ROCKCLIFF METALS CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 2022 AND 2021
(EXPRESSED IN CANADIAN DOLLARS)

McGovern Hurley

Audit. Tax. Advisory.

Independent Auditor's Report

To the Shareholders of Rockcliff Metals Corporation

Opinion

We have audited the consolidated financial statements of Rockcliff Metals Corporation and its subsidiary (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2022 and 2021, and the consolidated statements of loss and comprehensive loss, consolidated statements of cash flows and consolidated statements of changes in equity for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2022 and 2021 and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 in the financial statements, which indicates that the Company has recurring losses and accumulated deficit as at March 31, 2022. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially

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inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner of the audit resulting in this independent auditor's report is Chris Milios.

McGovern Hurley LLP

McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
July 29, 2022

Rockcliff Metals Corporation
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

		As at March 31, 2022		As at March 31, 2021
ASSETS				
Current assets				
Cash and cash equivalents (note 6)	**$**	**1,059,771**	$	4,529,363
Prepaid expenses and deposits		**42,425**		15,639
Amounts receivable and advances (note 7)		**310,880**		46,660
Total current assets		**1,413,076**		4,591,662
Long-term assets				
Equipment (note 8)		**43,475**		53,376
Total assets	**$**	**1,456,551**	$	4,645,038
LIABILITIES AND EQUITY				
Current liabilities				
Amounts payable and other liabilities (notes 9 and 15)	**$**	**306,756**	$	428,520
Deferred flow-through premium (notes 10 and 16)		**-**		881,162
Total current liabilities		**306,756**		1,309,682
Long-term liabilities				
CEBA government loan (note 16)		**40,000**		40,000
Total liabilities	**$**	**346,756**	$	1,349,682
Equity				
Share capital (note 10)		**61,275,709**		60,721,755
Reserve (notes 12 and 13)		**1,094,379**		827,219
Deficit		**(61,260,293)**		(58,253,618)
Total equity		**1,109,795**		3,295,356
Total liabilities and equity	**$**	**1,456,551**	$	4,645,038

The accompanying notes to the consolidated financial statements are an integral part of these statements.

Nature of operations and going concern (note 1)
Commitments and contingencies (notes 3 and 16)

Approved on behalf of the Board:

(Signed) "Kenneth Lapierre", Director

(Signed) "Petra Decher", Director

Rockcliff Metals Corporation
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

	Year ended March 31, 2022	Year ended March 31, 2021
Operating expenses		
Exploration and property acquisition costs (note 3)	**$ 4,371,912**	$ 3,644,045
Salaries and fees (note 15)	**994,728**	1,337,666
Legal and professional	**246,301**	225,435
Investor relations	**147,127**	113,785
General and administrative	**330,352**	261,058
Technical studies	**486,594**	1,027,270
Share-based payments (notes 13 and 15)	**65,096**	179,117
Depreciation (note 8)	**9,901**	12,156
Right-of-use asset amortization	**-**	14,624
Loss before the following items	**(6,652,011)**	(6,815,156)
Interest income	**21,613**	51,854
Foreign exchange gain (loss)	**4,868**	(144)
Amortization of flow-through premium (note 16)	**881,162**	1,779,224
Gain on sale of equipment	**16,269**	-
Gain on lease modification	**-**	4,726
Gain on sale of mineral exploration property (note 3)	**2,844,030**	-
Option payments related to the Bucko mill lease payment (note 16)	**(240,000)**	(782,800)
Net loss and comprehensive loss for the year	**$ (3,124,069)**	$ (5,762,296)
Basic and diluted net loss per share (note 11)	**$ (0.01)**	$ (0.02)
Weighted average number of common shares outstanding - basic and diluted	**309,717,990**	307,697,609

The accompanying notes to the consolidated financial statements are an integral part of these statements.

Rockcliff Metals Corporation
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	Year ended March 31, 2022	Year ended March 31, 2021
Operating activities		
Net loss for the year	**$ (3,124,069)**	$ (5,762,296)
Adjustments for:		
Depreciation and amortization	**9,901**	26,780
Share-based payments	**65,096**	179,117
Shares issued for exploration and evaluation property interest	**-**	18,125
Amortization of flow-through premium	**(881,162)**	(1,779,224)
Gain on sale of equipment	**(16,269)**	-
Gain on lease modification	**-**	(4,726)
Non-cash working capital items:		
Amounts receivable and advances	**(264,220)**	703,138
Prepaid expenses and deposits	**(26,786)**	80,964
Amounts payable and other liabilities	**(121,764)**	(1,630,619)
Net cash used in operating activities	**(4,359,273)**	(8,168,741)
Investing activities		
Proceeds from sale of equipment	**16,269**	-
Net cash provided by investing activities	**16,269**	-
Financing activities		
Proceeds from private placement	**935,540**	-
Share issue costs	**(62,128)**	-
Proceeds from CEBA government loan	**-**	40,000
Proceeds from broker warrants exercised	**-**	1,715
Principal payments on lease obligations	**-**	(11,974)
Net cash provided by financing activities	**873,412**	29,741
Net change in cash and cash equivalents	**(3,469,592)**	(8,139,000)
Cash and cash equivalents, beginning of year	**4,529,363**	12,668,363
Cash and cash equivalents, end of year (note 6)	**$ 1,059,771**	$ 4,529,363
Supplemental information:		
Broker warrants issued	**$ 44,425**	$ -

The accompanying notes to the consolidated financial statements are an integral part of these statements.

Rockcliff Metals Corporation
Consolidated Statements of Changes in Equity
For the years ended March 31, 2022 and 2021
(Expressed in Canadian dollars)

	Share capital (#)	Shares capital	Contributed surplus	Warrants	Deficit	Total
Balance, April 1, 2020	**307,619,187**	**$ 60,697,133**	**$ 1,027,986**	**$ 777,017**	**$(53,643,441)**	**$ 8,858,695**
Shares issued for mineral exploration property interest	250,000	18,125	-	-	-	18,125
Expiry of options	-	-	(416,676)	-	416,676	-
Broker warrants exercised	24,500	6,497	-	(4,782)	-	1,715
Expiry of warrants	-	-	-	(735,443)	735,443	-
Share-based payments	-	-	179,117	-	-	179,117
Net loss for the year	-	-	-	-	(5,762,296)	(5,762,296)
Balance, March 31, 2021	**307,893,687**	**$ 60,721,755**	**$ 790,427**	**$ 36,792**	**$(58,253,618)**	**$ 3,295,356**

	Share capital (#)	Shares capital	Contributed surplus	Warrants	Deficit	Total
Balance, April 1, 2021	**307,893,687**	**$ 60,721,755**	**$ 790,427**	**$ 36,792**	**$(58,253,618)**	**$ 3,295,356**
Units Issued in private placement	15,592,332	660,507	-	275,033	-	935,540
Share issue costs	-	(106,553)	-	44,425	-	(62,128)
Expiry/forfeit of options	-	-	(80,602)	-	80,602	-
Share-based payments	-	-	65,096	-	-	65,096
Expiry of warrants	-	-	-	(36,792)	36,792	-
Net loss for the year	-	-	-	-	(3,124,069)	(3,124,069)
Balance, March 31, 2022	**323,486,019**	**$ 61,275,709**	**$ 774,921**	**$ 319,458**	**$(61,260,293)**	**$ 1,109,795**

The accompanying notes to the consolidated financial statements are an integral part of these statements.

1. Nature of operations and going concern

Rockcliff Metals Corporation (the “Company” or "Rockcliff") is engaged in the acquisition and exploration of mineral properties in Manitoba, Canada. The head office of the Company is located at 82 Richmond Street East, Toronto, ON M5C 1P1. The Company is presently conducting exploration and advancing various technical and economic studies with an intent to advance projects towards a development decision.

As at March 31, 2022, the Company had not determined the existence of economically recoverable reserves. The Company’s exploration property interests may be subject to increases in taxes and royalties, renegotiation of contracts, changes in environmental designations, currency exchange fluctuations and restrictions, and political uncertainty.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company’s continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, and or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company’s ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write downs of the carrying values.

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

COVID-19

The outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions.

The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiary in future periods. The Company is closely monitoring the business environment as a result to ensure minimal distribution to business operations.

Going Concern

The Company is an exploration company which has not yet achieved production, has recurring losses and an accumulated deficit of $61.3 million as at March 31, 2022. The Company’s ability to continue as a going concern is dependent upon its ability to raise additional financing to be able to further explore its mineral properties, retain mining rights and to meet ongoing requirements for general operations. Even if the Company has been successful in the past in doing so, there can be no assurance that additional debt or equity financings will be available to meet these requirements or available on terms acceptable to the Company. These matters represent a material uncertainty that casts significant doubt about the Company’s ability to continue as a going concern.

2. Significant accounting policies

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee. The accounting policies set out below have been applied consistently to the years presented in these consolidated financial statements unless otherwise noted below.

The Board of Directors approved the consolidated financial statements on July 29, 2022.

(b) Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis other than cash equivalents which are measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

(c) Basis of consolidation

The consolidated financial statements incorporate financial statements of Rockcliff Metals Corporation and its wholly owned subsidiary until the date of its disposition in July 2021. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are deconsolidated from the date control ceases. The consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiary after eliminating inter-entity balances and transactions.

(d) Foreign currency translation

The functional currency, as determined by management, of the Company and its subsidiary is the Canadian dollar. For the purpose of the consolidated financial statements, the results and financial position are expressed in Canadian dollars.

Transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year end exchange rates are recognized in operations. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

(e) Financial instruments

Financial assets

Financial assets are classified as either financial assets at fair value through profit or loss ("FVTPL"), fair value through other comprehensive income ("FVTOCI") or amortized cost. The Company determines the classification of financial assets at initial recognition.

Financial assets at Fair-value through profit or loss

Financial instruments classified as fair value through profit and loss are reported at fair value at each reporting date, and any change in fair value is recognized in the statement of operations in the year during which the change occurs. Realized and unrealized gains or losses from assets held at FVPTL are included in losses in the year in which they arise.

2. Significant accounting policies (continued)

(e) Financial instruments (continued)

Financial assets at Fair-value through other comprehensive income

Financial assets carried at FVTOCI are initially recorded at fair value plus transaction costs with all subsequent changes in fair value recognized in other comprehensive income (loss). For investments in equity instruments that are not held for trading, the Company can make an irrevocable election (on an instrument-by-instrument bases) at initial recognition to classify them as FVTOCI. On the disposal of the investment, the cumulative change in fair value remains in other comprehensive income (loss) and is not recycled to profit or loss.

Financial assets at amortized cost

Financial assets are classified at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. The Company's accounts receivable are recorded at amortized cost as they meet the required criteria. A provision is recorded based on the expected credit losses for the financial asset and reflects changes in the expected credit losses at each reporting year.

Financial liabilities

Financial liabilities are initially recorded at fair value and subsequently measured at amortized cost, unless they are required to be measured at FVTPL (such as derivatives) or the Company has elected to measure at FVTPL.

Classification	
Cash	Amortized cost
Cash equivalents	FVTPL
Amounts receivable and advances	Amortized cost
Amounts payable and other liabilities	Amortized cost
CEBA government loan	Amortized cost

Impairment

IFRS 9 requires an 'expected credit loss' model to be applied which requires a loss allowance to be recognized based on expected credit losses. This applies to financial assets measured at amortized cost. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in initial recognition.

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - valuation techniques based on 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 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs). As of March 31, 2022, cash equivalents of $25,000 are classified as Level 2 under the fair value hierarchy (March 31, 2021 - $25,000).

2. Significant accounting policies (continued)

(f) Equipment

Items of equipment are stated at cost, less accumulated depreciation and accumulated impairment losses.

The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of the rehabilitation obligation, and for qualifying assets, borrowing costs. The purchase price or construction cost is the aggregate amount paid and fair value of any other consideration given to acquire the asset.

Depreciation:

Equipment is generally depreciated on a straight line basis over their estimated useful lives of 3 to 5 years.

An item of equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statements of loss and comprehensive loss when the asset is derecognized. The assets' residual values, useful lives and methods of depreciation are reviewed each reporting year, and adjusted prospectively if appropriate.

(g) Impairment of non-financial assets

At the end of each reporting year, the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets are impaired. Where such an indication exists, the recoverable amount of the asset is estimated. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or "CGUs"). The recoverable amount is the higher of an asset's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant CGU). An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The Company evaluates impairment losses for potential reversals when events or circumstances warrant such consideration.

(h) Exploration costs

The Company expenses exploration and evaluation costs as incurred. Exploration and evaluation expenditures include acquisition costs of mineral exploration properties, property option payments and evaluation activity.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

Property option payments received are recognized in the consolidated statement of loss in the year they are received by the Company.

(i) Cash and cash equivalents

Cash and cash equivalents in the consolidated statements of financial position comprise cash at banks and other short-term highly liquid investments with original maturities of three months or less. The Company's cash is invested with major financial institutions in business accounts that are available on demand by the Company for its programs. The Company does not invest in any asset-backed deposits/investments.

2. Significant accounting policies (continued)

(j) Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

The Company had no material provisions at March 31, 2022 and March 31, 2021.

(k) Share-based payment transactions

The fair value of share options granted is recognized as an expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value of share-based payments to employees is measured at the grant date and recognized over the year during which the options vest. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. For those options and warrants that expire after vesting, the recorded value is transferred to deficit.

(l) Income taxes

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

2. Significant accounting policies (continued)

(m) Restoration, rehabilitation and environmental obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset or expensed if they relate to exploration and evaluation activities, as soon as the obligation to incur such costs arises. Discount rates using a pretax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each year for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage that is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

The Company has no material restoration, rehabilitation and environmental costs as the disturbance to date is minimal.

(n) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all warrants and options outstanding that may add to the total number of common shares. During the years ended March 31, 2022 and 2021, all outstanding options and warrants were considered anti-dilutive and were therefore excluded from the diluted loss per share calculation.

(o) Lease and right-of-use assets

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. Contracts that convey the right to control the use of an identified asset for a period of time in exchange for consideration are accounted for as leases giving rise to right-of-use assets.

At the commencement date, a right-of-use asset is measured at cost, where cost comprises: (a) the amount of the initial measurement of the lease liability; (b) any lease payments made at or before the commencement date, less any lease incentives received; (c) any initial direct costs incurred by the Company; and (d) an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

A lease liability is initially measured at the present value of the unpaid lease payments discounted using the interest rate implicit in in the lease or if that rate cannot be reliably determined, the Company's incremental borrowing rate. Subsequently, the Company measures a lease liability at amortized cost using the effective interest method. It is then remeasured to reflect revised in-substance fixed lease payments. Except where the costs are included in the carrying amount of another asset, the Company recognizes in profit or loss (a) the interest on a lease liability and (b) variable lease payments not included in the measurement of a lease liability in the year in which the event or condition that triggers those payments occurs. The Company subsequently measures a right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses; and adjusted for any remeasurement of the lease liability. Right-of-use assets are depreciated over the shorter of the asset’s useful life and the lease term.

2. Significant accounting policies (continued)

(p) Flow-through shares

The Company finances some exploration expenditures through the issuance of flow-through shares. The resource expenditure deductions for income tax purposes are renounced to investors in accordance with the appropriate income tax legislation. When the common shares are offered, the difference ("premium") between the amount recognized in common shares and the amount the investors pay for the shares is recognized as a flow-through share related liability which is reversed into the statement of loss when the eligible expenditures are incurred. The amount recognized as a flow-through share related liability represents the difference between the quoted price of the common shares and the amount the investor pays for the flow-through shares. The Company indemnifies the subscribers of flow-through shares for additional taxes payable by the subscribers if the Company does not meet its expenditure requirements.

(q) Government grants

Government grants are not recognized until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received. The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

(r) Significant accounting judgments and estimates

The preparation of these consolidated financial statements in conformity with IFRS 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 reported amounts of expenses during the reporting year. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the year in which the estimate is revised and future years if the revision affects both current and future years. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates:

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Estimation of restoration, rehabilitation and environmental obligations and the timing of expenditure

Restoration, rehabilitation and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of restoration, rehabilitation or similar liabilities that may occur. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

2. Significant accounting policies (continued)

(r) Significant accounting judgments and estimates (continued)

Income taxes and recoverability of potential deferred tax assets

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting year. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the year in which such determination is made.

Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Contingencies

Refer to notes 3 and 16.

Critical accounting judgments:

Determination of whether a set of assets acquired and liabilities assumed constitute a business requires the Company to make certain judgments, taking into account all facts and circumstances. Applying the acquisition method requires the consideration paid and each identifiable asset and liability to be measured at its acquisition-date fair value.

(s) New standards not yet adopted

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after April 1, 2022. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 10 – Consolidated Financial Statements ("IFRS 10") and IAS 28 – Investments in Associates and Joint Ventures ("IAS 28") were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined, however early adoption is permitted.

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on or after January 1, 2023.

2. Significant accounting policies (continued)

(s) New standards not yet adopted (continued)

IAS 16 – Property, Plant and Equipment ("IAS 16") was amended. The amendments introduce new guidance, such that the proceeds from selling items before the related property, plant and equipment is available for its intended use can no longer be deducted from the cost. Instead, such proceeds are to be recognized in profit or loss, together with the costs of producing those items. The amendments are effective for annual periods beginning on or after January 1, 2022.

IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets ("IAS 37") was amended. The amendments clarify when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e. a full-cost approach. Such costs include both the incremental costs of the contract (i.e. – costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g. contract management and supervision, or depreciation of equipment used in fulfilling the contract. The amendments are effective for annual periods beginning on or after January 1, 2022.

There are no other standards/amendments or interpretations that are expected to have a significant effect on the consolidated financial statements of the Company.

3. Exploration and evaluation properties

Tower Property
The Company holds a 100% interest in the Tower property, subject to an existing 2% net smelter return royalty in favour of a previous owner. The property is located in the Thompson Nickel Belt District in Manitoba.

Talbot Property
On November 12, 2019, the Company earned a 51% interest in the Talbot Property, from Hudson Bay Exploration and Development Company Limited ("HBED"), a wholly owned subsidiary of Hudbay Minerals Inc. ("Hudbay").

On August 18, 2020, Rockcliff was notified of Hudbay's intention to exercise its Buy-Back Right to acquire an additional 2% ownership interest in the Project by making a one-time cash payment of $725,892 to Rockcliff. If Hudbay takes the Project into production, Rockcliff will retain a 35% carried interest in the Project through life-of-mine, provided that Rockcliff contributes its pro-rata share of pre-construction capital.

As of March 31, 2022, the Company has a 49% interest in the Talbot Property.

Rail Property
The Company holds a 100% interest in the Rail property, subject to a 2% net smelter returns royalty in favour of the former owner, Hudbay. The property located in the Snow Lake District in Manitoba.

Bur Property
The Company holds a 100% interest in the Bur property, subject to a 2% of net smellter return royalty from the date of the commencement of commercial productions, payble to Hudbay.

Freebeth Property
The Company holds a 100% interest in the Freebeth Property, subject to a 2% net smelter return royalty in favour of the former owner, Hudbay. The property is located in the Snow Lake District in Manitoba.

Copperman Property
The Company holds a 100% interest in the Copperman Property, located in the Snow Lake District in Manitoba.

Morgan Property
The Company holds a 100% interest in the Morgan Property, subject to a 2% net smelter return royalty. The property is located in the Snow Lake District in Manitoba.

(Expressed in Canadian dollars)

3. Exploration and evaluation properties (continued)

Pennex Property
The Company holds a 100% in the Pennex Property, located in the Snow Lake District in Manitoba.

Lon Property
The Company holds a 100% interest in the Lon Property located in the Snow Lake District in Manitoba. The Company also acquired certain mining rights and mining data in respect of the Lon Deposit subject to a ½% net smelter return royalty in two of the claims acquired. The Company may purchase this net smelter return royalty for $250,000.

Snow Lake South (SLS) and Danlee Properties
The Company holds a 100% interest in the SLS properties (SLS #1-5), which surround the Danlee Property, which it subjected to 2% NSR. The properties are located in the Snow Lake District in Manitoba.

Snow Lake Gold Property, Laguna and Lucky Jack Property
The Company held the Snow Lake Gold, Laguna and Lucky Jack properties through its 100% owned subsidiary Goldpath Resources Corporation (“Goldpath”).

On July 6, 2021, the Company closed the Share Purchase Agreement ("SPA") and sold to KG Exploration (Canada) Inc. ("Purchaser") all issued and outstanding common shares in the capital of Goldpath Resources Corp. for a total consideration of $3,000,000 and the following royalties in favour to the Company.

- a 2% net smelter returns royalty ("NSR") in respect of mineral extracted from the BER Property (included in the Snow Lake Gold Property and Laguna Property), under the terms and conditions set forth in the BER Royalty Agreement ("BER Royalty") and including: i) a right in favour of the purchaser to purchase from the Company up to a 1% BER Royalty in 0.5% increments for $500,000 per increment for an aggregate cost of $1,000,000, and ii) a right of first refusal in favour of the purchaser to purchase the BER Royalty on the same terms as the Company is prepared to sell the BER Royalty;

- a 2% NSR in respect of mineral extracted from the DSN Property (included in the Snow Lake Gold Property and Laguna Property) on the terms and conditions set forth in the DSN Royalty Agreement ("DSN Royalty") and including: i) a right in favour of the purchaser to purchase from the Company up to a 1% DSN Royalty in 0.5% increments for $500,000 per increment for an aggregate cost of $1,000,000, and ii) a right of first refusal in favour of the purchaser to purchase the DSN Royalty on the same terms as the Company is prepared to sell the DSN Royalty;

- if applicable, promptly following the exercise of the option in the SLG Agreement: a 0.5% net smelter returns royalty in respect of mineral extracted from the SLG Property (included in the Snow Lake Gold Property and Laguna Property) on the terms and conditions set forth in SLG Royalty Agreement (“SLG Royalty”) and including a right of first refusal in favour of the Purchaser to purchase the SLG Royalty on the same terms as the Company is prepared to sell the SLG Royalty; and

- Transaction fee payable to Red Cloud Securities Inc. at 4.8%; cash bonus of $5,000 for each 1% NSR - 2% NSR for each of the BER and DSN properties and 0.5% for SLG.

Net proceeds received		
Cash	$	3,000,000
2% net smelter return royalty (1)		-
Transaction costs		(155,970)
Total	$	2,844,030

3. Exploration and evaluation properties (continued)

Snow Lake Gold Property, Laguna and Lucky Jack Property (continued)

(1) Due to the uncertainty sorrounding whether the properties will be put into production and the timing and the quantity of any such production, the value has been considered to be $nil.

As of the date of the transaction, Goldpath's net assets carrying amount is $Nil. During the year ended March 31, 2022, the Company recorded a gain on sale of mineral exploration property of $2,844,030, net of transactions cost of $155,970 (year ended March 31, 2021 $nil).

(Expressed in Canadian dollars)

3. Exploration and evaluation properties (continued)

The following is a breakdown by property of exploration costs:

Year ended March 31, 2022

	Tower	Rail	Bur	Freebeth	SLS	Golldpath	Copperman	Other	Total
Exploration expenditures	**$ 452,799**	**$ 251,951**	**$ 361,464**	**$ 819,434**	**$ 727,669**	**$ 427**	**$ 1,716,433**	**$ 241,735**	**$ 4,571,912**
Government grants received	**(50,000)**	**(50,000)**	**-**	**-**	**-**	**-**	**(100,000)**	**-**	**(200,000)**
Total, March 31, 2022	**$ 402,799**	**$ 201,951**	**$ 361,464**	**$ 819,434**	**$ 727,669**	**$ 427**	**$ 1,616,433**	**$ 241,735**	**$ 4,371,912**

Year ended March 31, 2021

	Tower	Rail	Bur	Freebeth	SLS	Golldpath	Copperman	Other	Total
Acquisition costs	$ -	$ -	$ -	$ -	$ 80,000	$ -	$ -	$ -	$ 80,000
Exploration expenditures	3,307,405	197,314	216,295	31,356	145,961	1,495	-	380,736	4,280,562
Option payments	-	-	-	-	9,375	-	-	-	9,375
Buy-back right received (Talbot)	-	-	-	-	-	-	-	(725,892)	(725,892)
Total, March 31, 2021	$ 3,307,405	$ 197,314	$ 216,295	$ 31,356	$ 235,336	$ 1,495	$ -	$ (345,156)	$ 3,644,045

4. Capital risk management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Selected information is provided to the Board of Directors of the Company.

The Company's capital management objectives, policies and processes have remained unchanged during the year ended March 31, 2022. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body.

5. Financial risk management

Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, foreign currency risk and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management. There were no changes to credit risk, liquidity risk or market risk during the years ended March 31, 2022 and March 31, 2021.

(i) Credit risk

Credit risk is the risk of loss associated with a counterparty’s inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents. Cash and cash equivalents are held with select major Canadian chartered banks, from which management believes the risk of loss to be minimal.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company’s liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. The Company prepares annual capital expenditure budgets, which are monitored and updated as required. In addition, the Company requires authorization for expenditures on projects to assist with the management of capital. The Company’s financial liabilities comprise amounts payable and other liabilities and CEBA goverment loan.

5. Financial risk management (continued)

(iii) Market risk

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

(a) Interest rate risk

The Company currently does not have any short-term or long-term debt that is interest bearing and, as such, the Company's current exposure to interest rate risk is minimal.

(b) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar and the Company holds minimal cash balances in US dollars which could give rise to exposure to foreign exchange risk. It is not the Company's policy to hedge its foreign currency related to the US dollar. Foreign currency risk is not considered significant.

(c) Commodity and equity price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, as they relate to precious and base metals and other minerals, and the stock market to determine the appropriate course of action to be taken by the Company.

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depend upon the world market price of precious and base metals and other minerals. Precious and base metals and other mineral prices have fluctuated widely in recent years. There is no assurance that, even if commercial quantities of precious and base metals and other minerals are produced in the future, a profitable market will exist for them. As of March 31, 2022, the Company was not a precious mineral, base metals and other minerals producer. Even so, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

6. Cash and cash equivalents

		As at March 31, 2022		**As at March 31, 2021**
Cash	**$**	**1,034,771**	$	4,504,363
Cash equivalents		**25,000**		25,000
Total	**$**	**1,059,771**	$	4,529,363

7. Amounts receivable and advances

		As at March 31, 2022		**As at March 31, 2021**
Harmonized sales tax recoverable - (Canada)	**$**	**310,880**	$	46,660
Total	**$**	**310,880**	$	46,660

(Expressed in Canadian dollars)

8. Equipment

Equipment is represented by the following:

Cost	**Equipment**
Balance, March 31, 2020	$ 109,029
Balance, March 31, 2021	**109,029**
Balance, March 31, 2022	**$ 109,029**

Depreciation	**Equipment**
Balance, March 31, 2020	$ 43,497
Depreciation	12,156
Balance, March 31, 2021	**55,653**
Depreciation	**9,901**
Balance, March 31, 2022	**$ 65,554**

Net book value	**Equipment**
Balance, March 31, 2021	$ 53,376
Balance, March 31, 2022	**$ 43,475**

9. Amounts payable and other liabilities

	As at March 31, 2022	**As at March 31, 2021**
Trade payables	**$ 159,283**	$ 199,020
Accrued liabilities	**147,473**	229,500
Total	**$ 306,756**	$ 428,520

10. Share capital

a) Authorized share capital

The authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

	Number of common shares	**Amount**
Balance, March 31, 2020	307,619,187	$ 60,697,133
Warrant exercised (i)	24,500	6,497
Shares issued for mineral exploration property interest (ii) (iii)	250,000	18,125
Balance, March 31, 2021	**307,893,687**	**$ 60,721,755**
Shares issued in private placement - flow-through (iv)	**15,592,332**	**660,507**
Share issue costs (iv)	-	**(106,553)**
Balance, March 31, 2022	**323,486,019**	**$ 61,275,709**

(Expressed in Canadian dollars)

10. Share capital (continued)

(i) On August 13 and 14, 2020, 24,500 warrants with an exercise price of $0.07 were exercised for gross proceeds of $1,715 (note 12).

(ii) On November 23, 2020, the Company agreed to issue a total of 125,000 common shares under the terms of option agreement on it Snow Lake Properties. These common shares were valued at $9,375 based on the their most recent trading price.

(iii) On February 3, 2021, the Company agreed to issue a total of 125,000 common shares under the terms of option agreement on it Laguna Property.These common shares were valued at $8,750 based on the their most recent trading price.

(iv) On December 31, 2021, the Company closed a flow-through equity financing of $935,540 consisting of 15,592,332 Flow Through Units ("FTU") at a price of $0.06 per FTU.

Each FTU consisted of one common share and one-half of a common share purchase warrant. Each full warrant entitles the holder to purchase one common share at a price of $0.10 for two years from closing.

The grant date fair value of $275,033 was assigned to the 7,796,166 warrants issued as estimated by using a fair value market technique incorporating the Black-Scholes option pricing model, using the following assumptions: a risk-free interest rate of 0.95%; share price of $0,07; an expected volatility factor of 113.2%; an expected dividend yield of 0%; and an expected life of 2 years.

Eligible finders were paid cash fees of $62,128 and issued 1,035,463 FT Broker Warrants. Each FT Broker Warrant entitles the holder to acquire one broker unit at a price of $0.06, with each broker unit consisting of one common share and one-half of a warrant, for a period of two years from closing.

The grant date fair value of $44,425 was assigned to the FT Broker Warrants issued, as estimated by using a fair value market technique incorporating the Black-Scholes option pricing model, using the following assumptions: a risk-free interest rate of 0.95%; share price of $0,07; an expected volatility factor of 113.2%; an expected dividend yield of 0%; and an expected life of 2 years.

11. Net loss per common share

The calculation of basic and diluted loss per share from operations for the year ended March 31, 2022, was based on the net loss attributable to common shareholders of $3,124,069 (year ended March 31, 2021 - $5,762,296) and the weighted average number of common shares outstanding of 309,717,990 (year ended March 31, 2021 - 307,697,609).

Diluted loss per share for the year ended March 31, 2022 did not include the effect of 8,831,629 warrants (March 31, 2021 - 428,633) and 8,604,964 stock options (March 31, 2021 - 11,464,183) as they are anti-dilutive.

12. Warrants

The following table reflects the continuity of warrants for the years ended March 31, 2022 and 2021:

	Number of warrants	Grant date Fair value ($)	Weighted average exercise price ($)
Balance, March 31, 2020	18,393,312	777,017	0.15
Exercised	(24,500)	(4,782)	0.07
Expired	(17,940,179)	(735,443)	0.15
Balance, March 31, 2021	**428,633**	**36,792**	**0.19**
Granted (note 10(b)(iv))	**8,831,629**	**319,458**	**0.10**
Expired	**(428,633)**	**(36,792)**	**0.19**
Balance, March 31, 2022	**8,831,629**	**319,458**	**0.10**

(Expressed in Canadian dollars)

12. Warrants (continued)

The following table reflects the warrants issued and outstanding as of March 31, 2022:

Number of warrants outstanding	Grant date fair value ($)	Exercise price ($)	Expiry date
7,796,166	275,033	0.10	December 31, 2023
1,035,463	44,425	0.06	December 31, 2023
8,831,629		0.10	

13. Stock options

The following table reflects the continuity of stock options for the years ended March 31, 2022 and 2021:

	Number of stock options	Weighted average exercise price ($)
Balance, March 31, 2020	14,880,848	0.15
Options granted (i)	200,000	0.15
Options expired	(3,616,665)	0.11
Balance, March 31, 2021	**11,464,183**	**0.15**
Options expired/forefeited	**(2,859,219)**	**0.15**
Balance, March 31, 2022	**8,604,964**	**0.15**

(i) On February 1, 2021, the Company granted 200,000 incentive stock options to an officer of the Company. The options are exercisable at $0.15 per share for a period of 1.5 years, terminating on July 31, 2022. The grant date fair value of $5,449 was assigned to the stock options issued as estimated by using a fair value market technique incorporating the Black-Scholes option pricing model, using the following assumptions: a risk-free interest rate of 0.15%; and expected volatility factor of 126%; an expected dividend yield of 0%; share price of $0.07; and an expected life of 1.5 years. During the year ended March 31, 2022, the Company record a stock based compensation expense of $65,096 (Year ended March 31, 2021 - $179,117).

Details of the stock options outstanding at March 31, 2022 are as follows:

Grant date fair value($)	Contractual life (years)	Number of options	Exercisable options	Exercise price ($)	Expiry date
5,449	0.33	200,000	200,000	0.15	July 31, 2022
270,745	1.53	1,850,000	1,850,000	0.15	October 9, 2023
338,534	2.24	4,000,000	4,000,000	0.15	June 10, 2024
75,180	2.72	1,250,000	1,041,667	0.15	December 16, 2024
134,335	4.76	680,851	-	0.15	January 1, 2027 (*)
10,635	4.76	624,113	-	0.15	January 1, 2027 (*)
834,878	1.81	8,604,964	7,091,667	0.15	

* The options vest on January 1, 2023 subject to performance vesting conditions where if the total shareholder return compared to a peer group is:

- in the 75th percentile of the performance condition, 100% of the stock options vest.
- between 40-74 percentile of the performance condition, proportionate vesting of the stock options occur.
- lower than the 40th percentile of the performance condition, no options will vest.

Management estimated the probability for the Company to be in the 75th percentile to be 25%, between 40-74 percentile to be 50% and lower than the 40th percentile to be 25%.

(Expressed in Canadian dollars)

14. Income taxes

(a) Provision for income taxes

Major items causing the Company's income tax rate to differ from the combined Canadian federal and provincial statutory rate of 26.5% (2021 - 26.5%) were as follows:

	Year ended March 31, 2022	Year ended March 31, 2021
Loss before income taxes	**$ (3,124,069)**	$ (5,762,296)
Expected loss tax recovery based on the statutory rate:	**$ (828,000)**	$ (1,527,000)
Adjustments to expected loss tax benefit:		
Share-based payments	**65,000**	47,000
Expenses not deductible for tax purposes	**1,000**	2,000
Other	**-**	(2,299,000)
Change in unrecorded deferred tax asset	**762,000**	3,777,000
Deferred income tax provision (recovery)	**$ -**	$ -

(b) Deferred income tax

Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	March 31, 2022	March 31, 2021
Deductible temporary differences		
Non-capital loss carry-forwards	**$ 27,561,000**	$ 21,446,000
Exploration and evaluation assets	**15,838,000**	17,290,000
Share issue costs	**255,000**	102,000
Other temporary differences	**89,000**	16,215,000
Deductible temporary differences not recognized	**$ 43,743,000**	$ 55,053,000

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profits will be available against which the Company can use the benefits.

At March 31, 2022, the Company has estimated non-capital losses for Canadian income tax purposes of approximately $27,561,000 (2021 - $21,446,000) available to use against future taxable income. The non-capital losses expire between 2032 and 2042.

15. Major shareholders and related party transactions

Major shareholders

As of March 31, 2022, Greenstone Resources II LLP holds a total of 132,580,000 common shares of the Company, representing approximately 40.9%. (March 31, 2021 - 43.1%)

As of March 31, 2022, Olive Resource Capital holds a total of 82,925,238 common shares of the Company, representing approximately 25.6%. (March 31, 2021 - 26.9%)

None of the Company's major shareholders have different voting rights than other holders of the Company's common shares.

(Expressed in Canadian dollars)

15. Major shareholders and related party transactions (continued)

Related parties include the Board of Directors and key management personnel and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

Related Party	**Nature of Relationship**
Lapierre Exploration Services Inc.	Controlled by the interim President and CEO
Olive Resource Capital	Shareholder of the Company and common directors
Gold79 Mines Ltd.	Shareholder of the Company and common directors
Greenstone Resources II LLP	Major shareholder of the Company and common directors

Included in the March 31, 2022 amounts payable and other liabilities is $6,103 due to related parties (March 31, 2021 - $5,503). These amounts are unsecured, non-interest bearing and due on demand.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. Remuneration of directors and key management personnel of the Company was as follows:

	Year ended March 31,	
	2022	**2021**
	$	**$**
Directors fees, management salaries and benefits	**593,941**	1,025,000
Share-based payments	**28,388**	179,117

16. Commitments and contingencies

As at March 31, 2022, pursuant to the issuance of 87,760,833 flow-through shares on May 7, 2019, and the issuance of 15,592,332 flow-through shares on December 31, 2021, the Company is required to incur qualifying expenditures of approximately $20,862,600 by December 31, 2020 and $935,540 by December 31, 2022. On July 10, 2020 and December 16, 2020, the Department of Finance proposed to extend the flow-through funds spend period, filing and payment, and the look-back rule by one year, including suspending the Part XII.6 tax for the same period. The Company is subject to Part XII.6 taxes on any unspent flow-through expenditures after February 1, 2021 for flow-through funds raised in 2019. Since the proposal by the Department of Finance received Royal assent on June 29, 2021,the dates to incur Part XII.6 taxes will be extended by one year, however, if the amounts are not expended by the end of 2021 for agreements entered in 2019 or by the end of 2022 for agreements entered into in 2020, the additional 10% tax under Part XII.6 will apply. The Company has indemnified the subscribers for any tax related amounts that become payable by the subscriber as a result of the Company not meeting its expenditure commitments. As of March 31, 2022, the Company has fulfilled the total commitment.

The Company's exploration and evaluation activities are subject to laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its activities are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

In August 2020, the Company received a $40,000 interest-free loan from the Emergency Business Account (CEBA) to support business by providing financing for their expenses and a loan forgiveness of 25% (up to $10,000) if $30,000 is repaid on or before December 31, 2022.

16. Commitments and contingencies (continued)

The Company is party to certain management contracts. These contracts require payment of $700,000 upon the occurrence of a change of the Company, as defined by each officers' respective consulting agreement. The Company is also committed to payments upon termination of approximately $715,000 pursuant to the terms of these contracts. As a triggering event has not taken in place, these amounts have not been recorded in these consolidated financial statements.