NUBIAN RESOURCES LTD

Consolidated Financial Statements
For the six months ended January 31, 2022 and 2021

(Expressed in Canadian Dollars)

NUBIAN RESOURCES LTD.

Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

		As at January 31, 2022		July 31, 2021
ASSETS				
Current				
Cash	**$**	**1,947,094**	$	3,055,833
Marketable Securities (Note 4)		**7,500,000**		
Taxes receivable		**78,094**		43,683
Assets held for sale (Note 8)		**-**		243,859
Other current assets		**60,446**		11,907
Total Current Assets		**9,585,634**		3,355,282
Non Current Assets				
Reclamation deposits		**75,366**		75,366
Equipment (Note 5)		**2,923**		3,703
Exploration and evaluation assets (Notes 6 and 7)		**8,748,079**		8,221,745
Total Assets	**$**	**18,412,002**	$	11,656,096
LIABILITIES				
Current				
Accounts payable and accrued liabilities	**$**	**258,608**	$	438,909
Deposits on assets held for sale (Note 8)		**-**		12,800
Promissory note (Note 10)		**717,856**		683,524
Total Liabilities		**976,464**		1,135,233
EQUITY				
Share capital (Note 11)		**26,753,074**		26,717,174
Share-based compensation reserve		**3,869,339**		3,869,339
Deficit		**(15,936,875)**		(20,065,650)
Accumulated other comprehensive income		**2,750,000**		-
Total Equity		**17,453,538**		10,520,863
Total Liabilities and Equity	**$**	**18,412,002**	$	11,656,096

Going Concern (Note 1)

Approved and authorized for issue on behalf of the Board of Directors on March 30, 2022 by:

"Martin Walter"	*"Markus Janser"*
Director	Director

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

NUBIAN RESOURCES LTD.

Consolidated Statements of Operations and Comprehensive Loss

(Expressed in Canadian dollars)

	Three Months Ended January 31 2022	2021	Six months ended January 31 2022	2021
Expenses				
Amortization	$ 390	$ 722	$ 780	$ 1,499
Accretion	17,166	-	34,332	-
Bank charges	447	731	632	1,828
Employee Benefits	1,586	-	1,983	1,195
Filing fees	18,438	31,851	37,556	70,142
Foreign exchange	17,729	(57,047)	17,845	(57,047)
Interest on long term debt	-	-	-	318
Insurance	3,312	3,155	6,624	7,910
Investor relations and promotion	8,000	33,325	26,725	75,213
Management and director fees	81,500	100,000	175,000	185,500
Office	15,000	24,491	18,248	30,552
Professional fees	45,133	45,213	45,133	49,369
Property investigation costs	-	8,122	-	8,122
Rent and utilities	9,787	4,693	16,172	13,270
Share-based compensation (Note 8d)	-	929,850	-	929,850
Telecommunications	90	107	587	1,531
Travel and accommodation	-	10	-	2,752
Write-off of exploration and evaluation assets	-	-	8,549	6,943
Total Expenses	(218,578)	(1,126,023)	(390,166)	(1,328,629)
Other Income				
Gain on disposition of assets held for sale	4,518,941	-	4,518,941	-
Net Income (loss)	4,300,363	(1,126,023)	4,128,775	(1,328,629)
Comprehensive Income				
Unrealized gain on available for sale securities	2,750,000	-	2,750,000	-
Net Income (Loss) And Comprehensive Income (Loss) For The Period	$ 7,050,363	$ (1,126,023)	$ 6,878,775	$ (1,328,629)
Net Income (Loss) Per Share, Basic and Diluted	$ 0.07	$ (0.02)	$ 0.07	$ (0.02)
Comprehensive Income (Loss), Per Share, Basic and Diluted	$ 0.04	$ (0.00)	$ 0.04	$ (0.00)
Net Income (Loss) and Comprehensive Income (Loss), Per Common Share, Basic and Diluted	$ 0.11	$ (0.02)	$ 0.11	$ (0.02)
Weighted Average Number of Shares Outstanding	64,571,105	59,366,163	64,470,146	55,201,048

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

NUBIAN RESOURCES LTD.

Consolidated Statements of Changes in Equity

(Expressed in Canadian dollars)

	Number of common shares	Share capital	Share-based compen-sation reserve	Accumulated deficit	Accumulated other comprehen-sive income	Total equity
Balance, July 31, 2020	42,918,466	$ 17,956,538	$ 2,678,829	$ (18,364,318)	-	$ 2,271,049
Share-based compensation	-	-	929,850	-	-	929,850
Private placement (Note 11)	10,000,000	4,200,000	-	-	-	4,200,000
Shares issued on exercise of warrants	722,366	150,938	-	-	-	150,938
Shares issued on exercise of options	235,000	50,840	(22,340)	-	-	28,500
Issued on acquisition of 60% of BIPM	4,361,760	671,440	-	-	-	671,440
Issued on acquisition of Stavely Projects	5,050,000	2,314,800	-	-	-	2,314,800
Finders' fees on acquisitions	460,165	121,026	-	-	-	121,026
Share issuance costs related to private placement	-	(274,822)	-	-	-	(274,822)
Net loss for the period	-	-	-	(1,328,629)	$ -	(1,328,629)
Balance, January 31, 2021	**63,747,757**	**$ 25,190,760**	**3,586,339**	**(19,692,947)**	**$ -**	**9,084,152**
Balance, July 31, 2021	**64,291,605**	**26,717,174**	**3,869,339**	**(20,065,650)**	**-**	**10,520,863**
Shares issued on exercise of warrants	54,500	10,900	-	-	-	10,900
Shares issued on exercise of options	225,000	25,000	-	-	-	25,000
Net income (loss) for the period	-	-	-	4,128,775	-	4,128,775
Comprehensive income for the period	-	-	-	-	2,750,000	2,750,000
Balance, January 31, 2022	**64,571,105**	**$ 26,753,074**	**3,869,339**	**(15,936,875)**	**$ 2,750,000**	**17,435,538**

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

NUBIAN RESOURCES LTD.

Consolidated Statements of Cash Flows

(Expressed in Canadian dollars)

	Six Months Ended January 31, 2022	2021
Cash Provided By (Used In)		
Operating Activities		
Net income (loss)	**$ 4,128,775**	$ (1,328,629)
Items not affecting cash:		
Amortization	**780**	1,499
Accretion on promissory note	**34,332**	-
Gain on disposition of assets held for sale	**(4,518,941)**	-
Share-based compensation	**-**	929,850
Changes in non-cash operating assets and liabilities:		
Taxes receivable	**(34,411)**	(16,150)
Other current assets	**(48,539)**	11,579
Accounts payable and accrued liabilities	**(180,301)**	(16,953)
Cash Used In Operating Activities	**(618,305)**	(475,851)
Investing Activities		
Additions to equipment	**-**	(5,932)
Exploration and evaluation assets costs incurred	**(526,334)**	(222,650)
Exploration asset advances	**-**	139,357
Cash Used In Investing Activities	**(526,334)**	(1,220,053)
Financing Activities		
Proceeds from assets held for sale	**-**	28,800
Expenses incurred on assets held for sale	**-**	(1,210)
Proceeds from options exercised	**25,000**	28,500
Proceeds from warrants exercised	**10,900**	150,938
Proceeds from private placements, gross	**-**	4,200,000
Share issuance costs related to private placements	**-**	(274,822)
Cash Provided By Financing Activities	**35,900**	4,132,206
Increase (Decrease) In Cash	**(1,108,739)**	2,493,349
Cash, Beginning Of Year	**3,055,833**	1,275,232
Cash, End Of Period	**$ 1,947,094**	$ 3,768,581
Disclosure Of Supplementary Cash Flow And Non-Cash Investing and Financing Information		
Consideration for disposition of assets for sale received as marketable securities (Notes 4 and 8)	**$ 4,650,000**	$ -
Advances applied to exploration and evaluation costs	**$ -**	$ 139,357
Shares issued for asset acquisitions	**$ -**	$ 4,611,762
Shares issued as finders' fees	**$ -**	$ 198,136
Finders' warrants on private placement	**$ -**	$ 283,000

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Nubian Resources Ltd. (the "Company" or "Nubian") is listed on the TSX Venture Exchange (the "TSX.V") under the symbol "NBR" and the OTCQB Venture Market under the symbol "NBRFF". The principal business is the exploration of mineral properties and it is considered to be an exploration company. The Company was incorporated on October 28, 2004 pursuant to the Business Corporations Act (British Columbia). On May 2, 2007, the Company became a public company listed on the TSX.V. The Company's principal place of business is located at 202 – 2526 Yale Court Road, Abbotsford, British Columbia, V2S 8G9.

The Company's principal business activity is the exploration and evaluation of mineral properties located in Australia, Peru, and the United States.

The Company's ability to continue as a going concern is dependent upon the ability of the Company to obtain the necessary financing to develop properties, and to establish future profitable production. To date, the Company has not earned significant revenues and is considered to be in the exploration stage. As at January 31, 2022, the Company had net income of $4,128,775 (2021 - $1,328,629) during the period and an accumulated deficit of $15,936,875 (July 2021 - $20,065,650). The Company's operations are funded from equity financing which is dependent upon many external factors and may be difficult or impossible to secure or raise when required. The Company may not have sufficient cash to fund the exploration and development of its mineral properties to commercial production and therefore may require additional funding, which if not raised, may result in the delay, postponement or curtailment of some of its activities. These factors may cast significant doubt about the Company's ability to continue as a going concern. Management continues to evaluate the need for additional financing and is of the opinion that additional financing will be available to continue its planned activities in the normal course. Nonetheless, there is no assurance that the Company will be able to raise sufficient funds in the future to complete its planned activities.

Accordingly, these consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities, contingent obligations and commitments other than in the normal course of business and at amounts different from those in the consolidated financial statements. Such adjustments could be material.

Since December 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in a widespread health crisis that has affected economies and financial markets around the world resulting in an economic downturn. This outbreak may also cause staff shortages, reduced customer demand, increased government regulations or interventions, all of which may negatively impact the business, financial condition or results of operations of the Company. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the length and severity of these developments.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Reporting Interpretations Committee ("IFRIC"). The significant accounting policies are presented in Note 3 and have been consistently applied in each of the periods presented herein.

2. BASIS OF PRESENTATION (Continued)

b) Basis of Preparation

These consolidated financial statements have been prepared using the historical cost convention except for financial instruments which have been measured at fair value. These consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. In the opinion of management, all adjustments (including normal recurring accruals), considered necessary for a fair presentation have been included.

c) Foreign Currencies

i) *Presentation and functional currency*

The presentation and functional currency of the Company and its subsidiaries is the Canadian dollar.

ii) *Foreign currency transactions*

Transactions in currencies other than the functional currency are recorded at the rate of exchange prevailing on the dates of the transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange gains and losses arising from translation to the Company's presentation currency are recorded as foreign exchange loss (gain), which is included in profit or loss.

d) Significant Accounting Judgments and Estimates

The preparation of these consolidated financial statements using accounting policies consistent with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. The preparation of the consolidated financial statements also requires management to exercise judgment in the process of applying the accounting policies.

On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Revisions to accounting estimates are recognised prospectively from the period in which the estimates are revised. Actual outcomes may differ from those estimates under different assumptions and conditions.

Critical accounting estimates

The following are the key estimates that have a significant risk of resulting in a material adjustment to future operating results:

Impairment of assets

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. Recoverable amount is the greater of value in use and fair value less costs to sell. Determining the recoverable amount required management's estimates of future cash flows from the Dunfee & Copper Hills Properties.

2. BASIS OF PRESENTATION (Continued)

d) Significant Accounting Judgments and Estimates (Continued)

Critical accounting estimates (Continued)

Share-based compensation

The fair value of share-based payments and warrants is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Critical judgments used in applying accounting policies

In the preparation of these consolidated financial statements management has made judgments, aside from those that involve estimates, in the process of applying the accounting policies. These judgments may have an effect on the amounts recognized in the consolidated financial statements.

Going Concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenses, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Determination of functional currency

The functional currency for the Company and its subsidiaries is the currency of the primary economic environment in which the respective entity operates; the functional currency the parent and its subsidiaries is determined to be the Canadian dollar. Such determination involves certain judgments to identify the primary economic environment. The Company reconsiders the functional currency of its subsidiary if there is a change in events and/or conditions which determine the primary economic environment.

2. BASIS OF PRESENTATION (Continued)

d) Significant Accounting Judgments and Estimates (Continued)

Critical judgments used in applying accounting policies (Continued)

Assets held for sale and discontinued operations

Judgment is required in determining whether an asset meets the criteria for classification as "assets held for sale" in the consolidated statements of financial position. Criteria considered by management include the existence of and commitment to a plan to dispose of the assets, the expected selling price of the assets, the expected timeframe of the completion of the anticipated sale and the period of time any amounts have been classified within assets held for sale. The Company reviews the criteria for assets held for sale each quarter and reclassifies such assets to or from this financial position category as appropriate. In addition, there is a requirement to periodically evaluate and record assets held for sale at the lower of their carrying value and fair value less costs to sell. Judgment is applied in determining whether disposal groups represent a component of the entity, the results of which should be recorded in discontinued operations on the consolidated statements of operations and comprehensive loss.

Impairment of Exploration and evaluation assets

The carrying value and the recoverability of long-lived assets, including exploration and evaluation assets, are evaluated at each reporting date. Management assesses for indicators of impairment, which includes assessing whether facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.

Asset Acquisitions

Management has had to apply judgment relating to acquisitions with respect to whether the acquisitions were business combinations or asset acquisitions. Management applied a three-element process, considering inputs, processes and outputs of the acquired entity in order to reach a conclusion.

Promissory note

Convertible debentures and other similar instruments are separated into their liability and equity components on the consolidated statements of financial position. The liability component is initially recognized at fair value, calculated as the present value of the liability based upon non-convertible debt issued by comparable issuers and accounted for at amortized cost using the effective interest rate method. The effective interest rate used is the estimated rate for non-convertible debt with similar terms at the time of issue. The Company has applied judgment in determining that the promissory note and conversion feature have been classified as a financial liability.

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries below:

Australia	Peru	United States
Blackwood Prospecting Pty Ltd. *Owns 100% of Stavely Tasmania Pty Ltd., 100% of Bestlevel Holdings Pty Ltd., and 60% of Ballarat Investment Project Management Pty Ltd. ("BIPM") (Note 5) that owns the Yandoit Project, Victoria, Australia*	Nubian Resources Peru S.A.C. *Owns 100% of Esquilache Silver Project*	Nubian Resources (USA) Ltd. *Owns 100% of Excelsior Springs and Palmetto properties, Nevada, USA* *This subsidiary was sold effective December 27, 2021 (Note 8)*
Stavely Tasmania Pty Ltd. *Owns 100% of Fosterville East, Victoria, Australia and 100% of Lefroy and 75% of Matthina projects, Tasmania*		Nubian Gold & Copper USA Ltd. *Owns 100% of Copper Hills (New Mexico) and Dunfee properties (Nevada), USA*
Bestlevel Holdings Pty Ltd. *Owns 25% of Matthina project, Tasmania*		

A subsidiary is an entity that the Company controls, either directly or indirectly, where control is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All inter-company transactions and balances including unrealized income and expenses arising from intercompany transactions are eliminated in preparing consolidated financial statements.

b) Business Combinations

A business combination is defined as an acquisition of assets and liabilities that constitute a business. A business is an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return. A business also includes those assets and liabilities that do not necessarily have all the inputs and processes required to produce outputs, but can be integrated with the inputs and processes of the Company to create outputs. When acquiring a set of activities or assets in the exploration and development stage, which may not have outputs, the Company considers other factors to determine whether the set of activities or assets is a business.

Business combinations are accounted for using the acquisition method. Acquisitions that do not meet the definition of a business are accounted for using the asset acquisition method.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

c) Financial Instruments

The following is the Company's accounting policy for financial instruments under IFRS 9 *Financial Instruments* ("IFRS 9"):

i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL or if the Company has opted to measure them at FVTPL. The following table shows the classification under IFRS 9:

Financial assets/liabilities	Classification IFRS 9
Cash	Amortized cost
Marketable securities	Amortized cost
Reclamation deposits	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Promissory note	Amortized cost

ii) Measurement

Financial assets and liabilities at amortized cost.

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

c) Financial Instruments (Continued)

iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If, at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss an impairment gain or loss equal to the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

iv) Derecognition of financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss.

d) Equipment

Equipment is recorded at cost and amortized over its estimated useful life. The cost of an item includes the purchase price and directly attributable costs to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Amortization methods, useful lives and residual values are reviewed at each financial year end and are adjusted if appropriate. Equipment is recorded at cost less accumulated amortization. Amortization is recorded when equipment is available for use, over the estimated useful life using the following methods and rates:

Classification	Method	Rate
Office equipment	Declining balance	20% to 45%

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

e) Exploration and Evaluation Assets

The Company capitalizes all acquisition costs and direct exploration expenditures on mineral properties in which it has a continuing interest. On abandonment or sale of any property, accumulated capitalized amounts are charged to operations net of proceed. Following commencement of commercial production, capitalized costs will be amortized over the estimated useful life of the mineral reserve using the units of production method. Property investigation costs, where a property interest is not acquired, are expensed as incurred. Incidental revenues received while the properties are in the exploration stage are credited to the carrying value of the mineral properties. Cost recoveries are credited against specific property costs, as received.

Property acquisition costs include cash costs and the fair market value of issued shares, including those paid under option or joint interest agreements. Option payment terms are at the sole discretion of the Company and are recorded as acquisition costs upon payment.

Amounts shown for properties represent costs incurred net of write-downs and recoveries, and are not intended to represent present or future values. Capitalized costs are subject to measurement uncertainty and it is reasonably possible a change in future conditions could require a material change in recorded amounts.

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of permits and the potential for problems arising from government conveyance accuracy, prior unregistered agreements or transfers, native land claims, confirmation of physical boundaries, and title may be affected by undetected defects. The Company does not carry title insurance.

The Company has evaluated title to all of its mineral properties and believes, to the best of its knowledge, that evidence of title is adequate and acceptable given the current stage of exploration.

Management's capitalization of exploration costs and assumptions regarding the future recoverability of such costs are subject to significant measurement uncertainty. Management's assessment of recoverability is based on, among other things, the Company's estimate of current mineral reserves and resources which are supported by geological estimates, estimated metal prices, and the procurement of all necessary regulatory permits and approvals. These assumptions and estimates could change in the future and this could materially affect the carrying value and the ultimate recoverability of amounts recorded for capitalization of exploration and evaluation assets.

f) Assets Held for Sale

Assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Assets are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use or abandonment. This condition is regarded as met only when the sale is highly probable and the assets are available for immediate sale in their present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

g) Impairment of Non-Financial Assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that the assets may be impaired. If such indication exists, the recoverable amount of the identified asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

h) General Provisions

A provision is a liability of uncertain timing or amount of a future expenditure when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The present value of expected future cash outflows is recognized as a liability and the increase to the liability due to the passage of time is recorded as a finance expense. The Company uses a credit adjusted discount rate that reflects current market assessments of the time value of money and the risk specific to the liability.

i) Decommissioning Liabilities

The Company accounts for the estimated fair value of legal obligations to reclaim and remediate exploration and evaluation assets in the period incurred, at the net present value of the cash flows required to settle the future obligations. The corresponding amount is capitalized to the related asset and accounted for in accordance with the Company's related accounting policies for exploration and evaluation assets. The liabilities are subject to accretion over time as a finance expense for increases in the fair value of the liabilities. Changes in estimates are accounted for prospectively from the period the estimate is revised.

The operations of the Company may in the future be affected, from time to time in varying degrees, by changes in environmental regulations, including those for future removal and site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company vary greatly and are not predictable.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

j) Income Taxes

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

Deferred tax is recorded using the 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. Temporary differences are not provided for goodwill that is not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. 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 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. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it provides a valuation allowance against that excess.

k) Share Capital

Agent's warrants issued as purchase consideration in non-monetary transactions are recorded at fair value determined by management using the Black-Scholes option pricing model.

The fair value of shares issued as consideration for exploration and evaluation assets is based on the trading price of those shares on the TSX.V on the date of the agreement to issue shares as determined by the Board of Directors.

Proceeds from unit placements are allocated between shares and warrants issued using the residual method. When the Company issues common shares and warrants together as units, proceeds is allocated first to share capital based on the market value of common shares on the date of issue, with any residual proceeds being allocated to the warrants.

l) Share-based Compensation

The Company accounts for stock options issued to employees at the fair value determined on the grant date using the Black-Scholes option pricing model. The fair value of the options is recognized as an expense using the graded vesting method where the fair value of each tranche is recognized over its respective vesting period. When stock options are forfeited prior to becoming fully vested, any expense previously recorded is reversed. If and when the stock options are ultimately exercised, the applicable amounts of their fair values in the reserves account are transferred to share capital.

Share-based compensation made 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 that the fair value of the goods or services cannot be reliably measured. These payments are recorded at the date the goods and services are received.

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

m) Loss per Share

Basic loss per common share is calculated by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the period. Dilutive earnings per share reflect the potential dilution of securities that could share in the earnings of an entity. In periods where a loss is incurred, potentially dilutive common shares are excluded from the loss per share calculation as the effect would be anti-dilutive and basic and diluted loss per common share is the same. In a profit year, under the treasury stock method, the weighted average number of common shares outstanding used for the calculation of diluted earnings per share assumes that the proceeds to be received on the exercise of dilutive stock options and warrants are used to repurchase common shares at the average price during the period.

4. MARKETABLE SECURITIES

	January 31, 2022		July 31, 2021	
	Book Value	**Fair Value**	**Book Value**	**Fair Value**
Shares in Athena Gold Corporation				
5,000,000 shares issued December 15, 2020	$ 250,000	750,000	$ -	$ -
45,000,000 shares issued December 29, 2021	4,500,000	6,750,000	-	-
	$ 4,750,000	$ 7,500,000	$ -	$ -

It is the Company's intention to distribute the Athena shares pro rata to its shareholders as a reduction of stated capital, after receipt of shareholder and regulatory approvals.

5. EQUIPMENT

COST	
Balance at July 31, 2020	$ 18,609
Additions	5,933
Balance at July 31, 2021	24,542
Additions	-
Balance at January 31, 2022	**$ 24,542**

ACCUMULATED AMORTIZATION	
Balance at July 31, 2020	$ 18,059
Amortization for the year	2,780
Balance, at July 31, 2020	20,839
Amortization for the period	780
Balance, at January 31, 2022	**$ 21,619**

NET BOOK VALUE	
At July 31, 2021	$ 3,703
At January 31, 2022	**$ 2,923**

(Expressed in Canadian dollars)

6. ASSET ACQUISITIONS

During the year ended July 31, 2021, the Company, through its wholly-owned subsidiary, Blackwood Prospecting PTY Ltd., acquired 100% of the issued and outstanding shares of Stavely Tasmania PTY Ltd. .("Stavely"), which owns 100% of the Fosterville East, 100% of the Lefroy, and 75% of the Matthina projects; acquired 100% of the issued and outstanding shares of Bestlevel PTY Ltd. ("Bestlevel"), which holds 25% of the Matthina project; and acquired 60% of the issued and outstanding shares of Ballarat Project Investment Management PTY Ltd. ("BIPM"), which owns 100% of the Yandoit Project.

The transactions did not constitute a business combination as the companies do not meet the definition of a business under IFRS 3 – Business Combinations. As a result, the acquisitions have been accounted for as asset acquisitions, whereby all of the assets acquired and liabilities assumed are assigned a carrying amount based on their relative fair values. Upon closing of the transactions, Stavely, Bestlevel, and BIPM became subsidiaries of the Company. The net assets acquired pursuant to the acquisitions are as follows:

Consideration:

Cash	$	453,628
Shares issued		4,611,762
Finders' fees		198,136
Promissory note (note 10)		734,100
Total	$	5,997,626

Purchase Price Allocation:

Cash	$	60,830
Bonds		64,157
Exploration and evaluation assets		5,994,925
GST payable		(37,469)
Loans		(84,817)
Total net assets acquired	$	5,997,626

(Expressed in Canadian dollars)

7. EXPLORATION AND EVALUATION ASSETS

January 31, 2022	USA	Peru	Australia		
	Dunfee & Copper Hills Properties	Esquilache Project	Yandoit Project	Stavely Projects	Total
Acquisition costs:					
Balance, beginning of period	$ 2	$ 950,000	$ 3,496,252	$ 2,768,055	**$ 7,214,309**
Balance, end of period	2	950,000	3,496,252	2,768,055	**7,214,309**
Exploration costs:					
Balance, beginning of period	-	556,891	419,076	31,469	**1,007,436**
Incurred during the period					
Licences and permits	-	-	1,913	15	**1,928**
Drilling and exploration	-	-	466,519	31,110	**497,629**
General and administrative	-	765	26,012	-	**26,777**
Balance, end of period	-	557,656	913,520	62,594	**1,533,770**
Total expenditures	$ 2	$ 1,507,656	4,490,772	2,830,649	**8,748,079**

July 31, 2021	USA	Peru	Australia		
	Dunfee & Copper Hills Properties	Esquilache Project	Yandoit Project	Stavely Projects	Total
Acquisition costs:					
Balance, beginning of year	$ 2	$ 600,000	$ -	$ -	**$ 600,002**
Additions	-	350,000	143,312	126,070	**619,382**
Asset acquisitions (Note 5)	-	-	3,352,940	2,641,985	**5,994,925**
Balance, end of year	2	950,000	3,496,252	2,768,055	**7,214,309**
Exploration costs:					
Balance, beginning of year	-	295,583	-	-	**295,583**
Incurred during the year					
Licences and permits	-	108,699	-	-	**108,699**
Drilling and exploration	-	-	309,000	19,593	**328,593**
General and administrative	-	152,609	110,076	11,876	**274,561**
Balance, end of year	-	556,891	419,076	31,469	**1,007,436**
Total expenditures	$ 2	$ 1,506,891	$ 3,915,328	$ 2,799,524	**$ 8,221,745**

a) US Properties

During the year ended July 31, 2021, the Company no longer had plans to explore the Dunfee and Copper Hill properties. As such, indicators of impairment existed leading to a test of recoverable amounts on the properties. A value in use calculation is not applicable as the Company does not have any expected cash flows from using the property at this stage of operations. In estimating the fair value less costs of disposal, management did not have observable or unobservable inputs to estimate the recoverable amount greater than $nil. As this valuation technique requires management's judgment and estimates of the recoverable amount, it is classified within Level 3 of the fair value hierarchy. Any costs related to these properties are expensed as income.

During the year ended July 31, 2020, the Company reclassified the Excelsior Springs and Palmetto properties to Assets Held for Sale (see Note 7).

(Expressed in Canadian dollars)

7. EXPLORATION AND EVALUATION ASSETS (Continued)

b) Esquilache Project, Peru

On December 28, 2017, the Company entered into a binding agreement with Zinc One Resources Inc. ("Zinc One") to acquire the Esquilache silver project (the "Esquilache Project") comprising the historical Esquilache underground silver mine and the adjacent Virgen de Chapi prospect located in the Puno Department of Southern Peru. Under the terms of the agreement, Nubian agreed to pay $150,000 in cash (paid) and $450,000 in common shares of the Company (1,638,151 common shares were issued on July 30, 2018) and four annual advanced Net Smelter Royalty (NSR) payments of $22,500 on December 27, 2018, $78,600 on July 5, 2019, $37,000 on October 5, 2019, and $56,000 on January 5, 2020, as well as 23 payments of $20,000 each between April 5, 2020 and October 5, 2025.

On August 18, 2020, the Company accelerated its purchase of the Esquilache Project from Zinc One with a one-time cash payment of $350,000 (paid), instead of C$661,806 in total advance royalty payments until October 2025 as outlined in the preceding paragraph.

The Project is subject to a 2% NSR of which Nubian will have the right to purchase 1% for $500,000 at any time, until the third anniversary of the first sale of gold, silver or concentrate.

c) Yandoit Project, Australia

On October 22, 2020, the Company, through its wholly-owned subsidiary, Blackwood Prospecting PTY Ltd., acquired 60% of the issued and outstanding shares of Ballarat Project Investment Management PTY Ltd. ("BIPM") which holds the Yandoit Project, situated in the historic Daylesford gold corridor of central Victoria, Australia. Under the terms of the binding letter of intent, Nubian paid an AU$20,000 (C$18,862) option payment and granted a 2% net smelter return royalty to the vendor.

The initial 60% interest in BIPM was paid as follows (see Note 5):

Cash	$	357,346
Shares issued		2,137,262
Promissory note, interest free and repayable in 18 months from November 27, 2020		734,100
	$	3,228,708

A finder's fee of C$163,333 was paid by issuance of 333,333 common shares of the Company.

To acquire the remaining 40% interest BIPM, Nubian has agreed to make a payment of AUD $3.5 million (approximately, CAD $3.2 million) payable in common shares of Nubian. There is also an exploration commitment of AUD $1 million (approximately CAD $915,400) in the 24-month period following the date of the definitive agreement.

(Expressed in Canadian dollars)

7. EXPLORATION AND EVALUATION ASSETS (Continued)

d) Stavely Projects, Australia

On September 23, 2020, the Company , through its wholly-owned subsidiary, Blackwood Prospecting PTY Ltd., acquired 100% of the issued and outstanding shares of Stavely Tasmania PTY Ltd. ("Stavely"), which owns 100% of Fosterville East, 100% of Lefroy, and 75% of Matthina projects, and acquired 100% of the issued and outstanding shares of Bestlevel PTY Ltd. ("Bestlevel"), which holds 25% of the Matthina project (collectively the "Stavely Projects"). Together, the Stavely Properties comprise six exploration licenses that include the Fosterville East project located in central Victoria, and the Lefroy and Mathinna projects located in northeast Tasmania.

The consideration was paid as follows (See Note 5):

Cash	$	96,282
Shares issued		2,474,500
	$	2,570,782

A finder's fee of CAD $34,803 was paid by issuance of 126,832 common shares of the Company.

8. ASSETS HELD FOR SALE

Excelsior Springs and Palmetto Projects

On August 31, 2020, the Company entered into a binding letter of intent with Athena Silver Corporation (OTCQB: AHNR) ("Athena") for Athena to acquire the Company's Excelsior Springs and Palmetto exploration projects ("the Property") located in Esmeralda County, Nevada, USA in exchange for a cash payment of $12,800 ($10,000 USD) and 50,000,000 common shares of Athena. Nubian will retain a 1% NSR on the Excelsior Property and Athena will have the right to purchase 0.5% for $500,000 and the remaining 0.5% at fair market value. The completion of the transaction is conditional upon the Company obtaining the prior approval of the transaction from the TSX.V and any other approvals required under applicable laws.

Management determined that the Excelsior Springs and Palmetto projects meet the definition of assets held for sale in accordance with IFRS 5. On reclassification to assets held for sale, the Company remeasured the projects to the lesser of the carrying amount and the fair value less costs of disposal. Consequently, the Excelsior Springs property of $214,103 and the Palmetto property of $28,546, were classified as assets held for sale as at July 31, 2020 from Exploration and Evaluation Assets (Note 6).

On December 11, 2020, the Company entered into an option agreement to replace the August 31, 2020 LOI with Athena. Under the terms of the option agreement, Athena was granted the option to acquire a 10% interest by paying Nubian a non-refundable amount of $10,000 USD (received, valued at $12,800 CAD) and issuing to Nubian 5,000,000 pre-consolidation shares of common stock at a deemed price of $0.05 per share. In addition, Athena was granted an option to acquire the remaining 90% interest by converting into equity or otherwise settling all of its outstanding debt, completing the initial listing of its common stock on the Canadian Securities Exchange, and issuing to Nubian 45,000,000 pre consolidation shares at a deemed price of $0.05 per share.

(Expressed in Canadian dollars)

8. ASSETS HELD FOR SALE (Continued)

On November 10, 2021, the Company and Athena signed a first amendment to the option agreement dated December 11, 2020. Under the terms of this amendment, both parties have agreed to a restructuring of the transaction whereby Athena would acquire a 100% interest in the property through the acquisition of all the issued and outstanding shares of Nubian Resources (USA) Ltd. ("Nubian Resources"). On November 23, 2021, the Company and Athena signed an amendment agreement whereby the date at which Athena can exercise the right to acquire the remaining 90% interest through the issuance of 45,000,000 common shares was amended to December 31, 2021.

On December 27, 2021, Athena acquired the interest in the Property through its acquisition of all of the outstanding shares of Nubian Resources, the legal owner of the claims and mineral rights comprising the Property. As a result of the transaction, through its ownership of Nubian Resources, Athena now holds a 100% interest in the Property, subject to a 1% of net smelter returns royalty (the "Royalty") with respect to the Property granted to Nubian.

The transaction was effected as at December 29, 2021 pursuant to the terms a share purchase agreement (the "Share Purchase Agreement"), whereby Nubian sold to Athena and Athena purchased from Nubian all of the shares of Nubian Resources for the remaining consideration payable under the terms of the Option Agreement, which consisted of 45 million shares of Athena's common stock ("Athena Shares") and the Royalty.

Under the terms of the Share Purchase Agreement, Nubian also agreed to use commercially reasonable efforts to distribute all Athena Shares that it holds to its shareholders, pro rata, subject to certain conditions, including that the distribution can be effected in accordance with applicable laws and the policies of the TSX Venture Exchange, exempt from the requirements to file a prospectus in Canada. In order to facilitate this proposed distribution, Nubian and Athena agreed to prepare and file with the U.S. Securities and Exchange Commission a registration statement on Form S-1, covering the resale and distribution by Nubian to its shareholders of the Athena Shares held by it.

Accordingly, the Property sale comprises of:

Cash	$	12,800
5,000,000 shares of Athena issued		250,000
45,000,000 shares of Athena issued		4,500,000
Total Consideration		4,762,800
Less: Property costs incurred		(243,859)
Gain on disposition	$	4,518,941

(Expressed in Canadian dollars)

9. DUE TO RELATED PARTIES AND RELATED PARTY TRANSACTIONS

The following Director transactions and Related Party balances pertain solely to Nubian Resources Ltd.

a) Director transactions

For the period ended January 31, 2022:

	Management & consulting Fees	Share-based compensation	Total
	$	$	$
Executive Directors and Officers*	108,000	-	108,000
Non-executive Directors*	79,000	-	79,000

For the period ended January 31, 2021:

	Management & consulting Fees	Share-based compensation	Total
	$	$	$
Executive Directors and Officers*	116,500	148,950	265,450
Non-executive Directors*	69,000	477,715	546,715

b) Related Party balances

	January 31, 2022	July 31, 2021
Accounts receivable	**$ 55,162**	$ -

* Paid to directors, non-executive directors, and/or companies controlled by those individuals. All balances owing are unsecured with no fixed terms of repayment.

10. PROMISSORY NOTE

In connection with the acquisition of BIPM on October 22, 2020 (see note 5), the Company issued a AUD $750,000 (CAD $734,100) promissory note to the shareholders of BPIM. The promissory note is due 18 months from the date of issuance, is non interest bearing, and is repayable at the option of the Company as follows:

- AUD $750,000 in cash; or
- Common shares in the Company equivalent to AUD $750,000 by dividing the VWAP for the 20 trading days immediately preceding the redemption date; or
- The number of shares equivalent to 35% of the capital in BIPM.

Recognition of the initial $734,100 promissory note was at its fair value using a discount rate of 10%, representing the Company's estimated unsecured credit risk. $632,222 was recognized as debt and $101,878 was recognized as an imputed interest benefit in profit or loss. The Company recognized accretion expense of $85,634 to January 31, 2022. As at January 31, 2022, the balance of the promissory note was $717,856.

(Expressed in Canadian dollars)

11. SHARE CAPITAL

a) Authorized

Unlimited number of Class "A" voting Common shares without par value
Unlimited number of Preferred shares without par value (none issued)

b) Issued

During the year ended July 31, 2021:

On August 19, 2020, 10,000,000 units at $0.42 per unit were issued for proceeds of $4,200,000. Each unit consisted of one common share and one-half transferrable share purchase warrant entitling the holder to purchase one common share for a period of two years at a price of $0.55 per share. Finder's fees in the amount of $252,000 in cash and 600,000 warrants at a price of $0.55 per share were issued to registered dealers. The finder's warrants are exerciseable into a common share at $0.55 for a period of two years and the fair value was $283,000. The fair value of these finder's warrants was estimated on the date of issuance using the Black-Scholes valuation model with the following assumptions: i) exercise price per share of $0.55; ii) expected share price volatility of 156%; iii) risk free interest rate of 0.30%; iv) no dividend yield; and v) expected life of two years.

On November 27, 2020, 4,361,760 common shares were issued for $2,137,262 with respect to the 60% acquisition of BIPM (see Note 6). A finder's fee of $163,333 was paid through the issuance of 333,333 common shares of the Company.

On December 16, 2020, 5,050,000 common shares were issued for $2,474,500 with respect to the 100% acquisition of the Stavely Projects (see Note 5d). A finder's fee of $34,803 was paid through the issuance of 126,832 common shares of the Company.

During the period ended January 31, 2022:

There were 225,000 share purchase otpions and 54,500 warrants exercised for proceeds of $25,000 and $10,900 respectively.

c) Warrants

A summary of the changes in warrants to acquire an equivalent number of shares for the years ended July 31, 2021 and 2020 and for the period ended January 31, 2022 was as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance July 31, 2020	7,385,891	$0.23
Issued, August 19, 2020	5,600,000	$0.55
Exercised during the year	(1,266,214)	$0.20
Expired during the year	(735,000)	$0.40
Balance, July 31, 2021	**10,984,677**	**$0.38**
Exercised during the period	(54,500)	$0.20
Expired during the period	(200,000)	**$0.40**
Balance, January 31, 2022	**10,730,177**	**$0.38**

As of January 31, 2022, the weighted average remaining contractual life of the warrants was 0.6 years (2021 – 1.6 years).

(Expressed in Canadian dollars)

11. SHARE CAPITAL (Continued)

c) Warrants

The Company had outstanding warrants as of January 31, 2022 as follows:

Number of Warrants	Number of Warrants Exercisable	Exercise Price	Expiry Date
4,936,227	4,936,227	$ 0.20	June 26, 2022
193,950	193,950	$ 0.15	June 26, 2022
5,600,000	5,600,000	$ 0.55	August 19,2022
10,730,177	10,730,177		

d) Stock Options

The Company has a stock option plan that provides for the issuance of compensatory options to its directors, officers, employees and consultants. The maximum number of outstanding options must be no more than 10% of the issued and outstanding shares at any point in time. Options granted under the plan may have a maximum term of ten years. Terms of the vesting period over which the options are earned is determined by the Board of Directors.

A summary of the changes in stock options to acquire an equivalent number of shares for the years ended July 31, 2021 and for the period ended Janury 31, 2022 was as follows:

	Number of Options	Weighted Average Exercise Price
Balance, July 31, 2020	3,420,000	$ 0.21
Granted, September 23, 2020	100,000	$ 0.60
Granted, December 23, 2020	2,495,000	$ 0.42
Granted, January 26, 2021	300,000	$ 0.42
Granted, June 7, 2021	188,000*	$ 0.44
Exercised during the year	(235,000)	$ 0.12
Expired during the year	(115,000)	$ 0.10
Balance, July 31, 2021	**6,153,000**	$ 0.32
Exercised during the period	(225,000)	$ 0.11
Rescinded during the period	(188,000)	$ 0.44
Balance, January 31, 2022	**5,740,000**	

In estimating the fair value of options issued using the Black-Scholes option pricing model, the Company is required to make assumptions. The expected volatility assumption is based on the historical volatility of the Company's common share price on the TSX-V. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life. The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model. The Company has historically not paid dividends on its common stock.

(Expressed in Canadian dollars)

11. SHARE CAPITAL (Continued)

d) Stock Options (Continued)

On September 23, 2020, the Company granted 100,000 incentive stock options to two consultants, 50,000 exercisable for three years and 50,000 exercisable for five years. The fair value of these stock based compensation options granted was estimated on the date of grant in the amount of $44,850 using the Black-Scholes valuation model with the following assumptions: i) exercise price per share of $0.60; ii) expected share price volatility of 157%; iii) risk free interest rate of 0.32%; iv) no dividend yield; v) expected life of three and five years; and vi) fully vested.

On December 23, 2020, the Company granted 2,495,000 incentive stock options to directors, officers and consultants, exercisable for a period of five years. The fair value of these stock based compensation options granted was estimated on the date of grant in the amount of $826,000 using the Black-Scholes valuation model with the following assumptions: i) exercise price per share of $0.42; ii) expected share price volatility of 107%; iii) risk free interest rate of 0.28%; iv) no dividend yield; v) expected life of five years; and vi) fully vested.

On January 26, 2021, the Company granted 300,000 incentive stock options to a director for a period of five years. The fair value of these stock based compensation options granted was estimated on the date of grant in the amount of $59,000 using the Black-Scholes valuation model with the following assumptions: i) exercise price per share of $0.42; ii) expected share price volatility of 155%; iii) risk free interest rate of 0.41%; iv) no dividend yield; v) expected life of five years; and vi) fully vested.

On June 7, 2021, the Company granted 188,000 incentive stock options to a consultant for one year. The fair value of these stock based compensation options granted was estimated on the date of grant in the amount of $24,512 using the Black-Scholes valuation model with the following assumptions: i) exercise price per share of $0.435; ii) expected share price volatility of 100%; iii) risk free interest rate of 0.25%; iv) no dividend yield; v) expected one year; and vi) vest in stages over a period of 12 months, with 1/4 options vesting each quarter. These incentive stock options were rescinded in August 2021.

The Company had outstanding stock options as of January 31, 2022 as follows:

Number of Options	Number of Options Exercisable	Exercise Price	Expiry Date
950,000	950,000	$ 0.15	September 17, 2022
145,000	145,000	$ 0.10	January 2, 2023
150,000	150,000	$ 0.12	February 7, 2023
50,000	50,000	$ 0.60	September 23, 2023
1,600,000	1,600,000	$ 0.30	July 5, 2025
50,000	50,000	$ 0.60	September 23, 2025
2,495,000	2,495,000	$ 0.42	December 23, 2025
300,000	300,000	$ 0.42	January 26, 2026
5,740,000	5,740,000		

As of January 31, 2022, the weighted average remaining contractual life of the options was 2.9 years (July 2021 – 3.4 years).

(Expressed in Canadian dollars)

11. SHARE CAPITAL (Continued)

e) Nature and Purpose of Share-based Compensation Reserve

'Share-based Compensation Reserve' is used to recognize the fair value of stock option grants prior to exercise, expiry or cancellation and the fair value of other share-based consideration paid at the date of payment.

12. CAPITAL MANAGEMENT

The Company manages capital with the goal to safeguard the Company's ability to continue as a going concern and ensure its ability to further explore and develop its mineral property holdings in Australia, Peru, and the USA, and dispose of its holdings in Africa. The Company includes cash and the components of shareholders' equity in the definition of capital.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties.

To ensure continued operations, the Company depends on external financing to fund its activities.

In the past, the Company has been successful in raising funds through the issuance of share capital. It is uncertain, however, how successful the Company will be in raising more funds in the current difficult market conditions. The Company currently has insufficient funds for its anticipated operational activities and will require equity financing, joint ventures or other forms of financing in order to fund continued exploration activities and administrative overhead costs for the coming year.

There were no changes in the Company's approach to capital management during the period ended January 31, 2022. Neither the Company nor its subsidiaries is subject to externally imposed capital requirements.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. The disclosures in the notes to these consolidated financial statements describe how the categories of financial instruments are measured and how income and expenses, including fair value gains and losses, are recognized.

As at January 31, 2022, the classification of the financial instruments and as their carrying values and fair values are shown in the table below:

	Level	Book value/ amortized cost	Fair value/ amortized cost
Financial assets			
Cash	1	$ 1,947,094	$ 2,534,701
Marketable securities	1	4,750,000	7,500,000
		$ 6,697,094	$ 9,447,094
Financial liabilities			
Accounts payable	1	$ 258,608	$ 258,608
Promissory note	1	717,856	717,856
		$ 976,464	$ 956,464

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgment is required to develop certain of these estimates. The estimated fair value amounts can be materially affected by the use of different assumptions or methodologies. The methods and assumptions used to estimate the fair value of financial instruments are described below:

The Company is exposed to potential loss from various risks including commodity price risk, interest rate risk, currency risk, credit risk and liquidity risk. Based on the Company's operations, the liquidity risk, commodity risk and currency risk are considered the most significant.

The carrying values of the Company's cash and accounts payable and accrued liabilities, and promissory note were a reasonable approximation of fair value due to their short-term nature.

Financial instruments measured at fair value on the consolidated statement of financial position were made using inputs within the following fair value hierarchy that reflect their significance:

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.

There have been no transfers between levels 1 and 2, or transfers in or out of level 3 for the year ended July 31, 2021 or for the period ended January 31, 2022.

a) Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risk associated with fluctuations in the market prices of base and precious metals including copper and gold, and the outlook for these metals. The Company does not have any hedging or other derivative contracts respecting its operations.

Market prices for metals historically have fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, levels of worldwide production, short-term changes in supply and demand, industrial and retail demand, central bank lending, and forward sales by producers and speculators. The Company has elected not to actively manage its commodity price risk.

b) Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada, Australia, Peru and United States of America and a portion of its expenses are incurred in Australian dollars ("AUD") and United States dollars ("USD"). A significant change in the currency exchange rates between the Canadian dollar and the AUD or USD could have an effect on the Company's results of operations, financial position or cash flows.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

b) Currency Risk (Continued)

The Company has not hedged its exposure to currency fluctuations. At January 31, 2022, the Company was exposed to currency risk through the following assets and liabilities denominated in USD and AUD.

	January 2022	July 2021
Cash	**$ 71,962**	$ **310,510**
Accounts payable and accrued liabilities	**$ (265,290)**	$ **(363,562)**

Based on the above net exposures at January 31, 2022, and assuming that all other variables remain constant, a 10% appreciation or depreciation of the Canadian dollar against the AUD or USD would result in an increase/decrease of $1,800 and $17,515, respectively in the Company's loss from operations.

c) Liquidity Risk

The liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages its liquidity risk through careful management of its financial obligations in relation to its cash position. Using budgeting processes, the Company manages its liquidity requirements based on expected cash flow to ensure there are adequate funds to meet the short term obligations during the year.

The difficult market conditions make it uncertain whether the Company can continue to raise adequate funds to meet its financial obligations (see Note 1).

14. COMPARATIVE FIGURES

Certain of the prior year's figures have been re-classified in order to conform to the presentation adopted in the current period.