Canada One Mining Corp.
(*An Exploration Stage Company*)

Condensed Interim Consolidated Financial Statements

January 31, 2023 and 2022

(Expressed in Canadian Dollars)

Head Office

250 – 750 West Pender Street
Vancouver, BC, V6C 2T7

Records Office

Suite 2200, HSBC Building
885 West Georgia Street
Vancouver, BC, V6C 3E8

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by management and approved by the Audit Committee and Board of Directors of the Company.

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

Canada One Mining Corp.
(An Exploration Stage Company)
Condensed Interim Consolidated Statements of Financial Position
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	January 31, 2023	July 31, 2022
Assets		
Current		
Cash	$ 8,994	$ 159
GST receivable	4,199	12,583
	13,193	12,742
Exploration and evaluation assets *(Note 4)*	21,646	21,646
Reclamation bonds *(Note 5)*	23,000	23,000
	$ 57,839	$ 57,388
Liabilities		
Current		
Accounts payable and accrued liabilities	$ 522,306	$ 489,401
Due to related parties *(Note 8)*	617,765	555,265
Loans payable *(Note 6 and 8)*	329,559	298,809
	1,469,630	1,343,475
Shareholders' Deficiency		
Share capital *(Note 7)*	19,923,937	19,923,937
Share-based payment reserve *(Note 7)*	2,255,457	2,255,457
Shares subscribed *(Note 7)*	5,000	-
Deficit	(23,596,185)	(23,465,481)
	(1,411,791)	(1,286,087)
	$ 57,839	$ 57,388

Nature of operations and going concern *(Note 1)*

Approved on behalf of the Board:

"Michael Kinley"
Michael Kinley
Director

"Peter Berdusco"
Peter Berdusco
Director

See accompanying notes to the condensed interim consolidated financial statements.

Canada One Mining Corp.
(An Exploration Stage Company)
Condensed Interim Consolidated Statements of Net Loss and Comprehensive Loss
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Three months ended January 31, 2023	Three months ended January 31, 2022	Six months ended January 31, 2023	Six months ended January 31, 2022
Expenses				
Consulting	**$ -**	$ 30,000	**$ 4,500**	$ 60,000
Interest expense	**-**	2,796	**-**	3,999
Management fees (*Note 8)*	**24,000**	31,500	**48,000**	48,000
Marketing	**7,500**	7,500	**15,000**	15,000
Office and miscellaneous	**11,611**	30	**9,590**	120
Professional fees	**13,330**	16,900	**33,880**	24,684
Project investigation costs *(Note 4)*	**-**	-	**9,341**	-
Rent (*Note 8)*	**4,100**	2,500	**7,700**	2,500
Transfer agent and filing fees	**2,564**	2,819	**2,693**	12,858
	(63,105)	(94,045)	**(130,704)**	(167,161)
Other items				
Write-off of current liabilities	**-**	139,168	**-**	139,168
Net income (loss) and comprehensive income (loss) for the period	**$ (63,105)**	$ 45,123	**$ (130,704)**	$ (27,993)
Income (loss) per share – basic and diluted	**$ (0.00)**	$ 0.00	**$ (0.00)**	$ (0.00)
Weighted average number of common shares outstanding – Basic and diluted	**22,613,456**	22,613,456	**22,613,456**	22,613,456

See accompanying notes to the condensed interim consolidated financial statements.

Canada One Mining Corp.
(An Exploration Stage Company)
Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital ($)	Share-based Payment Reserve ($)	Shares Subscribed ($)	Deficit ($)	Total shareholders' deficiency ($)
Balance, July 31, 2021	22,613,456	$ 19,923,937	$ 2,255,457	$ -	$ (23,154,522)	$ (975,128)
Net loss for the period	-	-	-	-	(27,993)	(27,993)
Balance, January 31, 2022	22,613,456	$ 19,923,937	$ 2,255,457	$ -	$ (23,182,515)	$ (1,003,121)
Balance, July 31, 2022	22,613,456	$ 19,923,937	$ 2,255,457	$ -	$ (23,465,481)	$ (1,286,087)
Shares subscribed	-	-	-	5,000	-	5,000
Net loss for the period	-	-		-	(130,704)	(130,704)
Balance, January 31, 2023	22,613,456	$ 19,923,937	$ 2,255,457	$ 5,000	$ (23,596,185)	$ (1,411,791)

See accompanying notes to the condensed interim consolidated financial statements.

Canada One Mining Corp.
(An Exploration Stage Company)
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)
For the six months ended January 31,

	2023	2022
Operating Activities		
Net loss for the period	$ (130,704)	$ (27,993)
Items not involving cash:		
Write-off of accounts receivable	-	(4,347)
Write-off of accounts payable	-	(63,422)
Write-off of loan payable	-	(53,259)
Write-off FT liabilities	-	(18,000)
Change in non-cash working capital items:		
GST receivable	8,384	16,317
Due to related parties	62,500	1,557
Accounts payable and accrued liabilities	32,905	102,150
Prepaids	-	2,000
Cash used in operating activities	(26,915)	(44,997)
Investing Activities		
Expenditures on exploration and evaluation assets	-	(73,996)
Cash used in investing activities	-	(73,996)
Financing Activities		
Loan proceeds	30,750	129,431
Subscriptions received in advance	5,000	-
Cash provided by financing activities	35,750	129,431
Change in cash	8,835	10,438
Cash, beginning of the period	159	6,518
Cash, end of the period	$ 8,994	$ 16,956

Supplemental cash flow information *(Note 9)*

See accompanying notes to the condensed interim consolidated financial statements.

1. Nature of Operations and Going Concern

Canada One Mining Corp. (the "Company") is an exploration stage company incorporated under the laws of British Columbia and its shares trade on the TSX Venture Exchange ("TSX-V") under the symbol "CONE" (formerly "URA"). The Company's registered office is located at Suite 250 – 750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T7.

The Company is focused on the exploration of its resource properties in British Columbia and has not yet determined whether its exploration and evaluation assets contain mineral reserves that are economically recoverable.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business.

The recovery of amounts shown as acquisition costs of exploration and evaluation assets and the related deferred exploration costs for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development, and upon future profitable operations from the properties or proceeds from the disposition thereof.

The Company's ability to continue as a going concern is dependent on the Company being able to satisfy its liabilities as they become due and to obtain the necessary financing to complete the exploration and development of its exploration and evaluation asset interests, the attainment of profitable mining operations and/or the receipt of proceeds from the disposition of its exploration and evaluation asset interests.

These condensed interim consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary, should the Company be unable to continue as a going concern.

The Company reported a net loss and comprehensive loss of $130,704 for the period ended January 31, 2023, has an accumulated deficit of $23,596,185 at January 31, 2023 and a working capital deficiency of $1,456,437 at January 31, 2023. The Company has no meaningful sources of generating cash, in either the short- or long-term, other than accessing the capital markets for the placement of its equity securities. The Company is dependent on the capital markets to provide funding for future activities and outlays, and these markets can be highly variable and volatile over a multi-year cycle. A deterioration of those capital markets could have a material adverse effect on the Company's prospects for success or even for survival. Management is actively engaged in the review and due diligence on opportunities of merit in the mining sector and is seeking to raise the necessary capital to meet its funding requirements. There can be no assurance that management's plan will be successful. These uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

2. Significant Accounting Policies

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited consolidated financial statements as at July 31, 2022. These unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited financial statements for the year ended July 31, 2022.

a) Basis of Presentation

These condensed interim consolidated financial statements, including comparatives have been prepared in accordance with the International Accounting Standards ("IAS") 34, Interim Financial Reporting.

These condensed interim consolidated financial statements have been prepared under the historical cost basis, except for financial instruments classified as available-for-sale and fair value through profit or loss. These condensed interim consolidated financial statements have been prepared under the accrual basis of accounting, except for cash flow information.

The Board of Directors approved the condensed interim consolidated financial statements on March 30, 2023.

b) Principles of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Anglo-Canadian Minerals, Corp. (incorporated in Nevada, USA) and Anglo-Canadian Gold Corp. (incorporated in British Columbia). Both subsidiaries are holding corporations. All intercompany transactions and balances have been eliminated.

c) Foreign Currency Transactions

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency for all entities within the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21 *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the consolidated statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transaction. Exchange gains and losses arising on translation are reflected in profit or loss for the period.

2. Significant Accounting Policies *(continued)*

d) Estimates and Judgments

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting year, that could result in a material adjustment of 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:

i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the consolidated statements of financial position.
ii) The inputs in the Black-Scholes option pricing model to value stock options and agent warrants.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the condensed interim consolidated financial statements are as follows:

i) Economic recoverability and probability of future benefits of exploration and evaluation costs.

Management has determined that exploration, evaluation and related costs incurred that were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits, including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, scoping and feasibility studies, accessible facilities and existing permits.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

i) Valuation of share-based compensation

The Company uses the Black-Scholes option pricing model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rates and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity settled benefits.

3. Risk Management and Financial Instruments

The carrying values of the Company's cash, reclamation bonds, accounts payable and accrued liabilities, loans payable and due to related parties approximate their fair value due to their short-term nature.

The Company's risk exposure 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 the counterparty to a financial instrument fails to meet its contractual obligations.

The Company's credit risk is primarily attributable to its holdings of cash and reclamation bonds. The carrying amounts of these financial assets represent the maximum credit exposure. The Company manages credit risk by placing its cash with major financial institutions in conservative cash-based liquid investments. Reclamation bonds are held with state or provincial government authorities. The Company monitors its exposure to credit risk on an ongoing basis.

Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is forecasting cash used in operations and anticipating investing and financing activities.

Accounts payable have maturities of 90 days or less and are subject to normal trade terms. Loans payable are due on demand.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. The risks to which the Company is exposed are:

i) Interest rate risk

The Company is not exposed to significant interest rate risk.

3. Risk Management and Financial Instruments *(continued)*

ii) Foreign currency risk

The Company's functional currency is the Canadian dollar. Consequently, fluctuations of the Canadian dollar in relation to other currencies impact the fair value of financial assets and liabilities and operating results. The Company does not manage currency risks through hedging or other currency management tools.

iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is not exposed to significant other price risk.

Fair value

Financial instruments that are measured at fair value using inputs, which are classified within a hierarchy that prioritizes their significance. The three levels of the fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 - Inputs that are not based on observable market data.

Cash (cash indebtedness) is measured using level 1 of the fair value hierarchy.

Given that they will mature shortly, the fair value of accounts payable and accrued liabilities and loans payable approximate their carrying value.

4. Exploration and Evaluation Assets

Expenditures incurred on exploration and evaluation assets are as follows:

	Zeus	Total
Balance, January 31, 2023, July 31, 2022 and 2021	**$ 21,646**	**$ 21,646**

4. Exploration and Evaluation Assets *(continued)*

Title to Exploration and Evaluation Assets

Although the Company has taken steps to verify the title to exploration and evaluation assets in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Canadian Exploration and Evaluation Assets

Zeus, British Columbia

The Company has a 100% interest in the Zeus claims located near Lillooet, British Columbia. The claims are subject to a 2% Net Smelter Return ("NSR"), which may be purchased for $500,000 per 1% NSR.

Franelle Copper, Quebec

On September 16, 2021, the Company entered into an option agreement to acquire a 100% interest in the Franelle Copper Project, a 31 square kilometre contiguous property located 90 kilometres northwest of Schefferville, Quebec, from Messrs. Fayz and Ramy Yacoub, arm's length parties. The transaction remains subject to regulatory approval.

The Company will be required to make the following consideration:

Cash consideration

- i) cash payment of $25,000 on signing of the agreement (paid).
- ii) cash payment of $25,000 within 15 days from execution of the agreement (paid).
- iii) cash payment of $50,000 on or before August 31, 2022 (not paid).
- iv) cash payment of $50,000 on or before August 31, 2023.
- v) cash payment of $50,000 on or before August 31, 2024.
- vi) cash payment of $50,000 on or before August 31, 2025.
- vii) cash payment of $50,000 on or before August 31, 2026.

Share issuance

- i) issuance of 500,000 common shares within 15 days from execution of the agreement (pending regulatory approval).
- ii) issuance of 500,000 common shares on or before August 31, 2022 (not issued).
- iii) issuance of 500,000 common shares on or before August 31, 2023.
- iv) issuance of 500,000 common shares on or before August 31, 2024.
- v) issuance of 500,000 common shares on or before August 31, 2025.
- vi) issuance of 500,000 common shares on or before August 31, 2026.

4. Exploration and Evaluation Assets *(continued)*

Canadian Exploration and Evaluation Assets *(continued)*

Franelle Copper, Quebec *(continued)*

Exploration expenditures [1]

i) incur exploration expenditures of $250,000 on or before August 31, 2022 (not completed)
ii) incur exploration expenditures of $250,000 on or before August 31, 2023.
iii) incur exploration expenditures of $250,000 on or before August 31, 2024.
iv) incur exploration expenditures of $250,000 on or before August 31, 2025.
v) incur exploration expenditures of $250,000 on or before August 31, 2026.
vi) incur exploration expenditures of $3,750,000 on or before August 31, 2026.

[1] In the event that the exploration expenditure exceeds the amount required to be expended by each applicable period, the excess will be applied as a credit to the subsequent period. In the event that the exploration expenditures fall short of the amount required to be expended by each applicable period, the Company has an option to cure the default by making a payment equal to 10% of the amount of any shortfall for the applicable period.

The vendor retains a 2.0% Net Smelter Return ("NSR") royalty

During the period ended January 31, 2023, the Company incurred $9,341 (year ended July 31, 2022 - $73,996) of costs related to the property which have been recorded to project investigation costs on the statement of loss and comprehensive loss.

5. Reclamation Bonds

The Company has posted security deposits of $23,000 (July 31, 2022 - $23,000) with the British Columbia government to cover potential reclamation costs for certain properties in British Columbia. These deposits earn interest at a nominal rate.

6. Loans Payable

During the period ended January 31, 2023, the Company received $30,750 (year ended July 31, 2022 - $130,634) in non-interest-bearing loans and the total outstanding loans as at January 31, 2023 was $329,559 (July 31, 2022 - $298,809).

At January 31, 2023, the following loans were outstanding:

i) a total of $314,559 (July 31, 2022 - $283,809) which are unsecured, non-interest bearing and due on demand.

ii) a total of $15,000 (July 31, 2022 - $15,000) was due to the CFO of the Company, of which the amount is non-interest bearing and due on demand (Note 8).

7. Share Capital

Authorized

The Company has an unlimited number of common shares without par value authorized for issuance.

Shares Issued

During the period ended January 31, 2023 and the year ended July 31, 2022, the Company had no share activity.

During the period ended January 31, 2023, the Company received $5,000 towards a future financing.

Stock Options

The Company has a stock option plan (the “Plan") in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option shall not be less than the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of ten years and vest as determined by the board of directors.

(Expressed in Canadian Dollars)

7. Share Capital *(continued)*

Stock Options *(continued)*

The following table provides information about outstanding and exercisable stock options as at January 31, 2023:

Expiry Date	Exercise Price	Balance 31-Jul-21	Granted	Expired/ Forfeited	Balance 31-Jul-22	Granted	Expired/ Forfeited	Balance 31-Jan-23	Exercisable 31-Jan-23
July 29, 2025	$ 0.05	2,260,000	-	-	2,260,000	-	-	2,260,000	2,260,000
Totals		2,260,000	-	**-**	2,260,000	-	**-**	2,260,000	2,260,000
Weighted Average Exercise Price		**$0.05**	**-**	**-**	**$0.05**	**-**	**-**	**$0.05**	**$0.05**

(Expressed in Canadian Dollars)

7. Share Capital *(continued)*

Warrants

The following summarizes the transactions and number of outstanding and exercisable share purchase warrants, including finder's warrants.

Expiry Date	Exercise Price	Balance 31-Jul-21	Expired	Balance 31-Jul-22	Expired	Balance 31-Jan-23
July 4, 2022	$ 0.15	14,081,207	(14,081,207)	-	-	-
July 4, 2022	$ 0.15	40,000	(40,000)	-	-	-
Totals		**14,121,207**	**(14,121,207)**	**-**	**-**	**-**
Weighted Average Exercise Price		**$0.15**	**$0.15**	**-**	**-**	**-**

8. Related Party Transactions and Key Management Compensation

Key management compensation includes all fees paid or accrued to officers and/or directors described in this note. Except as disclosed elsewhere in these condensed interim consolidated financial statements, related party transactions incurred during the period ended January 31, 2023 were as follows:

Management fees totaling $30,000 (2022 - $30,000) and rent of $7,200 (2022 - $Nil) were accrued to a company owned by the CEO, who is also a director of the Company. As of January 31, 2023, the balance owing to the CEO was $400,375 (July 31, 2022 - $356,775).

Management fees totaling $18,000 (2022 - $18,000) were accrued to a company owned by the CFO, who is also a director of the Company. As of January 31, 2023, the balance owing to the CFO was $207,900 (July 31, 2022 - $189,000).

As of January 31, 2023, the balance owing to a company related to management for consulting fees was $252,000 (July 31, 2022 - $252,000) and is included in accounts payable and accrued liabilities.

As of January 31, 2023, advances owing to a company owned by the CEO was $9,490 (July 31, 2022 - $9,490) and is included in due to related parties.

As of January 31, 2023, a loan owing to the CFO was $15,000 (July 31, 2022 - $15,000) and is included in loans payable (Note 6).

As at January 31, 2023, total amounts due to related parties was $617,765 (July 31, 2022 - $555,265). Amounts due to related parties are unsecured, non-interest bearing and are due on demand.

(Expressed in Canadian Dollars)

9. Supplemental Cash Flow Information

	January 31, 2023	July 31, 2022
Non-Cash Investing and Financing Activities:		
Accounts payable for exploration and evaluation asset costs	$ 13,323	$ 13,323

10. Capital Management

The Company's objectives when managing capital are to ensure that there are adequate resources to sustain operations and to continue as a going concern, to maintain adequate levels of funding to support acquisition and exploration of mineral projects, to maintain investor and market confidence, and to provide returns to shareholders. Funds are primarily secured through equity capital raised by way of private placements.

Exploration involves a high degree of risk and substantial uncertainties about the ultimate ability of the Company to achieve positive cash flow from operations. Management primarily funds the Company's exploration by issuing share capital rather than using other capital sources that require fixed repayments of principal or interest.

The Company considers the items included in share capital to be capital and it manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. Management evaluates capital requirements and considers the availability of capital, investor sentiment and the market in general on an on-going basis.

The Company is not subject to any externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period ended January 31, 2023.

11. Segmented Disclosure

The Company operates in one operating segment, mineral exploration. All of the Company's assets are located in Canada.

12. Proposed Transactions

During the period ended January 31, 2023, the Company:

a) Entered into an option agreement, dated effective August 17, 2022, pursuant to which the Company will acquire from an arm's-length third party, the right to earn a 90% interest, subject to a 2% net smelter returns royalty, in the Matabitchuan cobalt project, a 9,664-hectare contiguous property located roughly 50 kilometres south of Cobalt, Ont. The transaction represents a fundamental acquisition for the Company in accordance with the rules of the TSX Venture Exchange and will replace the proposed transaction involving Franelle Copper Project which had been previously identified by the Company. The Company is currently reviewing the Franelle Copper Project and establishing whether to proceed under renegotiated terms or terminate the agreement.

The Agreement

The Company can earn a 90% interest in the Project, subject to a 2% net smelter returns royalty (the "Royalty") by meeting the following terms:

- Issuing an aggregate of 4,000,000 shares of the Company (the "Shares"), and $140,000 in cash payments and $400,000 in cash or Shares payments to the Optionor on or before the dates set out below:
    - 500,000 Shares and $50,000 in cash within five Business Days after receipt of the approval of the TSX Venture Exchange for the Transaction (the "TSXV Approval");
    - an additional 750,000 Shares and $90,000 in cash on or before the first anniversary date of TSXV Approval;
    - an additional 750,000 Shares and $100,000 on or before the second anniversary date of TSXV Approval as set out below:
        - in Shares, if the Company's cash balance is below $400,000 five business days before the second anniversary date or in cash, if the Company's cash balance is above $400,000 five business days before the second anniversary date;
    - an additional 1,000,000 Shares and $140,000 on or before the third anniversary date of TSXV Approval as set out below:
        - in Shares, if the Company's cash balance is below $400,000 five business days before the third anniversary date or in cash, if the Company's cash balance is above $400,000 five business days before the third anniversary date; and
    - an additional 1,000,000 Shares and $160,000 on or before the fourth anniversary date of TSXV Approval as set out below:
        - in Shares, if the Company's cash balance is below $400,000 five business days before the fourth anniversary date or in cash, if the Company's cash balance is above $400,000 five business days before the fourth anniversary date.
- Incurring $1,525,000 in exploration expenditures on the Property as follows:
    - $125,000 in expenditures on or before May 15th, 2023;
    - $250,000 in additional expenditures on or before May 15th, 2024;
    - $300,000 in additional expenditures on or before May 15th, 2025;
    - $350,000 in additional expenditures on or before May 15th, 2026; and
    - $500,000 in additional expenditures on or before May 15th, 2027.

Following the exercise of the option, the Company will grant the Royalty to the vendor of the Project. The Company can purchase 50% (or 1%) of the Royalty at any time for a one-time payment of $500,000 in cash and $1,000,000 in Shares for a total value of $1,500,000.

12. Proposed Transactions *(continued)*

Following the exercise of the option, the parties intend to negotiate the terms of a joint venture arrangement to advance development of the Property. Such arrangement is expected to include a mechanism by which expenditures on the Property will be funded on a pro rata basis, with interests diluted in the event a party elects not to fund; a mechanism for preparing and approving a budget and work program in respect of the Project; and the ongoing management of the joint venture.

Eldridge Pubelow Property

Concurrently with the entering into of the Agreement, the Company has also entered into an agreement with two arms-length parties to acquire a 100% interest in and to a series of mineral claims surrounded by the Project and commonly known as the Eldridge Pubelow Property (the "Eldridge Pubelow Property"). The Company can acquire the Eldridge Pubelow Property, subject to a 2% net smelter returns royalty, by issuing an aggregate of 800,000 Shares and paying $80,000 as follows:

- 250,000 Shares and $10,000 cash within five Business Days after receipt of the TSXV Approval;
- an additional 250,000 Shares and $20,000 cash on or before the first anniversary date of TSXV Approval; and
- an additional 300,000 Shares and $50,000 cash on or before the second anniversary date of TSXV Approval.

Following the exercise of the option, the Company will grant a net smelter returns royalty to the vendor of the Project. The Company can purchase 50% (or 1%) of the Royalty at any time for a one-time payment of cash totaling $1,000,000.

In the event the Company acquires the Eldridge Pubelow Property, and subsequently completes a resource estimate on the property, the vendors will be eligible to receive an additional bonus payment of $75,000 payable in Shares or cash.

No finders' fees or commissions are payable in connection with completion of the Transaction or the acquisition of Eldridge Pubelow Property.

Closing

Closing of the Transaction remains subject to the completion of a technical report in respect of the Project, completion of the Offering, and the approval of the TSX Venture Exchange. The Transaction cannot be completed until approval of the TSX Venture Exchange is received.

12. Proposed Transactions *(continued)*

b) Entered into an option agreement, dated effective August 31, 2022, pursuant to which the Company will acquire from an arm's-length third party, the right to earn a 100%, subject to a 2% net smelter returns royalty, in the Cooper Lake and Golden Lake properties located roughly 50 kilometres south of Cobalt, Ont. The transaction will be included as part of the Company's option to earn a 90% interest in the Matabitchuan cobalt project and a 100% interest in the Eldridge Pubelow property, as announced by the Company on August 23, 2022; together, the transactions constitute a fundamental acquisition in accordance with the rules of the TSX Venture Exchange (TSX-V).

The agreement

The Company can earn a 100% interest in the property, subject to a 2% net smelter returns royalty, by issuing an aggregate of 400,000 common shares and making $40,000 in cash payments to the optionor on or before the dates set out below:

- 125,000 shares and $5,000 in cash within five business days after receipt of the approval of the agreement from the TSX-V;
- An additional 125,000 shares at market value and $10,000 in cash on or before the first anniversary date of the TSX-V approval;
- An additional 150,000 shares at market value and $25,000 in cash on or before the second anniversary date of the TSX-V approval.

Following the exercise of the option, the Company will grant the royalty to the vendor of the property. The Company can purchase 50% (or 1%) of the royalty at any time for a one-time payment of $1,000,000 in cash.

Closing

Closing of the transaction remains subject to the completion of a technical report in respect of the property, completion of the offering, and the approval of the TSX-V. The transaction cannot be completed until approval of the TSX-V is received. All common shares issuable by the Company in connection with the share payments will be subject to a four-month-and-one-day statutory hold period in accordance with applicable securities laws.