FPX NICKEL CORP.

Condensed Consolidated Interim Financial Statements

June 30, 2022 & 2021

(Unaudited)

(Stated in Canadian Dollars)

FPX NICKEL CORP.

Condensed Consolidated Interim Statements of Financial Position

(Unaudited)

(Stated in Canadian Dollars)

	Jun. 30 2022	Dec. 31 2021
	$	$
ASSETS		
Current		
Cash and cash equivalents (note 4)	**13,118,555**	14,535,024
Amounts receivable (note 5)	**1,233,573**	1,288,864
Prepaid expenses (note 6)	**112,240**	37,150
Total Current Assets	**14,464,368**	15,861,038
Reclamation deposits (note 7)	**157,796**	133,597
Right of use asset – office lease (note 10)	**192,830**	234,866
Exploration and evaluation assets (note 8)	**17,045,275**	14,229,963
Total Assets	**31,860,269**	30,459,464
LIABILITIES		
Current		
Accounts payable and accrued liabilities (note 9)	**858,213**	453,172
Lease liability – current portion (note 10)	**86,822**	83,636
Total Current Liabilities	**945,035**	536,808
Lease liability – non-current portion (note 10)	**109,847**	154,070
Total Liabilities	**1,054,882**	690,878
EQUITY		
Share capital (note 11)	**63,029,395**	62,531,195
Other equity reserve (note 11)	**9,663,234**	9,473,652
Deficit	**(43,590,262)**	(42,236,261)
Total shareholders' equity attributable to shareholders of FPX Nickel Corp.	**29,102,367**	29,768,586
Non-controlling interest (note 3)	**1,703,020**	-
Total Shareholders' Equity	**30,805,387**	29,768,586
Total Liabilities and Shareholders' Equity	**31,860,269**	30,459,464

Nature and continuance of operations (note 1)
Commitments (note 14)

Approved and authorized by the Board of Directors:

/s/ Peter M. D. Bradshaw	*/s/ James S. Gilbert*
Peter M.D. Bradshaw, Director	James S. Gilbert, Director

See notes to the condensed consolidated interim financial statements

FPX NICKEL CORP.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Unaudited)

(Stated in Canadian dollars)

	Three Months Ended June 30		Six Months Ended June 30	
	2022	2021	**2022**	2021
	$	$	**$**	$
EXPENSES				
Accounting, legal and audit	**12,621**	16,388	**13,858**	20,789
Depreciation (note 9)	**20,017**	7,999	**42,036**	15,999
Foreign exchange loss (gain)	**(246)**	2,170	**(49)**	(6,964)
General exploration	**55,819**	4,903	**99,623**	4,903
Insurance	**6,477**	4,155	**11,676**	7,887
Interest expense (notes 9 and 10)	**3,947**	838	**8,277**	28,542
Management fees and salaries (note 13)	**213,402**	126,927	**389,166**	264,314
Office and administration	**8,163**	9,220	**44,027**	14,520
Share-based compensation (notes 11 and 13)	**152,808**	2,022,954	**387,782**	2,182,348
Travel, promotion & communications	**212,093**	114,195	**368,966**	213,520
Trust and filing fees	**17,642**	4,430	**65,746**	43,105
Loss before other items	**(702,743)**	(2,314,179)	**(1,431,108)**	(2,788,963)
OTHER ITEMS				
Gain on settlement of CEBA loan	-	20,000	-	20,000
Interest income	**38,675**	31,155	**65,369**	45,870
	38,675	51,155	**65,369**	65,870
Net loss and comprehensive loss for the period	**(664,068)**	(2,263,024)	**(1,365,739)**	(2,723,093)
Net loss and comprehensive loss attributable to:				
Shareholders of FPX Nickel Corp.	**(652,330)**	(2,263,024)	**(1,354,001)**	(2,723,093)
Non-controlling interests	**(11,738)**	-	**(11,738)**	-
	(664,068)	(2,263,024)	**(1,365,739)**	(2,723,093)
Basic and diluted loss per share (note 12)	**(0.003)**	(0.011)	**(0.006)**	(0.014)
Weighted average number of common shares outstanding	**215,857,863**	211,276,120	**215,113,388**	197,884,778

See notes to the condensed consolidated interim financial statements

FPX NICKEL CORP.

Condensed Consolidated Interim Statements of Changes in Equity

(Unaudited)

(Stated in Canadian dollars)

	Share Capital		Other Equity Reserve	Deficit	Attributable to Shareholders of FPX Nickel Corp.	Non-Controlling Interest	Total
	Number of Shares	Amount					
	#	$	$	$	$	$	$
Balance, December 31, 2020	**180,975,677**	**44,188,865**	**6,884,555**	**(38,397,309)**	**12,676,111**	**-**	**12,676,111**
Public offering	24,769,800	16,100,370	-	-	16,100,370	-	16,100,370
Shares issued in debt settlement	5,312,386	3,453,051	-	-	3,453,051	-	3,453,051
Share issue costs	-	(1,848,521)	567,172	-	(1,281,349)	-	(1,281,349)
Options exercised	2,500,000	562,700	(225,200)	-	337,500	-	337,500
Share-based compensation	-	-	2,182,348	-	2,182,348	-	2,182,348
Loss for the period	-	-	-	(2,723,093)	(2,723,093)	-	(2,723,093)
Balance, June 30, 2021	**213,557,863**	**62,456,465**	**9,408,875**	**(41,120,402)**	**30,744,938**	**-**	**30,744,938**
Options exercised	300,000	74,730	(29,370)	-	45,000	-	45,000
Share-based compensation	-	-	94,507	-	94,507	-	94,507
Loss for the period	-	-	-	(1,115,859)	(1,115,859)	-	(1,115,859)
Balance, December 31, 2021	**213,857,863**	**62,531,195**	**9,473,652**	**(42,236,261)**	**29,768,586**	**-**	**29,768,586**
Options exercised	2,000,000	498,200	(198,200)	-	300,000	-	300,000
Share-based compensation	-	-	387,782	-	387,782	-	387,782
Non-controlling interest	-	-	-	-	-	1,714,758	1,714,758
Loss for the period	-	-	-	(1,354,001)	(1,354,001)	(11,738)	(1,365,739)
Balance, June 30, 2022	**215,857,863**	**63,029,395**	**9,663,234**	**(43,590,262)**	**29,102,367**	**1,703,020**	**30,805,387**

See notes to the condensed consolidated interim financial statement

FPX NICKEL CORP.

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited)

(Stated in Canadian dollars)

	Three Months Ended June 30		Six Months Ended June 30	
	2022	2021	**2022**	2021
	$	$	**$**	$
Cash provided by (used for):				
Operating activities				
Net loss for the period	**(664,068)**	(2,263,024)	**(1,365,739)**	(2,723,093)
Add items not involving cash:				
Depreciation	**20,017**	7,999	**42,036**	15,999
Share-based compensation	**152,808**	2,022,954	**387,782**	2,182,348
Accrued interest included in loan payable	**-**	-	**-**	26,713
Loss on settlement of loan payable	**-**	-	**-**	2,759
Foreign exchange loss (gain) on loan payable	**-**	-	**-**	(11,663)
Gain on settlement of CEBA loan	**-**	(20,000)	**-**	(20,000)
	(491,243)	(252,071)	**(935,921)**	(526,937)
Changes in non-cash working capital components:				
Amounts receivable	**(39,090)**	(33,267)	**55,291**	(57,475)
Prepaid expenses	**37,004**	(49,322)	**(75,090)**	(67,407)
Accounts payable and accrued liabilities	**(148,387)**	(41,903)	**46,896**	5,740
	(641,716)	(376,563)	**(908,824)**	(646,079)
Financing activities *				
Proceeds from issuance of shares of FPX Nickel Corp.	**-**	16,230,370	**300,000**	16,437,870
Share issue costs	**-**	(1,219,076)	**-**	(1,281,349)
Proceeds from issuance of shares of CO2 Lock Corp.	**15,008**	-	**1,714,758**	-
Repayment of lease liability	**(20,710)**	(8,264)	**(41,037)**	(16,375)
Proceeds from CEBA loan	**-**	-	**-**	20,000
Repayment of CEBA loan	**-**	(40,000)	**-**	(40,000)
	(5,702)	14,963,030	**1,973,721**	15,120,146
Investing activities *				
Reclamation deposit	**(24,199)**	(102)	**(24,199)**	(102)
Exploration and evaluation expenditures	**(1,207,692)**	(768,907)	**(2,457,167)**	(1,078,482)
Advance payment to mining consultants	**-**	(247,738)	**-**	(247,738)
	(1,231,891)	(1,016,747)	**(2,481,366)**	(1,326,322)
Net cash provided (used) during period	**(1,879,309)**	13,569,720	**(1,416,469)**	13,147,745
Cash – beginning of period	**14,997,864**	5,413,099	**14,535,024**	5,835,074
Cash - end of period	**13,118,555**	18,982,819	**13,118,555**	18,982,819

* ***Supplemental disclosure of non-cash financing and investing activities***

Interest received	**38,575**	31,186	**65,210**	45,824
Accounts payable related to mineral properties	**670,943**	110,600	**670,943**	110,600
BC mineral exploration tax credits receivable included in exploration and evaluation assests	**1,082,689**	37,375	**1,082,689**	37,375

See notes to the condensed consolidated interim financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

FPX Nickel Corp. (the "Company") is incorporated under the *Business Corporations Act* (Alberta) and is involved in the acquisition and exploration of mineral property interests that are considered potential sites of economic mineralization. At the date of these consolidated financial statements, the Company has not identified a known body of commercial grade ore on any of its properties and the ability of the Company to recover the costs it has incurred to date on these properties is dependent upon the Company being able to identify a commercial ore body, to finance its exploration and development costs and to resolve any environmental, regulatory, or other constraints which may hinder the successful development of these properties.

The Company has not generated revenue from operations. The Company incurred a net loss of $1,354,001 (2021 – $2,723,093) during the six months ended June 30, 2022 and as of that date the Company's deficit was $43,590,262 (December 31, 2021 - $42,236,261). As the Company is in the exploration stage, the recoverability of the costs incurred to date on its exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties.

While the Company's working capital position at June 30, 2022 was $13,519,333 (December 31, 2021 - $15,324,230), the Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

These consolidated financial statements include the financial statements of the Company and its subsidiaries. They are presented in Canadian dollars, which is the functional currency of the Company and its subsidiary.

The head office and principal address of the Company is Suite 320 – 1155 West Pender Street, Vancouver, British Columbia V6E 2P4. The Company's registered and records office is 4500 Bankers Hall East, 855 Second Street SW, Calgary, Alberta T2P 4K7.

2. BASIS OF PREPARATION

(a) Statement of compliance

The condensed consolidated interim financial statements for the six months ended June 30, 2022, including comparatives for the prior period, were prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB") on a basis consistent with those followed in the most recent annual consolidated financial statements. The Company operates in one reportable operating segment being the exploration of mineral properties.

These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and were approved and authorized for issue by the Board of Directors on August 25, 2022.

(Stated in Canadian Dollars)

2. BASIS OF PREPARATION *(continued)*

(b) Basis of measurement

These consolidated financial statements have been prepared on a historical costs basis except for financial instruments, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting.

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the period. Although management uses historical experience and its best knowledge of the amounts, events or actions to form the basis for judgments and estimates, actual results could differ from these estimates.

3. INVESTMENT IN CO2 LOCK CORP.

On March 30, 2022, the Company established a new subsidiary company, CO2 Lock Corp. ("CLC"), to pursue opportunities in carbon capture and storage. In exchange for access to the Company's technical information, exploration database and certain other rights, the Company received 17 million shares of CLC. Concurrent with the formation of CLC, CLC closed a $1.7 million seed round financing from third party investors, issuing 2,266,333 shares at $0.75 per share, leaving the Company with a current 88.2% ownership interest in CLC on an issued and outstanding basis.

During the six months ended June 30, 2022, CLC issued an additional 20,001 shares at $0.75 to third party investors for gross proceeds of $15,008.

The Company controls and therefore includes the accounts of CLC in these consolidated financial statements. A non-controlling interest ('NCI') is recognized as being equal to the cash raised from the third party investors. As funds are expended by CLC, it is anticipated that initial losses would arise in that entity, which would reduce the collective NCI amount, recorded within equity, by its pro-rata share of such losses. The Company's share of such losses would be included within its expenses on a consolidated basis. Likewise on a consolidated basis the losses of CLC attributable to the NCI would reduce the Company's reported loss.

The Company has identified nominal historical costs applicable to its investment in CLC; however, the imputed gain on its receipt of CLC shares is fully eliminated on consolidation.

4. CASH AND CASH EQUIVALENTS

	June 30, 2022	December 31, 2021
Cash on deposit – FPX Nickel Corp.	$ 359,826	$ 84,914
Cash on deposit – CO2 Lock Corp.	1,668,948	-
Liquid short-term investments – FPX Nickel Corp.	11,089,781	14,450,110
Cash and cash equivalents	$ 13,118,555	$ 14,535,024

5. AMOUNTS RECEIVABLE

The Company's receivables arise mainly from amounts due from Canadian government taxation authorities in relation to GST receivable and mineral exploration cost recoveries.

(Stated in Canadian Dollars)

6. PREPAID EXPENSES

The Company's prepaid expenses consist of the following:

	June 30, 2022	December 31, 2021
Insurance	$ 21,955	$ 4,781
Vendor prepayments	90,285	32,369
Total	$ 112,240	$ 37,150

7. RECLAMATION DEPOSITS

The Company has provided deposits as security against potential future reclamation work relating to three of its mineral properties. As at June 30, 2022, a total of $157,796 (December 31, 2021 - $133,597) has been provided in the form of cash and Guaranteed Investment Certificates posted with the Minister of Finance for the Province of British Columbia for the benefit of the provincial Ministry of Energy and Mines.

8. EXPLORATION AND EVALUATION ASSETS

As at June 30, 2022, the Company holds a 100% interest in five nickel properties, four of which are located in British Columbia (Decar, Wale, Orca and Klow), and one located in the Yukon Territory (Mich). With the exception of the Decar district, the Company's nickel properties are all in the early stage of exploration.

Canada

Nickel Properties, British Columbia and Yukon Territory

Under the terms of an option agreement entered into in November 2009, Cliffs Natural Resources Exploration Inc. ("Cliffs") held the right to earn an initial 51% interest in the Decar district by spending US$4,500,000 on the property over four years. Pursuant to an amended agreement dated September 12, 2011, by agreeing to complete the scoping study within 18 months, Cliffs was deemed to have earned an initial 51% interest in the Decar district and the Company was deemed to have earned a 1% NSR royalty in the Decar district. On delivery of the Preliminary Economic Assessment in April 2013, Cliffs earned an additional 9% interest in Decar, bringing its aggregate interest to 60%. In August 2015, the structure of ownership of the Decar district converted to a contractual joint venture, with initial ownership interests fixed at 60% for Cliffs and 40% for FPX Nickel.

On November 18, 2015, the Company purchased Cliffs' 60% ownership of the Decar district for an acquisition price of US $4.75 million (CDN $6.27 million). The Company owns 100% of the Decar district.

During the year ended December 31, 2014, deferred acquisition and exploration costs incurred on three of the Company's British Columbia nickel properties (Wale, Orca and Klow) totaling $2,441,636 were written off as the Company has no plans at this time to perform significant work on those properties. The Company retains the underlying mineral claims for these properties in good standing. As of June 30, 2022, these properties are carried at a nominal value of $1 per property.

(Stated in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS *(continued)*

Consolidated Schedule of Costs – Exploration and Evaluation Assets

	Balance December 31, 2020 $	Acquisition Costs $	Exploration Costs $	Recoveries $	Costs Written Off $	Balance December 31, 2021 $
CANADA						
Decar	9,358,387	-	5,079,659	(1,082,688)	-	13,355,358
Wale	1	-	-	-	-	1
Orca	1	-	-	-	-	1
Klow	1	-	-	-	-	1
Mich	864,522	10,080	-	-	-	874,602
Total Costs – Exploration & Evaluation Assets	**10,222,912**	**10,080**	**5,079,659**	**(1,082,688)**	**-**	**14,229,963**

Consolidated Schedule of Costs – Exploration and Evaluation Assets

	Balance December 31, 2021 $	Acquisition Costs $	Exploration Costs $	Recoveries $	Costs Written Off $	Balance June 30, 2022 $
CANADA						
Decar	13,355,358	-	2,815,312	-	-	16,170,670
Wale	1	-	-	-	-	1
Orca	1	-	-	-	-	1
Klow	1	-	-	-	-	1
Mich	874,602	-	-	-	-	874,602
Total Costs – Exploration & Evaluation Assets	**14,229,963**	**-**	**2,815,312**	**-**	**-**	**17,045,275**

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities for the Company are broken down as follows:

	June 30, 2022	December 31, 2021
Trade payables	$ 858,213	$ 433,172
Accrued liabilities	-	20,000
Total	$ 858,213	$ 453,172

(Stated in Canadian Dollars)

10. RIGHT-OF-USE ASSET/LEASE LIABILITY

(a) Right-of-use asset

As at June 30, 2022, the right-of-use asset recorded for the Company's office premises was as follows:

		June 30, 2022		December 31, 2021
Balance – beginning of the year	$	234,866	$	50,663
Lease modifications (net)		-		234,893
Depreciation		(42,036)		(50,690)
Balance – end of period	$	192,830	$	234,866

(b) Lease liability

Minimum lease payments in respect of lease liabilities and the effect of discounting are as follows:

		June 30, 2022		December 31, 2021
Undiscounted minimum lease payments				
Less than one year	$	106,847	$	98,628
Two to three years		115,066		164,380
		221,913		263,008
Effect of discounting		(25,244)		(25,302)
Present value of minimum lease payments		196,669		237,706
Less current portion		(86,822)		(83,636)
Long-term portion	$	109,847	$	154,070

(c) Lease liability continuity

The net change in the lease liability is as follows:

		June 30, 2022		December 31, 2021
Balance – beginning of year	$	237,706	$	55,541
Cash flows:				
Principal payments		(41,037)		(48,610)
Non-cash changes:				
Lease modifications (net)		-		230,775
Balance – end of year	$	196,669	$	237,706

During the six months ended June 30, 2022, interest of $8,277 (2021 – $1,829) is included in interest expense.

11. SHARE CAPITAL

(a) Authorized share capital consists of an unlimited number of common shares without par value and an unlimited number of first and second preferred shares. None of the preferred shares have been issued.

(b) Issued and outstanding

During the six months ended June 30, 2022, the Company issued 2,000,000 shares as the result of a like number of options being exercised. The amount recorded as share capital was $498,200 which amount consisted of cash of $300,000 and an additional sum of $198,200, the latter being the fair value originally attributable to the options upon vesting, which amount was removed from other equity reserve.

On April 7, 2021, the Company closed a bought deal public offering of 24,769,800 common shares of the Company at a price of $0.65 per share, for gross proceeds of $16,100,370. The Company paid legal and other fees of $253,055 in connection with the offering. The Company also paid a cash commission of $966,022 (equal to 6% of the gross proceeds) to the Underwriters and issued a total of 1,486,188 compensation warrants entitling the Underwriters to acquire common shares of the Company for a period up to April 7, 2023 at a price of $0.65 per share. The fair value of the compensation warrants was estimated as $567,172 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of nil, risk-free interest rate of 0.23%, expected stock price volatility of 121%, expected life of two years and fair value per compensation warrant of $0.41. The fair value of the compensation warrants was recorded as share issuance costs with a corresponding credit to other equity reserve.

On February 11, 2021, the Company issued 5,312,386 common shares of the Company at a price of $0.65 per share in settlement of the $3,453,051 principal and interest owing on the Private Shareholder Loan, thereby settling the Private Shareholder Loan and extinguishing the fixed and specific charge against the Company's Decar mineral claims. The Company paid fees of $62,272 in connection with the settlement.

During the year ended December 31, 2021, the Company issued 2,800,000 shares as the result of a like number of options being exercised. The amount recorded as share capital was $637,430 which amount consisted of cash of $382,500 and an additional sum of $254,930, the latter being the fair value originally attributable to the options upon vesting, which amount was removed from other equity reserve.

(c) Stock options

The Company has an incentive stock option plan that conforms to the requirements of the TSX Venture Exchange. Options to purchase common shares have been granted to directors, employees and consultants of the Company at exercise prices determined by their market value on the date of the grant. The options vest immediately on the date of the grant or as otherwise determined at the discretion of the Board.

On January 10, 2022, the Company granted an employee 250,000 options to purchase shares at an exercise price of $0.55 per share, all of which vested immediately. The options will expire on January 10, 2027.

On March 4, 2022, the Company granted an employee 250,000 options to purchase shares at an exercise price of $0.70 per share, all of which vested immediately. The options will expire on March 4, 2027.

On April 11, 2022, the Company granted a director 250,000 options to purchase shares at an exercise price of $0.80 per share, all of which vested immediately. The options will expire on April 11, 2027.

(Stated in Canadian Dollars)

11. SHARE CAPITAL *(continued)*

(c) Stock options *(continued)*

Stock option transactions during the periods ended June 30, 2022 and December 31, 2021, and the number of stock options outstanding and exercisable at June 30, 2022 are summarized as follows:

	Number of Options	Weighted-Average Exercise Price ($)	Weighted-Average Contractual Remaining Life (Years)
Balance, December 31, 2020	**14,850,000**	**0.17**	**2.43**
Granted	4,200,000	0.68	
Exercised	(2,800,000)	0.14	
Balance, December 31, 2021	**16,250,000**	**0.30**	**2.44**
Granted	750,000	0.68	
Exercised	(2,000,000)	0.15	
Balance, June 30, 2022	**15,000,000**	**0.34**	**2.38**
Exercisable at June 30, 2022	**15,000,000**		

Summary of stock options outstanding at June 30, 2022:

Number Outstanding	Exercise Price ($)	Expiry Date
250,000	0.15	September 6, 2022
250,000	0.10	November 21, 2022
3,550,000	0.15	March 23, 2023
2,900,000	0.20	March 28, 2024
3,100,000	0.20	March 11, 2025
250,000	0.80	February 10, 2026
3,100,000	0.70	April 9, 2026
600,000	0.60	June 21, 2026
250,000	0.50	July 19, 2026
250,000	0.55	January 10, 2027
250,000	0.70	March 4, 2027
250,000	0.80	April 11, 2027
15,000,000		

(Stated in Canadian Dollars)

11. SHARE CAPITAL *(continued)*

(d) Share-based compensation

The weighted average fair value of stock options granted during the periods ended June 30, 2022 and December 31, 2021 was estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2022	2021
Expected dividend yield	0%	0%
Risk-free interest rate	1.88%	0.92%
Expected stock price volatility	110%	121%
Expected life of options	5 years	5 years
Weighted average fair value per stock option	$0.52	$0.54

Share-based compensation expense of $387,782 was recorded during the six months ended June 30, 2022 (2021 - $2,182,348). The offsetting credit was to other equity reserve.

Option pricing models require the input of highly subjective assumptions, particularly as to the expected price volatility of the stock. Changes in these assumptions can materially affect the fair value estimate and therefore it is management's view that the existing models do not necessarily provide a single reliable measure of the fair value of the Company's stock option grants.

(e) Other equity reserve

The following is a summary of the components of other equity reserve at June 30, 2022 and December 31, 2021:

	June 30, 2022	December 31, 2021
Share options	$ 8,738,415	$ 8,548,833
Finders' warrants	924,819	924,819
Total other equity reserve	$ 9,663,234	$ 9,473,652

12. LOSS PER SHARE

Loss per share has been calculated using the weighted-average number of common shares outstanding during the period. Diluted loss per share has not been calculated as it is anti-dilutive.

13. RELATED PARTY TRANSACTIONS

At June 30, 2022, liabilities included $72,940 (December 31, 2021 – $61,232) due to related parties. Amounts due to related parties are unsecured and non-interest bearing.

(Stated in Canadian Dollars)

13. RELATED PARTY TRANSACTIONS *(continued)*

During the six months ended June 30, 2022, the Company entered into the following related party transactions:

- paid or accrued $155,000 (2021 - $137,500) in fees to Martin Turenne Consulting Ltd., a private company controlled by Martin Turenne, the Company's President and Chief Executive Officer, for management and administrative services.

- paid or accrued $79,363 (2021 - $70,481) in fees to Adera Company Management Inc., a private company controlled by J. Christopher Mitchell, the Company's Chief Financial Officer and Corporate Secretary, for management and administrative services.

- paid or accrued $136,500 (2021 – $7,692) in salary to Andrew Osterloh, the Company's Vice-President, Projects.

- paid or accrued $28,250 (2021 – $27,225) to independent directors for director's fees and services.

The amounts charged to the Company for the services provided have been determined by negotiations between the parties and are covered by a signed agreement. These services were in the normal course of operations and management believes that they were incurred on a basis consistent with comparable transactions between other non-related parties.

The Company considers its Officers to be key management personnel. Amounts paid to the key management personnel during the six months ended June 30, 2022 and 2021 are shown in the following table:

	2022	2021
Salaries or fees	$ 370,863	$ 215,673
Share-based payments	-	728,800
Total key management personnel	$ 370,863	$ 944,473

14. COMMITMENTS

As of June 30, 2022, the Company's aggregate commitments are as follows:

	< 1 year	**1 – 3 years**	**4 -6 years**	**Total**
Accounts payable and accrued liabilities	$ 858,213	$ -	$ -	$ 858,213
Office lease	86,822	109,847	-	196,669
Totals	$ 945,035	$ 109,847	$ -	$ 1,054,882

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

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

Financial instruments measured at fair value on the consolidated statements of financial position are summarized in levels of fair value hierarchy as follows:

	June 30, 2022	December 31, 2021
	Level 1	Level 1
Cash and cash equivalents	$ 13,118,555	$ 14,535,024

The carrying value of receivables, reclamation deposits and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Risk Management

The Company is exposed to a variety of financial risks by virtue of its activities, including credit risk, interest rate risk and liquidity risk. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance. Risk management is carried out by management under the direction and guidance of the Board of Directors. Management is responsible for establishing controls and procedures to ensure that financial risks are mitigated to acceptable levels.

The Company’s risk exposures and the impact on the Company’s financial instruments are summarized below:

Credit risk

Credit risk is the risk of potential loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company’s credit risk is limited to the carrying amount on the statements of financial position and arises from the Company’s cash and cash equivalents, receivables, excluding GST receivable and British Columbia mineral exploration tax credits receivable, and reclamation deposits.

The Company’s cash and cash equivalents are held in accounts with a Canadian chartered bank and a brokerage firm. Cash in excess of the amounts needed to fund the Company’s day-to-day operating expenses is invested in securities guaranteed by the federal or British Columbia government. The reclamation deposits are in the form of Guaranteed Investment Certificates pledged to the Minister of Finance for the Province of British Columbia to cover the estimated cost of reclaiming the Company’s exploration projects.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2022, the Company had cash and cash equivalent balances of $13,118,555 to settle current liabilities of $945,035. All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

The Company has cash and cash equivalents balances and periodically monitors the investments it makes and is satisfied with the credit ratings of the financial institutions it deals with and the securities in which its funds are invested.

(b) Foreign currency rate risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars.

Sensitivity Analysis

The Company works toward its capital management objectives to the extent possible while facing the challenges of market conditions and the public's assessment of the Company's risk profile. Its capital management objectives have not changed over the period presented.

The carrying value of cash and cash equivalents, receivables, excluding GST receivable, refundable mineral exploration tax credits, reclamation deposits, and accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturities of these financial instruments.

Based on management's knowledge of and experience in the financial markets, management does not believe that the Company's current financial instruments will be materially affected by credit risk, liquidity risk or market risk.

The Company is not subject to any financial covenants. The Company monitors its financing requirements through cash forecasting, consideration of current economic conditions and reviews of economic and political commentaries in respect of future developments. Financing decisions are based on the timing and extent of expected operating and capital cash outlays. Factors considered when determining whether to issue equity include the amount of cash sought, the availability of these sources and their terms.

16. CAPITAL MANAGEMENT

At June 30, 2022, the Company had working capital of $13,519,333 (December 31, 2021 - $15,324,230). The Company manages its cash, cash equivalents and common shares as capital. The Company's objectives in managing its capital are to:

- Maintain sufficient cash and cash equivalents to last a minimum of one year;
- Have the flexibility to achieve its on-going business objectives, including but not limited to funding work programs on its exploration and evaluation assets and pursuing new business opportunities as they arise, and
- Minimize dilution to existing shareholders.

The Directors have not specified a quantitative return on capital criteria for management, but rather rely on the expertise of management to sustain future development of the business.

The Company's exploration and evaluation assets are in the development stage and the Company does not generate a positive cash flow. As a consequence, the Company relies on accessing the capital markets to obtain the funds needed to carry on its business. It is the Company's intention to utilize its existing working capital and to raise additional funds as needed. The additional funds will be raised primarily through the issuance of its securities in private placements.

17. SUBSEQUENT EVENTS

On July 28, 2022, the Company granted a total of 2,640,000 stock options to the Company's directors, officers, and employees. The stock options vested immediately, have an exercise price of $0.50 per share and will expire on July 28, 2027.

Subsequent to June 30, 2022, the Company issued 250,000 shares as the result of a like number of options being exercised, resulting in gross proceeds to the Company of $37,500.