31, 2022 (Unaudited)	March 31, 2022 (Audited)
ASSETS			
Cash	3	\$ 180,723	\$ 305,552
HST receivable		50,969	18,173
Deferred transaction costs		-	7,000
Prepaid expenses		2,000	-
Total assets		\$ 233,692	\$ 330,725
LIABILITIES			
Accounts payable and accrued liabilities	5,7	\$ 91,272	\$ 171,504
Total liabilities		91,272	171,504
SHAREHOLDERS' EQUITY			
Share capital	6	660,763	387,475
Shares to be issued		-	58,550
Reserve for warrants	6(d)	113,000	64,000
Contributed surplus	6(c)	103,329	-
Accumulated earnings (deficit)		(734,672)	(350,804)
Total deficit		142,420	159,221
Total equity and liabilities		\$ 233,692	\$ 330,725

Nature of operations (Note 1)

Commitments and contingencies (Note 9)

Subsequent event (Note 11)

Approved on Behalf of the Board

'Mark Urbanski' _____ Director*'John Morgan'* _____ Director

See accompanying notes to the unaudited interim condensed unaudited financial statements.

STEADRIGHT CRITICAL MINERALS INC.

(formerly Steadright Capital Development Incorporated)

UNAUDITED INTERIM CONDENSED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTH PERIODS ENDED

	Notes	Three Months December 31,		Nine Months December 31,	
		2022	2021	2022	2021
Expenses					
Exploration and evaluation expenditures	4	\$ 30,491	\$ 72,500	\$ 32,207	\$ 155,521
Consulting fees	7	66,122	21,250	74,872	37,252
Office and general		28,212	23,836	48,992	25,342
Professional fees		2,788	13,809	117,735	13,809
Promotion and travel		1,942	-	6,733	1,003
Share-based payment	6(c)	103,329	-	103,329	-
Total expenses		232,884	131,395	383,868	232,927
Loss before income taxes		(232,884)	(131,395)	(383,868)	(232,927)
Net loss and comprehensive loss for the period		\$ (232,884)	\$ (131,395)	\$ (383,868)	\$ (232,927)
Net loss per share					
Basic and fully diluted loss per share		\$ (0.02)	\$ 0.00	\$ (0.03)	\$ (0.06)
Weighted average number of shares outstanding basic and fully diluted		11,741,340	3,873,850	11,741,340	3,649,233

See accompanying notes to the unaudited interim condensed unaudited financial statements.

STEADRIGHT CRITICAL MINERALS INC.

(formerly Steadright Capital Development Incorporated)

UNAUDITED INTERIM CONDENSED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTH PERIODS ENDED DECEMBER 31, 2022 AND 2021

	Share capital		Shares to be issued	Reserve for warrants	Contributed surplus	Accumulated Deficit	Total
	Common shares	Amount					
Balance, March 31, 2021	2,500,000	\$ 12,500	\$ -	\$ -	\$ -	\$ (24,138)	\$ (11,638)
Issued for cash pursuant to private placements (Note 6(b)(iv)(v)(vi)(vii)(viii)(ix)(x))	4,390,000	362,000	58,550	-	-	-	420,550
Flow through premium (Note 6(b)(xi))	-	(8,600)	-	-	-	-	(8,600)
Warrants issued in private placements (Note 6(b)(v))	-	(64,000)	-	64,000	-	-	-
Shares issued for settlement of debts (Note 6(b)(xiv))	713,000	17,825	30,250	-	-	-	48,075
Shares issued for property (Note 6(b)(xiii))	500,000	37,500	-	-	-	-	37,500
Net loss and comprehensive loss for the period	-	-	-	-	-	(326,666)	(326,666)
Balance, March 31, 2022	8,103,000	\$ 357,225	\$ 88,800	\$ 64,000	\$ -	\$ (350,804)	\$ 159,221
Issued for cash pursuant to private placements (Note 6(b)(i))	2,007,560	200,756	(58,550)	-	-	-	142,206
Warrants issued in private placements (Note 6(b)(ii))	-	(49,000)	-	49,000	-	-	-
Shares issued for settlement of debts (Note 6(iii))	1,630,780	163,078	(30,250)	-	-	-	132,828
Share-based payment (Note 6(c))	-	-	-	-	103,329	-	103,329
Adjustment on share issued amount	-	(1,500)	-	-	-	-	(1,500)
Share issue costs	-	(9,796)	-	-	-	-	(9,796)
Net loss and comprehensive loss for the period	-	-	-	-	-	(383,868)	(383,868)
Balance, December 31, 2022	11,741,340	\$ 660,763	\$ -	\$ 113,000	\$ 103,329	\$ (734,672)	\$ 142,420

See accompanying notes to the unaudited interim condensed unaudited financial statements.

STEADRIGHT CRITICAL MINERALS INC.

(formerly Steadright Capital Development Incorporated)

UNAUDITED INTERIM CONDENSED STATEMENTS OF CASH FLOWS

(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTH PERIODS ENDED

	<u>Notes</u>	Three Months December 31,		Nine Months December 31,	
		2022	2021	2022	2021
OPERATING ACTIVITIES					
Net loss for the period		\$ (232,884)	\$ (131,395)	\$ (383,868)	\$ (232,927)
Share-based payment	6(c)	103,329	-	103,329	-
		(129,555)	(131,395)	(280,539)	(232,927)
Changes in non-cash working capital					
Prepaid expenses		(2,000)	-	(2,000)	-
Deferred transaction costs		-	-	7,000	-
HST receivable		(14,585)	(10,225)	(32,796)	(11,582)
Accounts payable and accrued liabilities		33,671	(16,002)	(80,232)	68,033
Cash used in operating activities		(112,469)	(157,622)	(388,567)	(176,476)
FINANCING ACTIVITIES					
Issuance of share capital, net of issue costs		-	221,075	265,238	253,575
Adjustment on share issued amount		-	-	(1,500)	-
Cash provided by financing activities		-	221,075	263,738	253,575
Net (decrease) increase in cash		(112,469)	63,453	(124,829)	77,099
Cash, beginning of period		293,192	18,458	305,552	4,812
Cash, end of period		\$ 180,723	\$ 81,911	\$ 180,723	\$ 81,911

See accompanying notes to the unaudited interim condensed unaudited financial statements.

STEADRIGHT CRITICAL MINERALS INC.

(formerly Steadright Capital Development Incorporated)

NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTH PERIODS ENDED DECEMBER 31, 2022 AND 2021

1. INCORPORATION AND NATURE OF OPERATIONS

Steadright Critical Minerals Inc. (formerly Steadright Capital Development Incorporated), (“Steadright” or the “Company”) was incorporated under the laws of the Province of Ontario on March 6, 2019. The Company is engaged in exploration and evaluation of mineral properties and is currently looking for and evaluating potential property acquisitions. The head office and registered address of the Company is located at 1 Crescent Road, Suite 2196, Huntsville, Ontario, P1H 1Z6.

These unaudited interim condensed financial statements have been prepared on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of \$734,672 as at December 31, 2022 (March 31, 2022 - \$350,804). Management believes that it has the ability to raise the required additional funding to operate the business. While management has been historically successful in raising the necessary capital, it cannot provide assurance that it will be able to execute on its business strategy or be successful in future financing activities. These events represent material uncertainties which may cast significant doubt on the Company’s ability to continue as a going concern. As at December 31, 2022, the Company had assets of \$233,692 (March 31, 2022 - \$330,725) to cover liabilities of \$91,272 (March 31, 2022 - \$171,504).

In addition, the Company began operations after the World Health Organization categorized COVID-19 as a pandemic. Financial markets around the world have been extremely volatile due to events and conditions resulting from this pandemic and as a result, the volatility could also impact the Company’s ability to continue its operations as a going concern.

In late February 2022, a conflict commenced in Ukraine. In response, various countries, including Canada, issued broad-ranging economic sanctions against Russia. The ramifications of the sanctions may not be limited to Russia and Ukraine and may spill over to and negatively impact other regional and global economic markets, sectors, industries and markets for securities and commodities globally. The current circumstances are dynamic and the duration of the conflict and related impact of imposed sanctions on the business cannot be reasonably estimated at this time. While the company expects any direct impacts of the conflict in Ukraine to the business to be limited, the direct impacts on the economy may negatively affect the business and future operations.

2. BASIS OF PRESENTATION

Statement of compliance

The unaudited interim condensed financial statements have been prepared in accordance with International Accounting Standard 34, “Interim Financial Reporting” (“IAS 34”), as issued by the International Accounting Standards Board (“IASB”) and therefore, do not contain all disclosures required by International Financial Report Standards (“IFRS”) for annual financial statements. Accordingly, these unaudited interim condensed financial statements should be read in conjunction with the Company’s most recently prepared audited annual financial statements for the fiscal year ended March 31, 2022.

The policies applied in these unaudited interim condensed financial statements are consistent with the policies disclosed in Notes 2 and 3 of the audited annual financial statements for the year ended March 31, 2022.

The unaudited interim condensed financial statements were authorized for issue by the Board of Directors on February 28, 2023.

Basis of measurement and functional currency

The unaudited interim condensed financial statements are presented in Canadian dollars and have been prepared on the historical cost basis except for financial instruments measured at fair value through profit or loss. Historical cost is generally based on the fair value of the consideration given in exchange for assets. The Company and its subsidiary's functional currency is the Canadian dollar.

STEADRIGHT CRITICAL MINERALS INC.

(formerly Steadright Capital Development Incorporated)

NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTH PERIODS ENDED DECEMBER 31, 2022 AND 2021

3. CASH

The Company's cash consist of the following:

	December 31, 2022	March 31, 2022
Cash held in banks	<u>\$ 180,723</u>	<u>\$ 305,552</u>

4. EXPLORATION AND EVALUATION EXPENDITURES

The exploration and evaluation expenses for the Company are summarized as follows:

	Three month ended December 31,	
	2022	2021
RAM Project	\$ 10,491	\$ 57,500
B2 Project	20,000	15,000
Exploration and evaluation expenditures	<u>\$ 30,491</u>	<u>\$ 72,500</u>

Contigo Agreement:

On July 31, 2021, the Company entered into an Option Agreement with Contigo Resources Ltd. ("Contigo") whereby Contigo has agreed to grant the Company an exclusive option to acquire a one hundred percent (100%) undivided right, title, ownership and beneficial interest in and to the property, free and clear of any encumbrance (the "Option"); (the "RAM Project").

Under the terms of the definitive agreement, the Company will have an option to acquire a 100% undivided interest in the RAM Project by completing the following:

Total cash payments of \$165,000 payable as follows:

- \$80,000 (\$80,000 paid) due on or prior to 90 days from signing of the agreement ("Effective Date");
- \$35,000 due on or prior to 12 months from the date that the common shares of the Company become listed for trading on a Canadian stock exchange (the "Listing Date"); and
- \$50,000 due on or prior to 24 months from the Listing Date.

Issuing common shares as follows:

- 500,000 common shares on or before November 1, 2021 (issued);
- 500,000 common shares on or prior to the second day following the Listing Date (issued after quarter end);
- 500,000 common shares on or prior to 12 months following the Listing Date (issued after quarter end); and
- 1,000,000 common shares on or prior to 24 months following the Listing Date (issued after quarter end).

STEADRIGHT CRITICAL MINERALS INC.

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NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTH PERIODS ENDED DECEMBER 31, 2022 AND 2021

4. EXPLORATION AND EVALUATION EXPENDITURES (Cont'd)

If the Company has not completed the listing of its common shares on a Canadian stock exchange with in twelve months of December 31, 2021, then the Company will make an immediate cash payment of \$50,000 to Contigo and the option expiry date will be extended by a period of twelve months.

Issuing to Contigo a 2% net smelter return royalty ("NSR") subject to the Company retaining an option to acquire 1% of the NSR for a cash payment of \$1,500,000 for a period of five years after commencement of commercial production.

Bergeron Agreement:

On December 20, 2021, the Company entered into an Option Agreement with Frederic Bergeron ("Bergeron") whereby Bergeron has agreed to grant the Company an exclusive option to acquire a one hundred percent (100%) undivided right, title, ownership and beneficial interest in and to the property, free and clear of any encumbrance (the "Option"); (the "B2 Project").

Under the terms of the definitive agreement, the Company will have an option to acquire a 100% undivided interest in the B2 Project by completing the following:

Total cash payments of \$15,000 payable as follows:

- \$15,000 (paid) due on or prior to 90 days from signing of the agreement ("Effective Date") (completed)

Issuing common shares as follows:

- Common shares with a value of \$50,000 one week following listing on a stock exchange (issued);
- Common shares with a value of \$100,000 on or prior to 12 months following the Effective Date.
- Common shares with a value of \$100,000 on or prior to 24 months following the Effective Date.

If the Company has not completed the listing of its common shares on a Canadian stock exchange within twelve months of December 20, 2021, then the Company will make an immediate cash payment of \$250,000 to Bergeron and the Company will no longer obliged to issue the 250,000 common shares mentioned above.

Issuing to Bergeron a 2% net smelter return royalty ("NSR") subject to the Company retaining an option to acquire 1% of the NSR for a cash payment of \$15,000 for a period of two years after commencement of commercial production.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2022	March 31, 2022
Accounts payable	\$ 79,421	\$ 80,482
Accrued expenses	11,851	4,000
	<u>\$ 91,272</u>	<u>\$ 84,482</u>

Accounts payable and accrued liabilities are current obligations expected to be settled in the normal course of operations.

STEADRIGHT CRITICAL MINERALS INC.

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NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTH PERIODS ENDED DECEMBER 31, 2022 AND 2021

6. SHARE CAPITAL

(a) Authorized:

An unlimited number of common shares

(b) Issued and outstanding

	Number of Shares	Amounts
Balance, March 31, 2020 and 2021	2,500,000	\$ 12,500
Issued for cash pursuant to private placements (iv)(v)(vi)(vii)(viii)(ix)(x)	4,390,000	362,000
Less: Warrants issued as share issuance costs (v)	-	(64,000)
Less: Flow through premium liability (xi)	-	(8,600)
Issued for debt settlement (xiv)	713,000	17,825
Issued for property acquisitions (xiii)	500,000	37,500
Balance, March 31, 2022	8,103,000	\$ 357,225
Issued for cash pursuant to private placements (i)	2,007,560	200,756
Less: Warrants issued as share issuance costs (ii)	-	(49,000)
Issued for debt settlement (iii)	1,630,780	163,078
Share issue costs	-	(9,796)
Adjustment on share issued amount	-	(1,500)
Balance, June 30, 2022, September 30, 2022 and December 31, 2022	11,741,340	\$ 660,763

During the nine month period ended December 31, 2022

Financings:

(i) On May 18, 2022, the Company completed an equity financing involving the issuance of 2,007,560 shares in the capital of the Company at a price of \$0.10 per unit and 1,132,280 warrants for aggregate proceeds of \$200,756. Each warrant is exercisable at \$0.15 for a period of 24 months from the date of issuance. In connection with the closing, the Company received \$58,550 in proceeds prior to March 31, 2022 which have been classified as shares to be issued as at March 31, 2022.

(ii) The fair value of the 1,132,280 warrants resulted in a value ascribed of \$49,000 which was estimated using the Black-Scholes option pricing model and based on the following average assumptions: expected life – 2 years, risk-free interest rate – 2.44%, Expected Volatility – 100%.

Settlement of debt:

(iii) During the three month period ended June 30, 2022, the Company settled total debts of \$163,078 into 1,630,780 shares at \$0.10 per share.

STEADRIGHT CRITICAL MINERALS INC.

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NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTH PERIODS ENDED DECEMBER 31, 2022 AND 2021

6. SHARE CAPITAL (Cont'd)

During the year ended March 31, 2022

Financings:

(iv) On August 27, 2021, the Company closed a private placement at \$0.025 per unit for proceed of \$17,500 and issued 700,000 units. Each unit consist of 1 common share and 1/2 common share purchase warrant at an exercise price of \$0.15 per share within two years.

(v) The fair value of the 350,000 warrants resulted in a value ascribed of \$1,000 which was estimated using the Black-Scholes option pricing model and based on the following average assumptions: expected life – 2 years, risk-free interest rate – 0.44%, Expected Volatility – 100%.

(vi) On November 1, 2021, the Company closed a private placement at \$0.075 per unit for total proceeds of \$73,500 and issued 980,000 units. Each unit consist of 1 common share and 1/2 common share purchase warrant at an exercise price of \$0.15 per share within two years.

(vii) The fair value of the 490,000 warrants resulted in a value ascribed of \$13,000 which was estimated using the Black-Scholes option pricing model and based on the following average assumptions: expected life – 2 years, risk-free interest rate – 1.07%, Expected Volatility – 100%.

(viii) From December 2021 to January 2022, the Company closed private placements at \$0.10 per unit for total proceeds of \$231,000 and issued 2,310,000 units. Each unit consist of 1 common share and 1/2 common share purchase warrant at an exercise price of \$0.15 per share within two years.

(ix) The fair value of the 1,155,000 warrants resulted in a value ascribed of \$50,000 which was estimated using the Black-Scholes option pricing model and based on the following average assumptions: expected life – 2 years, risk-free interest rate – 1.28%, Expected Volatility – 100%.

Flow-through financing and flow-through premium liability:

(x) On December 21, 2021, the Company closed private placements for flow-through shares at \$0.10 per share for total proceeds of \$40,000 and issued 400,000 flow-through common shares.

For the purposes of calculating the tax effect of any premium related to the issuances of the flow-through shares, the Company reviewed the share price of the Company's common shares and compared it to determine if there was a premium paid on the shares.

(xi) For the year ended March 31, 2022, the Company recognized a \$8,600 as a flow-through premium liability on issuance in connection with private placements closed the year. The amount is reduced upon filing of renunciation documents with the Canada Revenue Agency.

(xii) During the year ended March 31, 2022, the Company recognized an amount of \$8,600, in relation to flow-through private placements closed in the year and has recorded the gain as income tax recovery upon filing of renunciation documents with the Canada Revenue Agency which occurred during the year ended March 31, 2022.

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NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTH PERIODS ENDED DECEMBER 31, 2022 AND 2021

6. SHARE CAPITAL (Cont'd)

Property Acquisitions:

(xiii) In November 2021, the Company issued 500,000 shares to Contigo as part of the Option agreement. The Company issued 500,000 shares with a value of \$37,500 in connection with the purchase of its interest in the RAM property. See note 10 for details.

Settlement of debt:

(xiv) From July to October 2021, the company settled total debts of \$17,825 by issuing 713,000 shares at \$0.025 per share.

(c) Stock options

The Company has an incentive stock option plan for the officers and directors enabling them to purchase common shares. Each option granted under the plan is for a maximum term of 5 years. The exercise price is determined by the Company's board of directors at the time the option is granted, subject to regulatory approval, and may not be less than the most recent closing price of the common shares at the date of grant. Vesting provisions are also determined at the time of grant by the Company's board of directors.

The stock options activity is as follows:

	Number of options	Black-Scholes Value	Weighted average exercise price
Balance, March 31, 2022	-	\$ -	\$ -
Granted	122,500	103,329	0.105
Balance, December 31, 2022	122,500	\$ 103,329	\$ 0.105

During the period ended December 31, 2022, the Company granted 1,225,000 options. The share-based payment expense related to the options for the period ended December 31, 2022 of \$103,329 (December 31, 2021 - \$Nil) has been estimated using the Black-Scholes option pricing model and based on the following average assumptions: expected life – 5 years, risk-free interest rate – 3.84%, Expected Volatility – 100% and disclosed as a separate component of shareholders' equity (contributed surplus).

The following table summarizes the stock options outstanding as at December 31, 2022:

Number of options outstanding	Exercise price	Weighted Average remaining life in years	Expiry date	Number of options exercisable
1,225,000	\$ 0.105	4.81	October 21, 2027	1,225,000

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(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTH PERIODS ENDED DECEMBER 31, 2022 AND 2021

6. SHARE CAPITAL (Cont'd)

(d) Warrants

The following table summarizes information about warrant reserve:

Balance, March 31, 2021	\$	-
Warrants issued on private placement		64,000
Balance, March 31, 2022		64,000
Warrants issued on private placement		49,000
Balance, June 30, 2022, September 30, 2022 and December 31, 2022	\$	113,000

At December 31, 2022, the following warrants were outstanding. The warrants entitle the holders to purchase the stated number of common shares at the exercise price on or before the expiry date:

Warrants	Grant date	Expiry date	Exercise Price
350,000	27-Aug-21	27-Aug-23	\$ 0.15
170,000	28-Oct-21	28-Oct-23	\$ 0.15
75,000	29-Oct-21	29-Oct-23	\$ 0.15
25,000	03-Nov-21	03-Nov-23	\$ 0.15
70,000	18-Nov-21	18-Nov-23	\$ 0.15
100,000	26-Nov-21	26-Nov-23	\$ 0.15
50,000	03-Dec-21	03-Dec-23	\$ 0.15
50,000	08-Dec-21	08-Dec-23	\$ 0.15
150,000	22-Dec-21	22-Dec-23	\$ 0.15
10,000	23-Dec-21	23-Dec-23	\$ 0.15
125,000	10-Jan-22	10-Jan-24	\$ 0.15
5,000	15-Jan-22	15-Jan-24	\$ 0.15
15,000	15-Jan-22	15-Jan-24	\$ 0.15
50,000	16-Jan-22	16-Jan-24	\$ 0.15
20,000	17-Jan-22	17-Jan-24	\$ 0.15
60,000	18-Jan-22	18-Jan-24	\$ 0.15
50,000	19-Jan-22	19-Jan-24	\$ 0.15
20,000	01-Feb-22	01-Feb-24	\$ 0.15
20,000	02-Feb-22	02-Feb-24	\$ 0.15
20,000	07-Feb-22	07-Feb-24	\$ 0.15
300,000	09-Feb-22	09-Feb-24	\$ 0.15
60,000	22-Feb-22	22-Feb-24	\$ 0.15
50,000	28-Feb-22	28-Feb-24	\$ 0.15
150,000	03-Mar-22	03-Mar-24	\$ 0.15
1,132,280	18-May-22	18-May-24	\$ 0.15
3,127,280			

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(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTH PERIODS ENDED DECEMBER 31, 2022 AND 2021

7. RELATED PARTY TRANSACTIONS

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.

The remuneration of directors and other members of key management personnel during the three month periods ended December 31, 2022 and 2021 as follows:

	December 31,	
	2022	2021
Short term employee benefits, director fees	\$ 63,122	\$ -
Share-based payments	103,329	-
Total	\$ 166,451	\$ -

As at December 31, 2022, an amount of \$16,900 (March 31, 2022 - \$77,467) due to key management personnel, was included in accounts payable and accrued liabilities. This amount is unsecured, non-interest bearing and without fixed terms of repayment.

8. FINANCIAL INSTRUMENTS

The Company's significant financial instruments comprise of cash and accounts payable and accrued liabilities.

Financial assets and financial liabilities as at December 31, 2022 and March 31, 2022:

As at December 31, 2022

	FVTPL	Amortized costs	Other financial liabilities	Total
Cash	\$ -	\$ 180,723	\$ -	\$ 180,723
Accounts payable and accrued liabilities	-	-	91,272	91,272
	\$ -	\$ 180,723	\$ 91,272	\$ 271,995

As at March 31, 2022

	FVTPL	Amortized costs	Other financial liabilities	Total
Cash	\$ -	\$ 305,552	\$ -	\$ 305,552
Accounts payable and accrued liabilities	-	-	171,504	171,504
	\$ -	\$ 305,552	\$ 171,504	\$ 477,056

The Company classifies financial instruments in accordance with a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The carrying value of cash, and accounts payable and accrued liabilities approximate fair value because of the limited terms of these instruments.

STEADRIGHT CRITICAL MINERALS INC.

(formerly Steadright Capital Development Incorporated)

NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTH PERIODS ENDED DECEMBER 31, 2022 AND 2021

9. COMMITMENTS AND CONTINGENCIES

The complex nature of the mining industry, as well as the regulatory environment in which it operates can result in occasional claims, investigatory matters, and legal and tax proceedings that arise from time to time. These matters could subject the Company various uncertainties and may ultimately be resolved with terms unfavorable to the Company. This being the case, certain conditions may exist as of the date the financial statements are issued, which could result in a loss to the Company. In the opinion of management none of these matters are expected to have a material effect on the results of operations, or the financial condition, of the Company. In the event of a change in management's estimate of the future resolution of such matters, the Company will recognize the effects of the change in its financial statements at that time.

10. CAPITAL MANAGEMENT

The Company's capital under management includes deficit of \$(142,420) at December 31, 2022 (March 31, 2021 - \$(159,221)). The Company's objectives when managing capital are to:

- (a) safeguard its ability to continue as a going concern,
- (b) provide an adequate return to shareholders, and
- (c) provide sufficient funding to support on-going exploration and capital development plans.

The Company manages its capital structure and makes adjustments to it to meet the above objectives. The Company monitors capital from time to time using a variety of measures. Monitoring procedures are typically performed as a part of the overall management of the Company's operations. The capital structure of the Company is evaluated by management on an ongoing basis and is adjusted as changes occur in both the economic conditions of the industry in which the Company operates, and the capital markets available to the Company. To maintain or adjust the capital structure, the Company can issue new shares, return shares to shareholders, sell assets, buy back debt or issue new debt and / or any combination thereof.

There were no changes in the Company's approach to capital management during the period ended December 31, 2022. The Company is not subject to any externally imposed capital restrictions.

11. SUBSEQUENT EVENT

On January 6, 2023, the Company issued 500,000 common shares to Contigo Resources Ltd. as part of the RAM option agreement, as amended.

On January 13, 2023, the Company granted 100,000 options exercisable for \$0.25 for a period of five years to Directors and Officers of the Company.

On February 1, 2023, the Company closed a private placement at \$0.27 per unit for proceed of \$138,510 and issued 513,000 units. Each unit consist of 1 common share and 1 common share purchase warrant at an exercise price of \$0.37 per share within two years.