

## FORM 5

### **QUARTERLY LISTING STATEMENT**

Name of Listed Issuer: **Spearmint Resources Inc.** (the “Issuer”).

Trading Symbol: **SPMT**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

#### **General Instructions**

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

#### **SCHEDULE A: FINANCIAL STATEMENTS**

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

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## **SCHEDULE B: SUPPLEMENTARY INFORMATION**

The supplementary information set out below must be provided when not included in Schedule A.

### **1. Related party transactions**

**All related party transactions have been disclosed in the Issuer's financial statements and notes for the nine months ended October 31, 2021.**

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

### **2. Summary of securities issued and options granted during the period.**

**All securities issued and options granted have been disclosed in the Issuer's financial statements and notes for the nine months ended October 31, 2021.**

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
<u>N/A</u>								

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
<u>N/A</u>						

**3. Summary of securities as at the end of the reporting period.**

**A summary of securities has been provided in the financial statements for the nine months ended October 31, 2021.**

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,

- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
  - (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.
4. **List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

Name of Director/Officer	Position(s) Held
James Nelson	President, CEO, Secretary & Director
George Franklin Bain	Director
Dennis Aalderink	Director
Cindy Cai	CFO
Seth Kay	COO

#### **SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

Provide Interim MD&A if required by applicable securities legislation.

**See Management's Discussion & Analysis attached**

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated December 8, 2021.

James Nelson

Name of Director or Senior Officer

"Signed"

Signature

President, CEO, Secretary & Director

Official Capacity

<b>Issuer Details</b> Name of Issuer	For Quarter Ended	Date of Report YY/MM/DD
<b>Spearmint Resources Inc.</b>	<b>2021/10/31</b>	<b>2021/12/08</b>
Issuer Address		
<b>#2905 - 700 West Georgia Street</b>		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
<b>Vancouver, BC V7Y 1K8</b>	<b>604-689-1733</b>	<b>604-646-6903</b>
Contact Name	Contact Position	Contact Telephone No.
<b>James Nelson</b>	<b>President, CEO Secretary &amp; Director</b>	<b>604-646-6903</b>
Contact Email Address	Web Site Address	
<b>info@spearmintresources.ca</b>	<b>www.spearmintresources.ca</b>	

Schedules A and C

**SPEARMINT RESOURCES INC.**

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

October 31, 2021

### **NOTICE OF NO AUDITOR REVIEW**

The unaudited condensed consolidated interim financial statements, and accompanying notes thereto, for the periods ended October 31, 2021 and 2020 have not been reviewed by the Company's external auditor.



**SPEARMINT RESOURCES INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian Dollars)

<b><u>ASSETS</u></b>	October 31, <u>2021</u>	January 31, <u>2021</u>
<b>Current assets</b>		
Cash and cash equivalents – Note 3	\$ 2,954,782	\$ 1,962,170
Receivables	7,010	3,961
Prepaid expenses	620	4,849
<b>Total current assets</b>	<u>2,962,412</u>	<u>1,970,980</u>
<b>Non-current assets</b>		
Security deposits – Note 4	12,667	12,667
Exploration and evaluation assets – Note 4	2,233,004	1,998,127
<b>Total assets</b>	<u><u>\$ 5,208,083</u></u>	<u><u>\$ 3,981,774</u></u>
<b><u>LIABILITIES</u></b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities – Notes 5 and 9	\$ 168,876	\$ 270,309
Flow-through share premium liability – Note 6	221,240	9,204
<b>Total current liabilities</b>	<u>390,116</u>	<u>279,513</u>
<b><u>SHAREHOLDERS' EQUITY</u></b>		
Share capital – Note 7	9,972,653	7,669,335
Reserves – Note 7	1,585,762	942,496
Accumulated deficit	(6,740,448)	(4,909,570)
<b>Total shareholders' equity</b>	<u>4,817,967</u>	<u>3,702,261</u>
<b>Total liabilities and shareholders' equity</b>	<u><u>\$ 5,208,083</u></u>	<u><u>\$ 3,981,774</u></u>

Nature and Continuation of Operations – Note 1  
Subsequent Events – Notes 4 and 12

APPROVED BY THE DIRECTORS:

“James Nelson” Director  
James Nelson

“Dennis Aalderink” Director  
Dennis Aalderink

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

**SPEARMINT RESOURCES INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS & COMPREHENSIVE LOSS**  
(Expressed in Canadian Dollars)

	Three months ended October 31,		Nine months ended October 31,	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Operating expenses</b>				
Consulting fees	\$ 16,500	\$ 9,000	\$ 49,500	\$ 27,000
Corporate branding	135,027	58,500	455,799	77,250
Investor relations	-	11,777	-	11,777
Management fees – Note 9	17,500	-	47,500	-
Office and miscellaneous	12,949	16,007	42,523	37,401
Professional fees – Note 9	22,023	9,769	53,196	26,394
Resource expenses	1,455	-	1,455	-
Share-based payments – Notes 7 and 9	350,304	77,735	866,759	148,849
Shareholder information	9,515	15,101	20,316	25,139
Transfer agent and filing fees	6,212	5,960	23,214	18,123
Travel and miscellaneous	6,411	-	11,956	-
	<u>(577,896)</u>	<u>(203,849)</u>	<u>(1,572,218)</u>	<u>(371,933)</u>
Interest income	2,231	-	6,173	-
Loss on sale of exploration and evaluation assets – Note 4	-	-	-	(170,124)
Other income on settlement of flow- through share premium – Note 6	17,206	5,153	37,964	5,153
Write-down of exploration and evaluation assets – Note 4	<u>(302,797)</u>	<u>-</u>	<u>(302,797)</u>	<u>-</u>
	<u>(283,360)</u>	<u>5,153</u>	<u>(258,660)</u>	<u>(164,971)</u>
<b>Net loss and comprehensive loss for the period</b>	<u>\$ (861,256)</u>	<u>\$ (198,696)</u>	<u>\$ (1,830,878)</u>	<u>\$ (536,904)</u>
<b>Loss per share - basic and diluted - Note 8</b>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>
<b>Weighted average number of shares outstanding - basic and diluted - Note 8</b>	<u>252,099,126</u>	<u>189,896,756</u>	<u>246,242,238</u>	<u>171,729,243</u>

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

**SPEARMINT RESOURCES INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**  
(Expressed in Canadian Dollars)

	Nine months ended October 31,	
	<u>2021</u>	<u>2020</u>
<b>Operating Activities</b>		
Loss for the period	\$ (1,830,878)	\$ (536,904)
Adjustments for non-cash items:		
Loss on sale of exploration and evaluation assets	-	(170,124)
Other income on settlement of flow-through share premium liability	(37,964)	(5,153)
Share-based payments	866,759	148,849
Write-down of exploration and evaluation assets	302,797	-
Changes in non-cash working capital items:		
Receivables	(3,049)	18,134
Prepaid expenses	4,229	(4,762)
Accounts payable and accrued liabilities	(85,913)	3,336
<b>Cash used in operating activities</b>	<u>(784,019)</u>	<u>(206,376)</u>
<b>Investing Activities</b>		
Exploration and evaluation assets	(323,194)	(259,570)
Security deposits	-	(938)
<b>Cash used in investing activities</b>	<u>(323,194)</u>	<u>(260,508)</u>
<b>Financing Activities</b>		
Proceeds from issuance of share capital	2,166,437	954,790
Share issue costs	(66,612)	(37,127)
<b>Cash provided by financing activities</b>	<u>2,099,825</u>	<u>917,663</u>
Increase in cash and cash equivalents during the period	992,612	450,779
Cash and cash equivalents, beginning of the period	<u>1,962,170</u>	<u>151,553</u>
<b>Cash and cash equivalents, end of the period</b>	<u><u>\$ 2,954,782</u></u>	<u><u>\$ 602,332</u></u>

Supplemental Disclosure with Respect to Cash Flows (Note 11)

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

**SPEARMINT RESOURCES INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
(Expressed in Canadian Dollars)

	<b>No. of shares</b>	<b>Amounts</b>	<b>Reserves</b>	<b>Accumulated deficit</b>	<b>Total</b>
<b>Balance, January 31, 2020</b>	162,295,847	\$ 4,490,214	\$ 851,814	\$ (4,130,282)	\$ 1,211,746
Shares issued for private placement	22,733,474	699,790	-	-	699,790
Share issue costs	-	(37,127)	-	-	(37,127)
Broker warrants issued for private placement	-	(70,972)	70,972	-	-
Share purchase warrants exercised	5,100,000	255,000	-	-	255,000
For exploration and evaluation assets	2,000,000	130,000	-	-	130,000
Stock options issued	-	-	148,849	-	148,849
Flow-through share premium liability	-	(17,786)	-	-	(17,786)
Loss for the period	-	-	-	(536,904)	(536,904)
<b>Balance, October 31, 2020</b>	192,129,321	5,449,119	1,071,635	(4,667,186)	1,853,568
Share purchase warrants exercised	26,321,531	1,774,054	(7,977)	-	1,766,077
Stock options exercised	6,500,000	325,000	-	-	325,000
Transfer of reserve on options exercised	-	121,162	(121,162)	-	-
Loss for the period	-	-	-	(242,384)	(242,384)
<b>Balance, January 31, 2021</b>	224,950,852	7,669,335	942,496	(4,909,570)	3,702,261
Shares issued for private placement	5,000,000	1,000,000	-	-	1,000,000
Share issue costs	-	(66,612)	-	-	(66,612)
Share purchase warrants exercised	16,998,731	891,273	(41,336)	-	849,937
Stock options exercised	5,700,000	316,500	-	-	316,500
Transfer of reserve on options exercised	-	182,157	(182,157)	-	-
For exploration and evaluation assets	2,000,000	230,000	-	-	230,000
Stock options issued	-	-	866,759	-	866,759
Flow-through share premium liability	-	(250,000)	-	-	(250,000)
Loss for the period	-	-	-	(1,830,878)	(1,830,878)
<b>Balance, October 31, 2021</b>	<u>254,649,583</u>	<u>\$ 9,972,653</u>	<u>\$ 1,585,762</u>	<u>\$ (6,740,448)</u>	<u>\$ 4,817,967</u>

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

**SPEARMINT RESOURCES INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
October 31, 2021

**1. NATURE AND CONTINUANCE OF OPERATIONS**

Spearmint Resources Inc. (the “Company”) was incorporated under the Business Corporations Act of British Columbia, Canada on September 23, 2009. The Company is an exploration stage public company and is listed on the Canadian Securities Exchange (the “CSE”) under the symbol “SPMT”. The Company’s principal business activities include acquiring and exploring exploration and evaluation assets. At October 31, 2021, the Company had exploration and evaluation assets located in Canada and the United States.

The Company’s head office and principal business address is located at 2905 – 700 West Georgia Street, Vancouver, British Columbia, V7Y 1K8. The Company’s registered and records office is located at 900 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realization of assets and discharge of liabilities in the normal course of business. At October 31, 2021, the Company had not yet achieved profitable operations, incurred a net loss of \$1,830,878 during the nine months ended October 31, 2021 and has an accumulated deficit of \$6,740,448 since its inception. The Company expects to incur further losses in the development of its business. The Company estimates it has sufficient capital for the next 12 months or longer.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or ability to raise funds. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. Accordingly, these condensed consolidated interim financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used, then the adjustments required to report the Company’s assets and liabilities on a liquidation basis could be material to these condensed consolidated interim financial statements.

**2. BASIS OF PREPARATION**

**a) Statement of Compliance**

These condensed interim consolidated financial statements of the Company have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* (“IAS34”) as issued by the International Accounting Standards Board (“IASB”). Therefore, these condensed interim consolidated financial statements do not include all of the information required for full annual financial statements, and should be read in conjunction with the Company’s most recently issued audited financial statements for the year ended January 31, 2021, which includes information necessary or useful to understanding the Company’s business and financial statement presentation. In particular, the Company’s significant accounting policies, use of judgements and estimates were

## 2. BASIS OF PREPARATION (continued)

### a) Statement of Compliance (continued)

presented in Note 2 and Note 3 of these audited financial statements, and have been consistently applied in the preparation of these condensed interim consolidated financial statement.

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on December 8, 2021.

### b) Basis of Consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries. All inter-company balances, transactions, income and expenses have been eliminated upon consolidation.

### c) Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company has power over an investee, when the Company is exposed, or has rights, to variable returns from the investee and when the Company has the ability to affect those returns through its power over the investee. Subsidiaries are included in the condensed consolidated interim financial results of the Company from the effective date of acquisition up to the effective date of disposition or loss of control. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Company.

The principal subsidiaries of the Company as of October 31, 2021 are as follows:

<u>Name of subsidiary</u>	<u>Place of Incorporation</u>	<u>Ownership Interest October 31, 2021</u>	<u>Ownership Interest January 31, 2021</u>
1177905 B.C. Ltd.	Canada	100%	100%
Mathers Lithium Corp.	U.S.A.	100%	100%

## 3. CASH AND CASH EQUIVALENTS

The Company's cash and cash equivalents are denominated in Canadian Dollars and include the following components:

	<u>October 31, 2021</u>	<u>January 31, 2021</u>
Cash at bank	\$ 2,920,282	\$ 1,927,670
Short-term deposits	34,500	34,500
	<u>\$ 2,954,782</u>	<u>\$ 1,962,170</u>

SPEARMINT RESOURCES INC.  
Notes to the Condensed Consolidated Interim Financial Statements  
(Expressed in Canadian Dollars)  
October 31, 2021 – Page 3

**4. EXPLORATION AND EVALUATION ASSETS**

	BC EL N. Nickel- Copper Prospects	BC NEBA Copper Gold Prospects	BC Safari Copper Gold Property	BC Hammernose Gold Property	BC Gold Triangle Prospects	NL Goose Gold Property	On Carscallen W Gold Project	ON Case Lake South Cesium Prospect	ON Escape Lake North PGM Prospect	ON River Valley E. Platinum Palladium Prospect	QC Chibougama Vanadium Prospects	QC Perron E. Gold Prospect	NV Elon and McGee Lithium Properties	NV Green Clay Lithium	Total
Balance, January 31, 2020	\$ 3,547	\$ 227,073	\$ 30,751	\$ 14,120	\$ 234,050	\$ -	\$ -	\$ -	\$ -	\$ 4,850	\$ 96,651	\$ 1,372	\$ 934,994	\$ -	\$1,547,408
Acquisition costs															
Staking costs	-	-	-	1,966	-	-	2,450	7,050	3,950	-	-	4,543	-	-	19,959
Share issuance	-	-	-	-	-	130,000	-	-	-	-	-	-	-	-	130,000
Proceeds from sale	-	(25,000)	-	-	-	-	-	-	-	-	-	-	-	-	(25,000)
Deferred exploration expenditures															
Assay	-	-	-	2,932	-	-	-	-	-	-	-	-	17,246	-	20,178
Claim maintenance fees	-	-	-	-	-	-	-	-	-	-	-	-	13,618	-	13,618
Drilling	-	-	-	-	-	-	-	-	-	-	-	-	236,490	-	236,490
Geological consulting	-	-	-	2,250	-	9,100	-	-	-	-	-	-	40,444	-	51,794
Reclamation	-	-	-	-	-	-	-	-	-	-	-	-	6,551	-	6,551
Sampling	-	-	-	10,944	-	7,728	-	-	-	-	-	-	-	-	18,672
Survey	-	-	-	-	-	-	-	-	-	-	-	107,023	-	-	107,023
Travel	-	-	-	8,035	-	3,150	-	-	-	-	-	12,890	17,483	-	41,558
Loss on sale of exploration and evaluation assets	-	(170,124)	-	-	-	-	-	-	-	-	-	-	-	-	(170,124)
Balance, January 31, 2021	3,547	31,949	30,751	40,247	234,050	149,978	2,450	7,050	3,950	4,850	96,651	125,828	1,266,826	-	1,998,127
Acquisition costs															
Staking costs & Share issuance	-	-	-	-	-	-	-	-	-	-	-	-	-	260,000	260,000
Deferred exploration expenditures															
Assay	-	-	-	-	-	-	-	-	-	-	-	4,219	2,474	-	6,693
Claim maintenance fees	-	-	-	-	-	-	-	-	-	-	-	-	13,002	22,205	35,207
Geological consulting	-	-	-	-	-	-	-	-	9,600	-	-	8,656	2,373	-	20,629
Geological report	-	-	-	-	-	2,950	-	-	-	-	-	-	45,873	-	48,873
Survey	-	-	-	-	-	23,014	-	-	-	-	-	103,496	-	-	126,510
Testing	-	-	-	-	-	-	-	-	-	-	-	-	8,561	-	8,561
Travel	-	-	-	-	2,500	-	-	-	5,646	-	212	18,103	4,790	-	31,251
Write-down of exploration & evaluation assets	(3,547)	(31,949)	(30,751)		(236,550)										(302,797)
Balance, October 31, 2021	\$ -	\$ -	\$ -	\$ 40,247	\$ -	\$ 175,942	\$ 2,450	\$ 7,050	\$ 19,196	\$ 4,850	\$ 96,863	\$ 260,302	\$ 1,343,899	\$ 282,205	\$2,233,004

**4. EXPLORATION AND EVALUATION ASSETS (continued)**

BC EL North Nickel-Copper Prospects - Staking

In September 2017, the Company acquired a 100% interest in certain mineral claims (the “EL North and EL North 2 Nickel-Copper Prospects”) located in the Golden Triangle of British Columbia for staking costs of \$2,892. During the year ended January 31, 2020, the Company decided to drop these claims. Accordingly, previous acquisition costs of \$2,892 and exploration costs of \$14,563 were written off.

In March and September 2019, the Company acquired a 100% interest in certain mineral claims (the “EL North 3 Nickel-Copper Prospects” and the “EL North 1 Nickel-Copper Prospects”) located in the Golden Triangle Gold District of British Columbia for staking costs of \$280 and \$466, respectively.

Subsequent to October 31, 2021, the Company decided to drop this property and fully wrote off prior capitalized costs of \$3,547.

BC NEBA Copper-Gold Prospects - Staking and Purchase Agreement

In September 2017, the Company acquired a 100% interest in certain mineral claims (the “NEBA Copper-Gold Prospect”) located in the Golden Triangle Gold District of British Columbia for staking costs of \$2,162.

In August 2018, the Company acquired a 100% interest in certain mineral claims located in the Golden Triangle Gold District in British Columbia for staking costs of \$651. During the year ended January 31, 2020, the Company decided to drop these claims. Accordingly, previous staking costs of \$651 were written off.

On October 5, 2018, the Company entered into a share purchase agreement (the “SPA”) with two arm’s length vendors (the “Vendors”) to purchase 100% of the issued and outstanding shares of 1177905 B.C. Ltd., which holds a 100% interest in certain mineral claims in B.C. (the “NEBA Copper-Gold Prospects”, the “Nickle N. Property”, and the “Gold Triangle Prospects”). The acquisition has been accounted for as an asset acquisition. In consideration, the Company issued 18,000,000 shares (issued at a value of \$540,000) to the Vendors pursuant to the SPA. 1177905 B.C. Ltd. became a wholly owned subsidiary of the Company. The acquisition costs had been split evenly between these properties.

On September 14, 2020, the Company entered into a letter agreement with Enduro Metals Corporation, an arm’s length party, to sell certain mineral claims of its NEBA Prospects to Enduro Metals for \$25,000. The Company recognized a realized loss of \$170,124 during the year ended January 31, 2021.

Subsequent to October 31, 2021, the Company decided to drop this property and fully wrote off prior capitalized costs of \$31,949.



**4. EXPLORATION AND EVALUATION ASSETS (continued)**

BC Safari Copper-Gold Property - Staking

In October 2018, the Company acquired a 100% interest in certain mineral claims located in the northern Quesnel Trough in north-central British Columbia for staking costs of \$6,381.

Subsequent to October 31, 2021, the Company decided to drop this property and fully wrote off prior capitalized costs of \$30,751.

BC Hammernose Gold Property - Staking

In October 2018, the Company acquired a 100% interest in certain mineral claims in the Spences Bridge gold belt located in southern British Columbia for staking costs of \$3,640.

In July 2019, the Company acquired a 100% interest in certain mineral claims to increase the size of the Hammernose Gold Property for staking costs of \$546.

In July 2020, the Company acquired a 100% interest in certain mineral claims to increase the size of the Hammernose Gold Property for staking costs of \$1,966.

As at October 31, 2021, the Company had incurred a total of \$34,095 in exploration costs on this property.

BC Gold Triangle Prospects - Staking and Purchase Agreement

In July 2017, the Company acquired a 100% interest in certain mineral claims (the “Gold Triangle Prospects”) located in the Golden Triangle Gold District in British Columbia for staking costs of \$2,900.

Under the SPA, the Company indirectly acquired a 100% interest in certain mineral claims in British Columbia.

In July 2019, the Company acquired a 100% interest in certain mineral claims (the “Prickle Claims”) located in the Golden Triangle Gold District of British Columbia for staking costs of \$3,527.

During the year ended January 31, 2020, the Company decided to drop certain mineral claims. Accordingly, previous acquisition costs of \$632 and exploration costs of \$4,488 associated with these claims were written off.

Subsequent to October 31, 2021, the Company decided to drop this property and fully wrote off prior capitalized costs of \$236,550.

ON Carscallen West Gold Project - Staking

In May 2020, the Company acquired a 100% interest in certain mineral claims (the “Carscallen West Gold Project”) located in the Abitibi Greenstone belt in Ontario for staking costs of \$2,450.

**4. EXPLORATION AND EVALUATION ASSETS (continued)**

ON Case Lake South Cesium Prospect - Staking

During the year ended January 31, 2021, the Company acquired a 100% interest in certain mineral claims (the “Case Lake South Cesium Prospect”) located in the Larder Lake Mining Division in Northeast Ontario for staking costs of \$7,050.

ON Escape Lake North PGM Project - Staking

In May 2020, the Company acquired a 100% interest in certain mineral claims (the “Escape Lake North PGM Project”) located north of Thunder Bay, Ontario, for staking costs of \$3,950.

As at October 31, 2021, the Company had incurred a total of \$15,246 in exploration costs on this property.

ON River Valley East Platinum-Palladium Prospect - Staking

In January 2020, the Company acquired a 100% interest in certain mineral claims (the “River Valley E. Platinum-Palladium Prospect”), all located in northern Ontario for staking costs of \$4,850.

NL Goose Gold Property - Purchase Agreement

On August 10, 2020, the Company entered into a purchase agreement with arm’s length vendors to acquire a 100% interest in certain mineral claims (the “Goose Gold Project”) located in Newfoundland, Canada. In consideration, the Company issued 2,000,000 shares (issued at a value of \$130,000) to the vendors. The vendors will retain a 2.5% NSR Royalty on this property. The Company will have the right to purchase 0.25% of the royalty for \$250,000 any time prior to the commencement of commercial production.

As at October 31, 2021, the Company had incurred a total of \$45,942 in exploration costs on this property.

QC Chibougamau Vanadium Prospects - Staking

In June 2017, the Company acquired a 100% interest in certain mineral claims (the “Chibougamau Vanadium Prospects”), all located in the direct vicinity of Lac Chibougamau, Quebec for staking costs of \$4,550. In December 2018 and January 2019, the Company acquired a 100% interest in certain mineral claims to increase the holdings in its Chibougamau Vanadium Prospects for aggregate staking costs of \$3,031. In February 2019, the Company acquired a 100% interest in certain mineral claims to increase the acreage in the Chibougamau Vanadium district in Quebec for staking costs of \$457.

During the year ended January 31, 2020, the Company decided not to continue with certain mineral claims and allowed them to lapse when they became due. Accordingly, prior acquisition costs of \$769 and exploration costs of \$14,710 associated with these claims had been written off during the period.

**4. EXPLORATION AND EVALUATION ASSETS (continued)**

As at October 31, 2021, the Company had incurred a total of \$89,594 in exploration costs on this property.

QC Perron-East Gold Prospects - Staking

In September 2019, the Company acquired a 100% interest in certain mineral claims (the "Perron-East Gold Prospects"), all located in the Abitibi greenstone belt of northwestern Quebec for staking costs of \$1,372.

In February and June 2020, the Company acquired a 100% interest in certain mineral claims in Quebec to increase the holdings in its Perron East Gold Prospects for staking costs of \$4,543.

As at October 31, 2021, the Company had incurred a total of \$254,387 in exploration costs on this property.

Nevada Elon and McGee Properties - Purchase Agreement

On July 12, 2016, the Company entered into a share purchase agreement (the "Agreement") with five arm's length vendors (the "Vendors") to purchase 100% of the issued and outstanding common shares of 1074942 B.C. Ltd., which through its wholly-owned subsidiary Mathers Lithium Corp. (a Nevada corporation) holds a 100% interest in certain lithium mineral claims (the "Elon claims" and the "McGee claims") in Nevada. The acquisition has been accounted for as an asset acquisition. In consideration for the net assets acquired, the Company issued 12,700,000 common shares at a value of \$444,500 to the Vendors pursuant to the Agreement. The Company issued 912,000 common shares at a value of \$31,920 as a finder's fee and paid \$20,000 for land acquisition and \$3,903 in filing fees in connection with this transaction. The above acquisition costs were allocated to the Elon Property and the McGee Property proportionately, being \$175,113 and \$325,210, respectively.

On June 14, 2017, the Company assumed an additional US\$30,000 payment owed to the vendors for the McGee claims as follows: US\$10,000 by September 1, 2017 (paid) and US\$20,000 by December 31, 2017 (paid). The vendors retain an NSR of 3.75% on the McGee claims.

During the years ended January 31, 2018 and 2020, the Company provided a security deposit of \$11,098 and \$631, respectively, in relation to its McGee Properties. During the year ended January 31, 2021, the Company provided additional security deposit of \$938 in relation to its McGee Properties.

As at October 31, 2021, the Company had incurred a total of \$20,156 in claim maintenance fees on the Elon Property and \$784,482 in exploration costs on the McGee Property, respectively.

#### 4. **EXPLORATION AND EVALUATION ASSETS (continued)**

##### Nevada Green Clay Lithium Project - Option Agreement

On August 31, 2021, the Company entered into an option agreement (the “Green Clay Agreement”) with an arm’s length vendor (the “Seller”), whereby the Seller granted an option to the Company to acquire a 100% interest in certain mineral claims (the “Green Clay Lithium Project”) located in the Clayton Valley of Nevada, USA. In consideration, the Company is required to the following:

- Pay \$30,000 and issue 2,000,000 common shares (paid & issued at a value of \$230,000) to the Seller on signing the Green Clay Agreement;
- Pay \$30,000 and issue 1,000,000 common shares to the Seller within six months of signing; and
- Issue 1,000,000 common shares to the Seller within the first anniversary of signing.

The Seller will retain a 1.5% NSR Royalty on this property. The Company will have the right to purchase 0.75% NSR Royalty for \$500,000 at any time up to the commencement of production.

As at October 31, 2021, the Company had incurred a total of \$22,205 in claim maintenance fees on the Green Clay Lithium Project.

#### 5. **ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities recognized in the statements of financial position consist of the following:

	October 31, <u>2021</u>	January 31, <u>2021</u>
Trade payables	\$ 168,876	\$ 250,809
Accrued liabilities	-	19,500
Total payables	<u>\$ 168,876</u>	<u>\$ 270,309</u>

All amounts are short-term.

**6. FLOW-THROUGH SHARE PREMIUM LIABILITY**

Balance at January 31, 2020	\$ -
Liability incurred on flow-through shares issued	17,786
Liability derecognized due to exploration expenditures renounced to shareholders	(8,582)
Balance at January 31, 2021	9,204
Liability incurred on flow-through shares issued	250,000
Liability derecognized due to exploration expenditures renounced to shareholders	(37,964)
Balance at October 31, 2021	\$ 221,240

In July 2020, the Company issued 3,557,142 flow-through units (the "FT Units") at \$0.035 per unit for gross proceeds of \$124,500. Each FT Unit consisted of one flow-through common share and one share purchase warrant. The premium received on the flow-through shares issued was determined to be \$17,786 and was recorded as a share capital reduction. An equivalent premium liability was also recorded.

During the year ended January 31, 2021, the Company renounced and incurred the exploration expenditures. Accordingly, the Company derecognized the flow-through share premium liability of \$8,582 and recognized it as other income.

In May 2021, the Company issued 5,000,000 flow-through units (the "FT Units") at \$0.20 per FT Unit for gross proceeds of \$1,000,000. Each FT Unit consisted of one flow-through common share and one-half of one share purchase warrant. The premium received on the flow-through shares issued was determined to be \$250,000 and was recorded as a share capital reduction. An equivalent premium liability was also recorded.

During the nine months ended October 31, 2021, the Company renounced and incurred the exploration expenditures. Accordingly, the Company derecognized the flow-through share premium liability of \$37,964 and recognized it as other income.

## 7. SHARE CAPITAL AND RESERVES

**Authorized:** Unlimited common shares, without par value

Issued and outstanding as at October 31, 2021 – 254,649,583 (January 31, 2021: 224,950,852)

### Private placement

*Nine months ended October 31, 2021:*

In May 2021, the Company closed a non-brokered private placement consisting of 5,000,000 flow-through units (the “FT Units”) at \$0.20 per FT Unit for gross proceeds of \$1,000,000. Each FT Unit consisted of one flow-through common share and one-half of one share purchase warrant (each, a “Warrant”). Each whole Warrant entitles the holder to purchase one additional non flow-through common share of the Company at a price of \$0.30 per share until May 12, 2023. The Company paid legal and filing fees of \$6,612, and finders' fees of \$60,000 in connection with this private placement.

*Nine months ended October 31, 2020:*

In July 2020, the Company closed a non-brokered private placement consisting of 3,557,142 flow-through units (the “FT Units”) at \$0.035 per FT Unit and 19,176,332 non flow-through units (the “NFT Units”) at \$0.03 per NFT Unit for gross proceeds of \$699,790. Each FT Unit consisted of one flow-through common share and one share purchase warrant which entitles the holder to purchase one additional non flow-through common share of the Company at a price of \$0.05 per share until July 29, 2025. Each NFT Unit consisted of one common share and one share purchase warrant which entitles the holder to purchase one additional common share of the Company at a price of \$0.05 per share until July 29, 2025. The Company incurred filing and legal fees totalling \$3,384, finders' fees of \$33,743, and issued 918,106 broker warrants in connection with this private placement. Each broker warrant is exercisable at \$0.05 per share until July 29, 2020. The broker warrants were valued at \$70,972 using the Black-Scholes pricing model with the following assumptions: dividend yield 0%, expected volatility 180.8%, risk-free interest rate 0.32% and an expected life of five years.

### Share purchase warrants

The following is a summary of changes in share purchase warrants from January 31, 2020 to October 31, 2021:

	Number of Warrants	Weighted Average Exercise Price
Balance, January 31, 2020	31,900,000	\$0.06
Issued	23,651,580	\$0.05
Exercised	(31,421,531)	\$0.06
Balance, January 31, 2021	24,130,049	\$0.05
Issued	2,500,000	\$0.30
Exercised	(16,998,731)	\$0.05
Expired	(200,000)	\$0.05
Balance, October 31, 2021	9,431,318	\$0.12

**7. SHARE CAPITAL AND RESERVES (continued)**

**Share purchase warrants (continued)**

As of October 31, 2021, the Company had 9,431,318 share purchase warrants outstanding. Each warrant entitles the holder the right to purchase one common share as follows:

<u>Number</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
2,500,000	\$0.30	May 12, 2023
<u>6,931,318</u>	<u>\$0.05</u>	<u>July 29, 2025</u>
<u>9,431,318</u>		

**Share-based payments**

The Company has a stock option plan whereby the maximum number of shares reserved for issue under the plan shall not exceed 10% of the outstanding common shares of the Company, as at the date of grant. The exercise price of each option granted under the plan may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount, subject to a minimum exercise price of \$0.05. Options may be granted for a maximum term of five years and vesting periods are determined by the Board of Directors. Pursuant to the regulations of the CSE, stock options may be granted outside of the stock option plan.

The following is a summary of changes in share purchase options from January 31, 2020 to October 31, 2021:

	<u>Number of Options</u>	<u>Weighted Average Exercise Price</u>
Balance, January 31, 2020	13,050,000	\$0.05
Granted	5,000,000	\$0.06
Exercised	(6,500,000)	\$0.05
Expired	(4,500,000)	\$0.05
Balance, January 31, 2021	7,050,000	\$0.06
Granted	16,000,000	\$0.16
Exercised	(5,700,000)	\$0.06
Expired	(1,100,000)	\$0.09
Forfeited	(600,000)	\$0.16
Balance, October 31, 2021	<u>15,650,000</u>	<u>\$0.15</u>

As of October 31, 2021, 15,650,000 share purchase options were outstanding entitling the holders thereof the right to purchase one common share of the Company for each option held as follows:

**7. SHARE CAPITAL AND RESERVES (continued)**

**Share-based payments (continued)**

Number Outstanding and Exercisable	Exercise Price	Expiry Date
250,000	\$0.05	March 13, 2022
9,500,000	\$0.16	July 21, 2022
5,900,000	\$0.15	October 19, 2022
<u>15,650,000</u>		

During the nine months ended October 31, 2021, 4,800,000 stock options were exercised at a price of \$0.05 per share and 900,000 stock options were exercised at a price of \$0.085 per share for total proceeds of \$316,500. The previously recognized share-based payment expense relating to these stock options were reclassified from share-based payment reserve to share capital in the amount of \$182,157. During the nine months ended October 31, 2020, Nil stock options had been exercised.

During the nine months ended October 31, 2021, the Company granted 16,000,000 stock options with exercise prices ranging from \$0.15 to \$0.16 per share and expiry dates ranging from July 21, 2022 to October 19, 2022 (nine months ended October 31, 2020: 5,000,000 stock options were granted with exercise prices ranging from \$0.05 to \$0.085 per share and expiry dates ranging from May 15, 2021 to September 4, 2021). The weighted average fair value of the options issued in the nine months ended October 31, 2021 was estimated at \$0.05 per option (nine months ended October 31, 2020: \$0.03) at the grant date using the Black-Scholes option pricing model with the following assumptions:

	Nine months ended October 31,	
	<u>2021</u>	<u>2020</u>
Weighted average expected dividend yield	0.00%	0.00%
Weighted average expected volatility*	125.56%	214.89%
Weighted average risk-free interest rate	0.60%	0.28%
Weighted average expected term	1 year	1 year

\* Expected volatility has been based on historical volatility of the Company's publicly traded shares.

Total expenses arising from share-based payment transactions recognized during the nine months ended October 31, 2021 was \$866,759 (nine months ended October 31, 2020: \$148,849).



## 8. LOSS PER SHARE

The calculation of basic and diluted loss per share was based on the following data:

	Nine months ended October 31,	
	<u>2021</u>	<u>2020</u>
Net loss	\$ 1,830,878	\$ 536,904
Weighted average number of common shares for the purpose of basic and diluted loss per share	246,242,238	171,729,243

Basic loss per share is computed by dividing loss by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution of common share equivalents, such as stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. All of the stock options and share purchase warrants currently issued (see Note 7) were anti-dilutive for the nine months ended October 31, 2021 and 2020.

Basic and diluted loss per share for the nine months ended October 31, 2021 was \$(0.01) (nine months ended October 31, 2020: \$(0.00)).

## 9. RELATED PARTY TRANSACTIONS

### *Key management personnel compensation*

Key management of the Company are directors and officers of the Company and their remuneration includes the following:

	Nine months ended October 31,	
	<u>2021</u>	<u>2020</u>
Management fees	\$ 47,500	\$ -
Professional fees	47,500	22,500
Share-based payments*	487,720	141,738
	<u>\$ 582,720</u>	<u>\$ 164,238</u>

\*Share-based payments are the fair value of options granted to key management personnel as at the grant date.

### *Related party balances*

At October 31, 2021, accounts payable and accrued liabilities include \$19,159 (January 31, 2021: \$19,428) payable to two directors and two former directors of the Company, and a public company with common directors for unpaid fees. These amounts are unsecured, non-interest bearing and payable on demand.

# 10. SEGMENTAL REPORTING

The Company operates in one business segment, being the acquisition and exploration of mineral properties. The Company's exploration and evaluation assets are distributed by geographic locations as below:

	October 31, <u>2021</u>	January 31, <u>2021</u>
Canada	\$ 606,900	\$ 731,301
U.S.A.	1,626,104	1,266,826
	<u>\$ 2,233,004</u>	<u>\$ 1,998,127</u>

# 11. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Investing and financing activities that do not have a direct impact on cash flows are excluded from the statement of cash flows.

*During the nine months ended October 31, 2021:*

- Included in accounts payable and accrued liabilities was \$11,994 for exploration and evaluation assets.
- The Company issued 2,000,000 common shares valued at \$230,000 pursuant to the Green Clay Agreement for the acquisition of the Green Clay Lithium Project.

*During nine months ended October 31, 2020:*

- Included in accounts payable and accrued liabilities was \$94,893 for exploration and evaluation assets.
- The Company issued 2,000,000 common shares valued at \$130,000 pursuant to the Purchase Agreement for the acquisition of the Goose Gold Property.

# 12. SUBSEQUENT EVENTS

Subsequent to October 31, 2021, the following occurred:

- 204,000 share purchase warrants were exercised at \$0.05 per share; and
- 100,000 stock options were exercised at \$0.16 per share.

## **SPEARMINT RESOURCES INC.**

### **Management's Discussion and Analysis For the nine months ended October 31, 2021**

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Date of Report: December 8, 2021

The following discussion and analysis of the Company's financial condition and results of operations for the nine months ended October 31, 2021, should be read in conjunction with its condensed consolidated interim financial statements and related notes. The requisite financial data presented for the relevant periods has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **Disclaimer for Forward-Looking Information**

Certain statements in this report are forward-looking statements, which reflect management's expectations regarding the Company's future growth, results of operations, performance, business prospects and opportunities such as the intended work programs on its existing property interests, the ability to meet financial commitments and the ability to raise funds when required. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this Management's Discussion and Analysis. These assumptions, which include management's current expectations, estimates and assumptions about its current property interests, the global economic environment, the market price and demand for mineral commodities and its ability to manage the property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause the actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) a decreased demand or price for mineral commodities, (3) delays in the start of projects with respect to its property interests, (4) inability to locate and acquire additional property interests, (5) the uncertainty of government regulation and politics in North America regarding mineral exploration and mining, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond its control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. Except as required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statements. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risks and Uncertainties" below.

## **Nature of Business**

The Company was incorporated under the Business Corporations Act of British Columbia, Canada on September 23, 2009. The Company is involved in the identification, acquisition and exploration of mineral properties that management deems as potentially viable to assist in the growth of the Company. At October 31, 2021, the Company had mineral property interests located in Canada and the United States.

## ***Mineral Properties***

### ***Nevada Elon and McGee Properties***

On July 12, 2016, the Company entered into a share purchase agreement (the “Nevada Agreement”) with five arm’s length vendors (the “Nevada Vendors”) to purchase 100% of the issued and outstanding common shares of 1074942 B.C. Ltd., which through its wholly-owned subsidiary Mathers Lithium Corp. (a Nevada corporation) holds a 100% interest in certain lithium mineral claims (the “Elon claims” and the “McGee claims”) in Nevada. The acquisition has been accounted for as an asset acquisition. In consideration for the net assets acquired, the Company issued 12,700,000 common shares at a value of \$444,500 to the Nevada Vendors pursuant to the Nevada Agreement. In addition, the Company issued 912,000 common shares at a value of \$31,920 as a finder’s fee and paid \$20,000 to the vendor for land acquisition and \$3,903 in filings fees in connection with this transaction. The above acquisition costs were allocated to the Elon Property and the McGee Property proportionately, being \$175,113 and \$325,210, respectively.

On June 14, 2017, the Company assumed an additional US\$30,000 payment owed to the vendors for the McGee claims as follows: US\$10,000 by September 1, 2017 (paid) and US\$20,000 by December 31, 2017 (paid). The vendors retain an NSR of 3.75% on the McGee claims.

During the years ended January 31, 2018 and 2020, the Company provided a security deposit of \$11,098 and \$631 in relation to its McGee Properties, respectively. During the year ended January 31, 2021, the Company provided additional security deposit of \$938 in relation to its McGee Properties.

As disclosed in a news release dated September 4, 2020 and September 14, 2020, the Company received a drill permit from the Bureau of Land Management and engaged Harrison Land Services to carry out its planned phase-two drill program on the McGee Property. The drill program commenced in September. As disclosed in a news release dated December 11, 2020, the Company announced it has received the assay results from the first three completed drill holes (holes 5, 7 and 8) of its 10-hole drill program. The first three holes drilled into the clay formation all intersected lithium. Assays from drill Hole 5 intersected lithium values as high as 1,840 parts per million lithium with a range of 1,840 to 420 ppm lithium (with one five-foot section grading 140 ppm directly below the best intersection and believed to be an ancient localized drainage channel). Hole 5 averaged 846 ppm Li over 270 feet, including 35 feet averaging 1,343 ppm Li. Hole 7 had a range of 1,550 to 290 ppm Li averaging 812 ppm Li over 310 feet, including 55 feet of 1,214 ppm Li. Hole 8 had a range of 1,280 to 340 ppm Li averaging 723 ppm Li over 205 feet, including 1,036 ppm Li over 35 feet.

As disclosed in a news release dated January 15, 2021, the Company has received results from two more holes from the 10-hole drill program. Hole 6 returned the best results achieved to date with an average lithium value of 966 parts per million lithium over 220 continuous feet, including a high value of 1,490 ppm. Hole 9 returned a high value of 950 ppm Li from a total of 155 feet drilled. As disclosed in a news release dated on February 5, 2021 the Company announced the results from the final five holes. The drilling resulted in Hole 11 hitting a high of 1,490 parts per million lithium

(ppm Li) within 235 feet averaging 817 ppm Li, including 110 feet averaging 1,020 ppm Li starting at 20 feet from surface. Hole 12 hit a high of 1,370 ppm Li within 105 feet averaging 1,042 ppm Li, starting at 10 feet from surface. Hole 10 had a high of 1,360 ppm Li. Hole No. 13 hit a high of 1,320 ppm Li within 200 feet averaging 845 ppm Li, including 70 feet averaging 1,026 ppm Li starting at five feet from surface. Hole 14 hit a high of 1,730 ppm Li within 225 feet averaging 900 ppm Li, including 55 feet averaging 1,046 ppm Li starting at 15 feet from surface.

The Company engaged McClelland Laboratories Inc. of Sparks, Nevada, for the planned metallurgy on the lithium-hosted claystone drilled on Spearmint's property. As disclosed in a news release dated May 14, 2021, the Company achieved a lithium extraction rate of 83%. Preliminary results from a composite claystone sample indicate lithium extractions of 80 per cent with a sulphuric acid addition of 500 kilograms per tonne and 83 per cent with a hydrochloric acid addition of 375 kg/mt. Further testing is being planned to optimize leaching conditions.

As disclosed in a news release dated June 11, 2021, the Company has received the Technical Report and maiden resource estimate on its 100%-owned Clayton Valley Lithium Clay Project in Nevada, USA. The Technical Report includes a maiden resource estimate of 815,000 indicated tonnes and 191,000 inferred tonnes for a total of 1,006,000 tonnes of Lithium Carbonate Equivalent (LCE). The Technical Report was prepared in accordance with the requirements of National Instrument 43-101 by Stantec Consulting Ltd. (“**Stantec**”).

The following costs, recoveries and revenue, in metric units and US\$, were used to derive a base case cut-off grade for an eventual lithium carbonate ( $\text{Li}_2\text{CO}_3$ ) product:

- Mining costs US\$2/tonne;
- Processing costs US\$15/tonne;
- Processing recovery 80%; and
- US\$10,000/tonne revenue for  $\text{Li}_2\text{CO}_3$  product.

The lithium mineral resource estimates are presented in Table 25.1 in U.S. customary units and Table 25.2 in metric units. Lithium resources are presented for a range of cutoff grades to a maximum of 800 ppm lithium. The base case lithium resource estimates are highlighted in bold type in Table 25.1 and Table 25.2. All lithium resources on the Project are surface mineable at a stripping ratio of 0.11 waste  $\text{yd}^3/\text{ton}$  (0.09  $\text{m}^3/\text{tonne}$ ) at the base case cut-off grade of 400 ppm lithium. The effective date of the lithium resource estimate is June 9, 2021.

**Table 25.1**  
**Lithium Resource Estimates – U.S. Customary Units**

Cutoff Li (ppm)	Volume (Myd <sup>3</sup> )	Tons (Mst)	Li (ppm)	tons ('000 st)	
				Li	Li <sub>2</sub> CO <sub>3</sub>
Indicated					
400	151	216	781	169	898
600	123	176	843	148	789
800	67	96	951	91	486
Inferred					
400	34	49	808	40	210
600	31	44	841	37	197
800	17	24	952	23	120

- CIM definitions are followed for classification of Mineral Resource.
- Mineral Resource surface pit extent has been estimated using a lithium carbonate price of US\$10,000 US\$/tonne and mining cost of US\$2.00 per tonne, a lithium recovery of 80%, fixed density of 1.70 g/cm<sup>3</sup> (1.43 tons/yd<sup>3</sup>).
- Conversions: 1 metric tonne = 1.102 short tons, metric m<sup>3</sup> = 1.308 yd<sup>3</sup>, Li<sub>2</sub>CO<sub>3</sub>:Li ratio = 5.32.
- Totals may not represent the sum of the parts due to rounding.
- The Mineral Resource estimate has been prepared by Derek Loveday, P. Geo. of Stantec Consulting Services Ltd. in conformity with CIM “Estimation of Mineral Resource and Mineral Reserves Best Practices” guidelines and are reported in accordance with the Canadian Securities Administrators NI 43-101. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that any mineral resource will be converted into mineral reserve.

**Table 25.2**  
**Lithium Resource Estimates – Metric Units**

Cutoff Li (ppm)	Volume (Mm <sup>3</sup> )	Tonnes (Mt)	Li (ppm)	Tonnes (‘000 t)	
				Li	Li <sub>2</sub> CO <sub>3</sub>
Indicated					
400	115	196	781	153	815
600	94	159	843	134	715
800	51	87	951	83	441
Inferred					
400	26	44	808	36	191
600	23	40	841	34	179
800	13	21	952	20	109

- CIM definitions are followed for classification of Mineral Resource.
- Mineral Resource surface pit extent has been estimated using a lithium carbonate price of US\$10,000 US\$/tonne and mining cost of US\$2.00 per tonne, a lithium recovery of 80%, fixed density of 1.70 g/cm<sup>3</sup> (1.43 tons/yd<sup>3</sup>).
- Conversions: 1 metric tonne = 1.102 short tons, metric m<sup>3</sup> = 1.308 yd<sup>3</sup>, Li<sub>2</sub>CO<sub>3</sub>:Li ratio = 5.32.
- Totals may not represent the sum of the parts due to rounding.

The Mineral Resource estimate has been prepared by Derek Loveday, P. Geo. of Stantec Consulting Services Ltd. in conformity with CIM “Estimation of Mineral Resource and Mineral Reserves Best Practices” guidelines and are reported in accordance with the Canadian Securities Administrators NI 43-101. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that any mineral resource will be converted into mineral reserve.

As disclosed in a news release dated November 3, 2021, the Company announced it has engaged Harris Exploration Drilling and Associates Inc. to carry out its planned phase-three drill program on the McGee Property. As disclosed in a news release dated November 19, 2021, the Company announced it has received the drill permit from the Bureau of Land Management and drilling is expected to commence shortly.

As at October 31, 2021, the Company had incurred a total of \$20,156 in claim maintenance fees on the Elon Property and \$784,482 in exploration costs on the McGee Property, respectively.

*Nevada Green Clay Lithium Project*

On August 31, 2021, the Company entered into an option agreement (the “Green Clay Agreement”) with an arm’s length vendor (the “Seller”), whereby the Seller granted an option to the Company to acquire a 100% interest in certain mineral claims (the “Green Clay Lithium Project”) comprising of 97 contiguous claims totaling approximately 2,000 acres located in Clayton Valley, Nevada. In consideration, the Company is required to the following:

- Pay \$30,000 and issue 2,000,000 common shares (paid & issued at a value of \$230,000) to the Seller on signing the Green Clay Agreement;
- Pay \$30,000 and issue 1,000,000 common shares to the Seller within six months of signing; and
- Issue 1,000,000 common shares to the Seller within the first anniversary of signing.

The Seller will retain a 1.5% NSR Royalty on this property. The Company will have the right to purchase 0.75% NSR Royalty for \$500,000 at any time up to the commencement of production.

As at October 31, 2021, the Company had incurred a total of \$22,205 in claim maintenance fees on the Green Clay Lithium Project.

*BC Hammernose Gold Property*

In October 2018, the Company acquired a 100% interest in certain mineral claims consisting of 5,140 acres in the Spences Bridge gold belt located in southern British Columbia for staking costs of \$3,640.

In July 2019, the Company acquired a 100% interest in certain mineral claims to increase the size of the Hammernose Gold Property to 5,910 acres for staking costs of \$546.

In July 2020, the Company acquired a 100% interest in certain mineral claims to increase the size of the Hammernose Gold Property to 8,685 acres for staking costs of \$1,966.

The Company engaged Rio Minerals Limited and successfully completed a work program on the Hammernose Gold Property in August 2020. All the creeks on the three tenures were sampled and all outcrops and areas of interest were geologically mapped and sampled by Rio Minerals. As disclosed in a news release dated December 8, 2020, the Company announced it has received the sampling results from its phase 2 work program. A detailed soil geochemical survey was performed and forty-five soil samples were taken on a localized grid of five soil lines, with 20-metre line separation. Sampling results included several samples returning anomalous gold values with a high value of 132 parts per billion gold at the northeast corner of the survey grid.

The Company is evaluating a possible follow up work program for this property.

As at October 31, 2021, the Company had incurred a total of \$34,095 in exploration costs on this property.

NL Goose Gold Project

On August 10, 2020, the Company entered into a purchase agreement with arm's length vendors (the "Goose Gold Vendors") to acquire a 100% interest in certain mineral claims (the "Goose Gold Project") consisting of 185 acres located in Newfoundland, Canada. In consideration, the Company is required to issue 2,000,000 shares (issued at a value of \$130,000) to the Goose Gold Vendors. The Goose Gold Vendors will retain a 2.5% NSR Royalty on this property. The Company will have the right to purchase 0.25% of the royalty for \$250,000 any time prior to the commencement of commercial production.

The phase I rock and soil sampling program saw the collection of 185 soil samples and 21 rock samples across the Goose Gold property. The high-resolution soil grid had 50 m spaced samples along 100 m spaced lines and provided detailed geochemical coverage over the property, representing the first known work on the asset to date. The results of the survey highlight three distinct gold-in-soil anomalies located in the northeast, southeast and western parts of the property. The anomaly straddling the western property boundary is oriented in a north-south direction and has a non-continuous strike length of 600 m and 250 m. In addition, one select float grab sample of a mafic volcanic unit with stockwork quartz-carbonate veining throughout returned 973 parts per billion gold.

On July 2, 2021, the Company announced it has secured the services of Abitibi Geophysics, based out of Quebec, to conduct the phase II work program. Abitibi is a full-service exploration provider with experience covering geological environments around the world. This phase will incorporate ground magnetic and very low-frequency (VLF) surveys, as well as advanced data interpretation, to advance the project to a drill-ready stage.

As disclosed in a news release dated December 8, 2021, the Company announced that during the phase II work program, the ground magnetic survey allowed the identification of a major northeast-trending magnetic lineament (GG-M-01), a negative magnetic anomaly (GG-M-02) delineated in the southwest of the study grid, and a moderate discontinuous magnetic lineament (GG-M-03) striking northeast and parallel to GG-M-01. Several narrow, magnetic trends were also successfully mapped thanks to the high-resolution ground magnetic survey; in addition, a few faults affecting the Goose gold property were traced. As for the very low-frequency electromagnetic survey, one main relatively highly conductive axis was detected in the northwest part of the study grid and four moderate conductive axes in the southern part of the Goose gold property. All the delineated VLF-EM axes appear oriented northeast-southwest and some of the anomalous gold assays obtained from soil and rock samples appear to be associated with these conductive axes or located in their path. Follow-up work is being planned over these targets to test their extent and potential for gold-quartz veins carrying sulphides.

As at October 31, 2021, the Company had incurred a total of \$45,942 in exploration costs on this property.

ON Carscallen West Gold Project

In May 2020, the Company acquired a 100% interest in certain mineral claims (the "Carscallen West Gold Project") located in the Abitibi Greenstone belt in Ontario consisting of approximately 2,500 contiguous acres for staking costs of \$2,450.

ON Case Lake South Cesium Prospect

In April and May 2020, the Company acquired a 100% interest in certain mineral claims (the "Case Lake South Cesium Prospect") located in the Larder Lake Mining Division in Northeast Ontario



consisting of approximately 5,000 contiguous acres for staking costs of \$4,700.

In August 2020, the Company acquired a 100% interest in certain mineral claims to increase the size of the size of the Case Lake South Cesium Prospect to approximately 7,300 acres for staking costs of \$2,350.

*ON Escape Lake North PGM Project*

In May 2020, the Company acquired a 100% interest in certain mineral claims (the “Escape Lake North PGM Project”) in Ontario consisting of approximately 4,000 contiguous acres for staking costs of \$3,950. This property is located near existing infrastructure in a mining-friendly jurisdiction just north of Thunder Bay, Ontario.

On July 21, 2021, the Company announced that it has completed the initial sampling portion of the work program on this property. 12 rock grab samples were collected and submitted for analysis at Actlabs, Thunder Bay.

A follow up work program is currently being formulated and recommended geophysical surveys including a high-resolution drone magnetic survey over the western portion of this property, followed by induced polarization (IP) surveys over target areas, in order to define drill targets.

As at October 31, 2021, the Company had incurred a total of \$15,246 in exploration costs on this property.

*ON River Valley East Platinum-Palladium Prospect*

In January 2020, the Company acquired a 100% interest in certain mineral claims (the “River Valley East Platinum-Palladium Prospect”) in Ontario consisting of approximately 4,700 contiguous acres for staking costs of \$4,850.

*QC Chibougamau Vanadium Prospects*

In June 2017, the Company acquired a 100% interest in four separate vanadium prospects, the “Chibougamau Vanadium Prospects”, all located in the direct vicinity of Lac Chibougamau, Quebec for staking costs of \$4,550. These four separate vanadium prospects comprise 71 separate claims totaling approximately 9,737 acres.

In December 2018 and January 2019, the Company increased its acreage in this district to consolidate the four separate prospects into one contiguous property now consisting of 13,985 acres for staking costs of \$3,031.

In February 2019, the Company increased its acreage in this district by 3,154 acres to a total of 17,139 contiguous acres for staking costs of \$457.

During the year ended January 31, 2020, the Company decided not to continue with 12 mineral claims covering approximately 1,646 acres and allowed them to lapse when they became due. Accordingly, prior acquisition costs of \$769 and exploration costs of \$14,710 associated with these claims had been written off during the period.

The Company is evaluating possible work programs for this property.

As of October 31, 2021, the Company had incurred a total of \$89,594 in exploration costs on this property.

*QC Perron-East Gold Prospects*

In September 2019, the Company acquired a 100% interest in the Perron-East Gold Prospects consisting of four mineral claim blocks covering 2,862 acres located in the Abitibi greenstone belt of northwestern Quebec for staking costs of \$1,372.

In February and June 2020, the Company significantly expanded this property to now covering approximately 11,608 acres consisting of five mineral claim blocks for additional staking costs of \$4,543.

In October 2020, the Company engaged Laurentia Exploration, based out of Quebec, to conduct the initial work program on the Perron-East Gold project. The phase 1 work program included a complete compilation and evaluation of historical data, a high-resolution magnetic survey, an extensive sampling program, and the identification of the highest-priority drill hole targets for phase 2. As disclosed in a news release dated November 24, 2020, the Company announced the sampling portion of the phase 1 work program has been completed. As disclosed in a news release dated December 23, 2020, the Company announced it has started the airborne magnetic portion of the phase 1 work program and as disclosed in a news release dated April 12, 2021, the Company announced that multiple soil anomalies have been discovered.

On November 5, 2021, the Company announced it has submitted a permit application to conduct exploration drilling on the Perron-East gold project to the Quebec Ministry of Forests, Wildlife and Parks which was subsequently approved as disclosed in a news release dated November 26, 2021. Drilling is expected to commence shortly.

As at October 31, 2021, the Company had incurred a total of \$254,387 in exploration costs on this property.

*BC EL North Nickel-Copper Prospects*

In September 2017, the Company acquired a 100% interest in certain mineral claims (the “EL North and EL North 2 Nickel-Copper Prospects”) located in the Golden Triangle of British Columbia for staking costs of \$2,892. During the year ended January 31, 2020, the Company decided to drop these claims. Accordingly, previous acquisition costs of \$2,892 and exploration costs of \$14,563 were written off.

In March and September 2019, the Company acquired a 100% interest in certain mineral claims (the “EL North 3 Prospect” and the “EL North 1 Prospect”) in the Golden Triangle of British Columbia for staking costs of \$280 and \$466, respectively. These prospects consisted of 395 and 659 contiguous acres, respectively.

Subsequent to October 31, 2021, the Company decided to drop this property and fully wrote off prior capitalized costs of \$3,547.

*BC NEBA Copper-Gold Prospects*

In September 2017, the Company acquired a 100% interest in certain mineral claims (the “NEBA Copper-Gold Prospect”) totaling 3,052 acres located in the Golden Triangle of British Columbia for staking costs of \$2,162.

In August 2018, the Company acquired a 100% interest in certain mineral claims located in the Golden Triangle Gold District in British Columbia for staking costs of \$651. During the year ended

January 31, 2020, the Company decided to drop these claims. Accordingly, previous staking costs of \$651 were written off.

On October 5, 2018, the Company entered into a share purchase agreement (the “SPA”) with two arm’s length vendors (the “Vendors”) to purchase 100% of the issued and outstanding shares of 1177905 B.C. Ltd., which holds a 100% interest in certain mineral claims in B.C. (the “NEBA Copper-Gold Prospects”, the “Nickle N. Property”, and the “Gold Triangle Prospects”). The acquisition has been accounted for as an asset acquisition. In consideration, the Company issued 18,000,000 shares (issued at a value of \$540,000) to the Vendors pursuant to the SPA. 1177905 B.C. Ltd. became a wholly owned subsidiary of the Company. The acquisition costs had been split evenly between these properties.

On September 14, 2020, the Company entered into a letter agreement with Enduro Metals Corporation, an arm’s length party, to sell certain mineral claims of its NEBA Prospects to Enduro Metals for \$25,000. The Company recognized a realized loss of \$170,124 during the year ended January 31, 2021.

Subsequent to October 31, 2021, the Company decided to drop this property and fully wrote off prior capitalized costs of \$31,949.

#### BC Safari Copper-Gold Property

In October 2018, the Company acquired a 100% interest in a district size claims package consisting of 9,007 contiguous acres located in the northern Quesnel Trough in north-central British Columbia for staking costs of \$6,381.

Subsequent to October 31, 2021, the Company decided to drop this property and fully wrote off prior capitalized costs of \$30,751.

#### BC Gold Triangle Prospects

In July 2017, the Company acquired a 100% interest in four separate gold prospects (the “Gold Triangle Prospects”) totalling 4,092 acres located in the Golden Triangle gold District in British Columbia for staking costs of \$2,900. During the year ended January 31, 2020, the Company decided to drop one gold prospect consisting of 893 acres. Accordingly, \$632 in staking costs and \$4,488 in exploration costs associated with this claim were written off.

In October 2018, the Company indirectly acquired a 100% interest in certain mineral claims in British Columbia under the SPA.

In July 2019, the Company acquired a 100% interest in two Prickle claims consisting of 4,980 contiguous acres in the Golden Triangle of British Columbia for staking costs of \$3,527.

Subsequent to October 31, 2021, the Company decided to drop this property and fully wrote off prior capitalized costs of \$236,550.

#### **Overall Performance**

The Company is a mineral exploration company engaged in the business of acquisition, exploration and, if warranted, development of mineral properties. The Company does not expect to generate any revenues in the foreseeable future or until a mineable reserve is defined and economically recoverable. The Company expects to continue to incur expenses as it works to further explore and develop its mineral properties.

The Company has conducted limited exploration on some of its properties, due to, among other things, the availability of sufficient funds for the purposes of mineral exploration and development, access to the property due to climate conditions, the uncertainties associated with the prices of precious and base metals and other minerals, and the global economic climate. The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The Company's future performance is largely tied to the outcome of future exploration and the overall financial markets.

The recoverability of minerals from the Company's properties is dependent upon, among other things, the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to continue to explore and develop its properties and upon future profitable production. In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. Uncertainty in credit markets, fluctuation in commodity prices and general economic downturns has led to increased difficulties in raising and borrowing funds. As a result, the Company may have difficulties raising equity financing for the purposes of exploration and development of the Company's properties, without diluting the interests of current shareholders of the Company. See "Liquidity and Capital Resources" and "Risks and Uncertainties" for a discussion of risk factors that may impact the Company's ability to raise funds.

Information about the Company's commitments relating to its mineral properties is discussed above under "Nature of Business – Mineral Properties".

The Company did not generate any revenue during the nine months ended October 31, 2021 and 2020. The Company's net comprehensive loss increased from \$536,904 for the nine months ended October 31, 2020 to \$1,830,878 for the nine months ended October 31, 2021, mainly due to an increase in corporate branding, share-based payments and write-down of exploration and evaluation assets, offset by a decrease in realized loss on sale of exploration and evaluation assets. The Company had a working capital of \$2,572,296 and cash and cash equivalents of \$2,954,782 at October 31, 2021 as compared to a working capital of \$1,691,467 and cash and cash equivalents of \$1,962,170 at January 31, 2021.

The Company's current assets have increased to \$2,962,412 as at October 31, 2021 from \$1,970,980 as at January 31, 2021 due mainly to an increase in cash and cash equivalents. The Company's current liabilities have increased to 390,116 as at October 31, 2021 from \$279,513 as at January 31, 2021, mainly due to an increase in flow-through share premium liability offset by a decrease in accounts payable. The value ascribed to the Company's exploration and evaluation assets has increased from \$1,998,127 as at January 31, 2021 to \$2,233,004 as at October 31, 2021, due mainly to exploration work performed on the McGee Property and the Perron Gold Prospect, offset by the write-down of BC properties, as described above. As at October 31, 2021, the Company had an accumulated deficit of \$6,740,448 since inception. The Company expects to incur further losses in the development of its business. The Company estimates it has sufficient capital for the next 12 months or longer.

*Summary of Quarterly Results*

The following table sets out selected quarterly financial data for the eight most recently completed interim quarters:

	<b>2022 Third</b>	<b>2022 Second</b>	<b>2022 First</b>	<b>2021 Fourth</b>	<b>2021 Third</b>	<b>2021 Second</b>	<b>2021 First</b>	<b>2020 Fourth</b>
<b>Total revenues</b>	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
<b>Loss before discontinued operations and extraordinary items:</b>								
<b>Total</b>	\$(861,256)	\$(709,965)	\$(259,657)	\$(242,384)	\$(198,696)	\$(301,368)	\$(36,840)	\$(263,845)
<b>Loss per share</b>	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)
<b>Loss per share fully diluted</b>	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)
<b>Net comprehensive loss:</b>								
<b>Total</b>	\$(861,256)	\$(709,965)	\$(259,657)	\$(242,384)	\$(198,696)	\$(301,368)	\$(36,840)	\$(263,845)
<b>Loss per share</b>	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)
<b>Loss per share fully diluted</b>	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)

*Summary of Results During Prior Eight Quarters*

Net comprehensive loss decreased by \$227,005 from the fourth quarter of 2020 to the first quarter of 2021 primarily due to a decrease in share-based payments. Net comprehensive loss increased by \$264,528 from the first to the second quarter of 2021 primarily due to an increase in realized loss on sale of exploration and evaluation assets, share-based payments and corporate branding expenses. Net comprehensive loss decreased by \$102,672 from the second to the third quarter of 2021 primarily due to a decrease of \$170,124 in loss on sale of exploration and evaluation assets offset by an increase in operating expenses. Net comprehensive loss increased by \$43,688 from the third to the fourth quarter of 2021 primarily due to an increase of \$105,605 in corporate branding expenses offset by a decrease of \$77,735 in share-based payments. Net comprehensive loss slightly increased by \$17,273 from the fourth quarter of 2021 to the first quarter of 2022 mainly due to an increase in operating expenses. Net comprehensive loss increased by \$450,308 from the first to the second quarter of 2022 primarily due to an increase of \$516,455 in share-based payments offset by a decrease in corporation branding expenses. Net comprehensive loss increased by \$151,291 from the second to the third quarter of 2022 primarily due to an increase in the write-down of exploration and evaluation assets offset by a decrease in share-based payments.

*Three months ended October 31, 2021 Compared to the Three months ended October 31, 2020*

The Company did not generate any revenues for the three months ended October 31, 2021 and 2020. Net comprehensive loss was \$861,256 for the three months ended October 31, 2021 compared to \$198,696 for the three months ended October 31, 2020. The increase was mainly due to an increase in operating expenses as well as an increase in the write-down of exploration and evaluation assets (three months ended October 31, 2021: \$302,797; three months ended October 31, 2020: \$Nil).

Operating expenses increased by \$374,047 from \$203,849 for the three months ended October 31, 2020 to \$577,896 for the three months ended October 31, 2021. The increase in operating expenses was mainly due to an increase in share-based payments as well as an increase in corporate branding expenses.

Increased share-based payments (three months ended October 31, 2021: \$350,304; three months ended October 31, 2020: \$77,735) were due to the Company granted 6,000,000 stock options to its directors, officers and consultants with an exercise price of \$0.15 per share and an expiry date of October 19, 2022 during the three months ended October 31, 2021 as compared to 2,000,000 options were granted to its directors, officers and consultants with an exercise price of \$0.085 per share and an expiry date of September 4, 2021 during the three months ended October 31, 2020. The Company may grant options that are available under the stock option plan in the next 12 months period.

Corporate branding expenses increased during the three months ended October 31, 2021 to \$135,027 (three months ended October 31, 2020: \$58,500) which included the following:

- \$52,500 (three months ended October 31, 2020: \$43,500) for online branding;
- \$74,520 (three months ended October 31, 2020: \$Nil) for European marketing and news dissemination with Aktiencheck.de AG;
- \$1,500 (three months ended October 31, 2020: \$1,500) for social media services related to the corporate twitter; and
- \$6,507 (three months ended October 31, 2020: \$Nil) for expenses incurred in relation to the MINE Expo International in Las Vegas.

The corporate branding expenses were incurred to increase the awareness of the Company and the mining industry in general. Management anticipates such expenses may be similar or higher in the next 12-month period due to management's decision regarding overall branding expenses, including a decision to increase online branding, or other such future services.

*Nine months ended October 31, 2021 Compared to the Nine months ended October 31, 2020*

The Company did not generate any revenues for the nine months ended October 31, 2021 and 2020. Net comprehensive loss was \$1,830,878 for the nine months ended October 31, 2021 compared to \$536,904 for the nine months ended October 31, 2020. The increase was mainly due to an increase in operating expenses and an increase in the write-down of exploration and evaluation assets (nine months ended October 31, 2021: \$302,797; nine months ended October 31, 2020: \$Nil) offset by a decrease in realized loss on sale of exploration and evaluation assets (nine months ended October 31, 2021: \$Nil; nine months ended October 31, 2020: \$170,124).

Operating expenses increased by \$1,200,285 from \$371,933 for the nine months ended October 31, 2020 to \$1,572,218 for the nine months ended October 31, 2021. The increase in operating expenses was mainly due to an increase in corporate branding expenses, management fees and share-based payments.

Increased share-based payments (nine months ended October 31, 2021: \$866,759; nine months ended October 31, 2020: \$148,849) were due to the Company granted 16,000,000 stock options to its directors, officers and consultants with exercise prices ranging from \$0.15 to \$0.16 per share and expiry dates ranging from July 21, 2022 to October 19, 2022 during the nine months ended October 31, 2021 as compared to 5,000,000 options were granted to its directors, officers and consultants with exercise prices ranging from \$0.05 to \$0.085 per share and expiry dates ranging from May 15, 2021 to September 4, 2021 during the nine months ended October 31, 2020. The

Company may grant options that are available under the stock option plan in the next 12 months period.

Corporate branding expenses increased during the nine months ended October 31, 2021 to \$455,799 (nine months ended October 31, 2020: \$77,250) which included the following:

- \$210,750 (nine months ended October 31, 2020: \$62,250) for online branding;
- \$229,042 (nine months ended October 31, 2020: \$Nil) for European marketing and news dissemination with Aktiencheck.de AG;
- \$5,000 (nine months ended October 31, 2020: \$Nil) for video version of news release with Investment Pitch Media;
- \$4,500 (nine months ended October 31, 2020: \$1,500) for social media services related to the corporate twitter; and
- \$6,507 (nine months ended October 31, 2020: \$Nil) for expenses incurred in relation to the MINE Expo International in Las Vegas.

The corporate branding expenses were incurred to increase the awareness of the Company and the mining industry in general. Management anticipates such expenses may be similar or higher in the next 12-month period due to management's decision regarding overall branding expenses, including a decision to increase online branding, or other such future services.

Management fees increased during the nine months ended October 31, 2021 to \$47,500 (nine months ended October 31, 2020: \$Nil) to compensate one director and one officer for their services rendered. Management anticipates such expenses may be similar or higher in the next 12-month period.

See "Nature of Business – Mineral Properties" for a discussion of the Company's mineral properties on a property-by-property basis, including its plans for the mineral properties, the status of its plans, expenditures made and the anticipated timing and costs to take its mineral properties to the next stage of the project plan.

See "Overall Performance" for a discussion of events, risks and uncertainties that the Company believes will materially affect its future performance and "Risks and Uncertainties" for a discussion of risk factors affecting the Company.

**Discussion of Operations***Use of Proceeds*

The table below provides an update as to the status of how the Company has previously announced a proposed use of proceeds from prior financings and the actual use of such proceeds.

<b>Financing</b>	<b>Previously Disclosed Use of Proceeds</b>	<b>Status of Use of</b>
\$124,500 Flow-through  <i>July 2020 Private Placement</i>	Flow-through funds - towards existing Canadian properties.	As of the date of this report, \$4,091 used in Hammernose Gold Property, \$55,982 used in Perron East Gold exploration, \$15,246 used in Escape Lake PGM Project, \$23,838 used in Goose Gold exploration, and \$25,343 has not been used.
\$1,000,000 Flow-through  <i>May 2021 Private Placement</i>	Flow-through funds - towards existing Canadian properties.	As of the date of this report, \$134,685 was used in Perron East Gold exploration and \$865,315 has not been used.

In July 2020, the Company closed a non-brokered private placement consisting of 3,557,142 flow-through units (the “FT Units”) at \$0.035 per FT Unit for gross proceeds of \$124,500. Each FT Unit consisted of one flow-through common share and one share purchase warrant which entitles the holder to purchase one additional non flow-through common share of the Company at a price of \$0.05 per share until July 29, 2025.

In May 2021, the Company closed a non-brokered private placement consisting of 5,000,000 flow-through units (the “FT Units”) at \$0.20 per FT Unit for gross proceeds of \$1,000,000. Each FT Unit consisted of one flow-through common share and one-half of one share purchase warrant (each, a “Warrant”). Each whole Warrant entitles the holder to purchase one additional non flow-through common share of the Company at a price of \$0.30 per share until May 12, 2023.

**Liquidity and Capital Resources***Liquidity*

The Company had a working capital of \$2,572,296 and cash and cash equivalents of \$2,954,782 at October 31, 2021 as compared to a working capital of \$1,691,467 and cash and cash equivalents of \$1,962,170 at January 31, 2021.

The Company's current assets have increased to \$2,962,412 as at October 31, 2021 from \$1,970,980 as at January 31, 2021 due mainly to an increase in cash and cash equivalents. The Company's current liabilities have increased to 390,116 as at October 31, 2021 from \$279,513 as at January 31, 2021, mainly due to an increase in flow-through share premium liability offset by a decrease in accounts payable. The value ascribed to the Company's exploration and evaluation assets has increased from \$1,998,127 as at January 31, 2021 to \$2,233,004 as at October 31, 2021, due mainly to exploration work performed on the McGee Property and the Perron Gold Prospect, offset by the write-down of BC properties, as described above.



During the nine months ended October 31, 2021, the following occurred:

- 16,998,731 share purchase warrants were exercised at \$0.05 per share for gross proceeds of \$849,937;
- 4,800,000 stock options were exercised at \$0.05 per share and 900,000 stock options were exercised at \$0.085 per share for gross proceeds of \$316,500; and
- In May 2021, the Company closed a non-brokered private placement consisting of 5,000,000 FT Units at \$0.20 per FT Unit for gross proceeds of \$1,000,000.

Subsequent to October 31, 2021, the following occurred:

- 204,000 share purchase warrants were exercised at \$0.05 per share for gross proceeds of \$10,200; and
- 100,000 stock options were exercised at \$0.16 per share for gross proceeds of \$16,000.

Management estimates that the Company's cash and cash equivalents are sufficient to meet its working capital requirements for the next 12 months or longer, including the existing commitments relating to the Company's mineral properties. The Company expects to raise additional capital as the needs arise. See "Nature of Business – Mineral Properties" and "Overall Performance" for a discussion of the Company's commitments relating to its mineral properties. As a mineral exploration company, its expenses are expected to increase as the Company explores its mineral properties further. Management does not expect the Company to generate revenues from mineral production in the foreseeable future.

The Company's ability to conduct the planned work programs on its mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they become due is dependent, in large part, on the ability of its management to raise additional funds as necessary. Management anticipates that additional equity financings will need to be conducted to raise additional funds which, if successful, will result in dilution in the equity interests of the Company's current shareholders. Obtaining commercial loans, assuming those loans would be available, will increase its liabilities and future cash commitments. Although the Company has secured financings in the past, there is no assurance that the Company will be able to do so in the future on terms that are favourable to the Company or at all. The Company's ability to raise additional funds in the future and its liquidity may be negatively impacted by a number of factors, including changes in commodity prices, market volatility and general economic downturns.

The Company has no long-term debt.

### *Capital Resources*

The Company has the following commitments for capital expenditures with respect to its mineral properties as of October 31, 2021. The expenditures are optional and the Company may decide not to incur such payments in the event the Company does not decide to pursue further exploration with respect to such properties. In response to COVID-19, the Minister of Energy and Natural Resources and Minister Responsible for the Côte-Nord Region, Mr. Jonatan Julien, has announced the term suspension of all claims currently in force in Québec for a 12-month period effective immediately on April 9<sup>th</sup>, 2020. All of the Company's Quebec claims have fallen into this order therefore a period of 12 months have been added to the current expiry date of the Quebec claims.

- *BC Hammernose Gold Property:*
  - Four mineral claims will expire on April 30, 2022. In order to keep these claims in good standing, the Company is required to incur a minimum of \$27,976 in exploration expenditures on these claims by April 30, 2022 or to pay cash-in-lieu of \$55,952.
- *ON Cascallen West Gold Project:*
  - 49 mineral claims are in good standing until May 18, 2022. In order to keep these claims in good standing, the Company is required to incur a minimum of \$19,600 in exploration expenditures on these claims by May 18, 2022.
- *ON Case Lake South Cesium Prospect:*
  - 94 mineral claims are in good standing until April 29, 2022 or later. In order to keep these claims in good standing, the Company is required to incur a minimum of \$37,600 in exploration expenditures on these claims by April 29, 2022.
  - 47 mineral claims are in good standing until August 26, 2022. In order to keep these claims in good standing, the Company is required to incur a minimum of \$18,800 in exploration expenditures on these claims by August 26, 2022.
- *ON Escape Lake North PGM Project:*
  - 79 mineral claims are in good standing until May 21, 2022 or later. In order to keep these claims in good standing, the Company is required to incur a minimum of \$31,600 in exploration expenditures on these claims by May 21, 2022.
- *ON River Valley East Platinum-Palladium Prospect:*
  - 97 mineral claims are in good standing until January 24, 2022. In order to keep these claims in good standing, the Company is required to incur a minimum of \$38,800 in exploration expenditures on these claims by January 24, 2022.
- *QC Chibougamau Vanadium Prospects:*
  - After adding a period of 12 months to the current expiry date of each claim due to COVID-19, 59 Vanadium claims are in good standing until August 1, 2022. In order to renew these claims for another two years, the Company is required to incur a minimum of \$70,800 in exploration on these claims by May 31, 2022 or pay it in annual rental income to the Minister of Finance by August 1, 2022. Fees associated with these claims are \$3,953 if paid by May 31, 2022 otherwise the fees will be doubled to \$7,906 if paid between June 1, 2022 and August 1, 2022.
  - After adding a period of 12 months to the current expiry date of each claim due to COVID-19, 35 mineral claims are in good standing until January 8, 2022 or later. In order to renew these claims for another two years, the Company is required to incur a minimum of \$42,000 in exploration on these claims by November 7, 2021 or pay it in annual rental income to the Minister of Finance by January 8, 2022. Fees associated with these claims are \$4,087 if paid by November 7, 2021 otherwise the fees will be doubled to \$8,174 if paid between November 8, 2021 and January 8, 2022.

- 19 mineral claims are in good standing until January 8, 2024 or later. In order to renew these claims for another two years, the Company is required to incur a minimum of \$22,800 in exploration on these claims by November 7, 2023 or pay it in annual rental income to the Minister of Finance by January 8, 2024. Fees associated with these claims are \$1,273 if paid by November 7, 2023 otherwise the fees will be doubled to \$2,546 if paid between November 8, 2023 and January 8, 2024.
- *QC Perron East Gold Prospects:*
  - After adding a period of 12 months to the current expiry date of each claim due to COVID-19, 81 mineral claims are in good standing until January 12, 2023 or later. In order to renew these claims for another two years, the Company is required to incur a minimum of \$92,300 in exploration on these claims by November 11, 2022 or pay it in annual rental income to the Minister of Finance by January 12, 2023. Fees associated with these claims are \$5,139 if paid by November 11, 2022 otherwise the fees will be doubled to \$10,278 if paid between November 12, 2022 and January 12, 2023.
  - 12 mineral claims are in good standing until May 3, 2022 or later. In order to renew these claims for another two years, the Company is required to incur a minimum of \$13,000 in exploration on these claims by March 2, 2022 or pay it in annual rental income to the Minister of Finance by May 3, 2022. Fees associated with these claims are \$730 if paid by March 2, 2022 otherwise the fees will be doubled to \$1,460 if paid between March 3, 2022 and May 3, 2022.
- *Nevada Elon and McGee Properties:*
  - The Elon claims are in good standing until September 1, 2022. In order to keep these claims in good standing, the Company is required to pay BLM fees of US\$2,310 by September 1, 2022.
  - The McGee claims are in good standing until September 1, 2022. In order to keep these claims in good standing, the Company is required to pay BLM fees of US\$7,260 by September 1, 2022.
- *Nevada Green Clay Lithium Project:*
  - The Green Clay lithium claims are in good standing until September 1, 2022. In order to keep these claims in good standing, the Company is required to pay BLM fees of US\$16,005 by September 1, 2022.

See “Nature of Business – Mineral Properties” for a discussion of the Company’s capital expenditure commitments with respect to its mineral properties.

In addition to the above capital expenditure requirements, the Company shares office space with another three public companies and the Company pays office rent of \$1,430 on a monthly basis.

Management estimates that the Company’s cash and cash equivalents are sufficient to meet its working capital requirements for the next 12 months or longer, including the existing commitments relating to the Company’s mineral properties. The Company expects to raise additional capital as the needs arise. Although the Company has been successful in raising funds in the past, there is no guarantee that the Company will be able to raise additional funds in the future. The Company’s

ability to raise additional funds is subject to a number of uncertainties and risk factors. See “Liquidity and Capital Resources – Liquidity” and “Risks and Uncertainties”.

#### *Operating Activities*

During the nine months ended October 31, 2021, operating activities used \$784,019 in cash. The use of cash for the nine months ended October 31, 2021 was mainly attributable to its loss for the period of \$1,830,878 and decreased accounts payable of \$85,913, offset by share-based payments of \$866,759 and the write-down of exploration and evaluation assets of \$302,797.

During the nine months ended October 31, 2020, operating activities used \$206,376 in cash. The use of cash for the nine months ended October 31, 2020 was mainly attributable to its loss for the period of \$536,904 offset mainly by share-based payments of \$148,849 and loss on sale of exploration and evaluation assets of \$170,124.

#### *Investing Activities*

During the nine months ended October 31, 2021, investing activities used cash of \$323,194 in exploration and evaluation costs primarily relating to the acquisition costs and exploration work performed in Quebec and Nevada.

During the nine months ended October 31, 2020, investing activities used cash of \$260,508 in exploration and evaluation costs consisting of exploration work performed in BC, Newfoundland, Quebec and Nevada, and staking costs incurred in BC, Ontario and Quebec.

#### *Financing Activities*

During the nine months ended October 31, 2021, financing activities provided cash of \$2,099,825, which was attributable to gross proceeds received for share issuance of \$2,166,437 offset by share issue costs of \$66,612.

During the nine months ended October 31, 2020, financing activities provided cash of \$917,663, which was attributable to gross proceeds received for a private placement of \$699,790 and gross proceeds of \$255,000 for 5,100,000 share purchase warrants exercised at \$0.05 per share, offset by share issue costs of \$37,127.

#### **Changes in Accounting Policies including Initial Adoption**

The Company has not adopted any new accounting policies during the nine months ended October 31, 2021.

#### **Off-Balance Sheet Arrangements**

The Company does not utilize off-balance sheet arrangements.

#### **Related Parties Transactions**

During the nine months ended October 31, 2021, the Company paid the following management fees: \$22,500 to BLB Consulting Inc., a private company controlled by the President of the Company, and \$25,000 to Seth Kay, the Chief Operating Officer of the Company, in consideration for their services to the Company during the period.

During the nine months ended October 31, 2021, the Company incurred share-based payments of \$487,720 to two directors (James Nelson and Dennis Aalderink), two officers (Seth Kay and Cindy Cai), and a former director (Gregory Thomson). As a mineral exploration issuer, the Company partially relies on the issuance of stock options to compensate its directors and officers for their time and dedication to the Company.

During the nine months ended October 31, 2021, the Company paid \$47,500 in professional fees to Sea Star Consulting Inc., a private company controlled by the Chief Financial Officer, Cindy Cai, in consideration for accounting services provided to the Company.

As at October 31, 2021, amounts due to related parties were \$19,159 (January 31, 2021: \$19,428), which included the following: \$2,500 each payable to two directors (James Nelson and Dennis Aalderink) and two former directors (Spencer Smyl and Gregory Thomson) for unpaid directors' fees; and \$9,159 payable to Cruz Battery Metals Corp., a public company with common directors for unpaid office expenses. These amounts are unsecured, non-interest bearing and payable on demand.

All transactions with related parties have occurred and are measured at the amount of consideration established and agreed to by the related parties.

### **Financial Instruments and Other Instruments**

The Company's financial instruments consist of cash and cash equivalents, receivables, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

### **Proposed Transactions**

Other than as disclosed herein, the Company does not have any proposed transactions as of the date of this report.

### **Additional Disclosure for Venture Issuers without Significant Revenue**

During the nine months ended October 31, 2021 and 2020, the Company incurred the following expenses:

	<b>2021</b>	<b>2020</b>
Capitalized acquisition costs	\$260,000	\$124,959
Capitalized exploration costs	\$277,674	\$334,504
Operating expenses	\$1,572,218	\$371,933
Write-down of exploration and evaluation assets	\$302,797	\$Nil
Loss on sale of exploration and evaluation assets	\$Nil	\$170,124

Please refer to Note 4 in the condensed consolidated interim financial statements for the nine months ended October 31, 2021 for a description of the capitalized acquisition and exploration costs presented on a property-by-property basis.

## Disclosure of Outstanding Share Data

### *Common Shares*

The Company's common shares are listed on the Canadian Securities Exchange under the symbol "SPMT". The Company's authorized share capital consists of an unlimited number of common shares without par value.

As at October 31, 2021, the Company had 254,649,583 common shares issued and outstanding.

Subsequent to October 31, 2021, the following occurred:

- 204,000 share purchase warrants were exercised into common shares at a price of \$0.05 per share; and
- 100,000 stock options were exercised into common shares at a price of \$0.16 per share.

As at December 8, 2021, the Company had 254,953,583 common shares issued and outstanding.

### *Stock options*

As at October 31, 2021, the Company had 15,650,000 stock options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

Number Outstanding	Exercise Price	Expiry Date
250,000	\$0.05	March 13, 2022
9,500,000	\$0.16	July 21, 2022
5,900,000	\$0.15	October 19, 2022
<u>15,650,000</u>		

Subsequent to October 31, 2021, 100,000 stock options had been exercised into common shares at a price of \$0.16 per share. As at December 8, 2021, the Company had 15,550,000 stock options outstanding.

### *Share Purchase Warrants*

As at October 31, 2021, the Company had 9,431,318 share purchase warrants outstanding. Each warrant entitles the holder to right to purchase one common share as follows:

Outstanding	Exercise Price	Expiry Date
2,500,000	\$0.30	May 12, 2023
6,931,318	\$0.05	July 29, 2025
<u>9,431,318</u>		

Subsequent to October 31, 2021, 204,000 share purchase warrants were exercised into common shares at a price of \$0.05 per share. As at December 8, 2021, the Company had 9,227,318 share purchase warrants outstanding.

## **Risks and Uncertainties**

*Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, the Company faces a high risk of business failure.*

Potential investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration program that the Company intends to undertake on its properties and any additional properties that the Company may acquire. These potential problems include unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The expenditures to be made by the Company in the exploration of the properties may not result in the discovery of any mineral deposits. Any expenditure that the Company may make in the exploration of any other mineral property that the Company may acquire may not result in the discovery of any commercially exploitable mineral deposits. Problems such as unusual or unexpected geological formations and other conditions are involved in all mineral exploration and often result in unsuccessful and/or expensive exploration efforts. If the results of the exploration do not reveal viable commercial mineralization, the Company may decide to abandon or sell some or all of the property interests.

*Because of the speculative nature of the exploration of mineral properties, there is no assurance that the exploration activities will result in the discovery of any quantities of mineral deposits on the current properties or any other additional properties the Company may acquire.*

The Company intends to continue exploration on the current properties and the Company may or may not acquire additional interests in other mineral properties. The search for mineral deposits as a business is extremely risky. The Company can provide investors with no assurance that exploration on the current properties, or any other property that the Company may acquire, will establish that any commercially exploitable quantities of mineral deposits exist. Additional potential problems may prevent the Company from discovering any mineral deposits. These potential problems include unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. If the Company is unable to establish the presence of mineral deposits on the properties, the Company's ability to fund future exploration activities will be impeded, the Company will not be able to operate profitably and investors may lose all of their investment in the Company.

*Because of the inherent dangers involved in mineral exploration and exploitation, there is a risk that the Company may incur liability or damages as the Company conducts business.*

The search for mineral deposits involves numerous hazards. As a result, the Company may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which the Company cannot insure or against which the Company may elect not to insure. At the present time the Company have no coverage to insure against these hazards. The payment of such liabilities may have a material adverse effect on the Company's financial position.

*The potential profitability of mineral ventures depends in part upon factors beyond the control of the Company and even if the Company discovers and exploits mineral deposits, the Company may never become commercially viable and the Company may be forced to cease operations.*

The commercial feasibility of an exploration program on a mineral property is dependent upon many factors beyond the Company's control, including the existence and size of mineral deposits in the properties the Company explore, the proximity and capacity of processing equipment, market fluctuations of prices, taxes, royalties, land tenure, allowable production and environmental

regulation. These factors cannot be accurately predicted and any one or a combination of these factors may result in the Company not receiving any return on invested capital. These factors may have material and negative effects on the Company's financial performance and its ability to continue operations.

*Exploration and exploitation activities are subject to comprehensive regulation which may cause substantial delays or require capital outlays in excess of those anticipated causing an adverse effect on the Company.*

Exploration and exploitation activities are subject to foreign, federal, provincial, and local laws, regulations and policies, including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. Exploration and exploitation activities are also subject to foreign, federal, provincial, and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment. Properties may also be subject to complex Aboriginal claims.

Environmental and other legal standards imposed by foreign, federal, provincial, or local authorities may be changed and any such changes may prevent the Company from conducting planned activities or may increase costs of doing so, which would have material adverse effects on the Company's business. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on the Company, especially, foreign laws and regulations. Additionally, the Company may be subject to liability for pollution or other environmental damages that the Company may not be able to or elect not to insure against due to prohibitive premium costs and other reasons. Any laws, regulations or policies of any government body or regulatory agency may be changed, applied or interpreted in a manner which will alter and negatively affect the Company's ability to carry on business.

*Because the Company's property interests may not contain any mineral deposits and because the Company has never made a profit from operations, the Company's securities are highly speculative and investors may lose all of their investment in the Company.*

The Company's securities must be considered highly speculative, generally because of the nature of its business and the stage of exploration. The Company currently has exploration stage property interests which may not contain mineral deposits. The Company may or may not acquire additional interests in other mineral properties but the Company does not have plans to acquire rights in any specific mineral properties as of the date of this Management's Discussion and Analysis. Accordingly, the Company has not generated any revenues nor has the Company realized a profit from operations to date and there is little likelihood that the Company will generate any revenues or realize any profits in the short term. Any profitability in the future from the Company's business will be dependent upon locating and exploiting mineral deposits on current properties or mineral deposits on any additional properties that the Company may acquire and subsequent development. The likelihood that any mineral properties that the Company may acquire or have an interest in will contain commercially exploitable mineral deposits is extremely remote. The Company may never discover mineral deposits in respect to current properties or any other area, or the Company may do so and still not be commercially successful if the Company is unable to exploit those mineral deposits profitably. The Company may not be able to operate profitably and may have to cease operations, the price of the Company's securities may decline and investors may lose all of their investment in the Company.

*As the Company faces intense competition in the mineral exploration and exploitation industry, the Company will have to compete with its competitors for financing and for qualified managerial and technical employees.*



Competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than the Company have. As a result of this competition, the Company may have to compete for financing and be unable to conduct any financing on terms the Company considers acceptable. The Company may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If the Company is unable to successfully compete for financing or for qualified employees, the exploration programs may be slowed down or suspended, which may cause operations to cease as a company.

*The Company has a history of losses and have a deficit, which raises substantial doubt about its ability to continue as a going concern.*

The Company has not generated any revenues during the nine months ended October 31, 2021 and 2020. The Company will continue to incur operating expenses without revenues if and until the Company engages in commercial operations. Accumulated loss as of October 31, 2021 was \$6,740,448 since inception. The Company had cash and cash equivalents in the amount of \$2,954,782 as at October 31, 2021. The Company estimates the average monthly operating expenses to be approximately \$60,000 each month. This estimate depends on whether the Company is active or inactive with the work programs. The Company cannot provide assurances that the Company will be able to successfully explore and develop its property interests. If the Company is unable to continue as a going concern, investors will likely lose all of their investments in the Company.

*The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its exploration activities and investors could lose their entire investment.*

There is no assurance that the Company will operate profitably or will generate any positive cash flow in the future. The Company will require additional financing in order to proceed with the exploration and, if warranted, development of its properties. The Company will also require additional financing for fees the Company must pay to maintain its status in relation to the rights to the properties and to pay the fees and expenses necessary to operate as a public company. The Company will also need more funds if the costs of the exploration of its mineral claims are greater than the Company has anticipated. The Company will require additional financing to sustain its business operations if the Company is not successful in earning revenues. The Company will also need further financing if the Company decides to obtain additional mineral properties. The Company currently does not have any arrangements for further financing as the Company believes that it is sufficiently funded for the current operations but in future the Company expects to raise additional capital as the needs arise. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment.

*The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.*

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the Company's directors and officers will exercise their fiduciary duties and duty of care but nonetheless may not be able to devote sufficient time to the Company's business affairs, which may negatively affect the Company's ability to conduct ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of the Company's officers' other business interests.

## RISKS RELATING TO THE COMPANY'S COMMON STOCK

*A decline in the price of the Company's common stock could affect its ability to raise further working capital and adversely impact ability to continue operations.*

A prolonged decline in the price of the Company's common stock could result in a reduction in the liquidity of its common stock and a reduction in its ability to raise capital. Because a significant portion of operations have been and will be financed through the continued sale of equity securities, a decline in the price of the common stock could be especially detrimental to liquidity and operations. Such reductions may force the Company to reallocate funds from other planned uses and may have a significant negative effect on business plans and operations, including the ability to continue current operations. If the Company's stock price declines, the Company can offer no assurance that it will be able to raise additional capital or generate funds from operations sufficient to meet its obligations. If the Company is unable to raise sufficient capital in the future, the Company may not be able to have the resources to continue normal operations or become insolvent.

The market price for the Company's common stock may also be affected by its ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, may have a material adverse effect on the market price of its common stock and its operations as a result.

### **Additional Information**

The Company files annual and interim reports, information circulars and other information with certain Canadian securities regulatory authorities. The documents filed with the Canadian securities regulatory authorities are available at <http://www.sedar.com>.